

MC MEDI-CAPS LIMITED

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MEDICAPS/SE/16

7th Oct., 2016

Online filing at: listing.bseindia.com

To,
The General Manager
DCS-CRD
BSE Ltd.
Rotunda Building
P.J. Tower, Dalal Street, Fort
MUMBAI - 400001

BSE Code: 523144


Sub.: Submission of the Minutes of the 33rd Annual General Meeting held on 29th Sept. 2016.

Dear Sir/Madam,

This is with reference to the Regulation 30(2) of SEBI (LODR) Regulations, 2015; we hereby submit the detailed proceedings/Minutes of the 33rd Annual General Meeting held on Thursday, 29th Sept., 2016.

You are requested to please take on record the above mentioned document for your reference and further needful.

Thanking You,
Yours Faithfully,
For, MEDI-CAPS LTD


RAJAT GUPTA
COMPANY SECRETARY
COMPLIANCE OFFICER
Enc.: a/a



Indore Office :

**201, Pushpratna Paradise, 9/5, New Palasia, Indore 452 001 (INDIA)
Telefax No. : +91-731-4046321, 4041435, 4028148**

HELD AT.....ON.....TIME.....

MINUTES OF THE 33RD ANNUAL GENERAL MEETING OF THE MEMBERS OF MEDI-CAPS LIMITED HELD ON THURSDAY 29TH DAY OF SEPTEMBER, 2016 AT THE REGISTERED OFFICE OF THE COMPANY AT MHOW-NEEMUCH ROAD, SECTOR-1, PITHAMPUR, DISTRICT DHAR (M.P.) AT 11.00 A.M. AND CONCLUDED AT 12:00 P.M.

PRESENT:

SHRI R.C. MITTAL -CHAIRMAN AND CHAIRED THE PROCEEDINGS OF THE AGM
 SHRI ALOK K GARG - MANAGING DIRECTOR
 SMT. KUSUM MITTAL - WTD & MEMBER
 DR. KESHAV SINGH VARMA - INDEPENDENT DIRECTOR (MEMBER OF AUDIT COMMITTEE MEETING)
 DR. MAHESH KUMAR PATNI - INDEPENDENT DIRECTOR

OFFICERS FOR ASSISTANCE

MANISH KUMAR JAIN - CHIEF FINANCIAL OFFICER
 CS RAJAT GUPTA - COMPANY SECRETARY

AUDITORS

CS ISHAN JAIN - SECRETARIAL AUDITOR

SCRUTINIZER

CS ARVIND MEENA - SCRUTINIZER

LEAVE OF ABSENCE:

Leave of absence was granted to other Directors of the Company and the Statutory Auditor for attending the Annual General Meeting due to their Pre-Occupation.

NUMBER OF MEMBERS AS ON THE CUTOFF DATE AND REQUIREMENT OF QUORUM FOR THE AGM:

As per records made available by M/s Ankit Consultancy Pvt. Ltd., the Share Transfer Agent on the Cutoff date i.e. 22nd September, 2016 there were 4,310 members of the Company who were entitled to attend and vote at the 33rd AGM and minimum 15 members were required to constitute the valid quorum for the 33rd AGM.

PRESENCE OF QUORUM:

At the 33rd AGM **total 18 (Eighteen)** Members were present in person and participated at the AGM as per the Attendance Records maintained at the Company.

PROCEEDING OF THE MEETING:**QUORUM:**

CS Rajat Gupta further informed that total 18 members were present at the meeting and informed the Chairman that the requisite majority was present. After confirming the same, the Chairman declared the Meeting to be in order and then the proceeding of the Meeting was commenced.

CHAIRMAN:

Shri R.C. Mittal, Chairman of the Board occupied the Chair for the Meeting and welcomed all the members, directors and invitees.

Since all the activities with respect to compliance of the Act and Standards with respect to calling, convening and conducting the Meeting

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are in order the chairman confirmed the validity of the same and proceeded further.

NOTICE OF THE 33RD ANNUAL GENERAL MEETING:

The CS informed that the Notice convening the 33rd Annual General Meeting along with the Consolidated and Standalone Audited Financial Statement containing the Balance Sheet as at 31st March, 2016 and the Statement of Profit & Loss and the Cash Flow for the year ended 31st March, 2016 alongwith the Notes and the Boards' Report, Corporate Governance and the Auditor's Report, Secretarial Auditors Report have already been dispatched to the members by electronic mode to the members as per the records made available by the CDSL and to other members physically by the Registrar and Share Transfer Agent of the Company. With the permission of the Members present at the Meeting the same were taken as read.

