

MINUTES OF THE TWENTEITH ANNUAL GENERAL MEETING OF SHAREHOLDERS OF THE INDERGIRI FINANCE LIMITED HELD ON SATURDAY, THE 27TH SEPTEMBER 2014 AT 11:30 A.M. AT HOTEL SAI CLASSIC (COMFORT), FILM CITY ROAD, GOREGAON (EAST), MUMBAI- 400 063

The following Directors were present:

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

15 members were present in person or through representatives.

It was brought to the notice that shareholders holding

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, 2013 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 170 of the Companies Act, 2013 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, 2014 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, 2014 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. Kishan Sharma as director of the Company.

Mr. Shailesh Agarwal thereafter proposed the resolution for reappointment of Mr. Kishan Sharma as a Director of the Company. Mr. Vikas Bagra seconded the proposal.

“RESOLVED THAT Mr. Kishan Sharma 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 S.K. Rathi & 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. Vikas Sharma then proposed the following resolution for appointment of Auditors which was seconded by Mr. Sunil Sharma

“RESOLVED THAT pursuant to provisions of section 139 of Companies Act, 2013 and rules made thereunder, as amended from time to time, M/s. S.K.Rathi & Co., Chartered Accountants, Mumbai, (Firm Registration No. 108724W), be and are hereby re-appointed as the Auditors of the Company to hold the office from conclusion of this Annual General Meeting to the conclusion of the 23rd Annual General Meeting on such remuneration may be determined by the Board of Directors in consultation with the Auditors.”

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

Item No. 4

The Chairman mentioned drew the attention of members to the special notice and explanatory statement and stated that Mr. Vinod Kumar Sharma is a Chartered Accountant and having 31 years of good experience in the field of accountancy, taxation, commercial and managerial activities and his services will benefit the Company. The Board has proposed his appointment as independent Director.

Mr. Vishnu Rauka proposed the following resolution as a special resolution for appointment of Independent Director which was seconded by Mrs Urmila Rauka

“RESOLVED that pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Vinod Kumar Sharma (holding DIN 02226790), Director of the Company in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term up to 31st March, 2019, not liable to retire by rotation”.

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

Item No. 5

The Chairman mentioned drew the attention of members to the special notice and explanatory statement and stated that Mr. Anand Bagwe , who has been associated with the Company as an Independent Director , is proposed to be appointed for a period of 5 years. The Board has proposed his appointment as independent Director

Mrs. Nita B Rauka proposed the following resolution as a special resolution for appointment of Independent Director which was seconded by Neha Sharma.

“RESOLVED that pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Anand D. Bagwe (holding DIN 02256791), Director of the Company whose period of office is liable to determination by retirement of directors by rotation and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term up to 31st March, 2019, not liable to retire by rotation”.

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

CHAIRMAN