



**MINUTES OF THE 70<sup>TH</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF PAE LIMITED HELD ON WEDNESDAY, 30<sup>TH</sup> DAY OF DECEMBER, 2020 AT 11.00 A.M. AND ENDED AT 11.15 A.M., THROUGH VIDEO CONFERENCING.**

**THE FOLLOWING DIRECTORS / MEMBERS WERE PRESENT:**

- |                                    |                                |
|------------------------------------|--------------------------------|
| 1. Mr. Pritam A. Doshi             | - Chairman & Managing Director |
| 2. Mr. Dipen Jhaveri               | - Independent Director         |
| 3. Mrs. Priyadarshani Arvind Doshi | - Non-Executive Director       |
| 4. Mr. Kapil Ladha                 | - Independent Director         |

**IN ATTENDANCE:**

- |                         |  |
|-------------------------|--|
| 1. Mr. Vinodkumar Gupta | - Chief Financial Officer                |
| 2. Ms. Kritika Nigam    | - Company Secretary & Compliance Officer |
| 3. Mr. Shashi Nair      | - Head Admin & Human Resource            |
| 4. Ms. Pankita Lakhani  | - Scrutinizer                            |

36 members were present in attendance.

Mr. Pritam A. Doshi, Chairman, confirmed that the requisite quorum was present and conducted the proceedings of the meeting. He welcomed the members to the 70<sup>th</sup> Annual General Meeting of the Company and thereafter introduced Directors present and all other Senior Managers of the Company and the Scrutinizer as well.

The Chairman informed the members that the Statutory Registers including the Register of Directors' Shareholding, Attendance Register and Proxy Register required to be kept at the meeting are kept open for inspection by the members.

**NOTICE OF THE MEETING:**

The Company Secretary & Compliance Officer Ms. Kritika Nigam read few lines of the Notice and then with the consent of the members present, the notice convening the meeting along with the explanatory statement thereto was taken as read. She also informed the members about the new Covid-19 protocols of the government for conducting the AGM through online mode. As per the said circulars, the companies are also dispensed with the requirement of sending the physical copies of Notice and Annual Report for the financial year 2019-20 to the Members. Accordingly, the Notice and Annual Report of the Company for financial year 2019-20 has been sent by electronic means to all those Members whose email ids were registered with the Depositories.

The following declaration was also made-

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The Company has provided remote e-voting facility through NSDL to all the Shareholders to cast their vote electronically, on all the resolution set out in the notice convening the meeting. Remote e-voting facility was open from 09:00 A.M. (IST) on Sunday, December 27, 2020 up to 5:00 P.M. (IST) on Tuesday, December 29, 2020. Since the AGM is held virtually, the option for physical voting facility at this AGM is not provided. However the Company has provided e-voting facility during the AGM for those members who had not voted through remote e-voting and who are present at this AGM. This e-voting facility will be closed after 15 minutes from conclusion of the AGM. There will be no propose or second of resolutions as this meeting is held virtually.

#### **REPORT OF THE STATUTORY AUDITORS:**

The Chairman then requested Mr. Vinodkumar Gupta, Chief Financial Officer to read the Auditors' Report for the year ended 31<sup>st</sup> March 2020. Mr. Vinodkumar Gupta, read the Auditors Report.

#### **THE CHAIRMAN THEN READ THE FOLLOWING RESOLUTIONS:**

##### **RESOLUTION NO.1: REGARDING ADOPTION OF ACCOUNTS, REPORT OF DIRECTORS AND AUDITORS REPORT THEREON AS FOLLOWS:**

“**RESOLVED THAT** the Audited Balance Sheet as at 31<sup>st</sup> March, 2020, the Statement of Profit and Loss year ended 31<sup>st</sup> March, 2020, and other documents attached to and forming part of the Accounts, the Reports of Directors and the Auditors thereon be and are hereby approved and adopted.”