BOOKS & STATUTORY REGISTER:

The Chairman informed that the Register of Director and Key Managerial Personnel and their shareholding, Share Transfer Book and the Register of Members along with other statutory books, as required under other provisions of the Companies Act, 2013 have been kept at the meeting and open for inspection of the members.

PROCEDURE FOR THE 33RD ANNUAL GENERAL MEETING FOR APPROVAL OF THE RESOLUTIONS:

Shri R. C. Mittal, Chairman had delivered the Chairman speech and informed the members about the business operations of the Company and its 100% wholly Owned Subsidiary, Medgel Pvt. Ltd. along with other financial matters and various accreditations received by the company. He further instructed to the Company Secretary to proceed for the AGM.

The CS informed that as per the requirement of the Companies Act, 2013 the Remote e-voting was commenced on 26th September, 2016 at 9:00 A.M. (I.S.T.) and concluded on 28th September, 2016 at 5.00 P.M. (I.S.T.) The voting rights of the members were in proportion to the number of equity shares held by them as on the cut -off date, being 22nd September, 2016 and voting at the General Meeting shall be conducted by way of poll therefore the members of the Company were requested to mark their assent or dissent on the polling paper provided to them. He also informed that the members had the right to ask their question on any agenda items of the company at any time, before exercising their voting rights.

The Chairman also informed that the Company has appointed CS Arvind Meena, Proprietor of M/s Arvind Meena & Associates, Practicing Company Secretary (M.NO: A41713, CP No.:15510) as a scrutinizer to scrutinize the remote e-voting results as well as voting through poll in a fair and transparent manner.

Further the Chairman asked to the members present at the meeting to raise their queries relating to the business affairs of the Company and the Member of the Audit Committee, Shri K.S Varma was present to reply to the queries.

On the invitation of the Chairman, Shri Vijit Ramawat one of the members addressed the meeting and asked about the volume of capsules, product classification, future expansion plans, etc which were duly replied by the Chairman. Other members also given their suggestions, and sought general clarifications, which were clarified by the Managing Director of the Company.

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Thereafter, CS Rajat Gupta read agenda items of the notice of Annual General Meeting one by one.

CS arranged for the Poll Box, which was sealed by the Scrutinizer in presence of all the members at the meeting, after showing that it is empty.

The Members then provided opportunity to cast their votes by Poll and drop their Poll Papers in Form MGT 12 in Poll Box and also requested to ensure that if any member have already casted his vote by E-voting process, they would not be entitled to cast their votes by Poll and if any case it is casted, the Vote given by e-voting shall be considered as final. Further that the Chairman requested member to fill up the entire column in proper manner, like, name, address, LF/Client ID number of shares held, and then mark right tick on the assent or dissent in the space provided for the same in Form MGT-12.

Chairman made announcement that if any member who has not casted their votes, please come forward promptly and complete the voting within 5 minutes, thereafter the Poll Box shall be sealed by the Scrutinizer.

The Scrutinizer ascertained that no member was left for polling. Then, the Scrutinizer locked the Poll Box in presence of the two Witnesses and collected the Poll Box for scrutiny of the Poll Papers.

The Chairman asked to the Scrutinizer about the time to be taken by him to submit the report. The Scrutinizer replied to submit the report within 48 hours from the conclusion of the Annual General Meeting.

The Chairman also informed that the results of the Meeting would be announced within stipulated time and the same shall be posted on the website of the Company, BSE and CDSL.

CONCLUSION OF THE MEETING:

There being no other business the Meeting declared as concluded by the Chairman Shri R. C. Mittal and said that I have great pleasure in conveying my sincere thanks to the Directors and members present at this meeting for their presence and cooperation for the orderly conduct of the meeting and declared that the meeting is concluded and requested to the members to join for tea and snacks. And with a vote of thanks to the Chair the meeting was concluded at 12.00 P.M. on 29th Sept., 2016.

