



HARYANA TEXPRINTS (OVERSEAS) LTD.

ISO 9001 CERTIFIED COMPANY

Plant & Regd. Off. : Plot No. 3, Sector-25,
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CIN No. : L17115 HR1992 PLC032114

PROCEEDINGS OF THE MEETING OF 23RD ANNUAL GENERAL MEETING OF HARYANA TEXPRINTS (OVERSEAS) LIMITED HELD ON TUESDAY, THE 29TH SEPTEMBER, 2015 AT THE REGISTERED OFFICE OF THE COMPANY AT PLOT NO. 3, SECTOR 25, FARIDABAD AT 10.00 A.M. AND CONCLUDED AT 12.15 P.M.

ORDINARY BUSINESS :

1. ADOPTION OF ANNUAL ACCOUNTS :

"Resolved that the Audited Balance Sheet as at 31st March, 2015 and Statement of Profit & Loss Account and Cash Flow Statement for the financial year ended on that date alongwith the Directors' and Auditors' Report thereon as circulated to the shareholders and laid before the meeting be and are hereby received, considered and adopted."

2. DECLARATION OF DIVIDEND :

"Resolved that the Dividend @10% (Re.0.10 per share of Face Value of Re. 1/-) on the Paid up Share Capital of the Company for the year ended on 31st March, 2015, as recommended by the Board of Directors be and is hereby approved."

3. RETIREMENT / RE-APPOINTMENT OF DIRECTORS :

"Resolved that pursuant to Section 152 and other applicable provisions, if any, of the Companies Act, 2013 read with relevant article of the Articles of Association of the Company, Shri R.N.Maheshwari (DIN : 00401993), who retires by rotation and was eligible for re-appointment be and is hereby re-appointed as Director of the Company, whose term of office shall be determined by liable to retire by rotation.

4. RATIFICATION OF APPOINTMENT OF AUDITORS :

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and pursuant to the resolution passed by the Members at the Annual General Meeting held on September 29, 2014, the appointment of M/s Doogar & Associates, Chartered Accountants, New Delhi (Firm Reg. No. 000561N) as Statutory Auditors of the Company has been made to hold office till the conclusion of 25th Annual General Meeting of the Company to be held in the year 2017 be and is hereby ratified for the Financial Year 2015-16 at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors, based on the recommendation of the Audit Committee."



SPECIAL BUSINESS :

5. APPOINTMENT OF MRS. ANUBHA AGGARWAL (DIN : 03336303) AS AN INDEPENDENT DIRECTOR :

"RESOLVED THAT Mrs. Anubha Aggarwal (DIN : 03336303), who was appointed as an Additional Independent Woman Director of the Company with effect from 29th May, 2015 by the Board of Directors and who holds the office upto the date of this Annual General Meeting of the Company under Section 161(1) of the Companies Act, 2013 (the Act), who is eligible for appointment and in respect of whom, the Company has received a notice in writing under Section 160(1) of the Act from a Member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Woman Director of the Company to hold office for five consecutive years for a term upto the conclusion of Twenty Eighth Annual General Meeting."

6. INCREASE IN THE BORROWING POWERS OF THE BOARD :


"RESOLVED THAT in supersession of the Special Resolution passed at the Annual General Meeting held on 29th September, 2014 and pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 consent of the members of the company be and is hereby accorded to increase the Borrowing power of the Board to borrow any sum or sums of money from time to time, on such terms and conditions and with or without security as the Board of Directors may in its discretion thinks fit notwithstanding that the money or monies to be borrowed together with monies already borrowed by the company (apart from temporary loans obtained from the Company banker's in the ordinary course of business) may exceed the aggregate of the paid up capital and its free reserves, i.e. reserves not to be set aside for any specific purposes, provided that the total amount so borrowed and remaining outstanding at any particular time shall not exceed Rs. 30 Crores. (Rupees Thirty Crores only)."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to file the necessary e-forms with the Registrar of Companies, Delhi & Haryana and other concerned authorities and to take all such steps and to give all such directions and to do all such acts, deeds, matters and things as may be necessary and/or expedient to give effect of the above resolution."

7. VOTES OF THANKS :

The meeting concluded at 12.15 P.M. with vote of thanks to the Chair from the floor.

CERTIFIED TRUE COPY
For Haryana Texprints (Overseas) Limited,


(N.P. Jhanwar)
Managing Director
DIN : 00401788

