

**MINUTES OF THE 20<sup>TH</sup> ANNUAL GENERAL MEETING OF ARIHANT FOUNDATIONS & HOUSING LIMITED HELD ON SATURDAY, 30<sup>TH</sup> DAY OF MARCH, 2013 AT 9.30 A.M. AT "ARIHANT ESCAPADE", DEVARAJ NAGAR, No.48, OKKIYUM, THORAIPAKKAM, CHENNAI – 600097.**

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**DIRECTORS PRESENT:**

Mr. Kamal Lunawath..... Chairman and Managing Director  
Mr. Vimal Lunawath..... Whole time Director  
Mr. Bharat Jain..... Whole time Director  
Mr. A L Jayabhanu..... Director  
Mr. A. Damodaran ..... Director  
Mr. Ravikant Choudhary..... Director  
Mr. Karan Bhasin..... Director

**In Attendance:**

Mr. Kishore Kumar Sahoo.....Company Secretary

**Invitee:**

Mr. Devendra Kumar Bhandari.....Statutory Auditor  
Partner, M/s. B.P Jain & Co.,  
Chartered Accountants, Chennai

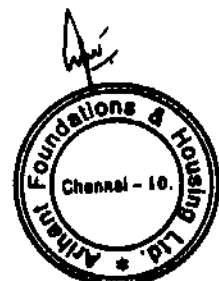
**MEMBERS PRESENT**

Members present in person - 11

Members present by their proxy - 16

Mr. Kamal Lunawath, Managing Director, Chairman of the Board presided over the meeting as Chairman and welcomed the shareholders present at the meeting.

The Chairman then addressed the meeting and said:



“Ladies and Gentlemen”

I extend to you all a cordial welcome to this 20<sup>th</sup> Annual General Meeting of the Company.

The Chairman introduced the directors of the Company present at the meeting.

At the request of the Chairman of the meeting, the Company Secretary confirmed that the requisite quorum for the meeting was present. The Chairman thereafter declared the meeting in order.

The Company Secretary placed on the table a file containing the proxies received by the Company and the Register of director’s shareholdings maintained u/s. 307 of the Companies Act, 1956 and stated that the same were open for inspection by the members entitled to it.

With the permission of the members agreeing unanimously, the Notice of the meeting was taken as read and Auditors Report was read by the Auditors.

The Chairman said that, the audited statement of accounts for the year ended 30<sup>th</sup> September, 2012 and the Director’s Report have been with you for quite some time. Now and with your approval, I shall take them as read.

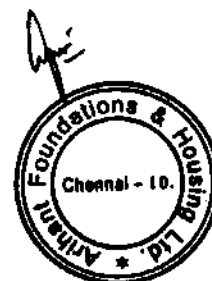
Thereafter the Chairman has clarified the queries and comments raised by the Shareholders in relation to accounts, Projects of the Company and improvement of the financial and operational performance of the Company.

Thereafter the Chairman of the meeting placed before the members the resolutions to be passed at the meeting.

ITEM NO.1

ADOPTION OF ANNUAL ACCOUNTS, DIRECTORS REPORT AND AUDITORS REPORT

The Shareholders considered the Balance Sheet as at September 30, 2012 and the statement of profit and loss for the year ended on that date, Consolidated financial statements along with notes thereto together with the Auditors' Report and the Directors' Report thereon.



Mr. Piyush Bhatt proposed the following Resolution as an **Ordinary Resolution**:

"RESOLVED that the Balance sheet as at 30<sup>th</sup> September, 2012 and Statement of Profit & Loss for the year ended 30<sup>th</sup> September, 2012, Consolidated financial statements along with notes thereto together with the Auditors' Report and Directors' Report thereon be and are hereby received, considered and adopted."

Mr. Pinni Sreenivasulu seconded the Resolution

On being put to vote the Resolution was adopted unanimously.

ITEM NO.2

**TO DECLARE DIVIDEND ON EQUITY SHARES OF THE COMPANY**

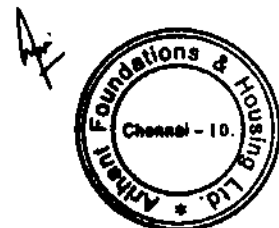
The shareholders present in person and by their proxy sought for not to declare the final dividend, keeping in view the financial performance of the Company. It was mentioned that the sales of the Company are slow down due to market sluggishness, finance cost are higher and also the profits of the Company have considerably decreased from last three years. They have suggested that it would be better to retain the profit and utilize the same for working capital requirement of the Company. In the next financial year, the Company may consider the payment of a higher rate of dividend or issue Bonus shares to its shareholders.

A motion was forwarded to the Chairman and Mr. Imtiaz Ahmmed, member, proposed the following resolution as an **Ordinary Resolution**.

"RESOLVED THAT final dividend of Rs.1.00/- per equity share on the paid up equity capital (86,00,000 equity shares of Rs.10/- each) of the Company absorbing an amount of Rs.8600000/- for the financial year ended 30<sup>th</sup> September, 2012 be and is hereby rescinded."

Mr. J Abhishek seconded the Resolution.

On being put to vote, the Resolution was passed by majority.



ITEM NO.3

RE-APPOINTMENT OF MR. A.L JAYABHANU, DIRECTOR

Mr. J Umamahesh proposed the following Resolution as an **Ordinary Resolution**:

"RESOLVED that Mr. A.L Jayabhanu, who retires by rotation and being, eligible for re-appointment, be and is hereby re-elected and re-appointed as a Director of the Company with immediate effect."

