

MC MEDI-CAPS LIMITED

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CIN: L24232MP1983PLC002231

MEDICAPS/SE/2017

29th September, 2017

Online filing at www.listing.bseindia.com

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

BSE CODE: 523144

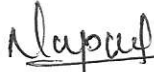
Sub.: Submission of the Proceedings of the 34th Annual General Meeting held on Thursday, 28th September, 2017.


Dear Sir/Madam,

This is with reference to the Regulation 30 read with Schedule III of SEBI (LODR) Regulation, 2015, we hereby submit the detailed proceedings/Minutes of the 34th Annual General Meeting held on Thursday, 28th September, 2017 at 11:00 A.M. at the Registered office of the Company.

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

Thanking You,
Yours Faithfully,
For, MEDICAPS LIMITED


NUPUR LODWAI
COMPANY SECRETARY
COMPLIANCE OFFICER



Encl.: Proceedings/Minutes of the 34th AGM of the Company.

Indore Office :

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MINUTES OF THE 34th ANNUAL GENERAL MEETING OF THE MEMBERS OF MEDICAPS LIMITED HELD ON THURSDAY, 28TH DAY OF SEPTEMBER, 2017 AT MHOW - NEEMUCH ROAD SECTOR 1 PITHAMPUR DHAR MP 454775 IN AT 11:00 A.M. AND CONCLUDED AT 11:30 A.M.

Present at dais:

- | | |
|---------------------------|---|
| 1. Mr. Alok K Garg | - Chairman & Managing Director, |
| 2. Mr. Mahesh Kumar Patni | - Independent Director & Member of Audit and Nomination Remuneration Committee. |

Officers for Assistance:

- | | |
|--------------------|--|
| 1. CS Nupur Lodwal | - Company Secretary & Compliance Officer |
| 2. Mr. Manish Jain | - Chief Financial Officer |

Special Invitee:

- | | |
|--------------------------|----------------------------|
| 1. CS Ishan Jain | - Secretarial Auditor |
| 2. CS Arvind Kumar Meena | - Scrutinizer |
| 3. CS Abhishek Kumar | - CS of Subsidiary Company |

LEAVE OF ABSENCE:

Leave of absence was granted to following Directors from attending the meeting on their request due to their pre-occupation.

1. Ramesh Chandra Mittal – Chairman & Non Executive Director
2. Mrs. Kusum Mittal – Whole-time Director
3. Mrs. Manisha Garg – whole time director
4. Mr. Pramod fatehpuria -- Independent Director
5. Mr. Shamsher Singh – Independent Director
6. Mr. Ashok Omprakash Agrawal – Independent Director

CHAIRMAN OF THE MEETING:

As per Article 102 of the Article of Association of the Company, Mr. Ramesh Chand Mittal was required to occupy the post of the Chairman for the General Meeting but due to his unavailability in the meeting, members have proposed the name of Mr. Alok K. Garg to Chair 34th Annual General Meeting.

Since, no body is having any objection on this. Mr. Alok K. Garg was appointed as the Chairman for the 34th Annual General Meeting.

Mr. Alok K. Garg occupied the post of the Chairman and welcomed all the directors and members at the 34th AGM of the company.

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

The Company Secretary informed that as on the cutoff date i.e. **21st September, 2017** there were 4,185 members in the Company, as per the records made available by the RTA of the company, and thus, there is requirement to have 15 (fifteen) members personally present at the meeting under Section 103 of the Companies Act, 2013. She further informed that as

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per Attendance Register, 18 (Eighteen) members were present in person, therefore adequate quorum as per requirement of law is present and the chairman may proceed to call the meeting in order and commence the proceedings of the AGM. The Chairman declared and called the meeting to order as the requisite quorum was present.

BOOKS & STATUTORY REGISTER:

The CS informed that the Register of Director and Key Managerial Personnel and their shareholding and 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.

PROCEEDING OF THE MEETING:

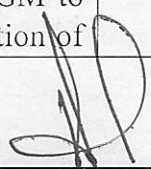
The CS introduced and welcomed all the dignitaries present on the dais and Chairman delivered the Chairman's Speech.

