



## MINUTES

option, were eligible to vote through Ballot. He also informed the members that CS. Subhashini Ghantolji, Practicing Company Secretary, was appointed as the Scrutinizer for the purpose of the remote e-voting and also for the votes which may be cast through poll papers by the Members at this AGM Venue.

The Chairman briefed the Members about the objective and implications of each item of Agenda and thereafter with the consent of the members, the following resolutions, one after the other were taken up and proposed and seconded.

**Item No. 1: ADOPTION OF AUDITED FINANCIAL STATEMENTS, DIRECTORS' REPORT & AUDITORS' REPORT FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH 2017- ORDINARY RESOLUTION**

**"RESOLVED THAT** the Audited Financial Statements of the Company for the financial year ended on March 31, 2017 together with the Reports of the Board of Directors and Auditors thereon be and are hereby received, approved and adopted."

Sri P Venkatesh proposed the following resolution  
Sri Akash Rathi seconded the same.

The Chairman informed the members that he being interested in the next two resolutions, with the permission of the members, requested Mr. Dinesh Kumar to take up the next two items.

**Item No. 2: RE-APPOINTMENT OF SRI. MOHANLAL BHARATH KUMAR JAIN (DIN: 01252633) AS DIRECTOR, WHO RETIRES BY ROTATION- ORDINARY RESOLUTION**

**"RESOLVED THAT** Sri Mohanlal Bharath Kumar Jain (DIN: 01252633) be and is hereby re-appointed as Director of the Company whose term of office shall be rotational as per provisions of Section 152(6) of The Companies Act, 2013."

Sri Mahaveer Chand Jain proposed the following resolution  
Smt Sunitha Pyarelal seconded the same.

**Item No. 3: RE-APPOINTMENT OF SRI. SRIPAL KUMAR MOHANLAL (DIN: 01000236) AS DIRECTOR, WHO RETIRES BY ROTATION- ORDINARY RESOLUTION**

**"RESOLVED THAT** Sri. Sripal Kumar Mohanlal (DIN: 01000236) be and is hereby re-appointed as Director of the Company whose term of office shall be rotational as per provisions of Section 152(6) of The Companies Act, 2013."

Smt Sunitha Pyarelal proposed the following resolution  
Smt Vimala Devi seconded the same.

Smt. Saritha Devi requested Sri. Mohanlal Bharath Kumar Jain to continue with the meeting.

**Item No. 4: APPOINTMENT OF M/S. V PITLIYA & CO., CHARTERED ACCOUNTANTS (FIRM REGISTRATION NO. 017405S) AS STATUTORY AUDITORS OF THE COMPANY, IN PLACE OF THE RETIRING AUDITORS & TO FIX REMUNERATION- ORDINARY RESOLUTION**

**"RESOLVED THAT** pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder, as amended from time to time, M/s. V Pitliya & Co., Chartered Accountants, Bangalore (Firm Registration No. 017405S), and membership No. 239111, be and is hereby appointed as the Statutory Auditors of the Company (in place of M/s. N.N.Yuvaraj & Associates due to completion of their term as Statutory Auditor of the company) for a term of 5 (five) years commencing from the financial year 2017-18 and to hold office from the conclusion of 21<sup>st</sup> Annual General Meeting till the conclusion of the 26<sup>th</sup> Annual General Meeting to be held in the year 2022 (subject to ratification by the Members at every intervening AGM), and that the Board of Directors be and are hereby authorized to fix such remuneration as may be determined by the Audit Committee in consultation with the Auditors."

Sri P Venkatesh proposed the following resolution  
Sri Mahaveer Chand Jain seconded the same.

The Chairman informed the members that he being interested in the next resolution, with the permission of the members, requested Mr. Dinesh Kumar to take up the next item.

CHAIRMAN'S  
INITIALS

## MINUTES

**Item No. 5: APPOINTMENT OF SMT. SEEMA JAIN (DIN: 00437290) AS NON-EXECUTIVE DIRECTOR- ORDINARY RESOLUTION**

"RESOLVED THAT pursuant to the provisions of sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, Smt. Seema Jain(Din: 00437290), who was appointed as an Additional Director of the Company w.e.f. 30 January, 2017 by the Board of Directors and holds office up to the date of this Annual General Meeting (AGM) under Section 161 of the Act, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing her candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company, whose period of office shall be determined by retirement of Directors by rotation."

Sri Subhakaran Chordia proposed the following resolution  
Sri H Mohanlal seconded the same.

Sri. Bhagchand Ghisulal Jain requested Sri. Mohanlal Bharath Kumar Jain to continue with the meeting.

