

Date: 17<sup>th</sup> October, 2022

<b>1) The Manager, Listing Department, National Stock Exchange of India Limited, Exchange Plaza, C-1, Block-G, Bandra Kurla Complex, Bandra (East), Mumbai-400051</b>	<b>2) The Manager, Listing Department, Corporate Relationship Department, BSE Limited, 1st Floor, New Trading Wing, P. J. Towers, Dalal Street, Fort, Mumbai-400001</b>
<b>Scrip ID- ARCHIES</b>	<b>Scrip Code - 532212</b>

**SUB: Submission of Signed Minutes of Annual General Meeting held on 23.09.2022**

Dear Sir/Madam,

Pursuant to applicable Regulation of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are hereby submitting the signed copy of Minutes of Annual General Meeting of the Company held on 23<sup>rd</sup> September, 2022.

Please take the above on records and acknowledge the receipt of the same.

Thanking You.

Yours sincerely,

For Archies Limited



**Hitesh Kumar**

(Company Secretary & Compliance Officer)

**ARCHIES LIMITED**

C-113, NARAINA INDUSTRIAL AREA, PHASE - 1, NEW DELHI - 110028 (INDIA), CIN : L36999HR1990PLC041175  
TEL.: 91-11-41410000, 41412222, Fax : 91-11-41410060, Email : archies@archiesonline.com, Website : www.archiesonline.com  
REGISTERED OFFICE : PLOT NO. 191- F, SECTOR - 4, I.M.T. MANESAR, GURUGRAM - 122050, HARYANA (INDIA)

[www.archiesinvestors.in](http://www.archiesinvestors.in)

**MINUTES OF THIRTY SECOND ANNUAL GENERAL MEETING OF THE MEMBERS OF ARCHIES LIMITED HELD ON FRIDAY, THE 23<sup>RD</sup> DAY OF SEPTEMBER 2022 AT 02:30 P.M. AND CONCLUDED AT 03:01 P.M. THROUGH VIDEO CONFERENCING/ OTHER AUDIO VISUAL MEANS ("VC/OAVM") FACILITY.**

**PRESENT:**

**Directors**

- |                             |  |
|-----------------------------|--|
| 1. MR. ANIL MOOLCHANDANI    | : Chairman and Managing Director   |
| 2. MR. ARUN SINGHAL         | : Independent Director (Chairman of Audit Committee, Corporate Social Responsibility Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee) |
| 3. MR. JAGDISH MOOLCHANDANI | : Executive Director and Chief Financial Officer   |
| 4. MRS. PAYAL JAIN          | : Independent Director   |
| 5. MRS. SONA MITUL ADHIA    | : Independent Director   |

**Members**

Total 172 (One Hundred Seventy Two) members attended the meeting, as per the attendance records prepared by the Link Intime India (Pvt) Ltd, Registrar and Transfer Agent of the Company out of which, one (1) was representing a Corporate Member viz. Empire Greeting and Gifts Private Limited.

**In Attendance**

- |  |  |
|--|--|
| MR. ABHISHEK SAPRA   | : President-Finance                        |
| MR. SUNIL KUMAR JAIN   | : Taxation-Manager                         |
| MR. HITESH KUMAR   | : Company Secretary and Compliance Officer |
| MR. NAVEEN SHREE PANDEY  | : Scrutinizer                              |
| MR. SHAILESH DAYAL, PARTNER,<br>DAYAL & MAUR,<br>COMPANY SECRETARIES         | : Secretarial Auditors                     |
| MR. H.S. KHURANA, PARTNER,<br>J. P. KAPUR & UBERAI,<br>CHARTERED ACCOUNTANTS | : Statutory Auditors                       |

