

Alps Industries Limited

REGD. / CORP. OFFICE

Plot No 15-B, G. T. Road
Chaudhary Morh, Ghaziabad
Uttar Pradesh - 201001

ALPS/156/SE11/2022-23

August 09, 2022

<p>The General Manager Market Operations Deptt., National Stock Exchange of India Ltd., Exchange Plaza, 5th Floor, Plot No. C/1, G-Block, Bandra-Kurla Complex Bandra (E), Mumbai - 400 051 Ph - 91-22-2659 8101 - 8114 Fax : 022 - 26598237/38/ 2659 8100 Email - cmlist@nse.co.in</p>	<p>The Relationship Manager Corporate Relationship Deptt., Bombay Stock Exchange Limited, 1ST Floor New Trading Ring, Rotunda Building, P. J. Towers, Dalal Street, Fort, Mumbai-400 001. Ph - 022-22728995 Fax: 022 - 22723121 / 3719/2037/2039/2041/2061 Email - intern.erika@bseindia.com , corp.relations@bseindia.com</p>
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SUB: SUBMISSION OF MINUTES OF ANNUAL GENERAL MEETING HELD THROUGH VIDEO CONFERENCING (VC) FACILITY IN TERMS OF REGULATION 30 READ WITH SCHEDULE III PART A OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015.

Dear Sir,

In terms of Regulation 30 read with Schedule III Part A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith Minutes of Annual General Meeting held through Video Conferencing (VC) facility on Monday, August 08, 2022.

This is for your kind information and record please.

Thanking you,

Yours faithfully,

For Alps Industries Limited



(Ajay Gupta)
Company Secretary
& General Manager - Legal

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CIN: L51109UP1972PLC003544

ALPS INDUSTRIES LIMITED

MINUTES OF THE 50TH ANNUAL GENERAL MEETING OF THE COMPANY HELD ON MONDAY, AUGUST 08, 2022, COMMENCED AT 03:00 P.M. AND CONCLUDED AT 04:30 P.M. THROUGH VIDEO CONFERENCING (VC) AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT PLOT NO.15-B, G.T. ROAD, CHAUDHARY MORH, GHAZIABAD, UP 201001

PRESENT:

MR. SANDEEP AGARWAL	Managing Director
MR. PRAMOD KUMAR RAJPUT	Executive Director (Through VC)
MR. VIKAS LAMBA	(Independent Director & Chairman Of The Audit, Nomination & Remuneration And Stakeholder Relationship Committees) (Through VC)
MR. ARUN KUMAR PAL	Independent Director (Through VC)
MR. ARUN KUMAR BHATTER	Independent Director (Through VC)
MS. SHIKHA	Independent Woman Director (Through VC)
MR. RAJESH KUMAR GOVIL	Statutory Auditors- M/S. R.K Govil & Co
MR. RAJIV KHOSLA	Scrutinizer M/S. Rajiv Khosla & Associates Through VC
MEMBERS (THROUGH VC AS PER CDSL REPORT)	62 Members Representing 9098910 Equity Shares 4 Members Representing 8934226 Preference Shares
IN ATTENDANCE: MR. ASHOK KUMAR SINGHAL MR. AJAY GUPTA	President Corp. (Finance & Accounts) (Company Secretary & G.M. Legal)

1. ELECTION OF CHAIRMAN

Mr. Sandeep Agarwal, Managing Director & Promoter of the company presided over as the Chairman of the meeting

2. QUORUM

The Company Secretary informed to the members of the company that the necessary minimum quorum of 30 members was present at the meeting through video conferencing. Hence the meeting was in order.

3. WELCOME NOTE BY COMPANY SECRETARY

Company Secretary welcomes the present panelist and shareholders at the AGM and also addresses the shareholders for convening the AGM through VC method as permitted by SEBI and MCA under their various circulars and notifications from time to time due to outbreak of COVID-19 pandemic. He also appreciates the efforts of members to get connected through VC and having easy access to approach the management of the company directly and conveniently moderated through M/s Alankit Assignment Limited.



4. INTRODUCTION OF PANELISTS

Company Secretary introduces the entire panelist like Managing Director, Auditors, Directors, Scrutinizer and CFO to the members of the company.

5. PRESENCE OF CHAIRMAN OF AUDIT COMMITTEE AND OTHER COMMITTEES

The Company Secretary informed to the members of the company that Mr. Vikas Lamba Independent director of the company being chairman of Audit Committee, Nomination and Remuneration committee and Stakeholder Relationship Committees and other committees has attended the meeting through VC.

