

For AGARWAL TOUGHENED GLASS INDIA LIMITED
Board Meeting Minutes Book for the F.Y. 2023-24

MINUTES OF THE FIRST BOARD MEETING FOR THE FINANCIAL YEAR 2023-2024 HELD ON WEDNESDAY, 12TH DAY OF APRIL 2023, COMMENCED AT 12:00 P.M. AND CONCLUDED AT 01:00 P.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT F-2264, RIICO INDUSTRIAL AREA, RAMCHANDRAPURA, SITAPURA (EXT.) JAIPUR, RAJASTHAN-302022.

DIRECTOR PRESENT

Mrs. Anita Agarwal	(Managing Director)
Mr. Mahesh Kumar Agarwal	(Director)
Mr. Uma Shankar Agarwal	(Director)
Mr. Nitin Hotchandani	(Independent Director)
Mr. Ravi Torani	(Independent Director)
Mrs. Shalini Sharma	(Independent Director)

ITEM NO. 1. CHAIRMAN OF THE MEETING

Mrs. Anita Agarwal was unanimously elected Chairman of the Meeting.

ITEM NO. 2. LEAVE OF ABSENCE

No Leave of Absence was granted to any director.

ITEM NO. 3. QUORUM OF THE MEETING

After ascertaining that the requisite directors were present to form quorum, Chairman declared that the meeting is open. Chairman welcomed all the directors to the Board Meeting. The chairman with the consent of the members conveyed the notice and agenda calling Board Meeting and the same was taken on read.

ITEM NO. 4. CONFIRMATION OF MINUTES OF PREVIOUS BOARD MEETING

Minutes of the last meeting of the Board of Directors of the Company held on 25/03/2023 were read and there after the following resolution was passed:

“RESOLVED THAT the Minutes of the last meeting of the Board of Directors of the Company held on 25/03/2023 be and are hereby approved and confirmed.”

ITEM NO. 5. DISCLOSURE OF INTEREST OF BOARD OF DIRECTORS OF THE COMPANY AS PER THE PROVISION OF SECTION 184 OF THE COMPANIES ACT, 2013

The chairman placed down the notices, received from the Directors of the Company, notifying their interest in other body corporate pursuant to the provisions of Section 184 of the Companies Act, 2013 were read and recorded by passing the following resolution:

“RESOLVED THAT pursuant to Section 184 and other applicable provision if any, of the Companies Act, 2013 notice of disclosure of interest in Form MBP-1 given by all the directors of the Company be and is hereby noted and taken on record.”

“RESOLVED FURTHER THAT Mr. Uma Shankar Agarwal (DIN:02806077) Director of the company be and is hereby authorized to file necessary e-forms with the Registrar of companies, Jaipur and make entries in the register of directors of the company as necessary and to do all such acts, deeds and things as may be necessary in this regards.”

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ITEM NO. 6. TO TAKE NOTE OF DISQUALIFICATION OF DIRECTORS IN FORM DIR-8

Board member noted that the declaration under Section 164 of the Companies Act, 2013 read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 in Form DIR-8 has been received from all the Directors of the Company. The said intimation(s) given by the Directors placed before the Board members at the time of meeting. Board members took note of the same by passing the following resolution:

“RESOLVED THAT pursuant to Section 164 (1) of the Companies Act, 2013 read with Rule 14 (1) of the Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions of the Companies Act, 2013, the disclosure regarding disqualification to act as a Director in Form DIR-8 received from Directors of the Company, as placed before the meeting, be and are hereby noted and taken on record by the Board.”

ITEM NO. 7. AUTHORIZATION TO DIRECTOR FOR PREPARATION OF BOARD REPORT

The Chairman informed to the board that as per section 134 of The Companies Act, 2013 that the Board should authorize any one or more director to prepare board report and other required documents and annexure. The Board of directors noted the same and following resolution was passed unanimously in this regard:

“RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 read with rules made there under, the draft of the board’s report for the financial year ended on 31st day of March 2023 shall be prepared in accordance with the general guidelines and notifications issued by MCA in this regard.”

“RESOLVED FURTHER THAT both Directors of the company be and are hereby authorized to prepare the Board’s report to give effect to the aforesaid resolution.”

ITEM NO. 8. SHARE TRANSFER

The Chairman informed the Board about the transfer of 1,15,000 Equity Shares. The Directors discussed, noted and approved the same. The following resolution was passed unanimously:

“RESOLVED THAT pursuant to the provisions of section 56 and other applicable provisions, if any, of the Companies Act, 2013 and Approval of the Board of directors of the company be and is hereby accorded to the transfer of equity shares as per the transfer deeds and other necessary documents as placed and initialed by the Chairman of the meeting for the purpose of identification and checked by the office of the company, detailed as under:

S. No.	Name Of Transferor	Folio No. Of Transferor	No. Of Shares Transferred	Name Of Transferee	Folio No. Of Transferee
1	ISHWARLAL SAINI	007	25,000	MAYUR AGARWAL	016
2	DHARMENDRA SINGH	011	30,000	MAYUR AGARWAL	016
3	RAJENDRA KUMAR JAGA	014	20,000	MAYUR AGARWAL	016

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4	RAMJI LAL PRAJAPATI	008	40,000	MAYUR AGARWAL	016
	TOTAL		115000		

“RESOLVED FURTHER THAT any Director of the Company be and is hereby authorized to do all necessary acts, deeds and matters including to record transfer of shares in Register of Members and making necessary entries in Share Certificates.”

VOTE OF THANKS

There being no other business to transact, the meeting terminated with a vote of thanks to the chair.

Date: 12.04.2023

Place: Jaipur

Chairman

Entered on:

Entered by:

For AGARWAL TOUGHENED GLASS INDIA LIMITED
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MINUTES OF THE SECOND BOARD MEETING FOR THE FINANCIAL YEAR 2023-2024 HELD ON WEDNESDAY, 19TH DAY OF APRIL 2023, COMMENCED AT 12:00 P.M. AND CONCLUDED AT 01:00 P.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT F-2264, RIICO INDUSTRIAL AREA, RAMCHANDRAPURA, SITAPURA (EXT.) JAIPUR, RAJASTHAN-302022.

DIRECTOR PRESENT

Mrs. Anita Agarwal	(Managing Director)
Mr. Mahesh Kumar Agarwal	(Director)
Mr. Uma Shankar Agarwal	(Director)
Mr. Nitin Hotchandani	(Independent Director)
Mr. Ravi Torani	(Independent Director)
Mrs. Shalini Sharma	(Independent Director)

ITEM NO. 1. CHAIRMAN OF THE MEETING

Mrs. Anita Agarwal was unanimously elected Chairman of the Meeting.

ITEM NO. 2. LEAVE OF ABSENCE

No Leave of Absence was granted to any director.

ITEM NO. 3. QUORUM OF THE MEETING

After ascertaining that the requisite directors were present to form quorum, Chairman declared that the meeting is open. Chairman welcomed all the directors to the Board Meeting. The chairman with the consent of the members conveyed the notice and agenda calling Board Meeting and the same was taken on read.

ITEM NO. 4. CONFIRMATION OF MINUTES OF PREVIOUS BOARD MEETING

Minutes of the last meeting of the Board of Directors of the Company held on 12/04/2023 were read and there after the following resolution was passed:

“RESOLVED THAT the Minutes of the last meeting of the Board of Directors of the Company held on 12/04/2023 be and are hereby approved and confirmed.”

ITEM NO. 5 MODIFICTION OF CHARGE

The chairman informed to the Board that the terms of the Charge Id 100384464 are changed and thus it is required to file form CHG-1 for Modification of Charge, Board pass the following resolution:

“RESOLVED THAT Mr. Mahesh Kumar Agarwal (DIN: 02806108) Director of the Company be and is hereby authorized to file the Form CHG-1 with Ministry.”

VOTE OF THANKS

There being no other business to transact, the meeting terminated with a vote of thanks to the chair.

Date: 19.04.2023

Chairman

Place: Jaipur

Entered on:

Entered by:

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MINUTES OF THE THIRD BOARD MEETING FOR THE FINANCIAL YEAR 2023-2024 HELD ON SATURDAY, 27TH DAY OF MAY 2023, COMMENCED AT 10:30 A.M. AND CONCLUDED AT 12:30 P.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT F-2264, RIICO INDUSTRIAL AREA, RAMCHANDRAPURA, SITAPURA (EXT.) JAIPUR, RAJASTHAN-302022.

DIRECTOR PRESENT

Mrs. Anita Agarwal	(Managing Director)
Mr. Mahesh Kumar Agarwal	(Director)
Mr. Uma Shankar Agarwal	(Director)
Mr. Nitin Hotchandani	(Independent Director)
Mr. Ravi Torani	(Independent Director)
Mrs. Shalini Sharma	(Independent Director)

ITEM NO. 1. CHAIRMAN OF THE MEETING

Mrs. Anita Agarwal was unanimously elected Chairman of the Meeting.

ITEM NO. 2. LEAVE OF ABSENCE

No Leave of Absence was granted to any director.

ITEM NO. 3. QUORUM OF THE MEETING

After ascertaining that the requisite directors were present to form quorum, Chairman declared that the meeting is open. Chairman welcomed all the directors to the Board Meeting. The chairman with the consent of the members conveyed the notice and agenda calling Board Meeting and the same was taken on read.

ITEM NO. 4. CONFIRMATION OF MINUTES OF PREVIOUS BOARD MEETING

Minutes of the last meeting of the Board of Directors of the Company held on 19/04/2023 were read and there after the following resolution was passed:

“RESOLVED THAT the Minutes of the last meeting of the Board of Directors of the Company held on 19/04/2023 be and are hereby approved and confirmed.”

ITEM NO. 5: AUTHORIZATION TO FILE FORM PAS-6:

The Chairperson informed the Board that filling of necessary forms for the financial year ended 31st March, 2023 with the Registrar of Companies, authorization has to be given to Directors of the Company.

“RESOLVED FURTHER THAT Mr. Mahesh Kumar Agarwal (DIN: 02806108) Director of the company be and is hereby authorized to file Form PAS-6 and to do all such acts and thing required to file the Form with the Registrar of Companies, Rajasthan for the Financial year started from 01st October 2022 to 31st March 2023.”

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ITEM NO.6: AUTHORIZATION FOR CERTIFICATION AND FILLING OF RECONCILIATION OF HALF YEARLY SHARE CAPITAL AUDIT REPORT FOR THE FINANCIAL YEAR 2022-23.

The Chairman informed to the board regarding the matter board discuss the same and pass the following resolution:

“RESOLVED THAT Mr. Mahesh Kumar Agarwal (DIN: 02806108) Director of the Company, be and is hereby authorized for and behalf of the Company, to sign E-form PAS 6 – Half yearly report for reconciliation of share capital audit for the period 01.10.2022 to 31.03.2023 and to declare that all the requirements of Companies Act, 2013 (18 of 2013), the Depositories Act, 1996 (22 of 1996) and the rules/regulations made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with.”

“RESOLVED FURTHER THAT Mrs. Prachi Bansal (M.NO: A43355/CP NO.: 23670) Practicing Company Secretary of the company, be and is hereby authorized for and behalf of the Company, to certify and submit E-form PAS-6 – Half yearly report for reconciliation of share capital audit for the period 01.10.2022 to 31.03.2023, to the Registrar of Companies, Jaipur and to do all the acts, deeds, things, matters etc. as may be necessary or required in this regard.”

ITEM NO.7: APPOINTMENT OF COMPANY SECRETARY AND COMPLIANCE OFFICER OF THE COMPANY.

The Chairman informed to the board regarding the matter board discuss the same and pass the following resolution:

“RESOLVED THAT pursuant to the provisions of Section 203 of the Companies Act , 2013 read with Rule 8 of Companies (Appointment and Remuneration) rules 2014 and all other applicable provisions (including any modification or re-enactment thereof), if any, of the Companies Act 2013, the consent of the board be and is hereby accorded to appoint CS Priyanka Verma (M.No. A54372), an associate member of Institute of Company Secretaries of India (ICSI) holding the prescribed qualification under Companies (Appointment and Qualifications of Secretary) Rules 1968, as the Company Secretary and Compliance Officer of the Company, on such terms and conditions as may be decided by the management w.e.f. 01st May, 2023, to perform duties assigned to her by the board from time to time.”

“RESOLVED FURTHER THAT the consent letter recieved from CS Priyanka Verma (M. No. A54372), placed before the board, be and is hereby approved and duly initialed by the Chairman.”

“RESOLVED FURTHER THAT Mr. Mahesh Kumar Agarwal (DIN: 02806108) or Mrs. Anita Agarwal (DIN: 09740258), Directors of the Company, be and are hereby severally authorized to file the applicable e-form(s) and document(s) with the Registrar of Companies, Jaipur and to do all such acts, deeds and things as may be necessary or incidental in this regard.”

