

**Aditri Industries Limited**  
**(Formerly Known as Anshu's Clothing Limited)**  
**CIN: L36999GJ1995PLC025177**

**TRANSCRIPT OF THE 25TH ANNUAL GENERAL MEETING OF ADITRI INDUSTRIES LIMITED HELD THROUGH VIDEO CONFERENCING**

DATE: SEPTEMBER 28, 2020

TIME: 12.00 P.M.

DAY: MONDAY

**The following Directors and Key Managerial Personnel (KMPs) were present through Video conferencing:**

| <b>Sr No</b> | <b>Name</b>         | <b>Designation</b>                                |
|--------------|---------------------|---|
| 1            | Mr. Keyur Majmudar  | Chairman and Managing Director                    |
| 2            | Mrs. Ritu Majmudar  | Non-Executive and Non-Independent Director        |
| 3            | Mr. Abhishek Doshi  | Non-Executive and Independent Director            |
| 4            | Mr. Vijay Mehta     | Additional Non-Executive and Independent Director |
| 5            | Mr. Rafikul Mondal  | Chief Financial Officer                           |
| 6            | Mr. Vinaykumar Jain | Company Secretary and Compliance officer          |

**Other representatives present at the meeting through Video conferencing:**

| <b>Sr. no</b> | <b>Name</b>        | <b>Designation</b>                  |
|---------------|--------------------|-------------------------------------|
| 1             | Mr. S K Dangi      | M/s Dangi & Co., Statutory Auditors |
| 2             | Mrs. Alpana Sethia | Secretarial Auditor & Scrutinizer   |

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**Mr. Vinay Jain**

Good Afternoon Members I Vinay Jain Company Secretary of Aditri Industries Limited welcome you all to the 25<sup>th</sup> Annual General Meeting of your Company which is being held through video conference in accordance with the circular issued by the Ministry of Corporate Affairs and Securities Exchange Board of India, for safety reasons, each of us is in a different location. The Registered office of the Company at Ahmedabad shall be deemed as venue of the Annual General Meeting. Mr. Keyur Majmudar Chairman and Managing Director of the Company shall act as Chairman of the meeting. All other members of the board are present at the meeting including Mr. Abhishekh Doshi Chairman of Audit Committee and Shareholder and Grievance committee., Mr. Vijay Mehtaji chairman of Nomination and remuneration committee, Mrs. Ritu majmudar Non Executive Director of the Company, Mr. Rafikul Mondal, CFO of the Company. Mr. Sushil Dangji, Statutory Auditors of the Company and Ms. Alpana Sethia Secretarial Auditor and Scrutinizer of the Company.

All the registers certificates and documents required by law are open for inspection during this AGM meeting. Members seeking inspection of these documents can send their request to us at anshusclothing@gmail.com.

As the AGM is being held through video conferencing, the facility for the appointment of proxies by the members is not applicable and consequently, the proxy register for inspection is also not available.

Since requisite quorum is present at the meeting I hereby request the chairman to call the meeting in order and address the members.

Thank You.

**Mr. Keyur Majmudarj**

Hello am I audible.

Dear Members as the requisite quorum is present I hereby call the meeting to be in order. It is my pleasure to welcome the members to the 25<sup>th</sup> Annual General Meeting of our Company. The year 2019-20 has presented extreme challenges to the world to the Global Economic downturn followed by COVID -19 pandemic. It has also revealed and reinforced what the factors of success would be in future. This year has shown us on should always be equipped with digital solutions for overcoming such types of future situations and company should improve its infrastructure in terms of digitalization. Digitalization and proper infrastructure will help us to be more productive with minimum resources.

In view of the outbreak of the Coronavirus (COVID-19) pandemic and in compliance with the directives issued by the Government authorities and keeping in mind the safety and well-being of all the employees and stakeholders, the Company had, effective from March 23, 2020 shut down its Business operations. The Business operations resumed post the lifting of lock down restrictions. This has led to difficulty in business. Even after that restrictions are not completely lifted. The Company expects to catch up to the shortfall in business operations in the subsequent period.

Company has mandated employees to work from home. All general precautions are being followed as per the directions of government authorities including office of the district collector. The premises

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and also the office areas are regularly disinfected.

In Covid-19 Situation Masks and hand sanitizer were provided to all Employees other connected persons. Thermal scanning and social distancing at workplace have been made mandatory.

Even though presently there is slowdown in demand, I am confident that the company will recover from the slowdown and resume the growth plans.

On behalf of all your Board of Directors, and on my behalf, I express my sincere gratitude to the Central Government and State Governments and all our Stakeholders for their continued support. I specially thank all our mates for their efforts, commitment and their contribution to the Company in difficult times.

I also take this opportunity to thank all the Directors on the Board, for their valuable inputs.

I am confident that with the Growth Plans we have in place; we will continue to grow and create more value to all the stakeholders.

There are difficult times in our business but company has firmed up its plans for getting back on track .

The Stakeholders are requested to refer the Annual report which includes financial statements and other details for the entire financial year.

Now in regards to Appointments and reappointments

Board has recommended the appointment of Mr. Vijay Mehta as Independent Non-Executive Director of the Company details regarding them are very well mentioned in the Notice members are requested to go through the same. These appointments are as per statutory norms and in the interest of the Company.

I direct Mr. Vinay jain, Company Secretary to read the items of Notice of the Annual general Meeting and remarks of the Auditors on the financial statements and Secretarial Audit report for the financial year 2019-20.

