

# GENOMIC VALLEY BIOTECH LIMITED

[CIN : L01122HR1994PLC033029]



4 KM Stone, Berri Chhara Road, P.O. Tanda Heri, Tehsil Bahadurgarh, District Jhajjar, HARYANA, INDIA - 124 507



genomicvalley@gmail.com



www.genomicvalley.com



+91 9811341542



Date: 19<sup>th</sup> January, 2021

To,  
**BSE Limited**  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort  
Mumbai-400001  
Email ID: [corp.relations@bseindia.com](mailto:corp.relations@bseindia.com)

**Ref: Genomic Valley Biotech Limited (539206/ GVBL)**

**Sub: Submission of Signed Minutes of Annual General Meeting held on 31.12.2020**

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 31<sup>st</sup> December, 2020.

You are kindly requested to take the same on records & acknowledgement.

Thanking you.

Yours sincerely

For Genomic Valley Biotech Limited



**Yogesh Agrawal**  
Managing Director  
DIN: 01165288  
Add: G-74, Pushkar Enclave,  
Paschim Vihar Delhi – 110063

Encl: A/a

# MINUTE BOOK

**MINUTES OF TWENTY SIXTH (26<sup>TH</sup>) ANNUAL GENERAL MEETING OF THE MEMBERS OF GENOMIC VALLEY BIOTECH LIMITED HELD ON THURSDAY, THE 31<sup>ST</sup> DAY OF DECEMBER, 2020 AT 11:00 AM AND CONCLUDED AT 11:40 AM AT THE REGISTERED OFFICE OF THE COMPANY AT 4 K.M. STONE, BERRI CHHARRA ROAD, P.O. TANDAHERI, TEH. BAHADURGARH, DIST. JHAJJAR, HARYANA-124507.**

## **PRESENT:**

### **Directors**

1. MR. YOGESH AGRAWAL : Chairman and Managing Director
2. MRS. PARUL AGRAWAL : Non-Executive - Non Independent Director
3. MR. PRADEEP GUPTA : Non-Executive - Independent Director
4. MR. SATENDRA KUMAR GOYAL : Non-Executive - Independent Director

### **Members**

As per the Attendance Register

### **In Attendance**

1. MR. LALIT SHAH : Chief Financial Officer

### **Invitees**

1. Mr. Rohit Batham, Secretarial Auditor of the Company and Scrutinizer for E-Voting & Voting Through Poll in Annual General Meeting in Individual Capacity.

### **1. LEAVE OF ABSENCE**

Mr. Yogesh Agrawal, Chairman informed the members that all the Directors were present and the Committee head Mr. Pradeep Gupta (DIN- 00503623), Chairman of Audit Committee, Stakeholders' Relationship Committee, Nomination, and Remuneration Committee attended the meeting.

### **2. CHAIRMAN**

Mr. Yogesh Agrawal, Chairman and Managing Director took the Chair and 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.

The Chairman informed that the Notice convening the 26<sup>th</sup> Annual General Meeting, Audited Financial Statements for the year ended on 31<sup>st</sup> March, 2020 along with the Report of Directors' thereon along with 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 31<sup>st</sup> March, 2020. 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,

CHAIRMAN'S  
INITIALS

*Kanup*

# MINUTE BOOK

C & F Agents, Retailers, Suppliers, Bankers and all other business associates for their enduring support.

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 05<sup>th</sup> December, 2020 convening the 26<sup>th</sup> Annual General Meeting ('AGM'), Directors' Report and Financial Statements for the year ended 31<sup>st</sup> March, 2020 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

The Chairman 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 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 28<sup>th</sup> December, 2020 to 30<sup>th</sup> December, 2020. It was further informed that the Company has appointed M/s Rohit Batham & Associates, Practicing Company Secretary as the Scrutinizer for remote e-voting as well as physical voting (poll) at this Annual General Meeting.

The Chairman 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.