ITEM NO. 8: AUTHORIZATION FOR SIGNING AND FILLING OF VARIOUS E- FORMS AND OTHER DOCUMENTS OF THE COMPANY.

The Chairman informed to the board regarding the matter board discuss the same and pass the following resolution:

“RESOLVED THAT any of the Board of Directors, of the Company be and is hereby authorized for and behalf of the Company, to sign, file and submit necessary / statutory forms / e-forms / and other documents to be submitted to the office of the Registrar of Companies, any other statutory / regulatory / Government authorities under the Companies Act, 2013 (including the rules and other addendums thereto) and any amendment of modification thereto and also to represent the company before the said authorities or make

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necessary amendments, alteration and submit clarifications etc. as desired and required and do all the acts, deeds, things, matters etc. as may be necessary to give effect to the aforesaid.”

ITEM NO. 9: APPROVAL FOR APPLICATIONS TO VARIOUS DEPARTMENTS AND BANKS FOR STATUS CHANGE OF THE COMPANY.

The Chairman informed to the board regarding the matter board discuss the same and pass the following resolution:

“**RESOLVED THAT** the consent of the Board be and is hereby accorded to authorize any of the Board of Directors of the company to sign on the applications to various departments and banks for change the Name of it's entity in bills and invoices as company was converted from private to public vide Certificate of Incorporation Consequent upon conversion from Private to Public Company dated Sixth day of March Two Thousand Twenty Three.”

“**RESOLVED FURTHER THAT** Mahesh Kumar Agarwal and/or Anita Agarwal Director of the company be and are hereby jointly and/or severally empowered and authorized to take such steps, in relation to the above and to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this.”

ITEM NO. 10: TO ELECTRICITY LOAD EXTENSION:

The Chairman informed to the board regarding the matter board discuss the same and pass the following resolution:

“**RESOVLED THAT** the company has electricity connection from the J.V.V.N.L. against the K. No. 210461005357 for it's Unit-II, F-2236, Ramchandrapura Ind. Area, Sitapura, Jaipur, (Raj.) of the company on it's own Name. Due to the installation of machinery, company needs to increase the additional load of electricity power i.e. 2000/KW, 1500/KVA in the said premises against the same K. No. 210461005357.”

“**RESOVLED FURTHER THAT** Mr. Mahesh Kumar Agarwal (DIN- 02806108) director of the company be and is hereby authorized to sign and submit the necessary application Form along with all documents as may be required to further extension of electric Load and undertake to pay the dues of electricity against the said existing electricity connection if found subsequently after the sanction of new Additional load in this premises.”

ITEM NO. 11: APPROVAL FOR APPLICATIONS TO VARIOUS DEPARTMENTS FOR STATUS CHANGE OF THE COMPANY.

The Chairman informed to the board regarding the matter board discuss the same and pass the following resolution:

“**RESOLVED THAT** the consent of the Board be and is hereby accorded to authorize any of the Board of Directors of the company to sign on the applications to various departments for change the Name of the Company in various documents as company was converted from private to public vide Certificate of Incorporation Consequent upon conversion from Private to Public Company dated Sixth day of March Two Thousand Twenty Three.”

“**RESOLVED FURTHER THA T** the hypothecation of the said Auto Premium Loan Agreement No – 50893558 , having Vehicle Registration No. – RJ 14ZC1885; to be cancelled with immediate effect.”

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“RESOLVED FURTHER THAT Mr. Mahesh Kumar Agarwal and/or Anita Agarwal Director of the company be and are hereby jointly and/or severally empowered and authorized to take such steps, in relation to the above and to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this.”

ITEM NO. 12: APPROVAL FOR APPLICATIONS TO VARIOUS DEPARTMENTS FOR STATUS CHANGE OF THE COMPANY.

The Chairman informed to the board regarding the matter board discuss the same and pass the following resolution:

“RESOLVED THAT the consent of the Board be and is hereby accorded to authorize any of the Board of Directors of the company to sign on the applications to various departments for change the Name of the Company in various documents as company was converted from private to public vide Certificate of Incorporation Consequent upon conversion from Private to Public Company dated Sixth day of March Two Thousand Twenty Three.”

“RESOLVED FURTHER THAT the hypothecation of the said Auto Premium Loan Agreement No –42102156 , having Vehicle Registration No. – RJ 14 GH4514; to be cancelled with immediate effect.

“RESOLVED FURTHER THAT Mahesh Kumar Agarwal and/or Anita Agarwal Director of the company be and are hereby jointly and/or severally empowered and authorized to take such steps, in relation to the above and to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this.”

VOTE OF THANKS

There being no other business to transact, the meeting terminated with a vote of thanks to the chair.

Date: 27.05.2023

Chairman

Place: Jaipur

Entered on:

Entered by:

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MINUTES OF THE FOURTH BOARD MEETING FOR THE FINANCIAL YEAR 2023-2024 HELD ON THURSDAY, 29TH DAY OF JUNE 2023, COMMENCED AT 12:00 P.M. AND CONCLUDED AT 01:00 P.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT F-2264, RIICO INDUSTRIAL AREA, RAMCHANDRAPURA, SITAPURA (EXT.) JAIPUR, RAJASTHAN-302022.

DIRECTOR PRESENT

Mrs. Anita Agarwal	(Managing Director)
Mr. Mahesh Kumar Agarwal	(Director)
Mr. Uma Shankar Agarwal	(Director)
Mr. Nitin Hotchandani	(Independent Director)
Mr. Ravi Torani	(Independent Director)
Mrs. Shalini Sharma	(Independent Director)

ITEM NO. 1. CHAIRMAN OF THE MEETING

Mrs. Anita Agarwal was unanimously elected Chairman of the Meeting.

ITEM NO. 2. LEAVE OF ABSENCE

No Leave of Absence was granted to any director.

ITEM NO. 3. QUORUM OF THE MEETING

After ascertaining that the requisite directors were present to form quorum, Chairman declared that the meeting is open. Chairman welcomed all the directors to the Board Meeting. The chairman with the consent of the members conveyed the notice and agenda calling Board Meeting and the same was taken on read.

ITEM NO. 4. CONFIRMATION OF MINUTES OF PREVIOUS BOARD MEETING

Minutes of the last meeting of the Board of Directors of the Company held on 27/05/2023 were read and there after the following resolution was passed:

“RESOLVED THAT the Minutes of the last meeting of the Board of Directors of the Company held on 27/05/2023 be and are hereby approved and confirmed.”

ITEM NO. 5 AUTHORIZATION TO SIGN FORM DPT-3

The Chairperson informed the Board that filling of necessary forms for the financial year ended 31st March, 2023 with the Registrar of Companies, authorization has to be given to Directors of the Company. The Board took note of the same and passed the following resolution:

“RESOLVED THAT Mr. Mahesh Kumar Agarwal (DIN: 02806108) Director of the company be and are hereby authorized to file the form to give effect to the aforesaid resolution.”

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VOTE OF THANKS

There being no other business to transact, the meeting terminated with a vote of thanks to the chair.

Date: 29.06.2023

Chairman

Place: Jaipur

Entered on:

Entered by:

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MINUTES OF THE FIFTH BOARD MEETING FOR THE FINANCIAL YEAR 2023-2024 HELD ON FRIDAY, 01ST DAY OF SEPTEMBER 2023, COMMENCED AT 10:00 A.M. AND CONCLUDED AT 12:00 P.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT F-2264, RIICO INDUSTRIAL AREA, RAMCHANDRAPURA, SITAPURA (EXT.) JAIPUR, RAJASTHAN-302022.

DIRECTOR PRESENT

Mrs. Anita Agarwal	(Managing Director)
Mr. Mahesh Kumar Agarwal	(Director)
Mr. Uma Shankar Agarwal	(Director)
Mr. Nitin Hotchandani	(Independent Director)
Mr. Ravi Torani	(Independent Director)
Mrs. Shalini Sharma	(Independent Director)

ITEM NO. 1. CHAIRMAN OF THE MEETING

Mrs. Anita Agarwal was unanimously elected Chairman of the Meeting.

ITEM NO. 2. LEAVE OF ABSENCE

No Leave of Absence was granted to any director.

ITEM NO. 3. QUORUM OF THE MEETING

After ascertaining that the requisite directors were present to form quorum, Chairman declared that the meeting is open. Chairman welcomed all the directors to the Board Meeting. The chairman with the consent of the members conveyed the notice and agenda calling Board Meeting and the same was taken on read.

ITEM NO. 4. CONFIRMATION OF MINUTES OF PREVIOUS BOARD MEETING

Minutes of the last meeting of the Board of Directors of the Company held on 29/06/2023 were read and there after the following resolution was passed:

“RESOLVED THAT the Minutes of the last meeting of the Board of Directors of the Company held on 29/06/2023 be and are hereby approved and confirmed.”

ITEM NO 5. APPROVAL OF THE DIRECTORS’ REPORT FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2023

The Chairman placed before the board a copy of the Directors’ Report along with requisite annexure. The Board of Directors after due deliberations, passed the following resolution:

“RESOLVED THAT the draft Directors Report for the year 2022-23 as submitted before the board, Be and is hereby approved and Mr. Uma Shankar Agarwal (DIN: 02806077) and Mr. Mahesh Kumar Agarwal, (DIN: 02806108) Directors of the Company be and are hereby authorized to sign the same on behalf of Board of Directors.”

“RESOLVED FURTHER THAT Mr. Uma Shankar Agarwal (DIN:02806077) director of the company be and is hereby directed to issue the same to the members of the company along with the notes annexed to or forming part of the audited accounts, the auditor’s report and the Director reports.”

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ITEM NO. 6. FIXING THE TIME, DATE AND PLACE OF ANNUAL GENERAL MEETING

The Chairman proposed to convene the 14TH Annual General Meeting on SATURDAY, 30th SEPTEMBER, 2023 at 11.00 A.M. F-2264, RIICO INDUSTRIAL AREA, RAMCHANDRAPURA, SITAPURA (EXT.) JAIPUR, RAJASTHAN-302022. There after following resolution was passed in this regard:

"RESOLVED THAT pursuant to the provisions of the Sec 96 of the Companies Act 2013 the 14th Annual General Meeting of the Members of the Company be convened SATURDAY, 30th SEPTEMBER, 2023 at 11.00 A.M. at F-2264, RIICO INDUSTRIAL AREA, RAMCHANDRAPURA, SITAPURA (EXT.) JAIPUR, RAJASTHAN."

ITEM NO. 7. APPROVAL OF NOTICE OF THE ANNUAL GENERAL MEETING

Chairman placed before the Board, the draft notice of the Annual General Meeting for the year 2022-23 for its consideration and approval. After due discussions, the Board passed the following resolution:

"RESOLVED THAT the draft notice placed before the table and initialed by the Chairman for purpose of identification, be and is hereby approved and Mr. Mahesh Kumar Agarwal (DIN: 02806108) and Mr. Uma Shankar Agarwal, (DIN: 02806077) Directors be and are hereby authorized to sign and issue the notice to the members of the Company who are entitled to receive the same."

ITEM NO. 8. TO APPROVED THE APPOINTMENT OF STATUTORY AUDITOR

Chairman informed to the Board of Directors to approve the Appointment of M/S JETHANI AND ASSOCIATES having (Firm Registration No. 010749C) as statutory auditor of the company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting to be held in the calendar year 2024 which was hereby approved by the Board and passed the following resolution.

"RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed there under, as amended from time to time, **M/S JETHANI AND ASSOCIATES having (Firm Registration No. 010749C)** be and are hereby reappointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the Annual General Meeting held in F.Y. 2024 of the Company, at such remuneration plus service tax, out of pocket, travelling and living expenses, etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors."

ITEM NO.9. AUTHORIZATION FOR ROC FILLINGS

The Chairperson informed the Board that filling of necessary forms for the financial year ended 31st March, 2023 with the Registrar of Companies, authorization has to be given to Directors of the Company. The Board took note of the same and passed the following resolution:

"RESOLVED THAT Mr. Mahesh Kumar Agarwal (DIN: 02806108) Director of the company be and is hereby authorized to file Form AOC-4 , MGT-7 AND ADT-1 and other required documents for financial year of the company with the Registrar of Companies, Jaipur, and complete the formalities in this regard."

ITEM NO. 10 SHARE TRANSFER

The Chairman informed the Board about the transfer of 60,000 Equity Shares. The Directors discussed, noted and approved the same. The following resolution was passed unanimously:

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“**RESOLVED THAT** pursuant to the provisions of section 56 and other applicable provisions, if any, of the Companies Act, 2013 and Approval of the Board of directors of the company be and is hereby accorded to the transfer of equity shares as per the transfer deeds and other necessary documents as placed and initialed by the Chairman of the meeting for the purpose of identification and checked by the office of the company, detailed as under:

S. No.	Name Of Transferor	Folio No. Of Transferor	No. Of Shares Transferred	Name Of Transferee	Folio No. Of Transferee
1	Makkhanlal Agarwal	010	20,000	Palak Agarwal	017
2	Rajesh Agarwal	009	40,000	Palak Agarwal	017
		TOTAL	60,000		

VOTE OF THANKS

There being no other business to transact, the meeting terminated with a vote of thanks to the chair.

