

PREMIER POLYFILM LTD

MNFRS: VINYL FLOORING, PVC SHEETING, PVC GEOMEMBRANES, PVC ARTIFICIAL LEATHER
Off. & Fact. : 40/1A, SITE IV, INDUSTRIAL AREA, SAHIBABAD, GHAZIABAD (U.P.) INDIA
Tel. : 0120-3364569, 2896986/87, FAX : +91-1166173349
E-mail : premierpoly@premierpoly.com Website : www.electromat.in

PPL/SECT/2023-2024

Date: 18/ 09/2023

BSE LIMITED

NATIONAL STOCK EXCHANGE OF INDIA LTD

SUBJECT: PROCEEDINGS OF ANNUAL GENERAL MEETING

REGARDING COMPANY CODE: NSE: PREMIERPOL, BSE 514354

Dear Sir/Madam,

We submit herewith a copy of proceedings of Thirty First Annual General Meeting of the company held on 18th September, 2023 under Regulation 30 of The SEBI (LODR) Regulations,2015.

This is for your records.

Thanking You

Yours faithfully,
For PREMIER POLYFILM LTD.

Heena Soni
Company Secretary
& Compliance Officer

REGD. OFFICE : 305 IIIrd FLOOR ELITE HOUSE 36, COMMUNITY CENTER KAILASH COLONY EXTN., (ZAMROODPUR) NEW DELHI-110048
(CIN) L25209DL1992PLC049590

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**MINUTES OF THE THIRTY FIRST ANNUAL GENERAL MEETING OF PREMIER POLYFILM LTD.
HELD ON MONDAY, THE 18TH DAY OF SEPTEMBER, 2023 AT 2.30 P. M. THROUGH VIDEO
CONFERENCING/OTHER AUDIO VISUAL MEANS(VC).**

PRESENT**DIRECTORS**

- | | | |
|---------------------------------|---|---|
| 1. Shri Amitabh Goenka | - | In the Chair
Managing Director & CEO |
| 2. Smt. Bhupinder Kaur Marwah | - | Director
(Chairperson Audit Committee) |
| 3. Smt. Rashmee Singhania | - | Director |
| 4. Shri R B Verma | - | Executive Director |
| 5. Shri Santosh Kumar Dabriwala | - | Director |
| 6. Shri Umesh Kumar Agarwalla | - | Director |

MEMBERS PRESENT

68 Nos.

LIST OF MEMBERS

SR.NO	FOLIO/DEMAT ACCOUNT NO.	NAME OF MEMBER
1	120244000025823	VISHAL MAHESH KOTHARI
2	IN30021415646980	KESHAV GARG
3	IN30163741359155	ABHISHEK J
4	IN30011810242590	ASHOK KUMAR JAIN
5	1203600002630711	JAI BHAGWAN GUPTA
6	IN30292712021093	SURJIT SINGH ALAGH
7	1204470003659700	HITESH ANAND KUVELKAR
8	1202060000637865	REKHA GUPTA
9	IN30011811404807	HIMANSHU CHADHA
10	IN30011880033788	REKHA GUPTA
11	IN30011811383116	KIRAN GHAI
12	IN30046810013090	JAI BHAGWAN GUPTA
13	IN30114312377639	REKHA GUPTA
14	1201260000155665	GIRISH GULATI HUF.
15	1203230004049043	AJAY KUMAR JAIN
16	IN30078110153515	SURESH BHUTANI
17	IN30046810023863	VIKAS JAIN
18	1201320000272601	SATYA PRAKASH MITTAL
19	IN30011810449827	PRAVEEN KUMAR
20	1201910101613061	SACHIN JAIN
21	IN30282210346312	CHANDER MOHAN
22	IN30236510914729	ANKUR CHANDA
23	IN30046810023855	RATTAN KUMAR JAIN
24	IN30046810029087	LAJ GUPTA
25	IN30020611044559	SAVITA RANI
26	IN30114312082720	ANKIT GUPTA

[Signature]

