

CERTIFIED TRUE COPY OF THE MINUTES OF THE THIRTY- SECOND ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF BHAIRAV ENTERPRISES LIMITED HELD ON FRIDAY, 30TH SEPTEMBER 2016 AT 340, J.J. ROAD, BYCULLA, MUMBAI 400 008 COMMNCED AT 2:00 P.M. AND CONCLUDED AT 2:45 P.M.

Directors Present:

| | |
|---------------------|-------------------|
| Mr. Sunil Y. Surve | Chairman / Member |
| Mrs. Krishna Jain | Director |
| Mrs. Avni V. Shroff | Director |

Present:

| | | |
|------------------|---|----------------------------------------------------------------|
| Mr. Manoj Shetty | : | Partner, M/s Hegde & Associates. (Statutory Auditor) |
| Mrs. Neeta Desai | : | Secretarial Auditor |
| Shareholders | : | Shareholders as listed in a separate Register were present. |

1. Chairman

Mr. Sunil Y. Surve, Chairman of the Company took the Chair.

2. Proxy/ Quorum

The Chairman informed the members that 6 members were present in person and no proxies were received by the Company and the necessary Statutory Registers, as required under the Act, were kept open for inspection by the members at the venue of the meeting.

The Chairman declared that the requisites quorum was present and called the meeting in order.

3. Notice of the Meeting

The Chairman requested members to take Notice of the Meeting as read and, with the consent of the members present; the notice convening the meeting was taken as read.

4. Auditors Report

The Chairman requested Mr. Manoj Shetty, Statutory Auditor of the Company to read the Auditors Report as required under Section 145 of the Companies Act, 2013.

There have been no qualifications or observations or comments made by the Statutory Auditors. After that with the consent of the members present, the Auditors Report and Annexure to the Auditors Report, were taken as read.

5. Item no. 1 of the Notice - Adoption of Annual Accounts

The Chairman then moved the Resolution No. 1 regarding adoption of Accounts for the year ended 31st March, 2016.



Thereafter, following resolution was proposed and seconded by the shareholders:

Proposed by: Mr. Sunil Y. Surve
Seconded by: Mr. Surendra Kumar Dujari

"RESOLVED THAT Audited Profit & Loss Account and Cash Flow Statement for the year ended 31st March, 2016 and Balance Sheet as at that date together with Auditors' Report thereon and Directors' Report be and are hereby considered, approved and adopted."

The Chairman then invited questions/clarifications on the points arising out of the accounts and Directors' Report.

There were no questions/suggestions from the shareholders.

As Mr. Sunil Y. Surve was interested in next resolution, he vacated the Chair. Mr. Shashi K. Dujari, shareholder of the Company, requested Mrs. Krishna Jain to occupy the Chair for the purpose of next resolution.

Thereafter Mrs. Krishna Jain, Independent Director, took the Chair and moved the next resolution.

6. Item No. 2 of the Notice - Appointment of Mr. Sunil Y. Surve (DIN 000065166), as Director liable to retire by rotation

The Chairman then moved the Resolution No. 2 regarding appointment of Mr. Sunil Y. Surve (DIN 000065166) as Director of the Company.

Proposed by: Mrs. Krishna Jain
Seconded by: Mr. Shashi Kumar Dujari

"RESOLVED THAT Mr. Sunil Y. Surve (DIN 000065166) be and is hereby reappointed as Director of the Company who shall be liable to retire by rotation."

Mrs. Krishna Jain, informed the members that the proceedings for the resolution in which the Director was interested is completed, she vacated the Chair and requested Mr. Sunil Y. Surve to occupy the Chair to conduct remaining proceedings.

7. Item No. 3 of the Notice - Ratification of appointment of M/s Hegde & Associates, Chartered Accountants, (Firm's Regn No. 103610W), as Statutory Auditor of the Company:

The Chairman then moved the Resolution No. 3 regarding ratification of M/s Hegde & Associates, Chartered Accountants, (Firm's Regn No. 103610W), as Statutory Auditor of the Company.

Thereafter, following resolution was proposed and seconded by the shareholders:



Proposed by: Mr. Sunil Y. Surve
Seconded by: Mr. Benny Simon

"RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any of the Companies Act, 2013 (Including any modification(s) or re-enactment thereof for the time being in force) and the Rules framed thereunder, the appointment of M/s Hegde & Associates, Chartered Accountants, (Firm's Regn No. 103610W), as Auditors of the Company made at the 31st Annual General Meeting of the Company held on September 30, 2015 be and is hereby ratified."

8. Item No. 4 of the Notice – To appoint Mrs. Avni Vishal Shroff as an Independent Director of the Company:

The Chairman then moved the Resolution No. 4 regarding appointment of Mrs. Avni Vishal Shroff as an Independent Director of the Company.