The Chairman 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 5 of the Notice of the 26<sup>th</sup> 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. Rohit Batham, Scrutinizer appointed for the poll, to take over the poll process and requested them to submit their report by 01<sup>st</sup> January, 2021, 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. Rohit Batham, 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 5 of notice of 26<sup>th</sup> Annual General Meeting of the Company are as under:-

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## ORDINARY BUSINESS

### ITEM NO.1

**TO RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2020, 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 No. 1  |                |                    |   |   |                          |                        |                                      |                                    |
|---|----------------|--------------------|---|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Resolution Required : (Ordinary)  |                |                    | To receive, consider and adopt the Standalone Audited Financial Statements of the Company for the Financial Year ended 31st March, 2020, 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       | 2072450            | 2072450   | 100.00                                  | 2072450                  | 0                      | 100.00                               | 0.00                               |
|   | Poll           |                    | 0   | 0.00                                    | 0                        | 0                      | 0.00                                 | 0.00                               |
|   | Postal Ballot  |                    | 0   | 0.00                                    | 0                        | 0                      | 0.00                                 | 0.00                               |
|   | <b>Total</b>   |                    | <b>2072450</b>  | <b>100.00</b>                           | <b>2072450</b>           | <b>0</b>               | <b>100.00</b>                        | <b>0.00</b>                        |
| Public Institutions   | E-Voting       | 0                  | 0   | 0.00                                    | 0                        | 0                      | 0.00                                 | 0.00                               |
|   | Poll           |                    | 0   | 0.00                                    | 0                        | 0                      | 0.00                                 | 0.00                               |
|   | Postal Ballot  |                    | 0   | 0.00                                    | 0                        | 0                      | 0.00                                 | 0.00                               |
|   | <b>Total</b>   |                    | <b>0</b>  | <b>0.00</b>                             | <b>0</b>                 | <b>0</b>               | <b>0.00</b>                          | <b>0.00</b>                        |
| Public Non Institutions   | E-Voting       | 982050             | 960974  | 97.85                                   | 960974                   | 0                      | 100.00                               | 0.00                               |
|   | Poll           |                    | 200   | 0.02                                    | 200                      | 0                      | 100.00                               | 0.00                               |
|   | Postal Ballot  |                    | 0   | 0.00                                    | 0                        | 0                      | 0.00                                 | 0.00                               |
|   | <b>Total</b>   |                    | <b>961174</b>   | <b>97.87</b>                            | <b>961174</b>            | <b>0</b>               | <b>100.00</b>                        | <b>0.00</b>                        |
| <b>Total</b>  |                | <b>3054500</b>     | <b>3033624</b>  | <b>99.32</b>                            | <b>3033624</b>           | <b>0</b>               | <b>100.00</b>                        | <b>0.00</b>                        |

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, 2020 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 were hereby approved and adopted.”

CHAIRMAN'S  
INITIALS

*Kanungo*

# MINUTE BOOK

## ITEM NO. 2

### TO RE-APPOINT MRS. PARUL AGRAWAL (DIN: 01165188) WHO RETIRES BY ROTATION AND ELIGIBLE OFFER HERSELF 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 No. 2  |                |                    |  |   |                          |                        |                                      |                                    |
|---|----------------|--------------------|--|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Resolution Required : (Ordinary)  |                |                    | To re-appoint Mrs. Parul Agrawal (DIN: 01165188) who retires by rotation and eligible offer herself 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       | 2072450            | 0  | 0.00                                    | 0                        | 0                      | 0.00                                 | 0.00                               |
|   | Poll           |                    | 0  | 0.00                                    | 0                        | 0                      | 0.00                                 | 0.00                               |
|   | Postal Ballot  |                    | 0  | 0.00                                    | 0                        | 0                      | 0.00                                 | 0.00                               |
|   | <b>Total</b>   |                    | <b>0</b>   | <b>0.00</b>                             | <b>0</b>                 | <b>0</b>               | <b>0.00</b>                          | <b>0.00</b>                        |
| Public Institutions   | E-Voting       | 0                  | 0  | 0.00                                    | 0                        | 0                      | 0.00                                 | 0.00                               |
|   | Poll           |                    | 0  | 0.00                                    | 0                        | 0                      | 0.00                                 | 0.00                               |
|   | Postal Ballot  |                    | 0  | 0.00                                    | 0                        | 0                      | 0.00                                 | 0.00                               |
|   | <b>Total</b>   |                    | <b>0</b>   | <b>0.00</b>                             | <b>0</b>                 | <b>0</b>               | <b>0.00</b>                          | <b>0.00</b>                        |
| Public Non Institutions   | E-Voting       | 982050             | 960974   | 97.85                                   | 960974                   | 0                      | 100.00                               | 0.00                               |
|   | Poll           |                    | 200  | 0.02                                    | 200                      | 0                      | 100.00                               | 0.00                               |
|   | Postal Ballot  |                    | 0  | 0.00                                    | 0                        | 0                      | 0.00                                 | 0.00                               |
|   | <b>Total</b>   |                    | <b>961174</b>  | <b>97.87</b>                            | <b>961174</b>            | <b>0</b>               | <b>100.00</b>                        | <b>0.00</b>                        |
| <b>Total</b>  |                | <b>3054500</b>     | <b>961174</b>  | <b>31.47</b>                            | <b>961174</b>            | <b>0</b>               | <b>100.00</b>                        | <b>0.00</b>                        |

