



# KRITI INDUSTRIES (INDIA) LIMITED

BRILLIANT SAPPHIRE, 801-804, 8th FLOOR, PLOT NO. 10, SCHEME 78-II, VIJAY NAGAR,  
INDORE - 452 010 (M.P.) INDIA. PHONE No.: (+91-731) 2719100.  
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CIN : L25206MP1990PLC005732

KIIL/SE/2019-20

02<sup>nd</sup> September, 2019

Online filing at [www.listing.bseindia.com](http://www.listing.bseindia.com)

To,  
The General Manager  
DCS-CRD  
BSE Ltd.  
Phiroze Jeejeebhoy Towers  
Dalal Street, Fort  
MUMBAI - 400001

**BSE CODE: 526423**

**Sub: Submission of the Minutes of the 29<sup>th</sup> Annual General Meeting held on 14<sup>th</sup> August, 2019.**


Dear Sir,

With reference to the Regulation 30 read with Schedule III of SEBI (LODR) Regulation, 2015, we hereby submit the detailed Proceedings/Minutes of the 29<sup>th</sup> Annual General Meeting held on Wednesday, 14<sup>th</sup> August, 2019 at 4:00 P.M. at Corporate Office of the Company situated at Brilliant Sapphire, 801-804, 8<sup>th</sup> Floor, Plot No.10, Sch.78-II, Vijay Nagar, Indore (M.P.).

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

Thanking You,  
Yours Faithfully,

For, kriti Industries (India) Ltd.

  
Kamal Kanodia  
Chief Financial Officer



Encl.: a/a

**MINUTES OF THE 29<sup>TH</sup> ANNUAL GENERAL MEETING OF KRITI INDUSTRIES (INDIA) LIMITED HELD ON WEDNESDAY, 14<sup>TH</sup> AUGUST, 2019 AT 4:00 P.M. AT 8<sup>TH</sup> FLOOR, BRILLIANT SAPPHIRE, PLOT NO.10, SCHEME NO.78, PART II, INDORE (M.P.) AND CONCLUDED AT 4.45 P.M.**

**Present:**

Mr. Shiv Singh Mehta	Chairman & Managing Director
Mrs. Purnima Mehta	Whole-Time Director
Mr. Saurabh Singh Mehta	Director
Mr. Manoj Fadnis	Independent Director
Mr. Chandrasekhran Bhaskar	Independent Director

**Officers for Assistance:**

Mr. Kamal Kanodia	- Chief Financial Officer
Ms. Preeti Sharma	- Company Secretary & Compliance Officer

**Special Invitees**

Mr. Rakesh Gupta	- Statutory Auditor (M/s. Rakesh Kumar & Associates)
Mr. Ishan Jain	- Scrutinizer (M/s. Ishan Jain & Co.)

**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 Cutoff date was 6073 Members who were entitled to attend and vote at the 29<sup>th</sup> AGM, out of them total 41 Members were present in person as per the attendance Register and minimum 30 members were required to constitute the valid quorum for the 29<sup>th</sup> AGM.

**LEAVE OF ABSENCE:**

No leave of absence was granted for attending the 29<sup>th</sup> Annual General Meeting except to the Shri Rakesh Kalra, Independent Director of the company on their request being made to the Board of Directors

**CHAIRMAN OF THE MEETING:**

Mr. Shiv Singh Mehta being the Chairman of the Board occupied the chair. The Chairman declared that the requisite quorum pursuant to Section 130 of the Companies Act, 2013 was present and called the Meeting to order. Chairman extended a warm welcome to all the Members, Scrutinizer, and Special Invitees present at the 29<sup>th</sup> Annual General Meeting of the Company.

The Chairman informed the members that all Register including the Register of Directors and Key Managerial Personnel and their shareholding with other statutory registers were maintained under the Companies Act, 2013 and kept open for inspection of the members at this meeting.

The Chairman with the consent of members present at the meeting took the Notice convening the 29<sup>th</sup> Annual General Meeting along with explanatory Statement, together with Audited Financial Statements for the financial year 2018-19 and the Reports of Directors and Auditors as read

CHAIRMAN'S INITIALS	
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**PROCEDURE FOR THE 29<sup>th</sup> ANNUAL GENERAL MEETING****CHAIRMAN'S STATEMENT**

The Chairman then read out his statement addressed to the members. In his address, the Chairman briefed the members about the performance of the Company, changing economy, industrial scenario, sector specific issues, for the fiscal year 2018-19.

