



NARENDRA PROPERTIES LTD.

Regd. Off. : Makanji House, 2nd Floor, # 49 (Old 25) Barnaby Road, Kilpauk, Chennai - 600 010.

DATED: 10th OCTOBER 2024

To,
THE BOMBAY STOCK EXCHANGE
CORPORATE RELATIONSHIP DEPARTMENT
1ST FLOOR, NEW TRADING WING
ROTUNDA BUILDING
PHIROZE JEEJEEBHOY TOWERS
DALAL STREET, MUMBAI – 400 001

Dear sir,

Sub: Minutes of the 29th Annual General Meeting held on 28th September 2024
Ref: Scrip code : 531416

We are sending herewith the certified copy of the Minutes of the Proceedings of the 29th AGM held on 28th September 2024.

We request you to kindly take on record the same and acknowledge.

Thanking you,

Yours faithfully,
FOR NARENDRA PROPERTIES LIMITED


CHIRAG N. MAHER
MANAGING DIRECTOR
DIN: 00078373

MINUTES OF THE 29TH ANNUAL GENERAL MEETING OF THE MEMBERS OF M/s NARENDRA PROPERTIES LIMITED HELD ON SATURDAY, THE 28TH OF SEPTEMBER 2024 AT 9.00 AM THROUGH VIDEO CONFERENCING ('VC') AND OTHER AUDIO-VISUAL MEANS ('OAVM')

DIRECTORS, KMPs & AUDITORS PARTICIPATING THROUGH VC:

| SNO | NAME | DESIGNATION |
|-----|---------------------------------------------------------------------------|----------------------------------------|
| I | DIRECTORS: | |
| 1 | Mr. MAHENDRA K MAHER | Chairman & Non-Independent Director |
| 2 | Mr. CHIRAG N MAHER | Managing Director |
| 3 | Mrs. KAVITA PATEL | Independent Director |
| 4 | Mr. NARENDRA KUMAR LUNAWATH | Independent Director |
| 5 | Mr. ARAVIND KUMAR AYUSH JAIN | Independent Director |
| II. | KMPs' OTHER THAN DIRECTORS: | |
| 1 | Mr. JITESH D MAHER | Chief Financial Officer |
| 2 | Ms. KHADIJA SHABBIR BHARMAL | Company Secretary & Compliance Officer |
| III | AUDITORS: | |
| 1 | CA. JAINENDAR P M/s Sanjiv Shah & Associates, Chartered Accountants | Statutory Auditors |
| 2 | Ms. SNEHA JAIN | Secretarial Auditor |
| 3 | Mr. R MUGUNTHAN | Internal Auditor |

MEMBERS PRESENT THROUGH VC:

AS PER VENUE ATTENDANCE REPORT SUBMITTED BY CDSL, A TOTAL OF 21 MEMBERS WERE PRESENT THROUGH VIDEO CONFERENCING

The 29TH Annual General Meeting commenced at 9.00 A.M.

1. CHAIRMAN

Mr. MAHENDRA K MAHER, Chairman of the Board of Directors, occupied the Chair and commenced the proceedings.

2. QUORUM

This 29th AGM was being conducted through VIDEO CONFERENCING ('VC') AND OTHER AUDIO-VISUAL MEANS ('OAVM'). The Central Depository Services Limited (CDSL) has been engaged as the Technology Service Provider for facilitating this meeting through VC / OAVM.

The Chairman informed the members that, as per the Venue Attendance Report furnished by CDSL, the quorum required for the meeting being present in adequate numbers the meeting was called to order.

3. NOTICE

The Chairman informed the members that the 29th AGM is being conducted through Video Conferencing for the ease and convenience of all members and to ensure maximum participation.



