

For AGARWAL TOUGHENED GLASS INDIA LIMITED
Board Meeting Minutes Book for the F.Y. 2022-23

MINUTES OF THE BOARD MEETING FOR THE FINANCIAL YEAR 2022-2023 HELD ON MONDAY, 06TH DAY OF MARCH 2023, COMMENCED AT 04:00 P.M. AND CONCLUDED AT 06:00 P.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT F-2264, RIICO INDUSTRIAL AREA, RAMCHANDRAPURA, SITAPURA (EXT.) JAIPUR, RAJASTHAN-302022.

DIRECTOR PRESENT

Mr. Mahesh Kumar Agarwal (Director)
Mr. Uma Shankar Agarwal (Director)
Mrs. Anita Agarwal (Director)

ITEM NO. 1. CHAIRMAN OF THE MEETING

Mr. Uma Shankar 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 24/02/2023 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 24/02/2023 be and are hereby approved and confirmed.”

ITEM NO. 5. NEW COI TAKEN ON RECORD

The Chairman informed to the Board that in the Extra Ordinary General Meeting 30th day of January 2023 Company proposed to Conversion Private Limited to Limited Company and new COI received from the Ministry Board taken in the record for the same.

ITEM NO. 6. APPOINTMENT OF MR. NITIN GHANSHYAM HOTCHANDANI AS INDEPENDENT DIRECTOR OF THE COMPANY

The chairman informed to the Board that company is now a Limited Company and soon going to be listed on SME platform the requirement of Board Composition need Independent Directors also and Board Pass the Following Resolution:

“RESOLVED THAT pursuant to the provisions of Section 149, 152 and all other applicable provisions, if any, of The Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and in accordance with the Articles of Association of the Company, Mr. Nitin Ghanshyam Hotchandani (Din: 08569325), is appointed as an Non-Executive Independent Director of the

For AGARWAL TOUGHENED GLASS INDIA LIMITED
Board Meeting Minutes Book for the F.Y. 2022-23

Company in respect of whom Company has received a notice in writing from a Member in terms of Section 160 of The Companies Act, 2013, proposing his candidature for the office of Director and who has submitted declaration that he meets the criteria for Independence as provided in section 149(6) of the Act, be and is hereby appointed as Independent Non-Executive Director of the Company to hold office for a term of 5 (five) consecutive years commencing from the date of this Extra Ordinary General Meeting i.e. 06th day of March 2023 to 05th day of March, 2028.", not liable to retire by rotation."

"RESOLVED FURTHER THAT Mr. Mahesh Kumar Agarwal, (DIN: 02806108) Director of company be and is hereby authorized to sign and file e-form with the concerned Registrar of Companies and for that purpose to execute such documents, papers, deeds, and writings containing such conditions and covenants and to take all such steps as may be necessary or desirable to give effect to this Resolution."

ITEM NO. 7. APPOINTMENT OF MRS. SHALINI SHARMA AS INDEPENDENT DIRECTOR OF THE COMPANY

The chairman informed to the Board that company is now a Limited Company and soon going to be listed on SME platform the requirement of Board Composition need Independent Directors also and Board Pass the Following Resolution:

"RESOLVED THAT pursuant to the provisions of Section 149, 152 and all other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and in accordance with the Articles of Association of the Company, **Mrs. Shalini Sharma (Din: 08494127)**, is appointed as an Non-Executive Independent Director of the Company in respect of whom Company has received a notice in writing from a Member in terms of Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director and who has submitted declaration that he meets the criteria for Independence as provided in section 149(6) of the Act, be and is hereby appointed as Independent Non-Executive Director of the Company to hold office for a term of 5 (five) consecutive years commencing from the date of this Extra Ordinary General Meeting i.e. 06thday of March 2023 to 05th day of March, 2028.", not liable to retire by rotation."

"RESOLVED FURTHER THAT Mr. Mahesh Kumar Agarwal, (DIN: 02806108) Director of company be and is hereby authorized to sign and file e-form with the concerned Registrar of the Companies and for that purpose to execute such documents, papers, deeds, and writings containing such conditions and covenants and to take all such steps as may be necessary or desirable to give effect to this Resolution."

