

**MINUTES OF THE 49<sup>th</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF THE COMPANY WAS HELD ON THURSDAY, 12<sup>TH</sup> JULY, 2012 AT 11.00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY, ION HOUSE, DR.E.MOSES ROAD, MUMBAI – 400 011**

Wherein the presence was as follows -

- 1) Shri. Utsav R. Kapadia - Chairman of the Meeting and Director
- 2) Shri. Ashok B. Kulkarni - Managing Director
- 3) Shri. K. Jagannathan - Executive Director
- 4) Shri. Hiten Vanjara - Company Secretary
- 5) Shri. Devendra Hindka - GM (Finance & Accounts)

37 members were present in person representing 263330 Equity Shares. 9 members were present through their proxies representing 277110 Equity Shares.

**1. Appointment of Chairman for the Meeting**

Shri S.N. Damle proposed and Shri. Zahur I. Maniar seconded a motion to request Shri Utsav Kapadia to occupy the Chair. The motion was unanimously passed and Shri Utsav Kapadia accepted to Chair the meeting.

**2. Chairman's welcome note and reading of Notice, Directors' and Auditors' Report**

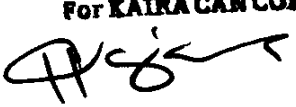
The Chairman then addressed the members to welcome them at the 49<sup>th</sup> Annual General Meeting and introduced the Managing Director and Executive Director who were also present in the meeting, and requested Shri Hiten Vanjara, Company Secretary to read the Auditors Report. Thereafter, Shri Hiten Vanjara read the Report of Auditors.

Shri Zahur I Maniar thereafter proposed and Shri. Jehangir R. Batiwala, seconded the motion to take the Notice as read, convening the 49<sup>th</sup> Annual General Meeting and Directors' Report to the members alongwith all annexures thereto. The motion was unanimously passed by the Members and the Chairman permitted to take the Notice and the Directors' Report alongwith the annexures thereto as read.

**3. Adoption of audited Annual Accounts for Financial Year ended on 31st March, 2012.**

The Chairman then read out his statement to the Shareholders and proposed the following resolution:



**CERTIFIED TRUE COPY**  
**FOR KAIRA CAN COMPANY LIMITED**  
  
**Hiten Vanjara**  
**Company Secretary**

**“RESOLVED THAT** the audited Profit & Loss Account for the year ended 31st March, 2012 the Balance Sheet as at that date, Schedules and Notes thereon, the Cash Flow Statement, and General Information Statement together with Consolidated Financial Statements with the Reports of the Directors alongwith annexure thereon be and are hereby approved and adopted.”

Shri Kirti Shah, seconded the Resolution.

Before the resolution was put to vote, the Chairman invited comments or queries on the accounts, if any, from the members.

Shri. Zahur I. Maniar, Shri. Rohinton F. Batiwala, Shri. Jehangir R. Batiwala, Shri Kirti Shah, Ms. Homayun B. Pourdehi, Shri Beruz F. Pourdehi, Shri Yusuf Y. Rangwala, Shri. T. M. Davar, Shri Pravin K. Vakil, Ms. C. Mascarnhas Shri. Ronald Fernandes, Shri. Prasad Manjrekar and Shri Mihir Shah sought some clarifications on the accounts as well as on the working of the company and future plans which were furnished / explained by Shri Utsav R. Kapadia, Chairman, Shri, A B Kulkarni, Managing Director and Shri K. Jagannathan, Executive Director.

The Chairman then put the resolution to vote by a show of hands and it was passed unanimously.

**4 Declaration of dividend for Financial Year 2011-12.**

Shri. Beruz F. Pourdehi, proposed the following resolution which was seconded by Ms C. Mascarenhas.

**“RESOLVED THAT** a dividend @ 25% on 9,22,133 Equity Shares of Rs.10/- each, amounting to Rs. 23,05,333/- for the Financial Year ended 31st March, 2012 be and is hereby approved and that the said dividend be paid out of the provisions for the dividend made in the Profit & Loss Account for the Financial Year ended on 31st March, 2012.

**RESOLVED FURTHER THAT** the aforesaid dividend be paid to those shareholders who hold Equity Shares in physical form and whose names stand on the Register of Members as on 12<sup>th</sup> July, 2012 and to those shareholders whose name appears on the list of members provided by NSDL and / or CDSL for that purpose.”

The Chairman then put the resolution to vote by a show of hands and it was passed unanimously.



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**FOR KAIRA CAN COMPANY LIMITED**

  
**Hiten Vanjara**  
**Company Secretary**

5 **Re-appointment of Shri Nanak G. Sheth, as a Director.**

Shri. Vivek Matthai then proposed and Shri. T. M. Davar seconded the following resolution: -

“RESOLVED THAT Shri Nanak J. Sheth, who retires by rotation at the conclusion of 49<sup>th</sup> Annual General Meeting in terms of Section-256 of Companies Act, 1956, be and is hereby re-appointed as a Director of the Company.”

The Chairman then put the resolution to vote by a show of hands and it was passed unanimously.

6 **Re-appointment of Shri Jayen S. Mehta as a Director.**

Shri. Shri Pravin K. Vakil then proposed and Shri. Ronald Fernandes seconded the following resolution: -

“RESOLVED THAT Shri Jayen S. Mehta, who retires by rotation at the conclusion of 49<sup>th</sup> Annual General Meeting in terms of Section-256 of Companies Act, 1956, be and is hereby re-appointed as a Director of the Company.”

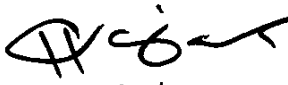
The Chairman then put the resolution to vote by a show of hands and it was passed unanimously.

7 **Re-appointment of M/s. Kalyaniwalla and Mistry, Chartered Accountants, Auditors of the Company for the Financial Year 2012-2013.**

Shri. Shri Mihir Shah, then proposed and Ms. C. Mascarnas, seconded the following resolution:

“RESOLVED THAT the retiring Auditors, M/s. Kalyaniwalla & Mistry, Chartered Accountants, Mumbai, having firm registration no.104607W be and are hereby re-appointed as the Statutory Auditors of the Company for the Financial Year 2012-2013 upon such annual remunerations as the Board of Directors may fix in consultation with them and that M/s. Kalyaniwalla & Mistry, Chartered Accountants, shall hold their office as Statutory Auditors until the conclusion of the 50<sup>th</sup> Annual General Meeting of the Company.



CERTIFIED TRUE COPY  
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Hiten Vanjara  
Company Secretary

**FURTHER RESOLVED THAT** the Board of Directors, be and are hereby authorised on behalf of the company to accept variations in the terms of remuneration of the Statutory Auditors.”

The Chairman then put the resolution to vote by a show of hands and it was passed unanimously.

**8. Vote of Thanks**

The Meeting was terminated with a vote of thanks to the Chairman, which was proposed by Shri Kirti Shah, and seconded by many of the members.

Place : Mumbai

Date : 18<sup>th</sup> July, 2012



**CHAIRMAN**  
**CERTIFIED TRUE COPY**

**For KAIRA CAN COMPANY LIMITED**

A handwritten signature in black ink, appearing to read "H. Vanjara".

**Hiten Vanjara**  
**Company Secretary**