

MINUTES OF THE TWENTY THIRD ANNUAL GENERAL MEETING OF SHAREHOLDERS OF THE INDERGIRI FINANCE LIMITED HELD ON SATURDAY, THE 16TH SEPTEMBER 2017 AT HOTEL CLASSIC, BHANU APARTMENT, GROUND FLOOR, SHIV VALLABH ROAD, ASHOK VAN, DAHISAR (EAST), MUMBAI – 400 068 COMMENCED AT 10.30 A.M. AND CONCLUDED AT 12.15 P.M.

The following Directors were present:

- | | | |
|----|---------------------------|------------------------------|
| 1. | MR. KISHAN SHARMA | DIRECTOR & MEMBER |
| 2. | MR. B.P.RAUKA | DIRECTOR & MEMBER |
| 3. | MR L.N. SHARMA | MD & MEMBER |
| 4. | MR. VINOD SHARMA | DIRECTOR |
| 5. | MISS POONAM SHARMA | DIRECTOR |

Total attended 29.

28 (Twenty Eight) Members were present in person including Authorised Representatives of Corporate Members (Shareholders) and one proxy.

CHAIRMAN

Members requested Mr. Kishan Sharma to Chair the meeting. Mr. Sharma welcomed all the shareholders at the 23rd Annual General Meeting of the Company. He introduced all the Directors present on the dais. As the requisite Quorum was present, he called the meeting to order.

The Chairman informed the Members present that the following documents/ registers were available for inspection at the meeting:

- Notice convening the 23rd AGM & documents referred therein;
- Directors' Report with Annexure thereto for the year ended March 31, 2017;
- Audited accounts and Auditors' Report thereon for the financial year ended on March 31, 2017;
- Secretarial Audit Report for the financial year ended on March 31, 2017;
- Proxy Register with one valid proxy lodged with the Company;
- Register of Directors' & Key managerial Personnel and their shareholdings;
- Register of Contract or Arrangement;

Chairman informed the Members that the Auditors' Report on the financial statements for the year ended on March 31, 2017 did not have any adverse remarks or qualification or observations. With the consent of members it was taken as read.

He further informed the Members that Dinesh Deora, Practising Company Secretary, in their secretarial audit report have following adverse remarks/ qualification/ observations,

- 1) The Company does not Company Secretary and Chief Financial Officer during the audit period as required under section 203 of the Companies Act, 2013 read with the rules made there under.
- 2) The Company is not registered under the Bombay Shops and Establishment Act, 1948.



The Directors are of the view that

- 1) Due to lower volume of business, profitability and small size of the Company, it could not get a full time Company Secretary and CFO. The Company has a well-qualified board and 3 of the directors of the Company are Chartered Accountants and one of them is also qualified Company Secretary. The Company has appointed a qualified company Secretary pursuant to the provision of section 203 of the companies Act, 2013 w.e.f. August 1, 2017.
- 2) The Company being subtenant it was not permitted to obtain registration under Shop and Establishment Act by the landlord.

Thereafter with the consent of members, the Secretarial audit report was taken as read.

With the consent of the Members present, the Notice, Directors report and the Audited Accounts for the year ended March 31, 2017 were taken as read.

The Chairman thereafter made a statement commenting on the present performance of the Company and thereafter invited queries and comments from the Members on the financial statements and general working of the Company. He also replied the queries raised by the shareholders.

The Chairman then informed the Members that in accordance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014 as amended, the Company had provided remote e-voting facility to enable the Members to cast vote electronically on the agenda items specified in the Notice of the Annual General Meeting and that the remote e-voting facility commenced on Wednesday, September 13, 2017 at 9:00 a.m. and ended on Friday, September 15, 2017 at 5:00 p.m. He informed the members that Mayank Arora, Proprietor of M/s. Mayank Arora & Co, Practising Company Secretary was appointed as Scrutiniser for scrutinizing the e-voting process.

Chairman informed the Members that the facility for voting through ballot paper has been made available at the Meeting for members who have not voted through remote e-voting and that the Poll would be taken after the discussion on businesses. Thereafter, He took up for approval of Members items as per the Notice of Annual General Meeting.

