

S R INDUSTRIES LIMITED

MINUTES OF THE 24TH ANNUAL GENERAL MEETING OF MEMBERS OF THE COMPANY HELD ON FRIDAY, THE 27TH SEPTEMBER, 2013 AT 09:15 A.M. AT THE REGISTERED OFFICE OF THE COMPANY AT F - 110, INDUSTRIAL AREA PHASE VII, MOHALI

PRESENT

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| 01. Mr. R K Bhandari | - Chairman |
| 02. Mr. R C Mahajan | - Managing Director & Member |
| 03. Mr. Amit Mahajan | - Director (Commercial) & Member |
| 04. Mr. Amit Mahajan | - Director (Operations) & Member |
| CA. S K Kansal | - Partner, Kansal Singla & Associates, Chartered Accountants – Statutory Auditors. |

And 70 other members in person and 101 members through proxy.

CHAIRMAN

The Chairman took the Chair and welcomed the Members present at the meeting.

QUORUM

The Chairman ascertained and declared that proper quorum was present.

READING OF NOTICE

The Chairman read the notice dated September 03, 2013 convening the 24th annual general meeting.

REGISTER OF DIRECTORS' SHAREHOLDINGS

The Chairman informed the members that the Register of Directors' Shareholdings was available for inspection and would remain open and accessible till the continuance of this meeting.

READING OF REPORTS OF AUDITORS AND DIRECTORS

The Reports of Directors and the Auditors were taken as read.

Thereafter, the Chairman took up agenda items.

ITEM NO. 1
ADOPTION OF ACCOUNTS

Proposed by: Mr. Mela Ram Singh as an ordinary resolution.
Seconded by: Mr Surinder Kumar.

"RESOLVED that the Balance Sheet as at March 31, 2013 and the profit and loss account for the period ended on that date along with the reports of the Auditors and Directors thereon, be and is hereby received, considered and adopted."

Carried unanimously on a show of hands.

ITEM NO. 2
RE-APPOINTMENT OF DIRECTOR

Proposed by: Mr Santosh Singh as an ordinary resolution.
Seconded by: Mr. Jagdish Singh.

"RESOLVED that Mr. T N Tikko, who retires by rotation, be and is hereby re-appointed as Director of the company."

Carried unanimously on a show of hands.

ITEM NO. 3
RE-APPOINTMENT OF DIRECTOR

Proposed by: Mr Suresh Gill as an ordinary resolution.
Seconded by: Ms. Poonam.

"RESOLVED that Mr. R K Bhandari, who retires by rotation, be and is hereby re-appointed as Director of the company."

Carried unanimously on a show of hands.

ITEM NO. 4
RE-APPOINTMENT OF AUDITORS

Proposed by: Mr Vipin as an ordinary resolution.
Seconded by: Mr. Surinder Kumar.

"RESOLVED that M/s Kansal Singla & Associates, Chartered Accountants, the retiring Auditors be and are hereby reappointed as Statutory Auditors for the period 2013-14 and that the Audit Committee be and is hereby authorised to fix their remuneration."

Carried unanimously on a show of hands.

ITEM NO. 5

CORRECTION IN THE TERMS OF PREFERENTIAL ISSUE OF SHARES

Proposed by: Ms Shashi Bala as a special resolution.

Seconded by: Mr. Ashish Sodhi.

“RESOLVED that in partial modification of the special resolution passed at the Annual General Meeting held on February 28, 2013, consent of the Shareholders of the Company be and is hereby accorded to the change of date of conversion of 684000 convertible warrants from “during anytime after September 15, 2013 but before September 14, 2014”, to “during anytime on or after April 01, 2012 but on or before March 31, 2013”, at a price computed as per the SEBI (Issue of Capital and Disclosure Requirements) Regulations and that the shares allotted on conversion of warrants shall be non transferable as per the provisions of said Regulations.”

Carried unanimously on a show of hands.

THEREAFTER THE MEETING CONCLUDED WITH A VOTE OF THANKS TO THE CHAIR.


CHAIRMAN