MINUTES OF THE TWENTY-SEVENTH ANNUAL GENERAL MEETING OF THE MEMBERS OF VALUE INDUSTRIES LIMITED HELD ON TUESDAY, 30TH JUNE, 2015, AT THE REGISTERED OFFICE OF THE COMPANY AT 14 K.M. STONE, AURANGABAD- PAITHAN ROAD, VILLAGE:CHITTEGAON, TALUKA: PAITHAN, DISTRICT: AURANGABAD- 431 105, AT 2.00 P.M.

PRESENT:

Mr. Subhash Dayama - Director and Chairman of Audit Committee

ALSO PRESENT:

- Representatives of Kadam & Co., and Khandelwal Jain & Co., Chartered Accountants, Statutory Auditors and Cost Auditor;
- Chief Financial Officer; and
- Company Secretary

CHAIRMAN:

Mr. Subhash Dayama, Director, being unanimously elected as Chairman of the Meeting, presided over the Meeting. He welcomed the Members to the 27th Annual General Meeting of the Company.

QUORUM:

49 Members holding 1,74,05,772 shares were present in person, through bodies corporate and by proxy. Requisite quorum as required in terms of the provisions of Section 103 of the Companies Act, 2013, being present, the Chairman declared the Meeting as duly constituted.

Ms. Anagha Joshi, Company Secretary, informed the Members that the following documents were available for inspection during the continuance of the Meeting:

- Notice of the Meeting and Report of the Directors and Auditors thereon;
- Register of Members;
- Audited Accounts of the Company;
- Attendance Register and Proxy Register; Consents and Eligibility Certificates received from the Auditors; and

- Minutes Book of the General Meeting;
- Register of Directors' and Key Managerial Personnel's Shareholding maintained under Section 170 of the Companies Act, 2013;
- Declarations/consents received from the Directors.

The Company Secretary, further informed the Members that pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and revised Clause 35B of the Listing Agreement, the Company had provided e-voting facility to its members, to vote for the resolutions to be passed at the general meeting. The e-voting facility was kept open from 27th June, 2014, 9.00 a.m. to 29th June, 2014, 5.00 p.m.. Mrs. Kanchan Kakade, Practicing Company Secretary was appointed as a Scrutinizer for conducting the e-voting process in a fair and transparent manner.

Further, the Company had appointed her as the scrutinizer for conducting and scrutinizing the voting by Ballot at the Meeting. Ms. Anagha Joshi informed that the Members who had already casted their vote by electronic means were not entitled to vote at the Meeting.

The Chairman apprised the Members about the overall performance of the Company during the year under review.

The Chairman thanked the Customers, Employees, Shareholders, Financial Institutions, Bankers, Business Partners and Government Authorities for their continued support.

The Notice convening the 27th Annual General Meeting together with the Notes, the Audited Accounts for the year ended 31st December, 2014 and the Directors' Report having already been circulated to the Members, was taken as read with the general consent of the Members present.

The Auditors' Report for the year ended 31st December, 2014, was read by the Company Secretary.

With the permission of the Chairman, the Company Secretary proceeded with the Agenda of the Meeting.

ORDINARY BUSINESS:

1. **CONSIDERATION AND ADOPTION OF THE AUDITED STATEMENT OF PROFIT AND LOSS FOR THE FINANCIAL YEAR ENDED 31ST DECEMBER, 2014 AND THE AUDITED BALANCE**

SHEETAS AT THAT DATE TOGETHER WITH THE REPORT OF THE BOARD OF DIRECTORS AND THE AUDITORS' THEREON:

The Chairman briefed the Meeting about the operations of the Company during the year under review. He *inter-alia* informed that the Company has earned a total income of Rs. 15,137.39 Million as against Rs. 14,291.48 Million for the previous year ended on 31st December, 2013 and has incurred net loss of Rs. 437.88 Million as against a net loss of Rs. 727.77 Million in the previous year ended on 31st December, 2013.

The Chairman invited the Members to offer their observations and comments on the Annual Accounts of the Company. The Chairman responded to the queries raised by the Members to their satisfaction and informed that the suggestions shall be considered appropriately.

