

PART XVII

MINUTES

Chapter 1

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Important Provisions at a Glance

Sl. No.	Sections	Matters dealt with	Form Nos.
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1. Minutes — Meaning

The term 'minutes' though not defined in the Companies Act, 1956, it may be considered as a written record of proceedings of a meeting of any Company duly kept in pursuance of the law. Minutes contain *inter alia* a description of the type of meeting to which they relate, its date, time and venue, mention about persons attended the meeting concerned, confirmation of minutes of previous meeting as a result of practice, decisions taken process at the meeting, discussions held, voting on resolutions, etc.

Minutes may also be defined as the written record of the business transacted at the meeting. Minutes recorded what was done at the meeting, *i.e.* decision taken at the meeting, therefore, the minutes should contain record of the business transacted at the meeting as a whole and should exclude any reference to conduct or events which are not themselves items of transacted business.

Section 193 imposes a statutory obligation on every company whether, public or private, to keep minutes of all proceedings of every meeting of the company.

2. Classification of minutes

Minutes can be classified into the following three types based on the kind of meeting to which they relate:—

- (i) Minutes of Board meetings
- (ii) Minutes of meetings of committee of the Board
- (iii) Minutes of General meetings

3. Heading of the minutes

Minutes should start with the name of a company and it shall state the time, date, place, type of meeting, a record of the name of the members present in the meeting, etc. Minutes should contain summary of the discussions held leading to the resolution.

The aforesaid statement is generally written in bold capital letters and it may be on the following style such as 'MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS OF FLD LIMITED AT THEIR MEETING HELD ON FRIDAY, THE 30TH DAY OF SEPT., 2005, AT THE REGISTERED OFFICE OF THE COMPANY, AT 'NAVNEET DARSHAN', 16/2, NEW PALASIA, INDORE AT 11.30 A.M.'

4. Minutes requires no confirmation before signing by the chairman

The minutes of a meeting, whether it is a Board or a general meeting, are not required by the Act to be read at a subsequent meeting of the directors or members for the simple reason that no approval from the directors or members is needed before the minutes are signed by the chairman.

However, it is customary for the minutes of the Board meeting to be read by the secretary at the next Board meeting and get the minutes confirmed at a subsequent meeting. The word 'confirmation' used in this connection is not correct, as minutes requires no confirmation. The course of confirming the minutes of any board meeting by members of the board at the next meeting is not contemplated by the law.

The decisions having once been made stand without further confirmation. It is more appropriate to write that 'the minutes of the preceding meeting were read and the chairman of this meeting signed the same as a fair and correct record thereof'.

5. Minutes may be kept in the loose leaf binders

The modern practice is to type out or obtain computerised printing of the minutes in loose leaves and then keep them in a binder. The Department has also confirmed that it has no objection to minutes being kept in that manner. The only precaution that has to be taken by a company is that there should not be any chance for interpolation of the leaves in the books and the minutes book shall have a locking device and its custody should be with a responsible officer of the company, namely the chairman/company secretary. The company should also arrange for the loose leaf binder to be bound into books at regular intervals. (Appendix 1)

The Department of Company Affairs *vide* File No. 8/16(1)/61 PR has prescribed that, in certain cases, minutes may be kept in loose leaf binder provided the following conditions are fulfilled:—

- (i) the pages are serially numbered;
- (ii) the loose leaves are bound up at reasonable interval, say not exceeding six months;
- (iii) there should be proper locking device to ensure security and proper control to prevent irregular removal of the loose leaves.

Further, it was prescribed by Departmental Letter No. 10(41)/70-CL, dated 27-5-1971 that section 193(1B) is against the pasting of the minutes in the minute book. Minutes of the general and Board meetings cannot, therefore, be type-written and then pasted in bound minutes book or in loose leaves.

Entering of minutes in the bound minutes book by chemical process which does not amount to attachment of any book by pasting or otherwise is permissible provided on the mechanical impression of the minutes, the original signatures of the chairman is given on each page.

6. Alteration and corrections of minutes

If the necessity for altering minutes arises before they are signed by the Chairman, but after they are written in the minute book, the alteration may be made and initialled by the chairman.

Once minutes have been signed they should not on any account be altered. If it becomes necessary to vary a resolution previously adopted, that variation should always be carried out by means of a resolution passed at a subsequent meeting only.

In the case if it is subsequently desired that a resolution previously passed should not be acted upon, the resolution should be formally rescinded by a separate resolution at a later meeting. The minutes of the first meeting being a correct record of what took place at that meeting will remain, but a marginal note in red ink may be made to the effect that the resolution is "Rescinded by resolution of the Board dated".

7. Signing of minutes by the chairman within 30 days from the date of the meeting

Section 193(1A) of the Companies Act, 1956 states that every page of the minutes book shall be signed and the last page of the record of proceedings of each meeting in such book shall be dated and signed by the chairman of the said meeting.

However, it is not obligatory to wait for the next board meeting in order to have the minutes signed of the meeting already held. Such minutes may be signed by the chairman of the meeting at any time before the next meeting is held.

It cannot be insisted upon that the minutes of the board meeting have to be signed within 30 days. Insistence can be made only as to the writing of the minutes within the period of 30 days from the date of the meeting held.

The Chairman shall exercise an absolute discretion in regard to inclusion or non-inclusion of any matter in the minutes. The Chairman has the discretion to exclude from the minutes any material that, in his opinion is regarded as defamatory of any person; is irrelevant or immaterial to the proceedings; or is detrimental to the interest of the company.

8. Presumptions as to minutes as conclusive evidence

Minutes of the proceedings of meetings kept in accordance with the provisions of section 193, shall be an evidence of the proceedings recorded therein. This does not mean, however, that such minutes are conclusive evidence of the proceedings and cannot be brought into question. Meaning thereby, in the event of any legal proceeding, it will be accepted as evidence, and the onus of disproving them will be upon the person who is contesting their accuracy. Where the articles provide that the minutes are to be conclusive evidence of the facts stated therein, it is not open to the shareholders to dispute their accuracy unless the minutes were shown to have been written up fraudulently.

In *C.R. Priyachandrakumar v Puraswalkam Permanent Fund Ltd.* (1995) 83 Comp Cas 150 (Mad), it was held that if company is properly recording and maintaining the minutes which contain a resolution relating to appointment of a director and further if shareholders challenge the validity of the appointment, burden would be upon the shareholders that the appointment was not valid. The court would start with the presumption that the minutes constitute *prima facie* evidence of the proceedings recorded therein.

It was decided in *Bhankeryur Simbhaoli Beverages (P) Ltd. v Sarabhjit Singh* (1996) 86 Comp Cas 842 (P&H), the presumption under section 195 is not available to the minutes of an extraordinary general meeting called on requisition.

Where the minutes of the proceedings of any general meeting of a company or the meeting of the Board of directors or a committee of directors have been prepared and signed in accordance with the provision of section 193, then, until contrary is proved, the meeting will be considered to have been duly called and held and proceedings properly conducted and all appointments of directors or liquidators validly made. If the minutes are not recorded or signed within the prescribed period then, it is not properly kept and it will not be receivable in evidence.

9. Place for keeping the minutes book

The minutes book must be maintained and kept at the registered office of the company. It cannot be taken to any other place except, for getting the same inspected from any authority prescribed under the Act

or for the purpose of placing it before the meeting of the Board of directors when its meeting takes place at any place outside the registered office of the company.

Minutes book instead of being kept at the registered office of the company, may be kept at any other place within the city, town or village in which the registered office of the company is situated if:—

- (i) such other place has been approved for this purpose by a special resolution passed by the company in general meeting, and
- (ii) the Registrar of Companies has been given in advance a copy of the proposed resolution electronically in an e-Form 23.

10. Penalty for defaults in keeping proper minutes

Section 193(6) provides that if a default is made in complying with the provisions for keeping proper minutes of the Board or general meetings then the company and every officer of the company who is in default, shall be punishable, in respect of each offence, with fine which may extend to five hundred rupees.

11. Publication of minutes

Minutes are private record of proceedings and therefore, cannot normally be published. Section 197 of the Companies Act, 1956 provides that no document purporting to be report of the proceedings of any general meeting of a company shall be circulated or advertised at the expense of the company, unless it includes the matters required by section 193 to be contained in the minutes of the proceedings of such meeting.

If any report is published in contravention of the above provisions then the company and every officer of the company who is in default, shall be punishable, in respect of each offence, with fine which may extend to five thousand rupees.

Appendix 1

Specimen of the Board resolution for giving authority to keep minutes in loose leaf binder

RESOLVED THAT the proceedings of the minutes of the meetings of the Board of directors, Committee of directors and the shareholders of the Company be kept in computerized printed form in separate loose-leaf binders with pages consecutively numbered and with proper locking device to ensure security and proper control to prevent irregular removal of the loose leaves with one being with the Company Secretary and the other with the Chairman and maintained in due compliance with the Companies Act, 1956 and the rules, regulations, orders, notifications issued thereunder.

Chapter 2

Minutes of Board Meetings

Synopsis

1. Types of recording the minutes of the Board meetings
 - 1.1 Minutes of narration
 - 1.2 Minutes of decisions or resolutions
 2. Contents of the minutes of Board meeting
 3. Time-limit for recording and signing of minutes of Board meetings
 4. Correction in the minutes of the Board meetings
 5. Adoption of minutes of Board meetings
 6. Action on any resolution can be taken after conclusion of the meeting
 7. Numbering of minutes and resolutions
 8. Circulation of the minutes of the Board meetings among the directors
 9. Inspection of the minutes of the Board meetings
 10. Related registers and files to the minutes of the Board meetings
- Appendix 1 Specimen of Minutes of the First Board Meeting
- Appendix 2 Specimen of Board Meeting Minutes of a listed company
- Appendix 3 Specimen of Board Meeting Minutes of a listed company called for approval of accounts

1. Types of recording the minutes of the Board meetings

The Board meeting minutes are basically of two types, as stated below:—

- (i) Minutes of narration, and
- (ii) Minutes of decisions or resolutions.