The Chairman further informed that the Chairman of the Audit Committee is available, he will reply for the matters relating to the Accounts of the Company. The Chairman informed the members that electronic copies of the Annual Report for the financial year 2018-19 have been sent to all the members whose Email Ids were registered with the Company or Depository Participant(s). Physical copies of same have been sent to all other members at their registered address in permitted mode; as per records made available by NSDL, CDSL and Registrar & Share Transfer Agent of the Company.

The Chairman informed the members that the Notice of this Annual General Meeting is given on Page No. 26 to 35 of 29<sup>th</sup> Annual Report and with the consent of Members the Notice of AGM is hereby taken as read.

The Chairman informed the members that the Auditors Report on the Financial Statements of the Company is given by the Statutory Auditor M/s Rakesh Kumar and Associates., Chartered Accountant (FRN:002150C), Indore and do not contain any qualification or negative remarks. With the consent of Members the Independent Auditors' Report on financial statements of the Company, is taken as read.

The Chairman informed to the members that pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (LODR) Regulations, 2015, the Company had provided the remote e voting facility through the platform of CDSL to the members of the Company to vote on the resolutions in respect of the business to be transacted at the AGM. The facility to cast vote through ballot paper was also made available. The remote e voting commenced on Sunday, 11<sup>th</sup> August, 2019 at 9.00 AM and ended on Tuesday, 13<sup>th</sup> August, 2019 at 5.00 PM.

CS Ishan Jain, Practicing Company Secretary was appointed as the Scrutinizer by the Board for scrutinizing the e-voting and voting through poll.

On the instructions of the Chairman, the Company Secretary arranged for the Poll Box, which was sealed by the Scrutinizer in his presence after showing that it is empty.

The Members were then provided opportunity to cast their votes by Poll and drop their Poll Papers which were provided in the Form MGT-12 in the Poll Box and then requested them to ensure that if any member have cast their vote by Remote E-voting process, they will not be entitled to cast votes by Poll again and even if it is cast, the Vote given by e-voting shall be considered as final and the later be treated as invalid by the Scrutinizer and the vote casted by electronic mode will be prevailed.

CHAIRMAN'S INITIALS	
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The Chairman provided 15 minutes' time for polling and then the Scrutinizer ascertained that no member was left for polling; he sealed the Poll Box in presence of two witnesses who was not in employment of the company and collected the Poll Box and Attendance Sheet, etc for scrutiny of the Poll Papers.

Thereafter the Chairman informed all the members of the Company that the results of the Poll and E-Voting along with the report of the scrutinizer will be announced within 48 hours from the conclusion of the AGM and the results of the voting shall be declared by the Chairman upon receipt of the Scrutinizers Report and the same shall be placed at the Company's, BSE and CDSL Website.

**SCRUTINIERS REPORT:**

Company Secretary of the Company authorized by the Board received the Scrutinizers' Report Consolidated Report along with Form MGT-13 at the Annual General Meeting on 16<sup>th</sup> Aug.,2019.

**DECLARATION OF RESULTS FOR THE BUSINESSES PROPOSES AT THE 29<sup>TH</sup> ANNUAL GENERAL MEETING ON 14<sup>TH</sup> AUG., 2019 AFTER RECEIPT OF SCRUTINISER REPORT**

Thereafter, the Chairman declared the following results for the 29<sup>th</sup> Annual General Meeting held on 14<sup>th</sup> Aug.,2019 on Friday, the 16<sup>th</sup> Aug., 2019 and also declared that the date of the passing of the resolutions shall be considered as the date of the 29<sup>th</sup> Annual General Meeting, i.e., 14<sup>th</sup> Aug.,2019 when the Poll was taken for all the purposes.

