

BHIWANI VANASPATI LIMITED

PROCEEDINGS

OF THE FORTY FOURTH ANNUAL GENERAL MEETING OF THE MEMBERS OF THE COMPANY HELD AT RASOI COURT, 20 SIR, R N MUKHERJEE ROAD, KOLKATA-700001 ON TUESDAY, 29TH SEPTEMBER, 2015 AT 11:30 A.M.

1. Chairman of the Meeting:

Mr. Goutam Ghosal, Director at the request of all the Members present, took the Chair.

2. Quorum:

The necessary quorum having been present, the Chairman called the Meeting to order.

3. Register of Directors and Register of Contracts:

The Chairman informed that the following Registers of the Company were laid on the table and would remain open for inspection during the continuance of the Meeting:-

- i) The Register of Directors and Key Managerial Personnel and their Shareholding under Section 170 of the Companies Act, 2013.
- ii) The Register of Contracts or Arrangements in which Directors are interested as per Section 189 of the Companies Act, 2013.

4. Notice of Meeting:

The Notice convening the Meeting was taken as read.

5. Auditors' Report:

The Auditors' Report was taken as read in view of the provisions of Section 145 of the Act, as the said Report did not contain any qualification, observation or comment on the financial transactions or matters having any adverse effect on the functioning of the Company.

6. Chairman's Address:

The Chairman addressed the Meeting on the affairs of the Company and answered some queries from the Members and discussed on the relevant issues concerning the Resolution on which voting would take place at the Meeting.

7. Poll at the Meeting:

The Chairman declared that voting by poll would take place according to Rule 20 of the Companies (Management and Administration) Rules, 2014 (the Rule) for passing the following Resolutions:

i) AS AN ORDINARY RESOLUTION
Adoption of Financial Statements

"RESOLVED that the Financial Statements of the Company for the Financial Year ended 31st March, 2015 and the Reports of the Director and Auditors thereon be and are hereby adopted".

ii) AS AN ORDINARY RESOLUTION
Re-appointment of Auditor

"RESOLVED that M/s Bharat D. Sarawgee & Co., Chartered Accountants, Kolkata be appointed as Statutory Auditors of the Company, who shall hold office from the conclusion of this Annual General Meeting upto the conclusion of next Annual General Meeting of the Company and authorized the Board of Directors to fix their remuneration.

• SPECIAL BUSINESS

iii) AS AN ORDINARY RESOLUTION
Appointment of Independent Director

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and 160 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. Sumit Bhalotia (DIN:01605713), who was appointed as an Additional Director (Independent) 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 from a shareholder signifying his intention to propose the appointment of Mr. Sumit Bhalotia as an Independent Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office as such upto 16th October, 2019, who shall not be liable to retire by rotation."

iv) AS AN ORDINARY RESOLUTION
Appointment of Independent Director

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and 160 read with Schedule IV and all other applicable provisions, if any, of the

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 from a shareholder signifying his intention to propose the appointment of Kusum Dadoo as an Independent Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office as such upto 31st March, 2020, who shall not be liable to retire by rotation."

8. Voting:

Voting by poll through ballot papers distributed among the Members present in person or by proxy took place. At the conclusion of the voting the scrutinizer counted the votes cast at the Meeting. Thereafter was unblocked the votes cast through remote e-voting in terms of the Rule.

9. Results of Voting:

The Chairman informed that the Results of voting on the Resolutions would be declared forthwith after the receipt of the Consolidated Scrutinizer's Report within three days after the date of the Meeting and placed on the website of the Company as well as the CSDL in terms of the Rule and also, according to the provisions of the Listing Agreements, intimated to the, Stock Exchange at Mumbai and Kolkata.

10. The Meeting terminated with a vote of Thanks to the Chair.

Bhiwani Vanaspati Limited


Goutam Ghosal
Director