1.1 Minutes of narration

As the expression "Minutes of Narration" itself indicates, the minutes of narration mean minutes, which are in a descriptive or narrative form. They contain preamble to formal resolutions or record of directors/members present, record of leave of absence, confirmation of minutes of previous meeting, proposal as to vote of thanks to chair, etc.

These are records of events or items of business, which do not require formal resolutions to establish them. In general, they consist of:—

- (a) recording names of those who are present at the meeting;
- (b) recording of the reading and signing of the minutes of the previous meeting;
- (c) recording of leave of absence;
- (d) recording of the tabling and consideration of correspondence received;
- (e) taking note of financial statements, reports, plans, etc., tabled and considered;
- (f) taking note of the receipt of disclosure notice from directors;
- (g) declaration of closure of meeting.

1.2 Minutes of decisions or resolutions

These are records of formal decisions of the directors of the company at duly convened meeting and are prefixed by the word 'Resolved'. Minutes of resolution may be recorded in various ways. They may be simply set down as a statement of what was resolved. Alternatively, they may be accompanied by a statement indicating the mover and seconder and how the resolution was carried. Either form of recording the resolution is acceptable. Some advocate that the latter form should be used in respect of minutes of general meetings of members and the former in respect of Board meetings. But that is entirely a matter of

opinion. A third type of recording, which is desirable in cases where the recitals are numerous and/or lengthy, is one which prefixes a recital to the resolution. A recital is a short explanation of why it is necessary or expedient to pass the resolution.

It is generally not necessary, and in fact brought with the risk of unpredictable consequences, to record the discussion which led up to the adoption of a certain resolution or making of a certain decision. Only the decisions or resolutions actually taken and the names of the persons proposing and seconding those decisions or resolutions, should, therefore, be recorded. However, motions carried through or ruled upon by the chairman are on the same footing as resolutions for the purpose of recording the minutes.

As the element of urgency is part of the word 'minutes' as used in the context of minutes of proceedings, it is advisable to draft the minutes as soon as possible after the conclusion of meetings.

2. Contents of the minutes of Board meeting

The Board meeting minutes should contain the following details:—

- (a) Date, time and place of the Board meeting;
- (b) Names of the directors present in the meeting;
- (c) Name of the person on the chair;
- (d) Granting of leave of absence to the directors;
- (e) Confirmation of previous meeting's minutes;
- (f) Confirmation of minutes of committee meetings;
- (g) Recording the resolutions passed by circulation during the period of the previous Board meeting to the date of the current Board meeting, if any;
- (h) Various items of agenda discussed at the meeting;
- (i) The names of directors, if any, who have dissented from any resolution passed at the meeting;
- (j) Appointment of officers made at the meeting;
- (k) The fact of unanimity of decision of directors as required by sections 316, 372A and 386;
- (l) Reading of notice given by the directors for disclosure of their interest, other directorship and their shareholdings and non-disqualification for their appointment under section 274 of the Act;
- (m) Vote of thanks to the chair;
- (n) Signature of the chairman with date in his own hand.

3. Time-limit for recording and signing of minutes of Board meetings

Section 193(1) of the Companies Act, 1956 *inter alia* provides that every company shall cause minutes of all proceedings of every meeting of its Board of directors, to be kept by making within thirty days of the conclusion of every such meeting concerned, entries thereof in the books kept for that purpose with their pages consecutively numbered.

4. Correction in the minutes of the Board meetings

Minutes once recorded and signed cannot be changed materially, subsequently. If a correction involves a major departure from the earlier minutes, the proper procedure is to pass a resolution at a subsequent meeting and mention the fact of the resolution in the old minutes as a cross reference.

5. Adoption of minutes of Board meetings

It is the general practice to draft the Board meetings minutes and get it approved by the chairman and thereafter it is recorded in the minutes book. Simultaneously, copy of the draft minutes is circulated to all the directors either before or at the time of circulating the agenda for the next meeting. At the next meeting, the minutes of the earlier meeting recorded in the book, are adopted by the Board and in token thereof, the chairman signs the minutes with the date. It would be more appropriate to record that 'the Board approved the minutes of the previous meeting of the Board held on' instead of saying that 'the Board confirmed minutes of the last meeting'.

6. Action on any resolution can be taken after conclusion of the meeting

Action on any resolution or any matter approved by the Board at a meeting can be taken immediately on the conclusion of the meeting. It is not necessary to wait till the minutes are recorded, approved and adopted at the next meeting. [*Karnataka Bank Ltd. v A.B. Datar* (1994) 99 Comp Cas 417 (Kar)] It must be ensured that the extracts of the resolution passed has the approval of the chairman.

7. Numbering of minutes and resolutions

Either of the following methods may be used for the purpose of numbering of the minutes:—

- (i) Number the minutes of the Board meeting like 1st, 2nd, 3rd and so on as to confirm that there is no fabrication in the minutes at a later stage.
- (ii) Resolution may also be serially numbered with identification of the number of the Board meeting like 1.2, 4.12, 6.7 (in that case the 1, 4 and 6 denotes the number of the Board meeting and 2, 12 and 7 specify the item number of the particular business transacted at the meeting). It may be noted that the number should be confined to special items and not to routine matters.

8. Circulation of the minutes of the Board meetings among the directors

The Companies Act, 1956 has neither provided for confirmation of minutes of the Board meeting at the next such meeting nor it has contained provisions making it mandatory to circulate the minutes of Board meetings among directors. Generally, at the time of nomination of directors on Boards by financial institutions, banks, etc., they impose conditions in this regard.

In general practice, the nominating bodies require circulation of minutes. It is also a good secretarial practice that after the minutes have been written and got signed, should be circulated among the followings:—

- (i) All the directors, including nominee director of company;
- (ii) The financial institutions/bank which has nominated director on the Board of a company.

9. Inspection of the minutes of the Board meetings

The Companies Act, 1956 has no express provision in relation to inspection of minutes books of Board meetings, the same shall be open for the inspection of auditors. The directors shall also be eligible to see these books.

10. Related registers and files to the minutes of the Board meetings

Following optional registers may also be taken care of being related to minutes books of Board meetings:—

- (i) Attendance Register of directors;
- (ii) Common Seal Register;
- (iii) Index of Minutes Register;
- (iv) Agenda Book.

In addition to the above, the file containing the notices of Board meetings, letters of disclosures made by the directors, copy of the statements placed before the meeting duly initialed by the chairman, proof of dispatch of notice to the directors, copy of the resignation letter from the directors, agenda papers, etc. should be carefully kept in the custody of the company secretary of the company.

Appendix 1

Specimen of Minutes of the First Board Meeting

MINUTES OF THE FIRST MEETING OF THE BOARD OF DIRECTORS OF VOC PRIVATE LIMITED, HELD ON FRIDAY, THE 2ND DAY OF JUNE,, 2006 AT THE REGISTERED OFFICE OF THE COMPANY AT 17, SHANKU MARG, FREEGANJ, UJJAIN AT 4.00 P.M.

PRESENT:

- | | |
|-------------|----------------|
| 1. SHRI AKJ | — ON THE CHAIR |
| 2. SHRI SRR | — DIRECTOR |

PROCEEDING OF THE MEETING:

1. CHAIRMAN OF THE MEETING:

Shri AKJ was elected as the Chairman of the meeting and therefor he occupied the chair.

2. CERTIFICATE OF INCORPORATION:

The Chairman placed before the Board the Certificate of Incorporation bearing CIN U03150, MP2006PTC019275 dated 31st May, 2006 received from the Registrar of Companies, Madhya Pradesh, Gwalior and also a copy of the registered Memorandum & Articles of Association of the Company. The Board considered and adopted the same.

The Board appreciated the effective steps taken by Shri AKJ for incorporation of the Company.

3. CONFIRMATION OF APPOINTMENT OF THE FIRST DIRECTORS:

The Chairman informed that the first directors of the Company as provided in Article 14 of the Articles of Association of the Company and e-Form 32 filed with the Registrar of Companies, at the time of incorporation is Shri AKJ and Shri SRR. The Board considered discussed, and passed the following resolution:

RESOLVED THAT pursuant to the provisions of section 254 and Article No. 14 of the Articles of Association of the Company Shri AKJ be and is hereby appointed as the first director of the Company.

RESOLVED THAT pursuant to the provisions of section 254 and Article No. 14 of the Articles of Association of the Company Shri SRR be and is hereby appointed as the first director of the Company.

4. CONFIRMATION OF THE REGISTERED OFFICE OF THE COMPANY:

The Chairman informed that at the time of incorporation of the Company, the promoters has submitted e-Form 18 and declared that the Registered Office of the Company be situated at 17, Shanku Marg, Freeganj, Ujjain (M.P.). The Board considered and noted the situation of the registered office since the date of incorporation of the Company.

5. APPOINTMENT OF THE MANAGING DIRECTOR:

Shri SRR proposed that Shri AKJ should be appointed as Managing Director of the Company, the Board considered and passed the following resolution.

RESOLVED THAT Shri AKJ be and is hereby appointed as Managing Director of the Company w.e.f. 31st May, 2006 on a monthly remuneration of Rs. 15,000 p.m.

