

KNL/SE/2024-25

09<sup>th</sup> July, 2024

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<https://neaps.nseindia.com/NEWLISTINGCORP/login.jsp>

To,  
National Stock Exchange of India Limited  
Exchange Plaza, C-1, Block G  
Bandra Kurla Complex, Bandra (E)  
Mumbai – 400051  
Symbol – KRITINUT

To,  
BSE Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street  
Mumbai 400001  
BSE Scrip ID: KRITINUT BSE CODE: 533210

**Subject: Submission of the Minutes of the 28<sup>th</sup> Annual General Meeting of the Company held on Tuesday, 18<sup>th</sup> June, 2024.**

Dear Sir/Madam,

Pursuant to the SEBI (LODR) Regulations, 2015, we are pleased to submit the Minutes of the 28<sup>th</sup> Annual General Meeting of Kriti Nutrients Ltd., held on Tuesday, 18<sup>th</sup> June, 2024 at 4:30 P.M. (IST) and concluded at 05:10 P.M. (IST) through Video Conferencing (VC) or Other Audio Video Means (OAVM) for which purposes the corporate office of the company situated at **8<sup>th</sup> Floor, Brilliant Sapphire Plot No.10, PSP, IDA, Scheme No.78, Part II, Indore (M.P.)452010**, shall be deemed as the venue for the Meeting.

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

Thanking You.

Yours Faithfully,  
For, **KRITI NUTRIENTS LIMITED.**

**RAJ KUMAR BHAWSAR**  
**COMPANY SECRETARY &**  
**COMPLIANCE OFFICER**

Encl: a/a

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## **Kriti Nutrients Ltd.**

Corporate office:  
Brilliant Sapphire, 801-804, 8th Floor, Plot No. 10,  
Sch. 78-II, Vijay Nagar, Indore – 452 010 (M.P) INDIA

Registered Office:  
Mehta Chamber, 34 Siyaganj,  
Indore - 452007 (M.P) INDIA

Factory:  
Industrial Area No. 3, AB Road,  
Dewas (MP) INDIA

Tel.: +91-731-271 9100  
E-mail: [info@kritiindia.com](mailto:info@kritiindia.com)  
CIN: L24132MP1996PLC011245

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

**KRITI NUTRIENTS LIMITED**

CIN: L24132MP1996PLC011245

Regd. Off.: Mehta Chambers, 34 Siyaganj, Indore – 452007 (M.P.)

**MINUTES OF TWENTY EIGHTH ANNUAL GENERAL MEETING OF THE MEMBERS OF THE COMPANY**

<b>Held on</b>	:	Tuesday, the 18 <sup>th</sup> June, 2024	
<b>At</b>	:	4.30 P.M. through Video Conferencing (VC) or Other Audio Visual Means (OAVM) at deemed venue at Brilliant Sapphire, 801-804, 8th Floor, Plot No.10, Sch.78-II, Vijay Nagar, Indore – 452010 (M.P)	
<b>In presence</b>	:	Shri Shiv Singh Mehta	: Chairman and Managing Director – Member - Chairman of the meeting
		Smt. Purnima Mehta	: Director – Member - Chairperson of Corporate Social Responsibility Committee and Stakeholders' Relationship Committee
		Shri Saurabh Singh Mehta	: Whole Time Director - Member
		Shri Chandrasekharan Bhaskar	: Independent Director - Chairman of Audit Committee, and Nomination and Remuneration Committee
		Smt. Tulsi Jayakumar	: Additional Independent Director
		Shri Raj Kumar Bhawsar	: Company Secretary - Member
		Shri Nitin Chhariya	: Chief Financial Officer
<b>In attendance</b>	:	Shri Nitin Bandi	: Statutory Auditor (M/s M. Mehta & Co., Chartered Accountants)
		Shri Ishan Jain	: Scrutinizer (M/s Ishan Jain & Co., Company Secretaries)
		Shri Ajit Jain	: Secretarial Auditor (M/s Ajit Jain & Co., Company Secretaries)

**NUMBER OF MEMBERS AS ON THE CUT-OFF DATE AND REQUIREMENT OF QUORUM FOR THE AGM**

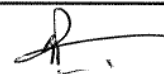
As per records made available by Ankit Consultancy Pvt. Ltd., the Share Transfer Agent, the total No. of Members on the Cut-off date i.e. 11<sup>th</sup> June, 2024, was 20201 Members who were entitled to attend and vote at the 28<sup>th</sup> Annual General Meeting (AGM), out of them total 43 Members were present through VC as per the attendance Register and minimum 30 members were required to constitute the valid quorum for the 28<sup>th</sup> AGM.