The Chairman further informed the members that the Notice dated 1st AUGUST 2024 had been sent well in advance. In compliance with the applicable regulatory notifications, the Notice, together with the Annual Report for the financial year 2023-24, was sent only in electronic form, in accordance with the relaxation granted by the Securities and Exchange Board of India and the Ministry of Corporate Affairs vide applicable circulars, to all the shareholders whose names appear on the Register of Members / list of Beneficial Owners as received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) and who have registered their email id with the Company/ Depositories. The required newspaper advertisement was also made as required under the MCA / SEBI Circulars. The Notice along with Annual Report was also hosted at the website of the Company and at the website of the stock exchange BSE Ltd.

The Notice shall have to be read over at this meeting. However, with the permission of the members, to save time the notice was taken as read and taken on record.

4. AUDITOR'S REPORT

The Chairman informed the members that the Auditor's report issued by the Statutory Auditors M/s Sanjiv Shah & Associates, Chartered Accountants, was already sent to all the members. The Auditors Report on the Financial Statements for the year ended 31st March 2024 is an un-modified (clean) report and as such, as per provisions of section 145 of the Companies Act, 2013, need not have to be read over at the meeting.

With the permission of the members the Audit report was taken as read.

5. CHAIRMAN'S SPEECH

Thereafter, Chairman delivered his speech to the members of the Company at the 29th AGM.

6. DISCUSSION ON AGENDA ITEMS

The Chairman informed the members that they are now welcome to discuss the agenda items proposed in the Notice.

The Chairman informed the members that the Company had received requests from 3 shareholders for allowing them to speak at the AGM. The names of the shareholders were registered as Speakers, respective shareholders had requested to speak at the meeting and their respective registered Speaker names were called out and the Chairman waited for a while since no response from the Speakers, the Chairman proceeded with meeting further.

Further the Chairman also informed that the queries of the shareholders, received by the Company by email prior to the meeting from them, have been replied and addressed duly by email to the respective shareholders.

The meeting continued with discussions on the agenda items proposed at the meeting, the Chairman conducted further proceedings.

7. ELECTRONIC VOTING AND AGM VENUE VOTING

The Chairman informed the members that as per the provisions of the Companies Act, 2013, members have been provided with an opportunity to cast votes through electronic means through the website maintained by CDSL www.evotingindia.com. The members have utilized this opportunity to cast their votes electronically. The Company has adhered to the rules specified with regard to providing electronic voting facilities for all the 4 resolutions proposed in the Notice Convening this AGM.



Members who have not exercised their votes through remote / electronic voting were invited do so now by accessing the venue voting module through www.evotingindia.com which has been enabled and will be kept open until the conclusion of this AGM.

The Chairman further informed the members that the electronic voting closed on 27th September 2024 at 5.00 p.m. As per the procedure announced by the Ministry of Corporate Affairs, the result of Electronic Voting is kept secret, and it will be made known by CDSL only after the conclusion of this AGM and after the Scrutinizer authorizes finalization of voting. The Scrutinizer will have to render his report within a period of two days from the conclusion of the AGM. Thereafter, the result of voting and adoption of the resolutions proposed at this AGM will be determined and declared latest by 30th September 2024. The result of voting will be made available to Bombay Stock Exchange (BSE Ltd) through their website www.bseindia.com and also will be published at the website of the Company at www.narendraproperties.com for the information of all the members and also for the information of the investing community. The results declared on or before 30th September 2024 will be deemed to be passed at this 29th AGM held on 28th September 2024, and it will be recorded in, and it will be a part of the Minutes of this 29th AGM.

The Scrutinizers submitted their report on 29th September 2024. Based on the report, the Chairman declared the results on 30th September 2024 which was communicated to the BSE Ltd and also uploaded on the website of the Company at www.narendraproperties.com. The proceedings relating to the resolutions passed at the 29th AGM and the manner of voting and adoption of the resolution is described herein below.

8. ADOPTION OF FINANCIAL STATEMENTS

The Chairman informed the members that the Annual Report for the year 2023-24 containing the Financial Statements as on 31st March 2024 and the Auditors' and Directors' Report together with reports and statements to be annexed thereto have already been sent to the members.

