

Date: October 24, 2019

1) The Vice President Listing Department, National Stock Exchange of India Limited, Exchange Plaza, Bandra Kurla Complex, Bandra (East), Mumbai-400051	2) The Listing Department Corporate Relationship Department, BSE Limited, 1st Floor, New Trading Wing, P.J. Tower, Dalal Street Fort, Mumbai - 400001
Scrip Code - ARCHIES	Scrip Code - 532212

Sub: Submission of Signed Minutes of Annual General Meeting held on 27.09.2019

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 27th September, 2019 at Manesar Club Sector-5, IMT Manesar, Gurugram, Haryana-122050.

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

Thanking You.

Yours faithfully,

For Archies Limited

Hitesh


**Hitesh Kumar
(Company Secretary)**

Encl: As above

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)

MINUTE BOOK

MINUTES OF TWENTY NINTH ANNUAL GENERAL MEETING OF THE MEMBERS OF ARCHIES LIMITED HELD ON FRIDAY, THE 27TH DAY OF SEPTEMBER 2019 AT 11:00 A.M. AND CONCLUDED AT 12:30 P.M. AT MANESAR CLUB, SECTOR-5, IMT MANESAR, GURUGRAM, HARYANA - 122050.

PRESENT:

Directors

- | | |
|-----------------------------|-----------------------------------|
| 1. MR. ANIL MOOLCHANDANI | : Chairman and Executive Director |
| 2. MR. ARUN SINGHAL | : Independent Director |
| 3. MR. DILIP SETH | : Director (Finance) & CFO |
| 4. MR. JAGDISH MOOLCHANDANI | : Director |
| 5. MR. SUNIL BEHL | : Independent Director |
| 6. MRS. PAYAL JAIN | : Independent Director |
| 7. MR. VARUN MOOLCHANDANI | : Director |
| 8. MR. KANAV DEV SHARMA | : Independent Director |

Members

As per the Attendance Register

In Attendance

- | | |
|-------------------------|--|
| MR. HITESH KUMAR | : Company Secretary and Compliance Officer |
| MR. NAVEEN SHREE PANDEY | : Scrutinizer |

1. LEAVE OF ABSENCE

Mr. Anil Moolchandani, Chairman informed the members that all the Directors were present and all the Committee heads including Mr. Sunil Behl (DIN-00051383), Chairman of Audit Committee, Corporate Social Responsibility Committee and Nomination and Remuneration Committee and Mr. Arun Singhal (DIN-00025616) Chairman of Stakeholders Relationship Committee attended the meeting.

2. CHAIRMAN

Mr. Anil Moolchandani, Chairman and Managing Director took the Chair.

Mr. Hitesh Kumar, Company Secretary and Compliance Officer introduced the Directors on the dias to the members.

3. QUORUM

After ascertaining, that the requisite quorum for the meeting was present, the Chairman called the meeting in order.


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Total 77 members (including proxies) attended the meeting, as per the attendance records prepared by the Link In Time India (Pvt) Ltd, Registrar and Transfer Agent of the Company.

Mr. Hitesh Kumar, Company Secretary and Compliance Officer informed that the Notice convening the 29th Annual General Meeting, Audited Financial Statements for the year ended on 31st March, 2019 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 of the Meeting.

With the consent of the Members, the Chairman declared that the Notice of the Meeting together with the Directors' Report already circulated to the Members be taken as read.

4. ADDRESS BY CHAIRMAN

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 31st March, 2019. 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. 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.

The Chairman thereafter took up the formal proceeding of the meeting.

5. NOTICE & DIRECTORS' REPORT

With the consent of the members present, the Notice dated 10th August, 2019 convening the 29th Annual General Meeting ('AGM'), Directors' Report and Financial Statements for the year ended 31st March, 2019 already circulated to the members were taken as read.

6. AUDITORS REPORT

With the consent of members present, the Auditors Reports (Secretarial Audit Report) already circulated to the members were taken as read.