6. REGISTER OF DIRECTOR'S SHAREHOLDINGS AND OTHER STATUTORY REGISTERS

The Company Secretary informed to the members of the company that the Register of Director's shareholdings, other statutory registers, Auditors Report and Secretarial Audit Report are available for inspection by the members of the company at the registered office of the company on prior information.

7. CONFIRMATION OF SCRUTINIZER

The Company Secretary informed to the members of the Company that Mr. Rajiv Khosla, the Practicing Company Secretary is present in the meeting through VC to act as the scrutinizer of the company to conduct the e-voting under Section 108 of the Companies Act 2013 and submit his report in terms of Rule 21 of the Companies (Management and Administration) Rules, 2014.

8. READING OF NOTICE, DIRECTORS' REPORT AND AUDITORS' REPORT.

As required under the Law, the Chairman of the meeting instruct the Company Secretary to read out the qualification in Auditors' Report on the Financial Statement for the financial year ended on March 31, 2022 and rest of documents be taken as read which include Notice of the meeting and Directors' Report as permitted by present members. Accordingly the qualification in Auditors' Report on the Financial Statement for the financial year ended on March 31, 2022 was read out by the Company Secretary.

9. CHAIRMAN'S SPEECH

The Company Secretary requested the Chairman to address the members of the Company. The Chairman addressed to the members and briefed them about the performance and various future plans of the Company.

10. E-VOTING FACILITY

The Company Secretary informed to the members about the provision of section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 21 of the Companies (Management and Administration) Amendment Rules, 2014 and SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015, and pursuant to the Circular No. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 18/2020 dated 21.4.2020, 20/2020 dated May 05, 2020, 22/2020 dated 15.6.2020 and further circular no. 02/2021 dated January 13, 2021 read with MCA circular no 2/2022 dated 5th May, 2022 issued by Ministry of Corporate Affairs and Rule 20(4)(v) of the



Companies (Management and Administration) Rules 2014 on remote e voting and e voting at the AGM. The Company has extended Remote e-voting facilities through Central Depository Services (India) Limited, to members of the company from Friday, August 05, 2022 at 10:00 A.M and ended on Sunday, August 07, 2022 at 5:00 P.M i.e. prior to the date of the General Meeting and e voting at the AGM in respect of business to be transacted at this Annual General Meeting. The Chairman then suggested to the members present through Video Conferencing and who were the members of the company and had not voted electronically through remote e voting, to cast their vote through e-voting after the conclusion of AGM. He further instructed to Mr. Rajiv Khosla, Practicing Company Secretary of M/s. Rajiv Khosla & Associates and Scrutinizer appointed, to monitor the process of E-voting.

11. INTERACTION SESSION

The Company Secretary invited the interaction opportunity to all the present members and few members express their concern on the performance of the company.

12. RESULT OF REMOTE E-VOTING AND E-VOTING AT THE AGM

The Scrutinizer directed to count the votes & sign and submit the result to the Chairman within the permitted time as per law. The Chairman further informed that upon completion of voting by e-voting by the Scrutinizer, results would be declared by Company to the Stock Exchange and would also be placed on the website of the Company as specified under the Companies Act 2013 and SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015. He also intimated that the report of scrutinizer on remote e-voting and e-voting at the AGM would be available for inspection at the registered office of the Company.

ORDINARY BUSINESS

13. ADOPTION OF FINANCIAL STATEMENTS, DIRECTORS' REPORT AND AUDITORS REPORT FOR THE FINANCIAL YEAR ENDED ON MARCH 31, 2022.

The Company Secretary informed to the members of the Company that Item No.1 of the Notice is related to adoption of the Balance Sheet for the financial year ended on 31.03.2022, Profit & Loss Account for the year ended on that date, Cash flow and the report of the Board of Directors and Auditors thereon.

