

Transcript of 75th Annual General Meeting held through Video Conferencing on Thursday, 8th September, 2022 at 2:30 P.M., Mode: Through Video Conferencing

Mr. Dillip Kumar Swain, Company Secretary:

Dear Members, Very Good Afternoon to all of you. It's 2:30 P.M., the time to commence the AGM proceedings. Shri Bharat Hari Singhania, Chairman of the Company is unable to attend the Meeting due to unavoidable circumstances. Accordingly, as per the Articles of Association of the Company Directors present at the meeting have elected Dr. Raghupati Singhania, Director, as Chairman the Meeting.

Welcome Address – Dr. Raghupati Singhania, Chairman

Ladies and Gentleman, a very good afternoon to you all. I extend a very warm welcome to all of you at the 75th AGM of your Company. We hope you and your family members are safe & healthy. We also wish the best of health for you and your family members in the future.

As you are aware, in due compliance of the relevant circulars issued by Ministry of Corporate Affairs and SEBI, we are holding this AGM through Video Conferencing (VC) in the midst of COVID-19 Pandemic. I would like to place on record that all the efforts feasible under the current circumstances have been made by the Company to enable the Members to participate in the AGM, in large numbers and vote on the Items being considered in this meeting for approval of Members.

I do hope that we will be able to have physical meeting next year, as it is always a pleasure to have physical interaction with all of you.

Now, I would like to introduce the Directors participating in this AGM through Video Conferencing. Along with me in the Company's Board Room from New Delhi are Smt. Vinita Singhania, Non-Executive Director and Shri. Ashok Kumar Kinra, Non-Executive Director and Member of Audit Committee, Stakeholders' Relationship Committee and Group Risk Management Committee and the Independent Directors namely - Shri Sanjay Kumar Khaitan, Chairman of the Nomination & Remuneration Committee, Shri Shailendra Swarup, Chairman of the Group Risk Management Committee, Shri Sanjeev Kumar Jhunjunwala, Member of the Audit Committee and Nomination & Remuneration Committee and Smt. Deepa Gopalan Wadhwa, are participating in this Meeting from their respective locations.

Shri Bakul Jain, Chairman of the Audit Committee, Member of the Stakeholders' Relationship Committee and Group Risk Management Committee is unable to join the Meeting due to some unavoidable circumstances. He has authorized Shri Ashok Kumar Kinra, Member of the Audit Committee to respond to the Shareholders' queries, if any.

Shri Upendra Kumar Gupta, Manager and Chief Financial Officer and Shri Dillip Kumar Swain, Company Secretary are also present with me in the Board Room.

I would now request Shri Dillip Swain to confirm that requisite quorum is present and brief the Shareholders regarding procedure of e-voting and participation in this meeting.

Mr. Dillip Kumar Swain (Company Secretary): Thank you Sir. I confirm that Requisite quorum is present through VC and the Meeting is in order.

As mentioned by the Chairman, this AGM of your Company is being held through Video Conferencing in due compliance of all the Circulars issued by the MCA and the SEBI, through services provided by CDSL.

Since this AGM is being held through VC, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the members is not available for the AGM. Facility for joining this meeting through VC is made available for the Members for 15 minutes before and after the scheduled time of the commencement of the AGM. As requested in the AGM Notice, we hope that the Members have joined the meeting through Laptops / iPads with high speed wired/WIFI internet connectivity to have smooth experience of interaction during the meeting and also read through the detailed e-voting procedure given therein.

All the Members who have joined this Meeting are placed on mute by the Host to avoid any disturbance arising from the background noise and to ensure smooth conduct of the Meeting. During the meeting, when the Chairman invites Questions from Members who have registered themselves as Speakers, their names will be announced one by one and the mike will be unmuted by the Host.

We request the Speakers to switch on their video/audio after a gap of 2 seconds, and to keep their speech brief to help us manage the time. In case there is any connectivity issue at the speaker's end, we will request the next Speaker to express views or ask question, if any. Opportunity will be provided to the earlier speaker after all other registered speakers have spoken.

Please note that only those Member who have not casted their votes through Remote e-voting which was open from 5th September 2022 (10.00 A.M.) to 7th September 2022 up to 5.00 P.M. and who are participating in this meeting today, will have an opportunity to cast their votes during the AGM and till 15 minutes after conclusion of the meeting.

I now request the Chairman to please continue the AGM Proceedings.

Chairman:

Thank you Mr. Dillip.

Shri Darshan Chhajer, Partner, M/s. BGJC & Associates LLP, Chartered Accountants, Company's Statutory Auditors and Shri Namoo Narain Agarwal, Secretarial Auditor of the Company, who has been appointed as the Scrutiniser for supervising the e-voting process for this AGM are present at the Meeting through VC.