7. REMOTE E-VOTING FACILITY AND POLL

Mr. Hitesh Kumar, Company Secretary and Compliance Officer informed the members that pursuant to 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, the Company has provided remote e-voting

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facility to ensure larger participation coupled with equal opportunity to all the members to enable them to cast their vote electronically on all resolutions as set out in the Notice of Annual General Meeting. The remote e-voting was opened from 24th September, 2019 to 26th September, 2019. It was further informed that the Company has appointed M/s NSP & Associates, Practicing Company Secretary as the Scrutinizer for remote e-voting as well as physical voting (poll) at this Annual General Meeting.

Mr. Hitesh Kumar, Company Secretary and Compliance Officer informed that in terms of the provisions of Section 107 of the Companies Act, 2013, voting by show of hands has been dispensed with; no resolution will be proposed or seconded by the members present at this meeting. Therefore, it was obligatory to provide similar voting rights, by way of poll, to the members present in person and through proxies at the meeting, to vote in proportion to the shares held by them.

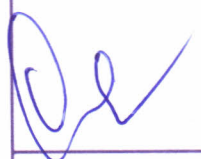
Mr. Hitesh Kumar, Company Secretary and Compliance Officer stated that the members of Company who have not casted their votes in respect of all agenda items as per the notice of Annual General Meeting through remote e-voting could exercise their vote (s) through poll at the Annual General Meeting.

The Chairman thereafter, ordered poll on all the resolutions for the Ordinary and Special business as set out in the item nos. 1 to 8 of the Notice of the 29th Annual General Meeting and requested all the members present in the meeting, who have not casted their vote through remote e-voting, to cast their vote through poll ballots, which was made available to the members.

Thereafter, Mr. Naveen Shree Pandey, Scrutinizer appointed for the poll, to take over the poll process and requested them to submit their report by 29th September, 2019, which was to be sent to the Stock Exchanges, where the Company's shares are listed and shall also be available on the website of the Company.

Thereafter, Mr. Naveen Shree Pandey, Scrutinizer appointed for the Poll conducted the Poll which included distribution of ballot papers, showing empty polling boxes to the members, locking and sealing of polling boxes in the presence of the members. After ensuring that the members participating in the Poll had cast their votes, the Scrutinizers closed the Poll. The Scrutinizers then took the custody of polling box.

On the basis of Scrutinizer Report, results of remote e-voting as well as physical voting at the Annual General Meeting for the following Ordinary / Special Resolutions as stated at the item no. 1 to 8 of notice of 29th Annual General Meeting of the Company are as under:-



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ORDINARY BUSINESS

ITEM NO.1

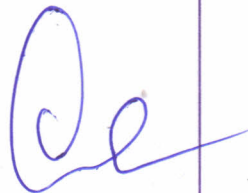
TO RECEIVE, CONSIDER AND ADOPT THE STANDALONE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2019, THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON.

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

Resolution required: (Ordinary Resolution)		To receive and consider and adopt the Standalone audited financial statement of the Company for the Financial Year ended 31st March, 2019, the report for the Board of Directors and Auditor 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 favor on votes polled	% of Votes against on vote polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)] *100
Promoter and Promoter Group	E - Voting	20936447	20936447	100.00	20936447	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot, (if applicable)		0	0.00	0	0	0.00	0.00
	Total		20936447	20936447	100.00	20936447	0	100.00
Public – Institutions	E - Voting	76700	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot, (if applicable)		0	0.00	0	0	0.00	0.00
	Total		76700	0	0.00			
Public-Non Institutions	E - Voting	12766853	8549	0.07	8549	0	100.00	0.00
	Poll		10712	0.08	10712	0	100.00	0.00
	Postal Ballot, (if applicable)		0	0.00	0	0	100.00	0.00
	Total		12766853	19261	0.15	19261	0	100.00
Total		33780000	20955708	62.04	20955708	0	100.00	0.00

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, 2019 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. ANIL MOOLCHANDANI (DIN: 00022693) 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 physical voting at the Annual General Meeting for the said item were as under:-

