



**Dhampur Sugar Mills Limited**

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New Delhi - 110 020, India  
Tel: +91-11-3065 9400, 4161 2456  
Tele Fax: +91-11-2693 5697  
E-mail: corporateoffice@dhampur.com  
Website: www.dhampur.com

13.09.2019

To,  
Asst. Vice President  
National Stock Exchange of India Ltd.  
Exchange plaza, Bandra Kurla Complex  
Bandra (E)  
Mumbai - 400 051

Asst. General Manager  
Dept of Corp. Services,  
BSE Limited  
P.J. Towers, Dalal Street, Fort,  
Mumbai: 400001.

Dear Sir/Madam,

**Sub: Minutes of Annual General Meeting of Dhampur Sugar Mills Limited.**

Please find attached Minutes of 84<sup>th</sup> Annual General Meeting of Members of the Company held on 2<sup>nd</sup> September, 2019 at the Registered Office of the Company at Sugar Mill Compound, Dhampur, Distt. Bijnor (U.P.).

You are requested to kindly take the information on record.

Thanking you,

Yours Faithfully  
For Dhampur Sugar Mills Limited

Aparna Goel  
Company Secretary  
M.No : 22787



**MINUTES OF THE 84<sup>TH</sup> ANNUAL GENERAL MEETING OF DHAMPUR SUGAR MILLS LIMITED HELD ON MONDAY, 02<sup>ND</sup> DAY OF SEPTEMBER, 2019 AT THE REGISTERED OFFICE OF THE COMPANY AT DHAMPUR, DISTRICT - BIJNOR (U.P.) AT 2.00 P.M.**

**Present**

As per Attendance Register.

On the dais were Shri Gaurav Goel, Managing Director, Shri Mahesh Prasad Mehrotra, Independent Director and Chairman of Audit Committee, Shri Ashwani Kumar Gupta, Independent Director and Chairman of Stakeholders Relationship Committee Meeting, Shri Priya Brat, Independent Director, Shri Sandeep Kumar Sharma, Whole Time Director and Chief Operating Officer, Shri Nalin Kumar Gupta, Chief Financial Officer and Shri Saket Sharma, Secretarial Auditors and Scrutinizer.

**Welcome note by the Company Secretary:**

Ms. Aparna Goel, Company Secretary welcome the Shareholders, Directors and others present and gave brief introduction of the dignitaries on the dais.

**She explained that:**

Statutory Registers, Returns, Secretarial Audit Report etc. were available for Inspection of the Members.

Shri Vijay Kumar Goel, Chairman, could not attend the meeting since he was out of India and in his absence Shri. Gaurav Goel, Managing Director was elected as Chairman of the meeting with the consent of Shareholders.

The statutory Auditors were available during the meeting to answer shareholders queries.

**Minutes of the last Annual General Meeting:**

Minutes of the last Annual General Meeting held on 30<sup>th</sup> August, 2018 were read and confirmed.

**Chairman Address:**

After ascertaining the requisite quorum, the Chairman called the meeting to proceed and extended a warm welcome to the members present. He explained the overall scenario of sugar industry viz a viz Company's performance at macro level.

With the permission of members, the Notice of the Meeting, the Director's Report along with Annexure thereto and the Annual Accounts for the financial year ended March, 2019 were taken as read.

The Chairman stated that the Company's Chief Financial Officer, Shri Nalin K Gupta is present in the meeting and requested the Members that they can raise the queries, if any relating to Accounts of the Company. No query was raised by the members. He however explained the vital numbers viz revenue, profit etc. of the Company.

Chairman address was applauded by the Shareholders.

Ms. Aparna Goel, Company Secretary read the Auditors Report and It was further informed that the Auditors Report does not contain any qualification, observation or comment on Annual Accounts of the Company for the Financial Year ending 31<sup>st</sup> March, 2019.



A handwritten signature in blue ink, appearing to be 'A. Goel', written over a horizontal line.

It was informed that Remote E-voting facility had been provided to the members. Remote E-voting was open from 29th August, 2019 to 01st September, 2019.

Mr. Saket Sharma, Partner, GSK & Associates, Company Secretaries was appointed as Scrutinizer to scrutinize the process of Remote e-voting and voting at the meeting in fair and transparent manner.

The Company Secretary then one by one read the items to be transacted. She then informed the Directors interest in their respective resolutions. The Chairman thereafter ordered for voting by poll and requested the shareholders who had not cast their vote on Remote e-voting, to cast their vote and then ballot papers were distributed under the supervision of Mr. Saket Sharma, Scrutinizer.

The Members were briefed about the process of Poll and two empty ballot boxes were displayed and sealed.

The poll was then conducted and concluded.

The Meeting concluded at 2:55 P.M.

The locked ballot boxes were opened in the presence of 2 witnesses and poll papers were diligently scrutinized.