  
CHAIRMAN'S  
INITIALS

## MINUTE BOOK

1. Mr. Anil Moolchandani, Chairman informed the members that all the Directors were present (except Mr. Varun Moolchandani, Executive Director of the Company). Mr. Arun Singhal (DIN-00025616), Chairman of Audit Committee, Corporate Social Responsibility Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee attended the meeting.
2. Mr. Anil Moolchandani, Chairman and Managing Director took the Chair.
3. Mr. Hitesh Kumar, Company Secretary and Compliance Officer introduced the Directors, who were present at the Meeting through VC from their respective locations, to the members.
4. After ascertaining, that the requisite quorum for the meeting was present, the Chairman called the meeting in order.
5. Mr. Hitesh Kumar, Company Secretary and Compliance Officer informed the Members that Notice convening the 32<sup>nd</sup> Annual General Meeting, Audited Financial Statements for the year ended on 31st March, 2022 along with the Report of Directors' thereon alongwith the Register of Directors and Key Management Personnel and their shareholding and Register of Contracts or Arrangements in which Directors and Key Management Personnel are interested were available for inspection by any Members during the business hours of the Meeting.
6. The Company Secretary informed the Members that the Notice convening the 32<sup>nd</sup> Annual General Meeting along with the Annual Accounts, Auditors Report and Directors Report for the year ended 31st March 2022 have already been dispatched to the members and with the permission of the members, the same were taken as read.
7. The Company Secretary further informed the Members that the proceedings of the Meeting were also being webcast and could be viewed live by Members by logging in to website of Link Intime (India) Private Limited i.e. <https://instameet.linkintime.co.in>. The Company had taken the requisite steps to enable members to participate and vote on the items being considered at this AGM.
8. The Chairman delivered his speech and briefly reported the performance of the Company during the year under review as follows:

### **Speech by Chairman:**

#### **Ladies & Gentlemen**

It gives me immense pleasure in extending a warm welcome to all of you on the occasion of the 32<sup>nd</sup> Annual General Meeting of your Company.

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I would like to thank you for sparing the time to be with us today, and for your continued faith in the Company.

I hope you all are good and safe. I wish for good health and wealth of all of you.

We are passing through Pandemic times and COVID has taken the whole world in its grip at unprecedented speed. India's second COVID-19 wave led by DELTA variant continued to wreak havoc in first and second quarter of 2021-22.

As scientists around the world raced against time to develop a fail-safe COVID vaccine, we, as business community, were also finding ways and means to keep the business alive and growing.

Based on our experience in dealing with the situation, we continued to close loss making stores while being very careful in opening new stores. Despite setbacks, your company was able to achieve 39.5% growth in revenues through continued focus on increasing sales in domestic and international markets.

However, we are still reporting loss and the sales growth momentum needs to be maintained in the next year to achieve profitable position.

As the effects of India's biggest ever vaccination program is expected to make any further business disruptions unlikely, we are focused on increasing footfall in our Indian stores and at the same time, on exports as a counter-balance to any local disruptions.

Government of India has notified the Plastic Waste Management (Amendment) Rules, 2022. Due to this amendment, the requirement of paper bags in India has almost doubled. Your Company is uniquely positioned to take advantage of its expertise in paper products in the current regulatory environment and is manufacturing and selling Paper Bags to domestic and international clients.

We truly believe that one of the core purposes of the Brand is to bring joy into customers lives.

Archies's financial performance during FY2021-2022 has been presented in comprehensive detail in the Annual Report. What is heartening is the fact that this growth has come from across all our divisions and product lines.

I am sure this report would give you an overview of the Company and its operations, particularly pertaining to the year under review.

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During the year, Archies further strengthened its branding, which highlights the credential of the Company in terms of the trust it enjoys with its customers, employees, shareholders, channel partners, business associates and vendors alike.

### **PERFORMANCE HIGHLIGHTS**

Your Company has managed to earn a turnover of Rs. 77.19 Crore in the current financial year as compare to the previous year showing an increase of 39.59% and the net loss after tax stood at Rs. 2.63 Crore in the current financial year as against of loss of Rs. 2.38 Crore in the previous financial year, showing a increase of 10.59%.

