Regd. Office:

17, Rajmugat Society, Naranpura Cross Road,

Ankur Road, Naranpura,

Ahmedabad - 380 013. Gujarat, India **Phone**: +91-79-27415501 / 2 / 3 / 4

Fax : +91-79-27480999

E-mail : info@ratnamani.com .

Website : http://www.ratnamani.com
CIN : L70109GJ1983PLC006460

RMTL/SEC/35<sup>th</sup> AGM MIN/2019-20/05IX



5<sup>th</sup> September, 2019

To,

**BSE Ltd.** 

Corporate Relationship Department 1<sup>st</sup> Floor, New Trading Ring, Rotunda Building, P. J. Tower,

Dalal Street, Fort, Mumbai – 400 001

Company Code: 520111

To,

**National Stock Exchange of India Ltd.** 

"Exchange Plaza", 5th Floor, Bandra – Kurla Complex,

Bandra (E),

Mumbai - 400 051

Company code: RATNAMANI

Subject: Minutes of the 35<sup>th</sup> Annual General Meeting of the Company held on Friday, 9<sup>th</sup> August, 2019

Dear Sir/Madam,

Pursuant to Regulations 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Minutes of the 35<sup>th</sup> Annual General Meeting of Members of the Company held on Friday, 9<sup>th</sup> August, 2019 at 10.00 A.M. at The Conference Hall of "The Ahmedabad Textile Mills Association", Near "Gurjari", Ashram Road, Ahmedabad – 380 009.

Please take the above on your record.

Thanking you,

Yours faithfully,

For, RATNAMANI METALS & TUBES LIMITED

JIGAR SHAH COMPANY SECRETARY MINUTES OF THE PROCEEDINGS OF THE 35<sup>TH</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF RATNAMANI METALS & TUBES LTD. HELD ON FRIDAY, 9<sup>TH</sup> AUGUST, 2019 AT 10:00 A.M. AT THE CONFERENCE HALL OF "THE AHMEDABAD TEXTILE MILLS ASSOCIATION", NEAR "GURJARI", ASHRAM ROAD, AHMEDABAD – 380 009

The Following were present:

## **DIRECTORS:**

Shri Prakash M. Sanghvi
 Shri Jayanti M. Sanghvi
 Smt. Nidhi G. Gadhecha
 Shri Pravinchandra M. Mehta
 Shri Shanti M. Sanghvi
 Chairman and Managing Director
 Whole Time Director
 Independent Director
 Whole Time Director

## **IN ATTENDANCE:**

7. Dr. Vinod M. Agrawal

Shri Jigar Shah - Company Secretary

#### **OTHERS:**

Shri Vimal Katta
 Chief Financial Officer
 Shri Pritesh Maheswari
 Partner of M/s. S R B C & Co. LLP,

Chartered Accountants, Statutory

**Auditors** 

3. Shri Nikhil Jhanwar - Representative of M/s, S, R, B, C, &

Co. LLP, Chartered Accountants,

Statutory Auditors

Independent Director

4. Shri Jinal Patel - Partner of M/s. Kantilal Patel & Co.,

Chartered Accountants, Statutory

Auditor

5. Shri M. C. Gupta - Proprietor of M/s. M. C. Gupta & Co.,

Practising Company Secretaries, Secretarial Auditors and Scrutiniser

6. Shri Anil Seth - Partner of M/s. G. K. Chokshi & Co.,

Chartered - Accountants, Internal

Auditors

#### 1. MEMBERS / PROXIES:

Total 50 members were present in person at the meeting. No proxy was received.

# 2. WELCOME:

Shri Jigar Shah, Company Secretary introduced the dignitaries on dais as well as Statutory Auditors, Secretarial Auditors and Internal Auditors.

Chairman's Initials

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## 3. CHAIRMAN:

Shri Prakash M. Sanghvi, Chairman and Managing Director of the Company occupied the Chair and extended a warm welcome to the members at the 35th Annual General Meeting.

#### 4. QUORUM:

Shri Jigar Shah, Company Secretary informed that 50 members were present in person and after ascertaining that requisite quorum was present and the meeting having been validly constituted, the Chairman called the meeting to order. Thereafter, the proceedings of the meeting were commenced.