27	1201910101967391	DAVINDER KAUR
28	IN30011811367614	RADHA SOOD
29	1201910102044054	MAHENDER PAL BHUTANI
30	IN30020611044542	GAGAN KUMAR
31	1201330000539287	CHANDER SHEKHAR
32	1206650000004842	REENA JAIN
33	IN30011811366743	KAUSHLYA
34	IN30020610907641	MANJIT SINGH
35	IN30021415928691	RAJAT SETIYA
36	1201910102044109	SANTOSH BHUTANI
37	1201410000010225	RAKESH KUMAR
38	IN30011811366279	KULDIP PARKASH SOOD
39	IN30256610109738	AJAY JAIN
40	IN30011810949757	SANJAY KUMAR ARORA
41	IN30020610997625	SARVJEET SINGH
42	IN30299410048228	AJAY SOOD
43	IN30011810826627	CHETAN CHADHA
44	IN30299410048236	PRAVIN SOOD
45	IN30020610869763	DAVINDER KAUR
46	IN30429528361248	AMITAABH GOENKA
47	1208160035427598	TAPAN JAIN
48	IN30070810023485	RAMESH CHANDER KHURANA
49	IN30070810470605	SHEETAL KHURANA
50	IN30011810037013	BAYANT KAUR SAHNI
51	IN30282210346860	CHANDER MOHAN
52	IN30011810401292	URMILA JAIN
53	IN30112715633348	PRADEEP SOOD
54	IN30011811404856	JYOTI CHADHA
55	IN30070810036432	AJAY KHURANA
56	IN30011811404784	SUNITA CHADHA
57	IN30011811508900	HARMOHAN SINGH SAWHNEY
58	IN30011810069770	SURENDRA KUMAR JAIN
59	1201410000010073	KRISHAN LAL CHADHA
60	IN30070810036424	SHEETAL KHURANA
61	IN30154916411891	INDIRA GOENKA
62	IN30048428343584	SRI VISHVANATH ENTERPRISES LTD
63	1253010024069	SUBHASH KUMAR PANDIT
64	IN30002030055939	NISHA GOENKA
65	IN30051313742799	NIKHIL UPADHYAY
66	IN30115121211395	MAINKA SHARMA
67	IN30002030055922	ARVIND GOENKA
68	IN30002030203345	AMAR NATH GOENKA

SCRUTINIZER

Shri Sumit Bajaj - Practicing Company Secretary (M/s Sumit Bajaj & Associates)

STATUTORY AUDITOR

Shri Vipul Kumar Gupta - Statutory Auditor (M/s M A R S & Associates)

SECRETARIAL AUDITOR

Shri Sumit Bajaj - Secretarial Auditor

CHIEF FINANCIAL OFFICER

Shri Paribesh Mishra - Chief Financial Officer

COMPANY SECRETARY

Ms. Heena Soni - Company Secretary & Compliance Officer

DIRECTORS

All the Directors were present at the Meeting.

CHAIRMAN

Shri Amitabh Goenka, Managing Director & CEO and Chairman of the Company took the Chair.

QUORUM

Quorum being present, the meeting commenced to transact business. The Chairman welcomed the Members present to The Thirty First Annual General Meeting and addressed the shareholders present at the Annual General Meeting.

AVAILABILITY OF STATUTORY REGISTER(S)/DOCUMENTS, AUDITORS REPORT AND SECRETARIAL AUDIT REPORT UNDER THE PROVISIONS OF THE COMPANIES ACT, 2013

All the statutory Register(s), documents, the Auditors' Report and Secretarial Auditors Report as prescribed under the provisions of the Companies Act, 2013 were available at the Annual General Meeting by way of electronic mode.

NOTICE

Since the Notice convening Thirty First Annual General Meeting, Director's Report and Auditor's Report to the Members were circulated in advance and have been with the shareholders these were taken as read.

REPLY TO THE QUERIES OF SHAREHOLDERS

The Chairman invited the Members who had registered themselves as speakers, to ask their queries, give suggestions and seek clarifications, if any. The same were responded by Shri Amitabh Goenka, Chairman of the meeting. Further some of the shareholders had asked certain question and raised queries in advance and reply to these shareholders was sent by the company at their respective emails.

RESULT ON VOTING

As per Report dated 18-09-2023 of Shri Sumit Bajaj, (Scrutinizer of the AGM), both on E-Voting and during the Thirty First Annual General Meeting all the items of the Notice of the Thirty First Annual General have been approved. The item wise details on voting and resolution(s) approved are as under:-

ORDINARY BUSINESSITEM NO. 1 ANNUAL ACCOUNTS

Ordinary Resolution to consider and adopt the Balance Sheet of the Company as at 31st March, 2023, the Profit & Loss Account together with the Cash Flow Statement for the period from 1st April, 2022 to 31st March, 2023 and the reports of Auditors' and Directors' thereon was considered, approved and adopted by voting as under :-

Means of Voting	Total Votes cast	Invalid Votes	Valid Votes	Total valid Votes cast in favour of the Resolution		Total Votes cast against the Resolution	
				Nos.	% of total number of valid votes cast	Nos.	% of total number of valid votes cast
Remote E-voting	17003951	0	17003951	16978190	99.08	25761	0.2
E-voting at AGM	0	0	0	0	0	0	0
Total	17003951	0	17003951	16978190	99.08	25761	0.2

"RESOLVED THAT the Balance Sheet of the Company as at 31st March, 2023, the Profit and Loss Account together with the Cash Flow Statement for the period from 1st April, 2022 to 31st March, 2023 and the reports of the Auditors and Directors thereon together with the Notes on Accounts annexed to and forming part thereof be and are hereby considered, approved and adopted."

