

GTPL Kolkata Cable & Broad Band Pariseva Limited

Conduct of Proceeding of 14th Annual General Meeting

Day & Date : Friday, September 25, 2020
Time : 12:30 p.m.
Venue : VC Meeting (Recording in Kolkata)

Ms. Vijaylaxmi Kedia (Company Secretary) to say:

Good afternoon! I am Vijaylaxmi Kedia, Company Secretary of your Company. It is 12:30 p.m. and time to start the 14th Annual General Meeting.

This Meeting is being held through Video Conferencing (VC)/Other Audio-Visual Means due to COVID-19 Pandemic, lockdown, and social distancing norms. This is in compliance with the circulars issued by the Ministry of Corporate Affairs, the Government of India.

The Company has taken all feasible steps to ensure that the shareholders are provided an opportunity to participate in the Annual General Meeting and vote.

Please note that all the members who have joined this meeting are by default placed on mute, to avoid any disturbance from background noise and ensure smooth and seamless conduct of the meeting.

I now welcome:

- Mr. Anirudhsinh Jadeja, Chairman of the Board
- Mr. Bijay Kumar Agarwal, Managing Director
- Mr. Sagar Ranjan Sarkar, and Mr. Shaibal Banerjee Whole time Director
- Mr. Dalpatsinh Rana, Mr. Siddharth Rana, and Mr. Kanaksinh Rana, Directors
- Mr. Falgun Shah, and Mr. Naresh Agarwal, Independent Directors
- The representatives of our Statutory Auditors, Secretarial Auditor are also present at this meeting.

The Board of Directors has appointed Mr. Suprabhat Chakraborty, Practicing Company Secretary as scrutinizer to scrutinize the voting through electronic means (i.e. remote e-voting and e-voting at the meeting) who is also present at this meeting.

Due pre-occupation, Mr. Dalpatsinh Rana-, Director could not attend the meeting.

I hereby request Mr. Anirudhsinh Jadeja, Chairman of the Board, to chair the Meeting.

Mr. Anirudhsinh Jadeja to say:

Good afternoon to all. I extend a warm welcome to all of you to the 14th Annual General Meeting of the Company. I hope all of you are safe and in good health.

I have received confirmation from Ms. Vijaylaxmi Kedia Company Secretary that the requisite quorum is present and, therefore, I call the Meeting to order.

Your Company has performed well in the last financial year and business has been relatively remained unaffected by COVID19. I would like to thank all Stakeholders for continued trust.

I now request Ms. Vijaylaxmi to conduct further proceedings of the meeting.

Ms. Vijaylaxmi to say:

Thank you, Sir.

The Notice dated August 21, 2020 convening this Annual General Meeting and a copy of the Annual Report for the financial year ended March 31, 2020, have already been circulated to members of the Company electronically.

With your permission, I shall take them as read.

The Register of Directors and Key Managerial Personnel and their Shareholding and Register of Contracts or Arrangements in which Directors are interested are available.

These will remain accessible to the members for inspection electronically if they so desire.

The Auditor's Reports on the standalone and consolidated financial statements for the financial year ended March 31, 2020 do not contain any qualification, reservation, adverse remark, or disclaimer. Accordingly, the reports are not required to be read out, as provided in the Companies Act, 2013.

The report of the Secretarial Auditor's contained some adverse remarks due to non-compliance for the financial year ended March 31, 2020 relating to

- 1) Appointment of Independent directors
- 2) Constitution of Audit committee
- 3) Constitution of Nomination and Remuneration Committee
- 4) Re-constitution of CSR committee

- 5) Pending litigation with government authorities which is disclosed in the audit report.

The members to note that the board of directors have duly complied the pending compliances to the date of this meeting.

Also, the Company has filed applications under Settlement of Disputes Scheme for pending cases related to VAT/Entry Tax & CST. Further, the management is exploring various options to clear the other cases.

I wish to inform that in accordance with the Companies Act 2013, remote e-voting facility was provided to the members to cast their votes from September 22, 2020 to September 24, 2020. Members who have not cast their vote by remote e-voting can cast their votes through e-voting facility during the AGM. As advised, we will move the resolutions for all the 9 items contained in the Notice.

I now move the resolution for item no. of the Notice:

Item No.1 Consideration and Adoption of Financial Statements for the financial year ended March 31, 2020 by way of Ordinary Resolution

- a) **“RESOLVED THAT** the audited standalone financial statement of the Company for the financial year ended March 31, 2020 together with the reports of the Board of Directors and Statutory Auditors thereon laid before this meeting, be and are hereby considered, approved and adopted.”
- b) **“RESOLVED THAT** the audited consolidated financial statement of the Company for the financial year ended March 31, 2020 together with the report of the Statutory Auditors thereon laid before this meeting, be and are hereby considered, approved and adopted.”