ITEM NO. 8. APPOINTMENT OF MRS. SHALINI SHARMA AS INDEPENDENT DIRECTOR OF THE COMPANY

The chairman informed to the Board that company is now a Limited Company and soon going to be listed on SME platform the requirement of Board Composition need Independent Directors also and Board Pass the Following Resolution:

"RESOLVED THAT pursuant to the provisions of Section 149, 152 and all other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and in accordance with the Articles of Association of the Company and subject to the approval of the shareholders in the ensuing Extra Ordinary General Meeting, **Mrs. Shalini Sharma (Din: 08494127)**, is appointed as an Non-Executive Independent Director of the Company in respect of whom Company has received a notice in writing from a Member in terms of Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director and who has submitted declaration that he meets the criteria for Independence as provided in section 149(6) of the Act, be and is hereby appointed as Independent Non-Executive Director of the Company to hold office for a term of 5 (five) consecutive years commencing from the date of this Extra Ordinary General Meeting i.e. 06thday of March 2023 to 05th day of March, 2028.", not liable to retire by rotation."

For AGARWAL TOUGHENED GLASS INDIA LIMITED
Board Meeting Minutes Book for the F.Y. 2022-23

“RESOLVED FURTHER THAT Mr. Mahesh Kumar Agarwal, (DIN: 02806108) Director of company be and is hereby authorized to sign and file e-form with the concerned Registrar of the Companies and for that purpose to execute such documents, papers, deeds, and writings containing such conditions and covenants and to take all such steps as may be necessary or desirable to give effect to this Resolution.

ITEM NO. 9. APPOINTMENT OF MR. RAVI KUMAR TORANI AS INDEPENDENT DIRECTOR OF THE COMPANY

The chairman informed to the Board that company is now a Limited Company and soon going to be listed on SME platform the requirement of Board Composition need Independent Directors also and Board Pass the Following Resolution:

“RESOLVED THAT pursuant to the provisions of Section 149, 152 and all other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and in accordance with the Articles of Association of the Company and subject to the approval of the shareholders in the ensuing Extra Ordinary General Meeting, **Mr. Ravi Kumar Torani (Din: 06976749)**, is appointed as an Non-Executive Independent Director of the Company in respect of whom Company has received a notice in writing from a Member in terms of Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director and who has submitted declaration that he meets the criteria for Independence as provided in section 149(6) of the Act, be and is hereby appointed as Independent Non-Executive Director of the Company to hold office for a term of 5 (five) consecutive years commencing from the date of this Extra Ordinary General Meeting i.e. 06th day of March 2023 to 05th day of March, 2028.”, not liable to retire by rotation.”

“RESOLVED FURTHER THAT Mr. Mahesh Kumar Agarwal, (DIN: 02806108) Director of company be and is hereby authorized to sign and file e-form with the concerned Registrar of the Companies and for that purpose to execute such documents, papers, deeds, and writings containing such conditions and covenants and to take all such steps as may be necessary or desirable to give effect to this Resolution.”

ITEM NO. 10 CHANGE OF DESIGNATION OF MRS. ANITA AGARWAL

The chairman informed to the Board that for company working requirement of Board Composition changes the following resolution pass:

“RESOLVED THAT pursuant to the provisions of Section 152 and 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 Board be and are hereby accorded for the change in designation of **Mrs. Anita Agarwal (Din: 09740258)**, from Non-Executive Director to Executive Director of the Company, in terms of the Companies Act, 2013 in board meeting dated 06.03.2023, subject to the approval of the shareholders in the ensuing Extra Ordinary General Meeting.”

“RESOLVED FURTHER THAT in accordance with the provisions of Section 152 of the Act and in terms of the Articles of Association of the Company, she is liable to retire by rotation, for a term upto 5 (Five) consecutive years commencing from the date of this Extra Ordinary General Meeting i.e. 06th day of March 2023 to 05th day of March, 2028.”

“RESOLVED FURTHER THAT Mr. Mahesh Kumar Agarwal (DIN: 02806108) Director of the Company be and is hereby authorized to sign and file e-form with the concerned Registrar of the Companies and for that purpose to execute such documents, papers, deeds, and writings containing such conditions and covenants and to take all such steps as may be necessary or desirable to give effect to this Resolution.”

For AGARWAL TOUGHENED GLASS INDIA LIMITED
Board Meeting Minutes Book for the F.Y. 2022-23

ITEM NO. 11 CHANGE IN DESIGNATION OF MRS. ANITA AGARWAL AS CHAIRPERSON CUM MANAGING DIRECTOR

The chairman informed to the Board that for company working requirement of Board Composition changes the following resolution pass:

“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 cum Managing Director of the Company, in terms of the Companies Act, 2013 in board meeting dated 06.03.2023, for a period of five years, subject to the approval of the shareholders in the ensuing Extra Ordinary General Meeting.”