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

**“RESOLVED THAT** Mrs. Parul Agrawal (DIN: 01165188), who retires by rotation and, being eligible, offers himself for re-appointment, be and is hereby re-appointed as Director.”

CHAIRMAN'S INITIALS

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# MINUTE BOOK

Saraswati  
REGD.

## SPECIAL BUSINESS

### ITEM NO. 3

#### RE-APPOINTMENT OF MR. YOGESH AGRAWAL AS CHAIRMAN AND MANAGING DIRECTOR OF THE COMPANY FOR THE PERIOD OF 5 (FIVE) YEARS WITH EFFECT FROM 07.09.2020:

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 No. 3  |                |                    |  |   |                          |                        |                                      |                                    |
|---|----------------|--------------------|--|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Resolution Required : (Special)   |                |                    | RE-APPOINTMENT OF MR. YOGESH AGRAWAL AS CHAIRMAN AND MANAGING DIRECTOR OF THE COMPANY FOR THE PERIOD OF 5 (FIVE) YEARS WITH EFFECT FROM 07.09.2020 |   |                          |                        |                                      |                                    |
| 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       | 2072450            | 0  | 0.00                                    | 0                        | 0                      | 0.00                                 | 0.00                               |
|   | Poll           |                    | 0  | 0.00                                    | 0                        | 0                      | 0.00                                 | 0.00                               |
|   | Postal Ballot  |                    | 0  | 0.00                                    | 0                        | 0                      | 0.00                                 | 0.00                               |
|   | <b>Total</b>   |                    | <b>0</b>   | <b>0.00</b>                             | <b>0</b>                 | <b>0</b>               | <b>0.00</b>                          | <b>0.00</b>                        |
| Public Institutions   | E-Voting       | 0                  | 0  | 0.00                                    | 0                        | 0                      | 0.00                                 | 0.00                               |
|   | Poll           |                    | 0  | 0.00                                    | 0                        | 0                      | 0.00                                 | 0.00                               |
|   | Postal Ballot  |                    | 0  | 0.00                                    | 0                        | 0                      | 0.00                                 | 0.00                               |
|   | <b>Total</b>   |                    | <b>0</b>   | <b>0.00</b>                             | <b>0</b>                 | <b>0</b>               | <b>0.00</b>                          | <b>0.00</b>                        |
| Public Non Institutions   | E-Voting       | 982050             | 960974   | 97.85                                   | 960974                   | 0                      | 100.00                               | 0.00                               |
|   | Poll           |                    | 200  | 0.02                                    | 200                      | 0                      | 100.00                               | 0.00                               |
|   | Postal Ballot  |                    | 0  | 0.00                                    | 0                        | 0                      | 0.00                                 | 0.00                               |
|   | <b>Total</b>   |                    | <b>961174</b>  | <b>97.87</b>                            | <b>961174</b>            | <b>0</b>               | <b>100.00</b>                        | <b>0.00</b>                        |
| <b>Total</b>  |                | <b>3054500</b>     | <b>961174</b>  | <b>31.47</b>                            | <b>961174</b>            | <b>0</b>               | <b>100.00</b>                        | <b>0.00</b>                        |

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 196, 197, 198 and 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 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Yogesh Agrawal be and is hereby re-appointed as a Chairman and Managing Director of the Company for a period of 5 (Five) consecutive years with effect from 07.09.2020 on such remuneration of and terms & conditions as detailed below:

- Term:** 07<sup>th</sup> September, 2020 to 06<sup>th</sup> September, 2025

CHAIRMAN'S  
INITIALS

*X. G. G. G.*

# MINUTE BOOK

2. **Nature of Duties:** Mr. Yogesh Agrawal 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:** Rs. 2,50,000/- per month (Consolidated)
4. **Minimum Remuneration:** The above remuneration shall also be paid as minimum remuneration to Mr. Yogesh Agrawal 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."