Item No.2 Appointment of Mr. Dalpatsinh Rana who retires by rotation by way of an Ordinary Resolution

“RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Dalpatsinh Rana (DIN: 02083772), who retires by rotation at this Meeting, being eligible offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

Item No.3 Appointment of Mr. Siddhartha Rana who retires by rotation by way of an Ordinary Resolution

“RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Siddhartha Rana (DIN:03554373), who retires by rotation at this Meeting, being eligible offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

MOVING ON TO SPECIAL BUSINESS:

Item No.4 Re-appointment of Mr. Bijay Kumar Agarwal as the Managing Director, for the period of 5 (Five) Years, after the expiry of his present term of appointment, i.e. September 30, 2020, by way of Special Resolution

RESOLVED THAT in accordance with the provisions of Section 196, 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification (s) or re-enactment thereof for the time being in force), approval of the members be and is hereby accorded to re-appoint Mr. Bijay Kumar Agarwal (DIN 00437382) as Managing Director of the Company, for a period of 5(five) years, on expiry of his present term of office, i.e. with effect from October 1, 2020 on the terms and conditions including remuneration as set out in the statement annexed to the Notice convening this meeting, with a liberty to the Board of Directors (hereinafter referred to as “the Board”) to alter and vary the terms and conditions of the said re-appointment and/or remuneration as it may deem fit subject to the same not exceeding the overall limits of the managerial remuneration as prescribed under the Companies Act, 2013 or any statutory modification or re-enactment thereof, for the time being force and as agreed by and between the Board of Directors and Mr. Bijay Kumar Agarwal without any further reference to the Company in General Meeting, to obtain further approval from members

RESOLVED FURTHER THAT notwithstanding anything contained to the contrary in the Companies Act, 2013, wherein any financial year the company has no profit or inadequate profit, Mr. Bijay Kumar Agarwal will be paid minimum remuneration as stated in the Explanatory Statement or such remuneration as may be approved by the Board within the ceiling limit prescribed under Schedule V of the Companies Act 2013 or any modification or re-enactment thereof;

Item No.5 Appointment of Mr. Naresh Agarwal as an Independent Director of the Company by way of Ordinary Resolution

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and 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(s) thereof, for the time being in force), Mr. Naresh Agarwal (DIN:00642996), who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director, not liable to retire by rotation and to hold office for a term up to August 20, 2021;

Item No.6 Appointment of Mr. Falgun Shah as an Independent Director of the Company by way of Ordinary Resolution

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Falgun Shah (DIN:02567618), who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director, not liable to retire by rotation and to hold office for a term up to August 20, 2021;

Item No.7 Increase the remuneration of Mr. Shaibal Banerjee, Whole time Director by way of Special Resolution

“RESOLVED THAT in suppression of the earlier resolution passed at the extraordinary general meeting of the Company held on January 21, 2020 and pursuant to the provisions of section 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act 2013, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, (including any statutory modifications or re-enactment thereof for the time being in force), approval of the members be and is hereby accorded for the revision in remuneration payable to Mr. Shaibal Banerjee (DIN:01343860) as Whole time Director of the company with effect from October 01, 2020 for the remainder period of the tenure of his office as stated below, with a liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include Nomination and Remuneration committee of the Board) to alter and vary the terms and conditions of the said remuneration as it may deem fit subject to the same not exceeding the overall limits of the managerial remuneration as prescribed under the Companies Act, 2013 read with Schedule V thereto or any statutory modification or re-enactment thereof, for the time being force and as agreed by and between the Board of Directors and Mr. Shaibal Banerjee without any further reference to the Company in General Meeting, to obtain further approval from members;

- a) Salary, Perquisites, and allowances: not exceeding Rs.2,50,000/- (Rupees Two Lakh fifty thousand only) per month as may be decided by the Board;
- b) Provident Fund and Gratuity as per the rules of the Company;
- c) The whole time Director shall not be paid any sitting fees for attending the meetings of the Board of directors or any Committee thereof;
- d) Any expenditure wholly and exclusively incurred for the business of the Company will not be treated as remuneration. Such expenditure will either be paid by the Company directly or reimbursed to him;
- e) Such other additional condition as prescribed by the Board and permissible by

law.

RESOLVED FURTHER THAT notwithstanding anything contained to the contrary in the Companies Act, 2013, wherein any financial year the Company has no profits or inadequate profit, Mr. Shaibal Banerjee will be paid minimum remuneration within the ceiling limit prescribed under Schedule V of the Companies Act, 2013 or any modification or re-enactment thereof;

Item No.08 Increase the remuneration of Mr. Sagar Ranjan Sarkar, Whole time Director by way of Special Resolution

