

MINUTES OF THE MEETING OF 18TH ANNUAL GENERAL MEETING OF THE MEMBERS OF AJEL LIMITED HELD ON WEDNESDAY, THE 29TH DAY OF AUGUST 2012 AT 10.00 AM, AT THE CLASSIQUE CLUB, BEHIND INFINITY MALL, LINK ROAD, OSHIWARA, ANDHERI WEST, MUMBAI – 400053

DIRECTORS PRESENT

- | | |
|------------------------------------|-------------------------------------|
| 1. Mr. Bharat Champaklal Sutaria | Chairman |
| 2. Mr. Srinivasa Reddy Arikatla | Vice Chairman and Managing Director |
| 3. Mr. Vijay Sanatbhai Chokshi | Whole Time Director |
| 4. Mr. Darshan Dhruvadlal Majumdar | Director |
| 5. Mr. Jadda Amara Reddy | Director |

INVITEES

- | | |
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| 1. Mr. Mnaoj Kumar Koyalkar | Practising Company Secretary,
AGR Reddy & Co. |
| 2. Mr. Narasimha Murthy KSVL | Statutory Auditor |

26 Members were present in Person (including Directors who are also members) and 11 members were present through proxies as per the record of attendance at the meeting kept by the Company.

CHAIRMAN OF THE MEETING

Mr. Bharat Champaklal Sutaria, Chairman occupied the chair and welcomed the members to the 18th Annual General Meeting of the company.

QUORUM

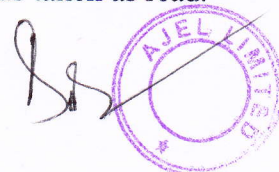
The Chairman after ascertaining that the requisite quorum for the meeting was present had called the meeting to order.

REGISTER OF DIRECTOR'S SHAREHOLDING

Placing on the table the register of Director's Shareholding maintained by the Company pursuant to Section 307 of the Companies Act, 1956, the Chairman informed the meeting that the said register would remain open and accessible during the continuance of the meeting to every person having the right to attend the meeting.

NOTICE OF THE MEETING

With the consent of the members present, the notice of the Eighteenth Annual General Meeting of the Company which has already been lying with the members was taken as read.



DIRECTOR'S REPORT

With the consent of the members present, the Director's Report as circulated among the members was taken as read.

AUDITORS' REPORT

Auditors' Report as submitted by the Statutory Auditors of the Company for the year ending 31st March, 2012, was read before the meeting by Mr. Narasimha Murthy KSVL.

ORDINARY BUSINESS

ITEM NO. 1 - TO RECEIVE, CONSIDER AND ADOPT THE AUDITED BALANCE SHEET FOR THE PERIOD ENDED 31ST MARCH, 2012, THE PROFIT & LOSS ACCOUNTS AS ON THAT DATE TOGETHER WITH REPORTS OF DIRECTORS AND AUDITORS THEREON

The Chairman invited the queries on the Audited Annual Accounts of the Company and the Director's Report and the report of Auditor's thereon. There being no queries thereafter Mr. Satish Shah, Member proposed the resolution and Mr. Nilesh Uttamchand Shah seconded the same. The Chairman then put the resolution to vote by show of hands and same was passed unanimously as an ordinary resolution.

“**RESOLVED THAT** the Audited Balance Sheet of the Company as on 31st March, 2012 and the Profit & Loss A/c for the year ended as on that date, together with the reports of the Board of Directors and Auditors' thereon be and are hereby received, considered and adopted.”

ITEM NO: 2 – RE-APPOINTMENT OF MR. BHARATH CHAMPAKLAL SUTARIA

The Chairman appraised the Members that Mr. Bharath Champaklala Sutaria, Director of the Company, is liable to retire by rotation and his term expires at the Annual General Meeting of the company.

Mr. Tushar Sodha, proposed the following resolution and Mr. Yash Pal Dua seconded the same. The Chairman then put the resolution to vote by show of hands and same was passed unanimously as an ordinary resolution.

