

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

**MINUTES OF THE 38<sup>TH</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF MEDI-CAPS LIMITED HELD ON TUESDAY 28<sup>TH</sup> DAY OF SEPTEMBER, 2021 AT 11.00 A.M. (IST) THROUGH VIDEO CONFERENCING (VC) & OTHER AUDIO VISUAL MEANS (OAVM)**

**PRESENCE THROUGH VIDEO CONFERENCING AND OTHER AUDIO VISUAL MEANS**

S.N.	Name	Designation
1.	Mr. Alok K Garg	Managing Director, Chairman of the Meeting
2.	Mr. Ashok Omprakash Agrawal	Independent Director; Chairman of Audit Committee, Stakeholders Relationship Committee, and Nomination and Remuneration Committee
3.	Mr. Dharmendra Solanki	Independent Director; Member of Audit Committee, Stakeholders' Relationship Committee, and Nomination and Remuneration Committee
4.	CA Venus Rawka	Partner, M/s Rawka & Associates, Chartered Accountants, Statutory Auditors
5.	Mr. L.N. Joshi	Secretarial Auditor & Scrutinizer
6.	CA Amit Parmar	Internal Auditor

**II. OFFICERS IN PRESENCE:**

S.N.	Name	Designation
1.	Mr. Hemant Sethi	Chief Financial Officer
2.	Ms. Ayushi Silot	Company Secretary & Compliance Officer

**III. SPECIAL INVITEE:**

S.N.	Name	Designation/Association
1.	Mr. R. K Sharma	Vice President of Medi-Caps <sup>®</sup> Limited

**MEMBERS PRESENT**

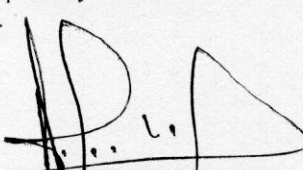
29 members attended the meeting through video conferencing/other audio visual means as per digital attendance record.

**MODE OF ATTENDING THE MEETING:**

Video Conferencing (VC)/Other Audio Visual Means (OAVM)

**(To be Noted:** In view of the COVID-19 Pandemic, the Ministry of Corporate Affairs (MCA) vide its General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 5, 2020, and General Circular no. 02/2021 dated January 13, 2021 (collectively "MCA Circulars") and Securities and Exchange Board of India ("SEBI") vide its circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and circular no. SEBI/HO/CFD/CMD2/ CIR/P/2021/11 dated January 15, 2021 (collectively "SEBI Circulars"), have permitted companies to conduct AGM, during the calendar year 2021, through Video Conferencing (VC) or any Other Audio Visual Means (OAVM) subject to compliance of various conditions mentioned therein. Accordingly, in compliance with the requirements of the aforesaid MCA Circulars and SEBI circulars, the Company had convened its 38<sup>th</sup> AGM through VC/OAVM, without the physical presence of the Members at a common venue. The Company had availed the facility of Central Depository Services (India) Limited (CDSL) for convening the 38<sup>th</sup> AGM through VC/OAVM).

**COMMENCEMENT OF THE MEETING:**

  
CHAIRMAN'S  
INITIALS

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

The Meeting commenced at 11:00 A.M. (IST).

**PROCEEDINGS OF THE MEETING:**

**CHAIRMAN OF THE MEETING:**

In absence of Mr. Ramesh Chandra Mittal, Chairman and Director of the Company, Mr. Alok K. Garg, Managing Director of the Company occupied the Chair for the meeting with the consent of Board Members. He welcomed all the Directors and Members of the company at 38<sup>th</sup> AGM of the Company.

**LEAVE OF ABSENCE:**

Mr. Ramesh Chandra Mittal, Chairman and Non Executive Director, Mrs. Kusum Mittal Non- Executive Woman Director and Mr. Pramod Fatehpuria, Independent Director had requested for leave of absence due to their pre-occupation.

**PROXY**

The Company Secretary informed that subsequent to the circular dated 8<sup>th</sup> April 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members would not be available for this AGM. However, in pursuance of Section 112 and Section 113 of the Act, representatives of the members may be appointed for the purpose of voting through remote e-voting or for participation and voting in the meeting held through VC or OAVM.

