

HELD AT _____ ON _____ TIME _____

SPECIALITY RESTARUANTS LIMITED

Minutes of the Fourteenth Annual General Meeting of the Members of Speciality Restaurants Limited held on Tuesday, the 13th August, 2013 at 3.00 p.m. at Kala Mandir, Shakespeare Sarani, Kolkata- 700017.

PRESENT

Mr. Susim Mukul Datta	: Chairman
Mr. Anjan Chatterjee	: Managing Director & Shareholder
Mrs. Suchhanda Chatterjee	: Whole-time Director & Shareholder (Director-Interior & Aesthetics)
Mr. Indranil Chatterjee	: Whole-time Director & Shareholder (Executive Director)
Mr. Jyotin Mehta	: Independent Director
Mr. T.S.Bhattacharya	: Independent Director (Chairman-Audit Committee)
Mr. Dushyant Mehta	: Independent Director & Shareholder

BY INVITATION

Mr. Rakesh Sharma	: Representative of M/s Deloitte, Haskins & Sells
Mr. Rajesh Kumar Mohta	: Chief Financial Officer & Shareholder

IN ATTENDANCE

Mr. V.S.Satyamoorthy	: Company Secretary & Shareholder
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1. Mr. Rakesh Sharma, Director of M/s. Deloitte Haskins & Sells, Auditors of the Company and Mr. Rajesh Kumar Mohta, Chief Financial Officer of the Company were present by invitation.
2. In aggregate, 392 Members were present in person and 17 Members were present by their proxies.
3. In accordance with Article 82 of the Articles of Association, Mr. Susim Mukul Datta, Chairman of the Board of Directors took the Chair.
4. The following documents and Register and Registers were placed on the table:-
 - (i) Directors' Report for the financial year ended 31st March, 2013.
 - (ii) The Audited Accounts and Auditor's Report thereon for financial year ended 31st March, 2013.
 - (iii) The Proxy Register with 21 valid proxies lodged with the Company in connection with the Fourteenth Annual General Meeting (remained open for inspection during the meeting).
 - (iv) The Register of Directors' Shareholding (remained open for inspection during the meeting).
5. The Chairman commenced the meeting by welcoming the Members to the Fourteenth Annual General Meeting. The Chairman announced that the requisite quorum being present, the meeting was called to order.
6. The Chairman then introduced the Members of the Board of Directors and the Company Secretary on the dais.
7. The Chairman, with the permission of the shareholders, took the Notice as read.


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8. The Chairman then addressed to the shareholders as under:-

He informed that there was slow down in the economic situation which affected the overall growth of all the sectors. The prevailing high level of retail inflation was having a marked effect on the consumption pattern which has practically affected all the sectors of the Industry. Fine Dining had been no exception to this and the growth of the Company's turnover had also been affected. Given these circumstances, the Company had performed reasonably well during the year. The operating profit had increased by around 10% and total income by 19%.

The Company had also slowed down the expansion programme, which was a principal object of the Public Issue. During the financial year 2012-13, the Company had opened 14 new restaurants including 4 Franchise Restaurants. This resultant surplus cash available with the Company was invested safely in Mutual Funds.

The performance of the Company during the current year was also satisfactory.

Auditors' Report:

He then asked the Company Secretary to read out the Auditors' Report and the same was read by the Company Secretary.

Thereafter the following resolutions were proposed and seconded by the members.

ORDINARY BUSINESS:

Item No. 1: Approval of Audited Profit and Loss Account for the financial year ended 31st March 2013, the Balance Sheet as at that date and the Reports of the Directors and Auditors thereon.

The Chairman took up the item no. 1 of the Agenda relating to the Approval of Audited Profit and Loss Account for the financial year ended 31st March 2013 and the Balance Sheet and the Reports of Directors and Auditors thereon.

He then read out the following Ordinary Resolution relating to approval of the audited accounts.

"RESOLVED THAT the Balance Sheet as at March 31, 2013 and the Profit and Loss Account for the year ended 31st March, 2013 together with the Reports of the Directors and the Auditors be and are hereby received and adopted."

Mr. Manoj Kumar Gupta proposed the Resolution and Mr. Krishnendu Das seconded the resolution.