Thereafter the Company Secretary informed the Members that Electronic copies of the Annual Report for financial year 2016-17 have been sent to all the members who's Email Ids were registered with the Company or Depository Participant(s). Physical copies of same have also been sent to all other members at their registered address in permitted mode; as per the records made available by CDSL, NSDL & Ankit Consultancy Pvt. Ltd., Registrar & Share Transfer Agent of the Company.

With the permission of the Members present at the Meeting the Chairman declared that the Notice of the 34th Annual General Meeting and Independent Auditors' Report on financial statements of the company are taken as read and on the instructions of the Chairman the observation made by the Secretarial Auditor and management comments thereon was read by the Company Secretary.

Thereafter the Chairman requested the Members to consider and approve the ordinary and special businesses as mentioned in the Notice of AGM from Item No. 01 to 08 and on the instructions of the Chairman the CS then read out the following Agenda Items one by one.

Agenda Item No.	Particulars of the resolutions	Type of Resolutions
1.	Consider and adopt the standalone and consolidated Audited Financial Statement, reports of the Board and Auditor for the year ended 31 st March, 2017.	Ordinary
2.	Re-appointment of Mr. Ramesh Chandra Mittal (DIN 00035272) who is liable to retire by rotation being eligible offers himself for re-appointment.	Ordinary
3.	Appointment of the Statutory Auditors of the Company till the conclusion of the 39 th AGM to be held in the year 2022, subject to ratification of	Ordinary


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	their appointment at every AGM.	
4.	Appointment of Mrs. Manisha Garg (DIN 01006545) for the office of Director, who was appointed as an additional director by the Board.	
5.	Appointment of Mr. Ashok Omprakash Agrawal (DIN 07870578) under the category of Independent Director, who was appointed as an additional director by the Board in the category of Independent Director.	Ordinary
6.	Appointment of Mrs. Manisha Garg (DIN 01006545) as whole Time Director for further period of three year.	Ordinary
7.	Approval of the Members under Section 20 of the Companies Act, 2013 to charge a sum equivalent to the estimated actual expenses of delivery of the documents through a particular mode, if any request has been made by such member for delivery of such document to him.	Ordinary
8.	Approval of the shareholders under Section 94 of the Companies Act, 2013 to keep the Register of members & the index of members at any place other than the Registered office of the Company.	Special

CS further informed that the Company has provided e-voting facility to its members whose names appeared in the Register of Members as on cut-off date i.e. 21st September, 2017; to cast their votes on the resolutions proposed to be passed at 34th Annual General Meeting through remote e-voting. The e-voting commenced from Monday, 25th September, 2017 at 09.00 a.m. (I.S.T.) and ended on Wednesday, 27th September, 2017 at 05.00 p.m. (I.S.T.) and voting at this Annual General Meeting shall be conducted by way of poll. Therefore, the members personally present at the Meeting who have not casted their votes through remote e-voting was requested to cast their votes through poll paper and mark their assent or dissent on the Poll paper (MGT-12) provided to them and she also requested to ensure that if any member has already casted their vote by E-voting process, they would not be entitled to cast their votes by Poll and if in any case it is casted, the Vote given by e-voting shall be considered as final.

CS further informed that the Company has appointed CS Arvind Kumar Meena Practicing Company Secretary (ACS 41713, CP 15510) as scrutinizer to scrutinize the remote e-voting as well as voting through poll in a fair and transparent manner.

The Chairman then asked the members to raise queries relating to the operation and accounts of the Company which was as follows:-

- 1) Mr. Viji Ramawat Member of the company has asked certain questions which are as follows:-
 - a) Regarding development of Medgel Pvt. Ltd. (WOS of Company):


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Ans: Chairman replied and give a brief note about the working and development and various accreditations made by the Medgel Pvt. Ltd.

b) He further requested to provide Consolidated financial results on quarterly basis in order to provide information to members of the company about the subsidiary company also:

Ans: CS informed the member that the company has already provided a declaration that the company will submit standalone financial results to BSE during the year 2017-18. However, we can provide a small note on the working of the Subsidiary company in order to provide certain information to shareholder regarding the operation of the subsidiary company on half yearly basis.

All the queries of the members have been answered by the Chairman and its team and members of the company are also satisfied with the clarifications provided by them.