However the management and the Company are committed to show the better performances in future.

### **RETAIL EXPANSION PLAN**

The Company continues its efforts to boost sales through different promotional schemes and campaigns and continued its effort to open retail outlets across India in Malls as well as on high Streets. The Company opened total 7 retail stores and closed total 22 retail stores. As on 31<sup>st</sup> March 2022, the numbers of company owned/managed stores were 122.

### **FUTURE PROSPECTIVE**

Our mantra for the current year remains consolidation of operations, closing any fringe stores that are not performing, while continuing to look for fresh areas of potential to open new stores, but very selectively.

Our endeavor to delight our customer with newer and newer offerings continues with a continuous flow covering a wide demographic.

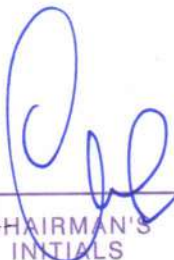
### **ACKNOWLEDGEMENT**

I would like to take this opportunity to thank our customers, franchisees, distributors, licensors, C & F Agents, Retailers, Suppliers, Bankers and all other business associates for their enduring support.

I would also like to thank all our employees for their commitment and hard work.

Last but certainly not the least; I am thankful to our valued shareholders for their unwavering trust and support.

We assure you of our best efforts to take the Company to new heights with our fair business practices.

  
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I wish for you and your family good health.

Thank you all.

9. The Company Secretary informed to the Shareholders that in accordance with the provisions of Section 108 of the Companies Act, 2013 read with rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, Company has provided the remote e-voting facility for voting by electronics means to its members as on 16<sup>th</sup> September, 2022 (the cut-off date) to exercise their vote on all the resolutions set forth in the Notice of AGM as per the services provided by the Link Intime (India) Private Limited (LIPL) using system (remote e-voting) which was available from Tuesday, September 20, 2022 at 09:00 A.M. (IST) and ends on Thursday, September 22, 2022 at 05:00 P.M. (IST) (both days inclusive) and those shareholders who did not participated in the remote e-voting, can cast their vote by clicking the voting button "Cast your vote" which is appearing on the right hand side of your VC meeting screen. The Company Secretary informed to the shareholders that they can enter Demat Account No. / Folio No., Permanent Account Number and OTP (received on the registered mobile number/ registered email Id) during registration for InstaMeet and vote. Further being informed to the shareholders that they can cast vote through that facility within next 15 minutes of Conclusion of Annual General Meeting of the Company.
10. The Company Secretary further informed the shareholders that there are no adverse remarks in the Secretarial Audit Report and the Auditor's Report on the Annual Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2022 did not contain any qualifications, observations or comments on financial transactions or matters, which had adverse effect on the functioning of the Company. With the permission of shareholders, the same were taken as read.
11. The Company Secretary informed the shareholders that Mr. Naveen Shree Pandey, Practicing Company Secretary (FCS No. 9028 & CP. No. 10937) Proprietor of M/s NSP & Associates, Company Secretaries was appointed as scrutinizers to scrutinize the remote e-voting process.
12. The Company Secretary informed the shareholders that all the Shareholders who have joined the meeting are placed on mute mode by default to ensure smooth functioning and During the Question & Answer session, the Link Intime (India) Private Limited, Registrar and Share Transfer Agent (RTA) through its Representative will announce the names of the Shareholders who has registered themselves as Speakers for the meeting, in sequence. The lines of the respective Shareholder will be unmuted by the moderator when their name will be called out by the RTA. Shareholder while asking questions or seeking clarifications can put their video on. In case any Shareholder facing any technical problem can contact the helpline numbers mentioned in the notice of the meeting.

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13. Following agenda and resolutions as mentioned in the Notice of the Annual General Meeting (AGM) were deemed to be approved by the members:

**Item No. 1: To receive, consider and adopt the Standalone Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2022, the reports of the Board of Directors and Auditors thereon**

The Resolution for Item No. 1 of the Notice of AGM read as follows:

**“RESOLVED THAT** the Balance Sheet as at 31st March, 2022 and Statement of Profit and Loss Account for the year ended on that date as also the notes and schedules appended thereto, together with the reports of auditors and directors thereon including Management Discussion & Analysis report and Corporate governance report as laid down before the meeting be and are hereby approved and adopted.”

