

20th August, 2021

To, Manager Dept. of Corporate Services Bombay Stock Exchange Limited Phiroze Jeejeebhoy Tower, Dalal Street, Mumbai - 400 001 Fax : 022- 22723121/2037/2039/2041 corp.relations@bseindia.com Scrip Code : 532906	To, Manager Dept. of Corporate Services The National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex, Bandra, Mumbai - 400 051 Fax: 022-26598237/38, 26598347/48 cmlist@nse.co.in Scrip Code : MAANALU
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SUB: MINUTES OF THE EIGHTEENTH ANNUAL GENERAL MEETING OF MEMBERS OF MAAN ALUMINIUM LIMITED HELD ON FRIDAY, THE 23RD DAY OF JULY, 2021 THROUGH VIDEO CONFERENCING (VC)/ OTHER AUDIO VISUAL MEANS (OAVM)

Dear Sir,

We are pleased to enclose herewith copy of the Minutes of the proceedings of the 18th Annual General Meeting held on 23rd Day of July, 2021 through video conferencing.

This is for your information and records.

Thanking you
Yours Faithfully

For Maan Aluminium Limited


Sandeep
(Company Secretary &
Compliance Officer)

Encl: As Above

MINUTE BOOK

MINUTES OF THE EIGHTEENTH ANNUAL GENERAL MEETING OF MEMBERS OF MAAN ALUMINIUM LIMITED HELD ON FRIDAY, THE 23RD DAY OF JULY, 2021 THROUGH VIDEO CONFERENCING (VC)/ OTHER AUDIO VISUAL MEANS (OAVM) COMMENCED AT 1.00 PM AND CONCLUDED AT 01:50 P.M.

Present through Video Conferencing (VC)/ Other Audio Visual Means (OAVM):

Members of the Board of Directors:

- | | |
|-----------------------------|--------------------------------|
| 1. Mr. Ravinder Nath Jain | - Chairman & Managing Director |
| 2. Ms. Priti Jain | - Executive Director |
| 3. Mr. Ashish Jain | - Executive Director |
| 4. Mr. Viksit Chadha | - Executive Director and CEO |
| 5. Mr. Rajesh Jain | - Independent Director |
| 6. Mr. Amit Jain | - Independent Director |
| 7. Mr. Rajpal Jain | - Independent Director |
| 8. Mr. Ashok Jain | - Independent Director |
| 9. Mr. Suresh Chandra Malik | - Independent Director |

In Attendance

- | | |
|--|--|
| 1. Sandeep Kumar Agarwal | - CFO & Compliance Officer |
| 2. Mr. Kunji Lal Kushwah
Chartered Accountant | - Partner of M/s. M A K and Associates,
(Statutory Auditor) |

Attendance of Committee Chairman

- | | |
|--|-------------------|
| 1. Audit Committee | - Mr. Rajesh Jain |
| 2. Remuneration and Nomination Committee | - Mr. Rajesh Jain |
| 3. Stakeholders Relationship Committee | - Mr. Rajesh Jain |

Members Attendance

In aggregate 64 members joined the meeting through video conferencing having 42,96,249 Equity shares.

Chairman

Mr. Ravinder Nath Jain, Chairman & Managing Director, occupied the Chair and presided over the meeting.

Records Available For Inspection

The following Documents and Registers were placed on the website of the Company at www.maanaluminium.com

1. Notice convening 18th AGM of the Company.
2. Directors' Report for the Financial Year ended March 31, 2021.
3. Audited Accounts and Auditors' Report for the financial year ended March 31, 2021.
4. Registers of Director's and Key Managerial Personnel and their Shareholding (remained open for inspection during the Meeting).
5. The Register of Contracts or Arrangements in which the Directors were interested (remained open for inspection during the meeting).
6. Memorandum and Articles of Association of the Company


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Proceedings:

1. At 1.00 P.M., the Compliance Officer and CFO extended warm greetings to the Shareholders, Directors and Statutory Auditors of the Company. Mr. Ravinder Nath Jain chaired the meeting through video conference.
2. The Compliance Officer and CFO introduced the dignitaries on the Panel and declared that the requisite quorum for the meeting was present as per Section 103 of the Companies Act, 2013.
3. Thereafter the Executive Director, Mr. Ashish Jain shared with the member the operational performance of the company during Financial Year 2020-2021 and also shared with the member the significant events took place during the course of the last year.
4. Mr. Viksit Chadha, Chief Executive Officer also discussed the financial positions of the Company.
5. The Company had taken requisite steps to enable Members to participate and vote on the items specified in the Notice of the Annual General Meeting. Since the AGM was held through VC pursuant to the applicable circulars of Ministry of Corporate Affairs and SEBI Listing Regulations, physical attendance of the members had been dispensed off. Accordingly the facility for appointment of proxy was also not available for that meeting.
6. Thereafter, with the permission of the shareholders present, the Notice convening the meeting and the Annual Accounts & Directors Report for the Financial Year 2020-2021 was taken as read by the Compliance Officer and CFO.
7. There being no qualification, observation or comments on Financial transaction or matters which have any adverse effect on the functioning of the Company, mentioned in the Auditors Report, the Auditors' Report was also taken as read.
8. It is further informed by the Company Secretary that in compliance with the Rules of E- voting framed under Section 108 of the Companies Act 2013 and the circulars of MCA, the voting at the AGM will also be conducted by the same e-voting of Link Intime India Pvt. Ltd. InstaMEET, which was used during remote e-voting.
9. It is further informed by the Company Secretary that in compliance with the Rules of E- voting framed under Section 108 of the Companies Act 2013 and the circulars of MCA, the voting at the AGM will also be conducted by the same e-voting of Link Intime India Pvt. Ltd. InstaMEET, which was used during remote e-voting.
10. He also further informed the Members that the Company had provided remote e-voting facility to the Members to exercise their right to vote on the business items transacted at the AGM, by electronic means, between July 20, 2021 to July 22, 2021 as stated in the Notice of AGM.
11. He further informed the Members that those who had not voted through remote e-voting and who participated the AGM could vote at AGM.
12. The Compliance Officer and CFO thereafter informed that M/s. A Abhinav & Associates, Companies Secretaries have been appointed as the scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
13. The Chairman thereafter authorized Mr. Sandeep Agarwal, Compliance Officer and CFO to conduct e-voting on the following items of business as set out in the Notice convening the 18th Annual General Meeting.

The Meeting then proceeded with the following Ordinary Business and Special Business as set out in the Notice sent to individual members at their respective email address registered with the Company.

Item No. 1: To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2021, Statement of Profit & Loss Account and Cash Flow Statement for the year ended on that date and the Reports of the Board of Directors and the Auditors thereon :

Results of Remote E-Voting

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	No. of votes - in favour	No. of votes - against	% of votes 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
Promoter and Promoter Group	E-Voting	4415700	3739638	84.6896	3739638	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	4415700	3739638	84.6896	3739638	0	100.0000	0.0000
Public - Institutions	E-Voting	198	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	198	0	0.0000	0	0	0.0000	0.0000
Public - Non Institutions	E-Voting	2344710	189452	8.0800	189434	18	99.9905	0.0095
	Poll		52	0.0022	52	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	2344710	189504	8.0822	189486	18	99.9905	0.0095
Total		6760608	3929142	58.1182	3929124	18	99.9995	0.0005
Whether resolution is Pass or Not.							Yes	

Item No. 2: To confirm the payment of interim dividend of Rs. 1 per equity share of face value of Rs. 10 each already paid as final dividend for the financial year ended 31 March 2021.

“RESOLVED THAT the member hereby confirmed the payment of interim dividend of Rs. 1/- per share (i.e. 10%) on the fully paid up for the Financial year 2019-2020 and the member has considered it as final dividend.”

Results of Remote E-Voting

Resolution required: (Ordinary / Special)		Ordinary	
Whether promoter/promoter group are interested in the agenda/resolution?		No	

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Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes - in favour	No. of votes - against	% of votes 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
Promoter and Promoter Group	E-Voting	4415700	3739638	84.6896	3739638	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	4415700	3739638	84.6896	3739638	0	100.0000	0.0000
Public - Institutions	E-Voting	198	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	198	0	0.0000	0	0	0.0000	0.0000
Public - Non Institutions	E-Voting	2344710	189452	8.0800	189434	18	99.9905	0.0095
	Poll		52	0.0022	52	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	2344710	189504	8.0822	189486	18	99.9905	0.0095
Total		6760608	3929142	58.1182	3929124	18	99.9995	0.0005
Whether resolution is Pass or Not.							Yes	

Item No.: 3: To appoint a director in place of Mr. Ashish Jain (DIN No. 06942547) who retires from the office by rotation and being eligible, offers himself for re-appointment.