The Scrutinizer then asked the members to cast their votes through poll papers and drop the same in Poll Box. The Scrutinizer after ascertaining that no member was left for polling; locked the Poll Box in presence of the two Witnesses and collected the Poll Box for scrutiny of the Poll Papers.

The Chairman asked scrutinisers for time required for providing his report. The Scrutinizer replied to submit the report within 48 hours from the conclusion of the Annual General Meeting.

The Chairman considered and informed to the members that the results of the Meeting would be announced within 48 hours from the conclusion of the Annual General Meeting upon receipt of report from Scrutinizer and same shall be posted on the website of the Company, BSE and NSDL. The date of passing of resolutions would be the date of Poll i.e. 28th September, 2017.

CONCLUSION OF THE MEETING:

Thereafter being no other business, the Meeting declared as concluded by the elected Chairman, Mr. Alok K. Garg at 11:30 A.M. on 28th September, 2017, with a vote of thanks to the Chair given by Ms. Nupur Lodwal, CS of the Company.

SCRUTINISERS REPORT:

After receiving the Scrutinizers Report in the Form MGT-13 and Consolidated Report on E-voting and Poll at the Annual General Meeting for e-voting and Poll, dated 28th September, 2017, the Chairman declared the following results, on the basis of report submitted by the scrutinizer on **29th September, 2017** for the 34th Annual General Meeting and also declared that the date of the passing of the resolutions shall be considered as the date of the Polling at the Annual General Meeting, i.e. 28th September, 2017 as under for all the purposes.


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DECLARATION OF RESULTS FOR THE BUSINESSES PROPOSED AT THE 34TH ANNUAL GENERAL MEETING.

With due consideration of the Scrutinizer's Report, the Chairman declared the following results for the 34th Annual General Meeting held on Thursday, 28th Sept., 2017 at 11:00 A.M.

ORDINARY BUSINESS BY ORDINARY RESOLUTION:

ITEM NO. 01: ADOPTION OF THE STANDALONE AND CONSOLIDATED AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED ON MARCH 31ST, 2017 TOGETHER WITH THE REPORT OF BOARD'S AND AUDITORS THEREON;

“RESOLVED THAT the Audited Consolidated and Standalone Financial Statement of the company including the Audited Balance Sheet as at 31st March 2017 & Statement of Profit & Loss and the Cash Flow for the year ended 31st March, 2017 along with the Reports of the Board and Auditors thereon as circulated to the Members and submitted to the meeting be and are hereby received, considered, and adopted by the members at 34th Annual General Meeting of the Company.”

The Results of the Voting are as under:

Promoter/PUBLIC	No. of Shares held	No. of Votes	% of Votes Polled on outstanding Shares	No. of Votes in favour	No. of Votes against	% in favour on Votes Polled	% of Votes against on Votes Polled
	(1)	(2)	(3) = [(2)/(1)]*100	(4)	(5)	(6) = [(4)/(2)]*100	(7) = [(5)/(2)]*100
Mode of Voting: (E-voting)							
Promoter & Promoter Group	6251932	6243684	99.86%	6243684	0	100%	0
Public Institutional Holders	34000	0	0	0	0	0	0
Public-Others	6184024	2712	0.44%	2712	0	100%	0
Total(A)	12469956	6246396		6246396	0		
Mode of Voting: (Poll)							
Promoter & Promoter Group	6251932	0	0	0	0	0	0
Public Institutional Holders	34000	0	0	0	0	0	0
Public-Others	6184024	214793	3.47%	214793	0	100%	0
Total(B)	12469956	214793		214793	0	0	0
Result (A+B)	12469956	6461189	51.81%	6461189	0	100%	0

Based on the Aforesaid results, given by the Scrutinizer, the Ordinary Resolution as contained in Item No. 1 of the Notice of the 34th AGM has been PASSED by requisite majority.

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ITEM NO.02: APPOINTMENT OF A DIRECTOR IN PLACE OF MR. RAMESH CHANDRA MITTAL (DIN: 00035272), WHO RETIRES BY ROTATION AND BEING ELIGIBLE OFFERS HIMSELF 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, Mr. Ramesh Chandra Mittal (DIN: 00035272) who is liable to retire by rotation and offers himself for re-appointment be and is hereby considered by the Members of the company at this 34th Annual General Meeting.”