6. APPOINTMENT OF THE FIRST AUDITORS OF THE COMPANY:

The Chairman informed that the first auditors of the Company is to be appointed in the Board meeting within 30 days from the date of incorporation of the Company. He informed that he had got consent of M/s V.K. Ladha & Associates, Chartered Accountants, for their appointment as the first auditors of the Company. The Board considered and passed the following resolution unanimously:

RESOLVED THAT pursuant to the provision of section 224 of the Companies Act, M/S V.K. Ladha & Associates, Chartered Accountants of Ujjain from whom certificate pursuant to section 224(1B) of the Companies Act has been received, be and are hereby appointed as the first auditors of the Company to hold office until the conclusion of the first annual general meeting of the Company at a remuneration to be determined by the Board of directors of the Company.

7. ADOPTION OF COMMON SEAL OF THE COMPANY:

The Chairman placed before the Board a design for the common seal of the Company for approval of the Board. The Board considered and approved the same and passed the following resolution unanimously:

RESOLVED THAT the common seal of the Company as placed by the Chairman and approved by this meeting and an impression of which has been taken at the margin of the minutes be and is hereby adopted as the common seal of the Company.

FURTHER RESOLVED THAT the common seal be kept under the safe custody of the Chairman. The seal shall not be affixed to any document/instrument except, in presence of the two directors, who shall sign every document/instrument to which seal is affixed in their presence.

8. AUTHORITY FOR ISSUANCE OF SHARES TO THE SUBSCRIBERS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION OF THE COMPANY:

The Chairman informed the Board that the Company has received the subscription amount as stated in the subscription clause of the Memorandum and Articles of Association for issuance of 10,000 Equity Shares of Rs.10 each for Rs. 1,00,000 only from the subscribers to the Memorandum & Articles of the Company. The Board considered and passed the following resolution unanimously.

RESOLVED THAT the signatories to the Memorandum of Association be issued 10,000 Equity Shares of Rs.10 each which they have agreed to take as per details below:—

<i>Sl. No.</i>	<i>Name of Shareholders</i>	<i>Address</i>	<i>No. of Shares</i>	<i>Dist. Nos. of Shares From-To</i>	<i>Amount (Rs)</i>
1.	Shri SRR S/o Late Shri GKR	11, Mahasweta Nagar Ujjain (M.P.)	10	1-10	100
2.	Shri AKJ S/o Late Shri LDJ	123, Alakdham Nagar, Ujjain (M.P.)	2490	11-2500	24900
3.	Smt. BB	Freeganj, Ujjain	2500	2501-5000	25000
4.	Shri JPH	Jaiswal Building Freeganj, Ujjain	2500	5001-7500	25000
5.	Smt. MM	209, Sethi Nagar, Ujjain	2500	7501-10000	25000

FURTHER RESOLVED THAT the equity share certificates of the Company in respect of such shares be issued to the aforesaid subscribers under the common seal of the Company and the same be signed by any two directors of the Company.

FURTHER RESOLVED THAT the name of the above said subscribers be entered into the Register of members of the Company.

9. FINANCIAL YEAR OF THE COMPANY:

The Board considered and passed the following resolution unanimously:

RESOLVED THAT the financial year of the Company shall be from 1st April to 31st March every year and the first Financial Year of the Company shall be from the date of incorporation i.e. from 31st May, 2006 to 31st March, 2007.

10. APPROVAL OF PRE-INCORPORATION EXPENSES:

The Chairman placed before the Board a statement containing the details of preliminary expenses incurred for the incorporation of the Company for approval of the Board. The Board after detailed discussions passed the following resolution:

RESOLVED THAT preliminary expenses of Rs. 46,479.50 (Rs. Forty-Six Thousand Four Hundred Seventy-Nine Rupees and Fifty Paise Only) incurred by Shri AKJ as shown in the statement containing details of preliminary expenses and duly initialed by the Chairman for the purpose of identification be and is hereby approved and Shri AKJ be and is hereby authorised to get re-imburement of the above said expenses from the Company's fund.

11. AUTHORITY TO OPEN A BANK ACCOUNT:

The Chairman proposed that a current bank account of the Company be opened with the Bank of India, Freeganj Branch, Ujjain (M.P.) for the smooth banking transactions of the Company. The Board considered the same and passed the following resolution unanimously:

RESOLVED THAT a current bank account in the name of the Company be opened with the Bank of India, Freeganj Branch, Ujjain (M.P.) and that the said bank be authorised to honour all cheques, bills of exchange, promissory notes or other orders for payments drawn, accepted, made

or signed by Shri AKJ s/o Shri LDJ as the director and/or by Shri SRR s/o Shri GKR, the authorised signatory and to act upon any instruction given relating to the account whether the same be overdrawn or not or relating to any transaction of the Company.

12. APPROVAL TO APPLY AND AVAILMENT OF WORKING CAPITAL FACILITIES OF RS. 25.00 LACS FROM THE BANK OF INDIA, UJJAIN BRANCH:

The Chairman appraised the Board that the Company requires working capital to execute the order as per dispatch schedule. The Company had submitted an application for Working Capital facilities for Rs. 25.00 Lacs to the Bank of India, Ujjain Branch, for consideration and sanction of the Working Capital limits to the Company. The Chairman reported that the matter is under consideration with the bank and hope that the required sanction may be received from the bank shortly.

The Board discussed the matter in detail and passed the following resolution unanimously:

RESOLVED THAT Shri AKJ, the Chairman & Managing Director of the Company be and is hereby authorised to execute necessary documents and agreements, etc. on the prescribed format of the Bank for and on behalf of the Company in favour of the Bank of India, Ujjain Branch, (M.P.) to avail the Working Capital facilities of not exceeding Rs. 25.00 Lacs or such amount as may be sanctioned by the bank for the abovesaid purpose on such terms and conditions as may be stipulated by the bank.

FURTHER RESOLVED THAT Shri AKJ, the Chairman & Managing Director of the Company be and is hereby authorised to accept the terms and conditions which may be stipulated by the Bank in their sanction letter and further authorised to give undertaking/declaration/confirmation for and on behalf of the Company as may be required by the bank and that the Company shall utilise the loan facilities for specific purpose for which the loan facilities is sanctioned.

FURTHER RESOLVED THAT the common seal of the Company be affixed on the deeds, agreements or other necessary documents to be executed by the Company in the presence of Shri AKJ, the Chairman and Managing Director and Shri SRR, the director of the Company.

FURTHER RESOLVED THAT Shri AKJ, the Chairman and Managing Director of the Company be and is hereby authorised to create necessary charges in favour of the bank and also to file Form 8 and 13 with ROC to register necessary charges.

FURTHER RESOLVED THAT Shri AKJ, the Chairman and Managing Director of the Company be and is hereby authorised to communicate the resolution to the Bank of India, Ujjain Branch (M.P.) to act upon it.

13. APPROVAL FOR APPOINTMENT OF M/S STL AS CONSULTANT:

The Chairman placed before the Board a copy of the consultancy agreement executed on 15th May, 2006 between the Company and M/s STL for consultancy services for the preparation of the Project Report for the Company's manufacturing unit. The Board considered and ratified the agreement.

14. VOTE OF THANKS:

Being no other business meeting concluded with a vote of thanks to the chair.

Place: Ujjain

Dated: 2nd June, 2006

AKJ

CHAIRMAN

Appendix 2

Specimen of Board Meeting Minutes of a listed company

MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS OF MAPS LIMITED HELD ON MONDAY THE 3RD DAY OF JULY, 2006 AT THE REGISTERED OFFICE OF THE COMPANY AT 11.00 A.M.

PRESENT:

1. SHRI RCM - Managing Director
2. MRS. KM - Director

3. SHRI AG - Executive Director
4. DR. JPS - Director
5. MS. TM - Director
6. DR. SKS - Director
7. DR. SS - Director

PROCEEDING OF THE MEETING:

1. CHAIRMAN OF THE MEETING:

Shri RCM, the Chairman & Managing Director occupied the Chair and welcomed all the directors and commenced the Meeting.

2. LEAVE OF ABSENCE:

The Chairman informed that the Company has received request from Shri GPT for providing leave of absence due to his pre-decided schedule. The Board considered and granted the leave as desired by him.

3. CONFIRMATION OF MINUTES OF PREVIOUS BOARD MEETING:

The Chairman placed on table the minutes of the last meeting of the Board of directors held on 25th May, 2006 which were read and confirmed by the Board.

4. CONFIRMATION FOR TRANSFER OF SHARES:

The Chairman placed on table a statement of transfer/transmission of the shares of the Company, which was received and duly approved by the Share Transfer Committee. The Board considered and noted the same.

5. CONSIDERATIONS AND TAKE ON RECORD THE PROCEEDINGS OF THE AUDIT COMMITTEE MEETING:

The Chairman placed before the Board the proceedings of the meeting of the audit committee of the Company along with its approval on the quarterly un-audited results for the quarter ended 30th June, 2006 and the limited review submitted by the Auditors. The Board considered the same and took on record the said proceedings of the meeting of the Audit Committee.

6. REGISTER OF CONTRACTS

The Register of contracts maintained in the Company u/s 301 of the Companies Act, 1956 in which the contracts entered into by the Company after the register was placed at the last meeting of the Board, have been recorded, was placed at the meeting and signed by all the directors present.

7. INCLUSION OF RESOLUTION PASSED BY CIRCULATION IN THE MINUTES:

The Board noted the following resolution which was passed by circulation by directors on 15th June, 2006:

RESOLVED THAT in consideration of the Chief Controller of Imports and Exports having allowed the Company to import 10,000 MT of Granules valued at Rs. 125.00 Lacs CIF, the Company do undertake to export its finished products of PVC Pipes of 7000 MT having an FOB value of Rs. 200.00 Lacs during a period of 12 months from the date of import and any two directors of the Company be and are hereby authorised to execute on behalf of the President of India acting through the Superintendent of Central Excise and Customs, Indore (M.P.) a legal undertaking in respect of the said export obligation of the Company.

