

**MINUTES OF THE 39<sup>TH</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF SUPERHOUSE LIMITED HELD ON MONDAY THE 30<sup>TH</sup> SEPTEMBER, 2019 COMMENCED AT 10.00 A.M. AND CONCLUDED AT 11.00 A.M. AT THE OFFICE OF THE COMPANY AT 219/3 & 4 'L' BLOCK, NAVEEN NAGAR, KAKADEO, KANPUR-208025.**

**The following were present:**

Mr. Mukhtarul Amin

Chairman and Managing Director Finance.

Also, as the Chairman Corporate Social Responsibility Committee and Risk Management Committee of the Company

Mr. Zafarul Amin

Joint Managing Director

Mr. Dilip Kumar Dheer

Independent Director of the Company

Also, as the Chairman of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee and also member of Corporate Social Responsibility Committee and Risk Management Committee of the Company.

Mr. R K Agrawal

Company Secretary

In aggregate, 37 (Thirty seven) Members including 06 (six) corporate representatives were present at the Annual General Meeting.

Mr. Rajeev Kapoor, Partner of M/s. Rajeev Prem & Associates, Statutory Auditors of the Company and Mr. Gautam Kumar Banthia, Secretarial Auditors of the Company were present by invitation.

In accordance with the Articles of Association, Mr. Mukhtarul Amin, Chairman and Managing Director of the company took the chair. The quorum being present the Chairman declared the meeting open and welcomed the members attending the meeting.

The Chairman further, welcomed Mr. Gautam Kumar Banthia from M/s. Banthia & Company, the Secretarial Auditors of the company and Scrutinizer, Mr. Rajesh Parasramka, Partner of M/s. Kapoor Tandon & Co, Chartered Accountants, alternate scrutinizer and Mr. Rajiv Kapoor, Partner of M/s. Rajiv Prem & Associates, Statutory Auditors, who were present at the meeting.

The Chairman introduced the Director other officials of the company and invitees, who were present at the meeting.

The Chairmen informed that the following documents and Registers have been laid on the table and the same would be available to the members for inspection during the meeting :-

- i. Notice convening the 39<sup>th</sup> Annual General Meeting
- ii. Directors' Report alongwith Annexure thereto for the financial year ended 31<sup>st</sup> March, 2019.
- iii. The Audited Financial Statements including Consolidated Financial Statement and Auditor's Report thereon for the financial year ended 31<sup>st</sup> March, 2019.
- iv. Secretarial Audit Report.
- v. The Register of Directors and Key Managerial Personnel and their shareholdings.
- vi. The Register of Contracts or arrangements in which the Directors were interested.
- vii. Minutes Book of the Shareholders.

The Chairman further informed that no proxy was received for attending the meeting.

Thereafter the Chairman commenced the formal agenda of the Annual General Meeting and with the consent of the Members present, the Notice convening the meeting, the Directors' Report along with annexure thereto and the Annual Accounts for the financial year ended 31<sup>st</sup> March, 2019 were taken as read.

The Chairman informed the shareholders that the Auditor's Report on the Annual Accounts of the Company for the financial year ended 31<sup>st</sup> March, 2019 did not contain any qualifications, observations or comments on financial transactions or matters, which had adverse effect on the functioning of the Company. He stated that in the terms of Section 145 of the Companies Act, 2013, only the qualifications, observations or comments, mentioned in the Auditor's Report, which have any adverse effect on the functioning of the Company, were required to be read at the general meeting. Since there were no such qualifications, observations or comments, the Auditors Report was not required to be read.

The Chairman informed the shareholders that the Secretarial Auditor's Report did not contain any qualifications, observations or comments or other remarks, which have any material adverse effect on the functioning of the Company.

The Chairman briefed the members about the operations of the Company financial results new initiatives, recognitions/achievements, Corporate Social Responsibility activities and other related matters. He also apprised about the Company's plan for way forwarded in financial year 2019-20.

The Chairman informed that the Company had provided the facility of remote e-voting to its Shareholders to exercise their right to vote on the Resolutions proposed to be passed at the AGM.

Mr. R K Agrawal, Company Secretary informed the shareholders that as per the provisions of the Companies Act, 2013 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company had provided the facility of remote e-voting to the Shareholders to enable them to cast their vote electronically. The remote e-voting was open from Thursday, 26<sup>th</sup> September, 2019 to Sunday, 29<sup>th</sup> September, 2019.