The Results of the Voting are as under:

Promoter/Public	No. of Shares held	No. of Votes	% of Votes Polled on outstanding Shares	No. of Votes in favour	No. of Votes against	% in favour on Votes Polled	% of Votes against on Votes Polled
	(1)	(2)	(3) = [(2)/(1)]*100	(4)	(5)	(6) = [(4)/(2)]*100	(7) = [(5)/(2)]*100
Mode of Voting: (E-voting)							
Promoter & Promoter Group	6251932	6243684	99.86%	6243684	0	100%	0
Public Institutional Holders	34000	0	0	0	0	0	0
Public-Others	6184024	2712	0.44%	1660	1052	61.21%	38.79%
Total(A)	12469956	6246396		6245344	1052		
Mode of Voting: (Poll)							
Promoter & Promoter Group	6251932	0	0	0	0	0	0
Public Institutional Holders	34000	0	0	0	0	0	0
Public-Others	6184024	214793	3.47%	214793	0	100%	0
Total(B)	12469956	214793		214793	0	0	0
Result (A+B)	12469956	6461189	51.81%	6460139	1052	99.98%	0.02%

Based on the Aforesaid results, given by the Scrutinizer, the Ordinary Resolution as contained in Item No. 2 of the Notice of the 34th AGM has been PASSED by majority.

ITEM NO.03: APPOINTMENT OF THE STATUTORY AUDITORS OF THE COMPANY TILL THE CONCLUSION OF THE 39TH AGM TO BE HELD IN THE YEAR 2022, SUBJECT TO RATIFICATION OF THEIR APPOINTMENT AT EVERY AGM.


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“RESOLVED THAT pursuant to the provisions of section 139, 141 and other applicable provisions, if any, of Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 as amended from time to time, M/s Rawka & Associates, Chartered Accountants, (FRN 021606C) be and are hereby appointed as the Statutory Auditors of the Company in place of M/s C.P. Rawka & Co., Chartered Accountants (F.R.No. 000518C) whose term shall be concluded on the conclusion of the ensuing Annual General Meeting, to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the 39th AGM of the Company to be held in the year 2022, subject to ratification of their appointment at every Annual General Meeting on such remuneration as may be fixed by the Board.”

The Results of the Voting are as under:

Promoter/PUBLIC	No. of Shares held	No. of Votes	% of Votes Polled on outstanding Shares	No. of Votes in favour	No. of Votes against	% in favour on Votes Polled	% of Votes against on Votes Polled
	(1)	(2)	(3) = [(2)/(1)]*100	(4)	(5)	(6) = [(4)/(2)]*100	(7) = [(5)/(2)]*100
Mode of Voting: (E-voting)							
Promoter & Promoter Group	6251932	6243684	99.86%	6243684	0	100%	0
Public Institutional Holders	34000	0	0	0	0	0	0
Public-Others	6184024	2712	0.44%	2660	52	98.08%	1.32%
Total(A)	12469956	6246396		6246344	52		
Mode of Voting: (Poll)							
Promoter & Promoter Group	6251932	0	0	0	0	0	0
Public Institutional Holders	34000	0	0	0	0	0	0
Public-Others	6184024	214793	3.47%	214793	0	100%	0
Total(B)	12469956	214793		214793	0	0	0
Result (A+B)	12469956	6461189	51.81%	6461137	52	100%	0

Based on the Aforesaid results, given by the Scrutinizer, the Ordinary Resolution as contained in Item No. 3 of the Notice of the 34th AGM has been PASSED requisite majority.

SPECIAL BUSINESS BY ORDINARY RESOLUTION:

ITEM NO.04: APPOINTMENT OF MRS. MANISHA GARG (DIN 01006545) FOR THE OFFICE OF DIRECTOR, WHO WAS APPOINTED AS AN ADDITIONAL DIRECTOR BY THE BOARD.

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“RESOLVED THAT pursuant to provisions of section 149 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment & Qualification of Directors) Rules, 2014 as may be amended from time to time Mrs. Manisha Garg (DIN 01006545), who was appointed as an Additional Director of the Company w.e.f. 11.11.2016 by the Board of the Company and who holds office upto the date of ensuing AGM of the company and in respect of whom the company has received a notice in writing under Section 160 of the Companies Act, 2013 proposing the candidature of Mrs. Manish Garg for the office of a director and who is eligible for appointment be and is hereby appointed as a Director of the company.