ITEM NO. 2 DIVIDEND

Ordinary Resolution to consider and adopt payment of Dividend for the year ended 31st March, 2023 was considered, approved and adopted by voting as under :-

Means of Voting	Total Votes cast	Invalid Votes	Valid Votes	Total valid Votes cast in favour of the Resolution		Total Votes cast against the Resolution	
				Nos.	% of total number of valid votes cast	Nos.	% of total number of valid votes cast
Remote E-voting	17003951	0	17003951	16978190	99.08	25761	0.2
E-voting at AGM	0	0	0	0	0	0	0
Total	17003951	0	17003951	16978190	99.08	25761	0.2

"RESOLVED THAT payment of dividend for the financial year 2022-2023 @0.50 paise per equity shares i.e. 10%(ten percent) per equity share be and are hereby considered, approved and adopted."

ITEM NO. 3 DIRECTOR

Ordinary Resolution to appoint a Director in place of Shri Ram Babu Verma (holding DIN 08760599), who retire by rotation and being eligible, offer himself for reappointment was considered, approved and adopted by voting as under and passed the following resolution:-

Means of Voting	Total Votes cast	Invalid Votes	Valid Votes	Total valid Votes cast in favour of the Resolution		Total Votes cast against the Resolution	
				Nos.	% of total number of valid votes cast	Nos.	% of total number of valid votes cast
Remote E-voting	17003901	0	17003901	16978140	99.8	25761	0.2
E-voting at AGM	0	0	0	0	0	0	0
Total	17003901	0	17003901	16978140	99.8	25761	0.2

"RESOLVED THAT Shri Ram Babu Verma (holding DIN 08760599), Director of the Company, be and hereby reappointed as a Director of the Company liable to retire by rotation."

SPECIAL BUSINESS

ITEM NO. 4 TO PASS SPECIAL RESOLUTION FOR THE RE-APPOINTMENT OF SHRI RAM BABU VERMA AS AN EXECUTIVE DIRECTOR OF THE COMPANY

Special Resolution to consider re-appointment of Shri Ram Babu Verma (holding DIN 08760599) as an Executive Director of the Company for twelve (12) months with effect from 27th December, 2023 was considered, approved and adopted by voting as under :

Means of Voting	Total Votes cast	Invalid Votes	Valid Votes	Total valid Votes cast in favour of the Resolution		Total Votes cast against the Resolution	% of total number of valid votes cast
				Nos.	% of valid votes cast		
Remote E-voting	17003901	0	17003901	16978140	99.8	25761	0.2
E-voting at AGM	0	0	0	0	0	0	0
Total	17003901	0	17003901	16978140	99.8	25761	0.2

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and subject to such other approvals, permissions and sanctions, as may be necessary, and as per Article 116 of the Articles of Association of the Company and subject to the limits specified in Schedule V to the Companies Act, 2013, the consent of the Members of the Company be and is hereby accorded by way of Special Resolution to the re-appointment of Shri Ram Babu Verma (holding DIN 08760599) as a Whole-time Director of the Company designated as "Executive Director" for a period of Twelve (12) months effective from 27th December, 2023.

RESOLVED, FURTHER THAT the terms of re-appointment, remuneration including perquisites payable to Shri Ram Babu Verma, Executive Director, shall be as under:

(A) Period: Twelve (12) months from 27/12/2023 to 26/12/2024.

(B) Remuneration:

(i) Basic Salary per month: Rs. 90,500/- (Rupees Ninety Thousand Five Hundred Only) in the pay scale of Rs. 90,500/- to Rs. 1,25,000/- with such increment in the basic salary as may be recommended by the Nomination and Remuneration Committee of the company from time to time.

(ii) Perquisites and other amenities payable :

a) Housing:

The Executive Director shall be paid House Rent Allowance @40% of the basic salary per month.

b) Conveyance:

The Executive Director shall be provided with the facility of company's car.

c) Leave, Telephone Expenses & Others:

The Executive Director shall be entitled to leave in accordance with the leave rules of the Company applicable to senior managerial personnel of the Company.

