

MINUTES OF TWENTY EIGHTH ANNUAL GENERAL MEETING OF THE MEMBERS OF ARCHIES LIMITED HELD ON FRIDAY, THE 28TH DAY OF SEPTEMBER 2018 AT 11:00 AM AT MANESAR CLUB, SECTOR-5, IMT MANESAR, GURUGRAM, HARYANA -122050.

PRESENT:

Directors

- | | |
|-----------------------------|----------------------------------|
| 1. MR. ANIL MOOLCHANDANI | : Chairman and Managing Director |
| 2. MR. ARUN SINGHAL | : Independent Director |
| 3. MR. DILIP SETH | : Director (Finance) & CFO |
| 4. MR. JAGDISH MOOLCHANDANI | : Director |
| 5. MRS. PAYAL JAIN | : Independent Director |
| 6. MR. SUNIL BEHL | : Independent Director |

Members

As per the Attendance Register

In Attendance

- | | |
|-------------------------|--|
| MR. GAUTAM | : Company Secretary and Compliance Officer |
| MR. NAVEEN SHREE PANDEY | : Scrutinizer |

1. LEAVE OF ABSENCE

Mr. Anil Moolchandani, Chairman informed the members that all the Directors were present and all the Committee heads including Mr. Sunil Behl (DIN-00051383), Chairman of Audit Committee, Corporate Social Responsibility Committee and Nomination and Remuneration Committee and Mr. Arun Singhal (DIN-00025616), Chairman of Stakeholders Relationship Committee attended the meeting.

2. CHAIRMAN

Mr. Anil Moolchandani, Chairman and Managing Director took the Chair.

Mr. Gautam, Company Secretary and Compliance Officer introduced the Directors on the dias to the members.

3. QUORUM

After ascertaining, that the requisite quorum for the meeting was present, the Chairman called the meeting in order.

Total 85 members (including proxies) attended the meeting, as per the attendance records prepared by the Link InTime India (Pvt) Ltd, Registrar and Transfer Agent of the Company.

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Mr. Gautam, Company Secretary and Compliance Officer informed that the Notice convening the 28th Annual General Meeting, Audited Financial Statements for the year ended on 31st March, 2018 along with the Report of Directors' thereon alongwith the Register of Directors and Key Management Personnel and their shareholding and Register of Contracts or Arrangements in which Directors and Key Management Personnel are interested were available for inspection by any Members during the business of the Meeting.

With the consent of the Members, the Chairman declared that the Notice of the Meeting together with the Directors' Report already circulated to the Members be taken as read.

4. ADDRESS BY CHAIRMAN

The Chairman addressed the members and thereafter, invited members to ask any clarifications / queries on the Annual Report and Financial Statements for the year ended 31st March, 2018. The clarification sought/ queries raised by the members were attended/replied to their satisfaction by the Chairman. He briefed the members about the reasons for the past performance and the steps to be taken to improve the performance of the Company in the future. The Chairman thanked the Board of Directors and all the stakeholders such as customers, franchisees, distributors, licensors, C & F Agents, Retailers, Suppliers, Bankers and all other business associates for their enduring support and cooperation.

The Chairman thereafter took up the formal proceeding of the meeting.

5. NOTICE & DIRECTORS' REPORT

With the consent of the members present, the Notice dated 10th August, 2018 convening the 28th Annual General Meeting ('AGM'), Directors' Report and Financial Statements for the year ended 31st March, 2018 already circulated to the members were taken as read.

6. AUDITORS REPORT

With the consent of members present, the Auditors Reports (Secretarial Audit Report) already circulated to the members were taken as read.

7. REMOTE E-VOTING FACILITY AND POLL

Mr. Gautam, Company Secretary and Compliance Officer 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) Amendment Rules, 2015, and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company has provided remote e-voting


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facility to ensure larger participation coupled with equal opportunity to all the members to enable them to cast their vote electronically on all resolutions as set out in the Notice of Annual General Meeting. The remote e-voting was opened from 25th September, 2018 to 27th September, 2018. It was further informed that the Company has appointed M/s NSP & Associates, Practicing Company Secretary as the Scrutinizer for remote e-voting as well as physical voting (poll) at this Annual General Meeting.

Mr. Gautam, Company Secretary and Compliance Officer stated that the members of Company who have not casted their votes in respect of all agenda items as per the notice of Annual General Meeting through remote e-voting could exercise their vote (s) through poll at the Annual General Meeting.

The Chairman thereafter, ordered poll on all the resolutions for the Ordinary and Special business as set out in the item nos. 1 to 4 of the Notice of the 28th Annual General Meeting and requested all the members present in the meeting, who have not casted their vote through remote e-voting, to cast their vote through poll ballots, which was made available to the members.

Thereafter, Mr. Naveen Shree Pandey, Scrutinizer appointed for the poll, to take over the poll process and requested them to submit their report by 30th September, 2018, which was to be sent to the Stock Exchanges, where the Company's shares are listed and shall also be available on the website of the Company.