“RESOLVED THAT in suppression of the earlier resolution passed at the extra ordinary general meeting of the Company held on January 21, 2020 and pursuant to the provisions of section 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act 2013, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, (including any statutory modifications or re-enactment thereof for the time being in force), approval of the members be and is hereby accorded for the revision in remuneration payable to Mr. Sagar Ranjan Sarkar (DIN:02954236) as Whole time Director of the company with effect from October 01, 2020 for the remainder period of the tenure of his office as stated below, with a liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include Nomination and Remuneration committee of the Board) to alter and vary the terms and conditions of the said remuneration as it may deem fit subject to the same not exceeding the overall limits of the managerial remuneration as prescribed under the Companies Act, 2013 read with Schedule V thereto or any statutory modification or re-enactment thereof; for the time being force and as agreed by and between the Board of Directors and Mr. Sagar Ranjan Sarkar without any further reference to the Company in General Meeting, to obtain further approval from members;

- a) Salary, Perquisites, and allowances: not exceeding Rs.2,50,000/- (Rupees Two Lakh fifty thousand only) per month as may be decided by the Board;
- b) Provident Fund and Gratuity as per Rules of the Company;
- c) The whole time Director shall not be paid any sitting fees for attending the meetings of the Board of directors or any Committee thereof;
- d) Any expenditure wholly and exclusively incurred for the business of the Company will not be treated as remuneration. Such expenditure will either be paid by the Company directly or reimbursed to him;
- e) Such other additional condition as prescribed by the Board and permissible by law.

RESOLVED FURTHER THAT notwithstanding anything contained to the contrary in the Companies Act, 2013, wherein any financial year the Company has no profits or inadequate profit, Mr. Sagar Ranjan Sarkar will be paid minimum remuneration

within the ceiling limit prescribed under Schedule V of the Companies Act, 2013 or any modification or re-enactment thereof;

Item No.09 Ratification of remuneration of Cost Auditors for the financial year 2020-21 by way of an Ordinary Resolution

RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Audit and Auditors) Rules, 2014 (including any Statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration payable to M/s SPK Associates, Cost Accountant (Firm Registration No.000040), who have been appointed by the Board of Directors to conduct the audit of the cost records of the Company for the financial year ending March 31, 2021 at a remuneration of Rs.50,000/- (Rupees Fifty Thousand Only) plus taxes as applicable be and is hereby ratified;

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all acts and take all such steps as may be deemed necessary, proper or expedient to give effect to the above resolution.”

Some of the shareholders have registered themselves as speakers for the AGM. I shall now invite them one-by-one to speak.

Now I request the Moderator to unmute: Mr. Abhishek Agarwal,

Mr. Abhishek Agarwal to Speak:

Good afternoon all, I have received the Annual Report of the Company and the company performing well. Thank you for the opportunity. I want to know

Has the company allowed work from home facility to the employees and was there any reduction in salary of the employees or layoffs due to Covide-19?

Mr. Shaibal Banerjee (Whole time Director) to speak:

Thank you, Mr. Abhishek, for the question.

I would like state that, our company gives value to its employee and therefore work from home facility was provided by the company to all its employees during lockdown. Further, your company has neither deducted any salary, nor any layoffs of employees has been done during that period.

Ms. Vijaylaxmi to Speak:

Now I request the Moderator to unmute: Mr. Dodul Chowdhury,

Mr. Dodul Chowdhury to Speak

Good afternoon all, Thank you for the opportunity.

I would like to know is there any impact of Covide-19 pandemic, on the Company's business?

Mr. Shaibal Banerjee (Whole time Director) to speak:

Thank you, Mr. Dodul,

I would like state that Subsequent to the outbreak of Coronavirus (COVID-19) and consequential nation-wide lock down declared across the country on March 25, 2020 by the Government of India, your Company has continued to operate and provide Cable Tv Broadcasting Services to its customers, which has been declared as an essential service, without any significant disruptions.

(after resolving the queries)

I now handover to Ms. Vijaylaxmi Kedia

Ms. Vijaylaxmi to Speak:

I now handover to Mr. Anirudhsinh Jadeja.

Mr. Anirudhsinh jadeja to say:

I request Mr. Suprabhat Chakraborty, Scrutinizer for the meeting for an orderly conduct of the e-voting.

I authorize Ms. Vijaylaxmi Kedia to announce final results of the remote e-voting and e-voting during AGM after Receipt of the Scrutinizer's report.

Ms. Vijaylaxmi Kedia to say:

Thank you, Sir.

All the business set out in the Notice of this meeting having been concluded and a time period of 15 minutes would be available for e-voting at the meeting, after which the meeting will stand closed.

Please note that the final results of the remote e-voting and e-voting during AGM on all the resolutions as per the notice of 14th Annual General Meeting shall be announced after receipt of Scrutinizer's report within statutory time period.

The results would be placed on the website of the Company and will also be submitted to the NSDL as per the relevant provisions of the Companies Act, 2013.

Now, I wish to express my gratitude to all the members for their co-operation. I also convey my thanks to the Chairman, all the Directors, the Secretarial Auditor and Statutory Auditor for attending this 14th Annual General Meeting.

Ladies and gentlemen, this concludes the 14th Annual General Meeting of GTPL Kolkata Cable & Broad Band Pariseva Limited.

Thank you.