However, the unveiled privilege leave may be encased by the Executive Director as per the leave rules of the Company applicable to senior managerial personnel of the Company.

The Executive Director shall also entitle to Gratuity as per the government rules applicable at the time of his retirement/termination.

The Executive Director shall be provided with a cell phone expenses on actual basis.

d) Other benefits and perquisites as per the Rules applicable to the Senior Executives of the company and/or which may become applicable in future and/or any other allowances, perquisites as the Board may, from time to time decide.

e) Resignation/termination:

The Board may terminate the employment of Executive Director at any time upon serving 30 days clear notice or upon payment in lieu of notice (i.e basic salary & allowances). Similarly, the Executive Director can also resign from his post by giving 30 days clear notice.

(C) OVERALL REMUNERATION

The aggregate of salary and perquisites in any financial year shall not exceed the limits specified by the provisions of the Companies Act,2013 read with schedule V to the said act as may for the time being, in force.

(D) MINIMUM REMUNERATION

In the event of loss or inadequacy of profits, the Executive Director shall be paid the same salary as mentioned in Para (B) (i) above and he shall also continue to enjoy all the perquisites as mentioned in Para (B) (ii) above.

RESOLVED FURTHER THAT the Managing Director and Company Secretary of the company be and are hereby severally authorized to do all such acts and deeds, matters and things that may be required in connection or for matters incidental thereto, filing all such documents with appropriate authorities and completing such other formalities as may be considered necessary, proper and expedient to give effect to this Resolution."

ITEM NO. 05 TO PASS SPECIAL RESOLUTION FOR ALTERATION IN THE MAIN OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY.

Special Resolution to consider alteration in the main object clause of the Memorandum of Association of the company was considered, approved and adopted by voting as under:

Means of Voting	Total Votes cast	Invalid Votes	Valid Votes	Total valid Votes cast in favour of the Resolution		Total Votes cast against the Resolution	% of total number of valid votes cast
				Nos.	% of total number of valid votes cast		
Remote E-voting	17003901	0	17003901	16955668	99.7	48233	0.3
E-voting at AGM	0	0	0	0	0	0	0
Total	17003901	0	17003901	16955668	99.7	48233	0.3

"**RESOLVED THAT** main object clause of Memorandum of Association of the company be and is hereby altered in the following manner:-

"**RESOLVED THAT** following new object clause of Memorandum of Association of the company being and is hereby altered by inserting the following new clause no. 2. & 3. in Memorandum of Association.

2. To set up steel furnaces and continuous casting and rolling mill plant for producing steel and alloy steel billets and all kinds and sizes of the re-rolled sections such as flats, angles, rounds, squares, hexagons, octagons, rails, joists, channels, strips sheets, plates, deformed bars, plain and cold twisted bars, bright bars, shafting's and steel structures. To carry on the business of manufactures, processors, imports exports and dealers in all kinds of ferrous and nonferrous material meant for any industrial or non-Industrial use and to carry on the business in cold or hot rolling, re rolling, stilling, edge milling, sheeting heat treatment of all kinds of steel and

such other metals or any other such as strips, sheets, tapes wired, rods plates and any other such sections, shapes or forms of all kinds to carry business of manufacturer, processors, deal in import export, trade in all kinds of Lined Pre-engineered Modular Steel Bolted water tanks, in all types of rubber and plastic goods, particularly industrial rolls, rollers sheets, and consumer goods such as tyres, tubes cardboard tubes, such as cylinder-shaped cardboard tubes. Paper tubes which are made from wood pulp in the form of recycled paper, paperboard, paper-adhesive composites, cardboard, Kraft paper, waterproof/water-resistant cardboard, and fiberboard other such allied products.

3. To carry business of Manufacturer and installer of Water proofing, membranes & accessories used in undergroomed and overgroomed structures, including roofing membranes, liners etc. To carry on the business of manufacturer, trader or dealer in textiles and fibers such as manmade, cotton, silk, jute, woolen, hosiery and synthetics.

ITEM NO. 06 TO PASS SPECIAL RESOLUTION FOR ADOPTION OF NEW SET OF MEMORANDUM OF ASSOCIATION AS PER THE COMPANIES ACT, 2013.

