

KUSH INDUSTRIES LIMITED

(Formerly known as SNS Textiles Limited)

[CIN: L17119GJ1992PLC017218]

Registered Office & Works : Plot No. 330-A, GIDC, Opp. Atul Products, Ankleshwar – 393 002, Dist: Bharuch (Gujarat)
Tel.: +91-2646-224049, 224050 Fax: + 91 – 2646 – 252381 Email: snstex@yahoo.co.in

25th September, 2020

BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai - 400 001

Ref: Company Code No. 514240

Dear Sir;

Sub: Minutes of 28th Annual General Meeting

We are enclosing herewith copy of the Minutes of the 28th Annual General Meeting of the Company held on 25th September, 2020 through Video Conferencing (“VC”)/ Other Audio Visual Means (“OAVM”) for your records.

This is in compliance with Regulation 30 of SEBI (Listing Obligations and Disclosures Requirement).

Kindly find the same in order and acknowledge receipt of the same.

Thanking you,

Yours faithfully,
for KUSH INDUSTRIES LIMITED,


MANSUKH K. VIRANI
WHOLE-TIME DIRECTOR
(DIN-00873403)



Encl: As above.

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[CIN: L17119GJ1992PLC017218]
Registered Office:
330-A, GIDC, Opp. Atul Products,
Ankleshwar, Dist: Bharuch – 393 002 (Gujarat).

MINUTES OF THE 28TH ANNUAL GENERAL MEETING

THE 28TH ANNUAL GENERAL MEETING OF THE MEMBERS OF KUSH INDUSTRIES LIMITED WAS HELD ON FRIDAY, THE 25TH SEPTEMBER, 2020 AT 1.00 P.M. THROUGH VIDEO CONFERENCING (“VC”)/ OTHER AUDIO VISUAL MEANS (“OAVM”) AND CONCLUDED AT 1.15 P.M. IST

MEMBERS PRESENT:

Total 29 members were present through VC/ OAVM platform. The required Quorum was present throughout the meeting.

CHAIRMAN:

Mr. Mansukh K. Virani, Chairman of the Company occupied the Chair to lead the meeting and to declare the Meeting to be in order.

The Chairman informed that this Meeting is being held through video conference by using CDSL platform for VC/ OAVM in accordance with the Circulars and directives issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India due to Covid-19 pandemic.

The Chairman welcomed the Shareholders and Panelists including the following Directors and attendees present at the meeting and thanked them for sparing their valuable time to attend this meeting in current Covid scenario.

The following Directors of the Company were present in the meeting through VC/ OAVM:

1. Mr. Mansukh K. Virani
2. Ms. Kiran M. Virani
3. Mr. Ranjitsinh A. Parmar
4. Mr. Priyesh Shah

The Chairman informed that 4 Directors which includes Chairman of the Committees were present.

The following invitees were also present in the meeting through VC/ OAVM:

Mr. Dipak S. Patel	Chief Financial Officer
Ms. Bhoomi S. Shah	Company Secretary
Mr. Kashyap R. Mehta	Secretarial Auditor
Mr. Mihir Gandhi	Statutory Auditor
Ms. Surbhi Solanki	Executive

The Chairman further informed that the Company had taken all the requisite steps to enable Members to participate and vote at the AGM.

DIRECTORS PRESENT:

The Chairman informed that all the Directors which includes Chairman of the Committees were present in the meeting through video conferencing.

AUDITORS AND SECRETARIAL AUDITORS:

The Chairman informed that the Statutory Auditors and Secretarial Auditors of the Company also attended this Meeting through Video Conference.

REGISTER OF DIRECTORS & KMP, THEIR SHAREHOLDING AND STATUTORY & SECRETARIAL AUDITORS' REPORT:

As required under Section 171(b) of the Companies Act, 2013 and Secretarial Standards, the Register of Directors & KMP, their shareholding and Statutory & Secretarial Auditors' Report were made available in electronic mode for inspection pursuant to email received from the members of the Company.

PROXY:

As the AGM was held through video conference, the facility for appointment of proxies by the members was not applicable and hence the proxy register for inspection was not made available.

