



MINUTES OF FIFTH ANNUAL GENERAL MEETING OF THE MEMBERS OF SHRI KRISHNA PRASADAM LIMITED HELD ON THURSDAY THE 25TH DAY OF SEPTEMBER, 2014 AT 11.00 A.M. AT HOTEL AURA DE ASIA, 1/12, WEST PATEL NAGAR, NEAR METRO STATION PATEL NAGAR, NEW DELHI 110008

IN PRESENCE

DIRECTORS

- | | |
|------------------------|---------------------|
| 1. Kulbhushan Parashar | Whole Time Director |
| 2. Mr. Ramesh Kashyap | Director |
| 3. Mr. Arun Saldi | Director |

In Attendance

- | | |
|------------------------------|-------------------|
| Ms. Dashmeet Kaur | Company Secretary |
| Mr. Rishi Arora | Statutory Auditor |
| Other members of the company | 23 |

WELCOME ADDRESS AND INTRODUCTION OF BOARD OF DIRECTORS:

Ms. Dashmeet Kaur, Company Secretary, on behalf of Company, welcomed all those present at the 05th Annual General Meeting of the Company and then introduced the directors present on dais to the members.

CHAIRMAN

Mr. Kulbhushan Parashar, Whole Time Director & Member of the Company was requested to occupy the chair at the meeting and he occupied the chair.

CONFIRMATION OF QUORUM

The requisite quorum for the valid meeting was present pursuant to section 103 of the Companies Act, 2013.

The Chairperson welcomed the members and called the meeting to order.

The Chairperson informed the members that the Register of Member and Director's shareholding register were open for inspection.

The Notice of 05th Annual General Meeting, Directors Report and the Audited Accounts as incorporated in the Annual Report was taken as read with the consent and permission of the meeting.

Mr. Kulbhushan Parashar stated that the Company had already provided electronic voting facility to the members entitled to cast their vote at the Annual General Meeting, pursuant to section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014. The e-voting facility was kept open from Friday, 19th September 2014 (09:00 a.m.) to Sunday, 21st September 2014 (05:00 p.m.). In this regard Central Depository Services India Limited was appointed as Agency to provide e-voting facility on its platform and Mr. Rishi Arora, Practicing Chartered Accountant was appointed as Scrutinizer to scrutinize the e-voting process in fair and transparent manner.

For Shri Krishna Prasadam Limited

Director

Mr. Kulbhushan Parashar informed that the scrutinizer had completed the process of counting the votes cast through e-voting pursuant to section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and submitted a report thereof.

Before the declaration of results of e-voting, the members were informed that they were welcomed to put their queries, comments and suggestion on the Annual report and audited accounts of the Company which would be answered at a stretch at the end of questionnaire.

Few members made observations and sought clarification on some of the aspects of the Annual Report and Audited Accounts. The Members praised the management for the steps taken by them for the Company's growth.

Members were given thanks for their appreciation and suggestion made and their queries were replied to their satisfaction by Mr. Kulbhushan Parashar, Whole Time Director of the Company.

Thereafter, Mr. Kulbhushan Parashar, Whole Time Director declared the results of e-voting on the basis of report of scrutinizer.

RESOLUTION NO. 1 – ADOPTION OF ANNUAL ACCOUNTS AND THE REPORT OF THE DIRECTORS AND AUDITORS THEREON

The Chairman took the first item on the Agenda and the members were informed that No Shareholder was participated in e-voting.

Thereafter the Chairman was demanded the Poll on the following resolution:

“RESOLVED THAT the Balance Sheet as on 31st March, 2014 and Profit and Loss Account for the period ended on 31st March, 2014 together with the report of the auditors and directors thereon be and are hereby received, considered and adopted.

Poll was accordingly taken up.

RESOLUTION NO. 2 – RE-APPOINTMENT OF MR. KULBHUSHAN PARASHAR AS ROTATIONAL DIRECTOR

The Chairman took the next item on the Agenda and the members were informed that No Shareholder was participated in e-voting.

Thereafter the Chairman was demanded the Poll on the following resolution:

“RESOLVED THAT Mr. Kulbhushan Parashar, Whole Time Director of the Company who retires at this Annual General Meeting and being eligible offers himself for re- appointment.

Poll was accordingly taken up.

RESOLUTION NO.3 - RE-APPOINTMENT OF RISHI ARORA AS STATUTORY AUDITORS OF THE COMPANY

The Chairman took the next item on the Agenda and the members were informed that No Shareholder was participated in e-voting.