Date: 01.09.2023

Place: Jaipur

Entered on:

Entered by:

Chairman

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MINUTES OF THE SIXTH BOARD MEETING FOR THE FINANCIAL YEAR 2023-2024 HELD ON THURSDAY, 12TH DAY OF OCTOBER 2023, COMMENCED AT 12:00 P.M. AND CONCLUDED AT 01:00 P.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT F-2264, RIICO INDUSTRIAL AREA, RAMCHANDRAPURA, SITAPURA (EXT.) JAIPUR, RAJASTHAN-302022.

DIRECTOR PRESENT

Mrs. Anita Agarwal	(Managing Director)
Mr. Mahesh Kumar Agarwal	(Director)
Mr. Uma Shankar Agarwal	(Director)
Mr. Nitin Hotchandani	(Independent Director)
Mr. Ravi Torani	(Independent Director)
Mrs. Shalini Sharma	(Independent Director)

ITEM NO. 1. CHAIRMAN OF THE MEETING

Mrs. Anita Agarwal was unanimously elected Chairman of the Meeting.

ITEM NO. 2. LEAVE OF ABSENCE

No Leave of Absence was granted to any director.

ITEM NO. 3. QUORUM OF THE MEETING

After ascertaining that the requisite directors were present to form quorum, Chairman declared that the meeting is open. Chairman welcomed all the directors to the Board Meeting. The chairman with the consent of the members conveyed the notice and agenda calling Board Meeting and the same was taken on read.

ITEM NO. 4. CONFIRMATION OF MINUTES OF PREVIOUS BOARD MEETING

Minutes of the last meeting of the Board of Directors of the Company held on 01/09/2023 were read and there after the following resolution was passed:

“RESOLVED THAT the Minutes of the last meeting of the Board of Directors of the Company held on 01/09/2023 be and are hereby approved and confirmed.”

ITEM NO.5. REGISTRATION OF CHARGE

The Chairman reported that at the request of the Company, HDFC Bank Limited (hereinafter referred to as “HDFC Bank”) had granted/ agreed to grant various additional/enhancement in credit facility(ies) amounting to Rs.1,00,00,000/- (Rupees One Crore Only) (herein after referred to as the “Additional Credit Facility(ies)”) to the Company on the terms and conditions including the securities to be created in favour of the HDFC Bank as contained in the Bank’s letter of offer/ sanction letter dated 12/10/2023 addressed to the Company. The Chairman requested the Board to pass the necessary resolutions for availing the said Additional Credit Facility(ies).The Board, after due consideration, adopted / passed the following Resolutions:

“RESOLVED THAT the Company be and is hereby authorized to avail of from HDFC Bank Additional Credit Facility/(ies) upto a principal sum of Rs.1,00,00,000/- (Rupees One Crore Only) taking the total additional/enhanced facilities to Rs.15,26,00,000/- (Rupees Fifteen Crore Twenty Six Lakh Only) (herein after referred

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to as the "Credit Facility(ies)" on the terms, conditions and securities mentioned in HDFC Bank's letter of offer/ sanction letter dated 12/10/2023 and on any other terms and conditions (including the security(ies)) which may be stipulated by HDFC Bank and intimated to the Company from time to time."

"RESOLVED FURTHER THAT the Board does hereby Declare and confirm that under the Companies Act, 1956 or the Companies Act, 2013, the Memorandum and Articles of Association of the Company and the regulations, from time to time made by the Company in the General Meeting, the power to borrow moneys and/or to create security vests in and is exercisable by the Directors and not by the Company in General Meeting and further that no restriction of any kind whatsoever have been imposed by the Memorandum and Articles of Association or the said Regulations on the Directors' power to borrow moneys and/or to create security or to delegate such power and that all necessary approvals as required under various Acts/Memorandum and Articles of Association of the Company have been obtained."

"RESOLVED FURTHER THAT Mr. Mahesh Kumar Agarwal and/or Uma Shankar Agarwal be and are hereby authorized, jointly and/or severally*, to further negotiate with HDFC Bank and accept the revised terms and conditions (including securities) on behalf of the Company."

"RESOLVED FURTHER THAT the following Security(s) (belonging to the Company) stipulated as security for the Credit Facility (ies) sanctioned by HDFC Bank,, shall be mortgaged and or/ Lined/ Pledged/ Hypothecated/ Assigned in favour of HDFC Bank by way of execution of requisite Charge document as may be required by HDFC Bank and Mr. Mahesh Kumar Agarwal and/or Uma Shankar Agarwal* be and are hereby authorized, jointly and/or severally *, to be present at HDFC Bank and deposit/re-deposit the original title deeds of the Company's immovable properties with an intention to create security thereof and to make necessary declarations on behalf of the Company."

A.PLOT NO F 2264, AT INDUSTRIAL AREA RAMCHANDRAPURA, JAIPUR, RAJASTHAN, INDIA 302017

"RESOLVED FURTHER THAT the Original title deeds/other documents in respect of the properties deposited with HDFC Bank be collected at the time of release/handover by Mr. Mahesh Kumar Agarwal and/or Uma Shankar Agarwal* jointly and/or severally*, and acknowledge/give receipt(s) to the Bank and comply with all required formalities including execution of release/re-conveyance deed(s) and register the same with the Sub Registrar and/or such other authorities as may be required to give effect to the same."

"RESOLVED FURTHER THAT the draft of the document(s) received from HDFC Bank/(s) in respect of the Credit Facility(ies) be and is/are hereby approved and Mr. Mahesh Kumar Agarwal and/or Uma Shankar Agarwal* be and are hereby authorized, jointly and/or severally *, to execute, sign and issue all/any such Demand Promissory Notes, Hypothecation Agreements, mortgages (in such form as HDFC bank/s may require), guarantees, indemnities and all/any other documents, writings and instruments and all renewals and/or amendments there to including Letter of Acknowledgement of Debt/balance confirmations as HDFC Bank/(s) may require from time to time in this regard."

"RESOLVED FURTHER THAT Mr. Mahesh Kumar Agarwal and/or Uma Shankar Agarwal* be and are hereby authorized, jointly and/or severally *, on behalf of the company to file the requisite particulars of charge created in favor of HDFC Bank with the Registrar of Companies or any other regulatory body within the time frame prescribed by law therefor."

"RESOLVED FURTHER THAT Mr. Mahesh Kumar Agarwal and/or Uma Shankar Agarwal* be and are hereby

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authorized, jointly and/or severally*, to be present at the office of Sub-Registrar for effecting the registration of various documents on behalf of the Company whenever required and to do all such acts, deeds and things as may be necessary or expedient to implement/give effect to this resolution.”

“RESOLVED FURTHER THAT Mr. Mahesh Kumar Agarwal and/or Uma Shankar Agarwal* be and are hereby authorized, jointly and/or severally*, to affix the Common Seal of the Company on all the agreements, documents, writings and instruments and all renewals / amendments, Letter of Acknowledgement of Debt/balance confirmations thereof mentioned above, as may be required by HDFC Bank, in conformity with provisions of the Articles of Association/ the Companies Act, 1956 or the Companies Act, 2013 or the Companies Act, 2013.”

“RESOLVED FURTHER THAT the Company do hereby authorize HDFC Bank for engaging the services of its empanelled vendor-professional for the purpose of certification and filing of e-Form CHG-1/CHG-4 (as the case may be) for and on behalf of the Company and attend to all such matters incidental thereto.”

“RESOLVED FURTHER THAT a copy of the above resolutions be furnished to HDFC Bank as a Certified True Copy by the Chairman of the meeting or Mr. Mahesh Kumar Agarwal and/or Uma Shankar Agarwal and that HDFC Bank is authorized to act and rely upon these resolutions until HDFC Bank actually receives written notice from the Company of their revocation.”

VOTE OF THANKS

There being no other business to transact, the meeting terminated with a vote of thanks to the chair.

Date: 12.10.2023

Chairman

Place: Jaipur

Entered on:

Entered by:

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MINUTES OF THE SEVENTH BOARD MEETING FOR THE FINANCIAL YEAR 2023-2024 HELD ON SATURDAY, 28TH DAY OF OCTOBER 2023, COMMENCED AT 10:00 A.M. AND CONCLUDED AT 12:00 P.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT F-2264, RIICO INDUSTRIAL AREA, RAMCHANDRAPURA, SITAPURA (EXT.) JAIPUR, RAJASTHAN-302022.

DIRECTOR PRESENT

Mrs. Anita Agarwal	(Managing Director)
Mr. Mahesh Kumar Agarwal	(Director)
Mr. Uma Shankar Agarwal	(Director)
Mr. Nitin Hotchandani	(Independent Director)
Mr. Ravi Torani	(Independent Director)
Mrs. Shalini Sharma	(Independent Director)

ITEM NO. 1. CHAIRMAN OF THE MEETING

Mrs. Anita Agarwal was unanimously elected Chairman of the Meeting.

ITEM NO. 2. LEAVE OF ABSENCE

No Leave of Absence was granted to any director.

ITEM NO. 3. QUORUM OF THE MEETING

After ascertaining that the requisite directors were present to form quorum, Chairman declared that the meeting is open. Chairman welcomed all the directors to the Board Meeting. The chairman with the consent of the members conveyed the notice and agenda calling Board Meeting and the same was taken on read.

ITEM NO. 4. CONFIRMATION OF MINUTES OF PREVIOUS BOARD MEETING

Minutes of the last meeting of the Board of Directors of the Company held on 12/10/2023 were read and there after the following resolution was passed:

“RESOLVED THAT the Minutes of the last meeting of the Board of Directors of the Company held on 12/10/2023 be and are hereby approved and confirmed.”

ITEM NO. 5 ISSUE OF BONUS SHARES AND NOTICE FOR EXTRA ORDINARY GENERAL MEETING:

The Chairman informed to the Board that company willing to issue Bonus Shares and Extra Ordinary General Meeting Notice required to the issue to the Members Board Pass the following resolution-

“RESOLVED THAT in pursuance of Section 63 of the Companies Act, 2013 read with The Companies (Share Capital and Debenture) Rules, 2014 the approval of the Board be and is hereby accorded to the Company to issue 71,25,000 equity shares of Rs. 10/- each as bonus shares (hereinafter referred to as new shares) of an aggregate nominal value of Rs. 7,12,50,000/- (Seven Crore Twelve Lakh Fifty thousand only), as bonus shares to the shareholders out of the Securities Premium Account and in the interest of all concerned, such issue to be made on the following terms and conditions:-

- The issue of shares will be made in the proportion of 3:2i.e. (3 (three) existing equity shares of nominal value Rs. 10/- each for every 2 (Two) additional equity shares of nominal value of Rs. 10/-each. In case of any

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fractional shares, the same shall be rounded off to nearest upward integer for ex. 0.5 and above will be rounded off to 1) in the meeting held on today on 28.10.2023.

•The Equity Shares so issued shall upon allotment have the same rights of voting as the existing equity shares and be treated for all other purposes pari-passu with the existing equity shares of the Company and that the equity shares so allotted during the financial year shall be entitled to dividend, if any, proportionately in the year of the allotment of these shares.

“RESOLVED FURTHER THAT to give effect to above resolution an Extra-Ordinary General Meeting of the members is hereby called on Monday 30th day of October 2023 at 11:00 a.m. at the registered office of the company at a shorter notice. The consent of all the shareholders has been received. The Notice of the Extra-Ordinary General Meeting is hereby approved.”

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to take all steps to implement the above resolutions, finalize and take all actions in connections with the bonus issue and allotment of shares to the members and others where applicable”.

ITEM NO. 6 INCREASE IN THE BORROWING LIMITS OF THE COMPANY UNDER SECTION 180(1) (C) OF COMPANIES ACT, 2013:

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution

“RESOLVED THAT in supersession of the all the earlier passed resolutions and pursuant to the provisions of Section 180(1)(C) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, and the Articles of Association of the Company, consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board”), to borrow any sum or sums of money from time to time at its discretion, for the purpose of the business of the Company, from any one or more Banks, Financial Institutions and other Persons, Firms, Bodies Corporate, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company’s Bankers in the ordinary course of business) may, at any time, exceed the aggregate of the paid-up share capital of the Company and its free reserves (that is to say reserves not set apart for any specific purpose), subject to such aggregate borrowings not exceeding the amount which is Rs. 150 Crores (Rupees One Fifty Crores only) over and above the aggregate of the paid-up share capital of the Company and its free reserves (that is to say reserves not set apart for any specific purpose) and that the Board be and is hereby empowered and authorized to arrange or fix the terms and conditions of all such monies to be borrowed from time to time as to interest, repayment, security or otherwise as it may, in its absolute discretion, think fit.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper, or desirable and to settle any question, difficulty, doubt that may arise in respect of the borrowing(s) aforesaid and further to do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution.”