“RESOLVED FURTHER THAT in accordance with the provisions of Section 152 of the Act and in terms of the Articles of Association of the Company, he is liable to retire by rotation, for a term upto 5 (Five) consecutive years commencing from the date of this Extra Ordinary General Meeting i.e. 06th day of March 2023 to 05th day of March, 2028.”

“RESOLVED FURTHER THAT Mrs. Anita Agarwal be and is hereby also appointed as the Chairperson of the Company with effect from 06th day of March 2023 and shall preside as Chairperson at all the Board Meetings and General Meetings of the Members of the Company, unless elected otherwise.”

“RESOLVED FURTHER THAT Mr. Mahesh Kumar Agarwal (DIN: 02806108) Director of the Company be and is hereby authorized to sign and file e-form with the concerned Registrar of the Companies and for that purpose to execute such documents, papers, deeds, and writings containing such conditions and covenants and to take all such steps as may be necessary or desirable to give effect to this Resolution.”

“RESOLVED FURTHER 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 the consent of the Members be and is hereby accorded for the remuneration of **Mrs. Anita Agarwal (DIN: 09740258)**, Chairperson cum Managing Director of the Company, on the terms and conditions including remuneration as set out in the explanatory statement annexed to the Notice convening the meeting.”

“RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the aforesaid period, the Company will pay remuneration and perquisites not exceeding the ceiling laid down in Schedule V to the Companies Act, 2013, as may be decided by the Board of Directors.”

“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. 12 CHANGE OF DESIGNATION OF MR. MAHESH KUMAR AGARWAL

For AGARWAL TOUGHENED GLASS INDIA LIMITED
Board Meeting Minutes Book for the F.Y. 2022-23

The chairman informed to the Board that for company working requirement of Board Composition changes the following resolution pass:

“RESOLVED THAT pursuant to the provisions of Section 152 and 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 Board be and are hereby accorded for the change in designation of **Mr. Mahesh Kumar Agarwal (Din: 02806108)**, from Non-Executive Director to Executive Director of the Company, in terms of the Companies Act, 2013 in board meeting dated 06.03.2023, subject to the approval of the shareholders in the ensuing Extra Ordinary General Meeting.”

“RESOLVED FURTHER THAT in accordance with the provisions of Section 152 of the Act and in terms of the Articles of Association of the Company, he is liable to retire by rotation, for a term upto 5 (Five) consecutive years commencing from the date of this Extra Ordinary General Meeting i.e. 06th day of March 2023 to 05th day of March, 2028.”

“RESOLVED FURTHER THAT Mr. Uma Shankar Agarwal (DIN: 02806077) Director of the Company be and is hereby authorized to sign and file e-form with the concerned Registrar of the Companies and for that purpose to execute such documents, papers, deeds, and writings containing such conditions and covenants and to take all such steps as may be necessary or desirable to give effect to this Resolution.”

ITEM NO. 13 ADMISSION OF THE COMPANY'S EQUITY SHARES WITH NATIONAL SECURITIES DEPOSITORIES LIMITED (“NSDL”):

The Chairman placed a proposal before the Board, to provide dematerialization facility for the shareholders to hold their Equity Shares in the electronic mode which is more convenient and easy mode to operate. The Chairman informed that the shares of the Company may be registered with one of the depositories to avail the facility.

The Board on due discussion decided to register the Equity Shares with NSDL and accordingly it was resolved as follows:

(a) **“RESOLVED THAT** the Company do hereby seek admission of the Company's Equity Shares to the depository system of NSDL for dematerialization.”

(b) **“RESOLVED FURTHER THAT** M/s, KFin Technologies Limited be and is hereby appointed as Registrar and Transfer Agent on the terms and conditions as per the letter tabled at the meeting.”

(c) **“RESOLVED FURTHER THAT** Mrs. Anita Agarwal (DIN: 09740258) Managing Director of the Company be and is hereby severally authorised to do all such acts and deeds and to sign all such papers and documents as may be necessary to implement the above resolution including executing Indemnity cum Undertaking, carrying out necessary modifications and determining other terms and conditions as they may deem fit.”

(d) **“RESOLVED FURTHER THAT** Mrs. Anita Agarwal (DIN: 09740258) Managing Director of the Company be and is hereby severally authorised to execute the related documents for giving effect to the above resolutions, including the Master Creation Form and Application form.”