Before putting the resolution to vote, the Chairman invited Members (other than those present by proxy) to make comments, offer suggestions and seek clarifications. The following Members spoke on various items of the Notice and Audited Accounts for the year and sought clarifications. The Chairman informed that he and his colleagues would endeavor to answer the questions that might be raised by the Members.

Mr. Arup Kumar Das, Mr. Krishnendu Das, Mr. Manoj Kumar Gupta, Mr. Ashim Kumar Majumdar, Mr. Sarbananda Gattani, Mr. Sujit Kumar Paul, Mr. Santosh Kumar Saraf, Mr. Alok Kumar Pal, Mr. S.K. Paul, and Mr. S.S. Bhattacharya.

Some of the queries/comments from Members were as follows:-


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- Non-receipt of Annual Report by some of the members.
- Enquired on amount of leasehold improvement expenses.
- Enquired on reason for addition to Plant & Machinery.
- Enquired about the details of expenses incurred in foreign currency.
- Enquired about future outlook and CAPEX Plan for future growth.
- Enquired about Corporate Social Responsibility (CSR) activities and the amount spent on CSR activities.
- Appreciated winning various awards.
- Appreciated the quality of Annual Report.
- Compliments for the good results.
- Enquired about the setting up of more franchise business in West Bengal.
- Enquired about declaration of higher rate of dividend.
- Certain suggestions made for improving the presentation in the Annual Report.
- Enquired about the frequency of verification of fixed assets.
- Enquired about the donation made during the year.

The Chairman thanked the Members for taking keen interest in the affairs of the Company and clarified the relevant and material questions and queries raised by the Members. As regards the non-receipt of annual report by some of the members, the Chairman informed the members that he would examine the same in detail and necessary steps would be taken by the Company for improving the delivery of the annual report. With respect to declaration of higher dividend rate was concerned, it was clarified that in view of proposed expansion plan for the new restaurants which involves huge capital expenditure it was decided by the Company to conserve the resources for such expansion plan and accordingly proposed the dividend at a rate of 10%. At the request of the Chairman, Mr. Anjan Chatterjee, Managing Director also answered the queries raised by the Members with regard to operational aspect.

After clarifying the queries raised by the members, the resolution was then put to vote and on a show of hands was declared as carried by majority.

Item No. 2: Declaration of Dividend for the Financial Year ended 31st March, 2013.

The Chairman then took up the item no. 2 of the Agenda relating to declaration of Dividend for the Financial Year ended 31st March, 2013.

With the consent of the Members present, the Ordinary Resolution set at item no. 2 of the Notice for declaration of dividend for the Financial Year ended 31st March, 2013 was taken as read.

The Resolution set at item no. 2 of the Notice was as follows:

"RESOLVED THAT as recommended by the Board of Directors of the Company a dividend of Re. 1 per equity share of face value of Rs. 10 each (10%) for the year ended 31st March, 2013 be declared and paid to equity shareholders whose names appear on the Register of Members of the Company as at the end of business hours on 1st August, 2013 i.e. the last day prior to the Book Closure period and to the beneficial owners of Equity Shares in the records of the Depositories viz. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as at the end of business hours on 1st August, 2013 i.e. the last day prior to the Book Closure."

Mr. Goutam Nandy proposed the Resolution and Mr. Sarbananda Gattani seconded the resolution.

The Resolution was then put to vote and on a show of hands was declared as carried by majority.


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Item No. 3 Re-appointment of Mr. Dushyant R. Mehta as Director of the Company.

The Chairman then took up the item no. 3 of the Agenda relating to re-appointment of Mr. Dushyant R. Mehta as Director of the Company.

With the consent of the Members present, the Ordinary Resolution set at item no. 3 of the Notice for the appointment of Mr. Dushyant R. Mehta as Director of the Company was taken as read.

The Resolution set at item no. 3 of the Notice was as follows:

"RESOLVED THAT Mr. Dushyant R. Mehta be and is hereby re-appointed as Director of the Company, liable to retire by rotation".

The Resolution was proposed by Mr. S.K.Paul and seconded by Mr. Alok Kumar Pal.