ITEM NO. 7 CREATION OF SECURITIES ON THE PROPERTIES OF THE COMPANY UNDER SECTION 180(1) (A) OF COMPANIES ACT, 2013:

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution

“RESOLVED THAT in supersession of the all the earlier passed resolutions and pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Meetings of Board and its Powers) Rules, 2014 including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, and the Articles of Association of the Company, consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee of the Board) for creation of charge / mortgage / pledge / hypothecation / security in addition to existing charge / mortgage / pledge / hypothecation / security, in such form and manner and with such ranking and at such time and on such terms as the Board may determine, on all or any of the moveable and / or immovable properties, tangible or intangible assets of the Company, both present and future and / or the whole or any part of the undertaking(s) of the Company, as the case may be in favour of the Lender(s), Agent(s) and Trustee(s), for securing the borrowings availed / to be availed by the Company by way of loan(s) (in foreign currency and / or rupee currency) and securities (comprising fully / partly convertible debentures and/or non convertible debentures with or without detachable or non detachable warrants and / or secured premium notes and / or floating rate notes / bonds or other debt instruments), issued / to be issued by the Company including deferred sales tax loans availed / to be availed by various Units of the Company, from time to time, subject to the limits approved under Section 180(1)(c) of the Act together with interest at the respective agreed rates, additional interest, compound interest in case of default, accumulated interest, liquidated damages, commitment charges, premia on pre-payment, remuneration of the Agent(s) / Trustee(s), premium (if any) on redemption, all other costs, charges and expenses, including any increase as a result of devaluation / revaluation / fluctuation in the rates of exchange and all other monies payable by the Company in terms of the Loan Agreement(s), Debenture Trust Deed(s) or any other document, entered into / to be entered into between the Company and the Lender(s) / Agent(s) / Trustee(s) / State Government(s) / Agency(ies) representing various state government and/or other agencies etc. in respect of the said loans / borrowings / debentures / securities / deferred sales tax loans and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board and the Lender(s) / Agent(s) / Trustee(s) / State Government(s) / Agency(ies), etc.”

“RESOLVED FURTHER THAT the securities to be created by the Company as aforesaid may rank prior / pari passu / subservient with / to the mortgages and /or charges already created or to be created in future by the Company or in such other manner and ranking as may be thought expedient by the Board and as may be agreed to between the concerned parties.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to finalise, settle, and execute such documents / deeds / writings / papers / agreements as may be required and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to creating mortgages / charges as aforesaid.”

ITEM No.8 ISSUE OF EQUITY SHARES TO THE PUBLIC (INITIAL PUBLIC OFFER):

The Company proposes to undertake an initial public offer of its equity shares of face value of ₹10 each (the "Equity Shares") which include a fresh issue of Equity Shares by the Company ("Fresh Issue") and listing of the Equity Shares on one or more of the stock exchange. The Company intends to undertake the Offer and list its Equity Shares at an appropriate time in consultation with the Lead Manager appointed for the Offer (the "LMs") and other advisors to be appointed for the Offer and subject to applicable regulatory and other approvals, to the extent necessary.

The Board discussed the matter and passed the following resolution unanimously:

"RESOLVED THAT pursuant to the provisions of Section 23 and Section 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (including any amendments, modifications or re-enactment thereof, for the time being in force) (the "Companies Act, 2013") and the rules made thereunder, the Securities Contracts (Regulation) Act, 1956, as amended ("SCRA"), and the rules framed thereunder, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations"), other applicable laws, rules, regulations, policies or guidelines, including the rules, regulations, guidelines, notifications and circulars, if any, prescribed by the Government of India, the Reserve Bank of India ("RBI"), Foreign Exchange Management Act, 1999 as amended from time to time ("FEMA"), Foreign Exchange Management (Non-debt Instruments) Rules, 2019; the Securities and Exchange Board of India ("SEBI"), the Registrar of Companies, Mumbai ("ROC"), stock exchange or any other competent authority (collectively, the "Statutory and Regulatory Authorities"), from time to time, to the extent applicable, including provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI LODR Regulations") governing disclosure and obligations of stock exchange, where the equity shares are proposed to be listed i.e. on the National Stock Exchange ("NSE") (the "Stock Exchange") and in accordance with the provisions of the Memorandum and Articles of Association of the Company and the listing agreements to be entered into between the Company and the Stock Exchange and subject to approvals, consents, permissions and sanctions as might be required from the Statutory and Regulatory Authorities, lenders of the Company and other third parties, and subject to such conditions as might be prescribed by them while granting such approvals, consents, permissions and sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board which shall include a duly authorized Committee thereof for the time being exercising the powers conferred upon it by the Board), consent of the Board of the Company be and is hereby granted subject to consent of shareholders in their meeting, to undertake an initial public offering of the equity shares of the Company, and the Board be and is hereby authorized to create, offer, issue and allot up to 50,40,000 Equity Shares (Fifty Lakh forty Thousand Equity Shares Only) of face value of Rs. 10 each pursuant to the Initial Public Offer, out of the authorized share capital of the Company, at such price as may be determined in accordance with the book building process or through a fixed price under the SEBI ICDR Regulations (at par or premium) as may be considered by the Board in its sole discretion in consultation with the lead managers to the IPO ("LMs") and on the terms and conditions as the Board may (in consultation with the LMs) decide, to

- (i) foreign/ resident investors, eligible Foreign Portfolio Investors ("FPIs"), sub-accounts of eligible FPIs, alternative investment funds, foreign venture capital investors, non-resident Indians,
- (ii) mutual funds, venture capital funds, alternative investment funds, public financial institutions, scheduled commercial banks, multilateral and bilateral development financial institutions, state industrial development corporations, insurance companies registered with the Insurance Regulatory and Development Authority, provident funds, pension funds, national investment fund, insurance funds set up and managed by army, navy or air force of the Union of India,

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- (iii) insurance funds set up and managed by the Department of Posts, Ministry of Communications and Information Technology, India, systemically important non-banking financial companies, trusts/societies registered under the Societies Registration Act, 1860,(iv) bodies corporate, any other private or public companies, or other body corporate(s) or entities, whether incorporated or not, and such other persons, including high net worth individuals, retail individual bidders or other entities, in one or more combinations thereof and/or any other categories of investors, including Pre-IPO investors, as may be permitted under applicable laws, whether they be holders of Equity Shares or not, with an option to the Company to retain an over-subscription to the extent of 10% of the net offer, for the purpose of rounding off to the nearest integer to make allotment in minimum lots while finalizing the basis of allotment in consultation with the designated stock exchange, including reservation of a certain number of Equity Shares, for any category or categories of persons as permitted under the Applicable Laws.

“RESOLVED FURTHER THAT subject to approval Shareholders, the Board may allocate a portion of the Issue in accordance with the provisions of Sections 23, 42, 62(1)(c) and any other applicable provisions, if any, of the Companies Act, 2013, to certain investors prior to filing of the Prospectus with ROC (“Pre-IPO Placement”), at such other price as the Board may, determine, in consultation with the LMs and / or other advisors, in light of the then prevailing market conditions and in accordance with the Companies Act 2013, the SEBI ICDR Regulations and other applicable laws, regulations, policies or guidelines. In the event of happening of Pre-IPO Placement, the size of the Offer would be reduced to the extent of Equity Shares issued under Pre-IPO Placement.”

“RESOLVED FURTHER THAT the Equity Shares allotted/transferred in the manner aforesaid shall be subject to the Memorandum and Articles of Association of the Company and shall rank pari passu inter se in all respects with the existing Equity Shares of the Company.

“RESOLVED FURTHER THAT Board may determine the terms of the Offer including the class of investors to whom the securities are to be allotted, the number of securities to be allotted in each tranche, issue price, premium amount on issue, listing on the Stock Exchange as the Board in its absolute discretion deems fit, and further, the Board may do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to IPO including but not limited to allotment and utilization of the proceeds and further to do all such acts, deeds, documents and agreements, matters and things and to appoint LMs, advisor(s), if any, and such intermediaries as may be required in the process and to finalize the issue expenses including payments to intermediaries, regulators and any other entities as may be required and to decide on the structure of IPO and execute all documents and writings as may be necessary, proper, desirable or expedient as it may deem fit including the various agreements for IPO with various parties and to give such directions and/or instructions as it may from time to time decide and to accept and give effect to such modifications, changes, variations, alterations, deletions, additions as regard the terms and conditions, including the timing of IPO and to change the size of the Offer as the Board may in its absolute discretion decide, in the interest of the Company in accordance with the SEBI ICDR Regulations, without requiring any further approval of the members or in relation to raising of funds as authorised herein and that all or any of the powers conferred on the Company and the Board vide this resolution may be exercised by the Board or such Committee thereof as the Board may constitute in this behalf.

“RESOLVED FURTHER THAT the Board be and is hereby authorised to the directors of the company to negotiate, finalise and execute all such agreements and arrangements as well as amendments, supplements, notices or corrigenda thereto in connection with the IPO, with any LMs, underwriters, market maker,

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guarantors, escrow agents, registrars, accountants, legal counsel, depository(ies), custodians, credit rating agencies, monitoring agencies, advertising agencies, and all such persons or agencies as may be involved in or concerned with the IPO and to remunerate all such agencies in cash or otherwise, including by way of payment of commission, brokerage, fees, or reimbursement for expenses incurred in relation to the IPO;"

"RESOLVED FURTHER THAT allocation of a portion of the Issue be made available to any category or categories of persons as permitted under the SEBI (ICDR) Regulations pursuant to the Reservation, including without limitation, eligible shareholders and eligible employees in accordance with applicable laws and/or to provide a discount to offer price to retail individual applicants (the "Discount"); and to take any and all action in connection with any Reservation or Discount as the Board may think fit or proper in its absolute discretion, including, without limitation, negotiate, finalize and execute any document or agreement, and any amendments, supplements, notices or corrigenda thereto; seek any consent or approval required or necessary; give directions or instructions and do all such acts, deeds, matters and things as the Board may, from time to time, in its absolute discretion, think necessary, proper, or desirable; and settle any question, difficulty, or doubt that may arise with regard to or in relation to the foregoing."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to the directors of the company to make any alteration, addition or variation in relation to the Initial Public Offer, in consultation with the LMs or Stock Exchange or such other authorities as may be required and without prejudice to the generality of the aforesaid, decide the exact issue structure and the exact component of the issue structure".

"RESOLVED FURTHER THAT the Equity Shares issued, sold and allotted pursuant to the Issue, including any Pre-IPO Placement, Reservation shall be subject to the Memorandum of Association and Articles of Association of the Company and shall rank pari passu in all respects with the existing Equity Shares of the Company, except as otherwise provided pursuant to the terms of the Issue and in any offering document."

"RESOLVED FURTHER THAT such of the Equity Shares to be issued as are not subscribed in the Issue may be disposed of by the Board to such persons and in such manner and on such terms as the Board may, in its absolute discretion, deem beneficial to the Company, including offering or placing them with banks / financial institutions / investment institutions / mutual funds / foreign institutional investors / bodies corporate / such other persons or otherwise as the Board may, in its absolute discretion, deem fit."

"RESOLVED FURTHER THAT in connection with any of the foregoing resolutions, the members of the Board and such other persons as may be authorized by the Board, on behalf of the Company, be and are hereby severally authorized to execute and deliver any and all other documents, papers or instruments and to do or cause to be done any and all other acts of things as may be necessary appropriate or advisable in order to carry out the purposes and intent of the foregoing resolutions for the IPO; and any such documents so executed and delivered or acts and things done shall be conclusive evidence of the authority of the Company in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the acts and deeds of the Company, as the case may be;

"RESOLVED FURTHER THAT certified copies of this resolution be provided to those concerned under the hands of a Director of the Company wherever required"

"RESOLVED FURTHER THAT pursuant to the applicable provisions of the Foreign Exchange Management Act (FEMA), 1999, the Companies Act, 2013 and all other applicable laws, rules, regulations, guidelines, such approvals, consents and permissions of the Statutory and Regulatory Authorities other authorities, institutions or bodies as may be necessary and subject to such conditions as may be prescribed by any of the

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concerned authorities while granting such approvals, permissions and sanctions, which may be agreed to by the Board, consent of the Board be and is hereby accorded for investment in the Equity Shares of the Company by Foreign Portfolio Investors (FPIs) including their sub-accounts registered with the SEBI up to the sectoral cap as may be applicable.

“RESOLVED FURTHER THAT the Board be and is hereby authorized at its discretion, to further delegate by way of authorization in favour of any of the members of the Board or a committee thereof to do all the necessary acts and take necessary steps that may be deemed expedient to give effect to the resolutions.

“RESOLVED FURTHER THAT any of the Director(s) of the Company and/or the Company Secretary be and is hereby authorized severally to file the required forms with the Registrar of Companies, Mumbai and to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to this resolution and to settle any question or difficulty that may arise with regard to the aforesaid purpose and which it may deem fit in the interest of the Company.”