##### **RESOLUTION NO.2: (A)To Fill In the Casual Vacancy In The Office Of Statutory Auditor**

“**RESOLVED THAT** pursuant to the provisions of section 139 of the Companies Act 2013(‘the Act’) read with rules framed thereunder, from time to time, the consent of the members of the company be and is hereby accorded for the appointment of M/S. Jayesh Dadia & Associates LLP (Firm Registration No. 121142W / W100122 ) as the Statutory Auditors of the Company with effect from March 31<sup>st</sup>, 2020, to fill the casual vacancy caused by the death of Late Shri R.C. Vakharia of M/S. R.C. Vakharia Associates & Co. to hold the office till the conclusion of this Annual General Meeting, at such Remuneration as may be mutually agreed upon between the Board of Directors and the Auditors.

**RESOLVED FURTHER THAT** the Board of Directors of the company, including a Committee thereof, be and is hereby authorized to do all such acts, deeds and take such steps as may be considered necessary and expedient to give effect to the foregoing resolution.”

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**RESOLUTION NO.3: (B)APPOINTMENT OF STATUTORY AUDITOR FOR A TERM OF FIVE YEARS**

**“RESOLVED THAT** in accordance with the provisions of Section 139 and all other applicable provisions, if any of the Companies Act 203 (‘the Act’) and the rules framed thereunder, as amended from time to time, approval of the members of the Company be and is hereby accorded for the appointment of M/s. Jayesh Dadia & Associates LLP (FRN 121142W / W100122) as the Auditors of the Company, for a term of five years from the conclusion of this Annual General meeting till the conclusion of the 6th Annual General Meeting to be held in the year 2025, at such remuneration as may be mutually agreed upon between the Board of Directors & Auditors.

**RESOLVED FURTHER THAT** the Board of Directors of the Company, including a Committee thereof, be and is hereby authorized to do all such acts, deeds and take such steps as may be considered necessary and expedient to give effect to the foregoing resolution.”

**RESOLUTION NO.4:** Approval of related party transaction under Section 188 of the Companies Act, 2013.

As Mr. Pritam A. Doshi, Chairman being interested in next resolution, he vacated the chair and requested Mr. Kapil Ladha, Chairman of Audit Committee to take the chair for conducting the said resolution and accordingly he occupied the chair.

**“RESOLVED THAT** pursuant to Section 188 and other applicable provisions, if any of the Companies Act, 2013 and relevant Rules made there under (including any statutory modification(s) or re-enactment thereof, for the time being in force) and SEBI (Listing Obligation and Disclosure Requirement, 2015),the consent of the members be and is hereby accorded to authorize the Board of Directors to transfer the tenancy rights of the property of the Company located at 69, Tardeo Road, Mumbai 400034 which was occupied by the Company vide tenancy agreement dated 26.08.1976 entered with the Municipal Corporation of Greater Mumbai with the rights to transfer the same with the prior approval Municipal Corporation of Greater Mumbai / No objection certificate on arm’s length basis for a consideration of Rs.8,53,73,241 based on the valuation report dated December 2, 2020 given by the Independent Valuer to Midori Park LLP and on such terms and conditions as decided between the parties to this transaction in which Mr. Pritam Doshi, Managing Director and Chairman of the Company is a related party.

**RESOLVED FURTHER THAT** Any (or any specific Director(s)) of the Company or its committee be and is hereby severally authorized to do all such acts, deeds, matters and things as may be required in this connection, including but not limited to the alteration of the

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aforesaid resolution, if required, and to resolve all the questions, difficulties or doubts that may arise in this regard at any stage in the aforesaid matter and to make necessary application(s) and to sign, execute and file all such forms), paper(s) and document(s) as may be considered necessary or expedient in this matter and to take all such steps/ actions as the Directors deem fit to give effect to the aforesaid resolution.

**RESOLVED FURTHER THAT** Any (or any specific Director(s)) to whom such authority is to be given) director of the Company is authorized to enter, execute and register any such agreement as required to give effect to the transfer of tenancy rights on behalf of the Company.

**RESOLVED FURTHER THAT** Any (or any specific Director(s)) of the Company, be and are hereby, severally, authorized to do such acts, deeds, things and execute all such documents, undertaking as may be necessary for giving effect to the above resolutions.”

Mr. Pritam A. Doshi re-occupied the chair and continued with the conducting of next resolution.