Resolution required: (Ordinary Resolution)		To Re-appoint Mr. Anil Moolchandani (DIN:00022693) who retires by rotation and being eligible offers himself for re-appointment.						
Whether promoter / promoter group are interested		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 favor on votes polled	% of Votes against on vote polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E - Voting	20936447	13874840	66.27	13874840	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot, (if applicable)		0	0.00	0	0	0.00	0.00
	Total	20936447	13874840	66.27	13874840	0	100.00	0.00
Public - Institutions	E - Voting	76700	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot, (if applicable)		0	0.00	0	0	0.00	0.00
	Total	76700	0	0.00				0.00
Public-Non Institutions	E - Voting	12766853	8549	0.07	8540	9	100.00	0.00
	Poll		10712	0.08	10712	0	100.00	0.00
	Postal Ballot, (if applicable)		0	0.00	0	0	100.00	0.00
	Total	12766853	19261	0.15	19252	9	99.95	0.00
Total		33780000	13894101	41.13	13894092	0	100.00	0.00

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

“RESOLVED THAT Mr. Anil Moolchandani (DIN-00022693), who retires by rotation and, being eligible, offers himself for re-appointment, be and is hereby re-appointed as Director.”

SPECIAL BUSINESS

ITEM NO.3

RE-APPOINTMENT OF MR. SUNIL BEHL AS AN INDEPENDENT DIRECTOR OF THE COMPANY FOR THE FURTHER PERIOD OF 5 YEARS WITH EFFECT FROM 23.09.2019

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



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Resolution required: (Special Resolution)		Re-appointment of Mr. Sunil Behl as an Independent Director of the Company for the further period of 5 Years w.e.f 23.09.2019.							
Whether promoter / promoter group are interested		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 favor on votes polled	% of Votes against on vote polled	
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)] *100	
Promoter and Promoter Group	E - Voting	20936447	20936447	100.00	20936447	0	100.00	0.00	
	Poll		0	0.00	0	0	0.00	0.00	
	Postal Ballot, (if applicable)		0	0.00	0	0	0.00	0.00	
	Total		20936447	20936447	100.00	20936447	0	100.00	0.00
Public - Institutions	E - Voting	76700	0	0.00	0	0	0.00	0.00	
	Poll		0	0.00	0	0	0.00	0.00	
	Postal Ballot, (if applicable)		0	0.00	0	0	0.00	0.00	
	Total		76700	0	0.00				0.00
Public-Non Institutions	E - Voting	12766853	8549	0.07	8549	0	100.00	0.00	
	Poll		10712	0.08	10712	0	100.00	0.00	
	Postal Ballot, (if applicable)		0	0.00	0	0	100.00	0.00	
	Total		12766853	19261	0.15	19261	0	100.00	0.00
Total		33780000	20955708	62.04	20955708	0	100.00	0.00	

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

“RESOLVED THAT on the recommendations of Nomination and Remuneration Committee, Audit Committee and Board of Directors and pursuant to the requirements of provisions of Section 149,150, 152, 160, 161 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 Listing Obligations and Disclosure Requirements) Regulations, 2015 and Articles of Association of the Company, Mr. Sunil Behl be and is hereby re-appointed as a Director (Non- Executive & Independent), not liable to retire by rotation, with effect from 23.09.2019 and will hold office of Director, for 5 (Five) consecutive years from the date of appointment.”

