MINUTES OF THE 21TH ANNUAL GENERAL MEETING OF MEMBERS OF THE VMS INDUSTRIES LIMITED HELD ON THURSDAY 25th SEPTEMBER 2013 AT 11.00 AM AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 808/C PINNACLE BUSINESS PARK, CORPRATE ROAD, PRAHLADNAGAR, AHMEDABAD-380015

DIRECTOR PRESENT:

1.	Shri Manoj Kumar Jain	Chairman /Managing Director
2.	Shri Ajit Kumar Jain	Chairman Director
3.	Smt Sangeeta Jain	Whole Time Director
4.	Shri Hitesh Loonia	Independent Director
5.	Shri Bakulbhai Mehta	Independent Director

Members Present:
In person / Representative : 6
Proxy : 0

IN ATTENDANCE

1.	Mr. Hemal Patel	Company Secretary

CHAIRMAN

Shri Manoj Kumar Jain, Chairman of the Company took the chair and welcomed the Members to the 21st Annual General Meeting. The Chairman gave a warm welcome to the members present at the meeting.

Thereafter, with the permission of the Members, the Chairman's speech which was circulated to the Members along with the Annual Report was taken as read.

QUORUM

After ascertaining that the requisite quorum for the meeting was present, the Company Secretary called the meeting to order.

ORDINARY RESOLUTION

1. APPROVAL OF ANNUAL ACCOUNTS:

Proposed By : Smt Sangeeta Jain
Seconded By: Mr Hitesh Loonia

"RESOLVED THAT Audited accounts for the year ended 31st March 2013 including schedules, notes and Annexure appended thereto, together with Directors' Report and Auditors' Report thereon be and are hereby approved and adopted"..

The Chairman thereafter put the resolution for voting by show of hands and the resolution was passed unanimously.

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2. **TO APPOINT MR AJITKUMAR JAIN, WHO RETIRE BY ROTATION AS INDEPENDENT DIRECTOR OF THE COMPANY**
Proposed By : Smt Sangeeta Jain
Seconded By: Mr Hitesh Loonia

"RESOLVED THAT pursuant to provision of Article of Association of the Company under clause 74 sub clause (b) and section 256 of the Companies Act, 1956 Mr. Hitesh Loonia, be and is hereby appointed as Independent Director of the Company."

The Chairman thereafter put the resolution for voting by show of hands and the resolution was passed unanimously.

3. **TO APPOINT BAKUL MEHTA, WHO RETIRE BY ROTATION AS INDEPENDENT DIRECTOR OF THE COMPANY**
Proposed By : Smt Sangeeta Jain
Seconded By: Mr Hitesh Loonia

"RESOLVED THAT pursuant to provision of Article of Association of the Company under clause 74 sub clause (b) and section 256 of the Companies Act, 1956 Sangeeta Jain Whole Time Director, be and is hereby appointed as Independent Director of the Company."

The Chairman thereafter put the resolution for voting by show of hands and the resolution was passed unanimously.

4. **APPOINTMENT OF AUDITORS:**
Proposed By : Smt Sangeeta Jain
Seconded By: Mr Hitesh Loonia

"RESOLVED THAT M/s K Solanki & Co., Chartered Accountants (Registration No.114694W) Ahmedabad be and are hereby re-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 at a Remuneration to be decided by mutually between the Board of Directors and the Auditors including reimbursement of out of Pocket expeses."

The Chairman thereafter put the resolution for voting by show of hands and the resolution was passed unanimously.

5. **VOTE OF THANKS**
As there was no other business to be transacted the meeting concluded with vote of thanks to the Chair.

Date: 25.09.2013
Place: Ahmedabad

CHAIRMAN

VMS INDUSTRIES LIMITED