# 5. STATUTORY REGISTERS:

Shri Jigar Shah, Company Secretary informed the members that the Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170, Register of Contracts or arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013, Register of Members and other Statutory Registers and all material documents related to the explanatory statement annexed to notice convening the 35th Annual General Meeting, Auditors' Report and Secretarial Audit Report were placed before the meeting and kept open and accessible for inspection during the continuance of the meeting.

# 6. NOTICE CONVENING THE 35<sup>TH</sup> ANNUAL GENERAL MEETING:

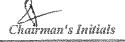
With the permission of the members present at the Meeting, the Notice dated 29<sup>th</sup> May, 2019 convening 35<sup>th</sup> Annual General Meeting of the Company, as circulated to the members of the Company was taken as read.

#### 7. AUDITORS' REPORT:

Shri Jigar Shah, Company Secretary read the Auditors' report and informed the members that the Auditors' Report does not contain any qualifications, observations or comments on the financial transactions or matters. Further, he also informed the members that the Secretarial Audit Report issued by M/s. M. C. Gupta & Co., Practising Company Secretaries also does not contain any qualification, observation or comment or remark.

#### 8. CHAIRMAN'S SPEECH:

Shri Prakash M. Sanghvi, the Chairman and Managing Director delivered his speech by giving the overall review of the working of the Company, its achievements and developments during the year under review and future prospects and concluded the speech by thanking the Governments, Ministry, Members, Fellow Board Members, Customers, Suppliers, Other Stakeholders and the team of Ratnamani.



## 9. E-VOTING & POLL:

Shri Jigar Shah, Company Secretary informed that in accordance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 (voting electronic means) of the Companies (Management Administration) Rules, 2014 and as per Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meeting (SS-2) issued by the Institute of Company Secretaries of India, as amended from time to time, the Company had provided E-Voting facility through Central Depository Services (India) Limited to the members of the Company for exercising their voting rights in electronic form. The Remote E-Voting started at 10.00 A.M. on Monday, 5th August, 2019 and ended on Thursday, 8th August, 2019 at 5.00 P.M. He further informed that the ordinary resolutions and special resolution as prescribed in the Notice convening the 35th Annual General Meeting of the Company will also be passed through the process of poll by the members present at this meeting on all the resolutions of businesses as set out in Item No.1 to 8 of the Notice convening 35th Annual General Meeting. Thereafter, he explained the procedure in details for exercising the votes by the members through process of the poll.

Thereafter, the Chairman announced the poll on the resolutions as set out in the Item Nos.1 to 8 of the Notice of the 35<sup>th</sup> Annual General Meeting and requested the members present to participate in the poll taken immediately after formal closure of the meeting at the same venue of the meeting.

#### 10. SCRUTINISER:

The Chairman stated that pursuant to the provision of Section 109 of the Companies Act, 2013, Shri M. C. Gupta, proprietor of M/s M. C. Gupta & Co., Company Secretaries, having Membership No.2047 and Certificate of Practice No.1028 had been appointed as a Scrutiniser to conduct the process of the poll in a fair and transparent manner and scrutinize the votes casted by the members and submit his report.

The Chairman informed that the results of the voting of each resolution shall be determined by aggregating the votes in favour or against the resolutions and the electronic votes casted by the members in favour or against the respective resolutions. He declared that on receipt of the Scrutiniser's Report, the results on the resolutions shall be declared within 48 hours after the conclusion of the 35<sup>th</sup> Annual General Meeting of the Company i.e. latest by 11<sup>th</sup> August, 2019. The results for vote on each resolution shall indicate separately the votes on poll and electronic voting and would immediately be intimated to the Stock Exchanges i.e. BSE Ltd. and National Stock Exchange of India Ltd. He further stated that the results shall be uploaded on the Company's website i.e. <a href="www.ratnamani.com">www.ratnamani.com</a> and also in the CDSL's website i.e. <a href="www.ratnamani.com">www.ratnamani.com</a> and also in the scrutiniser for the electronic voting and the poll. The same will also be available at the Registered Office of the Company.