The Resolution was then put to vote and on a show of hands was declared as carried by majority.

Item No. 4: Re-appointment of Mr. Tara Sankar Bhattacharya as Director of the Company.

The Chairman then took up the item no. 4 of the Agenda relating to the re-appointment of Mr. Tara Sankar Bhattacharya as Director of the Company liable to retire by rotation.

With the consent of the Members present, the Ordinary Resolution set at item no. 4 of the Notice for the appointment of Mr. Tara Sankar Bhattacharya as Director of the Company was taken as read.

The Resolution set at item no. 4 of the Notice was as follows:

"RESOLVED THAT Mr. Tara Sankar Bhattacharya be and is hereby re-appointed as Director of the Company, liable to retire by rotation".

The Resolution was proposed by Mr. S.S. Bhattacharya and seconded by Mr. Goutam Nandy.

The Resolution was then put to vote and on a show of hands was declared as carried by majority.

Item No. 5: Appointment of Statutory Auditors and fixation of their remuneration.

The Chairman then took up the item no. 5 of the Agenda relating to the appointment of M/s. Deloitte Haskins & Sells, Chartered Accountants, Mumbai as the Statutory Auditors for the period commencing from this Annual General Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.

With the consent of the Members present, the Ordinary Resolution set at item no. 5 of the Notice relating to the appointment of Auditors and their remuneration was taken as read.

The Resolution set at item no. 5 of the Notice was as follows:-

"RESOLVED THAT pursuant to Section 224 and other applicable provisions of the Companies Act, 1956 Messrs. Deloitte Haskins & Sells, Chartered Accountants (ICAI Registration Number 117366 W), the retiring Auditors of the Company, be and are hereby re-appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company at a fee of Rs.18,00,000/- per annum plus out-of-pocket expenses."


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The Resolution was proposed by Mr. Ashim Kumar Majumdar and seconded by Mr. Manoj Kumar Gupta.

The Resolution was then put to vote and on a show of hands was declared as carried by majority.

SPECIAL BUSINESS:

Item No. 6: Re-appointment of Mr. Anjan Chatterjee as Managing Director of the Company.

The Chairman then took up the item no. 6 of the Agenda relating to the re-appointment of Mr. Anjan Chatterjee as Managing Director of the Company.

With the consent of the Members present, the Special Resolution set at item no. 6 of the Notice relating to the re-appointment of Mr. Anjan Chatterjee as Managing Director of the Company was taken as read.

The Resolution set at item no. 6 of the Notice was as follows:-

"RESOLVED THAT pursuant to the provisions of Sections 198, 269, 309, 310, 311 and other applicable provisions, if any, of the Companies Act, 1956, (including any statutory modification(s) or re-enactment thereof for the time being in force) ("Companies Act") read with Schedule XIII thereto and of the Articles of Association of the Company and subject to such consents and permissions as may be required from the concerned authorities, consent of the shareholders of the Company be and is hereby accorded to the re-appointment of Mr. Anjan Chatterjee, as the Managing Director of the Company, not liable to retire by rotation, for a period of five years with effect from December 27, 2012 on the following revised remuneration, perquisites and benefits (as approved by the Board Governance and Remuneration Committee (hereinafter called "BGRC") and the Board of Directors (the "Board") at their meetings held on November 6, 2012 and on such other terms and conditions as set out in the explanatory statement.

Remuneration:

1. **Basic Salary:**—In the range of Rs.2,00,000/- to Rs.7,00,000/- per month. In the first year it shall be Rs. 2,50,000/- per month. Thereafter, the Board of Directors shall fix annual increments every year within the above ceiling in compliance with Schedule XIII of the Companies Act. First increment shall be due from December 27, 2013.

2. Allowances:

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|---------------------------|---------------------------|
| (i) House Rent Allowance | Rs. 1,25,000/- per month. |
| (ii) Additional Allowance | Rs. 1,25,000/- per month. |

The above allowances together with such other allowances as and when decided with such increments as may be fixed by the Board shall not exceed 100 percent of the basic salary mentioned at 1 above.

