

PROCEEDINGS OF 50th ANNUAL GENERAL MEETING OF THE MEMBERS OF THE COMPANY HELD ON FRIDAY, THE 23rd DAY OF SEPTEMBER, 2011, AT 11.30 A.M AT THE REGISTERED OFFICE AT KHARIGRAM, P. O. GULABPURA - 311 021, BHILWARA DISTRICT, RAJASTHAN.

1. The Company Secretary informed the Chairman that requisite number of members for constituting the quorum were present in person. The Chairman called the Meeting in order.
2. The Chairman welcomed the members to the 50th Annual General Meeting of the Company and announced that the Statutory Registers maintained as per the Companies Act, 1956 were kept ready at the Meeting for inspection by the Members.
3. With the permission of the Members, the Notice convening the Annual General Meeting and Report of Directors to the Members were taken as read. Thereafter the Company Secretary, read out the Auditors' Report on the accounts of the Company for the year ended the 31st March, 2011.
5. The Chairman, thereafter, addressed the Members highlighting the salient features of the Company's operations relating to the year ended the 31st March, 2011.
6. The Chairman then initiated discussion and invited the queries on the accounts which were replied. Thereafter the following ordinary resolution proposed by Shri Kalidas Swami and seconded by Shri Avinash Bhargava was passed unanimously by show of hands:-

“RESOLVED THAT the Profit & Loss Account for the financial year ended the 31st March, 2011 and the Balance Sheet as on that date of the Company and the report of the Directors and Auditors thereon be and are hereby approved and adopted.”

7. Proposed by Mr. Kamal Santoshi and seconded by Mr. P.S Puri the following ordinary resolution was passed unanimously by show of hands:-

“RESOLVED THAT the Interim Dividend paid @100% i.e ₹ 10/- per share on 2,31,48,689 Equity Shares of ₹ 10/- each amounting to ₹ 23,14,86,890/- (Rupees Twenty Three Crores Fourteen Lacs Eighty Six Thousand Eight Hundred Ninety only) for the financial year 2010-11, be and is hereby noted.

RESOLVED FURTHER THAT the Interim Dividend on Redeemable Preference Shares @ 10% p.a i.e @ ₹ 2.47 per share on 3,33,400 Preference shares of ₹ 150/- each amounting to ₹ 8,22,082/- (Rupees Eight Lacs Twenty Two Thousand and Eight Two only) paid for the proportionate period during the financial year, be and is hereby noted.



RESOLVED FURTHER THAT the Final Dividend for the year ended the 31st March, 2011 @ 50% i.e. ₹ 5/- per share payable on Equity Shares of ₹ 10/- each amounting to ₹ 11,57,43,445/-(Rupees Eleven Crore Fifty Seven Lacs Forty Three Thousand Four Hundred Forty Five only), be and is hereby declared.”

8. Proposed by Shri I. S. Chaudhary and seconded by Shri Avinash Bhargava the following ordinary resolution was passed unanimously by show of hands:-

“RESOLVED THAT Shri Arun Churiwal, who retires by rotation, be and is hereby reappointed as a Director of the Company liable to retire by rotation.”

9. Proposed by Shri P.S.Puri and seconded by Shri Gaurav Bakliwal following ordinary resolution was passed unanimously by show of hands:-

“RESOLVED THAT Shri Amarnath Choudhary who retires by rotation, be and is hereby reappointed as a Director of the Company liable to retire by rotation.”

10. Proposed by Shri Praveen Kumar Chajjer and seconded by Shri Naresh Sharma the following ordinary resolution was passed unanimously by show of hands:-

“RESOLVED THAT Shri Sushil Jhunjhunwala, who retires by rotation, be and is hereby reappointed as a Director of the Company liable to retire by rotation.

11. Proposed by Shri Kamal Santoshi and seconded by Shri K. K. Maheshwari the following Ordinary resolution was passed unanimously by show of hands:-

“RESOLVED THAT pursuant to the provisions of Section 224 and other applicable provisions, if any, of the Companies Act, 1956, the retiring Auditors, M/s. S. Bhargava Associates, Chartered Accountants, Jaipur having firm registration number 003191C and M/s. A. L. Chechani & Co., Chartered Accountants, Bhilwara having firm registration number 005341C be and are hereby reappointed as Auditors of the Company to hold office from conclusion of this meeting until the conclusion of next Annual General Meeting of the Company on a remuneration to be fixed by the Board of Directors plus out of pocket expenses as may be incurred by them for the purpose of Audit.”