“**RESOLVED THAT** pursuant the provisions of Section 255 and 256 of the Companies Act, 1956, Mr. Bharath Champaklal Sutaria, be and is hereby re-appointed as a director of the Company, liable to retire by rotation.”



ITEM NO: 3- RE-APPOINTMENT OF MR. VIJAY SANATBHAI CHOKSHI

The Chairman appraised the Members that Mr. Vijay Sanatbhai Chokshi was appointed as Director of the Company, liable to retire by rotation and his term expires at the Annual General Meeting of the company.

Mr. Anil S Gabria, proposed the following resolution and Ms. Lekha Shah, seconded the same. The Chairman then put the resolution to vote by show of hands and same was passed unanimously as an ordinary resolution.

“RESOLVED THAT pursuant the provisions of Section 255 and 256 of the Companies Act, 1956, Mr. Vijay Sanatbhai Chokshi , be and is hereby re-appointed as a director of the Company, liable to retire by rotation.”

ITEM NO: 4- APPOINTMENT OF STATUTORY AUDITORS

The Chairman apprised the Members that in terms of Section 224 of the Companies Act, 1956, the Statutory Auditors are to be appointed, subject to the approval of the members in the Annual General Meeting for auditing the Annual Accounts of the Company for Financial Year 2012-2013. He further informed that have the existing Statutory Auditors of the Company, M/s K N murty & Co., have not signified their willingness for their re-appointment. The Company has received a certificate under Section 224(1B) of the Companies Act, 1956, has been received from M/s. Boppudi & Associates, Chartered Accountants, Hyderabad, to hold office of Statutory Auditors of the Company, from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting, in place of the retiring Statutory Auditors, M/s K N Murthy & Co.,

Mr. Bharat Negandhi, proposed the following resolution and Mr. Anil S Gabria, seconded the same. The Chairman then put the resolution to Vote by show of hands and same was passed unanimously as an ordinary resolution.

“RESOLVED THAT pursuant to section 224(2) and other applicable provisions, if any, of the Companies Act 1956, M/s. Boppudi & Associates., Chartered Accountants, Hyderabad be and are hereby appointed as Statutory Auditors of the Company, in place of the retiring Statutory Auditors, M/s. K N Murthy & Co., Chartered Accountants, Hyderabad, to hold office from the conclusion of this Annual General Meeting, till the conclusion of the next Annual General Meeting, at such remuneration as may be determined by the Board Directors of the Company.”

SPECIAL BUSINESS

ITEM NO: 5: APPOINTMENT OF MS. VASANTHA MADASU AS DIRECTOR OF THE COMPANY

The block contains a handwritten signature in black ink and a purple circular stamp. The stamp has the text "AJEL LIMITED" around the perimeter and a small star at the bottom.

The Chairman appraised the members that Ms. Vasantha Madasu was appointed as an Additional Director of the Company and her term expires at this Annual General Meeting of the company pursuant to section 260 of the Companies Act, 1956. The Company has received a notice in writing proposing her candidature for the office of the Director.

Mr. Bharat M Shah, proposed the following resolution and Mr. Dharmesh P Gosalia seconded the same. The Chairman then put the resolution to Vote by show of hands and same was passed unanimously as an ordinary resolution.

“RESOLVED THAT, pursuant to the provisions of section 257 and other applicable provisions of the Companies Act, 1956, Ms. Vasantha Madasu, who was appointed as an Additional Director of the Company with effect from 3rd December 2011, be and is hereby appointed as Director of the Company, liable to retire by rotation.”

ITEM NO: 6: RE-APPOINTMENT OF MR. SRINIVASA REDDY ARIKATLA AS VICE CHAIRMAN AND MANAGING DIRECTOR.