The Results of the Voting are as under:

Promoter/PUBLIC	No. of Shares held	No. of Votes	% of Votes Polled on outstanding Shares	No. of Votes in favour	No. of Votes against	% in favour on Votes Polled	% of Votes against on Votes Polled
	(1)	(2)	(3) = $[(2)/(1)] * 100$	(4)	(5)	(6) = $[(4)/(2)] * 100$	(7) = $[(5)/(2)] * 100$
Mode of Voting: (E-voting)							
Promoter & Promoter Group	6251932	307128	4.91%	307128	0	100%	0
Public Institutional Holders	34000	0	0	0	0	0	0
Public-Others	6184024	2712	0.44%	2660	52	98.08%	1.32%
Total(A)	12469956	309840		309788	52		
Mode of Voting: (Poll)							
Promoter & Promoter Group	6251932	0	0	0	0	0	0
Public Institutional Holders	34000	0	0	0	0	0	0
Public-Others	6184024	214793	3.47%	214793	0	100%	0
Total(B)	12469956	214793		214793	0	0	0
Result (A+B)	12469956	524633	4.21%	524581	52	100%	0

Scrutinizer has rejected 5936556 shares as the promoter are interested in this resolution.

Based on the Aforesaid results, given by the Scrutinizer, the Ordinary Resolution as contained in Item No. 4 of the Notice of the 34th AGM has been PASSED by requisite majority.

ITEM NO. 05: APPOINTMENT OF MR. ASHOK OMPRAKASH AGRAWAL (DIN 07870578) UNDER THE CATEGORY OF INDEPENDENT DIRECTOR, WHO WAS APPOINTED AS AN


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ADDITIONAL DIRECTOR BY THE BOARD IN THE CATEGORY OF INDEPENDENT DIRECTOR.

“RESOLVED THAT pursuant to the provisions of sections 149, 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 30 of the SEBI (LODR) Regulations, 2015, the consent of the members of the company be and is hereby accorded to appoint Mr. Ashok Omprakash Agrawal (DIN- 07870578) who was appointed as an additional director by the Board in the category of 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 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 Independent Director of the Company to hold office of Independent Director for a term upto five consecutive years upto 24th July, 2022 and he will not be liable to retire by rotation.”

The Results of the Voting are as under:

Promoter/Public	No. of Shares held	No. of Votes	% of Votes Polled on outstanding Shares	No. of Votes in favour	No. of Votes against	% in favour on Votes Polled	% of Votes against on Votes Polled
	(1)	(2)	(3) = [(2)/(1)]*100	(4)	(5)	(6) = [(4)/(2)]*100	(7) = [(5)/(2)]*100
Mode of Voting: (E-voting)							
Promoter & Promoter Group	6251932	6243684	99.86%	6243684	0	100%	0
Public Institutional Holders	34000	0	0	0	0	0	0
Public-Others	6184024	2712	0.44%	2660	52	98.08%	1.32%
Total(A)	12469956	6246396		6246344	52		
Mode of Voting: (Poll)							
Promoter & Promoter Group	6251932	0	0	0	0	0	0
Public Institutional Holders	34000	0	0	0	0	0	0
Public-Others	6184024	214793	3.47%	214793	0	100%	0
Total(B)	12469956	214793		214793	0	0	0
Result (A+B)	12469956	6461189	51.81%	6461137	52	100%	0

Based on the Aforesaid results, given by the Scrutinizer, the Ordinary Resolution as contained in Item No. 5 of the Notice of the 34th AGM has been PASSED by requisite majority.


