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MINUTES BOOK

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

MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS OF BHAGYANAGAR FOODS AND BEVERAGES PRIVATE LIMITED HELD ON TUESDAY, THE 16TH APRIL, 2013 AT 10.30 A.M. AT THE REGISTERED OFFICE OF THE COMPANY AT 5TH FLOOR, SURYA TOWERS, S.P. ROAD, SECUNDERABAD - 500 003

DIRECTORS PRESENT:

01. SHRI MANISH SURANA - DIRECTOR
02. SHRI DEVENDRA 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. CONFIRMATON OF THE MINUTES OF THE PREVIOUS BOARD MEETING:

The signed minutes of the previous meeting of the Board of directors held on 25th March, 2013 as circulated among the Directors. were approved by the board and confirmed by the Chairman.

03. APPROVAL OF ANNUAL ACCOUNTS AND AUDITED FINANCIAL RESULTS OF THE COMPANY FOR THE YEAR ENDED 31ST MARCH 2013:

The Profit and Loss Account of the Company for the year ended 31st March 2013 and Balance Sheet as on 31st March 2013 and other relevant Annexures & Notes were placed before the Board. The Board noted the same and after due deliberations passed the following Resolution:

"**RESOLVED THAT** the Balance Sheet as at 31st March 2013 and the Profit and Loss Account for the Period ended 31st March 2013 be and are hereby approved."

"**RESOLVED FURTHER THAT** Shri Devendra Surana and Shri Manish Surana, Directors of the Company be and are hereby severally authorised to sign the same on behalf of the Board and forward to the Auditors for their Report thereon."

"**RESOLVED FURTHER THAT** Shri Devendra Surana and Shri Manish Surana, Directors of the Company be and are hereby severally authorized to file Forms 23AC, 23ACA and 20B with the Registrar of Companies, Andhra Pradesh, Hyderabad and apply their digital signature thereto."

05. APPROVAL OF DIRECTORS REPORT:

The Annual accounts, duly signed by the Auditors, and their report on the Accounts were laid on the table. The Directors' report for the year ended 31st March, 2013 was thereafter placed before the Board for its consideration. The Board, after due deliberation, passed the following resolution:

CHAIRMAN'S INITIALS

"RESOLVED THAT the Directors' report, placed before the meeting be and is hereby approved."

"RESOLVED FURTHER THAT Shri Narender Surana, Chairman of the Company be and is hereby authorized to sign the Directors' report on behalf of the Board of Directors, in accordance with Section 217(4) of the Companies Act, 1956."

06. 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 2013-14.

07. APPROVAL OF NOTICE TO CONVENE THE 6TH ANNUAL GENERAL MEETING OF THE COMPANY:

The matter relating to convening and holding of the Annual General Meeting of the members of the Company, was considered by the Board, and after due deliberations, it was resolved as under:

"RESOLVED THAT the 6th Annual General Meeting of the members of the Company, be held on Monday the 03rd day of June, 2013 at 10.00 A.M. at the Registered Office of the Company at 5th Floor, Surya Towers, S.P. Road, Secunderabad – 500 003."

"RESOLVED FURTHER THAT the draft notice for the Annual General Meeting, tabled at the meeting, be and is hereby approved and Shri Devendra Surana, Director of the Company, be and is hereby authorized to sign the same on behalf of the Board."

05 .VOTE OF THANKS:

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

Date : 16.04.2013
Place : Secunderabad

CHAIRMAN

CHAIRMAN'S INITIALS

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

MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS OF BHAGYANAGAR FOODS AND BEVERAGES PRIVATE LIMITED HELD ON THURSDAY, THE 11TH JULY, 2013 AT 10.00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY AT 5TH FLOOR, SURYA TOWERS, S.P. ROAD, SECUNDERABAD - 500 003

DIRECTORS PRESENT:

01. SHRI MANISH SURANA - DIRECTOR
02. SHRI DEVENDRA 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. CONFIRMATON OF THE MINUTES OF THE PREVIOUS BOARD MEETING:

The signed minutes of the previous meeting of the Board of directors held on 16th April, 2013 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: 11.07.2013
Place: Secunderabad

CHAIRMAN

CHAIRMAN'S INITIALS

CHAIRMAN'S INITIALS

BHAGYANAGAR FOODS AND BEVERAGES PRIVATE LIMITED
REGD. OFFICE: 5TH 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 5TH SEPTEMBER, 2013 AT 10.00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY AT 5TH FLOOR, SURYA TOWERS, S.P. ROAD, SECUNDERABAD - 500 003

DIRECTORS PRESENT:

01. SHRI MANISH SURANA - DIRECTOR
02. SHRI DEVENDRA 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. CONFIRMATON OF THE MINUTES OF THE PREVIOUS BOARD MEETING:

The signed minutes of the previous meeting of the Board of directors held on 11th July, 2013 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: 05.09.2013
Place: Secunderabad

CHAIRMAN

CHAIRMAN'S INITIALS

CHAIRMAN'S INITIALS

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

MINUTES OF THE 6TH ANNUAL GENERAL MEETING OF THE MEMBERS OF BHAGYANAGAR FOODS AND BEVERAGES PRIVATE LIMITED HELD ON MONDAY, THE 3RD JUNE 2013 AT 10.00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY AT 5TH FLOOR, SURYA TOWERS, S.P. ROAD, SECUNDERABAD - 500 003

MEMBERS PRESENT:

01. SHRI DEVENDRA SURANA
02. SHRI NARENDER 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 16th April 2013 calling the 6th 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 2012-2013. 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, 2013 and the Profit & Loss Account for the year ended 31st March, 2013 together with the Directors' Report and Auditors' Report thereon be and are hereby received and adopted."

Shri Narender 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:

"**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

CHAIRMAN'S INITIALS
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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 Narender 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 : 03.06.2013
Place : Secunderabad

CHAIRMAN

CHAIRMAN'S INITIALS

BHAGYANAGAR FOODS AND BEVERAGES PRIVATE LIMITED

REGD. OFFICE: 5TH 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 24TH DECEMBER, 2013 AT 11.30 A.M. AT THE REGISTERED OFFICE OF THE COMPANY AT 5TH FLOOR, SURYA TOWERS, S.P. ROAD, SECUNDERABAD - 500 003

DIRECTORS PRESENT:

01. SHRI MANISH SURANA - DIRECTOR
02. SHRI DEVENDRA 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. CONFIRMATON OF THE MINUTES OF THE PREVIOUS BOARD MEETING:

The signed minutes of the previous meeting of the Board of directors held on 5th September, 2013 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: 24.12.2013
Place: Secunderabad

CHAIRMAN

CHAIRMAN'S INITIALS

BHAGYANAGAR FOODS AND BEVERAGES PRIVATE LIMITED
REGD. OFFICE: 5TH 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 FRIDAY, THE 25TH JANUARY, 2014 AT 03.30 P.M. AT THE REGISTERED OFFICE OF THE COMPANY AT 5TH FLOOR, SURYA TOWERS, S.P. ROAD, SECUNDERABAD - 500 003

DIRECTORS PRESENT:

01. SHRI MANISH SURANA - DIRECTOR
02. SHRI DEVENDRA 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. CONFIRMATON OF THE MINUTES OF THE PREVIOUS BOARD MEETING:

The signed minutes of the previous meeting of the Board of directors held on 24th December, 2013 as circulated among the Directors, were approved by the board and confirmed by the Chairman.

03. APPOINTMENT OF SHRI. SANJAY KUMAR SANGHI AS ADDITIONAL DIRECTOR:

Shri Manish Surana, Chairman informed the Board that it is proposed to induct Shri Sanjay Kumar Sanghi as an Additional Director of the Company. The Board after brief discussion passed the following resolution:

"**RESOLVED THAT** pursuant to the provisions Section 161 of the Companies Act, 2013 and other applicable provisions of the Companies Act, Shri. Sanjay Kumar Sanghi, be and is hereby appointed as Additional Director on the Board of the Company with immediate effect and to hold office till the conclusion of the next Annual General Meeting of the Company."

"**RESOLVED FURTHER THAT** Shri Manish Surana. Director of the Company be and is hereby authorised to file Form 32 with the Registrar of Companies, Andhra Pradesh in accordance with the provisions of Companies Act by applying his digital signature thereto."

04. ACCEPTANCE OF RESIGNATION OF SHRI DEVENDRA SURANA FROM THE OFFICE OF DIRECTORSHIP:

The Chairman, placed before the Board, the resignation letter dated 25th January, 2014 received from Shri Devendra Surana as director from the Board of the Company. The Board thereafter, passed the following resolution:

"**RESOLVED THAT** the Board of the Directors of the Company do hereby accept the resignation tendered by Shri Devendra Surana, Director of the Company from the office of director with immediate effect."

CHAIRMAN'S INITIALS

RESOLVED FURTHER THAT Shri Manish Surana, Director of the Company be and is hereby authorized to file Form 32 with the Registrar of Companies, Andhra Pradesh in accordance with the provisions of Companies Act, 1956 by applying his digital signature thereto."

05. VOTE OF THANKS

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

Date : 25.01.2014
Place : Secunderabad

CHAIRMAN

CHAIRMAN'S INITIALS

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

MINUTES OF THE 7TH ANNUAL GENERAL MEETING OF THE MEMBERS OF BHAGYANAGAR FOODS AND BEVERAGES PRIVATE LIMITED HELD ON SATURDAY, THE 27TH SEPTEMBER, 2014 AT 12.30 P.M. AT THE REGISTERED OFFICE OF THE COMPANY AT 5TH FLOOR, SURYA TOWERS, S.P. ROAD, SECUNDERABAD - 500 003

MEMBERS PRESENT:

01. SHRI MANISH SURANA
02. SHRI NARENDER SURANA

1. Shri Manish 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 02nd September, 2014 calling the 7th Annual General Meeting was 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 2013-2014. 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, 2014 and the Statement of Profit & Loss Account along with Cash Flow Statement for the year ended 31st March, 2014 together with the Directors' Report and Auditors' Report thereon be and are hereby received and adopted."

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

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

"**RESOLVED THAT** pursuant to section 139 and other applicable provisions, if any, of the Companies Act, 2013, M/s. Sekhar and Suresh., Chartered Accountants, Secunderabad, be and are hereby appointed as Auditors of the Company to hold Office from the conclusion of this Annual General meeting till the conclusion of 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."

CHAIRMAN'S INITIALS

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

6. Item No. 3 of the notice regarding the appointment of Shri Sanjay Kumar Sanghi as Director of the Company was taken up for consideration. In this connection the following resolution was proposed by Shri. Narender Surana as an Ordinary Resolution:

"**RESOLVED THAT** pursuant to the provisions of Section 149, 152, 161 and any other applicable provisions of the Companies Act, 2013 and Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) made there under read with Schedule IV to the Act, Shri Sanjay Kumar Sanghi, who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. 25.01.2014 and who holds office up to the date of this Annual General meeting and in respect of whom the Company has received a notice in writing from a member proposing the candidature of Shri Sanjay Kumar Sanghi for the office of the Director of the Company, be and is hereby appointed as Director."

