



ANUVIN INDUSTRIES LTD.

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MINUTES OF THE PROCEEDINGS OF THE 29TH ANNUAL GENERAL MEETING OF THE MEMBERS OF ANUVIN INDUSTRIES LIMITED, HELD ON TUESDAY 18TH SEPTEMBER, 2012 AT 10.00 AM AT HOTEL COMFORT INN SUNSET, AIRPORT CIRCLE, HANSOL, AHMEDABAD-382475.

PRESENT:

Mr. Naresh Mehta	- Managing Director & Member
Mr. Vijay Kumar Mishra	- Member
Mr. Virendra Garg	- Member
Mr. Bacchu Singh	- Member
Mr. Arun Verma	- Member

Other Members present as per the attendance register.

CHAIRMAN:

Mr. Naresh Mehta took the chair. The Chairman informed the shareholders about the overall Company's progress, status of the projects and his views on the performance of the company.

NOTICE:

The notice convening the meeting which was circulated to the members was taken as read with the consent of the members present.

QUORUM:

The Chairman declared that the quorum being present, the business as set out in the notice could be transacted.

3. Directors' Shareholders register

The Chairman declared that the register of Directors' Shareholding was available for the inspection and would remain open and be accessible to the members till the conclusion of Annual General Meeting.

5. Auditors Report

Chairman of the company, read the auditors report.

6. Adoption of audited Profit and Loss Account for the year ended 31st March, 2012 and Balance Sheet as on 31st March, 2012 together with the reports of the Board of Directors and Auditors Report.

The Chairman then took up Item No. 1 of the notice of the Annual General Meeting namely, to receive, consider and adopt the Audited Profit and Loss Account for the year ended 31st March, 2012 and Balance Sheet as on 31st March, 2012 together with the reports of the Board of Directors and the Auditors Report. Thereafter he requested one of the members to propose the following resolution as an Ordinary Resolution.

“RESOLVED THAT the audited Profit and Loss Account for the year ended 31st March, 2012 and Balance Sheet as at that date, together with the reports of the Board of Directors and the Auditors thereon as placed before this meeting be and hereby approved and adopted.”

The Chairman thereafter replied the queries raised by the members of the company, satisfactorily.

Mr. Virendra Garg proposed the resolution and Mr. Vijay Kumar Mishra seconded the resolution.

Thereafter, the chairman put the resolution to vote and after voting by show of hands declared the resolution as passed unanimously.

7. Reappointment of Mr. Rajen Mehta as Director of the company

The Chairman then took up item no. 2 of the notice of the Annual General Meeting namely, to appoint a Director, in the place of Mr. Rajen Mehta, who retires by rotation and being eligible offer himself for re-appointment. Thereafter he requested one of the Members to propose the following resolution as an ordinary resolution.

“RESOLVED THAT Mr. Rajen Mehta, Director, who retires by rotation at this meeting and being eligible offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company whose term of office shall be liable to be determined by retirement by rotation.”

Mr. Virendra Garg proposed the resolution and Mr. Vijay Kumar Mishra seconded the resolution.

Thereafter, the chairman put the resolution to vote and after voting by show of hands declared the resolution as passed unanimously.

8. Reappointment of Mr. Tabrez Shaikh as Director of the company

The Chairman then took up item no. 3 of the notice of the Annual General Meeting namely, to appoint a Director, in the place of Mr. Tabrez Shaikh, who retires by rotation and being eligible offer himself for re-appointment. Thereafter he requested one of the Members to propose the following resolution as an ordinary resolution.

“RESOLVED THAT Mr. Tabrez Shaikh, Director, who retires by rotation at this meeting and being eligible offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company whose term of office shall be liable to be determined by retirement by rotation.”

Mr. Vijay Kumar Mishra proposed the resolution and Mr. Virendra Garg seconded the resolution.

Thereafter, the chairman put the resolution to vote and after voting by show of hands declared the resolution as passed unanimously.

9. Appointment of Auditors

The chairman then took up Item No. 4 of the notice of the Annual General Meeting namely, to appoint Auditors and fix their remuneration. Thereafter he requested one of the Members to propose the following resolution as an Ordinary Resolution.

“RESOLVED THAT Auditors of the Company be and is hereby appointed as Statutory Auditors of the Company to hold office until the conclusion of the next Annual General Meeting, on such remuneration as may be decided by the Board of Directors of the Company.”

The Chairman proposed the resolution and Mr. Virendra Garg seconded the resolution.

Thereafter, the chairman put the resolution to vote and after voting by show of hands declared the resolution as passed unanimously.

10. Re-appointment of Mr. Naresh Keshrimal Mehta as Managing Director of the company.

The chairman then took up Item No. 5 of the notice of the Annual General Meeting namely, to Re-appoint Mr. Naresh Keshrimal Mehta as Managing Director of the company. Thereafter he requested one of the Members to propose the following resolution as a Special Resolution.

“RESOLVED THAT pursuance to the provision of section Sections, 198,269, and 309 read with Schedule XIII and all other applicable provisions, if any, of the Companies Act, 1956 including any statutory modification or re-enactment thereof and subject to such approval as may be necessary, approval of the company be and is hereby accorded to the re-appointment of Mr. Naresh Keshrimal Mehta as the Managing Director of the company for a period of five years commencing from the 30th Day of May, 2012 and ending on 29th Day of May, 2017 upon such terms and conditions including remuneration as may be decided by the Board.

“RESOLVED FURTHER THAT the Board of directors of the company be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments, and writings as may be required to give effect to the aforesaid resolution.

Mr. Vijay Kumar Mishra proposed the resolution and Mr. Virendra Garg seconded the resolution.

Thereafter, the chairman put the resolution to vote and after voting by show of hands declared the resolution as passed unanimously.

11. Voluntary Delisting of the Securities of the company from Ahmedabad Stock Exchange.

The chairman then took up Item No. 6 of the notice of the Annual General Meeting namely, Voluntary Delisting of Securities from Ahmedabad Stock Exchange. Thereafter he requested one of the Members to propose the following resolution as a Special Resolution.

“RESOLVED THAT subject to the provisions of the Companies Act, 1956, Securities Contracts (Regulation) Act, 1956, and the rules framed there under, listing agreement, SEBI (Delisting of Securities) Guidelines, 2003, and such other applicable laws, rules, regulations and guidelines, and subject to such approvals, permission and sanctions, as may be necessary, the Board of Directors of the company be and is hereby authorised to seek voluntarily delisting of its securities from Ahmedabad stock exchange.

“RESOLVED FURTHER THAT the securities of the company shall continue to be listed on The Bombay Stock Exchange Ltd having nationwide trading terminals and therefore as per said guidelines issued by the Securities and Exchange Board of India, no exit opportunity need to be given to the shareholders of the company.

“RESOLVED FURTHER THAT the Board of Directors of the company be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary or desirable and to execute all such deeds and documents as may be considered necessary and expedient to give effect to the said resolution.

The Chairman proposed the resolution and Mr. Virendra Garg seconded the resolution.

Thereafter, the chairman put the resolution to vote and after voting by show of hands declared the resolution as passed unanimously.

12. Vote of Thanks

There being no other business to transact, the meeting was concluded with vote of thanks to the chair.

DATE: 20/09/2012

CHAIRMAN
For ANUVIN INDUSTRIES LIMITED

H.K. MUR
Director