

MINUTES OF THE EIGHTEENTH ANNUAL GENERAL MEETING OF SHAREHOLDERS OF THE INDERGIRI FINANCE LIMITED, HELD ON FRIDAY 28TH SEPTEMBER, 2012, AT HOTEL SAI CLASSIC, FILM CITY ROAD, GOREGAON (EAST), MUMBAI 400 063 AT 10:00 A.M.

The following Directors were present :

- | | |
|----------------------|-------------------|
| 1. MR. KISHAN SHARMA | CHAIRMAN & MEMBER |
| 2. MR B.P.RAUKA | DIRECTOR & MEMBER |
| 3. MR. L.N. SHARMA | MD & MEMBER |
| 4. MR. DILIP ARORA | DIRECTOR |
| 5. MR. ANAND BAGWE | DIRECTOR |

12 members were present in person or by proxy.

CHAIRMAN :

Mr. Kishan Sharma presided over the Meeting.

The Chairman welcomed the members to the meeting and stated that the quorum as required under the Companies Act, 1956 and as per the Articles of Association of the Company is present. He further stated that all the statutory registers including the Register of Directors' shareholding maintained under Section 307 of the Companies Act, 1956 are open for inspection.

He also stated that since the statement of Accounts, Directors Report and Notice of the Meeting are with the members for quite some time, with the permission of the members he is taking them as read. He thereafter requested Mr. Beni Prasad Rauka to read the Auditors Report. Mr. Beni Prasad Rauka read the Auditors Report.

The Chairman thereafter made a statement commenting on the present performance of the Company.

Item No. 1

The Chairman thereafter proposed the resolution for adoption of accounts as at 31st March, 2012 along with the Auditors and Directors Report. Before putting the resolution for voting he invited the members to put questions, if any, regarding the working of the Company and Accounts under review.

He also replied the other queries raised by the shareholders. The Chairman thereafter put the following resolution for voting.

“RESOLVED THAT the Balance Sheet as at the 31st March, 2012 and the Statement of Profit and Loss for the year ended on that date along with the Directors’ Report and Auditors Report be and are hereby approved and adopted.”

On show of hands the resolution was passed unanimously.

Item No. 2

The Chairman explained to the member about the contribution made by Mr. Anand D Bagwe as director of the Company.

Mr. Vikas Bagra thereafter proposed the resolution for reappointment of Mr. Anand D Bagwe as a Director of the Company. Mr. Lata Negandi seconded the proposal.

“RESOLVED THAT Mr. Anand D Bagwe be and is hereby reappointed as a Director liable to retire by rotation.”

The Chairman put the resolution for voting and on show of hands it was passed unanimously.

Item No. 3

The Chairman stated that erstwhile auditors have expressed their inability to continue to be auditors of the Company and accordingly M/s R.N. Bhutra & Co, Chartered Accountants are proposed to be appointed and had given their consent and also their appointment will be within the overall ceiling as confirmed by the proposed auditors.

Mr. Shailesh Agarwal then proposed the following resolution for appointment of Auditors which was seconded by Mr. Vikas Sharma

“RESOLVED THAT M/s. R.N. Bhutra & Co, Chartered Accountants be and are hereby appointed as the Auditors of the Company to examine and audit the Accounts for the financial year 2012-2013 on a remuneration to be decided by the Board in consultation with the said Auditors.”

The Chairman put the resolution for voting and on show of hands it was passed unanimously.

The Chairman declared that the business on Agenda is over. Mr. Bharat Negandi proposed the vote of thanks to the Chair. The Chairman declared the meeting as closed.

CHAIRMAN

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CHAIRMAN