

MINUTE BOOK

Saraswati
REGD.

MINUTES OF THE 21ST ANNUAL GENERAL MEETING OF THE MEMBERS OF THE COMPANY HELD ON FRIDAY THE 21ST DAY OF JUNE, 2013 AT 10.30 A.M. AT SRI SATHYA SAI INTERNATIONAL CENTRE, PRAGATI VIHAR INSTITUTIONAL AREA, LODHI ROAD, NEW DELHI - 110 003.

PRESENT

1. Mr. K.G. Somani, Director
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).

Mr. Anil Gupta, Chairman-cum-Managing Director of the Company was not present in the meeting. Therefore, in accordance with the provision of Articles of Association of the Company Directors present on the dice requested Mr. K. G. Somani, Director to act as Chairman of the meeting. With the consent of the shareholders present at the Annual General Meeting, Mr. K.G. Somani, Director of the Company was elected as Chairman to preside over the 21st Annual General Meeting. His name was proposed by Mr. by Mr. Jatinder Kumar Bhambri (DPID - Client ID: 12033400 - 00024860) and seconded by Mr. Dinesh Kumar Bhambri (DPID - Client ID: 12033400 - 00000541).

Mr. K.G Somani took the chair and declared that quorum was present and called the meeting to order.

He welcomed all the shareholders present at the Annual General Meeting 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 Annual General Meeting the Audited Annual Accounts, Auditors Report, Report on Corporate Governance and Director's Report for the Financial Year 2012-13 was taken as read.

Following resolutions were passed at the 21st Annual General Meeting by show of hands.



CHAIRMAN'S
INITIALS

MINUTE BOOK

ORDINARY BUSINESS:

RESOLUTION No.1 (ORDINARY RESOLUTION):

Following resolution was proposed by Mr. Jatinder Kumar Bhambri (DPID - Client ID: 12033400 - 00024860) and seconded by Mr. Dinesh Kumar Bhambri (DPID - Client ID: 12033400 - 00000541) as an Ordinary Resolution.

"**RESOLVED THAT** the Audited Statement of Profit & Loss for the year ended 31st March, 2013 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 Mr. S. K. Agarwal (DPID - Client ID: 12019101 - 01121395) and seconded by Mrs. Sushma Agarwal (DPID - Client ID: 12019101 - 01120995) 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, 2013 be and are hereby approved."

RESOLUTION No. 3 (ORDINARY RESOLUTION):

Following resolution was proposed by Mr. Sarvjeet Singh (DPID-Client ID: IN300206 - 10997625) and seconded by Mr. Manjit Singh (DPID-Client ID: 12033500 - 01759850) as an Ordinary Resolution.

"**RESOLVED THAT** Mr. Pawan Bholusaria, 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 Mr. Ajay Ajmani: (Folio No: 0005734) and seconded by Mr. Gurcharan Jit Singh (DPID-Client ID: IN300118 - 10369544) as an Ordinary Resolution.

"**RESOLVED THAT** Mr. Rajeev Gupta, director retiring by rotation and being eligible, be and is hereby re-appointed as Director of the company liable to retire by rotation."



CHAIRMAN'S
INITIALS

MINUTE BOOK

RESOLUTION No.5 (ORDINARY RESOLUTION):

Following resolution was proposed by Mr. Inder Kumar Jain (DPID - Client ID: IN300589 - 10099822) and seconded by Ms. Pooja Saini (DPID - Client ID: IN302994 - 10002973) 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 Mr. Gurcharan Singh (DPID-Client ID: IN300206 - 10926854) and seconded by Mr. Gurcharan Jit Singh (DPID-Client ID: 12014100 - 00007782) as a Special Resolution.

"RESOLVED THAT 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 and the Board is hereby authorized to offer, issue and allot, up to an aggregate of **35,00,000 (Thirty Five Lacs) Equity Shares of ₹ 2/- each for cash at a price of ₹ 14/- (which includes a premium of ₹ 12/- per Equity Share)**



CHAIRMAN'S
INITIALS

Sarawati
REGD.

MINUTE BOOK

on preferential basis and to the following entity (the "proposed allottee") forming part of Promoter / Promoters Group, on such terms and conditions and in such manner as may be decided by the Board.

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."

SPECIAL BUSINESS:

RESOLUTION No.7 (SPECIAL RESOLUTION)

Following resolution was proposed by Ms. Mansi Bhambri (DPID-Client ID: 12033400 - 00024856) and seconded by Mr. Jatinder Kumar Bhambri (DPID-Client ID: 12033400 - 00029003) as a Special Resolution.

"RESOLVED THAT pursuant to and in terms of the provisions of Section 81(1A) and all other applicable provisions, if any, of the Companies Act, 1956 (including any amendment thereto or re-enactment thereof, for the time being in force) and the enabling provisions of the Memorandum and Articles of Association of



CHAIRMAN'S
INITIALS

MINUTE BOOK

Sarawati
REGD.

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 & 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 of the company be and is hereby accorded to the Board and the Board is hereby authorized to create, offer, issue and allot, from time to time, up to 35,00,000 (Thirty Five Lacs) Warrants at a price of ₹ 14/- each based on the relevant date i.e. May 22, 2013 on preferential basis to the Promoter / Promoter Group, in one or more tranches, on such terms and conditions and in such manner as the Board may think fit, without offering the same to any other person/s who on the date of offer are holders of the equity shares, each Warrant entitling the holder thereof to apply and be allotted one fully paid-up equity share of face value ₹ 2/- each, at any time **not exceeding eighteen months** from the date of allotment of the Warrants in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and other relevant authorities as may be applicable such that the total number of equity shares to be issued by the Company upon conversion of the Warrants do not exceed 35,00,000 (Thirty Five Lacs) equity shares of ₹ 2/- each on such terms and conditions as may be decided and deemed appropriate by the Board at the time of issue of warrants.

