

# MINUTES BOOK

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**BHAGYANAGAR FOODS AND BEVERAGES LIMITED**  
REGD. OFFICE: 5<sup>TH</sup> FLOOR, SURYA TOWERS,  
S.P. ROAD, SECUNDERABAD - 500 003

MINUTES OF THE FIRST MEETING OF THE BOARD OF DIRECTORS OF BHAGYANAGAR FOODS AND BEVERAGES LIMITED HELD ON 3<sup>RD</sup> OCTOBER, 2007 AT 10.00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY AT 5<sup>TH</sup> FLOOR, SURYA TOWERS, S.P. ROAD, SECUNDERABAD - 500 003

## DIRECTORS PRESENT:

- 01. SHRI DEVENDRA SURANA - DIRECTOR
- 02. SHRI NARENDER SURANA - DIRECTOR
- 03. SHRI G.M. SURANA - DIRECTOR

## 01. APPOINTMENT OF CHAIRMAN:

Shri Dcevendra Surana, who is one of the Directors on the Board, was unanimously elected as Chairman of the meeting. Accordingly the Board after due deliberations passed the following resolution:

"RESOLVED THAT pursuant to the Companies Act 1956 and other applicable provisions if any, Shri Narender Surana, Director of the Company be and is here by unanimously elected as Chairman of the Meeting and every subsequent Board and General Meetings of the Company until other wise decided."

## 02. TAKE NOTE OF CERTIFICATE OF INCORPORATION & MEMORANDUM AND ARTICLES OF ASSOCIATION:

The Certificate of Incorporation No:055759 with U15549AP2007PTC055759 of 2007-2008 dated 3<sup>rd</sup> October, 2007 issued by the Registrar of Companies, Andhra Pradesh, Hyderabad and the copy of the Memorandum and Articles of Association of the Company as registered by the Registrar of Companies were placed before the Board. The Board noted the same and authorized Shri Devendra Surana, Director of the Company to keep the same in safe custody.

## 03. CONSTITUTION OF BOARD OF DIRECTORS:

The Chairman informed the meeting that the following Directors, will constitute the Board of Directors of the Company, pursuant to Article 53 of the Articles of Association of the Company and will be vested with powers of management of the Company:

- 1. Shri G.M. Surana
- 2. Shri Narender Surana
- 3. Shri Devendra Surana

## 04. FIXATION OF FINANCIAL YEAR OF THE COMPANY:

On the suggestion of Shri Devendra Surana, Director, the Board of Directors decided that the financial year of the Company be fixed from 1<sup>st</sup> April to 31<sup>st</sup> March and first financial year of the Company may start with from the date of incorporation of the Company i.e. 03<sup>rd</sup> October, 2007 and end on 31<sup>st</sup> March 2008 (Both days Inclusive).

CHAIRMAN'S INITIALS

*MSurana*

# MINUTES BOOK

## 05. SITUATION OF REGISTERED OFFICE OF THE COMPANY:

"RESOLVED THAT the Registered Office of the Company situated at 5<sup>th</sup> Floor, Surya Towers, S.P. Road, Secunderabad - 500 003, Andhra Pradesh, and the notice of the situation of such Registered Office, in this regard filed with the Registrar of Companies, Andhra Pradesh in Form No.18, pursuant to Section 146 of the Companies Act, 1956 be and is hereby noted .

RESOLVED FURTHER THAT a name plate or Board be affixed at the Registered Office and that the Company's name and address of the Registered Office be used or mentioned in legible characters in all business letters, in all its bill heads and letter heads and in all its notices and other official publications etc., pursuant to Section 147 of the Companies Act, 1956."

## 06. ADOPTION OF COMMON SEAL OF THE COMPANY:

The Chairman informed the Board that a Common Seal has been prepared and placed the same before the Board. The Board after a brief discussion passed the following resolution:

"RESOLVED THAT the seal, as per impression affixed in the margin of the minutes as initialled by the Chairman and produced at this meeting, be and is hereby approved and adopted as the Common Seal of the Company and the same be kept in the safe custody of Shri Devendra Surana, Director of the Company."

## 07. PROCEDURE FOR RECORDING THE MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS AND GENERAL BODY MEETINGS:

The Board approved the procedures laid down under section 193 of the Companies Act 1956, for recording the minutes of the meeting of the Board of Directors and those of General Body. It was also decided that the minutes be kept in bound loose-leaf minutes book duly typed, serially numbered and initialled by the chairman of the meeting and thereafter passed the following Resolution:

"RESOLVED THAT the proceedings of the minutes of meetings of the Board of Directors and the shareholders of the Company be kept in separate loose-leaf binders with locking device consecutively numbered and initialled/signed and dated by the Chairman of the same meeting within thirty days from the conclusion of every such meeting concerned or the Chairman of the next succeeding meeting (only in the case of a Board meetings) and maintained in due compliance with Companies Act, 1956 and rules, regulations, orders, notifications issued there under."

## 08. APPOINTMENT OF FIRST AUDITORS:

The Chairman informed the Board of Directors that the Auditors of the Company are required to be appointed within one month of incorporation of the Company as per the provisions of the Companies Act, 1956. He further suggested that M/s Sekhar & Co., Chartered Accountants be appointed as the first Auditors of the Company. The consent letter to get appointed as the first Auditors of the Company from M/s Sekhar & co. was placed before the Board. The Board after due deliberation passed the following resolution:

"RESOLVED THAT M/s Sekhar & Co., Chartered Accountants, 133/4, R.P.Road, Secunderabad 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

CHAIRMAN'S INITIALS

*M. Surana*

# MINUTES BOOK

decided by the Board of Directors in consultation with the Auditors."

## 09. OPENING OF BANK A/C WITH HDFC BANK LIMITED, HYDERABAD:

The Chairman informed the Board that it is required to open a Bank Account for the Company. The Board after some discussion passed the following resolution:

"RESOLVED THAT a Bank Account be opened by the Company with HDFC Bank Limited, Hyderabad in the name and style of "BHAGYANAGAR FOODS AND BEVERAGES LIMITED" and that the said account be operated severally by Shri Devendra Surana, Director of the Company and that the said Bank be and is hereby requested to honour Cheques, Bills of Exchange and Promissory Notes drawn, accepted or made by the said Director, and to act on any instructions so given relating to the account, whether the same be overdrawn or not or relating to the transactions of the Company."

## 10. ISSUING OF SHARE CERTIFICATES:

A specimen Share certificate was placed before the Board. The Board approved the Share certificate of the Company and authorised Shri Devendra Surana, Director of the Company to get share certificates printed as per the specimen approved by the Board.

## 11. BOOKS AND REGISTERS:

The Board authorised Shri. Devendra Surana to purchase the necessary Books, Records, Registers and other necessary stationery for the Company's business.

## 12. ALLOTMENT OF SHARES TO THE SIGNATORIES OF THE MEMORANDUM"

The Chairman informed the members of the Board that the signatories to the memorandum having paid the share application money, be allotted the shares agreed to be taken by them. The Board after due deliberations resolved as under:

"RESOLVED THAT the signatories to the Memorandum of Association of the Company be and are hereby allotted 50000 equity shares of Rs.10/-each, as detailed below:

S.No.	Name of the Subscriber	No. of Shares
	M/s. Bhagyanagar India Limited	49940
	Shri G.M. Surana	10
	Shri Narender Surana	10
	Shri Devendra Surana	10
	Shri Sunita Surana	10
6.	Shri Namrata Surana	10
7.	Shri Manish Surana	10
<b>Total number of Shares</b>		<b>50000</b>

RESOLVED FURTHER THAT the Share certificates of the Company be issued to the respective members as stated above under the Common Seal of the Company to be affixed in presence of any two Directors and the authorised person who shall also sign the Share Certificates".

CHAIRMAN'S INITIALS

*MS*

# MINUTES BOOK

## 13. PRELIMINARY EXPENSES:

A Statement of Preliminary expenses incurred/ to be incurred by M/s Bhagyanagar Foods and Beverages Limited was placed on the table and was approved by the Board by passing the following resolution:

"RESOLVED THAT the preliminary expenses amounting to Rs. 1,08,000/- (Rupees One Lakh Eight Thousand only) incurred/to be incurred by M/s Bhagyanagar Foods and Beverages Limited in connection with the incorporation of the Company, as per the statement submitted to this meeting, be and are hereby ratified.

## 14. FILING OF STATUTORY FORMS:

Shri Devendra Surana, Director of the Company was directed to file with the appropriate authorities statutory forms and documents within stipulated time under the Companies Act 1956 and to make necessary entries there on.

## 15. APPLICATION FOR PAN:

The Chairman informed the Board that the Company is required to make an application for obtaining Permanent Account Number (PAN) with Income Tax Authority. In this connection the Board after a brief discussion passed the following resolution:

"RESOLVED THAT the Company do make an application to Income Tax Authority for obtaining Permanent Account Number and that Shri Lakshman Raju or Shri Devendra Surana, Directors of the Company be and are hereby severally authorised to sign the application Form and such other documents as may be required in this connection."

RESOLVED FURTHER THAT a certified true copy of the above resolution, signed by any of the Directors of the Company, be furnished to the appropriate authorities for they being acted upon"

## 16. AUTHORISATION TO BORROW MONEYS OTHERWISE THAN BY DEBENTURES UNDER SECTION 292(1)(c):

The Chairman informed the Board that to meet the financial requirements of the Company, it is required to borrow money by the Company from various sources such as Bankers, Financial Institutions, other Corporate Bodies etc., from time to time. The Board after brief discussions passed the following resolution:

"RESOLVED THAT the Company do hereby borrow money otherwise than on debentures from time to time, as and when required, any sum or sums of money on such security and on such terms and conditions as the Board may deem fit.

FURTHER RESOLVED THAT Shri Devendra Surana, Director of the Company is authorised to borrow such sum or sums of money from time to time as and when required by the Company, negotiate and finalize the terms and conditions of borrowing and to do all such acts and things as may be necessary in connection there with and ancillary and incidental thereto."

CHAIRMAN'S INITIALS

*MS Surana*

# MINUTES BOOK

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CHAIRMAN'S INITIALS

**BHAGYANAGAR FOODS AND BEVERAGES LIMITED**  
REGD. OFFICE: 5<sup>TH</sup> FLOOR, SURYA TOWERS,  
S.P. ROAD, SECUNDERABAD - 500 003

**MINUTES OF THE FIRST MEETING OF THE BOARD OF DIRECTORS OF BHAGYANAGAR FOODS AND BEVERAGES LIMITED HELD ON 3<sup>RD</sup> OCTOBER, 2007 AT 10.00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY AT 5<sup>TH</sup> FLOOR, SURYA TOWERS, S.P. ROAD, SECUNDERABAD - 500 003**

**DIRECTORS PRESENT:**

- |                          |            |
|--------------------------|------------|
| 01. SHRI DEVENDRA SURANA | - DIRECTOR |
| 02. SHRI NARENDER SURANA | - DIRECTOR |
| 03. SHRI G.M. SURANA     | - DIRECTOR |

**01. APPOINTMENT OF CHAIRMAN:**

Shri Devendra Surana, who is one of the Directors on the Board, was unanimously elected as Chairman of the meeting. Accordingly the Board after due deliberations passed the following resolution:

"RESOLVED THAT pursuant to the Companies Act 1956 and other applicable provisions if any, Shri Narendra Surana, Director of the Company be and is hereby unanimously elected as Chairman of the Meeting and every subsequent Board and General Meetings of the Company until other wise decided."

**02. TAKE NOTE OF CERTIFICATE OF INCORPORATION & MEMORANDUM AND ARTICLES OF ASSOCIATION:**

The Certificate of Incorporation No:055759 with U15549AP2007PTC055759 of 2007-2008 dated 3<sup>rd</sup> October, 2007 issued by the Registrar of Companies, Andhra Pradesh, Hyderabad and the copy of the Memorandum and Articles of Association of the Company as registered by the Registrar of Companies were placed before the Board. The Board noted the same and authorized Shri Devendra Surana, Director of the Company to keep the same in safe custody.

**03. CONSTITUTION OF BOARD OF DIRECTORS:**

The Chairman informed the meeting that the following Directors, will constitute the Board of Directors of the Company, pursuant to Article 53 of the Articles of Association of the Company and will be vested with powers of management of the Company:

1. Shri G.M. Surana
2. Shri Narendra Surana
3. Shri Devendra Surana

**04. FIXATION OF FINANCIAL YEAR OF THE COMPANY:**

On the suggestion of Shri Devendra Surana, Director, the Board of Directors decided that the financial year of the Company be fixed from 1<sup>st</sup> April to 31<sup>st</sup> March and first financial year of the Company may start with from the date of incorporation of the Company i.e. 03<sup>rd</sup> October, 2007 and end on 31<sup>st</sup> March 2008 (Both days Inclusive).

CHAIRMAN'S INITIALS

*MS Surana*

# MINUTES BOOK

## 05. SITUATION OF REGISTERED OFFICE OF THE COMPANY:

"RESOLVED THAT the Registered Office of the Company situated at 5<sup>th</sup> Floor, Surya Towers, S.P. Road, Secunderabad - 500 003, Andhra Pradesh, and the notice of the situation of such Registered Office, in this regard filed with the Registrar of Companies, Andhra Pradesh in Form No.18, pursuant to Section 146 of the Companies Act, 1956 be and is hereby noted .