The votes cast by remote e-voting were unblocked on 02<sup>nd</sup> September, 2019 at 02.55 p.m. in presence of 2 witnesses, Ms. Kriti Mishra and Mr. Anshu, who are not in the employment of the Company.

The scrutinizer then provided the consolidated summary of results of remote e-voting and voting at annual general meeting through poll and as per the results following resolutions were passed with requisite majority.

1. **Adoption of Annual Accounts for the Financial Year ended 31<sup>st</sup> March, 2019**

"**RESOLVED THAT** Balance Sheet as at 31st March, 2019 and the Profit & Loss Account of the Company for the period ended on 31st March, 2019 together with Board Report and Auditors' Report thereon be and are hereby adopted."

The above resolution was passed by shareholders as under:

Method of voting	Voted in favour of the resolution	Voted against the resolution	Invalid	Percentage of Total favorable vote cast (valid)
Remote e-voting	30815235	0	0	-
By Poll	14728771	0	0	-
<b>Total</b>	<b>45544006</b>	<b>0</b>	<b>0</b>	<b>100</b>

2. **Confirmation of payment of Interim Dividend @ ₹3.50 per Equity Share of ₹10 each and declaration of Final Dividend of ₹3.00 per Equity Share of ₹ 10 each for the financial 2018-2019.**

"**RESOLVED THAT** Interim Dividend of ₹ 3.50 per Equity Share of ₹10 each paid during the year be confirmed and to declare final Dividend of ₹ 3.00 per Equity Share of ₹ 10 Each for Financial Year 2018-19."

The above resolution was passed by shareholders as under:



Method of voting	Voted in favour of the resolution	Voted against the resolution	Invalid	Percentage of Total favorable vote cast (valid)
Remote e-voting	30853500	0	0	-
By Poll	14728771	0	0	-
<b>Total</b>	<b>45582271</b>	<b>0</b>	<b>0</b>	<b>100</b>

3. **Appointment of Director in place of Shri Vijay Kumar Goel, who retires by rotation and being eligible, offers himself for re-appointment.**

"RESOLVED THAT Shri Vijay Kumar Goel, Director, retiring by rotation and being eligible, be and is hereby re-appointed as director of the Company."

The above resolution was passed by shareholders as under:

Method of voting	Voted in favour of the resolution	Voted against the resolution	Invalid	Percentage of Total favorable vote cast (valid)
Remote e-voting	26039554	48821	0	-
By Poll	14728771	0	0	-
<b>Total</b>	<b>40768325</b>	<b>48821</b>	<b>0</b>	<b>99.88</b>

4. **Appointment of Director in place of Shri Ashok Kumar Goel, who retires by rotation and being eligible, offers himself for re- appointment.**

"RESOLVED THAT Shri Ashok Kumar Goel, Director, retiring by rotation and being eligible, be and is hereby re-appointed as Director of the Company."

The above resolution was passed by shareholders as under:

Method of voting	Voted in favour of the resolution	Voted against the resolution	Invalid	Percentage of Total favorable vote cast (valid)
Remote e-voting	25921134	48821	0	-
By Poll	14728771	0	0	-
<b>Total</b>	<b>40649905</b>	<b>48821</b>	<b>0</b>	<b>99.88</b>

5. **Appointment of Director in place of Shri Gaurav Goel, who retires by rotation and being eligible, offers himself for re- appointment.**

"RESOLVED THAT Shri Gaurav Goel, Director, retiring by rotation and being eligible, be and is hereby re-appointed as Director of the Company."

The above resolution was passed by shareholders as under:

Method of voting	Voted in favour of the resolution	Voted against the resolution	Invalid	Percentage of Total favorable vote cast (valid)
Remote e-voting	26312650	6421	0	-
By Poll	14728771	0	0	-
<b>Total</b>	<b>41041421</b>	<b>6421</b>	<b>0</b>	<b>99.99</b>

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Dhampur Sugar  
New Delhi



6. **Payment of Remuneration to the Cost Auditor for the Financial Year 2019-20.**

“RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and rules made thereunder, as amended from time to time and such other permissions as may be necessary, the members hereby ratify the remuneration of ₹2,00,000/- and applicable taxes and re-imbursalment of expenses incurred / to be incurred on actual basis payable to Shri S.R. Kapur, Cost Accountant, Khatauli District-Muzaffarnagar (U.P.) who was re-appointed as Cost Auditors of the Company for the Financial Year 2019-20 by the Board of Directors on the recommendation of Audit Committee of the Company.

**RESOLVED FURTHER THAT** Board of Directors and Company Secretary of the Company be and are hereby authorized to do all acts, deeds, matters and things as they may consider necessary, proper or desirable or expedient to give effect to the above resolution.”