Thereafter, following resolution was proposed and seconded by the shareholders:

Proposed by: Mr. Sunil Y. Surve
Seconded by: Mr. Shrikant G. Helgavkar

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the SEBI (Listing Obligation and Disclosures Requirements) Regulations, 2015, Mrs. Avni Vishal Shroff (DIN 07310330), who was appointed as an Additional Independent Director on October 30, 2015, pursuant to the provisions of sub-section (1) of section 161 of the Companies Act, 2013 and the Articles of Association of the Company 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 under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company for a term of 5 (five) consecutive years with effect from the date of 32nd Annual General Meeting, not liable to retire by rotation."

9. Item No. 5 of the Notice - To provide general authority to Board of Directors to do investments and give Loans under Section 186(3):

The Chairman then moved the Resolution No. 5 regarding providing general authority to Board of Directors for investments and give Loans under Section 186(3).

Thereafter, following resolution was proposed and seconded by the shareholders:

Proposed by: Mr. Sunil Y. Surve
Seconded by: Mr. Bhawar Singh Rajpurohit



"RESOLVED THAT pursuant to Section 186(3) 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), the consent of the Company be and is hereby accorded to the Board of Directors of the Company to give Loan and invest in other Body Corporate and mutual funds from time to time on such terms and conditions as the Board of Directors may deem fit, provided that the aggregate value of all such Loans and investments made, shall not exceed **RS. 6 Crores** (Rupees Six Crore only) outstanding anyone time, notwithstanding that it may exceed 60% of its paid up capital, & free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more.

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

Chairman thereafter ordered for poll under Section 109 of the Companies Act, 2013 and announced that the members who were attending the meeting but did not e-vote can cast their votes through ballot on all the five resolutions for which e-voting had taken place. The Chairman stated that the ballot papers are being distributed to those members present in person or through authorized representatives at the meeting and that they can cast their votes in the ballot Box.


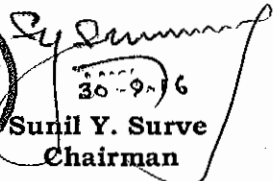
The Chairman informed the meeting that, Mrs. Zankhana Bhansali, Practicing Company Secretary, had been appointed as Scrutinizer to scrutinize the votes and report the result of the voting to him.

Thereafter, members present in person or through authorized representatives cast their votes and upon completion of the poll, the ballot box was sealed by the scrutinizer.

After conclusion of the poll, the Chairman stated that the combined Result of the poll on the resolutions (Which would be aggregate of votes polled on e-voting and the poll conducted at the meeting) would be declared and put on the Company's website within 48 hours of the conclusion of the meeting.

10. Vote of Thanks

There being no other business to be transacted, the meeting concluded with a vote of thanksto the Chair

 
30-9-16
Sunil Y. Surve
Chairman

Results of e-voting and poll conducted on the Ordinary and Special Business at the 32nd Annual General Meeting of the Company:

As per the Scrutinizer's Report on e-voting and poll conducted in 32nd Annual General Meeting held on 30th September 2016 at 2.00 p.m. the Chairman declared the results on 1st October 2016 as follows and that all Resolutions for Ordinary and Special business as set in the notice of the Annual General Meeting have been passed by the requisites majority.

Combined Results (No. of Shares)

| Sr. No. | Resolutions | Votes in Favor | Votes Against | Invalid /abstained Votes | Results Declared |
|---------|---------------------------------------------------------------------------------------------------------------------------------------------|----------------|---------------|--------------------------|---------------------------------|
| 1 | Adoption of financial statements along with Directors' and Auditors' Report for the financial year ended March 31, 2016 | 7,32,350 | 0 | 0 | Passed with requisites majority |
| 2 | Appointment of Mr. Sunil Y. Surve (DIN 000065166), as Director liable to retires by rotation | 7,32,300 | 0 | 50 | Passed with requisites majority |
| 3 | Ratification of appointment of M/s Hegde & Associates, Chartered Accountants, (Firm's Regn No. 103610W) as Statutory Auditor of the Company | 7,32,350 | 0 | 0 | Passed with requisites majority |
| 4 | To appoint Mrs. Avni Vishal Shroff (DIN 07310330) as Independent Director of the Company | 7,32,350 | 0 | 0 | Passed with requisites majority |
| 5 | To give General authority to Board to do investments and give Loan under Section 186(3) | 7,32,350 | 0 | 0 | Passed with requisites majority |

Result: All resolutions put to vote, were passed with requisite majority.



Sunil Y. Surve
Sunil Y. Surve
Chairman