8. CONSIDERATION AND TAKEN ON RECORD THE LIMITED REVIEW BY THE AUDITOR FOR THE QUARTER ENDED 30TH JUNE, 2006:

The Chairman informed the Board that as per the listing agreement, the Company is required to submit to the Stock Exchanges, a limited review report received from the Auditors, M/s RA & Co., on the Unaudited (provisional) Financial Results for the Ist Quarter ended 30th June, 2006 to be submitted to Stock Exchange.

He then placed before the Board the Limited Review Report, which was also considered by the Audit Committee.

The Board discussed the matter related to the Limited Review Report in detail and being there is no reservation, authorised Shri AG, the Executive Director to comply with all necessary formalities as per listing agreement.

9. CONSIDERATION AND APPROVAL OF THE UN-AUDITED (PROVISIONAL) FINANCIAL RESULTS FOR THE 1ST QUARTER ENDED ON 30TH JUNE, 2006 AND APPROVAL OF TEXT OF ADVERTISEMENT:

The Chairman informed that the Company is required to consider and approve the Quarterly Un-audited (Provisional) Financial Results of the Company for the Quarter ended 30th June, 2006. He placed before the Board a draft of the said financial results, which was also considered and approved by the Audit Committee.

The Board considered and passed the following resolution unanimously:

RESOLVED THAT the Un-audited Financial Results (Provisional) for the Quarter ended on 30th June, 2006 as placed before the Board duly initialed by the Chairman for the purpose of identification be and are hereby approved and taken on record.

FURTHER RESOLVED THAT the text of Un-audited Financial Results (Provisional) for the Quarter ended 30th June, 2006 be and is hereby approved for the purpose of filing with the Stock Exchange and its publication in the Newspaper as per the terms of the Listing Agreement and the same being filed at the website of the BSE.

FURTHER RESOLVED THAT Shri RCM, the Managing Director of the Company be and is hereby authorized to arrange for its publication in the Newspapers.

10. REVIEW OF WORKING:

The Chairman placed on table the working results up to the month of June, 2006 and other statements viz; position of order booking, debtors, creditors, inventory, etc. The Board appreciated the working results and hope that the year 2006-07 will create highest mark in the matter of turnover as well as profit of the Company.

The Board appreciated the efforts of Shri RCM, the Managing Director of the Company for the growth of the Company.

11. CONFIRMATION OF APPOINTMENT OF COMPANY SECRETARY:

The Chairman informed that the Department of Company affairs have relaxed norms for appointment of Whole-time Company Secretary for such companies, having paid-up capital below Rs. 5.00 crores and having registered Office at such place where the population is below 1.00 Lacs. Therefore, the Company has appointed Shri GP, the Executive of the Company as a Company Secretary who shall fulfill the requirements of section 383A of the Companies Act, 1956.

The Board considered and passed the following resolution:

RESOLVED THAT pursuant to section 383A of the Companies Act, the appointment of Shri GP, as the Company Secretary, who is a qualified person in terms of the modified qualification rules issued by the Ministry of Company Affairs of India, as per the letter of appointment duly initialed by the Chairman and placed before the Board be and is hereby approved.

12. CONSIDERATION OF THE SECRETARIAL AUDIT REPORT AND OTHER CERTIFICATES SUBMITTED TO THE STOCK EXCHANGE:

The Chairman placed before the Board a copy of the Secretarial Audit Report received from M/s D.K. Jain & Co, Company Secretaries for shareholding position in physical, CDSL & NSDL with the issued listed and admitted capital for the period ended 30th June, 2006.

The Chairman also placed before the Board a compliance report submitted to the Stock Exchange for compliance of Clause 49 of the Listing Agreement along with the Certificate under Clause 47 of the Listing agreement. The Board considered and appreciated the status of the Compliance made by the Company.

13. AUTHORITY TO OPEN LETTER OF CREDIT WITH THE INDUSIND BANK LTD., INDORE:

The Chairman appraised that the Company has to provide a letter of credit (the LC) in favor of Halagel (M) SDN BHD, Malaysia for 11,250 US\$ as per the stipulated condition for import of goods for the manufacturing process of the Company. He submitted that the Company has approached with the IndusInd Bank Ltd., at its Indore Branch for opening of the LC in favor of the above said party and the Bank has agreed to open the same.

The Board considered the requirement and passed the following resolution unanimously:

RESOLVED THAT the consent of the Board of Directors of the Company be and is hereby accorded to apply for opening of the Letter of Credit ("the LC") in favor of Halagel (M) SDN BHD, Malaysia for 11,250 US\$ with the IndusInd Bank Ltd. at its Indore Branch, Indore (M.P.). ("The Bank").

FURTHER RESOLVED THAT Shri AKG, the Executive Director of the Company be and is hereby authorised to submit the proposal for opening of the LC in favor of the above said party to the Bank and to accept all the terms and conditions as may be communicated by the Bank and agreeable to him and to execute necessary documents, undertaking, confirmation and to give any statement or documents as may be by the Bank for providing the LC for and on behalf of the Company.

FURTHER RESOLVED THAT Shri RCM, the Managing Director of the Company be and is hereby authorised to submit the above said resolution with a copy of the Memorandum & Articles alongwith the requisite proposal form and the Bank be and is hereby authorised to act upon the above said resolution for providing the LC to the Company.

FURTHER RESOLVED THAT the Common Seal of the Company be affixed in presence of Shri AKG, the Executive Director and Shri ARP, the Authorized Signatory of the Company on all such documents as may be required by the Bank.

14. CONCLUSION OF THE MEETING:

Being no other business, the meeting concluded with a vote of thanks to the Chair.

Pithampur
Dated 3rd July, 2006

RCM
CHAIRMAN

Appendix 3

**Specimen of Board Meeting Minutes of a listed company called for
approval of accounts**

**MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS OF NP LIMITED HELD ON
FRIDAY THE 28TH DAY OF JULY, 2006 AT THE REGISTERED OFFICE OF THE COMPANY
AT 2.00 P.M.**

PRESENT:

1. SHRI JPA - On the Chair
2. SHRI KCS - Director
3. SHRI UT - Director

ALSO PRESENT:

1. SHRI PP - Finance Manager

PROCEEDING OF THE MEETING:

1. CHAIRMAN OF THE MEETING:

Shri JPA, the Managing Director was requested to occupy the Chair, thereafter he took the chair. The Chairman welcomed all the directors and commenced the Meeting.

2. LEAVE OF ABSENCE:

Leave of Absence from attending the Board Meeting was granted to Shri DBS, Shri SSA, Dr. DJ and Shri GG, who expressed their inability to attend the Meeting due to their pre-decided busy schedule.

3. CONFIRMATION OF MINUTES OF PREVIOUS BOARD MEETING:

The Chairman placed on table the minutes of the last meeting of the Board of directors held on 2nd July, 2006 which were read and confirmed by the Board.

4. CONFIRMATION FOR TRANSFER OF SHARES:

The Chairman placed before the Board a report of M/s Ankit Consultancy Pvt. Ltd. the D-mat Share Transfer Agents of the Company as well as transfer of shares made in the physical form. The Board considered and noted the same.

5. REVIEW OF WORKING PROGRESS OF THE COMPANY:

The Chairman placed before the Board a brief note on the working results for crushing, sales, realisation statement. He informed that during the year the Company has achieved total sales of Rs. 1452.00 Lacs and achieved net profit of Rs. 24.04 Lacs.

The Board noted that the details of the soya seeds and placed their satisfaction on the production activities of the Company and appreciated the efforts made by the working directors for the growth of the Company.

6. CONSIDERATION AND TAKE ON RECORD THE MINUTES OF THE MEETING OF THE SHAREHOLDERS AND INVESTORS GRIEVANCE COMMITTEE:

The Minutes of the Shareholders/Investors Grievance Committee meeting held between the last Board Meeting and this Board Meeting were read and confirmed by the Board.

7. CONSIDERATIONS AND TAKE ON RECORD THE PROCEEDINGS OF THE AUDIT COMMITTEE MEETING AND THE LIMITED REVIEW REPORT BY THE AUDITORS:

The Chairman placed before the Board the proceedings of the meeting of the audit committee of the Company along with its approval on the quarterly financial results for the quarter ended 30th June, 2006 along with the limited review report submitted by the Auditors of the Company.

The Chairman also placed before the Board the Balance Sheet and the Profit and Loss Accounts for the year ended 31st March, 2006 together with the notes to the accounts and significant accounting policy as approved by the Audit Committee of the Board.

The Board considered the same and took on record the said proceedings of the meeting of the Audit Committee.

8. CONSIDERATIONS AND APPROVAL OF THE UNAUDITED (PROVISIONAL) FINANCIAL RESULTS FOR THE FIRST QUARTER ENDED 30TH JUNE, 2006:

The Chairman informed the Board that in terms of the amendments made in Clause 41 of the listing agreement with the Stock Exchanges, the Company is required to approve the financial results of the Company for the First Quarter ended 30th June, 2006.

The Chairman then placed before the Board the Quarterly Unaudited (Provisional) Financial Results for the first Quarter ended 30th June, 2006. The Board discussed the various matters relating to the Financial results of the Company and after due discussion passed the following resolution unanimously:

RESOLVED THAT the Quarterly Un-audited (Provisional) Financial Results for the first Quarter ended 30th June, 2006 as placed before the Board, duly initialed by the Chairman for the purpose of identification be and is hereby considered, approved and taken on record.