**Item No. 2: To re-appoint Mr. Varun Moolchandani (DIN: 08491624) who retires by rotation and being eligible offers himself for re-appointment.**

The Resolution for Item No. 2 of the Notice of AGM read as follows:

**“RESOLVED THAT** Mr. Varun Moolchandani (DIN: 08491624), who retires by rotation and, being eligible, offers himself for re-appointment, be and is hereby re-appointed as Director.”

**Item No. 3: To consider the appointment of M/s. Uberoi Sood and Kapoor, Chartered Accountants (FRN-001462N) as Statutory Auditor of the Company in place of M/s J.P. Kapur & Uberai, Chartered Accountants (FRN-000593N)**

The Resolution for Item No. 3 of the Notice of AGM read as follows:

**“RESOLVED THAT** pursuant to the provisions of Section 139, 141, 142, 143(8) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 including any statutory modification(s) or re-enactments thereof for the time being in force and subject to all the applicable laws, Rules and Regulations made thereunder, as amended from time to time and pursuant to the recommendation of Audit Committee and the Board of Directors at its meeting held on August 13, 2022, the Company be and is hereby appointed M/s. Uberoi Sood and Kapoor, Chartered Accountants (FRN-001462N) as the Statutory Auditors of the Company in place of retiring Statutory Auditors M/s J.P. Kapur & Uberai, Chartered Accountants (FRN-000593N) to hold the office for a term of five consecutive years from the conclusion of Thirty Second Annual General Meeting (AGM) until the conclusion of Thirty Seventh AGM of the Company on such remuneration as mutually agreed between the Board of Directors and the said Auditors.”



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**"RESOLVED FURTHER THAT** the Board of Directors and Company Secretary and Compliance Officer of the Company, be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this Resolution."

**Item No. 4: Re-appointment of Mr. Anil Moolchandani as Chairman and Managing Director of the Company for the period of 2 (Two) Years with effect from 28.08.2022**

The Resolution for Item No. 4 of the Notice of AGM read as follows:

**"RESOLVED THAT** on the recommendation of Nomination and Remuneration Committee, Audit Committee and Board of Directors and pursuant to the provision of sections 196,197, 198, 203 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 or any other provisions or rules, and any amendments and modifications thereof, Mr. Anil Moolchandani, be and is hereby re-appointed as Chairman and Managing Director of the Company, who will attain the age of 70 years and not liable to retire by rotation, for a period of 2 (Two) years w.e.f 28.08.2022 on such remuneration of and terms & conditions as detailed below:

1. **Term** : 28<sup>th</sup> August 2022 to 27<sup>th</sup> August 2024
2. **Nature of Duties**: Mr. Anil Moolchandani shall devote his whole time and attention to the business of the Company and carry out such duties as may be entrusted to him by the Board from time to time and exercise such powers as may be assigned to him, subject to the superintendence, control and directions of the Board in connection with and in the best interests of the business of the Company.
3. **Basic Salary**: Rs. 50,000/- per month (Consolidated)
4. **Minimum Remuneration**: The above remuneration shall also be paid as minimum remuneration to Mr. Anil Moolchandani in the event of absence or inadequacy of profit in any year during his remaining tenure subject to the ceilings specified under the provision of section 197 and Schedule V of the Companies Act, 2013 having regard to the effective capital of the Company.

The appointment and other service terms will be subject to the relevant provision of the Companies Act, 2013 and as amended from time to time. All other terms and conditions of the existing appointment shall be governed by the agreement and Company rules and policies."