SCRUTINISERS REPORT:

After receiving the Scrutinizers Report for e-voting and Poll, the Chairman declared the following results, on the basis of report submitted by the scrutinizer on 30th Sept., 2016 for the 33rd Annual General Meeting and also declared that the date of the passing of the resolutions shall be considered as the date of the Annual General Meeting, i.e. 29th Sept., 2016 as under for all the purposes.

DECLARATION OF RESULTS FOR THE BUSINESSES PROPOSED AT THE 33rd ANNUAL GENERAL MEETING

With the due consideration of the Scrutinisers Report, the Chairman declared the following results for the 33rd Annual General Meeting held on 29th Sept., 2016 on Saturday, the 30th Sept., 2016.

ITEM NO.1: ORDINARY RESOLUTION-CONSIDERATION AND ADOPTION OF THE CONSOLIDATED AUDITED FINANCIAL

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STATEMENTS, REPORTS OF THE BOARD AND AUDITOR FOR THE YEAR ENDED 31ST MARCH, 2016:

RESOLVED THAT the Standalone and Consolidated Financial Statements as at 31st March, 2016, containing the Balance Sheet as at 31st March, 2016 and the Statement of Profits and Loss and Cash Flow Statement, Statement for change in the Equity Share Capital, Notes forming part of the Accounts for the year 2015-16 as approved by the Audit Committee along with the Report of the Board and the Auditor's Report thereon as circulated to the Members and submitted to the meeting be and are hereby received, considered and adopted.

The Results of the Voting are as under:

Resolution required: (Ordinary/ Special)					<i>Ordinary</i>			
Whether promoter/ promoter group are interested in the agenda/ resolution?					<i>No</i>			
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares= [(2)/(1)] * 100	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled [(4)/(2)] * 100	% of Votes against on votes polled [(5)/(2)] * 100
		(1)	(2)	(3)	(4)	(5)	(6)	(7)
Promoter and Promoter Group	E-Voting	6251932	6251932	100%	6251932	0	100%	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total	6251932	6251932	100%	6251932	0	100%	0
Public Institutions	E-Voting	34000	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total	34000	0	0	0	0	0	0
Public Non Institutions	E-Voting	6184024	14182	0.23%	12582	1600	88.72%	11.28%
	Poll		214176	3.46%	214176	0	100%	0
	Postal Ballot		0	0	0	0	0	0
	Total	6184024	228358	3.69%	226758	1600	99.30%	0.70%
Total		12469956	6480290	51.97%	6478690	1600	99.98%	0.02%

Based on the Aforesaid results, given by the Scrutinizer, the Ordinary Resolution as contained in Item No. 1 of the Notice of the 33rd AGM has been PASSED by requisite Majority.

ITEM NO. 2: ORDINARY RESOLUTION- APPOINTMENT OF SMT. TRAPTI VIKAS GUPTA (DIN: 00204740) WHO IS LIABLE TO RETIRE BY ROTATION BEING ELIGIBLE OFFERS HERSELF FOR RE-APPOINTMENT:

RESOLVED THAT subject to the provisions of section 152 and other applicable provisions, if any, of Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Smt. Trapti Vikas Gupta (DIN 00204740) who is liable to retire by rotation offered herself for

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re-appointment, be and is hereby re-appointed as a director of the Company.

The Results of the Voting are as under:

Resolution required: (Ordinary/ Special)		<i>Ordinary</i>						
Whether promoter/ promoter group are interested in the agenda/ resolution?		<i>No</i>						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstand -ing shares= [(2)/(1)]* 100	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled [(4)/(2)]* 100	% of Votes against on votes polled [(5)/(2)]* 100
		(1)	(2)	(3)	(4)	(5)	(6)	(7)
Promoter and Promoter Group	E-Voting	6251932	6251932	100%	6251932	0	100.00%	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total	6251932	6251932	100%	6251932	0	100.00%	0
Public Institution- ns	E-Voting	34000	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total	34000	0	0	0	0	0	0
Public Non Institution- ns	E-Voting	6184024	14182	0.23%	4582	9600	32.31%	67.69%
	Poll		214176	3.46%	214176	0	100.00%	0
	Postal Ballot		0	0	0	0	0	0
	Total	6184024	228358	3.69%	218758	9600	95.80%	4.20%
Total		12469956	6480290	51.97%	6470690	9600	99.85%	0.15%

Based on the aforesaid results, given by the Scrutinizer, the Ordinary Resolution as contained in Item No. 2 of the Notice of the 33rd AGM has been PASSED by requisite Majority.