9. CONSIDERATIONS AND TAKE NOTE OF THE AUDITOR'S LIMITED REVIEW ON THE UNAUDITED (PROVISIONAL) FINANCIAL RESULTS OF THE COMPANY FOR THE QUARTER ENDED 30TH JUNE, 2006:

The Chairman placed before the Board the Limited Review Report of M/s BG & Co., Statutory Auditors of the Company on the un-audited financial results of the Company for the quarter ended on 30th June, 2006. The Chairman also informed that as per the Clause 41 of the Listing Agreement the said report

is required to be submitted to the Stock Exchanges where the shares of the Company are listed within two months from the end of the quarter. There is no adverse remark in the report, the Board considered and took note on the same.

10. APPROVAL FOR MAKING PROVISIONS FOR BAD/DOUBTFUL DEBTS:

The Chairman placed before the Board a list of various parties on which Rs. 3,26,832 only due but even making all the reasonable efforts, the chances for recovery are negligible or nil, therefore to present the true and fair view the Audit committee has recommended for making provisions for the doubtful or bad debts for the same.

The Board considered and passed the following resolution unanimously.

RESOLVED THAT the consent of the Board of Directors of the Company be and is hereby accorded to make provisions for doubtful/bad debts of Rs.3,26,832 only due on various parties, a list of which as placed before the Board duly initialled by the Chairman for the purpose of identification and necessary entries to that effect be made in the Books of Accounts of the Company for the year ended 31st March, 2006.

11. CONSIDERATIONS AND APPROVAL OF ACCOUNTS FOR THE YEAR ENDED 31ST MARCH, 2006:

The Chairman placed before the Board, the Final Accounts of the Company for the year ended 31st March, 2006 and informed that the same have also been approved by the Audit Committee. He informed that the Board is required to consider and approve the Balance Sheet, Profit & Loss Accounts along with Schedules annexed thereto in the Board Meeting. After approval of the Board the same is also required to pass on to the Auditors for their certification & Report of the Auditors thereon.

The Board analysed all other matters relating to the Balance Sheet and Profit & Loss Account of the Company for the year ended 31st March, 2006 along with the Schedules and notes in detail and after some discussion passed the following resolution unanimously:

RESOLVED THAT pursuant to the provisions of section 215 and any other applicable provisions of the Companies Act, 1956 the Balance Sheet as at 31st March, 2006 and the Profit and Loss Account and Fund Flow Statement for the year ended 31st March, 2006 as placed before the Board duly approved by the Audit Committee of the Board and initialed by the Chairman for the purpose of identification be and is hereby approved and Shri JPA, the Managing Director and Shri KCS, the Director and Ms. AJ, the Company Secretary of the Company be and are hereby authorised to sign the same for and on behalf of the Board of directors of the Company.

FURTHER RESOLVED THAT Shri JPA, the Managing Director and/or Shri PP, the Finance Manager of the Company be and is hereby authorised to submit the same for and on behalf of the Board of directors of the Company to M/s BG & Co., Chartered Accountants the Auditor of the Company for their signature and Report thereon.

12. CONSIDERATION OF THE STATUS OF DIRECTORS U/S 274(1)(g):

In terms of the provisions of the section 274(1)(g) of the Act, the Company has received representation from directors regarding their status.

The Board considered that it is required to consider and pass the following resolution in the Board Meeting as it is required by the auditors to comment in their report:

RESOLVED THAT pursuant to the provisions of section 274(1)(g) of the Companies Act, 1956, the representations received from all the directors of the Company as placed before the Board be and are hereby taken on record and on the basis of intimation received from the concerned directors of the Company, the Board be and hereby declare and confirm that none of the director of the Company is disqualified in terms of the provisions of section 274(1)(g) of the Companies Act, 1956, for continuance and appointment in the Company as a director.

FURTHER RESOLVED THAT a copy of the above said resolution be provided to the Auditors of the Company for consideration and issuance of the Auditors Report.

13. CONSIDERATION OF THE DIRECTORS LIABLE TO RETIRE BY ROTATION:

In terms of the provisions of section 255 and 256 of the Companies Act, 1956 Shri SSA and Shri KCS, the directors of the Company are liable to retire by rotation at the ensuing Annual General Meeting.

The Board considered that Shri SSA and Shri KCS have consented for his re-appointment at the ensuing Annual General Meeting. It was considered to mention the fact in the notice and the Directors' Report.

14. CONSIDERATIONS AND RECOMMENDATION OF DIVIDEND ON THE EQUITY SHARES OF THE COMPANY:

The Chairman proposed to the Board to recommend to the shareholders a dividend @ Rs. 2 per share (20%) on 50,76,966 equity shares of Rs.10 each fully paid up. The Board discussed the proposal and passed the following resolution:

RESOLVED THAT a dividend @ Rs. 2.00 per share (*i.e.* 20%) out of the profits of the financial year ending on 31st March, 2006 on 50,76,966 of Rs. 10 each full paid up aggregating to Rs. 1,01,53,940 be recommended to the shareholders for declaration in the ensuing Annual General Meeting of the Company and subject to the approval of the members the same be paid to all the members/beneficiaries, whose names appear in the Register of Members or the list provided by the CDSL/NSDL as on 30th September, 2006.

15. DETERMINATION OF BOOK CLOSURE:

The Chairman informed the Board that the Company is required to close its register of members and share transfer register for the purpose of Annual General Meeting and payment of dividend for the year 2004-05.

He proposed to close those books/registers from 25th September, 2006 to 30th September, 2006 (both days inclusive). The Board discussed the matter and passed the following resolution:

RESOLVED THAT the Register of members and Register of share transfers of the Company be closed from 25th September to 30th September, 2006 (both days inclusive) for the purpose of Annual General Meeting and payment of dividend pursuant to the Listing Agreement of the Company with the Stock Exchange(s) and as per section 154 of the Companies Act, 1956, and that Ms. AJ, the Company Secretary be and is hereby authorized to make arrangement for publication of notice in the news papers and intimate to the Stock Exchange(s), CDSL, NSDL and Share Transfer Agent of the Company.

16. AUTHORITY TO OPEN A SPECIAL BANK A/C WITH THE DENA BANK, SITLA MATA BAZAR, INDORE FOR MAKING PAYMENT OF DIVIDEND FOR THE YEAR 2005-06:

The Chairman informed the Board about the requirement for payment of dividend for the year 2005-06 @ 20%, for which the Company is required to open a Special Bank Account with the Dena Bank, Sitla Mata Bazar Branch, Indore to deposit the entire amount of the dividend payable Rs.1,01,53,940 to the equity shareholders of the Company. The Board considered and after due discussion passed the following resolution unanimously:

RESOLVED THAT Bank Account under the name and style of 'NP LTD. DIVIDEND PAYABLE ACCOUNT-2005-06' be opened with the Dena Bank, Sitla Mata Bazar Branch, Indore and a sum of Rs. 1,01,53,940 be deposited into the said bank account to make payment of dividend to the equity share holders of the Company for the year 2005-06 and Shri JPA, the Managing Director and/or Ms. AJ, the Company Secretary of the Company be and are hereby severally authorised to sign the necessary forms and documents for the purpose of the opening of the said bank account for and on behalf of the Company.

RESOLVED FURTHER THAT the Bank be instructed to pay the amount of dividend to the shareholders as may be advised by the Company by way of issuance of cheques/Demand Drafts/Pay orders as may be instructed and or signed by severally Shri JPA, the Managing Director and/or Ms. AJ, the Company Secretary of the Company.

RESOLVED FURTHER THAT Shri JPA, the Managing Director and/or Ms. AJ, the Company Secretary of the Company be and are hereby severally authorised to operate the account and to issue

cheques and to give any instructions relating to the operation of the above said bank account and their signature(s) shall be the sufficient authority to bind the Company in all transactions between the Bank and the Company including those specifically referred to herein.

RESOLVED FURTHER THAT Shri JPA, the Managing Director of the Company be and is hereby authorised to furnish a certified copy of the above said resolution, Memorandum and Articles of Association of the Company and specimen signatures of the above said signatories for and on behalf of the Company and be informed from time to time by a notice in writing under the hand of the Chairman of any changes which may take place therein and be entitled to act upon such notice until the receipt of further notice under the hand of the Chairman.

17. CONSIDERATION & APPROVAL OF THE 12TH DIRECTORS' REPORT:

The Chairman placed before the Board the draft of the 12th Directors' Report on the business and operations and Corporate Governance Report of the Company which is required to be enclosed along with the Balance Sheet, Profit and Loss Accounts and the Auditors Report thereon for the year ended 31st March, 2006 for circulation to the Members.

Under the Directors' Report, the following material details has been incorporated:—

- (1) Re-appointment of Shri SSA and Shri KCS, the Directors of the Company who are being liable to retire by rotation.
- (2) Re-appointment of M/s BG & Co., the Chartered Accountants, the Auditors who also submitted a letter u/s 224 of the Companies Act, 1956 informing their eligibility.
- (3) Comments on the Directors' Responsibility Statement is also required to be given.
- (4) Comments on the compliance with the Clause 49 of the Listing Agreement related to Corporate Governance applicable to the Company during the year 2005-06.
- (5) Re-appointment of Shri JPA, as the Managing Director w.e.f.1st August, 2006 for a further period of three years.
- (6) Appointment of Shri UT being the Additional Director as the director of the Company for which the Company has received notice under section 257 of the Companies Act, 1956.