"RESOLVED THAT Mr. Ashish Jain (DIN No. 06942547) who retires by rotation from the Board of Directors pursuant to the provisions of Section 152 of the Companies Act, 2013 and as per the Company's Articles of Association be and is hereby re-appointed as the Director of the Company."

Results of Remote E-Voting

Resolution required: (Ordinary/ Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding	No. of votes - in	No. of votes - agai	% of votes in favour on votes	% of Votes against on votes

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Promoter and Promoter Group	E-Voting	4415 700	3739 638	84.6896	3739 638	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		4415 700	3739 638	84.6896	3739 638	0	100.0000
Public - Institutions	E-Voting	198	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		198	0	0.0000	0	0	0.0000
Public - Non Institutions	E-Voting	2344 710	1894 52	8.0800	1894 29	23	99.9879	0.0121
	Poll		52	0.0022	52	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		2344 710	1895 04	8.0822	1894 81	23	99.9879
Total		6760 608	3929 142	58.1182	3929 119	23	99.9994	0.0006
Whether resolution is Pass or Not.							Yes	

Item No. 4: To fix remuneration of M/s Vivek Bothra, Cost Accountant (Membership No. 16308) the Cost Auditor of the Company and in this regard to consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, including any statutory modification(s) or re-enactment thereof for the time being in force, M/s Vivek Bothra, Cost Accountant (Membership No. 16308), appointed as Cost Auditors, by the Board of Directors of the Company, to conduct the audit of the cost accounting records of the “Aluminium” manufactured by the Company for the financial year ending March 31, 2022, consent of the members of the Company be and is hereby accorded for payment of remuneration amounting to Rs. 85,000/- (Rupees Eighty Five thousand only) excluding service tax and out of pocket expenses, if any;

FURTHER RESOLVED THAT any Director or Key Managerial Personnel of the Company be and is hereby severally authorized to settle any question, difficulty, doubt that may arise in respect of the matter aforesaid and further to do all such acts, deeds, matters and things as may be necessary, proper, desirable or expedient to give effect to this resolution.”

Results of Remote E-Voting

Resolution required: (Ordinary/ Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Cate	No. of	No. of	% of	No. of	No. of	% of	% of	% of
g	votes	votes	votes	votes	votes	votes	votes	votes

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		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	4415 700	3739 638	84.6896	3739 638	0	100.0000	0.0000
	Poll Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	4415 700	3739 638	84.6896	3739 638	0	100.0000	0.0000
Public - Institutions	E-Voting	198	0	0.0000	0	0	0	0
	Poll Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		198	0	0.0000	0	0	0.0000
Public - Non Institutions	E-Voting	2344 710	1894 52	8.0800	1894 29	23	99.9879	0.0121
	Poll Postal Ballot (if applicable)		52	0.0022	52	0	100.0000	0.0000
	Total		2344 710	1895 04	8.0822	1894 81	23	99.9879
Total		6760 608	3929 142	58.1182	3929 119	23	99.9994	0.0006
Whether resolution is Pass or Not.							Yes	

Item No. 5: To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution for Re-Appointment of Mr. Rajpal Jain (DIN No. 01040641), Non-Executive Independent Director as an Independent Director :

“RESOLVED AS A SPECIAL RESOLUTION THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (hereinafter referred to as “the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or enactment(s) thereof for the time being in force), and pursuant to Regulation 16(1)(b) and other applicable provisions, if any, of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (herein after called “the Listing Regulations”) and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, Mr. Rajpal Jain (DIN No. 01040641), who holds office of Independent Director up to March 31, 2022 and who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act, from a Member, signifying his intention to propose Mr. Rajpal Jain’s candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years commencing from April 01, 2022 to March 31, 2027.

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matters and things as may be necessary, proper, desirable or expedient to give effect to this resolution."

