

**ADINATH TEXTILES LIMITED**  
CIN: L17115PB1979PLC003910  
REGD. OFFICE: VILLAGE BHOLAPUR, P. O. SAHABANA  
CHANDIGARH ROAD, LUDHIANA – 141 123  
E-MAIL: [atl@shreyansgroup.com](mailto:atl@shreyansgroup.com), Website: [www.adinathtextiles.com](http://www.adinathtextiles.com)  
Tele: +91 161 2685271, 2685272, 6574125, Fax: +91 161 2685270

**Proceedings of the 34<sup>th</sup> Annual General Meeting of the Company held on Wednesday, the 13<sup>th</sup> day of August, 2014 at 11.30 A.M. at the Registered office of the Company Village: Bholapur, P. O. Sahabana, Chandigarh Road, Ludhiana-141 123.**

**PRESENT**

Sh. Rajneesh Oswal	Executive Director
Sh. R. P. Gupta	Independent Director (Audit Committee- Chairman)
Sh. Arun K. Goel	Independent Director

**IN ATTENDANCE**

Promoters and Promoter Group:	11
Public:	22

The Attendance Register of shareholders present in person or by proxy as well as the Directors and Register of Director's Shareholding were produced at the commencement of meeting and kept open / accessible during the meeting.

**Chairman of the meeting**

Pursuant to Article 79 of the Articles of Association of the company Sh. Rajneesh Oswal, Chairman of the Board, took the chair.

The requisite quorum being present, the Chairman called the meeting to order.

**Chairman's Speech**

The Chairman welcomed the members to the meeting. He spoke about the working of the company. He apprised the members about the future plans of the company.

Thereafter, The Chairman invited the members for their comments on the working of the Company during the year under review and if they had any questions to ask about the Company's working, he would be glad to answer the same. Thereafter several members put forth their queries on the working of the Company and the annual accounts for the FY 2013-14. The Chairman thanked the shareholders for their keen interest in the Company's working and replied their queries.

The Chairman informed the members that as required under Section 108 and 109 of the Companies Act, 2013 and Clause 35B of the Listing Agreement, the Company was required to mandatory provide e-voting facility to its members in respect of all resolutions to be passed at this Annual General Meeting. Accordingly, the Company had provided e-voting facility to all the Members as on record date i.e. 11<sup>th</sup> July, 2014. He further informed that Mr. P .S. Bathla, Scrutinizer appointed for e-voting process had submitted his report on e-voting.



*[Handwritten signature]*

He further mentioned that the Ballot Papers were handed over to the Members at the start of the meeting and briefed the members on the Ballot procedure.

The Chairman informed the members that only those members who have not voted electronically are eligible to participate in the Ballot procedure.

**Notice of the meeting**

With the consent of the members, the notice convening the meeting was taken as read and Chairman started the agenda items.

**The Auditor's Report was read by Sh. R. P. Gupta, Director of the Company.**

Thereafter the agenda items, as per notice of Annual General Meeting were taken up for approval of members.

**Resolutions:**

**Ordinary Business:**

**1. Adoption of Accounts: - Ordinary Resolution**

Proposed by: Mr. Surinder Kumar Sharma

Seconded by: Mr. Dalbir Singh

"RESOLVED THAT the Audited Balance Sheet as at 31<sup>st</sup> March, 2014 and Profit and Loss Account for the year ended on that date, together with the Report of Auditors and Directors thereon, be and are hereby received, considered & adopted."

The Chairman put the motion to vote through poll.

**2. Appointment of Auditors – Ordinary Resolution**

Proposed by: Mr. Davinder Kumar Sharma

Seconded by: Mr. Bhupinder Singh

"Resolved that consent of the Company be and is hereby accorded to re-appoint M/s Dass Khanna & Co., Chartered Accountants, as Statutory Auditors of the Company for a period of three years from the conclusion of this Annual General Meeting until the conclusion of 37<sup>th</sup> Annual General Meeting, subject to ratification by members at every Annual General Meeting, on remuneration as may be decided by the Executive Director of the Company."

The Chairman put the motion to vote through poll.

