

MINUTES OF THE 31ST ANNUAL GENERAL MEETING OF THE MEMBERS OF DUJODWALA PRODUCTS LIMITED HELD AT THE REGISTERED OFFICE OF THE COMPANY AT KUMBHIVALI VILLAGE, SAVROLI KHARPADA ROAD, TALUKA KHALAPUR, KHOPOLI, DIST. RAIGAD, MAHARASHTRA ON THURSDAY, THE 19TH SEPTEMBER, 2013 AT 11.00 A.M.

Present:

- 1] Shri. Kamal Kumar Dujodwala
- 2] Shri. Pannkaj Dujodwala

Mr. Kabra from M/s. R. Kabra and Co., Chartered Accountant, present in person.

32 Members Present in person including authorized representatives of Bodies Corporate as per the Attendance Register:

1. Chairman :

Mr. Mohan Agrawal proposed the name of Shri. Kamalkumar R. Dujodwala, as the Chairman which was seconded by Mr. Rajesh Mishra. The motion was carried by voice vote. Shri. Kamalkumar R. Dujodwala took the Chair.

2. Quorum :

The Chairman declared that the requisite members / quorum was present and called the meeting in order.

3. Welcome Address :

The Chairman made a welcome address to the Members.

The chairman drew the attention of the members that the register of directors, director's share holdings, register of proxy, directors report, audited accounts are on the table and shall be open for the inspection of members throughout the meeting.

5. Notice:

With the consent of the Members present, the Notice convening the meeting was taken as read.

6. Auditors' Report:

At the request of the Chairman, the Managing Director, Mr. Pannkaj Dujodwala, read out the Auditors' Report to the Members of the Company for the year ended 31st March, 2013.

8. Agenda:

Ordinary Business:

Item No. 1:

Mr. Mohan Agrawal proposed the following as an Ordinary Resolution which was seconded by Mr. Rajesh Mishra:

“RESOLVED THAT the audited Balance Sheet as at 31st March, 2013 and the Profit and Loss Account for the year ended on that date together with the Reports of the Directors and Auditors thereon be and are hereby considered, approved and adopted.”

Before putting the resolution to vote, the Chairman invited the Members present to seek clarification, if any, on the accounts of the Company. As none sought any clarification, the resolution was then put to vote by show of hands and the same was declared as passed unanimously.

Item No. 2:

Mr. Mohan Agrawal proposed the following as an Ordinary Resolution which was seconded by Mr. Rajule :

“RESOLVED THAT Shri Rajkumar Jatia, Director of the Company who retires by rotation and being eligible has offered himself for re-appointment be and is hereby re-appointed a Director of the Company.”

The resolution was put to vote by show of hands and the same was declared as passed unanimously

Item No. 3:

Mr. Rajesh Mishra, proposed the following as an Ordinary Resolution which was seconded by Mr. S. V. Rajule:

“RESOLVED THAT Shri Rajkumar Saraf, the Director of the Company who retires by rotation and being eligible has offered himself for re-appointment be and is hereby re-appointed as Director of the Company.”

The resolution was put to vote by show of hands and the same was declared as passed unanimously

Item No. 4:

Mr. Nagesh Kulkarni proposed the following as an Ordinary Resolution which was seconded by Mr. Ashok Gupta :

“RESOLVED THAT pursuant to the Provisions of Section 224, 225 and other applicable provisions, if any, of the Companies Act, 1956, M/s. R. Kabra and Co., Chartered Accountants, (FRN 104502W) be and are hereby appointed as Statutory Auditors of the Company in place of retiring auditors M.s, Sunderlal, Desai and Kanodia, Chartered Accountants, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting at a remuneration to be mutually agreed

Special Business

Item No. 5

Mr. Asim Roy, proposed the following as Special Resolution which was seconded by Mr. Ashok Gupta:

“RESOLVED THAT pursuant to the recommendations of the Remuneration Committee and in accordance with the provisions of Sections 198, 269, 309 and 310 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification or re-enactment thereof for the time being in force) and subject to the approval of the Central Government, if any, the approval of the members of the Company be and is hereby accorded to the re-appointment of Mr. Pannkaj Dujodwala as the Managing Director of the Company for a period of three (3) years effective from 14th October, 2012 on the terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this resolution) to alter and vary the terms and conditions of appointment and / or remuneration, subject to the same not exceeding the limits specified under Schedule XIII to the Companies Act, 1956 or any statutory modification(s) or re- enactment thereof.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

The resolution was put to vote by show of hands and the same was declared as passed unanimously.

Item No. 6

Mr. Nagesh Kulkani, proposed the following as Special Resolution which was seconded by Mr. Rajesh Mishra :

“RESOLVED THAT in accordance with the Provisions of Section 21 and other applicable provisions, if any, of the Companies Act, 1956, (“the Act”) and subject to the approval of the Central Government, the name of the Company be and is hereby changed from “DUJODWALA PRODUCTS LIMITED” to “MANGALAM ORGANICS LIMITED”.

“RESOLVED FURTHER THAT upon fresh certificate of incorporation consequent to the change of name of the Company being issued by the Registrar of Companies, the name of “MANGALAM ORGANICS LIMITED”. be inserted in the place of the present name of the Company wherever appearing in the Memorandum and Articles of Association of the Company AND THAT the Board of Directors of the Company, be and is hereby authorised to do all such acts, deeds and things as may be necessary to give effect to this resolution.

The resolution was put to vote by show of hands and the same was declared as passed unanimously.

8. VOTE OF THANKS:

For Dujodwala Products Ltd

Kamal Kumar Dujodwala
Chairman

Place : **Khopoli**

Dated: _____