**CHAIRMAN OF THE MEETING**

Shri Shiv Singh Mehta, Chairman and Managing Director of the Company, presided over the meeting.

**PROCEEDINGS OF THE 28<sup>TH</sup> ANNUAL GENERAL MEETING****WELCOME ADDRESS AND INTRODUCTION OF DIRECTORS, EXECUTIVES AND INVITEES PRESENT THROUGH VC/OAVM**

CHAIRMAN'S INITIALS



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Shri Raj Kumar Bhawsar, Company Secretary, on behalf of the Company, extended a very warm welcome to the Members at the 28<sup>th</sup> AGM and introduced the Directors, Executives and Invitees present through VC/OAVM. He set out the general instructions for members to participate and vote at the AGM and informed that in accordance with the various circulars issued by the Ministry of Corporate Affairs and Securities and Exchange Board of India this meeting is being held through Video Conferencing without any physical presence of the members, at a common place. Required quorum was confirmed to be present in the meeting through video conferencing and therefore, He called the meeting to order.

Shri Bhawsar also informed that:

1. In pursuance to the Circulars issued, the Company has e-mailed the Notice for convening today's meeting along with agenda and resolutions along with the annual accounts, Audit Report for year ended 31<sup>st</sup> March, 2024 to only those Shareholders, whose e-mail address were registered with the Company or Ankit Consultancy Private Limited, the Registrar and Share Transfer Agent or the depository;
2. Statutory Registers including "Register of Directors and Key Managerial Personnel and their Shareholding" and "Register of Contracts or Arrangement in which Directors are interested" are available electronically for inspection by the members during the AGM;
3. Since the AGM is being held through video conferencing, the facility for appointment of proxies by the members was not applicable and hence the proxy register for inspection was not available;
4. Qualifications, reservation, adverse remark or disclaimer in the Auditor's Report and Secretarial Audit Report read along with Notes to the Accounts and Board's Report they are all self-explanatory and we believe all of you have gone through themselves.

Shri Bhawsar then requested the Chairman to address to the members.

#### CHAIRMAN'S SPEECH

Shri Shiv Singh Mehta, Chairman extended a warm welcome to all the Members, Auditor, Scrutinizer, and Special Invitees present at the 28<sup>th</sup> Annual General Meeting of the Company.

Shri Shiv Singh Mehta delivered Chairman's Speech, inter alia, covering following:

1. Brief about business of the Company and outlook, general operations;
2. Performance of the Company in Financial Year 2023-24.

The Chairman affirmed his satisfaction and did cause to record his satisfaction with the efforts made by the Company to enable the members to participate and vote on the items being considered in the meeting.

The Chairman then handed over the proceedings to Shri Raj Kumar Bhawsar, Company Secretary of the Company to proceed on his behalf.

#### FORMAL BUSINESS OF THE MEETING

CHAIRMAN'S INITIALS	
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Shri Raj Kumar Bhawsar – Company Secretary then proceeded with the formal business of the meeting. He informed the Members that:

1. The Notice convening the AGM has already been circulated to all the members, with the permission of the Members took the Notice meeting as read. There were Five Ordinary and Three Special resolutions to transact at the meeting.
2. The Company has provided the facility to cast the votes electronically, on all resolutions set forth in the Notice. Members who have not cast their votes through remote e-voting and who are participating in this meeting are having an opportunity to cast their votes during the meeting through the e-voting system provided by CDSL.
3. The remote e-voting period for the 28<sup>th</sup> AGM commenced on Saturday, 15<sup>th</sup> June, 2024 from 9.00 A.M. and it ended on Monday, 17<sup>th</sup> June, 2024 at 5.00 P.M.
4. Shri Ishan Jain, Practicing Company Secretary ('PCS') was appointed as Scrutiniser for scrutinising the remote e-voting process as well as voting system at this meeting. The results of the e-voting at this AGM will be declared on receipt of Scrutiniser's Report and the same shall be placed on Company's website, BSE Limited (BSE) and National Stock Exchange of India (NSE) website and on the website of Central Depository Services (India) Limited within 2 (two) working days of conclusion of the 28<sup>th</sup> Annual General Meeting.
5. Pursuant to the provisions of Section 107 read with Section 108 of the Companies Act, 2013, there was no voting by show of hands at the 28<sup>th</sup> Annual General Meeting.

