

MINUTES OF PROCEEDINGS OF 1ST ANNUAL GENERAL MEETING OF THE COMPANY HELD ON 30th JUNE, 2012 AT 1.00 P.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATE AT A-1, UPSIDC INDL. AREA, NANDGAON ROAD, KOSI KALAN, DISTT. MATHURA (U.P.) – 281 403

Present :

- 01 Dr. Raj Kamal Agarwal, Director and Member of Audit Committee

In Attendance :

01. Shri Pravesh Srivastava, Company Secretary

AND

14 (Fourteen) members as representatives appointed u/s 187 of the Companies Act, 1956, holding 1,99,56,619 Equity Shares; and 28 (Twenty Eight) members personally present through proxies holding 48,78,906 equity shares.

Chairman :

Since Chairman was not present, Dr. Raj Kamal Agarwal was requested to occupy the Chair and conduct the proceedings of the meeting. He accordingly occupied the Chair and conducted the proceedings.

Proceedings of the meeting :

The necessary quorum being present, the Chairman called the meeting to order. The Chairman informed the members that Register of Directors' Shareholding as mentioned U/s 307 of the Companies Act, 1956 was open for inspection by members during the meeting. He also informed the members that Company had received resolutions U/s 187 of the Companies Act, 1956 from its 14 members holding 1,99,56,619 equity shares and 28 members were present through proxies holding 48,78,906 equity shares.

With the permission of the members the Notice of the meeting and the Annual Report for the period ended 31st March, 2012 having been already circulated were taken as read. The Chairman then asked the Company Secretary to read the Auditors' Report. The Auditors' Report was read out by the Company Secretary. The Chairman then proceeded to consider the items of the agenda.

Ordinary Business :

01. The members of the Company considered the Annual Accounts for the period ended 31st March, 2012 and Reports of Directors and Auditors attached thereto. Some of the Members raised queries regarding Accounts of the Company which were suitably replied to by the Chairman. Shri Rakesh Khandelwal proposed and Shri Vijay Gupta seconded that the following resolution be adopted as an ordinary resolution :-

"Resolved that the Balance Sheet as at 31st March, 2012 together with Profit and Loss Account for the period ended on that date together with Notes attached and Schedules thereto be and are hereby adopted."

On being put to vote on show of hands, the resolution was passed unanimously.

02. Shri Vijay Gupta proposed and Shri Rakesh Khandelwal seconded that the following resolution be adopted as an ordinary resolution :-

"Resolved that M/s N. C. Aggarwal & Co., Chartered Accountants, Auditors of the Company be and are hereby appointed as Statutory Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting at remuneration to be decided by Board of Directors."

On being put to vote on show of hands, the resolution was passed unanimously.

Special Business :

03. Shri Ashok Gupta proposed and Shri Rakesh Khandelwal seconded that the following resolution be adopted as an ordinary resolution :-

"Resolved that Shri Prithvi Raj Jindal be and is hereby appointed as a Director of the Company liable to retire by rotation." /

On being put to vote on show of hands, the resolution was passed unanimously.

04. Shri Rakesh Khandelwal proposed and Shri Ashok Gupta seconded that the following resolution be adopted as an ordinary resolution :-

"Resolved that Shri Kuldip Bhargava be and is hereby appointed as a Director of the Company liable to retire by rotation."

On being put to vote on show of hands, the resolution was passed unanimously.

05. Shri Ashok Gupta proposed and Shri Vijay Gupta seconded that the following resolution be adopted as an ordinary resolution :-

"Resolved that Dr. Raj Kamal Agarwal be and is hereby appointed as a Director of the Company liable to retire by rotation."

On being put to vote on show of hands, the resolution was passed unanimously.

After the business of the meeting was over, Dr. Raj Kamal Agarwal, Chairman of the Meeting thanked the members for showing the interest and sparing their valuable time for attending the meeting and invited them for tea.

There being no other business, the meeting concluded with a vote of thanks to the Chair.

PLACE : KOSI KALAN
DATE : 24.07.2012

Sd/-
CHAIRMAN