The Board is required to approve the 12th Directors' Report and authorise Shri JPA, the Managing Director of the Company for signing the Directors' Report and pass the following resolution:

RESOLVED THAT the 12th Directors' Report on the operations of the Company, and the Corporate Governance Report as placed before the Board duly initialed by the Chairman for the purpose of identification, be and is hereby approved for circulation to the Members alongwith the Balance Sheet and Profit and Loss Accounts and Auditors Report thereon for the year ended 31st March, 2006 and Shri JPA, the Managing Director of the Company be and is hereby authorised to sign the Directors' Report on behalf of the Board of directors of the Company.

18. APPROVAL OF BUSINESS TO BE TRANSACTED AT THE 12TH ANNUAL GENERAL MEETING:

The Chairman appraised that the Board is also required to consider the following businesses, which requires members approval in the forthcoming Annual General Meeting. He submitted that the following businesses required approval of the members at their next Annual General Meeting.

I. ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet and Profit & Loss Account of the Company for the year ended 31st March, 2006 and the Report of the Directors & Auditors thereon.
2. To declare dividend.
3. To re-appoint Shri SSA, as a director liable to retire by rotation.
4. To re-appoint Shri KCS, as a director liable to retire by rotation.
5. To appoint Auditors and fix their remuneration.

II. SPECIAL BUSINESS BY THE ORDINARY RESOLUTION:

6. To appoint Shri UT as the director of the Company.
7. To re-appoint Shri JPA, the Managing Director for a further period of 3 years, whose tenure shall expire on 1st August, 2006.

The Board considered and approved for including of above businesses in the notice of the Meeting and authorise Shri JPA, the Managing Director for issuance of Notice to all the members as per provisions of the Companies Act, 1956 and for that purpose it is proposed to pass the following resolution:

RESOLVED THAT the Notice along with the Explanatory Statement for the 12th Annual General Meeting of the Company, as placed before the Board and duly initialed by the Chairman for the purpose of identification, be and is hereby approved and Shri JPA, the Managing Director of the Company be and is hereby authorised to give notice of the Meeting together with the Directors Report, Report on Corporate Governance and Financial Statements for the year 2005-06 to the Members of the Company.

19. APPROVAL OF THE DATE & VENUE FOR THE 12TH ANNUAL GENERAL MEETING:

The Board considered that the 12th Annual General Meeting is required to hold in terms of the provisions of section 166 of the Companies Act, 1956, within 15 (Fifteen) months from the date of last Annual General Meeting or 6 (six) months from the date of closing of financial year. Therefore it is necessary that the Annual General Meeting should be called on or before 30th day of September, 2006.

It is proposed to hold the said AGM on 30th September, 2006. After due consideration the Board passed the following resolution unanimously:

RESOLVED THAT the 12th Annual General Meeting of the Company be called on Friday the 30th day of September, 2006 at the Registered Office of the Company at 2.00 P.M.

20. APPROVAL OF REMUNERATION TO THE AUDITORS:

The Audit Committee has recommended the remuneration of Auditors, as per previous year i.e. 35,000 plus service tax as may be applicable and reimbursement of out of pocket expenses, accordingly the Company has made provisions for remuneration of in the books of accounts for the year 2005-06.

Since, the Auditors shall also present in the Meeting he may consent for the remuneration. The Board approved the same.

21. CONSIDERATION AND TAKEN ON RECORD THE COMPLIANCE REPORT OF THE COMPLIANCE OFFICER:

Shri PP, the Compliance officer placed before the Board a compliance report alongwith Certificate with detailed information on status of Compliance of various Acts, by the Company viz., Income Tax, M.P. Pollution Control Act and various other allied acts and labour laws, for consideration of the Board.

He also placed before the Board the Corporate Governance Report and the Security Audit Report for the quarter ended 30th June, 2006 for consideration of the Board.

The Board considered the status of compliance and takes on record the same.

22. CONSIDERATION OF THE APPROVAL OF THE REMUNERATION COMMITTEE AND RE-APPOINTMENT OF SHRI JPA, AS THE MANAGING DIRECTOR OF THE COMPANY:

The Chairman place before the Board the minutes of the remuneration committee held on 30th June, 2006 which has approved for the re-appointment of Shri JPA, was re-appointed as the Managing Director of the Company w.e.f.1st July, 2006 for a period of 3 years.

The Board considered the terms, conditions and remuneration approved by the Committee subject to the further approval of the Board of directors and the Members at their general meeting.

The Board approved the recommendation of the remuneration committee and decided to seek approval of the members at the next annual general meeting on the same terms, conditions and remuneration as approved by the Board.

23. CONSIDERATIONS AND APPROVAL OF STATEMENT IN LIEU OF ADVERTISEMENT

In terms of provisions of section 58A of the Companies Act, 1956 read with Companies (Acceptance of Deposit) Rules 1975, the Company's previous Statement in Lieu of Deposit shall expire on the date of the Annual General Meeting or 30th September, 2006 whichever is earlier. Therefore, it is required to approve and file a fresh Statement in Lieu of Advertisement with the ROC for acceptance of deposits from directors and members of the Company.

The Chairman placed before the Board a text of Statement in Lieu Advertisement containing all the details, which is required to approve by the Board by majority of directors.

After due discussion the Board approved the same and passed the following resolution unanimously:

RESOLVED THAT subject to the approval of the Industrial Development Bank of India, as per their terms and conditions of the Term Loan & NCDs, if any, the Statement in Lieu of Advertisement for acceptance of deposits from the directors & members of the Company in terms of Rule 4A of Companies (Acceptance of Deposit) Rules, 1975 read with section 58A of the Companies Act, 1956 (1 of 1956) as placed before the Board, duly initialed by the Chairman for the purpose of identification be and is hereby approved for renewal of deposit subject to a maximum of Rs..... Lacs from the directors & shareholders and aggregating not more than Rs..... Lacs only outstanding at any one point of time.

FURTHER RESOLVED THAT the Statement in lieu of Advertisement be signed by all the directors of the Company present at the Meeting and the signed copy of the same be filed with the Registrar of Companies, Madhya Pradesh at Gwalior for the purpose of its Registration.

FURTHER RESOLVED THAT Shri JPA, the Managing Director and/or Shri KCS, the director of the Company be and are hereby jointly and severally authorised to make correction/additions/deletions/ amendments in the approved the Statement in lieu of Advertisement as may be required by the Registrar of Companies and to do all such acts, deeds and things to implement the Scheme of the Fixed Deposit for and on behalf of the Company.

24. VOTE OF THANKS:

The meeting was concluded with a vote of thanks to the Chair.

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Dated: 31st July, 2006

J.P. AGRAWAL
CHAIRMAN

Chapter 3

Minutes of General Meetings

Synopsis

1. Contents of minutes of General meetings
2. Signing of minutes of General meetings
3. Chairman's powers related to minutes
4. Penalty
5. Keeping of minutes book of General meetings at the registered office
6. Inspection of minutes book
7. Providing copy of the minutes on payment of fee
8. Penalty for refusal of inspection or non-furnishing copy of the minutes
9. Publication of reports of proceedings of General meetings
10. Related registers and files

Appendix 1 Specimen of Board resolution for inspection of minutes books of general meeting

Appendix 2 Specimen of Minutes of an Annual General Meeting

Appendix 3 Specimen of Minutes of an Extraordinary General Meeting

Minutes of general meetings of a company means and include minutes of statutory meeting, annual general meetings, extraordinary general meetings and minutes of class meetings of shareholders of a company.

1. Contents of minutes of General meetings

Minutes of a General meeting will state the following:—

- Date, time and place of the meeting;
- Kind of meeting, whether committee meeting, annual general meeting or extraordinary general meeting;
- Names of members who attended the meeting and others who attended in other capacity indicating the name of the presiding officer, directors, auditors, secretary, etc.;
- In case of an annual general meeting, the number of the concerned meeting to which the minutes relate;
- Fact that the notice of the meeting was read;
- Fact that the directors' report, compliance certificate and accounts were read;
- Fact that the auditors' report was read;
- Resolutions adopted in the meeting in the order they were passed at the meeting, with or without specifying the names of the movers and seconders;
- Vote of thanks;
- Chairman's signature with date in his own hand.

The minutes of general meeting have their own significance. Sections 193 to 197 of the Companies Act, 1956 contain provisions in relation to various aspects concerning minutes of general meetings of a company.

2. Signing of minutes of General meetings

Section 193(1A) states that each page of every minutes book shall be initialled or signed and the last page of the record of proceedings of each meeting in such books shall be dated and signed. The minutes of general meetings of members will be recorded and signed within the said 30 days by the chairman of the same meeting.

If the chairman is not available, the Board will authorise a director to sign the said minutes.

3. Chairman's powers related to minutes

The chairman shall exercise an absolute discretion in regard to inclusion or non-inclusion of any matter in the minutes. For instance, the chairman has the discretion to exclude from the minutes any material which, in his opinion:—

- (a) is regarded as defamatory of any person;
- (b) is irrelevant or immaterial to the proceedings; or
- (c) is detrimental to the interest of the company.

4. Penalty

If default is made in complying with any of the provisions as aforesaid, the company, and every officer of the company, in default shall be punishable with fine, which may extend to Rs. 500. The offence is compoundable under section 621A of the Companies Act.

5. Keeping of minutes book of General meetings at the registered office

The minutes book of General meetings must be kept at the registered office of the company. As the minutes book of the meetings of a company are primary documents and are evidence of the proceedings recorded therein and where minutes are duly drawn and signed, presumptions, as specified in section 195 of the Act, are required to be drawn until the contrary is proved, it has been provided in the Act that the minutes books shall be kept at the registered office of the company.

