

MINUTES

Minutes of the proceedings of the 23rd Annual General Meeting of Shareholders of **RELIC TECHNOLOGIES LIMITED** held at Regd. Office at J Block, Bhangwadi Shopping Center, Kalbadevi Road, Mumbai 400 002. on Tuesday 30th September 2014 at 11.00 A.M...

Present:

Shri Bajoo Raval Director
Shri H K Choksey Director

In presence of Shri S.K Bajaj Auditor

20 Members present

1 Shri Bajoo Raval has been elected as Chairman of the meeting.

With the permission of the members, the notice of the meeting was taken as read.

2. After ascertaining that the requisite quorum for the meeting was present, the chairman called the meeting to order.

3. The chairman welcomed the members to the 23rd Annual General Meeting. Register of Directors Share holding under Section 307 of the Companies Act, 1956, was laid on the table and was open for inspection by members. Chairman informed that, Company has not received any proxies. Chairman informed the members that during the year under review, the Company's has made loss of Rs 4.92 lacs. Then Shri Bajoo Raval read the Auditors Report.

4. The chairman moved resolution for the adoption of the Accounts, which was seconded by Shri Hiren Upadhyay. The following resolution was then put to the meeting Resolution was passed unanimously.

"Resolved that the Audited Balance Sheet of the Company as at 31st March 2014 and the Profit & Loss Account for the year ended on that date and the Reports of the Directors and Auditors thereof be and are hereby approved and adopted."

5 H K Choksey moved to second Resolution about Re- appointment of Shri Bajoo Raval

Shri Hiren Upadhyay proposed the Ordinary Resolution as under.

"Resolved that Shri Bajoo Raval who retires by rotation and is eligible for reappointment be and is hereby re-appointed as Director of the Company".

Shri Nilesh Shah seconded the Resolution. Chairman put the Resolution for voting. Resolution was carried unanimously.

6. Chairman moved the Third Resolution about reappointment of Shri H K Choksey

Shri Baijoo Raval proposed the following Resolution as ORDINARY RESOLUTION.

"Resolved that Shri H K Choksey who retires by rotation and is eligible for reappointment be and is hereby reappointed as Director of the Company".

Shri I D Joshi seconded the Resolution. Chairman put the resolution for voting. Resolution was carried unanimously.

7. Chairman moved the Fourth resolution for reappointment of Auditors .

Shri Hiren Upadhyay proposed the following Resolution as an ORDINARY RESOLUTION.

" RESOLVED THAT S K BAJAJ & ASSOCIATES Chartered Accountant be and are hereby appointed Auditors of the Company in place of retiring Auditors to hold office from the conclusion of ensuing Annual General Meeting until the conclusion of the next Annual General Meeting at a remuneration to be fixed by the Board of Directors of the Company

Smt Niti Raval seconded the Resolution. Chairman put the Resolution for voting. Resolution was carried unanimously.

8. Chairman moved the Fifth resolution for appointment of of Niti Raval as Director

Shri Manish Desai proposed the following Resolution as an ORDINARY RESOLUTION

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Smt Niti Raval (DIN No 06895548) , who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Director, be and is hereby appointed as Director of the Company

Shri Hiren Upadhyay seconded the Resolution. Chairman put the Resolution for voting. Resolution was carried unanimously

8. Chairman moved the sixth resolution for appointment of of Shri Baijoo Raval as Whole Time Director

Shri Hiren Upadhya proposed the following Resolution as an ORDINARY RESOLUTION

"RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the Company

be and is hereby accorded to the re-appointment of Shri Baijoo M Raval (DIN 00429398) as Whole Time Director of the Company, for a period of 5 (Five years with effect from April 1, 2014, on the terms and conditions including remuneration as set out in the 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 Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit and as may be acceptable to Shri Baijoo M Raval (DIN 00429398) , subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 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."

Shri I D JOSHI seconded the Resolution. Chairman put the Resolution for voting. Resolution was carried unanimously

8. Chairman moved the Seventh resolution for appointment of Practicing Company Secretary as Ordinary Resolution.

Shri Manish Desai proposed the following Resolution as an ORDINARY RESOLUTION

RESOLVED THAT I.D.Joshi & Associates Practicing Company Secretary be and are hereby appointed as Practicing Company Secretary of the Company to hold the office until the conclusion of the next Annual General Meeting at a remuneration to be mutually agreed upon plus all actual out of pocket expenses incurred by them.

Shri Chetan Pandit seconded the Resolution. Chairman put the resolution for voting. Resolution was carried unanimously.

Meeting was terminated with vote of thanks to Chairman.


Chairman

1st October 2014