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SPECIAL BUSINESS BY ORDINARY RESOLUTION:**ITEM NO. 06: APPOINTMENT OF MRS. MANISHA GARG (DIN 01006545) AS WHOLE TIME DIRECTOR FOR FURTHER PERIOD OF THREE YEAR.**

“RESOLVED THAT pursuant to the provisions of section 190, 197, 198, 203 read with Schedule V of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial personal) Rules, 2014 and other applicable provisions, including any statutory modifications or re-enactment thereof for the time being enforced, the approval of members be and is hereby accorded for appointment of Mrs. Manisha Garg (DIN 01006545) as the Whole-time Director of the Company for a term of three years w.e.f. 11th Nov, 2016 to 10th Nov, 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 Mrs Manisha Garg:

- (a) Salary & other allowances: Rs.1,00,000/- p.m.
- (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:

- (i) 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 payable as per actual on the basis of claims made by her.
- (ii) Telephone: Free use of mobile and a telephone at her residence provided that personal long distance calls on the telephone shall be billed by the Company to the Whole-time Director.

RESOLVED FURTHER THAT the remuneration payable to Mrs. Manisha 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 provisions of Schedule V of the Act from time to time.

RESOLVED FURTHER THAT there would be relations of the Company with Mrs. Manisha Garg as the employer -employee for all the purposes and her appointment made be terminated by any party with the advance notice of 6 months or salary in lieu thereof.


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RESOLVED FURTHER THAT the Board of Directors of the company be and are hereby severally authorized decide the breakup of the salary and allowances within the aforesaid limits and to do all such acts, matters, deeds and things to give effect to the aforesaid resolution.

The Results of the Voting are as under:

Promoter/PUBLIC	No. of Shares held	No. of Votes	% of Votes Polled on outstanding Shares	No. of Votes in favour	No. of Votes against	% in favour on Votes Polled	% of Votes against on Votes Polled
	(1)	(2)	(3) = $[(2)/(1)] * 100$	(4)	(5)	(6) = $[(4)/(2)] * 100$	(7) = $[(5)/(2)] * 100$
Mode of Voting: (E-voting)							
Promoter & Promoter Group	6251932	307128	4.91%	307128	0	100%	0
Public Institutional Holders	34000	0	0	0	0	0	0
Public-Others	6184024	2712	0.44%	2660	52	98.08%	1.32%
Total(A)	12469956	309840		309788	52		
Mode of Voting: (Poll)							
Promoter & Promoter Group	6251932	0	0	0	0	0	0
Public Institutional Holders	34000	0	0	0	0	0	0
Public-Others	6184024	214793	3.47%	214793	0	100%	0
Total(B)	12469956	214793		214793	0	0	0
Result (A+B)	12469956	524633	4.21%	524581	52	100%	0

Scrutinizer has rejected 5936556 shares as the promoter are interested in this resolution.

Based on the Aforesaid results, given by the Scrutinizer, the Special Resolution as contained in Item No. 6 of the Notice of the 34th AGM has been PASSED by requisite majority.

SPECIAL BUSINESS BY ORDINARY RESOLUTION:

ITEM NO. 07: APPROVAL OF THE SHAREHOLDERS UNDER SECTION 20 OF THE COMPANIES ACT, 2013 TO CHARGE A SUM EQUIVALENT TO THE ESTIMATED ACTUAL EXPENSES OF DELIVERY OF THE DOCUMENTS THROUGH A PARTICULAR MODE IF ANY REQUEST HAS BEEN MADE BY SUCH MEMBER FOR DELIVERY OF SUCH DOCUMENT TO HIM.


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“RESOLVED THAT pursuant to provisions of section 20 and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules prescribed thereunder, the consent of the Company be and is hereby accorded to the Board of directors or the person authorized by the Board charge from member(s) fee in advance, a sum equivalent to the estimated actual expenses of delivery of the documents through a particular mode, if any request has been made by such member(s) for delivery of such document(s) to him through such mode of service as required and the same be provided upon such request in writing along with the requisite fee if has been duly received by the Company at least one week in advance of the dispatch of the document by the Company.

RESOLVED FURTHER THAT Board of director and/or any person authorized by the Board be and are hereby authorized to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the matter aforesaid and further to do all acts, deeds, matters and things as may be necessary, proper or desirable or expedient to give effect to above resolution.”

