

**Minutes of the 26<sup>th</sup> Annual General Meeting of Mohit Paper Mills Limited held on Friday 28<sup>th</sup> Day of September, 2018 at 10:00 A.M. at Bharat Banquet Hall, A-5, Naveen Vihar, Rajiv Nagar Extension, Begumpur Main Barwala Road, Delhi-110081 and ended at 11:30 A.M.**

**PRESENT**

1. Shri Sandeep Jain – Chairman and Managing Director and Shareholder
2. Smt. Anju Jain – Director and Shareholder
3. Smt. Shubhi Jain- Director and Shareholder
4. Sanjeev Kumar Gupta Independent Director and Chairman (Audit Committee, Nomination, Shareholders Committee, Stakeholders Relationship Committee)

74 other shareholders

**IN ATTENDANCE:**

Mr. Anant Vats (Company Secretary)

Mr. Arvind Dixit-CFO

**BY INVITATION:**

Mr. Prashant Kumar Balodia- Partner PDS & CO.- Secretarial Auditor

The Chairman of the Board presided over the meeting.

The Chairman welcomed all the members present and having found the requisite quorum being present declared the meeting properly constituted.

The Chairman announced that Register of Directors and Key Managerial Personnel along with their Shareholding u/s 170 and Register of Contracts u/s 189 of the Companies Act, 2013 are kept open and accessible during the continuance of the meeting.

The Notice, the Directors Report and the Annual Accounts already circulated to the members, with the permission of the members present were taken as read.

Company Secretary than read the Auditors Report dated 30<sup>th</sup> May, 2018.

The Chairman informed the members that pursuant to the e-voting provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (Rules) e-voting period remained open from Tuesday, 25<sup>th</sup> September, 2018, 09.00 AM to Thursday, 27<sup>th</sup> September 2018, 05:00 P.M. The members of the Company as on the "cut-off" date i.e. 21<sup>st</sup> September, 2018 were entitled to vote on the resolutions. (items no. 1 to 7 set out in the notice of the 26<sup>th</sup> AGM of the Company).

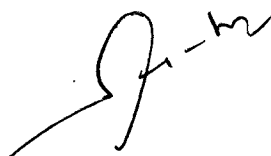
He further informed that Mr. Prashant Kumar Balodia of M/S PDS & CO., Practicing Company Secretaries was appointed as Scrutinizer for e-voting.

The Chairman informed to the members that the members who have not been able to e-vote also gets the facility to poll on the resolutions as stated in the Notice of 26<sup>th</sup> AGM. The Chairman proposed Mr. Prashant Kumar Balodia of M/S PDS & Co., Practicing Company Secretaries be appointed as the scrutinizer for the ballot process at the Annual General Meeting which was ascended to by all the members present at the meeting. The Chairman announced that the combined results will be announced after getting the scrutinizers report.

The ballot forms were distributed amongst the shareholders present in the meeting. The Chairman than requested the members present to cast their votes. The voting commenced thereafter and after casting the votes by all the eligible members present in the meeting, the Scrutinizers concluded the meeting.

As there was no other business to transact, the meeting ended with a vote of thanks to the Chair.

**VOTING RESULTS OF RESOLUTIONS PROPOSED IN THE ANNUAL GENERAL MEETING**



The Scrutinizer submitted their Report on 29/09/2018 as announced by the Chairman and the same was acknowledged by the Chairman as Result of the Annual General Meeting. In terms of combined report of e-voting, voting through ballot forms sent along with annual report and the votes casted through ballot paper by the shareholders attended/present in the Annual General Meeting on Ordinary and Special Business, the following resolutions were taken as passed in terms of the voting done for respective resolutions and these were construed to be passed by the shareholders at the 26th Annual General Meeting of the Company held on Friday, the 28<sup>th</sup> Day of September, 2018.

**Item No.1-Adoption of the financial statements**

**Proposed by Rita Jain and seconded by Subhash Jain**

**As an Ordinary Resolution**

To receive, consider and adopt the financial statements of the Company for the year ended March 31, 2018, including the audited Balance Sheet as at March 31, 2018, the statement of Profit and Loss for the year ended on that date and the reports of the Board of Directors and Auditors thereon.

Total Number of Valid Votes Cast	Total Number and Percentage of Votes cast in favor	Total Number and Percentage of Votes cast against
8424392	8424392 100%	0

The above result was carried by 100% majority

**Item No.2-Appointment of director**

**As Chairman was interested, Mr Lokesh Gupta(shareholder) took this item of agenda.**

**Rajni Gupta proposed and Mr. Dinesh Jain seconded the resolution**

**As an Ordinary Resolution**

To appoint a Director in place of Mrs. Anju Jain(DIN-00459540), who retires from office by rotation and being Eligible offers herself for re-appointment.

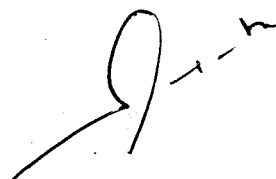
Total Number of Valid Votes Cast	Total Number and Percentage of Votes cast in favor	Total Number and Percentage of Votes cast against
8424392	8424392 100%	0

The above result was carried by 100% majority

**Item No.3-Appointment of Mr. Sushil Kumar Tyagi(DIN-06362605) as an Independent Director of the Company.**  
**Rama Jain proposed and Vimal Jain seconded the resolution**

**As Special Resolution**

"RESOLVED THAT pursuant to the provisions of Section 149, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made there under read with Schedule IV to the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), and the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 Mr. Sushil Kumar Tyagi (DIN-06362605) who was appointed as Independent Director of the Company and whose term expires on 31/03/2019 and in respect of whom the Company have received the notice by member with the requisite amount of deposit under section 160 of the Companies Act, 2013 with the declaration that he meets the criteria for independence as provide in Section 149(6) of the Act, be and is hereby re-appointed as an Independent Director of the Company to hold office for a term of 5 years commencing from 01/04/2019, not liable to retire by rotation.