The Auditor's report and the Directors' Report was, with the permission of the members, taken as read.

The Chairman thereafter invited the members to seek any clarification / explanation that they may need on the accounts of the Company.

The members present had discussion at the AGM regarding the state of affairs of the Company's business and other matters.

The Chairman informed the members that the following ORDINARY RESOLUTION was proposed in the Notice for approval at this AGM on which the shareholders have cast their votes electronically during the electronic voting period or through venue voting during the AGM:

"RESOLVED THAT the Audited Financial Statement of the Company for the financial year ended 31st March 2024 and the Directors' and Auditor's Report thereon, together with all the reports, statements and notes annexed thereto, be and are hereby approved and adopted."

Based on the Scrutinizer Report dated 29.09.2024, the Chairman declared on 30.09.2024, that the above-mentioned ORDINARY RESOLUTION was declared PASSED WITH REQUISITE MAJORITY with Valid Votes cast in the following manner:



Type of Resolution: Ordinary Resolution

Voted in favour of Resolution:

| Number of Members Voted through e-voting system | Number of votes cast by them | % of Total Number of Valid Votes cast |
|-------------------------------------------------|------------------------------|---------------------------------------|
| 68 | 6152300 | 99.45 |

Voted against the Resolution:

| Number of Members Voted through e-voting system | Number of votes cast by them | % of Total Number of Valid Votes cast |
|-------------------------------------------------|------------------------------|---------------------------------------|
| 9 | 34048 | 0.55 |

Invalid Votes:

| Total Number of Members whose votes were declared invalid | Total Number of votes cast by them |
|-----------------------------------------------------------|------------------------------------|
| Nil | Nil |

Result: Ordinary Resolution passed with requisite majority

9. DECLARATION OF DIVIDEND

The Chairman informed the members that the following ORDINARY RESOLUTION was proposed in the Notice for approval at this AGM on which the shareholders have cast their votes electronically during the electronic voting period or through venue voting during the AGM:

"RESOLVED THAT dividend of Rs.1/- (i.e., 10%) per equity share of Rs.10/- each fully paid up be and is hereby declared for the financial year ended 31st March 2024."

Based on the Scrutinizer Report dated 29.09.2024, the Chairman declared on 30.09.2024, that the above-mentioned ORDINARY RESOLUTION was declared PASSED WITH REQUISITE MAJORITY with Valid Votes cast in the following manner:

Type of Resolution: Ordinary Resolution

Voted in favour of Resolution:

| Number of Members Voted through e-voting system | Number of votes cast by them | % of Total Number of Valid Votes cast |
|-------------------------------------------------|------------------------------|---------------------------------------|
| 68 | 6152300 | 99.45 |

Voted against the Resolution:

| Number of Members Voted through e-voting system | Number of votes cast by them | % of Total Number of Valid Votes cast |
|-------------------------------------------------|------------------------------|---------------------------------------|
| 9 | 34048 | 0.55 |

Invalid Votes:

| Total Number of Members whose votes were declared invalid | Total Number of votes cast by them |
|-----------------------------------------------------------|------------------------------------|
| Nil | Nil |

Result: Ordinary Resolution passed with requisite majority



10. RE-APPOINTMENT OF Mr. NISHANK SAKARIYA (holding DIN:02254929) AS DIRECTOR

The Chairman informed the members that the following ORDINARY RESOLUTION was proposed in the Notice for approval at this AGM on which the shareholders have cast their votes electronically during the electronic voting period or through venue voting during the AGM:

"RESOLVED THAT Mr. NISHANK SAKARIYA (holding DIN:02254929), the retiring Director, be and is hereby re-elected as Director of the Company, liable for retirement by rotation."