12. Proposed by Shri B. M. Sharma and seconded by Shri Avinash Bhargava the following ordinary resolution was passed unanimously by show of hands:-

“RESOLVED THAT the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company in terms of Section 293(1)(a) and other applicable provisions, if any, of the Companies Act, 1956, to the creation of Second Charge subject to the First Charge of the Term Lenders on all the immovable and movable properties of the Company, wheresoever situated, present and future, and the whole of the undertaking of the Company and/or conferring



power to enter upon and take possession of the assets of the Company in certain events to or in favour of :

- I. The consortium Banks viz. State Bank of Bikaner & Jaipur, Punjab National Bank, State Bank of India, Bank of Baroda, Export-Import Bank of India, State Bank of Mysore, Axis Bank Ltd., Union Bank of India and ICICI Bank Ltd. for granting to the Company Working Capital Facilities to the extent of ₹ 660.00 crore (Rupees Six Hundred and Sixty crore) or to any enhancements in the limits in future from time to time.
- II. Export-Import Bank of India for granting to the Company Pre/Post-shipment credit/WCTL limit to the extent of ₹ 30.00 crore (Rupees Thirty crore).

RESOLVED FURTHER that the Board of Directors of the Company be and is hereby authorised to finalise with the lenders the documents for creating the aforesaid mortgage(s) and/or charges and to do all such acts and things as may be necessary for giving effect to the above resolution.”

13. Proposed by Shri K. K. Maheshwari and seconded by Shri Naresh Sharma the following ordinary resolution was passed unanimously by show of hands:-

“RESOLVED THAT the consent of the Company be and is hereby accorded in terms of Section 293(1)(a) and other applicable provisions, if any, of the Companies Act, 1956, to the Board of Directors of the Company for creation of such mortgage(s) and charges in addition to the existing mortgages, charges and hypothecations created by the Company as the Board may direct on the assets of the Company, both present and future and the whole of the undertaking of the Company and/or conferring power to enter upon and take possession of the assets of the Company in certain events to or in favour of:

- State Bank of Bikaner & Jaipur (SBBJ) in connection with Term Loan of ₹ 144 Crores under Technology Upgradation Fund Scheme (TUFS).
- Export-Import Bank of India (Exim Bank) in connection with Term Loan of ₹ 140 Crores under Technology Upgradation Fund Scheme (TUFS).

together with interest thereon at the respective agreed rates, compound interest, additional interest, liquidated damages, commitment charges, premia on pre-payment or on redemption, costs, charges, expenses and other monies payable by the Company to SBBJ and Exim Bank under the Loan Agreements entered into by the Company in respect of the said borrowings.

RESOLVED FURTHER that the Board of Directors of the Company be and is hereby authorised to finalise with SBBJ and Exim Bank the documents for creating the aforesaid mortgage(s) and/or charges and to do all such acts and things as may be necessary for giving effect to the above resolution.”



14. Proposed by Shri Kamal Santoshi and seconded by Shri I. S. Chaudhary the following special resolution was passed unanimously by show of hands:-

“RESOLVED THAT pursuant to Section 31 and other applicable provisions, if any, of the Companies At, 1956, the Articles of Association of the Company be and are hereby altered in the manner set out below:

The existing Article 161 be substituted as under:

“The Company shall comply with the provisions of Section 53, 171, 172 and 190 of the Act for service of notices and documents to any member of the Company, either by post or through electronic mode or by personal delivery”.

The existing Article 166 be substituted as under:

“Subject to the provisions of Article 164 any notice or document delivered or sent by post to or mailed through electronic mode or left at the registered address of any member in pursuance of these presents shall notwithstanding such member be then deceased and whether or not the Company has notice of his demise, be deemed to have been duly served in respect of any registered shares whether held solely or jointly with other persons by such member, until some other person be registered in his/her stead as the holder or joint-holders thereof and such service shall for all purposes of these presents be deemed a sufficient service of such notice or document on his or her heirs, executors or administrators, and all persons, if any, jointly interested with him or her in any such shares”.

There being no other business to discuss, the meeting ended with a vote of thanks to the Chair.

CHAIRMAN