Mr. S. M. Deshpande (Folio No. 1202350000267839), Member of the Company proposed the following motion as an **ORDINARY RESOLUTION**, which was seconded by Mr. S. V. Thombare (Folio No. 1302190000073337), Member of the Company:

"**RESOLVED THAT** the Audited Statement of Profit and Loss for the year ended 31st December, 2013 and the Audited Balance Sheet for the year ended as at that date together with the Report of the Board of Directors and the Auditors thereon be and are hereby received, considered and adopted."

The Company Secretary informed the Members that since there are multiple business(es) to be dealt at the meeting, for the purpose of convenience all the business(es) shall be first discussed and will then be put to vote by conducting a poll.

2. RATIFICATION OF APPOINTMENT OF AUDITORS OF THE COMPANY:

The Chairman informed the members of the Company that at the 26th Annual General Meeting held on 30th June, 2014, the members had approved the appointment of M/s. Khandelwal Jain & Co., and M/s. Kadam & Co., for the term of 3 years i.e. from the conclusion of 26th Annual General Meeting until the conclusion of 29th Annual General Meeting of the Company.

Further, he informed that pursuant to Rule 3(7) of the Companies (Audit and Auditors) Rules, 2014, the aforesaid appointment was required to be ratified by the members at the ensuing Annual General Meeting. Accordingly, the appointment of M/s. Khandelwal Jain & Co., and M/s. Kadam & Co., as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of 29th Annual General Meeting was commended for ratification by the members.

He also apprised the Members that the Company had received the consent and eligibility certificates from these Auditors stating that their re-appointment, if made, would be within the provisions of the Companies Act, 2013.

Mr. Suresh Patil (DP ID IN300829/Client ID 10557628), Member of the Company proposed the following motion as an **ORDINARY RESOLUTION**, which was seconded by Mr. Suresh Salunke, (DP ID IN300450/Client ID 80329557), Member of the Company.

"**RESOLVED THAT** pursuant to the provisions of Section 139 and all other applicable provisions of the Companies Act, 2013 read with Rule 3(7) of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Company hereby ratifies the appointment of M/s. Khandelwal Jain & Co., Chartered Accountants, Mumbai (Firm Registration No. 105049W) and M/s. Kadam & Co., Chartered Accountants, Ahmednagar (Firm Registration No. 104524W), as the Statutory Auditors of the Company to hold office from the conclusion of this Meeting i.e. the 27th Annual General Meeting until the conclusion of the 29th Annual General Meeting (subject to ratification by the Members at every subsequent Annual General Meeting) on such remuneration as shall be fixed by the Board of Directors of the Company."

SPECIAL BUSINESS:

3. **APPOINTMENT/CONFIRMATION OF MR. AVINASH H. MALPANI (DIN: 00279976) AS AN INDEPENDENT DIRECTOR NOT LIABLE TO RETIRE BY ROTATION:**

The Chairman informed the members of Company that in terms of the provisions of Section 149, 152 and such other provisions of the Companies Act, 2013 (the "Act") and the Rules made there under, read with Schedule IV to Act, every listed company shall have atleast 1/3rd of the total number of Directors as Independent Directors. Therefore to comply with the provisions of the Act, the Board of Directors of the Company at its meeting held on 14th August, 2014, have made to continue appointment of Mr. Avinash H. Malpani as an Independent Director to hold office upto a term of five consecutive years from 14th August, 2014, not liable to retire by rotation.

He further informed that Mr. Avinash H. Malpani is a commerce graduate and carries with him a vast experience in the diversified fields and his appointment if made, will prove to be beneficial for the development and growth of the Company.

Mr. Kesharmal Gandhi (DP ID IN300450/Client ID 80159618), Member of the Company proposed the following motion as an **ORDINARY RESOLUTION**, which was seconded by Mr. D. P. Paithankar (DP ID IN300450/Client ID 80329678), Member of the Company:

"**RESOLVED THAT** pursuant to the provisions of Section 149, 152 and all other applicable provisions of the Companies Act, 2013 and the Rules made thereunder read with Schedule IV to the Companies Act, 2013, Mr. Avinash H. Malpani (DIN: 00279976), Director of the Company, who was originally appointed by the shareholders as an Independent Director within the meaning of Clause 49 of the Listing Agreement entered with the Stock Exchanges, liable to retire by rotation, and subsequently classified/appointed as an Independent Director within the meaning of the provisions of Section 149 of the Companies Act, 2013, by the Board of Directors of the Company at their meeting held on 14th August, 2014 to comply with the requirements of Companies Act, 2013 and Rules made thereunder, to hold office upto a term of five consecutive years from 14th August, 2014, and in respect of whom the Company has also received a notice in writing from a member under Section 160 of the Companies Act, 2013, signifying its intention to propose candidature of Mr. Avinash H. Malpani for the office of Director of the Company, be and is hereby confirmed/appointed as an Independent Director to hold office upto a term of five consecutive years from 14th August, 2014, not liable to retire by rotation."