RESOLVED FURTHER THAT a name plate or Board be affixed at the Registered Office and that the Company's name and address of the Registered Office be used or mentioned in legible characters in all business letters, in all its bill heads and letter heads and in all its notices and other official publications etc., pursuant to Section 147 of the Companies Act, 1956."

## 06. ADOPTION OF COMMON SEAL OF THE COMPANY:

The Chairman informed the Board that a Common Seal has been prepared and placed the same before the Board. The Board after a brief discussion passed the following resolution:

"RESOLVED THAT the seal, as per impression affixed in the margin of the minutes as initialled by the Chairman and produced at this meeting, be and is hereby approved and adopted as the Common Seal of the Company and the same be kept in the safe custody of Shri Devendra Surana, Director of the Company."

## 07. PROCEDURE FOR RECORDING THE MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS AND GENERAL BODY MEETINGS:

The Board approved the procedures laid down under section 193 of the Companies Act 1956, for recording the minutes of the meeting of the Board of Directors and those of General Body. It was also decided that the minutes be kept in bound loose-leaf minutes book duly typed, serially numbered and initialled by the chairman of the meeting and thereafter passed the following Resolution:

"RESOLVED THAT the proceedings of the minutes of meetings of the Board of Directors and the shareholders of the Company be kept in separate loose-leaf binders with locking device consecutively numbered and initialled/signed and dated by the Chairman of the same meeting within thirty days from the conclusion of every such meeting concerned or the Chairman of the next succeeding meeting (only in the case of a Board meetings) and maintained in due compliance with Companies Act, 1956 and rules, regulations, orders, notifications issued there under."

## 08. APPOINTMENT OF FIRST AUDITORS:

The Chairman informed the Board of Directors that the Auditors of the Company are required to be appointed within one month of incorporation of the Company as per the provisions of the Companies Act, 1956. He further suggested that M/s Sekhar & Co., Chartered Accountants be appointed as the first Auditors of the Company. The consent letter to get appointed as the first Auditors of the Company from M/s Sekhar & co. was placed before the Board. The Board after due deliberation passed the following resolution:

"RESOLVED THAT M/s Sekhar & Co., Chartered Accountants, 133/4, R.P.Road, Secunderabad 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

CHAIRMAN'S INITIALS

*M. Surana*

# MINUTES BOOK

**BHAGYANAGAR FOODS AND BEVERAGES LIMITED**  
REGD. OFFICE: 5<sup>TH</sup> FLOOR, SURYA TOWERS,  
S.P. ROAD, SECUNDERABAD - 500 003

**MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS OF  
BHAGYANAGAR FOODS AND BEVERAGES LIMITED HELD ON 24<sup>TH</sup> JUNE, 2008  
AT 10.00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY AT 5<sup>TH</sup> FLOOR,  
SURYA TOWERS, S.P. ROAD, SECUNDERABAD - 500 003**

## **DIRECTORS PRESENT:**

- 01. SHRI MANISH SURANA - DIRECTOR
- 02. SHRI DEVENDRA SURANA - DIRECTOR
- 03. SHRI G.M. SURANA - DIRECTOR

## **01. QUORUM /CHAIRMAN:**

The Quorum for the meeting being present, the chairman of the Board, Shri Manish Surana conducted the proceedings of the meeting.

## **02. CONFIRMATION OF THE MINUTES OF THE PREVIOUS BOARD MEETING:**

The signed minutes of the previous meeting of the Board of directors held on 12<sup>th</sup> March, 2008 as circulated among the Directors, were approved by the board and confirmed by the Chairman.

## **03. TO TAKE ON RECORD THE GENERAL NOTICE OF DISCLOSURE OF INTEREST GIVEN BY DIRECTORS UNDER SECTION 299:**

The Chairman placed before the Board, the General Notice of Disclosure of Interest received from all the Directors and the same were taken on record.

## **04. VOTE OF THANKS:**

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

Date : 24.06.2008  
Place : Secunderabad

**CHAIRMAN**

CHAIRMAN'S INITIALS



# MINUTES BOOK

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CHAIRMAN'S INITIALS

# MINUTES BOOK

**BHAGYANAGAR FOODS AND BEVERAGES LIMITED**  
REGD. OFFICE: 5<sup>TH</sup> FLOOR, SURYA TOWERS,  
S.P. ROAD, SECUNDERABAD - 500 003

**MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS OF  
BHAGYANAGAR FOODS AND BEVERAGES LIMITED HELD ON 26<sup>TH</sup> AUGUST,  
2008 AT 10.00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY AT 5<sup>TH</sup>  
FLOOR, SURYA TOWERS, S.P. ROAD, SECUNDERABAD - 500 003**

## **DIRECTORS PRESENT:**

- |                          |            |
|--------------------------|------------|
| 01. SHRI MANISH SURANA   | - DIRECTOR |
| 02. SHRI DEVENDRA SURANA | - DIRECTOR |
| 03. SHRI G.M. SURANA     | - DIRECTOR |

## **01. QUORUM /CHAIRMAN:**

The Quorum for the meeting being present, the chairman of the Board, Shri Manish Surana conducted the proceedings of the meeting.

## **02. CONFIRMATION OF THE MINUTES OF THE PREVIOUS BOARD MEETING:**

The signed minutes of the previous meeting of the Board of directors held on 24<sup>th</sup> June, 2008 as circulated among the Directors, were approved by the board and confirmed by the Chairman.

## **03. APPOINTMENT OF SHRI MANISH SURANA AS DIRECTOR:**

The Chairman informed the board that Shri Manish Surana was appointed as an Additional Director of the Company with effect from 03.10.2007 and his term is due to expire with the conclusion of the first Annual General Meeting of the company as per Section 260 of the Companies Act, 1956. The Company has received notice in accordance with Section 257 of the Act in writing, proposing the appointment of Shri Manish Surana as a Director, from a member together with the requisite deposit.

The Board noted the same and after due deliberations passed the following Resolution:

**"RESOLVED THAT** Shri Manish Surana who was appointed as an Additional Director of the Company by the Board of Directors at their meeting held on 03.10.2007, whose term is due to expire with the conclusion of this Annual General Meeting of the Company as per Section 260 of the Companies Act, 1956 and in respect of whom the Company has received a notice under Section 257 of the Act in writing by a member proposing the candidature for the office of Director, be and is hereby appointed as Director of the Company."

## **04. APPROVAL OF ANNUAL ACCOUNTS AND AUDITED FINANCIAL RESULTS OF THE COMPANY FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2008:**

The Chairman placed the Profit and Loss Account of the Company for the year ended 31<sup>st</sup> March 2008 and Balance Sheet as on 31<sup>st</sup> March 2008 along with other relevant Annexures & Notes before the Board for consideration. The Board noted the same and after due deliberations passed the following Resolution:

CHAIRMAN'S INITIALS



# MINUTES BOOK

**"RESOLVED THAT** the Balance Sheet as at 31<sup>st</sup> March 2008 and the Profit and Loss Account for the Period ended 31<sup>st</sup> March 2008 be and are here by approved.

**RESOLVED FURTHER THAT** Shri Devendra Surana and Shri Manish Surana, Directors of the Company be and are here by authorised to sign the same and forward to the Auditors for their Report thereon.

**RESOLVED FURTHER THAT** Shri Devendra Surana, Director of the Company be and is hereby authorized to file Forms 23AC, 23ACA, 20B with the Registrar of Companies, Andhra Pradesh, Hyderabad and apply digital signature on behalf of the Company."

## 05. TO CONSIDER THE RE-APPOINTMENT OF STATUTORY AUDITORS:

The Board of Directors of the Company have recommended for re-appointment of M/s. Sekhar & Co. Chartered Accountants as the Statutory Auditors of the Company for the year 2008-09.

## 06. VOTE OF THANKS:

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

Date : 26.08.2008  
Place : Secunderabad

  
CHAIRMAN

CHAIRMAN'S INITIALS

# MINUTES BOOK

## BHAGYANAGAR FOODS AND BEVERAGES LIMITED

REGD. OFFICE: 5<sup>TH</sup> FLOOR, SURYA TOWERS,  
S.P. ROAD, SECUNDERABAD - 500 003

MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS OF  
BHAGYANAGAR FOODS AND BEVERAGES LIMITED HELD ON 12<sup>TH</sup> MARCH, 2008  
AT 11.00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY AT 5<sup>TH</sup> FLOOR,  
SURYA TOWERS, S.P. ROAD, SECUNDERABAD - 500 003

### DIRECTORS PRESENT:

- |                          |            |
|--------------------------|------------|
| 01. SHRI MANISH SURANA   | - DIRECTOR |
| 02. SHRI DEVENDRA SURANA | - DIRECTOR |
| 03. SHRI G.M. SURANA     | - DIRECTOR |

### 01. QUORUM/CHAIRMAN:

The Quorum for the meeting being present, the chairman of the Board, Shri Manish Surana conducted the proceedings of the meeting.

### 02. CONFIRMATION OF THE MINUTES OF THE PREVIOUS BOARD MEETING:

The signed minutes of the previous meeting of the Board of directors held on 28<sup>th</sup> February, 2008 as circulated among the Directors, were approved by the board and confirmed by the Chairman.

### 03. APPROVAL OF NOTICE FOR PLACE, TIME AND VENUE OF CALLING EXTRA ORDINARY GENERAL MEETING:

The Chairman informed the Board that, that as there is no involvement of public in the shareholding or management of the Company, it would be appropriate to convert the Company into a Private Company, to avoid unnecessary formalities and to obtain the privileges which are available to the Private Limited Companies which would help the management to carry out its affairs efficiently.

In terms of the provisions of the Companies Act, 1956, the conversion may only be made with the approval of the Registrar of Companies. The Proposal would involve change in the name of the Company by inclusion of the word 'Private' and incorporation of the restrictive provisions contained in section 3(i)(iii) of the Companies Act, 1956 and alteration of the Articles suitably.

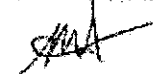
Under Section 173 of the Companies Act 1956, special resolution is required to be passed.

The Board after a brief discussion passed the following resolution:

**"RESOLVED THAT** an Extra-Ordinary General Meeting of the Shareholders of the Company be held on 5<sup>th</sup> April, 2008 at 11.00 a.m., at 5<sup>th</sup> Floor, Surya Towers, S.P. Road, Secunderabad - 500003 to obtain the approval of the members.

**RESOLVED FURTHER THAT** the draft notice of Extra-Ordinary General Meeting as placed before this meeting be approved and Shri Narender Surana, Director of the Company, be and is hereby authorized to issue the Notice of Extra-Ordinary General Meeting to all the members of the

CHAIRMAN'S INITIALS



# MINUTES BOOK

**BHAGYANAGAR FOODS AND BEVERAGES LIMITED**  
REGD. OFFICE: 5<sup>TH</sup> FLOOR, SURYA TOWERS,  
S.P. ROAD, SECUNDERABAD - 500 003

**MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS OF  
BHAGYANAGAR FOODS AND BEVERAGES LIMITED HELD ON 28<sup>TH</sup> FEBRUARY,  
2008 AT 11.00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY AT 5<sup>TH</sup>  
FLOOR, SURYA TOWERS, S.P. ROAD, SECUNDERABAD - 500 003**

## **DIRECTORS PRESENT:**

- |                          |            |
|--------------------------|------------|
| 01. SHRI MANISH SURANA   | - DIRECTOR |
| 02. SHRI DEVENDRA SURANA | - DIRECTOR |
| 03. SHRI G.M. SURANA     | - DIRECTOR |

## **01. QUORUM/CHAIRMAN:**

The Quorum for the meeting being present, the chairman of the Board, Shri Manish Surana conducted the proceedings of the meeting.

## **02. CONFIRMATION OF THE MINUTES OF THE PREVIOUS BOARD MEETING:**

The signed minutes of the previous meeting of the Board of directors held on 29<sup>th</sup> January, 2008 as circulated among the Directors, were approved by the board and confirmed by the Chairman.

## **03. REVIEW OF OPERATIONS:**

The Chairman informed the Board about the operations undertaken by the Company since the last Board meeting. The Board took note of the same.

## **04. VOTE OF THANKS:**

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

Date : 28.02.2008  
Place : Secunderabad

  
CHAIRMAN

CHAIRMAN'S INITIALS

# MINUTES BOOK

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CHAIRMAN'S INITIALS

# MINUTES BOOK

the Company in accordance with the provisions of the Companies Act.”