**"RESOLVED FURTHER THAT** the Draft Agreement, incorporating the terms of appointment and remuneration placed at the meeting and initiated by the Chairman

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thereof for the purposes of identification, be and is hereby approved and any Director or Company Secretary, be and are hereby severally authorized to sign the agreement on behalf of the Company.”

**“RESOLVED FURTHER THAT** any Director or Company Secretary, be and are hereby severally authorized to do all such acts, deeds, matters and things in this regard and to file the relevant forms, if any with the Ministry of Corporate Affairs (MCA), Registrar of Companies.”

**Item No. 5: Appointment of Mrs. Sona Mitul Adhia as an Independent Director of the Company for the period of 5 Years with effect from 13.08.2022**

The Resolution for Item No. 5 of the Notice of AGM read as follows:

**“RESOLVED THAT** pursuant to provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and Regulation 16(1)(b) and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mrs. Sona Mitul Adhia (DIN: 09542277) who was appointed as an Additional Director (Non-Executive Independent Director) of the Company by the Board in their meeting held on August 13, 2022 and who holds the said office pursuant to the provisions of Section 161 of the Companies Act, 2013 upto the date of this Annual General Meeting, who has submitted a declaration that he meets the criteria of independence as provided under Section 149(6) of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and who is eligible for appointment under the relevant provisions of the Companies Act, 2013, be and is hereby appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (Five) consecutive years with effect from 13.08.2022.”

**“RESOLVED FURTHER THAT** the Board of Directors and/or Company Secretary and Compliance Officer of the Company be and are hereby authorised to do all such acts deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

14. The Chairman addressed the members and thereafter, invited members to ask any clarifications / queries on the Annual Report and Financial Statements for the year ended 31<sup>st</sup> March, 2022. The clarification sought/ queries raised by the members were attended/ replied to their satisfaction by the Chairman. He briefed the members about the reasons for the past performance and the steps to be taken to improve the performance of the Company in the future.

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# MINUTE BOOK

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15. The Company Secretary informed the shareholders that the electronic voting option will remain open for next 15 min. Members who have not exercised their vote may click the voting button "Cast your vote" which is appearing on the right hand side of your VC meeting screen and vote.
16. The Chairman thanked the Board of Directors and all the stakeholders such as customers, franchisees, distributors, licensors, C & F Agents, Retailers, Suppliers, Bankers and all other business associates for their enduring support and cooperation.
17. The Meeting concluded at 03:01 P.M.
18. The results of the e-voting (attached as Annexure 1) were declared on 24<sup>th</sup> September, 2022 based on the report of the scrutinizers dated 24<sup>th</sup> September, 2022.

Date of Entry: 17/10/2022  
Date of Signing: 17/10/2022  
Place : New Delhi

Anil Moolchandani

**CHAIRMAN**  
(DIN: 00022693)

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**Annexure-1****ORDINARY BUSINESS****ITEM NO. 1****TO RECEIVE, CONSIDER AND ADOPT THE STANDALONE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2022, THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON.**

On the basis of Scrutinizer Report, result of remote e-voting as well as voting during the Annual General Meeting for the said item were as under:-

<b>Resolution No. 1</b>								
Resolution Required : (Ordinary)			To receive, consider and adopt the Standalone Audited Financial Statements of the Company for the Financial Year ended 31st March, 2022, the reports of the Board of Directors and Auditors thereon.					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
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	21061477	0	0.0000	0	0	0.0000	0.0000
	E-Voting during AGM		21061477	100.0000	21061477	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>21061477</b>	<b>100.0000</b>	<b>21061477</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	75580	0	0.0000	0	0	0.0000	0.0000
	E-Voting during AGM		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	12642943	34816	0.2754	34816	0	100.0000	0.0000
	E-Voting during AGM		5996	0.0474	5996	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>40812</b>	<b>0.3228</b>	<b>40812</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Total</b>		<b>33780000</b>	<b>21102289</b>	<b>62.4698</b>	<b>21102289</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Whether resolution is Pass or Not							Yes	

**Note:** Poll has not taken up in Annual General Meeting ("AGM") as AGM was held through Video Conferencing/ Other Audio Visual Means ("VC/OAVM") Facility.