Mr. R K Agrawal, Company Secretary further stated that the shareholders, who had not cast their vote through remote e-voting process, were provided with facility of voting through ballot/polling papers to cast their vote. He further informed that Mr. Gautam Kumar Bantia, Practicing Company Secretary was appointed as the Scrutinizer and Mr. Rajesh Parasramka, Chartered Accountant alternate Scrutinizer for the remote e-voting process and for voting through ballot/polling papers.

Thereafter the Chairman invited the members to raise their queries on the business to be transacted at the AGM and also informed them that post question and answer session, all resolutions set out in the Notice of Annual General Meeting shall be put for voting and the members who have not voted through e-voting may cast their votes through the ballot form given to members.


Mr. Dilip Kumar Dheer, Chairman of Audit Committee answered the queries raised by the members.

Thereafter, the chairman read out the following business items as mentioned in the 39<sup>th</sup> Annual General Meeting Notice for which approval of the members was sought through e-voting and at the Annual General Meeting.

**Item No.1- Ordinary Resolution- Adoption of Audited Financial Statements and Audited Consolidated Financial Statement for the financial year 2018-19 and the Reports of the Directors' and Auditors thereon.**

The Chairman informed that the Companies Act, 2013 requires adoption of Audited Financial Statements and Audited Consolidated Financial Statement and the Reports of Directors and Auditors thereon for every financial year by the members by passing an ordinary resolution.

Thereafter, the following resolution was proposed by Mr. Atul Misra and seconded by Mr. Bans Gopal Gaur, Members.

- (a) **"RESOLVED THAT** the audited financial statement of the Company for the financial year ended March 31, 2019 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted."
  - (b) **"RESOLVED THAT** the audited consolidated financial statement of the Company for the financial year ended March 31, 2019 and the report of Auditors thereon laid before this meeting, be and are hereby considered and adopted."
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**Item No.2- Ordinary Resolution- Declaration of dividend on equity shares.**

The Chairman informed the Shareholders that the Board of Directors at their meeting held on 30<sup>th</sup> May, 2019 had declared Final Dividend of Rs.1/- for every Equity Share of Re.10/-each for the financial year ended 31<sup>st</sup> March, 2019. The members were required to pass an ordinary resolution for the declaration of dividend on equity shares.

Thereafter, the following resolution was proposed by Mr. Krishan Dutt Misra and seconded by Mr. Atul Mishra, Members.

**"RESOLVED THAT** a dividend at the rate of Rs.1/- (Rupee one only) per equity share of Rs. 10/- (Rupees ten ) each fully paid-up of the Company be and is hereby declared for the financial year ended March 31, 2019 and the same be paid as recommended by the Board of Directors of the Company, out of the profits of the Company for the financial year ended March 31, 2019."

**Item No.3- Ordinary Resolution- Appointment of Mr. Zafarul Amin (DIN: 00015533) as a Director.**

The Chairman informed that as per the provisions of the Companies Act, 2013, Mr. Zafarul Amin (DIN: 00015533) retires by rotation and being eligible offered himself for re-appointment. Accordingly, the proposal relating to re-appointment of Mr. Zafarul Amin was included in the Notice of 39<sup>th</sup> Annual General Meeting. The members were required to pass an ordinary resolution for the re-appointment of Mr. Zafarul Amin as Director of the company, liable to retire by rotation.

Thereafter, the following resolution was proposed by Mr. Kaushal Kishore Srivastava and seconded by Mr. Saleem Akhtar, members

**"RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Zafarul Amin (DIN: 00015533), who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

**Item No.4- Ordinary Resolution- Appointment of Mr. Mohammad Shadab (DIN: 00098221) as a Director.**

The Chairman informed that as per the provisions of the Companies Act, 2013, Mr. Mohammad Shadab (DIN: 00098221) retires by rotation and being eligible offered himself for re-appointment. Accordingly, the proposal relating to re-appointment of Mr. Mohammad Shadab was included in the Notice of 39<sup>th</sup> Annual General Meeting. The members were required to pass an ordinary resolution for the re-appointment of Mr. Mohammad Shadab as Director of the company, liable to retire by rotation.