The above resolution was passed by shareholders as under:

Method of voting	Voted in favour of the resolution	Voted against the resolution	Invalid	Percentage of Total favorable vote cast (valid)
Remote e-voting	30853500	0	0	-
By Poll	14728771	0	0	-
<b>Total</b>	<b>45582271</b>	<b>0</b>	<b>0</b>	<b>100</b>

7. **Increase in Remuneration of Statutory Auditors of the Company.**

“RESOLVED THAT pursuant to the provisions of Section 139 and all other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and rules framed thereunder, as amended from time to time and such other permissions as may be necessary, the consent of members be and is hereby accorded to increase the remuneration to be paid to M/s. TR Chadha & Co LLP, Chartered Accountants and M/s. Atul Garg & Associates, Chartered Accountants, Joint Statutory Auditors of the Company to ₹ 16,00,000 per annum each plus applicable taxes and reimbursement of expenses incurred / to be incurred on actual basis commencing from the Financial Year 2019-20.

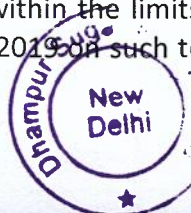
**RESOLVED FURTHER THAT** Board of Directors of the Company be and are hereby directed authorised to take necessary actions and are further authorised for modification in the above mentioned remuneration in future, as it deems necessary”.

The above resolution was passed by shareholders as under:

Method of voting	Voted in favour of the resolution	Voted against the resolution	Invalid	Percentage of Total favorable vote cast (valid)
Remote e-voting	30815220	38280	0	-
By Poll	14728771	0	0	-
<b>Total</b>	<b>45543991</b>	<b>38280</b>	<b>0</b>	<b>99.92</b>

8. **Invitation and Acceptance of Fixed Deposits from the Members and Public:**

“RESOLVED THAT pursuant to the provisions of Sections 73, 74, 76 and all other applicable provisions of the Companies Act, 2013 and rules made there under, provisions of Memorandum and Articles of Association of the Company and subject to such conditions, approvals, permissions as may be necessary, the consent of the members be and is here by accorded to invite and accept deposits from the Public and Members within the limits arrived on the basis of Audited Balance Sheet of the Company as at 31st March, 2019 on such term and conditions as may be decided by the Board of Directors.



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**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, Board of Directors of the Company be and are hereby authorized to do all acts, deeds, matters and things as they may consider in their absolute directions necessary, proper or desirable or expedient or appropriate and take all necessary and desirable steps for the aforesaid purpose and matters incidental thereto.”

The above resolution was passed by shareholders as under:

Method of voting	Voted in favour of the resolution	Voted against the resolution	Invalid	Percentage of Total favorable vote cast (valid)
Remote e-voting	28476535	2376865	0	-
By Poll	14728771	0	0	-
<b>Total</b>	<b>43205306</b>	<b>2376865</b>	<b>0</b>	<b>94.79</b>

9. **Payment of Commission to Non-Executive Independent Directors of the Company:**

“RESOLVED THAT pursuant to the provisions of Section 197 and other applicable provisions of the Companies Act, 2013 and Schedule V to the Companies Act, 2013, the consent of the members be and is here by accorded to pay Commission to all the Non-Executive Independent Directors (except Managing Directors, Executive Directors and Nominee Director) of the amount as may be decided by the Board, subject however that the aggregate of such commission shall not exceed 1% of the net profits of the Company for the Financial Year 2018-19, computed in the manner referred to in Section 198(1) of the said Act.

**RESOLVED FURTHER THAT** Board of Directors and Company Secretary of the Company be and are hereby authorized to do all acts, deeds, matters and things as they may consider necessary, proper or desirable or expedient to give effect to the above resolution.”

The above resolution was passed by shareholders as under:

Method of voting	Voted in favour of the resolution	Voted against the resolution	Invalid	Percentage of Total favorable vote cast (valid)
Remote e-voting	30853335	165	0	-
By Poll	14728771	0	0	-
<b>Total</b>	<b>45582106</b>	<b>165</b>	<b>0</b>	<b>99.99</b>

10. **Re-appointment of Shri. Mahesh Prasad Mehrotra, Non- Executive Independent Director of the Company.**

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, (the “Listing Regulations”), Shri Mahesh Prasad Mehrotra (DIN: 00016768), Independent Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and the Listing Regulations and who is eligible for re-appointment, be and is here by re-appointed as Independent Director of the Company to hold office for another term of five consecutive years with effect from the conclusion of the ensuing Annual General Meeting till 01st September, 2024.



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**RESOLVED FURTHER THAT** Board of Directors and Company Secretary of the Company be and are hereby authorized to do all acts, deeds, matters and things as they may consider necessary, proper or desirable or expedient to give effect to the above resolution.”

