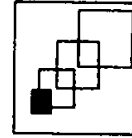




TEX
INDUSTRIES LTD.



CIN: L17100MH1985PLC037514

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**PROCEEDINGS OF THE 29TH ANNUAL GENERAL MEETING
OF BLUE CHIP TEX INDUSTRIES LIMITED HELD ON
TUESDAY, SEPTEMBER 9, 2014 AT 10:00 A.M. AT
M. C. GHIA HALL, BHOGILAL HARGOVINDAS BUILDING,
18/20, K. DUBASH MARG, MUMBAI 400 023**

PRESENT:	Mr. Ashok Khemani	- Chairperson & Director
	Mr. Kumar Nathani	- Director
	Mr. Manmohan Anand	- Additional Director
	Mr. Vijay Mishra	- Additional Director
	Mr. Anilkumar Mandhana	- Director
	Mr. Rahul Khemani	- Director
	Mr. Shahin Khemani	- Director
In attendance:	M/s. Rajendra & Co.	- Statutory Auditors
	Mr. Arun Chokhra	- Compliance Officer

74 Members were present

Mr. Ashok Khemani chaired the meeting and announced that since the requisite quorum for the meeting was present, the formal proceedings of the meeting could commence. He then extended a warm welcome to the members present.

The Chairperson announced that 9 proxies were received by the Company. He further stated that the Register of Proxies and the Register of Directors' Shareholding were open for inspection to the members during the meeting. He then introduced his colleagues on the Board to the members.

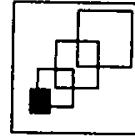
With the consent of the members present, the notice convening the Meeting together with the Audited Accounts and the Directors' report were taken as read. Thereafter the Chairperson informed that there are no qualifications in the Audit Report.

1. The first resolution was an ordinary resolution:

The following resolution was proposed by Mrs. Asha Lata Maheshwari and seconded by Mr. Bharat Shah.

"RESOLVED THAT the audited Balance Sheet as at 31st March, 2014 and Profit & Loss Account for the year ended on that date and the Directors' Report and the Auditor's Report thereon, be and are hereby approved and adopted."

The Chairperson invited queries from the Shareholders. Some of the shareholders raised queries on the financials of the Company. The Chairman of the meeting suitably and satisfactorily clarified / replied to the queries. The resolution was then put to vote after addressing the queries of the Shareholders.



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2. The second resolution was an Ordinary Resolution.

The following Resolution was proposed by Mr. Jehangir Batiwala and seconded by Mrs. Asha Lata Maheshwari.

“RESOLVED THAT the members hereby approve dividend @12% (Rupees 1.20 /- per fully paid equity share of INR 10 each) on the Equity Share Capital of the Company for the financial year ended March 31, 2014.”

3. The third resolution was an Ordinary Resolution.

The Resolution was proposed by Mr. Jehangir Batiwala and seconded by Ms. Asha Lata Maheshwari.

“RESOLVED THAT Mr. Shahin Khemani (DIN: 03296813), Director of the Company who retires by rotation and being eligible offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company and that the period of office of the Director shall be liable to determination by retirement by rotation.”

4. The fourth resolution was an Ordinary Resolution.

The following Resolution was proposed by Ms. Smita Shah and seconded by Mr. Bharat Shah.

“RESOLVED THAT Mr. Anil Kumar Mandhana (DIN: 00571811); a Director liable to retire by rotation at this Annual General Meeting but does not seek re-appointment, will therefore not be re-appointed as a Director of the Company.

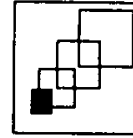
RESOLVED FURTHER THAT the vacancy on the Board of Directors of the Company so created be not filled.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

5. The fifth resolution was an Ordinary Resolution.

The following Resolution was proposed by Mr. Narendra Trivedi and seconded by Mr. Bharat Negandhi.

“RESOLVED THAT pursuant to Section 139 of the Companies Act, 2013, M/s. Rajendra & Co. Chartered Accountants, bearing registration number 108355W, being retiring Auditors of the Company, be and are hereby recommended for re-appointment as Auditors of the Company to hold the office from the conclusion of the ensuing Annual General Meeting until conclusion of the next Annual General Meeting, at such remuneration as may be determined by the Chairman in consultation with the Auditors, in addition to reimbursement of service tax and all out of pocket expenses in connection with the audit of the Accounts of the Company, which may be paid on existing terms or as may be agreed upon between the Auditors and the Chairman.



