



Formerly Known as,  
AHIMSA INDUSTRIES PVT. LTD.  
**Ahimsa Industries Ltd.**

102, Iscon Elegance, Nr. Shapath-5, Prahladnagar Junction,  
S. G. Highway, Ahmedabad - 380 015 (INDIA).

T. +91 79 27445901 / 02

info@ahimsaind.com | ahimsagreenpet@gmail.com

CIN: L25200GJ1996PLC028679

To,  
National Stock Exchange of India Limited  
Exchange Plaza,  
Plot No. C/1, G Block  
Bandra Kurla Complex, Bandra (East)  
Mumbai-400051

NSE Scrip Symbol: **AHIMSA**

Dear Sirs,

**Subject : Certified true copy of the Proceeding of 21<sup>st</sup> Annual General Meeting of  
Ahimsa Industries Limited held on 30<sup>th</sup> June, 2016**

As per the requirement of Regulation 30 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 please find attached herewith the certified true copy of the Proceeding of 21<sup>st</sup> Annual General Meeting of the company held on Thursday, 30<sup>th</sup> June, 2016 at 5:00 P.M. at Registered office of the company at 102, Iscon Elegance, Nr. Shapath 5, Prahladnagar Junction, S. G. Highway, Ahmedabad - 380015(INDIA)

We request you to kindly take the above said information on record.

Thanking You,

Yours faithfully

For **Ahimsa Industries Limited**

*P. P. Panchal*

**Poonam P. Panchal**  
Company Secretary

**Date: 30/06/2016**

**Place: Ahmedabad**



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**MINUTES OF THE 21<sup>ST</sup> ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF AHIMSA INDUSTRIES LIMITED HELD ON THURSDAY, 30<sup>TH</sup> JUNE, 2016 AT 5.00 P.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 102, ISCON ELEGANCE, NR. SHAPATH-5, PRAHLADNAGAR JUNCTION, S. G. HIGHWAY, AHMEDABAD-380015.**

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**THE FOLLOWING DIRECTORS WERE PRESENT AT THE MEETING.**

- |  |                          |
|--|--------------------------|
| 1. Mr. Ashutosh Damubhai Gandhi<br>(DIN: 00654563) | (Managing Director)      |
| 2. Mrs. Sneha Ashutosh Gandhi<br>(DIN: 00654675)   | (Whole-time Director)    |
| 4. Mr. Jignesh Anubhai Shah<br>(DIN: 00006339)     | (Non-Executive Director) |

**IN ATTENDANCE**

- |                            |                           |
|----------------------------|---------------------------|
| 1. Mr. Sanjay A. Agrawal   | (Chief Executive Officer) |
| 2. Mr. Shrenik M. Khatwala | (Chief Financial Officer) |
| 3. Ms. Poonam P. Panchal   | (Company Secretary)       |
| 4. Ms. Pooja C. Shah       | (Internal Auditor)        |

**INVITEES:**

1. M/s Mistry & Shah (Statutory Auditor)  
Mr. Krunal Shah (Partner)
2. Secretarial Auditor of Company  
Mr. Nitesh P. Shah ( Practicing Company Secretary)

**MEMBERS/ PROXIES WERE PRESENT AT THE MEETING**

**Members present in person: 10**

**Proxy: Nil**

**QUORUM**

Quorum being present, the Chairman called the meeting in order.





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## CHAIRMAN OF THE MEETING

Mr. Ashutosh D. Gandhi(DIN: 00654563), the Chairman of the Company took the chair.

The Company Secretary called the meeting to order as the requisite quorum was present and stated the following:

- i. Copies of Annual Report, Annual General Meeting (AGM) Notice, etc. were sent to the members who have registered their email Id with the Company / Depository participants (DPs) / Registrar and Share Transfer Agent (RTA). Members whose email Ids were not registered with the Company / DPs / RTA were sent physical copies of AGM Notice and Annual Report.
- ii. Register of Directors, KMPs and their shareholding, Directors' Report, Auditors' Report, Secretarial Audit Report, Proxy Register and other statutory documents were kept open for inspection of members during the meeting.
- iii. The Statutory Auditors' Report and Secretarial Auditors' Report did not contain any qualification, observation or disclaimer.