Special Resolution to consider for adoption of new set of Memorandum of Association of the Company as per provisions of the Companies Act, 2013 was considered, approved and adopted by voting as under :

Means of Voting	Total Votes cast	Invalid Votes	Valid Votes	Total valid Votes cast in favour of the Resolution		Total Votes cast against the Resolution	
				Nos.	% of total number of valid votes cast	Nos.	% of total number of valid votes cast
Remote E-voting	17003901	0	17003901	16978140	99.8	25761	0.2
E-voting at AGM	0	0	0	0	0	0	0
Total	17003901	0	17003901	16978140	99.8	25761	0.2

"RESOLVED THAT pursuant to the provisions of Section 13 and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof) and subject to necessary approval(s), if any, from the Members of the company & competent authorities, consent of the members of Company be and is hereby accorded to substitute the existing Memorandum of Association of the company by a new set of Memorandum of Association.

RESOLVED FURTHER THAT Shri Amitabh Goenka(DIN: 00061027), Managing Director and CEO of the Company and Shri R B Verma (DIN: 08760599), Executive Director of the company, be and are hereby severally authorized to sign and execute such papers, documents, deeds, applications and instruments and to do all such acts, deeds, things and matters as may be considered necessary, desirable and expedient by them for the purpose of giving effect to this resolution relating to adoption of a new set of Memorandum of Association by the company."

ITEM NO. 07 TO PASS SPECIAL RESOLUTION FOR ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION AS PER COMPANIES ACT, 2013.

Special Resolution to consider for adoption of a new set of Articles of Association of the Company as per provisions of the Companies Act, 2013 was considered, approved and adopted by voting as under :

Means of Voting	Total Votes cast	Invalid Votes	Valid Votes	Total valid Votes cast in favour of the Resolution	Total Votes cast against the Resolution

				Nos.	% of total number of valid votes cast	Nos.	% of total number of valid votes cast
Remote E-voting	17003901	0	17003901	16978140	99.8	25761	0.2
E-voting at AGM	0	0	0	0	0	0	0
Total	17003901	0	17003901	16978140	99.8	25761	0.2

"RESOLVED THAT pursuant to provisions of Section 14 and all other applicable provisions of Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force) and subject to the approval of shareholders, the consent of the members be and is hereby accorded to adopt new set of Articles of associations having draft regulations as submitted to this meeting in substitution and to the entire exclusion of the regulations contained in the existing Articles of Association of the Company.

RESOLVED FURTHER THAT Shri Amitabh Goenka(DIN: 00061027), Managing Director and CEO of the Company and Shri R B Verma (DIN: 08760599),Executive Director of the company, be and are hereby severally authorized to sign and execute such papers, documents, deeds, applications and instruments and to do all such acts, deeds, things and matters as may be considered necessary, desirable and expedient by them for the purpose of giving effect to this resolution relating to adoption of a new set of Articles of Association by the company."

ITEM NO. 8 TO PASS ORDINARY RESOLUTION TO APPROVE REMUNERATION OF COST AUDITOR OF THE COMPANY FOR THE FINANCIAL YEAR 2023 -2024.

Ordinary Resolution to approve remuneration of Cost Auditor of the company for the financial year 2023-2024 was considered, approved and adopted by voting as under :-

Means of Voting	Total Votes cast	Invalid Votes	Valid Votes	Total valid Votes cast in favour of the Resolution		Total Votes cast against the Resolution	
				Nos.	% of total number of valid votes cast	Nos.	% of total number of valid votes cast
Remote E-voting	17003901	0	17003901	16978140	99.8	25761	0.2
E-voting at AGM	0	0	0	0	0	0	0
Total	17003901	0	17003901	16978140	99.8	25761	0.2

"RESOLVED THAT pursuant to the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules 2014, M/s Cheena & Associates, Cost Accountants having firm registration number 000397 be and are hereby appointed as Cost Auditors of the Company for the Financial Year 2023-2024 at a remuneration of Rs. 45,000/- (Rupee Forty Five Thousand Only) plus GST and out of pocket expenses.

RESOLVED FURTHER THAT the Managing Director and Company Secretary of the company, be and are hereby severally authorized to do all such acts and deeds, matters and things that may be required in connection thereto, filing all such documents with appropriate authorities and completing such other formalities as may be considered necessary, proper and expedient to give effect to this Resolution."

ITEM NO. 9 TO PASS ORDINARY RESOLUTION PERTAINING TO THE RELATED PARTY TRANSACTIONS.