(To be Noted: Since the 38<sup>th</sup> AGM of the Company had been convened through VC/OAVM, where there was no physical attendance of members, the requirement of appointment of proxies pursuant to the provisions of Section 105 of the Act had been dispensed for the 38<sup>th</sup> AGM of the Company)

**QUORUM**

The Company Secretary informed that as on cut-off date i.e. 21<sup>st</sup> September, 2021 there were only 4705 members holding shares of the Company, therefore, as per the Section 103 of Companies Act, 2013, the requisite quorum of 15 (fifteen) members was desired to be present at the meeting. She further informed that 29 (Twenty nine) members were present. Therefore, she announced the presence of requisite quorum through Video Conferencing/Other Audio Visual Means and called the Meeting to order with the permission of Chairman.

**NOTICE CONVENING THE 38<sup>TH</sup> ANNUAL GENERAL MEETING**

The Company Secretary informed that the Notice convening the 38<sup>th</sup> Annual General Meeting along with Audited Standalone & Consolidated Financial Statements for the year ended 31<sup>st</sup> March, 2021 along with Notes and Report of the Board of Directors, Corporate Governance and the Auditors Report had already been dispatched to the members electronically. With the approval of the members, the above-mentioned Notice, Reports of the Board of Directors and Auditors and the Audited Standalone & Consolidated Financial Statements were taken as read.

**CHAIRMAN'S SPEECH**

The Chairman then delivered a speech by offering sincere condolences to Late Mr. Shamsher Singh, ceased Independent Director of the Company and placed on record the appreciation for his valuable contribution. He further informed the stakeholders summary on

  
**CHAIRMAN'S  
 INITIALS**



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

Company's performance in Fiscal Year 2021 which included details pertaining to real estate projects and its future positioning and progress of wholly owned subsidiary company Medgel Private Limited.

**AUDITORS REPORT**

The Company Secretary informed that there were no qualifications, observations or comments on financial transactions or matters in the Auditor's Report having any adverse effect on the functioning of the Company. Therefore with the permission of the members, the Report of the Auditors was taken as read.

**SECRETARIAL AUDIT REPORT**

The Company Secretary informed that in pursuance to the provisions of section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended from time to time, the Company had obtained the Secretarial Audit Report from M/s L.N. Joshi & Co., Practicing Company Secretary. Secretarial Auditor was also present in the meeting through VC/OAVM.

Further, the Secretarial Audit Report contained few observations on which proper explanations were provided by the management which was self explanatory and with the members approval, the same was taken as read.

**THE REGISTERS, AUDITOR'S REPORT, SECRETARIAL AUDIT REPORT AND OTHER DOCUMENTS AVAILABE FOR INSPECTION:**

The Company Secretary informed the members that Register of Members, Register of Directors and Key Managerial Personnel (KMPs') and their shareholding, Register of contracts or arrangements in which directors are interested, signed copies of Auditor's Report, Secretarial Audit Report, Memorandum and Article of Association of the Company and all other documents as required under other provisions of the Companies Act, 2013 have been kept in the meeting and open for inspection of the members electronically during the AGM.

**REMOTE E-VOTING AND E-VOTING (INSTA POLL)**

The Company had provided Remote E-voting facility to the Shareholders to cast their votes electronically in respect of all businesses mentioned in the Notice of the AGM dated 12<sup>th</sup> August, 2021. For this purpose, the company had tied up with the e-voting system of Central Depository Services (India) Limited for facilitating voting through electronic means as the authorized agency.

Remote E-voting facility was open for a period of three days from Saturday, 25<sup>th</sup> September, 2021 (9.00 A.M.) till Monday, 27<sup>th</sup> September, 2021 (5.00 P.M.)

The Company also provided e-voting facility during the AGM to the Shareholders. The Members attending the AGM and who had not cast their votes earlier by Remote E-voting were only allowed to vote at the AGM through e-voting during the meeting. The e-voting facility was open during the AGM and it remained open for 15 minutes after the conclusion of the meeting.

**PROCEDURE FOR THE 38<sup>TH</sup> ANNUAL GENERAL MEETING FOR APPROVAL OF THE RESOLUTIONS:**

Ms. Ayushi Silot Company Secretary introduced Directors and Senior Management personnel's present at the meeting through VC/OAVM. The respective Chairperson of the

  
CHAIRMAN'S  
INITIALS

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

Audit Committee, Stakeholders Relationship Committee and Nomination and Remuneration Committee were also present at the AGM. The Statutory Auditors and Secretarial Auditors were also present at the Meeting. Company Secretary then briefed them on certain points relating to the participation at the Meeting through VC/OAVM. She also informed that the meeting was held through VC/OAVM in compliance with the circulars issued by the Ministry of Corporate Affairs, Government of India and Securities and Exchange Board of India.

She also informed that in absence of Mr. Ramesh Chandra Mittal, Chairman and Director of the Company, Mr. Alok K Garg, Managing Director of the Company has chaired the meeting. The requisite quorum being present, the Company Secretary with the permission of chair, called the Meeting to order.

Thereafter the Company Secretary informed that since there was no physical attendance of Members and in compliance with the Various Circulars issued by the MCA and SEBI, the requirement of appointing proxies was not applicable, except for the authorized representatives of corporate shareholders. Further, the Registers as required under the Companies Act, 2013 and other relevant documents mentioned in the Notice were available for inspection in electronic mode..

The Company Secretary informed that the Auditors Report on the Standalone & Consolidated Financial Statements of the Company was given by the Statutory Auditors M/S Rawka & Associates, Chartered Accountant, Indore and Auditors Report did not contain any qualification or negative remarks.

She further informed that the Secretarial Audit Report for Financial Year 2020-21 was given by M/S. L.N. Joshi & Co., Practicing Company Secretaries, Indore. A few observations were given by the Secretarial Auditors of the company and the management has provided adequate explanation for the same in the Board's Report which is self explanatory.

Thereafter, she requested the Chairman, Mr. Alok K Garg, to take over the proceedings of the meeting and address the esteemed shareholders of the Company.

The Chairman thereafter delivered his speech by giving condolence to the demised Director Late Mr. Shamsheer Singh and informing about the real estate projects, summary on Company's performance in Fiscal Year 2021 and its future positioning and progress of wholly owned subsidiary company Medgel Private Limited.

Also, the Chairman informed that the remote e-voting commenced at 9:00 a.m. (IST) on Saturday, 25<sup>th</sup> September, 2021 and concluded at 5:00 p.m. (IST) on Monday, 27<sup>th</sup> September, 2021

While concluding his address he expressed his hearty gratitude towards the Board, his colleagues, shareholders, bankers, customers, lenders, and employees for their consistent support and faith in the Company.

Then the Company Secretary invited the member speakers for their questions and the Chairman provided them clarification on all the matters as asked by the speakers shareholders.

The Company Secretary then announced the name of speaker, who had enrolled their names, to express their views. The members, expressed their views and sought additional clarifications on various matters concerning the business operations of the Company. The Chairman then, provided clarifications to the satisfaction of member.



CHAIRMAN'S  
INITIALS



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

The Company Secretary, then read out the agenda items forming part of Ordinary and Special Businesses of the Meeting in the chronological order as laid in the Notice and requested the members, who did not cast their vote through remote e-voting, to cast their votes while the AGM is in progress.

She then, informed that the voting results would be available within 48 hours from the conclusion of the meeting and displayed on the website of the Company, [www.medicaps.com](http://www.medicaps.com) and on the website of CDSL, [www.evotingindia.com](http://www.evotingindia.com).

Thereafter, the AGM was announced as concluded at 11:21 A.M. (IST).

The Scrutinizer submitted his report on remote e-voting and e-voting at the AGM (insta poll) to the Chairman on 28<sup>th</sup> September, 2021. The Chairman declared the following results after obtaining the above mentioned report of the Scrutinizer and also declared that the date of passing of the resolution shall be considered as the date of Annual General Meeting i.e. 28<sup>th</sup> September, 2021

**RESOLUTIONS ALONG WITH VOTING RESULTS**

The Annual General Meeting was convened through Video Conferencing, therefore resolutions had already been put to vote through remote e-voting and the requirement to propose and second the resolutions was not applicable at the 38<sup>th</sup> AGM.

**ORDINARY BUSINESSES:**

**RESOLUTION NO 1:**

- (a) **THE AUDITED STANDALONE FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2021 TOGETHER WITH THE REPORTS OF THE BOARD OF DIRECTORS AND THE AUDITORS THEREON; AND**
- (b) **THE AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2021 TOGETHER WITH THE REPORT OF THE AUDITORS THEREON.**

**“RESOLVED THAT** the Audited Standalone Financial Statements of the Company containing the Standalone Balance Sheet as at 31<sup>st</sup> March, 2021, Statement of Profit & Loss Account, Statement of Change in Equity and the Cash Flow Statement for the financial year ended 31<sup>st</sup> March, 2021 together with the Reports of the Board of Directors and the Auditors thereon and Management Discussion Analysis and Corporate Governance Report be and are hereby received, considered and adopted.

**RESOLVED FURTHER THAT** the Audited Consolidated Financial Statements of the Company containing the Consolidated Balance Sheet, Statement of Profit & Loss Account, Statement of Change in Equity and the Cash Flow Statement for the financial year ended 31<sup>st</sup> March, 2021 together with the report of the Auditors thereon be and is hereby received, considered and adopted.”

The result of voting was as under:

Resolution required: (Ordinary/ Special)	Ordinary
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**CHAIRMAN'S  
INITIALS**

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

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 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	62482	6248268	100.00%	6248268	0	100%	0
	Poll	68	0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total	6248268	6248268	100.00%	6248268	0	100%	0
Public Institutions	E-Voting	3600	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total	3600	0	0	0	0	0	0
Public Non Institutions	E-Voting	62180	187333	3.013%	186529	804	99.571%	0.429
	Poll	88	0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total	6218088	187333	3.013%	186529	804	99.571%	0.429
Total		12469956	6435601	51.609%	6434797	804	99.988%	0.012

**RESOLUTION NO 2:**

**APPOINTMENT OF A DIRECTOR IN PLACE OF MR. ALOK K. GARG (DIN: 00274321), WHO RETIRES BY ROTATION AND BEING ELIGIBLE OFFER HIMSELF FOR RE-APPOINTMENT.**

“RESOLVED THAT subject to the provisions of Section 152 and Articles of Association of the Company and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Mr. Alok K. Garg (DIN: 00274321), Director of the Company, who is liable to retire by rotation at this Annual General Meeting and being eligible offers himself for re-appointment be and is hereby re-appointed as a Director of the Company.”

The result of voting was 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	No. of Votes – in favour	No. of Votes	% of Votes in favour	% of Votes

  
**CHAIRMAN'S INITIALS**



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

		(1)	(2)	outstandin g shares=[(2 ) / (1)]* 100 (3)	(4)	s - again st (5)	on votes polled [(4)/(2)]* 100 (6)	again st on votes polle d [(5)/( 2)]*1 00 (7)
Promoter and Promoter Group	E-Voting	6248268	6248268	100.00%	6248268	0	100%	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total	6248268	6248268	100.00%	6248268	0	100%	0
Public Institutions	E-Voting	3600	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total	3600	0	0	0	0	0	0
Public Non Institutions	E-Voting	6218088	187333	3.013%	186529	804	99.571%	0.429
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total	6218088	187333	3.013%	186529	804	99.571%	0.429
Total		12469956	6435601	51.609%	6434797	804	99.988%	0.012

**SPECIAL BUSINESSES:**

**RESOLUTION NO 3:**

**SPECIAL RESOLUTION:**

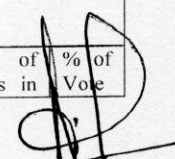
**CONTINUATION OF DIRECTORSHIP OF MR. RAMESH CHANDRA MITTAL (DIN: 00035272) AS THE NON-EXECUTIVE DIRECTOR AND CHAIRMAN OF THE COMPANY ON ATTAINING THE AGE OF 75 (SEVENTY FIVE) YEARS**

“RESOLVED THAT pursuant to the provisions of Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 including any statutory modification(s) or re-enactment(s) thereof for the time being in force, consent of the members be and is hereby accorded to continue and hold office of Non Executive Non-Independent Director of the Company liable to retire by rotation by Mr. Ramesh Chandra Mittal (DIN: 00035272), notwithstanding that on 16<sup>th</sup> June, 2022 he attains the age of 75 years.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds and things and to sign all such documents and writings as may be necessary to give effect to this resolution and for matters connected therewith or incidental thereto.”

The result of voting was as under:

Resolution required: (Ordinary/ Special)			Special					
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes					
Category	Mode of Voting	No. of shares	No. of votes	% of Votes	No. of Votes -	No. of	% of Votes in	% of Vote

  
**CHAIRMAN'S  
INITIALS**

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

		held (1)	polled (2)	Polled on outstandin g shares=[(2 ) / (1)]* 100 (3)	in favour (4)	Vote s - again st (5)	favour on votes polled [(4)/(2)]* 100 (6)	s again st on votes polle d [(5)/( 2)]*1 00 (7)
Promoter and Promoter Group	E-Voting	6248268	6238268	99.84%	6238268	0	100%	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total	6248268	6238268	99.84%	6238268	0	100%	0
Public Instituti ons	E-Voting	3600	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total	3600	0	0	0	0	0	0
Public Non Instituti ons	E-Voting	6218088	187333	3.013%	186529	804	99.571%	0.429
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total	6218088	187333	3.013%	186529	804	99.571%	0.429
Total		12469956	6425601	51.529%	6424797	804	99.987%	0.013

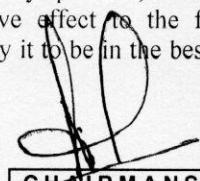
**RESOLUTION NO 4:  
ORDINARY RESOLUTION: -**

**RE-APPOINTMENT OF MR. ALOK K. GARG (DIN: 00274321) AS A MANAGING DIRECTOR OF THE COMPANY FOR A PERIOD OF 5 YEARS.**

“RESOLVED THAT pursuant to the provisions<sup>s</sup> of Section 190, 196, 197, 203 read with Schedule V of the Companies Act, 2013 and the Companies (Appointment and Remuneration of the Managerial Personnel) Rules, 2014 and the Articles of Association of the company and other applicable provisions, if any of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force) and upon the recommendation of the Nomination and Remuneration Committee and Board of Directors, the consent of the Members of the company be and is hereby accorded for re-appointment of Mr. Alok K. Garg (DIN: 00274321) as Managing Director of the Company for a period of five years w.e.f. 01<sup>st</sup> April, 2022 to 31<sup>st</sup> March, 2027 on the terms & condition as mutually decided between the Managing Director & the Board on without remuneration basis.

RESOLVED FURTHER THAT Mr. Alok K. Garg (DIN: 00274321), Managing Director shall be entitled for the reimbursement of actual traveling, boarding and lodging expenses incurred by him in connection with the Company's business.

RESOLVED FURTHER THAT the Board of directors be and are hereby authorized to do all such acts, deeds, matters and things as in its absolute discretion, may consider necessary, expedient or desirable and to vary, modify the terms and conditions and to settle any question, or doubt that may arise in relation thereto in order to give effect to the foregoing resolution, or as may be otherwise considered by it to be in the best interest of the Company.



**CHAIRMAN'S  
INITIALS**



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

**RESOLVED FURTHER THAT** Board of Directors of the Company be and are hereby authorized to do all the needful acts, deeds, matters and things to give effect to this resolution.”

The result of voting was as under:

Resolution required: (Ordinary/ Special)			Ordinary					
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstandin g shares=[(2 ) / (1)] * 100	No. of Votes – in favour	No. of Vot es – agai nst	% of Votes in favour on votes polled [(4)/(2)] * 100	% of Votes against on votes polled [(5)/(2)] * 10 0 (7)
		(1)	(2)	(3)	(4)	(5)	(6)	(7)
Promoter and Promoter Group	E-Voting	6248268	6248268	100.00%	6248268	0	100%	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		6248268	6248268	100.00%	6248268	0	100%
Public Institutions	E-Voting	3600	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		3600	0	0	0	0	0
Public Non Institutions	E-Voting	6218088	18733	3.013%	186529	804	99.571%	0.429
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		6218088	18733	3.013%	186529	804	99.571%
Total		12469956	6435601	51.609%	6434797	804	99.988%	0.012

**RESOLUTION NO 5:  
ORDINARY RESOLUTION:**

**APPOINTMENT OF MR. DHARMENDRA SOLANKI (DIN: 09055239) AS AN NON EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY FOR A PERIOD OF 5 YEARS.**

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 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 17 of the Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the consent of the members of the company be and is hereby accorded to appoint Mr. Dharmendra Solanki

  
CHAIRMAN'S  
INITIALS

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

(DIN: 09055239) who was appointed as an additional director by the Board in the category of Non Executive Independent Director and who has given a declaration confirming that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 & Regulation 16 of Securities & Exchange Board of India (Listing Obligation & Disclosure Requirements) Regulations, 2015 and in respect thereof the Company has received a notice from a member as required under Section 160 of the Companies Act, 2013 and is eligible for appointment as an Non Executive Independent Director of the Company to hold office of Independent Director for a term of five consecutive years w.e.f. 5<sup>th</sup> February, 2021 to 4<sup>th</sup> February, 2026 and he will not be liable to retire by rotation.

**RESOLVED FURTEHR THAT** the Board of Directors of the company be and is hereby authorized to do all such acts deeds and things as may be required, necessary, expedient, in this behalf to give effect to this resolution."


The result of voting was 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 outstandin g shares=[(2 )/(1)]* 100	No. of Votes – in favour	No. of Vot es – agai nst	% of Votes in favour on votes polled [(4)/(2)]* 100	% of Votes again st on votes polled [(5)/(2 )]*100
		(1)	(2)	(3)	(4)	(5)	(6)	(7)
Promoter and Promoter Group	E-Voting	6248268	6248268	100.00%	6248268	0	100%	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		6248268	6248268	100.00%	6248268	0	100%
Public Institutions	E-Voting	3600	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		3600	0	0	0	0	0
Public Non Institutions	E-Voting	6218088	187333	3.013%	186529	804	99.571%	0.429
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		6218088	187333	3.13%	186529	804	99.571%
Total		12469956	6435601	51.609%	6434797	804	99.988%	0.012

**RESOLUTION NO 6:**

**SPECIAL RESOLUTION:**

**RE-APPOINTMENT OF MR. ASHOK OMPRAKASH AGRAWAL (DIN: 07870578)  
AS AN NON EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY FOR  
A SECOND TERM OF FIVE YEARS.**

  
CHAIRMAN'S  
INITIALS



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

“RESOLVED THAT pursuant to the provisions of Sections 149 ,150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Ashok Omprakash Agrawal (DIN: 07870578), who was appointed as an Independent Director of the Company at the 34<sup>th</sup> Annual General Meeting of the Company and who hold the office of the Independent Director up to 24<sup>th</sup> July, 2022 and being eligible for re-appointment as an Independent Director, and in respect of whom the company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Independent Director and upon recommendation of the Nomination and Remuneration Committee and the Board of directors, Mr. Ashok Omprakash Agrawal (DIN: 07870578), be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years, w.e.f. 25<sup>th</sup> July, 2022 to 24<sup>th</sup> July, 2027.

RESOLVED FURTEHR THAT the Board of Directors of the company be and is hereby authorized to do all such acts, deeds and things as may be required, necessary, expedient, in this behalf to give effect to this resolution.”

The result of voting was as under:

Resolution required: (Ordinary/ Special)			Special					
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 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	6248268	6248268	100.00%	6248268	0	100%	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total	6248268	6248268	100.00%	6248268	0	100%	0
Public Institutions	E-Voting	3600	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total	3600	0	0	0	0	0	0
Public Non Institutions	E-Voting	6218088	187333	3.013%	186529	804	99.571%	0.429
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total	6218088	187333	3.013%	186529	804	99.571%	0.429
Total		12469956	6435601	51.609%	6434797	804	99.9875%	0.012

  
CHAIRMAN'S  
INITIALS

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

The results of the remote e-voting and insta poll at AGM along with the report of the scrutinizer was placed at the Company's, BSE and CDSL Website and the recorded transcript of the AGM is available on the website of the company.

**VOTE OF THANKS**

All business cited in notice had been discussed and there being no other business to be transacted in the meeting, the meeting concluded with vote of thanks to the Chair and Shareholders for their active participation in the Annual General Meeting.

**TIME OF CONCLUSION OF THE MEETING**

The Meeting was concluded at 11:21 A.M. (IST)

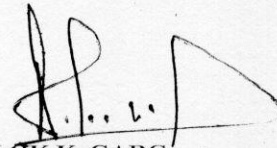
PLACE: INDORE

DATE: 18<sup>TH</sup> OCTOBER, 2021



**ALOK K. GARG**  
MANAGING DIRECTOR  
AND CHAIRMAN OF 38<sup>TH</sup> AGM  
DIN: 00274321

The aforesaid Minutes were recorded in the Minute Book of the General Meeting with the Authority of the Chairman of the AGM on 18<sup>th</sup> October, 2021.



PLACE: INDORE

DATE: 18<sup>TH</sup> OCTOBER, 2021

**ALOK K. GARG**  
MANAGING DIRECTOR  
AND CHAIRMAN OF 38<sup>TH</sup> AGM  
DIN: 00274321

  
**CHAIRMAN'S  
INITIALS**