ITEM NO.3: ORDINARY RESOLUTION- RATIFICATION AND APPOINTMENT OF M/S C.P. RAWKA & CO., CHARTERED ACCOUNTANTS AS THE ATATUTORY AUDITOE FOR FOR THE FIANCIAL YEAR 2016-17 AND FIXING THEIR REMUNERATION:

RESOLVED THAT pursuant to section 139, 142 and other applicable provisions of the Companies Act, 2013 and the Rules made there under and pursuant to the recommendations of the Audit Committee of the Board and resolution passed by the members at the 31st Annual General Meeting held on 27th day of September, 2014 for the appointment of M/s C.P. Rawka & Co., Chartered Accountants (ICAI Firm Registration No. 000518C) as the Auditors of the Company to hold office till the conclusion of the 34th Annual General Meeting of the Company to be held in the year 2017, the appointment of the auditors be and are hereby ratified for the

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year 2016-17 and the Board of Directors be and are hereby authorized to fix the remuneration payable to them for the financial year ending March 31, 2017 as may be determined and recommended by the Audit Committee in consultation with the Auditors.

The Results of the Voting are as under:

Resolution required: (Ordinary/ Special)		Ordinary						
Whether promoter/ promoter group are interested in the agenda/ resolution?		No						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstan d-ing shares= [(2)/(1)] * 100 (3)	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled [(4)/(2)] *100 (6)	% of Votes against on votes polled [(5)/(2)]* 100 (7)
Promoter and Promoter Group	E-Voting	6251932	6251932	100%	6251932	0	100.00%	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total	6251932	6251932	100%	6251932	0	100.00 %	0
Public Instituti- ons	E-Voting	34000	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total	34000	0	0	0	0	0	0
Public Non Instituti- ons	E-Voting	6184024	14182	0.23%	12582	1600	88.72%	11.28%
	Poll		214176	3.46%	214176	0	100%	0
	Postal Ballot		0	0	0	0	0	0
	Total	6184024	228358	3.69%	226758	1600	99.30%	0.70%
Total		1246995 6	6480290	51.97%	6478690	1600	99.98%	0.02%

Based on the aforesaid results, given by the Scrutinizer, the Ordinary Resolution as contained in Item No. 3 of the Notice of the 33rd AGM has been PASSED by requisite Majority.

ITEM NO. 4: APPOINTMENT OF SHRI MAHESH KUMAR PATNI (DIN: 07444248) AS INDEPENDENT DIRECTOR OF THE COMPANY FOR A TERM OF FIVE YEARS W.E.F 27TH MAY, 2016:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule IV to the said Act and Companies (Appointment and Qualification of Directors) Rules, 2014, and Regulation 30 Part A of SEBI LODR Regulations, 2015 as may be amended from time to time, Mr. Mahesh Kumar Patni (DIN- 07444248), who was holding position of the Independent Directors and in respect of whom

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the company has received a notice in writing as required under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of the director of the Company and who has also submitted a declaration confirming that he meets the criteria for independence as provided in section 149(6) of the Companies Act, 2013 and is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for a term upto five consecutive years upto 31st May, 2021 and he will not be liable to retire by rotation."

The Results of the Voting are as under:

Resolution required: (Ordinary/ Special)		Ordinary						
Whether promoter/ promoter group are interested in the agenda/ resolution?		No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstandi ng shares= [(2)/(1)]* 100	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled [(4)/(2)]* 100	% of Votes against on votes polled [(5)/(2)]*1 00
		(1)	(2)	(3)	(4)	(5)	(6)	(7)
Promoter and Promoter Group	E-Voting	6251932	6251932	100%	6251932	0	100.00%	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total	6251932	6251932	100%	6251932	0	100.00%	0
Public Instituti ons	E-Voting	34000	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total	34000	0	0	0	0	0	0
Public Non Instituti ons	E-Voting	6184024	14182	0.23%	4582	9600	32.31%	67.69%
	Poll		214176	3.46%	214176	0	100.00%	0
	Postal Ballot		0	0	0	0	0	0
	Total	6184024	228358	3.69%	218758	9600	95.80%	4.20%
Total		12469956	6480290	51.97%	6470690	9600	99.85%	0.15%

Based on the aforesaid results, given by the Scrutinizer, the Ordinary Resolution as contained in Item No. 4 of the Notice of the 33rd AGM has been PASSED by requisite Majority.

