

UDDHAV PROPERTIES LIMITED

MINUTES OF THE THIRTY THIRD ANNUAL GENERAL MEETING OF THE SHARAHOLDERS OF UDDHAV PROPERTIES LIMITED HELD ON WEDNESDAY, THE 30TH DAY OF SEPTEMBER ,2015 AT 11.00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY AT S-9, OKHLA INDUSTRIAL AREA, PHASE-II, 1ST FLOOR, NEW DELHI-110020

PRESENT

1. Mr. G.S. Poddar - Chairman of Audit Committee & Stakeholders Relationship Committee and Director
2. Mr. Uddhav Poddar - Managing Director
3. Mr. Bishnu Kumar Agarwal - Independent Director
4. Mr. Varun Ashok Guliani - Independent Director
5. Ms. Sunita Rana - Independent Director
6. Mr. Anupam Agr - Company Secretary
7. Mr. Vimal Verma - Partner, Saluja & Associates, Statutory Auditors
8. Mr. Maneesh Gupta - Practising Company Secretary, Scrutinizer

MEMBERS PRESENT

The Meeting was attended by 10 shareholders in person.

Mr. Uddhav Poddar, Managing Director welcomed the members present.

Proposed by Shri Rahul Sharma, representing M/s Urban Projects and Infra Pvt. Ltd. and seconded by Shri Vinod Kumar Poddar, representing M/s Anubhav Minerals Pvt. Ltd., Shri G.S. Poddar was elected as Chairman of the Meeting.

Shri G.S. Poddar occupied the Chair and announced that Register of Directors and Key Managerial Personnel along with their Shareholdings under Section 170 and Register of Contracts under Section 189 of the Companies Act 2013 with other Statutory Registers are kept open for inspection by the shareholders at the venue and the same are accessible during the continuance of the meeting.

Thereafter the Chairman addressed the members and sought their permission to take the Notice convening AGM, Statement of Accounts, Auditors and Director's Report thereon as read, which was granted.

The Chairman informed that in compliance with the provisions of Section 108 of the Companies Act 2013, read with Rule 20 of the Companies (Management & Administration) Rules 2014 and Clause 35B of the Listing Agreement (s), the Company had provided e- voting facilities and ballot forms to the shareholders who had not exercised their votes through e-voting, to enable them to vote on all the resolutions proposed in the notice of Annual General Meeting.

He further informed that Mr. Maneesh Gupta, Practising Company Secretary was appointed as Scrutinizer for conducting the above e-voting and ballot process in a fair and transparent manner.

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It was further informed that report on results on the e-voting and the poll taken at this Annual General Meeting along with Scrutinizer's Report would be placed on the website of the Company and to the NSDL, CDSL within the 2 (two) days of the passing of the resolutions and the results would also be communicated to the Stock Exchange.

The Chairman further informed the members that the items to be transacted, would be taken up one by one, and thereafter, voting through Ballot shall be taken up for all the resolutions at the end and result shall be declared after the same are compiled by the Scrutiniser.

The Chairman then read out the following items to be transacted in the meeting, one by one:

1. Adoption of Financial Statements, Board and Auditors Report for the year ended 31st March, 2015

Following resolution was proposed by Shri Rahul Sharma and seconded by Ms. Alka Sabharwal, as an Ordinary Resolution:

“Resolved that the audited Balance Sheet as at 31st March, 2015 and Statements of Profit and Loss for the year ended on that date and Reports of the Board of Directors and Auditors thereon be and are hereby received and adopted.”

The Chairman informed that voting through Ballot on the item shall be taken up at the end and ballot for the same shall be distributed for the same and results of voting shall be declared after being compiled by the Scrutinizer.

2. Re-appointment of Shri Gauri Shankar Poddar

Following resolution was proposed by Shri Uddhar Poddar and seconded by Shri Rahul Sharma, as an Ordinary Resolution:

“Resolved that Sh. Gauri Shankar Poddar (DIN: 00917730), who retires by rotation, be and is hereby re-appointed as a director of the Company.”

The Chairman informed that voting through Ballot on the item shall be taken up at the end and ballot for the same shall be distributed for the same and results of voting shall be declared after being compiled by the Scrutinizer.

3. Appointment of Statutory Auditors

Following resolutions was proposed by Shri K .K. Jha and seconded by Ms. Alka Sabharwal, as an Ordinary Resolution:

“Resolved that M/s Saluja & Associates.,(Firm Regn. No.000148N) Chartered Accountants, the retiring auditors, be and are hereby appointed as Auditors of the Company to hold office from the conclusion of the 33rd Annual General Meeting until the conclusion of the next Annual General Meeting on a remuneration to be fixed by the Board of Directors of the Company.”

The Chairman informed that voting through Ballot on the item shall be taken up at the end and ballot for the same shall be distributed for the same and results of voting shall be declared after being compiled by the Scrutinizer.