**SPECIAL BUSINESS**

**3. Re-appointment of Sh. Rajneesh Oswal as an Executive Director - Ordinary Resolution**

Proposed by: Mr. Sanjeev Aggarwal



Seconded by: Mr. Rashpal Singh

“RESOLVED THAT pursuant to the provisions of Section 196 read with Schedule V and other applicable provisions, if any, of the Companies Act 2013 and rules made there under, including any statutory modification or re-enactment thereof, consent of the Company be and is hereby accorded to the re-appointment of Sh. Rajneesh Oswal as an Executive Director of the company for a further period of five years with effect from 1<sup>st</sup> July, 2014 on the terms and conditions as set out in the agreement, to be entered into between the company and Sh. Rajneesh Oswal, as submitted to this meeting which is hereby specifically approved.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such act, deeds and things and to execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolution.”

The Chairman put the motion to vote through poll.

**4. Re-appointment of Sh. R. P. Gupta as an Independent Director- Ordinary Resolution**

Proposed by: Mr. Shiv Kumar

Seconded by: Mr. A. K. Sharma

“Resolved that pursuant to the provisions of Section 149, 152 and other applicable provisions of the Companies Act, 2013 and the rules made there under read with schedule IV to the said Act, consent of the Company be and is hereby accorded to re-appoint Sh. R. P. Gupta as an Independent Director of the Company to hold office from 13<sup>th</sup> August 2014 to 12<sup>th</sup> August 2019, not liable to retire by rotation.”

The Chairman put the motion to vote through poll.

**5. Re-appointment of Sh. S. K. Sekhri as an Independent Director- Ordinary Resolution**

Proposed by: Mr. Ashwani Garg

Seconded by: Mr. Kuldeep Singh

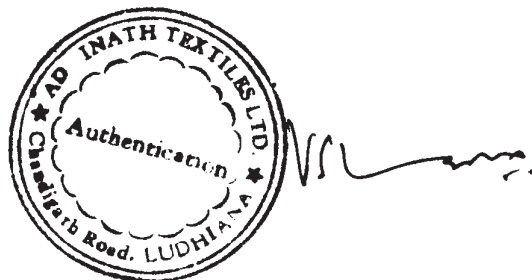
“Resolved that pursuant to the provisions of Section 149, 152 and other applicable provisions of the Companies Act, 2013 and the rules made there under read with schedule IV to the said Act, consent of the Company be and is hereby accorded to re-appoint Sh. S. K. Sekhri as an Independent Director of the Company to hold office from 13<sup>th</sup> August 2014 to 12<sup>th</sup> August 2019, not liable to retire by rotation.”

The Chairman put the motion to vote through poll.

**6. Re-appointment of Sh. Arun K. Goel as an Independent Director- Ordinary Resolution**

Proposed by: Mr. Harjinder Singh

Seconded by: Mr. Ghumman Singh



"Resolved that pursuant to the provisions of Section 149, 152 and other applicable provisions of the Companies Act, 2013 and the rules made there under read with schedule IV to the said Act, consent of the Company be and is hereby accorded to re-appoint Sh. Arun K. Goel as an Independent Director of the Company to hold office from 13<sup>th</sup> August 2014 to 12<sup>th</sup> August 2019, not liable to retire by rotation."

The Chairman put the motion to vote through poll.

**7. Adoption of New Articles of Association of the Company – Special Resolution**

Proposed by: Mr. A. K. Kundra

Seconded by: Mr. Rajiv Sharma

"Resolved that pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014, including any statutory modification(s) or re-enactments thereof, for the time being in force, the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution and to the entire exclusion of the regulations contained in the existing Articles of Association of the Company."

"Resolved further that the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

The Chairman put the motion to vote through poll.

Thereafter, The Chairman requested Mr. P.S. Bathla, Scrutinizer, to count the votes received through the ballot procedure and submit the consolidated report on e-voting as well as ballot process conducted at the meeting.

After sometime the Scrutinizer submitted consolidated report on voting to the Chairman.

Thereafter, the Chairman informed the members that the Scrutinizer has submitted his consolidated report on voting (including both e-voting & poll). The Chairman announced that as per the report all the resolutions have been passed with requisite majority.

He thanked each member for attending the Annual General Meeting and stated that all business as per Notice have been transacted, the meeting stood concluded.

Sd/-  
CHAIRMAN

