

TRANSCRIPT

OF THE

TWENTY FOURTH ANNUAL GENERAL MEETING

OF THE MEMBERS OF

GODREJ CONSOVEYO LOGISTICS AUTOMATION

LIMITED

HELD ON

MONDAY, 13TH JULY, 2020

AT 05:30 P.M. (IST)

THROUGH THE MEDIUM OF VIDEO CONFERENCING(VC)

VIA

MICROSOFT TEAMS

MS. SUNEETA MANE SAID:

“Good Evening all joining from India and Good Afternoon all joining from Germany.”

“Due to outbreak of the Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) permitted the holding of the Annual General Meeting (“AGM”) through Video Conferencing (VC), without the physical presence of the Members. In compliance with the provisions of the Companies Act, 2013 and MCA Circulars, the 24th Annual General Meeting of the Company has been called through Video Conferencing.”

“Firstly, let me ask if am audible, please inform if anyone gets their connection interrupted during the meeting so I can repeat the missed part.”

ALL MEMBERS SAID:

“Yes. You are audible.”

MS. SUNEETA MANE SAID:

“Members and Directors Participating as follows:

1. Mr. A.G. Verma, Chairman of the Company;
2. Mr. A.M Visvanathan, Members and Directors;
3. Mr. Pieter Feenstra and Oliver Aberle, Directors;
4. Mr. Bhavesh Khandhar and Mr. Pieter Feenstra are representing Godrej & Boyce Mfg. Co. Ltd. and Consoveyo S.A, Corporate Shareholders respectively; and
5. Mr. Pirooz Movdawala, Member.

Mr. Dirk Hejnal was unable to attend this Annual General Meeting since he had other business commitments.

Committees of Board are represented by:

Mr. A. G. Verma, Chairman Corporate Social Responsibility Committee;

Mr. P. K. Gandhi, Chairman Audit Committee;

Mr. A. M. Visvanathan, Chairman, Nomination and Remuneration Committee.”

“M/s. Price Waterhouse Chartered Accountants LLP, Statutory Auditors of the Company will not attend this Annual General Meeting, since they have other prescheduled commitments.”

“Since items require the approval of members by Show of hands, I request all the participants to keep their Video mode on.”

“Consent of Shareholders (to the extend of 100%) was received by the Company for sending the Notice of the Annual General Meeting less than 21 days before the date of the Meeting, pursuant to sub-clause (a) of clause (ii) of the first proviso to Section 101(1) of the Companies Act, 2013.”

“5 Members holding 15,30,610 shares including representatives of Corporate Shareholders, representing 100% of Paid up share capital are participating through Video Conferencing”

“The requisite quorum is present, I request permission of Chairman sir to commence the proceedings of the Meeting:”

MR. A.G. VERMA SAID:

“I request, Suneeta Mane, Company Secretary to commence the proceedings of the Meeting.”

MS. SUNEETA MANE SAID:

“The Notice of the 24th Annual General Meeting and the Explanatory Statement along with the copies of Audited Financial Statements for the year ended 31st March, 2020, together with the Directors’ and Auditors’ Reports were sent to the Members, Statutory Auditors and all the Directors of the Company through e-mail.”

“May I request the shareholders to take the Notice of the Annual General Meeting as read.”

MR. A.G. VERMA ANSWERED:

“Ms. Mane, since we have read the Notice, we request you to call out only the Agenda Item No.s and the subject matter of the Resolutions of the Notice to be taken up for Members’ approval.

MS. SUNEETA MANE SAID:

“Members may please note that the Statutory Auditors have not made any qualifications, observations or comments in their Audit Report for year ended 31st March, 2020.”

“May I request the Members to take the Statutory Auditors report as read.”

MR. A.G. VERMA ANSWERED:

“Ms. Mane, we have received the Statutory Auditors report in advance and have read the same”

MS. SUNEETA MANE SAID:

“I will now proceed to take up the Ordinary Business mentioned in the Notice of this Annual General Meeting.”