Shri Raj Kumar Bhawsar then invited the registered speaker members to speak at the AGM. Speaker members expressed their views.


Shri Shiv Singh Mehta – Chairman and Managing Director then satisfactorily replied to the queries of the members at the AGM.

Shri Raj Kumar Bhawsar further informed the members that voting on the CDSL platform would continue for another 15 minutes to enable the members to cast their votes.

Shri Bhawsar thanked all the members for participating in the meeting through video conferencing and then declared the meeting to be concluded at **5:10 P.M.**

Place: Indore

Date: 08/07/2024

  
**Shiv Singh Mehta**  
**Chairman of the 28<sup>th</sup> Annual General Meeting**  
**DIN:00023523**

CHAIRMAN'S INITIALS	
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**Consolidated results of remote e-voting and e-voting during AGM on the items of ordinary and special businesses at the 28<sup>th</sup> Annual General Meeting of Kriti Nutrients Limited held on 18<sup>th</sup> June, 2024.**

As per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, all Members as on the cut-off date i.e. Tuesday, 11<sup>th</sup> June, 2024, were provided with the facility to cast their votes electronically through the remote e-voting services provided by Central Depository Services Limited (CDSL) on all the resolutions set forth in the Notice of 28<sup>th</sup> Annual General Meeting.

The remote e-voting portal remained open for voting from 9.00 a.m. Saturday, 15<sup>th</sup> June, 2024 to 5.00 p.m. Monday, 17<sup>th</sup> June, 2024 and was disabled by CDSL for voting thereafter.

Facility for e-voting during 28<sup>th</sup> AGM was made available to the Members, who had not cast their vote by remote e-voting.

The Board of Directors had appointed Shri Ishan Jain, Practicing Company Secretary ('PCS'), as Scrutiniser for scrutinising the voting process in a fair and transparent manner as stipulated under the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015.

The Scrutiniser had carried out the scrutiny of all the e-votes received upto the closing of remote e-voting period and the e-voting during the 28<sup>th</sup> Annual General Meeting.

The Consolidated Results as per the Scrutiniser's Report dated 18<sup>th</sup> June, 2024 are as follows:

Reso- lution No.	Particulars	Particulars of votes cast			
		Remote e-voting + E-Voting at AGM			
		Votes cast in favour		Votes cast against	
		Number	%	Number	%
1	<b>Ordinary Resolution:</b> - Adoption of the Audited Financial Statements containing the Balance Sheet as at 31 <sup>st</sup> March, 2024, the Statement of Profit & Loss, Statement of Cash Flow, Change in Equity and notes thereto of the Company for the financial year ended 31 <sup>st</sup> March, 2024 and the reports of the Board of Directors and Auditors there on as on that date.	33437859	99.9999	20	00.0001
2	<b>Ordinary Resolution:</b> - Declaration of dividend @ Rs. 0.30 (30%) on 5,01,03,520 Equity Share of Re. 1/- each for the Financial Year ended 31 <sup>st</sup> March, 2024	33437859	99.9999	20	00.0001

CHAIRMAN'S  
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3	<b>Ordinary Resolution:</b> - Appointment of Mrs. Purnima Mehta (DIN:00023632) who retires by rotation at this Annual General Meeting and being eligible offers herself for re-appointment	33437859	99.9999	20	00.0001
4	<b>Ordinary Resolution:</b> -Ratification of the remuneration payable to the Cost Auditors, M/s Dhananjay V. Joshi & Associates, Cost Accountants (FRN: 000030) for the year 2024-25.	33437859	99.9999	20	00.0001
5	<b>Ordinary Resolution:-</b> Approval of the transactions/contracts/arrangements with related parties under Regulation 23 of the SEBI (LODR) Regulations, 2015.	29374	99.9320	20	0.0680
6.	<b>Special Resolution:-</b> Confirmation of the appointment of Mr. Dilip Roopsingh Gaur (DIN 02071393) as an Independent Director.	33437809	99.9998	70	0.0002
7.	<b>Special Resolution:-</b> Confirmation of the appointment of Dr. Tulsi Jayakumar (DIN 09562207) as an Independent Director.	33437809	99.9998	70	0.0002
8.	<b>Special Resolution:-</b> Confirmation of the appointment of Mr. Ashutosh Khajuria (DIN: 05154975) as an Independent Director.	33437809	99.9998	70	0.0002