## 04. VOTE OF THANKS:

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

Date : 12.03.2008  
Place : Secunderabad

  
CHAIRMAN

CHAIRMAN'S INITIALS

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# MINUTES BOOK

**BHAGYANAGAR FOODS AND BEVERAGES PRIVATE LIMITED**  
REGD. OFFICE: 5<sup>TH</sup> FLOOR, SURYA TOWERS,  
S.P. ROAD, SECUNDERABAD - 500 003

MINUTES OF THE 1<sup>ST</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF  
BHAGYANAGAR FOODS AND BEVERAGES PRIVATE LIMITED HELD ON  
TUESDAY, THE 30<sup>TH</sup> SEPTEMBER 2008 AT 11.00 A.M. AT THE REGISTERED  
OFFICE OF THE COMPANY AT 5<sup>TH</sup> FLOOR, SURYA TOWERS, S.P. ROAD,  
SECUNDERABAD - 500 003

**MEMBERS / DIRECTORS PRESENT:**

01. SHRI MANISH SURANA
02. SHRI DEVENDRA SURANA
03. SHRI GM SURANA

1. Shri Devendra Surana, Chairman of the Company, presided as the Chairman of the meeting.

2. The Quorum being present, the Chairman declared the meeting to be in order and extended welcome to the Members at the Annual General Meeting.

3. The Notice dated 26.08.2008 calling the Annual General Meeting alongwith the Directors Report, as circulated to all the Members, was taken as read and transacted the following Business:

4. Item No. 1 of the Notice regarding the adoption of Annual Accounts was taken up for consideration. The Chairman invited discussions on the Annual Accounts for the year 2006-2007. After some discussion, the following resolution was proposed by Shri Devendra Surana as an Ordinary Resolution:

"RESOLVED THAT the Audited Balance Sheet as at 31st March, 2007 and the Pre-operative Expense Statement for the year ended 31st March, 2007 together with the Directors' Report and Auditors' Report thereon be and are hereby received and adopted."

Shri Manish Surana seconded the above resolution which was declared to have been passed unanimously.

5. Item No. 2 of the notice regarding the re-appointment of Auditors was taken up for consideration. In this connection, the following resolution was proposed by Shri Devendra Surana as an Ordinary Resolution:

CHAIRMAN'S INITIALS

*MSurana*



# MINUTES BOOK

"RESOLVED THAT pursuant to Section 224 and other applicable provisions, if any, of the Companies Act. 1956, M/s. Sekhar & Co., Chartered Accountants, Secunderabad, be and are hereby re-appointed as Auditors of the Company to hold Office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company on a remuneration to be fixed by the Board of Directors of the Company in addition to reimbursement of all the out of pocket expenses in connection with the audit of the accounts of the Company".

Shri Manish Surana seconded the above resolution which was declared to have been passed unanimously.

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

Date : 30.09.2008  
Place : Secunderabad

  
CHAIRMAN

CHAIRMAN'S INITIALS

**BHAGYANAGAR FOODS AND BEVERAGES LIMITED**  
**REGD. OFF: 5<sup>TH</sup> FLOOR, SURYA TOWERS,**  
**S.P. ROAD, SECUNDERABAD - 500003**

**CERTIFIED TRUE COPY OF MINUTES OF THE EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF BHAGYANAGAR FOODS AND BEVERAGES LIMITED HELD ON SATURDAY, 5<sup>TH</sup> APRIL, 2008 AT 11.00 A.M. AT 3<sup>RD</sup> FLOOR, SURYA TOWERS, S P ROAD, SECUNDERABAD - 500 003.**

**MEMBERS PRESENT:**

01. SHRI G.M. SURANA
02. SHRI NARENDER SURANA
03. SHRI DEVENDRA SURANA
04. SHRI MANISH SURANA
05. SMT. SUNITA SURANA
06. SMT. NAMRATA SURANA

1. Shri. Devendra Surana, Director of the Company, presided as the Chairman of the Meeting.

2. The Quorum being present, the Chairman declared the meeting to be in order and extended welcome to the Members at the Extra-Ordinary General Meeting.

3. The Notice dated 12.03.2008 calling the Extra-Ordinary General Meeting, as circulated to all the Members, was taken as read and the following Business was transacted:

**Item No. 1** of the notice regarding conversion of a Public Limited Company to Private Company was taken up for consideration. After some discussion, the following resolution was proposed by Shri. Devendra Surana as Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of section 31 of the Companies Act, 1956 and other applicable provisions, if any and subject to the approval of the Registrar of Companies, the consent of the Company be and is hereby accorded to convert the Company from "Public Limited" to "Private Limited" and consequently the name of the Company be changed from **"BHAGYANAGAR FOODS AND BEVERAGES LIMITED"** to **"BHAGYANAGAR FOODS AND BEVERAGES PRIVATE LIMITED"** by inserting the word "PRIVATE" before the word "LIMITED", where as appears in the Articles of Association of the Company.

**RESOLVED FURTHER THAT** Shri Devendra Surana and Shri Manish Surana, Directors of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as they may at their discretion deem necessary or desirable for such purpose."

Shri Narendra Surana seconded the above Resolution which was declared to have been passed Unanimously.

CHAIRMAN'S INITIALS

*MSurana*

Item No. 2 of the notice regarding alteration of articles by adopting new set of Articles was taken up for consideration. After some discussion, the following resolution was proposed by Shri G.M. Surana as Special Resolution:

**“RESOLVED** that a new set of Articles of Association incorporating the provisions applicable to the Private Company as placed before the meeting be and hereby substituted and adopted in the place of the existing Articles of Association of the Company.

**RESOLVED FURTHER THAT** Shri Devendra Surana and Shri Manish Surana, Directors of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as they may at their discretion deem necessary or desirable for such purpose.”

Smt. Sunita Surana seconded the above Resolution which was declared to have been passed Unanimously.

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

Date: 08-04-2008  
Place: Secunderabad

  
CHAIRMAN

CHAIRMAN'S INITIALS

# MINUTES BOOK

## BHAGYANAGAR FOODS AND BEVERAGES LIMITED

REGD. OFFICE: 5<sup>TH</sup> FLOOR, SURYA TOWERS,  
S.P. ROAD, SECUNDERABAD - 500 003

MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS OF  
BHAGYANAGAR FOODS AND BEVERAGES LIMITED HELD ON 10<sup>TH</sup> NOVEMBER,  
2008 AT 10.00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY AT 5<sup>TH</sup>  
FLOOR, SURYA TOWERS, S.P. ROAD, SECUNDERABAD - 500 003

### DIRECTORS PRESENT:

- |                          |            |
|--------------------------|------------|
| 01. SHRI MANISH SURANA   | - DIRECTOR |
| 02. SHRI DEVENDRA SURANA | - DIRECTOR |
| 03. SHRI G.M. SURANA     | - DIRECTOR |

### 01. QUORUM /CHAIRMAN

The Quorum for the meeting being present, the chairman of the Board, Shri Manish Surana conducted the proceedings of the meeting.

### 02. CONFIRMATION OF THE MINUTES OF THE PREVIOUS BOARD MEETING:

The signed minutes of the previous meeting of the Board of directors held on 26th August, 2008 as circulated among the Directors, were approved by the board and confirmed by the Chairman.

### 03. REVIEW OF OPERATIONS:

The Chairman informed the Board about the operations undertaken by the Company since the last Board meeting. The Board took note of the same.

### 04. VOTE OF THANKS:

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

Date : 10.11.2008  
Place : Secunderabad

  
CHAIRMAN

CHAIRMAN'S INITIALS

# MINUTES BOOK

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CHAIRMAN'S INITIALS

8

# MINUTES BOOK

**BHAGYANAGAR FOODS AND BEVERAGES LIMITED**  
REGD. OFFICE: 5<sup>TH</sup> FLOOR, SURYA TOWERS,  
S.P. ROAD, SECUNDERABAD - 500 003

MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS OF  
BHAGYANAGAR FOODS AND BEVERAGES LIMITED HELD ON 28<sup>TH</sup> FEBRUARY,  
2008 AT 11.00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY AT 5<sup>TH</sup>  
FLOOR, SURYA TOWERS, S.P. ROAD, SECUNDERABAD - 500 003

**DIRECTORS PRESENT:**

- 01. SHRI MANISH SURANA - DIRECTOR
- 02. SHRI DEVENDRA SURANA - DIRECTOR
- 03. SHRI G.M. SURANA - DIRECTOR

**01. QUORUM /CHAIRMAN:**

The Quorum for the meeting being present, the chairman of the Board, Shri Manish Surana conducted the proceedings of the meeting.

**02. CONFIRMATION OF THE MINUTES OF THE PREVIOUS BOARD MEETING:**

The signed minutes of the previous meeting of the Board of directors held on 29<sup>th</sup> January, 2008 as circulated among the Directors, were approved by the board and confirmed by the Chairman.

**03. REVIEW OF OPERATIONS:**

The Chairman informed the Board about the operations undertaken by the Company since the last Board meeting. The Board took note of the same.

**04. VOTE OF THANKS:**

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

Date : 28.02.2008  
Place : Secunderabad

  
CHAIRMAN

CHAIRMAN'S INITIALS

# MINUTES BOOK

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CHAIRMAN'S INITIALS

# MINUTES BOOK

**BHAGYANAGAR FOODS AND BEVERAGES LIMITED**  
REGD. OFFICE: 5<sup>TH</sup> FLOOR, SURYA TOWERS,  
S.P. ROAD, SECUNDERABAD - 500 003

MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS OF BHAGYANAGAR FOODS AND BEVERAGES LIMITED HELD ON 12<sup>TH</sup> MARCH, 2008 AT 11.00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY AT 5<sup>TH</sup> FLOOR, SURYA TOWERS, S.P. ROAD, SECUNDERABAD - 500 003

**DIRECTORS PRESENT:**

- |                          |            |
|--------------------------|------------|
| 01. SHRI MANISH SURANA   | - DIRECTOR |
| 02. SHRI DEVENDRA SURANA | - DIRECTOR |
| 03. SHRI G.M. SURANA     | - DIRECTOR |

**01. QUORUM /CHAIRMAN:**

The Quorum for the meeting being present, the chairman of the Board, Shri Manish Surana conducted the proceedings of the meeting.

**02. CONFIRMATION OF THE MINUTES OF THE PREVIOUS BOARD MEETING:**

The signed minutes of the previous meeting of the Board of directors held on 28<sup>th</sup> February, 2008 as circulated among the Directors, were approved by the board and confirmed by the Chairman.

**03. APPROVAL OF NOTICE FOR PLACE, TIME AND VENUE OF CALLING EXTRA ORDINARY GENERAL MEETING:**

The Chairman informed the Board that, that as there is no involvement of public in the shareholding or management of the Company, it would be appropriate to convert the Company into a Private Company, to avoid unnecessary formalities and to obtain the privileges which are available to the Private Limited Companies which would help the management to carry out its affairs efficiently.

In terms of the provisions of the Companies Act, 1956, the conversion may only be made with the approval of the Registrar of Companies. The Proposal would involve change in the name of the Company by inclusion of the word 'Private' and incorporation of the restrictive provisions contained in section 3(i)(iii) of the Companies Act, 1956 and alteration of the Articles suitably.


Under Section 173 of the Companies Act 1956, special resolution is required to be passed.

The Board after a brief discussion passed the following resolution:

**"RESOLVED THAT** an Extra-Ordinary General Meeting of the Shareholders of the Company be held on 5<sup>th</sup> April, 2008 at 11.00 a.m., at 5<sup>th</sup> Floor, Surya Towers, S.P. Road, Secunderabad - 500003 to obtain the approval of the members.

**RESOLVED FURTHER THAT** the draft notice of Extra-Ordinary General Meeting as placed before this meeting be approved and Shri Narender Surana, Director of the Company, be and is hereby authorized to issue the Notice of Extra-Ordinary General Meeting to all the members of the

CHAIRMAN'S INITIALS





# MINUTES BOOK

the Company in accordance with the provisions of the Companies Act.”

## 04. VOTE OF THANKS:

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

Date : 12.03.2008  
Place : Secunderabad

  
CHAIRMAN

CHAIRMAN'S INITIALS

# MINUTES BOOK

**BHAGYANAGAR FOODS AND BEVERAGES LIMITED**  
REGD. OFFICE: 5<sup>TH</sup> FLOOR, SURYA TOWERS,  
S.P. ROAD, SECUNDERABAD - 500 003

MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS OF  
BHAGYANAGAR FOODS AND BEVERAGES LIMITED HELD ON 24<sup>TH</sup> JUNE, 2008  
AT 10.00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY AT 5<sup>TH</sup> FLOOR,  
SURYA TOWERS, S.P. ROAD, SECUNDERABAD - 500 003

## **DIRECTORS PRESENT:**

- |                          |            |
|--------------------------|------------|
| 01. SHRI MANISH SURANA   | - DIRECTOR |
| 02. SHRI DEVENDRA SURANA | - DIRECTOR |
| 03. SHRI G.M. SURANA     | - DIRECTOR |

## **01. QUORUM /CHAIRMAN:**

The Quorum for the meeting being present, the chairman of the Board, Shri Manish Surana conducted the proceedings of the meeting.

## **02. CONFIRMATION OF THE MINUTES OF THE PREVIOUS BOARD MEETING:**

The signed minutes of the previous meeting of the Board of directors held on 12<sup>th</sup> March, 2008 as circulated among the Directors, were approved by the board and confirmed by the Chairman.

## **03. TO TAKE ON RECORD THE GENERAL NOTICE OF DISCLOSURE OF INTEREST GIVEN BY DIRECTORS UNDER SECTION 299:**

The Chairman placed before the Board, the General Notice of Disclosure of Interest received from all the Directors and the same were taken on record.