Thereafter the Chairman was demanded the Poll on the following resolution:

For Shri Krishna Prasadam Limited

Director



"RESOLVED THAT, pursuant to the provisions of Section 139 of the Companies Act, 2013 and the Rules made thereunder, and pursuant to the recommendations of the audit committee, Rishi Arora, Chartered Accountant having Membership No. 501847, be and is hereby re-appointed as the auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of Tenth Annual General Meeting of the Company to be held in the year 2019 (subject to ratification of their appointment at every AGM), at such remuneration as may be fixed by the Board of Directors of the Company."

Poll was accordingly taken up.

RESOLUTION NO. 4 - APPOINTMENT OF ARUN SALDI AS INDEPENDENT DIRECTOR

The Chairman took the next item on the Agenda and the members were informed that No Shareholder was participated in e-voting.

Thereafter the Chairman was demanded the Poll on the following resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, read with Schedule IV to the said Act, Mr. Arun Saldi (DIN: 03213230) who has given his consent to act as director and is not disqualified from being appointed as the director of the Company, in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Mr. Arun Saldi as a candidate for the office of director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for a term upto five consecutive years commencing from 01st December, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and are hereby authorised to sign the form DIR- 12 and make arrangement to file the same with Registrar of Companies and intimate to Stock Exchange(s) and to take such other steps as may be necessary in this regard."

Poll was accordingly taken up.

RESOLUTION NO. 5 - APPOINTMENT OF RAMESH KASHYAP AS INDEPENDENT DIRECTOR

The Chairman took the next item on the Agenda and the members were informed that No Shareholder was participated in e-voting.

Thereafter the Chairman was demanded the Poll on the following resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, read with Schedule IV to the said Act, Mr. Ramesh Kashyap (DIN: 05341665) who has given his consent to act as director and is not disqualified from being acting as the director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for a term up to three consecutive years commencing from 25th September 2014.

RESOLVED FURTHER THAT, the Board of Directors of the Company, be and are hereby authorised to sign the form DIR- 12 and make arrangement to file the same with Registrar of Companies and intimate to Stock Exchange(s) and to take such other steps as may be necessary in this regard."

Poll was accordingly taken up.

For Shri Krishna Prasadam Limited

Director 

RESOLUTION NO. 6 - APPOINTMENT OF SUBHASH KUMAR JHA AS NON EXECUTIVE DIRECTOR

The Chairman took the next item on the Agenda and the members were informed that No Shareholder was participated in e-voting.

Thereafter the Chairman was demanded the Poll on the following resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, Mr. Subhash Kumar Jha (DIN: 06941674) who has given his consent to act as director and is not disqualified from being appointed as the director of the Company, in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Mr. Subhash Kumar Jha as a candidate for the office of director of the Company, be and is hereby appointed as an Non Executive Director of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and are hereby authorised to sign the form DIR- 12 and make arrangement to file the same with Registrar of Companies and intimate to Stock Exchange(s) and to take such other steps as may be necessary in this regard."

Poll was accordingly taken up.

RESOLUTION NO. 7 - ALTERATION OF ARTICLES OF ASSOCIATION

The Chairman took the next item on the Agenda and the members were informed that No Shareholder was participated in e-voting.

Thereafter the Chairman was demanded the Poll on the following resolution:

"RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association as placed before the meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company;

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

Poll was accordingly taken up.

RESOLUTION NO. 8 - TO GIVE THE REMUNERATION to MR. KULBHUSHAN PARASHAR, WHOLE TIME DIRECTOR OF THE COMPANY.

The Chairman took the next item on the Agenda and the members were informed that No Shareholder was participated in e-voting.

Thereafter the Chairman was demanded the Poll on the following resolution:

RESOLVED THAT pursuant to the provisions of section 197, Schedule V of the Companies Act, 2013 other applicable provisions of the Companies Act, 2013 and the rules made thereunder and in partial modification of resolution no. 4 passed at the Extra Ordinary General Meeting held on January 25, 2014 for the appointment including terms and condition of appointment of Mr. Kulbhushan Parashar, consent of the members be and is

For Shri Krishna Prasadam Limited

Director



hereby accorded to give the remuneration of the Whole Time Director of the Company with effect from 01st October 2014 for the remaining period of his appointment as under:

Salary upto Rs. 1,000,000 per annum including the perquisites, allowances and performance incentives,

The other terms and conditions of his appointment as set out in Resolution No. 4, passed at the Extra Ordinary General Meetings (EGM) of Members of the Company held on 25th January, 2014 will remain unchanged.

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

Poll was accordingly taken up.

The Chairman then declared the proceedings of the meeting as completed and the meeting concluded by mentioning that the vote cast through e-voting earlier and poll taken at the meeting would be uploaded on the Company's website and will be intimated to the Stock exchange on 29.09.2014.

VOTE OF THANKS:

The meeting was concluded with the vote of thanks to the chair.

For Shri Krishna Prasadam Limited

Director