ITEM NO. 9 CHANGE IN DESIGNATION OF MRS. ANITA AGARWAL (DIN: 09740258) AS CHAIRPERSON AND MANAGING DIRECTOR CUM CEO OF THE COMPANY ,SUBJECT TO APPROVAL OF SHAREHOLDERS IN THE ENSUING EXTRA ORDINARY GENERAL MEETING:

“RESOLVED THAT pursuant to the provisions of Section 196, 197 and 203 and all other applicable provisions, if any, of The Companies Act, 2013 (“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) read with Schedule V to The Companies Act, 2013, consent of the members be and are hereby accorded for the change in designation of **Mrs. Anita Agarwal (DIN: 09740258)**, as Chairperson and Managing Director cum CEO of the Company, in terms of the Companies Act, 2013 in board meeting dated 28.10.2023, subject to the approval of the shareholders in the ensuing Extra Ordinary General Meeting.”

“RESOLVED FURTHER THAT Mrs. Anita Agarwal shall continue to perform the duties and responsibilities associated with both the Managing Director and Chief Executive Officer roles, ensuring the smooth functioning and growth of the company.”

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to accept such modification/s in the terms and conditions, which the Central Government may direct, if so required, and as may be acceptable to the Company and Mrs. Anita Agarwal.”

“RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorised severally to do all such acts, deeds, matters and things as may be considered necessary or desirable to give effect to this resolution and matters incidental thereto.”

ITEM NO. 10 ADOPTION OF NEW ARTICLE OF ASSOCIATION:

Chairman informed to the Members that company in under process of SME IPO as per above resolution No. 4 with Stock exchange and due to the guidelines and policies of stock exchanges, company needs to adopt a new set of Articles of Association subject to the approval of shareholders.

The Board discussed the matter and passed the following resolution unanimously:

“RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any statutory modification(s), change or re-enactment thereof, for the time being in force) the consent of members of the Company be and is hereby

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accorded to adopt New set of Articles of Association pursuant to the provisions of the companies Act, 2013 in place of existing Article of Association of the company.”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the company be and is hereby severally or jointly authorized to take all such actions as may be necessary, desirable or expedient and to do all such acts, deeds and things that may be incidental or pertinent to give effect to the aforesaid resolution.”

VOTE OF THANKS

There being no other business to transact, the meeting terminated with a vote of thanks to the chair.

Date: 28.10.2023

Place: Jaipur

Entered on:

Entered by:

Chairman

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MINUTES OF THE EIGHTH BOARD MEETING FOR THE FINANCIAL YEAR 2023-2024 HELD ON TUESDAY, 31ST DAY OF OCTOBER 2023, COMMENCED AT 11:00 A.M. AND CONCLUDED AT 12:00 P.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT F-2264, RIICO INDUSTRIAL AREA, RAMCHANDRAPURA, SITAPURA (EXT.) JAIPUR, RAJASTHAN-302022.

DIRECTOR PRESENT

Mrs. Anita Agarwal	(CEO and Managing Director)
Mr. Mahesh Kumar Agarwal	(Director)
Mr. Uma Shankar Agarwal	(Director)
Mr. Nitin Hotchandani	(Independent Director)
Mr. Ravi Torani	(Independent Director)
Mrs. Shalini Sharma	(Independent Director)

ITEM NO. 1. CHAIRMAN OF THE MEETING

Mrs. Anita Agarwal was unanimously elected Chairman of the Meeting.

ITEM NO. 2. LEAVE OF ABSENCE

No Leave of Absence was granted to any director.

ITEM NO. 3. QUORUM OF THE MEETING

After ascertaining that the requisite directors were present to form quorum, Chairman declared that the meeting is open. Chairman welcomed all the directors to the Board Meeting. The chairman with the consent of the members conveyed the notice and agenda calling Board Meeting and the same was taken on read.

ITEM NO. 4. CONFIRMATION OF MINUTES OF PREVIOUS BOARD MEETING

Minutes of the last meeting of the Board of Directors of the Company held on 28/10/2023 were read and there after the following resolution was passed:

“RESOLVED THAT the Minutes of the last meeting of the Board of Directors of the Company held on 28/10/2023 be and are hereby approved and confirmed.”

ITEM NO. 5: AUTHORIZATION TO FILE FORM PAS-6:

The Chairperson informed the Board that filling of necessary forms for the financial year ended 30th September 2023 with the Registrar of Companies, authorization has to be given to Directors of the Company.

“RESOLVED FURTHER THAT Mr. Mahesh Kumar Agarwal (DIN: 02806108) Director of the company be and is hereby authorized to file Form PAS-6 and to do all such acts and thing required to file the Form with the Registrar of Companies, Rajasthan for the Financial year started from 01st April 2023 to 30th September 2023.”

For AGARWAL TOUGHENED GLASS INDIA LIMITED
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ITEM NO.6 : ALLOTMENT OF BONUS SHARES

The chairman informed to the Board that 71,25,000 equity shares Bonus Shares Allotment according to approve by the Members are as follows:

“RESOLVED THAT in terms of authority given to the Board by the Articles of Association of the Company and pursuant to the approval of shareholders in extra ordinary general meeting i.e. 30th day of October 2023 and pursuant to the issue of bonus shares to the members of the company, the consent of the Board be and is hereby accorded to allot and distribute 71,25,000 equity shares each having a nominal value of Rs. 10/- each at a price of Rs. 7,12,50,000 (Seven Crore Twelve Lakh Fifty thousand only) at par as fully paid bonus shares to the holders of equity shares of Rs. 10/- each in the Company, whose names appear in the Register of Members of the Company on the date of allotment, in the ratio of 3:2 i.e. (3 (three) existing equity shares of nominal value Rs. 10/- each for every 2 (Two) additional equity shares of nominal value of Rs. 10/-each. In case of any fractional shares, the same shall be rounded off to nearest upward integer for ex. 0.5 and above will be rounded off to 1) as per the details given below:

Name of Shareholder	No. of shares held	No. of shares allotted as bonus
Uma Shankar Agarwal	177100	265650
Mahesh Kumar Agarwal	1353300	2029950
Anita Agarwal	685000	1027500
Sharda Agarwal	1760000	2640000
Sharda Devi Agarwal	330000	495000
Surendra Kumar Agarwal	229600	344400
Palak Agarwal	60000	90000
Mayur Agarwal	155000	232500
TOTAL	4750000	7125000

“RESOLVED FURTHER THAT, a letter of allotment in relation to the above equity shares issued and allotted as aforesaid be issued to the allottees by the Company.”

“RESOLVED FURTHER THAT the Directors of the Company be and are hereby severally authorized to do all such acts, deeds and things as may be required to be done to give effect to the above resolution, including issuance of duly stamped share certificates in relation to the above equity shares issued and allotted as aforesaid to name of shareholder in accordance with the provisions of the Companies Act, 2013 and rules made there under and the Articles of Association of the Company and do all other acts consequent to the issuance and allotment, and give such directions as may be required, necessary, expedient or desirable for giving effect to the aforesaid resolutions.”

For AGARWAL TOUGHENED GLASS INDIA LIMITED
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VOTE OF THANKS

There being no other business to transact, the meeting terminated with a vote of thanks to the chair.

Date: 31.10.2023

Chairman

Place: Jaipur

Entered on:

Entered by:

For AGARWAL TOUGHENED GLASS INDIA LIMITED
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MINUTES OF THE NINETH BOARD MEETING FOR THE FINANCIAL YEAR 2023-2024 HELD ON MONDAY, 20TH DAY OF NOVEMBER 2023, COMMENCED AT 11:00 A.M. AND CONCLUDED AT 01:00 P.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT F-2264, RIICO INDUSTRIAL AREA, RAMCHANDRAPURA, SITAPURA (EXT.) JAIPUR, RAJASTHAN-302022.

DIRECTOR PRESENT

Mrs. Anita Agarwal	(CEO and Managing Director)
Mr. Mahesh Kumar Agarwal	(Director)
Mr. Uma Shankar Agarwal	(Director)
Mr. Nitin Hotchandani	(Independent Director)
Mr. Ravi Torani	(Independent Director)
Mrs. Shalini Sharma	(Independent Director)

ITEM NO. 1. CHAIRMAN OF THE MEETING

Mrs. Anita Agarwal was unanimously elected Chairman of the Meeting.

ITEM NO. 2. LEAVE OF ABSENCE

No Leave of Absence was granted to any director.

ITEM NO. 3. QUORUM OF THE MEETING

After ascertaining that the requisite directors were present to form quorum, Chairman declared that the meeting is open. Chairman welcomed all the directors to the Board Meeting. The chairman with the consent of the members conveyed the notice and agenda calling Board Meeting and the same was taken on read.

ITEM NO. 4. CONFIRMATION OF MINUTES OF PREVIOUS BOARD MEETING

Minutes of the last meeting of the Board of Directors of the Company held on 31/10/2023 were read and there after the following resolution was passed:

“RESOLVED THAT the Minutes of the last meeting of the Board of Directors of the Company held on 31/10/2023 be and are hereby approved and confirmed.”

ITEM NO. 5. CONSTITUTION OF AUDIT COMMITTEE

The Chairman informed to the Board about the requirement of Audit Committee and Board pass the following resolution:

“RESOLVED THAT pursuant to Section 177 and other applicable provisions of Companies Act, 2013 read with rule 6 of the Companies (Meetings of Board and its Power) Rules, 2014 and applicable clauses of Securities and Exchange Board and its India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other applicable guidelines, Audit Committee be is hereby constituted with the following members:

For AGARWAL TOUGHENED GLASS INDIA LIMITED
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Name of the member	Nature of Directorship	Designation in Committee
Nitin Ghanshyam Hotchandani	Non- Executive /Independent Director	Chairman
Shalini Sharma	Non- Executive /Independent Director	Member
Uma Shankar Agarwal	Non-Executive Director	Member
Anita Agarwal	MD & CEO	Member

“RESOLVED FURTHER THAT the Company Secretary of Our Company shall act as a Secretary to the Audit Committee. The Chairman of the Audit Committee shall attend the Annual General Meeting of Our Company to furnish clarifications to the Shareholders in any matter relating to accounts.”

The scope and function of the Audit Committee and its terms of reference shall include the following:

- A. Tenure: The Audit Committee shall continue to be in function as a committee of the Board until otherwise resolved by the Board, to carry out the functions of the Audit Committee as approved by the Board.
- B. Meetings of the Committee: The committee shall meet as often as necessary subject to minimum number of frequency prescribed by any law or any authority or as stipulated by Board. The quorum for the meeting shall be either two members or one third of the members of the committee, whichever is higher but there shall be presence of minimum two Independent members at each meeting.
- C. Role and Powers of the Audit Committee: The Role of Audit Committee together with its powers shall be as under:
 - Overseeing the company’s financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible;
 - Examination of the financial statement and the auditors’ report thereon;
 - Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees;
 - Approving payment to statutory auditors for any other services rendered by the statutory auditors;
 - Review and monitor the auditor’s independence and performance, and effectiveness of audit process;
 - Approving initial or any subsequent modification of transactions of the company with related parties;
 - Scrutinizing inter-corporate loans and investments;
 - Valuation of undertakings or assets of the company, wherever it is necessary;
 - Monitoring the end use of funds raised through public offers and related matters;
 - Reviewing, with the management, performance of statutory and internal auditors, and adequacy of the internal control systems;
 - Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
 - To do all acts, deeds and things as may be required or considered necessary or incidental in the above matters along with another terms as may be decided by Board.

“RESOLVED FURTHER THAT any member of the audit committee may be removed or replaced at any time by the Board. Any member of the Committee ceasing to be the Director shall be ceased to be the member of the Audit Committee.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Mrs. Anita Agarwal (Managing Director) (DIN: 09740258) of the Company be and is hereby authorized to do all such acts, deeds and things as may be considered necessary to give effect to the above said resolution.”

For AGARWAL TOUGHENED GLASS INDIA LIMITED
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ITEM NO.6 CONSTITUTION OF NOMINATION AND REMUNERATION COMMITTEE:

The Chairman informed to the Board about the Nomination and Remuneration Committee and Board pass the following Resolution:

“RESOLVED THAT pursuant to Section 178, Schedule V and other applicable provisions of Companies Act, 2013 read with rule 6 of the Companies (Meetings of Board and its Power) Rules, 2014 and applicable clauses of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other applicable guidelines, Nomination and Remuneration Committee be is hereby constituted with the following members;

Name of the Member	Nature of Directorship	Designation in Committee
Nitin Ghanshyam Hotchandani	Non-Executive Independent Director	Chairman
Shalini Sharma	Non-Executive Independent Director	Member
Ravi Torani	Non-Executive Independent Director	Member

“RESOLVED FURTHER THAT the Company Secretary of our Company shall act as a Secretary to the Nomination and Remuneration Committee shall attend the Annual General Meeting of our Company to furnish clarifications to the Shareholders in any matter relating to remuneration.