FURTHER RESOLVED THAT the issue of Warrants, if any, as above, shall be subject to the following terms and conditions:

1. The Warrants shall be convertible within a period of 18 months from the date of allotment.
2. Each Warrant shall be convertible into one equity share of ₹ 2/- each of the Company.
3. The Warrant holder(s) shall, on the date of allotment, pay an amount, equivalent of 25% of the price fixed per Warrant.


CHAIRMAN'S
INITIALS

MINUTE BOOK

4. The Warrant holder(s) shall, on the respective dates of conversion, pay the balance 75% of the consideration towards subscription to each equity share.

5. The proportionate amount referred to in (3) above shall be forfeited, if the option to acquire shares is not exercised fully or in part thereof.

6. The number of Warrants and the price per Warrant shall be appropriately adjusted, subject to the Companies Act, 1956 and SEBI (ICDR) Regulations, 2009, for corporate actions such as bonus issue, rights issue, stock split, merger, demerger, transfer of undertaking, sale of a division or any such capital or corporate restructuring.

FURTHER RESOLVED THAT the Board be and is hereby authorised to issue and allot such number of Equity shares as may be required to be issued and allotted upon conversion of the Warrants and that equity shares shall be as per the Memorandum and Articles of Association of the company and shall rank pari passu with the existing Equity shares of the Company.

FURTHER RESOLVED THAT the Board be and is hereby authorised to accept the terms, conditions and stipulations made by the Appropriate Authorities while granting approval to the Company for issue of the Warrants as aforesaid.

FURTHER RESOLVED 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."

SPECIAL BUSINESS:

RESOLUTION No.8 (SPECIAL RESOLUTION)

Following resolution was proposed by Mr: Gurcharan Jit Singh (DPID-Client ID: IN300685 - 10303764) and seconded by Ms. Sarita Bhardwaj (DPID-Client ID: IN300394 - 12877039) as a Special Resolution.



CHAIRMAN'S
INITIALS

MINUTE BOOK

Sarawati
REGD.

"RESOLVED THAT pursuant to the provisions of Section 198, 269, 309, 310 and other applicable provisions, if any, of the Companies Act, 1956, read with Schedule XIII of the said Act, and subject to other approvals as may be necessary, the members of the Company hereby accord its approval for re-appointment of Mr. Anil Gupta as Chairman-cum-Managing Director (CMD) of the Company for a period of three years with effect from **July 01, 2013 to June 30, 2016** on the terms & conditions set out here below and with further discretion to the Board / Committee to alter from time to time said terms & conditions in such manner as it may deem fit in the best interest of the Company and agreed to with Mr. Anil Gupta.

The remuneration payable by way of salary, perquisites and commission will be as follows:

(a) Salary: ₹ 12,00,000/- per month.

(b) Perquisites:

Perquisites shall be restricted to an amount equal to not exceeding ₹ 21,00,000/- per annum. The said perquisites are classified into following three categories A, B & C.

The value of perquisites would be evaluated as per Income Tax Rules, 1962 wherever applicable and at cost in the absence of any such Rule.

(c) Commission:

Up to 5% of the Net Profit less remuneration payable under point no.(a) & (b) above, calculated as per the provisions of Section 198 of the Companies Act, 1956.

Categories of Perquisites:

Category – A

i) **Housing:** The expenditure by the Company on hiring furnished / unfurnished accommodation for him will be subject to the following ceilings:

a) ₹ 1,00,000/- per month.

In case the accommodation provided to him is owned by the company, ten percent of his salary be deducted by the Company.



CHAIRMAN'S
INITIALS

MINUTE BOOK

b) In case the company does not provide him accommodation, he will be paid rent allowance at the rate of ₹ 1,00,000/- per month.

The expenditure incurred by the company on gas, electricity, water and furnishings evaluated as per Income Tax Rules, 1962.

ii) **Medical Reimbursement:** Expenses incurred for himself and his family as per rules of the Company.

iii) **Club Fees:** Fees of clubs to a maximum of two clubs. This will not include admission and life membership fees.

Category – B

The company's contribution for him to provident fund, superannuation fund or annuity fund in accordance with the Rules and Regulations of the Company. Such contribution will not be included in the computation of the ceiling on perquisites to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.

Category – C

Car with a driver for use on the company's business and telephone at residence provided that personal long distance calls on telephone and use of car for private purpose shall be billed by the company to him. The provision of car and telephone will not be considered as perquisites".

"RESOLVED FURTHER THAT the minimum remuneration and perquisites to be paid in the event of absence or inadequacy of profits in any financial year during his tenure of office shall be as per Schedule XIII of the Companies Act, 1956, as may be amended from time to time."

"RESOLVED FURTHER THAT the Board / Committee of Directors of the Company or such Officer(s) / Authorised Representative(s) as may be authorised by the Board be and are hereby authorized to file the necessary applications, documents with, inter alia, the Registrar of Companies and to do all such acts, deeds, matters and things as may be deemed necessary, proper or expedient for the purpose of giving effect to the above resolution and for matters connected herewith or incidental hereto."

Date: July 06, 2013
Place: New Delhi

K. G. Somani
K G SOMANI
(CHAIRMAN)

CHAIRMAN'S
INITIALS