Thereafter, the following resolution was proposed by Mr. Ram Nath Gupta and seconded by Mr. Praveen Shukla, members

**"RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Mohammad Shadab (DIN: 00098221), who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

**Item No.5- Special Resolution- To appoint Mr. Syed Javed Ali Hashmi (DIN: 00014726) as an Independent Director of the company.**

The Chairman informed that as per the provisions of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation 2015, Mr. Syed Javed Ali Hashmi (DIN: 00014726) re-appointed as an Independent Director of the company for the period of five consecutive years commencing from 23<sup>rd</sup> September, 2019 to 22<sup>nd</sup> September, 2024. The members were required to pass a special resolution for the re-appointment of Mr. Syed Javed Ali Hashmi as an Independent Director of the company.

Thereafter, the following resolution was proposed by Mr. Krishan Dutt Misra and seconded by Mr. Atul Misra, members.

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"RESOLVED that pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, Mr. Syed Javed Ali Hashmi (DIN: 00014726), who was appointed as an Independent Director at the thirty fourth Annual General Meeting of the Company and who holds office as an Independent Director up to 22nd September, 2019 and who is eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five consecutive years commencing from 23<sup>rd</sup> September, 2019 up to 22<sup>nd</sup> September, 2024."

**Item No.6- Special Resolution- To appoint Mr. Dilip Kumar Dheer (DIN: 03341879) as an Independent Director of the company.**

The Chairman informed that as per the provisions of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation 2015, Mr. Dilip Kumar Dheer (DIN: 03341879) re-appointed as an Independent Director of the company for the period of five consecutive years commencing from 23<sup>rd</sup> September, 2019 to 22<sup>nd</sup> September, 2024. The members were required to pass a special resolution for the re-appointment of Mr. Dilip Kumar Dheer as an Independent Director of the company.

Thereafter, the following resolution was proposed by Mr. Robin Majumdar and seconded by Mr. Amit Bajpai, members

"RESOLVED that pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, Mr. Dilip Kumar Dheer (DIN: 03341879), who was appointed as an Independent Director at the thirty fourth Annual General Meeting of the Company and who holds office as an Independent Director up to 22nd September, 2019 and who is eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five consecutive years commencing from 23<sup>rd</sup> September, 2019 up to 22<sup>nd</sup> September, 2024."

**Item No.7- Special Resolution- To appoint Mr. Anil Soni (DIN: 00023188) as an Independent Director of the company.**

The Chairman informed that as per the provisions of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation 2015, Mr. Anil Soni (DIN: 00023188) re-appointed as an Independent Director of the company for the period of five consecutive years commencing from 23<sup>rd</sup> September, 2019 to 22<sup>nd</sup> September, 2024. The members were required to pass a special resolution for the re-appointment of Mr. Anil Soni as an Independent Director of the company.

Thereafter, the following resolution was proposed by Mr. Adnan Hussain and seconded by Mr. Fahad Kareem, members

"RESOLVED that pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, Mr. Anil Soni (DIN: 00023188), who was appointed as an Independent Director at the thirty fourth Annual General



Meeting of the Company and who holds office as an Independent Director up to 22nd September, 2019 and who is eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five consecutive years commencing from 23<sup>rd</sup> September, 2019 up to 22<sup>nd</sup> September, 2024."

**Item No.8- Special Resolution- To appoint Mr. Nemi Chand Jain (DIN: 00031283) as an Independent Director of the company.**

The Chairman informed that Mr. Nemi Chand Jain (DIN: 00031283) ceased from the office of the Independent and non- executive director with effect from 31<sup>st</sup> March, 2019, as he attained the age of 75 years. Mr. Nemi Chand Jain was further appointed as an additional director ( non- executive director and independent ) by the board of directors of the company with effect from 1<sup>st</sup> April, 2019. Further, as per the provisions of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation 2015, Mr. Nemi Chand Jain (DIN: 00031283) re-appointed as an Independent Director of the company for the period of five consecutive years commencing from 1<sup>st</sup> April, 2019 to 31<sup>st</sup> March, 2024. The members were required to pass a special resolution for the re-appointment of Mr. Nemi Chand Jain as an Independent Director of the company.

Thereafter, the following resolution was proposed by Mr. Krishan Dutt Misra and seconded by Mr. Kaushal Kishore Srivastava, members.

"RESOLVED that Mr. Nemi Chand Jain (DIN: 00031283), who was appointed by the Board of Directors as an Additional Director of the Company with effect from 1<sup>st</sup> April, 2019 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 ("Act") and Article 28 of the Articles of Association of the Company but who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as Director of the Company."