The above resolutions were passed by shareholders as under:

Method of voting	Voted in favour of the resolution	Voted against the resolution	Invalid	Percentage of Total favorable vote cast (valid)
Remote e-voting	30576979	6421	0	-
By Poll	14728771	0	0	-
<b>Total</b>	<b>45305750</b>	<b>6421</b>	<b>0</b>	<b>99.99</b>

**11. Re-appointment of Shri. Ashwani Kumar Gupta, Non- Executive Independent Director of the Company.**

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, (the “Listing Regulations”), Shri Ashwani Kumar Gupta (DIN: 00108678), Independent Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and the Listing Regulations and who is eligible for re-appointment, be and is here by re-appointed as Independent Director of the Company to hold office for another term of five consecutive years with effect from the conclusion of the ensuing Annual General Meeting till 01st September, 2024.

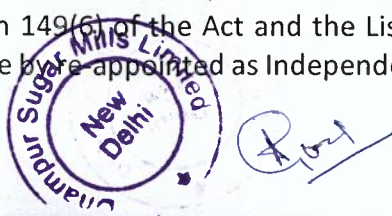
**RESOLVED FURTHER THAT** Board of Directors and Company Secretary of the Company be and are hereby authorized to do all acts, deeds, matters and things as they may consider necessary, proper or desirable or expedient to give effect to the above resolution.”

The above resolutions were passed by shareholders as under:

Method of voting	Voted in favour of the resolution	Voted against the resolution	Invalid	Percentage of Total favorable vote cast (valid)
Remote e-voting	30576979	6421	0	-
By Poll	14728771	0	0	-
<b>Total</b>	<b>45305750</b>	<b>6421</b>	<b>0</b>	<b>99.99</b>

**12. Re-appointment of Shri Priya Brat, Non-Executive Independent Director of the Company.**

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, (the “Listing Regulations”), Shri Priya Brat (DIN: 00041859), Independent Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and the Listing Regulations and who is eligible for re-appointment, be and is here by re-appointed as Independent Director of the Company



to hold office for another period of two years with effect from the conclusion of the ensuing Annual General Meeting till 01st September, 2021.

**RESOLVED FURTHER THAT** Board of Directors and Company Secretary of the Company be and are hereby authorized to do all acts, deeds, matters and things as they may consider necessary, proper or desirable or expedient to give effect to the above resolution”.

The above resolutions were passed by shareholders as under:

Method of voting	Voted in favour of the resolution	Voted against the resolution	Invalid	Percentage of Total favorable vote cast (valid)
Remote e-voting	30847079	6421	0	-
By Poll	14728771	0	0	-
<b>Total</b>	<b>45575850</b>	<b>6421</b>	<b>0</b>	<b>99.99</b>

**13. Re-appointment of Shri Rahul Bedi, Non-Executive Independent Director of the Company.**

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1) (b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, (the “Listing Regulations”), Shri Rahul Bedi (DIN: 02573535), Independent Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and the Listing Regulations and who is eligible for re-appointment, be and is hereby re-appointed as Independent Director of the Company to hold office for another period of one year with effect from the conclusion of the ensuing Annual General Meeting till 01st September, 2020.

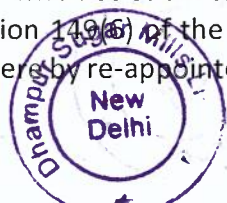
**RESOLVED FURTHER THAT** Board of Directors and Company Secretary of the Company be and are hereby authorized to do all acts, deeds, matters and things as they may consider necessary, proper or desirable or expedient to give effect to the above resolution”.

The above resolutions were passed by shareholders as under:

Method of voting	Voted in favour of the resolution	Voted against the resolution	Invalid	Percentage of Total favorable vote cast (valid)
Remote e-voting	28476635	2376865	0	-
By Poll	14728771	0	0	-
<b>Total</b>	<b>43205406</b>	<b>2376865</b>	<b>0</b>	<b>94.79</b>

**14. Re-appointment of Shri Harish Saluja, Non-Executive Independent Director of the Company.**

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, (the “Listing Regulations”), Shri Harish Saluja (DIN: 01233800), Independent Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and the Listing Regulations and who is eligible for re-appointment, be and is hereby re-appointed as Independent Director of the Company



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to hold office for another period of one year with effect from the conclusion of the ensuing Annual General Meeting till 01st September, 2020.

**RESOLVED FURTHER THAT** Board of Directors and Company Secretary of the Company be and are hereby authorized to do all acts, deeds, matters and things as they may consider necessary, proper or desirable or expedient to give effect to the above resolution”.

The above resolutions were passed by shareholders as under:

Method of voting	Voted in favour of the resolution	Voted against the resolution	Invalid	Percentage of Total favorable vote cast (valid)
Remote voting	28476525	2376865	0	-
By Poll	14728771	0	0	-
<b>Total</b>	<b>43205296</b>	<b>2376865</b>	<b>0</b>	<b>94.79</b>

15. **Re-Appointment of Shri Vijay Kumar Goel as Chairman and Executive Director and to fix his remuneration.**

“**RESOLVED THAT** pursuant to the provisions of Sections 196,197,198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) , Rules made thereunder read with Schedule-V thereof , the SEBI ( Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof), the recommendations and/ or approvals of the Nomination and Remuneration Committee and the Board of Directors of the Company and subject to the approval of Central Government/ other regulatory approval(s) as may be required, the consent of the members be and is here by accorded for the re-appointment of Shri Vijay Kumar Goel (DIN: 00075317) as Chairman and Executive Director of the Company for another term of 3 (Three) years with effect from 1st April 2020 till 31st March, 2023.