3. Perquisites:

In addition to the aforesaid salary and allowances, Mr. Anjan Chatterjee shall be entitled to gratuity, mediclaim policy for self and family, personal accident insurance for self and other benefits in accordance with the rules of the Company.

The monetary value of the perquisites shall be valued as per the provisions of the Income Tax Act, 1961 and the Rules made thereunder wherever applicable and in the absence of any such provision, perquisites shall be valued at actual cost.


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4. Commission:

Over and above the remuneration aforesaid, he shall be eligible for commission at the rate of 1% of the net profits or such other percent as the Board of Directors may fix every year. Provided that the total remuneration including basic salary, other allowance, perquisites and commission shall be within the overall limits laid down in Sections 198 and 309 read with Schedule XIII of the Companies Act.

5. Sitting Fees:

Mr. Anjan Chatterjee shall not be entitled to any sitting fee for attending meetings of the Board and/or committee (s) of the Directors.

RESOLVED FURTHER THAT where in any financial year, during the currency of the tenure of Mr. Anjan Chatterjee as the Managing Director, the Company has no profits or its profits are inadequate, the Company shall pay him remuneration by way of salary and perquisites not exceeding the limits as prescribed under Schedule XIII of the Companies Act, or any modification or re-enactment thereof.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to alter and vary the terms and conditions of the said re-appointment, and/or remunerations in such manner as may be agreed to between the Board of Directors and Mr. Anjan Chatterjee subject to the limits mentioned above.

RESOLVED FURTHER THAT the Board of Directors or any committee of Directors that may be authorized by the Board in this behalf, be and is hereby authorised to take such steps and do all such acts, deeds, matters and things and settle any doubts, difficulties, issues and questions in this regard as may be considered necessary, proper, desirable and expedient to give effect to this resolution.

RESOLVED FURTHER THAT Mr. Anjan Chatterjee, Managing Director or Mr. Indranil Chatterjee, Executive Director and Mr. V.S.Satyamoorthy, Company Secretary be and are hereby severally authorised to file the various forms required to be filed under the Companies Act electronically from time to time with the Registrar of Companies, West Bengal or such other concerned authorities".

The Resolution was proposed by Mr. Sarbananda Gattani and seconded by Mr. Arup Kumar Das.

The Resolution was then put to vote and on a show of hands was declared as carried by majority.

Item No. 7: Revision in terms and conditions of remuneration of Mrs. Suchhanda Chatterjee, Whole-time Director of the Company.

The Chairman then took up the item no. 7 of the Agenda relating to revision in terms and conditions of remuneration of Mrs. Suchhanda Chatterjee, Whole-time Director of the Company.

With the consent of the Members present, the Special Resolution set at item no. 7 of the Notice relating to revision in the terms and conditions of remuneration of Mrs. Suchhanda Chatterjee was taken as read.

The Resolution set at item no. 7 of the Notice was as follows:-

"RESOLVED THAT in partial modification(s) of the resolution passed at the Annual General Meeting of the Company held on September 30, 2010 for the appointment and remuneration of


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Mrs. Suchhanda Chatterjee, Whole-time Director of the Company, and in accordance with the provisions of Sections 198, 269, 309, 310, 311 and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification(s) or re-enactment thereof for the time being in force) ("Companies Act"), read with Schedule XIII thereto and of the Articles of Association of the Company and subject to such consents and permissions as may be required, consent of the shareholders of the Company be and is accorded for revision in terms and conditions of remuneration of Mrs. Suchhanda Chatterjee, Whole-time Director with effect from July 1, 2012 (as approved by the Board Governance and Remuneration Committee and the Board of Directors at their meetings held on November 6, 2012) for the remaining of the tenure of her contract (i.e upto June 30, 2015) as set out below:-

Remuneration

1. **Basic Salary:** – In the range of Rs.50,000/- to Rs. 2,00,000/- per month. For the period starting from July 1, 2012 it shall be Rs. 87,500/- per month. Thereafter, the Board of Directors shall fix annual increments every year within the above ceiling. First increment shall be due from July 1, 2013.

2. Allowances:

- (a) House Rent Allowance: Rs. 43,750/- per month.
 (b) Additional Allowance: Rs. 43,750/- per month.