The Chairman declared the following resolution passed with requisite majority, as **Ordinary Resolution** by e-voting as per details given below:

I. Voted in Favour of Resolution

Type of voting	Number of members voted through electronic system		Number of Votes cast (Shares)		% of total number of valid votes cast	
	Equity Shares	Preference shares	Equity Shares	Preference shares	Equity Shares	Preference shares
E-voting	89	04	9466546	8934226	99.99%	100%
Physical	Not applicable due to VC meeting only as per MCA Circulars.					
Total	89	04	9466546	8934226	99.99%	100%



II. Voted against the Resolution

Type of voting	Number of members voted through electronic system		Number of Votes cast (Shares)		% of total number of valid votes cast	
	Equity Shares	Preference shares	Equity Shares	Preference shares	Equity Shares	Preference shares
E-voting	9	0	1014	0	0.01%	0
Physical	Not applicable due to VC meeting only as per MCA Circulars.					
Total	9	0	1014	0	0.01%	0

"**RESOLVED THAT** the Report of the Board of Directors and the Audited Balance Sheet and the statement of Profit & Loss account, Cash flow for the financial year ended March 31, 2022 along with Auditors' Report thereon be and are hereby approved and adopted."

14. RE APPOINTMENT OF MR. PRAMOD KUMAR RAJPUT, (DIN: 00597342), NON INDEPENDENT AND EXECUTIVE DIRECTOR, RETIRES BY ROTATION

The Company Secretary informed to the members of the Company that Item No. 2 of the Notice is related to re-appointment of Mr. Pramod Kumar Rajput, (DIN: 00597342), Non-Independent & Executive Director, liable to retire by rotation and who offers himself for the re-appointment.

The Chairman declared the following resolution passed with requisite majority, as **Ordinary Resolution** by E voting as per details given below:-

I. Voted in Favour of Resolution

Type of voting	Number of members voted through electronic system		Number of Votes cast (Shares)		% of total number of valid votes cast	
	Equity Shares	Preference shares	Equity Shares	Preference shares	Equity Shares	Preference shares
E-voting	87	04	9460546	8934226	99.93%	100%
Physical	Not applicable due to VC meeting only as per MCA Circulars.					
Total	87	04	9460546	8934226	99.93%	100%

II. Voted against the Resolution

Type of voting	Number of members voted through electronic system		Number of Votes cast (Shares)		% of total number of valid votes cast	
	Equity Shares	Preference shares	Equity Shares	Preference shares	Equity Shares	Preference shares
E-voting	11	0	7014	0	0.07%	0
Physical	Not applicable due to VC meeting only as per MCA Circulars.					
Total	11	0	7014	0	0.07%	0



“RESOLVED THAT Mr. Pramod Kumar Rajput, (DIN: 00597342) as Non Independent and Executive Director, who retires by rotation and being eligible offers himself for re-appointment, be and is hereby reappointed as Non Independent and Executive Director of the Company liable to retire by rotation as per Section 152 and Companies (Appointment and Qualifications of Directors) Rules, 2014 and other applicable provisions as may be applicable under Companies Act 2013”.

SPECIAL BUSINESS

15. RE-APPOINTMENT OF MR. SANDEEP AGARWAL (DIN: 00139439) AS MANAGING DIRECTOR FOR A FURTHER PERIOD OF THREE YEARS W.E.F 01-04-2023 TO 31-03-2026

The Company Secretary informed to the members of the Company that Item No. 3 of the Notice is related to re-appointment of Mr. Sandeep Agarwal (DIN: 00139439) as Managing Director for a further period of Three Years w.e.f 01-04-2023 to 31-03-2026.

The Chairman declared the following resolution passed with requisite majority, as **special Resolution** by E voting as per details given below:-

I. Voted in Favour of Resolution

Type of voting	Number of members voted through electronic system		Number of Votes cast (Shares)		% of total number of valid votes cast	
	Equity Shares	Preference shares	Equity Shares	Preference shares	Equity Shares	Preference shares
E-voting	87	04	9460546	8934226	99.93%	100%
Physical	Not applicable due to VC meeting only as per MCA Circulars.					
Total	87	04	9460546	8934226	99.93%	100%

II. Voted against the Resolution

Type of voting	Number of members voted through electronic system		Number of Votes cast (Shares)		% of total number of valid votes cast	
	Equity Shares	Preference shares	Equity Shares	Preference shares	Equity Shares	Preference shares
E-voting	11	0	7014	0	0.07%	0
Physical	Not applicable due to VC meeting only as per MCA Circulars.					
Total	11	0	7014	0	0.07%	0

