

PROCEEDINGS OF THE 44th ANNUAL GENERAL MEETING OF THE COMPANY WAS HELD ON THE 19th DECEMBER 2015 AT HOTEL ALLAHABAD REGENCY AT 16, TASHKENT MARG, CIVIL LINES, and ALLAHABAD AT 11:00 AM.

The Company Secretary welcomed the Board of Directors and members and requested the members to mark their attendance on register and after that requested the members to elect the Chairperson for the meeting. •

As per the attendance Register Members were present at the Meeting. Mr. R N Vaish proposed the name of Mr. Jitendra Kumar Agrawal to be the Chairman of the Meeting and therefore Mr. Jitendra Kumar Agrawal was unanimously elected as Chairman of the Meeting. Mr. Jitendra Kumar Agrawal took the Chair and welcomed the members present in the Meeting.

The Chairman thereafter noted and declared that the members present form a quorum for the meeting and called the meeting to order.

The Chairman than asked Company Secretary to explain the process of voting through Poll and the Company Secretary then after explained the process of voting to the members. After that the Company Secretary shown the empty Ballot Box to the members and then put the same there.

The Chairman than announced the notice calling the meeting, Director's Report and Annexures and Accounts for the year ended 31.03.2015 to be taken as read with the consent of the members.

The Chairman than requested the Director Finance to read out the Auditors Report with the consent of the members and the Director Finance then read out the same.

The Chairman than took up the resolutions as per the Agenda

Resolution No 1: Adoption of Annual Accounts

The resolution was proposed by Mr. R N Vaish and seconded by Mr. Bajrang Agrawal .

"Resolved that the Audited Balance Sheet of the Company as at 31st March 2015 and Profit & Loss Account for the year ended on that date, the cash flow statement along with the notes to Accounts and Report of Director's and Auditor's thereon as circulated and placed before the meeting be and is hereby adopted."

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The Chairman thereafter initiated discussion on the resolution, there being no queries on the resolution for the adoption of Annual Accounts for the year ended 31.03.2015 and the Chairman requested the members to cast their vote on polling paper (MGT -12).

Resolution No 2: Re-appointment of Auditors

Mr. Sandeep Jain proposed the resolution and Mrs. Manju Vaish seconded the same.

“Resolved That pursuant to the provisions of section 139 and other applicable provisions, if any, of the Companies Act, 2013 or the Rules framed there under, as amended from time to time, including any statutory amendment and re-enactment thereof M/s Amit Ray & Co., Chartered Accountants (Firm Registration No: 000483C), be and is hereby re-appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the next AGM, at such remuneration plus service tax, out-of-pocket, travelling and living expenses, etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

After some discussion on the appointment of Auditors the resolution was then put to vote through poll.

Resolution No 3: Confirmation of appointment of Mrs. Jyoti Agarwal

The resolution was proposed by Mr. Sanjeev Jain and Mrs. Frah Iqbal Zafar seconded the same.

‘Resolved that Mrs. Jyoti Agarwal (DIN: 07128325), who was appointed as an Additional Director of the Company with effect from 24th March 2015 by the Board of Directors and who holds office upto the date of this Annual General Meeting of the Company under section 161(1) of the Companies Act 2013 but who is eligible for re-appointment and in respect of whom the company has received a notice in writing under section 160(1) of the Companies Act 2013 from a member proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company.’

The Chairman thereafter initiated discussion on the resolution, there being some queries on the resolution for the confirmation of appointment of Mrs. Jyoti Agarwal and than after resolving the queries of the members the chairman requested to cast their vote on polling paper (MGT -12).

Resolution No 5: Ratification of Cost Auditor's Remuneration

The resolution was proposed by M/s GIL Realestate Pvt Ltd and seconded by Mr. Sanjeev Jain.

"RESOLVED THAT pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Rules made there under, as amended from time to time, the Company hereby ratifies the remuneration of `40,000/- plus out-of-pocket expenses payable to M/s Shishir Jaiswal & Co who are appointed as Cost Auditors of the Company to conduct Cost Audits relating to such businesses of the Company as may be ordered by the Central Government under the Act and the Rules there under, for the year ending 31st March, 2016."

Explanatory Statement: Item No 4

The Company is directed, under Section 148 of the Act to have the audit of its cost records conducted by a cost accountant in practice. The Board of your Company has, on the recommendation of the Audit Committee, approved the appointment of M/s. Shishir Jaiswal & Co as the Cost Auditors of the Company to conduct Cost Audits relating to such businesses of the Company as may be ordered by the Central Government under the Act and the Rules there under for the year ending 31st March, 2016, at a remuneration of Rs. 40,000/- plus out-of-pocket expenses and the ratification of the shareholders is sought for the same by an Ordinary Resolution at Item No. 6. M/s. Shishir Jaiswal & Co have furnished a certificate regarding their eligibility for appointment as Cost Auditors of the Company.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested in the Resolution mentioned at Item No. 6 of the Notice

DISCLOSURE UNDER SECTION 102(3)

The documents relating with these businesses are available for inspection till the date of AGM on all working days (except on Saturday and Sunday) at the Registered Office of the company from during office hours

The Chairman thereafter initiated discussion on the resolution, there being some queries on the resolution and then after resolving the queries of the members the chairman requested to cast their vote on polling paper (MGT -12).

The Company Secretary then requested the members to cast their vote in Ballot Box and after voting sealed the ballot Box and handed over the same to the Scrutinizer.

The Company Secretary then extended the vote of thanks to the Chair, Board of Directors and the members and then concluded the meeting.

Chairman For Triyeni Glass Ltd.

(Mr. Jitendra Kumar Agrawal)
Managing Director