"RESOLVED FURTHER that pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, Mr. Nemi Chand Jain (DIN: 00031283), who was appointed as an Independent Director at the thirty fourth Annual General Meeting of the Company and whose term of office expired on 31<sup>st</sup> March, 2019, pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), and who is eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five consecutive years commencing from 1<sup>st</sup> April, 2019 up to 31<sup>st</sup> March, 2024."

**Item No.9- Special Resolution- To appoint Dr. Krishan Kumar Agarwal (DIN: 00022719) as an Independent Director of the company.**

The Chairman informed that as per the provisions of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation 2015, Dr. Krishan Kumar Agarwal (DIN: 00022719) re-appointed as an Independent Director of the company for the period of five consecutive years commencing from 23<sup>rd</sup> September, 2019 to 22<sup>nd</sup> September, 2024. The members were required to pass a special resolution for the re-appointment of Dr. Krishan Kumar Agarwal as an Independent Director of the company.

Thereafter, the following resolution was proposed by Mr. Manish Tiwari and seconded by Mr. Anubhav Pandey, members.

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"RESOLVED that pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, Dr. Krishan Kumar Agarwal (DIN: 00022719), who was appointed as an Independent Director at the thirty fourth Annual General Meeting of the Company and who holds office as an Independent Director up to 22nd September, 2019 and who is eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five consecutive years commencing from 23<sup>rd</sup> September, 2019 up to 22<sup>nd</sup> September, 2024."

**Item No.10- Special Resolution- To appoint Mr. Kamal Agarwal (DIN: 00022904) as an Independent Director of the company.**

The Chairman informed that as per the provisions of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation 2015, Mr. Kamal Agarwal (DIN: 00022904) re-appointed as an Independent Director of the company for the period of five consecutive years commencing from 23<sup>rd</sup> September, 2019 to 22<sup>nd</sup> September, 2024. The members were required to pass a special resolution for the re-appointment of Mr. Kamal Agarwal as an Independent Director of the company.

Thereafter, the following resolution was proposed by Mr. G P Singh and seconded by Mr. Saleem Akhtar, members.

"RESOLVED that pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, Mr. Kamal Agarwal (DIN: 00022904), who was appointed as an Independent Director at the thirty fourth Annual General Meeting of the Company and who holds office as an Independent Director up to 22nd September, 2019 and who is eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five consecutive years commencing from 23<sup>rd</sup> September, 2019 up to 22<sup>nd</sup> September, 2024."

**Item No.11- Special Resolution- To appoint Mr. Mukhtarul Amin (DIN: 00012108) as Chairman and Managing Director of the company.**

The Chairman informed that the Board of Directors of the company ("the Board") at its meeting held on 6<sup>th</sup> July, 2019 has, subject to the approval of the members by special resolution, re-appointed Mr. Mukhtarul Amin (DIN: 00012108) as a Chairman and Managing Director, for a further period of 2 (two) years and 6 (six) months from the expiry of his present term i.e. 31<sup>st</sup> March, 2020, on terms and conditions including remuneration as recommended by the, Nomination and Remuneration Committee (the 'NR' Committee') of the Board and approved by the Board. The members were required to pass a special resolution for the re-appointment of Mr. Mukhtarul Amin as Chairman and Managing Director of the company.

Thereafter, the following resolution was proposed by Mr. Aamir Hasan and seconded by Mr. Fahad Kareem, members.

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"RESOLVED that in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the Company be and is hereby accorded to the re-appointment of Mr. Mukhtarul Amin (DIN: 00012108) as Chairman and Managing Director of the Company for a period of 2 years and 6 months effective from 1<sup>st</sup> April, 2020 to 30<sup>th</sup> September, 2022 on the terms and conditions including remuneration as set out in the statement annexed to the notice, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and/or remuneration as it may deem fit and as may be acceptable to Mr. Mukhtarul Amin.