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

7. Item No. 4 of the notice regarding to borrow money in excess of paid-up capital and free reserves powers of the company under section 180 (1)(c) of Companies Act, 2013. In this connection the following resolution was proposed by Shri. Narender Surana as Special Resolution:

"**RESOLVED THAT** subject to the provisions of Section 180(1)(c) and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force and in supersession of all the earlier resolutions passed in this regard, the consent of the Company be and is hereby accorded to the Board of Directors (hereinafter called "the Board") and which term shall be deemed to include any Committee, which the Board may have constituted or herein after for borrowing from time to time as they may think fit, any sum or sums of money on such terms and conditions as the Board may deem fit, to borrow moneys in excess of the aggregate of the paid up share capital and free reserves of the Company, provided that the total amount borrowed and outstanding at any point of time, apart from temporary loans obtained/to be obtained from the Company's Bankers in the ordinary course of business, shall not be in excess of Rs. 50 Lakhs (Rupees Fifty Lakhs) over and above the aggregate of the paid up share capital and free reserves of the Company."

Shri Devendra 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 : 27.09.2014
Place : Secunderabad

CHAIRMAN

CHAIRMAN'S INITIALS

BHAGYANAGAR FOODS AND BEVERAGES PRIVATE LIMITED
REGD. OFFICE: 5TH 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 1ST MARCH, 2014 AT 10.00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY AT 5TH FLOOR, SURYA TOWERS, S.P. ROAD, SECUNDERABAD - 500 003

DIRECTORS PRESENT:

01. SHRI MANISH SURANA - DIRECTOR
02. SHRI SANJAY KUMAR SANGHI - 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. CONFIRMATON OF THE MINUTES OF THE PREVIOUS BOARD MEETING:

The signed minutes of the previous meeting of the Board of directors held on 25th January, 2014 as circulated among the Directors, were approved by the board and confirmed by the Chairman.

03. OPENING OF CURRENT ACCOUNT WITH YES BANK LIMITED:

The Board was informed that YES Bank Limited ("Bank") has agreed to provide advisory services in connection with Advisory services for Submission of Solar Based Cold Chain Project under NMFP scheme of 2014on such terms and conditions, as stipulated by the Bank from time to time.

RESOLVED THAT Shri. Narender Surana, Authorised Signatory and Shri. Manish Surana, Director of the Company be and are hereby jointly /severally authorized to negotiate, approve and convey the acceptance of the terms and conditions of the engagement letter to the Bank on behalf of the Company.

FURTHER RESOLVED THAT Shri. Narender Surana. Authorised Signatory and Shri. Manish Surana Director, of the Company be and are hereby jointly /severally authorized to deal, negotiate, sign and/or execute all other documents, agreements, deeds, declaration, undertakings, indemnities and writings with the Bank for availing the advisory services of the Bank in any form and in any nature whatsoever. as stipulated by the Bank from time to time.

FURTHER RESOLVED THAT the common seal of the Company be affixed on such documents as may be necessary in the presence of Shri. Manish Surana.

FURTHER RESOLVED THAT that the authorizations hereunder shall supersede and override any earlier authorizations of the Board.

FURTHER RESOLVED THAT the copies of the foregoing resolutions certified to be true copies by Shri. Manish Surana, Director of the Company be furnished to Bank and they be requested to act thereon.

CHAIRMAN'S INITIALS

The Board adopted the following resolution:-

1. That current accounts be opened with Yes Bank Limited at the respective Branches.
2. That the following persons be and is hereby singly/ jointly authorized to open, operate and dose the above current account:

S. NO	Applicant Name	Designation
1.	Manish Surana	Director
2.	Narender Surana	Authorised Signatory

Authorisation Matrix

Transaction Amount	Total Number of Signatories	A1	A2	A3	A4	A5	A6
Unlimited	2	Manish Surana	Narender Surana				

3. That above mentioned applicant be and is hereby authorized, on behalf of the Company, to sign, execute and deliver in the manner herein contained cheques or orders which *may* be drawn or bills accepted or notes made or receipts for monies owing by the Bank to the Company duly signed on behalf of the said Company in respect of the operations of the account and for all cheques, or other orders, which *may* be drawn or bills accepted or notes or negotiable instruments passed on the Company behalf of receipts for money owing by you to the Company and to debit such cheques, orders, bills, notes or negotiable Instruments to the Company's account with you whether such accounts or accounts be for the time being in credit or overdrawn or *may* become overdrawn of such debit without prejudice to the Bank's right to refuse to allow any overdraft or *any* increase of overdraft and We shall be responsible for the repayment of any such overdraft and interest.

4. That the Company do hereby apply to YES BANK Ltd for Net Banking/ Mobile Banking/ Debit Card facility.

5. That the persons authorized to operate the Company Bank account numbers opened with Yes Bank Ltd., as mentioned above are hereby authorized by this Board resolution to operate and access the Bank Account as per the authorization matrix above and to *carry* out banking operations through Internet. The extent of and the manner in which the facilities can be availed by *way* of Internet including the ability to transfer and/ or withdrawal (including cash withdrawals), if *any*, and the availability of information relating to the transactions and the balances in the Bank Account and the limits thereof, including the charges and the conditions thereof, shall be as *may* be prescribed/ permitted by the Bank from time to time.

6. That the Bank is hereby authorized to mail / courier the User ID and Password to attention of the above mentioned authorized persons or to such persons as directed by the said authorized persons, at the address of the Company recorded with the Bank and that the Company acknowledges, agrees and confirms that the onus of keeping the User ID and Password for usage of Net Banking / Mobile Banking / Debit Card, confidential and limited to the persons authorized by the Company is entirely of the Company.

CHAIRMAN'S INITIALS

7. That the Company hereby, places the "Terms and Conditions and Rules for the Services", as prescribed by the Bank for the Net Banking/Mobile Banking/ Debit Card facility, as currently applicable, on record and confirms Its acceptance of the same and that any of the persons be and is hereby authorized to singly, sign or execute the application for availing the Services and the Terms and Conditions and Rules for the Services.

ALSO FURTHER RESOLVED that a copy of the above resolution certified by the Director be forwarded to bank.

04. VOTE OF THANKS:

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

Date : 01.03.2014
Place : Secunderabad

CHAIRMAN

CHAIRMAN'S INITIALS

CHAIRMAN'S INITIALS

BHAGYANAGAR FOODS AND BEVERAGES PRIVATE LIMITED
REGD. OFFICE: 5TH 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 THURADAY, THE 10TH JULY, 2014 AT 09.30 A.M. AT THE REGISTERED OFFICE OF THE COMPANY AT 5TH FLOOR, SURYA TOWERS, S.P. ROAD, SECUNDERABAD - 500 003

DIRECTORS PRESENT:

01. SHRI MANISH SURANA - DIRECTOR
02. SHRI SANJAY KUMAR SANGHI - 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. CONFIRMATON OF THE MINUTES OF THE PREVIOUS BOARD MEETING:

The signed minutes of the previous meeting of the Board of directors held on 30th May, 2014 as circulated among the Directors, were approved by the board and confirmed by the Chairman.

03. CLOSURE OF CURRENT ACCOUNT HELD WITH YES BANK:

The Chairman informed the board that it requires to close the account maintained by the Company with Yes Bank, Somajiguda Branch, Hyderabad. After brief discussion the board passed the following:

"**RESOLVED THAT** the existing current account No. 000681300002900, held by the Company with Yes Bank, Somajiguda Branch, Hyderabad in the name and style of M/s BHAGYANAGAR FOODS AND BEVERAGES PRIVATE LIMITED, be and is hereby closed and that that Shri Narender Surana, or Shri Devendra Surana, Directors of the Company be and are hereby authorised to take such steps and may be required in connection with closing of the said Current Account.

RESOLVED FURTHER THAT the aforesaid Bank be and is hereby requested to act on the instruction of the above mentioned Director in connection with the closing of the said Current Account."

04. APPROVAL OF ANNUAL ACCOUNTS AND AUDITED FINANCIAL RESULTS OF THE COMPANY FOR THE YEAR ENDED 31ST MARCH 2014:

The Statement of Profit and Loss Account along with Cash Flow Statement of the Company for the year ended 31st March 2014 and Balance Sheet as on 31st March 2014 and other relevant Annexure & Notes were placed before the Board. The Board noted the same and after due deliberations passed the following Resolution:

"**RESOLVED THAT** the Balance Sheet as at 31st March 2014 and the Statement of Profit and Loss Account along with Cash Flow Statement for the Period ended 31st March 2014 be and are hereby approved.

CHAIRMAN'S INITIALS

"RESOLVED FURTHER THAT Shri Manish Surana and Shri Sanjay Kumar Sanghi, Directors of the Company be and are hereby authorised to sign the same on behalf of the Board and forward to the Auditors for their Report thereon."

"RESOLVED FURTHER THAT Shri Manish Surana and Shri Sanjay Kumar Sanghi, Directors of the Company be and are hereby severally authorized to file Forms MGT-14, Forms 23AC, 23ACA, Form 20B and with the Registrar of Companies, and apply digital signature on behalf of the Company."

05. APPROVAL OF DIRECTORS REPORT:

The Annual accounts, duly signed by the Auditors, and their report on the Accounts were laid on the table. The Directors' report for the year ended 31st March, 2014 was thereafter placed before the Board for its consideration. The Board, after due deliberation, passed the following resolution:

"RESOLVED THAT the Directors' report, placed before the meeting be and is hereby approved.

"RESOLVED FURTHER THAT Shri Manish Surana, Chairman of the meeting be and is hereby, authorized to sign the Directors' report on behalf of the Board of Directors, in accordance with the provision of the Companies Act."

06. VOTE OF THANKS:

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

Date : 10.07.2014
Place : Secunderabad

CHAIRMAN

CHAIRMAN'S INITIALS

BHAGYANAGAR FOODS AND BEVERAGES PRIVATE LIMITED
REGD. OFFICE: 5TH 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 ON 02ND SEPTEMBER. 2014 AT 09.30 A.M. AT THE REGISTERED OFFICE OF THE COMPANY AT 5TH FLOOR, SURYA TOWERS, S.P. ROAD, SECUNDERABAD - 500 003

DIRECTORS PRESENT:

01. SHRI MANISH SURANA - DIRECTOR
02. SHRI SANJAY KUMAR SANGHI - 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. CONFIRMATON OF THE MINUTES OF THE PREVIOUS BOARD MEETING:

The signed minutes of the previous meeting of the Board of directors held on 10th July, 2014 as circulated among the Directors, were approved by the board and confirmed by the Chairman.

03. TO CONSIDER THE APPOINTMENT OF STATUTORY AUDITORS:

The Board of Directors of the Company have recommended for appointment of M/s. Sekhar and Suresh, Chartered Accountants as the Statutory Auditors of the Company for the year 2014-15.

04. TO APPOINT SHRI. SANJAY KUMAR SANGHI AS DIRECTOR OF THE COMPANY:

The Chairman recalled the Board regarding the appointment of Shri. Sanjay Kumar Sanghi as Additional Director of the Company w.e.f 25.01.2014. In terms of the provision of the Companies Act, 2013, Shri. Sanjay Kumar Sanghi would hold office upto the date of the ensuing Annual General Meeting. The Board approved the proposed resolution for approval of members at the ensuing Annual General Meeting and passed the following resolution:

The Board after due deliberation passed the following resolution

"**RESOLVED THAT** pursuant to the provisions of Section 149, 152, 161 and any other applicable provisions of the Companies Act, 2013 and Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) made there under read with Schedule IV to the Act, Shri Sanjay Kumar Sanghi, who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. 25.01.2014 and who holds office up to the date of this Annual General meeting and in respect of whom the Company has received a notice in writing from a member proposing the candidature of Shri Sanjay Kumar Sanghi for the office of the Director of the Company, be and is hereby appointed as Director."