#### ITEM NO.4

#### APPOINTMENT OF MR. SATENDRA KUMAR GOYAL (DIN: 08767544) AS AN INDEPENDENT DIRECTOR 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 No. 4  |                |                    |   |   |                          |                        |                                      |                                    |
|---|----------------|--------------------|---|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Resolution Required : (Special)   |                |                    | APPOINTMENT OF MR. SATENDRA KUMAR GOYAL (DIN: 08767544) AS AN INDEPENDENT DIRECTOR OF THE COMPANY |   |                          |                        |                                      |                                    |
| 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       |                    | 2072450   | 100.00                                  | 2072450                  | 0                      | 100.00                               | 0.00                               |
|   | Poll           | 2072450            | 0   | 0.00                                    | 0                        | 0                      | 0.00                                 | 0.00                               |
|   | Postal Ballot  |                    | 0   | 0.00                                    | 0                        | 0                      | 0.00                                 | 0.00                               |
| <b>Total</b>  |                |                    | <b>2072450</b>  | <b>100.00</b>                           | <b>2072450</b>           | <b>0</b>               | <b>100.00</b>                        | <b>0.00</b>                        |
| Public Institutions   | E-Voting       |                    | 0   | 0.00                                    | 0                        | 0                      | 0.00                                 | 0.00                               |
|   | Poll           | 0                  | 0   | 0.00                                    | 0                        | 0                      | 0.00                                 | 0.00                               |
|   | Postal Ballot  |                    | 0   | 0.00                                    | 0                        | 0                      | 0.00                                 | 0.00                               |
| <b>Total</b>  |                |                    | <b>0</b>  | <b>0.00</b>                             | <b>0</b>                 | <b>0</b>               | <b>0.00</b>                          | <b>0.00</b>                        |

CHAIRMAN'S INITIALS

*Kamran*

# MINUTE BOOK

Saraswati  
REGD.

|                         |               |                |                |              |                |          |               |             |
|-------------------------|---------------|----------------|----------------|--------------|----------------|----------|---------------|-------------|
| Public Non Institutions | E-Voting      |                | 960974         | 97.85        | 960974         | 0        | 100.00        | 0.00        |
|                         | Poll          | 982050         | 200            | 0.02         | 200            | 0        | 100.00        | 0.00        |
|                         | Postal Ballot |                | 0              | 0.00         | 0              | 0        | 0.00          | 0.00        |
|                         | <b>Total</b>  |                | <b>961174</b>  | <b>97.87</b> | <b>961174</b>  | <b>0</b> | <b>100.00</b> | <b>0.00</b> |
| <b>Total</b>            |               | <b>3054500</b> | <b>3033624</b> | <b>99.32</b> | <b>3033624</b> | <b>0</b> | <b>100.00</b> | <b>0.00</b> |

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

**“RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (the Act) and the Companies (Appointment and Qualifications of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), on the recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors for appointment of Mr. Satendra Kumar Goyal (DIN: 08767544) as an Additional Director in the capacity of an Independent Director of the Company w.e.f. June 30, 2020, who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1) (b) of the Listing Regulations and is eligible for appointment, and in respect of whom the Company has received a notice in writing in terms of Section 160(1) of the Act and who holds office as such up to the date of ensuing Annual General Meeting, 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 period effective from June 30, 2020 till June 29, 2025.”

#### ITEM NO.5

**TO SELL, LEASE, COLLABORATE OR SELF DEVELOP RESIDENTIALLY AND COMMERCIALY OR OTHERWISE DISPOSE OF THE WHOLE OR SUBSTANTIALLY THE WHOLE OF THE LAND, PROPERTY OR UNDERTAKING(S) OF THE COMPANY ALONG WITH ALL DEVELOPMENT RIGHTS AND ENTIRE FACILITIES AVAILABLE WHATSOEVER AT THE LAND, PROPERTY OR UNDERTAKING(S) OF THE COMPANY AS PER SECTION 180(1)(A) OF THE COMPANIES ACT, 2013:**