NOTICE OF THE MEETING:

The Chairman instructed Ms. Surbhi Solanki, Executive of the Company to read the Notice dated 31st July, 2020 of the 28th Annual General Meeting of the Company and with the consent of the Members present at the meeting took the Notice dated 31st July, 2020 as read.

STATUTORY & SECRETARIAL AUDITORS' REPORT:

The Chairman instructed Ms. Surbhi Solanki, Executive of the Company to read Statutory & Secretarial Auditors' Report to the Shareholders of the Company for the year ended on 31st March, 2020 and the same was read.

CHAIRMAN'S STATEMENT:

The Chairman, through Ms. Surbhi Solanki, Executive of the Company, informed the members about the general progress of the Company and replied to queries, if any, received from members via email.

E-VOTING:

Ms. Surbhi Solanki, Executive of the Company stated that the Company had provided the Members, the facility to cast their vote electronically, on all resolutions set forth in the Notice through CDSL e-voting Platform. The Chairman informed the members that in terms of Section 108 read with Rule 20 of the Companies (Management & Administration) Rules, 2014 and Regulation 44 of SEBI (LODR) Regulations, 2015, the Company had provided remote e-voting facility to the members vide 28th AGM Notice dated 31st July, 2020 circulated to the members. Members voted through remote e-voting between e-voting period from 22nd September, 2020 to 24th September, 2020.

He informed further that the members who were attending the AGM through VC/ OAVM facility and had not cast their votes through Remote E-Voting facility were provided an opportunity to cast their votes through the E-voting system during the Annual General Meeting which was integrated with the VC platform. He informed that e-voting was kept open during this meeting till 15 minutes after the conclusion of the AGM.

He informed the members that the Board had appointed Mr. Kashyap R. Mehta, Proprietor of M/s. Kashyap R. Mehta & Associates, Company Secretaries, Ahmedabad as Scrutineer to scrutinize the votes cast through remote e-voting and e- voting during the AGM. The Scrutineer prepared the Report on the remote e-voting & e-voting during the AGM and submitted their Scrutineer's Report.

ORDINARY BUSINESS:

ITEM NO. 1

ADOPTION OF DIRECTORS' REPORT AND AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR 2019-20:

The Audited Financial Statements of the Company for the financial year ended on 31st March, 2020 including Reports of the Directors and Auditors there on were placed before the meeting for consideration and adoption of the same and moved the following resolution as an ORDINARY RESOLUTION:

ORDINARY RESOLUTION:

“RESOLVED THAT the Audited Financial Statements of the Company for the financial year ended on 31st March, 2020 including Reports of the Directors and Auditors there on which have already been circulated to the Members and laid before this meeting be and are hereby approved and adopted.”

The Chairman declared to have passed the above Resolution as an Ordinary Resolution on the basis of voting result mentioned in the Final Report of the Scrutineer which is as under:

	Remote E-voting & E-voting during AGM	
	No. of votes/shares	%
Favour	89,69,913	100.00
Against	Nil	Nil
Total	89,69,913	100.00

ITEM NO. 2

RE-APPOINTMENT OF MR. MANSUKH VIRANI AS DIRECTOR OF THE COMPANY:

Mr. Mansukh Virani (DIN: 00873403) retires by rotation from the office of Director at this 28th Annual General Meeting and that he being eligible has offered himself for re-appointment as a Director of the Company. The following resolution relating to his re-appointment was moved as an ORDINARY RESOLUTION.

ORDINARY RESOLUTION:

“RESOLVED THAT the retiring Director Mr. Mansukh Virani (DIN: 00873403) in terms of Section 152(6) of the Companies Act, 2013 be and is hereby reappointed as a Director of the Company, liable to retire by rotation.”

