

PROCEEDINGS OF 18th EXTRA ORDINARY GENERAL MEETING OF
KRIBHCO INFRASTRUCTURE LIMITED

Date	:	JUNE 18, 2020
Day	:	THURSDAY
Time	:	2:30 PM
Venue	:	KRIBHCO BHAWAN, A-10, SECTOR 1, NOIDA-201301

Mode of Participation: Video Conferencing - Microsoft Teams

The Company Secretary informed that Chairman is facing difficulty to join the meeting due to network problem and requested to wait for joining of Chairman.

After some time Chairman joined the meeting.

The Company Secretary welcomed all the Members, Directors and Statutory Auditors to the 18th Extra Ordinary General Meeting ("EGM/Meeting") of KRIBHCO Infrastructure Limited held on Thursday, June 18, 2020 at 2:30 p.m. at Kribhco Bhawan, A-10, Sector 1, Noida and informed that the Meeting was called through Video Conferencing - Microsoft Teams as permitted under the law considering the COVID-19 issue.

The Company Secretary welcomed the Chairman and requested him to take the chair.

The Chairman took the chair and confirmed his presence, location of participation, receipt of EGM notice with relevant materials and that no one other than him was attending or having access to the proceedings of the meeting.

The Company Secretary announced that this meeting is being recorded as statutorily required under the Companies Act, 2013 and the Register of Proxies and Representations, Register of Directors' shareholdings and altered Memorandum and Articles of Association were available for inspection by the members electronically.

The Company Secretary further announced that due notice of the EGM was given to all the Members, Directors, Statutory Auditors and Secretarial Auditors of the Company and consent for calling meeting at shorter notice was received from the requisite number of members of the Company. The members took note of the same.

The Company Secretary requested all the Members, Directors and Statutory Auditors to identify themselves for the record before speaking on any item in the EGM notice and record their presence at the meeting.

The Members, Directors and Statutory Auditors confirmed their presence, location of participation, receipt of EGM notice and that no one other than them was attending or having access to the proceedings of the meeting.

The following members were present:

1. Mr. Kevin D`Souza (Corporate Representative of Continental Warehousing Corporation (Nhava Seva) Limited) - Member
2. Mr. Rajan Chowdhry (Corporate Representative of Krishak Bharati Cooperative Limited) - Member
3. Ms. Sonia Chibber - Member
4. Mr. Vikram Vinod Gupta - Member
5. Mr. Pradyuman N Mali - Member
6. Mr. Chetan Kumar Pandey - Member
7. Ms. Neha Almal - Member

ALSO PRESENT:

1. Dr. Chandrapal Singh Yadav - Chairman & Director
2. Ms. Monal Srivastava - Independent Director
3. Mr. Devang Bhupendrakumar Mankodi - Independent Director

IN ATTENDANCE:

1. Mr. Vineet Kumar Jain - Company Secretary
2. Mr. Kamal Gangopadhyay (G S Mathur & Co.) - Statutory Auditors

The Company Secretary informed that the Company has called this EGM in compliance with the requirements set out in General Circular No. 14/2020 dated 8 April 2020, and General Circular No. 17/2020 dated 13 April 2020, issued by the Ministry of Corporate Affairs. In compliance of the circulars, the Company has made all efforts feasible under the current circumstances to enable its members to participate in this meeting. Invite was sent to all the Members, Directors, Statutory Auditors and Secretarial Auditors to attend meeting through Video Conferencing - Microsoft Teams. The facility for joining meeting was kept open 15 minutes before the time scheduled to start the meeting and up to 15 minutes after the scheduled time.

The Chairman declared that the quorum was present and called the meeting to be in order

The notice of the meeting was taken as read with the permission of members.

Thereafter, the Chairman requested the members present to take up the items as per the Notice of the meeting.

ITEM NO. 1: CONVERSION OF THE COMPANY FROM PUBLIC LIMITED TO PRIVATE LIMITED:

The Company Secretary informed the Members that the Company was originally incorporated on April 16, 2009 under the Companies Act, 1956 as a closely held Public Limited Company. The Company has not made any public offer of securities and there is no involvement of public in the shareholding or management of the Company. Secondly, the Company is subsidiary of Continental Warehousing Corporation (Nhava Seva) Limited ("**the Holding Company**") and the Holding Company is already in process of conversion from Public Limited Company to Private Limited Company. Keeping in view of that the Company does not intend to make any public offer of securities in near to midterm future and further to integrate the Company with the Holding Company, it would be appropriate to convert the Company into Private Limited Company, Limited by shares, which would help the management to carry out its affairs efficiently.

Moreover conversion into a Private Limited Company shall not affect any debts, liabilities, obligations or contracts incurred or entered into, by or on behalf of the company before conversion and such debts, liabilities, obligations and contracts may be enforced in the manner as if such conversion had not been done.

The Members were further informed that the conversion of the Company to a Private Limited Company will require adopting a new set of Articles of Association as applicable to Private Company, Limited by shares and to change the name of the Company from "KRIBHCO Infrastructure Limited" to "KRIBHCO Infrastructure Private Limited" in its Memorandum & Articles of Association of the Company. The alteration of Memorandum and Articles of Association is subject to the approval granted by the Regional Director, Northern Region, New Delhi and other regulatory authorities.

The Company Secretary further informed that the Board at its meeting held on April 16, 2020 has approved and recommended to the Members for approval, the conversion of the Company from Public Limited Company to Private Limited Company, subject to the requisite approvals, consents, permissions and sanctions, if any, including approval of the Registrar of Companies, Delhi & Haryana and Regional Director, Northern Region, New Delhi.

After that Mr. Kevin James D'Souza proposed the resolution to convert the Company from Public Limited Company to Private Limited Company.

Mr. Rajan Chowdhry seconded the resolution.

The resolution was put to vote and all the members approved the resolution by show of hands and the Chairman declared the same as having been carried unanimously.

Since there was no other business to be transacted, Chairman declared that the meeting as concluded.

The Company Secretary requested members attending the meeting through video conferencing to confirm that there was no disruption in the communication link during the meeting and all members were able to hear and see the other participants clearly during the course of the meeting and that the resolution considered at the EGM has been approved by them.

All the Members and Corporate Representatives confirmed the same one by one.

Chairman declared that the requisite quorum was present throughout the Meeting and that all the resolutions have been passed unanimously.

Vote of thanks:

The Chairman thanked all members, Company Secretary and Statutory Auditors for attending the meeting.

The meeting was concluded at 3.09 p.m. with vote of thanks to the chair.