**RESOLVED FURTHER THAT** the yearly remuneration and perquisites to be paid to Shri Vijay Kumar Goel, Chairman and Executive Director, be and is hereby decided for a period of three years with effect from 1st April , 2020 as under:

**Remuneration:**

**Salary:** With effect from 1st April, 2020, ₹ 1, 50, 00,000/- per annum (In grade of 5% increase every year).

**Perquisites:**

**Housing:** For accommodation owned / rented by the Company a deduction @ 10% of the salary or actual rent paid whichever is lower.

**Electric, Gas, Water and Furnishing:** The expenditure incurred by the Company on gas, electricity, water and furnishing shall be valued as per Income-Tax Rules, 1962. This shall, however, be subject to a ceiling of 10% of Salary of the Chairman and Executive Director.

**Medical:** Reimbursement of actual expenses incurred for self and family subject to ceiling of one month’s salary in a year or three months’ salary over a period of three years.

**Leave Travel:** For self and family once, a year incurred in accordance with the rules of the Company.

**Club Fees:** Club fees subject to maximum of two clubs but not admission and life membership fees.

**Personal Accident Insurance:** Premium for Insurance not to exceed ₹ 12,000/- per annum plus Service Tax as applicable.



**Others:** (Not to be treated as perquisites).

**Provident Fund:** Employer's contribution to Provident Fund to the extent not taxable under the Income-tax Act, 1961, as per applicability.

**Gratuity:** At the rate of half month's salary for each completed year of service subject to a ceiling as applicable in The Payment of Gratuity Act, 1972, as per applicability.

**RESOLVED FURTHER THAT** the aforesaid monthly payment and monetary value of perquisites to be included in the remuneration for the purpose of Section 197 of the Companies Act, 2013 shall be within the limits as specified in the event of absence or inadequacy of net profit computed in the manner provided under the said section.

**RESOLVED FURTHER THAT** in addition to the above basic salary and perquisites, Shri Vijay Kumar Goel be also paid remuneration by way of Commission @2% of the Net Profits of the Company as determined in accordance with the provisions of Sections 197 and 198 and other applicable provisions, if any of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the total remuneration payable to Shri Vijay Kumar Goel, will not exceed 5% of Net Profits of the Company.

**RESOLVED FURTHER THAT** in case, the total remuneration payable to all the Managing Directors and Whole Time Directors of the Company exceeds 10% of Profits of the Company, a proportionate deduction shall be made from the commission payable to Managing Directors/Whole Time Directors to restrict the total remuneration at 10% of the profit of the Company as determined in accordance with the provisions of Sections 197 and 198 and other applicable provisions, if any of the Companies Act, 2013".

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, Board of Directors of the Company be and are hereby authorized to do all acts, deeds, matters and things as they may consider necessary, proper or desirable or expedient in this regard and also to delegate , to the extent permitted by law , any of the power herein conferred to any Committee of Directors or to any other Director (s) or to any other Key Managerial Personnel of the Company."

The above resolutions were passed by shareholders as under:

Method of voting	Voted in favour of the resolution	Voted against the resolution	Invalid	Percentage of Total favorable vote cast (valid)
Remote e-voting	25818275	270100	0	-
By Poll	14728771	0	0	-
<b>Total</b>	<b>40547046</b>	<b>270100</b>	<b>0</b>	<b>99.34</b>

**16. Re-Appointment of Shri Ashok Kumar Goel as Vice-Chairman and Executive Director and to fix his remuneration.**

**" RESOLVED THAT** pursuant to the provisions of Sections 196,197,198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") , Rules made thereunder read with Schedule-V thereof , the SEBI ( Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof), on the recommendations and/ or approvals of the Nomination and Remuneration Committee and the Board of Directors of the Company and subject to the approval of Central Government/ other regulatory approval(s) as may be required, the consent of the members be and is here by accorded for the re-appointment of Shri Ashok Kumar Goel (DIN: 00076553) as Vice Chairman and Executive



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Director of the Company for another term of 3 (Three) years with effect from 1st April 2020 till 31st March 2023.

**RESOLVED FURTHER THAT** the yearly remuneration and perquisites to be paid to Shri Ashok Kumar Goel, Vice Chairman and Executive Director, for a further period of 3 (Three) years with effect from 1st April 2020 are as under:

**Remuneration:**

**Salary:** With effect from 1st April, 2020, ₹ 1, 50, 00,000/- per annum (In grade of 5% increase every year)

**Perquisites:**

**Housing:** For accommodation owned / rented by the Company a deduction @ 10% of the salary or actual rent paid by Company whichever is lower.