**Item No. 6: APPOINTMENT OF SRI. MANISH KUMAR JAIN (DIN: 07813662) AS INDEPENDENT DIRECTOR - ORDINARY RESOLUTION**

"RESOLVED THAT pursuant to the provisions of sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (Act), the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), as amended from time to time, Sri. Manish Kumar Jain (Din: 07813662), who was appointed as an Additional Director of the Company w.e.f. 24 May, 2017 by the Board of Directors and holds office up to the date of this Annual General Meeting (AGM) under Section 161 of the Act, and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation for a term of five years commencing 24 May, 2017 through 23 May, 2022."

Smt Sunitha Pyarelal proposed the following resolution  
Smt Sapna Jain seconded the same.

**Item No. 7: ALTERATION OF ARTICLES OF ASSOCIATION - SPECIAL RESOLUTION**

"RESOLVED THAT pursuant to the provisions of section 14 of Companies Act, 2013, read with the Companies (Incorporation) Rules, 2014 and all other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), and subject to the approval of shareholders in general meeting, the existing Clause 146 of Articles of Association of the Company is re-adopted.

**Clause 146- Winding Up-**

Subject to the provisions of Chapter XX of the Act and rules made thereunder: -

(i) If the company shall be wound up, the liquidator may, with the sanction of a special resolution of the company and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the company, whether they shall consist of property of the same kind or not.

(ii) For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members.

(iii) The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, the Board of Directors of the Company be and is hereby authorised to take such steps and actions and give such directions as may be in its absolute discretion deem necessary and to settle any question/difficulty that may arise in this matter."

Sri P Venkatesh proposed the following resolution  
Sri Mahaveer Chand Jain seconded the same.

The Chairman then invited the members present to share their views, comment and raise questions, if any, on the accounts & Reports of the Company. The members present at the

CHAIRMAN'S  
INITIALS

2017-18/4

## MINUTES

meeting raised queries on the Balance Sheet as on 31<sup>st</sup> March, 2017, the Statement of Profit and Loss for the Financial Year ended 31<sup>st</sup> March, 2017 and the future plans of the Company.

The Chairman replied all the queries raised by the members to their satisfaction and thanked the members for their keen interest in the affairs of the Company and acknowledged their suggestion / advice.

The Chairman informed the members present that the members who could not avail the facility of remote e-voting can cast their vote through Ballot papers and announced the poll be taken. The Chairman then requested CS. Subhashini Ghantaji, Scrutinizer, to take charge of the voting and submit the consolidated Report on E-voting & voting through ballot papers at this meeting within the stipulated time.

The Chairman announced that the result of voting along with Scrutinizer's Report would be placed on the website of the Company and CDSL and also intimated to the stock exchange.

Thereafter the ballot papers were distributed to the members present at the AGM. One empty ballot box was shown to the members and was locked and sealed by the scrutinizer before the commencement of Poll. After the members have cast their votes and put the ballot papers into the ballot box, the ballot box was handed over to the scrutinizer for furnishing the consolidated report.

The Consolidated voting results was declared on 20.09.2017 forms part of this minutes and is enclosed as Annexure- A

Thereafter, the meeting was declared as concluded by the Chairman.

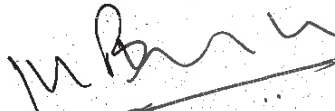
### VOTE OF THANKS

There being no other business left to transact, the meeting concluded with a vote of thanks to the Chair proposed by Smt. Sapna Jain.

DATE OF ENTRY: 22.09.2017

DATE OF SIGN: 22.09.2017

PLACE: CHENNAI



**MOHANLAL BHARATH KUMAR JAIN**  
**CHAIRMAN OF THE MEETING & WHOLE TIME DIRECTOR**

CHAIRMAN'S  
INITIALS

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**MINUTES****Annexure-A**

A brief summary of the voting results (remote e-voting and poll) of all the resolutions in respect of all items of business as contained in the notice of the AGM dated 18.09.2017 as per the Scrutinizer's Report is as follows:

**ORDINARY BUSINESS:****Resolution No.1: (Ordinary Resolution)****ADOPTION OF AUDITED FINANCIAL STATEMENTS, DIRECTORS' REPORT & AUDITORS' REPORT FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH 2017**

Particulars	Number of votes (shares) cast through Remote E-voting. (1)	Number of Votes (shares) cast on Poll at the meeting. (2)	Total (1)+(2) =(3)	Result Declared
(1) Voted in favour of the resolution	6145092	1500	6146592	100
(2) Voted against the resolution	0	0	0	Nil
<b>Total</b>	<b>6145092</b>	<b>1500</b>	<b>6146592</b>	<b>100</b>
(3) Invalid votes:	0	0	0	0

