

MINUTES OF THE 12TH ANNUAL GENERAL MEETING OF BHAGWATI BANQUETS AND HOTELS LIMITED HELD AT "SINDHU BHAVAN", PLOT NO- 173, 100 FEET RING ROAD, S.G.HIGHWAY, JUDGES BUNGALOW CROSS ROAD, BODAKDEV, AHMEDABAD-380 054, ON 30TH DAY OF SEPTEMBER, 2011 AT 10:30 A.M.

DIRECTORS PRESENT :-

1. Mr. Narendra Somani - Chairman and Managing Director
2. Mr. Devanand Somani - Whole time Director
3. Mr. Hemant Somani - Whole time Director
4. Mr. Ramesh Motiani - Whole time Director
5. Mr. Bakul Parikh - Director
6. Mr. Rajratan Singhvi - Director
7. Mr. Ganesh K. - Director

IN ATTENDANCE:

- | | |
|--------------------------|-------------------------|
| 1. Mr. Sandip Pandya | Company Secretary |
| 2. Mr. Vishal Palkhiwala | Chief Financial Officer |

SHAREHOLDERS PRESENT

42 Shareholders were present in person as detailed in attendance register and 19 shareholders were represented by valid proxies.

WELCOME ADDRESS AND INTRODUCTION OF BOARD OF DIRECTORS

Mr. Sandip Pandya, Company Secretary, on behalf of the Board of Directors of the company extended a warm welcome to the shareholders, Members of the Board, representative of Bodies Corporate and Proxy Members to the Annual General Meeting.

He also briefly introduced the Directors present on the dais and requested Mr. Narendra G. Somani, Chairman & Managing Director to occupy the chair.

CONFIRMATION OF QUORUM:

Mr. Narendra Somani, Chairman of the Meeting announced that the quorum for meeting was present and called the meeting in order.

He also declared that company had received 19 valid proxies from the various shareholders of the company holding 7093952 shares of the company forming 24.22% share in the paid up capital of the company.


Chairman's Initial

He further informed that all the Statutory Registers required to be placed before the Meeting are available for inspection by the Members of the Company.

CHAIRMAN'S SPEECH

Proceeding further, Mr. Narendra Somani, Chairman & Managing Director of the Company has delivered the chairman's speech, briefing the current working and future planning of the Company. He also informed the members about Commencement of project of five star hotel property at Surat, which was appreciated by the all attending the Meeting.

The Chairman than preceded with the formal business of the Meeting and he instructed Company Secretary to read out the notice conveying Annual General Meeting, which was taken as read with the consent of all shareholders.

ORDINARY BUSINESS(S)

1. **ADOPTION OF AUDITED ANNUAL ACCOUNTS FOR THE FINANCIAL YEAR ENDED AS ON 31st MARCH, 2011 ALONG WITH AUDITOR'S REPORT AND DIRECTORS' REPORT:**

The Chairman requested the shareholders to receive, consider and adopt the Audited balance sheet as at 31st March, the profit and loss account for the year ended as on that date, together with reports of the Board of Directors and Auditors thereon.

He then moved the following resolution which was proposed by Mr. Atul Pasawala (Folio / DP ID IN30164510071888).

"RESOLVED THAT the Audited Balance sheet of the Company for the year ended 31st March, 2011 & Profit & Loss A/C for the year ended on that date, Auditor's Report, and Director's Report alongwith Corporate Governance Report, Management Discussion & Analysis Report as laid before the meeting be and hereby Approved, Adopted and confirmed by the Members of the Company."

The same was seconded by Mr. Bijaykrishna Ray (Folio /DP ID IN30233210028205)

On being put to vote, the resolution was passed unanimously by shareholders on show of hands.