**Electric, Gas, Water and Furnishing:** The expenditure incurred by the Company on gas, electricity, water and furnishing shall be valued as per Income-Tax Rules, 1962. This shall, however, be subject to a ceiling of 10% of Salary of the Vice Chairman and Executive Director.

**Medical:** Reimbursement of actual expenses incurred for self and family subject to ceiling of one month's salary in a year or three months' salary over a period of three years.

**Leave Travel:** For self and family once a year incurred in accordance with the rules of the Company.

**Club Fees:** Club fees subject to maximum of two clubs but not admission and life membership fees.

**Personal Accident Insurance:** Premium for insurance not to exceed ₹ 12,000/- per annum plus Service Tax as applicable.

Others: (Not to be treated as perquisites).

**Provident Fund:** Employer's contribution to Provident Fund to the extent not taxable under the Income-tax Act, 1961, as per applicability.

**Gratuity:** At the rate of half month's salary for each completed year of service subject to a ceiling as applicable in The Payment of Gratuity Act, 1972, as per applicability.

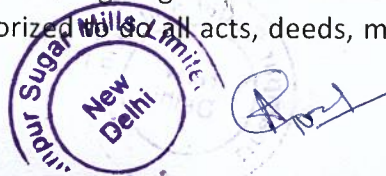
**RESOLVED FURTHER THAT** the aforesaid monthly payment and monetary value of perquisites to be included in the remuneration for the purpose of Section 197 of the Companies Act, 2013 shall be within the limits as specified in the event of absence or inadequacy of net profit computed in the manner provided under the said section.

**RESOLVED FURTHER THAT** in addition to the above basic salary and perquisites, Shri Ashok Kumar Goel be also paid remuneration by way of Commission @2% of the Net Profits of the Company as determined in accordance with the provisions of Sections 197 and 198 and other applicable provisions, if any of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the total remuneration payable to Shri Ashok Kumar Goel, will not exceed 5% of Net Profits of the Company.

**RESOLVED FURTHER THAT** in case, the total remuneration payable to all the Managing Directors and Whole Time Directors of the Company exceeds 10% of Profits of the Company, a proportionate deduction shall be made from the commission payable to Managing Directors/Whole Time Directors to restrict the total remuneration at 10% of the profit of the Company as determined in accordance with the provisions of Sections 197 and 198 and other applicable provisions, if any of the Companies Act, 2013.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, Board of Directors of the Company be and are hereby authorized to do all acts, deeds, matters and things as they may





consider necessary, proper or desirable or expedient in this regard and also to delegate, to the extent permitted by law , any of the power herein conferred to any Committee of Directors or to any other Director (s) or to any other Key Managerial Personnel of the Company.”

The above resolutions were passed by shareholders as under:

Method of voting	Voted in favour of the resolution	Voted against the resolution	Invalid	Percentage of Total favorable vote cast (valid)
Remote e-voting	25699855	270100	0	
By Poll	14728771	0	0	
<b>Total</b>	<b>40428626</b>	<b>270100</b>	<b>0</b>	<b>99.34</b>

**17. Re-Appointment of Shri Gaurav Goel as Managing Director and to fix his remuneration.**

“**RESOLVED THAT** pursuant to the provisions of Sections 196,197,198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) , Rules made thereunder read with Schedule-V thereof , the SEBI ( Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof), the recommendations and/ or approvals of the Nomination and Remuneration Committee and the Board of Directors of the Company and subject to the approval of Central Government/ other regulatory approval(s) as may be required, the consent of the members be and is here by accorded for the re-appointment of Shri Gaurav Goel (DIN: 00076111) as Managing Director of the Company for another term of 3 (Three) years with effect from 1st April 2020 till 31st March 2023.

**RESOLVED FURTHER THAT** the yearly remuneration and perquisites to be paid to Shri Gaurav Goel, Managing Director, be and is hereby decided for a period of three years with effect from 1st April , 2020 as under:

**Remuneration:**

**Salary:** With effect from 1st April, 2020, ₹ 1, 50, 00,000/- per annum (In grade of 5% increase every year)

**Perquisites:**

**Housing:** For accommodation owned / rented by the Company a deduction @ 10% of the salary or actual rent paid whichever is lower.

**Electric, Gas, Water and Furnishing:** The expenditure incurred by the Company on gas, electricity, water and furnishing shall be valued as per Income-Tax Rules, 1962. This shall, however, be subject to a ceiling of 10% of Salary of the Managing Director.

**Medical:** Reimbursement of actual expenses incurred for self and family subject to ceiling of one month’s salary in a year or three months’ salary over a period of three years.

**Leave Travel:** For self and family once a year incurred in accordance with the rules of the Company.

**Club Fees:** Club fees subject to maximum of two clubs but not admission and life membership fees.

**Personal Accident Insurance:** Premium for insurance not to exceed ₹ 12,000/- per annum plus Service Tax as applicable.