Results of Remote E-Voting

Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes - in favour	No. of votes - against	% of votes 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
Promoter and Promoter Group	E-Voting	4415700	3739638	84.6896	3739638	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	4415700	3739638	84.6896	3739638	0	100.0000	0.0000
Public - Institutions	E-Voting	198	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	198	0	0.0000	0	0	0.0000	0.0000
Public - Non Institutions	E-Voting	2344710	189452	8.0800	189434	18	99.9905	0.0095
	Poll		52	0.0022	52	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	2344710	189504	8.0822	189486	18	99.9905	0.0095
Total		6760608	3929142	58.1182	3929124	18	99.9995	0.0005
Whether resolution is Pass or Not.							Yes	

Item No. 6: To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution for reappointment of Mr. Ashish Jain (DIN: 06942547), Whole time Executive Director for the period from April 1, 2021 to March 31, 2024 :

"RESOLVED AS A SPECIAL RESOLUTION THAT pursuant to recommendation of the Board, Nomination and Compensation Committee, and approval of the Board and subject to the provisions of Sections 196, 197, 198 and 203 and other applicable provisions, if any of the Companies Act, 2013 ("Act") (including Schedule V of the Act) read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) ...)

Ashish Jain

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members of the Company be and is hereby accorded to the re-appointment of Mr. Ashish Jain, as Executive Director of the Company for the period from April 1, 2021 to March 31, 2024 on the payment of salary, commission and perquisites (hereinafter referred to as "remuneration"), upon the terms and conditions as detailed in the explanatory statement attached hereto, which is hereby approved and sanctioned with authority to the Board of Directors to alter and vary the terms and conditions of the said re-appointment and / or agreement in such manner as may be agreed to between the Board of Directors and Mr. Ashish Jain.

RESOLVED FURTHER THAT where in any financial year the Company has no profits or its profits are inadequate, the Company do pay to Mr. Ashish Jain (DIN: 06942547), remuneration as specified above by way of salary, perquisites and other allowances not exceeding the ceiling limit specified under Section II of Part II of Schedule V to the Act (including any amendment or re-enactment thereof).

RESOLVED FURTHER THAT for the purpose of giving full effect to this resolution, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

Results of Remote E-Voting

Resolution required: (Ordinary/ Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes - in favour	No. of votes - against	% of votes 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
Promoter and Promoter Group	E-Voting	4415700	3739638	84.6896	3739638	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	4415700	3739638	84.6896	3739638	0	100.0000	0.0000
Public - Institutions	E-Voting	198	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	198	0	0.0000	0	0	0.0000	0.0000
Public	E-Voting	2344	189452	8.0800	189434	18	99.9905	0.0095
	Poll		52	0.0022	52	0	100.0000	0.0000

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Total	6760 608	3929 142	58.1182	3929 124	18	99.9995	0.0005
Whether resolution is Pass or Not.						Yes	

Item No. 07 To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution for reappointment of Ms. Priti Jain (DIN : 01007557), Whole time Executive Director for the period from April 1, 2021 to March 31, 2024

“RESOLVED AS A SPECIAL RESOLUTION THAT pursuant to recommendation of the Board, Nomination and Compensation Committee, and approval of the Board and subject to the provisions of Sections 196, 197, 198 and 203 and other applicable provisions, if any of the Companies Act, 2013 (“Act”) (including Schedule V of the Act) read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and further in terms of Regulation 17(6)(e) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Articles of Association of the Company, approval of the members of the Company be and is hereby accorded to the re-appointment of Ms. Priti Jain, as Executive Director of the Company **for the period from April 1, 2021 to March 31, 2024** on the payment of salary, commission and perquisites (hereinafter referred to as “remuneration”), upon the terms and conditions as detailed in the explanatory statement attached hereto, which is hereby approved and sanctioned with authority to the Board of Directors to alter and vary the terms and conditions of the said re-appointment and / or agreement in such manner as may be agreed to between the Board of Directors and Ms. Priti Jain.

RESOLVED FURTHER THAT where in any financial year the Company has no profits or its profits are inadequate, the Company do pay to Ms. Priti Jain (DIN : 01007557), remuneration as specified above by way of salary, perquisites and other allowances not exceeding the ceiling limit specified under Section II of Part II of Schedule V to the Act (including any amendment or re-enactment thereof).

RESOLVED FURTHER THAT for the purpose of giving full effect to this resolution, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

Results of Remote E-Voting

Resolution required: (Ordinary/ Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Cate- gory	Mode of voting	No. of shar- es held	No. of vote s poll- ed	% of Votes polled on outstand- ing	No. of vote s - in favo- ur	No. of vot- es - agai- st	% of votes in favour on votes polled	% of Votes against on votes polled

Priti Jain

CHAIRMAN'S
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Promoter and Promoter Group	E-Voting	4415 700	3739 638	84.6896	3739 638	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	4415 700	3739 638	84.6896	3739 638	0	100.0000	0.0000
Public - Institutions	E-Voting	198	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	198	0	0.0000	0	0	0.0000	0.0000
Public - Non Institutions	E-Voting	2344 710	1894 52	8.0800	1894 34	18	99.9905	0.0095
	Poll		52	0.0022	52	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	2344 710	1895 04	8.0822	1894 86	18	99.9905	0.0095
Total		6760 608	3929 142	58.1182	3929 124	18	99.9995	0.0005
Whether resolution is Pass or Not.							Yes	

Item No. 08 To consider, and if thought fit, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution for issuance of Bonus Shares :

"RESOLVED THAT, pursuant to the recommendation of the Board of Directors and in accordance with the provisions of Section 63 of the companies act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013 read with the relevant Rules thereof (including any statutory modification(s) or re-enactment (s) thereof for the time being in force) and the enabling provisions of the Memorandum and Articles of Association of the Company and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulations, 2018 (the regulations), including any amendment or modification of the Act and/or the Regulations and subject to such other necessary approvals, permissions and sanctions, as may be required and subject to such terms and modifications as may be specified while according such approvals, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company, including any committee thereof (hereinafter referred to as the Board) for capitalization of sum of Rs. 6,76,06,080/- out of the Free Reserves/ Company's Securities Premium of the Company or any other permitted reserves/ surplus of the Company for the purpose of issue of Bonus Shares of Rs. 10/- each, credited as fully paid- up to the holders of the Equity Shares of the Company, whose name appear in the Register of Members, on the 'Record Date', to be determined by Board of Directors of the Company in consultation with BSE Limited and National Stock Exchange of India Limited for this purpose, in the proportion of 1 (one) fully paid up

Equity Share of Rs. 10/- (Rupees Ten only) each, for every 1 (One) fully paid-up Equity Shares of Rs. 10/- (Rupees Ten only) as bonus equity share each held by members or allotted to such member i.e. in the ratio of 1:1 (One bonus share for every One equity share held) as on the Record Date and that the Bonus shares so distributed shall, for all purpose, be treated as an increase in the nominal amount in the Capital of the Company held by such member, and not as income."

"RESOLVED FURTHER THAT all such new equity shares issued and allotted shall in all respects rank paripassu with the existing fully paid up equity shares of the Company, with a right, to participate in dividend in full, if any, to be declared after the

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“RESOLVED FURTHER THAT fractions, if any, arising out of the issue and allotment of the Bonus equity shares shall be allotted by the Company and the Company shall not issue any certificate or coupon in respect thereof but all fractional entitlements, if any, shall be consolidated and the Bonus shares, in lieu thereof, shall be allotted by the Board to the nominee (s) to be appointed by the Board, who shall hold the same as trustee (s) for the members entitled thereto, and sell the said shares so arising at the prevailing market rate and pay to the Company the net sale proceeds thereof, after adjusting there from the cost and expenses in respect of such sale, for distribution to Members in proportion to their fractional entitlements.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to take necessary steps for listing of bonus equity shares so allotted on the Stock Exchange where the equity shares of the Company are listed as per the provisions of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 with the Stock Exchange concerned, the regulations and other applicable laws and regulations and to make necessary application to National Securities Depository Limited (NSDL) and Central Depository Services Limited (CDSL) for crediting the Bonus Shares to the individual Depository accounts of the allottees.”

“RESOLVED FURTHER THAT the allotment of the Bonus shares as aforesaid, to the extent they relate to the Non Resident Members of the Company, shall be subject to such approval, if any, of the Reserve Bank of India under the Foreign Exchange Management Act, 1999 and Regulations there under, as amended from time to time, as may be necessary.”

“RESOLVED FURTHER THAT for the purpose of giving effects to the above Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things and execute all such documents, instruments and writings as may be required and as it may in its sole and absolute discretion, deem necessary, expedient or incidental in regard to issue and allotment of Bonus Shares including but without limitation to filling of any documents with any statutory/other concerned authorities if any and to settle any question, difficulty or doubt that may arise in regard as the board in its absolute discretion may deem necessary or desirable and its decision shall be final and binding.”

Results of Remote E-Voting

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	No. of votes in favour	No. of votes against	% of votes 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
Promoter and Promoter Group	E-Voting	4415	3739	84.6896	3739	0	100.0000	0.0000
	Poll		638		638			
	Postal Ballot (if applicable)	700	0	0.0000	0	0	0	0
		4415	3739		3739			

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tions	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	198	0	0.0000	0	0	0.0000	0.0000
Public - Non Institutions	E-Voting	2344	1894		1894			
			52	8.0800	34	18	99.9905	0.0095
	Poll	710	52	0.0022	52	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
Total	2344	1895		1894				
	710	04	8.0822	86	18	99.9905	0.0095	
Total	6760	3929		3929				
	608	142	58.1182	124	18	99.9995	0.0005	
Whether resolution is Pass or Not.							Yes	

Item No. 09 To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution for appointment of Mr. Viksit Chadha (DIN : 08236797) as a Whole time Executive Director & Chief Executive Officer

“RESOLVED AS A SPECIAL RESOLUTION THAT pursuant to the provisions of Sections 149, 152, 196, 197, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Rules framed thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’) (including any statutory modification(s) or re-enactment thereof to the Act and Listing Regulations), and the laws prevailing for the time being and subject to the approval of the Central Government, if required, Mr. Viksit Chadha (DIN : 08236797), Director of the Company, who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, the consent of the member be and is hereby accorded for appointment of Mr. Viksit Chadha (DIN : 08236797) as Whole time Executive Director and CEO for the period of three years from February 25, 2021, as per the recommendation of Remuneration and nomination committee and upon the terms and conditions set out in the explanatory statement annexed to this Notice.

RESOLVED FURTHER THAT where in any financial year the Company has no profits or its profits are inadequate, the Company do pay to Mr. Viksit Chadha (DIN 08236797), remuneration as specified above by way of salary, perquisites and other allowances not exceeding the ceiling limit specified under Section II of Part II of Schedule V to the Act (including any amendment or re-enactment thereof).

RESOLVED FURTHER THAT for the purpose of giving full effect to this resolution, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

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Results of Remote E-Voting

Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes - in favour	No. of votes - against	% of votes 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
Promoter and Promoter Group	E-Voting	4415	3739	84.6896	3739	0	100.0000	0.0000
	Poll		638		638			
	Postal Ballot (if applicable)	700	0	0.0000	0	0	0	0
	Total	4415	3739	84.6896	3739	0	100.0000	0.0000
Public - Institutions	E-Voting	198	0	0.0000	0	0	0	0
	Poll		0		0			
	Postal Ballot (if applicable)		0		0			
	Total	198	0	0.0000	0	0	0.0000	0.0000
Public - Non Institutions	E-Voting	2344	1894	8.0800	1894	18	99.9905	0.0095
	Poll		52		34			
	Postal Ballot (if applicable)	710	52	0.0022	52	0	100.0000	0.0000
	Total	2344	1895	8.0822	1894	18	99.9905	0.0095
Total		6760	3929		3929			
		608	142	58.1182	124	18	99.9995	0.0005
Whether resolution is Pass or Not.							Yes	

The Chairman thereafter invited queries from the members on the Accounts and working of the Company and on the resolution contained in the Notice of the Meeting.

Thereafter it was informed that on submission of the report by the scrutinizer, the result of voting at the meeting and e-voting shall be declared. The Results along with the Scrutinizer's Report shall be placed on the Company's website, on the website of the BSE Limited as well as National Stock Exchange of India Ltd. Result will be declared within 48 Hours of the Conclusion of the meeting.

The CFO and Compliance officer thanked the Directors, Members, Auditors and others for participating in and organizing the Meeting and wished everyone the best of health and safety in the year ahead.

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