

KOGTA FINANCIAL (INDIA) LIMITED

CIN: U67120RJ1996PLC011406

Registered Office: "Kogta House", Azad Mohalla, Near Railway Station

Bijainagar – 305624, Rajasthan

Email Id: info@kogta.in

Website: www.kogta.in

Ph. No. 0141-6767000

24th ANNUAL GENERAL MEETING

30TH JULY, 2020 AT 01:00 P.M.

CORPORATE PARTICIPANTS: -

- | | |
|------------------------------------|--------------------------------|
| 1. RADHA KRISHAN KOGTA | CHAIRMAN & WHOLE TIME DIRECTOR |
| 2. AMIT MEHTA | NOMINEE DIRECTOR |
| 3. ARJUN SAIGAL | NON- EXECUTIVE DIRECTOR |
| 4. ARUN KOGTA | MANAGING DIRECTOR & CEO |
| 5. P R KALYANARAMAN | INDEPENDENT DIRECTOR |
| 6. ROBIN BHANWARLAL AGARWAL | NON- EXECUTIVE DIRECTOR |
| 7. SHASHIKALA RAMACHANDRA | INDEPENDENT DIRECTOR |
| 8. VARUN KOGTA | WHOLE TIME DIRECTOR & CFO |
| 9. RAHUL AGRAWAL | COMPANY SECRETARY |

STATUTORY AUDITORS, SECRETARIAL AUDITORS AND SHAREHOLDERS

WELCOME NOTE - Mr. RADHA KRISHAN KOGTA (MEMBER & CHAIRMAN)

Good Afternoon, Ladies & Gentlemen.

Welcome to the 24th Annual General Meeting of Kogta Financial (India) Limited. On behalf of the Board of Directors, I want to thank you to join us today. This meeting is being held through video conferencing in accordance with the circular issued by the Ministry of Corporate Affairs. For safety reasons, each of us is in a different location.

Before we start the main proceedings of the meeting, I request Mr. Rahul Agrawal, Company Secretary to conduct the roll call of all the directors present in the meeting.

Mr. RAHUL AGRAWAL – COMPANY SECRETARY

Thank You Sir, Good Afternoon, Sir & Madam.

On behalf of chairman sir, I request all the directors present at the meeting for roll call by mentioning their name and location of participating.

So now we start with Mr. Arun Kogta, Managing Director.

Mr. ARUN KOGTA – MEMBER, MANAGING DIRECTOR & CEO

This is Arun Kogta. I am at Jaipur with other members - Mr. Varun Kogta, Mr. Aayush Kogta, Mr. Nayan Kogta and Mr. Radha Krishan Kogta.

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Mr. RAHUL AGRAWAL – COMPANY SECRETARY

Now I request Mr. P R Kalyanaraman Sir.

Mr. P R KALYANARAMAN – INDEPENDENT DIRECTOR

Yes, I am Kalyanaraman speaking from Bangalore. I am in my room and nobody is around me. I have gone through the papers and I am participating in the AGM.

Mr. RAHUL AGRAWAL – COMPANY SECRETARY

Arjun Saigal Sir.

Mr. ARJUN SAIGAL - NON- EXECUTIVE DIRECTOR

Hi, this is Arjun Saigal. I am in Mumbai at my residence. I am alone and I have received all the relevant papers for the meeting.

Mr. RAHUL AGRAWAL – COMPANY SECRETARY

Shashikala Mam.

Mrs. SHASHIKALA RAMACHANDRA – INDEPENDENT DIRECTOR

Hello, Shashikala from Bangalore. I have gone through the papers and here I am joining alone.

Mr. RAHUL AGRAWAL – COMPANY SECRETARY

Amit Mehta Sir.

Mr. AMIT MEHTA – MEMBER & NOMINEE DIRECTOR

Hi, Sorry I was not listening.

Mr. RAHUL AGRAWAL – COMPANY SECRETARY

Sir, you are required to mention your name and location from where you are participating.

Mr. AMIT MEHTA – MEMBER & NOMINEE DIRECTOR

Ok, my name is Amit Mehta. I am representing IIFL Fund in the AGM and I am currently in Mumbai and there is no one around me. Thank You.

Mr. RAHUL AGRAWAL – COMPANY SECRETARY

Robin Agarwal Sir.

Mr. ROBIN AGARWAL – NON-EXECUTIVE DIRECTOR

Hi, this is Robin. I am currently in Chennai. I confirm that there is nobody along with me.

Mr. RAHUL AGRAWAL – COMPANY SECRETARY

Thank You so much Sir & Madam.

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So, now I confirm that Mr. Kumar Sharadindu sir is not present in the meeting due to his prior engagements. And I would also like to mention that Chairman of Audit Committee and Nomination and Remuneration Committee i.e. Mr. P R Kalyanaraman sir is present in the meeting. Along with all the directors and members, we also have CA. Jay Gandhi joined on behalf of M/s S.R Batliboi & Co. (Statutory Auditor) and CS. Deepak Arora from M/s Deepak Arora & Associates (Secretarial Auditor) of the Company from their respective locations.

Mr. RADHA KRISHAN KOGTA – MEMBER & CHAIRMAN

Thank You Rahul.

Moving further, the Notice of the 24th Annual General Meeting and the Explanatory Statement along with the copies of Audited Financial Statements for the year ended March 31st, 2020, together with the Auditors' Reports and Directors' Reports, were sent to all Members, Auditors, Debenture Holders and all the Directors of the Company through e-mail dated July 08th, 2020, noted as read.

Further, I hereby confirm that we have the requisite quorum present to conduct the proceedings of this meeting. Therefore, I call this meeting to order. Before starting the meeting, I would like to announce that the company has crossed Rs. 1000 crores Asset under Management in this year with a net profit of Rs. 24.94 Crores.

Now, I request Mr. Rahul Agrawal, Company Secretary to provide general instructions to the members regarding participation in this meeting and proceed with the meeting further.

Mr. RAHUL AGRAWAL – COMPANY SECRETARY

Thank You Sir,

As this AGM is being held through video conference, the facility for appointment of proxies by the members is not applicable and hence the proxy register for inspection is not available. The Register of Directors and Key Managerial Personnel, the Register of Contracts or Arrangements and other statutory registers, has been made available for inspection to members as requested by them earlier and will also be made available to the members during the AGM or thereafter. Members seeking to inspect such documents can send their requests to us at rahul.agrawal@kogta.in.

Further regarding the voting on the proposed resolutions, the Chairman Sir, has decided to cast the votes by show of hands on all resolutions set forth in the Notice.

Further I also confirm that the audit reports' provided by the Statutory Auditor i.e. M/s S.R Batliboi & Co. LLP and Secretarial Auditor i.e. M/s Deepak Arora & Associates, expressed unqualified opinion in the respective audit reports for the financial year 2019-2020. There were no qualifications, observations or adverse comments on financial statements and matters, which have any material adverse effect on the functioning and financial position of the company.

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So, now starting with the proceedings of the meeting I move the resolution in respect of Item No. 1 of the Notice regarding the consideration and adoption of Audited Financial Statements, together with the Auditors' Reports and Directors' Reports for the Financial Year ended March 31st, 2020.

I now request any one of the Member to propose the resolution and request another member to second the resolution.

Mr. ARUN KOGTA – MEMBER, MANAGING DIRECTOR & CEO

I propose the resolution.

To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31st, 2020, together with the Report of the Board of Directors and the Auditor's thereon.

Mr. VARUN KOGTA- MEMBER, WHOLE TIME DIRECTOR & CFO

I second the resolution.

Mr. RAHUL AGRAWAL – COMPANY SECRETARY

Now I put the resolution to vote by show of hands.

Those in favour may please raise their hands by saying **YES IN FAVOUR**.

(VOTING)

So, we have received all votes in favour of the agenda. Therefore, the resolution is passed as an Ordinary Resolution.

Now I move the resolution in respect of Item No. 2 of the Notice relating to declaration of dividend at 0.0001% of face value on preference shares of Rs. 604.60 for F.Y. 2019-20.

Now, I request any one of the Member to propose the resolution and request another member to second the resolution.

Mr. ARUN KOGTA – MANAGING DIRECTOR & CEO

I propose the resolution to declare final dividend on Preference Shares.

Mr. VARUN KOGTA- MEMBER, WHOLE TIME DIRECTOR & CFO

I second the resolution.

Mr. RAHUL AGRAWAL – COMPANY SECRETARY

Now I put the resolution to vote by show of hands.

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Those in favour may please raise their hands by saying **YES IN FAVOUR**.

(VOTING)

Now I move the resolution in respect of Item No. 3 of the Notice relating to appointment of Mr. Arun Kogta as Director who retires by rotation and being eligible, offers himself for re-appointment.

Now, I request any one of the Member to propose the resolution and request another member to second the resolution.

Mr. P R KALYANARAMAN- INDEPENDENT DIRECTOR

I will propose the name of Mr. Arun Kogta. His performance has been quite good. We are satisfied with his performance and happily I would propose his name for continuation.

Mr. ARJUN SAIGAL – NON-EXECUTIVE DIRECTOR

Happy to second that.

Mr. RAHUL AGRAWAL – COMPANY SECRETARY

Now I put the resolution to vote by show of hands.

