

## MINUTES

MINUTES OF THE PROCEEDINGS OF THE 24<sup>TH</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF M/S. RELIC TECHNOLOGIES LIMITED HELD ON WEDNESDAY , 30<sup>TH</sup> SEPTEMBER, 2015 COMMENCED AT 11:00 A.M. AND CONCLUDED AT 11.45 A.M. AT 7, SANAKRUTI BUILDING, NEAR DAHISAR FLYOVER, ANANDNAGAR< DAHISAR EAST MUMBAI 400068

### PRESENT:

Mr. Baijoo Raval	-	Whole Time Director & Member
Mr Hiren Upadhyay	-	Member
Mr I D Joshi	-	Member
Mr. Manish Desai	-	Member
Ms. Sucheta Shah	-	Member

There are 15 members present

### INVITEE:

M/s. S.K.Bajaj & Associates - presented through Representative

M/S VKM & Associates: PCS Scrutiniser presented through representative

**Total 15 members were present in person and zero proxy was present at 24<sup>th</sup> Annual General Meeting.**

#### **1. Chairman of the Meeting**

Shri. Baijoo Raval was unanimously elected as Chairman of the meeting. After giving thanks, he took the chair and presided the meeting.

#### **2. Records Available for Inspection**

The following registers and documents were placed on the table before the meeting.

- (i) Directors Report for Financial year ended 31<sup>st</sup> March 2015.
- (ii) Auditors Report for Financial year ended 31<sup>st</sup> March 2015.
- (iii) Audited Financials for Financial year ended 31<sup>st</sup> March 2015.
- (iv) Register of Directors, Directors Shareholding and Members.

#### **3. Quorum present at the meeting**

In aggregate 15 members were present at the meeting. Total 15 members were present in person. There was no proxy.

4. At 11.00 a.m. Shri Baijoo Raval, the Chairman, commenced the meeting by welcoming the members at 24th Annual general Meeting of the Company. The Chairman announced that the requisite quorum being present, the meeting is called to order.
5. The Chairman introduced the Directors and Scrutinizer present on dais to shareholders.
6. Then the Chairman announced that, the Poll facility is available to the members and Then Scrutinizer distributed the Poll paper to the members present to cast their vote.
7. The Chairman then took up then items mentioned in the notice.

8. The Chairman then 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) Rules, 2014, the Company had extended the e-voting facility to the Members of the Company in respect of businesses to be transacted at the Annual General Meeting. The e-voting commenced from 27<sup>th</sup> September, 2015 at 9.00 a.m. and ended on 29<sup>th</sup> September, 2015 at 5.00 p.m. M/s. VKM & Associates, Practicing Chartered Accountant was appointed as the Scrutinizer by the Board for scrutinizing the e-voting process. The Chairman informed members that the result of E-voting will be declared along with vote to be casted by members through Poll, once scrutinizer submits it report.

#### **ORDINARY BUSINESSES:**

9. Adoption of Annual Accounts – Ordinary Resolution

Proposed by: Mr. Baijoo Raval, Member

Seconded by: Mr. Hiren Upadhyay, Member

The ordinary resolution set at item no. 1 of the notice pertaining to the adoption of annual accounts along with annexure, proposed and seconded by the aforementioned shareholders and taken up for consideration with the consent of the Members present.

Then Chairman invited the Poll to facilitate the members to cast their votes through Poll and requested the members to cast their votes through Poll Paper distributed to them and requested to put said poll papers in empty Ballot Box available before desk.

“Resolved That the Audited Balance Sheet & Profit & statement of Profit and Loss Account and Cash Flow Statement for the financial year ended March 31, 2015 along with the Auditor’s Report and the Directors’ Report as circulated to the shareholders and laid before the meeting, be received, considered and adopted.”

The Chairman then invited the questions.

The above Ordinary Resolution was thereafter put to vote and member casted their vote through Poll and resolution was carried out unanimously.

10. To appoint a Director in place of Mr. Baijoo Raval (DIN: 00429398 ), Whole Time Director, who retire by rotation and eligible for reappointment

Proposed by: Mr. Hiren Upadhyay, Member

Seconded by: Mr. ID Joshi, Member

The ordinary resolution set at item no. 2 of the notice pertaining to the appointment of Mr. Baijoo Raval , Whole Time Director, who though not liable to retire by rotation is retiring by rotation to enable compliance by the Company with the provisions of Section 152 of the Companies Act, 2013 (hereinafter called “the Act”) and being eligible, offers himself for reappointment, proposed and seconded by the aforementioned shareholders and taken up for consideration with the consent of the Members present.

“Resolved that pursuant to provisions of Section 152 of the Companies Act, 2013, Mr. Baijoo Raval (DIN: 00429398), Whole time Director, who retires by rotation, and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a director of the Company.”

Mr. Baijoo Raval  
Mr. Hiren Upadhyay  
Mr. ID Joshi  
Mr. ...  
Mr. ...  
Mr. ...