Details of No Voting/Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Institutions	0
Public - Non Institutions	0

The item was approved with requisite majority and the following resolution was passed as Ordinary Resolution:

**“RESOLVED THAT** the Balance Sheet as at 31st March, 2022 and Statement of Profit and Loss Account for the year ended on that date as also the notes and schedules appended thereto, together with the reports of auditors and directors thereon including Management Discussion & Analysis report and Corporate governance report as laid down before the meeting be and are hereby approved and adopted.”

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## ITEM NO. 2

**TO RE-APPOINT MR. VARUN MOOLCHANDANI (DIN: 08491624) WHO RETIRES BY ROTATION AND BEING ELIGIBLE OFFERS HIMSELF FOR RE-APPOINTMENT.**

On the basis of Scrutinizer Report, result of remote e-voting as well as voting during the Annual General Meeting for the said item were as under:-

Resolution No. 2								
Resolution Required : (Ordinary)			To re-appoint Mr. Varun Moolchandani (DIN: 08491624) who retires by rotation and being eligible offers himself for re-appointment.					
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes					
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		0	0.0000	0	0	0.0000	0.0000
	E-Voting during AGM	21061477	19216587	91.2405	19216587	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>19216587</b>	<b>91.2405</b>	<b>19216587</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting		0	0.0000	0	0	0.0000	0.0000
	E-Voting during AGM	75580	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting		34816	0.2754	34816	0	100.0000	0.0000
	E-Voting during AGM	12642943	5996	0.0474	5496	500	91.6611	8.3389
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>40812</b>	<b>0.3228</b>	<b>40312</b>	<b>500</b>	<b>98.7749</b>	<b>1.2251</b>
<b>Total</b>		<b>33780000</b>	<b>19257399</b>	<b>57.0083</b>	<b>19256899</b>	<b>500</b>	<b>99.9974</b>	<b>0.0026</b>
Whether resolution is Pass or Not							Yes	

**Note:** Poll has not taken up in Annual General Meeting ("AGM") as AGM was held through Video Conferencing/ Other Audio Visual Means ("VC/OAVM") Facility.

Details of No Voting/Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	1844890
Public Insitutions	0
Public - Non Insitutions	0

The item was approved with requisite majority and the following resolution was passed as Ordinary Resolution:

**“RESOLVED THAT** Mr. Varun Moolchandani (DIN: 08491624), who retires by rotation and, being eligible, offers himself for re-appointment, be and is hereby re-appointed as Director.”

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**ITEM NO. 3**

**TO CONSIDER THE APPOINTMENT OF M/S. UBEROI SOOD AND KAPOOR, CHARTERED ACCOUNTANTS (FRN-001462N) AS STATUTORY AUDITOR OF THE COMPANY IN PLACE OF M/S J.P. KAPUR & UBERAL, CHARTERED ACCOUNTANTS (FRN-000593N).**

On the basis of Scrutinizer Report, result of remote e-voting as well as voting during the Annual General Meeting for the said item were as under:-

<b>Resolution No. 3</b>								
Resolution Required : (Ordinary)			To consider the appointment of M/s. UberoiSood and Kapoor, Chartered Accountants (FRN-001462N) as statutory auditor of the Company in place of M/s J.P. Kapur&Uberal, Chartered Accountants (FRN-000593N).					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
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	21061477	0	0.0000	0	0	0.0000	0.0000
	E-Voting during AGM		21061477	100.0000	21061477	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>21061477</b>	<b>100.0000</b>	<b>21061477</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	75580	0	0.0000	0	0	0.0000	0.0000
	E-Voting during AGM		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	12642943	34816	0.2754	34816	0	100.0000	0.0000
	E-Voting during AGM		5996	0.0474	5996	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>40812</b>	<b>0.3228</b>	<b>40812</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Total</b>		<b>33780000</b>	<b>21102289</b>	<b>62.4698</b>	<b>21102289</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Whether resolution is Pass or Not</b>							<b>Yes</b>	

**Note:** Poll has not taken up in Annual General Meeting ("AGM") as AGM was held through Video Conferencing/ Other Audio Visual Means ("VC/OAVM") Facility.

Details of No Voting/Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0

The item was approved with requisite majority and the following resolution was passed as Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 139, 141, 142, 143(8) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 including any statutory modification(s) or re-enactments thereof for the time being in force and subject to all the applicable laws, Rules and Regulations made thereunder, as amended from time to time and pursuant to the recommendation of Audit Committee and the Board of Directors at its meeting held on August 13, 2022, the Company be and is

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hereby appointed M/s. Uberoi Sood and Kapoor, Chartered Accountants (FRN-001462N) as the Statutory Auditors of the Company in place of retiring Statutory Auditors M/s J.P. Kapur & Uberai, Chartered Accountants (FRN-000593N) to hold the office for a term of five consecutive years from the conclusion of Thirty Second Annual General Meeting (AGM) until the conclusion of Thirty Seventh AGM of the Company on such remuneration as mutually agreed between the Board of Directors and the said Auditors."

**"RESOLVED FURTHER THAT** the Board of Directors and Company Secretary and Compliance Officer of the Company, be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this Resolution."

**SPECIAL BUSINESS**

**ITEM NO. 4**

**RE-APPOINTMENT OF MR. ANIL MOOLCHANDANI AS CHAIRMAN AND MANAGING DIRECTOR OF THE COMPANY FOR THE PERIOD OF 2 (TWO) YEARS WITH EFFECT FROM 28.08.2022**

On the basis of Scrutinizer Report, result of remote e-voting as well as voting during the Annual General Meeting for the said item were as under:-

Resolution No. 4								
Resolution Required : (Special)			RE-APPOINTMENT OF MR. ANIL MOOLCHANDANI AS CHAIRMAN AND MANAGING DIRECTOR OF THE COMPANY FOR THE PERIOD OF 2 (TWO) YEARS WITH EFFECT FROM 28.08.2022.					
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes					
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	21061477	0	0.0000	0	0	0.0000	0.0000
	E-Voting during AGM		13999870	66.4715	13999870	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>13999870</b>	<b>66.4715</b>	<b>13999870</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	75580	0	0.0000	0	0	0.0000	0.0000
	E-Voting during AGM		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	12642943	34336	0.2716	34336	0	100.0000	0.0000
	E-Voting during AGM		5996	0.0474	5996	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>40332</b>	<b>0.3190</b>	<b>40332</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Total</b>		<b>33780000</b>	<b>14040202</b>	<b>41.5637</b>	<b>14040202</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Whether resolution is Pass or Not</b>							<b>Yes</b>	

**Note:** Poll has not taken up in Annual General Meeting ("AGM") as AGM was held through Video Conferencing/ Other Audio Visual Means ("VC/OAVM") Facility.

Details of No Voting/Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	7061607
Public Insitutions	0
Public - Non Insitutions	480

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The item was approved with requisite majority and the following resolution was passed as Special Resolution:

**“RESOLVED THAT** on the recommendation of Nomination and Remuneration Committee, Audit Committee and Board of Directors and pursuant to the provision of sections 196,197, 198, 203 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 or any other provisions or rules, and any amendments and modifications thereof, Mr. Anil Moolchandani, be and is hereby re-appointed as Chairman and Managing Director of the Company, who will attain the age of 70 years and not liable to retire by rotation, for a period of 2 (Two) years w.e.f 28.08.2022 on such remuneration of and terms & conditions as detailed below:

1. **Term :** 28<sup>th</sup> August 2022 to 27<sup>th</sup> August 2024
2. **Nature of Duties:** Mr. Anil Moolchandani shall devote his whole time and attention to the business of the Company and carry out such duties as may be entrusted to him by the Board from time to time and exercise such powers as may be assigned to him, subject to the superintendence, control and directions of the Board in connection with and in the best interests of the business of the Company.
3. **Basic Salary:** Rs. 50,000/- per month (Consolidated)
4. **Minimum Remuneration:** The above remuneration shall also be paid as minimum remuneration to Mr. Anil Moolchandani in the event of absence or inadequacy of profit in any year during his remaining tenure subject to the ceilings specified under the provision of section 197 and Schedule V of the Companies Act, 2013 having regard to the effective capital of the Company.

