

MINUTES OF THE 22ND ANNUAL GENERAL MEETING (AGM) OF THE MEMBERS OF ENTEGRA LIMITED HELD ON THURSDAY, 14TH DAY OF NOVEMBER, 2019, AT VICTORIA MEMORIAL SCHOOL OF THE BLIND, OPP. TARDEO A/C MARKET, 73, TARDEO NAGAR, MUMBAI - 400034, COMMENCED AT 9:00 A.M. AND CONCLUDED AT 10:15 A.M.

ATTENDANCE AT THE MEETING:

Directors' Present:

1. Mr. Mukul S. Kasliwal – Chairman, Member of Stakeholders' Relationship Committee, Audit Committee and Nomination and Remuneration Committee
2. Mr. Rajesh Mendiratta- Director and Chairman of Stakeholders' Relationship Committee
3. Mrs. Shyamla Ananatharaman- Independent Director, Chairman of Audit Committee and Nomination and Remuneration Committee and member of Stakeholders' Relationship Committee
4. Mr. Aftab Alam Ahmed Raza Shaikh- Independent Director, Member of Audit Committee and Nomination and Remuneration Committee

In Attendance:

Mr. Warij Kasliwal – Compliance Officer

By Invitation:

Mrs. Jayesh Gupta – Representative of Statutory Auditors, M/s. S K H D & Associates
Mrs. Sonal Parekh – Scrutinizer for remote e-voting and physical ballot process for the 22nd Annual General Meeting

RECORD OF PRESENCE OF QUORUM:

Members Present:

In Person: 45 Members
In Proxy: Nil
In Representation: 10 representatives

1. INTRODUCTION:

Mr. Mukul Kasliwal, Managing Director of the Company greeted all the Members present and introduced the other Board Members sitting on the dias. He briefed the Members about the new on the Board viz. Mr Aftab Alam Ahmed Raza Shaikh Additional (Independent) Director. He then Chaired the Meeting.

2. CHAIRMAN:

Mr. Mukul Kasliwal, Chairman, took the Chair.

As the time was past 9:00 a.m., the Chairman ascertained that the necessary quorum was present; and declared the Meeting to order. He then commenced the proceedings as per the Companies Act, 2013 and Rules notified thereunder.

3. READING OF NOTICE, REPORTS OF DIRECTORS AND AUDITORS:

The Chairman announced that 10 representations aggregating for 223584736 Equity Shares were received; and no proxies were received by the Company. The Chairman further announced that the Register of Directors and Key Managerial Personnel & their shareholding and Register of Contracts in which Directors are interested were placed before the Meeting and were available to the Members for inspection.

Also, the Report of the Auditors for the financial year ended March 31, 2019 were available for inspection.

With the consent of the Members present, the Notice convening the Twenty Second Annual General Meeting together with the statement attached thereto, the Directors' Report alongwith its Annexure and the Audited Financial Statements; of the Company for the year ended March 31, 2019, were required to be read when there are qualifications or adverse observations or comments in the Report.

Accordingly, representative of S K H D & Associates, Mr Jayesh Gupta, Statutory Auditor read the qualifications in the standalone Audit Reports for March 31, 2019, and drew the attention of the Members present to which Mr Mukul Kasliwal gave the explanations given by the Board of Directors in their Report on page no. 11 to 13 of the Annual Report.

The proceedings of the Meeting were carried out as per the Companies Act, 2013 and Rules notified thereunder.

4. CHAIRMAN'S SPEECH:

The Chairman then addressed the Members present, on performance made by the Company during these financial years ended March 31, 2019, in which he informed the Members about performance and Hardship and Legal battle faced by the Company

5. REMOTE e-VOTING FACILITY AND POLL:

The Chairman informed the Members that in compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company had provided to its Members, facility to exercise their vote by electronic means through remote e-voting services provided by National Securities Depository Limited (NSDL), on all the items of business as contained in the Notice convening this 22nd Annual General Meeting.

The remote e-voting was kept open from 9:00 a.m. on November 11, 2019 till 5:00 p.m. on November 13, 2019.

The Chairman further informed that the Company has also arranged for voting through physical Ballot Forms, which were distributed at the beginning of the Meeting, for all the Members who had not cast their votes through remote e-voting facility provided by the Company, and had appointed Mrs. Sonal Parekh, Chartered Accountant in Practice, as a Scrutinizer for scrutiny of votes cast through remote e-voting and physical Ballot process at the Meeting in a fair and transparent manner. Thereafter, at the request of the Chairman, Mrs. Sonal Parekh displayed the empty Ballot Box to all Members present at the Meeting and sealed the same.

He further stated that at the end of the discussion on the Resolutions proposed, voting through physical Ballot Forms would be allowed only to those Members who were present at the Meeting and had not cast their votes through remote e-voting facility.

Further the Chairman stated that the combined results of remote e-voting and poll would be declared by the Chairman within the prescribed timelines. The results to be declared for each Resolution would indicate the votes cast through Poll and remote e-voting and would be immediately intimated to BSE Limited and National Stock Exchange of India Limited. Upon intimation to Stock Exchanges, the results would also be uploaded on the website of the Company along with the Combined Report of Scrutinizer for remote e-voting and poll. The results shall also be uploaded on the website of NSDL.