On the basis of Scrutiniser's Report dated 18<sup>th</sup> June, 2024 all the resolutions for ordinary and special businesses as set out at item nos. 1 to 8 of the Notice of 28<sup>th</sup> Annual General Meeting of the Company had been duly passed by the members with requisite majority and accordingly all the resolutions were declared as passed on 18<sup>th</sup> June, 2024 which is the date of the 28<sup>th</sup> Annual General Meeting.

Place: Indore

Date: 08/07/2024

  
**Shiv Singh Mehta**  
 Chairman of the 28<sup>th</sup> Annual General Meeting  
 DIN:00023523

CHAIRMAN'S INITIALS	
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**RESOLUTIONS PASSED BY THE MEMBERS RECORDED HEREUNDER AS PART OF THE MINUTES OF THE 28<sup>TH</sup> ANNUAL GENERAL MEETING HELD ON TUESDAY, 18<sup>TH</sup> JUNE, 2024:**

**A. ORDINARY BUSINESS:**

**ITEM NO.1: ORDINARY RESOLUTION:- ADOPTION OF THE AUDITED FINANCIAL STATEMENTS CONTAINING THE BALANCE SHEET AS AT 31<sup>ST</sup> MARCH, 2024, THE STATEMENT OF PROFIT & LOSS, STATEMENT OF CASH FLOW, CHANGE IN EQUITY AND NOTES THERETO OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH 2024 AND THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON AS ON THAT DATE.**

"**RESOLVED THAT** the Audited Financial Statements for the financial year ended 31st March, 2024 and the Reports of the Directors', and Auditor's thereon laid before this meeting be and are hereby considered and adopted."

The Results of the Voting were 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	33410469	33408469	99.9940	33408469	0	100.0000	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>		<b>33410469</b>	<b>33408469</b>	<b>99.9940</b>	<b>33408469</b>	<b>0</b>	<b>100.0000</b>
Public Institutions	E-Voting	1600	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>		<b>1600</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public Non Institutions	E-Voting	16691451	29410	0.1762	29390	20	99.9320	0.0680
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>		<b>16691451</b>	<b>29410</b>	<b>0.1762</b>	<b>29390</b>	<b>20</b>	<b>99.9320</b>
<b>Total</b>		<b>50103520</b>	<b>33437879</b>	<b>66.7376</b>	<b>33437859</b>	<b>20</b>	<b>99.9999</b>	<b>0.0001</b>

On the basis of the above mentioned voting results the Chairman declared that Resolution No. 1 was passed by **REQUISITE MAJORITY AS AN ORDINARY RESOLUTION.**

**ITEM NO. 2: ORDINARY RESOLUTION: - DECLARATION OF DIVIDEND ON THE 5,01,03,520 EQUITY SHARES OF RE.1/- EACH FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2024.**

"**RESOLVED THAT** a dividend at the rate of Rs. 0.30/-per equity shares of Rs. 1 each fully paid up of the Company be and is hereby declared for the financial year ended 31<sup>st</sup>March, 2024 & the same be paid to the shareholders of the Company whose names appear on the Register of Member as on the record date i.e. 11<sup>th</sup> June, 2024, out of the profits of the Company for the financial year ended 31<sup>st</sup>March, 2024."

CHAIRMAN'S INITIALS	
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HELD AT ..... ON ..... TIME .....