## **04. VOTE OF THANKS:**

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

Date : 24.06.2008  
Place : Secunderabad

**CHAIRMAN**

CHAIRMAN'S INITIALS

# MINUTES BOOK

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CHAIRMAN'S INITIALS

# MINUTES BOOK

**BHAGYANAGAR FOODS AND BEVERAGES LIMITED**  
REGD. OFFICE: 5<sup>TH</sup> FLOOR, SURYA TOWERS,  
S.P. ROAD, SECUNDERABAD - 500 003

MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS OF  
BHAGYANAGAR FOODS AND BEVERAGES LIMITED HELD ON 26<sup>TH</sup> AUGUST,  
2008 AT 10.00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY AT 5<sup>TH</sup>  
FLOOR, SURYA TOWERS, S.P. ROAD, SECUNDERABAD - 500 003

## DIRECTORS PRESENT:

- |                          |            |
|--------------------------|------------|
| 01. SHRI MANISH SURANA   | - DIRECTOR |
| 02. SHRI DEVENDRA SURANA | - DIRECTOR |
| 03. SHRI G.M. SURANA     | - DIRECTOR |

## 01. QUORUM /CHAIRMAN:

The Quorum for the meeting being present, the chairman of the Board, Shri Manish Surana conducted the proceedings of the meeting.

## 02. CONFIRMATION OF THE MINUTES OF THE PREVIOUS BOARD MEETING:

The signed minutes of the previous meeting of the Board of directors held on 24<sup>th</sup> June, 2008 as circulated among the Directors, were approved by the board and confirmed by the Chairman.

## 03. APPOINTMENT OF SHRI MANISH SURANA AS DIRECTOR:

The Chairman informed the board that Shri Manish Surana was appointed as an Additional Director of the Company with effect from 03.10.2007 and his term is due to expire with the conclusion of the first Annual General Meeting of the company as per Section 260 of the Companies Act, 1956. The Company has received notice in accordance with Section 257 of the Act in writing, proposing the appointment of Shri Manish Surana as a Director, from a member together with the requisite deposit.

The Board noted the same and after due deliberations passed the following Resolution:

"RESOLVED THAT Shri Manish Surana who was appointed as an Additional Director of the Company by the Board of Directors at their meeting held on 03.10.2007, whose term is due to expire with the conclusion of this Annual General Meeting of the Company as per Section 260 of the Companies Act, 1956 and in respect of whom the Company has received a notice under Section 257 of the Act in writing by a member proposing the candidature for the office of Director, he and is hereby appointed as Director of the Company."

## 04. APPROVAL OF ANNUAL ACCOUNTS AND AUDITED FINANCIAL RESULTS OF THE COMPANY FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2008:

The Chairman placed the Profit and Loss Account of the Company for the year ended 31<sup>st</sup> March 2008 and Balance Sheet as on 31st March 2008 along with other relevant Annexures & Notes before the Board for consideration. The Board noted the same and after due deliberations passed the following Resolution:

CHAIRMAN'S INITIALS



# MINUTES BOOK

"RESOLVED THAT the Balance Sheet as at 31<sup>st</sup> March 2008 and the Profit and Loss Account for the Period ended 31st March 2008 be and are here by approved.

RESOLVED FURTHER THAT Shri Devendra Surana and Shri Manish Surana, Directors of the Company be and are here by authorised to sign the same and forward to the Auditors for their Report thereon.

RESOLVED FURTHER THAT Shri Devendra Surana, Director of the Company be and is hereby authorized to file Forms 23AC, 23ACA, 20B with the Registrar of Companies, Andhra Pradesh, Hyderabad and apply digital signature on behalf of the Company."

## 05. TO CONSIDER THE RE-APPOINTMENT OF STATUTORY AUDITORS:

The Board of Directors of the Company have recommended for re-appointment of M/s. Sekhar & Co. Chartered Accountants as the Statutory Auditors of the Company for the year 2008-09.

## 06. VOTE OF THANKS:

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

Date : 26.08.2008  
Place : Secunderabad

  
CHAIRMAN

CHAIRMAN'S INITIALS

# MINUTES BOOK

**BHAGYANAGAR FOODS AND BEVERAGES LIMITED**  
REGD. OFFICE: 5<sup>TH</sup> FLOOR, SURYA TOWERS,  
S.P. ROAD, SECUNDERABAD - 500 003

MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS OF  
BHAGYANAGAR FOODS AND BEVERAGES LIMITED HELD ON 10<sup>TH</sup> NOVEMBER,  
2008 AT 10.00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY AT 5<sup>TH</sup>  
FLOOR, SURYA TOWERS, S.P. ROAD, SECUNDERABAD - 500 003

## DIRECTORS PRESENT:

- |                          |            |
|--------------------------|------------|
| 01. SHRI MANISH SURANA   | - DIRECTOR |
| 02. SHRI DEVENDRA SURANA | - DIRECTOR |
| 03. SHRI G.M. SURANA     | - DIRECTOR |

## 01. QUORUM /CHAIRMAN

The Quorum for the meeting being present, the chairman of the Board, Shri Manish Surana conducted the proceedings of the meeting.

## 02. CONFIRMATION OF THE MINUTES OF THE PREVIOUS BOARD MEETING:

The signed minutes of the previous meeting of the Board of directors held on 26th August, 2008 as circulated among the Directors, were approved by the board and confirmed by the Chairman.

## 03. REVIEW OF OPERATIONS:

The Chairman informed the Board about the operations undertaken by the Company since the last Board meeting. The Board took note of the same.

## 04. VOTE OF THANKS:

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

Date : 10.11.2008  
Place : Secunderabad

  
CHAIRMAN

CHAIRMAN'S INITIALS

# MINUTES BOOK

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CHAIRMAN'S INITIALS

# MINUTES BOOK

## BHAGYANAGAR FOODS AND BEVERAGES LIMITED

REGD. OFFICE: 5<sup>TH</sup> FLOOR, SURYA TOWERS,  
S.P. ROAD, SECUNDERABAD - 500 003

MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS OF  
BHAGYANAGAR FOODS AND BEVERAGES LIMITED HELD ON 10<sup>TH</sup> FEBRUARY,  
2009 AT 10.00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY AT 5<sup>TH</sup>  
FLOOR, SURYA TOWERS, S.P. ROAD, SECUNDERABAD - 500 003

### DIRECTORS PRESENT:

- |                          |            |
|--------------------------|------------|
| 01. SHRI MANISH SURANA   | - DIRECTOR |
| 02. SHRI DEVENDRA SURANA | - DIRECTOR |
| 03. SHRI G.M. SURANA     | - DIRECTOR |

### 01. QUORUM /CHAIRMAN:

The Quorum for the meeting being present, the chairman of the Board, Shri Manish Surana conducted the proceedings of the meeting.

### 02. CONFIRMATION OF THE MINUTES OF THE PREVIOUS BOARD MEETING:

The signed minutes of the previous meeting of the Board of directors held on 10th November, 2008 as circulated among the Directors, were approved by the board and confirmed by the Chairman.

### 03. OPENING OF BANK ACCOUNT:

"RESOLVED THAT a Bank Account be opened by the Company with HDFC Bank Limited, Lakdikapool, Hyderabad, in the name and style of "BHAGYANAGAR FOODS AND BEVERAGES PRIVATE LIMITED" and that the said account be operated severally by Shri Devendra Surana and Shri Manish Surana, Directors of the Company and that the said Bank be and is hereby requested to honour Cheques, Bills of Exchange and Promissory Notes drawn, accepted or made by the said Directors and to act on any instructions so given relating to the account, whether the same be overdrawn or not or relating to the transactions of the Company.

RESOLVED FURTHER THAT a certified true copy of the above resolution, be furnished to the appropriate authorities for they being acted upon."

### 04. VOTE OF THANKS:

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

Date : 10.02.2009  
Place : Secunderabad

  
CHAIRMAN

CHAIRMAN'S INITIALS



# MINUTES BOOK

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CHAIRMAN'S INITIALS

10

# MINUTES BOOK

**BHAGYANAGAR FOODS AND BEVERAGES LIMITED**  
REGD. OFFICE: 5<sup>TH</sup> FLOOR, SURYA TOWERS,  
S.P. ROAD, SECUNDERABAD - 500 003

**MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS OF  
BHAGYANAGAR FOODS AND BEVERAGES LIMITED HELD ON 21<sup>ST</sup> DECEMBER,  
2009 AT 10.00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY AT 5<sup>TH</sup>  
FLOOR, SURYA TOWERS, S.P. ROAD, SECUNDERABAD - 500 003**

**DIRECTORS PRESENT:**

- 01. SHRI MANISH SURANA - DIRECTOR
- 02. SHRI DEVENDRA SURANA - DIRECTOR
- 03. SHRI G.M. SURANA - DIRECTOR

**01. QUORUM /CHAIRMAN:**

The Quorum for the meeting being present, the chairman of the Board, Shri Manish Surana conducted the proceedings of the meeting.

**02. CONFIRMATION OF THE MINUTES OF THE PREVIOUS BOARD MEETING:**

The signed minutes of the previous meeting of the Board of directors held on 4<sup>th</sup> September, 2009 as circulated among the Directors, were approved by the board and confirmed by the Chairman.

**03. REVIEW OF OPERATIONS:**

The Chairman informed the Board about the operations undertaken by the Company since the last Board meeting. The Board took note of the same.

**04. VOTE OF THANKS:**

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

Date : 21.12.2009  
Place : Secunderabad

  
CHAIRMAN

CHAIRMAN'S INITIALS

# MINUTES BOOK

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CHAIRMAN'S INITIALS

# MINUTES BOOK

**BHAGYANAGAR FOODS AND BEVERAGES PRIVATE LIMITED**  
REGD. OFFICE: 5<sup>TH</sup> FLOOR, SURYA TOWERS,  
S.P. ROAD, SECUNDERABAD - 500 003

MINUTES OF THE 2<sup>ND</sup> ANNUAL GENERAL MEETING OF THE BOARD OF DIRECTORS OF BHAGYANAGAR FOODS AND BEVERAGES PRIVATE LIMITED HELD ON WEDNESDAY, THE 26<sup>TH</sup> DAY OF AUGUST 2009 AT 10.30 A.M. AT THE REGISTERED OFFICE OF THE COMPANY AT 5<sup>TH</sup> FLOOR, SURYA TOWERS, S.P. ROAD, SECUNDERABAD - 500 003

## MEMBERS/DIRECTORS PRESENT:

01. SHRI MANISH SURANA
02. SHRI DEVENDRA SURANA
03. SHRI GM SURANA

1. Shri Devendra Surana, Chairman of the Company, presided as the Chairman of the meeting.

2. The Quorum being present, the Chairman declared the meeting to be in order and extended welcome to the Members at the Annual General Meeting.

3. The Notice dated 01.06.2009 calling the Annual General Meeting alongwith the Directors Report, as circulated to all the Members, was taken as read and transacted the following Business:

4. **Item No. 1** of the Notice regarding the adoption of Annual Accounts was taken up for consideration. The Chairman invited discussions on the Annual Accounts for the year 2008-2009. After some discussion, the following resolution was proposed by Shri Devendra Surana as an Ordinary Resolution:

"RESOLVED THAT the Audited Balance Sheet as at 31st March, 2009 and the Pre-operative expense statement for the year ended 31st March, 2009 together with the Directors' Report and Auditors' Report thereon be and are hereby received and adopted."

Shri Manish Surana seconded the above resolution which was declared to have been passed unanimously.

5. **Item No. 2** of the notice regarding the re-appointment of Auditors was taken up for consideration. In this connection, the following resolution was proposed by Shri Devendra Surana as an Ordinary Resolution:

CHAIRMAN'S INITIALS

# MINUTES BOOK

"RESOLVED THAT pursuant to Section 224 and other applicable provisions, if any, of the Companies Act, 1956, M/s. Sekhar & Co., Chartered Accountants, Secunderabad, be and are hereby re-appointed as Auditors of the Company to hold Office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company on a remuneration to be fixed by the Board of Directors of the Company in addition to reimbursement of all the out of pocket expenses in connection with the audit of the accounts of the Company".

Shri Manish Surana Seconded the above resolution which was declared to have been passed unanimously.

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

Date : 26.08.2009  
Place : Secunderabad

  
CHAIRMAN

CHAIRMAN'S INITIALS

12  
**MINUTES BOOK**

**BHAGYANAGAR FOODS AND BEVERAGES LIMITED**  
REGD. OFFICE: 5<sup>TH</sup> FLOOR, SURYA TOWERS,  
S.P. ROAD, SECUNDERABAD - 500 003

MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS OF  
BHAGYANAGAR FOODS AND BEVERAGES LIMITED HELD ON 1<sup>ST</sup> JUNE, 2009 AT  
10.00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY AT 5<sup>TH</sup> FLOOR,  
SURYA TOWERS, S.P. ROAD, SECUNDERABAD - 500 003

**DIRECTORS PRESENT:**

- 01. SHRI MANISH SURANA - DIRECTOR
- 02. SHRI DEVENDRA SURANA - DIRECTOR
- 03. SHRI G.M. SURANA - DIRECTOR

**01. QUORUM /CHAIRMAN:**

The Quorum for the meeting being present, the chairman of the Board, Shri Manish Surana conducted the proceedings of the meeting.