The Company Secretary requested the Chairman to commence the proceedings.

Mr. Ashutosh D. Gandhi(DIN: 00654563), Chairman, welcomed the members at the 21<sup>st</sup> Annual General Meeting of the Company and introduced all the dignitaries present on the dais.

Mr. Ashutosh D. Gandhi(DIN: 00654563), Chairman, also introduced Mr. Nitesh P. Shah, Practicing Company Secretary, as Secretarial Auditor of Company and Statutory Auditors Mr. Krunal Shah, Partner representing M/s Mistry and Shah, Chartered Accountants.

Mr. Ashutosh D. Gandhi(DIN: 00654563), Chairman briefed the members about the operations and performance of the Company.

The Chairman also explained the members:

- About objective and implications of the business items as mentioned in the Notice of Annual General Meeting dated 30<sup>th</sup> June, 2016 and invited queries from the members on the agenda items.
- The members raised some queries on the financial statements and operations of the Company etc. which were replied satisfactorily.





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- As per Sections 107 of the Companies Act, 2013, the members were cast their vote through show of hands at the venue of Annual General Meeting.

The members applauded the performance of the Company and thanked the management for excellent investor servicing and management at the meeting.

The Resolutions passed at 21<sup>st</sup> Annual General Meeting with majority are as under:

#### **Ordinary Businesses:**

- 1. To receive, consider and adopt the Financial Statements of the Company for the financial year ended on 31<sup>st</sup> March, 2016**

**“RESOLVED THAT** the audited Financial Statements of the Company for the financial year ended on 31<sup>st</sup> March, 2016 together with the reports of the Board and Auditors thereon be and are hereby received, considered and adopted.”

- 2. Reappointment of Mrs. Sneha A. Gandhi as a Director liable to retire by rotation**

**“RESOLVED THAT** Mrs. Sneha A. Gandhi (DIN: 00654675), who retires by rotation and being eligible offers herself for re-appointment, be and is hereby re-appointed as a Director of the Company liable to retire by rotation.”

- 3. Reappointment of M/s Mistry & Shah, Chartered Accountants, Gandhinagar as Statutory Auditors of the Company and to fix their Remuneration**

**“RESOLVED THAT** pursuant to the provisions of Section 139 and 142 of the Companies Act, 2013 and the Rules made there under, M/s Mistry & Shah, Chartered Accountants, Gandhinagar (Firm Registration No. 122702W), be and are hereby reappointed as the Statutory Auditors of the Company, to hold office from the conclusion of 21<sup>st</sup> Annual General Meeting until the conclusion of the 26<sup>th</sup> Annual General Meeting of the Company (subject to ratification of the appointment by the members at every AGM held after this AGM) on such remuneration as may be determined by the Board of Directors of the Company on a year to year basis”.

#### **Special Businesses:**

- 4. Appointment of Mr. Kiritkumar H. Trivedi as Non- Executive Director of Company**

**“RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications or re-enactment(s) thereof for the time being in force) and in





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pursuance to the provisions of SEBI(Listing Obligation and Disclosure Requirements) Regulation, 2015, Mr. Kiritkumar H. Trivedi (DIN: 07506870), who was appointed as an Additional Director of the Company with effect from May 26, 2016, under Section 161 of the Companies Act, 2013, who is eligible for appointment and signifying his intention to appoint as Non- Executive Director of Company, be and is hereby appointed as a Director of the Company liable to retire by rotation.

## 5. Revision in the remuneration of Managing Director

**“RESOLVED THAT** pursuant to recommendation of Nomination and Remuneration Committee and approval of the Board of Directors and in accordance with the provisions of Sections 196, 197, 198, 203, and other applicable provisions, if any, of the Companies Act, 2013 (the Act), and the rules made there under (including any statutory modification or re-enactment thereof) read with Schedule-V of the Companies Act, 2013 and Article of Association of the Company, approval of the members of the Company be and is hereby accorded to the continuation of Mr. Ashutosh D. Gandhi (DIN: 00654563), as Managing Director, for period of Five years with effect from December 18, 2014 on the same terms and condition including remuneration as passed by the Members of the Company at the Extraordinary General Meeting held on 18<sup>th</sup> December, 2014 and approval of the members of the Company to the revision of remuneration payable to Mr. Ashutosh D. Gandhi (DIN: 00654563), as Managing Director with effect from April 1, 2016 on the salary, allowance and perquisites on the terms and conditions including remuneration as mentioned below:

Details of remuneration are:

Salary:

Mr. Ashutosh Gandhi: Rs. 19,50,000 per annum

Total Salary payable includes:

- Basic salary
- Commission payable, if any
- House Rent Allowance(HRA)
- Reimbursements of actual travelling expenses for proceeding on leave with family to anywhere in India or abroad as per rules of the Company.
- Car, Telephone, Cell Phone, PC shall be provided and their maintenance and running expenses shall be met by the Company.
- Other benefits like Gratuity, Provident Fund, Leave etc. as applicable as per rules of the Company.
- Other perquisites and benefits as per the rules of Company.

Salary mentioned above includes perquisites payable to Mr. Ashutosh D. Gandhi (DIN: 00654563) but in any case the total managerial remuneration shall not exceed the maximum limit prescribed under the Companies Act.





## 6. Revision in the Remuneration of Whole time Director

**“RESOLVED THAT** pursuant to recommendation of Nomination and Remuneration Committee and approval of the Board of Directors and in accordance with the provisions of Sections 196, 197, 198, 203, and other applicable provisions, if any, of the Companies Act, 2013 (the Act), and the rules made there under (including any statutory modification or re-enactment thereof) read with Schedule-V of the Companies Act, 2013 and Article of Association of the Company, approval of the members of the Company be and is hereby accorded to the continuation of Mrs. Sneha A. Gandhi (DIN: 00654675), as Whole Time Director, for period of Five years with effect from December 18, 2014 on the same terms and condition including remuneration as passed by the Members of the Company at the Extraordinary General Meeting held on 18<sup>th</sup> December, 2014 and approval of the members of the Company to the revision of remuneration payable to Mrs. Sneha A. Gandhi (DIN: 00654675), as Whole Time Director, with effect from April 1, 2016 on the salary, allowance and perquisites on the terms and conditions including remuneration as mentioned below:

Details of remuneration are:

Salary:

Mrs. Sneha Gandhi: Rs. 13,00,000 per annum

Total Salary payable includes:

- Basic salary
- Commission payable, if any
- House Rent Allowance(HRA)
- Reimbursements of actual travelling expenses for proceeding on leave with family to anywhere in India or abroad as per rules of the Company.
- Car, Telephone, Cell Phone, PC shall be provided and their maintenance and running expenses shall be met by the Company.
- Other benefits like Gratuity, Provident Fund, Leave etc. as applicable as per rules of the Company.
- Other perquisites and benefits as per the rules of Company.

Salary mentioned above includes perquisites payable to Mrs. Sneha A. Gandhi (DIN: 00654675) but in any case the total managerial remuneration shall not exceed the maximum limit prescribed under the Companies Act.

## 7. Appointment of Statutory Auditor to fill casual vacancy:

**“RESOLVED THAT** pursuant to the provisions of Section 139(8) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions if any, M/s Mistry and Shah, Chartered Accountants (Firm Registration No: 122702W) be and are hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. K. H. Trivedi & Company, Chartered Accountants, (Firm Registration No: 111054W).”



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**“RESOLVED FURTHER THAT** M/s. Mistry and Shah, Chartered Accountants, be and are hereby appointed as Statutory Auditors of the Company to hold the office from 2<sup>nd</sup> April, 2016, until the conclusion of the 21<sup>st</sup> Annual General Meeting of the Company, at such remuneration plus applicable taxes, and out of pocket expenses, as may be determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by the Board of Directors of the Company.”

#### **VOTE OF THANKS**

The meeting was concluded after completion of voting process at 6:45 P.M.

Thereafter the meeting was concluded with a vote of thanks to the Chair.

DATE: 30<sup>th</sup> June, 2016  
PLACE: Ahmedabad



Mr. Ashutosh D. Gandhi  
(Chairman)