**ORDINARY BUSINESS BY ORDINARY RESOLUTION:**

**ITEM NO. 1: ADOPTION OF THE STANDALONE & CONSOLIDATED AUDITED FINANCIAL RESULTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH 2019 AND THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON:**

"RESOLVED THAT the Audited Financial Statements (Standalone and Consolidated) for the year financial year ended 31<sup>st</sup> March, 2019 and the Reports of the Directors' and Auditor's thereon laid before this meeting be and are hereby considered and adopted.

The result of the voting is 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	32683016	32563000	99.63%	32563000	0	100%	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0

CHAIRMAN'S INITIALS



	<b>Total</b>	32683016	32683016	99.63%	32563000	0	100%	0
Public Institutions	E-Voting	1681	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>		1681	0	0	0	0	0
Public Non Institutions	E-Voting	16918823	526	0.01%	526	0	100%	0
	Poll		25315	0.15%	25315	0	100%	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>		16918823	25841	0.16%	25841	0	100%
<b>Total</b>		49603520	32588841	65.69%	32588841	0	100%	0

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

**ITEM NO. 2: DECLARATION OF DIVIDEND ON 49603520 EQUITY SHARES OF RS.1/- EACH FOR THE FINANCIAL YEAR ENDED ON 31<sup>ST</sup> MARCH, 2019:**

**"RESOLVED THAT** a dividend at the rate of Rs. 0.15/- 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, 2019 & 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. 07<sup>th</sup> August, 2019, out of the profits of the Company for the financial year ended 31<sup>st</sup> March, 2019."

The result of the voting is 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	32683016	32563000	99.63%	32563000	0	100%	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>		32683016	32683016	99.63%	32563000	0	100%
Public Institutions	E-Voting	1681	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>		1681	0	0	0	0	0
Public Non Institutions	E-Voting	16918823	526	0.01%	526	0	100%	0
	Poll		25315	0.15%	25315	0	100%	0
	Postal Ballot		0	0	0	0	0	0

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	Total	16918823	25841	0.16%	25841	0	100%	0
<b>Total</b>		<b>49603520</b>	<b>32588841</b>	<b>65.69%</b>	<b>32588841</b>	<b>0</b>	<b>100%</b>	<b>0</b>

On the basis of the above mentioned voting results the Chairman declared the Resolution No. 2 was passed UNANIMOUSLY AS AN ORDINARY RESOLUTION.

**ITEM NO. 3. APPOINTMENT OF MR. SAURABH SINGH MEHTA (DIN: 00023591), WHO RETIRES BY ROTATION AT THIS ANNUAL GENERAL MEETING AND BEING OFFERS HIMSELF FOR RE-APPOINTMENT.**

**“RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Saurabh Singh Mehta (DIN:00023591), 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 result of the voting is 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 (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	32683016	32563000	99.63%	32563000	0	100%	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>		<b>32683016</b>	<b>32683016</b>	<b>99.63%</b>	<b>32563000</b>	<b>0</b>	<b>100%</b>
Public Institutions	E-Voting	1681	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>1681</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public Non Institutions	E-Voting	16918823	526	0.01%	126	400	23.95%	76.05%
	Poll		25315	0.15%	25315	0	100%	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>		<b>16918823</b>	<b>25841</b>	<b>0.16%</b>	<b>25441</b>	<b>400</b>	<b>-</b>
<b>Total</b>		<b>49603520</b>	<b>32588841</b>	<b>65.69%</b>	<b>32588441</b>	<b>400</b>	<b>-</b>	<b>0</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.

**SPECIAL BUSINESS BY SPECIAL RESOLUTION :**

**ITEM NO. 4. APPROVAL FOR REVISION IN THE REMUNERATION OF SHRI SHIV SINGH MEHTA (DIN: 00023523) THE CHAIRMAN & MANAGING DIRECTOR OF THE COMPANY**

**RESOLVED THAT** in pursuant to the Articles of Association of the Company and in accordance with the provisions of section 196-197 and 203 read with the Schedule V of the Companies Act, 2013 and other applicable provisions, if any,

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of the Companies Act, 2013 as amended from time to time or any re-enactment thereof and upon the recommendation/approval of the Nomination and Remuneration Committee and the Board of Directors, Company do hereby approves the revision in the remuneration payable Shri Shiv Singh Mehta (DIN:00023523) the Chairman & Managing Director of the Company (Who is also the Chairman and Managing Director of Kriti Nutrients Ltd.) who was re-appointed at the Annual General Meeting held on 11<sup>th</sup> August, 2016 for a term of 5 years with effect from 1<sup>st</sup> Oct., 2016 to 30<sup>th</sup> Sept., 2021 for the remaining part of his tenure from 1<sup>st</sup> April, 2019 to 30<sup>th</sup> Sept., 2021 as under;

1. Salary: Upto Rs. 5.00 Lakhs Per Month
2. Perquisite: Upto Rs. 0.50 Lakhs Per Month
3. Incentive/Commission

The aforesaid salary, perks and incentives/ commission shall be subject to the maximum amount of 5% of the net profits of the Company in the financial year as determined under section 197 and 198 of the Companies Act, 2013 Shri Shiv Singh Mehta shall have the option from which company Kriti Industries (India) Ltd and/or Kriti Nutrients Ltd. he wants to take the amount of incentive /commission as recommended by Nomination & Remuneration Committee and approval by the Board , which shall be paid at the end of the financial year.

**RESOLVED FURTHER** that Shri Shiv Singh Mehta shall also be eligible to the following perquisites which shall not be included in the computation of the ceiling on minimum remuneration specified here-in-above in accordance with the provisions of Schedule V to the Companies Act, 2013 as amended from time to time or any re-enactment thereof, if the Company has no profits or its profits are inadequate:

- a) contribution to provident, superannuation or annuity fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961;
- b) gratuity payable at a rate not exceeding half a month's salary for each completed year of service; and
- c) encashment of un-availed leave at the end of the tenure.

**FURTHER RESOLVED THAT** the aforesaid Salary, perquisites, incentives/Commission and other benefits/ allowances (as per the rules of the Company) as may be decided by the Committee from time to time subject to further approval of the Board of Directors from time to time subject in aggregate to the minimum remuneration as provided in the Schedule V or the maximum of 5% of the net profits of the Company calculated in accordance with the provisions of Section 197 of the Companies Act, 2013 whichever may be higher

**FURTHER RESOLVED THAT** Shri Shiv Singh Mehta and/or the Company may decide the remuneration to be paid to him from the Company or the other Company Kriti Nutrients Ltd., in which he is also a Chairman and Managing Director subject to the maximum sanctioned limit in any of the Company Kriti Industries (India) Ltd. or Kriti Nutrients Ltd.

**FURTHER RESOLVED THAT** The Company Secretary and/or CFO or the Chairman and Managing Director be and is hereby authorized to do all such acts, matters, deeds and things to implement the aforesaid Resolution for and on behalf of the Company.

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The result of the voting is 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 (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	32683016	32563000	99.63%	32563000	0	100%	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>		<b>32683016</b>	<b>32683016</b>	<b>99.63%</b>	<b>32563000</b>	<b>0</b>	<b>100%</b>
Public Institutions	E-Voting	1681	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>1681</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public Non Institutions	E-Voting	16918823	526	0.01%	126	400	23.95%	76.05%
	Poll		25315	0.15%	25315	0	100%	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>		<b>16918823</b>	<b>25841</b>	<b>0.16%</b>	<b>25441</b>	<b>400</b>	<b>-</b>
<b>Total</b>		<b>49603520</b>	<b>32588841</b>	<b>65.69%</b>	<b>32588441</b>	<b>400</b>	<b>-</b>	<b>0</b>

On the basis of the above-mentioned voting results the Chairman declared that Resolution No. 4 was passed BY REQUISITE MAJORITY AS A SPECIAL RESOLUTION.

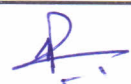
**ITEM NO. 5. REAPPOINTMENT OF MRS. PURNIMA MEHTA (DIN: 00023632) AS THE WHOLE-TIME DIRECTOR OF THE COMPANY FOR A PERIOD OF 3 YEARS W.E.F. 1<sup>ST</sup> JULY, 2019.**

“RESOLVED THAT in pursuant to the Articles of Association of the Company and in accordance with the provisions of section 196-197 and 203 read with the Schedule V of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time or any re-enactment thereof and upon the recommendation/approval of the Nomination and Remuneration Committee and the Board of Directors, the company hereby approves the re-appointment and the remuneration payable to Mrs. Purnima Mehta (DIN:00023632) as the Whole-time Director of the Company for a term of 3 years with effect from 1st July, 2019 to 30th June, 2022 on the following remuneration;

1. Salary: Upto Rs. 4.00 Lakhs Per Month
2. Perquisite: Upto Rs. 0.50 Lakhs Per Month
3. Incentive/Commission

The aforesaid salary, perks and incentive/commission shall be subject to the maximum amount of 5% of the net profits of the Company in the financial year as determined under section 197 and 198 of the Companies Act, 2013, which shall be paid at the end of the financial year.

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**RESOLVED FURTHER** that Mrs. Purnima Mehta shall also be eligible to the following perquisites which shall not be included in the computation of the ceiling on minimum remuneration specified here-in-above in accordance with the provisions of Schedule V to the Companies Act, 2013 as amended from time to time or any re-enactment thereof, if the Company has no profits or its profits are inadequate:

- contribution to provident, superannuation or annuity fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961;
- gratuity payable at a rate not exceeding half a month's salary for each completed year of service; and
- encashment of un-availed leave at the end of the tenure.

**RESOLVED FURTHER THAT** the aforesaid Salary, perquisites, incentives/commission and other benefits/ allowances (as per the rules of the Company) as may be decided by the Committee from time to time subject to further approval of the Board of Directors from time to time subject in aggregate to the minimum remuneration as provided in the Schedule V or the maximum of 5% of the net profits of the Company calculated in accordance with the provisions of Section 197 of the Companies Act, 2013 whichever may be higher.

**FURTHER RESOLVED THAT** The Company Secretary and/or CFO or the Chairman and Managing Director be and is hereby authorized to do all such acts, matters, deeds and things to implement the aforesaid resolution for and on behalf of the Board of the Company.

The result of the voting is 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 (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	32683016	32563000	99.63%	32563000	0	100%	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>		32683016	32683016	99.63%	32563000	0	100%
Public Institutions	E-Voting	1681	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>		1681	0	0	0	0	0
Public Non Institutions	E-Voting	16918823	526	0.01%	526	0	100%	0
	Poll		25315	0.15%	25315	0	100%	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>		16918823	25841	0.16%	25841	0	100%
<b>Total</b>		49603520	32588841	65.69%	32588841	0	100%	0

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**On the basis of the above mentioned voting results the Chairman declared that Resolution No. 5 was passed UNANIMOUSLY AS A SPECIAL RESOLUTION.**

**ITEM NO. 6. RE-APPOINTMENT OF CA MANOJ FADNIS (DIN: 01087055) AS AN INDEPENDENT DIRECTOR FOR A SECOND TERM OF 5 (FIVE) CONSECUTIVE YEARS W.E.F. 1<sup>ST</sup> APRIL, 2019.**

“RESOLVED THAT pursuant to the provisions of sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the SEBI (LODR) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), CA Manoj Fadnis (DIN: 01087055), who was appointed as an Independent Director upto the 1st term of 5 years ended on 31st March, 2019 and being eligible, and has submitted a declaration for his independence and upon recommendation of the Nomination and Remuneration Committee and the Board of directors, CA Manoj Fadnis (DIN: 01087055) be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years, w.e.f. 1st April, 2019 to 31st March, 2024.”

The result of the voting is 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	32683016	32563000	99.63%	32563000	0	100%	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>		32683016	32683016	99.63%	32563000	0	100%
Public Institutions	E-Voting	1681	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>		1681	0	0	0	0	0
Public Non Institutions	E-Voting	16918823	526	0.01%	126	400	23.95%	76.05%
	Poll		25315	0.15%	25315	0	100%	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>		16918823	25841	0.16%	25441	400	-
<b>Total</b>		49603520	32588841	65.69%	32588441	400	-	0

**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: RE-APPOINTMENT OF SHRI RAKESH KALRA (DIN: 00780354) AS AN INDEPENDENT DIRECTOR FOR A SECOND TERM OF 5 (FIVE) CONSECUTIVE YEARS W.E.F. 1<sup>ST</sup> APRIL, 2019**

CHAIRMAN'S  
INITIALS



“RESOLVED THAT pursuant to the provisions of sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the SEBI (LODR) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Shri Rakesh Kalra (DIN: 00780354), who was appointed as an Independent Director upto the 1st term of 5 years ended on 31st March, 2019 and is eligible, and has submitted a declaration for his independence and upon recommendation of the Nomination and Remuneration Committee and the Board of directors, Shri Rakesh Kalra (DIN: 00780354) be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years, w.e.f. 01st April, 2019 to 31st March, 2024.”