The above allowances together with such other allowances as and when decided with such increments as may be fixed by the Board shall not exceed 100 percent of the basic salary mentioned at 1 above.

All other terms and conditions as mentioned in the appointment letter dated July 21, 2010 remains unchanged.

3. Perquisites:

In addition to the aforesaid salary and allowances, Mrs. Suchhanda Chatterjee shall be entitled to gratuity, mediclaim policy for self and family, personal accident insurance for self and other benefits in accordance with the rules of the Company.

The monetary value of the perquisites shall be valued as per the provisions of the Income Tax Act, 1961 and the Rules made thereunder wherever applicable and in the absence of any such provision, perquisites shall be valued at actual cost.

4. Sitting Fees:

Mrs. Suchhanda Chatterjee shall not be entitled to any sitting fee for attending meetings of the Board and/or committee (s) of the Directors.

RESOLVED FURTHER THAT where in any financial year, during the currency of the Whole-time Director, the Company has no profits or its profits are inadequate, the Company shall pay her remuneration by way of salary and perquisites not exceeding the limits as prescribed under Schedule XIII of the Companies Act, or any modification or re-enactment thereof.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to alter and vary the terms and conditions of the said remunerations in such manner as may be agreed to between the Board of Directors and Mrs. Suchhanda Chatterjee subject to the limits mentioned above as may be permitted in accordance with the provisions of the Companies Act.


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RESOLVED FURTHER THAT the Board of Directors or any committee of Directors authorized by the Board in this behalf, be and is hereby authorised to take such steps and do all such acts, deeds, matters and things and settle any doubts, difficulties, issues and questions in this regard as may be considered necessary, proper, desirable and expedient to give effect to this resolution.

RESOLVED FURTHER THAT Mr. Anjan Chatterjee, Managing Director or Mr. Indranil Chatterjee, Executive Director and Mr. V.S.Satyamoorthy, Company Secretary be and are hereby severally authorised to file the various forms required to be filed under the Companies Act electronically from time to time with the Registrar of Companies, West Bengal or such other concerned authorities".

The Resolution was proposed by Mr. Santosh Kumar Saraf and seconded by Mr. S.S.Bhattacharya.

The Resolution was then put to vote and on a show of hands was declared as carried by majority.

Item No. 8: Revision in terms and conditions of remuneration of Mr. Indranil Chatterjee, Whole-time Director of the Company.

The Chairman then took up the item no. 8 of the Agenda relating to revision in terms and conditions of remuneration of Mr. Indranil Chatterjee, Whole-time Director of the Company.

With the consent of the Members present, the Special Resolution set at item no. 8 of the Notice relating to revision in the terms and conditions of remuneration of Mr. Indranil Chatterjee was taken as read.

The Resolution set at item no. 8 of the Notice was as follows:-

"RESOLVED THAT in partial modification(s) of the resolution passed at the Annual General Meeting of the Company held on September 30, 2010 for the appointment and remuneration of Mr. Indranil Chatterjee, Whole time Director of the Company, and in accordance with the provisions of Sections 198, 269, 309, 310, 311 and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification (s) or re-enactment thereof for the time being in force) ("**Companies Act**"), read with Schedule XIII thereto and of the Articles of Association of the Company and subject to such consents and permissions as may be required, consent of the shareholders of the Company be and is hereby accorded for revision in terms and conditions of remuneration of Mr. Indranil Chatterjee, Whole time Director with effect from July 1, 2012 (as approved by the Board Governance and Remuneration Committee and the Board of Directors at their meetings held on November 6, 2012) for the remainder of the tenure his contract (i.e upto June 30, 2015) as set out below:

Remuneration:

1. **Basic Salary** – In the range of Rs.50,000/- to Rs. 2,00,000/- per month. For the period starting from July 1, 2012 it shall be Rs. 87,500/- per month. Thereafter, the Board of Directors shall fix annual increments every year within the above ceiling. First increment shall be due from 1st July, 2013.

2. **Allowances:**

- | | | |
|-----|-----------------------|-------------------------|
| (a) | House Rent Allowance: | Rs. 43,750/- per month. |
| (b) | Additional Allowance: | Rs. 43,750/- per month. |

The above allowances together with such other allowances as and when decided with such increments as may be fixed by the Board shall not exceed 100 percent of the basic salary mentioned at 1 above.


