

## **DENIM DEVELOPERS LIMITED, KOLKATA**

**PROCEEDINGS OF THE 47<sup>TH</sup> ANNUAL GENERAL MEETING HELD ON THURSDAY, SEPTEMBER 28, 2017 AT 11:00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY**

### **PRESENT :**

#### **Directors**

Mr. Mukul Chaturvedi, Chairman, Director

Mr. Ashish Jain , Director

Ms. Bharti Dayani, Director

Mr. Piyush Vijay , Director

Mrs. Priyanka Sharma, Director

Mr. Nitin Gautam, Director

Mr. Rahul Jain, Secretary

### **ABSENT:**

Ms. Akansha Jain, Director

### **IN ATTENDANCE**

Mr. Domnic Dcosta (Partner) - M/s SARA & Associates, Chartered Accountants, Statutory Auditors.

Ms. Saloni Jain (Propreitor) - M/s Jain Saloni & Co., Company Secretaries, Scrutinizer for the E-voting and Ballot Voting at the meeting.

Mr. Rahul Jain, Company Secretary

### **MEMBERS PRESENT IN PERSON**

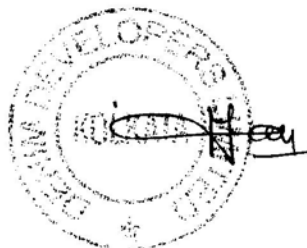
10Members were present in person having 500 numbers of shares (Including Directors)

### **AUTHORISED REPRESENTATIVES OF CORPORATIONS**

No authorized representatives of Corporations were present.

### **PROXIES**

There was no proxy present.



Mr. Mukul Chaturvedi, Chairman of the Board took the Chair and ordered the meeting to commence.

Mr. Mukul Chaturvedi, Chairman also declared that there are 10 members were present in person. The Chairman also declared that there was no proxy present. He also declared that Members Register and proxy Register is on the table and open for inspection.

Mr. Mukul Chaturvedi, Chairman delivered his welcome address and thereafter asked Mr. Rahul Jain, Company Secretary to read the notice of the meeting, which was taken as read on proposal of Mr. Nitin Gautam.

The Chairman stated that in accordance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of The Companies (Management & Administration) Rules, 2014, the Company had provided electronic voting facility to the members to vote between September 25, 2017 to September 27, 2017 in proportion to their shareholding as on the cutoff date of 21st September, 2017. He further informed the members that the scrutinizer for electronic voting Ms. Saloni Jain , a Practicing Company Secretary was appointed for carrying out the e-voting in a fair and transparent manner. Thereafter, Ms. Saloni Jain submitted the report of the scrutinizer on the electronic voting to the Chairman.

The Chairman further informed the members that in view of the General circular No.2012014 dated June 17, 2014 issued by the Ministry of Corporate Affairs, voting by show of hands is not allowable in case of e-voting. Therefore it was obligatory to provide similar voting facility to the members present in person at the AGM to vote in proportion to the shares held by them. He stated that the Poll will be conducted for voting on all the resolutions of ordinary and special businesses as set out in Item no 1 to 4. He also clarified that the poll will be taken in the end after consideration of all the items of the notice by members. The Chairman also appointed Ms. Saloni Jain Practicing Company Secretary to scrutinize the poll process and votes given on the Poll and report thereon in the prescribed manner.

Thereafter, the Chairman proceeded the meeting as per items mentioned in the notice of meeting.

#### **Item No. 1**

The Chairman took-up Item No. 1 for consideration of meeting. He asked Mr. Rahul Jain, Company Secretary to read Auditors Report and Directors Report, which was taken as read on proposal of Mr. Nitin Gautam.

Thereafter, the Chairman invited the members to raise their queries regarding the Annual Accounts, Auditors' and Directors' Report thereon. However, there was no query from members.