**02. CONFIRMATION OF THE MINUTES OF THE PREVIOUS BOARD MEETING:**

The signed minutes of the previous meeting of the Board of directors held on 24th March, 2009 as circulated among the Directors, were approved by the board and confirmed by the Chairman.

**03. TO CONSIDER THE RE-APPOINTMENT OF STATUTORY AUDITORS:**

The Board of Directors of the Company have recommended for re-appointment of M/s. Sekhar & Co. Chartered Accountants as the Statutory Auditors of the Company for the year 2009-10.

**04. APPROVAL OF ANNUAL ACCOUNTS AND AUDITED FINANCIAL RESULTS OF THE COMPANY FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2009:**

The Chairman placed the Profit and Loss Account of the Company for the year ended 31<sup>st</sup> March 2009 and Balance Sheet as on 31<sup>st</sup> March 2009 along with other relevant Annexures & Notes before the Board for consideration. The Board noted the same and after due deliberations passed the following Resolution:

**"RESOLVED THAT** the Balance Sheet as at 31<sup>st</sup> March 2009 and the Profit and Loss Account for the Period ended 31<sup>st</sup> March 2009 be and are here by approved.

**RESOLVED FURTHER THAT** Shri Devendra Surana and Shri Manish Surana, Directors of the Company be and are here by authorised to sign the same and forward to the Auditors for their Report thereon.

**RESOLVED FURTHER THAT** Shri Devendra Surana, Director of the Company be and is hereby authorized to file Forms 23AC, 23ACA, 20B with the Registrar of Companies, Andhra Pradesh, Hyderabad and apply digital signature on behalf of the Company."

**05. VOTE OF THANKS:**

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

Date : 01.06.2009  
Place : Secunderabad

  
**CHAIRMAN**

CHAIRMAN'S INITIALS

# MINUTES BOOK

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CHAIRMAN'S INITIALS

# MINUTES BOOK

**BHAGYANAGAR FOODS AND BEVERAGES LIMITED**  
REGD. OFFICE: 5<sup>TH</sup> FLOOR, SURYA TOWERS,  
S.P. ROAD, SECUNDERABAD - 500 003

**MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS OF  
BHAGYANAGAR FOODS AND BEVERAGES LIMITED HELD ON 4<sup>TH</sup> SEPTEMBER,  
2009 AT 10.00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY AT 5<sup>TH</sup>  
FLOOR, SURYA TOWERS, S.P. ROAD, SECUNDERABAD - 500 003**

## **DIRECTORS PRESENT:**

- |                          |            |
|--------------------------|------------|
| 01. SHRI MANISH SURANA   | - DIRECTOR |
| 02. SHRI DEVENDRA SURANA | - DIRECTOR |
| 03. SHRI G.M. SURANA     | - DIRECTOR |

## **01. QUORUM /CHAIRMAN:**

The Quorum for the meeting being present, the chairman of the Board, Shri Manish Surana conducted the proceedings of the meeting.

## **02. CONFIRMATION OF THE MINUTES OF THE PREVIOUS BOARD MEETING:**

The signed minutes of the previous meeting of the Board of directors held on 1<sup>st</sup> June, 2009 as circulated among the Directors, were approved by the board and confirmed by the Chairman.

## **03. REVIEW OF OPERATIONS:**

The Chairman informed the Board about the operations undertaken by the Company since the last Board meeting. The Board took note of the same.

## **04. VOTE OF THANKS:**

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

Date : 04.09.2009  
Place : Secunderabad

  
**CHAIRMAN**

CHAIRMAN'S INITIALS



# MINUTES BOOK

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CHAIRMAN'S INITIALS

# MINUTES BOOK

**BHAGYANAGAR FOODS AND BEVERAGES LIMITED**  
REGD. OFFICE: 5<sup>TH</sup> FLOOR, SURYA TOWERS,  
S.P. ROAD, SECUNDERABAD - 500 003

MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS OF  
BHAGYANAGAR FOODS AND BEVERAGES LIMITED HELD ON 10<sup>TH</sup> FEBRUARY,  
2009 AT 10.00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY AT 5<sup>TH</sup>  
FLOOR, SURYA TOWERS, S.P. ROAD, SECUNDERABAD - 500 003

## DIRECTORS PRESENT:

- 01. SHRI MANISH SURANA - DIRECTOR
- 02. SHRI DEVENDRA SURANA - DIRECTOR
- 03. SHRI G.M. SURANA - DIRECTOR

## 01. QUORUM/CHAIRMAN:

The Quorum for the meeting being present, the chairman of the Board, Shri Manish Surana conducted the proceedings of the meeting.

## 02. CONFIRMATION OF THE MINUTES OF THE PREVIOUS BOARD MEETING:

The signed minutes of the previous meeting of the Board of directors held on 10th November, 2008 as circulated among the Directors, were approved by the board and confirmed by the Chairman.

## 03. OPENING OF BANK ACCOUNT:

**"RESOLVED THAT** a Bank Account be opened by the Company with HDFC Bank Limited, Lakdikapool, Hyderabad, in the name and style of **"BHAGYANAGAR FOODS AND BEVERAGES PRIVATE LIMITED"** and that the said account be operated severally by Shri Devendra Surana and Shri Manish Surana, Directors of the Company and that the said Bank be and is hereby requested to honour Cheques, Bills of Exchange and Promissory Notes drawn, accepted or made by the said Directors and to act on any instructions so given relating to the account, whether the same be overdrawn or not or relating to the transactions of the Company.

**RESOLVED FURTHER THAT** a certified true copy of the above resolution, be furnished to the appropriate authorities for they being acted upon."

## 04. VOTE OF THANKS:

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

Date : 10.02.2009  
Place : Secunderabad

  
CHAIRMAN

CHAIRMAN'S INITIALS

# MINUTES BOOK

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CHAIRMAN'S INITIALS

# MINUTES BOOK

**BHAGYANAGAR FOODS AND BEVERAGES LIMITED**  
REGD. OFFICE: 5<sup>TH</sup> FLOOR, SURYA TOWERS,  
S.P. ROAD, SECUNDERABAD - 500 003

MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS OF  
BHAGYANAGAR FOODS AND BEVERAGES LIMITED HELD ON 24<sup>TH</sup> MARCH, 2009  
AT 10.00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY AT 5<sup>TH</sup> FLOOR,  
SURYA TOWERS, S.P. ROAD, SECUNDERABAD - 500 003

## DIRECTORS PRESENT:

- |                          |            |
|--------------------------|------------|
| 01. SHRI MANISH SURANA   | - DIRECTOR |
| 02. SHRI DEVENDRA SURANA | - DIRECTOR |
| 03. SHRI G.M. SURANA     | - DIRECTOR |

## 01. QUORUM /CHAIRMAN:

The Quorum for the meeting being present, the chairman of the Board, Shri Manish Surana conducted the proceedings of the meeting.

## 02. CONFIRMATION OF THE MINUTES OF THE PREVIOUS BOARD MEETING:

The signed minutes of the previous meeting of the Board of directors held on 10<sup>th</sup> February, 2009 as circulated among the Directors, were approved by the board and confirmed by the Chairman.

## 03. TO TAKE ON RECORD THE GENERAL NOTICE OF DISCLOSURE OF INTEREST GIVEN BY DIRECTORS UNDER SECTION 299:

The Chairman placed before the Board, the General Notice of Disclosure of Interest received from all the Directors and the same were taken on record.

## 04. VOTE OF THANKS:

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

Date : 24.03.2009  
Place : Secunderabad

  
CHAIRMAN

CHAIRMAN'S INITIALS

# MINUTES BOOK

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CHAIRMAN'S INITIALS

# MINUTES BOOK

## BHAGYANAGAR FOODS AND BEVERAGES LIMITED

REGD. OFFICE: 5<sup>TH</sup> FLOOR, SURYA TOWERS,  
S.P. ROAD, SECUNDERABAD - 500 003

MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS OF  
BHAGYANAGAR FOODS AND BEVERAGES LIMITED HELD ON 24<sup>TH</sup> MARCH, 2009  
AT 10.00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY AT 5<sup>TH</sup> FLOOR,  
SURYA TOWERS, S.P. ROAD, SECUNDERABAD - 500 003

### DIRECTORS PRESENT:

- |                          |            |
|--------------------------|------------|
| 01. SHRI MANISH SURANA   | - DIRECTOR |
| 02. SHRI DEVENDRA SURANA | - DIRECTOR |
| 03. SHRI G.M. SURANA     | - DIRECTOR |

### 01. QUORUM /CHAIRMAN:

The Quorum for the meeting being present, the chairman of the Board, Shri Manish Surana conducted the proceedings of the meeting.

### 02. CONFIRMATION OF THE MINUTES OF THE PREVIOUS BOARD MEETING:

The signed minutes of the previous meeting of the Board of directors held on 10<sup>th</sup> February, 2009 as circulated among the Directors, were approved by the board and confirmed by the Chairman.

### 03. TO TAKE ON RECORD THE GENERAL NOTICE OF DISCLOSURE OF INTEREST GIVEN BY DIRECTORS UNDER SECTION 299:

The Chairman placed before the Board, the General Notice of Disclosure of Interest received from all the Directors and the same were taken on record.

### 04. VOTE OF THANKS:

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

Date : 24.03.2009  
Place : Secunderabad

  
CHAIRMAN

CHAIRMAN'S INITIALS

# MINUTES BOOK

10  
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CHAIRMAN'S INITIALS

# MINUTES BOOK

## BHAGYANAGAR FOODS AND BEVERAGES LIMITED

REGD. OFFICE: 5<sup>TH</sup> FLOOR, SURYA TOWERS,  
S.P. ROAD, SECUNDERABAD - 500 003

MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS OF  
BHAGYANAGAR FOODS AND BEVERAGES LIMITED HELD ON 1<sup>ST</sup> JUNE, 2009 AT  
10.00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY AT 5<sup>TH</sup> FLOOR,  
SURYA TOWERS, S.P. ROAD, SECUNDERABAD - 500 003

### DIRECTORS PRESENT:

- 01. SHRI MANISH SURANA - DIRECTOR
- 02. SHRI DEVENDRA SURANA - DIRECTOR
- 03. SHRI G.M. SURANA - DIRECTOR

### 01. QUORUM /CHAIRMAN:

The Quorum for the meeting being present, the chairman of the Board, Shri Manish Surana conducted the proceedings of the meeting.

### 02. CONFIRMATION OF THE MINUTES OF THE PREVIOUS BOARD MEETING:

The signed minutes of the previous meeting of the Board of directors held on 24th March, 2009 as circulated among the Directors, were approved by the board and confirmed by the Chairman.

### 03. TO CONSIDER THE RE-APPOINTMENT OF STATUTORY AUDITORS:

The Board of Directors of the Company have recommended for re-appointment of M/s. Sekhar & Co, Chartered Accountants as the Statutory Auditors of the Company for the year 2009-10.

### 04. APPROVAL OF ANNUAL ACCOUNTS AND AUDITED FINANCIAL RESULTS OF THE COMPANY FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2009:

The Chairman placed the Profit and Loss Account of the Company for the year ended 31<sup>st</sup> March 2009 and Balance Sheet as on 31<sup>st</sup> March 2009 along with other relevant Annexures & Notes before the Board for consideration. The Board noted the same and after due deliberations passed the following Resolution:

"RESOLVED THAT the Balance Sheet as at 31<sup>st</sup> March 2009 and the Profit and Loss Account for the Period ended 31<sup>st</sup> March 2009 be and are here by approved.

RESOLVED FURTHER THAT Shri Devendra Surana and Shri Manish Surana, Directors of the Company be and are here by authorised to sign the same and forward to the Auditors for their Report thereon.

RESOLVED FURTHER THAT Shri Devendra Surana, Director of the Company be and is hereby authorized to file Forms 23AC, 23ACA, 20B with the Registrar of Companies, Andhra Pradesh, Hyderabad and apply digital signature on behalf of the Company."

### 05. VOTE OF THANKS:

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

Date : 01.06.2009

Place : Secunderabad

  
CHAIRMAN

CHAIRMAN'S INITIALS



# MINUTES BOOK

5  
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CHAIRMAN'S INITIALS

# MINUTES BOOK

**BHAGYANAGAR FOODS AND BEVERAGES LIMITED**  
REGD. OFFICE: 5<sup>TH</sup> FLOOR, SURYA TOWERS,  
S.P. ROAD, SECUNDERABAD - 500 003

**MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS OF  
BHAGYANAGAR FOODS AND BEVERAGES LIMITED HELD ON 4<sup>TH</sup> SEPTEMBER,  
2009 AT 10.00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY AT 5<sup>TH</sup>  
FLOOR, SURYA TOWERS, S.P. ROAD, SECUNDERABAD - 500 003**

## **DIRECTORS PRESENT:**

- |                          |            |
|--------------------------|------------|
| 01. SHRI MANISH SURANA   | - DIRECTOR |
| 02. SHRI DEVENDRA SURANA | - DIRECTOR |
| 03. SHRI G.M. SURANA     | - DIRECTOR |

## **01. QUORUM /CHAIRMAN:**

The Quorum for the meeting being present, the chairman of the Board, Shri Manish Surana conducted the proceedings of the meeting.