Thereafter, Mr. Naveen Shree Pandey, Scrutinizer appointed for the Poll conducted the Poll which included distribution of ballot papers, showing empty polling boxes to the members, locking and sealing of polling boxes in the presence of the members. After ensuring that the members participating in the Poll had cast their votes, the Scrutinizers closed the Poll. The Scrutinizers then took the custody of polling box.

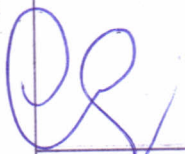
On the basis of Scrutinizer Report, results of remote e-voting as well as physical voting at the Annual General Meeting for the following Ordinary / Special Business as stated at the item no. 1 to 4 of notice of 28th Annual General Meeting of the Company are as under:-

ORDINARY BUSINESS

ITEM NO.1

ADOPTION OF BALANCE SHEET, STATEMENT OF PROFIT & LOSS, REPORT OF THE DIRECTORS AND AUDITORS FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2018

On the basis of Scrutinizer Report, result of remote e-voting as well as physical voting at the Annual General Meeting for the said item were as under:-



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Resolution required: (Ordinary Resolution)		Adoption of Balance Sheet, Statement of Profit & Loss, Report of the Director and Auditors for the Financial Year ended March 31, 2018						
Whether promoter / promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of Votes in favour	No. of Votes - against	% of Votes in favor on votes polled	% of Votes against on vote polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E - Voting	20554600	20554600	100.00	20554600	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot, (if applicable)		0	0.00	0	0	0.00	0.00
	Total		20554600	20554600	100.00	20554600	0	100.00
Public - Institutions	E - Voting	106637	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot, (if applicable)		0	0.00	0	0	0.00	0.00
	Total		106637	0	0.00	0	0	0.00
Public-Non Institutions	E - Voting	13118763	4801	0.04	4801	0	100.00	0.00
	Poll		5319	0.04	5319	0	100.00	0.00
	Postal Ballot, (if applicable)		0	0.00	0	0	100.00	0.00
	Total		13118763	10120	0.08	10120	0	100.00
Total		33780000	20564720	60.88	20564720	0	100.00	0.00

The item was approved with requisite majority and the following resolution was passed as Ordinary Resolution:

“RESOLVED THAT the Balance Sheet as at 31st March, 2018 and Statement of Profit and Loss Account for the year ended on that date as also the notes and schedules appended thereto, together with the reports of auditors and directors thereon including Management Discussion & Analysis report and Corporate governance report as laid down before the meeting be and are hereby approved and adopted.”

ITEM NO. 2

APPOINTMENT OF DIRECTOR IN PLACE OF MR. JAGDISH MOOLCHANDANI (DIN-00016718) , WHO RETIRES BY ROTATION AND BEING ELIGIBLE OFFERS HIMSELF FOR RE-APPOINTMENT

On the basis of Scrutinizer Report, result of remote e-voting as well as physical voting at the Annual General Meeting for the said item were as under:-

Resolution required: (Ordinary Resolution)		Appointment of Director in place of Mr. Jagdish Moolchandani (DIN-00016718) who retires by rotation and being eligible offers himself for re-appointment.						
Whether promoter / promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of Votes in favour	No. of Votes - against	% of Votes in favor on votes polled	% of Votes against on vote polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E - Voting	20554600	20554600	100.00	20554600	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot, (if applicable)		0	0.00	0	0	0.00	0.00
	Total		20554600	20554600	100.00	20554600	0	100.00
Public - Institutions	E - Voting	106637	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot, (if applicable)		0	0.00	0	0	0.00	0.00
	Total		106637	0	0.00	0	0	0.00
Public-Non Institutions	E - Voting	13118763	4801	0.04	4801	0	100.00	0.00
	Poll		5319	0.04	5319	0	100.00	0.00
	Postal Ballot, (if applicable)		0	0.00	0	0	100.00	0.00
	Total		13118763	10120	0.08	10120	0	100.00
Total		33780000	20564720	60.88	20564720	0	100.00	0.00

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The item was approved with requisite majority and the following resolution was passed as Ordinary Resolution:

“RESOLVED THAT Mr. Jagdish Moolchandani (DIN-00016718) , who retires by rotation and, being eligible, offers himself for re-appointment, be and is hereby re-appointed as Director.”

ITEM NO. 3

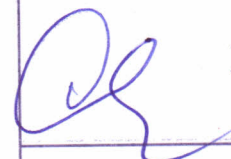
RATIFICATION OF THE APPOINTMENT AND FIXATION OF REMUNERATION OF M/S.J.P.,KAPUR & UBERAI (FRN-000593N) CHARTERED ACCOUNTANTS, STATUTORY AUDITORS OF THE COMPANY, IN TERMS OF PROVISIONS OF SECTION 139 OF THE COMPANIES ACT,2013 FOR THE FINANCIAL YEAR 2018-19

On the basis of Scrutinizer Report, result of remote e-voting as well as physical voting at the Annual General Meeting for the said item were as under:

Resolution required: (Ordinary Resolution)		Ratification of the appointment and fixation of remuneration of M/s. J.P. Kapur & Uberai (FRN- 000593N), Chartered Accountants, Statutory Auditors of the Company, in terms of provisions of Section 139 of the Companies Act, 2013 for the Financial Year 2018-19.						
Whether promoter / promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favor on votes polled	% of Votes against on vote polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E- Voting	20554600	20554600	100.00	20554600	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot, (if applicable)		0	0.00	0	0	0.00	0.00
	Total		20554600	20554600	100.00	20554600	0	100.00
Public – Institutions	E- Voting	106637	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot, (if applicable)		0	0.00	0	0	0.00	0.00
	Total		106637	0	0.00	0	0	0.00
Public-Non Institutions	E- Voting	13118763	4801	0.04	4801	0	100.00	0.00
	Poll		5319	0.04	5319	0	100.00	0.00
	Postal Ballot, (if applicable)		0	0.00	0	0	100.00	0.00
	Total		13118763	10120	0.08	10120	0	100.00
Total		33780000	20564720	60.88	20564720	0	100.00	0.00

The item was approved with requisite majority and the following resolution was passed as Ordinary Resolution:

“RESOLVED THAT pursuant to Section 139, 142 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, as amended from time to time, pursuant to the recommendations of the audit committee of the Board of Directors, and pursuant to the resolution passed by the members at the AGM held on September 28, 2017, the appointment of M/s JP., Kapur & Uberai (FRN- 000593N), Chartered Accountants as the auditors of the Company to hold office till the conclusion of the next A.G.M be and is hereby ratified and that the Board of Directors be and is



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hereby authorized to fix the remuneration payable to them for the financial year ending March 31, 2019, as may be determined by the audit committee in consultation with the auditors, and that such remuneration and reimbursement of out of pocket expenses as may be agreed upon between the auditors and the Audit Committee/Board of Directors."

"RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof), be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this Resolution.

SPECIAL BUSINESS

ITEM NO.4

APPOINTMENT OF MRS. PAYAL JAIN (DIN-08190694) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

On the basis of Scrutinizer Report, result of remote e-voting as well as physical voting at the Annual General Meeting for the said item were as under:-

Resolution required: (Ordinary Resolution)		Appointment of Mrs. Payal Jain (DIN: 08190694) as an Independent Director of the Company.						
Whether promoter / promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favor on votes polled	% of Votes against on vote polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E - Voting		20554600	100.00	20554600	0	100.00	0.00
	Poll			0.00	0	0	0.00	0.00
	Postal Ballot, (if applicable)	20554600		0.00	0	0	0.00	0.00
	Total		20554600	100.00	20554600	0	100.00	0.00
Public - Institutions	E - Voting		0	0.00	0	0	0.00	0.00
	Poll			0.00	0	0	0.00	0.00
	Postal Ballot, (if applicable)	106637		0.00	0	0	0.00	0.00
	Total		106637	0.00				0.00
Public-Non Institutions	E - Voting		4801	0.04	4801	0	100.00	0.00
	Poll			0.04	5319	0	100.00	0.00
	Postal Ballot, (if applicable)	13118763		0.00	0	0	100.00	0.00
	Total		13118763	0.08	10120	0	100.00	0.00
Total		33780000	20564720	60.88	20564720	0	100.00	0.00

The item was approved with requisite majority and the following resolutions were passed as Ordinary Resolution:

"RESOLVED THAT on the recommendation of the Nomination and Remuneration Committee & pursuant to the provisions of Sections 149,150 ,152 160, 161 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and Rules framed thereunder, read with Schedule IV to the Act, as amended from time to time, Mrs. Payal Jain (DIN:08190694), who has submitted a declaration stating that she meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Article

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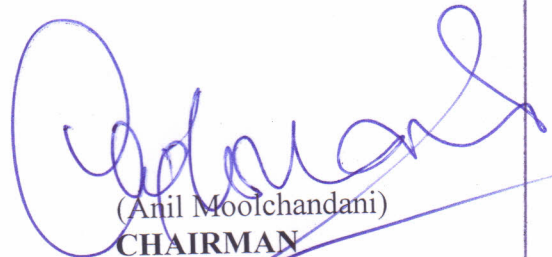
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of Association of the Company and respect of whom, a notice under section 160 of the Companies Act, 2013 has been received from a member proposing her candidature for the office of Director, Mrs. Payal Jain was appointed as an Additional Director by the Board of Directors, being eligible for appointment, be and is hereby appointed as a non-retiring (Independent and Non-Executive) Women Director of the Company for a period of 3(Three) consecutive years with effect from 10th August, 2018."

"RESOLVED FURTHER THAT the Board of Directors and Company Secretary of the Company be and are hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required necessary & expedient and to delegate all or any of its power herein conferred to any Committee of Director(s) to give effect to the aforesaid resolution.

There being no other business to transact, the meeting ended with a vote of thanks to the Chair at 11:30 A.M.

Date of Entry: 05/10/2018
Date of Signing: 05/10/2018
Place : New Delhi


(Anil Moolchandani)
CHAIRMAN
(DIN:00022693)

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