**Resolution No.2: (Ordinary Resolution)****RE-APPOINTMENT OF SRI. MOHANLAL BHARATH KUMAR JAIN (DIN: 01252633) AS DIRECTOR, WHO RETIRES BY ROTATION**

Particulars	Number of votes (shares) cast through Remote E-voting. (1)	Number of Votes (shares) cast on Poll at the meeting. (2)	Total (1)+(2) =(3)	Result Declared
(1) Voted in favour of the resolution	6145092	1500	6146592	100
(2) Voted against the resolution	0	0	0	Nil
<b>Total</b>	<b>6145092</b>	<b>1500</b>	<b>6146592</b>	<b>100</b>
(3) Invalid votes:	0	0	0	0

**Resolution No.3: (Ordinary Resolution)****RE-APPOINTMENT OF SRI. SRIPAL KUMAR MOHANLAL (DIN: 01000236) AS DIRECTOR, WHO RETIRES BY ROTATION**

Particulars	Number of votes (shares) cast through Remote E-voting. (1)	Number of Votes (shares) cast on Poll at the meeting. (2)	Total (1)+(2) =(3)	Result Declared
(1) Voted in favour of the resolution	6145092	1500	6146592	100
(2) Voted against the resolution	0	0	0	Nil
<b>Total</b>	<b>6145092</b>	<b>1500</b>	<b>6146592</b>	<b>100</b>
(3) Invalid votes:	0	0	0	0

**Resolution No.4: (Ordinary Resolution)****APPOINTMENT OF M/S. V PITLIYA & CO., CHARTERED ACCOUNTANTS (FIRM REGISTRATION NO. 0174055), AS STATUTORY AUDITORS OF THE COMPANY, IN PLACE OF THE RETIRING AUDITORS & TO FIX REMUNERATION.**

Particulars	Number of votes (shares) cast through Remote E-voting. (1)	Number of Votes (shares) cast on Poll at the meeting. (2)	Total (1)+(2) =(3)	Result Declared
(1) Voted in favour of the resolution	6145092	1500	6146592	100
(2) Voted against the resolution	0	0	0	Nil
<b>Total</b>	<b>6145092</b>	<b>1500</b>	<b>6146592</b>	<b>100</b>
(3) Invalid votes:	0	0	0	0

CHAIRMAN'S  
INITIALS

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**MINUTES****SPECIAL BUSINESS:****Resolution No.5: (Ordinary Resolution)****APPOINTMENT OF SMT. SEEMA JAIN (DIN: 00437290) AS NON-EXECUTIVE DIRECTOR**

Particulars	Number of votes (shares) cast through Remote E-voting. (1)	Number of Votes (shares) cast on Poll at the meeting. (2)	Total (1)+(2) =(3)	Result Declared
(1) Voted in favour of the resolution	6145092	1500	6146592	100
(2) Voted against the resolution	0	0	0	Nil
<b>Total</b>	<b>6145092</b>	<b>1500</b>	<b>6146592</b>	<b>100</b>
(3) Invalid votes:	0	0	0	0

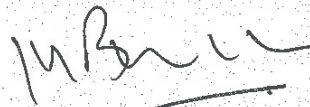
**Resolution No.6: (Ordinary Resolution)****APPOINTMENT OF SRI. MANISH KUMAR JAIN (DIN: 07813662) AS INDEPENDENT DIRECTOR**

Particulars	Number of votes (shares) cast through Remote E-voting. (1)	Number of Votes (shares) cast on Poll at the meeting. (2)	Total (1)+(2) =(3)	Result Declared
(1) Voted in favour of the resolution	6145092	1500	6146592	100
(2) Voted against the resolution	0	0	0	Nil
<b>Total</b>	<b>6145092</b>	<b>1500</b>	<b>6146592</b>	<b>100</b>
(3) Invalid votes:	0	0	0	0

**Resolution No.7: (Special Resolution)****ALTERATION OF ARTICLES OF ASSOCIATION**

Particulars	Number of votes (shares) cast through Remote E-voting. (1)	Number of Votes (shares) cast on Poll at the meeting. (2)	Total (1)+(2) =(3)	Result Declared
(1) Voted in favour of the resolution	6145092	1500	6146592	100
(2) Voted against the resolution	0	0	0	Nil
<b>Total</b>	<b>6145092</b>	<b>1500</b>	<b>6146592</b>	<b>100</b>
(3) Invalid votes:	0	0	0	0

DATE OF SIGN: 27.09.2017



MOHANLAL BHARATH KUMAR JAIN  
CHAIRMAN OF THE MEETING & WHOLE TIME DIRECTOR

CHAIRMAN'S  
INITIALS