4. **APPOINTMENT/CONFIRMATION OF MR. NAVEEN B. MANDHANA (DIN: 01222013) AS AN INDEPENDENT DIRECTOR NOT LIABLE TO RETIRE BY ROTATION:**

The Chairman informed the members of Company that in terms of the provisions of Section 149, 152 and such other provisions of the Companies Act, 2013 (the "Act") and the Rules made there under, read with Schedule IV to the Act, every listed company shall have atleast 1/3rd of the total number of Directors as an Independent Directors. Therefore to comply with the provisions of the Act, the Board of Directors of the Company at its meeting held on 14th August, 2014, have made to continue appointment of Mr. Naveen B. Mandhana as an Independent Director to hold office upto a term of five consecutive years from 14th August, 2014, not liable to retire by rotation.

He further informed that Mr. Naveen B. Mandhana is an Engineer and has more than 3 decades of experience in the fields of manufacturing, technical, finance and marketing and his appointment if made, will prove to be beneficial for the development and growth of the Company.

Mr. B. B. Pisal (Folio No. 1201330000032686), Member of the Company proposed the following motion as an **ORDINARY RESOLUTION**, which was seconded by Mr. Suresh Salunke, (DP ID IN300450/Client ID 80329557), Member of the Company:

"**RESOLVED THAT** pursuant to the provisions of Section 149, 152 and all other applicable provisions of the Companies Act, 2013 and the Rules made thereunder read with Schedule IV to the Companies Act, 2013, Mr. Naveen B. Mandhana (DIN: 01222013), Director of the Company, who was originally appointed by the shareholders as an Independent Director within the meaning of Clause 49 of the Listing Agreement entered with the Stock Exchanges, liable to retire by rotation, and subsequently classified/appointed as an Independent Director within the meaning of the provisions of Section 149 of the Companies Act, 2013, by the Board of Directors of the Company at their meeting held on 14th August, 2014 to comply with the requirements of Companies Act, 2013 and Rules made thereunder, to hold office upto a term of five consecutive years from 14th August, 2014, and in respect of whom the Company has also received a notice in writing from a member under Section 160 of the Companies Act, 2013, signifying its intention to propose candidature of Mr. Naveen B. Mandhana for the office of Director of the Company, be and is hereby confirmed/appointed as an Independent Director to hold office upto a term of five consecutive years from 14th August, 2014, not liable to retire by rotation."

5. **APPOINTMENT OF MRS. GAYATHRI R. GIRISH (DIN: 07145426) AS THE DIRECTOR OF THE COMPANY LIABLE TO RETIRE BY ROTATION:**

The Chairman informed the members of the Company that, as per the provisions of Section 149 of the Companies Act, 2013, and Rules made there under, every listed company shall have at least one woman director on the board of the company. In order to comply with the requirements of the said provisions, the Board of Directors had appointed Mrs. Gayathri R. Girish as an Additional Director on 31st March, 2015. In terms of the provisions of Section 161 of the Companies Act, 2013, Mrs. Gayathri R. Girish holds office upto the date of ensuing Annual General Meeting.

Further, he informed that Mrs. Gayathri R. Girish is a commerce graduate and a Company Secretary in Whole-time Practice and keeping in view her vast professional experience proposed her appointment as a Director, liable to retire by rotation.