“RESOLVED THAT in terms of Sections 196 and 197 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and subject to the limits as specified in Schedule V of the said Act, further subject to the approval of the Central Government and the concerned authorities including National Company Law Tribunal (NCLT) as may be applicable, Mr. Sandeep Agarwal (DIN No. 00139439) be and is hereby re-appointed as Managing Director of the Company for a further period of three years w.e.f. 01.04.2023 to 31.03.2026 in terms of the provisions of point No. (iii) of section II of part II schedule V of the Companies Act 2013, due to company having no profit and in default of payment to lenders, on the terms and conditions, including the increment in remuneration, subject to the Notification No. S.O. 4822(E) dated 12th September, 2018 exempting the approval from the Central



Government as are set out in the draft Agreement, be entered into between the Company and Mr. Sandeep Agarwal given hereunder:

1) Salary and Commission:

Salary : Rs. 931,700/- per month with increment of 10% per annum due on April each year.
Commission: At a rate to be determined by the Board of Directors each Year.

Provided further that the aggregate amount of remuneration payable to the appointee in a particular financial year will be subject to the overall ceiling limit laid down in Sections 196 to 200 of the Companies Act, 2013.

2) Perquisites :

- (a) Furnished residential accommodation inclusive of facilities such as electricity, water and gas.
- (b) Full reimbursement of all medical expenses for self and family.
- (c) Leave travel facility for self and family once a year.
- (d) Fees of Clubs subject to a maximum of two Clubs.
- (e) Personal accident and medical insurance.
- (f) Contributions to Provident Fund, Superannuation or Annuity Fund
- (g) Gratuity as per law
- (h) Encashment of leave at the end of tenure of office.
- (i) Free passage for self and family together with cost of transportation of household items at the end of tenure of office.
- (j) Provision for car for use on Company's business and telephone at residence will not be considered as perquisites. Long distance telephone calls and use of car for personal purposes will be billed by the Company.
- (k) Reimbursement of entertainment, traveling and other expenses actually incurred for business of the Company.

3) Minimum Remuneration :

If in any financial year during the currency of tenure of the Managing Director, the Company has no profits or its profits are inadequate, the appointee shall be entitled to minimum remuneration by way of salary, perquisites, allowances not exceeding the ceiling limit specified under Section II of Part II of Schedule V of the Companies Act, 2013. Provided further that following perquisites which are also allowed to him shall not be included in the computation of this ceiling:

- a. Contribution to Provident Fund, Superannuation or Annuity Fund to the extent these either singly or put together are not taxable under Income Tax Act, 1961.
- b. Gratuity as per law.
- c. Encashment of leave at the end of the tenure.

"RESOLVED FURTHER THAT in the event of any relaxation by the Central Government in Guidelines/Ceilings on managerial remuneration and/or perquisites, the Board of Directors be and are hereby authorized to alter and vary the terms and conditions (including salary, commission, perquisites and other allowances) of the said Agreement, so as not to exceed the limits as specified in Schedule V to the Companies Act, 2013 as may be agreed between the Board of Directors and Mr. Sandeep Agarwal, by suitably amending it to give effect to such modification, relaxation or variation without any further reference to the Company in general meeting.



RESOLVED FURTHER THAT the Board of Directors of the company be and are hereby authorized to comply with all other legal and procedural requirements under the Companies Act, 2013 and rules framed there under.”

16. APPOINTMENT OF MR. ARUN KUMAR PAL (DIN: 09576141), AS INDEPENDENT DIRECTOR, FOR THE FIRST TERM FOR A PERIOD OF 5 (FIVE) CONSECUTIVE YEARS FROM 13.05.2022 TO 12.5.2027

The Company Secretary informed to the members of the Company that Item No. 4 of the Notice is related to appointment of Mr. Arun Kumar Pal (DIN: 09576141) as Independent Director for the **First Term** for a period of 5 (Five) consecutive years from 13.05.2022 to 12.5.2027.

The Chairman declared the following resolution passed with requisite majority, as **special Resolution** by E voting as per details given below:-

I. Voted in Favour of Resolution

Type of voting	Number of members voted through electronic voting system		Number of Votes cast (Shares)		% of total number of valid votes cast	
	Equity Shares	Preference shares	Equity Shares	Preference shares	Equity Shares	Preference shares
E-voting	89	04	9466546	8934226	99.99%	100%
Physical	Not applicable due to VC meeting only as per MCA Circulars.					
Total	89	04	9466546	8934226	99.99%	100%