**Others: (Not to be treated as perquisites).**

**Provident Fund:** Employer’s contribution to Provident Fund to the extent not taxable under the Income-tax Act, 1961.

**Gratuity:** At the rate of half month’s salary for each completed year of service subject to a ceiling as applicable in The Payment of Gratuity Act, 1972



**RESOLVED FURTHER THAT** the aforesaid monthly payment and monetary value of perquisites to be included in the remuneration for the purpose of Section 197 of the Companies Act, 2013 shall be within the limits as specified in the event of absence or inadequacy of net profit computed in the manner provided under the said section.

**RESOLVED FURTHER THAT** in addition to the above basic salary and perquisites, Shri Gaurav Goel be also paid remuneration by way of Commission @2% of the Net Profits of the Company as determined in accordance with the provisions of Sections 197 and 198 and other applicable provisions, if any of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the total remuneration payable to Shri Gaurav Goel, will not exceed 5% of Net Profits of the Company.

**RESOLVED FURTHER THAT** in case, the total remuneration payable to all the Managing Directors and Whole Time Directors of the Company exceeds 10% of Profits of the Company, a proportionate deduction shall be made from the commission payable to Managing Directors/Whole Time Directors to restrict the total remuneration at 10% of the profit of the Company as determined in accordance with the provisions of Sections 197 and 198 and other applicable provisions, if any of the Companies Act, 2013.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, Board of Directors of the Company be and are hereby authorized to do all acts, deeds, matters and things as they may consider necessary, proper or desirable or expedient in this regard and also to delegate, to the extent permitted by law, any of the power herein conferred to any Committee of Directors or to any other Director (s) or to any other Key Managerial Personnel of the Company.”

The above resolutions were passed by shareholders as under:

Method of voting	Voted in favour of the resolution	Voted against the resolution	Invalid	Percentage of Total favorable vote cast (valid)
Remote e-voting	26048971	270100	0	-
By Poll	14728771	0	0	-
<b>Total</b>	<b>40777742</b>	<b>270100</b>	<b>0</b>	<b>99.34</b>

**18. Re-Appointment of Shri Gautam Goel as Managing Director and to fix his remuneration.**

“**RESOLVED THAT** pursuant to the provisions of Sections 196,197,198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) , Rules made thereunder read with Schedule-V thereof, the SEBI ( Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof), the recommendations and/ or approvals of the Nomination and Remuneration Committee and the Board of Directors of the Company and subject to the approval of Central Government/ other regulatory approval(s) as may be required, the consent of the members be and is here by accorded for the re-appointment of Shri. Gautam Goel (DIN: 00076326) as Managing Director for another term of 3 (Three) years with effect from 1st April 2020 till 31st March 2023.

**RESOLVED FURTHER THAT** the yearly remuneration and perquisites to be paid to Shri Gautam Goel, Managing Director, for a period of three years with effect from 1st April, 2020 are as under:

**Remuneration:**

**Salary:** With effect from 1st April 2020, ₹ 1,50,00,000/- per annum (In grade of 5% increase every year)



**Perquisites:**

**Housing:** For accommodation owned / rented by the Company a deduction @ 10% of the salary or actual rent paid by Company whichever is lower.

**Electric, Gas, Water and Furnishing:** The expenditure incurred by the Company on gas, electricity, water and furnishing shall be valued as per Income-Tax Rules, 1962. This shall, however, be subject to a ceiling of 10% of Salary of the Managing Director.

**Medical:** Reimbursement of actual expenses incurred for self and family subject to ceiling of one month's salary in a year or three months' salary over a period of three years.

**Leave Travel:** For self and family once a year incurred in accordance with the rules of the Company.

**Club Fees:** Club fees subject to maximum of two clubs but not admission and life membership fees.

**Personal Accident Insurance:** Premium for insurance not to exceed ₹ 12,000/- per annum plus Service Tax as applicable.

**Others:** (Not to be treated as perquisites).

**Provident Fund:** Employer's contribution to Provident Fund to the extent not taxable under the Income-tax Act, 1961.

**Gratuity:** At the rate of half month's salary for each completed year of service subject to a ceiling as applicable in The Payment of Gratuity Act, 1972.

**RESOLVED FURTHER THAT** the aforesaid monthly payment and monetary value of perquisites to be included in the remuneration for the purpose of Section 197 of the Companies Act, 2013 shall be within the limits as specified in the event of absence or inadequacy of net profit computed in the manner provided under the said section.