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 No. 5  |                |                    |   |   |                          |                        |                                      |                                    |
|---|----------------|--------------------|---|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Resolution Required : (Special)   |                |                    | TO SELL, LEASE, COLLABORATE OR SELF DEVELOP RESIDENTIALLY AND COMMERCIALY OR OTHERWISE DISPOSE OF THE WHOLE OR SUBSTANTIALLY THE WHOLE OF THE LAND, PROPERTY OR UNDERTAKING(S) OF THE COMPANY ALONG WITH ALL DEVELOPMENT RIGHTS AND ENTIRE FACILITIES AVAILABLE WHATSOEVER AT THE LAND, PROPERTY OR UNDERTAKING(S) OF THE COMPANY AS PER SECTION 180(1)(A) OF THE COMPANIES ACT, 2013 |   |                          |                        |                                      |                                    |
| 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       |                    | 2072450   | 100.00                                  | 2072450                  | 0                      | 100.00                               | 0.00                               |
|   | Poll           | 2072450            | 0   | 0.00                                    | 0                        | 0                      | 0.00                                 | 0.00                               |
|   | Postal Ballot  |                    | 0   | 0.00                                    | 0                        | 0                      | 0.00                                 | 0.00                               |
|   | <b>Total</b>   |                    | <b>2072450</b>  | <b>100.00</b>                           | <b>2072450</b>           | <b>0</b>               | <b>100.00</b>                        | <b>0.00</b>                        |

CHAIRMAN'S  
INITIALS

*Kamran*



# MINUTE BOOK

|                         |               |                |                |              |                |          |               |             |
|-------------------------|---------------|----------------|----------------|--------------|----------------|----------|---------------|-------------|
| Public Institutions     | E-Voting      | 0              | 0              | 0.00         | 0              | 0        | 0.00          | 0.00        |
|                         | Poll          |                | 0              | 0.00         | 0              | 0        | 0.00          | 0.00        |
|                         | Postal Ballot |                | 0              | 0.00         | 0              | 0        | 0.00          | 0.00        |
|                         | Total         |                | 0              | 0.00         | 0              | 0        | 0.00          | 0.00        |
| Public Non Institutions | E-Voting      | 982050         | 960974         | 97.85        | 960974         | 0        | 100.00        | 0.00        |
|                         | Poll          |                | 200            | 0.02         | 200            | 0        | 100.00        | 0.00        |
|                         | Postal Ballot |                | 0              | 0.00         | 0              | 0        | 0.00          | 0.00        |
|                         | Total         |                | 961174         | 97.87        | 961174         | 0        | 100.00        | 0.00        |
| <b>Total</b>            |               | <b>3054500</b> | <b>3033624</b> | <b>99.32</b> | <b>3033624</b> | <b>0</b> | <b>100.00</b> | <b>0.00</b> |

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

**“RESOLVED THAT** pursuant to provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, (“Act”) including any statutory modifications or re-enactment thereof for the time being in force and rules made thereunder and subject to such other requisite approvals, if any, in this regard from appropriate authorities and terms(s), condition(s), amendment(s), modification(s), as may be required or suggested by any such appropriate authorities, and agreed to by the Board of Directors of the Company (hereinafter referred to as “Board” which term shall include any Committee or one or more Directors) and subject to SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 , the consent of the members of the Company be and is hereby accorded to sell, lease, collaborate or self-develop residentially and commercially or otherwise dispose of the whole or substantially the whole of the land, property or undertaking(s) of the Company along with all development rights and entire facilities available whatsoever at the land, property or undertaking(s) on the terms and conditions shall be set out in the sale deed, lease deed, Agreement to sell and lease, collaboration agreement/understanding/deed, agreement/deed/understanding for self-development residentially and commercially and any other deed, agreement, documents or papers related to sell, lease, collaborate or self-develop residentially and commercially or otherwise dispose of the whole or substantially the whole of the land, property or undertaking(s) of the Company along with all development rights and entire facilities available whatsoever at the land, property or undertaking(s).

**RESOLVED FURTHER THAT** Mr. Yogesh Agrawal, Managing Director and Mrs. Parul Agrawal, Director of the Company, be and are hereby authorized to do all such other act(s), thing(s), and deed(s), as may be required or deemed necessary to give effect to the above resolution.”

There being no other business to transact, the meeting ended with a vote of thanks to the Chair at 11:40 A.M.

**Date of Entry: 19/01/2021**  
**Date of Signing: 19/01/2021**  
**Place: Haryana**

  
**Yogesh Agrawal**  
**CHAIRMAN**  
**(DIN: 01165288)**

CHAIRMAN'S  
INITIALS