II. Voted against the Resolution

Type of voting	Number of members voted through electronic voting system		Number of Votes cast (Shares)		% of total number of valid votes cast	
	Equity Shares	Preference shares	Equity Shares	Preference shares	Equity Shares	Preference shares
E-voting	10	0	1114	0	0.01%	0
Physical	Not applicable due to VC meeting only as per MCA Circulars.					
Total	10	0	1114	0	0.01%	0

“RESOLVED THAT pursuant to the provisions of Section 149,150, 152, and other applicable provisions, if any, of the Companies Act, 2013 and rules made there under (including any statutory modification(s) or re-enactment (s) thereof for the time being in force) read with Schedule IV of the Companies Act,2013 read with the provisions of Regulation 16(1)(b) Regulation 17 and Regulation 25 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015(“Act”), Mr. Arun Kumar Pal (DIN: 09576141)who was appointed as an additional Independent Director of the Company on 13th May, 2022, and who has submitted a declaration that he meets the criteria for Independence as provided under Section 149(6) of the Act and whose candidature for the office of Director has been recommended by the Nomination and Remuneration Committee and Board of Directors of the Company and is eligible for appointment, be and is hereby appointed as a Non-



Executive Independent Director of the Company not liable to retire by rotation to hold office for the First Term for a period of 5 (Five) consecutive years from 13.05.2022 to 12.5.2027 on such terms and conditions of his appointment as an Independent Director of the Company as defined in explanatory statement and required under the provisions of Regulation 36 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and under secretarial standard as applicable.

RESOLVED FURTHER THAT in order to give effect to the above resolution, Board of Director of the Company and Company Secretary be and are hereby severally authorized to do all such acts, deeds and things including filing of necessary forms with the Registrar of Companies to give effect to the above resolution”

17. APPOINTMENT OF MR. ARUN KUMAR BHATTER (DIN: 07957636), AS INDEPENDENT DIRECTOR, FOR THE FIRST TERM FOR A PERIOD OF 5 (FIVE) CONSECUTIVE YEARS FROM 13.05.2022 TO 12.5.2027

The Company Secretary informed to the members of the Company that Item No. 5 of the Notice is related to appointment of Mr. Arun Kumar Bhattar (DIN: 07957636) as Independent Director for the **First Term** for a period of 5 (Five) consecutive years from 13.05.2022 to 12.5.2027.

The Chairman declared the following resolution passed with requisite majority, as **special Resolution** by E voting as per details given below:-

I. Voted in Favour of Resolution

Type of voting	Number of members voted through electronic system		Number of Votes cast (Shares)		% of total number of valid votes cast	
	Equity Shares	Preference shares	Equity Shares	Preference shares	Equity Shares	Preference shares
E-voting	89	04	9466546	8934226	99.99%	100%
Physical	Not applicable due to VC meeting only as per MCA Circulars.					
Total	89	04	9466546	8934226	99.99%	100%

II. Voted against the Resolution

Type of voting	Number of members voted through electronic system		Number of Votes cast (Shares)		% of total number of valid votes cast	
	Equity Shares	Preference shares	Equity Shares	Preference shares	Equity Shares	Preference shares
E-voting	10	0	1114	0	0.01%	0
Physical	Not applicable due to VC meeting only as per MCA Circulars.					
Total	10	0	1114	0	0.01%	0



“RESOLVED THAT pursuant to the provisions of Section 149,150, 152, and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment (s) thereof for the time being in force) read with Schedule IV of the Companies Act,2013 read with the provisions of Regulation 16(1)(b) Regulation 17 and Regulation 25 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015(“Act”), Mr. Arun Kumar Bhatte (DIN: 07957636) who was appointed as an additional Independent Director of the Company on 13th May, 2022, and who has submitted a declaration that he meets the criteria for Independence as provided under Section 149(6) of the Act and whose candidature for the office of Director has been recommended by the Nomination and Remuneration Committee and Board of Directors of the Company and is eligible for appointment, be and is hereby appointed as a Non-Executive Independent Director of the Company not liable to retire by rotation to hold office for the First Term for a period of 5 (Five) consecutive years from 13.05.2022 to 12.5.2027 on such terms and conditions of his appointment as an Independent Director of the Company as defined in explanatory statement and required under the provisions of Regulation 36 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and under secretarial standard as applicable

RESOLVED FURTHER THAT in order to give effect to the above resolution, Board of Director of the Company and Company Secretary be and are hereby severally authorized to do all such acts, deeds and things including filing of necessary forms with the Registrar of Companies to give effect to the above resolution.