## **02. CONFIRMATION OF THE MINUTES OF THE PREVIOUS BOARD MEETING:**

The signed minutes of the previous meeting of the Board of directors held on 1<sup>st</sup> June, 2009 as circulated among the Directors, were approved by the board and confirmed by the Chairman.

## **03. REVIEW OF OPERATIONS:**

The Chairman informed the Board about the operations undertaken by the Company since the last Board meeting. The Board took note of the same.

## **04. VOTE OF THANKS:**

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

Date : 04.09.2009  
Place : Secunderabad

  
CHAIRMAN

CHAIRMAN'S INITIALS

# MINUTES BOOK

1  
1  
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CHAIRMAN'S INITIALS

# MINUTES BOOK

## BHAGYANAGAR FOODS AND BEVERAGES LIMITED

REGD. OFFICE: 5<sup>TH</sup> FLOOR, SURYA TOWERS,  
S.P. ROAD, SECUNDERABAD - 500 003

MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS OF  
BHAGYANAGAR FOODS AND BEVERAGES LIMITED HELD ON 21<sup>ST</sup> DECEMBER,  
2009 AT 10.00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY AT 5<sup>TH</sup>  
FLOOR, SURYA TOWERS, S.P. ROAD, SECUNDERABAD - 500 003

### DIRECTORS PRESENT:

- |                          |            |
|--------------------------|------------|
| 01. SHRI MANISH SURANA   | - DIRECTOR |
| 02. SHRI DEVENDRA SURANA | - DIRECTOR |
| 03. SHRI G.M. SURANA     | - DIRECTOR |

### 01. QUORUM /CHAIRMAN:

The Quorum for the meeting being present, the chairman of the Board, Shri Manish Surana conducted the proceedings of the meeting.

### 02. CONFIRMATION OF THE MINUTES OF THE PREVIOUS BOARD MEETING:

The signed minutes of the previous meeting of the Board of directors held on 4<sup>th</sup> September, 2009 as circulated among the Directors, were approved by the board and confirmed by the Chairman.

### 03. REVIEW OF OPERATIONS:

The Chairman informed the Board about the operations undertaken by the Company since the last Board meeting. The Board took note of the same.

### 04. VOTE OF THANKS:

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

Date : 21.12.2009  
Place : Secunderabad

  
CHAIRMAN

CHAIRMAN'S INITIALS

# MINUTES BOOK

5  
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CHAIRMAN'S INITIALS

14  
**MINUTES BOOK**

**BHAGYANAGAR FOODS AND BEVERAGES PRIVATE LIMITED**  
REGD. OFFICE: 5<sup>TH</sup> FLOOR, SURYA TOWERS,  
S.P. ROAD, SECUNDERABAD - 500 003

MINUTES OF THE 3<sup>RD</sup> ANNUAL GENERAL MEETING OF THE BOARD OF DIRECTORS OF BHAGYANAGAR FOODS AND BEVERAGES PRIVATE LIMITED HELD ON WEDNESDAY, THE 29<sup>TH</sup> DAY OF SEPTEMBER 2010 AT 09.00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY AT 5<sup>TH</sup> FLOOR, SURYA TOWERS, S.P. ROAD, SECUNDERABAD - 500 003

**MEMBERS/DIRECTORS PRESENT:**

01. SHRI MANISH SURANA
02. SHRI DEVENDRA SURANA
03. SHRI GM SURANA

1. Shri Devendra Surana, Chairman of the Company, presided as the Chairman of the meeting.
2. The Quorum being present, the Chairman declared the meeting to be in order and extended welcome to the Members at the Annual General Meeting.
3. The Notice dated 02.09.2010 calling the Annual General Meeting alongwith the Directors Report, as circulated to all the Members, was taken as read and transacted the following Business:
4. Item No. 1 of the Notice regarding the adoption of Annual Accounts was taken up for consideration. The Chairman invited discussions on the Annual Accounts for the year 2009-2010. After some discussion, the following resolution was proposed by Shri Devendra Surana as an Ordinary Resolution:

"RESOLVED THAT the Audited Balance Sheet as at 31st March, 2010 and the Profit & Loss Account for the year ended 31st March, 2010 together with the Directors' Report and Auditors' Report thereon be and are hereby received and adopted."

Shri GM Surana, seconded the above resolution which was declared to have been passed unanimously.

5. Item No. 2 of the notice regarding the re-appointment of Auditors was taken up for consideration. In this connection, the following resolution was proposed by Shri Devendra Surana as an Ordinary Resolution:

CHAIRMAN'S INITIALS



# MINUTES BOOK

"RESOLVED THAT pursuant to Section 224 and other applicable provisions, if any, of the Companies Act, 1956. M/s. Sekhar & Co., Chartered Accountants, Secunderabad, be and are hereby re-appointed as Auditors of the Company to hold Office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company on a remuneration to be fixed by the Board of Directors of the Company in addition to reimbursement of all the out of pocket expenses in connection with the audit of the accounts of the Company".

Shri Manish Surana, Seconded the above resolution which was declared to have been passed unanimously.

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

Date : 29.09.2010  
Place : Secunderabad

  
CHAIRMAN

CHAIRMAN'S INITIALS

15  
**MINUTES BOOK**

7  
Scan 20/10/2010

**BHAGYANAGAR FOODS AND BEVERAGES LIMITED**  
REGD. OFFICE: 5<sup>TH</sup> FLOOR, SURYA TOWERS,  
S.P. ROAD, SECUNDERABAD - 500 003

**MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS OF BHAGYANAGAR FOODS AND BEVERAGES LIMITED HELD ON 2<sup>ND</sup> SEPTEMBER, 2010 AT 10.00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY AT 5<sup>TH</sup> FLOOR, SURYA TOWERS, S.P. ROAD, SECUNDERABAD - 500 003**

**DIRECTORS PRESENT:**

- 01. SHRI MANISH SURANA - DIRECTOR
- 02. SHRI DEVENDRA SURANA - DIRECTOR
- 03. SHRI G.M. SURANA - DIRECTOR

**01. QUORUM /CHAIRMAN:**

The Quorum for the meeting being present, the chairman of the Board, Shri Manish Surana conducted the proceedings of the meeting.

**02. CONFIRMATION OF THE MINUTES OF THE PREVIOUS BOARD MEETING:**

The signed minutes of the previous meeting of the Board of directors held on 1st June, 2010 as circulated among the Directors, were approved by the board and confirmed by the Chairman.

**03. TO CONSIDER THE RE-APPOINTMENT OF STATUTORY AUDITORS:**

The Board of Directors of the Company have recommended for re-appointment of M/s. Sekhar & Co, Chartered Accountants as the Statutory Auditors of the Company for the year 2010-11.

**04. APPROVAL OF ANNUAL ACCOUNTS AND AUDITED FINANCIAL RESULTS OF THE COMPANY FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2010:**

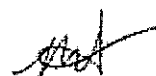
The Chairman placed the Profit and Loss Account of the Company for the year ended 31<sup>st</sup> March 2010 and Balance Sheet as on 31st March 2010 along with other relevant Annexures & Notes before the Board for consideration. The Board noted the same and after due deliberations passed the following Resolution:

**"RESOLVED THAT** the Balance Sheet as at 31<sup>st</sup> March 2010 and the Profit and Loss Account for the Period ended 31st March 2010 be and are here by approved.

**RESOLVED FURTHER THAT** Shri Devendra Surana and Shri Manish Surana, Directors of the Company be and are here by authorised to sign the same and forward to the Auditors for their Report thereon.

**RESOLVED FURTHER THAT** Shri Devendra Surana, Director of the Company be and is hereby authorized to file Forms 23AC, 23ACA, 20B with the Registrar of Companies, Andhra Pradesh, Hyderabad and apply digital signature on behalf of the Company."

CHAIRMAN'S INITIALS





# MINUTES BOOK

## 05. VOTE OF THANKS:

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

Date : 02.09.2010  
Place : Secunderabad

  
CHAIRMAN

CHAIRMAN'S INITIALS

# MINUTES BOOK

**BHAGYANAGAR FOODS AND BEVERAGES LIMITED**  
REGD. OFFICE: 5<sup>TH</sup> FLOOR, SURYA TOWERS,  
S.P. ROAD, SECUNDERABAD - 500 003

**MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS OF  
BHAGYANAGAR FOODS AND BEVERAGES LIMITED HELD ON 28TH DECEMBER,  
2010 AT 10.00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY AT 5<sup>TH</sup>  
FLOOR, SURYA TOWERS, S.P. ROAD, SECUNDERABAD - 500 003**

## **DIRECTORS PRESENT:**

- |                          |            |
|--------------------------|------------|
| 01. SHRI MANISH SURANA   | - DIRECTOR |
| 02. SHRI DEVENDRA SURANA | - DIRECTOR |
| 03. SHRI G.M. SURANA     | - DIRECTOR |

## **01. QUORUM /CHAIRMAN:**

The Quorum for the meeting being present, the chairman of the Board, Shri Manish Surana conducted the proceedings of the meeting.

## **02. CONFIRMATION OF THE MINUTES OF THE PREVIOUS BOARD MEETING:**

The signed minutes of the previous meeting of the Board of directors held on 2nd September, 2010 as circulated among the Directors, were approved by the board and confirmed by the Chairman.

## **03. REVIEW OF OPERATIONS:**

The Chairman informed the Board about the operations undertaken by the Company since the last Board meeting. The Board took note of the same.

## **04. VOTE OF THANKS:**

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

Date : 28.12.2010  
Place : Secunderabad

  
CHAIRMAN

CHAIRMAN'S INITIALS

# MINUTES BOOK

CHAIRMAN'S INITIALS

16  
**MINUTES BOOK**

**BHAGYANAGAR FOODS AND BEVERAGES LIMITED**  
REGD. OFFICE: 5<sup>TH</sup> FLOOR, SURYA TOWERS,  
S.P. ROAD, SECUNDERABAD - 500 003

**MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS OF  
BHAGYANAGAR FOODS AND BEVERAGES LIMITED HELD ON 30<sup>TH</sup> MARCH, 2010  
AT 10.00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY AT 5<sup>TH</sup> FLOOR,  
SURYA TOWERS, S.P. ROAD, SECUNDERABAD - 500 003**

**DIRECTORS PRESENT:**

- 01. SHRI MANISH SURANA - DIRECTOR
- 02. SHRI DEVENDRA SURANA - DIRECTOR
- 03. SHRI G.M. SURANA - DIRECTOR

**01. QUORUM /CHAIRMAN:**

The Quorum for the meeting being present, the chairman of the Board, Shri Manish Surana conducted the proceedings of the meeting.

**02. CONFIRMATION OF THE MINUTES OF THE PREVIOUS BOARD MEETING:**

The signed minutes of the previous meeting of the Board of directors held on 21<sup>st</sup> December, 2009 as circulated among the Directors, were approved by the board and confirmed by the Chairman.

**03. TO TAKE ON RECORD THE GENERAL NOTICE OF DISCLOSURE OF INTEREST GIVEN BY DIRECTORS UNDER SECTION 299:**

The Chairman placed before the Board, the General Notice of Disclosure of Interest received from all the Directors and the same were taken on record.

**04. VOTE OF THANKS:**

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

Date : 30.03.2010  
Place : Secunderabad

  
**CHAIRMAN**

CHAIRMAN'S INITIALS

# MINUTES BOOK

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CHAIRMAN'S INITIALS

# MINUTES BOOK

**BHAGYANAGAR FOODS AND BEVERAGES LIMITED**  
REGD. OFFICE: 5<sup>TH</sup> FLOOR, SURYA TOWERS,  
S.P. ROAD, SECUNDERABAD - 500 003

**MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS OF  
BHAGYANAGAR FOODS AND BEVERAGES LIMITED HELD ON 1<sup>ST</sup> JUNE, 2010 AT  
10.00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY AT 5<sup>TH</sup> FLOOR,  
SURYA TOWERS, S.P. ROAD, SECUNDERABAD - 500 003**

## **DIRECTORS PRESENT:**

- 01. SHRI MANISH SURANA - DIRECTOR
- 02. SHRI DEVENDRA SURANA - DIRECTOR
- 03. SHRI G.M. SURANA - DIRECTOR

## **01. QUORUM /CHAIRMAN:**

The Quorum for the meeting being present, the chairman of the Board, Shri Manish Surana conducted the proceedings of the meeting.

## **02. CONFIRMATION OF THE MINUTES OF THE PREVIOUS BOARD MEETING:**

The signed minutes of the previous meeting of the Board of directors held on 30<sup>th</sup> March, 2010 as circulated among the Directors, were approved by the board and confirmed by the Chairman.

## **03. REVIEW OF OPERATIONS:**

The Chairman informed the Board about the operations undertaken by the Company since the last Board meeting. The Board took note of the same.