CHAIRMAN'S INITIALS

05. TO AUTHORIZE THE BOARD TO BORROW MONEY IN EXCESS OF PAID-UP CAPITAL AND FREE RESERVES UNDER SECTION 180 (1)(c) OF COMPANIES ACT, 2013:

The Board of Directors of the Company wishes to borrow money for working capital purpose over and above the aggregate of paid up share capital and free reserves of the Company, provided that the total amount of such borrowings together with the amounts already borrowed and outstanding at any point of time shall not be in excess of Rs. 50 Lakhs (Rupees Fifty Lakhs Only). The Board approved the proposed resolution for approval of members at the ensuing Annual General Meeting and passed the following resolution:

"**RESOLVED THAT** pursuant to Section 180(1) (c) and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), and subject to the approval of the members the Company, the Board may be and hereby authorized to borrow from time to time as they may think fit, any sum or sums of money on such terms and conditions as the Board may deem fit, to borrow moneys in excess of the aggregate of the paid up share capital and free reserves of the Company, provided that the total amount borrowed and outstanding at any point of time, apart from temporary loans obtained/to be obtained from the Company's Bankers in the ordinary course of business, shall not be in excess of Rs. 50 Lakhs (Rupees Fifty Lakhs) over and above the aggregate of the paid up share capital and free reserves of the Company."

06. APPROVAL OF NOTICE TO CONVENE THE 7TH ANNUAL GENERAL MEETING OF THE COMPANY:

The matter relating to convening and holding of the Annual General Meeting of the members of the Company, was considered by the Board, and after due deliberations, it was resolved as under:

"**RESOLVED THAT** the 7th Annual General Meeting of the members of the Company, be held on Saturday the 27th day of September, 2014 at 12.30 P.M. at the Registered Office of the Company at 5th Floor, Surya Towers, S.P. Road, Secunderabad – 500 003."

"**RESOLVED FURTHER THAT** the draft notice for the Annual General Meeting, tabled at the meeting, be and is hereby approved and Shri Manish Surana, Director of the Company, be and is hereby authorized to sign the same on behalf of the Board."

07. VOTE OF THANKS:

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

Date : 02.09.2014
Place : Secunderabad

CHAIRMAN

CHAIRMAN'S INITIALS

BHAGYANAGAR FOODS AND BEVERAGES PRIVATE LIMITED
REGD. OFFICE: 5TH 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 WEDNESDAY, THE 17TH DECEMBER, 2014 AT 11.30 A.M. AT THE REGISTERED OFFICE OF THE COMPANY AT 5TH FLOOR, SURYA TOWERS, S.P. ROAD, SECUNDERABAD - 500 003

DIRECTORS PRESENT:

01. SHRI MANISH SURANA - DIRECTOR
02. SHRI SANJAY KUMAR SANGHI - 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. CONFIRMATON OF THE MINUTES OF THE PREVIOUS BOARD MEETING:

The signed minutes of the previous meeting of the Board of directors held on 02nd September, 2014 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: 17.12.2014
Place: Secunderabad

CHAIRMAN

CHAIRMAN'S INITIALS

CHAIRMAN'S INITIALS

BHAGYANAGAR FOODS AND BEVERAGES PRIVATE LIMITED
REGD. OFFICE: 5TH 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 WEDNESDAY ON 18TH MARCH, 2015 AT 11.00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY AT 5TH FLOOR, SURYA TOWERS, S.P. ROAD, SECUNDERABAD - 500 003

DIRECTORS PRESENT:

01. SHRI MANISH SURANA - DIRECTOR
02. SHRI SANJAY KUMAR SANGHI - 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. CONFIRMATON OF THE MINUTES OF THE PREVIOUS BOARD MEETING:

The signed minutes of the previous meeting of the Board of directors held on 17th December, 2014 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 : 18.03.2015
Place : Secunderabad

CHAIRMAN

CHAIRMAN'S INITIALS

CHAIRMAN'S INITIALS

BHAGYANAGAR FOODS AND BEVERAGES PRIVATE LIMITED
REGD. OFFICE: 5TH 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 FRIDAY ON 24TH APRIL, 2015 AT 10.00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY AT 5TH FLOOR, SURYA TOWERS, S.P. ROAD, SECUNDERABAD - 500 003

DIRECTORS PRESENT:

01. SHRI MANISH SURANA - DIRECTOR
02. SHRI SANJAY KUMAR SANGHI - 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. CONFIRMATON OF THE MINUTES OF THE PREVIOUS BOARD MEETING:

The signed minutes of the previous meeting of the Board of directors held on 18th March, 2015 as circulated among the Directors, were approved by the board and confirmed by the Chairman.

03. TAKE NOTE OF DISCLOSURE OF INTEREST BY DIRECTORS:

The Chairman placed before the Board the Disclosure of Interest received from all the Directors. The Board had briefed discussion and passed the following resolution

"**RESOLVED THAT** pursuant to the provisions of Section 184 (1) of the Companies Act 2013, read with rule 9 of the Companies (Meetings of Board and its Powers) Rules, 2014, the disclosure of interest received from all the Directors of the Company as placed before the Board, be and is hereby taken on record.

04. VOTE OF THANKS:

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

Date: 24.04.2015
Place: Secunderabad

CHAIRMAN

CHAIRMAN'S INITIALS

CHAIRMAN'S INITIALS

BHAGYANAGAR FOODS AND BEVERAGES PRIVATE LIMITED

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

MINUTES OF THE 8TH ANNUAL GENERAL MEETING OF THE MEMBERS OF BHAGYANAGAR FOODS AND BEVERAGES PRIVATE LIMITED HELD ON TUESDAY, THE 29TH SEPTEMBER, 2015 AT 12.30 P.M. AT THE REGISTERED OFFICE OF THE COMPANY AT 5TH FLOOR, SURYA TOWERS, S.P. ROAD, SECUNDERABAD - 500 003

DIRECTORS PRESENT:

SHRI MANISH SURANA
SHRI SANJAY KUMAR SANGHI

MEMBERS PRESENT:

01. SHRI NARENDER SURANA
02. SHRI DEVENDRA SURANA

1. Shri. Manish 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 7th Annual General Meeting.

3. The Notice dated 02nd September 2015, calling the Annual General Meeting, as circulated to all the Members, was taken as read.

4. The Director's Report for the year 2014-2015, already circulated to all the Members along with the notice, was also taken as read. The Auditor's Report for the year 2014-15, together with the annexure thereto was read out to the Shareholders.

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 2014-2015. After some discussion, the following resolution was proposed by Shri. Narender Surana as an ordinary resolution:

"**RESOLVED THAT** the Audited Balance Sheet as at 31st March, 2015 and Statement of Profit & Loss Account for the year ended 31st March, 2015 together with the Director's Report and Auditor's Report thereon be and are hereby received and adopted."

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

CHAIRMAN'S INITIALS

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

"**RESOLVED THAT** pursuant to the provisions of Sec 139 and other applicable provisions of the Companies Act, 2013 and the rules framed there under, as amended from time to time, M/s. Sekhar & Suresh., Chartered Accountants, (Registration No. 006155S), be and are hereby appointed as Auditors of the Company, to hold office for a period of 5 (Five) years from the conclusion of 8th Annual General Meeting (AGM) till the conclusion of 13th Annual General Meeting (AGM) of the Company to be held in the year 2020 (subject to ratification of their appointment at every AGM) on such remuneration as shall be fixed by the Board of Directors."

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

Item No. 3 of the notice regarding adoption of new set of Memorandum of Association without changing the Main Objects as well as Capital Clause in conformity with the requirements of provisions of Companies Act, 2013. In this connection the following resolution was proposed by Shri. Narender Surana as Special Resolution:

"**RESOLVED THAT** pursuant to the provisions of Section 4 and 13 of the Companies Act, 2013 (the Act) read with the Companies (Incorporation) Rules, 2014 and all other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to the approval of the Registrar of Companies and / or any other authority in this behalf, the existing Memorandum of Association of the Company be and is hereby replaced in entirety in conformity with the requirements of provisions of the Companies Act, 2013 as per the draft presented before this meeting and duly initialled by the Chairman for the purpose of identification.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution".

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

Item No. 4 of the notice regarding adoption of new set of Articles of Association with the enactment of the New Companies Act, 2013. In this connection the following resolution was proposed by. Shri Devendra Surana as Special Resolution:

"**RESOLVED THAT** pursuant to the provisions of Section 14 and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the

CHAIRMAN'S INITIALS

existing Articles of Association of the company be and is hereby replaced with the new set of Articles of Association and the said new Articles of Association be and is hereby approved and adopted as the Articles of Association of the company in place of, in substitution and to the entire exclusion of the existing Articles of Association of the company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution".

Shri Narender 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 : 29.09.2015
PLACE: Secunderabad

CHAIRMAN

CHAIRMAN'S INITIALS

CHAIRMAN'S INITIALS

BHAGYANAGAR FOODS AND BEVERAGES PRIVATE LIMITED
REGD. OFFICE: 5TH 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 ON 14TH JULY, 2015 AT 10.30 A.M. AT THE REGISTERED OFFICE OF THE COMPANY AT 5TH FLOOR, SURYA TOWERS, S.P. ROAD, SECUNDERABAD - 500 003

DIRECTORS PRESENT:

01. SHRI MANISH SURANA - DIRECTOR
02. SHRI SANJAY KUMAR SANGHI - 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. CONFIRMATON OF THE MINUTES OF THE PREVIOUS BOARD MEETING:

The signed minutes of the previous meeting of the Board of directors held on 24th April, 2015 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 : 14.07.2015
Place : Secunderabad

CHAIRMAN

CHAIRMAN'S INITIALS

CHAIRMAN'S INITIALS

BHAGYANAGAR FOODS AND BEVERAGES PRIVATE LIMITED
REGD. OFFICE: 5TH 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 WEDNSEDAY ON 02ND SEPTEMBER, 2015 AT 12.00 NOON. AT THE REGISTERED OFFICE OF THE COMPANY AT 5TH FLOOR, SURYA TOWERS, S.P. ROAD, SECUNDERABAD - 500 003

DIRECTORS PRESENT:

01. SHRI MANISH SURANA - DIRECTOR
02. SHRI SANJAY KUMAR SANGHI - 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. CONFIRMATON OF THE MINUTES OF THE PREVIOUS BOARD MEETING:

The signed minutes of the previous meeting of the Board of directors held on 14th July, 2015 as circulated among the Directors, were approved by the board and confirmed by the Chairman.

03. APPROVAL OF ANNUAL ACCOUNTS OF THE COMPANY FOR THE YEAR ENDED 31ST MARCH 2015:

The Statement of Profit and Loss along with Clash Flow Statement of the Company for the year ended 31st March 2015 and Balance Sheet as on 31st March 2015 and other relevant Annexures & Notes were placed before the Board. The Board noted the same and after due deliberations passed the following Resolution:

"**RESOLVED THAT** the Balance Sheet as at 31st March 2015 and the Statement of Profit and Loss Account along with Cash Flow Statement for the Period ended 31st March 2015 be and are hereby approved."

"**RESOLVED FURTHER THAT** Shri. Manish Surana and Shri Sanjay Kumar Sanghi, Directors of the Company be and are hereby authorized to Sign the same and forward to the Auditors for their Report thereon."

"**RESOLVED FURTHER THAT** Shri Manish Surana, Director of the Company be and is hereby authorized to file Form MGT 14, Forms AOC-4, MGT-7 and other applicable forms with the Registrar of Companies, Andhra Pradesh and Telangana, Hyderabad and apply digital signature on behalf of the Company."

