

HELD AT \_\_\_\_\_ ON \_\_\_\_\_ TIME \_\_\_\_\_

Minutes of the Fortieth Annual General Meeting of the Members of Manugraph India Limited held on Wednesday the 1<sup>st</sup> August, 2012 at 2.30 p. m. at M. C. Ghia Hall, Bhogilal Hargovindas Building, 18/20, Kaikhushru Dubash Marg, Mumbai - 400 001.

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- Present :
1. Mr. Sanat M. Shah, Chairman
  2. Mr. Sanjay S. Shah, Vice Chairman & Managing Director
  3. Mr. Pradeep S. Shah, Managing Director
  4. Mr. Shubhendra M. Mordekar, Whole-time Director(Works)
  5. Mr. Hiten C. Timbadia, Independent Director
  6. Mr. Amit N. Dalal, Independent Director
  7. Mr. Perses M. Bilimoria, Independent Director
  8. Mr. Jai S. Diwanji, Independent Director

75 Members present in person & 2 Members present by proxy.

By Invitation :- Mr. N. Jayendran, Partner of M/s. Natvarlal Vepari & Co., Statutory Auditors,

In Attendance: Mr. Ravindra V. Joshi - Company Secretary.

In accordance with Article 94 of the Articles of Association of the Company, Mr. Sanat M. Shah, Chairman of the Board took the Chair.

After ascertaining that the quorum was present, Chairman welcomed all the members present to fortieth Annual General Meeting of the Company and called the meeting to order.

The Chairman introduced the Directors on the dais to the members.

Chairman then Announced :

- (i) "2 Proxies have been lodged with the Company within the stipulated period, covering 25,66,797 Equity Shares, and these are placed on the table."

**CERTIFIED TRUE COPY**  
**For MANUGRAPH INDIA LIMITED**

  
Company Secretary



CHAIRMAN'S INITIALS

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- (ii) "The Register of Directors' Shareholding under section 307 of the Companies Act, 1956 is laid on the table and is open for inspection by the Members."

With the consent of the members present, the Notice of the Meeting was taken as read.

At the direction of the Chairman, Mr. Ravindra V. Joshi, Company Secretary read out the Auditors' Report.

The Chairman thereafter delivered the speech.

Thereafter the following Resolutions were proposed, seconded and passed as under :

ORDINARY BUSINESS

Item No.1 of the Notice : Adoption of Accounts.

**As an Ordinary Resolution**

**"RESOLVED THAT** the audited Balance Sheet for the year ended 31<sup>st</sup> March, 2012 and the Profit & Loss Account for the year ended on that date and the Directors' and Auditors' report thereon be and are hereby received, approved and adopted."

Proposed by : Mr. S. M. Shah

Seconded by : Mr. Damji D. Limda

The members complimented Mr. Sanat M. Shah, Chairman and the Board of Directors for the better sales performance of the company and 125% dividend for the financial year 2011-2012.

Before the resolution under item No.1 for adoption of accounts was put to vote, the chairman invited queries from the shareholders and an opportunity was given to each and every shareholder and wished to express himself /herself.

Mr. Prakash Arvind Vijayakar, Mr. H. V. Sanghavi, Mr. Kirti Shah, Mr. Prakash Tamhane, Mr. Jaineel Jhaveri, Mr. Gopinath Agnihotri, Mr. Vinit Kumar Parik, Mr. Ashok Shah and Mr. Prabhakar Kohlekar.



CHAIRMAN'S INITIALS

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After all questions were satisfactorily answered by the Chairman, the resolution was put to vote and passed nemcon.

Item No.2 of the Notice : To declare dividend of Rs.2.50 per equity share of Rs.2/- each :

**As an Ordinary Resolution :**

**“RESOLVED THAT** dividend of Rs.2.50 per equity share of Rs.2/- each absorbing Rs.760.38 lakhs be and is hereby declared out of the profits for the year ended 31<sup>st</sup> March, 2012 on 3,04,15,061 fully paid up equity shares of Rs.2/- each and the same be paid to those shareholders whose names appear on the Company's Register of Members as on 13<sup>th</sup> August, 2012 and in respect of shares held in electronic form, the dividend be paid on the basis of beneficial ownership as per details furnished for this purpose by National Securities Depository Limited and Central Depository Services (India) Limited”.

Proposed by : Mr. Prakash Arvind Vijaykar

Seconded by : Mr. Ashok Shah

After the Resolution was proposed and seconded it was put to vote.

The resolution was passed nemcon.

Item No.3 of the Notice : Re-appointment of Mr. Amit N. Dalal :

**As an Ordinary Resolution :**

**“RESOLVED THAT** Mr. Amit N. Dalal who retires from office by rotation, and, being eligible for re-appointment, be and is hereby re-appointed as Director of the Company”.

Proposed by : Mr. Kirti Shah

Seconded by : Mr. Vakil

After the Resolution was proposed and seconded it was put to vote.

The resolution was passed nemcon.



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Item No.4 of the Notice : Re-appointment of Mr. Perses M. Bilimoria :

**As an Ordinary Resolution :**

**“RESOLVED THAT** Mr. Perses M. Bilimoria who retires from office by rotation, and, being eligible for re-appointment, be and is hereby re-appointed as Director of the Company”.

Proposed by : Mr. Vinit Kumar Parik

Seconded by : Mr. Damji D. Limda

After the Resolution was proposed and seconded it was put to vote.

The resolution was passed nemcon.

Item No.5 of the Notice : Appointment of M/s. Natvarlal Vepari & Co., Chartered Accountants, as Auditors of the Company. :

**As an Ordinary Resolution :**

**“RESOLVED THAT** M/s. Natvarlal Vepari & Co., Chartered Accountants, Mumbai, Firm Registration No.106971W be and are hereby appointed as Statutory Auditors of the Company to hold office from the conclusion of fortieth Annual General Meeting until the conclusion of the forty-first Annual General Meeting at, such remuneration as may be mutually agreed upon between Mr. Sanjay S. Shah, Vice Chairman and Managing Director or Mr. Pradeep S. Shah, Managing Director and the Auditors plus applicable service tax and plus out of pocket expenses incurred by them in connection with the audit of the Company”.

Proposed by : Mr. Prabhakar Kohlekar

Seconded by : Mr. Damji D. Limda

After the Resolution was proposed and seconded it was put to vote.

The resolution was passed nemcon.



CHAIRMAN'S INITIALS

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**SPECIAL BUSINESS**

Item No.6 of the Notice : Appointment of Mr. Jai Shishir Diwanji as Director of the Company.

**As an Ordinary Resolution :**

**"RESOLVED THAT** Mr. Jai Shishir Diwanji who was appointed as an Additional Director at the meeting of the Board of Directors held on 30<sup>th</sup> May, 2012 and who holds office as such upto the date of this Annual General Meeting and in respect of whom notice under Section 257 of the Companies Act, 1956 has been received from a member signifying his intention to propose Mr. Jai Shishir Diwanji as a candidate for the Office of Director of the Company, be and is hereby appointed as a Director of the Company liable to retire by rotation."

Proposed by : Mr. Mr. Vinit Kumar Parikh

Seconded by : Mr. Vakil

After the Resolution was proposed and seconded it was put to vote.

The resolution was passed nemcon.

The Chairman thanked all the members for showing active interest in the operations of the Company and declared that the proceedings of the meeting are closed.

The Meeting concluded with a vote of thanks to the Chair proposed by Mr. Sanghavi.

  
CHAIRMAN

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CHAIRMAN'S INITIALS