Thank You over to Company Secretary.

**Mr. Vinay Jain:**

The Statutory Auditors, M/s. Dangi & Co., have expressed the unqualified opinion in the audit reports for the financial year 2019-2020. There were no qualifications, observations, or adverse comments on financial statements and matters, which have any material bearing on the functioning of the Company. The Statutory Auditors' report on standalone financial statements are available on from Page number 60 of the annual report respectively.

Since there are no qualifications and adverse remarks in the auditors report are not required to be read in the meeting.

The Secretarial Auditor, Mrs. Alpana Sethia, have expressed the opinion in the respective audit

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reports for the financial year 2019-2020 along with two Disqualification. Secretarial Auditor report is enclosed as Annexure III to the Board's report on Page number 36 of the annual report.

*The Disqualification given by Secretarial Auditor is as follows:*

According to the information and explanations given to us and the records of the Company examined by us, the Company has not appointed Internal Auditor for the Financial Year 2019-20.

and the explanation for the same is given in the board report which is as follows:

The Company is in process of appointment of internal Auditor

According to the information and explanations given to us and the records of the Company examined by us, Ms. Komal Keshwani has resigned from the post of the Company Secretary of the Company w.e.f. 3rd July, 2019 and the Company has not appointed Company Secretary in whole time practice in order to fill casual vacancy for the Financial Year 2019-20.

and the explanation for the same is given in the board report which is as follows:

The Company has appointed Mr. Vinay kumar Jain as a Company Secretary and Compliance officer of the Company with effect from 24th August, 2020.

Except above the board report is taken as read. Further members are requested to go through the Annual Report of the Company for more details.

**Now I will proceed with the Notice of 25<sup>th</sup> Annual general meeting with the permission of chairman**

Dear All,

The Notice dated 3<sup>rd</sup> September, 2020 of this AGM has already been circulated to the members electronically in compliance with MCA & SEBI circulars to transact the following businesses through VC, which are:

**1. ADOPTION OF AUDITED FINANCIAL STATEMENTS**

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended on 31st March 2020, together with the Reports of Board of Directors and Auditors thereon

The Resolution proposed is:

**"RESOLVED THAT** the Audited Financial Statements of the Company for the financial year ended on 31<sup>st</sup> March, 2020 including Reports of the Directors and Auditors there on which have already been circulated to the Members and laid before this meeting be and are hereby approved and adopted."

**2.** To appoint a Director in place of Mr. Keyur Majmudar (DIN: 00656071), who retires by rotation, and being eligible offers himself for re-appointment and in this regard, to consider and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution;

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The Resolution proposed is:

**“RESOLVED THAT** Mr. Keyur Majmudar (DIN: 00656071), who retire by rotation in terms of Section 152 of the Companies Act, 2013 and being eligible be and is hereby re-appointed as Director of the Company whose office shall be liable to retire by rotation.”

**3. REGULARISATION OF MR. VIJAY PRAVINCHANDRA MEHTA (DIN: 08166417) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY:**

The Resolution proposed is:

To consider and if thought fit to pass with or without modification(s) the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Sections 149,152, 161 and all other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and on the recommendation of the Nomination and Remuneration Committee, the consent of the members be and are hereby accorded for regularization of appointment of Mr. Vijay Pravinchandra Mehta (DIN: 08166417) from additional director to Independent Director, who was appointed by the Board of Directors as an Additional and Independent Director of the Company and who has submitted a declaration that he meets the criteria of the independency as provided in section 149(6) of the Act and he is not debarred from holding the office of director by virtue of any SEBI order or any other such authority, who is eligible for appointment, be and is hereby appointed as an Independent Non Executive Director of the Company, who shall hold office for a period of five years from the date of appointment and whose office shall not be liable to retire by rotation.”

**“RESOLVED FURTHER THAT** any of the Director and/or Company Secretary of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this resolution and thereby execute all such documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E forms with the Registrar of Companies, Gujarat, Ahmedabad.”

The Notice of the AGM contains three items for approval of shareholders. Our meeting is convened through VC today and the resolutions already been put to vote through remote evoting and the requirement to proposed and seconded is not applicable. The members those who have not voted on the resolutions through remote evoting are eligible to caste their vote in the annual general meeting for this purpose company has appointed Ms. Alpana Sethia, Practicing Company Secretary, as the scrutinizer who is also available in the meeting. The result will be declared after receiving report from them at the earliest within 48 hours after the meeting. The result will also be available on the website of the Company.

The Company has not received any advance queries from the shareholders or request to represent as speaker in the AGM as stated in the AGM notice.

Thank you everyone as there is no business left now.

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I propose vote of thanks to the Chairman and board on behalf of members of the Company.

I request to chairman sir.

**Mr. Keyur Majumdar**

I would like to thank the members of the board and other participants for their presence at annual general meeting and for their continuous guidance and counsel. I would also like to thank all the shareholders of the Company for their continued support and faith in the organization.

Further, I hereby authorize Mr. Vinay Jain, the Company Secretary, to declare the result of the voting and place the results on the website of the concern Stock Exchanges and Company at the earliest.

The resolutions, as set forth in the Notice, shall be deemed to be passed today subject to receipt of the requisite number of votes.

**Members may please note that e-voting platform will continue to be available for the next 15 minutes.**

**Thank you all for attending the meeting and I hereby declare the proceedings as closed.**

Thank you very much and see you next year.