ITEM NO.1 OF THE NOTICE ADOPTION OF ACCOUNTS AND REPORT'S THEREON:

The Chairman thereafter proposed the resolution for adoption of accounts as at 31st March, 2017 along with the Auditors and Directors Report. The Chairman thereafter put the following resolution for voting.

“RESOLVED THAT the audited Balance Sheet, Cash Flow Statement as at 31st March 2017 and the Statement of Profit & Loss for the year ended 31st March 2017 and the Auditors' Report and Directors' report thereon be and are hereby approved and adopted.”

The Chairman declared the resolution no. 1 as passed with the requisite majority as an ordinary resolution.



ITEM NO.2 OF THE NOTICE - RE- APPOINTMENT OF MR BENI PRSAD RAUKA AS DIRECTOR OF THE COMPANY:

"RESOLVED THAT Mr. Mr. Rauka, (DIN-00295213), Director retiring by rotation, be and is hereby re-appointed as a Director of the Company whose period of office is liable to determination by retirement of Directors by rotation."

Mr. Poonam Sharma thereafter proposed the resolution for reappointment of Mr. Beni Prasad Ruaka as a Director of the Company. Mr. Manoj Sharma seconded the proposal.

ITEM NO.3 OF THE NOTICE-RATIFICATION OF APPOINTMENT OF M/S. S. K. RATHI & CO., CHARTERED ACCOUNTANTS, AS A STATUTORY AUDITOR OF THE COMPANY:

Chairman stated that the member in their 20th Annual General Meeting had appointed M/s. S. K. Rathi & Co., Chartered Accountants, as a statutory auditor Auditors of the Company to hold the office till the conclusion of the 25th Annual General Meeting subject to ratification by shareholders at every Annual General Meeting.

"RESOLVED THAT appointment of M/s. S.K. Rathi & Co., Chartered Accountants, Mumbai, (Firm Registration No.108724W), as the Statutory Auditors of the Company be and is hereby ratified on such remuneration as may be determined by the Board of Director's in consultation with the Auditors for the year ending 31st March 2018, which fee may be paid on a progressive billing basis to be agreed between the Auditor and the Board or such other officer of the Company as may be approved by the Board."

The Chairman declared the resolution no.3 as passed with the requisite majority as an ordinary resolution.

SPECIAL BUSINESS:

ITEM NO.4 APPROVAL TO FIX THE FEES FOR SERVICE OF DOCUMENTS THROUGH A PARTICULAR MODE:

"RESOLVED THAT pursuant to provisions of Section 20 and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules prescribed there under, the consent of the Company be and is hereby accorded to deliver the documents to a member through a particular mode as may be requested by the member, by charging an amount equivalent to the actual expenses of documents pursuant to request made by such member for delivery of such document to him / her through such mode of service and other reasonable incidental expenses as may be incurred by the Company provided such request along with the requisite fee / expenses has been duly received by the Company at least 10 (ten) days in advance of the dispatch of the document by the Company;

RESOLVED FURTHER THAT the Board of Directors of the Company or the Company Secretary be and are hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."



The Chairman declared the resolution no. 4 as passed with the requisite majority as an ordinary resolution.

Chairman then ordered for the Poll and appointed Mayank Arora, Proprietor of M/s. Mayank Arora & Co, Practising Company Secretary and Mr. Shrikant, Member of the Company as Scrutinizers for the Poll. He requested them to distribute the Ballot Paper, to the Members for voting and open the Ballot Box and seal it after verification.

Chairman informed that all Members present in person or through their Authorised Representatives, after receipt of the Ballot Paper may fill up their details and mark their vote and drop the same in Ballot Box.

Chairman informed the Members that the combined result of e-voting and the Poll would be announced on or before September 18, 2017 and would also be uploaded on the Company's website. He authorised Mr. Kishan Sharma, Director to declare the combined results of voting in his absence.

He further stated that the proceedings of the meeting would be concluded when last vote was cast.

Mr. Kishan Sharma thanked the Shareholders present & Directors for their participation in the meeting and thereafter declared the meeting as closed.

Mr. Beni Prasad Rauka, Director proposed a vote of thanks to the Chair, which was supported by all the members present.

Scrutinizers appointed for the Poll, conducted the Poll, which included showing of empty Ballot Box to members, locking and sealing of empty Ballot Box in the presence of members. After ensuring that all the members participating in the Poll had casted their votes, Scrutinizers closed the Poll and took the custody of ballot box.