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All other terms and conditions as mentioned in the appointment letter dated July 21, 2010 remains unchanged.

3. Perquisites:

In addition to the aforesaid salary and allowances, Mr. Indranil Chatterjee shall be entitled to gratuity, mediclaim policy for self and family, personal accident insurance for self and other benefits in accordance with the rules of the Company.

The monetary value of the perquisites shall be valued as per the provisions of the Income Tax Act, 1961 and the Rules made thereunder wherever applicable and in the absence of any such provision, perquisites shall be valued at actual cost.

4. Sitting Fees:

Mr. Indranil Chatterjee shall not be entitled to any sitting fee for attending meetings of the Board and/or committee (s) of the Directors.

RESOLVED FURTHER THAT where in any financial year, during the currency of the Whole-time Director, the Company has no profits or its profits are inadequate, the Company shall pay him remuneration by way of salary and perquisites not exceeding the limits as prescribed under Schedule XIII of the Companies Act, or any modification or re-enactment thereof.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to alter and vary the terms and conditions of the said remunerations in such manner as may be agreed to between the Board of Directors and Mr. Indranil Chatterjee subject to the limits mentioned above as may be permitted in accordance with the provisions of the Companies Act.

RESOLVED FURTHER THAT the Board of Directors or any committee of Directors authorized by the Board in this behalf be and is hereby authorised to take such steps and do all such acts, deeds, matters and things and settle any doubts, difficulties, issues and questions in this regard as may be considered necessary, proper, desirable and expedient to give effect to this resolution.

RESOLVED FURTHER THAT Mr. Anjan Chatterjee, Managing Director or Mr. Indranil Chatterjee, Executive Director and Mr. V.S.Satyamoorthy, Company Secretary be and are hereby severally authorised to file the various forms required to be filed under the Companies Act electronically from time to time with the Registrar of Companies, West Bengal or such other concerned authorities".

The Resolution was proposed by Mr. S.K.Paul and seconded by Mr. Krishnendu Das.

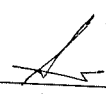
The Resolution was then put to vote and on a show of hands was declared as carried by majority.

Being an interested person for the purpose of next resolution, Mr. Susim Mukul Datta stepped down as Chairman of the meeting and requested Mr. Anjan Chatterjee to be the Chairman for the next agenda item.

Item No. 9: Payment of Commission to Non-Executive Directors of the Company:-

Mr. Anjan Chatterjee took the Chair and addressed the members on item no. 9 of the Agenda relating to payment of Commission to the Non-Executive Directors of the Company.

With the consent of the Members present, the Special Resolution set at item no. 9 of the Notice relating to payment of Commission to Non-Executive Directors of the Company was taken as read.


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The Resolution set at item no. 9 of the Notice was as follows:-

"RESOLVED THAT pursuant to the provisions of Sections 309, 310 and other applicable provisions, if any, of the Companies Act, 1956, the Non-Executive Directors of the Company (i.e. Directors other than the Managing Director and Whole-time Directors) be paid, by way of an annual payment, in addition to the sitting fees for attending the meetings of the Board of Directors or committees thereof, a commission as the Board of Directors may from time to time determine not exceeding the limit of 1% of the net profits of the Company per annum in the aggregate for a period of five years from the financial year ending March 31, 2013".

RESOLVED FURTHER THAT Board of Directors and/or committee thereof, be and is hereby authorised to do all such acts, deeds and take such action, as may be considered to give effect to the above resolution."

The Resolution was proposed by Mr. Arup Kumar Das and seconded by Mr. S.K.Paul.

The Resolution was then put to vote and on a show of hands was declared as carried by majority.

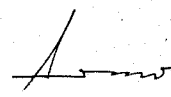
Mr. Anjan Chatterjee then requested Mr. Susim Mukul Datta to resume as the Chairman for the remaining business of the meeting.

Thereafter, Mr. Susim Mukul Datta resumed the Chair.

The Chairman thanked the members for their presence.

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

Date: 11/09/2013.


CHAIRMAN