Mr. M. S. Munot (Folio No. 1302190000022729), Member of the Company proposed the following motion as an **ORDINARY RESOLUTION**, which was seconded by Mr. D. A. Mulay (Folio No. 1201130000512426), Member of the Company:

"**RESOLVED THAT** pursuant to the provisions of Section 149, 152, 160 of the Companies Act, 2013 and the Rules made thereunder, as amended, including any statutory modification(s) or any substitution or any re-enactment thereof for the time being in force and Clause 49 of the Listing Agreement, Mrs. Gayathri R. Girish (DIN: 07145426), who was appointed as an Additional Director on the Board on 31st March, 2015, and

who holds office upto the date of this Annual General Meeting and being eligible for appointment as a Director and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013, from a member signifying its intention to propose her candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

6. RATIFICATION OF PAYMENT OF REMUNERATION TO COST AUDITOR OF THE COMPANY:

The Chairman informed the members of the Company that, the Board of Directors of the Company on the recommendation of the Audit Committee, had approved the appointment of Mr. Jayant B. Galande, Cost Accountant in Whole-Time Practice, Aurangabad, (Membership No. 5255) as the Cost Auditor of the Company to conduct the Audit of the Cost Accounting Records, maintained by the Company for the financial year commencing on 1st January, 2015 and ending on 31st December, 2015.

Further he informed that, in accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit & Auditors) Rules, 2014, the remuneration payable to the Cost Auditor has to be ratified by the Members of the Company. Accordingly, he proposed to the members to ratify the remuneration amounting to Rs. 75,000/- (Rupees Seventy Five Thousand Only) plus applicable service tax and out of pocket expenses payable to Mr. Jayant B. Galande for financial year ending on 31st December, 2015.

Mr. Sanjay Gandhi (Folio No. 1302190000019207), Member of the Company proposed the following motion as an **ORDINARY RESOLUTION**, which was seconded by Mr. Sushil Pansare (DP ID IN300513/Client ID 22118674), Member of the Company:

"**RESOLVED THAT** pursuant to Section 148 of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the Company hereby ratifies payment of remuneration of Rs. 75,000/- (Rupees Seventy Five Thousand Only) to Mr. Jayant B. Galande, Cost Accountant in Whole-Time Practice, Aurangabad, (Membership No. 5255), for conducting Audit of Cost Accounting Records maintained by the Company in respect of Machinery and Mechanical Appliances for the financial year ending on 31st December, 2015."

Since, all the businesses mentioned in the Notice were discussed the Chairman requested Mrs. Kanchan Kakade, the Scrutinizer to circulate the Ballot Papers to the Members present, who had not voted through electronic mode and conduct the voting as per provisions of the Companies Act, 2013.

Mrs. Kanchan Kakade, the Scrutinizer, explained the detailed procedure for voting through Ballot. Further, she requested the Company Secretary of the Company to circulate the Ballot Papers to such Members present at the Meeting, who had not casted their vote electronically earlier.

She requested the Members to cast their votes on the Ballot Papers provided for the business items as discussed in the Meeting and put their Ballot Papers in the Ballot Box.

Further, she informed the Members that the results of the same will be declared after combining the votes casted electronically and through Ballot.

On completion of the voting by Ballot, Mrs. Kanchan Kakade, counted the votes casted by Ballot at the Meeting and thereafter votes casted through remote e-voting votes were unblocked in the presence of Mr. V. G. Shilvant and Mr. Ganesh Kakani, who were not in the employment of the Company, in the manner provided in the Rules.

Thereafter, Mrs. Kanchan Kakade submitted the combined scrutiny report to the Chairman.

The Chairman in consideration to the scrutiny report received from Mrs. Kanchan Kakade, Scrutinizer, declared the results:

Resolution 1

Ordinary Resolution pursuant to the provisions of Section 129 of the Companies Act, 2013, and the Rules made there under, to consider and adopt the Audited Statement of Profit and Loss for the financial year ended on 31st December, 2014 and the Audited Balance Sheet as at that date together with the Cash Flow Statement, Reports of the Board of Directors and Auditors thereon.

Mode of Voting	Total number of votes cast	Votes in favour of the resolution		Votes against the resolution		Invalid votes
		Nos.	% of total number of valid votes cast	Nos.	% of total number of valid votes cast	
Remote E-Voting	1,84,01,268	1,83,99,468	99.39	1,800	0.01	Nil
Voting by Ballot	1,11393	1,11,393	0.60	0	0.00	Nil

Total	**1,85,12,661**	**1,85,10,861**	**99.99**	**1,800**	**0.01**	**Nil**

Resolution 2

Ordinary Resolution pursuant to the provisions of Section 139, 142 of the Companies Act, 2013, and the Rules made there under, to ratify appointment of Statutory Auditors of the Company and fix their remuneration.