## **04. VOTE OF THANKS:**

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

Date : 01.06.2010  
Place : Secunderabad

  
**CHAIRMAN**

CHAIRMAN'S INITIALS

# MINUTES BOOK

**BHAGYANAGAR FOODS AND BEVERAGES LIMITED**  
REGD. OFFICE: 5<sup>TH</sup> FLOOR, SURYA TOWERS,  
S.P. ROAD, SECUNDERABAD - 500 003

**MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS OF  
BHAGYANAGAR FOODS AND BEVERAGES LIMITED HELD ON 30<sup>TH</sup> MARCH, 2010  
AT 10.00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY AT 5<sup>TH</sup> FLOOR,  
SURYA TOWERS, S.P. ROAD, SECUNDERABAD - 500 003**

**DIRECTORS PRESENT:**

- 01. SHRI MANISH SURANA - DIRECTOR
- 02. SHRI DEVENDRA SURANA - DIRECTOR
- 03. SHRI G.M. SURANA - DIRECTOR

**01. QUORUM/CHAIRMAN:**

The Quorum for the meeting being present, the chairman of the Board, Shri Manish Surana conducted the proceedings of the meeting.

**02. CONFIRMATION OF THE MINUTES OF THE PREVIOUS BOARD MEETING:**

The signed minutes of the previous meeting of the Board of directors held on 21<sup>st</sup> December, 2009 as circulated among the Directors, were approved by the board and confirmed by the Chairman.

**03. TO TAKE ON RECORD THE GENERAL NOTICE OF DISCLOSURE OF INTEREST GIVEN BY DIRECTORS UNDER SECTION 299:**

The Chairman placed before the Board, the General Notice of Disclosure of Interest received from all the Directors and the same were taken on record.

**04. VOTE OF THANKS:**

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

Date : 30.03.2010  
Place : Secunderabad

  
**CHAIRMAN**

CHAIRMAN'S INITIALS

# MINUTES BOOK

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CHAIRMAN'S INITIALS



# MINUTES BOOK

BHAGYANAGAR FOODS AND BEVERAGES LIMITED  
REGD. OFFICE: 5<sup>TH</sup> FLOOR, SURYA TOWERS,  
S.P. ROAD, SECUNDERABAD - 500 003

MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS OF  
BHAGYANAGAR FOODS AND BEVERAGES LIMITED HELD ON 1<sup>ST</sup> JUNE, 2010 AT  
10.00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY AT 5<sup>TH</sup> FLOOR,  
SURYA TOWERS, S.P. ROAD, SECUNDERABAD - 500 003

## DIRECTORS PRESENT:

- 01. SHRI MANISH SURANA - DIRECTOR
- 02. SHRI DEVENDRA SURANA - DIRECTOR
- 03. SHRI G.M. SURANA - DIRECTOR

## 01. QUORUM /CHAIRMAN:

The Quorum for the meeting being present, the chairman of the Board, Shri Manish Surana conducted the proceedings of the meeting.

## 02. CONFIRMATION OF THE MINUTES OF THE PREVIOUS BOARD MEETING:

The signed minutes of the previous meeting of the Board of directors held on 30<sup>th</sup> March, 2010 as circulated among the Directors, were approved by the board and confirmed by the Chairman.

## 03. REVIEW OF OPERATIONS:

The Chairman informed the Board about the operations undertaken by the Company since the last Board meeting. The Board took note of the same.

## 04. VOTE OF THANKS:

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

Date : 01.06.2010  
Place : Secunderabad

  
CHAIRMAN

CHAIRMAN'S INITIALS

# MINUTES BOOK

CHAIRMAN'S INITIALS

# MINUTES BOOK

**BHAGYANAGAR FOODS AND BEVERAGES LIMITED**  
REGD. OFFICE: 5<sup>TH</sup> FLOOR, SURYA TOWERS,  
S.P. ROAD, SECUNDERABAD - 500 003

**MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS OF  
BHAGYANAGAR FOODS AND BEVERAGES LIMITED HELD ON 2<sup>ND</sup> SEPTEMBER,  
2010 AT 10.00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY AT 5<sup>TH</sup>  
FLOOR, SURYA TOWERS, S.P. ROAD, SECUNDERABAD - 500 003**

## **DIRECTORS PRESENT:**

- 01. SHRI MANISH SURANA - DIRECTOR
- 02. SHRI DEVENDRA SURANA - DIRECTOR
- 03. SHRI G.M. SURANA - DIRECTOR

## **01. QUORUM /CHAIRMAN:**

The Quorum for the meeting being present, the chairman of the Board, Shri Manish Surana conducted the proceedings of the meeting.

## **02. CONFIRMATION OF THE MINUTES OF THE PREVIOUS BOARD MEETING:**

The signed minutes of the previous meeting of the Board of directors held on 1st June, 2010 as circulated among the Directors, were approved by the board and confirmed by the Chairman.

## **03. TO CONSIDER THE RE-APPOINTMENT OF STATUTORY AUDITORS:**

The Board of Directors of the Company have recommended for re-appointment of M/s. Sekhar & Co. Chartered Accountants as the Statutory Auditors of the Company for the year 2010-11.

## **04. APPROVAL OF ANNUAL ACCOUNTS AND AUDITED FINANCIAL RESULTS OF THE COMPANY FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2010:**


The Chairman placed the Profit and Loss Account of the Company for the year ended 31<sup>st</sup> March 2010 and Balance Sheet as on 31<sup>st</sup> March 2010 along with other relevant Annexures & Notes before the Board for consideration. The Board noted the same and after due deliberations passed the following Resolution:

**"RESOLVED THAT** the Balance Sheet as at 31<sup>st</sup> March 2010 and the Profit and Loss Account for the Period ended 31<sup>st</sup> March 2010 be and are here by approved.

**RESOLVED FURTHER THAT** Shri Devendra Surana and Shri Manish Surana, Directors of the Company be and are here by authorised to sign the same and forward to the Auditors for their Report thereon.

**RESOLVED FURTHER THAT** Shri Devendra Surana, Director of the Company be and is hereby authorized to file Forms 23AC, 23ACA, 20B with the Registrar of Companies, Andhra Pradesh, Hyderabad and apply digital signature on behalf of the Company."

CHAIRMAN'S INITIALS



# MINUTES BOOK

## 05. VOTE OF THANKS:

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

Date : 02.09.2010  
Place : Secunderabad

  
CHAIRMAN

CHAIRMAN'S INITIALS

# MINUTES BOOK

**BHAGYANAGAR FOODS AND BEVERAGES LIMITED**  
REGD. OFFICE: 5<sup>TH</sup> FLOOR, SURYA TOWERS,  
S.P. ROAD, SECUNDERABAD - 500 003

**MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS OF  
BHAGYANAGAR FOODS AND BEVERAGES LIMITED HELD ON 28TH DECEMBER,  
2010 AT 10.00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY AT 5<sup>TH</sup>  
FLOOR, SURYA TOWERS, S.P. ROAD, SECUNDERABAD - 500 003**

## **DIRECTORS PRESENT:**

01. SHRI MANISH SURANA - DIRECTOR  
02. SHRI DEVENDRA SURANA - DIRECTOR  
03. SHRI G.M. SURANA - DIRECTOR

## **01. QUORUM /CHAIRMAN:**

The Quorum for the meeting being present, the chairman of the Board, Shri Manish Surana conducted the proceedings of the meeting.

## **02. CONFIRMATION OF THE MINUTES OF THE PREVIOUS BOARD MEETING:**

The signed minutes of the previous meeting of the Board of directors held on 2nd September, 2010 as circulated among the Directors, were approved by the board and confirmed by the Chairman.

## **03. REVIEW OF OPERATIONS:**

The Chairman informed the Board about the operations undertaken by the Company since the last Board meeting. The Board took note of the same.

## **04. VOTE OF THANKS:**

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

Date : 28.12.2010  
Place : Secunderabad

  
CHAIRMAN

CHAIRMAN'S INITIALS



# MINUTES BOOK

decided by the Board of Directors in consultation with the Auditors."

## 09. OPENING OF BANK A/C WITH HDFC BANK LIMITED, HYDERABAD:

The Chairman informed the Board that it is required to open a Bank Account for the Company. The Board after some discussion passed the following resolution:

**"RESOLVED THAT** a Bank Account be opened by the Company with HDFC Bank Limited, Hyderabad in the name and style of "BHAGYANAGAR FOODS AND BEVERAGES LIMITED" and that the said account be operated severally by Shri Devendra Surana, Director of the Company and that the said Bank be and is hereby requested to honour Cheques, Bills of Exchange and Promissory Notes drawn, accepted or made by the said Director, and to act on any instructions so given relating to the account, whether the same be overdrawn or not or relating to the transactions of the Company."

## 10. PRINTING OF SHARE CERTIFICATES:

A specimen Share certificate was placed before the Board. The Board approved the Share certificate of the Company and authorised Shri Devendra Surana, Director of the Company to get share certificates printed as per the specimen approved by the Board.

## 11. BOOKS AND REGISTERS:

The Board authorised Shri. Devendra Surana to purchase the necessary Books, Records, Registers and other necessary stationery for the Company's business.

## 12. ALLOTMENT OF SHARES TO THE SIGNATORIES OF THE MEMORANDUM"

The Chairman informed the members of the Board that the signatories to the memorandum having paid the share application money, be allotted the shares agreed to be taken by them. The Board after due deliberations resolved as under:

**"RESOLVED THAT** the signatories to the Memorandum of Association of the Company be and are hereby allotted 50000 equity shares of Rs.10/-each, as detailed below:

S No.	Name of the Subscriber	No. of Shares
	M/s. Bhagyanagar India Limited	49940
	Shri G.M. Surana	10
	Shri Narender Surana	10
	Shri Devendra Surana	10
	Shri Sunita Surana	10
6.	Shri Namrata Surana	10
7.	Shri Manish Surana	10
<b>Total number of Shares</b>		<b>50000</b>

**RESOLVED FURTHER THAT** the Share certificates of the Company be issued to the respective members as stated above under the Common Seal of the Company to be affixed in presence of any two Directors and the authorised person who shall also sign the Share Certificates".

CHAIRMAN'S INITIALS

*MS*

# MINUTES BOOK

## 13. PRELIMINARY EXPENSES:

A Statement of Preliminary expenses incurred/ to be incurred by M/s Bhagyanagar Foods and Beverages Limited was placed on the table and was approved by the Board by passing the following resolution:

"RESOLVED THAT the preliminary expenses amounting to Rs. 1,08,000/- (Rupees One Lakh Eight Thousand only) incurred/to be incurred by M/s Bhagyanagar Foods and Beverages Limited in connection with the incorporation of the Company, as per the statement submitted to this meeting, be and are hereby ratified.

## 14. FILING OF STATUTORY FORMS:

Shri Devendra Surana, Director of the Company was directed to file with the appropriate authorities statutory forms and documents within stipulated time under the Companies Act 1956 and to make necessary entries there on.

## 15. APPLICATION FOR PAN:

The Chairman informed the Board that the Company is required to make an application for obtaining Permanent Account Number (PAN) with Income Tax Authority. In this connection the Board after a brief discussion passed the following resolution:

"RESOLVED THAT the Company do make an application to Income Tax Authority for obtaining Permanent Account Number and that Shri Lakshman Raju or Shri Devendra Surana, Directors of the Company be and are hereby severally authorised to sign the application Form and such other documents as may be required in this connection."

RESOLVED FURTHER THAT a certified true copy of the above resolution, signed by any of the Directors of the Company, be furnished to the appropriate authorities for they being acted upon"

## 16. AUTHORISATION TO BORROW MONEYS OTHERWISE THAN BY DEBENTURES UNDER SECTION 292(1)(c):

The Chairman informed the Board that to meet the financial requirements of the Company, it is required to borrow money by the Company from various sources such as Bankers, Financial Institutions, other Corporate Bodies etc., from time to time. The Board after brief discussions passed the following resolution:

"RESOLVED THAT the Company do hereby borrow money otherwise than on debentures from time to time, as and when required, any sum or sums of money on such security and on such terms and conditions as the Board may deem fit.

FURTHER RESOLVED THAT Shri Devendra Surana, Director of the Company is authorised to borrow such sum or sums of money from time to time as and when required by the Company, negotiate and finalize the terms and conditions of borrowing and to do all such acts and things as may be necessary in connection there with and ancillary and incidental thereto."

CHAIRMAN'S INITIALS

*MS Surana*



# MINUTES BOOK

BHAGYANAGAR FOODS AND BEVERAGES PRIVATE LIMITED

REGD. OFFICE: 5<sup>TH</sup> FLOOR, SURYA TOWERS,  
S.P. ROAD, SECUNDERABAD - 500 003

MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS OF  
BHAGYANAGAR FOODS AND BEVERAGES LIMITED HELD ON 1<sup>ST</sup> MARCH, 2011  
AT 10.00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY AT 5<sup>TH</sup> FLOOR,  
SURYA TOWERS, S.P. ROAD, SECUNDERABAD - 500 003

## DIRECTORS PRESENT:

- |                          |            |
|--------------------------|------------|
| 01. SHRI MANISH SURANA   | - DIRECTOR |
| 02. SHRI DEVENDRA SURANA | - DIRECTOR |
| 03. SHRI G.M. SURANA     | - DIRECTOR |

## 01. QUORUM /CHAIRMAN:

The Quorum for the meeting being present, the chairman of the Board, Shri Manish Surana conducted the proceedings of the meeting.