Ordinary Resolution to approve the related party transactions was considered, approved and adopted by voting as under:-

Means of Voting	Total Votes cast	Invalid Votes	Valid Votes	Total valid Votes cast in favour of the Resolution		Total Votes cast against the Resolution	
				Nos.	% of total number of valid votes cast	Nos.	% of total number of valid votes cast
Remote E-voting	10137362	7263762	2873600	2825367	98.3	48233	1.7
E-voting at AGM	0	0	0	0	0	0	0
Total	10137362	7263762	2873600	2825367	98.3	48233	1.7

"RESOLVED THAT pursuant to the provisions of Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements), 2015 (Listing Regulations) and other applicable provisions, if any of the Listing Regulations, Companies Act, 2013 and Rules made there under, including statutory modification(s) or re-enactment thereof for the time being in force and as may be notified from time to time, consent of the members of the company be and is hereby accorded to the Board of Directors of the company to enter into contract(s)/arrangement(s)/ transaction(s) with parties as detailed in the table forming part of the Explanatory Statement annexed to this notice with respect to Sale and/or purchase of finished goods, raw material & semi finished goods, to pay or receive interest, leasing of property of any kind, availing or rendering of any services, appointment of agent for purchase or sale of goods, materials, services or property or appointment of such parties to any office or place of profit in the company or any other transactions of whatever nature, at arm's length basis and in the ordinary course of business, notwithstanding that each such transactions may exceed 10% of the Turnover of the Company during the financial year 2023-2024 or such other threshold limits as may be specified by the Listing Regulations from time to time, up to such extent and on such terms and conditions as specified in the table forming part of the Explanatory Statement annexed to this notice.

RESOLVED FURTHER THAT the members hereby ratify the material related party transactions between the Company and M/s RMG Polyvinyl India Limited, for the financial year 2022-2023, at arm's length basis and in the ordinary course of business, under the existing related party arrangement as detailed in the Explanatory Statement to this Notice.

RESOLVED FURTHER THAT the terms and conditions of the transactions with the Related Parties have been approved by the Audit Committee and the Board of Directors of the Company."

ITEM NO. 10 TO PASS SPECIAL RESOLUTION TO BORROW MONEY(IES) FOR THE PURPOSE OF BUSINESS OF THE COMPANY IN EXCESS OF THE LIMITS.

Special Resolution to borrow money(ies) for the purpose of business of the company in excess of the limits was considered, approved and adopted by voting as under :-

Means of Voting	Total Votes cast	Invalid Votes	Valid Votes	Total valid Votes cast in favour of the Resolution		Total Votes cast against the Resolution	
				Nos.	% of total number of valid votes cast	Nos.	% of total number of valid votes cast
Remote E-voting	17003901	0	17003901	16955668	99.7	48223	0.3
E-voting at AGM	0	0	0	0	0	0	0
Total	17003901	0	17003901	16955668	99.7	48223	0.3

"RESOLVED THAT in supersession of the Special resolution passed by the members of the company in Twenty Second Annual General Meeting held on 27-09-2014 and pursuant to Section 179, 180(1)(c) and other applicable provisions of the Companies Act, 2013 read along with the Companies (Meetings of Board and its Powers) Rules, 2014 and such other

rules, circular, notifications framed there under, as applicable; Foreign Exchange Management Act, 1999 including rules, regulations and circulars framed thereunder, as applicable; (including any statutory modification(s), amendment(s) or re-enactment thereof, for the time being in force) and Articles of Association of the Company, the approval of the members of the Company be and is hereby accorded to borrow such sum or sums of money (including non-fund based facilities) from time to time, at discretion, on such security and on such terms and conditions as may deem fit, notwithstanding that the money to be borrowed together with the money already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) including rupee equivalent of foreign currency loans (such rupee equivalent being calculated at the exchange rate prevailing as on the date of the relevant foreign currency agreement) may exceed, at any time, the aggregated of the paid-up capital of the Company its Free Reserves, and securities premium, provided however, the total amount so borrowed in excess of the aggregate of the paid up capital of the Company its free reserves and securities premium shall not at any time exceed Rs.250 Crores.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors of the Company ("Board") and/or any person authorized by the Board from time to time, be and is hereby empowered and authorised to negotiate, finalise, sign and execute all such agreements, deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution."

ITEM NO. 11 TO PASS SPECIAL RESOLUTION FOR CREATION OF SECURITIES ON THE PROPERTIES OF THE COMPANY, BOTH PRESENT AND FUTURE, IN FAVOUR OF LENDERS

Special Resolution for creation of securities on the properties of the company, both present and future, in favour of lenders was considered, approved and adopted by voting as under :-

Means of Voting	Total Votes cast	Invalid Votes	Valid Votes	Total valid Votes cast in favour of the Resolution		Total Votes cast against the Resolution	
				Nos.	% of total number of valid votes cast	Nos.	% of total number of valid votes cast
Remote E-voting	17003901	0	17003901	16978140	99.8	25761	0.2
E-voting at AGM	0	0	0	0	0	0	0
Total	17003901	0	17003901	16978140	99.8	25761	0.2