**RESOLUTION NO.5:** Authorisation to sell Gold Coin Property:

**"RESOLVED THAT** pursuant to the applicable provisions if any, of the Companies Act 2013, and relevant rules made thereto including any statutory modifications or re-enactments thereof approval of the members of the Company be and is hereby accorded to the Board of directors of the company to sell/transfer/dispose off Company's property by the Company under the name and style of Gold Coin Property situated at B-407, Tardeo Road, Mumbai 400 034 at a value not less than Rs.4 crores, including expenses, arrears, and dues, if any, and such terms and conditions as the Board may deem fit.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to execute any documents, deeds or writings as may be necessary to be executed in relation to transfer and vesting of the property and to make applications to the regulatory and governmental authorities for the purpose of obtaining approvals and sanctions as required by the Company in this regard.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all acts and deeds as may be necessary, proper, desirable and/or expedient to give effect to this resolution.”

**RESOLUTION NO.6:** To re-appoint Mr. Dipen Jhaveri, Independent Director of the company

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**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) (**“Act”**) read with Schedule IV to the Act, Mr. Dipen Jhaveri (holding DIN:01850634), a Non-Executive Director, who has submitted a declaration that he meets the criteria for Independence as provided in section 149(6) of the Act and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five (5) consecutive years commencing from January 27, 2020 to January 26, 2025.”


**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all acts and deeds as may be necessary, proper, desirable and/or expedient to give effect to this resolution.”

Mr. Pritam A. Doshi, Chairman requested the speaker members to express their views one by one and ask questions and that all the queries will be answered. There being no speaker shareholders, the Chairman proceeded. He requested Ms. Kritika Nigam, Company Secretary & Compliance Officer of the Company and Mrs. Pankita Lakhani, Scrutinizer to complete the e-voting process which will be kept open for the next 15 minutes to enable the shareholders to cast their votes.

The results of E-voting were declared within two working days of conclusion of this Meeting and were placed on Company’s website and on the website of NSDL. The same was communicated to NSE and BSE.

#### **VOTE OF THANKS:**

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

*Pritam A. Doshi*  
CHAIRMAN 

Place: Mumbai  
Date: 10.01.2021

## **PAE LIMITED**

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www.paeltd.com  
CIN: L99999MH1950PLC008152



ANNEXURE II-Format for Voting Results prescribed under Regulation 44 (3) of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015, being part of Scrutinizer's Report (E-voting & Ballot

Form Poll).

Resolution Required : (Ordinary)		1 - To Consider and approve Financial Statements consisting of Balance Sheet as at 31st March, 2020 and the Statement of Profit and Loss for the year ended on that date						
Whether promoter/ promoter group are interested in the agenda/resolution?								
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]=([2]/[1])*100	[4]	[5]	[6]=([4]/[2])*100	[7]=([5]/[2])*100
Promoter and Promoter Group	E-Voting	5820352	5820342	99.9998	5820342	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>5820342</b>	<b>99.9998</b>	<b>5820342</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	74250	72300	97.3737	72300	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>72300</b>	<b>97.3737</b>	<b>72300</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	4524998	137565	3.0401	137565	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>137565</b>	<b>3.0401</b>	<b>137565</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Total</b>		<b>10419600</b>	<b>6030207</b>	<b>57.8737</b>	<b>6030207</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>

Accordingly

Resolution no. 1 mentioned in the notice of the AGM has been approved by the shareholders with requisite majority by e-voting.

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Resolution Required : (Ordinary)		2 - To appoint M/s. Jayesh Dadia & Associates LLP, Chartered Accountants, Mumbai, (having Firm Registration no. 121142W / W100122) as Statutory Auditors of the Company. (A) To fill in the Casual Vacancy						
Whether promoter/ promoter group are interested in the agenda/resolution?								
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	$[3]=\{[2]/[1]\} * 100$	[4]	[5]	$[6]=\{[4]/[2]\} * 100$	$[7]=\{[5]/[2]\} * 100$
Promoter and Promoter Group	E-Voting	5820352	5820342	99.9998	5820342	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>5820342</b>	<b>99.9998</b>	<b>5820342</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	74250	72300	97.3737	72300	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>72300</b>	<b>97.3737</b>	<b>72300</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	4524998	137565	3.0401	137565	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>137565</b>	<b>3.0401</b>	<b>137565</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Total</b>		<b>10419600</b>	<b>6030207</b>	<b>57.8737</b>	<b>6030207</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>

Accordingly Resolution no. 2 mentioned in the notice of AGM has been approved by the shareholders with requisite majority by e-voting.