**11. To appoint a Director in place of Mr. Mukesh Desai (DIN: 00075718), Director, who retire by rotation and eligible for reappointment**

**Proposed by:** Mr. Baijoo Raval, Whole time Director and Member

**Seconded by:** Mr. Manish Desai, Member

The ordinary resolution set at item no. 3 of the notice pertaining to the reappointment of Mr. Mukesh Desai Director, who is retiring by rotation and to enable compliance by the Company with the provisions of Section 152 of the Companies Act, 2013 (hereinafter called "the Act") and being eligible, offers himself for reappointment, proposed and seconded by the aforementioned shareholders and taken up for consideration with the consent of the Members present.

**"Resolved that** pursuant to provisions of Section 152 of the Companies Act, 2013, Mr. Mukesh Desai (DIN: 00075718), Director, who retires by rotation, and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a director of the Company and liable to retire by rotation"

**12. To appoint M/s. S.K.Bajaj & Associates ., as Statutory Auditors of the Company for 2015-16**

**Proposed by:** Mr. Baijoo Raval, Whole time Director and member

**Seconded by:** Mr. Hiren Upadhyay, Member

The ordinary resolution set at item no. 4 of the notice pertaining to the appointment of M/s. S. K. Bajaj & Associates Chartered Accountant as Statutory Auditors of the Company, proposed and seconded by the aforementioned shareholders and taken up for consideration with the consent of the Members present.

**"Resolved That** in accordance with the provisions of Sections 139, 141, and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014, S.K.Bajaj & Associates Chartered Accountants, (Registration No. 123741W), Mumbai be and are hereby appointed as Statutory Auditors of the Company for 2015-16, who would hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting, at a remuneration as may be decided by the Board of Directors, from time-to-time."

**13. To appoint Smt Niti Raval Director (DIN: 06895548 ), Directors CFO of the Company**

**Proposed by:** Mr. Manish Desai Member

**Seconded by:** Ms. Sucheta Shah Member

The ordinary resolution set at item no. 5 of the notice pertaining to the appointment of Smt Niti Raval as CFO of the Company , proposed and seconded by the aforementioned shareholders and taken up for consideration with the consent of the Members present.

**"RESOLVED THAT** pursuant to Section 203 of the Companies Act, 2013 Mrs. Niti Raval be and is hereby appointed as Chief Financial Officer (CFO) of the Company with effect from 18<sup>th</sup> May, 2015 in Key Managerial Personnel (KMP) upon the terms and conditions agreed by the Board.

**"FURTHER RESOLVED THAT** Board of Directors be and are hereby authorized to file necessary forms with the Registrar of Companies, Mumbai and to sign and submit the certified true copies of this resolution wherever required and be furnished to the concerned authorities."

The Chairman informed members that the scrutinizer has submitted its consolidated Report on Voting (through Poll and E-Voting) on October 1, 2015 and accordingly results are declared by the Company to the Bombay Stock Exchange, Central Depository Services Limited along with Scrutinizers Report and details of the said results.

## **VOTING RESULTS:**

Upon receipt of Consolidated Scrutinizer Report on October 1, 2015 from M/s. VKM & Associates, on voting done by the members of the Company through E-Voting and Poll at AGM, The Chairman announced that all the 5 items of the Notice of 24<sup>th</sup> AGM had been carried out through requisite majority of the members.

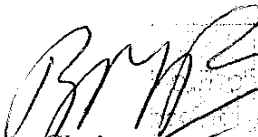
The item wise result of voting done is hereby given below.

The result of e-voting along with that of the Poll is as under:

Agenda Item No. of Notice	Particulars of Business	Votes in Favor of the Resolutions		Votes Against the Resolutions		Invalid Votes
		Nos.	% age	Nos.	% age	
ITEM NO.1 To adopt the financial statement for the year ended 31 <sup>st</sup> March, 2015.	E-voting	0	0%	0	0	0
	Poll	314,499	100.00 %	0	0	0
	Total	314,499	100.00 %	0	0	0
ITEM NO.2 To appoint Mrs.Niti Baijoo Raval who retires by rotation and offer himself for reappointment.	E-voting	0	0%	0	0	0
	Poll	314,499	100.00 %	0	0	0
	Total	314,499	100.00 %	0	0	0
ITEM NO.3 To appoint Shri Mukesh Jugaldas Desai Who retires by rotation and offer himself for reappointment.	E-voting	0	0%	0	0	0
	Poll	314,499	100.00 %	0	0	0
	Total	314,499	100.00 %	0	0	0

Item No.4 of To appoint M/s S K Bajaj & Associates Chartered Accountants as auditors of the Company	E-voting	0	0%	0	0	0
	Poll	314,499	100.00 %	0	0	0
	Total	314,499	100.00 %	0	0	0
Item No.5 of To appoint Mrs. Niti Raval as Chief Financial Officer of the company.	E-voting	0	0%	0	0	0
	Poll	314,499	100.00 %	0	0	0
	Total	314,499	100.00 %	0	0	0

Finally covering all agendas of the notice, chairman concluded the meeting with a vote of thanks to the members present at the 24<sup>th</sup> Annual General Meeting for devoting their valuable time and co-operation to the Company.

  
Chairman  
Date: 19.10.2015