The Chairman then briefly explained each of the items on the agenda, including the objective and implications thereof, wherever necessary. He informed the Members that they can ask queries or sought details / information on each of the agenda items. Queries were raised by the members and the Chairman addressed the same to the satisfaction of shareholders. Then Chairman serially took up the items on the agenda of the Notice of the Meeting.

ORDINARY BUSINESS:

6. RESOLUTION NO. 1: ORDINARY RESOLUTION FOR APPROVAL OF AUDITED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019 AND REPORTS THEREON:

The Chairman then took up **Item No. 1** of the Notice, i.e. regarding approval of Financial Statements for the year ended March 31, 2019.

The Chairman then invited Members to come-up with their queries, if any. However, there was no query on the matter from any of the Member.

Mr. Jehangir Rohinton Batiwala proposed the following ORDINARY RESOLUTIONS which were seconded by Mr. Nimesh Shantilal Shah:

- a. “**RESOLVED THAT** the Audited Financial Statements of the Company for the financial year ended March 31, 2019 and the Reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted.”

7. RESOLUTION NO. 2: ORDINARY RESOLUTION FOR REAPPOINT MR MUKUL KASLIWAL AS A DIRECTOR OF THE COMPANY LIABLE TO RETIRE BY ROTATION:

Mrs Shyamla Ananatharaman Independent Director then took up **Item No.2** of the Notice, relating to re-appointment Mr. Mukul Kasliwa as Director of the Company liable to retire by rotation.

There was no query on the matter from any of the Member present.

Mr. Bharat Pratapsinh Negandhi proposed the following ORDINARY RESOLUTION which was seconded by Mr. Narendra S Trivedi:

“**RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Mukul Kasliwal (DIN: 00058577), who retires by rotation at this meeting be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

As Mr. Mukul Kasliwal was interested in Item No. 4 of the Notice, Mr. Mukul Kasliwal requested Mrs. Shyamla Ananatharaman, Independent Director, to take the Chair in respect of the matter.

Mrs. Shyamla Ananatharaman took the Chair.

Mrs. Shyamla Ananatharaman then requested Mr. Mukul Kasliwal to take the Chair and proceed with the remaining Items of the Notice.

Mr. Mukul Kasliwal thanked Mrs. Shyamla Ananatharaman and took the Chair.

8. RESOLUTION NO. 3: ORDINARY RESOLUTION FOR APPOINTMENT OF MR. AFTAB ALAM AHMED RAZA SHAIKH AS A INDEPENDENT DIRECTOR OF THE COMPANY:

The Chairman then took up **Item No. 3** of the Notice, relating to appointment of Mr. Aftab Alam Shaikh (DIN : 08482525) who was appointed as an Additional Director in the capacity of Independent Director of the Company.

There was no query on the matter from any of the Member present.

Mr. Ronald Fernandes proposed the following ORDINARY RESOLUTION which was seconded by Mrs Celestine Elizabeth Mascarenhas:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and rules framed thereunder (including any statutory modification(s) or enactment thereof for the time being in force), Mr. Aftab Alam Shaikh (DIN : 08482525) who was appointed as an Additional Director in the capacity of Independent Director of the Company by the Board of Directors with effect from 14th June, 2019 and holds office up to the date of this Annual General Meeting, and being eligible, offer himself for appointment, be and is hereby appointed as an 'Independent Director' of the Company for a period of five years from the date of his appointment, viz., 14th June, 2019.”

9. VOTE OF THANKS:

There being no other matter to be discussed, the Meeting was concluded with a vote of thanks to the Chair proposed by Mrs. Shyamala Anantharaman. The Meeting concluded at 10:15 a.m. on November 14, 2019.

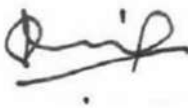
10. VOTING RESULTS:

Mrs Sonal Parekh, Chartered Accountant in Practice and Scrutinizer appointed by the Board of Directors, issued a Consolidated Scrutinizer’s Report based on the reports generated from the remote e-voting provided by NSDL and physical ballot process provided at the Meeting.

Based on the Consolidated Report issued by the Scrutinizer, all Resolutions, as proposed at the Meeting, were duly passed with requisite majority and are recorded as part of the proceedings of the Meeting. Extract of the combined voting results are as under:

Resolution No	Manner of Voting	Total Votes	Invalid/ Not Voted	Valid Votes	Votes in favour of the resolution		Votes against the resolution	
		Nos.	Nos.	Nos.	Nos.	Percentage	Nos.	Percentage
1	E-Voting	1991	-	1991	1991	100%	-	-
	Ballots	225704224	-	225704224	225704224	100%	-	-
	Total	225706215	-	225706215	225706215	100%	-	-
2	E-Voting	1991	-	1991	1625	81.62%	366	18.38%
	Ballots	225704224	-	225704224	225704224	100%	-	-
	Total	225706215	-	225706215	225706215	99.99%	-	-
3	E-Voting	1991	-	1991	1625	81.62%	366	18.38%
	Ballots	225704224	-	225704224	225704224	100%	-	-
	Total	225706215	-	225706215	225706215	99.99%	-	-

Date of Entry: **December 3, 2019**



Place: Mumbai
Date: **December 3, 2019**

CHAIRMAN