



VISAGAR

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15th December 2012

To,
The Director (Listing)
The Bombay Stock Exchange
Phiroze Jeejeebhoy Tower,
25th Floor Dalal Street,
Mumbai- 400 0023

Dear Sir,

Ref :- Scrip ID - VIVIDHA Scrip Code **506146**

Sub :- Clause 31 of the Listing Agreement

With reference to Clause 31 of the listing agreement, enclosed please find the Proceedings of the 29th Annual General Meeting of the Company, held on 15th December, 2012 at 1008/1009, Gold Crest Business Centre, L T Road, Borivali - West, Mumbai - 400092

for Visagar Polytex Limited


(Tilokchand Kothari)
Managing Director

VISAGAR POLYTEX LIMITED

Regd. Off. : 907/908, Dev Plaza, S. V. Road, Andheri (W), Mumbai 400 058.
Tel.: (022) 6742 4815 Email : contact@visagar.com Website : www.visagar.com/visagarpolytex

Under Clause 31 of the Listing Agreement

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE ANNUAL GENERAL MEETING HELD ON 15TH DECEMBER, 2012

ORDINARY BUSINESS:

1.	<p>Ordinary Resolution</p> <p>"RESOLVED THAT the audited Balance Sheet as at 30th June, 2012 and the Profit and Loss Account for the year ending 30th June, 2012 together with the Auditors' Report and the Director's Report thereon along with the annexures thereto, be and the same are hereby received, considered and adopted."</p> <p>On being put to vote the resolution was carried out unanimously.</p>
2.	<p>Ordinary Resolution</p> <p>"RESOLVED THAT in term of recommended of Board of directors of the company, the approval of the members of the company be and is hereby granted for payment of dividend @ 10% (Rs.0.10) on the fully paid -up Equity Share of Re. 1 each of the company for the year 2011-2012 and the same be paid to all the members whose name appear in the register of member as on 15th December 2012 and in case share held in electronic mode to those members whose names appear in the records of the Depository participants as on 15th December 2012"</p> <p>On being put to vote the resolution was carried out unanimously.</p>
3.	<p>Ordinary Resolution</p> <p>"RESOLVED THAT Mr. Tilokchand Kothari, a Director of the Company who retires by rotation at this meeting, being eligible for re-appoint, be and is hereby re-elected as the Director of the Company whose period of office shall be liable to determination by retirement of Directors by rotation."</p> <p>On being put to vote the resolution was carried out unanimously.</p>
4.	<p>Ordinary Resolution</p> <p>"RESOLVED THAT M/s. Sudhir M. Desai & Co, Chartered Accountants, Mumbai the retiring Auditors of the Company be and are hereby re appointed as auditors of the Company to hold office until the conclusion of the next Annual General Meeting and that they may be paid a remuneration and actual out of pocket expenses incurred</p>

M/S. G. R. POLYTEX LIMITED

TCS
Director

by them as may be decided by the Chairman"
On being put to vote the resolution was carried out unanimously.

SPECIAL BUSINESS:

5.	<p>Ordinary Resolution</p> <p>"RESOLVED THAT Mr. Shivesh Anugrah Singh, be and is hereby appointed as a Director of the Company liable to retire by rotation for which notice in writing under section 257 of the Companies Act, 1956 is received from a member proposing his proposing his candidature for the Company of Director, including the consent of Mr. Shivesh Anugrah Singh to act as Director and Form DD-A."</p> <p>On being put to vote the resolution was carried out unanimously.</p>
6.	<p>Ordinary Resolution</p> <p>"RESOLVED THAT Ms. Pooja Bhardwaj, be and is hereby appointed as a Director of the Company liable to retire by rotation for which notice in writing under section 257 of the Companies Act, 1956 is received from a member proposing his proposing his candidature for the Company of Director, including the consent of Ms. Pooja Bhardwaj to act as Director and Form DD-A."</p> <p>On being put to vote the resolution was carried out unanimously.</p>
7.	<p>Ordinary Resolution</p> <p>"RESOLVED THAT Mr. Kanwarlal Rathi, be and is hereby appointed as a Director of the Company liable to retire by rotation for which notice in writing under section 257 of the Companies Act, 1956 is received from a member proposing his proposing his candidature for the Company of Director, including the consent of Mr. Kanwarlal Rathi to act as Director and Form DD-A."</p> <p>On being put to vote the resolution was carried out unanimously.</p>
8.	<p>Special Resolution</p> <p>"RESOLVED THAT pursuant to the provisions of sections 269, 198, 309, 310, 311, Schedule XIII and all other applicable provisions of the Companies Act, 1956 (including any statutory modification or re-enactment thereof for the time being in force) and such other approvals, permissions and sanctions, as may be required, and subject to such conditions and modifications, as may be prescribed or imposed by any of the Authorities in granting such approvals, permissions and sanctions, and</p>

VISAGAR POLYTEX LIMITED

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Director

pursuant to the approval of the remuneration committee of the Board and the Board of Directors at their meeting held on 25th July, 2012, approval of the Company be accorded to the re-appointment of Mr. Tilokchand Kothari as Managing Director of the Company for a period of 3 (Three) years with effect from 01.08.2012 on a total monthly remuneration of Rs. 80,000/- (Rupees Eighty Thousand Only).

FURTHER RESOLVED THAT the Board of Directors be and is hereby authorised to vary, alter, increase, enhance or widen the scope of remuneration and perquisites, to the extent specified in schedule XIII and other applicable provisions, if any, of the Act as amended from time to time.

FURTHER RESOLVED THAT where in any Financial Year during the currency of the tenure of the Managing Director, the Company has no profits or its profits are inadequate, the Company may pay to the Managing Director the above remuneration as the minimum remuneration by way of salary subject to receipt of the requisite approvals, if any.

FURTHER RESOLVED THAT for the purpose of giving effect to this resolution, any Director of the Company be authorised to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient.

9. Special Resolution

“RESOLVED THAT in partial modification of the Special Resolution passed under Section 81 (1A) in Extraordinary General Meeting held on March 06, 2012 and in view of the Amendment dated January 30, 2012 to SEBI (Issue of Capital and Disclosure) Regulations, 2009, the Relevant Date as disclosed in the Notice to Extraordinary General Meeting of the Shareholders held on March 06, 2012 should be read as February 03, 2012 instead of February 04, 2012.

RESOLVED FURTHER THAT in accordance with the undertaking dated 30.04.2012 given to Bombay Stock Exchange Limited regarding revised issue price as per the revised relevant date, issue and allotment of 3,40,000 Optionally Fully Convertible Warrants (OFCW's) having face value of Re.1/- each at a price of Rs.162.81 which includes a premium of Rs.161.81 per share instead of the issue price of Rs.160.00 which includes a premium of Rs.159.00 per share, made to Promoter and Other Investors on Preferential basis be and is hereby taken on record and ratified.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorised, on behalf of the Company, to take all actions and

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do all such deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient to the issue or allotment of aforesaid securities and listing thereof with the Stock Exchange(s) as appropriate and to resolve and settle all questions and difficulties that may arise in the said issue, offer and allotment of the said securities, utilization of the issue proceeds and to do all the acts, deeds and things in connection therewith and incidental thereto as the Board in its absolute discretion deem fit, without being required to seek further consent or approval of the Shareholders or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

for Visagar Polytex Limited



(Tilokchand Kothari)
Managing Director