18. APPOINTMENT OF MR. VIKAS LAMBA (DIN: 09573001), AS INDEPENDENT DIRECTOR, FOR THE FIRST TERM FOR A PERIOD OF 5 (FIVE) CONSECUTIVE YEARS FROM 13.05.2022 TO 12.5.2027

The Company Secretary informed to the members of the Company that Item No. 6 of the Notice is related to appointment of Mr. Vikas Lamba (DIN: 09573001) as Independent Director for the **First Term** for a period of 5 (Five) consecutive years from 13.05.2022 to 12.5.2027.

The Chairman declared the following resolution passed with requisite majority, as **special Resolution** by E voting as per details given below:-

I. Voted in Favour of Resolution

Type of voting	Number of members voted through electronic system		Number of Votes cast (Shares)		% of total number of valid votes cast	
	Equity Shares	Preference shares	Equity Shares	Preference shares	Equity Shares	Preference shares
E-voting	89	04	9466546	8934226	99.99%	100%
Physical	Not applicable due to VC meeting only as per MCA Circulars.					
Total	89	04	9466546	8934226	99.99%	100%



II. Voted against the Resolution

Type of voting	Number of members voted through electronic system		Number of Votes cast (Shares)		% of total number of valid votes cast	
	Equity Shares	Preference shares	Equity Shares	Preference shares	Equity Shares	Preference shares
E-voting	10	0	1114	0	0.01%	0
Physical	Not applicable due to VC meeting only as per MCA Circulars.					
Total	10	0	1114	0	0.01%	0

“RESOLVED THAT pursuant to the provisions of Section 149,150, 152, and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment (s) thereof for the time being in force) read with Schedule IV of the Companies Act,2013 read with the provisions of Regulation 16(1)(b) Regulation 17 and Regulation 25 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015(“Act”), Mr. Vikas Lamba (DIN: 09573001) who was appointed as an additional Independent Director of the Company on 13th May, 2022, and who has submitted a declaration that he meets the criteria for Independence as provided under Section 149(6) of the Act and whose candidature for the office of Director has been recommended by the Nomination and Remuneration Committee and Board of Directors of the Company and is eligible for appointment, be and is hereby appointed as a Non-Executive Independent Director of the Company not liable to retire by rotation to hold office for the First Term for a period of 5 (Five) consecutive years from 13.05.2022 to 12.5.2027 on such terms and conditions of his appointment as an Independent Director of the Company as defined in explanatory statement and required under the provisions of Regulation 36 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and under secretarial standard as applicable.

RESOLVED FURTHER THAT in order to give effect to the above resolution, Board of Director of the Company and Company Secretary be and are hereby severally authorized to do all such acts, deeds and things including filing of necessary forms with the Registrar of Companies to give effect to the above resolution.

19. APPOINTMENT OF MRS. SHIKHA (DIN: 09573028), AS INDEPENDENT DIRECTOR, FOR THE FIRST TERM FOR A PERIOD OF 5 (FIVE) CONSECUTIVE YEARS FROM 13.05.2022 TO 12.5.2027

The Company Secretary informed to the members of the Company that Item No. 7 of the Notice is related to appointment of Mrs. Shikha (DIN: 09573028) as Independent Director for the **First Term** for a period of 5 (Five) consecutive years from 13.05.2022 to 12.5.2027.

The Chairman declared the following resolution passed with requisite majority, as **special Resolution** by E voting as per details given below:-



I. Voted in Favour of Resolution

Type of voting	Number of members voted through electronic voting system		Number of Votes cast (Shares)		% of total number of valid votes cast	
	Equity Shares	Preference shares	Equity Shares	Preference shares	Equity Shares	Preference shares
E-voting	89	04	9466546	8934226	99.99%	100%
Physical	Not applicable due to VC meeting only as per MCA Circulars.					
Total	89	04	9466546	8934226	99.99%	100%

II. Voted against the Resolution

Type of voting	Number of members voted through electronic voting system		Number of Votes cast (Shares)		% of total number of valid votes cast	
	Equity Shares	Preference shares	Equity Shares	Preference shares	Equity Shares	Preference shares
E-voting	10	0	1114	0	0.01%	0
Physical	Not applicable due to VC meeting only as per MCA Circulars.					
Total	10	0	1114	0	0.01%	0

