

**TRANSCRIPT OF THE PROCEEDINGS OF THE TWENTY-THIRD ANNUAL GENERAL MEETING OF SUMMIT SECURITIES LIMITED HELD THROUGH VIDEO CONFERENCING/OTHER AUDIO-VISUAL MEANS ON FRIDAY, SEPTEMBER 25, 2020 AT 11.00 A.M. (I.S.T.)**

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**PARTICIPANTS**

**Mr. Ramesh Chandak**  
Chairman

**Mr. H. C. Dalal**  
Independent Director

**Mr. Prem Kapil**  
Independent Director

**Mr. Abhay Nerurkar**  
Independent Director

**Ms. Sneha Ranade**  
Independent Director

**Mr. A. N. Mishra**  
Non-Executive Director

**Mr. H. N. Singh Rajpoot**  
Non-Executive Director

**Mr. Paras Mal Rakhecha**  
CFO

**Mr. Rohin Bomanji**  
Manager

**Mr. Ramesh Chandak**

Dear Shareholders, Good Morning. I hope all of you and your family are keeping well. I take great pleasure in welcoming you to this Twenty-Third Annual General Meeting of your Company. Secretary has confirmed that quorum being present, the meeting can now start.

In view of the untamed spread of COVID-19 over the past few months and to ensure social distancing norms, this AGM is convened through Video Conferencing or Audio-Visual Means, in accordance with various circulars issued by the Ministry of Corporate Affairs and SEBI.

I would now take this opportunity to introduce the members of the Board, who are present today:

- Mr. Abhay Nerurkar, Independent Director and Chairman of Audit Committee.
- Mr. H. N. Singh Rajpoot, Non- Executive Director and Chairman of Stakeholder Relationship Committee.
- Ms. Sneha Ranade, Independent Director
- Mr. A. N. Misra, Non- Executive Director
- Mr. H. C. Dalal, Independent Director and Chairman of Corporate Social Responsibility Committee
- Mr. Prem Kapil, Independent Director and Chairman of Nomination and Remuneration Committee
- Also attending the meeting are Ms. Jiya Gangwani, Company Secretary, Mr. Rohin Bomanji, Manager and Mr. Paras Mal Rakhecha, Chief Financial Officer.

**Mr. Ramesh Chandak**

Representatives of Statutory Auditors “M/s. Chaturvedi & Shah LLP Chartered Accountants” and Secretarial Auditors “Parikh Parekh & Associates” are also attending this meeting.

We have received 20 Corporate Authorizations, from Bodies Corporate/Trusts, representing 82,30,998 equity shares of the Company constituting 75.50% of the paid-up equity share capital of the Company. There is no proxy facility available for this meeting.

The Register of Directors & KMPs maintained under Section 170 and Register of Contract maintained under section 189 of the Companies Act, 2013 and all documents referred to in the notice, are available for inspection electronically and the Members may send their request to inspect the same.

The Notice of this AGM with Annual Report of the Company for FY 2019-20 have already been sent to the Members through electronic mode, in accordance with the circulars issued by the Ministry of Corporate Affairs and SEBI. We, therefore, take the notice as read.

As the Statutory Auditors’ Report and the Secretarial Auditors’ Report do not contain any qualification, observation or adverse comment, it is not required to read these Reports at the meeting.

Now I would like to brief the Members on the operational and financial performance of the Company.

The consolidated total revenue amounted to Rs. 8,191 lakhs for FY 2019-20 as compared to previous year’s consolidated revenue of Rs. 3,840 lakhs mainly due to higher dividend income declared by investee companies for the year ended March 31, 2020. On a Standalone basis,

the Company's total revenue increased to Rs. 3,107 lakhs as compared to revenue of Rs. 1,412 lakhs in the previous year. This increase in income is also mainly due to higher dividend income received from investee companies during the FY 2019-20.

Consolidated Profit after Tax for FY 2019-20 was Rs. 7,205 lakhs in comparison to Rs. 3,447 lakhs during the previous year. Standalone PAT for FY 2019-20 was Rs. 2,547 lakhs as compared to Rs. 1,190 lakhs during the previous year.

Consolidated market valuation of the Company's investments as at March 31, 2020 was Rs. 2,427 crores as compared to the valuation of Rs. 4,011 crores as at March 31, 2019. However, the market valuation has bounced back to Rs. 3,879 crores as at September 18, 2020

On standalone basis, the market valuation of the Company's investments as at March 31, 2020 was Rs. 1,260 Crores as compared to the valuation of Rs. 1,961 Crores as at March 31, 2019. However, the market valuation has bounced back to Rs. 1,969 Crores as at September 18, 2020.

Due to COVID 19 outbreak, the Indian equity market was significantly impacted in the last month of FY 2019-20, affecting the investment valuations of the Company. However, the valuations have subsequently improved in line with markets bouncing back. The Company continues to monitor its performance and mitigate the risks through prudent investment decisions.

