

Date: 08th August, 2019

The Secretary
Bombay Stock Exchange Limited,
Floor 25, Phiroze Jeejeebhoy,
Dalal Street,
Mumbai-400001

Scrip Code: 505729

Sub: Proceedings of Annual General Meeting of the Company

Dear Sir,

Pursuant to Regulation 30 and Part A of Schedule III of the SEBI (Listing Obligations Disclosure Requirements) Regulations, 2015, please find enclosed proceedings of 41st Annual General Meeting of the Company held on 07th August, 2019.

This is for your information and further dissemination purpose.

Thanking you,

For Singer India Limited



(Priyanka Gandhi)
Company Secretary

Encl: as above

SINGER INDIA LIMITED

Registered & Head Office : A-26/4, 2nd Floor, Mohan Cooperative Industrial Estate, New Delhi-110044

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E-mail : mail@singerindia.net Website : www.singerindia.net

CIN : L52109DL1977PLC025405



PROCEEDINGS OF THE 41st ANNUAL GENERAL MEETING OF THE MEMBERS OF SINGER INDIA LIMITED HELD ON WEDNESDAY, 07TH AUGUST, 2019 AT 3:00 P.M. AT PHD CHAMBER OF COMMERCE & INDUSTRY, PHD HOUSE, 4/2, SIRI INSTITUTIONAL AREA, AUGUST KRANTI MARG, NEW DELHI-110016

PRESENT:

1. Mr. Paresh Nath Sharma : Chairman
2. Mr. Rajeev Bajaj : Managing Director
3. Mr. Deepak Sabharwal : Director
4. Mrs. Madhu Vij : Director
5. Mr. Subhash C. Nagpal : Chief Financial Officer
6. Mr. Jiten Chopra : Representative from M/s. B S R & Co.LLP, Statutory Auditors
7. Ms. Priyanka Gandhi : Company Secretary
8. Mr. H O Gulati : Scrutinizer for E- voting and Poll Process

AND

148 Members in person including corporate representatives of Retail Holdings (India) B.V., National Small Industries Corporation Ltd. (NSIC) and Emerest Capital LLP.

The Annual General Meeting of Members of Singer India Limited commenced at 3:00 P.M.

Mr. P.N. Sharma, Chairman, welcomed the Members present and introduced other Directors and Officers present to them. He stated that the time was 3:00 P.M. and that 148 members were present in person and the quorum of members present in person was complete and called the meeting to order. He announced that the Register of Directors' and Key Managerial Personnel and their shareholding was tabled for inspection by the Members entitled thereto.

The Chairman stated that the Annual Report and the Notice of the Meeting had been in the hands of the Members for some time now and with their permission, he took the notice of the meeting as read. Thereafter, the Chairman requested the Secretary to read the Auditors' Report. After the Secretary had read the Auditors Report, the Chairman stated that the Members would have perused the Directors Report to the Members along with the Accounts for the twelve months period ended 31st March, 2019. The Chairman then delivered his speech, narrating details of operations of the business.

The Chairman then mentioned that pursuant to the provisions of Section 108 of the Companies Act, 2013 read with the Rule 20 of the Companies (Management & Administration) Rules, 2014 the Company had extended the e-voting facility to the Members of the Company through e-voting mode

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by Central Depository Services (India) Limited (CDSL) in respect of businesses to be transacted at the Annual General Meeting. The e-voting had commenced on 04th August, 2019 (9:00 AM) and had ended on 06th August, 2019 (5:00 PM). Mr. Hari Om Gulati, Practicing Company Secretary (Membership No. FCS 5462 and CP No. 9337) was appointed as the Scrutinizer by the Board of Directors of the Company for e-voting and polling process. Thereafter the Ballot forms were distributed among the Members present at the meeting. The Chairman then requested the Members present to cast their votes and deposit the duly filed and signed secret ballot forms in the ballot box provided. He also invited the members to speak and ask for any queries . The clarifications /queries asked by certain members were provided /answered and also the suggestions given by members were agreed to be considered by the management. The members appreciated the performance of the Company even in the difficult time .

The Chairman then took up all items as circulated in the agenda in the following order and also put them to vote:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company (including Audited Consolidated Financial Statements) for the financial year ended 31st March 2019 and the Report of the Directors and Auditors thereon - **Ordinary Resolution**
2. a) To confirm the payment of the Interim Dividend at the rate of Rs. 0.40 per equity share of Rs. 2 (Rupees Two only) each already paid on 26th February, 2019 out of the profit for the financial year ended 31st March, 2019.
(b) To declare a final dividend on equity shares for the financial year ended on 31st March 2019. -**Ordinary Resolution**
3. Re-appointment of Mr. Gavin Walker (DIN: 01216863) as a Director who retires by rotation.- **Ordinary Resolution**

SPECIAL BUSINESS

4. Increase in remuneration paid or payable to Mr. Rajeev Bajaj, Managing Director (DIN: 02284467) as per the terms of appointment of the Company with effect from 1st day of July 2019. – **Special Resolution**

Being interested in the next resolution concerning his re-appointment as Independent Non-Executive Director, Mr. Paresh Nath Sharma without prejudice to his voting rights on the Resolution, entrusted the conduct of the proceedings in respect of this item of Special business to Mr. Deepak Sabharwal, Independent Non-Executive Director with the consent of all the members present in the Meeting.

For Simgar India Limited


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Company Secretary

Mr. Deepak Sabharwal accordingly took the Chair and then moved the following resolution:

5. Re- appointment of Mr. Paresh Nath Sharma (DIN: 00023625), as Independent Non-Executive Director of the Company for a second term of five consecutive years w.e.f. 12th November, 2019. – **Special Resolution**

Mr. Deepak Sabharwal then requested Mr. Paresh Nath Sharma to resume the chair for the remaining Items of the business to be transacted in this Meeting. Accordingly, Mr. Paresh Nath Sharma took the chair and presided over the Meeting again.

6. Re- appointment of Mr. Deepak Sabharwal (DIN: 00173116), as Independent Non-Executive Director of the Company for a second term of five consecutive years w.e.f. 12th November, 2019– **Special Resolution**
7. Re- appointment of Mrs. Madhu Vij (DIN: 00025006), as Independent Non-Executive Director of the Company for a second term of five consecutive years w.e.f. 12th November, 2019. – **Special Resolution**

The Chairman requested the Members to cast their votes against each item as provided in the Ballot paper as they wished for the number of shares they held.

After completion of voting by physical ballot the Scrutinizer took the ballot boxes in his custody. The Chairman informed that Scrutinizer would count the votes cast and sign and submit his report to the Chairman by adding the physical votes to the electronically casted votes in favor and against each resolution within 2 working days from the conclusion of the Meeting.

The Chairman then informed that based on the Scrutinizers' report to be submitted by the Scrutinizer the combined results of the e-voting and voting by physical ballot would be declared by the Company within 2 working days from the conclusion of the Meeting. The Chairman also mentioned that the results would also be displayed by the Company on the Company's Website i.e. www.singerindia.net and also on the website of the CDSL.

There being no other business to transact, the meeting concluded with a vote of thanks to the Chair. The members appreciated the arrangements made by the Company at the venue for the Annual General Meeting.

The meeting concluded at 3:45 pm.

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