ITEM NO. 5: CHANGE IN DESIGNATION OF SHRI ALOK K. GARG (DIN 00274321) FROM JOINT MANAGING DIRECTOR TO MANAGING DIRECTOR OF THE COMPANY FROM 11TH AUGUST, 2016 TILL THE REMAINING TENURE ENDING ON 31ST MARCH, 2019:

"RESOLVED THAT consent of the members of the Company be and is hereby accorded to change the designation of Mr. Alok K Garg(DIN: 00274321) from Whole Time Director designated as Joint Managing Director to Managing Director of the company, from 11th August,2016 till the

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remaining tenure ending on 31st March, 2019, on the following terms, conditions and remuneration with authority to the Board to alter and vary the terms and conditions of the said appointment and/or agreement in such manner as may be agreed to between the Board and Shri Alok K Garg.

- (a) Salary & other allowances: Rs.3,50,000/- p.m. (upto Rs.42,00,000 p.a.); and
- (b) Contributions: to the Provident Fund, Family Benefit Fund Superannuation Fund as may be admissible under the PF/Income Tax Rules.
- (c) Gratuity: not exceeding half a month salary for each completed year of service, subject to the provisions of the Gratuity Act as may be amended from time to time.
- (d) Earned Privilege Leave: As per the Rules of the Company subject to the condition that the leave accumulated but not availed of will be allowed to be encashed for 15 days salary for every year completed services at the end of the tenure.

FACILITIES

The company shall provide the following facilities to discharge his duties as the Managing Director of the Company;

- (i) Use of Car: The Company shall provide a car with driver for the Company's business and if no car is provided, reimbursement of the conveyance shall be as per actual on the basis of claims made by him;
- (ii) Telephone: Free use of mobile and a telephone and internet connect at his residence provided that personal long distance calls on the telephone shall be billed by the Company to the Managing Director.

RESOLVED FURTHER THAT the remuneration payable to Shri Alok K Garg, shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 of the Companies Act, 2013 Read with the Schedule V of the Act or such other limits as may be prescribed from time to time.

RESOLVED FURTHER THAT the Board of directors of the Company be and are hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution.

The Results of the Voting are as under:

Resolution required: (Ordinary/ Special)				<i>Ordinary</i>				
Whether promoter/ promoter group are interested in the agenda/ resolution?				<i>Yes</i> (However, the resolution not falling u/s 188 of the Companies Act and not a material related party transaction as per Regulation 23(1) of the SEBI (LODR) Regulations, 2015)				
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstan ding shares= [(2)/(1)] * 100	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled [(4)/(2)] *100	% of Votes against on votes polled [(5)/(2)]* 100
		(1)	(2)	(3)	(4)	(5)	(6)	(7)
Promoter and Promoter Group	E-Voting	6251932	6182232	98.89%	6182232	0	100%	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		6251932	6182232	98.89%	6182232	0	100%
Public Instituti ons	E-Voting	34000	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		34000	0	0	0	0	0
Public Non Instituti ons	E-Voting	6184024	14182	0.23%	12582	1600	88.72%	11.28%
	Poll		214176	3.46%	214176	0	100%	0
	Postal Ballot		0	0	0	0	0	0
	Total		6184024	228358	3.69%	226758	1600	99.30%
Total		12469956	6410490	51.40%	6408990	1600	99.97%	0.03%

Note: 100 votes casted by the related parties were rejected in terms of the Regulation 23(7) of the SEBI (LODR) and declared as invalid by the Scrutiniser.

Based on the Aforesaid results, given by the Scrutinizer, the Ordinary Resolution as contained in Item No. 5 of the Notice of the 33rd AGM has been PASSED by requisite Majority.