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Thereafter, the following businesses were taken up for consideration and approval of the members:

## 11. ORDINARY BUSINESS:

## **ITEM NO.1 (AS AN ORDINARY RESOLUTION)**

ADOPTION OF THE AUDITED STANDALONE FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED ON 31<sup>ST</sup> MARCH, 2019, TOGETHER WITH THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON; AND ALSO THE AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED ON 31<sup>ST</sup> MARCH, 2019 AND THE REPORT OF THE AUDITORS THEREON:

"RESOLVED THAT the Audited Financial Statements (Standalone and Consolidated) of the Company for the Financial Year ended on 31<sup>st</sup> March, 2019 including Audited Balance Sheet as at 31<sup>st</sup> March, 2019 and the Statement of Profit & Loss and Cash Flow Statements for the year ended on that date and the reports of Directors and the Statutory Auditors as duly circulated to the members and laid before the Meeting be and are hereby received, considered and adopted."

As the poll had been announced on all resolutions, the same was taken at the end.

## **ITEM NO.2 (AS AN ORDINARY RESOLUTION)**

# DECLARATION OF DIVIDEND @ ₹ 9.00 PER EQUITY SHARE OF ₹ 2.00 EACH FOR THE FINANCIAL YEAR ENDED ON 31<sup>ST</sup> MARCH, 2019:

"RESOLVED THAT pursuant to the recommendations made by the Board of Directors of the Company, dividend of  $\stackrel{?}{_{\sim}}$  9.00 (Rupees: Nine Only) per Equity Share having face value of  $\stackrel{?}{_{\sim}}$  2/- each (i.e. 450%) on the Equity Share Capital of  $\stackrel{?}{_{\sim}}$  934.56 Lacs of the Company for the financial year ended on 31<sup>st</sup> March, 2019, be and is hereby declared and the same be paid in respect of shares held by the Members as on 2nd August, 2019."

As the poll had been announced on all resolutions, the same was taken at the end.

Shri Prakash M. Sanghvi, Chairman of the meeting informed the members that he is interested in the next agenda item pertaining to the re-appointment of Shri Jayanti M. Sanghvi, Director of the Company and hence requested for the appointment of the Chairman on such agenda items.

Shri Jigar Shah, Company Secretary requested Shri Pravinchandra M. Mehta, Independent Director, to occupy the Chair for the next agenda item pertaining to the re-appointment of Shri Jayanti M. Sanghvi, Director of the Company.

Thereafter, Shri Pravinchandra M. Mehta, Independent Director of the Company occupied the Chair and the business of the meeting was taken. Shri Prakash M. Sanghvi, Shri Jayanti M. Sanghvi and Shri Shanti M. Sanghvi being interested in the matter recused themselves from the meeting.

# **ITEM NO.3 (AS AN ORDINARY RESOLUTION)**

APPOINTMENT OF A DIRECTOR IN PLACE OF SHRI JAYANTI M. SANGHVI (DIN: 00006178), WHO, PURSUANT TO THE APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013, RETIRES BY ROTATION AND BEING ELIGIBLE OFFERS HIMSELF FOR RE-APPOINTMENT:

"RESOLVED THAT Shri Jayanti M. Sanghvi (DIN: 00006178), Director of the Company who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and being eligible for re-appointment, be and is hereby reappointed as a Director of the Company, whose period of office shall be liable to determination by retirement of directors by rotation."

As the poll had been announced on all resolutions, the same was taken at the end.

Shri Pravinchandra Maganlal Mehta, Independent Director of the Company, thereafter requested Shri Prakash M. Sanghvi, Managing Director to re-occupy the Chair for the next agenda items. Thereafter, Shri Prakash M. Sanghvi, Managing Director re-occupied the Chair and the proceedings of the meeting were taken.

# **ITEM NO.4 (AS AN ORDINARY RESOLUTION)**

RE-APPOINTMENT OF M/S. S R B C & CO., LLP, CHARTERED ACCOUNTANTS AS THE JOINT STATUTORY AUDITORS HAVING ICAI FIRM REGISTRATION NO.324982E/E300003 AS THE JOINT STATUTORY AUDITOR OF THE COMPANY TO HOLD OFFICE FOR THE SECOND TERM FOR A PERIOD OF 2 (TWO) CONSECUTIVE YEARS, EFFECTIVE FROM THE CONCLUSION OF THIS ANNUAL GENERAL MEETING TILL THE CONCLUSION OF THE 37<sup>TH</sup> ANNUAL GENERAL MEETING TO BE HELD IN THE CALENDAR YEAR 2021 AND FIXING THEIR REMUNERATION:

"RESOLVED THAT pursuant to the provisions of Section 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the consent of the members of the Company, be and are hereby accorded for the re-appointment of M/s. S R B C & Co., LLP, Chartered Accountants, having ICAI Firm Registration No.324982E/E300003 as the Joint Statutory Auditor of the Company to hold office for the Second Term for a period of 2 (Two) Consecutive Years, effective from the conclusion of this Annual General Meeting till the conclusion of the 37<sup>th</sup> Annual General Meeting to be held in the calendar year 2021 at such remuneration plus applicable taxes, reimbursement of out- of- pocket expenses, travelling and other expenses

Chairman's Initials

WANSI - M. 9426170961

incurred in connection with audit to be carried out by them, as may be decided by the Board of Directors."

As the poll had been announced on all resolutions, the same was taken at the end.

# **ITEM NO.5 (AS AN ORDINARY RESOLUTION)**

RATIFICATION OF REMUNERATION PAYABLE TO M/S. N. D. BIRLA & CO., COST ACCOUNTANTS, HAVING FIRM REGISTRATION NO.000028 AS THE COST AUDITORS OF THE COMPANY FOR THE FINANCIAL YEAR ENDING ON 31<sup>ST</sup> MARCH, 2020

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions of the Companies Act, 2013 and Rule No.14 of Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), M/s. N. D. Birla & Co., Cost Accountants, Ahmedabad, having Firm Registration No.000028, being the Cost Auditors appointed by the Board of Directors of the Company to conduct the Cost Audit for the financial year ending on 31st March, 2020, be paid ₹ 1,20,000/- plus applicable taxes, reimbursement of travelling and out-of-pocket expenses incurred by them in connection with aforesaid audit as remuneration."

As the poll had been announced on all resolutions, the same was taken at the end.

# **ITEM NO.6 (AS A SPECIAL RESOLUTION)**

RE-APPOINTMENT OF SMT. NIDHI G. GADHECHA (DIN: 06847953) AS AN INDEPENDENT WOMAN DIRECTOR OF THE COMPANY, TO HOLD OFFICE FOR THE SECOND TERM FOR A PERIOD OF 5 (FIVE) CONSECUTIVE YEARS EFFECTIVE FROM THE CONCLUSION THIS ANNUAL GENERAL MEETING TILL THE CONCLUSION OF THE 40<sup>TH</sup> ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD IN THE CALENDAR YEAR 2024 OR UP TO 8<sup>TH</sup> AUGUST, 2024, WHICHEVER IS EARLIER:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any 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) read with Schedule IV of the Companies Act, 2013 and Regulation 16 and 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the consent of the members of the Company, be and are hereby accorded for the re-appointment of Smt. Nidhi G. Gadhecha (DIN: 06847953) as an Independent Woman Director of the Company, to hold office for the Second Term for a period of 5 (Five) consecutive years effective from the conclusion this Annual General Meeting till the conclusion of the 40<sup>th</sup> Annual General Meeting of the Company to be held in the Calendar year 2024 or up to 8<sup>th</sup> August, 2024, whichever is earlier.

## **ITEM NO.7 (AS A SPECIAL RESOLUTION)**

PAYMENT OF REMUNERATION TO SHRI PRAKASH M. SANGHVI, MANAGING DIRECTOR, SHRI JAYANTI M. SANGHVI, WHOLE TIME DIRECTOR AND SHRI SANTILAL M. SANGHVI, WHOLE TIME DIRECTOR, WHO ARE PROMOTERS OR MEMBERS OF PROMOTER GROUP, SHALL BE EFFECTIVE FOR THE FINANCIAL YEAR COMMENCED FROM APRIL 1, 2019 AND FOR SUBSEQUENT YEARS TILL THE EXPIRY OF RESPECTIVE TERM OF SUCH EXECUTIVE DIRECTORS.:

"RESOLVED THAT pursuant to the provisions of Regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to Section 197 and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the members of the Company, be and are hereby accorded for payment of remuneration to Shri Prakash M. Sanghvi, Managing Director, Shri Jayanti M. Sanghvi, Whole Time Director and Shri Santilal M. Sanghvi, Whole Time Director, who are Promoters or members of Promoter Group as under:

- (a) annual remuneration to an Executive Director who is a Promoter or member of Promoter Group, exceeding ₹ 5.00 Crores or 2.5 per cent (2.5%) of the net profits of the Company computed in accordance with Section 198 of the Companies Act, 2013 ("Net Profit"), whichever is higher; or
- (b) aggregate annual remuneration to Executive Directors who are Promoters or members of Promoter Group, where there is more than one such Executive Director, exceeding 5 per cent (5%) of the Net Profit.