The result of the voting is 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 (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	32683016	32563000	99.63%	32563000	0	100%	0	
	Poll		0	0	0	0	0	0	
	Postal Ballot		0	0	0	0	0	0	
	<b>Total</b>		<b>32683016</b>	<b>32683016</b>	<b>99.63%</b>	<b>32563000</b>	<b>0</b>	<b>100%</b>	<b>0</b>
Public Institutions	E-Voting	1681	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>1681</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public Non Institutions	E-Voting	16918823	526	0.01%	126	400	23.95%	76.05%	
	Poll		25315	0.15%	25315	0	100%	0	
	Postal Ballot		0	0	0	0	0	0	
	<b>Total</b>		<b>16918823</b>	<b>25841</b>	<b>0.16%</b>	<b>25441</b>	<b>400</b>	<b>-</b>	<b>0</b>
<b>Total</b>		<b>49603520</b>	<b>32588841</b>	<b>65.69%</b>	<b>32588441</b>	<b>400</b>	<b>-</b>	<b>0</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.

**SPECIAL BUSINESS BY ORDINARY RESOLUTION**

**ITEM NO. 8: RATIFY THE REMUNERATION OF M/S S.P.S. DANGI, COST ACCOUNTANT FOR THE YEAR ENDED ON 31STMARCH, 2020.**

“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.30,000/-, plus applicable taxes and reimbursement of out of pocket expenses at actuals to Mr. S.P.S Dangi, Cost Accountant, Indore (Registration No. 100004) appointed by the Board of Directors of Company on the recommendation of the Audit

CHAIRMAN'S  
INITIALS



Committee of the Board, as Cost Auditors to conduct the audit of the cost records of the Company for the Financial Year ending 31<sup>st</sup> March, 2020.”

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

The result of the voting is as under:

Resolution required: (Ordinary/ Special)			<b>Ordinary</b>					
Whether promoter/ promoter group are interested in the agenda/resolution?			<b>No</b>					
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	32683016	32563000	99.63%	32563000	0	100%	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>		<b>32683016</b>	<b>32683016</b>	<b>99.63%</b>	<b>32563000</b>	<b>0</b>	<b>100%</b>
Public Institutions	E-Voting	1681	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>1681</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public Non Institutions	E-Voting	16918823	526	0.01%	526	0	100%	0
	Poll		25315	0.15%	25315	0	100%	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>		<b>16918823</b>	<b>25841</b>	<b>0.16%</b>	<b>25841</b>	<b>0</b>	<b>100%</b>
<b>Total</b>		<b>49603520</b>	<b>32588841</b>	<b>65.69%</b>	<b>32588841</b>	<b>0</b>	<b>100%</b>	<b>0</b>

**On the basis of the above mentioned voting results the Chairman declared that Resolution No. 8 was passed UNANIMOUSLY AS AN ORDINARY RESOLUTION.**

**VOTE OF THANKS:**

There being no other business to be transacted, the Chairman concluded the meeting at 4:45 P.M. by thanking the members for their presence and participation.

**PLACE: INDORE**  
**DATE: 2/09/2019**

  
**SHIV SINGH MEHTA**  
**CHAIRMAN & MANAGING DIRECTOR**  
**DIN: 00023523**

The aforesaid Minutes were recorded in the Minute Book of the Members General Meeting with the Authority of the Chairman on 2/09/2019

**PLACE: INDORE**  
**DATE: 2/09/2019**

  
**SHIV SINGH MEHTA**  
**CHAIRMAN & MANAGING DIRECTOR**  
**DIN: 00023523**

CHAIRMAN'S INITIALS	
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