The scope and function of the Nomination and Remuneration Committee and its terms of reference shall include the following:

- A. Tenure: The Nomination and Remuneration Committee shall continue to be in function as a committee of the Board until otherwise resolved by the Board.
- B. Meetings of the Committee: The committee shall meet as and when the need arise. The quorum for the meeting shall be one third of the total strength of the committee or two members, whichever is higher.
- C. Terms of Reference:
 - Identify persons who are qualified to become directors and may be appointed in senior management in accordance with the Criteria laid down, recommend to the Board their appointment and removal and shall carry out evaluation of every director’s performance.
 - Formulate the criteria for determining the qualifications, positive attributes and independence of a director and recommend to the board a policy relating to the remuneration for directors, KMPs and other employees.
 - Formulation of criteria for evaluation of performance of independent directors and our Board;
 - Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.
 - Determine our Company’s policy on specific remuneration package for the Managing Director / Executive Director including pension rights.
 - Decide the salary, allowances, perquisites, bonuses, notice period, severance fees and increment of Executive Directors.

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- Define and implement the performance Linked Incentive Scheme (including ESOP of the Company) and evaluated the performance and determine the amount of incentive of the Executive Directors for that purpose.
- Decide the amount of Commission payable to the Whole time Directors.
- Review and suggest revision of the total remuneration package of the Executive Directors keeping in view the performance of the Company, standards prevailing in the industry, statutory guidelines etc.
- To formulate and administer the Employee Stock Option Scheme.
- To carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification, as may be applicable.

- To perform such other functions as may be necessary or appropriate for the performance of its duties.”

“**RESOLVED FURTHER THAT** any member of the Nomination and Remuneration Committee may be removed or replaced at any time by the Board. Any member of the Committee ceasing to be the Director shall be ceased to be the member of the Nomination and Remuneration Committee.”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, Mrs. Anita Agarwal (Managing Director) (DIN: 09740258) of the Company be and is hereby authorized to do all such acts, deeds and things as may be considered necessary to give effect to the above said resolution.”

ITEM NO.7 TO APPROVE THE ISSUE AGREEMENT TO BE EXECUTED WITH THE LEAD MANAGER FOR THE ISSUE:

The Chairman informed to the Board of Directors about the necessary steps regarding the matter and Board pass the following resolution:

“**RESOLVED THAT**, the draft Issue Agreement to be executed between the Company and the Book Running Lead Manager/ Lead Manager to the Issue, i.e. First Overseas Capital Limited placed before the Board/Committee and initialed by the Chairman for identification purposes, be and is hereby approved.”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, Mrs. Anita Agarwal (Managing Director) (DIN: 09740258) of the Company be and is hereby authorized to do all such acts, deeds, matters and things and execute all such deeds, documents, instruments and writings as it may in its absolute discretion deem necessary or desirable and pay any fees and commission and incur expenses in relation thereto.”

ITEM NO. 8 TO APPROVE THE AGREEMENT TO BE EXECUTED WITH THE REGISTRAR TO THE ISSUE:

The Chairman informed to the Board of Directors about the necessary steps regarding the matter and Board pass the following resolution:

“**RESOLVED THAT**, the draft Agreement to be executed between the Company and the Registrar to the Issue, i.e. **KFin Technologies Limited** placed before the Board/Committee and initialed by the Chairman for identification purposes, be and is hereby approved.”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, Mrs. Anita Agarwal (Managing Director) (DIN: 09740258) of the Company be and is hereby authorized to do all such acts, deeds, matters and things and execute all such deeds, documents, instruments and writings as it may in its absolute discretion deem necessary or desirable and pay any fees and commission and incur expenses in relation thereto.”

For AGARWAL TOUGHENED GLASS INDIA LIMITED
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ITEM NO. 9 APPOINTMENT OF BANKER TO THE ISSUE:

The Chairman informed to the Board of Directors about the necessary steps regarding the matter and Board pass the following resolution:

“RESOLVED THAT HDFC Bank be and is hereby appointed as Banker to the proposed issue of the company and that separate account under the Name and style of **AGARWAL TOUGHENED GLASS INDIA LIMITED - Equity Issue Account** be opened with Following HDFC Bank.”

“RESOLVED FURTHER THAT the above said Bank be and is hereby severally authorized to receive through their various Branches the Share Applications along with the remittances for Equity Shares as per the instruction given by the Company from time to time and to honor Cheques/Refund Pay orders drawn on behalf of the Company severally by Mrs. Anita Agarwal (Managing Director) (DIN: 09740258) of the Company to act on any instruction so given by them in their absolute discretion.”

ITEM NO. 10 TO APPROVE INSIDER TREADING POLICY OF THE COMPANY:

The Chairman informed to the Board of Directors about the necessary steps regarding the matter and Board pass the following resolution:

“RESOLVED THAT Mrs. Anita Agarwal (Managing Director) (DIN: 09740258) of the Company will be responsible for setting forth policies, procedures, monitoring and adherence to the rules for the preservation of price sensitive information and the implementation of the code of conduct under the overall supervision of the Board.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Mrs. Anita Agarwal (Managing Director) (DIN: 09740258) of the Company be and is hereby authorized to do all such acts, deeds and things as may be considered necessary to give effect to the above said resolution.”

ITEM NO .11 DISCLOSURES OF MATERIAL GROUP COMPANIES, MATERIAL OUTSTANDING LITIGATIONS AND OUTSTANDING DUES TO CREDITORS IN THE OFFER DOCUMENTS ISSUED IN PURSUANCE OF THE PROPOSED INITIAL PUBLIC OFFERING OF THE COMPANY:

It was noted that in view of the proposed initial public offering of the company, pursuant Schedule VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI ICDR Regulations”) and for the purpose of disclosure in the Draft Prospectus, the Prospectus or any other offer documents, including other documents related to the proposed initial public offering (collectively “Offer documents”), the Board is required to formulate materiality policies for inter alia:

- (i) Determining Material Group Companies;
- (ii) Determining Material Outstanding litigations involving the company, its directors, promoters and group companies; and
- (iii) Determining Materiality for the Purpose of disclosure of outstanding dues owed to small scale undertaking and other creditors.

1. Material Group Companies:

It was noted that the Regulation 2(1) (t) of the SEBI ICDR Regulations *inter-alia* define ‘Group Companies’, to include such companies which are covered under the applicable accounting Standards (subject to the amendment from time to time) as well as such companies that are Considered material by the Board. The

Board has to consider and approve the materiality Policy based on which material group companies will be determined and disclosure Pertaining to which, shall made in the Offer Documents. After discussion, the Board passed the following resolutions:

“RESOLVED THAT Pursuant to Regulation 2(1) (t) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Company is required to define materiality policy, for identification of “Group Companies” for disclosure of “Group Companies” in its draft prospectus/ prospectus.”

In this context, the Board has framed the following policy for consideration as a ‘Group Company’ (excluding Subsidiary Company) if:

- The Company has entered into one related party transactions with such company in the previous three fiscal years and the six months period ended September 30th, 2023; and
- Any other entity considered material by the Company.

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Mrs. Anita Agarwal (Managing Director) (DIN: 09740258) of the Company be and is hereby authorized for setting forth policies, procedures, monitoring and adherence to the rules for the implementation of the Code of Conduct as per SEBI ICDR Regulations of under the overall supervision of the Board.”

2. Materiality of Outstanding Litigations involving the Company and its Directors, Promoters and Group Companies:

It was noted that SEBI ICDR Regulations inter-alia mandate that the Offer Documents must contain disclosures pertaining to all criminal proceedings, all actions by statutory/ regulatory authorities and tax related litigations involving the issuer, its directors, promoters and group companies. Further, the Board must define a materiality policy to determine the other pending material outstanding Litigations involving the Company, its directors, promoters and group companies, which need to be disclosed in the Draft Prospectus, the Prospectus or any other offer documents, including other documents related to proposed initial public offering (collectively “Offer Document”) in relation to its proposed initial public offering. The Board has to consider and approve the materiality policy based on which the said outstanding Litigations shall be disclosed in the offer document. After discussions, the Board passed the following resolutions:

“RESOLVED THAT Pursuant to Para 12(A) (I) (V) of Part A of Schedule VI of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Company is required to define materiality policy for pending litigations. In this context, the following policy has been framed and approve by the Board of Directors (“Board”):

For the purposes of disclosure pursuant to SEBI Regulations and the Materiality Policy, following litigation are considered material for disclosure in Draft Prospectus/ Prospectus of our Company:

- The aggregate amount involved in such individual litigation exceeds 1% of [total revenue/profit after tax]of the Company, as per the financial statements for the most recently ended financial year; or
- Where the decision in one litigation is likely to affect the decision in similar litigations, even though the amount involved in such single litigation individually may not exceed 0.25% of the [total revenue/profit after tax] of the Company as per the financial statements for the most recently ended

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financial year, if similar litigations put together collectively exceed 0.50% of the [total revenue/profit after tax]of the Company, or

- Litigations whose outcome could have a material impact on the business, operations, prospects or reputation of the Company and the Board or any of its committees shall have the power and authority to determine suitable materiality thresholds for the subsequent financial years on the aforesaid basis or any other basis as may be determined by the Board or any of its committees.

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Mrs. Anita Agarwal (Managing Director) (DIN: 09740258) of the Company be and is hereby authorized for setting forth policies, procedures, monitoring and adherence to the rules for the implementation of the Code of Conduct as per the SEBI ICDR Regulations of under the overall supervision of the Board.”

3. Material Outstanding Dues to Creditors:

It was noted that the SEBI ICDR Regulations inter-alia mandate that the Board needs to disclose material outstanding dues to the small scale undertakings and other creditors for the purpose of disclosure in the Draft Prospectus, the Prospectus or any other offer documents, including other documents related to the proposed initial public offering (collectively “Offer Documents”) in relation to its proposed initial public offering, in accordance with the policy of materiality defined by the Board. The Board has to consider and approve the materiality policy based on which the said outstanding dues shall be disclosed in the Offer Documents. After discussions, the following resolutions were passed by the Board unanimously:

“RESOLVED THAT pursuant to Para 12(A) (2) of Part A of Schedule VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 the Company is required to define materiality policy, for disclosure of material creditors in its Draft Prospectus/ Prospectus which is as follows:

- Complete details (names and outstanding amount as at the six months period ended September 30, 2022) about outstanding dues to small scale undertakings and other creditors which will be considered ‘*material*’ if the amount due to any one of them exceeds 2% of trade payables as per the last audited financial statements of the Issuer.
- The details of outstanding dues to such small scale undertaking and other creditors shall be uploaded on the website of the Company as required under SEBI ICDR Regulations.

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Mrs. Anita Agarwal (Managing Director) (DIN: 09740258) of the Company be and is hereby authorized for setting forth policies, procedures, monitoring and adherence to the rules for the implementation of the Code of Conduct as per SEBI ICDR Regulations of under overall supervision of the Board.”

ITEM NO 12 TO APPROVE DIFFERENT POLICY OF THE COMPANY:

The Chairman informed to the Board of Directors about the necessary steps regarding the matter and Board pass the following resolution:

“RESOLVED THAT Mrs. Anita Agarwal (Managing Director) (DIN: 09740258)of the Company will be responsible for setting policies for different aspects of the Company and do amendment in time to time under the supervision of the Board.”

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“**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, Mrs. Anita Agarwal (Managing Director) (DIN: 09740258) of the Company be and is hereby authorized to do all such acts, deeds and things as may be considered necessary to give effect to the above said resolution.”

ITEM NO 13 APPROVAL FOR THE REMUNERATION OF MR. UMA SHANKAR AGARWAL (DIN: 02806077), NON-EXECUTIVE DIRECTOR OF THE COMPANY

Mr. Uma Shankar Agarwal (DIN: 02806077), was designated as the Non-Executive Director of the Company as on 18.03.2022. As at the time of appointment of Mr. Uma Shankar Agarwal there was no provision for the Remuneration to the Non- Executive Director, Now Board of directors has willing to give remuneration according to terms of Companies Act, 2013.”

“**RESOLVED THAT** pursuant to the provisions of **Section 197** read with Part I and Section I of Part II of Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof), applicable clauses of the Articles of Association of the Company and recommendation of the Nomination and Remuneration Committee and Audit Committee, approval of the Board of Directors be and is hereby accorded that remuneration of Rs. 20,000/- (Per Month) will be provided to Mr. Uma Shankar Agarwal (DIN: 02806077) w.e.f. 01.12.2023.”

“**RESOLVED FURTHER THAT** this Board Resolution is pass with the power of Board of Directors and in the future no need to take any Shareholders approval or any other approvals from any authority, on behalf of this resolution, company can provide the remuneration at any time whenever the same is required.”

“**RESOLVED FURTHER THAT** Board of Directors of the Company be and is hereby authorised severally to do all such acts, deeds, matters and things as may be considered necessary or desirable to give effect to this resolution and matters incidental thereto.”