The appointment and other service terms will be subject to the relevant provision of the Companies Act, 2013 and as amended from time to time. All other terms and conditions of the existing appointment shall be governed by the agreement and Company rules and policies.”

**“RESOLVED FURTHER THAT** the Draft Agreement, incorporating the terms of appointment and remuneration placed at the meeting and initiated by the Chairman thereof for the purposes of identification, be and is hereby approved and any Director or Company Secretary, be and are hereby severally authorized to sign the agreement on behalf of the Company.”

**“RESOLVED FURTHER THAT** any Director or Company Secretary, be and are hereby severally authorized to do all such acts, deeds, matters and things in this regard and to file the relevant forms, if any with the Ministry of Corporate Affairs (MCA), Registrar of Companies.”

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## ITEM NO. 5

**APPOINTMENT OF MRS. SONA MITUL ADHIA AS AN INDEPENDENT DIRECTOR OF THE COMPANY FOR THE PERIOD OF 5 YEARS WITH EFFECT FROM 13.08.2022**

On the basis of Scrutinizer Report, result of remote e-voting as well as voting during the Annual General Meeting for the said item were as under:-

Resolution No. 5								
Resolution Required : (Special)			APPOINTMENT OF MRS. SONA MITUL ADHIA AS AN INDEPENDENT DIRECTOR OF THE COMPANY FOR THE PERIOD OF 5 YEARS WITH EFFECT FROM 13.08.2022.					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
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	21061477	0	0.0000	0	0	0.0000	0.0000
	E-Voting during AGM		21061477	100.0000	21061477	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>21061477</b>	<b>100.0000</b>	<b>21061477</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	75580	0	0.0000	0	0	0.0000	0.0000
	E-Voting during AGM		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	12642943	34336	0.2716	34336	0	100.0000	0.0000
	E-Voting during AGM		5996	0.0474	5996	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>40332</b>	<b>0.3190</b>	<b>40332</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Total</b>		<b>33780000</b>	<b>21101809</b>	<b>62.4684</b>	<b>21101809</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Whether resolution is Pass or Not							Yes	

**Note:** Poll has not taken up in Annual General Meeting ("AGM") as AGM was held through Video Conferencing/ Other Audio Visual Means ("VC/OAVM") Facility.

Details of No Voting/Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	480

The item was approved with requisite majority and the following resolution was passed as Special Resolution:

**“RESOLVED THAT** pursuant to provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and Regulation 16(1)(b) and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for

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the time being in force), Mrs. Sona Mitul Adhia (DIN: 09542277) who was appointed as an Additional Director (Non-Executive Independent Director) of the Company by the Board in their meeting held on August 13, 2022 and who holds the said office pursuant to the provisions of Section 161 of the Companies Act, 2013 upto the date of this Annual General Meeting, who has submitted a declaration that he meets the criteria of independence as provided under Section 149(6) of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and who is eligible for appointment under the relevant provisions of the Companies Act, 2013, be and is hereby appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (Five) consecutive years with effect from 13.08.2022."

**"RESOLVED FURTHER THAT** the Board of Directors and/or Company Secretary and Compliance Officer of the Company be and are hereby authorised to do all such acts deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

Date of Entry: 17/10/2022  
Date of Signing: 17/10/2022  
Place : New Delhi

Anil Moolchandani

**CHAIRMAN**  
(DIN: 00022693)

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