Those in favour may please raise their hands by saying **YES IN FAVOUR**.

(VOTING)

So, we have received all votes in favour of the agenda. Therefore, the resolution is passed as an Ordinary Resolution.

So, moving to the Special Resolutions, I request members to elect any Director as a Chairman for these agendas as R. K. Kogta Sir is interested in these agendas and will not act as Chairman for the respective agendas neither will be able to vote on agendas.

Mr. AMIT MEHTA- MEMBER & NOMINEE DIRECTOR

I propose Mr. P R Kalyanaraman Sir as Chairman.

Mr. P R KALYANARAMAN – CHAIRMAN & INDEPENDENT DIRECTOR

Thank you, you can go ahead.

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Mr. RAHUL AGRAWAL – COMPANY SECRETARY

Thank you so much sir.

So, for agenda item no. 4, 5 & 6 the Chairman for the meeting is Mr. P R Kalyanaraman Sir. Now I move the resolution in respect of Item No. 4 of the Notice to pass a **Special Resolution** regarding the review and approval of the remuneration of Mr. Radha Krishan Kogta as recommended by Nomination and Remuneration Committee and Board of Directors.

I request any one of the Member to propose the resolution and request another member to second the resolution.

Mr. AMIT MEHTA- MEMBER & NOMINEE DIRECTOR

I propose the resolution.

Mr. P R KALYANARAMAN – CHAIRMAN & INDEPENDENT DIRECTOR

Rahul it is the same as the existing one. Isn't it?

Mr. RAHUL AGRAWAL – COMPANY SECRETARY

Yes, sir.

Mr. P R KALYANARAMAN – CHAIRMAN & INDEPENDENT DIRECTOR

You can mention it for clarity.

Mr. RAHUL AGRAWAL – COMPANY SECRETARY

So, as for the remuneration, the Nomination and Remuneration Committee and Board of Directors has decided to carry out the existing remuneration of the all executive Directors till any further revision approved by Nomination & Remuneration Committee and Board. Further the same shall be revised based on the half yearly performance of the Company, which will be shown in financial statement ended on September 30, 2020.

I request any one of the Member to propose the resolution and request another member to second the resolution.

Mr. ARJUN SAIGAL – NON- EXECUTIVE DIRECTOR

I propose the resolution.

Mrs. SHASHIKALA RAMACHANDRA- INDEPENDENT DIRECTOR

I seconded.

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Mr. RAHUL AGRAWAL – COMPANY SECRETARY

Now I put the resolution to vote by show of hands.

Those in favour may please raise their hands by saying **YES IN FAVOUR**.

(VOTING)

So, we have received all votes in favour of the agenda. Therefore, the resolution is passed as Special Resolution.

Now I move the resolution in respect of Item No. 5 of the Notice to pass a **Special Resolution** regarding the review and approval of the remuneration of Mr. Arun Kogta as recommended by Nomination and Remuneration Committee and Board of Directors.

I request any one of the Member to propose the resolution and request another member to second the resolution.

Mrs. SHASHIKALA RAMACHANDRA- INDEPENDENT DIRECTOR

I propose.

Mr. AMIT MEHTA – MEMBER & NOMINEE DIRECTOR

I second.

Mr. RAHUL AGRAWAL – COMPANY SECRETARY

Now I put the resolution to vote by show of hands.

Those in favour may please raise their hands by saying **YES IN FAVOUR**.

(VOTING)

So, we have received all votes in favour of the agenda. Therefore, the resolution is passed as Special Resolution.

Now I move the resolution in respect of Item No. 6 of the Notice to pass a **Special Resolution** regarding the review and approval of the remuneration of Mr. Varun Kogta as recommended by Nomination and Remuneration Committee and Board of Directors.

I request any one of the Member to propose the resolution and request another member to second the resolution.

Mr. P R KALYANARAMAN – CHAIRMAN & INDEPENDENT DIRECTOR

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I propose.

Mr. AMIT MEHTA – MEMBER & NOMINEE DIRECTOR

I second.

Mr. RAHUL AGRAWAL – COMPANY SECRETARY

Now I put the resolution to vote.

Those in favour may please raise their hands by saying **YES IN FAVOUR.**

(VOTING)

We have received all votes in favour of the agenda. Therefore, the resolution is passed as Special Resolution.

Now all the agendas of this AGM are completed, so I request chairman sir to give vote of thanks to all the directors and members present in the meeting along with the statutory auditors and secretarial auditors.

VOTE OF THANKS- Mr. RADHA KRISHAN KOGTA (CHAIRMAN)

On behalf of entire Board of Directors of Kogta Financial (India) Limited, I would like to thank all of you for attending the 24th Annual General Meeting. Now I declare the 24th Annual General Meeting closed.