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RESOLVED FURTHER THAT M/s. Rajendra & Co., Chartered Accountants do not attract any disqualification pursuant to Section 141 of the Companies Act, 2013.

RESOLVED FURTHER THAT Mr. Nand Khemani, Chairman & Managing Director or any other Director of the Company be and are hereby authorised, jointly and/or severally to take all steps as are necessary and to do all such acts, deeds and things as may be considered necessary and incidental to give effect to this resolution.”

6. The sixth resolution was a Special Resolution.

The following Resolution was proposed by Mr. Bharat Shah and seconded by Ms. Asha Lata Maheshwari.

“RESOLVED THAT in accordance with the provisions of Sections 196 and 197 read with Schedule V and all other applicable provisions of the Companies Act, 2013 (including any Statutory modification(s) or re-enactment thereof for the time being in force), in compliance with Article 160 of the Articles of Association of the Company and approval by the Board of Directors at a duly convened meeting, the consent of the members of the Company is hereby accorded for the re-appointment of Mr. Nand K. Khemani, as Managing Director of the Company with effect from September 01, 2014 on terms and conditions including remuneration as set out in Clauses A to E below:

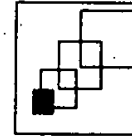
- A. **Period of Appointment** : 01/09/2014 to 31/08/2015
- B. **Salary** : NIL
- C. **Perquisites** : NIL

D. **Minimum Remuneration**: Where in any financial year during the continuation of his tenure as a Managing Director, the Company has no profits or its profits are inadequate, Mr. Nand Khemani shall be entitled to receive above remuneration including perquisites, commission/performance pay, etc. as minimum remuneration subject to the provision of Section 197 read with Schedule V to the Companies Act, 2013 or as may be prescribed by the Central Government from time to time.

E. **Termination**: The appointment is liable for termination by either party by giving six months' notice in writing to the other party.

RESOLVED FURTHER THAT where in any financial year during the currency of his tenure as a Managing Director, the Company is required to obtain the Central Government's approval under the provisions of the Companies Act, 2013 for the payment of Remuneration, the maximum Remuneration permissible for payment to Mr. Nand Khemani under the provisions of Section 196 and 197 of the Companies Act, 2013 read with Schedule V to the said Act or the maximum limit as may be notified from time to time, be paid till the receipt of the approval of the Central Government.

RESOLVED FURTHER THAT on receipt of the approval of the Central Government, the amount of remuneration on the terms as approved by the Central Government, as reduced by such amount of the Remuneration already paid for the period for which the Central Government's approval is sought, be paid to Mr. Nand Khemani, Chairman & Managing Director in lump sum and that after the date of



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the approval, Mr. Nand Khemani be paid the remuneration as per the terms and conditions approved by the Central Government.

RESOLVED FURTHER THAT the terms and conditions of the appointment may be altered and varied from time to time by the Board of Directors ('the Board' which term shall be deemed to include Remuneration Committee thereof) as it may in its discretion deem fit within the maximum amount payable to the Managing Director in accordance with Schedule V to the Companies Act 2013, other relevant provision of the Companies Act, 2013 and subject to such other modifications/ amendments made there under.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any duly constituted and authorized committee thereof, for the time being, exercising the powers conferred by the Board through passing of the resolution) be and is hereby authorized to take such steps and to do all such acts, deeds, matters and things as may, in its absolute discretion, deem necessary or desirable or to settle any question or difficulty that may arise in such manner as it may deem fit and also, to make such alterations and modifications, as may be required within the limits of Schedule V to the Companies Act, 2013 or such other limits as may be prescribed by Central Government from time to time."

7. The seventh resolution was an Ordinary Resolution.

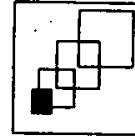
The following Resolution was proposed by Ms. Lata Negandhi seconded by Mr. Bharat Negandhi.

"RESOLVED THAT pursuant to provision of Section 149 and Section 152 of the Companies Act, 2013 read along with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any Statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Vijay Mishra (DIN 00461533), who was appointed as an Additional Director pursuant to the provisions of the section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 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 2 (two) consecutive years for a term up to the conclusion of the 31st Annual General Meeting of the Company, and he shall not be liable to retire by rotation."