The consolidated results of the e-voting and poll were declared by the Company on 18th September, 2017, (since 17th September 2017, being Sunday) the details of the results declared are as under:

RESOLUTION NO. 1: To receive, consider and adopt the Audited Balance Sheet, Cash Flow Statement as at 31st March, 2017 and the statement of Profit & Loss for the year ended 31 March, 2017, and the Auditor's Report and Director's Report.								
Resolution Required : (Ordinary/Special)			Ordinary					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100



Promoter and Promoter Group	E-Voting	2120220	1990860	93.90	1990860	0	100.00	0.00
	Poll		127360	6.01	127360	0	100.00	0.00
	Total		2118220	99.91	2118220	0	100.00	0.00
Public Institutions	E-Voting	0	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public Non Institutions	E-Voting	2940780	0	0.00	0	0	100.00	0.00
	Poll		60	0.02	60	0	100.00	0.00
	Total		60	0.02	60	0	100.00	0.00
Total		5061000	2118280	41.86	2118280	0	100.00	0.00

RESOLUTION NO. 2: To appointment a Director in place of Mr. Beni Prasad Rauka (DIN: 00295213), who retires by rotation and being eligible offers himself for reappointment.								
Resolution Required : (Ordinary/Special)			Ordinary					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter Group	E-Voting	2120220	1610000	75.94	1610000	0	100.00	0.00
	Poll		127360	06.61	127360	0	100.00	0.00
	Total		1737360	81.94	1737360	0	100.00	0.00
Public Institutions	E-Voting	0	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00



	Total		0	0.00	0	0	0.00	0.00
Public Non Institutions	E-Voting	2940780	0	0.00	0	0	100.00	0.00
	Poll		60	0.20	60	0	100.00	0.00
	Total		60	0.20	60	0	100.00	0.00
Total		5061000	1737420	34.33	1737420	0	100.00	0.00

RESOLUTION NO. 3: To ratify the appointment of M/s. S.K. Rathi & Co., Chartered Accountants, Mumbai (Firm Registration No.108724W) as approved by Members at the Twentieth Annual General Meeting as Statutory Auditors of the Company, to hold office until the conclusion of Twenty Third Annual General Meeting, and to fix their remuneration for the financial year ending 31st March, 2018.

Resolution Required : (Ordinary/Special)			Ordinary					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	$[3]=\{[2]/[1]\}*100$	[4]	[5]	$[6]=\{[4]/[2]\}*100$	$[7]=\{[5]/[2]\}*100$
Promoter and Promoter Group	E-Voting	2120220	1990860	93.90	1990860	0	100.00	0.00
	Poll		127360	6.01	127360	0	100.00	0.00
	Total		2118220	99.91	2118220	0	100.00	0.00
Public Institutions	E-Voting	0	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public Non Institutions	E-Voting	2940780	0	0.00	0	0	100.00	0.00
	Poll		60	0.02	60	0	100.00	0.00
	Total		60	0.02	60	0	100.00	0.00
Total		5061000	2118280	41.86	2118280	0	100.00	0.00



RESOLUTION NO. 4: To Approval to fix the fees for service of documents through a particular mode.

Resolution Required : (Ordinary/Special)			Ordinary					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={{[2]/[1]}*100	[4]	[5]	[6]={{[4]/[2]}*100	[7]={{[5]/[2]}*100
Promoter and Promoter Group	E-Voting	2120220	1990860	93.90	1990860	0	100.00	0.00
	Poll		127360	6.01	127360	0	100.00	0.00
	Total		2118220	99.91	2118280	0	100.00	0.00
Public Institutions	E-Voting	0	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public Non Institutions	E-Voting	2940780	0	0.00	0	0	100.00	0.00
	Poll		60	0.02	60	0	100.00	0.00
	Total		60	0.02	60	0	100.00	0.00
Total		5061000	2118280	41.86	2118280	0	100.00	0.00

All the above resolutions were passed with requisite majority.

There was no other business and meeting concluded with a vote of thanks to the chair.

DATE: OCTOBER 11, 2017
PLACE: MUMBAI



[Signature]
CHAIRMAN