04. APPROVAL OF DIRECTORS REPORT:

The Annual accounts, duly signed by the Auditors, and their report on the Accounts were laid on the table. The Directors' report for the year ended 31st March, 2015 was thereafter placed before the Board for its consideration. The Board, after due deliberation, passed the following resolution:

CHAIRMAN'S INITIALS

"RESOLVED THAT the Directors' report, placed before the meeting be and is hereby approved."

"RESOLVED FURTHER THAT Shri Manish Surana, Director/ Chairman of the Company, be and is hereby, authorized to sign the Directors' report on behalf of the Board of Directors, in accordance with Section 134 of the Companies Act, 2013."

05. TO CONSIDER THE APPOINTMENT OF STATUTORY AUDITORS:

The Board of Directors of the Company have recommended for appointment of M/s. DMSR Prakash & Associates, Chartered Accountants as the Statutory Auditors of the Company for a period of 5 Years from conclusion of 8th Annual General Meeting till the conclusion of 13th Annual General Meeting of the company . . The Board considered the matter and thereafter decided that the ratification of the above named Auditors and recommended the following resolution for approval of shareholders at the forthcoming Annual General Meeting.

"RESOLVED THAT pursuant to the provisions of Sec 139 and other applicable provisions of the Companies Act, 2013 and the rules framed there under, as amended from time to time, M/s. Sekhar & Suresh.. Chartered Accountants, (Registration No. 006155S), be and are hereby appointed as Auditors of the Company, to hold office for a period of 5 (Five) years from the conclusion of 8th Annual General Meeting (AGM) till the conclusion of 13th Annual General Meeting (AGM) of the Company to be held in the year 2020 (subject to ratification of their appointment at every AGM) on such remuneration as shall be fixed by the Board of Directors."

06. ALTERATION OF MEMORANDUM OF ASSOCIATION:

The chairman informed the board that the existing Memorandum of Association are in line with the erstwhile Companies Act 1956, which are thus no longer in full conformity with the Companies Act, 2013 ('New Act'). It is thus expedient to adopt new set of Memorandum of Association without changing the Main Objects as well as Capital Clause in conformity with the requirements of provisions of Companies Act, 2013. The Board approved the proposed resolution for approval of members at the ensuing Annual General Meeting and passed the following resolution:

"RESOLVED THAT pursuant to the provisions of Section 4 and 13 of the Companies Act, 2013 (the Act) read with the Companies (Incorporation) Rules, 2014 and all other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to the approval of the Registrar of Companies and / or any other authority in this behalf, the existing Memorandum of Association of the Company be and is hereby replaced in entirety in conformity with the requirements of provisions of the Companies Act, 2013 as per the draft presented before this meeting and duly initialled by the Chairman for the purpose of identification.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution".

07. ALTERATION OF ARTICLES OF ASSOCIATION:

The Chairman informed the board that the existing Articles of Association ("AoA") is based on the Companies Act,1956 and several regulations in the existing AoA contain reference to specific sections of the Companies Act,1956 and some articles in the existing AoA are no longer in conformity with the Act. With the enactment of the Companies Act, 2013 and substantive

CHAIRMAN'S INITIALS

sections of the Act which deal with the general working of the Companies stand notified, several regulations in the existing AoA of the company require alteration and/or deletion. The Board approved the proposed resolution for approval of members at the ensuing Annual General Meeting and passed the following resolution:

"RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the existing Articles of Association of the company be and is hereby replaced with the new set of Articles of Association and the said new Articles of Association be and is hereby approved and adopted as the Articles of Association of the company in place of, in substitution and to the entire exclusion of the existing Articles of Association of the company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution".

08. TO CONVENE THE 8TH ANNUAL GENERAL MEETING OF THE COMPANY:

The matter relating to convening and holding of the 8th Annual General Meeting of the members of the Company, was considered by the Board, and after due deliberations, it was resolved as under:

"RESOLVED THAT the 8th Annual General Meeting of the members of the Company will be held on Tuesday, 29th day of September, 2015 at 12.30 P.M at the Registered Office of the Company at 5th Floor, Surya Tower, S.P. Road, Secunderabad – 500 003."

"RESOLVED FURTHER THAT the draft notice for the 8th Annual General Meeting, tabled at the meeting, be and is hereby approved and Shri Manish Surana, Director of the Company, be and is hereby authorized to sign the same on behalf of the Board."

09. VOTE OF THANKS:

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

Date : 02.09.2015
Place : Secunderabad

CHAIRMAN

CHAIRMAN'S INITIALS

CHAIRMAN'S INITIALS

BHAGYANAGAR FOODS AND BEVERAGES PRIVATE LIMITED
REGD. OFFICE: 5TH 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 ON 29TH DECEMBER, 2015 AT 10.30 A.M. AT THE REGISTERED OFFICE OF THE COMPANY AT 5TH FLOOR, SURYA TOWERS, S.P. ROAD, SECUNDERABAD - 500 003

DIRECTORS PRESENT:

01. SHRI MANISH SURANA - DIRECTOR
02. SHRI SANJAY KUMAR SANGHI - 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. CONFIRMATON OF THE MINUTES OF THE PREVIOUS BOARD MEETING:

The signed minutes of the previous meeting of the Board of directors held on 02nd September, 2015 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 : 29.12.2015
Place : Secunderabad

CHAIRMAN

CHAIRMAN'S INITIALS

CHAIRMAN'S INITIALS

BHAGYANAGAR FOODS AND BEVERAGES PRIVATE LIMITED
REGD. OFFICE: 5TH 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 MONDAY ON 21ST MARCH, 2016 AT 10.30 A.M. AT THE REGISTERED OFFICE OF THE COMPANY AT 5TH FLOOR, SURYA TOWERS, S.P. ROAD, SECUNDERABAD - 500 003

DIRECTORS PRESENT:

01. SHRI MANISH SURANA - DIRECTOR
02. SHRI SANJAY KUMAR SANGHI - 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. CONFIRMATON OF THE MINUTES OF THE PREVIOUS BOARD MEETING:

The signed minutes of the previous meeting of the Board of directors held on 29th December, 2015 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 : 21.03.2016
Place : Secunderabad

CHAIRMAN

CHAIRMAN'S INITIALS

CHAIRMAN'S INITIALS

BHAGYANAGAR FOODS AND BEVERAGES PRIVATE LIMITED

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

MINUTES OF THE (1 OF 2016-17) MEETING OF THE BOARD OF DIRECTORS OF BHAGYANAGAR FOODS AND BEVERAGES LIMITED HELD ON MONDAY ON 04th APRIL, 2016 AT 10.00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY AT 5TH FLOOR, SURYA TOWERS, S.P. ROAD, SECUNDERABAD - 500 003

DIRECTORS PRESENT:

01. SHRI MANISH SURANA - DIRECTOR
02. SHRI SANJAY KUMAR SANGHI - 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. CONFIRMATON OF THE MINUTES OF THE PREVIOUS BOARD MEETING:

The signed minutes of the previous meeting of the Board of directors held on 21st March, 2016 as circulated among the Directors, were approved by the board and confirmed by the Chairman.

03. TAKE NOTE OF DISCLOSURE OF INTEREST BY DIRECTORS:

The Chairman informed the Board that as per section 184 (1) read with rule 9 of Companies (Meetings of Board and its Powers) Rules, 2014 every Director shall disclose his concern or interest in any companies or bodies corporate (including shareholding interest), firms or other association of individuals, by giving a notice in writing in Form MBP 1. Then the Chairman placed before the Board, the Disclosure of Interest received from all the Directors. The Board had briefed discussion and passed the following resolution

"**RESOLVED THAT** pursuant to the provisions of Section 184 (1) of the Companies Act 2013, read with rule 9 of the Companies (Meetings of Board and its Powers) Rules, 2014, the disclosure of interest received from all the Directors of the Company as placed before the Board, be and is hereby taken on record.

04. CHANGE IN NAME OF THE COMPANY:

The company intends to diversify the business and for the same purpose intends to change the name of the company which requires the approval of the Board of Directors. The Board after discussion passed the following resolution

"**RESOLVED THAT** pursuant to the provisions of Section 13 and other applicable provisions of the Companies Act, 2013, and subject to the approval of the Central Government, the existing name of the company be changed from BHAGYANAGAR FOODS AND BEVERAGES PRIVATE LIMITED to CRESCENTIA LABS PRIVATE LIMITED or such other name as may be made available by the Registrar of Companies and agreed upon by the Board of Directors of the Company.

CHAIRMAN'S INITIALS

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Shri. Manish Surana or Shri Sanjay Kumar Sanghi, Directors of the Company be and are hereby severally authorized to make necessary application for obtaining approval to change the name accordingly with the Registrar of Companies.

RESOLVED FURTHER THAT Shri. Manish Surana or Shri Sanjay Kumar Sanghi, Directors of the Company be and are hereby severally authorised, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-form as return of change of name with the Registrar of Companies."

05. ALTERATION OF MEMORANDUM - CHANGE IN THE MAIN OBJECTS OF THE COMPANY:

The chairman informed the Board that the Company intends to diversify into new business opportunities connected with Pharmacy Sector in order to take advantages and huge opportunities associated with the new business which can be tapped to increase revenue. It is proposed to alter the Main Objects of the Memorandum of Association to enable the company to venture into new areas of said business.

After due deliberation the Board passed the following resolution:

"**RESOLVED THAT** pursuant to the provisions of Section 13 and other applicable provisions if any, of Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force), and the rules framed there under, consent of the shareholders of the Company be and is hereby accorded, subject to the approval of the Registrar of Companies, Andhra Pradesh and Telangana, the Memorandum of Association of the Company be and is hereby altered by substituting and replacing Clause III(A) as set out below under the head "MAIN OBJECTS":

1. *To carry on the business as manufacturer, producer, maker, inventors, refiners, converters, importer, exporter, traders, buyers, sellers, whole sellers, suppliers, indenters, distributors, consignors, jobbers, brokers, concessioners or otherwise deal in all kinds of to carry on the business of manufacturing and marketing of all specialty fine chemicals, Aroma Chemicals, Drug Intermediates, APIs and Pharmaceutical Formulations used in Medical, Hospitals, pharmaceuticals, agricultural, health care, food and beverages and cosmetics, rubber & tyre, industrial Agro oils, from petro-based chemicals for the cleaner production technologies.*

2. *To carry on bio-based renewable raw materials to industrial Bio-tech products, such as from corn cobs, furfural, pine oil & Alpha Pinene Products all derivatives cellulose, vegetable oil of soya bean, castor oils, palm kernel oils, Cashew nut shell oil, coconut oils, palm oils, neem oils etc. to produce specialty synthetic chemicals and fragrances & flavors, aroma chemicals for agrochemicals, cosmetics, soaps, detergents, perfume, flavours & fragrances, creams, lotions, pastes, food and pharmaceutical and beverages and health care products*

3. *To carry on the business of manufactures, millers, grinders, rollers, processors, cold store, canners and preserves and dealers, Manufacturing of all vegetable oil derivatives and biochemicals and products of such from coconut oil, castor oil, palm kernel oil, soya*

CHAIRMAN'S INITIALS

bean oil etc and to produce, olechemicals, esters and amides, emulsifiers and specialty chemicals and industrial applications, pest control (or) pesticides & Agro chemicals of bio based & petro-based products, synthetic chemicals, fragrances and flavors to the feed of animal / poultry / aquatic health care.