## 02. CONFIRMATION OF THE MINUTES OF THE PREVIOUS BOARD MEETING:

The signed minutes of the previous meeting of the Board of directors held on 28<sup>th</sup> December, 2010 as circulated among the Directors, were approved by the board and confirmed by the Chairman.

## 03. TO MAKE THE FIRST AND FINAL CALL ON PARTLY PAID UP EQUITY SHARES.

The Chairman informed the Board that presently the equity share capital of the Company is Rs.1,00,000/- comprising of 50,000 equity shares of Rs.2/- partly called and paid up. In view of requirement of funds, the Company proposes to make the first and final call of Rs.8/- per share to all the registered shareholders of the Company and thereby the equity shares will become fully paid up shares of Rs.10/- each.

The Board after due deliberations. approved the proposal and passed the following resolution unanimously:

**"RESOLVED THAT** pursuant to section 292(1)(a) of the Companies Act, 1956 the first and final call of Rs.8/- (Rupees Eight) per share be made on all the registered shareholders thereby making all equity shares fully called up of Rs.10/- (Rupees Ten) each.

**FURTHER RESOLVED THAT** the final call on shares be made payable on or before the 31<sup>st</sup> March, 2011 (due date for payment).

**FURTHER RESOLVED THAT** Shri Devendra Surana and Shri Manish Directors of the Company be and are hereby severally authorised to issue necessary call notices to the concerned shareholders and to do all such acts, deeds and things as may be necessary in this connection".

CHAIRMAN'S INITIALS



# MINUTES BOOK

## 04. VOTE OF THANKS:

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

Date : 01.03.2011  
Place : Secunderabad

  
CHAIRMAN

CHAIRMAN'S INITIALS

# MINUTES BOOK

## BHAGYANAGAR FOODS AND BEVERAGES PRIVATE LIMITED

REGD. OFFICE: 5<sup>TH</sup> FLOOR, SURYA TOWERS,

S.P. ROAD, SECUNDERABAD - 500 003

MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS OF BHAGYANAGAR FOODS AND BEVERAGES LIMITED HELD ON 31<sup>ST</sup> MARCH, 2011 AT 04.30 P.M. AT THE REGISTERED OFFICE OF THE COMPANY AT 5<sup>TH</sup> FLOOR, SURYA TOWERS, S.P. ROAD, SECUNDERABAD - 500 003

### DIRECTORS PRESENT:

- 01. SHRI MANISH SURANA - DIRECTOR
- 02. SHRI DEVENDRA SURANA - DIRECTOR
- 03. SHRI G.M. SURANA - DIRECTOR

### 01. QUORUM /CHAIRMAN:

The Quorum for the meeting being present, the chairman of the Board, Shri Manish Surana conducted the proceedings of the meeting.

### 02. CONFIRMATION OF THE MINUTES OF THE PREVIOUS BOARD MEETING:

The signed minutes of the previous meeting of the Board of directors held on 1<sup>st</sup> March, 2011 as circulated among the Directors, were approved by the board and confirmed by the Chairman.

### 03. TO TAKE ON RECORD THE GENERAL NOTICE OF DISCLOSURE OF INTEREST GIVEN BY DIRECTORS UNDER SECTION 299:

The Chairman placed before the Board, the General Notice of Disclosure of Interest received from all the Directors and the same were taken on record.

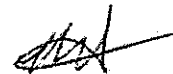
### 04. ALLOTMENT FOR FIRST AND FINAL CALL MONEY RECEIVED FOR PARTLY PAID UP SHARES:

The Chairman informed the Board that the Company has received the first and final call money of Rs.8/- per share from all the equity shareholders of the Company within the due date of 31<sup>st</sup> March, 2011. In this regard, the Company shall issue and allot fully paid up equity shares comprising of 50,000 equity shares of Rs.10/- per share, consequent to which the paid up share capital shall be Rs.5,00,000/-.

The Board after detailed discussions approved the same and passed the following resolution unanimously:

"RESOLVED THAT pursuant to the provisions of Articles of Association of the Company and in terms of the authority given to the Board for making the first and final call money on partly paid-up equity shares, for which the company has received Rs.4,00,000/- (Rupees Four Lakhs) being adjusted towards the face value of equity shares and consequently the following new share certificates having nominal value of Rs.10/- be issued to the existing shareholders:

CHAIRMAN'S INITIALS



# MINUTES BOOK

Name of the Shareholder	No. of equity shares of Rs.10 each	Folio No.	Certificate No.	Distinctive No.	
				From	To
Narender Surana	10	003	01	49951	49960
Narender Surana	10	003	02	49971	49980
Narender Surana	10	003	03	49991	50000
Narender Surana	24970	003	04	00001	24970
Devendra Surana	10	004	05	49941	49950
Devendra Surana	10	004	06	49961	49970
Devendra Surana	10	004	07	49981	49990
Devendra Surana	24970	004	08	24971	49940

**FURTHER RESOLVED THAT** the partly paid up share certificates with nominal value of Rs.2/- each shall stand cancelled and invalid and the above new share certificates with fully paid up nominal value of Rs.10/- per share be executed and signed by Mr. Manish Surana and Mr. Devendra Surana, Directors and Mr. Devendra Surana is further authorized to sign as authorized signatory by affixing the Common Seal in conformity with Articles of Association of the Company.

**FURTHER RESOLVED THAT** Mr. Manish Surana and Mr. Devendra Surana, Directors of the Company be and are hereby authorised to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to the aforesaid resolution”.

#### 04. VOTE OF THANKS:

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

Date : 31.03.2011  
Place : Secunderabad

  
CHAIRMAN

CHAIRMAN'S INITIALS

# MINUTES BOOK

## BHAGYANAGAR FOODS AND BEVERAGES PRIVATE LIMITED

REGD. OFFICE: 5<sup>TH</sup> FLOOR, SURYA TOWERS,  
S.P. ROAD, SECUNDERABAD - 500 003

MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS OF BHAGYANAGAR FOODS AND BEVERAGES LIMITED HELD ON TUESDAY, THE 12<sup>TH</sup> APRIL, 2011 AT 10.30 A.M. AT THE REGISTERED OFFICE OF THE COMPANY AT 5<sup>TH</sup> FLOOR, SURYA TOWERS, S.P. ROAD, SECUNDERABAD - 500 003

### DIRECTORS PRESENT:

01. SHRI MANISH SURANA - DIRECTOR
02. SHRI DEVENDRA SURANA - DIRECTOR
03. SHRI G.M. SURANA - DIRECTOR

### 01. QUORUM /CHAIRMAN:

The Quorum for the meeting being present, the chairman of the Board, Shri Manish Surana conducted the proceedings of the meeting.

### 02. CONFIRMATION OF THE MINUTES OF THE PREVIOUS BOARD MEETING:

The signed minutes of the previous meeting of the Board of directors held on 31<sup>st</sup> March, 2011 as circulated among the Directors, were approved by the board and confirmed by the Chairman.

### 03. TO CONSIDER THE RE-APPOINTMENT OF STATUTORY AUDITORS:

The Board of Directors of the Company have recommended for re-appointment of M/s. Sekhar & Co, Chartered Accountants as the Statutory Auditors of the Company for the year 2011-12.

### 04. APPROVAL OF ANNUAL ACCOUNTS AND AUDITED FINANCIAL RESULTS OF THE COMPANY FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2011:

The Chairman placed the Profit and Loss Account of the Company for the year ended 31<sup>st</sup> March 2011 and Balance Sheet as on 31<sup>st</sup> March 2011 along with other relevant Annexures & Notes before the Board for consideration. The Board noted the same and after due deliberations passed the following Resolution:

**"RESOLVED THAT** the Balance Sheet as at 31<sup>st</sup> March 2011 and the Profit and Loss Account for the Period ended 31<sup>st</sup> March 2011 be and are here by approved.

**RESOLVED FURTHER THAT** Shri Devendra Surana and Shri Manish Surana, Directors of the Company be and are here by authorised to sign the same and forward to the Auditors for their Report thereon.

**RESOLVED FURTHER THAT** Shri Devendra Surana, Director of the Company be and is hereby authorized to file Forms 23AC, 23ACA, 20B with the Registrar of Companies, Andhra Pradesh, Hyderabad and apply digital signature on behalf of the Company."

### 05. VOTE OF THANKS:

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

Date : 12.04.2011  
Place : Secunderabad

  
CHAIRMAN

CHAIRMAN'S INITIALS

# MINUTES BOOK

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CHAIRMAN'S INITIALS

# MINUTES BOOK

## BHAGYANAGAR FOODS AND BEVERAGES PRIVATE LIMITED

REGD. OFFICE: 5<sup>TH</sup> FLOOR, SURYA TOWERS,  
S.P. ROAD, SECUNDERABAD - 500 003

MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS OF  
BHAGYANAGAR FOODS AND BEVERAGES LIMITED HELD ON THURSDAY, THE  
04<sup>TH</sup> AUGUST, 2011 AT 10.00 A.M. AT THE REGISTERED OFFICE OF THE  
COMPANY AT 5<sup>TH</sup> FLOOR, SURYA TOWERS, S.P. ROAD, SECUNDERABAD - 500  
003

### DIRECTORS PRESENT:

- |                          |            |
|--------------------------|------------|
| 01. SHRI MANISH SURANA   | - DIRECTOR |
| 02. SHRI DEVENDRA SURANA | - DIRECTOR |
| 03. SHRI G.M. SURANA     | - DIRECTOR |

### 01. QUORUM /CHAIRMAN:

The Quorum for the meeting being present, the chairman of the Board, Shri Manish Surana conducted the proceedings of the meeting.

### 02. CONFIRMATION OF THE MINUTES OF THE PREVIOUS BOARD MEETING:

The signed minutes of the previous meeting of the Board of directors held on 12<sup>th</sup> April, 2011 as circulated among the Directors, were approved by the board and confirmed by the Chairman.

### 03. REVIEW OF OPERATIONS:

The Chairman informed the Board about the operations undertaken by the Company since the last Board meeting. The Board took note of the same.

### 04. VOTE OF THANKS:

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

Date : 04.08.2011  
Place : Secunderabad

  
CHAIRMAN

CHAIRMAN'S INITIALS

# MINUTES BOOK

CHAIRMAN'S INITIALS



# MINUTES BOOK

## BHAGYANAGAR FOODS AND BEVERAGES PRIVATE LIMITED

REGD. OFFICE: 5<sup>TH</sup> FLOOR, SURYA TOWERS,  
S.P. ROAD, SECUNDERABAD - 500 003

MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS OF BHAGYANAGAR FOODS AND BEVERAGES LIMITED HELD ON SATURDAY, THE 03<sup>RD</sup> DECEMBER, 2011 AT 10.00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY AT 5<sup>TH</sup> FLOOR, SURYA TOWERS, S.P. ROAD, SECUNDERABAD - 500 003

### DIRECTORS PRESENT:

01. SHRI MANISH SURANA - DIRECTOR
02. SHRI DEVENDRA SURANA - DIRECTOR
03. SHRI G.M. SURANA - DIRECTOR

### 01. QUORUM /CHAIRMAN:

The Quorum for the meeting being present, the chairman of the Board, Shri Manish Surana conducted the proceedings of the meeting.

### 02. CONFIRMATION OF THE MINUTES OF THE PREVIOUS BOARD MEETING:

The signed minutes of the previous meeting of the Board of directors held on 04<sup>TH</sup> August, 2011 as circulated among the Directors, were approved by the board and confirmed by the Chairman.

### 03. REVIEW OF OPERATIONS:

The Chairman informed the Board about the operations undertaken by the Company since the last Board meeting. The Board took note of the same.

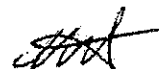
### 04. AUTHORISATION TO PROVIDE UNSECURED LOAN TO SURANA INFOCOM PRIVATE LIMITED:

The Chairman informed the Board that Surana Infocom Private Limited requested the company to provide unsecured loan upto Rs. 2,25,000/- for its principal business requirements. The Board had a brief discussion on the matter and there by passed the following resolution unanimously:

**"RESOLVED THAT** pursuant to Section 292(1)(e) and other applicable provisions, if any, of the Companies Act, 1956 and subject to such modification(s) and re-enactment thereof, consent of the Board of Directors of the Company be and is hereby accorded to provide an unsecured loan to Surana Infocom Private Limited in one or more tranches upto an aggregate amount of Rs. 2,25,000 during the current financial year 2011-12 for its principle business activity at such interest rate and on such terms and conditions as may be mutually agreed upon by both the parties.

**FURTHER RESOLVED THAT** Shri Manish Surana, Director of the Company be and is hereby authorized to do all such acts, deeds and things as may be necessary to give effect to the above resolution".

CHAIRMAN'S INITIALS



# MINUTES BOOK

## 05. VOTE OF THANKS:

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

Date : 03.12.2011  
Place : Secunderabad

  
CHAIRMAN

CHAIRMAN'S INITIALS