RESOLVED FURTHER that the Board be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

**Item No.12- Special Resolution- To appoint Mr. Zafarul Amin (DIN: 00015533) as a wholetime director designated as Joint Managing Director of the company.**

The Chairman informed that the Board of Directors of the company ("the Board) at its meeting held on 6<sup>th</sup> July, 2019 has, subject to the approval of the members by special resolution, re-appointed Mr. Zafarul Amin (DIN: 00015533) as a Wholetime Director designated as Joint Managing Director, for a further period of 2 (two) years and 6 (six) months from the expiry of his present term i.e. 31<sup>st</sup> March, 2020, on terms and conditions including remuneration as recommended by the, Nomination and Remuneration Committee (the NR' Committee') of the Board and approved by the Board. The members were required to pass a special resolution for the re-appointment of Mr. Zafarul Amin as Joint Managing Director of the company.

Thereafter, the following resolution was proposed by Mr. Adnan Hussain and seconded by Mr. Fahad Kareem, members.

"RESOLVED that in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the Company be and is hereby accorded to the re-appointment of Mr. Zafarul Amin (DIN: 00015533) as Wholetime Director designated as Joint Managing Director of the Company for a period of 2 years and 6 months effective from 1<sup>st</sup> April, 2020 to 30<sup>th</sup> September, 2022 on the terms and conditions including remuneration as set out in the statement annexed to the notice, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and/or remuneration as it may deem fit and as may be acceptable to Mr. Zafarul Amin.

RESOLVED FURTHER that the Board be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

**Item No.13- Special Resolution- To appoint Mr. Mohammad Shadab (DIN: 00098221) as a wholetime director designated as Deputy Managing Director of the company.**

The Chairman informed that the Board of Directors of the company ("the Board) at its meeting held on 6<sup>th</sup> July, 2019 has, with the consent of Mr. Mohammad Shadab, reduced the present term of appointment from 31<sup>st</sup> March, 2020 to 30<sup>th</sup> September, 2019 and subject to the approval of members by special resolution, re-appointed Mr. Mohammad Shadab (DIN: 00098221) as a Whole-time Director designated as Deputy Managing Director, for a further period of 3 (three) years from 1<sup>st</sup> October, 2019 on the revised terms and conditions including remuneration as recommended by the, Nomination and Remuneration Committee (the NR' Committee') of the Board and approved by the Board. The members were required to pass a special resolution for the re-appointment of Mr. Mohammad Shadab as Deputy Managing Director of the company.

Thereafter, the following resolution was proposed by Mr. Atul Misra and seconded by Mr. Fahad Kareem, members.



"RESOLVED that in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the Company be and is hereby accorded to the re-appointment of Mr. Mohanmad Shadab (DIN: 00098221) as Wholetime Director designated as Deputy Managing Director of the Company for a period of 3 years effective from 1<sup>st</sup> October, 2019 to 30<sup>th</sup> September, 2022 on the terms and conditions including remuneration as set out in the statement annexed to the notice, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and/or remuneration as it may deem fit and as may be acceptable to Mr. Mohammad Shadab.

RESOLVED FURTHER that the Board be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

**Item No.14- Special Resolution- To appoint Mr. Vinay Sanan (DIN: 00014536) as a wholetime director designated as Executive Director of the company.**

The Chairman informed that the Board of Directors of the company ("the Board) at its meeting held on 6<sup>th</sup> July, 2019 has, subject to the approval of the members by special resolution, re-appointed Mr. Vinay Sanan (DIN: 00014536) as a Wholetime Director designated as Executive Director, for a further period of 2 (two) years and 6 (six) months from the expiry of his present term i.e. 31<sup>st</sup> March, 2020, on terms and conditions including remuneration as recommended by the, Nomination and Remuneration Committee (the NR' Committee') of the Board and approved by the Board. The members were required to pass a special resolution for the re-appointment of Mr. Vinay Sanan as an Executive Director of the company.

Thereafter, the following resolution was proposed by Mr. Mufeed Alam and seconded by Mr. Robin Majumdar, members.

"RESOLVED that in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel ) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the Company be and is hereby accorded to the re-appointment of Mr. Vinay Sanan (DIN: 00014536) as Wholetime Director designated as Executive Director of the Company for a period of 2 years and 6 months effective from 1<sup>st</sup> April, 2020 to 30<sup>th</sup> September, 2022 on the terms and conditions including remuneration as set out in the statement annexed to the notice, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and/or remuneration as it may deem fit and as may be acceptable to Mr. Vinay Sanan..