2. **RE - APPOINTMENT OF MR. MANGHARAM SUMANI AS DIRECTOR:**

The Chairman moved the following resolution as an ordinary resolution relating to item no. 2 of the Notice regarding re-appointment of Mr. Mangharam Sumani as a Director of the Company:

The resolution was proposed by Mr. Dinesh T. Patel (Folio / DP ID IN30097411433625)

"RESOLVED THAT pursuant to Section 256 of the Companies Act, 1956 Mr. Mangharam Sumani, Director of the Company hereby liable to rotate by rotation, retires hereby and being eligible, offers himself for re-appointment as Director of the Company subject to approval of Members on such terms and conditions as decided by Board of Directors from time to time."

The same was seconded by Mr. Mayank C. Modi (Folio / DP ID IN30115126598531)

On being put to vote, the said resolution was passed unanimously by shareholders on show of hands.

3. **RE-APPOINTMENT OF MR. RAJ RATAN SINGHVI AS DIRECTOR:**

The Chairman moved the following resolution as an ordinary resolution relating to item no 3 of the Notice regarding re-appointment of Mr. Raj Ratan Singhvi as a Director of the Company :

The resolution was proposed by Mr. Mahendra B. Desai (Folio / DP ID IN30098210368183)

" RESOLVED THAT pursuant to Section 256 of the Companies Act, 1956 Mr. Raj Ratan Singhvi , Director of the Company hereby liable to rotate by rotation, retires hereby and being eligible, offers himself for re-appointment as Director of the Company subject to approval of Members. on such terms and conditions as decided by Board of Directors from time to time."

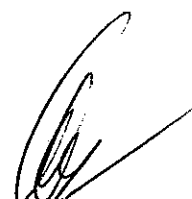
The same was seconded by Mr. Umesh Ved (Folio / DP ID IN30034310045021)

On being put to vote, the said resolution was passed unanimously by shareholders on show of hands.

4. **DECLARATION OF DIVIDEND FOR THE FINANCIAL YEAR 2010-2011**

The Chairman moved the following resolution as Ordinary Resolution mentioned in item no. 4 relating to declare the Dividend for the financial year ended on 31st March, 2011.

The resolution was proposed by Mr. Surindernath Jairath (Folio / DP ID IN30133017972156)


Chairman's Initial

"RESOLVED THAT the pursuant to recommendation of the directors in respect of declaration of dividends out of the current profits or out of accumulated profits / reserves of the Company for the year ended 31st March, 2011, are payable to those shareholders whose names appear in the Company's register of Members on end of working hours as on 23rd September, 2011 at the rate of 10% i.e. ₹ 1 /- (per share) be and is hereby approved and adopted."

The same was seconded by Mr. Atul Pasawala (Folio/ DP ID IN30164510071888)

On being put to vote, the said resolution was passed unanimously by shareholders on show of hands.

5. **RE-APPOINTMENT OF M/S O.P.BHANDARI & CO., AS STATUTORY AUDITORS OF THE COMPANY**

The next item of agenda for consideration was regarding appointment of auditors of the Company and to fix their remuneration.

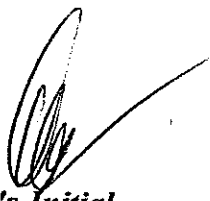
The resolution was proposed by Mr. Vinubhai D. Paghadal (Folio/DP ID 1203380000111531)

"RESOLVED THAT pursuant to Section 224 of the Companies Act, 1956 and other applicable provisions , if any, M/S O.P. BANDARI & CO. Chartered Accountants, Ahmedabad appointed as auditors of the company, whose term expires as auditor of the company hereby offers himself for re-appointment as Auditors of the Company for the Financial Year 2011-2012 at such remuneration as fixed by the Board of Directors."

The same was seconded by Mrs. Jayshreeben V. Paghadal (Folio/DP ID 1203380000111525)

On being put to vote, the said resolution was passed unanimously by the shareholders on show of hands.