The Results of the Voting are as under:

Promoter/PUBLIC	No. of Shares held	No. of Votes	% of Votes Polled on outstanding Shares	No. of Votes in favour	No. of Votes against	% in favour on Votes Polled	% of Votes against on Votes Polled
	(1)	(2)	(3) = [(2)/(1)]*100	(4)	(5)	(6) = [(4)/(2)]*100	(7) = [(5)/(2)]*100
Mode of Voting: (E-voting)							
Promoter & Promoter Group	6251932	6243684	99.86%	6243684	0	100%	0
Public Institutional Holders	34000	0	0	0	0	0	0
Public-Others	6184024	2712	0.44%	2660	52	98.08%	1.32%
Total(A)	12469956	6246396		6246344	52		
Mode of Voting: (Poll)							
Promoter & Promoter Group	6251932	0	0	0	0	0	0
Public Institutional Holders	34000	0	0	0	0	0	0
Public-Others	6184024	214793	3.47%	214793	0	100%	0
Total(B)	12469956	214793		214793	0	0	0
Result (A+B)	12469956	6461189	51.81%	6461137	52	100%	0

Based on the Aforesaid results, given by the Scrutinizer, the Ordinary Resolution as contained in Item No. 7 of the Notice of the 34th AGM has been PASSED by requisite majority.


CHAIRMAN'S INITIALS

SPECIAL BUSINESS BY SPECIAL RESOLUTION:

ITEM NO. 08: APPROVAL OF THE SHAREHOLDERS UNDER SECTION 94 OF THE COMPANIES ACT, 2013 TO KEEP THE REGISTER OF MEMBERS & THE INDEX OF MEMBERS AT ANY PLACE OTHER THAN THE REGISTERED OFFICE OF THE COMPANY.

“RESOLVED THAT pursuant to provisions of section 94 and other applicable provisions, if any, of the Companies Act, 2013, (“the Act”) approval of the members be and is hereby accorded to keep the Company's register of members, the index of members, the Register and copies of all its annual returns prepared under sections 92 and other applicable provisions, if any, of the act together with the copies of certificates and documents required to be annexed thereto under section 92 of the Act, at the office or Ankit Consultancy Pvt. Ltd, Registrar and Share Transfer Agent of the Company, situated at Plot No. 60, Electronic Complex Pardeshipura, Indore (M.P.) – 452010.

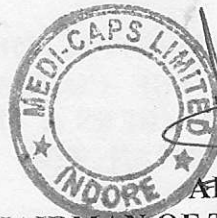
The Results of the Voting are as under:

Promoter/Public	No. of Shares held	No. of Votes	% of Votes Polled on outstanding Shares	No. of Votes in favour	No. of Votes against	% in favour on Votes Polled	% of Votes against on Votes Polled
	(1)	(2)	(3) = [(2)/(1)]*100	(4)	(5)	(6) = [(4)/(2)]*100	(7) = [(5)/(2)]*100
Mode of Voting: (E-voting)							
Promoter & Promoter Group	6251932	6243684	99.86%	6243684	0	100%	0
Public Institutional Holders	34000	0	0	0	0	0	0
Public-Others	6184024	2712	0.44%	2660	52	98.08%	1.32%
Total(A)	12469956	6246396		6246344	52		
Mode of Voting: (Poll)							
Promoter & Promoter Group	6251932	0	0	0	0	0	0
Public Institutional Holders	34000	0	0	0	0	0	0
Public-Others	6184024	214793	3.47%	214793	0	100%	0
Total(B)	12469956	214793		214793	0	0	0
Result (A+B)	12469956	6461189	51.81%	6461137	52	100%	0

Based on the Aforesaid results, given by the Scrutinizer, the Ordinary Resolution as contained in Item No. 8 of the Notice of the 34th AGM has been PASSED by requisite majority.


CHAIRMAN'S
INITIALS

The Chairman further communicated the aforesaid results of the 34th Annual General Meeting to the BSE and submitted to the NSDL and posted on the website of the Company.



PLACE: INDORE
DATE: 29TH SEPTEMBER, 2017

ALOK K. GARG
CHAIRMAN OF THE MEETING
& MANAGING DIRECTOR
DIN: 00274321

The aforesaid Minutes were recorded in the Minute Book of the Members General Meeting on 29th September, 2017.



PLACE: INDORE
DATE: 29TH SEPTEMBER, 2017

ALOK K. GARG
CHAIRMAN OF THE MEETING
& MANAGING DIRECTOR
DIN: 00274321

CHAIRMAN'S
INITIALS