

MINUTE BOOK

Minutes of the proceedings of 37th Annual General Meeting of the Company held on Thursday, 29th September, 2016 at Lakshmi Pat Singhania Auditorium, PHD Chamber of Commerce & Industry, PHD House, 4/2, Sri Institutional Area, August Kranti Marg, New Delhi-110016 at 4.00 P.M concluded at 5.00 P.M..

The Following were present: -

1. Shri M.L Aggarwal Chairman & Shareholder
2. Shri Anil Aggarwal Managing Director & Shareholder
3. Shri Atul Aggarwal Whole Time Director & Shareholder
4. Shri C.R. Sharma Director & Chairman of Audit Committee
5. Ms. Malini Sud Director
6. Vaishali Singh Company Secretary

Special Invitees:

1. Ms. Chanchal Jain Representative of S. R. Dinodia & Co. LLP, the Statutory Auditors
2. Mr. Santosh Kr. Pradhan Representative of Santosh Kumar Pradhan, Company Secretaries
3. Mr. A.K. Goyal Scrutinizer to scrutinize the e-voting & Poll

Mode of Attendance:	No. of Shareholders	Shares (aggregate)
Shareholders present in person	201	4670648
Proxies	Nil	Nil

After ascertaining that the requisite quorum for the meeting is present, the Chairman declared the commencement of the meeting.

He welcomed the members to 37th Annual General Meeting of the Company and introduced the directors present on Dais to shareholders.

Dr. T.N. Kapoor, Independent Director couldn't attend the meeting due to his pre-occupations elsewhere.

The Register of Directors and Key Managerial Personnel and their shareholding in terms of Section 170 of the Companies Act, 2013(the Act), the Register of Contracts in terms of Section 189 of Companies Act, 2013, the Independent Auditors' Report and the Report of Secretarial Auditors for the Financial year ended 31st March, 2016 were produced at the time of commencement of Meeting and were kept open throughout the meeting to any person attending the meeting.

The copies of Chairman' message to Shareholders had been distributed and then the same was read by the Chairman for shareholders.

Then with the consent of members present at the meeting, notice convening the meeting and the Directors' Report, which already circulated were taken as read. The Independent Auditors' Report and Report of Secretarial Auditors were also taken as read pursuant to the provisions of Section 145 of Companies Act, 2013. The Company Secretary informed the shareholders present about the presence of Statutory Auditors as well as Secretarial Auditors.

MINUTE BOOK

Then Company Secretary briefed about the e-voting and shared that pursuant to the Provisions of the Listing Agreement & Companies Act, 2013, the Company had provided e-voting facility to the members holding the shares as on 22nd September, 2016 in the manner as prescribed under the Companies Management and Administration) Rules, 2014 to vote on the proposed resolutions of this Annual General Meeting. In order to provide similar voting rights to the members present in person and through Proxies, opportunity to vote would be provided in proportion to the shares held by members as on cut-off date viz. 22nd September, 2016. Those who have cast their vote through e-voting were advised not to vote again as per the statutory requirements.

She then invited the Scrutinizer Sh. A. K. Goyal to ensure that the Ballot Boxes are empty and to lock them before the voting through physical ballots get started. Sh. A. K. Goyal, the Scrutinizer had shown the empty ballot boxes to shareholders and then locked them.

The Company Secretary then read out the items of business of the meeting to be transacted at the Annual General Meeting and requested all the shareholders to vote through the Poll.

After ensuring that all the shareholders had casted their vote through Poll under supervision of Sh. A. K. Goyal, the Scrutinizer, she informed that the results shall be declared after receiving the consolidated report from the Scrutinizer and the result shall be uploaded in the Company's website and also be informed to the Stock Exchanges on or before 1st October, 2016.

Thereafter the Company secretary proposed a vote of thanks to the Chair and declared the Annual General Meeting as concluded.

CONSOLIDATED RESULTS OF AGENDA ITEMS AS DETAILED IN THE AGM NOTICE DATED 8th AUGUST, 2016

Ordinary Business

1. Adoption of Accounts

To receive, consider and adopt the Financial Statements containing the Balance Sheet as at 31st March 2016 and the Profit and Loss Account for the financial year ended on that date alongwith the Cash Flow statements, Notes & Schedules appended thereto together with the Directors' Report and Auditors' Report thereon and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution

"RESOLVED THAT Pursuant to the provisions of Section 134 of the Companies Act, 2013, the Financial Statements containing the Balance Sheet as at 31st March 2016 and the Profit and Loss Account ended on that date alongwith the Cash Flow statements, Notes & Schedules appended thereto for the Financial Year ended 31st March 2016 together with the Directors' Report and Auditors' Report thereon be and are hereby received, considered and adopted."

Total votes cast in favour: 4807260(Shares)

Total Votes cast against: Nil (Shares)

The above said resolution was passed with requisite majority.


CHAIRMAN'S
INITIALS

MINUTE BOOK

Ratification of payment of Interim Dividend

To confirm & ratify the payment of Interim Dividends of 150% for the Financial Year 2015-2016 as Final Dividend for the said Financial Year and in this regard, to consider and if thought fit, to pass with or without modification (s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the Provisions of Section 123 of the Companies Act, 2013, the payment of Interim Dividends declared & paid @50% each time by the Board of Directors in their meetings held on 4th August, 2015, 8th February, 2016 and 14th March, 2016 total amounting to 150% be and are hereby confirmed & ratified as Final Dividend for Financial Year 2015-2016."

Total votes cast in favour: 4807260(Shares)

Total Votes cast against: Nil (Shares)

The above said resolution was passed with requisite majority.

Reappointment of Retiring Director

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT Shri Atul Aggarwal (DIN 00125825) who retires by rotation, and being eligible, offers himself for re-appointment be and is hereby re-appointed as Director".

Total votes cast in favour: 4807255(Shares)

Total Votes cast against: 5 (Shares)

The above said resolution was passed with requisite majority.

Ratification of Appointment of Auditors

To consider and if thought fit, to pass with or without modification(s), the following resolution for the ratification and fixation of the remuneration for the Statutory Auditors for a period of one year as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139(1) and other applicable provisions, if any, of the Companies Act, 2013, M/s S. R. Dinodia & Co. LLP. the Chartered Accountants, (ICAI Regn. No. 01478N) be and is hereby ratified as the Statutory Auditors of the Company for Financial Year 2016-2017 to hold office from the conclusion of this 37th Annual General Meeting till the conclusion of the 38th Annual General Meeting of the Company at such remuneration as may be determined by the Board of Directors of the Company."

Total votes cast in favour: 4807260(Shares)

Total Votes cast against: Nil (Shares)

The above said resolution was passed with requisite majority.


CHAIRMAN'S
INITIALS

MINUTE BOOK

Special Business

5. To ratify the remuneration of the Cost Auditors for the financial Year 2016-17:

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the remuneration of the Cost Auditors viz. M/s GT & Co. appointed by the Board of Directors of the Company on the recommendations of the Audit Committee, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2017, be and is hereby ratified as set out in the Statement annexed to the Notice convening this Meeting.

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

Total votes cast in favour: 4807260(Shares)

Total Votes cast against: Nil (Shares)

The above said resolution was passed with requisite majority.

Vote of Thanks

There being no other business to transact, the meeting concluded with a vote of thanks to the Chair.

Dated: 10/10/2016

Place: New Delhi


Chairman

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