Mode of Voting	Total number of votes cast	Votes in favour of the resolution		Votes against the resolution		Invalid votes
		Nos.	% of total number of valid votes cast	Nos.	% of total number of valid votes cast	
Remote E-Voting	1,84,01,268	1,83,99,468	99.39	1,800	0.01	Nil
Voting by Ballot	1,11393	1,11,393	0.60	0	0.00	Nil
Total	**1,85,12,661**	**1,85,10,861**	**99.99**	**1,800**	**0.01**	**Nil**

Resolution 3

Ordinary Resolution pursuant to the provisions of Section 149, 152 of the Companies Act, 2013, and the Rules made there under to confirm/appoint Mr. Avinash H. Malpani (DIN: 00279976), as an Independent Director to hold office upto a term of five consecutive years from 14th August, 2014, not liable to retire by rotation.

Mode of Voting	Total number of votes cast	Votes in favour of the resolution		Votes against the resolution		Invalid votes
		Nos.	% of total number of valid votes cast	Nos.	% of total number of valid votes cast	

Remote E-Voting	1,84,01,268	1,83,99,468	99.39	1,800	0.01	Nil
Voting by Ballot	1,11393	1,11,393	0.60	0	0.00	Nil
Total	**1,85,12,661**	**1,85,10,861**	**99.99**	**1,800**	**0.01**	**Nil**

Resolution 4

Ordinary Resolution pursuant to the provisions of Section 149, 152 of the Companies Act, 2013, and the Rules made there under to confirm/appoint Mr. Naveen B. Mandhana (DIN: 01222013), as an Independent Director to hold office upto a term of five consecutive years from 14th August, 2014, not liable to retire by rotation.

Mode of Voting	Total number of votes cast	Votes in favour of the resolution		Votes against the resolution		Invalid votes
		Nos.	% of total number of valid votes cast	Nos.	% of total number of valid votes cast	
Remote E-Voting	1,84,01,268	1,83,99,468	99.39	1,800	0.01	Nil
Voting by Ballot	1,11393	1,11,393	0.60	0	0.00	Nil
Total	**1,85,12,661**	**1,85,10,861**	**99.99**	**1,800**	**0.01**	**Nil**

Resolution 5

Ordinary Resolution pursuant to the provisions of Section 149, 152, 160 of the Companies Act, 2013, and the Rules made there under, to appoint Mrs. Gayathri Girish (DIN: 07145426), as a Director, liable to retire by rotation.

Mode of Voting	Total number of votes cast	Votes in favour of the resolution		Votes against the resolution		Invalid votes
		Nos.	% of total number of valid votes cast	Nos.	% of total number of valid votes cast	
Remote E-Voting	1,84,01,268	1,83,99,468	99.39	1,800	0.01	Nil
Voting by Ballot	1,11393	1,11,393	0.60	0	0.00	Nil
Total	**1,85,12,661**	**1,85,10,861**	**99.99**	**1,800**	**0.01**	**Nil**

Resolution 6

Ordinary Resolution pursuant to the provisions of Section 148 of the Companies Act, 2013, and the Rules made there under to ratify payment of remuneration of Mr. Jayant B. Galande, Cost Accountant in Whole-Time Practice, for the financial year ending on 31st December, 2015.

Mode of Voting	Total number of votes cast	Votes in favour of the resolution		Votes against the resolution		Invalid votes
		Nos.	% of total number of valid votes cast	Nos.	% of total number of valid votes cast	

Remote E-Voting	1,84,01,268	1,83,99,468	99.39	1,800	0.01	Nil
Voting by Ballot	1,11393	1,11,393	0.60	0	0.00	Nil
Total	**1,85,12,661**	**1,85,10,861**	**99.99**	**1,800**	**0.01**	**Nil**

Based on the voting results, the Chairman declared that all the resolutions were passed with requisite majority.

The Chairman thanked the scrutinizer for conducting the voting in fair and transparent manner.

7. <u>VOTE OF THANKS:</u>

There being no other business to transact, the Meeting was concluded with a vote of thanks to the Chair.

PLACE: 20th July, 2015
DATE: Ahmednagar

Sd/-
CHAIRMAN

CERTIFIED TRUE COPY
Value Industries Ltd.
Company Secretary