Total Number of Valid Votes Cast	Total Number and Percentage of Votes cast in favor	Total Number and Percentage of Votes cast against
8424392	8424392 100%	0

The above result was carried by 100% majority

**Item No.4-Appointment of Mr. Rachit Jain(DIN-06982727) as an Independent Director of the Company.**  
**Rajni Gupta proposed and Dinesh Jain seconded the resolution**

**As Special Resolution**

"RESOLVED THAT pursuant to the provisions of Section 149, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made there under read with Schedule IV to the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), and the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 Mr. Rachit Jain (DIN-06982727) who was appointed as Independent Director of the Company and whose term expires on 31/03/2019 and in respect of whom the Company have received the notice by member with the requisite amount of deposit under section 160 of the Companies Act, 2013 with the declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, be and is hereby re-appointed as an Independent Director of the Company to hold office for a term of 5 years commencing from 01/04/2019, not liable to retire by rotation.

Total Number of Valid Votes Cast	Total Number and Percentage of Votes cast in favor	Total Number and Percentage of Votes cast against
8424392	8424392 100%	0

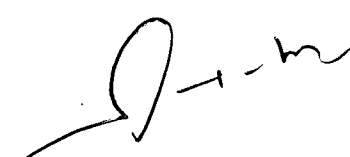
The above result was carried by 100% majority

**Item No.5-Appointment of Mr. Sanjeev Kumar Jain(DIN-07018412) as an Independent Director of the Company.**  
**Anil Kumar Jain proposed and Raj Malik seconded the resolution**

**As Special Resolution**

"RESOLVED THAT pursuant to the provisions of Section 149, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made there under read with Schedule IV to the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), and the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 Mr. Sanjeev Kumar Jain (DIN-07018412) who was appointed as Independent Director of the Company and whose term expires on 31/03/2019 and in respect of whom the Company have received the notice by member with the requisite amount of deposit under section 160 of the Companies Act, 2013 with the declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, be and is hereby re-appointed as an Independent Director of the Company to hold office for a term of 5 years commencing from 01/04/2019, not liable to retire by rotation.

Total Number of Valid Votes Cast	Total Number and Percentage of Votes cast in favor	Total Number and Percentage of Votes cast against
8424392	8424392 100%	0



The above result was carried by 100% majority

**Item No.6-Appointment of Mr. Pradeep Kumar Rajput(DIN-06685586) as whole time director.**  
**Ayush Gupta proposed and Sita Goela seconded the resolution**

**As Special Resolution**

"RESOLVED THAT pursuant to provisions of Section 196, 197, 198 and 203 read with Schedule V and any other applicable provisions, if any, of the Companies Act, 2013, and the rules (including any statutory modifications or re-enactment(s) thereof, for the time being in force), subject to the approval of Central Government if required and such other consents and permissions as may be necessary, and pursuant to the recommendation of Nomination and Remuneration Committee and the Board, the consent of the Company be and is hereby accorded for the appointment of Mr. Pradeep Kumar Rajput (DIN-06685586) as whole-time-director of the Company for a period of three years w.e.f. 23/11/2017 on the remuneration, commission and other terms & conditions, as set out in the Explanatory Statement annexed hereto."

**I.Remuneration**

Monthly Remuneration of ₹38000/-

**II. Remuneration in the event of loss or inadequacy of profits.**

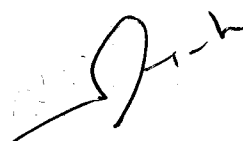
RESOLVED FURTHER Where in any financial year, the Company has no profits or its profits are inadequate, the amount of remuneration and benefits shall be paid, subject to applicable provisions of Schedule V to the Companies Act, 2013.

RESOLVED FURTHER that the Board of Directors of the Company/Nomination and Remuneration Committee be and are hereby authorized to alter, amend or vary the terms and conditions of appointment including remuneration structure, as it may, at its discretion deem fit from time to time, so as not to exceed the limits specified in Schedule V to the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) or any amendments made thereto.

"RESOLVED FURTHER that any one of the Directors or the Company Secretary of the Company be and is hereby authorized to do all necessary acts, deeds and things, which may be usual, expedient or proper to give effect to the above resolution."

Total Number of Valid Votes Cast	Total Number and Percentage of Votes cast in favor	Total Number and Percentage of Votes cast against
8424392	8424392 100%	0

The above result was carried by 100% majority



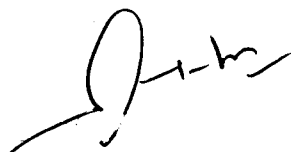
**Item No.7-Ratification of Remuneration of Cost Auditor**  
**Yogesh Talwar proposed and Sushil Arora seconded the resolution**

**As Ordinary Resolution**

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s. H.Tara & Co., Cost Accountants appointed by the Board of Directors of the Company, to conduct the audit of the cost records of Mohit Paper Mills Limited for the financial year 2018-19, the remuneration of ₹60,000 /- p.a. (Rupees Sixty Thousand Only) plus taxes as applicable and reimbursement of actual travel and other out of pocket expenses to be paid to the Cost Auditors of the Company for Financial Year 2018-19 as approved by the Board of Director of the Company be and is hereby ratified."

Total Number of Valid Votes Cast	Total Number and Percentage of Votes cast in favor	Total Number and Percentage of Votes cast against
8424392	8424392 100%	0

The above result was carried 100% by majority



Chairman  
Sandeep Jain

04/10/2018