

HELD AT \_\_\_\_\_

ON \_\_\_\_\_

TIME \_\_\_\_\_

Minutes of the Forty-second Annual General Meeting of the Members of Manugraph India Limited held on Wednesday the 27<sup>th</sup> August, 2014 at 3.00 p. m. at M. C. Ghia Hall, Bhogilal Hargovindas Building, 18/20, Kaikhushru Dubash Marg, Mumbai - 400 001.

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- Present :
1. Mr. Sanat M. Shah, Chairman
  2. Mr. Sanjay S. Shah, Vice Chairman & Managing Director
  3. Mr. Pradeep S. Shah, Managing Director
  4. Mr. Bhupal B. Nandgave, Whole-time Director(Works)
  5. Mr. Hiten C. Timbadia, Independent Director
  6. Mr. Perses M. Bilimoria, Independent Director
  7. Mr. Jai S. Diwanji, Independent Director

42 Members present in person.

By Invitation :- Mr. N. Jayendran, Partner of M/s. Natvarlal Vepari & Co., Statutory Auditors,

In Attendance: Mr. Ravindra V. Joshi - Company Secretary.

In accordance with Article 94 of the Articles of Association of the Company, Mr. Sanat M. Shah, Chairman of the Board took the Chair.

After ascertaining that the quorum was present, Chairman welcomed all the members present to forty-second Annual General Meeting of the Company and called the meeting to order.

The Chairman introduced the Directors on the dais to the members.

Chairman then Announced :

- (i) "The Register of Directors' Shareholding is placed on the table and is open for inspection by the Members."



CHAIRMAN'S INITIALS

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With the consent of the members present, the Notice of the Meeting was taken as read.

At the direction of the Chairman, Mr. Ravindra V. Joshi, Company Secretary read out the Auditors' Report.

The Chairman thereafter briefed on the prevailing economic/marketing conditions affecting the working of the company.

The Chairman informed that in terms of Clause 35B of the Listing Agreement entered into with the Stock Exchanges and with Rule 20 of Companies (Management and Administration) Rules, 2014, it was mandatory to extend to the shareholders of the Company, the facility to vote on the items of the agenda to be considered at the General Meeting by electronic means. Therefore, it became imperative to conduct the poll at the meeting in respect of the items on the agenda to be transacted at the AGM.

The Chairman further informed that the Company had appointed Central Depository Services (India) Ltd. (CDSL) as e-voting agency and Ms. Prajakta V. Padhye of M/s. Prajakta V. Padhye & Co., Practicing Company Secretaries, as scrutiniser to oversee the e-voting process. The e-voting was held from 19<sup>th</sup> August, 2014 (10.00 a. m.) to 21<sup>st</sup> August, 2014 (5.30 p.m.).

The chairman invited queries from the shareholders and an opportunity was given to each and every shareholder.

Few shareholders of the Company raised some queries, which were suitably replied by the Chairman.

The Chairman then ordered for the poll on all the items on the Agenda of the meeting and requested Shareholders to cast their vote on each of the agenda items, sign the Ballot paper, fold it and drop it in the Ballot Box kept in the Hall. He informed that Ms. Prajakta V. Padhye, Practicing Company Secretary had been appointed as Scrutiniser.

The Chairman informed that the Results of the Poll aggregated with Result of e-voting will be placed on the Website of the Company and also on the Websites of BSE Ltd., National Stock Exchange of India Ltd. (NSE) and CDSL "the Agency" appointed by the Bank for facilitating e-voting, within two working days.

The Chairman thanked all the Shareholders for their presence and support and after casting the Votes by all the shareholders present and sealing of the Ballot Box by Scrutiniser, the Chairman declared the 42<sup>nd</sup> Annual General Meeting closed.



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Based on the Results of the E-voting and the Poll Conducted in respect of all the following agenda items all the Resolutions were passed with requisite majority.

ORDINARY BUSINESS

Item No.1 of the Notice : Adoption of Accounts.

**As an Ordinary Resolution**

**“RESOLVED THAT** the audited Balance Sheet as at 31<sup>st</sup> March, 2014 and the Statement of Profit and Loss for the year ended 31<sup>st</sup> March, 2014 together with reports of the Directors’ and Auditors thereon be and are hereby received, approved and adopted”.

Item No.2 of the Notice : To declare dividend of Re.1.00 per equity share of Rs.2/- each :

**As an Ordinary Resolution :**

**“RESOLVED THAT** dividend of Re.1.00 per equity share of Rs.2/- each absorbing Rs.304.15 lakhs be and is hereby declared out of the current profits for the year ended 31<sup>st</sup> March, 2014 on 3,04,15,061 fully paid up equity shares of Rs.2/- each and the same be paid to those shareholders whose names appear on the Company’s Register of Members as on 14<sup>th</sup> August, 2014. In respect of shares held in electronic form, the dividend will be payable on the basis of beneficial ownership as per details furnished for this purpose by National Securities Depository Limited and Central Depository Services (India) Limited”.

Item No.3 of the Notice : Re-appointment of Mr. Hiten C. Timbadia :

**As an Ordinary Resolution :**

**“RESOLVED THAT** Mr. Hiten C. Timbadia (DIN 00210210) who retires from office by rotation, and, being eligible for re-appointment, be and is hereby re-appointed a Director of the Company”.

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Item No.4 of the Notice : Re-appointment of Mr. Jai S. Diwanji :

**As an Ordinary Resolution :**

**“RESOLVED THAT** Mr. Jai S. Diwanji (DIN 00910410) who retires from office by rotation, and, being eligible for re-appointment, be and is hereby re-appointed a Director of the Company”.

Item No.5 of the Notice : Re-appointment of M/s. Natvarlal Vepari & Co., Chartered Accountants, as Auditors of the Company and to authorise the Board of Directors to fix their remuneration. :

**As an Ordinary Resolution :**

**“RESOLVED THAT,** pursuant to the provisions of Sec 139, of The Companies Act, 2013 and the Rules made thereunder, and pursuant to the recommendations of the audit committee of the Board of Directors, M/s Natvarlal Vepari & Co. Chartered Accountants Mumbai, (Firm Registration No.106971W) be and hereby are re-appointed as the auditors of the company, to hold office from the conclusion of this Annual General Meeting to the conclusion of the fifth consecutive Annual General Meeting (subject to ratification of appointment by the members at every Annual General Meeting held after this Annual General Meeting) and the Board of Directors be and hereby authorised to fix such remuneration as may be determined by the audit committee in consultation with the auditors.”

  
CHAIRMAN

CHAIRMAN'S INITIALS