The Results of the Voting were 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=[(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	33410469	33408469	99.9940	33408469	0	100.0000	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>		<b>33410469</b>	<b>33408469</b>	<b>99.9940</b>	<b>33408469</b>	<b>0</b>	<b>100.0000</b>
Public Institutions	E-Voting	1600	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>		<b>1600</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public Non Institutions	E-Voting	16691451	29410	0.1762	29390	20	99.9320	0.0680
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>		<b>16691451</b>	<b>29410</b>	<b>0.1762</b>	<b>29390</b>	<b>20</b>	<b>99.9320</b>
<b>Total</b>		<b>50103520</b>	<b>33437879</b>	<b>66.7376</b>	<b>33437859</b>	<b>20</b>	<b>99.9999</b>	<b>0.0001</b>

On the basis of the above mentioned voting results the Chairman declared that Resolution No. 2 was passed by **REQUISITE MAJORITY AS AN ORDINARY RESOLUTION.**

**ITEM NO. 3: ORDINARY RESOLUTION: - APPOINTMENT OF A DIRECTOR IN PLACE OF MRS. PURNIMA MEHTA (DIN:00023632) WHO RETIRES BY ROTATION AT THIS ANNUAL GENERAL MEETING AND BEING ELIGIBLE OFFERS HERSELF FOR RE-APPOINTMENT.**

"**RESOLVED THAT**, pursuant to the provisions of Section 152 of the Companies Act, 2013, Mrs. Purnima Mehta (DIN:00023632), Director of the Company who retires by rotation at this meeting, be and is hereby re-appointed as Director of the Company, liable to retire by rotation."

The Results of the Voting were 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=[(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	33410469	33408469	99.9940	33408469	0	100.0000	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>		<b>33410469</b>	<b>33408469</b>	<b>99.9940</b>	<b>33408469</b>	<b>0</b>	<b>100.0000</b>
Public Institutions	E-Voting	1600	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>		<b>1600</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public Non	E-Voting	16691451	29410	0.1762	29390	20	99.9320	0.0680
	Poll		0	0	0	0	0	0

CHAIRMAN'S INITIALS





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Institution s	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>	<b>16691451</b>	<b>29410</b>	<b>0.1762</b>	<b>29390</b>	<b>20</b>	<b>99.9320</b>	<b>0.0680</b>
<b>Total</b>		<b>50103520</b>	<b>33437879</b>	<b>66.7376</b>	<b>33437859</b>	<b>20</b>	<b>99.9999</b>	<b>0.0001</b>

On the basis of the above-mentioned voting results the Chairman declared that Resolution No. 3 was passed by **REQUISITE MAJORITY AS AN ORDINARY RESOLUTION.**

**B. SPECIAL BUSINESS****ITEM NO. 4: ORDINARY RESOLUTION: -RATIFICATION OF THE REMUNERATION PAYABLE TO THE COST AUDITORS OF THE COMPANY FOR THE FINANCIAL YEAR 2024-25.**

**“RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or reenactment(s) thereof, for the time being in force), the Members of the Company be and hereby ratify the payment of remuneration of Rs.35,000 (Rupees Thirty Five Thousand Only), plus applicable taxes and reimbursement of out of pocket expenses at actuals, if any to **M/s Dhananjay V. Joshi & Associates, Cost Accountants (FRN: 000030)** as appointed by the Board of Directors on the recommendation of the Audit Committee of the Board, as Cost Auditors to conduct the audit of the Cost Records for the Financial Year ending 31<sup>st</sup> March, 2025;

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

The Results of the Voting were 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	33410469	33408469	99.9940	33408469	0	100.0000	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>		<b>33410469</b>	<b>33408469</b>	<b>99.9940</b>	<b>33408469</b>	<b>0</b>	<b>100.0000</b>
Public Institutions	E-Voting	1600	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>		<b>1600</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public Non Institutions	E-Voting	16691451	29410	0.1762	29390	20	99.9320	0.0680
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>		<b>16691451</b>	<b>29410</b>	<b>0.1762</b>	<b>29390</b>	<b>20</b>	<b>99.9320</b>
<b>Total</b>		<b>50103520</b>	<b>33437879</b>	<b>66.7376</b>	<b>33437859</b>	<b>20</b>	<b>99.9999</b>	<b>0.0001</b>

On the basis of the above-mentioned voting results the Chairman declared that Resolution No. 4 was passed by **REQUISITE MAJORITY AS AN ORDINARY RESOLUTION.**

CHAIRMAN'S INITIALS



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**ITEM NO. 5: ORDINARY RESOLUTION:- APPROVAL OF THE TRANSACTIONS/ CONTRACTS/ARRANGEMENTS WITH RELATED PARTIES UNDER REGULATION 23 OF THE SEBI (LODR) REGULATIONS, 2015.**


