

MINUTES OF THE 20TH ANNUAL GENERAL MEETING OF THE MEMBERS OF THE COMPANY HELD ON THURSDAY THE 13TH DAY OF SEPTEMBER, 2012 AT 10.30 A.M. AT SRI SATHYA SAI INTERNATIONAL CENTRE, PRAGATI VIHAR INSTITUTIONAL AREA, LODHI ROAD, NEW DELHI-110 003.

PRESENT

1. Mr. Anil Gupta, CMD
2. Mr. Pawan Bholusaria, Director
3. Mr. Vikram Bhartia, Director
4. Mr. Rajeev Gupta, Executive Director (Finance)
5. Mr. Praveen Jain, Statutory Auditor (Jagdish Chand & Co.)
6. Mr. Kishore Kunal, Company Secretary
7. Share Holders (as per attendance).

With the consent of the shareholders present at the AGM, Mr. Anil Gupta, CMD of the Company acted as Chairman of the 20th AGM.

Mr. Anil Gupta welcomed all the shareholders present at the AGM and welcomed all the members of the Board sitting on the dice.

The Chairman's speech was already circulated to the shareholders present at the Annual General Meeting.

With the permission of the shareholders present at the AGM the Audited Annual Accounts, Auditors Report, Report on Corporate Governance and Director's Report for the Financial Year 2011-12 was taken as read.

Following resolutions were passed at the 20th AGM by show of hands.

ORDINARY BUSINESS:

RESOLUTION No.1 (ORDINARY RESOLUTION):

Following resolution was proposed by Mr. Gurcharanjit Singh (DPID-Client ID: 12014100 - 00007062) and seconded by Mr. Puran Lal Gera (DPID-Client ID: IN300940 - 10167278) as an Ordinary Resolution.

“RESOLVED THAT the Audited Statement of Profit & Loss for the year ended 31st March, 2012 and Balance Sheet as at that date, and the report of the Board of Directors and the Auditors of the Company thereon be and are hereby adopted and approved.”

RESOLUTION No. 2 (ORDINARY RESOLUTION):

Following resolution was proposed by Ms. Sushma Agarwal (DPID-Client ID: IN301428 - 10016083) and seconded by Mr. Shyam Kr Agarwal (DPID-Client ID: 12029900 - 06261740) as an Ordinary Resolution.

“RESOLVED THAT a dividend on the equity shares @ Re.0.20/- per share (i.e. @ 10%) for the year ending March 31, 2012 be and are hereby approved.”

RESOLUTION No. 3 (ORDINARY RESOLUTION):

Following resolution was proposed by Mr. Krishan Lal Madan (DPID-Client ID: 13025900 - 01338961) and seconded by Mr. Ajay Ajmani (DPID-Client ID: IN300685 - 10333029) as an Ordinary Resolution.

“RESOLVED THAT Mr. Vijay Bhushan, director retiring by rotation and being eligible, be and is hereby re-appointed as Director of the company liable to retire by rotation.”

RESOLUTION No.4 (ORDINARY RESOLUTION):

Following resolution was proposed by Ms. Manshi Bhambri (DPID-Client ID: 12033400 - 00024856) and seconded by Mr. Ajay Khurana (DPID-Client ID: IN300708 - 10036432) as an Ordinary Resolution.

“RESOLVED THAT Mr. Vikram Bhartia, director retiring by rotation and being eligible, be and is hereby re-appointed as Director of the company liable to retire by rotation.”

RESOLUTION No.5 (ORDINARY RESOLUTION):

Following resolution was proposed by Mr. Jatinder Kumar Bhambri (DPID-Client ID: IN302822 - 10009660) and seconded by Mr. Dinesh Kumar Bhambri (DPID-Client ID: IN302822 / 10009580) as an Ordinary Resolution.

“RESOLVED THAT M/s JAGDISH CHAND & CO. Chartered Accountants, (Firm Registration number 000129N) be and hereby appointed as Auditor of the company from the conclusion of this Annual General Meeting of the company until the conclusion of the next Annual General Meeting of the company on such remuneration as shall be fixed by the Board of Director of the Company.”

SPECIAL BUSINESS:

RESOLUTION No.6 (SPECIAL RESOLUTION)

Following resolution was proposed by Ms.Shobha Bhambri (DPID-Client ID: IN302822 - 10009717) and seconded by Mr.Sunil Bala Bhambri (DPID-Client ID: IN302822 / 10015756) as a Special Resolution.

“RESOLVED THAT subject to consent of shareholders of the Company and pursuant to the provisions of Section 81(1A) and all other applicable provisions of the Companies Act, 1956 (including any amendment thereto or re-enactment thereof, for the time being in force) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and the enabling provisions of the Memorandum and Articles of Association of the Company and the listing agreements entered into by the Company with Stock Exchanges where the shares of the Company are listed and the approvals and / or sanctions from all appropriate authorities, including the Securities and Exchange Board of India (SEBI), Govt. of India, Reserve Bank of India, Stock Exchanges and all other bodies and Institutions as may be relevant (hereinafter singly or collectively referred to as **“the Appropriate Authorities”**) and subject to such conditions and modification/s as may be prescribed or imposed by any of them while granting any such consents, permissions, approvals and / or sanctions (hereinafter singly or collectively referred to as **“the requisite approvals”**) and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as **“the Board”** which term shall be deemed to include any committee(s) consisting of one or more members of the Board and / or one or more officials of the Company appointed by the Board in this behalf which the Board may constitute to exercise powers of the Board), the consent, authority and approval of the company be and is hereby accorded to the Board / Committee of the Board to offer, issue and allot, up to an aggregate of 33,00,000 (Thirty Three Lacs) Equity Shares of Rs.2/- each for cash at a price of Rs. 18/- (which includes a premium of Rs.16/- per Equity Share) on preferential basis to the following entities (the **“proposed allottees”**) forming part of Promoter(s) / Promoters Group, on such terms and conditions and in such manner as may be decided by the Board / Committee.”

“RESOLVED FURTHER THAT the Equity Shares so issued and allotted shall rank pari-passu in all respects with the existing Equity Shares of the Company including dividend entitlement.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above Resolution, the Board be and is hereby authorised to do all such things and acts as may be necessary and expedient and to settle any matter that may arise in connection therewith.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to accept any modification(s) to or to modify the terms of issue of the said new Equity Shares, as may be required by any authority, without being required to seek any further consent or approval of the Company in General Meeting.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to delegate all or any of the powers herein conferred by this resolution to any director or directors or to any committee of director(s) or any other officer or officers of the company and to do all such acts, matters, things and deeds and to take all such steps and do all such things and give all such directions as the Board may consider necessary or expedient or desirable and also to settle any question/s or difficulty/ies or doubt/s that may arise in regard to the offer / issue, allotment and utilization of the proceeds and further to do all such acts, deeds, matters and things and to finalize and execute all documents and writings as may be necessary, proper, desirable or expedient as the Board, in its absolute discretion may deem fit and take all such steps which are incidental and ancillary in this regard.”

Date: September 18, 2012

Place: New Delhi



ANIL GUPTA

(CHAIRMAN)