Mr. Pinni Sreenivasulu seconded the Resolution.

On being put to vote, the Resolution was passed unanimously.

ITEM NO.4

RE-APPOINTMENT OF MR. A DAMODARAN, DIRECTOR

Mr. O.P Madhav proposed the following Resolution as an **Ordinary Resolution**:

"RESOLVED that Mr. A Damodaran, Director, who retires by rotation and being eligible for re-appointment, be and is hereby re- elected and re- appointed as a Director of the Company with immediate effect."

Mr. A Subramanian seconded the Resolution.

On being put to vote, the Resolution was passed unanimously.

ITEM NO.5

RE-APPOINTMENT OF STATUTORY AUDITORS.

Mr. Piyush Bhatt proposed the following Resolution as an **Ordinary Resolution**:

"RESOLVED that M/s. B.P. Jain & Co., Chartered Accountants, Statutory Auditors of the Company, be and are hereby re-appointed as Auditors of the Company from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting, on a remuneration to be fixed by the Board."



Mr. Pinni Sreenivasulu seconded the above Resolution.

On being put to vote, the Resolution was passed unanimously.

Thereafter, the Chairman declared that he is interested in item no.6 and 7 of the notice and with the permission of members vacated the Chair. He has requested Mr. A. L Jayabhanu, Director to occupy the Chair and continue the proceedings.

Mr. A.L Jayabhanu occupied the Chair and continued with the proceedings.

ITEM NO.6

APPROVAL TO THE REMUNERATION OF MR. KAMAL LUNAWATH,  
CHAIRMAN AND MANAGING DIRECTOR.

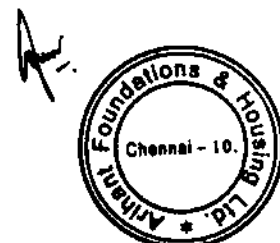
Mr. O. P Madhav proposed the following Resolution as a **Special Resolution**:

“RESOLVED THAT In accordance with the Provisions of Section 198, 269, 309 and 310 read with Schedule XIII to the Companies Act, 1956 and all other applicable provisions if any, of the Companies Act, 1956 or any statutory modification(s) or re enactment thereof, approval of the Company be and is hereby accorded to the increase in the remuneration of Mr. Kamal Lunawath, Chairman and Managing Director up to Rs.1,00,000/- per month and commission payable @ 1 % of net profit of the Company until 31.10.2015.”

“RESOLVED FURTHER THAT the total remuneration payable to Mr. Kamal Lunawath, Chairman and Managing Director shall not exceed the limit as prescribed under Part- II, Section- II, Clause- B of Schedule XIII to the Companies Act, 1956.”

Mr. Piyush Bhatt seconded the above Resolution.

On being put to vote, the Resolution was passed unanimously.



ITEM NO.7

APPROVAL TO THE REMUNERATION OF MR. VIMAL LUNAWATH,  
WHOLE TIME DIRECTOR.

Mr. Piyush Bhatt proposed the following Resolution as a **Special Resolution**:

“RESOLVED THAT In accordance with the Provisions of Section 198, 269, 309 and 310 read with Schedule XIII to the Companies Act, 1956 and all other applicable provisions if any, of the Companies Act, 1956 or any statutory modification(s) or re enactment thereof, approval of the Company be and is hereby accorded to the increase in the remuneration of Mr. Vimal Lunawath, Whole time Director up to Rs.1,00,000/- per month until 31.10.2015.”

“RESOLVED FURTHER THAT the total remuneration payable to Mr. Vimal Lunawath, Whole time Director shall not exceed the limit as prescribed under Part- II, Section- II, Clause - B of Schedule XIII to the Companies Act, 1956.”

Mr. A Subramanian seconded the above Resolution.

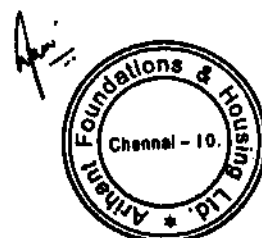
On being put to vote, the Resolution was passed unanimously.

ITEM NO.8

APPROVAL TO THE REMUNERATION OF MR. BHARAT JAIN, WHOLE  
TIME DIRECTOR.

Mr. Pinni Sreenivasulu proposed the following Resolution as a **Special Resolution**:

“RESOLVED THAT In accordance with the Provisions of Section 198, 269, 309 and 310 read with Schedule XIII to the Companies Act, 1956 and all other applicable provisions if any, of the Companies Act, 1956 or any statutory modification(s) or re enactment thereof, approval of the Company be and is hereby accorded to the payment of remuneration of Rs.1,00,000/- per month to Mr. Bharat Jain, Whole time Director until 16.02.2015.”



RESOLVED FURTHER THAT the total remuneration payable to Mr. Bharat Jain, Whole time Director shall not exceed the limit as prescribed under Part- II, Section- II, Clause- B of Schedule XIII to the Companies Act, 1956.”

Mr. J Umamahesh seconded the above Resolution.

On being put to vote, the Resolution was passed unanimously.

### VOTE OF THANKS

There being no other item on the agenda, the Chairman declared the Meeting as concluded and thanked all for the cooperation extended in the smooth conduct of the meeting.

Mr. J. Abhishek proposed a vote of thanks to Chairman, Directors and members.

The Chairman invited the members, distinguished guests for refreshments.

Date: 09.04.2013  
Place: Chennai



A handwritten signature in black ink, appearing to be "J. Abhishek".

CHAIRMAN