4. *To carry on the business of Research & Development (R & D) to conduct test, certify the products and all inputs for the process development, process modify in the laboratory for the development of industrial Bio-tech products and speciality chemicals use to produce Agri products such as powders, pastes & lotions from Agriculture produce such as tomatoes, chillies, turmeric etc and Petro-based fine chemicals eco-friendly synthetic fragrances and flavors, products for food & beverages pharmaceuticals and health care of animal / poultry / aquatic / air purifiers.*

FURTHER RESOLVED THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorised, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary e-form as return of appointment with the Registrar of Companies, Andhra Pradesh and Telangana."

06. ALTERATION OF MEMORANDUM - CHANGE IN THE NAME OF THE COMPANY:

The chairman informed the board that the company proposes to change the name from "BHAGYANAGAR FOODS AND BEVERAGES PRIVATE LIMITED" to "CRESCENTIA LABS PRIVATE LIMITED." in consonance with the proposed objects of the Company.

After due deliberation the Board passed the following resolution:

"**RESOLVED THAT** in accordance with Section 13 and 14 and other applicable provisions of Companies Act, 2013, if any and subject to the approval of the Central Government, the name of the Company be changed from "BHAGYANAGAR FOODS AND BEVERAGES PRIVATE LIMITED" to "CRESCENTIA LABS PRIVATE LIMITED."

"**RESOLVED FURTHER THAT** the name "BHAGYANAGAR FOODS AND BEVERAGES PRIVATE LIMITED" wherever it appears in the Memorandum and Articles of Association of the Company be replaced with the "CRESCENTIA LABS PRIVATE LIMITED."

"**RESOLVED FURTHER THAT** for the purposes of giving effect to the above Resolution, the Board of Directors of the Company be and are hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may at its discretion deem necessary or desirable for such purpose, including filing of applications and other documents with the concerned Authorities for necessary approvals as it may in its absolute discretion deem fit."

07. NOTICE FOR CALLING OF AN EXTRA-ORDINARY GENERAL MEETING:

The Chairman informed that in connection with the above said resolutions, it is necessary to convene an Extra Ordinary General Meeting of the Company. A draft of the shorter Notice calling an Extra-ordinary General Meeting was also placed before the Board for their perusal. The Board considered the same and following resolution was passed:

CHAIRMAN'S INITIALS

"**RESOLVED THAT** the Extra Ordinary General Meeting of the Company be convened on Monday the 11th day of April, 2016 at 10.30 A.M. at the registered office of the company at 5th Floor, Surya Towers, SP Road, Secunderabad – 500 003 to consider the matter given in the notice as per draft placed before the meeting".

"**RESOLVED FURTHER THAT** draft shorter notice of Extra Ordinary General meeting as placed before the Board together with explanatory statement thereto be and is hereby approved and Shri Manish Surana, Director of the Company, be and is hereby authorized to sign and issue the same to all the shareholders of the Company."

08. VOTE OF THANKS:

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

Date : 04.04.2016
Place : Secunderabad

CHAIRMAN

CHAIRMAN'S INITIALS

CRESCENTIA LABS PRIVATE LIMITED

(BHAGYANAGAR FOODS AND BEVERAGES PRIVATE LIMITED)
REGD. OFFICE: 5TH FLOOR, SURYA TOWERS,
S.P. ROAD, SECUNDERABAD - 500 003

MINUTES OF THE (2 OF 2016-17) MEETING OF THE BOARD OF DIRECTORS OF BHAGYANAGAR FOODS AND BEVERAGES LIMITED HELD ON TUESDAY ON 28TH JUNE, 2016 AT 10.00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY AT 5TH FLOOR, SURYA TOWERS, S.P. ROAD, SECUNDERABAD - 500 003

DIRECTORS PRESENT:

01. SHRI MANISH SURANA - DIRECTOR
02. SHRI SANJAY KUMAR SANGHI - 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. CONFIRMATON OF THE MINUTES OF THE PREVIOUS BOARD MEETING:

The signed minutes of the previous meeting of the Board of directors held on 04th April, 2016 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 : 28.06.2016
Place : Secunderabad

CHAIRMAN

CHAIRMAN'S INITIALS

CHAIRMAN'S INITIALS

BHAGYANAGAR FOODS AND BEVERAGES PRIVATE LIMITED
5TH FLOOR, SURYA TOWERS,
S.P. ROAD, SECUNDERABAD – 500003.

MINUTES OF THE EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF THE BHAGYANAGAR FOODS AND BEVERAGES PRIVATE LIMITED HELD ON MONDAY THE 11TH APRIL, 2016 AT 10.30 AM AT 5TH FLOOR, SURYA TOWERS, S P ROAD, SECUNDERABAD - 500 003.

MEMBERS PRESENT:

01. Shri Narender Surana - Member
02. Shri Devendra Surana - Member

DIRECTORS PRESENT:

Shri Manish Surana
Shri Sanjay Kumar Sanghi

1. Shri Manish 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 04.04.2016 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 approval of the members for change in Main Objects of the Company. After due discussion, the following resolution was proposed by Shri. Narender Surana as Special Resolution:

"**RESOLVED THAT** pursuant to the provisions of Section 13 and other applicable provisions if any, of Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force), and the rules framed there under, consent of the shareholders of the Company be and is hereby accorded, subject to the approval of the Registrar of Companies, Andhra Pradesh and Telangana, the Memorandum of Association of the Company be and is hereby altered by substituting and replacing new Clause III(A) as set out below under the head "MAIN OBJECTS":

1. *To carry on the business as manufacturer, producer, maker, inventors, refiners, converters, importer, exporter, traders, buyers, sellers, whole sellers, suppliers, indenters, distributors, consignors, jobbers, brokers, concessioners or otherwise deal in all kinds of to carry on the business of manufacturing and marketing of all specialty fine chemicals, Aroma Chemicals, Drug Intermediates, APIs and Pharmaceutical Formulations used in Medical, Hospitals, pharmaceuticals, agricultural, health care, food and beverages and cosmetics, rubber & tyre, industrial Agro oils, from petro-based chemicals for the cleaner production technologies.*

CHAIRMAN'S INITIALS

2. *To carry on bio-based renewable raw materials to industrial Bio-tech products, such as from corn cobs, furfural, pine oil & Alpha Pinene Products all derivatives cellulose, vegetable oil of soya bean, castor oils, palm kernel oils, Cashew nut shell oil, coconut oils, palm oils, neem oils etc. to produce specialty synthetic chemicals and fragrances & flavors, aroma chemicals for agrochemicals, cosmetics, soaps, detergents, perfume, flavours & fragrances, creams, lotions, pastes, food and pharmaceutical and beverages and health care products.*

3. *To carry on the business of manufactures, millers, grinders, rollers, processors, cold store, canners and preserves and dealers. Manufacturing of all vegetable oil derivatives and biochemicals and products of such from coconut oil, castor oil, palm kernel oil, soya bean oil etc and to produce, olechemicals, esters and amides, emulsifiers and specialty chemicals and industrial applications, pest control (or) pesticides & Agro chemicals of bio based & petro-based products, synthetic chemicals, fragrances and flavors to the feed of animal / poultry / aquatic health care.*

4. *To carry on the business of Research & Development (R & D) to conduct test, certify the products and all inputs for the process development, process modify in the laboratory for the development of industrial Bio-tech products and speciality chemicals use to produce Agri products such as powders, pastes & lotions from Agriculture produce such as tomatoes, chillies, turmeric etc and Petro-based fine chemicals eco-friendly synthetic fragrances and flavors, products for food & beverages pharmaceuticals and health care of animal / poultry / aquatic / air purifiers.*

FURTHER RESOLVED THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorised, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary e-form as return of appointment with the Registrar of Companies, Andhra Pradesh and Telangana."

Shri Devendra Surana seconded the above Resolution which was declared to have been passed unanimously.

Item No. 2 of the notice regarding approval of the members for change in Name of the Company. After due discussion, the following resolution was proposed by Shri. Devendra Surana as Special Resolution:

"**RESOLVED THAT** in accordance with Section 13 and 14 and other applicable provisions of Companies Act, 2013, if any and subject to the approval of the Central Government, the name of the Company be changed from "BHAGYANAGAR FOODS AND BEVERAGES PRIVATE LIMITED" to "CRESCENTIA LABS PRIVATE LIMITED."

"**RESOLVED FURTHER THAT** the name "BHAGYANAGAR FOODS AND BEVERAGES PRIVATE LIMITED" wherever it appears in the Memorandum and

CHAIRMAN'S INITIALS

Articles of Association of the Company be replaced with the "CRESCENTIA LABS PRIVATE LIMITED."

"**RESOLVED FURTHER THAT** for the purposes of giving effect to the above Resolution, the Board of Directors of the Company be and are hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may at its discretion deem necessary or desirable for such purpose, including filing of applications and other documents with the concerned Authorities for necessary approvals as it may in its absolute discretion deem fit."

Shri Narender 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 : 11.04.2016
Place : Secunderabad

CHAIRMAN

CHAIRMAN'S INITIALS

CHAIRMAN'S INITIALS

CRESCENTIA LABS PRIVATE LIMITED
(BHAGYANAGAR FOODS AND BEVERAGES PRIVATE LIMITED)
REGD. OFFICE: 5TH FLOOR, SURYA TOWERS,
S.P. ROAD, SECUNDERABAD - 500 003

MINUTES OF THE 9TH ANNUAL GENERAL MEETING OF THE MEMBERS OF CRESCENTIA LABS PRIVATE LIMITED HELD ON WEDNESDAY, 21ST DAY OF SEPTEMBER, 2016 AT 11.00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY AT 5TH FLOOR, SURYA TOWERS, S.P. ROAD, SECUNDERABAD - 500 003

DIRECTORS PRESENT:

SHRI MANISH SURANA
SHRI SANJAY KUMAR SANGHI

MEMBERS PRESENT:

01. SHRI NARENDER SURANA
02. SHRI DEVENDRA SURANA

1. Shri. Manish 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 9th Annual General Meeting.

3. The Notice dated 29th August, 2016, calling the Annual General Meeting, as circulated to all the Members, was taken as read.

4. The Director's Report for the year 2015-2016, already circulated to all the Members along with the notice, was also taken as read. The Auditor's Report for the year 2015-16, together with the annexure thereto was read out to the Shareholders.

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 2015-16. After some discussion, the following resolution was proposed by Shri. Narender Surana as an ordinary resolution:

"**RESOLVED THAT** the Audited Balance Sheet as at 31st March, 2016 and Statement of Profit & Loss Account for the year ended 31st March, 2016 together with the Director's Report and Auditor's Report thereon be and are hereby received and adopted."

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

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

CHAIRMAN'S INITIALS

"**RESOLVED THAT** pursuant to the provisions of Section 139 and 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed there under, as amended from time to time, the appointment of M/s. Sekhar & Suresh, Chartered Accountants, (Registration No. 006155S), as Statutory Auditors of the Company for a term of five years i.e., till the conclusion of the 13th Annual General Meeting to be held in the year 2020, which was subject to ratification at every Annual General Meeting, be and is hereby ratified to hold the office from the conclusion of this 9th Annual General Meeting till the conclusion of 10th Annual General Meeting of the Company to be held in the year 2017.

FURTHER RESOLVED THAT the Board of Directors of the Company be and are hereby authorized to fix the Remuneration of the Auditors."