ITEM NO . 14 COSTITUION OF STAKEHOLDERS RELATIONSHIP COMMITTEE:

The Chairman informed to the Board of Directors about the necessary steps regarding the matter and Board pass the following resolution:

“**RESOLVED THAT** pursuant to Section 178 sub section (5) and other applicable provisions of Companies Act, 2013 read with rule 6 of the Companies (Meeting of Board and its Power) Rules, 2014 and applicable clauses of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other applicable guidelines, Stakeholder’s Relationship Committee be is hereby constituted with the following members:

Name of the Member	Nature of Directorship	Designation in Committee
Shalini Sharma	Non-Executive Independent Director	Chairperson
Nitin Ghanshyam Hotchandani	Non-Executive Independent Director	Member
Ravi Torani	Non-Executive Independent Director	Member

“**RESOLVED FURTHER THAT** the Company Secretary of our Company shall act as a Secretary to the Stakeholder Committee.

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The scope and function of the Stakeholder's Relationship Committee and its terms of reference shall include the following.

- A. Tenure: The Stakeholders Relationship Committee shall continue to be in function as a committee of the Board until otherwise resolved by the Board, to carry out the functions of the Stakeholders Relationship as approved by the Board.
- B. Meetings of the Committee: The Committee shall meet as and when the need arise and report to the Board on a quarterly basis regarding the status of redressal of complaints received from the shareholders of the members of the committee, whichever is higher.
- C. Terms of Reference: Redressal of shareholders' and investors' complaints, including and in respect of:
- Allotment, transfer of shares including transmission, splitting of shares, changing joint holding into single holding and vice versa, issue of duplicate shares in lieu of those torn, destroyed, lost or defaced or where the pages in the reverse for recording transfers have been fully utilized.
 - Issue of duplicate certificates and new certificates on split / consolidation / renewal, etc.;
 - Review the process and mechanism of redressal of shareholders / Investors grievance and suggest measures of improving the system of redressal of Shareholders / Investors grievances.
 - Considering and resolving grievances of the security holders of the Company, including complaints related to the transfer of shares, non-receipt of annual report and non-receipt of declared dividends;
 - Oversee the performance of the Registrar & Share Transfer Agent and also review and take note of complaints directly received and resolved them.
 - Oversee the implementation and compliance of the Code of conduct adopted by the Company for prevention of Insider Trading for Listed Companies as specified in the Securities & Exchange Board of India (Prohibition of insider Trading) Regulations, 1992 as amended from time to time.
 - Carrying out any other function contained in the equity listing agreements as and when amended from time to time.
 - To do all acts, deeds and things as may be required or considered necessary or incidental in the above matters along with another terms as may be decided by the Board.

"RESOLVED FURTHER THAT any member of the Stakeholder's Relationship Committee may be removed or replaced at any time by the Board. Any member of the Committee ceasing to be the Director shall be ceased to be the member of the Stakeholder's Relationship Committee."

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Mrs. Anita Agarwal (Managing Director) (DIN: 09740258) of the Company be and is hereby authorized to do all such acts, deeds and things as may be considered necessary to give effect to the above said resolution."

VOTE OF THANKS

There being no other business to transact, the meeting terminated with a vote of thanks to the chair.

Date: 20.11.2023

Chairman

Place: Jaipur

Entered on:

Entered by:

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MINUTES OF THE TENTH BOARD MEETING FOR THE FINANCIAL YEAR 2023-2024 HELD ON FRIDAY, 01ST DAY OF DECEMBER 2023, COMMENCED AT 10:30 A.M. AND CONCLUDED AT 12:30 P.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT F-2264, RIICO INDUSTRIAL AREA, RAMCHANDRAPURA, SITAPURA (EXT.) JAIPUR, RAJASTHAN-302022.

DIRECTOR PRESENT

Mrs. Anita Agarwal	(CEO and Managing Director)
Mr. Mahesh Kumar Agarwal	(Director)
Mr. Uma Shankar Agarwal	(Director)
Mr. Nitin Hotchandani	(Independent Director)
Mr. Ravi Torani	(Independent Director)
Mrs. Shalini Sharma	(Independent Director)

ITEM NO. 1. CHAIRMAN OF THE MEETING

Mrs. Anita Agarwal was unanimously elected Chairman of the Meeting.

ITEM NO. 2. LEAVE OF ABSENCE

No Leave of Absence was granted to any director.

ITEM NO. 3. QUORUM OF THE MEETING

After ascertaining that the requisite directors were present to form quorum, Chairman declared that the meeting is open. Chairman welcomed all the directors to the Board Meeting. The chairman with the consent of the members conveyed the notice and agenda calling Board Meeting and the same was taken on read.

ITEM NO. 4. CONFIRMATION OF MINUTES OF PREVIOUS BOARD MEETING

Minutes of the last meeting of the Board of Directors of the Company held on 20/11/2023 were read and there after the following resolution was passed:

“RESOLVED THAT the Minutes of the last meeting of the Board of Directors of the Company held on 20/11/2023 be and are hereby approved and confirmed.”

ITEM NO. 5 TO APPOINTMENT OF COMPANY SECRETARY AND COMPLIANCE OFFICER OF THE COMPANY

The Chairman informed to the Board of Directors that requirement of Appointment of Company Secretary in the company and Board Pass the following resolution:

“RESOLVED THAT Pursuant to the Provision of Section 203 of the Companies act , 2013 read with rule 8 of Companies (Appointment and Remuneration) rules 2014 and all other Applicable Provisions (including any modification or re-enactment thereof), if any, of the Companies act 2013, the consent of the board be and is hereby accorded to appoint **Ms. Neha Jadoun** (M.No. A53281), an associate member of Institute of Company Secretaries of India (ICSI) holding the prescribed qualification under Companies (appointment and qualification of secretary) rules 1968, as the Company Secretary and Compliance Officer of the Company such

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term and conditions as may be decided by the management w.e.f. 01st December 2023 to perform duties assigned to her by the board from time to time.”

“**RESOLVED FURTHER THAT** any of the Board of Director of the company be and is hereby authorized to file the applicable e-form(s) and document(s) with Registrar of Companies and to do all such acts, deeds and things as may be necessary or incidental in this regards.”

ITEM NO. 6 TO APPOINTMENT OF CFO OF THE COMPANY

“**RESOLVED THAT** pursuant to provision of section 203 of the companies act 2013 and rules made thereunder, and any other applicable provisions, including any amendments thereto for time being in force, Mr. Mangal Ram Prajapati be and is hereby appointed as “ Chief Financial Officer” of the company with effect from date 01st December 2023 on the terms and conditions including the remuneration as per the draft letter of appointment tabled before the Board, initiated by the chairman for the purpose of identification.

“**RESOLVED FURTHER THAT** the Mrs. Anita Agarwal (DIN: 09740258) Director of the company be and is hereby authorized to file the applicable e-form(s) and document(s) with Registrar of Companies and to do all such acts, deeds and things as may be necessary or incidental in this regards.

VOTE OF THANKS

There being no other business to transact, the meeting terminated with a vote of thanks to the chair.

Date: 01.12.2024

Place: Jaipur

Entered on:

Entered by:

Chairman

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MINUTES OF THE ELEVENTH BOARD MEETING FOR THE FINANCIAL YEAR 2023-2024 HELD ON FRIDAY, 12TH DAY OF JANUARY 2024, COMMENCED AT 11:00 A.M. AND CONCLUDED AT 12:00 P.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT F-2264, RIICO INDUSTRIAL AREA, RAMCHANDRAPURA, SITAPURA (EXT.) JAIPUR, RAJASTHAN-302022.

DIRECTOR PRESENT

Mrs. Anita Agarwal	(Director and Managing Director)
Mr. Mahesh Kumar Agarwal	(Director)
Mr. Uma Shankar Agarwal	(Director)
Mr. Nitin Hotchandani	(Independent Director)
Mr. Ravi Torani	(Independent Director)
Mrs. Shalini Sharma	(Independent Director)

ITEM NO. 1. CHAIRMAN OF THE MEETING

Mrs. Anita Agarwal was unanimously elected Chairman of the Meeting.

ITEM NO. 2. LEAVE OF ABSENCE

No Leave of Absence was granted to any director.

ITEM NO. 3. QUORUM OF THE MEETING

After ascertaining that the requisite directors were present to form quorum, Chairman declared that the meeting is open. Chairman welcomed all the directors to the Board Meeting. The chairman with the consent of the members conveyed the notice and agenda calling Board Meeting and the same was taken on read.

ITEM NO. 4. CONFIRMATION OF MINUTES OF PREVIOUS BOARD MEETING

Minutes of the last meeting of the Board of Directors of the Company held on 01/12/2023 were read and there after the following resolution was passed:

“RESOLVED THAT the Minutes of the last meeting of the Board of Directors of the Company held on 01/12/2023 be and are hereby approved and confirmed.”

ITEM NO. 5 APPROVAL OF FINAL DRHP AND AUTHORISATION TO Mrs. ANITA AGARWAL FOR FILING MGT-14:

The Chairman informed to the Board that DRHP is final by the Board and Merchant and the same is required to be filed with the Ministry in form MGT-14, for which Mrs. ANITA AGARWAL is required to be authorized. The Board considered the same and following resolution was passed:

“RESOLVED THAT pursuant to this resolution of our Board, the Draft Prospectus in relation to Initial Public Offering (“IPO”) of 50,40,000 Equity Shares of Rs. 10/- each of the Company at a price of Rs. 96/- each has been placed before the Board, duly initialed by the Chairman for the purpose of identification and be and is hereby approved and adopted as the Draft Prospectus in relation to Initial Public Offering of the Company (“Draft Prospectus”), which may be filed with SME Platform of NSE Limited (NSE EMERGE) and other applicable authorities, if any, for their approval.

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“RESOLVED FURTHER Mrs. ANITA AGARWAL (DIN: 09740258) Managing Director of the Company and Ms. NEHA JADOUN, Company Secretary & Compliance Officer of the Company be and are hereby authorized to file Draft Prospectus with SME Platform of NSE Limited (NSE EMERGE) and other applicable authorities, if any to make, sign and initial any corrections/alterations etc., to settle all questions, differences or doubts to make any necessary corrections or alterations in the aforesaid offer documents, that may arise in regard to such issue and to do all the acts, deeds, matters and things and execute all such other documents, etc. which may, in consultation with the Board, deem necessary or desirable for the purpose of the Issue.”

ITEM NO.6: BANK AUTHORIZATION:

The Chairman informed to the Board regarding the Bank documents signing matter, Board pass the following Resolution:

"RESOLVED THAT the Company do open such Bank Accounts including Current Accounts and/or Term Deposit Accounts in the name *AGARWAL TOUGHENED GLASS INDIA LTD* with HDFC Bank at *SITAPURA INDUSTRIAL AREA* .

"RESOLVED FURTHER THAT the following Authorized officials be and are hereby *SINGLY BY* authorized to sign, execute and submit all documents in connection with opening of the said accounts with HDFC Bank

(LIST THE AUTHORISED OFFICIALS)

" RESOLVED FURTHER THAT HDFC Bank be and is hereby authorized to honour all cheques, drafts, Bills of Exchange, Promissory Notes and any other orders drawn, made, accepted, endorsed or lodged for collection on behalf of the Company by the following officials (*SINGLY*)

Name	Designation	Operating Instruction	Limits (Only if applicable)
MAHESH KUMAR AGARWAL	DIRECTOR	SINGLY	NA

For Availing Net Banking Financial Access Rights :-

“RESOLVED FURTHER THAT the consent of the Board Committee be and is hereby given for availing the Net Banking facility in respect of a Current Account being opened for the Company with HDFC Bank Limited at its branch *“SITAPURA INDUSTRIAL AREA”*.

“RESOLVED FURTHER THAT Mr. MAHESH KUMAR AGARWAL (MANAGING DIRECTOR) be and is hereby authorized to apply to HDFC Bank Limited for and on behalf of the Company and to operate the aforesaid account through Net Banking in the individual capacity.

And a True Copy of the aforesaid resolution, duly certified by the Director OR Company Secretary / Designated Partners / Trustees / Managing Committee be given to the aforesaid Bank with a request to act thereupon.”

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ITEM NO. 7 AUTHORIZATIONS FOR ICEGATE WORKING:

The Chairman informed the Board and Board of Directors Pass the following Resolution:

“RESOLVED THAT the AGARWAL TOUGHENED GLASS INDIA LIMITED <Name of the Corporate Entity>has decided that Mr./Ms. MAHESH KUMAR AGARWAL <Name of the First Authorized Individual>, having PAN ABJPA3128M, Designation: Director , is hereby authorized to sign and submit all necessary papers, letters, forms, for ICEGATE registration and undertaking import/export work through ICEGATE.”

VOTE OF THANKS

There being no other business to transact, the meeting terminated with a vote of thanks to the chair.