"**RESOLVED THAT** pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, the consent of the Company be and is hereby accorded to the Board of Directors of the Company ("the Board") to hypothecate/mortgage and/or charge in addition to the hypothecations/ mortgages and/or charges created by the Company, in such form and manner and with such ranking and at such time(s) and on such terms as the Board may determine, all or any part of the movable and/or immovable properties of the Company wherever situated, both present and future, and/ or create a floating charge on all or any part of the immovable properties of the Company and the whole or any part of the undertaking(s) of the Company, together with power to take over the management of the business and concern of the Company, in certain events of default, in favour of the Company's Bankers/Financial Institutions/ other investing agencies and trustees for the holders of Debentures/Bonds/other instruments/securities to secure any Rupee/ Foreign Currency Loans, Guarantee assistance, Standby Letter of Credit/Letter of Credit and/ or any issue of Non - Convertible Debentures, and/ or Compulsorily or Optionally, Fully or Partly Convertible Debentures and/ or Bonds, and/ or any other Non - Convertible and/ or other Partly/Fully Convertible Instruments/securities, within the overall ceiling of Rs.250 crores prescribed by the members of the Company, in terms of Section 180(1)(c) of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board be and is hereby authorised to execute all such deeds, documents, instruments and writings, as may be necessary for creating the aforesaid hypothecations/mortgages and/or charges and to do all such acts, deeds, matters and things as may be necessary, desirable or expedient to give effect to the above resolution."

ITEM NO. 12 TO PASS SPECIAL RESOLUTION TO GIVE POWER TO GIVE LOANS OR INVEST FUNDS OF THE COMPANY IN EXCESS OF THE LIMITS SPECIFIED UNDER SECTION 186 OF THE COMPANIES ACT, 2013.

Special Resolution to give power to give loans or invest funds of the company in excess of the limits specified under Section 186 of The Companies Act, 2013 was considered, approved and adopted by voting as under :-

Means of Voting	Total Votes cast	Invalid Votes	Valid Votes	Total valid Votes cast in favour of the Resolution		Total Votes cast against the Resolution	
				Nos.	% of total number of valid votes cast	Nos.	% of total number of valid votes cast
Remote E-voting	17003901	0	17003901	16955668	99.7	48233	0.3
E-voting at AGM	0	0	0	0	0	0	0
Total	17003901	0	17003901	16955668	99.7	48233	0.3

"RESOLVED THAT pursuant to the provisions of the Section 186 and other applicable provisions, if any, of the Companies Act, 2013, consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter called 'the Board' which term shall deemed to include any Committee which Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution) to (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise the securities of any other body corporate, upto a maximum aggregate amount of Rs.250/- Crores, outstanding at any point of time, over and above the permissible limits under Section 186(2) of the Companies Act, 2013 (presently being sixty percent of the Company's paid up capital, free reserves and securities premium account or one hundred percent of the Company's free reserves and securities premium account, whichever is more).

RESOLVED FURTHER THAT the Board be and is hereby authorised to take from time to time all decisions and steps in respect of the above loans, guarantees, securities and investment including the timing, amount and other terms and conditions of such loans, guarantees, securities and investment and varying the same either in part or in full as it may deem appropriate and to do and perform all such acts, deeds, matters and things as may be necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard including power to sub-delegate in order to give effect to this resolution."

ITEM NO.13 TO PASS SPECIAL RESOLUTION TO RE-APPOINT SMT. BHUPINDER KAUR MARWAH AS A DIRECTOR (NON EXECUTIVE & INDEPENDENT)

Special Resolution to re-appoint Smt. Bhupinder Kaur Marwah as a director (Non Executive & Independent) was considered, approved and adopted by voting as under :-

Means of Voting	Total Votes cast	Invalid Votes	Valid Votes	Total valid Votes cast in favour of the Resolution		Total Votes cast against the Resolution	
				Nos.	% of total number of valid votes cast	Nos.	% of total number of valid votes cast

Remote E-voting	17003901	0	17003901	16978140	99.8	25761	0.2
E-voting at AGM	0	0	0	0	0	0	0
Total	17003901	0	17003901	16978140	99.8	25761	0.2

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and Section 161(1) read with The Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, rules of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force), the consent of the Members be and is hereby accorded by way of Special Resolution to the Re-appointment of Smt. Bhupinder Kaur Marwah holding DIN 08099222 as a Director (Non-Executive & Independent) on the Board of the Company for a period of five(5) years with effect from 01st April, 2024 not liable to retire by rotation.