ITEM NO.4

RE-APPOINTMENT OF MR. ARUN SINGHAL AS AN INDEPENDENT DIRECTOR OF THE COMPANY FOR THE FURTHER PERIOD OF 5 YEARS WITH EFFECT FROM 23.09.2019

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

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Resolution required: (Special Resolution)		Re-Appointment of Mr. Arun Singhal as an Independent Director of the company for the further period of 5 years w.e.f 23.09.2019.						
Whether promoter / promoter group are interested		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 favor on votes polled	% of Votes against on vote polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)] *100
Promoter and Promoter Group	E - Voting	20936447	20936447	100.00	20936447	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot, (if applicable)		0	0.00	0	0	0.00	0.00
	Total	20936447	20936447	100.00	20936447	0	100.00	0.00
Public - Institutions	E - Voting	76700	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot, (if applicable)		0	0.00	0	0	0.00	0.00
	Total	76700	0	0.00				0.00
Public-Non Institutions	E - Voting	12766853	8549	0.07	8549	0	100.00	0.00
	Poll		10712	0.08	10712	0	100.00	0.00
	Postal Ballot, (if applicable)		0	0.00	0	0	100.00	0.00
	Total	12766853	19261	0.15	19261	0	100.00	0.00
Total	33780000	20955708	62.04	20955708	0	100.00	0.00	

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

“RESOLVED THAT on the recommendations of Nomination and Remuneration Committee, Audit Committee and Board of Directors and pursuant to the requirements of provisions of Section 149,150, 152, 160, 161 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 Listing Obligations and Disclosure Requirements) Regulations, 2015 and Articles of Association of the Company, Mr. Arun Singhal be and is hereby re-appointed as a Director (Non- Executive & Independent), not liable to retire by rotation, with effect from 23.09.2019 and will hold office of Director, for 5 (Five) consecutive years from the date of appointment.”

ITEM NO.5

RE-APPOINTMENT OF MR. ANIL MOOLCHANDANI AS CHAIRMAN AND EXECUTIVE DIRECTOR OF THE COMPANY FOR THE PERIOD OF 2 (TWO) YEARS WITH EFFECT FROM 10.08.2019

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


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Resolution required: (Special Resolution)		Re-Appointment of Mr. Anil Moolchandani as Chairman and Executive Director of the Company for the period of Two (2) Years w.e.f. 10.08.2019.						
Whether promoter / promoter group are interested		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 favor on votes polled	% of Votes against on vote polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)] * 100
Promoter and Promoter Group	E - Voting	20936447	13874840	66.27	13874840	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot, (if applicable)		0	0.00	0	0	0.00	0.00
	Total	20936447	13874840	66.27	13874840	0	100.00	0.00
Public - Institutions	E - Voting	76700	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot, (if applicable)		0	0.00	0	0	0.00	0.00
	Total	76700	0	0.00				0.00
Public-Non Institutions	E - Voting	12766853	8549	0.07	8540	9	100.00	0.00
	Poll		10712	0.08	10712	0	100.00	0.00
	Postal Ballot, (if applicable)		0	0.00	0	0	100.00	0.00
	Total	12766853	19261	0.15	19252	9	99.95	0.00
Total		33780000	13894101	41.13	13894092	0	100.00	0.00

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

“RESOLVED THAT on the recommendation of the Nomination & 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 reappointed as Chairman and Executive Director of the Company (liable to retire by rotation) for a period of 2 (Two) years w.e.f 10.08.2019 on such remuneration of and terms & conditions as detailed below:

1. **Term:** 10th August 2019 to 9th August 2021.
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. **Salary & Perquisites:** NIL
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

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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.”

ITEM NO.6

APPOINTMENT OF MR. VARUN MOOLCHANDANI AS EXECUTIVE DIRECTOR OF THE COMPANY FOR THE PERIOD OF 2 (TWO) YEARS WITH EFFECT FROM 25.06.2019

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

Resolution required: (Special Resolution)		Appointment of Mr. Varun Moolchandani as Executive Director of the company for the period of 2 (two) Years w.e.f 25.06.2019.						
Whether promoter / promoter group are interested		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 favor on votes polled	% of Votes against on vote polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)] *100
Promoter and Promoter Group	E - Voting	20936447	19091557	91.19	19091557	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot, (if applicable)		0	0.00	0	0	0.00	0.00
	Total	20936447	19091557	91.19	19091557	0	100.00	0.00
Public – Institutions	E - Voting	76700	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot, (if applicable)		0	0.00	0	0	0.00	0.00
	Total	76700	0	0.00				0.00
Public-Non Institutions	E - Voting	12766853	8549	0.07	8540	9	100.00	0.00
	Poll		10712	0.08	10712	0	100.00	0.00
	Postal Ballot, (if applicable)		0	0.00	0	0	100.00	0.00
	Total	12766853	19261	0.15	19252	9	99.95	0.00
Total		33780000	19110818	56.57	19110809	0	100.00	0.00