Date:12/01/2024

Chairman

Place: Jaipur

Entered on:

Entered by:

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MINUTES OF THE TWELEVTH BOARD MEETING FOR THE FINANCIAL YEAR 2023-2024 HELD ON MONDAY , 26TH DAY OF FEBRUARY 2024, COMMENCED AT 10:30 A.M. AND CONCLUDED AT 11:30 A.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT F-2264, RIICO INDUSTRIAL AREA, RAMCHANDRAPURA, SITAPURA (EXT.) JAIPUR, RAJASTHAN-302022.

DIRECTOR PRESENT

Mrs. Anita Agarwal	(CEO and Managing Director)
Mr. Mahesh Kumar Agarwal	(Director)
Mr. Uma Shankar Agarwal	(Director)
Mr. Nitin Hotchandani	(Independent Director)
Mr. Ravi Torani	(Independent Director)
Mrs. Shalini Sharma	(Independent Director)

ITEM NO. 1. CHAIRMAN OF THE MEETING

Mrs. Anita Agarwal was unanimously elected Chairman of the Meeting.

ITEM NO. 2. LEAVE OF ABSENCE

No Leave of Absence was granted to any director.

ITEM NO. 3. QUORUM OF THE MEETING

After ascertaining that the requisite directors were present to form quorum, Chairman declared that the meeting is open. Chairman welcomed all the directors to the Board Meeting. The chairman with the consent of the members conveyed the notice and agenda calling Board Meeting and the same was taken on read.

ITEM NO. 4. CONFIRMATION OF MINUTES OF PREVIOUS BOARD MEETING

Minutes of the last meeting of the Board of Directors of the Company held on 12/01/2024 were read and there after the following resolution was passed:

“RESOLVED THAT the Minutes of the last meeting of the Board of Directors of the Company held on 12/01/2024 be and are hereby approved and confirmed.”

ITEM NO. 5 AVAILING LOAN FROM AU SMALL FINANCE BANK LIMITED (“LENDER”) THE FACILITY(S) NOT EXCEEDING Rs. 720.29 LAKHS.

The Chairman/Managing Director/Managing Committee trustees informed the Board/ Designated Partners/ Members/Officers/Trustee about the proposal to avail by Agarwal Toughened Glass India Ltd from AU Small Finance Bank Limited (“Lender”) the facility(s) not exceeding Rs. 720.29 Lac for the purpose and on such terms and conditions as specified in the sanction letter/Application cum Sanction Letter dated 22-02-2024 bearing reference number AUSFB/FY 23-24/Business Banking-Rajasthan1/SLR-21376 (“Sanction Letter/Application cum Sanction Letter”) placed before the Board/Managing Committee.

The Board/ Managing Committee/Designated Partners/ Trustee after discussion passed following resolution:

“RESOLVED THAT consent of the Board/ Designated Partners/Managing Committee/Trustee be and is hereby given to avail the above facility and as mentioned in the Sanction Letter/Application cum Sanction Letter for meeting the aforesaid requirements from the Lender which is within the applicable borrowing limits, including

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creation of security by creating charge/lien over the assets/properties/fixed deposits as mentioned in the Sanction Letter/ Application cum Sanction Letter (including any amendment, modification from time to time) placed before the meeting and initialed by the Chairman/Managing Director/Wholetime Director/Members/ Trustees/ Officers for the purpose of identification.”

“RESOLVED FURTHER THAT Mrs. ANITA AGARWAL (Managing Director), Mr.UMA SHANKAR AGARWAL (Director), and Mr. MAHESH KUMAR AGARWAL (Director), (designation) (a) be and are hereby jointly or severally authorized to execute for and on behalf of the Company/LLP/Society/Trust, Loan Agreement, Application cum set off, and any other documents agreements, deeds, and writing as may be required by the Lender and to do all such acts, deeds and things necessary for giving effects to this resolution, if any, as well as creation/continuation of encumbrance/ lien/ charge/mortgage/hypothecation over the security as mentioned in Sanction Letter/Application cum Sanction Letter and to execute Revival Letter/ mortgage documents, Application cum set off, other documents/any additional documents and deeds as required by the Lender and also any addendum, amendment, extension, renewal, modification of facility documents from time to time and to register any charges or admitting execution of any documents with the offices of registrar of companies or with any other regulatory authority as required under the applicable law (b) shall be the authorized signatory, for all other purposes in relation to availing of the aforesaid facility.”

“RESOLVED FURTHER THAT the guarantor(s) as specified in the Sanction Letter/Application cum Sanction Letter shall give its corporate guarantee/personal guarantee in order to secure the Facility.”

VOTE OF THANKS

There being no other business to transact, the meeting terminated with a vote of thanks to the chair.

Entered on: 05.03.2024

Date: 05/03/2024

Place: Jaipur

Chairman

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MINUTES OF THE THIRTEENTH BOARD MEETING FOR THE FINANCIAL YEAR 2023-2024 HELD ON MONDAY, 05TH DAY OF MARCH 2024, COMMENCED AT 02:00 P.M. AND CONCLUDED AT 02.30 P.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT F-2264, RIICO INDUSTRIAL AREA, RAMCHANDRAPURA, SITAPURA (EXT.) JAIPUR, RAJASTHAN-302022.

DIRECTOR PRESENT

Mrs. Anita Agarwal	(CEO and Managing Director)
Mr. Mahesh Kumar Agarwal	(Director)
Mr. Uma Shankar Agarwal	(Director)
Mr. Nitin Hotchandani	(Independent Director)
Mr. Ravi Torani	(Independent Director)
Mrs. Shalini Sharma	(Independent Director)

ITEM NO. 1. CHAIRMAN OF THE MEETING

Mrs. Anita Agarwal was unanimously elected Chairman of the Meeting.

ITEM NO. 2. LEAVE OF ABSENCE

No Leave of Absence was granted to any director.

ITEM NO. 3. QUORUM OF THE MEETING

After ascertaining that the requisite directors were present to form quorum, Chairman declared that the meeting is open. Chairman welcomed all the directors to the Board Meeting. The chairman with the consent of the members conveyed the notice and agenda calling Board Meeting and the same was taken on read.

ITEM NO. 4. CONFIRMATION OF MINUTES OF PREVIOUS BOARD MEETING

Minutes of the last meeting of the Board of Directors of the Company held on 26/02/2024 were read and there after the following resolution was passed:

“RESOLVED THAT the Minutes of the last meeting of the Board of Directors of the Company held on 26/02/2024 be and are hereby approved and confirmed.”

ITEM NO. 5. TO CONSIDER WITHDRAWAL OF APPLICATION OF INITIAL PUBLIC OFFERING (IPO) UNDER THE SME PLATFORM OF THE NATIONAL STOCK EXCHANGE OF INDIA LIMITED (“NSE”).

Chairman informed the Board members that there has been some technical issue with the present merchant banker (FOCL) and accordingly there has been delay in the Approval of our application for in principle. Hence, we would like to reconsider the current IPO proposal. After due discussion, Board decided to withdraw the current IPO proposal and resubmit after updating the same with new merchant banker and thereafter following resolution was passed unanimously:

“RESOLVED THAT consent of the Board of Directors of the Company be and are hereby accorded for withdrawal of application filed by the Company for listing of equity shares of the Company under the SME platform of the National Stock Exchange of India Limited.

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RESOLVED FURTHER THAT, FIRST OVERSEAS CAPITAL LIMITED, Category I Merchant Banker appointed by the Company for the said proposal be authorized to do all such matters as may be necessary for the withdrawal of the said application.

RESOLVED FURTHER THAT any one of the Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to this resolution and/or otherwise considered by them in the best interest of the Company.”

EXECUTION OF MANDATE LETTER CUM ENGAGEMENT LETTER CUM AGREEMENT WITH LIBORD ADVISORS PRIVATE LIMITED.

Chairman informed the Board members that it is proposed to execute engagement letter with the new merchant banker LIBORD ADVISORS PRIVATE LIMITED for submission of DRHP and thereafter completion of listing process under the SME platform of the National Stock Exchange of India Limited. The Board discussed the same and passed the following resolution:

RESOLVED THAT M/s LIBORD ADVISORS PRIVATE LIMITED, be and is hereby appointed as the Merchant Banker of the Company for submission of DRHP and thereafter completion of listing process under the SME platform of the National Stock Exchange of India Limited.”

Note: The mandate executed with LIBORD ADVISORS PRIVATE LIMITED was withdrawn and fresh mandate executed with the New Merchant Banker i.e Inventure Merchant banker Services Private Limited.

EXECUTION OF MANDATE LETTER CUM ENGAGEMENT LETTER CUM AGREEMENT WITH INVENTURE MERCHANT BANKER SERVICES PRIVATE LIMITED.

Chairman informed the Board members that it is proposed to execute engagement letter with the new merchant banker Inventure Merchant banker Services Private Limited for submission of DRHP and thereafter completion of listing process under the SME platform of the National Stock Exchange of India Limited. The Board discussed the same and passed the following resolution:

RESOLVED THAT M/s Inventure Merchant banker Services Private Limited , be and is hereby appointed as the Merchant Banker of the Company for submission of DRHP and thereafter completion of listing process under the SME platform of the National Stock Exchange of India Limited.”

VOTE OF THANKS

There being no other business to transact, the meeting terminated with a vote of thanks to the chair.

Entered on: 14.03.2024

Date: 15/03/2024
Place: Jaipur

Chairman

For AGARWAL TOUGHENED GLASS INDIA LIMITED
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MINUTES OF THE FOURTEEN BOARD MEETING FOR THE FINANCIAL YEAR 2023-2024 HELD ON FRIDAY, 15TH DAY OF MARCH 2024 AT 11:00 A.M. AND CONCLUDED AT 12:30 P.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT F-2264, RIICO INDUSTRIAL AREA, RAMCHANDRAPURA, SITAPURA (EXT.) JAIPUR, RAJASTHAN-302022.

DIRECTOR PRESENT

Mrs. Anita Agarwal	(CEO and Managing Director)
Mr. Mahesh Kumar Agarwal	(Director)
Mr. Uma Shankar Agarwal	(Director)
Mr. Nitin Hotchandani	(Independent Director)
Mr. Ravi Torani	(Independent Director)
Mrs. Shalini Sharma	(Independent Director)

ITEM NO. 1. CHAIRMAN OF THE MEETING

Mrs. Anita Agarwal was unanimously elected Chairman of the Meeting.

ITEM NO. 2. LEAVE OF ABSENCE

No Leave of Absence was granted to any director.

ITEM NO. 3. QUORUM OF THE MEETING

After ascertaining that the requisite directors were present to form quorum, Chairman declared that the meeting is open. Chairman welcomed all the directors to the Board Meeting. The chairman with the consent of the members conveyed the notice and agenda calling Board Meeting and the same was taken on read.

ITEM NO. 4. CONFIRMATION OF MINUTES OF PREVIOUS BOARD MEETING

Minutes of the last meeting of the Board of Directors of the Company held on 05/03/2024 were read and there after the following resolution was passed:

“RESOLVED THAT the Minutes of the last meeting of the Board of Directors of the Company held on 05/03/2024 be and are hereby approved and confirmed.”

ITEM NO. 5. APPROVAL OF DRHP DATED 15.03.2024 WITH SME Platform of NSE Limited (NSE EMERGE)

The Chairman informed the Board Members that the Draft Prospectus in respect of the Initial Public Offering of the Company (“Draft Prospectus”) may be filed with the SME platform of NSE Limited (NSE Emerge) on March 15, 2024. After the due discussion with board, they passed the following resolution unanimously:

“RESOLVED THAT pursuant to this resolution of our Board, the Draft Prospectus in relation to Initial Public Offering (“IPO”) of 50,40,000 Equity Shares of Rs. 10/- each of the Company at a price of Rs. 96/- each has been placed before the Board, duly initialed by the Chairman for the purpose of identification and be and is hereby approved and adopted as the Draft Prospectus in relation to Initial Public Offering of the Company (“Draft Prospectus”), which may be filed with SME Platform of NSE Limited (NSE EMERGE) and other applicable authorities, if any, for their approval.

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“RESOLVED FURTHER Mrs. ANITA AGARWAL (DIN: 09740258) Managing Director of the Company and Ms. NEHA JADOUN, Company Secretary & Compliance Officer of the Company be and are hereby authorized to file Draft Prospectus with SME Platform of NSE Limited (NSE EMERGE) and other applicable authorities, if any to make, sign and initial any corrections/alterations etc., to settle all questions, differences or doubts to make any necessary corrections or alterations in the aforesaid offer documents, that may arise in regard to such issue and to do all the acts, deeds, matters and things and execute all such other documents, etc. which may, in consultation with the Board, deem necessary or desirable for the purpose of the Issue.

VOTE OF THANKS

There being no other business to transact, the meeting terminated with a vote of thanks to the chair.

Entered on: 23.03.2024

Date: 25/03/2024

Place: Jaipur

Chairman