In conformity with Sections 170, 171 and 189 of the Companies Act, 2013, the Register of Directors and Key Managerial Personnel and their Shareholding and the Register of Contracts or Arrangements, in which Directors are interested, are available for inspection by the Members.

The Notice dated 18th July, 2022 containing the 75th AGM and the Annual Report for Financial Year ended 31st March, 2022 has already been circulated to the Members on 12th August, 2022. I with the permission of the members, take them as read.

Under the Companies Act, 2013, there is no requirement of reading of the Reports of M/s. BGJC & Associates LLP, Chartered Accountants, Company's Statutory Auditors for the Financial Year ended 31st March, 2022, as the same does not contain any qualifications, observations or comments or other remarks on the financial transactions or matters which have any adverse effect on the functioning of the Company.

Also, there are no qualifications, observations or comments or other remarks in the Secretarial Audit Report for the Financial Year ended 31st March, 2022 issued by the Secretarial Auditor. Therefore, there is no requirement to read this report.

Before taking up the items of the Agenda, I would like to share with you our Chairman's thoughts on the State of Affairs of the Economy and the working of the Company for the Financial Year ended 31st March, 2022.

Chairman's Address

Dear Shareholders:

I have great pleasure in welcoming you all to the Company's Annual General Meeting. The Board of Directors and I would like to thank each of you for being present in this virtual meeting and for your continued support. This year has a great significance, as our nation celebrates its 75th year of Independence, as "Azaadi ka Amrit Mahotsav". I recall with great pride our rich heritage. Our JK group founder, Late Lala Kamlapatji was a great nationalist and a strong proponent of swadeshi, who used Indian resources, i.e. Labour, Capital and Indian managerial talent, to create a successful business and played a pioneering role in building the industrial edifice of free India, by setting up various industries across the country. He envisioned an "Atmanirbhar Bharat", even in those early days.

The overall global environment for business was uncertain largely on account of the recurring waves of the COVID-19 pandemic, Geo political uncertainties in Q4 and overall consequential disruptions, weighed heavily on the economic revival.

In India the services industry, which forms more than half of the Indian economy, was hit the hardest, with volatility also being observed in the Industrial sector. The Agricultural sector was less impacted and contributed approximately 20% to the economic output.

However despite the head winds, The Indian economy staged a sustained and gradual recovery, with economic output having grown at 8.7% during FY 22 and surpassed pre-pandemic levels. Several timely interventions by the Government along with the introduction of pragmatic supply-side reforms, added to the momentum of economic activity. The emphasis on social safety measures and the rapid administration of vaccines served as the backbone of comprehensive COVID management strategy, which helped in containing the setback to the economy.

The outlook seems promising with the government's major thrust on infrastructural development and sustainable growth.

The JK Group and your Company, prioritized citizen and employee's well-being. To mitigate the socio economic loss of our employees a comprehensive, JK Cares program was implemented, which supported and engaged the families for an extended period.

The Indian capital markets were buffeted by the fluctuating economic environment and were particularly impacted by the ongoing Ukraine war, especially on account of high input and crude oil costs and appreciation of the US dollar.

However, during the financial year, the capital markets appreciated by about 18% and ended the year with a positive future outlook. It is indeed a matter of satisfaction that in the same period your Company could outperform the Market, multiple times.

I am happy to share that your Company on a consolidated basis, recorded a Profit after Tax of Rs.731 crores for 2021-22. The Board has recommended dividend of 150% i.e. Rs.15/- per share on its equity capital.

Being a Core Investment Company, the Company held significant investments in Group companies. It gives me a great pleasure to inform you, that all the companies where we are invested in, have done well in FY22 and hopefully this performance will be sustained in the coming years as well.

Before I conclude, I would, on my own, as well as on behalf of the Board, express our gratitude to the BAFL Team for its valuable contribution to the growth of the Company.

I would like to convey our deepest appreciation to all our stakeholders & associates for partnering us in traversing this eventful journey.

As I end, I would like to sincerely thank our valued shareholders for your continued support and encouragement. I will once again urge all of you and your families to observe safety protocols and wish you good health and prosperity.

Thank you, Ladies & Gentlemen

Stay Safe!

Resolutions, Questions and Answers session, E-voting and Vote of Thanks

Chairman

Now, I will read out the items of the business to be conducted at the AGM, as mentioned in the Notice, one by one. All the resolutions have already been put to vote through Remote e-Voting. Therefore, no resolution is required to be proposed or seconded by the Members at the AGM.

Item No. 1: Adoption of the Audited Standalone and Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2022 and the Reports of the Board of Directors and Auditors thereon.

Item No. 2: Declaration of Dividend of Rs. 15/- per Equity Share (150%) for the Financial Year ended 31st March, 2022.

Item No. 3: Re-appointment of Smt. Vinita Singhania (DIN: 00042983), as a Director who retires by rotation

Item No. 4: Re-appointment of Statutory Auditors of the Company for a term of two Consecutive years.

Item No. 5: Re-appointment of Shri Sanjeev Kumar Jhunjunwala as an independent Director of the Company for the second term of five consecutive years with effect from 6th October, 2022.

Item No. 6 Re-appointment of Smt. Deepa Gopalan Wadhwa, as an independent Director of the Company for the second term of five consecutive years with effect from 28th March, 2023.

Item No. 7 Adoption of new Articles of Association in substitution of existing Articles of Association of the Company.

As you are aware remote e-voting on all the AGM items and Resolutions was open from 5th September, 2022 to 7th September, 2022 upto 5:00 p.m. Therefore, many of the members may have already casted their votes during the above period. However, those who have not casted their vote through remote e-voting have the opportunity to vote now at the facility provided through CDSL portal through which you have logged in.

The Scrutinizer will submit a consolidated Scrutinizer's Report on remote e-Voting and e-Voting at the AGM, of the total votes cast in favour or against, if any, not later than two working days of conclusion of this meeting.

I authorise Shri Ashok Kumar Kinra, Director or in his absence, Shri Dillip Swain, Company Secretary, to declare the final results of e-voting by 12th September 2022. The results declared along with the Report of the Scrutinizer shall be placed on the website of the Company and also on the website of CDSL. The results will simultaneously be forwarded to BSE Ltd. for placing on its website and shall also be displayed on the Company's Notice Board at the Registered Office and its Secretarial Office in New Delhi.

Members may note that voting on the CDSL platform will continue till 15 minutes from conclusion of the AGM.

I now request, Mr. Dillip Swain, Company Secretary, to announce the names of the speakers who have requested to express their views / ask any questions arising out of Annual Accounts/ Reports of the Directors and Auditors thereon. We will respond to the questions at the end, after all the speakers have spoken.

The Company Secretary, announced the names of the Shareholders who have registered themselves as Speakers and requested the host to unmute the Speakers one by one namely, (1) Mr. Santosh Kumar Saraf (2) Mr. Sanjiv Dhiresbhai Shah (3) Ms. Chandravati Gattani (4) Mr. Dhaval Pankajkumar Sheth (5) Mr. Amit Kumar Banerjee (6) Mr. Biswendra Narayan Kundu (7) Mr. Rangan V (8) Mr. Manoj Kumar Gupta (9) Mr. Vishal Rameshbhai Patel (did not join the Meeting) (10) Mr. Goutam Nandy.

Speakers in general expressed satisfaction on the arrangements made by the Company for the AGM and congratulated management for the excellent performance, good amount of dividend, excellent performance of the Subsidiary and Associate Companies of the Company. Some of the Speakers enquired about Dividend Distribution Policy of the Company, Related Party Transactions, Investment in Preference Shares of Hari Shankar Singhanian Holdings Pvt. Ltd. and Terrestrial Foods Ltd., Details of fixed assets of the Company, queries regarding disclosure of Promoter and Promoter Group of the Company, digitalization of the operations of the Company.

Chairman

The Chairman requested Shri A.K. Kinra, Director and Member of Audit Committee and Shri U.K. Gupta, Manager & Chief Financial Officer of the Company to answer to the questions/queries of the Shareholders.

Shri A.K. Kinra, Director and Shri U.K. Gupta, Manager & Chief Financial Officer of the Company, replied to the questions/queries of the Shareholders and thanked all the Shareholders who have taken keen interest in the Operation of the Company its Associates and Subsidiaries.

Chairman

I believe that all the questions and queries of the Members have been replied to their satisfaction. I thank you all for your participation in this AGM and hope we will meet personally soon. I once again wish you and your family good health and happiness. May I, with your permission, declare the meeting as closed.

However, please note that e-voting will remain open for another 15 minutes for voting by the members who have so far not casted their votes.

Mr. Dillip Kumar Swain (Company Secretary):

Members may note that in terms of SEBI Circulars, the Company has sent letters to all physical Shareholders for furnishing KYC details in the prescribed Forms, which are available on the Company's website. Members who have not submitted such details so far are once again requested to send the same to the Company's RTA at the earliest.

In the absence of KYC and other details, all the physical folios shall be frozen by RTA and no service request shall be entertained w.e.f. 1st April, 2023.

The meeting concluded at 3.30 P.M.

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