

HELD AT _____ ON _____ TIME _____

MINUTES OF THE 39TH ANNUAL GENERAL MEETING OF SINNAR BIDI UDYOG LIMITED HELD AT 2, GURUKRUPA APARTMENTS, N.C.KELKAR MARG, DADAR(W), MUMBAI 400 028 ON SEPTEMBER, THE 27TH DAY OF SEPTEMBER, 2013 AT 1.30 P.M.

PRESENT:

- Shri. M.D.Deshpande - Director and Member .
- Shri. C.B.Patil - Executive Director and Member
- Shri. N.M.Shinde - Member and representative of STS Exports Ltd.
- Shri Q.K. Shaikh - Member
- Ms.S.R.Rajebahadur - Representative of Rasbihari Enterprises Ltd.

1. CHAIRMAN

Shri. M.D.Deshpande was elected as Chairman of the Meeting.

2. QUORUM

Quorum being present, the Chairman started the proceedings. The Chairman welcomed the members to the Annual General Meeting.

•3. NOTICE

Notice of the meeting was taken as read with the consent of the members present.

4.AUDITOR'S REPORT:

Shri.C.B.Patil read the Auditor's Report to the Members.

5.ADOPTION OF ACCOUNTS:

The Chairman placed before the meeting the Audited Balance sheet as at and the Profit and Loss Account for the year ended 31st March, 2013.

Shri.N.M.Shinde proposed and Shri.Q.K.Shaikh seconded the following resolution as an ordinary resolution:

"RESOLVED THAT the Audited Profit and Loss Account for the year ended 31st March 2013 and the Audited Balance sheet as on that date alongwith the Reports of Directors and Auditors thereon be and are hereby received, considered and adopted."

The chairman invited the Members present to speak on the reports and the Accounts.. The queries of Members were suitably answered by the Chairman. The resolution for adoption of Accounts was put to vote and passed unanimously.

SINNAR BIDI UDYOG LIMITED



DIRECTOR



CHAIRMAN'S INITIALS

HELD AT _____ -ON _____ TIME _____

6. APPOINTMENT OF DIRECTOR:

The Chairman stated that Shri. D.P.Devhad retires by rotation however he has tender his resignation w.e.f. 22nd August 2013, therefor this item is dropped.

7. APPOINTMENT OF DIRECTOR:

Shri.C.B.Patil stated that Shri. M.D.Deshpande retires by rotation and being eligible, has offered himself for re-appointment.

Shri.Q.K.Shaikh proposed and Shri.N.M.Shinde seconded the following resolution as an ordinary resolution:

"RESOLVED THAT Shri. M.D.Deshpande, who retires by rotation, being eligible for reappointment, be and is hereby appointed as Director of the Company liable to retire by rotation."

The Resolution was passed unanimously.

8. APPOINTMENT OF AUDITOR:

The chairman informed that Mr.Anand S Daga, Chartered Accountant, Nashik , the Statutory Auditor of the Company retiring at the conclusion of this Annual General Meeting has expressed his unwillingness to be re-appointed as the Statutory Auditor of the Company. In view of the same, it is proposed to appoint Mr. S.D. Bedmutha,Chartered Accountant as the Statutory Auditors of the Company. The Company has received confirmation from Mr. S.D.Bedmutha , Chartered Accountants , to the effect that his appointment, if made, would be within the prescribed limits under Section 224 (1B) of the Companies Act, 1956.

Shri.N.M.Shinde proposed and Ms.S.R.Rajebahadur seconded the following resolution as an ordinary resolution:

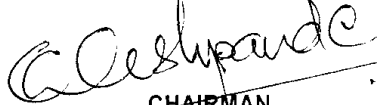
" RESOLVED THAT pursuant to the provisions of Section 224 and other applicable provisions, if any, of the Companies Act, 1956, Mr. S.D.Bedmutha, Chartered Accountant, having Registration No.33679 be and is hereby appointed as Statutory Auditors of the Company in place of Mr. Anand S. Daga, Chartered Accountant, Nashik, the retiring auditor, to hold office from conclusion of this Annual General Meeting until conclusion of the next Annual General Meeting at a remuneration to be determined by the Board of Directors."

The resolution was passed unanimously.

VOTE OF THANKS:

The Meeting concluded with a Vote of Thanks to the Chair.

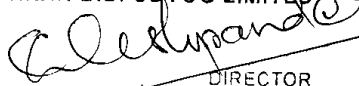
READ AND CONFIRMED



CHAIRMAN

Date: September 30th , 2013

SINNAR BIDI UDYOG LIMITED



DIRECTOR

CHAIRMAN'S INITIALS