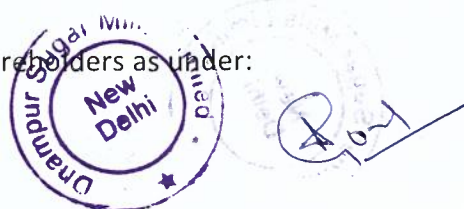
**RESOLVED FURTHER THAT** in addition to the above basic salary and perquisites, Shri Gautam Goel be also paid remuneration by way of Commission @ 2% of the Net Profits of the Company as determined in accordance with the provisions of Sections 197 and 198 and other applicable provisions, if any of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the total remuneration payable to Shri Gautam Goel, will not exceed 5% of Net Profits of the Company.

**RESOLVED FURTHER THAT** in case, the total remuneration payable to all the Managing Directors and Whole Time Directors of the Company exceeds 10% of Profits of the Company, a proportionate deduction shall be made from the commission payable to Managing Directors/Whole Time Directors to restrict the total remuneration at 10% of the profit of the Company as determined in accordance with the provisions of Sections 197 and 198 and other applicable provisions, if any of the Companies Act, 2013.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, Board of Directors of the Company be and are hereby authorized to do all acts, deeds, matters and things as they may consider necessary, proper or desirable or expedient in this regard and also to delegate, to the extent permitted by law, any of the power herein conferred to any Committee of Directors or to any other Director (s) or to any other Key Managerial Personnel of the Company."

The above resolutions were passed by shareholders as under:





Method of voting	Voted in favour of the resolution	Voted against the resolution	Invalid	Percentage of Total favorable vote cast (valid)
Remote e-voting	25905225	270100	0	-
By Poll	14728771	0	0	-
<b>Total</b>	<b>40633996</b>	<b>270100</b>	<b>0</b>	<b>99.34</b>

**19. Re-Appointment of Shri Sandeep Kumar Sharma as Whole Time Director and to fix his remuneration .**

“RESOLVED THAT pursuant to the provisions of Section 196,197,198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) , Rules made thereunder read with Schedule-V thereof , the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof), the recommendations and/ or approvals of the Nomination and Remuneration Committee and the Board of Directors of the Company and subject to the approval of Central Government/ other regulatory approval(s) as may be required, the consent of the members be and is here by accorded for the re-appointment of Shri Sandeep Kumar Sharma (DIN: 06906510), as Whole Time Director of the Company for another term of 3 (Three) years with effect from 1st April, 2020 till 31st March 2023 at a remuneration (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment) and such other terms and conditions hereinafter mentioned:

**REMUNERATION:**

**Salary:** With effect from 1st April, 2020, ₹ 80, 00,000/- per annum (In grade of 5% increase every year) till 31st March 2023.

**PERQUISITES:**

**Housing:** For accommodation owned / rented by the Company a deduction @ 7.5% of the salary or actual rent paid by Company whichever is lower.

**Electric, Gas, Water and Furnishing:** The expenditure incurred by the Company on gas, electricity, water and furnishing shall be valued as per Income-Tax Rules, 1962.

**Medical:** Reimbursement of actual expenses incurred for self and family to the extent of ₹15000/- Per Year.

**Leave Travel:** For self and family once a year to the extent of one month salary once in a year.

**Leave Encashment:** To the extent of one month’s salary in a year.

**Other Allowances:** ₹1,88,064/- per year (Bonus, CEA, PDA and servant allowance)

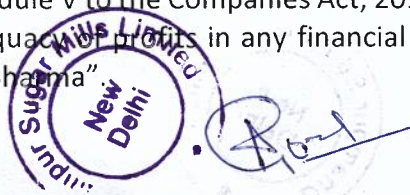
**Furniture Allowance:** is also being paid ₹ 11,140/- quarterly.

**OTHERS:** (Not to be treated as perquisites).

**Provident Fund:** Employer’s contribution to Provident Fund to the extent not taxable under the Income-Tax Act, 1961, as per applicability.

**Gratuity:** At the rate of half month’s salary for each completed year of service subject to a ceiling as applicable in the Payment of Gratuity Act, 1972, as per applicability.

**RESOLVED FURTHER THAT** the overall remuneration shall be within the limits (as amended from time to time) as prescribed in Schedule V to the Companies Act, 2013 and the same shall also be governed in the event of loss or inadequacy of profits in any financial year during the currency of aforesaid term of Shri Sandeep Kumar Sharma



**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, Board of Directors of the Company be and are hereby authorized to do all acts, deeds, matters and things as they consider be necessary, proper or desirable or expedient in this regard and also to delegate, to the extent permitted by law, any of the power herein conferred to any Committee of Directors or to any other Director (s) or to any other Key Managerial Personnel of the Company.”

The above resolutions were passed by shareholders as under:

Method of voting	Voted in favour of the resolution	Voted against the resolution	Invalid	Percentage of Total favorable vote cast (valid)
Remote e-voting	30853500	0	0	-
By Poll	14728016	0	755	-
<b>Total</b>	<b>45581516</b>	<b>0</b>	<b>755</b>	<b>100</b>

There being no other business to transact , the meeting concluded with a vote of thanks to the Chair.