ITEM NO. 6: RE-APPOINTMENT OF MRS. KUSUM MITTAL (DIN: 00035356) AS THE WHOLE-TIME DIRECTOR OF THE COMPANY FOR A FURTHER PERIOD OF THREE YEARS W.E.F 1ST OCTOBER, 2016:

“RESOLVED THAT pursuant to the provisions of section 190, 196, 197, 203 read with the provisions of Schedule V of the Companies Act, 2013, the Companies (Appointment and Remuneration of the Managerial Personnel) Rules, 2014 and other applicable provisions if any of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being enforce) and SEBI (LODR) Regulations, 2015 and as recommended by Nomination and Remuneration Committee of the Board, the approval of the members of the company be and is hereby accorded for the re-

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appointment of Mrs. Kusum Mittal (DIN: 00035356) as the Whole- Time Director of the Company for a further period of three years w.e.f. 1st October, 2016, on the following terms, conditions and remuneration with authority to the Board to alter and vary the terms and conditions of the said appointment and/or agreement in such manner as may be agreed to between the Board and Mrs. Kusum Mittal.

- (a) Salary & other allowances: Rs.1,50,000/- p.m. (upto Rs.30,00,000 p.a.); and
- (b) Contributions: to the Provident Fund, Family Benefit Fund Superannuation Fund as may be admissible under the PF/Income Tax Rules.
- (c) Gratuity: not exceeding half a month salary for each completed year of service, subject to the provisions of the Gratuity Act as may be amended from time to time.
- (d) Earned Privilege Leave: As per the Rules of the Company subject to the condition that the leave accumulated but not availed of will be allowed to be encashed for 15 days salary for every year completed services at the end of the tenure.

FACILITIES

The company shall provide the following facilities to discharge his duties as the Joint Managing Director of the Company;

- (i) Use of Car: The Company shall provide a car with driver for the Company's business and if no car is provided, reimbursement of the conveyance shall be as per actual on the basis of claims made by her;
- (ii) Telephone: Free use of mobile and a telephone and internet connect at her residence provided that personal long distance calls on the telephone shall be billed by the Company to the Joint Managing Director.

RESOLVED FURTHER THAT the remuneration payable to Mrs. Kusum Mittal, shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 of the Companies Act, 2013 Read with the Schedule V of the Act or such other limits as may be prescribed from time to time.

RESOLVED FURTHER THAT the Board of directors of the Company be and are hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution.

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Resolution required: (Ordinary/ Special)				<i>Ordinary</i>				
Whether promoter/ promoter group are interested in the agenda/ resolution?				<i>Yes</i> (However, the resolution not falling u/s 188 of the Companies Act and not a material related party transaction as per Regulation 23(1) of the SEBI (LODR) Regulations, 2015)				
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstand ing shares= [(2)/(1)]* 100	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled [(4)/(2)]* 100	% of Votes against on votes polled [(5)/(2)] *100
		(1)	(2)	(3)	(4)	(5)	(6)	(7)
Promoter and Promoter Group	E-Voting	6251932	6172	0.09%	6172	0	100%	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total	6251932	6172	0.09%	6172	0	100%	0
Public Instituti- ons	E-Voting	34000	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		34000	0	0	0	0	0
Public Non Instituti- ons	E-Voting	6184024	14182	0.23%	12582	1600	88.72%	11.28%
	Poll		214176	3.46%	214176	0	100.00%	0
	Postal Ballot		0	0	0	0	0	0
	Total		6184024	228358	3.69%	226758	1600	99.30%
Total		12469956	234530	1.88%	232930	1600	99.70%	0.30%

Note: 3476024 votes casted by the related parties were rejected in terms of the Regulation 23(7) of the SEBI (LODR) and declared as invalid by the Scrutiniser

Based on the Aforesaid results, given by the Scrutinizer, the Ordinary Resolution as contained in Item No. 5 of the Notice of the 33rd AGM has been PASSED by requisite Majority.

The Chairman further authorized to the Company Secretary and Compliance Officer to communicate the aforesaid results of the 33rd Annual General Meeting to the BSE and to submit to the CDSL and website of the Company.

PLACE: INDORE
DATE: 01st OCT.,2016


R. C. MITTAL
CHAIRMAN
DIN: 00035272

The aforesaid Minutes were recorded in the Minute Book of the Members General Meeting with the Authority of the Chairman on 03rd Oct., 2016.

PLACE: INDORE
DATE: 3RD OCT.,2016


R. C. MITTAL
CHAIRMAN
DIN: 00035272