**“RESOLVED THAT** pursuant to the provisions of Regulation 23 of the SEBI (LODR) Regulations, 2015 (“SEBI Listing Regulations”) and SEBI Circular No. SEBI/HO/CFD /CMD1/CIR/P/2021/662 dated November 22, 2021 read with the provisions of section 188 and 185 of the Companies Act, 2013 and other applicable provisions, if any, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Company’s policy on Related Party Transactions, consent of the members of the company be and is hereby accorded to enter into transactions/ contracts / arrangement, in the ordinary course of its business and on arm’s length basis, for purchase, sale or deal in the products, goods, stock in trade, Transfer of Resources including receiving/ providing loans and advances or such other transactions, on such terms and conditions as may be mutually agreed upon between the company and all related party for an aggregate amount upto **Rs.100.00 Crores (Rupees One Hundred Crore only)** in each financial year;

**RESOLVED FURTHER THAT** the Board of Directors of the company, jointly and/or severally, be and is hereby authorized to do or cause to be done all such acts, deeds and things, settle any queries, difficulties, doubts that may arise with regard to any transaction with the related party, finalize the terms and conditions as may be considered necessary, expedient or desirable and execute such agreements, documents and writings and to make such filings as may be necessary or desirable, in order to give effect to this Resolution in the interest of the company.”

The Results of the Voting were as under:

Resolution required: (Ordinary/ Special)			<i>Ordinary</i>					
Whether promoter/ promoter group are interested in the agenda/resolution?			<i>Yes</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	33410469	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>		<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public Institutions	E-Voting	1600	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>		<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public Non Institutions	E-Voting	16691451	29394	0.1761	29374	20	99.9320	0.0680
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>		<b>16691451</b>	<b>29394</b>	<b>0.1761</b>	<b>29374</b>	<b>20</b>	<b>99.9320</b>
<b>Total</b>		<b>50103520</b>	<b>29374</b>	<b>0.0587</b>	<b>29374</b>	<b>20</b>	<b>99.9320</b>	<b>0.0680</b>

On the basis of the above-mentioned voting results the Chairman declared that Resolution No. 5 was passed by **REQUISITE MAJORITY AS AN ORDINARY RESOLUTION.**

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**ITEM NO. 6: SPECIAL RESOLUTION:- APPOINTMENT OF MR. DILIP ROOPSINGH GAUR (DIN 02071393) AS AN INDEPENDENT DIRECTOR.**

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2015 read with Schedule IV of the Companies Act, 2013 and the provisions of the SEBI (LODR) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), **Mr. Dilip Roopsingh Gaur** (DIN 02071393), who was appointed by the Board as an Additional Director under the category of Independent Director w.e.f. **3<sup>rd</sup> May, 2024**, in terms of Section 161 of the Companies Act, 2013 and Article of Association of the Company and a declaration has been received from him confirming that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015, be and is hereby appointed as an Independent Director of the Company to hold office for a first term of 5 (Five) Consecutive Years w.e.f. **3<sup>rd</sup> May, 2024** till **2<sup>nd</sup> May, 2029** and his office shall not be liable to retire by rotation;

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to take all steps as maybe necessary, proper and expedient to give effect to the foregoing Resolution.”

The Results of the Voting were as under:

Resolution required: (Ordinary/ Special)			<i>Special</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= $[(2)/(1)]*100$ (3)	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled $[(4)/(2)]*100$ (6)	% of Votes against on votes polled $[(5)/(2)]*100$ (7)
		(1)	(2)		(4)	(5)	(6)	(7)
Promoter and Promoter Group	E-Voting	33410469	33408469	99.9940	33408469	0	100.0000	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>		<b>33410469</b>	<b>33408469</b>	<b>99.9940</b>	<b>33408469</b>	<b>0</b>	<b>100.0000</b>
Public Institutions	E-Voting	1600	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>		<b>1600</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public Non Institutions	E-Voting	16691451	29410	0.1762	29340	70	99.7620	0.2380
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>		<b>16691451</b>	<b>29410</b>	<b>0.1762</b>	<b>29340</b>	<b>70</b>	<b>99.7620</b>
<b>Total</b>		<b>50103520</b>	<b>33437879</b>	<b>66.7376</b>	<b>33437809</b>	<b>70</b>	<b>99.9998</b>	<b>0.0002</b>