8. The eighth resolution was an Ordinary Resolution.

The following Resolution was proposed by Mr. Jehangir Batiwala and seconded by Ms. Smita Shah.

"RESOLVED THAT pursuant to the provision of Section 149 and 152 of the Companies Act, 2013 read along with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any Statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Manmohan Anand (DIN 00334328) who was appointed as an Additional Director



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pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 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 2 (two) consecutive years for a term up to the conclusion of the 31st Annual General Meeting of the Company and he shall not be liable to retire by rotation.”

9. The ninth resolution was a Special Resolution.

The following Resolution was proposed by Ms. Smita Shah and seconded by Mr. Bharat Shah.

“**RESOLVED THAT** pursuant to the provisions of Section 188 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 as amended from time to time and such other applicable Rules, Regulations, if any and approval of the Board at its meeting held on May 26, 2014, the consent of the members of the Company is accorded to the Board of Directors to ratify the contract entered into between M/s. Beekaylon Synthetics Private Limited and M/s. Blue Chip Tex Industries Limited to the extent of exceeded limits prescribed from time to time pursuant to the said Contract from 1st July, 2014.

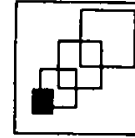
RESOLVED FURTHER THAT the consent of the members of the Company is hereby accorded to the Board of Directors to enter into a Lease Agreement with M/s. Beekaylon Synthetics Private Limited for taking machines on lease basis for a period of 5 years with effect from 1st September 2014. For the first three years, monthly rent of Rs. 5,00,000/- (Rupees Five lakhs Only) will be payable, which will thereafter be increased annually by 10%.

RESOLVED FURTHER THAT any Director of the Company be and is hereby authorized to execute the aforementioned Agreement and other necessary documents in this regard on behalf of the Company and to do all such acts, matters, deeds and things as may be necessary to give effect to this resolution including filing of all necessary e-forms with the Office of the Registrar of Companies, Mumbai.”

10. The tenth resolution was a Special Resolution.

The following Resolution was proposed by Mr. Narendra Trivedi and seconded by Ms. Smita Shah.

“**RESOLVED THAT** pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 including any modifications or re-enactment thereof as amended from time to time and any other applicable provisions for the time being in force, and subject to such approvals, consents, sanctions as may be required, the consent of the Members of the Company is hereby accorded to borrow from time to time, any sum or sums of monies as the Board may deem fit for the purpose of the business of the Company and secured by extension of first hypothecation charge on entire movable fixed assets (present & future) of the Company, extension of equitable mortgage charge on the factory land and building including other immovable properties or any of the undertakings of the Company, present and future, notwithstanding that the moneys to be borrowed together with the monies already borrowed (apart from temporary loans obtained from the



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Company's bankers in the ordinary course of business) exceed the aggregate of the Paid-up Capital of the Company and its Free Reserves, which together with the monies already borrowed by the Company may exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total outstanding amount so borrowed (apart from temporary loans obtained from the Company's bankers in the ordinary course of business), shall not at any time exceed the sum of Rs. 50 crores.

FURTHER RESOLVED THAT pursuant to Section 180(1)(a) the Company shall provide its immovable properties situated at Piparia Industrial Estate, Village Amlī Silvassa, UT of Dadra and Nagar Haveli and at Thungavi Village, Udumalpet, Dist. Coimbatore, Tamilnadu, to Axis Bank, as detailed in its sanction letter bearing no. AXIS/SME/MUM-1/206/ 2014-15 dated June 28, 2014 and amendments thereto, to secure the repayment of the credit facilities granted to the Company.

FURTHER RESOLVED THAT Mr. Nand Kishinchand Khemani, Mr. Ashok Kishinchand Khemani, Mrs. Rachna Ashok Khemani, Mr. Rahul Ashok Khemani, Mr. Roop Kishinchand Khemani and Mr. Shahin Nand Khemani shall pledge their Shares in the Company in favour of Axis Bank Ltd. in order to offer guarantee. Also, Mr. Nand Kishinchand Khemani and Mr. Ashok Kishinchand Khemani shall give personal guarantee to secure the repayment of the aforementioned credit facilities granted to the Company together with interest, cost, expenses and other charges thereon.