Thereafter, with the permission of the Chairman, Mr. Rahul Jain moved the following resolution and Mr. Ashish Jain seconded the same:

**"RESOLVED THAT** the Balance Sheet as on 31 March, 2017 and Profit and Loss Account for the year ended on that date together with the Directors' Report and Auditors' Report thereon, be and is hereby received, considered and adopted."



The Chairman put the motion to vote by poll.

**Item No.2**

The Chairman took-up Item No. 2 for consideration of meeting.

With the due permission of the Chairman, Mr. Rahul Jain moved the following resolution, which was seconded by Mr.Ashish Jain :

**“RESOLVED THAT** to appoint a Director in place of Mr. Piyush Vijay (DIN 07340701), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.”

The Chairman put the motion to vote by poll.

**Item No.3**

The Chairman took-up Item No. 3 for consideration of meeting.

With the due permission of the Chairman, Mr. Rahul Jain moved the following resolution, which was seconded by Mrs. Priyanka Sharma :

**“RESOLVED THAT** pursuant to the provisions of section 139 (1) of the Companies Act, 2013 and the rules made there under, and pursuant to the recommendations of the audit committee of the Board of Directors, the appointment of M/s SARA & Associates, Chartered Accountants (ICAI Registration No. 120927W) Mumbai, as Statutory Auditors of the company, be and is hereby ratified to hold office from the conclusion of this AGM till the conclusion of next AGM of the Company and that the Board of Directors be and are hereby authorized to fix remuneration as may be determined by the audit committee in consultation with the auditors.”

The Chairman put the motion to vote by poll.

**Item No.4**

The Chairman took-up Item No. 4 for consideration of meeting.

With the due permission of the Chairman, Mr. Rahul Jain moved the following resolution, which was seconded by Ms. Bharti Dayani:

**“RESOLVED THAT** pursuant to the provisions of sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mrs. Priyanka Sharma (DIN: 07440504), who was appointed as an Additional Director with effect from 8 th December, 2016 on the Board of the Company in terms of Section 161 of the Companies Act, 2013 and as per Article of Association of the Company and who holds office up to the date of this Annual General Meeting, eligible for appointment and has consented to act as a Director of the Company and in respect of whom



the Company has received a notice in writing from a shareholder under Section 160 of the Act proposing her candidature for the office of Director of the Company, be and is hereby appointed as non-executive Independent Director of the company for a fixed term of five (5) years, and she is not liable to retire by rotation.”

The Chairman put the motion to vote by poll.

### **CONDUCT OF POLL**

The Chairman thereafter, ordered the poll on all the resolutions for the Ordinary and Special businesses as set out in Item No. 1 to 4 of the Notice of the 47<sup>th</sup> AGM and requested all the Members present and entitled to vote to participate in the Poll to be taken at the same venue.

Ms. Saloni Jain, Practicing Company Secretary, the Scrutinizer appointed for conduct of Poll conducted the Poll. Before the start of voting on Poll, the Ballot Papers were distributed to the members. Empty ballot box was shown to the members and thereafter the ballot box was locked in presence, of member. After ensuring that all the members and proxies participated in the Poll had casted their votes, the scrutinizer closed the Poll. He then took custody of the ballot box for scrutinizing the votes and submitting his report on the poll.

### **Declaration of Results**

The Chairman informed the members that the consolidated results of the e-voting and the poll taken at the AGM shall be announced and made available on the website of the Company and shall also be immediately sent to The Calcutta Stock Exchange Ltd and Metropolitan Stock Exchange of India Limited, the stock exchanges where the equity shares of the Company are listed.

### **Vote of Thanks**

Mr. Rahul Jain proposed vote of thanks to the chair, which was duly taken on record. The Chairman then announced the formal closure of the 47<sup>th</sup> AGM and thanked the members present at the meeting of their suggestions, comments and co-operation and support during the meeting and requested the Company Secretary to get the poll process completed.

**DATE : 28<sup>th</sup> , September, 2017**

**PLACE : KOLKATA**

  
**CHAIRMAN**  
**(Mukul Chaturvedi)**  
**Whole Time Director**  
**DIN: 06708781**