On the basis of the above-mentioned voting results the Chairman declared that Resolution No. 6 was passed by **REQUISITE MAJORITY AS A SPECIAL RESOLUTION.**

**ITEM NO. 7: SPECIAL RESOLUTION:- APPOINTMENT OF DR. TULSI JAYAKUMAR (DIN 09562207) AS AN INDEPENDENT DIRECTOR.**

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the

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Companies (Appointment and Qualification of Directors) Rules, 2015 read with Schedule IV of the Companies Act, 2013 and the provisions of the SEBI (LODR) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), **Dr. Tulsi Jayakumar** (DIN 09562207), who was appointed by the Board as an Additional Director under the category of Independent Director w.e.f. 1<sup>st</sup> April, 2024, in terms of Section 161 of the Companies Act, 2013 and Article of Association of the Company and a declaration has been received from her confirming that she meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015, be and is hereby appointed as an Independent Director of the Company to hold office for a first term of 3 (Three) Consecutive Years w.e.f. 1<sup>st</sup> April, 2024 till 31<sup>st</sup> March, 2027 and her office shall not be liable to retire by rotation.”

The Results of the Voting were as under:

Resolution required: (Ordinary/ Special)			<i>Special</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	33410469	33408469	99.9940	33408469	0	100.0000	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>		<b>33410469</b>	<b>33408469</b>	<b>99.9940</b>	<b>33408469</b>	<b>0</b>	<b>100.0000</b>
Public Institutions	E-Voting	1600	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>		<b>1600</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public Non Institutions	E-Voting	16691451	29410	0.1762	29340	70	99.7620	0.2380
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>		<b>16691451</b>	<b>29410</b>	<b>0.1762</b>	<b>29340</b>	<b>70</b>	<b>99.7620</b>
<b>Total</b>		<b>50103520</b>	<b>33437879</b>	<b>66.7376</b>	<b>33437809</b>	<b>70</b>	<b>99.9998</b>	<b>0.0002</b>

On the basis of the above-mentioned voting results the Chairman declared that Resolution No. 7 was passed by **REQUISITE MAJORITY AS A SPECIAL RESOLUTION.**

**ITEM NO. 8: SPECIAL RESOLUTION:- APPOINTMENT OF MR. ASHUTOSH KHAJURIA (DIN: 05154975) AS AN INDEPENDENT DIRECTOR.**

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2015 read with Schedule IV of the Companies Act, 2013 and the provisions of the SEBI (LODR) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), **Mr. Ashutosh Khajuria** (DIN: 05154975), who was appointed by the Board as an Additional Director under the category of Independent Director w.e.f. 3<sup>rd</sup> May, 2024, in terms of Section 161 of the Companies Act, 2013 and Article of Association of the Company and a declaration has been received from him confirming that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015, be and is hereby appointed as an Independent Director of the Company to hold office for a first term of 5 (Five) Consecutive Years w.e.f. 3<sup>rd</sup> May, 2024 till 2<sup>nd</sup> May, 2029 and his office shall not be liable to retire by rotation.”

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The Results of the Voting were as under:

Resolution required: (Ordinary/ Special)			<i>Special</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	33410469	33408469	99.9940	33408469	0	100.0000	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>		<b>33410469</b>	<b>33408469</b>	<b>99.9940</b>	<b>33408469</b>	<b>0</b>	<b>100.0000</b>
Public Institutions	E-Voting	1600	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>		<b>1600</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public Non Institutions	E-Voting	16691451	29410	0.1762	29340	70	99.7620	0.2380
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>		<b>16691451</b>	<b>29410</b>	<b>0.1762</b>	<b>29340</b>	<b>70</b>	<b>99.7620</b>
<b>Total</b>		<b>50103520</b>	<b>33437879</b>	<b>66.7376</b>	<b>33437809</b>	<b>70</b>	<b>99.9998</b>	<b>0.0002</b>


On the basis of the above-mentioned voting results the Chairman declared that Resolution No. 8 was passed by **REQUISITE MAJORITY AS A SPECIAL RESOLUTION.**

**VOTE OF THANKS:**

Being no other business, the Chairman thanks to all the members and Board members and invites for participating in the meeting and declared that the meeting is concluded.

Place: Indore

Date: 08/07/2024

  
**Shiv Singh Mehta**  
 Chairman of the 28<sup>th</sup> Annual General Meeting  
 DIN:00023523

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