RESOLVED FURTHER THAT that the consent of the Members be and is hereby accorded by way of Special Resolution to the continuous Directorship of Smt. Bhupinder Kaur Marwah holding DIN: 08099222 as a Director (Non-Executive & Independent) on the Board of the Company till 31-03-2029 even after attaining the age of 75 years.

RESOLVED FURTHER THAT the Managing Director and Company Secretary of the company, be and are hereby severally authorized to do all such acts and deeds, matters and things that may be required in connection or for matters incidental thereto, filing all such documents with appropriate authorities and completing such other formalities as may be considered necessary, proper and expedient to give effect to this Resolution."

ITEM NO. 14 TO PASS SPECIAL RESOLUTION TO RE-APPOINT SHRI SANTOSH KUMAR DABRIWALA AS A DIRECTOR (NON EXECUTIVE & INDEPENDENT)

Special Resolution to re-appoint Shri Santosh Kumar Dabriwala as a Director (Non Executive & Independent) was considered, approved and adopted by voting as under :-

Means of Voting	Total Votes cast	Invalid Votes	Valid Votes	Total valid Votes cast in favour of the Resolution		Total against the Resolution Nos.	% of total number of valid votes cast
				Nos.	% of total number of valid votes cast		
Remote E-voting	17003901	0	17003901	16978140	99.8	25761	0.2
E-voting at AGM	0	0	0	0	0	0	0
Total	17003901	0	17003901	16978140	99.8	25761	0.2

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and Section 161(1) read with The Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, rules of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force), the consent of the Members be and is hereby accorded by way of Special Resolution to the Re-appointment of Shri Santosh Kumar Dabriwala holding DIN 00044532 as a Director (Non-Executive & Independent) on the Board of the Company for a period of five(5) years with effect from 01st April, 2024 not liable to retire by rotation.

RESOLVED FURTHER THAT that the consent of the Members be and is hereby accorded by way of Special Resolution to the continuous Directorship of Shri Santosh Kumar Dabriwala holding DIN 00044532 as a Director (Non-Executive & Independent) on the Board of the Company till 31-03-2029 even after attaining the age of 75 years.

RESOLVED FURTHER THAT the Managing Director and Company Secretary of the company, be and are hereby severally authorized to do all such acts and deeds, matters and things that may be required in connection or for matters incidental thereto, filing all such

documents with appropriate authorities and completing such other formalities as may be considered necessary, proper and expedient to give effect to this Resolution."

ITEM NO.15 TO PASS SPECIAL RESOLUTION TO RE-APPOINT SHRI UMESH KUMAR AGARWALLA AS A DIRECTOR (NON EXECUTIVE & INDEPENDENT)

Special Resolution to re-appoint Shri Umesh Kumar Agarwalla as a Director (Non Executive & Independent) was considered, approved and adopted by voting as under :-

Means of Voting	Total Votes cast	Invalid Votes	Valid Votes	Total valid Votes cast in favour of the Resolution		Total Votes cast against the Resolution	
				Nos.	% of total number of valid votes cast	Nos.	% of total number of valid votes cast
Remote E-voting	17003901	0	17003901	16978140	99.8	25761	0.2
E-voting at AGM	0	0	0	0	0	0	0
Total	17003901	0	17003901	16978140	99.8	25761	0.2

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and Section 161(1) read with The Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, rules of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force), the consent of the Members be and is hereby accorded by way of Special Resolution to the re-appointment of Shri Umesh Kumar Agarwalla holding DIN 00231799 as a Director (Non-Executive & Independent) on the Board of the Company for a period of five(5) years with effect from 28th May, 2024 not liable to retire by rotation.

RESOLVED FURTHER THAT that the consent of the Members be and is hereby accorded by way of Special Resolution to the continuous Directorship of Shri Umesh Kumar Agarwalla holding DIN 00231799 as a Director (Non-Executive & Independent) on the Board of the Company till 27-05-2029 even after attaining the age of 75 years.

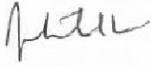
RESOLVED FURTHER THAT the Managing Director and Company Secretary of the company, be and are hereby severally authorized to do all such acts and deeds, matters and things that may be required in connection or for matters incidental thereto, filing all such documents with appropriate authorities and completing such other formalities as may be considered necessary, proper and expedient to give effect to this Resolution."

VOTE OF THANKS

There being no other business to transact, the Chairman expressed his thanks to every one for their attendance and participation in the proceedings of the Meeting.

The meeting was terminated at 02.50 P.M. with thanks to the Chair.

DATED: 18-09-2023
PLACE: NEW DELHI



CHAIRMAN OF THE MEETING