RESOLVED FURTHER that the Board be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

**Item No.15- Special Resolution- To appoint Mr. Anil Kumar Agarwal (DIN: 00014645) as a wholetime director designated as Chief Financial Officer of the company.**

The Chairman informed that the Board of Directors of the company ("the Board) at its meeting held on 6<sup>th</sup> July, 2019 has, subject to the approval of the members by special resolution, re-appointed Mr. Anil Kumar Agarwal (DIN: 00014645) as a Wholetime Director designated as Chief Financial Officer, for a further period of 2 (two) years and 6 (six) months from the expiry of his present term i.e. 31<sup>st</sup> March, 2020, on terms and conditions including remuneration as recommended by the, Nomination and Remuneration Committee (the NR' Committee') of the Board and approved by the Board. The members were required to pass a special resolution for the re-appointment of Mr. Anil Kumar Agarwal as Chief Financial Officer of the company.

Thereafter, the following resolution was proposed by Mr. Krishan Dutt Misra and seconded by Mr. Atul Misra, members.





"RESOLVED that in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the Company be and is hereby accorded to the re-appointment of Mr. Anil Kumar Agarwal (DIN: 00014645) as Wholtime Director designated as Chief Financial Officer of the Company for a period of 2 years and 6 months effective from 1<sup>st</sup> April, 2020 to 30<sup>th</sup> September, 2022 on the terms and conditions including remuneration as set out in the statement annexed to the notice, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and/or remuneration as it may deem fit and as may be acceptable to Mr. Anil Kumar Agarwal.

RESOLVED FURTHER that the Board be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

**Item No.16- Special Resolution- To approve holding of place of profit.**

The Chairman informed that Mr. Mukhtarul Amin, Chairman and Managing Director, Mr. Zafarul Amin Jt. Managing Director and Mrs. Shahina Mukhtar, Director of the Company stood as guarantors of various credit facilities sanctioned by the banks / financial institutions, in compliance with the terms and conditions of the banks /financial institutions. The Banks / Financial Institutions required personal guarantee of Mr Mukhtarul Amin, Mr. Zafarul Amin and Mrs. Shahina Mukhtar. Hence, it is proposed to pay guarantee commission to all the guarantors, including directors and their relatives, up to 0.5% per annum per guarantor of credit facilities availed by the Company from the bank(s) and financial institution(s), against the personal guarantee of the concerned Director(s)/Relative(s), given in compliance of terms and conditions of the bank(s)/financial institution(s). The members were required to pass a special resolution for the approving holding of place of profit by the directors.

Thereafter, the following resolution was proposed by Mr. Pankaj Kumar Srivastava and seconded by Mr. Harminder Singh, members

"RESOLVED THAT pursuant to Section 188 of the Companies Act, 2013 and the rules and regulations including the Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions and rules thereto, as approved and recommended by the Nomination and Remuneration Committee and Audit Committee and subject to provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, the consent of the members of the company be and is hereby accorded to the board of directors to pay guarantee commission to all the guarantors, including directors and their relatives, up to 0.5% per annum per guarantor of credit facilities availed by the Company from the bank(s) and financial institution(s), against the personal guarantee of the concerned Director(s)/Relative(s), given in compliance of terms and conditions of the bank(s)/financial institution(s).

RESOLVED FURTHER that the board of directors of the company be and hereby authorized to approve the holding of place of profit in the company, its subsidiary company or associate company by the directors and their relatives up to the amount, as may be decided by the board of directors of the company, but not exceeding Rs 100.00 laes per annum per person.

RESOLVED FURTHER that the action of the board of directors of the company to approve the payment of guarantee commission and holding of place of profit in the company, its subsidiary company or associate company, as mentioned in the Explanatory Statement, be and is hereby approved and ratified."

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and are hereby authorized to do all acts, deeds and things in their absolute discretion that may be considered necessary, proper and expedient or incidental for the purpose of giving effect to this resolution in the interest of the Company."

**Item No.17- Special Resolution- To approve loans, investments, guarantee and security.**

The chairman informed that the Company is expected to render support for the business requirements of any subsidiary or associate or joint venture of the Company or any entity in which any director is deemed to be interested, from time to time. In order to enable the company to advance loan to Subsidiaries/ Joint Ventures /associates/ other Companies/ Firms in which Directors are

interested directly or indirectly under section 185 of the Companies Act, 2013 requires approval of members by a Special Resolution. The Board of Directors Recommend the Special Resolution for approval by the members. The members were required to pass a special resolution for the approving loans, investments, guarantee and security.