The Chairman declared to have passed the above Resolution as an Ordinary Resolution on the basis of voting result mentioned in the Final Report of the Scrutineer which is as under:

	Remote E-voting & E-voting during AGM	
	No. of votes/shares	%
Favour	89,69,913	100.00
Against	Nil	Nil
Total	89,69,913	100.00

ITEM NO. 3

APPOINTMENT OF M/S. V H GUNДАРWALA & CO., CHARTERED ACCOUNTANTS AS STATUTORY AUDITORS OF THE COMPANY FOR A PERIOD OF 5 YEARS:

The Chairman instructed Ms. Surbhi Solanki, Executive to read the Explanatory Statement under Section 102 of the Companies Act, 2013 annexed to the notice of the Meeting relating to Appointment of Statutory Auditors of the Company for a period of 5 years.

The explanatory statement as annexed to the Notice of AGM for the above business is as under:

‘M/s. SNK & Co., Chartered Accountants, Surat have resigned from the office of Statutory Auditors of the Company due to unavoidable circumstances, resulting into casual vacancy in the office of Statutory Auditors of the Company as envisaged by section 139(8) of the Companies Act, 2013. Any casual vacancy caused by resignation in the office of the Statutory Auditors could be filled up by the Company in General Meeting as per recommendations made by the Board of Directors in this regard.

The Board of Directors in their meeting held on 31st July, 2020 has recommended appointment of M/s. V H Gundarwala & Co., Chartered Accountants, Surat as Statutory Auditors of the Company at the ensuing Annual General Meeting to hold office for 5 years from 2020-21 to 2024-25.

M/s. V H Gundarwala & Co., Chartered Accountants, Surat, have conveyed their consent to be appointed as the Statutory Auditors of the Company along with confirmation that, their appointment, if approved by the shareholders, would be within the limits prescribed under the Act.

None of the Directors/Key Managerial Personnel of the Company/ their relatives is, in any way, concerned or interested, financially or otherwise, in the above said resolution.

The Board recommends the Ordinary Resolution No. 3 of this Notice for consent and approval of the Members, either through remote e-voting or through e-voting facility provided at the ensuing Annual General meeting, as the case may be.’

ORDINARY RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed there under, M/s. V H Gundarwala & Co., Chartered Accountants (Firm Registration No. 113291W), be and are hereby appointed as Auditors of the Company (upon resignation of existing Statutory Auditors M/s. SNK & Co., Chartered Accountants, Surat for their remaining term of 2 years from 2020-21 to 2021-22) to hold office for 5 years from the conclusion of this 28th Annual General Meeting (AGM) till the conclusion of the 33rd AGM of the Company to be held in the year 2025, at such remuneration as shall be fixed by the Board of Directors of the Company.”

The Chairman declared to have passed the above Resolution as an Ordinary Resolution on the basis of voting result mentioned in the Final Report of the Scrutineer which is as under:

	Remote E-voting & E-voting during AGM	
	No. of votes/shares	%
Favour	89,69,913	100.00
Against	Nil	Nil
Total	89,69,913	100.00

SPECIAL BUSINESS:

ITEM NO. 4

SELL, LEASE OR OTHERWISE DISPOSE OFF THE WHOLE OR SUBSTANTIALLY THE WHOLE OF THE UNDERTAKING OF THE COMPANY:

The Chairman instructed Ms. Surbhi Solanki, Executive to read the Explanatory Statement under Section 102 of the Companies Act, 2013 annexed to the notice of the Meeting relating to Sell, Lease or otherwise dispose off the whole or substantially the whole of the undertaking of the Company.

The explanatory statement as annexed to the Notice of AGM for the above business is as under:

‘The Company has one of its Manufacturing facility at Plot No. 330, GIDC, Opp. Atul Products Ltd, Ankleshwar, Dist: Bharuch, Gujarat – 393 002, which was set up in the year 1992, by constructing building and installing textile manufacturing plant & machineries at that time.

The area of the land at the said location is 9300 square meters, and the Company continued its Textile Manufacturing activities there till earlier years. The Plant and Machineries installed therein were already disposed off in earlier years due to uneconomical business operations. The Management of the Company initiated its best efforts by investing in and starting other business activities at the location, but has not resulted in profitable ones and was suspended after incurring unviable investments.

The land and Building therefore was unused and causing various expenditures of maintenance and security etc., Therefore, the management decided to dispose off the said unused plot with existing building on as is where is basis.

