

**PROCEEDINGS OF THE THIRTY FIRST ANNUAL GENERAL MEETING OF  
THE SHAREHOLDERS OF INDO GULF INDUSTRIES LIMITED HELD ON  
FRIDAY, THE 1<sup>ST</sup> AUGUST, 2014 AT 10.00 A. M. AT SHRI RAM BARAT  
GHAR, 505/3, DEVL, BANDH ROAD, NEW DELHI - 110 062**

**PRESENT**

Mr. Vimal Kumar Jain	-	Director
Mr. Shyam Lal Gouniyal	-	Director
Balrampur Chini Mills Ltd Members of the	-	Rep. by Sanjay Kumar Agarwal & other Company.

Shri Vimal Kumar Jain chaired the 31<sup>st</sup> Annual General Meeting and announced the quorum of the meeting was present in terms of the Articles of Association of the Company. The meeting was called to order at 10.00 A.M. and welcomed the members, who made it convenient to attend the Annual General Meeting of the Company.

With the permission of the members, the notice convening the meeting was taken as read. Before the resolution was put to vote, the Chairman invited the members to express their views/raise queries, if any, on the Annual Report and Accounts of the Company for the year ended 31<sup>st</sup> March, 2014. Mr. Vimal Kumar Jain, Chairman of the Audit Committee, replied the queries related to Accounts.

**The following resolutions were put to the meeting as Ordinary Resolution :**

1. Proposed by - Mr Vijay Kumar Gupta  
Seconded by - Mr M L Wadhwa

“Resolved that Statement of Profit and Loss for the year ended on 31<sup>st</sup> March, 2014, the Balance Sheet as on that date, the Reports of Auditors and Directors thereon and other annexure thereto as circulated to the shareholders and now laid before the meeting be and is hereby adopted.”

✓ **Carried unanimously/ with requisite majority**

2. Proposed by - Mr Sumanta Kumar Das  
Seconded by - Mr. Vijay Kumar Gupta

“Resolved that Dr. Arvind Krishna Saxena, who retires by rotation, be and is hereby re-appointed as a Director of the Company liable to retire by rotation.”

✓ **Carried unanimously/ with requisite majority**

3. Proposed by - Ms. Kavita Gupta  
Seconded by - Ms. Asha Chachra

“Resolved that M/s Vipin Aggarwal & Associates, Chartered Accountants (Regn. No.014454N) be and are hereby appointed as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company on such remuneration as shall be fixed by the Board of Directors of the Company.”

✓ **Carried unanimously/ with requisite majority**

4. Proposed by - Mr. Prem Chachra  
Seconded by - Mr. Ramanand Singhal

“Resolved that pursuant to the provisions of Sections 149, 150, 152, 160 and any other applicable provisions of the Companies Act, 2013 and the rules made there under read with Schedule IV to the Companies Act, 2013, Mr. Rajesh Jain (DIN- 01200520), Director of the Company be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term upto 31st March, 2019.”

✓ **Carried unanimously/ with requisite majority**

5. Proposed by - Mr. Sanjay Kumar Agarwal  
Seconded by - Mr. Tilak Raj

“Resolved that pursuant to the provisions of Sections 149, 150, 152, 160 and any other applicable provisions of the Companies Act, 2013 and the rules made there under read with Schedule IV to the Companies Act, 2013, Mr. Vimal Kumar Jain (DIN-01141926), Director of the Company be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term upto 31st March, 2019.”

✓ **Carried unanimously/ with requisite majority**

6. Proposed by - Mr. M L Wadhwal  
Seconded by - Ms. Asha Chachra

“Resolved that pursuant to the provisions of Sections 149, 150, 152, 160 and any other applicable provisions of the Companies Act, 2013 and the rules made there under read with Schedule IV to the Companies Act, 2013, Mr. Shyam Lal Gouniyal (DIN-01856426), Director of the Company be and

is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term upto 31st March, 2019.”

✓ **Carried unanimously/ with requisite majority**

7. Proposed by - Mr. Tilak Raj  
Seconded by - Mr. Sumanta Kumar Das

“Resolved that pursuant to the provisions of Sections 149, 150, 152, 160 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder read with Schedule IV to the Companies Act, 2013, Mr. Gorachand Dutta (DIN-03628437), Director of the Company be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term upto 31st March, 2019.”

✓ **Carried unanimously/ with requisite majority**

With a vote of thanks to the Chair, the meeting terminated.

Sd/-

**Vimal Kumar Jain**  
**Chairman of the meeting**