The Chairman apprised the members that Mr. Srinivasa Reddy Arikatla was appointed as Vice Chairman and Managing Director of the Company with effect from 1st October 2008 for a period of 3 years. Mr. Srinivasa Reddy Arikatla term as Vice Chairman & Managing Director, expired on 30th September 2011. The Board of Directors of the Company have at the meeting held on 1st October, 2011, has approved the re-appointment of Mr. Srinivasa Reddy Arikatla, as Vice Chairman and Managing Director, with effect from 1st October 2011, for a period of three years, on payment of remuneration as proposed in the resolution, subject to approval of members of the Company in this Annual General Meeting and other approvals, as may be required.

Mr. Darshan D Majumdar, Member proposed the resolution and Mr. Tushar Sodha, seconded the same. The Chairman then put the resolution to Vote by show of hands and same was passed unanimously as a special resolution.

“RESOLVED THAT pursuant to section 198, 269, 309 and 310, read with Schedule XIII and all other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification or re-enactment thereof for the time being in force) and read with Articles of Association of the Company and and subject to such other consents, approvals and permissions if any needed, Mr. Srinivasa Reddy Arikatla, be and is hereby appointed as the Vice Chairman and Managing Director of the company for a period of three years with effect from 1st October 2011, with an overall remuneration of Rs. 1,00,000 (Rupees One Lac) per month.”

“RESOLVED FURTHER THAT Mr. Srinivasa Reddy Arikatla shall also be entitled for reimbursement of actual Entertainment, travelling, boarding and lodging expenses incurred by him in connection with the Company’s business and such other benefits/amenities and other privileges, if any from time to time, be available to other Senior Executives of the Company.”

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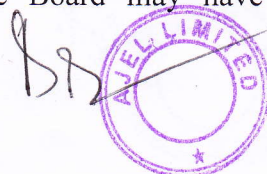
“RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the currency of tenure of Mr. Srinivasa Reddy Arikatla, the remuneration and perquisites set out as aforesaid be paid or granted to him as minimum remuneration and perquisites provided that the Total Remuneration by way of salary, perquisites and other perquisites shall not exceed the applicable ceiling limit in terms of Schedule XIII of the said Act as may be amended from time to time or any equivalent statutory re-enactment thereof for time being in force.”

ITEM NO: 7: TO CONSIDER AND APPROVE PREFERENTIAL ALLOTMENT OF SHARES.

The Chairman apprised the members that the Company proposes to issue Equity Share of the company as per Preferential Issue Guidelines prescribed by SEBI. The object of issue for the further equity capital is to meet the working capital requirement for the existing operation and for the expansion of the company's business operations. He further apprised that, the company is engaged in the Information Technology and Consulting business and which is growing very fast. Mr. Sridhar Reddy Gireddy (Non-Promoter) has shown interest to infuse funds in the company and Company proposes to issue 9,00,000 (Nine Lac) Equity Shares of nominal value of shares of Rs. 10/- (Rupees Ten) each, on Preferential Basis, to the persons other than promoters, at a price of Rs. 12/- (Rupees Twelve) which includes a Premium of Rs.2/- (Rupees Two) per Share and the proceeds of which will be utilized to expand and improve the infrastructure and working capital requirements of the Company.

Mr. Dinesh C Gandhi, proposed the following resolution and Mr. Toqger H Gumani, seconded the same. The Chairman then put the resolution to Vote by show of hands and same was passed unanimously as a special resolution.

“RESOLVED THAT pursuant to the provisions of Section 81(1A) and all other applicable provisions, if any, of the Companies Act, 1956 (including any amendment(s) to or re-enactment thereof) and enabling provisions of the Memorandum and Articles of Association of the Company and the Listing Agreements entered into by the Company with the Stock Exchanges where the securities of the Company are listed and in terms of the provisions of the SEBI (Issue Of Capital And Disclosure Requirements) Regulations, 2009 (the "SEBI (ICDR) Regulations") (including any amendment(s) to or re-enactment thereof) and subject to the approvals, consents, permissions and / or sanctions, as may be required from any appropriate authority, institution or body (hereinafter collectively referred to as the "the appropriate authorities") and subject to such terms, conditions, alterations, corrections, changes, variations and / or modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and / or sanctions (hereinafter referred to as "the requisite approvals") and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to include any Committee duly constituted by the Board or any Committee which the Board may have constituted or