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Resolution Required : (Ordinary)			3 - To appoint M/s. Jayesh Dadia & Associates LLP, Chartered Accountants, Mumbai, (having Firm Registration no. 121142W / W100122) as Statutory Auditors of the Company. (B) Appointment for a term of five years.					
Whether promoter/ promoter group are interested in the agenda/resolution?								
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
			[1]	[2]	$[3]=\{[2]/[1]\}*100$	[4]	[5]	$[6]=\{[4]/[2]\}*100$
Promoter and Promoter Group	E-Voting	5820352	5820342	99.9998	5820342	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>5820342</b>	<b>99.9998</b>	<b>5820342</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	74250	72300	97.3737	72300	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>72300</b>	<b>97.3737</b>	<b>72300</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	4524998	137565	3.0401	137565	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>137565</b>	<b>3.0401</b>	<b>137565</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Total</b>		<b>10419600</b>	<b>6030207</b>	<b>57.8737</b>	<b>6030207</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>

Accordingly Resolution no. 3 mentioned in the notice of AGM has been approved by the shareholders with requisite majority by e-voting.

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Resolution Required : (Ordinary)		4 - Approval of related party transaction under Section 188 of the Companies Act, 2013.						
Whether promoter/ promoter group are interested in the agenda/resolution?								
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]=([2]/[1])*100	[4]	[5]	[6]=([4]/[2])*100	[7]=([5]/[2])*100
Promoter and Promoter Group	E-Voting	5820352	5820342	99.9998	5820342	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>5820342</b>	<b>99.9998</b>	<b>5820342</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	74250	72300	97.3737	72300	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>72300</b>	<b>97.3737</b>	<b>72300</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	4524998	137565	3.0401	137065	500	99.6365	0.3635
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>137565</b>	<b>3.0401</b>	<b>137065</b>	<b>500</b>	<b>99.6365</b>	<b>0.3635</b>
<b>Total</b>		<b>10419600</b>	<b>6030207</b>	<b>57.8737</b>	<b>6029707</b>	<b>500</b>	<b>99.9917</b>	<b>0.0083</b>

Accordingly Resolution no. 4 mentioned in the notice of AGM has been approved by the shareholders with requisite majority by e-voting.

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Resolution Required : (Special)		5 - Authorization to sell Gold Coin Property.						
Whether promoter/ promoter group are interested in the agenda/resolution?								
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	5820352	5820342	99.9998	5820342	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>5820342</b>	<b>99.9998</b>	<b>5820342</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	74250	72300	97.3737	72300	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>72300</b>	<b>97.3737</b>	<b>72300</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	4524998	137565	3.0401	137565	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>137565</b>	<b>3.0401</b>	<b>137565</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Total</b>		<b>10419600</b>	<b>6030207</b>	<b>57.8737</b>	<b>6030207</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>

Accordingly Resolution no. 5 mentioned in the notice of AGM has been approved by the shareholders with requisite majority by e-voting.

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Resolution Required : (Ordinary)		6 - To appoint Mr. Dipen Jhaveri as an Independent Director of the Company for a term of five years						
Whether promoter/ promoter group are interested in the agenda/resolution?								
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]=([2]/[1])*100	[4]	[5]	[6]=([4]/[2])*100	[7]=([5]/[2])*100
Promoter and Promoter Group	E-Voting	5820352	5820342	99.9998	5820342	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>5820342</b>	<b>99.9998</b>	<b>5820342</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	74250	72300	97.3737	72300	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>72300</b>	<b>97.3737</b>	<b>72300</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	4524998	137565	3.0401	137065	500	99.6365	0.3635
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>137565</b>	<b>3.0401</b>	<b>137065</b>	<b>500</b>	<b>99.6365</b>	<b>0.3635</b>
<b>Total</b>		<b>10419600</b>	<b>6030207</b>	<b>57.8737</b>	<b>6029707</b>	<b>500</b>	<b>99.9917</b>	<b>0.0083</b>

Accordingly Resolution no. 6 mentioned in the notice of AGM has been approved by the shareholders with requisite majority by e-voting.

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