Thereafter, the following resolution was proposed by Mr. Ram Nath Gupta and seconded by Mr. Shailesh Dixit, members.

“RESOLVED THAT pursuant to Sections 185, 186 and all other applicable provisions of the Companies Act, 2013 and Rules made thereunder and provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, as amended from time to time, the consent of the Company be and is hereby accorded to authorize the Board of Directors of the Company (hereinafter referred to as the Board, which terms shall be deemed to include, unless the context otherwise required, any committee of the Board or any director or officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution) to advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any subsidiary or associate or joint venture of the Company or any entity in which any director is deemed to be interested up to an aggregate sum of Rs 100 Crores (Rupees One Hundred Crores Only) inclusive of existing loan/guarantee/security, to any such entity, in their absolute discretion deem beneficial and in the interest of the Company, provided that such loans are utilized by the borrowing company for its principal business activities.”

“RESOLVED FURTHER THAT the action of the board of directors to advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any entity which is a subsidiary or associate or joint venture of the Company or any such entity as mentioned above be and is hereby approved and ratified.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution the Board of Directors of the Company be and are hereby authorized to do all acts, deeds and things in their absolute discretion that may be considered necessary, proper and expedient or incidental for the purpose of giving effect to this resolution in the interest of the Company.”

**Item No.18- Ordinary Resolution- To approve cancellation of forfeited shares.**

The Chairman informed that the Board of Directors of the company forfeited the 3947718 equity shares of face value of Rupees 10/- each for non-payment of Call Money. These shares have not been taken till date, hence it is proposed to cancel the shares from the issued, Subscribed and Paid-up Capital of the Company. The members were required to pass an ordinary resolution for approving cancellation of forfeited shares.

Thereafter, the following resolution was proposed by Mr. Krishan Dutt Misra and seconded by Mr. Kaushal Kishore Srivastava, members

“Resolved that pursuant to the provision of the Articles of Association of the Company, including Table F of Schedule I of the Companies Act, 2013 as applicable to the company and other applicable provisions of the laws, if any, 3947718 Equity shares of face value of Rupees 10/- each, as forfeited by the board of directors of the company for non-payment of Call Money, be and is hereby cancelled from the issued, subscribed and paid-up capital of the Company.

RESLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and are hereby authorized to do all acts deeds and things in their absolute discretion that may be considered necessary, proper and expedient or incidental for the purpose of giving effect to this resolution in the interest of the Company.”

**Voting by Ballot :-**

The chairman announced that the Agenda of the meeting was completed and all the resolutions had been duly proposed and seconded.

The chairman further informed that as per provisions of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation 2015, no member is allowed to vote on such resolution, to approve any contract or arrangement, which may be entered into by the company, if such member is a related party.



Thereafter, the Chairman invited Mr. Gautam Kumar Banthia, Scrutinizer to take control of the physical ballot proceedings and requested him to submit his report after the conclusion of the voting at the Annual general meeting. He further informed that the combined results of remote e-voting and voting at Annual General Meeting would be displayed on the websites of the Company and its Registrar and Transfer Agents in next 48 hours. Further, the voting results would be sent to the stock exchanges, on which the shares of the Company are listed, requesting them to display the same on their websites for the information of the investors.

**Vote of Thanks :-**

The Meeting was declared closed at 11.00 A.M. on completion of the voting process.

A vote of thanks to the Chair, proposed by Mr. Atul Misra, member was passed unanimously.

Date of Entry: 30-09-2019  
Place : Kanpur

  
(MUKHTARUL AMIN)  
CHAIRMAN OF THE MEETING

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**COMBINED RESULTS OF E-VOTING AND POLL :-**

The Consolidated Results as per the Scrutinizers' Report dated 30<sup>th</sup> September, 2019 are as follows:

Resolution No.	Particulars	% Votes in Favour	% Votes in Against	% Votes invalid
1.	<b>a.</b> Ordinary resolution to approve audited financial statement of the Company for the financial year ended March 31, 2019 and the reports of the Board of Directors and Auditors thereon.	99.99	0.01	0
	<b>b.</b> Ordinary resolution to approve audited consolidated financial statement of the Company for the financial year ended March 31, 2019 and the report of Auditors thereon.	99.99	0.01	0
2.	Ordinary resolution to declare a dividend on equity shares.	100	0	0
3.	Ordinary resolution to re-appoint Mr. Zafarul Amin (DIN: 00015533), who retires by rotation and being eligible, offers himself for re-appointment.	99.99	0.01	0
4.	Ordinary resolution to re-appoint Mr. Mohammad Shadab (DIN: 00098221), who retires by rotation and being eligible, offers himself for re-appointment.	99.99	0.01	0
5.	Special resolution to re-appoint Mr. Syed Javed Ali Hashmi (DIN:00014726) as Independent Director for a period of 5 consecutive years commencing from 23 <sup>rd</sup> September, 2019 upto 22 <sup>nd</sup> September, 2024.	99.99	0.01	0
6.	Special resolution to re-appoint Mr. Dilip Kumar Dheer (DIN:03341879) as Independent Director for a period of 5 consecutive years commencing from 23 <sup>rd</sup> September, 2019 upto 22 <sup>nd</sup> September, 2024.	99.99	0.01	0
7.	Special resolution to re-appoint Mr. Anil Soni (DIN:00023188) as Independent Director for a period of 5 consecutive years commencing from 23 <sup>rd</sup> September, 2019 upto 22 <sup>nd</sup> September, 2024.	99.99	0.01	0
8.	Special resolution to re-appoint Mr. Nemi Chand Jain (DIN:00031283) as Independent Director for a period of 5 consecutive years commencing from 1 <sup>st</sup> April, 2019 upto 31 <sup>st</sup> March, 2024.	99.99	0.01	0
9.	Special resolution to re-appoint Dr. Krishan Kumar Agarwal (DIN:00022719) as Independent Director for a period of 5 consecutive years commencing from 23 <sup>rd</sup> September, 2019 upto 22 <sup>nd</sup> September, 2024.	99.99	0.01	0





10.	Special resolution to re-appoint Mr. Kamal Agarwal (DIN:00022904), as Independent Director for a period of 5 consecutive years commencing from 23 <sup>rd</sup> September, 2019 upto 22 <sup>nd</sup> September, 2024.	99.99	0.01	0
11.	Special resolution to re-appoint Mr. Mukhtarul Amin (DIN:00012108) as Chairman and Managing Director for a period of 2 years and 6 months effective from 1 <sup>st</sup> April, 2020 to 30 <sup>th</sup> September, 2022 and fix his remuneration.	99.99	0.01	0
12.	Special resolution to re-appoint Mr. Zafarul Amin (DIN:00015533) as whole-time director designated as Joint Managing Director for a period of 2 years and 6 months effective from 1 <sup>st</sup> April, 2020 to 30 <sup>th</sup> September, 2022 and fix his remuneration.	99.99	0.01	0
13.	Special resolution to re-appoint Mr. Mohammad Shadab (DIN:00098221) as whole-time director designated as Deputy Managing Director for a period of 3 years effective from 1 <sup>st</sup> October, 2019 to 30 <sup>th</sup> September, 2022 and fix his remuneration.	99.99	0.01	0
14.	Special resolution to re-appoint Mr. Vinay Sanan (DIN:00014536) as whole-time director designated as Executive Director for a period of 2 years and 6 months effective from 1 <sup>st</sup> April, 2020 to 30 <sup>th</sup> September, 2022 and fix his remuneration.	99.99	0.01	0
15.	Special resolution to re-appoint Mr. Anil Kumar Agarwal (DIN:00014645) as whole-time director designated as Chief Financial Officer for a period of 2 years and 6 months effective from 1 <sup>st</sup> April, 2020 to 30 <sup>th</sup> September, 2022 and fix his remuneration.	99.99	0.01	0
16.	Special resolution to approve holding of place of profit, including payment of guarantee commission.	99.99	0.01	0
17.	Special resolution to approve loans, investments, guarantee and security under section 185 and 186 of the Companies Act, 2013.	99.99	0.01	0
18.	Ordinary resolution to approve cancellation of 3947718 Equity shares of face value of Rs. 10/- each, as earlier forfeited by board of directors of the company for non-payment of call money.	99.99	0.01	0

Based on the Report of the Scrutinizer, all Resolutions as set out in the Notice of 39th Annual General Meeting have been duly approved by the Shareholders with requisite majority.

Date of Entry 30-09-2019  
Place: Kanpur

(MUKHTARUL AMIN)  
CHAIRMAN OF THE MEETING