BRIEF PROCEEDINGS OF ANNUAL GENERAL MEETING

Following are the brief proceedings of the Twentieth Annual General Meeting of the shareholders of the Company held on Wednesday, the 24th day of August 2011 at Shree Delhi Gujarati Samaj (Regd.), Mahatma Gandhi Sanskritik Kendra, MPCU Shah Auditorium, 2 Raj Niwas Marg, Civil Lines Delhi-110 054 as detailed hereunder:

As scheduled, the meeting was commenced at 1.00 p.m. and it was informed and taken on record that 41 members have recorded their presence in person in the meeting and with this information, Shri N. Kumar, Solicitor of the Company welcomed the members and called the meeting to proceed requesting Shri R. K. Gupta, Chairman & Managing Director to commence the proceedings. Thereafter, he informed the members that, in terms of Section 307 of the Companies Act, 1956 the Register of Directors Shareholding and Register of Proxies are open for inspection by those entitled thereto. With a brief introduction of the members on the dais, Shri N. Kumar requested Shri R. K. Gupta, Chairman and Managing Director to share the status of the company with the members.

Thereafter, Shri R. K. Gupta, Chairman & Managing Director of the Company took the chair. The Chairman after confirming the time as 1.00 p.m. and requisite quorum being present called the meeting to order.

The Chairman commenced the proceedings with a brief speech on the Company and Industry scenario.

The Auditors Report and the Notice convening the Meeting was taken as read with the unanimous consent of the members present.

All the resolutions as per the notice convening the AGM were passed as detailed below:

ITEM NO. 1: APPROVAL AND ADOPTION OF ACCOUNTS.

The first item on the Agenda related to approval and adoption of Audited Accounts, Director's Report and the Auditor's Report thereon for the year 2010-2011. The Chairman requested some of the members to propose the same.

THE RESOLUTION WAS PROPOSED BY **VIMAL JAIN (DP ID – IN302365; CLIENT ID – 10003504)**, AND THE SAME WAS SECONDED BY **DILEEP KUMAR MISHRA (DP ID – IN300118; CLIENT ID-10481246)**

Then the Chairman put the resolution to vote, by show of hands. After satisfying, the Chairman declared that the resolution was unanimously approved and adopted.

ITEM NO. 2: RE-APPOINTMENT OF SHRI SHIV KUMAR SINGHANIA

Next item on the agenda related to re-appointment of Shri Shiv Kumar Singhania, as a Director of the Company, who retires by rotation on conclusion of this Annual General Meeting.

THE RESOLUTION WAS PROPOSED BY **GAGAN KUMAR (DP ID – IN300206; CLIENT ID - 10925435)**, AND THE SAME WAS SECONDED BY **SAVITA RANI KUMAR (DP ID – IN300206; CIENT ID-10925401)**

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Then the Chairman put the resolution to vote, by show of hands. After satisfying, the Chairman declared that the resolution was unanimously approved and adopted.

ITEM NO. 3: RE-APPOINTMENT OF STATUTORY AUDITORS

Next item of the agenda related to re-appointment of M/s. O. P. Bagla & Company, Chartered Accountants, as Auditors of the Company.

THE RESOLUTION WAS PROPOSED BY **SAROJ DEVI MITTAL (FOLIO NO.: 8946)**, AND THE SAME WAS SECONDED BY **DILEEP KUMAR MISHRA (DP ID – IN300118; CLIENT ID-10481246)**

ITEM NO. 4: DISPOSAL OF FIXED ASSETS OF THE COMPANY

Next item of the agenda related to approval for disposal of fixed assets of the Company.

THE RESOLUTION WAS PROPOSED BY **ARVIND SHARMA, DIRECTOR AND AUTHORIZED REPRESENTATIVE OF GOODWORTH BUILD INVEST PRIVATE LIMITED (FOLIO NO.: 40345)**, AND THE SAME WAS SECONDED BY **ASHOK KUMAR GUPTA (FOLIO NO.: 17792)**

Then the Chairman put the resolution to vote, by show of hands. After satisfying, the Chairman declared that the resolution was unanimously approved and adopted.

Thereafter being no other resolution / items on the agenda to be considered and passed by the shareholders of the Company, the Meeting was declared as concluded with a vote of thanks to the Chair and Shareholders.

(RAJ KUMAR GUPTA)
Chairman & Managing Director

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