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



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RESOLVED THAT on the recommendation of the Nomination and Remuneration Committee & Board of Directors and pursuant to the provision of sections 152, 161(1) 196,197, 198 and 203 read with the Companies (Appointment & Qualification of Directors) Rules, 2014 and 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 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Varun Moolchandani, a notice under Section 160 of the Companies Act, 2013 has been received from him proposing his candidature for the office of Director, who was appointed as an Additional Director by the Board of Directors, being eligible for appointment, be and is hereby appointed as a Director (Executive) of the Company, liable to retire by rotation, for a period of 2 (Two) consecutive years with effect from 25.06.2019 on such remuneration of and terms & conditions as detailed below:

1. **Term:** 25th June, 2019 to 24th June, 2021
2. **Nature of Duties:** Mr. Varun 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 Managing Director and/or 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.1,22,500/- per month with the authority to the Board of Directors to revise the basic salary from time to time taking into account of the performance of the Company subject however to the ceiling of Rs. 2,45,000/- per month.
4. **Perquisites:** In addition to the basic salary he will be entitled to other perquisites as per agreement (restricted to an amount not exceeding 60% of basic salary) such as housing, gas, electricity, water, medical reimbursement, leave travel concession, club fees, personal medical/accident insurance, contribution to provident fund, superannuation fund, gratuity, earned leaves and any other benefits, facilities, allowances and expenses as may be allowed as per the rules of the company and subject to the provisions of the Income Tax Act, 1961 and rules made thereunder.
5. **Minimum Remuneration:** The above remuneration shall also be paid as minimum remuneration to Mr. Varun 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.

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“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 of the Company be and are hereby severally authorized to sign the agreement on behalf of the Company.”

“RESOLVED FURTHER THAT any director, 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.7

RE-APPOINTMENT OF MR. DILIP SETH AS WHOLE TIME DIRECTOR (FINANCE) AND CHIEF FINANCIAL OFFICER (CFO) OF THE COMPANY FOR THE FURTHER PERIOD OF 2 (TWO) YEARS WITH EFFECT FROM 05.08.2019

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

Resolution required: (Special Resolution)		Re-appointment of Mr. Dilip Seth as Whole Time Director (Finance) And Chief Financial Officer (CFO) of the Company for the Further Period of 2 (two) Years w.e.f. 05.08.2019.						
Whether promoter / promoter group are interested		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 favor on votes polled	% of Votes against on vote polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)] *100
Promoter and Promoter Group	E - Voting	20936447	20936447	100.00	20936447	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot, (if applicable)		0	0.00	0	0	0.00	0.00
	Total		20936447	20936447	100.00	20936447	0	100.00
Public - Institutions	E - Voting	76700	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot, (if applicable)		0	0.00	0	0	0.00	0.00
	Total		76700	0	0.00			
Public-Non Institutions	E - Voting	12766853	8540	0.07	4540	0	100.00	0.00
	Poll		10712	0.08	10712	0	100.00	0.00
	Postal Ballot, (if applicable)		0	0.00	0	0	100.00	0.00
	Total		12766853	19252	0.15	15252	0	79.22
Total		33780000	20955699	62.04	20951699	0	100.00	0.00

The item was approved with requisite majority and the following resolutions were 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

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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. Dilip Seth be and is hereby re-appointed as Whole Time Director (Director (Finance) & CFO) of the Company for a further period of 2 (Two) years w.e.f 05.08.2019 on such remuneration of and terms & conditions as detailed below:

1. **Term:** 5th August 2019 to 4th August 2021.
2. **Nature of Duties:** Mr. Dilip Seth 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 Managing Director and/or 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.1,50,000/- per month with the authority to the Board of Directors to revise the basic salary from time to time taking into account of the performance of the Company subject however to the ceiling of Rs. 2,32,000/- per month.
4. **Perquisites:** In addition to the basic salary he will be entitled to other perquisites as per agreement (restricted to an amount not exceeding 60% of basic salary) such as housing, gas, electricity, water, medical reimbursement, leave travel concession, club fees, personal medical/accident insurance, contribution to provident fund, superannuation fund, gratuity, earned leaves and any other benefits, facilities, allowances and expenses as may be allowed as per the rules of the company and subject to the provisions of the Income Tax Act, 1961 and rules made thereunder.
5. **Minimum Remuneration:** The above remuneration shall also be paid as minimum remuneration to Mr. Dilip Seth 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 Mr. Anil Moolchandani, Chairman & Executive Director or Mr. Jagdish Moolchandani, Director of the Company 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.8

REGULARISATION OF MR. KANAV DEV SHARMA AS A DIRECTOR (NON-EXECUTIVE & INDEPENDENT) OF THE COMPANY

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

Resolution required: (Special Resolution)		Regularisation of Mr. Kanav Dev Sharma as a Director (Non-Executive & Independent) of the company.						
Whether promoter / promoter group are interested		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 favor on votes polled	% of Votes against on vote polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E - Voting	20936447	20936447	100.00	20936447	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot, (if applicable)		0	0.00	0	0	0.00	0.00
	Total	20936447	20936447	100.00	20936447	0	100.00	0.00
Public - Institutions	E - Voting	76700	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot, (if applicable)		0	0.00	0	0	0.00	0.00
	Total	76700	0	0.00				0.00
Public-Non Institutions	E - Voting	12766853	8540	0.07	8540	0	100.00	0.00
	Poll		10712	0.08	10712	0	100.00	0.00
	Postal Ballot, (if applicable)		0	0.00	0	0	100.00	0.00
	Total	12766853	19252	0.15	19252	0	100.00	0.00
Total		33780000	20955699	62.04	20955699	0	100.00	0.00

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

“RESOLVED THAT on the recommendation of the Nomination and Remuneration Committee & Board of Directors and pursuant to the provision of Sections 149, 150, 152, 160, 161 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and Rules framed thereunder, read with Schedule IV to the Act (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Articles of Association of the Company, Mr. Kanav Dev Sharma, who has submitted a declaration stating that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Article of Association of the Company and a notice under Section 160 of the Companies Act, 2013 has been received from him proposing his candidature for the office of Director, who was appointed as an Additional Director by the Board of Directors, being eligible for appointment, be and is hereby appointed as a Director (Non-Executive & Independent) of the Company, not liable to retire by rotation, for a period of 5 (Five) consecutive years with effect from 19.08.2019.”

“RESOLVED FURTHER THAT the Board of Directors and Company Secretary of the Company be and is hereby authorized to do all such acts, deeds and things and execute all

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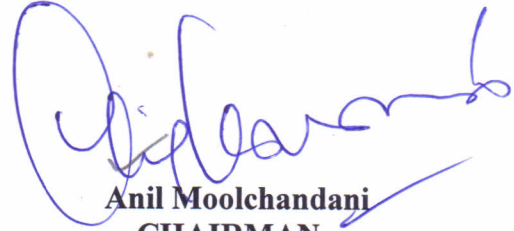
such documents, instruments and writings as may be required necessary & expedient and to delegate all such documents, Instruments and writings as may be required necessary & expedient and to delegate all or any of the powers herein conferred to any Committee of Directors(s) to give effect to the aforesaid resolution.”

There being no other business to transact, the meeting ended with a vote of thanks to the Chair at 12:30 P.M.

Date of Entry : 23/10/2019

Date of Signing : 23/10/2019

Place : New Delhi



Anil Moolchandani
CHAIRMAN
(DIN: 00022693)

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