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4. Appointment of Ms. Sunita Rana as Independent Director of the Company

Following resolutions was proposed by Shri Vinod Kumar Poddar and seconded by Shri K.K. Jha, as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of section 149, 150, 160 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 including any statutory modification(s) or re-enactment thereof for the time being in force and Companies (Appointment and Qualification of Directors) Rules, 2014 and clause 49 of the Listing Agreement, amended up to the date, Ms. Sunita Rana (DIN: 01526248) additional Director of the Company, who has submitted a declaration that she meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, 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, not liable to retire by rotation, to hold office, for five consecutive years for a term up to the conclusion of the 38th Annual General Meeting of the Company in the Calendar Year 2020.”

The Chairman informed that voting through Ballot on the item shall be taken up at the end and ballot for the same shall be distributed for the same and results of voting shall be declared after being compiled by the Scrutinizer.

The voting commenced thereafter and after casting the votes by all the eligible members present in the meeting, the Scrutinizer concluded the voting. The Scrutinizer then opened the Ballot box in the presence of two members and after counting the votes submitted a consolidated Report on e-voting and voting by poll to the Chairman.

Summary of the Consolidated Voting Results as submitted by the Scrutinizer to the Chairman of the Meeting was declared as under:

RESOLUTION NO. 1 Adoption of Audited Annual Accounts for the Year ended March, 31, 2015 and the Auditors and Directors Report thereon.

(i) Voted in favour of resolution:

Type of Voting	Numbers of Members voted	Number of Votes Cast in favour of resolution	% of total number of valid votes cast
E-Voting	14	1343960	100
Ballot	4	6480	100
Total	18	1350440	100

(ii) Voted against the resolution:

Type of Voting	Numbers of Members voted	Number of Votes Cast in favour of resolution	% of total number of valid votes cast
E-Voting	NIL	NIL	NA
Ballot	NIL	NIL	NA
Total	NIL	NIL	NA

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(iii) Invalid Votes:

Type of Voting	Total Number of members whose votes were declared invalid	Total number of votes cast by them
E-Voting	NIL	NIL
Ballot	NIL	NA
Total	NIL	NA

RESOLUTION NO. 2: Re-Appointment of Sh. Gauri Shankar Poddar, who retires by rotation.

(i) Voted in favour of resolution:

Type of Voting	Numbers of Members voted	Number of Votes Cast in favour of resolution	% of total number of valid votes cast
E-Voting	14	1343960	100
Ballot	4	6480	100
Total	18	1350440	100

(ii) Voted against the resolution:

Type of Voting	Numbers of Members voted	Number of Votes Cast in favour of resolution	% of total number of valid votes cast
E-Voting	NIL	NIL	NA
Ballot	NIL	NIL	NA
Total	NIL	NIL	NA

(iii) Invalid Votes:

Type of Voting	Total Number of members whose votes were declared invalid	Total number of votes cast by them
E-Voting	NIL	NA
Ballot	NIL	NA
Total	NIL	NA

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RESOLUTION NO.3: Appointment of M/s Saluja & Associates, Chartered Accountants as Statutory Auditors of the Company and to fix their remuneration

(i) Voted in favour of resolution:

Type of Voting	Numbers of Members voted	Number of Votes Cast in favour of resolution	% of total number of valid votes cast
E-Voting	14	1343960	100
Ballot	4	6480	100
Total	18	1350440	100

(ii) Voted against the resolution:

Type of Voting	Numbers of Members voted	Number of Votes Cast in favour of resolution	% of total number of valid votes cast
E-Voting	NIL	NIL	NA
Ballot	NIL	NIL	NA
Total	NIL	NIL	NA

(iii) Invalid Votes:

Type of Voting	Total Number of members whose votes were declared invalid	Total number of votes cast by them
E-Voting	NIL	NA
Ballot	NIL	NA
Total	NIL	NA

RESOLUTION NO. 4: Appointment of Ms. Sunita Rana as an Independent Director for a term upto 5(five) years.

(i) Voted in favour of resolution:

Type of Voting	Numbers of Members voted	Number of Votes Cast in favour of resolution	% of total number of valid votes cast
E-Voting	14	1343960	100
Ballot	4	6480	100
Total	18	1350440	100

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(ii) Voted against the resolution:

Type of Voting	Numbers of Members voted	Number of Votes Cast in favour of resolution	% of total number of valid votes cast
E-Voting	NIL	NIL	NA
Ballot	NIL	NIL	NA
Total	NIL	NIL	NA

(iii) Invalid Votes:

Type of Voting	Total Number of members whose votes were declared invalid	Total number of votes cast by them
E-Voting	NIL	NA
Ballot	NIL	NA
Total	NIL	NA

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

Place: New Delhi

Dated: 30/09/2015


CHAIRMAN

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