

HELD AT _____ ON _____ TIME _____

MINUTES OF THE THIRD ANNUAL GENERAL MEETING OF THE MEMBERS OF BF INVESTMENT LIMITED HELD ON SATURDAY, THE 28TH DAY OF JULY, 2012 AT 3.30 P. M. AT KALYANI STEELS LIMITED AT MUNDHWA, PUNE - 411 036.

PRESENT :

- | | | |
|----|--------------------|---|
| 1. | MR. A. B. KALYANI | DIRECTOR, MEMBER & CHAIRMAN FOR THE MEETING |
| 2. | MR. B. B. HATTARKI | DIRECTOR |
| 3. | MR. M. U. TAKALE | DIRECTOR |

and 29 Members as recorded in the Attendance Register.

In attendance :

Mr. S. R. Kshirsagar, Company Secretary.

Mr. B. B. Hattarki commenced the proceedings of the meeting. He informed the Meeting that Mr. B. N. Kalyani, Chairman of the Company, is not attending the 3rd Annual General Meeting since he is travelling. He therefore, requested Mr. A. B. Kalyani, Director to chair the 3rd Annual General Meeting.

Mr. A. B. Kalyani then chaired the meeting. The Chairman ascertained and declared that there is a requisite quorum. He thereupon commenced the proceedings of the Meeting.

At the outset the Chairman welcomed the Members and thanked them for sparing their valuable time and making it convenient to attend the Meeting.

The Directors' Report and Audited Statement of Accounts, Auditors' Report, the Proxy Register and Proxies and the Register of Directors' Shareholdings were laid on the table for inspection of the Members.

The Notice dated 19th May, 2012 convening the Meeting was taken as read with the unanimous consent of the Members present.

The Chairman then read out his speech.

The Company Secretary then read out the Auditors' Report dated 19th May, 2012 to the Members of the Company on the Company's Accounts for the year ended on 31st March, 2012.

The Chairman then invited the attention of the Members to the Directors' Report, Audited Balance Sheet as at 31st March, 2012 and the Profit and Loss Account for the year ended 31st March, 2012 which were already circulated.

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The Chairman thereupon invited Questions from the Members.

The shareholders asked questions on the operations of the Company. The chairman explained all these queries in details.

The Chairman then moved towards the first resolution for adoption of accounts of the Company for the year ended 31st March, 2012.

1. ADOPTION OF ACCOUNTS FOR THE YEAR ENDED 31ST MARCH, 2012:

"RESOLVED THAT THE BALANCE SHEET AS AT 31ST MARCH, 2012 AND THE PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED ON 31ST MARCH, 2012 AND THE DIRECTORS' REPORT AND AUDITORS' REPORT THEREON BE AND THE SAME ARE HEREBY APPROVED AND ADOPTED."

Mr. S. M. Doijad, a Member of the Company, seconded.

The resolution when put to vote was carried unanimously.

2. RE-APPOINTMENT OF MR. B. B. HATTARKI AS A DIRECTOR :

Mr. R. V. Bonagir, a Member of the Company, proposed and moved the following ORDINARY RESOLUTION :

"RESOLVED THAT MR. B. B. HATTARKI, DIRECTOR OF THE COMPANY, WHO RETIRES BY ROTATION, BUT BEING ELIGIBLE, BE AND IS HEREBY RE-APPOINTED AS A DIRECTOR OF THE COMPANY."

Mr. V. R. Godbole, a Member of the Company, seconded.

The resolution when put to vote was carried unanimously.


3. RE-APPOINTMENT OF MR. M. U. TAKALE AS A DIRECTOR :

Mr. R. V. Bonagir, a Member of the Company, proposed and moved the following ORDINARY RESOLUTION :

"RESOLVED THAT MR. M. U. TAKALE, DIRECTOR OF THE COMPANY, WHO RETIRES BY ROTATION, BUT BEING ELIGIBLE, BE AND IS HEREBY RE-APPOINTED AS A DIRECTOR OF THE COMPANY."

Mr. H. D. Karandikar, a Member of the Company, seconded.

The resolution when put to vote was carried unanimously.


CHAIRMAN'S INITIALS

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4. RE-APPOINTMENT OF PRASHANT V. DEO AS COMPANY'S AUDITORS :

Mr. R. S. Pawar, a Member of the Company, proposed and moved the following ORDINARY RESOLUTION :

"RESOLVED THAT THE COMPANY'S AUDITOR, PRASHANT V. DEO, CHARTERED ACCOUNTANT, (REGISTRATION NO.041609) BE AND IS HEREBY RE-APPOINTED AS AUDITOR OF THE COMPANY TO HOLD OFFICE FROM THE CONCLUSION OF THIS MEETING UNTIL THE CONCLUSION OF THE NEXT ANNUAL GENERAL MEETING OF THE COMPANY AND THAT THE BOARD OF DIRECTORS BE AND IS HEREBY AUTHORISED TO FIX AUDITORS' REMUNERATION FOR THE PERIOD."

Mr. S. M. Doijad, a Member of the Company, seconded.

The resolution when put to vote was carried unanimously.

The Meeting concluded with a vote of thanks to the Chair proposed by Mr. S.R. Kshirsagar.


CHAIRMAN
FOR THE MEETING

09/08/2012