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6. **TO INCREASE IN BORROWING CAPACITY FROM ₹ 150 CRORES TO ₹ 250 CRORES:**

The Chairman informed the Members that with a view to meet various day to day expenses as well as capital expenditures for new project, and also smooth functioning of the company approval from the shareholders is required for borrowings, the Chairman put the following resolution.

The resolution was proposed by Mr. Atul Pasawala (Folio / DP ID IN30164510071888).

“RESOLVED THAT pursuant to provisions of Section 293(1)(d) and other applicable provisions, if any, of the Companies Act, 1956 and Article 82 of Articles of Association of the Company, approval of share holders be and is here by accorded to the Board of Directors for raising borrowing through loans, Credit, other financial facilities etc. from the existing limit of ₹150 Crores to ₹ 250 Crores from banks, financial institutions and other sources from time to time for the purpose of financing working capital requirement and also for the purpose of various capital expenditure or other requirement of the Company both for capital and revenue nature, notwithstanding that the moneys to be borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business), will exceed the aggregate paid up capital and its free reserves, that is to say reserves not set apart for any specific purposes.”

The same was seconded by Mr. Mahesh R. Panchal (Folio/DP ID IN30246110180549).

On being put to vote, the said resolution was passed by the shareholders unanimously on show of hands.

7. **APPROVAL FOR CREATING CHARGE OVER ASSETS OF THE COMPANY:**

The Next item of agenda was Approval of shareholders to create the charge over assets of the Company. The Chairman moved the following resolution as an Ordinary Resolution.

The resolution was proposed by Mr. Atul Parikh (Folio / DP ID IN30034310177362)

“RESOLVED THAT approval of the shareholders be and is hereby accorded to the Board of Directors of the Company in terms of section 293 (1) (a) and all other applicable provisions, if any, of the Companies act, 1956 and such other approval as may be necessary to mortgage and /or to create charge in addition to the mortgage / charges created by the Company. In such form and manner and with such ranking and at such time and on such other terms and conditions as the board may determine, on


Chairman's Initial

all or any of the movable/ immovable property of the Company, both present and future and all or any part of undertaking(s) of the Company together with the power to take over the management of the business and concern of the Company in certain event of default, in favor of the lender(s), agent(s) for securing the borrowings of the company availed / to be availed by way of loan(s), from time to time , subject to the approval under section 293 (1) (d) of the Companies act, 1956, together with interest at the respective agreed rates, additional interest, charges, commitment charges, liquidated damages, compounded interest and all other costs as a result of devaluation / revaluation / fluctuation in rates of exchange and all other moneys payable by the Company in terms of loan agreement(s) / trust deed or any other documents entered into / to be entered into between the Company and lender(s), agent(s) etc. in respect to the said borrowing or loans / bonds or other securities agreed between the board of Directors or committee thereof and the lender(s) / agent(s) etc.”

“RESOLVED FURTHER THAT for the purpose of giving affect to the above resolutions, the Board of Directors/ Committee of the Board or the officers of the authorised by them be and are hereby authorised to finalize, settle and execute such documents / deeds / writings papers / agreements as may be required and to do all such other acts, deeds, matters and things, as it in absolute discretion deem necessary that may arise with regards to borrowings and loans and creating mortgage/charges as aforesaid”

The resolution was seconded by Mr. Umesh Ved (Folio / DP ID IN30034310045021)

After Discussion and deliberation the aforesaid resolution was passed as an ordinary resolution on show of hands.

Thereafter the Chairman invited queries, if any from the shareholders in connection with operations or relating accounts of the Company and in any other matter in connection with working of the Company. And queries were resolved to the satisfaction of the shareholders.

VOTE OF THANKS:

The Chairman announced the completion of the formal business of the 12th Annual General Meeting and thanked to all the attendees of the meeting for their participation in the meeting. The Chairman thanked all the shareholders for their contribution in putting Company in such a fabulous position.

The Meeting concluded with a vote of thanks to the chair.

Date : 10/10/2011

Place : Ahmcdabad


Narendra Somani
Chairman