6. Inspection of minutes book

The minute's book should remain open for inspection of members during business hours without payment of any fee. The articles or resolution of the company may impose reasonable restrictions on such inspection but inspection should be allowed on every working day at least for two hours. (Appendix 1)

7. Providing copy of the minutes on payment of fee

Any member is entitled to ask for a copy of the minutes of the General meeting and the same must be supplied to him by the company on payment of one rupee for every 100 words or fractional part thereof, within seven days after his request. In case the request from the member is received before the proceedings of the meeting have become 'minutes', that is, before the period of 30 days has expired, the member concerned will not be entitled to the copy of the minutes until the expiry of the said period of 30 days.

8. Penalty for refusal of inspection or non-furnishing copy of the minutes

If the inspection of the minute book is refused or a copy of the minutes of the meeting is not supplied to the member within 7 days of the requisition, the company and its every officer who is in default will be liable to a fine of Rs. 5,000 in respect of each offence. The aggrieved member may make an application to the Tribunal for relief and the Tribunal may order the company to allow an immediate inspection or to furnish forthwith the member with a copy of the minutes.

9. Publication of reports of proceedings of General meetings

Sub-section (1) of section 197 states that no document purporting to be a report of a company shall be circulated or advertised at the expense of the company, unless it includes the matters required by section 193 to be contained in the minutes of the proceedings of such meeting. Any contravention of sub-section (1) will entail penalty of fine up to Rs. 5,000.

It should be noted that the penalty provided in this section will be attracted only when the publication purports to be the proceedings of the meeting and not otherwise. Although it is doubtful whether the chairman's speech, which is circulated in advance of the meeting can be called proceedings of the meeting. Companies, as a matter of prudent precaution, invariably append a note to the published speech of the chairman that 'the same does not purport to be the proceedings of the meeting'.

10. Related registers and files

Following registers also be taken due care of in relation to minutes of general meetings:—

1. Attendance Register of members;
2. Register of proxy;
3. Index of minutes books.

In addition to the above the file containing the members circulations, amendment motion, postal ballot, ballot papers, revocation of proxy, notice under section 257, proof of dispatch of notice to the members and auditors, chairman's speech, agenda papers, etc. should be carefully kept in the custody of the company secretary.

Appendix 1

Specimen of Board resolution for inspection of minutes books of general meeting

RESOLVED THAT the Minutes Book of the General Meetings of the Company kept at the registered office of the Company be made available for inspection by members on any working day in the manner provided under the Companies Act and Articles of Association of the Company.

RESOLVED FURTHER THAT Ms. AJ, Company Secretary be instructed to make necessary arrangements for keeping the minutes open for inspection by members and comply with all other requirements in this regard.

Appendix 2

Specimen of Minutes of an Annual General Meeting

MINUTES OF THE 22ND ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF FLD LIMITED HELD ON SATURDAY 30TH SEPTEMBER, 2006 AT THE REGISTERED OFFICE OF THE COMPANY AT 117, NAVNEET DARSHAN, 1ST FLOOR, 16/2, OLD PALASIA, INDORE (M.P.) 452 001 AT 2.00 P.M

PRESENT:

- | | |
|-------------|---------------------------------|
| 1. Shri AJ | On the Chair |
| 2. Shri DKK | Chairman of the Audit Committee |
| 3. Shri LND | Director |
| 4. Shri MJ | Director |

and other members & proxy holders as per Attendance Register of Members and a Proxy holders.

ALSO PRESENT:

- | | |
|----------|------------------------|
| Shri DKJ | Company Secretary |
| Shri PJ | Manager (Finance) |
| Shri JPS | Auditor of the Company |

1. Chairman

Pursuant to Article 78 of the Articles of Association of the Company, Shri ASJ, the Chairman of the Company, took the chair.

2. Quorum

After satisfying himself that the required quorum was present, the Chairman commenced the proceedings.

3. Welcome

The Chairman welcomed the members to the 22nd Annual General Meeting of the Company.

4. Register of Directors' shareholdings

The Chairman informed the members that in terms of section 307 of the Companies Act, 1956, the Register of Directors' shareholding is available at the meeting for inspection of any member till the conclusion of the meeting.

5. Notice convening the 22nd Annual General Meeting

The Chairman informed that the Notice convening the 22nd Annual General Meeting alongwith the Balance Sheet as at 31st March, 2006 and the Profit & Loss Account and the Cash Flow Statement for the year ended 31st March, 2006 and the Auditors Report and the Report of the Board of Directors together

with the Corporate Governance Report thereon have already been dispatched to the members and with the permission of the Members the same may be taken as read.

6. Auditors' report

The Company Secretary read the auditors' report on the balance sheet as at 31st March, 2006, and the profit and loss account for the year ended on that date.

7. Speech by Chairman

The Chairman in his speech to the members briefly reported the working of the Company during the year under review and the tough competition that the Company had to face in the domestic and foreign markets. The Chairman also assured the members that the Company was taking all steps to improve the quality of its products so as to maintain its position in the market.

8. Books and Statutory Registers

The Chairman informed that the Register of directors' shareholding, Register of members, Register of transfer of shares, along with other statutory books, as required under the provisions of the Companies Act, 1956 have been kept at the meeting and are open for inspection to the members.

BUSINESS OF THE MEETING:

ITEM NO. 1: APPROVAL OF ACCOUNTS FOR THE YEAR ENDED 31ST MARCH, 2006

The Chairman took the matter for consideration of Annual Accounts *i.e.* Balance Sheet as on 31st March, 2006, Profit & Loss Account and Cash Flow Statement for the year ended 31st March, 2006 alongwith the Report of the Board of directors and the Corporate Governance Report and Auditor's Reports thereon.

The Chairman informed that Shri DKK, the Chairman of the Audit Committee will reply the questions relating to the Accounts as the Chairman of the Audit Committee.

The Chairman proposed the following motion, which was seconded by Shri VRD for approval as an ordinary resolution:

RESOLVED THAT the Balance Sheet as at 31st March, 2006 and Profit & Loss Accounts and the Cash Flow Statements for the year ended 31st March, 2006 along with the Report of the Board of directors and the Corporate Governance and Auditor's Report thereon as placed before the Meeting be and are hereby received, considered and adopted.

There was no question, however the members appreciated the results produced by the Company and congratulate to the Chairman and his team of management.

The Chairman asked the members to raise their questions if any. There was no question on the accounts. Therefore, the Chairman put the motion for voting by show of hands, and asked who are in favor of the motion, may raise their hands. All members raised their hands in favor of the Motion.

The Chairman declared that by show of hands the resolution passed unanimously as an Ordinary Resolution.

ITEM NO.2: APPROVAL OF DIVIDEND FOR THE YEAR 2005-06

The Chairman appraised that the Board has proposed to pay dividend @ 20% (Rs. 2) on the fully paid up Equity Shares of Rs. 10 to the Equity Shareholders of the Company during the year 2005-06.

The Chairman proposed the following motion, which was seconded by Shri LND for the approval by way of an Ordinary Resolution:

RESOLVED THAT in terms of the recommendation of the Board of directors of the Company, the approval of the members of the Company be and is hereby granted for payment of dividend @ 20% (Rs. 2) on the fully paid-up Equity Share of Rs. 10 each of the Company for the year 2005-06 and the same be paid to all the members whose names appear in the Register of Members on 30th September, 2006 and in case of the shares held in the electronic mode to those members whose names appears in the records of the Depository Participants as on 30th September, 2006.

The Chairman put the motion for voting and by show of hands the resolution was carried unanimously as an Ordinary Resolution.

ITEM NO. 3: RE-APPOINTMENT OF SHRI DKK AS A DIRECTOR, LIABLE TO RETIRE BY ROTATION

The Chairman took the matter for re-appointment of director Shri DKK, who is liable to retire by rotation at the meeting and being eligible offers himself for re-appointment. Accordingly, he stated that the members need to appoint a director in place of Shri DKK.

Shri SNK proposed the Item No. 3 of the notice for approval as Ordinary Resolution.

RESOLVED THAT Shri DKK, who retires by rotation at this annual general meeting, be and is hereby re-appointed as director of the Company.

The Chairman put the motion thereafter for voting by show of hands, and asked who are in favour of the motion, may raise their hands.

None of the member seconded and voted by show of hands, however, they submitted that they are not willing for re-appointment of Mr. DKK and strongly opposed for the proposed resolution.

Thereafter, the Chairman put the motion for approval by poll and decided to conduct the poll at 3.30 p.m., he also appointed Mr. ABC and MR.DKJ as scrutinizers for conducting poll and submission of their report to the Chairman for declaration of the result.

The meeting was adjourned for Item No. 3 upto 3.30 p.m for conducting poll.

With the consent of the members, the Chairman took the remaining businesses as per notice of the Meeting.

ITEM NO. 4: APPOINTMENT OF M/S JPS & CO. AS AUDITORS

The Chairman took the question for re-appointment of M/s JPS & Co., Chartered Accountants, Indore, who retires at this meeting and being eligible offer himself for re-appointment as auditor of the Company in term of section 224(1B) of the Companies Act, 1956 to hold the office till the conclusion of the next annual general meeting.

Shri RS proposed the Item No. 3 of the notice, which was seconded by Shri ARJ for approval as an Ordinary Resolution.

RESOLVED THAT M/s JPS and Co., Chartered Accountants, Indore, be and are hereby re-appointed as auditors of the Company, who retired at this meeting, in the term of section 224(1B) of the Companies Act, 1956 to hold the office of auditors from the conclusion of this meeting to the next annual general meeting of the Company on a remuneration as may be decided by the Board.

The Chairman put the motion thereafter for voting by show of hands, and asked who are in favour of the motion, may raise their hands. All members raised their hands in favour of the Motion.