“RESOLVED THAT pursuant to the provisions of Section 149,150, 152, and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment (s) thereof for the time being in force) read with Schedule IV of the Companies Act,2013 read with the provisions of Regulation 16(1)(b) Regulation 17 and Regulation 25 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015(“Act”), Mrs. Shikha (DIN: 09573028) who was appointed as an additional Independent Director of the Company on 13th May, 2022, and who has submitted a declaration that she meets the criteria for Independence as provided under Section 149(6) of the Act and whose candidature for the office of Director has been recommended by the Nomination and Remuneration Committee and Board of Directors of the Company and is eligible for appointment, be and is hereby appointed as a Non-Executive Independent Director of the Company not liable to retire by rotation to hold office for the First Term for a period of 5 (Five) consecutive years from 13.05.2022 to 12.5.2027 on such terms and conditions of her appointment as an Independent Director of the Company as defined in explanatory statement and required under the provisions of Regulation 36 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and under secretarial standard as applicable.

RESOLVED FURTHER THAT in order to give effect to the above resolution, Board of Director of the Company and Company Secretary be and are hereby severally authorized to do all such acts, deeds and things including filing of necessary forms with the Registrar of Companies to give effect to the above resolution.



20. APPOINTMENT OF M/S. PRAMOD AGRAWAL & CO., COST ACCOUNTANTS (FIRM REGISTRATION NO.104022) AS COST AUDITORS, FROM APRIL 1, 2022 TO MARCH 31, 2023.

The Company Secretary informed the members of the Company that Item No. 8 is related to appointment of M/s. Pramod Agrawal & Co., Cost Accountants (Firm Registration No.104022) as Cost Auditors for the financial year 2022-23 to hold office from the from April 1, 2022 to March 31, 2023 at a remuneration of Rs. 35,000 per annum plus GST as applicable and reimbursement of out of pocket expenses related with the Audit.

The Chairman declared the following resolution passed with as Special Resolution by E voting as per details given below:-

I. Voted in Favour of Resolution

Type of voting	Number of members voted through electronic system		Number of Votes cast (Shares)		% of total number of valid votes cast	
	Equity Shares	Preference shares	Equity Shares	Preference shares	Equity Shares	Preference shares
E-voting	88	04	9460646	8934226	99.93%	100
Physical	Not applicable due to VC meeting only as per MCA Circulars.					
Total	88	04	9460646	8934226	99.93%	100

II. Voted against the Resolution

Type of voting	Number of members voted through electronic system		Number of Votes cast (Shares)		% of total number of valid votes cast	
	Equity Shares	Preference shares	Equity Shares	Preference shares	Equity Shares	Preference shares
E-voting	11	0	7014	0	0.07%	0
Physical	Not applicable due to VC meeting only as per MCA Circulars.					
Total	11	0	7014	0	0.07%	0

“RESOLVED THAT in compliance with the Companies (Cost Records & Audit) Rules, 2014 published vide GSR No. 01(E) on December 31, 2014 issued by the Central Government in terms of the powers conferred by section 148 of the Companies Act 2013, subject to the confirmation if required, from the Central Government as recommended by the Audit committee and Board of Directors at their meeting held on May 30, 2022, M/s Pramod Agrawal & Co. Cost Accountants Firm Regn. No. 104022, and being eligible under 139, 141 and 148 of the Companies Act, 2013 be and is hereby appointed as Cost Auditors of the company for the financial year 2022-23 i.e. from April 1, 2022 to March 31, 2023 at a remuneration of Rs.35,000 plus Goods & Service Tax (GST) as applicable and reimbursement of out of pocket expenses related to conduct of audit and further ratification of remuneration in terms of rule 14 (a)(ii) of the Companies (Audit and Auditors) Rules, 2014 under the Companies Act 2013 subject to the mandatory requirement only as may be specified in the



Cost Audit Report and Cost Audit Rules as notified by MCA or any regulatory authority from time to time.”

“RESOLVED FURTHER THAT the Board of Directors of the company be and are hereby authorized to comply with all other legal and procedural requirements to implement of the aforesaid decision.”

21. VOTE OF THANKS.

The meeting concluded at 4:30 P.M. which was commenced at 03:00 P.M with a vote of thanks to the Chair.

PLACE: GHAZIABAD
DATE: AUGUST 9, 2022



SANDEEP AGARWAL
(CHAIRMAN OF THE MEETING)