- 1. Resolution No. 1:** Adopting the Audited Financial Statements of the Company for the financial year ended 31st March, 2020, together with the Reports of the Board of Directors and Auditors thereon.

MR. BHAVESH K. KHANDHAR SAID:

“I propose Resolution No.1”

MR. PIETER FEENSTRA SAID:

“I second the Resolution No.1”

MS. SUNEETA MANE SAID:

“I will now proceed to put the motion to vote. Those in favour are requested to raise their hands. Those against to raise their hands.”

Those in favour (ALL)

Those against (NONE)

“I declare the Resolution carried unanimously.”

2. Resolution No.2: Re-appointment of Mr. A. M. Visvanathan (DIN: 00066221), as a Director.

MR. A. G. VERMA SAID:

“I propose Resolution No.2”

MR. PIETER FEENSTRA SAID:

“I second the Resolution No.2”

MS. SUNEETA MANE SAID:

“I will now proceed to put the motion to vote. Those in favour are requested to raise their hands. Those against to raise their hands.”

Those in favour (ALL)

Those against (NONE)

“I declare the Resolution carried unanimously.”

“I will now proceed to take up the Special Business mentioned in the Notice of this Annual General Meeting.”

3. Resolution No.3: Appointment of and remuneration payable to Mr. Naresh Tahiliani as ‘Manager’ to be designated as ‘Senior Vice President & Business Head effective from 1st July, 20 to 20th May, 21.

MR. A. M. VISVANATHAN SAID:

“I propose Resolution No.3”

MR. PIETER FEENSTRA SAID:

“I second the Resolution No.3”

MS. SUNEETA MANE SAID:

“I will now proceed to put the motion to vote. Those in favour are requested to raise their hands. Those against to raise their hands.”

Those in favour (ALL)

Those against (NONE)

“I declare the Resolution carried unanimously.”

4. Resolution No.4: Ratifying the remuneration payable to M/s P. D. Dani & Associates, Cost Accountants, Cost Auditors of the Company.

MR. A. G. VERMA SAID:

“I propose Resolution No.4”

MR. PIETER FEENSTRA SAID:

“I second the Resolution No.4”

MS. SUNEETA MANE SAID:

“I will now proceed to put the motion to vote. Those in favour are requested to raise their hands. Those against to raise their hands.”

Those in favour (ALL)

Those against (NONE)

“I declare the Resolution carried unanimously.”

5. Resolution No.5: Appointment of Mr. Oliver Aberle as a Director of the Company.

MR. PIETER FEENSTRA SAID:

“I propose Resolution No.5”

MR. A. M. VISVANATHAN SAID:

“I second the Resolution No.5”

MS. SUNEETA MANE SAID:

“I will now proceed to put the motion to vote. Those in favour are requested to raise their hands. Those against to raise their hands.”

Those in favour (ALL)

Those against (NONE)

“I declare the Resolution carried unanimously.”

6. Resolution No.6: Appointment of Mr. Dirk Hejnal as a Director of the Company.

MR. PIETER FEENSTRA SAID:

“I propose Resolution No.5”

MR. A. G. VERMA SAID:

“I second the Resolution No.5”

MS. SUNEETA MANE SAID:

“I will now proceed to put the motion to vote. Those in favour are requested to raise their hands. Those against to raise their hands.”

Those in favour (ALL)

Those against (NONE)

“I declare the Resolution carried unanimously.”

“I request Mr. Visvanathan to Propose Vote of Thanks to Chairman”

MR. A.M VISVANATHAN SAID:

“I thank the Chairman, Mr. A.G. Verma for conducting the 24th Annual General Meeting.”

MS. SUNEETA MANE SAID:

“I would like to thank all the Members and Directors for attending the 24th Annual General meeting.”

“I now declare the proceedings of the 24th Annual General Meeting of the Company as concluded.”

“Thank you Everyone.”