**RESOLVED FURTHER THAT** the approval herein granted for payment of remuneration to Executive Directors who are Promoters or members of Promoter Group ("such Executive Directors") shall be effective for the Financial Year commenced from April 1, 2019 and for subsequent years till the expiry of respective term of such Executive Directors.

**RESOLVED FURTHER THAT** the Board of Directors of the Company, be and is hereby authorized to do all such acts, deeds and things as it may deem necessary and authorise executives of the Company for the purpose of giving effect to the above Resolution."

As the poll had been announced on all resolutions, the same was taken at the end

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## **ITEM NO.8 (AS A SPECIAL RESOLUTION)**

CHANGE IN THE DESIGNATION OF SHRI JAYANTI M. SANGHVI FROM WHOLE TIME DIRECTOR TO JOINT MANAGING DIRECTOR OF THE COMPANY RETAINING ALL THE EXISTING TERMS AND CONDITIONS OF HIS APPOINTMENT TILL THE EXPIRY OF HIS PRESENT TERM I.E. 31ST OCTOBER, 2023 AS APPROVED BY THE MEMBERS AT THE 34TH ANNUAL GENERAL MEETING HELD ON 9TH AUGUST, 2018:

"RESOLVED THAT in continuation of the earlier resolution passed at the meeting of the 34<sup>th</sup> Annual General Meeting of the Company held on 9<sup>th</sup> August, 2018, the consent of the members of the Company, be and are hereby accorded to re-designate Shri Jayanti M. Sanghvi from Whole Time Director to Joint Managing Director of the Company retaining all the existing terms and conditions of his appointment till the expiry of his present term i.e. 31<sup>st</sup> October, 2023 as approved by the Members at the 34<sup>th</sup> Annual General Meeting held on 9<sup>th</sup> August, 2018,

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as it may deem necessary and authorise executives of the Company for the purpose of giving effect to the above Resolution."

As the poll had been announced on all resolutions, the same was taken at the end

Thereafter, the Chairman invited members to address their queries and suggestions, if any on the agenda items set out in the Notice of the 35th Annual General Meeting and other matters related thereto. The questions asked by the Shareholders were replied by the Chairman satisfactorily.

The Chairman then, requested Shri M. C. Gupta, Scrutiniser appointed for the poll to conduct the poll and requested him to submit his report.

The Chairman announced the formal closure of the 35th Annual General Meeting of the Company and thanked all the members present for their participation and suggestions.

Thereafter, Shri M. C. Gupta, Scrutiniser conducted the poll, which included distribution of the polling papers, showing empty polling box to the members, locking and sealing empty polling box in the presence of members participating in the poll and who have casted their votes. The scrutiniser thereafter closed the poll process at 10:20 A.M.

# 12. RESULTS OF THE ELECTRONIC VOTING AND THE POLL:

RESULTS OF THE ELECTRONIC VOTING AND THE POLL ON THE ORDINARY AND SPECIAL BUSINESSES AS SET OUT IN ITEM NOS. 1 TO 8 OF THE NOTICE CONVENING 35TH ANNUAL GENERAL MEETING OF THE COMPANY HELD ON FRIDAY, 9<sup>TH</sup> AUGUST, 2019:

On the basis of the Consolidated Scrutinizer's Report dated 9th August, 2019 the summary of which is mentioned hereunder. The Chairman announced the results of voting on 9<sup>th</sup> August, 2019 that all the resolutions for the businesses as set out in the Item Nos.1 to 8 in the Notice of the 35<sup>th</sup> Annual General Meeting of the Company have been duly passed with requisite majority:

Sr. No.	Type of Resolution Ordinary /	Particulars	Votes in favour of the Resolution		Votes Against the Resolution		Result
	Special		Nos.	% of Votes in favour	Nos.	% of Votes in Against	
1.	Ordinary Resolution	Adoption of the Audited Standalone Financial Statements of the Company for the financial year ended on 31 <sup>st</sup> march, 2019, together with the reports of the Board of Directors and Auditors thereon; and also the Audited Consolidated Financial Statements of the Company for the financial year ended on 31 <sup>st</sup> march, 2019 and the report of the Auditors thereon	41346749	102.95	330	0.00	Carried by Majority
2.	Ordinary Resolution	Declaration of Dividend @ ₹ 9.00 per Equity Share of ₹ 2.00 each for the financial year ended on 31 <sup>st</sup> march, 2019:	41345999	99,99	1080	0.00	Carried by Majority
3.	Ordinary Resolution	Appointment of a Director in place of Shri Jayanti M. Sanghvi (DIN: 00006178), who, pursuant to the applicable provisions of the Companies Act, 2013, retires by rotation and being eligible offers himself for re-appointment.	41239568	99.74	107511	0.26	Carried by Majority

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Chairman's Initials

Minute Book

	West viviens (Co			CONTROL OF THE PROPERTY OF THE	TENERAL STREET	PPPROVINTURE CLESS I AND SHARI	DEDUKTERIKAN PERMANAN	an kanadas proprieta konszolon szernen errene erre
, s	4.	Ordinary Resolution	Re-appointment of M/s. S R B C & Co., LLP, Chartered Accountants as the Joint Statutory Auditors having ICAI Firm Registration No.324982e/e300003 as the Joint Statutory Auditor of the Company to hold office for the Second	39722863	99.97	10830	0.03	Carried by Majority
	_	Outline	Term for a period of 2 (Two) Consecutive Years, effective from the conclusion of this Annual General Meeting till the conclusion of the 37 <sup>th</sup> Annual General Meeting to be held in the calendar year 2021 and fixing their remuneration.	41246600	00.00		0.00	
	5.	Ordinary Resolution	Ratification of remuneration payable to M/s. N. D. Birla & Co., Cost Accountants, having Firm Registration No.000028 as the Cost Auditors of the company for the financial year ending on 31st march, 2020.	41346699	99.99	380	0.00	Carried by Majority
	6.	Special Resolution	Re-appointment of Smt. Nidhi G. Gadhecha (DIN: 06847953) as an Independent Woman Director of the Company, to hold office for the Second Term for a period of 5 (Five) consecutive years effective from the conclusion this Annual General Meeting till the conclusion of the 40 <sup>th</sup> Annual General Meeting of the company to be held in the calendar year 2024 or up to 8 <sup>th</sup> august, 2024, whichever is earlier.	40123688	99.99	2510	0.01	Carried by Majority
	7.	Special Resolution	Payment of remuneration to Shri	39838883	99.29	285985	0.71	Carried by Majority

Chairman's Initials

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		Managing Director, Shri					
		Jayanti M. Sanghvi,					
		Whole Time Director and					
		Shri Shantilal M. Sanghvi,					
		Whole Time Director,					
	•	who are promoters or					
		members of promoter					
		group, shall be effective					
		for the financial year					
		commenced from April			:		
		1, 2019 and for			:		
		subsequent years till the					
		expiry of respective term					
		of such executive					
		directors.					
8.	Special	Change in the	41344369	99.99	2660	0.01	Carried by
	Resolution	Designation of Shri					Majority
		Jayanti M. Sanghvi					, ,
		from Whole Time					
	77	Director to Joint					
		Managing Director of					
		the Company retaining				,	
		all the existing terms			·		
		and conditions of his					
		appointment till the					
		expiry of his present					
		term i.e. 31st October,					
		2023 as approved by					
		the members at the					
		34th annual general					
		meeting held on 9th					
		august, 2018.					

The Resolutions for the ordinary and special businesses as set out in Item No.1 to 8 of the notice of the 35<sup>th</sup> Annual General Meeting, duly approved by the members are recorded as part of the proceedings of the 35<sup>th</sup> Annual General Meeting held on Friday, 9<sup>th</sup> August, 2019.

The meeting, which was commenced at 10.00 a.m. was concluded at 10:25 a.m. with a vote of thanks to the Chair.

PRAKASH M. SANGHVI

CHAIRMAN DIN: 00006354

PLACE: AHMEDABAD

DATE: 04/09/2019