Shri Devendra 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 : 21.09.2016
Place : Secunderabad

CHAIRMAN

CHAIRMAN'S INITIALS

CRESCENTIA LABS PRIVATE LIMITED
(BHAGYANAGAR FOODS AND BEVERAGES PRIVATE LIMITED)
REGD. OFFICE: 5TH FLOOR, SURYA TOWERS,
S.P. ROAD, SECUNDERABAD - 500 003

MINUTES OF THE (3 OF 2016-17) MEETING OF THE BOARD OF DIRECTORS OF CRESCENTIA LABS PRIVATE LIMITED HELD ON MONDAY ON 29TH AUGUST, 2016 AT 10.00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY AT 5TH FLOOR, SURYA TOWERS, S.P. ROAD, SECUNDERABAD - 500 003

DIRECTORS PRESENT:

01. SHRI MANISH SURANA - DIRECTOR
02. SHRI SANJAY KUMAR SANGHI - 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. CONFIRMATON OF THE MINUTES OF THE PREVIOUS BOARD MEETING:

The signed minutes of the previous meeting of the Board of directors held on 28th June, 2016 as circulated among the Directors, were approved by the board and confirmed by the Chairman.

03. APPROVAL OF ANNUAL ACCOUNTS OF THE COMPANY FOR THE YEAR ENDED 31ST MARCH 2016:

The Statement of Profit and Loss along with Clash Flow Statement of the Company for the year ended 31st March 2016 and Balance Sheet as on 31st March 2016 and other relevant Annexures & Notes were placed before the Board. The Board noted the same and after due deliberations passed the following Resolution:

"**RESOLVED THAT** the Balance Sheet as at 31st March 2016 and the Statement of Profit and Loss Account along with Cash Flow Statement for the Period ended 31st March 2016 be and are hereby approved."

"**RESOLVED FURTHER THAT** Shri. Manish Surana and Shri Sanjay Kumar Sanghi, Directors of the Company be and are hereby authorized to Sign the same and forward to the Auditors for their Report thereon."

"**RESOLVED FURTHER THAT** Shri Manish Surana, Director of the Company be and is hereby authorized to file Forms AOC-4, MGT-7 and other applicable forms with the Registrar of Companies, Andhra Pradesh and Telangana, Hyderabad and apply digital signature on behalf of the Company."

04. APPROVAL OF DIRECTORS REPORT:

The Annual accounts, duly signed by the Auditors, and their report on the Accounts were laid on the table. The Directors' report for the year ended 31st March, 2016 was thereafter placed before the Board for its consideration. The Board, after due deliberation, passed the following resolution:

CHAIRMAN'S INITIALS

"**RESOLVED THAT** pursuant to section 134 of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014 and any other section of the Companies Act, 2013, the Director's report, placed before the meeting be and is hereby approved."

"**RESOLVED FURTHER THAT** Shri. Manish Surana, Chairman of the meeting be and is hereby, authorized to sign the Directors' report on behalf of the Board of Directors, in accordance with the provision of the Companies Act."

05. TO CONSIDER THE RATIFICATION OF APPOINTMENT OF STATUTORY AUDITORS:

The Chairman informed that M/s. Sekhar & Suresh, Chartered Accountants, (Registration No. 006155S), were appointed by the shareholders at the (8th Annual General Meeting) Annual General Meeting to hold office until the conclusion of the (13th Annual General Meeting) Annual General Meeting subject to ratification by shareholders at each Annual General Meeting. He further informed that Company has obtained from the Auditors, a certificate as required under Section 139 of the Companies Act, 2013 to the effect that they are eligible to continue as statutory auditor of the Company. The Board considered the matter and thereafter decided that the ratification of the above named Auditors be recommended to the shareholders at the forthcoming Annual General Meeting.

"**RESOLVED THAT** pursuant to the provisions of Section 139 and 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed there under, as amended from time to time, the appointment of M/s. Sekhar & Suresh, Chartered Accountants, (Registration No. 006155S), as Statutory Auditors of the Company for a term of five years i.e., till the conclusion of the 13th Annual General Meeting to be held in the year 2020, which was subject to ratification at every Annual General Meeting, be and is hereby ratified to hold the office from the conclusion of this 9th Annual General Meeting till the conclusion of 10th Annual General Meeting of the Company to be held in the year 2017.

FURTHER RESOLVED THAT the Board of Directors of the Company be and are hereby authorized to fix the Remuneration of the Auditors."

06. TO CONVENE THE 9TH ANNUAL GENERAL MEETING OF THE COMPANY:

The matter relating to convening and holding of the 9th Annual General Meeting of the members of the Company, was considered by the Board, and after due deliberations, it was resolved as under:

"**RESOLVED THAT** the 9th Annual General Meeting of the members of the Company will be held on Wednesday, 21st day of September, 2016 at 11.00 A.M."

"**RESOLVED FURTHER THAT** the draft notice for the 9th Annual General Meeting, tabled at the meeting, be and is hereby approved and Shri Manish Surana, Director of the Company, be and is hereby authorized to sign the same on behalf of the Board."

07. VOTE OF THANKS:

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

Date : 29.08.2016
Place : Secunderabad

CHAIRMAN

CHAIRMAN'S INITIALS

CRESCENTIA LABS PRIVATE LIMITED

(BHAGYANAGAR FOODS AND BEVERAGES PRIVATE LIMITED)
REGD. OFFICE: 5TH FLOOR, SURYA TOWERS,
S.P. ROAD, SECUNDERABAD - 500 003

MINUTES OF THE (4 OF 2016-17) MEETING OF THE BOARD OF DIRECTORS OF CRESCENTIA LABS PRIVATE LIMITED HELD ON SATURDAY ON 26TH NOVEMBER, 2016 AT 09.30 A.M. AT THE REGISTERED OFFICE OF THE COMPANY AT 5TH FLOOR, SURYA TOWERS, S.P. ROAD, SECUNDERABAD - 500 003

DIRECTORS PRESENT:

01. SHRI MANISH SURANA - DIRECTOR
02. SHRI SANJAY KUMAR SANGHI - 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. CONFIRMATON OF THE MINUTES OF THE PREVIOUS BOARD MEETING:

The signed minutes of the previous meeting of the Board of directors held on 29th August, 2016 as circulated among the Directors, were approved by the board and confirmed by the Chairman.

03. APPOINTMENT OF SHRI GOUTHAM JAIN AS ADDITIONAL DIRECTOR OF THE COMPANY:

The Chairman informed the Board that taking into consideration the knowledge and experience gained by Shri Goutham Jain, it is proposed to appoint him as additional director of the Company so that it will be of immense value and benefit to the Company. Accordingly, the Board passed the following resolution:

"**RESOLVED THAT** pursuant to section 161 of Companies Act, 2013 and Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions of the Companies Act, 2013, Shri Goutham Jain be and is hereby appointed as Additional Director on the Board of the Company with effect from 26.11.2016 and to hold office till the conclusion of the next Annual General Meeting of the Company."

"**RESOLVED FURTHER THAT** Shri Manish Surana, Director of the Company be and is hereby authorized to file Form DIR-12 with the Registrar of Companies, Andhra Pradesh and Telangana in accordance with the provisions of The Companies Act, 2013 and by applying their digital signature thereto."

04. ACCEPTANCE OF RESIGNATION OF SHRI SANJAY KUMAR SANGHI FROM THE OFFICE OF DIRECTOR:

The Chairman placed before the Board, the resignation letter dated 26.11.2016 received from Shri Sanjay Kumar Sanghi as director from the Board of the Company. The Board thereafter, passed the following resolution:

CHAIRMAN'S INITIALS

"**RESOLVED THAT** pursuant to section 168 of the Companies Act, 2013 and other applicable provision of the Companies Act, 2013 and Companies (Appointment and Qualification of Directors) Rules, 2014, the Board of the Directors of the Company do hereby accept the resignation tendered by Shri Sanjay Kumar Sanghi (DIN: 02770190), Director of the Company with immediate effect".

"**RESOLVED FURTHER THAT** Shri Manish Surana, Director of the Company be and is hereby authorized to file Form DIR-12 with the Registrar of Companies in accordance with the provisions of Companies Act, 2013 by applying his digital signature thereto."

05. VOTE OF THANKS:

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

Date : 26.11.2016
Place : Secunderabad

CHAIRMAN

CHAIRMAN'S INITIALS

CRESCENTIA LABS PRIVATE LIMITED
(BHAGYANAGAR FOODS AND BEVERAGES PRIVATE LIMITED)
REGD. OFFICE: 5TH FLOOR, SURYA TOWERS,
S.P. ROAD, SECUNDERABAD - 500 003

MINUTES OF THE (5 OF 2016-17) MEETING OF THE BOARD OF DIRECTORS OF CRESCENTIA LABS PRIVATE LIMITED HELD ON SATURDAY ON 04TH FEBRUARY, 2017 AT 10.30 A.M. AT THE REGISTERED OFFICE OF THE COMPANY AT 5TH FLOOR, SURYA TOWERS, S.P. ROAD, SECUNDERABAD - 500 003

DIRECTORS PRESENT:

01. SHRI MANISH SURANA - DIRECTOR
02. SHRI GOUTHAM JAIN - ADDITIONAL 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. CONFIRMATON OF THE MINUTES OF THE PREVIOUS BOARD MEETING:

The signed minutes of the previous meeting of the Board of directors held on 26th November, 2016 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 : 04.02.2017
Place : Secunderabad

CHAIRMAN

CHAIRMAN'S INITIALS

CHAIRMAN'S INITIALS

CRESCENTIA LABS PRIVATE LIMITED

(BHAGYANAGAR FOODS AND BEVERAGES PRIVATE LIMITED)
REGD. OFFICE: 5TH FLOOR, SURYA TOWERS,
S.P. ROAD, SECUNDERABAD - 500 003

MINUTES OF THE (1 OF 2017-18) MEETING OF THE BOARD OF DIRECTORS OF CRESCENTIA LABS PRIVATE LIMITED HELD ON THURSDAY ON 25TH MAY, 2017 AT 10.30 A.M. AT THE REGISTERED OFFICE OF THE COMPANY AT 5TH FLOOR, SURYA TOWERS, S.P. ROAD, SECUNDERABAD - 500 003

DIRECTORS PRESENT:

01. SHRI MANISH SURANA - DIRECTOR
02. SHRI GOUTHAM JAIN - ADDITIONAL 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. CONFIRMATON OF THE MINUTES OF THE PREVIOUS BOARD MEETING:

The signed minutes of the previous meeting of the Board of directors held on 04th February, 2017 as circulated among the Directors, were approved by the board and confirmed by the Chairman.

03. TAKE NOTE OF DISCLOSURE OF INTEREST BY DIRECTORS:

The Chairman informed the Board that as per section 184 (1) read with rule 9 of Companies (Meetings of Board and its Powers) Rules, 2014 every Director shall disclose his concern or interest in any companies or bodies corporate (including shareholding interest), firms or other association of individuals, by giving a notice in writing in Form MBP 1. Then the Chairman placed before the Board, the Disclosure of Interest received from all the Directors. The Board had briefed discussion and passed the following resolution

"**RESOLVED THAT** pursuant to the provisions of Section 184 (1) of the Companies Act 2013, read with rule 9 of the Companies (Meetings of Board and its Powers) Rules, 2014, the disclosure of interest received from all the Directors of the Company as placed before the Board, be and is hereby taken on record.