hereafter constitute, to exercise one or more of its powers including the powers conferred on the Board by this resolution), the consent of the Company be and is hereby accorded to the Board to create, offer, issue and allot Nine Lakhs number of equity shares of the face value of Rs.10/- each, ranking in all respects pari-passu with the existing equity shares of the Company, to non promoter group at such price (including premium) being not less than the price determined in accordance with Chapter VII of SEBI (ICDR) Regulations, 2009, on preferential allotment basis.

“RESOLVED FURTHER THAT the price of the equity shares so issued shall be determined as per the Regulations issued by SEBI in this respect, i.e.

a) The average of the Weekly high and low of the closing prices of the Company's shares quoted on the Stock Exchange (Bombay Stock Exchange Limited) during the six months preceding the 'Relevant Date'. OR

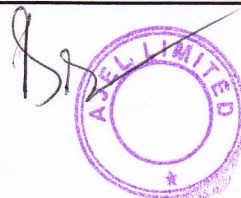
b) The average of the Weekly high and low of the closing prices of the Company's shares quoted on the Stock Exchange (Bombay Stock Exchange Limited) during the two weeks preceding the 'Relevant Date', whichever is higher.”

“RESOLVED FURTHER THAT the relevant date for the purpose of calculating the exercise price under Chapter VII of the SEBI (ICDR) Regulations, 2009 is 30th July 2012 being the date 30 days prior to the date of passing of this resolution.”

“RESOLVED FURTHER THAT pursuant to the provisions of Chapter VII of SEBI (ICDR) Regulations, 2009 the fresh equity shares to be allotted, shall be locked in for a period of one year from the date of allotment and that the Equity Shares shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in except to the extent and in the manner permitted there under.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above, Mr. Srinivasa Reddy Arikatla, Vice Chairman & Managing Director and Mr. Amara Reddy Jadda , Director be and are hereby severally authorized on behalf of the Company to take all actions and do all such acts, deeds, matters and things as it may, at its discretion deem necessary, desirable or expedient to effect the issue or allotment of aforesaid securities and listing thereof with the stock exchange(s) as appropriate and to resolve and settle all questions and difficulties that may arise in the proposed issue and allotment of any of the said securities and to do all acts, deeds and things in connection therewith and incidental thereto as the they may in its absolute discretion deem fit, without being required to seek any further consent or approval of the Board or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

ITEM NO: 8: RATIFICATION OF RELEVANT DATE OF PREFERENTIAL ALLOTMENT MADE IN PREVIOUS AGM HELD ON 12TH SEPTEMBER 2011



The Chairman apprised the members that the Company has approved, by way special resolution Preferential Allotment of shares at its previous Annual General Meeting of the Company held on 12th September 2011. However the Relevant Date for the determination of applicable price for issue of equity shares on preferential basis, as per Chapter VII of SEBI (ICDR) Regulations, 2009, was erroneously taken as 12th August 2011 instead of 13th August 2011.

Mr. Sultana Amirali Kassam, proposed the following resolution and Mr. Shamshed Ahmed, seconded the same. The Chairman then put the resolution to Vote by show of hands and same was passed unanimously as a special resolution.

“RESOLVED THAT the relevant date for the purpose of calculating the Exercise Price under Chapter VII of the SEBI (ICDR) Regulations, 2009, which was erroneously considered as August 12, 2011 in the previous Annual General Meeting of the Company, held on 12th September 2011, stands rectified to as 13th August 2011, being the date 30 days prior to the date of passing of the resolution, for issue of shares on Preferential Basis.”

VOTE OF THANKS

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

Date: August 29, 2012
Place: Mumbai

Sd/-
Chairman

//Certified True Copy//
For Ajel Limited


Srinivasa Reddy Arikatla

Vice Chairman and Managing Director