During the year under review, Instant Holdings Limited, the wholly owned subsidiary of the company, earned total revenue of Rs. 5,075 lacs as against total revenue of Rs. 2,478 lacs for the previous year, mainly due to higher dividend income. The Net Profit after tax for F.Y. 2019-20 amounted to Rs. 4,654 Lacs as against Rs. 2,348 Lacs for F.Y. 2018-19.

Sudarshan Electronics and T.V. Limited, the step-down subsidiary of the Company has earned the total income of Rs. 9 lacs during F.Y. 2019-20 against the total income of Rs. 5 lacs for F.Y. 2018-19. The Net Profit After Tax was Rs. 4 lacs as against the Net Loss of Rs. (65) lacs for the previous year, which was due to interest expense on borrowings during the FY 2018-19.

During the current financial year, quarter ended June 30, 2020, the Company generated a total income of Rs. 372 lacs as compared to the total income of Rs. 5 lacs for the corresponding quarter of the previous financial year. The Company has earned a Net profit after tax of Rs. 220 lacs for the quarter, as against Net Loss after tax of Rs. (12) lacs during the corresponding quarter of the previous financial year. The increase in total income and profit is due to the Net gain on fair value changes of the investments of the Company.

In conclusion, I take this opportunity to place on record the grateful appreciation to all our bankers, employees and most importantly, the Members of the Company, for their continued support.

Thank you very much.

Before we invite the speaker Members to speak at this meeting, I would request the Company Secretary to make an announcement with respect to e-voting facility which has been activated for voting at the AGM.

**Ms. Jiya Gangwani**

Thank you, Chairman. Dear Members, Good Morning!

Pursuant to the Companies Act 2013, Rules made thereunder and SEBI Listing Regulations, the Company had provided the facility to the Members to exercise their right to vote on the businesses proposed to be transacted at this AGM through remote e-voting for the period commencing from September 22, 2020 to September 24, 2020. In order to facilitate voting to those Members, who have not exercised their right to vote through remote e-voting, the Company has also provided facility to vote at this AGM through e-voting platform of NSDL.

Mr. Mitesh Dhaliwala of M/s. Parikh Parekh and Associates, Practicing Company Secretaries, has been appointed as the Scrutinizer for remote e-voting as well as e-voting at this AGM, who would scrutinize the votes and hand over the combined report on voting within forty eight hours of conclusion of this AGM.

Since this meeting is being held through Video Conference/Other Audio-Visual Means and the resolutions mentioned in the Notice convening this meeting have already been put to the vote through "remote e-voting" there is no proposing and seconding of resolutions.

Thank you. I, now request the Chairman to please continue with the proceedings.

**Mr. Ramesh Chandak**

The Company had provided the facility to the Members to register themselves in advance by sending request from their registered email id to express their views/ask questions during the AGM. Unfortunately, this year I am missing the opportunity of meeting all of you in person which I always liked. Only one member has registered himself to speak at the AGM.

Now I request the speaker shareholder Mr. Harsh Visharia to put on his video and express his views and questions.

**Mr. Harsh Visharia (Speaker Shareholder)**

The Company is a holding Company and the value of share is quoting at 85% to 90% discount to value of its holding. The main object of the company is to maximise shareholder value, and we are also having turnover of 25 crores of PAT and 28 crores of operating profit on standalone basis.

The company on a consolidated basis has 73 crores profit after tax and 798 crores of profit on consolidated basis. So, I don't think there is any cash rewards to the members.

And my second query is related to STEL Holdings. STEL Holdings is also a holding Company which has a similar holding. So, can we expect the merger between the two Companies.

**Mr. Ramesh Chandak**

The first question relating to discount to the market value, most of the investment Companies will have discount to the market value. Even when we buy shares, we don't buy shares at the intrinsic value, we buy at discount only. If we check over a period of 10 years, the Company's share price has appreciated quite significantly, more than double. The Company is doing very well and none of the investment Company is quoted at the intrinsic value.

Regarding your question relating to the Dividend, it is upto the Board to decide about the dividend but today we are finding the opportunities to invest in the Companies where we can get good returns and based on that the Dividend has not been declared. Also, the net cash available as of now is very less as the Company has invested most of the funds which were available.

Regarding the merger you spoke about, both Companies have independent Board and will discuss with them but it is ultimately the decision of independent Board's. As of now, there is no plan of merger.

There is no other shareholder who would wish to express his view.

I thank particularly Mr. Harsh Visharia who has taken efforts and asked the questions.

I thank all the Members of the Company for attending this Twenty-Third Annual General Meeting of the Company. My best wishes to you and your families. Please stay safe and stay healthy.

I declare that the meeting is concluded.

I now request the members, who have not voted through remote e-voting may cast their votes during next 15 minutes. I authorize the Company Secretary to receive the combined voting results from the Scrutinizer and submit the same to the stock exchanges.

Thank you very much.