04. VOTE OF THANKS:

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

Date : 25.05.2017
Place : Secunderabad

CHAIRMAN

CHAIRMAN'S INITIALS

CHAIRMAN'S INITIALS

CRESCENTIA LABS PRIVATE LIMITED
(BHAGYANAGAR FOODS AND BEVERAGES PRIVATE LIMITED)
REGD. OFFICE: 5TH FLOOR, SURYA TOWERS,
S.P. ROAD, SECUNDERABAD - 500 003

MINUTES OF THE (2 OF 2017-18) MEETING OF THE BOARD OF DIRECTORS OF CRESCENTIA LABS PRIVATE LIMITED HELD ON MONDAY ON 24TH JULY, 2017 AT 10.30 A.M. AT THE REGISTERED OFFICE OF THE COMPANY AT 5TH FLOOR, SURYA TOWERS, S.P. ROAD, SECUNDERABAD - 500 003

DIRECTORS PRESENT:

01. SHRI MANISH SURANA - DIRECTOR
02. SHRI GOUTHAM JAIN - ADDITIONAL 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. CONFIRMATON OF THE MINUTES OF THE PREVIOUS BOARD MEETING:

The signed minutes of the previous meeting of the Board of directors held on 25th May, 2017 as circulated among the Directors, were approved by the board and confirmed by the Chairman.

03. AUTHORISATION TO ENTER INTO LEASE DEED:

The Chairman informed the Board that the Company intends to enter into Lease Agreement with M/s. Surana Solar Systems Private Limited to take lease of land property admeasuring Ac.4.391/2 Gts situated at sankhapur village, sankharampet Mandal, Medak Dist, and to authorize the person to represent the Company in execution of agreement. The Board after brief discussions had passed the following resolutions:

"**RESOLVED THAT** the Company do hereby authorize to enter into a lease agreement with M/s.Surana Solar Systems Private Limited to take lease of land property admeasuring Ac.4.391/2 Gts situated at sankhapur village, sankharampet Mandal, Medak Dist, on such terms and conditions as my be mutually agreed upon by the Parties".

"**RESOLVED FURTHER THAT** Shri Manish Surana, Director of the Company be and is hereby authorized to negotiate and finalize the terms and conditions in regard to the above lease agreement".

"**RESOLVED FURTHER THAT** Shri C. Harimohan Reddy, Manager (P&A), of the Company be and is hereby authorized to represent the Company, to sign / execute the Lease Agreement and other necessary documents and to appear before the concerned registrar/sub-registrar for the purpose of registration of the said agreement in favour of the Company and do all such acts, matters, deeds and things as may be necessary in this regard".

CHAIRMAN'S INITIALS

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

04. VOTE OF THANKS:

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

Date : 24.07.2017
Place : Secunderabad

CHAIRMAN

CRESCENTIA LABS PRIVATE LIMITED
(BHAGYANAGAR FOODS AND BEVERAGES PRIVATE LIMITED)
REGD. OFFICE: 5TH FLOOR, SURYA TOWERS,
S.P. ROAD, SECUNDERABAD - 500 003

MINUTES OF THE (3 OF 2017-18) MEETING OF THE BOARD OF DIRECTORS OF CRESCENTIA LABS PRIVATE LIMITED HELD ON TUESDAY ON 22ND AUGUST, 2017 AT 10.00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY AT 5TH FLOOR, SURYA TOWERS, S.P. ROAD, SECUNDERABAD - 500 003

DIRECTORS PRESENT:

01. SHRI MANISH SURANA - DIRECTOR
02. SHRI GOUTHAM JAIN - ADDITIONAL 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. CONFIRMATON OF THE MINUTES OF THE PREVIOUS BOARD MEETING:

The signed minutes of the previous meeting of the Board of directors held on 24th July, 2017 as circulated among the Directors, were approved by the board and confirmed by the Chairman.

03. APPROVAL OF ANNUAL ACCOUNTS OF THE COMPANY FOR THE YEAR ENDED 31ST MARCH 2017:

The Statement of Profit and Loss along with Clash Flow Statement of the Company for the year ended 31st March 2017 and Balance Sheet as on 31st March 2017 and other relevant Annexures & Notes were placed before the Board. The Board noted the same and after due deliberations passed the following Resolution:

"**RESOLVED THAT** the Balance Sheet as at 31st March 2017 and the Statement of Profit and Loss Account along with Cash Flow Statement for the Period ended 31st March 2017 be and are hereby approved."

"**RESOLVED FURTHER THAT** Shri. Manish Surana and Shri Gourtham Jain, Directors of the Company be and are hereby authorized to Sign the same and forward to the Auditors for their Report thereon."

"**RESOLVED FURTHER THAT** Shri Manish Surana, Director of the Company be and is hereby authorized to file Forms AOC-4, MGT-7 and other applicable forms with the Registrar of Companies, Andhra Pradesh and Telangana, Hyderabad and apply digital signature on behalf of the Company."

04. APPROVAL OF DIRECTORS REPORT:

The Annual accounts, duly signed by the Auditors, and their report on the Accounts were laid on the table. The Directors' report for the year ended 31st March, 2017 was thereafter placed before the Board for its consideration. The Board, after due deliberation, passed the following resolution:

CHAIRMAN'S INITIALS

"**RESOLVED THAT** pursuant to section 134 of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014 and any other section of the Companies Act, 2013, the Director's report, placed before the meeting be and is hereby approved."

"**RESOLVED FURTHER THAT** Shri. Manish Surana, Chairman of the meeting be and is hereby, authorized to sign the Directors' report on behalf of the Board of Directors, in accordance with the provision of the Companies Act."

05. TO CONSIDER THE RATIFICATION OF APPOINTMENT OF STATUTORY AUDITORS:

The Chairman informed that M/s. Sekhar & Suresh, Chartered Accountants, (Registration No. 006155S), were appointed by the shareholders at the (8th Annual General Meeting) Annual General Meeting to hold office until the conclusion of the (13th Annual General Meeting) Annual General Meeting subject to ratification by shareholders at each Annual General Meeting. He further informed that Company has obtained from the Auditors, a certificate as required under Section 139 of the Companies Act, 2013 to the effect that they are eligible to continue as statutory auditor of the Company. The Board considered the matter and thereafter decided that the ratification of the above named Auditors be recommended to the shareholders at the forthcoming Annual General Meeting.

After due deliberations the Board passed the following Resolution

"**RESOLVED THAT** pursuant to the provisions of Section 139 and 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed there under, as amended from time to time, the appointment of M/s. Sekhar & Suresh, Chartered Accountants, (Registration No. 006155S), as Statutory Auditors of the Company for a term of five years i.e., till the conclusion of the 13th Annual General Meeting to be held in the year 2020, which was subject to ratification at every Annual General Meeting, be and is hereby ratified to hold the office from the conclusion of this 10th Annual General Meeting till the conclusion of 11th Annual General Meeting of the Company to be held in the year 2018.

FURTHER RESOLVED THAT the Board of Directors of the Company be and are hereby authorized to fix the Remuneration of the Auditors."

06. TO CONVENE THE 10TH ANNUAL GENERAL MEETING OF THE COMPANY:

The matter relating to convening and holding of the 11th Annual General Meeting of the members of the Company, was considered by the Board, and after due deliberations, it was resolved as under:

"**RESOLVED THAT** the 10th Annual General Meeting of the members of the Company will be held on Monday, 18th day of September, 2017 at 11.00 A.M. at the Registered Office at 5th Floor, Surya Tower, S.P. Road, Secunderabad – 500 003."

"**RESOLVED FURTHER THAT** the draft notice for the 10th Annual General Meeting, tabled at the meeting, be and is hereby approved and Shri Manish Surana, Director of the Company, be and is hereby authorized to sign the same on behalf of the Board."

CRESCENTIA LABS PRIVATE LIMITED
(BHAGYANAGAR FOODS AND BEVERAGES PRIVATE LIMITED)
REGD. OFFICE: 5TH FLOOR, SURYA TOWERS,
S.P. ROAD, SECUNDERABAD - 500 003

MINUTES OF THE 10TH ANNUAL GENERAL MEETING OF THE MEMBERS OF CRESCENTIA LABS PRIVATE LIMITED HELD ON MONDAY, 18TH DAY OF SEPTEMBER, 2017 AT 11.00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY AT 5TH FLOOR, SURYA TOWERS, S.P. ROAD, SECUNDERABAD - 500 003

DIRECTORS PRESENT:

SHRI MANISH SURANA
SHRI GOUTHAM JAIN

MEMBERS PRESENT:

01. SHRI NARENDER SURANA
02. SHRI DEVENDRA SURANA

1. Shri. Manish 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 10th Annual General Meeting.

3. The Notice dated 22nd August, 2017, calling the Annual General Meeting, as circulated to all the Members, was taken as read.

4. The Director's Report for the year 2016-2017, already circulated to all the Members along with the notice, was also taken as read. The Auditor's Report for the year 2016-2017, together with the annexure thereto was read out to the Shareholders.

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 2016-2017. After some discussion, the following resolution was proposed by Shri. Narender Surana as an ordinary resolution:

"**RESOLVED THAT** the Audited Balance Sheet as at 31st March, 2017 and Statement of Profit & Loss Account for the year ended 31st March, 2017 together with the Director's Report and Auditor's Report thereon be and are hereby received and adopted."

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

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

CHAIRMAN'S INITIALS

"**RESOLVED THAT** pursuant to the provisions of Section 139 and 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed there under, as amended from time to time, the appointment of M/s. Sekhar & Suresh, Chartered Accountants, (Registration No. 006155S), as Statutory Auditors of the Company for a term of five years i.e., till the conclusion of the 13th Annual General Meeting to be held in the year 2020, which was subject to ratification at every Annual General Meeting, be and is hereby ratified to hold the office from the conclusion of this 10th Annual General Meeting till the conclusion of 11th Annual General Meeting of the Company to be held in the year 2018.

FURTHER RESOLVED THAT the Board of Directors of the Company be and are hereby authorized to fix the Remuneration of the Auditors."

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

Item No. 3 of the notice regarding authorization by members of the company to Board of Directors to give loans or investments, to give guarantee or to provide the security to any persons or to any other body corporate in conformity with the requirements of provisions of Companies Act, 2013 was taken up for consideration. In this connection the following resolution was proposed by Shri Devendra Surana as **Special Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Section 186 of the Companies Act, 2013 and any other applicable provisions of the Companies Act, 2013 and rules made there under (including any amendment thereto or re-enactment thereof), subject to such approvals, consents, sanctions and permissions, as may be necessary, and the Articles of Association of the Company and all other provisions of applicable laws, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company authorized to give loans or investment, to give guarantee or to provide the security to any persons or to any other body corporate upto an aggregate amount not exceeding Rs. 50 Crore (Rupees Fifty Crore Only) notwithstanding that the aggregate of the loans or guarantees or securities so far given or to be given and/ or securities so far acquired or to be acquired by the Company may collectively exceed the limits prescribed under Section 186 of the Companies Act, 2013.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of the Company be and is hereby authorised to finalise, settle and execute such documents, deeds, writings, papers, and/or agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion deem fit, necessary or appropriate."

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

Item No. 4 of the notice regarding the appointment of Shri Goutham Jain as Director of the Company was taken up for consideration. In this connection the following resolution was proposed by Shri Narender Surana as an **Ordinary Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Section 149, 152, 161 and any other applicable provisions of the Companies Act, 2013 and Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment

CHAIRMAN'S INITIALS

thereof for the time being in force) made there under, Shri Goutham Jain, who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. 26.11.2016 and who holds office up to the date of this Annual General meeting and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing the candidature for the office of the Director of the Company, be and is hereby appointed as Director of the Company."

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution".

Shri Devendra 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 : 18.09.2017
PLACE : Secunderabad

CHAIRMAN

CHAIRMAN'S INITIALS

CHAIRMAN'S INITIALS

CRESCENTIA LABS PRIVATE LIMITED

(FORMERLY BHAGYANAGAR FOODS AND BEVERAGES PRIVATE LIMITED)
REGISTERED OFFICE: 5TH FLOOR, SURYA TOWERS,
SARDAR PATEL ROAD, SECUNDERABAD - 500 003

MINUTES OF THE 11TH ANNUAL GENERAL MEETING OF THE MEMBERS OF CRESCENTIA LABS PRIVATE LIMITED HELD ON FRIDAY, 28TH DAY OF SEPTEMBER, 2018 AT 11.00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY AT 5TH FLOOR, SURYA TOWERS, S.P. ROAD, SECUNDERABAD - 500 003

DIRECTORS AND MEMBERS PRESENT:

Directors	:	01. Shri Manish Surana
		02. Shri Goutham Jain
Members	:	01. Shri Narender Surana
		02. Shri Devendra Surana

1. Shri Manish 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 11th Annual General Meeting.

3. The Notice dated 03rd September, 2018, calling the Annual General Meeting, as circulated to all the Members, was taken as read.

4. The Director's Report for the year 2017-2018, already circulated to all the Members along with the notice, was also taken as read. The Auditor's Report for the year 2017-2018, together with the annexure thereto was read out to the Shareholders.

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 2017-2018. After some [illegible] resolution was proposed by Shri Narender Surana as an ordinary resolution.

"**RESOLVED THAT** the Audited Balance Sheet as at 31st March, 2018 and Statement of Profit & Loss Account and Cash Flow Statement for the year ended 31st March, 2018 together with the Director's Report and Auditor's Report thereon be and are hereby received and adopted".

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

VOTE OF THANKS:

There being no other business to transact, the meeting concluded @ 11.05 A.M. with a vote of thanks to the Chair.

Date : 28.09.2018
Place : Secunderabad

CHAIRMAN

CHAIRMAN'S INITIALS

CHAIRMAN'S INITIALS

CRESCENTIA LABS PRIVATE LIMITED

(FORMERLY BHAGYANAGAR FOODS AND BEVERAGES PRIVATE LIMITED)
REGISTERED OFFICE: 5TH FLOOR, SURYA TOWERS,
SARDAR PATEL ROAD, SECUNDERABAD - 500 003.

MINUTES OF THE 12TH ANNUAL GENERAL MEETING OF THE MEMBERS OF CRESCENTIA LABS PRIVATE LIMITED HELD ON SATURDAY, 28TH DAY OF SEPTEMBER, 2019 AT 11.00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY AT 5TH FLOOR, SURYA TOWERS, SARDAR PATEL ROAD, SECUNDERABAD - 500 003.

DIRECTORS AND MEMBERS PRESENT:

Directors	:	01. Shri Manish Surana 02. Shri Goutham Jain
Members	:	01. Shri Narender Surana 02. Shri Devendra Surana

1. Shri. Manish Surana, Director of the Company, presided as the Chairman of the Meeting.
2. The Quorum for the meeting being present, the Chairman declared the meeting to be in order and extended welcome to the Members at the 12th Annual General Meeting.
3. The Notice dated 04th September, 2019, calling the Annual General Meeting, as circulated to all the Members, was taken as read.
4. The Director's Report for the year 2018-2019, already circulated to all the Members along with the notice, was also taken as read. The Auditor's Report for the year 2018-2019, together with the annexure thereto was read out to the Shareholders.

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 2018-2019. 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, 2019 and Statement of Profit & Loss Account and Cash Flow Statement for the year ended 31st March, 2019 together with the Director's Report and Auditor's Report thereon be and are hereby received and adopted".

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

VOTE OF THANKS:

There being no other business to transact, the meeting concluded @ 11.05 A.M. with a vote of thanks to the Chair.

Date : 28.09.2019
Place : Secunderabad

CHAIRMAN

CHAIRMAN'S INITIALS

CHAIRMAN'S INITIALS

CRESCENTIA LABS PRIVATE LIMITED

REGISTERED OFFICE: 5TH FLOOR, SURYA TOWERS,
SARDAR PATEL ROAD, SECUNDERABAD - 500 003.

MINUTES OF THE 13TH ANNUAL GENERAL MEETING OF THE MEMBERS OF CRESCENTIA LABS PRIVATE LIMITED HELD ON TUESDAY, THE 22ND DAY OF DECEMBER, 2020 AT 03:30 P.M. AT THE REGISTERED OFFICE OF THE COMPANY AT 5TH FLOOR, SURYA TOWERS, SARDAR PATEL ROAD, SECUNDERABAD - 500 003.

DIRECTORS AND MEMBERS PRESENT:

Directors : 01. Shri Manish Surana
02. Smt. Shresha Surana

Members : 01. Shri Narender Surana
02. Shri Devendra Surana

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

2. The Quorum for the meeting being present, the Chairman declared the meeting to be in order and extended welcome to the Members at the 13th Annual General Meeting.

3. The Notice dated 25th November, 2020, calling the Annual General Meeting, as circulated to all the Members, was taken as read.

4. The Director's Report for the year 2019-2020, already circulated to all the Members along with the notice, was also taken as read. The Auditor's Report for the year 2019-2020, together with the annexure thereto was read out to the Shareholders.

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 2019-2020. 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, 2020 and Statement of Profit & Loss Account and Cash Flow Statement for the year ended 31st March, 2020 together with the Director's Report and Auditor's Report thereon be and are hereby received and adopted".

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

CHAIRMAN'S INITIALS

Item No. 2 of the notice regarding the appointment of Auditors of the company and fixation of their remuneration was taken up for consideration. In this connection, the following resolution was proposed by Shri Narender Surana as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the relevant Rules made thereunder [including any statutory modification(s) or re-enactment thereof for the time being in force], M/s. Sekhar & Suresh, Chartered Accountants, (Registration No. 006155-S), who have confirmed their eligibility for the appointment pursuant to Section 141 of the Act as Statutory Auditors of the Company, be and are hereby appointed as Statutory Auditors of the Company for a term of five consecutive years, to hold office from the conclusion of this Annual General Meeting till the conclusion of the 18th Annual General Meeting of the Company to be held in the year 2025, at such remuneration as shall be fixed by the Board of Directors of the Company."

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

Item No. 3 of the notice regarding regularization of Smt. Shresha Surana was taken up for consideration. After some discussion, the following resolution was proposed by Shri. Devendra Surana as an ordinary resolution:

"RESOLVED THAT pursuant to the provisions of Section 149, 152 and any other applicable provisions of the Companies Act, 2013 and Companies (Appointment and Qualification of Directors) Rules, 2014 [including any statutory modification(s) or re-enactment thereof for the time being in force] made there under, Miss. Shresha Surana (DIN-06783104), who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. 01.10.2019 and who holds office up to the date of this Annual General meeting and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing the candidature for the office of the Director, be and is hereby appointed as Director of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution".

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

VOTE OF THANKS:

There being no other business to transact, the meeting concluded @ 4:30 P.M. with a vote of thanks to the Chair.

Date : 22.12.2020
Place : Secunderabad

CHAIRMAN

CHAIRMAN'S INITIALS

 Scan No:- 107156

CRESCENTIA LABS PRIVATE LIMITED

REGD. OFFICE: 5TH FLOOR, SURYA TOWERS,
SARDAR PATEL ROAD, SECUNDERABAD - 500 003.

MINUTES OF THE (7 OF 2021-22) MEETING OF THE BOARD OF DIRECTORS OF CRESCENTIA LABS PRIVATE LIMITED HELD ON MONDAY, 20TH DECEMBER, 2021 AT 11:00 AM AT THE REGISTERED OFFICE AT 5TH FLOOR, SURYA TOWERS, S.P. ROAD, SECUNDERABAD – 500 003.

DIRECTORS PRESENT:

01. Shri Manish Surana	:	Director
02. Smt. Shresha Surana	:	Director
03. Mr. Soham Satish Modi	:	Director
04. Mr. Sharad J Kadakia	:	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. LEAVE OF ABSENCE:

As both the directors were present at the meeting the said item was not considered.

03. CONFIRMATON OF THE MINUTES OF THE PREVIOUS BOARD MEETING:

The signed minutes of the previous meeting of the Board of directors held on 16th December, 2021, as circulated among the Directors, were approved by the board and confirmed by the Chairman.

04. APRPOVAL FOR TRANSFER OF SHARES:

The Chairman informed the Board that the Company had received a request for share transfers along with duly filled-in Share Transfer Forms (Form SH-4) and share certificates in original. Further the Chairman placed on table the share transfer forms along with original share certificates as received for its consideration and approval. The Board confirmed that the documents were in order. Thereafter the Board considered and approved the same and passed the following resolution:

"**RESOLVED THAT** pursuant to the provisions of Section 56 read with Rule 11 of the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modifications or re-enactment thereof, for the time being in force) other applicable provisions, if any, of the Companies Act, 2013 and the Articles of Association of the Company, the consent of the Board of Directors of the Company be and is hereby accorded to register the transfer of the below mentioned shares in favor of the transferee(s):-

Transfer No.	Name of the Transferor	Folio No.	No. of Shares	Distinctive nos. From	Distinctive nos. To	Share Cert No.	Name of the Transferee	Folio no. of transferee
Tr-7	Mr.Narender Surana	003	4970	20001	24970	10	M/s. Modi Properties Private Limited	008

CHAIRMAN'S INITIALS

Tr-8	Mr.Narender Surana	003	10	49951	49960	01	M/s. Modi Properties Private Limited	008
Tr-9	Mr.Narender Surana	003	10	49971	49980	02	M/s. Modi Properties Private Limited	008
Tr-10	Mr.Narender Surana	003	10	49991	50000	03	M/s. Modi Properties Private Limited	008
Tr-11	Mr.Narender Surana	003	20000	00001	20000	09	M/s. SDNMKJ Realty Pvt. Ltd	009
Tr-12	Mr.Devendra Surana	004	4970	44971	49940	12	M/s. Modi Properties Private Limited	008
Tr-13	Mr.Devendra Surana	004	10	49941	49950	05	M/s. Modi Properties Private Limited	008
Tr-14	Mr.Devendra Surana	004	10	49961	49970	06	M/s. Modi Properties Private Limited	008
Tr-15	Mr.Devendra Surana	004	10	49981	49990	07	M/s. Modi Properties Private Limited	008
Tr-16	Mr.Devendra Surana	004	20000	24971	44970	11	M/s. JMKGEC Realtors Pvt. Ltd	010

RESOLVED FURTHER THAT Mr. Manish Surana and Mrs. Shresha Surana, Directors of the Company be and are hereby severally authorized to make necessary endorsement on the share certificates and record such transfer in the Register of Members, Register of Share Transfers and other statutory records and registers of the Company and to do all such acts, deeds and things as may be necessary to give effect to the above resolution".

VOTE OF THANKS:

There being no other business to be transacted, the meeting was concluded at 11:30 A.M. with a vote of thanks to the Chair.

Date : 20.12.2021
Place : Secunderabad

CHAIRMAN

CHAIRMAN'S INITIALS