Looking to all the above facts and circumstances, the Board of Directors are of the opinion that

the Company's 'Undertaking' being Land admeasuring approximately 9300 sq. mtrs., Building having approximately built up area of about 3400 sq. mtrs., at Plot No. 330, GIDC, Opp. Atul Products Ltd, Ankleshwar, Dist: Bharuch, Gujarat – 393 002 be sold out/ disposed off on 'As is where is' basis to any prospective buyers offering highest consideration to be decided by the Board and the revenues generated from the sale proceeds may be used in the best interest of the Company. The Company may also pay off all the dues if any. The decision of the Board of Directors in connection with sale/disposal of the above stated Undertaking will be in the best interest of the Company.

The management of the Company is in the process and has initiated discussions with prospective buyers and discussions with them is being carried out so as to arrive at the best consideration for the sale of the Undertaking. The proposed sale/disposal will be subject to necessary approval of members, bankers and statutory authorities, if required.

The Management will seek other new profitable business activity for the best interest of the Company by utilizing the remaining assets.

As per Section 180(1)(a) of the Companies Act, 2013, the Board of Directors of the Company shall exercise the power to sell, lease or otherwise dispose of the whole or substantially whole of the undertaking of the Company, only with the consent of the Company by a Special Resolution. As per explanation to Section 180(1)(a) of the Companies Act, 2013 ("Act"), since the investment in above stated Undertaking exceeds twenty percent of the net worth of the Company during the previous financial year ended March 31, 2020, consent of the members would be required by way of a Special Resolution to sale or otherwise disposed off the said Undertaking.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 4 of the Notice.

The Board recommends the Special Resolution No. 4 of this Notice for consent and approval of the Members, either through remote e-voting or through e-voting facility provided at the ensuing Annual General meeting, as the case may be.'

SPECIAL RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) (the “Act”) read with Companies (Management and Administration) Rules, 2014 and the provisions of the Memorandum and Articles of Association of the Company, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company ('the Board' which expression shall also include any committee thereof) to sell or otherwise dispose of Company's 'Undertaking' being Land admeasuring approximately 9300 sq. mtrs (including Building), Building having approximately built up area of 3400 sq. mtrs., etc. at 330-A, GIDC, OPP. Atul Products, Ankleshwar, Bharuch – 393002 to the prospective buyers for a lumpsum consideration at best price agreeable between the buyer and seller on slump sale on 'As is where is' basis and on such terms and conditions that may be deemed proper by the Board of Directors of the Company in the best interest of the Company and that the Board of Directors be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary and expedient in the matter and in the best interests of the Company.”

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do and perform or cause to be done or proposed all such acts, deeds, matters and things, as may be required or deemed necessary or incidental thereto and to settle and finalize all issues that may arise in this regard, without further referring to the members of the Company, including

without limitation, negotiating, finalizing and executing necessary agreements, memoranda, deeds of novation / assignment / conveyance and such other documents as may be deemed necessary or expedient in its own discretion and in the best interest of the Company.”

“RESOLVED FURTHER THAT any of the Directors of the Company be and is hereby authorised to do and perform all such acts, deeds, matters and things as may be required or deemed necessary or incidental thereto including signing and filing all the e-forms and other documents with the statutory authorities, and to execute all such deeds, documents, agreements and writings as may be necessary for and on behalf of the Company and to settle and finalize all issues that may arise in this regard in order to give effect to the abovementioned resolution and to delegate all or any of the powers conferred herein as they may deem fit in the best interest of the Company and its members.”

The Chairman declared to have passed the above Resolution as a Special Resolution on the basis of voting result mentioned in the Final Report of the Scrutineer which is as under:

	Remote E-voting & E-voting during AGM	
	No. of votes/shares	%
Favour	89,69,913	100.00
Against	Nil	Nil
Total	89,69,913	100.00

CONCLUSION OF THE MEETING AND THANKS GIVING:

The Chairman declared the Annual General Meeting (AGM) of the Company as concluded and once again thanked all the participants for attending this e-AGM.

Sd/-
CHAIRMAN