Thereafter, the Chairman further asked for who are in against of the motion, than a member having 1,400 Equity Shares had opposed the motion.

Thereafter, by show of hands the Resolution was passed by the majority of the members as Ordinary Resolution.

SPECIAL BUSINESS: BY ORDINARY RESOLUTION

ITEM NO.5: APPOINTMENT OF SHRI MJ AS A DIRECTOR OF THE COMPANY, LIABLE TO RETIRE BY ROTATION

A member proposed the following resolution, which was seconded by another shareholder for taken up for consideration:

RESOLVED THAT Mr. MJ, an additional director of the Company, who was appointed under section 260 of the Companies Act, 1956, to hold office upto the date of this Annual General Meeting, and in respect of whom the Company has received a notice in terms of provisions of section 257 and other applicable provisions of the Companies Act, 1956, if any read with Listing Agreement, proposing his candidature for the office of director, be and is hereby elected and appointed as director of the Company, liable to retire by rotation.

The Chairman thereafter invited questions from the shareholders and there being no question raised, the resolution was put to vote by show of hands.

On show of hands the resolution was declared as carried unanimously.

ITEM NO. 6: APPOINTMENT OF SHRI MJ AS A WHOLE-TIME DIRECTOR

A member proposed the following resolution, which was seconded by another shareholder for taken up for consideration:

RESOLVED THAT pursuant to provisions of section 198, 269, 309, 310, read with the Schedule XIII and all other applicable provisions, if any, of the Companies Act, 1956, approval of members of the Company be and is hereby accorded for the appointment of Mr. MJ as the Whole-time Director of the Company for a period of three years w.e.f. 1st Oct., 2006 on the terms and conditions including those of remuneration as enumerated in the explanatory statement.

RESOLVED FURTHER THAT the draft agreement to be entered into by the Company with Mr. MJ in regard to above as placed before the meeting be and is approved and confirmed.

RESOLVED FURTHER THAT the Board of Directors be given liberty to alter and vary the terms and conditions of appointment of Mr. MJ including remuneration payable to him subject to the provisions of Schedule XIII of the Companies Act, 1956, as amended from time to time.

The Chairman thereafter invited questions from the shareholders and there being no question raised, the resolution was put to vote by show of hands.

On show of hands the resolution was declared as carried unanimously

The members re-assembled for conducting the poll at 3.30 P.M. to take up the matter for re-appointment of Shri DKK as a Director of the Company at the Adjourned Meeting.

The Scrutinizers proceeds to conduct the secrete poll for Item No.3 of the Meeting, relating to re-appointment of Shri DKK, as a Director of the Company, which was adjourned.

At 3.30 p.m. the Scrutineers informed that they have distributed poll paper to all members and proxies attending the meeting and requested to cast their secret votes and put poll paper in the Ballot Box.

The Scrutineers submitted their report to the Chairman and on that basis the Chairman informed that:

Total no. of members available _____ their shareholding/Voting right ____

Total no. of Proxies available _____ their shareholding/Voting right ____

No. of poll papers distributed as above.

Total No. of poll paper received _____

No. of poll paper from member _____ no. of shares _____

No. of proxies _____ no. of shares _____

No. of Polls Rejected Nil

No. of valid polls _____

Votes Casted in favour of the motion Nil

Votes Casted against the motion _____

On the basis of the aforesaid report, the Chairman submitted the following amended motion;

RESOLVED THAT Mr. DKK, Director who retires by rotation at this annual general meeting not appointed by members as required under section 256 of the Companies Act, 1956 and office of the director held by Mr. DKK be and is hereby declared as ceased and that the vacancy caused on account of the non re-appointment of Shri DKK is not to be filled up in this annual general meeting.

The Chairman put the aforesaid amended motion as per the report of the scrutinizer, which was seconded by another member for vote and by show of hands, the above said amended motion was passed by the members by majority.

Being no other business the meeting concluded with a vote of thanks to the chair.

Indore

Dated: 30th September, 2006

ASJ

CHAIRMAN

Appendix 3

Specimen of Minutes of an Extraordinary General Meeting

MINUTES OF THE EXTRAORDINARY GENERAL MEETING OF THE MEMBERS OF APL PVT. LTD. HELD AT THE REGISTERED OFFICE OF THE COMPANY AT, 36, DEWAS ROAD, UJJAIN (M.P.) ON MONDAY, THE 29TH DAY OF MAY, 2006 AT 11.00 A.M.

PRESENT:

- | | |
|-------------|-------------------|
| 1. Shri MK: | Managing Director |
| 2. Mrs. UK: | Director |
| 3. Shri JK: | Director |
| 4. Mrs. KK: | Director |

and 8 other members attended the Meeting.

PROCEEDING OF THE MEETING

1. CHAIRMAN OF THE MEETING

Shri MK, the Managing Director was requested to take the chair. Then, he occupied the chair for the meeting.

2. QUORUM

Since the adequate quorum was present the Chairman declared the meeting to be in order and started the proceeding of the meeting.

3. NOTICE OF THE EXTRAORDINARY GENERAL MEETING

With the permission of the members, the Chairman declared that the notice of the extraordinary general meeting dated 10th April, 2006 sent to the members alongwith the explanatory statement was taken as read and informed that the statutory record, the Register of members, Register of directors' shareholding and other books and records are available for inspection of the members at the place of the meeting.

BUSINESS OF THE MEETING

SPECIAL BUSINESS BY SPECIAL RESOLUTION

ITEM NO. 1: FOR ALTERATION IN THE OBJECT CLAUSE

A member submitted the following motion, which was seconded by another member for approval as Special Resolution.

RESOLVED THAT subject to the provisions of section 17 of the Companies Act, 1956 and confirmation of the Registrar of Companies, Madhya Pradesh and Chhatisgrah, the Clause No. III(A)(1) of the Memorandum of Association of the Company be shifted to Clause III(B) after the existing Clause No. 62 as Clause No. 63 of the Memorandum of Association.

FURTHER RESOLVED THAT subject to the provisions of section 17 of the Companies Act, 1956 and confirmation of the Registrar of Companies, Madhya Pradesh and Chhatisgrah, the Clause III (A) (1) of the Memorandum of Association of the Company be and is hereby amended by insertion of the following new clause:

CLAUSE III(A)

(1) To acquire, purchase, sell, construct, develop, build, erect, demolish, repair, renovate, alter, letout, lease, licence, exchange, furnish, fabricate, acquire tenements, occupational rights and other interest or rights in land, estate, buildings, flats, farms, roads, industrial sheds, pavements, concrete structures, godowns, shops, shopping and commercial complexes, control towers, water tanks, bridges, culverts, row houses, hutments halls, study, conference house, auditorium, buildings for dwelling and commercial purposes, public conveniences, townships, amusement parks, recreation parks, holiday homes, warehouses and to construct, erect, build, repair, re-model, demolish, develop, improve, grades, curve, pave, macadamique, cement and maintain building structures, houses, apartments, hospitals, schools, highways, roads, paths, streets, sideways, alloys, pavements and to do other similar

constructions, leveling or paving work and for these purposes to purchase, take on lease or otherwise acquire and hold any lands and prepare lay out thereon or buildings of any tenure or description wherever situate, or rights or interest therein or connected therewith, develop, construct and erect roads/bridges and highways, railways, waterways specifically on built, operate and transfer basis as may be declared to be covered under such scheme by various State Governments and the Central Governments and which also takes cognizance of the provisions of the Income-tax Act, 1961 as may be applicable to such projects and to carry on the business of all kinds of breeders in livestock including cattle, cows, buffaloes, pigs, sheep, goats, mules, and such other useful animals and in cattle rearing, sheep, farming, livestock, importers, exporters, agents in agricultural tools, devices, accessories, seeds, plants, manures flowers, farming accessories, clays, aromatic chemicals and to prepare, formulate, receipts of all such sorts as would help the business of the Company and to provide long-term finance to any person(s) or co-operative society or association of persons or body of individuals, firms, companies, bodies corporate, either at interest or without and/or with or without any security for construction, purchase, enlarge, or repair of any house, flats, bungalows, rooms, huts used or to be used for residential or commercial purposes either in total or in part thereof or to purchase any freehold or leasehold lands, estate or interest in any property to be used for residential purpose.

The Chairman put the motion for voting and by show of hands the resolution was passed unanimously as Special Resolution.

ITEM NO. 2: APPROVAL FOR CHANGE IN THE NAME OF THE COMPANY

A member submitted the following motion, which was seconded by another member for approval as Special Resolution:

RESOLVED THAT pursuant to the provisions of section 21 of the Companies Act, 1956 and other applicable provisions of the Companies Act, 1956 if any, and subject to the approval of the Registrar of Companies the name of the Company be changed from APL PRIVATE LIMITED to ATL PRIVATE LIMITED and the name of APL Private Limited, wherever it appears in the Memorandum, Articles, documents, etc. be substituted by the new name 'ATL Private Limited' in due course.

The Chairman put the motion for voting and by show of hands the resolution was passed unanimously as Special Resolution.

ITEM NO. 3: ALTERATION IN CLAUSE I OF MEMORANDUM OF ASSOCIATION

A member submitted the following motion, which was seconded by another member for approval as Special Resolution.

RESOLVED THAT Clause I of the Memorandum of Association of the Company be substituted by the following:

"The Name of the Company is ATL PRIVATE LIMITED".

The Chairman put the motion for voting and by show of hand the resolution was passed unanimously as Special Resolution.

Being no other business the meeting concluded with a vote of thanks to the chair.

Ujjain
29th May., 2006

MK
Chairman