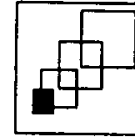
FURTHER RESOLVED THAT any Director of the Company be and is hereby authorized to do all such acts, matters, deeds and things as may be necessary to give effect to this resolution including but not limited to filing of all necessary e-forms with the office of the Registrar of Companies, Mumbai.”

11. The eleventh resolution was a Special Resolution.

The following Resolution was proposed by Mr. Narendra Trivedi and seconded by Ms. Smita Shah.

“RESOLVED THAT pursuant to the provisions of Section 196 and 197 of the Companies Act, 2013 read with Schedule V and all other applicable provisions of the Companies Act, 2013 if any, in compliance with Article 161 of the Articles of Association of the Company (including any Statutory modification(s) or re-enactment thereof for the time being in force, the consent of the members is hereby accorded to pay remuneration to Mr. Rahul Khemani, Director of the Company from Rs. 20,000/- (Rupees Twenty Thousand only) per month to Rs. 1,20,000/- (Rupees One Lakh Twenty Thousand only) per month with effect from 01st April, 2014 on terms and conditions as set out in Clause A to D below:

- A. **Salary:** Rs. 1,20,000/- (Rupees One Lakh Twenty only)
- B. **Perquisite:** NIL
- C. **Commission :** NIL
- D. **Minimum Remuneration:** Where in any financial year during the currency of his tenure as a Director, the company has no profits or its profits are inadequate, Mr. Rahul Khemani shall be



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entitled to receive the above remuneration including perquisites, commission / performance pay, etc as minimum remuneration subject to the provision of Section 197 read with Schedule V to Companies Act, 2013 or as may be prescribed by Central Government from time to time.

RESOLVED FURTHER THAT wherein in any financial year during the currency of his tenure as a Director, the Company is required to obtain the Central Government's approval under the provisions of the Companies Act, 2013 for the payment of remuneration, the maximum remuneration permissible for payment to Mr. Rahul Khemani under the provisions of Section 196 and 197 of the Companies Act, 2013 read with Schedule V to the said Act or the maximum limit as may be notified from time to time, be paid till the receipt of the approval of the Central Government.

RESOLVED FURTHER THAT on receipt of the approval of the Central Government the amount of remuneration on the terms as approved by the Central Government as reduced by such amount of the remuneration already paid for the period for which the Central Government's approval is sought, be paid to Mr. Rahul Khemani, in lump sum and that after the date of the approval, Mr. Rahul Khemani be paid the remuneration as per the terms and conditions approved by the Central Government.

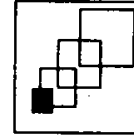
RESOLVED FURTHER THAT the terms and conditions of the appointment may be altered and varied from time to time by the Board of Directors ('the Board' which term shall be deemed to include Remuneration Committee thereof as may be constituted) as it may in its discretion deem fit within the maximum amount payable to the Director in accordance with Schedule V to the Companies Act, 2013, other relevant provision of the Companies Act, 2013 and subject to such other modification/amendments made there under.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution the Board of Directors, (herein after referred to as "the Board" which term shall be deemed to include any duly authorised committee thereof, for the time being exercising the powers conferred by the Board by the resolution) be and is hereby authorized to take such steps and to do all such acts, deeds, matters and things as may, in its absolute discretion, deem necessary or desirable or to settle any question or difficulty that may arise in such manner as it may deem fit and also, to make such alterations and modifications, as may be required within the limits of Schedule V to the Companies Act, 2013 or such other limits as may be prescribed by the Central Government from time to time."

12. The twelfth resolution was a Special Resolution.

The following Resolution was proposed by Mr. Narendra Trivedi and seconded by Ms. Smita Shah.