For AGARWAL TOUGHENED GLASS INDIA LIMITED
Board Meeting Minutes Book for the F.Y. 2022-23

VOTE OF THANKS

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

Date: 06/03/2023

Place: Jaipur

Chairman

Entered on:

Entered by:

For AGARWAL TOUGHENED GLASS INDIA LIMITED
Board Meeting Minutes Book for the F.Y. 2022-23

MINUTES OF THE BOARD MEETING FOR THE FINANCIAL YEAR 2022-2023 HELD ON FRIDAY, 24TH DAY OF MARCH 2023, COMMENCED AT 04:00 P.M. AND CONCLUDED AT 04:30 P.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT F-2264, RIICO INDUSTRIAL AREA, RAMCHANDRAPURA, SITAPURA (EXT.) JAIPUR, RAJASTHAN-302022.

DIRECTOR PRESENT

Mr. Mahesh Kumar Agarwal	(Director)
Mr. Uma Shankar Agarwal	(Director)
Mrs. Anita Agarwal	(Director and Managing 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 06/03/2023 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 06/03/2023 be and are hereby approved and confirmed.”

ITEM NO. 5 RECEIVED AUDITOR RESIGNATION

The chairman informed to the Board that we received the resignation from our Auditor M/S Piyush Kothari & Associates and Board accepts the same.

ITEM NO. 6 APPLICATION FOR ISO CERTIFICATE

The Chairman informed to the Board that company is a manufacturer of glass and glass products and they required the ISO Certificate for the Business, Board pass the following resolution.

“RESOLVED THAT any of the Director as per the availability can authorized to sign and execute the documents for taking ISO registration from department.”

For AGARWAL TOUGHENED GLASS INDIA LIMITED
Board Meeting Minutes Book for the F.Y. 2022-23

VOTE OF THANKS

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

Date: 25/03/2023

Chairman

Place: Jaipur

Entered on:

Entered by:

For AGARWAL TOUGHENED GLASS INDIA LIMITED
Board Meeting Minutes Book for the F.Y. 2022-23

MINUTES OF THE BOARD MEETING FOR THE FINANCIAL YEAR 2022-2023 HELD ON SATURDAY, 25TH DAY OF MARCH 2023, COMMENCED AT 11:00 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

Mr. Mahesh Kumar Agarwal	(Director)
Mr. Uma Shankar Agarwal	(Director)
Mrs. Anita Agarwal	(Director and Managing 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 24/03/2023 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 24/03/2023 be and are hereby approved and confirmed.”

ITEM NO. 5. TO FIX TIME, DATE, PLACE AND APPROVE NOTICE OF EXTRA ORDINARY GENERAL MEETING AND FILLING FORM

The Chairman informed the Board that an Extra Ordinary General Meeting is required to be convened for obtaining the members’ approval for appointment of M/S JETHANI AND ASSOCIATES as statutory Auditor of the Company. The Board discussed the matter and decided to convene the Extra Ordinary General Meeting on Tuesday 28TH March, 2023 at registered office of the company board took the note of the same and passed the following resolution:

“RESOLVED THAT pursuant to the provisions of section 139(8) of the Companies Act 2013, and rules framed there under (including any statutory modification(s) or re- enactment thereof for the time being in force) and other applicable provisions, if any, M/S JETHANI AND ASSOCIATES having (Firm Registration No. 010749C) be and is hereby appointed as statutory auditors of the company to fill the casual vacancy caused by resignation of M/S PIYUSH KOTHARI & ASSOCIATES having (Firm Registration No. 140711W) and shall hold

For AGARWAL TOUGHENED GLASS INDIA LIMITED
Board Meeting Minutes Book for the F.Y. 2022-23

the office as statutory auditors of the Company from the conclusion of this General Meeting until the conclusion of ensuing upcoming Annual General Meeting of the Company and shall conduct the statutory audit of books of accounts of the Company for the financial year ended 31st March 2023 on the remuneration as may be agreed upon between the Board of Directors and Statutory Auditors, in addition to the reimbursement of Goods and service tax and actual out of pocket expenses incurred in relation with the audit of accounts of the Company.”

“**RESOLVED FURTHER THAT** any Director of the Company of the company be and are hereby individually/severally authorized to digitally sign and file E-form ADT-1 with the Registrar of Companies and to do all such things, deeds, acts which may deem necessary to give effect of 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:
Place: Jaipur

Chairman

Entered on:
Entered by: