

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

MINUTES OF THE 39TH ANNUAL GENERAL MEETING OF THE MEMBERS OF MEDI-CAPS LIMITED HELD ON WEDNESDAY 28TH DAY OF SEPTEMBER, 2022 AT 12.00 Noon (IST) THROUGH VIDEO CONFERENCING (VC) & OTHER AUDIO VISUAL MEANS (OAVM)

COMMENCEMENT OF THE MEETING:

The Meeting commenced at 12:00 Noon (IST).

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. Ramesh Chandra Mittal	Chairman & Non – Executive Director
3.	Mrs. Kusum Mittal	Woman & Non executive Director
4.	Mr. Akshit Garg	Non – Executive Director
5.	Mr. Ashok Omprakash Agrawal	Independent Director; Chairman of Audit Committee, Stakeholders Relationship Committee, and Nomination and Remuneration Committee
6.	Mr. Dharmendra Solanki	Independent Director; Member of Audit Committee, Stakeholders' Relationship Committee, and Nomination and Remuneration Committee
7.	Mr. Sourabh Kumar Shrivastav	Independent Director
8.	CA Venus Rawka	Partner, M/s Rawka & Associates, Chartered Accountants, Statutory Auditors
9.	Mr. L.N. Joshi	Secretarial Auditor & Scrutinizer, Proprietor L N Joshi and Company
10.	CA Amit Parmar	Partner, M/s Praveen Shrivastav & Co., Internal Auditors

II. OFFICERS IN PRESENCE:

S.N.	Name	Designation
1.	Mr. Abhishek Jain	Company Secretary & Compliance Officer
2.	Mr. Hemant Sethi	Chief Financial Officer

III. SPECIAL INVITEE:

S.N.	Name	Designation/Association
1.	Mr. R. K Sharma	Vice President of Medi-Caps Limited
2.	Mrs. Manisha Garg	Whole Time Director of Medgel Private Limited
3.	Mr. Praveen Nalwaya	Whole Time Director of Medgel Private Limited

TOTAL MEMBERS PRESENT

Total 49 members attended the meeting through video conferencing/other audio visual means as per digital attendance record provided by Central Depository Services (India) Limited (CDSL)

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.

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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 followed by SEBI circular no. SEBI/HO/CFD/ CMD2/CIR/P/2022/62 dated 13th May, 2022 (collectively "SEBI Circulars"), (collectively "SEBI Circulars"), have permitted companies to conduct AGM, during the calendar year 2022, 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 39th 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 39th AGM through VC/OAVM).

PROCEEDINGS OF THE MEETING:

CHAIRMAN OF THE MEETING:

Due to health issue Mr. Ramesh Chandra Mittal, Chairman of the Company had connected virtually and not willing to act as a Chairman of the Meeting. Hence in accordance with the Clause 5.1 of Secretarial Standard 2, Mr. Alok K Garg, Managing Director was appointed as the Chairman for the meeting with the consent of other Board members. He welcomed all the Directors and Members of the company at 39th AGM of the Company.

LEAVE OF ABSENCE:

Mr. Pramod Fatehpuria, Independent Director has requested for leave of absence due to his pre-occupation.

PROXY

The Company Secretary informed that subsequent to the circular dated 8th 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 39th 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 39th AGM of the Company)

QUORUM

The Company Secretary informed that as on cut-off date i.e. 21st September, 2022 there were only 17259 members holding shares of the Company, therefore, as per the Section 103 of Companies Act, 2013, the requisite quorum of 30 (thirty) members was desired to be present at the meeting. He further informed that total 49 (forty nine) members were present. Therefore, he 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 39TH ANNUAL GENERAL MEETING

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The Company Secretary informed that the Notice convening the 39th Annual General Meeting along with Audited Standalone & Consolidated Financial Statements for the year ended 31st March, 2022 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 informed the stakeholders the summary on Company's performance in Fiscal Year 2022 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.

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 04th August, 2022. 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 Sunday, 25th September, 2022 (9.00 A.M.) till Tuesday, 27th September, 2022 (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

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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 39TH ANNUAL GENERAL MEETING FOR APPROVAL OF THE RESOLUTIONS:

Mr. Abhishek Jain Company Secretary introduced Directors and Senior Management personnel's present at the meeting through VC/OAVM. He also welcomed Mr. Akshit Garg & Mr. Sourabh Kumar Shrivastava on the board. The respective Chairperson of the Audit Committee, Stakeholders Relationship Committee and Nomination and Remuneration Committee along with 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. He 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.

He also informed that due to health issues and unwillingness to act as chairman for this particular meeting, Mr. Ramesh Chandra Mittal, Chairman and Director of the Company recommended the name of Mr. Alok K. Garg for chairman of this AGM with the consent of board of Directors. Accordingly 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.

He further informed that the Secretarial Audit Report for Financial Year 2021-22 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, he 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 informing about the real estate projects, summary on Company's performance in Fiscal Year 2022 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 Sunday, 25th September, 2022 and concluded at 5:00 p.m. (IST) on Tuesday, 27th September, 2022

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.

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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 speaker shareholders.

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.

He 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 and on the website of CDSL, www.evotingindia.com.

Thereafter, the AGM was announced as concluded at 12:19 P.M. (IST).

The Scrutinizer submitted his report on remote e-voting and e-voting at the AGM (insta poll) to the Chairman on 28th September, 2022. 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. 28th September, 2022

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 39th AGM.

ORDINARY BUSINESSES:

RESOLUTION NO 1:

TO CONSIDER AND ADOPT THE AUDITED STANDALONE FINANCIAL STATEMENT OF THE COMPANY TOGETHER WITH THE REPORT OF THE BOARD OF DIRECTORS AND THE AUDITORS THEREON FOR THE FINANCIAL YEAR ENDED MARCH 31, 2022

“RESOLVED THAT the Audited Standalone Financial Statements of the Company containing the Standalone Balance Sheet as at 31st March, 2022, Statement of Profit & Loss Account, Statement of Change in Equity and the Cash Flow Statement for the financial year ended 31st March, 2022 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.

The result of voting was as under:

Resolution required: (Ordinary/ Special)		Ordinary						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Cate gory	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding	No. of Votes – in favour	No. of Votes –	% of Votes in favour	% of Votes against

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		(1)	(2)	shares= $\frac{(2)}{(1)}$ * 100 (3)	(4)	against (5)	on votes polled $\frac{[(4)/(2)]}{100}$ * 100 (6)	on votes polled $\frac{[(5)/(2)]}{100}$ * 100 (7)
Promoter and Promoter Group	E-Voting	62514	3553448	56.8421%	3553448	0	100%	0
	Poll	40	0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total	62514 40	3553448	56.8421%	3553448	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	62149	189035	3.0416%	189035	0	100%	0
	Poll	16	0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total	62149 16	189035	3.0416%	189035	0	100%	0
Total		12469 956	3742483	30.0120%	3742483	0	100%	0

RESOLUTION NO 2:

TO CONSIDER AND ADOPT THE AUDITED CONSOLIDATED FINANCIAL STATEMENT OF THE COMPANY TOGETHER WITH THE REPORT OF THE AUDITORS THEREON FOR THE FINANCIAL YEAR ENDED MARCH 31, 2022.

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 31st March, 2022 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						
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 outstanding shares= $\frac{(2)}{(1)}$ * 100 (3)	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled $\frac{[(4)/(2)]}{100}$ * 100 (6)	% of Votes against on votes polled $\frac{[(5)/(2)]}{100}$ * 100 (7)

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Promoter and Promoter Group	E-Voting	6251440	3553448	56.8421%	3553448	0	100%	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total	6251440	3553448	100.00%	3553448	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	6214916	189035	3.0416%	189035	0	100%	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total	6214916	189035	3.0416%	189035	0	100%	0
Total		12469956	3742483	30.0120%	3742483	0	100%	0

RESOLUTION NO 3:

TO APPOINT A DIRECTOR IN PLACE OF MRS. KUSUM MITTAL (DIN: 00035356) NON EXECUTIVE DIRECTOR OF THE COMPANY, WHO RETIRES BY ROTATION IN TERMS OF SECTION 152(6) OF THE COMPANIES ACT, 2013 AND BEING ELIGIBLE, OFFERS HERSELF 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, Mrs. Kusum Mittal (DIN: 00035356), Director of the Company, who is liable to retire by rotation at this Annual General Meeting and being eligible offers herself 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 outstanding shares= $\frac{(2)}{(1)} \times 100$	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled $\frac{[(4)-(2)]}{(4)} \times 100$	% of Votes against on votes polled $\frac{(5)}{(2)} \times 100$
		(1)	(2)	(3)	(4)	(5)	(6)	(7)
Promoter and Promoter Group	E-Voting	6251440	3553448	56.8421%	3553448	0	100%	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total	6251440	3553448	56.8421%	3553448	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

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Promoter and Promoter Group	E-Voting	6251440	3553448	56.8421%	3553448	0	100%	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total	6251440	3553448	100.00%	3553448	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	6214916	189035	3.0416%	189035	0	100%	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total	6214916	189035	3.0416%	189035	0	100%	0
Total		12469956	3742483	30.0120%	3742483	0	100%	0

RESOLUTION NO 3:

TO APPOINT A DIRECTOR IN PLACE OF MRS. KUSUM MITTAL (DIN: 00035356) NON EXECUTIVE DIRECTOR OF THE COMPANY, WHO RETIRES BY ROTATION IN TERMS OF SECTION 152(6) OF THE COMPANIES ACT, 2013 AND BEING ELIGIBLE, OFFERS HERSELF 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, Mrs. Kusum Mittal (DIN: 00035356), Director of the Company, who is liable to retire by rotation at this Annual General Meeting and being eligible offers herself 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 outstanding shares= $\frac{(2)}{(1)} \times 100$	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled $\frac{[(4)/(2)] \times 100}{100}$	% of Votes against on votes polled $\frac{[(5)/(2)] \times 100}{100}$
		(1)	(2)	(3)	(4)	(5)	(6)	(7)
Promoter and Promoter Group	E-Voting	6251440	3553448	56.8421%	3553448	0	100%	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total	6251440	3553448	56.8421%	3553448	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

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Group	Ballot							
	Total	6251440	35534 48	56.8421%	3553448	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
Public Non Instituti ons	E-Voting	6214916	18903 5	3.0416%	188958	77	99.9593 %	0.0407
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		6214916	18903 5	3.0416%	188958	77	99.9593 %
Total		12469956	37424 83	30.0120%	3742406	77	99.9593 %	0.0021

SPECIAL BUSINESS**RESOLUTION NO 5:****SPECIAL RESOLUTION:****APPOINTMENT OF MR. SOURABH KUMAR SHRIVAS (DIN: 09692160) AS A NON EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY.**

“RESOLVED THAT Mr. Sourabh Kumar Shrivas (DIN: 09692160), who was appointed as an Additional Director of the Company with effect from August, 04, 2022, by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, and who holds office as such up to this Annual General Meeting of the Company under Section 161(1) of the Companies Act, 2013 (“the Act”) and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions if any of the Companies Act, 2013 (“the Act”), read with Schedule IV to the Act and Companies (Appointment and Qualifications of Directors) Rules, 2014 and other applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force] the appointment of Mr. Sourabh Kumar Shrivas (DIN: 09692160), who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b), 25(2A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, who is eligible for appointment, as a Non Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years commencing from 4th August, 2022 to 3rd August, 2027 be and is hereby approved.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall include any committee(s) constituted or to be constituted by the Board to exercise the powers conferred on the Board by this Resolution) be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be considered necessary, desirable or expedient to give effect to this resolution.”

The result of voting was as under:

Resolution required: (Ordinary/ Special)	Special
Whether promoter/ promoter group	No

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are interested in the agenda/resolution?								
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	6251440	3553448	56.8421%	3553448	0	100%	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		6251440	3553448	56.8421%	3553448	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	6214916	189035	3.0416%	188983	52	99.9725%	0.0275
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		6214916	189035	3.0416%	188983	52	99.9725%
Total		12469956	3742483	30.0120%	3742431	52	99.9986%	0.0014

SPECIAL BUSINESS**RESOLUTION NO 6:****ORDINARY RESOLUTION:****APPOINTMENT OF MR. AKSHIT GARG (DIN: 08576807) AS A NON EXECUTIVE AND NON INDEPENDENT DIRECTOR OF THE COMPANY.**

“RESOLVED THAT pursuant to Section 152, 161 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation 17 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force], Mr. Akshit Garg (DIN: 08576807) who was appointed by the Board of Directors of the Company, on the recommendation of the Nomination and Remuneration Committee at their meeting held on 04th August, 2022 to hold office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Non-Executive Non independent Director of the Company, who will be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall include any committee(s) constituted or to be constituted by the Board to exercise the powers conferred on the Board by this Resolution) be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be considered necessary, desirable or expedient to give effect to this resolution.”

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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 (1)	No. of votes polled (2)	% of Votes Polled on outstanding 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	6251440	3553448	56.8421 %	3553448	0	100%	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total	6251440	3553448	56.8421 %	3553448	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	6214916	189035	3.0416%	188983	52	99.9725%	0.0275
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total	6214916	189035	3.0416%	188983	52	99.9725%	0.0275
Total		12469956	3742483	30.0120 %	3742431	52	99.9725%	0.0014

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 12:19 P.M. (IST)

PLACE: INDORE

DATE: 18TH OCTOBER, 2022


ALOK K. GARG
MANAGING DIRECTOR
AND CHAIRMAN OF 39TH AGM
DIN: 00274321

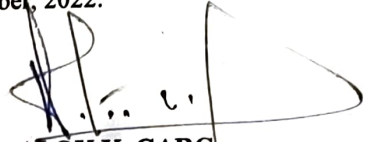
CHAIRMAN'S
INITIALS



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

The aforesaid Minutes were recorded in the Minute Book of the General Meeting with the Authority of the Chairman of the AGM on 18th October, 2022.

PLACE: INDORE
DATE: 18TH OCTOBER, 2022



ALOK K. GARG
MANAGING DIRECTOR
AND CHAIRMAN OF 39TH AGM
DIN: 00274321

CHAIRMAN'S
INITIALS 