"RESOLVED THAT pursuant to the provisions of Section 196 and 197 of the Companies Act, 2013 read with Schedule V and all other applicable provisions of the Companies Act, 2013 if any, in compliance with Article 161 of the Articles of Association of the Company (including any Statutory modification(s) or re-enactment thereof for the time being in force), the members hereby approve to pay remuneration to Mr. Shahin Khemani, Director of the Company from Rs. 45,000 (Rupees Forty-Five Thousand only) per month to Rs. 1,45,000/- (Rupees One Lakh Forty-Five Thousand only) per month with effect from 01st April, 2014 on terms and conditions as set out in Clause A to D below:



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A. Salary: Rs. 1,45,000/- (Rupees One Lakh Forty- Five Thousand only)

B. Perquisite: NIL

C. Commission : NIL

D. **Minimum Remuneration:** Where in any financial year during the currency of his tenure as a Director, the Company has no profits or its profits are inadequate, Mr. Shahin Khemani shall be entitled to receive above remuneration including perquisites, commission / performance pay, etc as minimum remuneration subject to the provision of Section 197 read with Schedule V to Companies Act, 2013 or as may be prescribed by the Central Government from time to time .

RESOLVED FURTHER THAT where in any financial year during the currency of his tenure as a Director, the Company is required to obtain the Central Government's approval under the provisions of the Companies Act, 2013 for the payment of remuneration, the maximum remuneration permissible for payment to Mr. Shahin Khemani under the provisions of section 196 and 197 of the Companies Act, 2013 read with Schedule V to the said Act or the maximum limit as may be notified from time to time, be paid till the receipt of the approval of the Central Government.

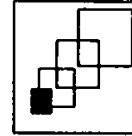
RESOLVED FURTHER THAT on receipt of the approval of the Central Government the amount of remuneration on the terms as approved by the Central Government as reduced by such amount of the remuneration already paid for the period for which the Central Government's approval is sought, be paid to Mr. Shahin Khemani in lump sum and that after the date of the approval, Mr. Shahin Khemani be paid the remuneration as per the terms and conditions approved by the Central Government.

RESOLVED FURTHER THAT the terms and conditions of the appointment may be altered and varied from time to time by the Board of Directors ('the Board' which term shall be deemed to include Remuneration Committee thereof as may be constituted) as it may in its discretion deem fit within the maximum amount payable to the Director in accordance with Schedule V to the Companies Act, 2013, other relevant provision of the Companies Act, 2013 and subject to such other modification/ amendments made there under.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution the Board of Directors, (herein after referred to as "the Board" which term shall be deemed to include any duly authorised committee thereof, for time being exercising the powers conferred by the Board by the resolution) be and is hereby authorized to take such steps and to do all such acts, deeds, matters and things as may, in its absolute discretion, deem necessary or desirable or to settle any question or difficulty that may arise in such manner as it may deem fit and also, to make such alterations and modifications, as may be required within the limits of Schedule V to the Companies Act, 2013 or such other limits as may be prescribed by Central Government from time to time."

13. The thirteenth resolution was an Ordinary Resolution.

The following Resolution was proposed by Mr. Narendra Trivedi and seconded by Ms. Smita Shah.



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“RESOLVED THAT pursuant to provisions of Section 149, 152 read along with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Kumar Nathani (DIN 00062321), who was appointed as a Director in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 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 5(five) consecutive years for a term upto the conclusion of the 34th Annual General Meeting of the Company and will not liable to retire by rotation.”

Further, attention was drawn to Clause 35B of the Listing Agreement read with Section 108 of Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 pursuant to which the Company had offered e-voting facility to its shareholders which had commenced on September 4, 2014 (10.00 a.m.) onwards and ended on September 5, 2014 (10.00 a.m.)

Thereafter, at the Annual General Meeting, a poll was undertaken (after the resolutions were proposed and seconded by the members present at the meeting) in order to facilitate the shareholders present at the meeting to cast their vote equivalent to the number of shares held by them (provided they had not already exercised their rights to vote through e-voting facility).

The results of the votes cast through electronic means and that through poll along with the Scrutinizer's report thereon will be placed on the website of the Company and of the Agency, i.e. Central Depository Services (India) Limited (CDSL) and also submitted to the Bombay Stock Exchange (BSE) within two days, that is by Thursday, September, 11, 2014.

The Chairperson declared the meeting closed.

The meeting terminated with a vote of thanks to the Chair.

Date: 09/09/2014

Place: Mumbai

ASHOK K. KHEMANI
Chairperson and Director

DIN No. 00053623

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MALABAR HILL, MUMBAI 400 006.
MAHARASHTRA, INDIA