Based on the Scrutinizer Report dated 29.09.2024, the Chairman declared on 30.09.2024, that the above-mentioned ORDINARY RESOLUTION was declared PASSED WITH REQUISITE MAJORITY with Valid Votes cast in the following manner:

Type of Resolution: Ordinary Resolution

Voted in favour of Resolution:

| Number of Members Voted through e-voting system | Number of votes cast by them | % of Total Number of Valid Votes cast |
|-------------------------------------------------|------------------------------|---------------------------------------|
| 44 | 1130479 | 97.07 |

Voted against the Resolution:

| Number of Members Voted through e-voting system | Number of votes cast by them | % of Total Number of Valid Votes cast |
|-------------------------------------------------|------------------------------|---------------------------------------|
| 11 | 34069 | 2.93 |

Invalid Votes:

| Total Number of Members whose votes were declared invalid | Total Number of votes cast by them |
|-----------------------------------------------------------|------------------------------------|
| Nil | Nil |

Result: Ordinary Resolution passed with requisite majority

11. RE-APPOINTMENT OF MR. CHIRAG N MAHER AS MANAGING DIRECTOR & CHIEF EXECUTIVE OFFICER

The Chairman informed the members that the following ORDINARY RESOLUTION was proposed in the Notice for approval at this AGM on which the shareholders have cast their votes electronically during the electronic voting period or through venue voting during the AGM:

"RESOLVED THAT pursuant to Sections 196, 197, 198 and 203 read along with Schedule V and other applicable provisions of the Companies Act, 2013, Mr. CHIRAG N MAHER (holding DIN: 00078373) be and is hereby re-appointed as MANAGING DIRECTOR & CHIEF EXECUTIVE OFFICER of the Company for a period of FIVE YEARS from 9th August 2024 to 8th August 2029.

"RESOLVED FURTHER THAT Mr. CHIRAG N MAHER, Managing Director & Chief Executive Officer, shall be paid a minimum remuneration of Rs. 1,80,000/- (Rupees One Lakh Eighty Thousand only) per month and the remuneration be paid in the scale of Rs. 1,25,000/- to Rs. 5,00,000/- per month, including and comprising of salary, allowances, perquisites, incentives, bonus or any other amount paid as remuneration or perquisite as may be approved by the Board such that the total remuneration are within the scale as mentioned above and are within the limits prescribed under sections 196,



197, read along with Schedule V to the Companies Act, 2013, or any modification or amendment thereto with periodical increments, as may be sanctioned by the Board in the scale as mentioned above pursuant to evaluation and recommendation made by the Nomination & Remuneration Committee.”

Based on the Scrutinizer Report dated 29.09.2024, the Chairman declared on 30.09.2024, that the above-mentioned ORDINARY RESOLUTION was declared PASSED WITH REQUISITE MAJORITY with Valid Votes cast in the following manner:

Type of Resolution: Ordinary Resolution

Voted in favour of Resolution:

| Number of Members Voted through e-voting system | Number of votes cast by them | % of Total Number of Valid Votes cast |
|-------------------------------------------------|------------------------------|---------------------------------------|
| 44 | 1130479 | 97.07 |

Voted against the Resolution:

| Number of Members Voted through e-voting system | Number of votes cast by them | % of Total Number of Valid Votes cast |
|-------------------------------------------------|------------------------------|---------------------------------------|
| 11 | 34069 | 2.93 |

Invalid Votes:

| Total Number of Members whose votes were declared invalid | Total Number of votes cast by them |
|-----------------------------------------------------------|------------------------------------|
| Nil | Nil |

Result: Ordinary Resolution passed with requisite majority

12. CONCLUSION

The Chairman thereafter thanked the members for attending this meeting and for having cooperated for passing all the resolutions proposed at this meeting with unanimous consent.

The meeting thereafter concluded at about 09.20 A.M. with a vote of thanks to the Chair.

PLACE: CHENNAI
DATED: 10.10.2024




MAHENDRA K MAHER [DIN: 00078348]
CHAIRMAN OF THE MEETING