

COMSYN/BSE/2019-20

Date: 03/10/2019

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To,
The General Manager,
DCS-CRD
BSE Limited
PhirozeJeejeebhoy Towers
Dalal Street Mumbai- 400001(MH)

BSE Scrip ID: COMSYN BSE Scrip Code: 539986

Sub: Submission of the Minutes of the 35th Annual General Meeting held on 18th September, 2019.

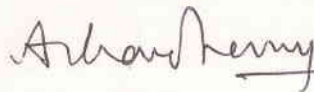
Dear Sir/Madam,

With reference to the Regulation 30 read with Schedule III of SEBI (LODR) Regulation, 2015, we hereby submit the detailed Proceedings/Minutes of the 35th Annual General Meeting of the Company held on Wednesday, 18th September, 2019 at Hotel Shreemaya Residency, A.B. Road, Near Press Complex, Indore 452 008 (M.P.) at 12:15 p.m. and concluded at 12:55 p.m.

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

Thanking You,
Yours Faithfully,

For, COMMERCIAL SYN BAGS LTD.



ANIL CHOUDHARY
CHAIRMAN & MANAGING DIRECTOR
DIN: 00017913
Encl.: a/a



Commercial Syn Bags Limited

Formerly known as (Commercial Synbags Ltd.)

CIN : L25202MP1984PLC002669

Registered Office : Commercial House, 3-4, Jaora Compound, M.Y.H. Road, INDORE - 452 001, M.P. INDIA

Ph. +91-731-2704007, 4279525 Fax : +91-731-2704130 E-mail : mails@comsyn.com, Visit at : www.comsyn.com

Works : Plot No. "S-4/3, Sector 1, Pithampur Distt. Dhar M.P. INDIA Ph. +91-7292-415151

HELD ATON.....TIME.....

MINUTES OF THE 35TH ANNUAL GENERAL MEETING OF THE MEMBERS OF COMMERCIAL SYN BAGS LIMITED HELD ON WEDNESDAY, 18TH DAY OF SEPTEMBER, 2019 AT HOTEL SHREEMAYA RESIDENCY, A.B. ROAD, NEAR PRESS COMPLEX, INDORE 452008 (M.P.). AT 12:15 P.M. AND CONCLUDED AT 12:55 P.M.

Present at dais:

1. Mr. Anil Choudhary-Chairman & Managing Director, Chairman of CSR Committee;
2. Mrs. Ranjana Choudhary, Whole Time Director;
3. Mr. Virendra Singh Pamecha, Whole Time Director;
4. Mr. Hitesh Mehta, Independent Director and Chairman of Audit and NR Committee;
5. Mr. Chintan Pushpraj Singhvi, Independent Director
6. Mr. Ravindra Choudhary, CEO;
7. Mr. Pramal Choudhary, COO

Officers for Assistance:

1. Mr. Abhishek Jain, Chief Financial Officer
2. CS Anamika Gupta, Company Secretary & Compliance Officer

Special Invitee:

1. CS Ishan Jain, Practicing Company Secretary, Secretarial Auditor & Scrutinizer for E-Voting.
2. CA Ashok Agrawal, Partner of M/s Gupta & Ashok Chartered Accountant, Indore, Statutory Auditors

LEAVE OF ABSENCE:

Leave of absence was granted to Shri Milind Mahajan, Independent Director of the company from attending the meeting on his request due to his pre-occupation.

CHAIRMAN OF THE MEETING:

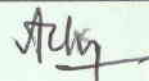
As per Article 102 of the Article of Association of the Company, Mr. Anil Choudhary, Chairman of the Board occupied the Chair for the meeting and welcomed all the directors and members of the company at 35th AGM of the Company.

NUMBER OF MEMBERS AS ON THE CUT-OFF DATE AND PRESENCE OF QUORUM FOR THE AGM:

Company Secretary informed that as on the cut-off date i.e. 11th September, 2019 there were only 468 members in the Company and there is requirement to have 5 (five) members personally present at the meeting under Section 103 of the Companies Act, 2013. She further informed that as per Attendance Register 19(Nineteen) members were present in person, therefore adequate quorum as per requirement of law was present throughout the meeting and the chairman may proceed to call the meeting in order and commence the proceedings of the AGM. The Chairman declared and called the meeting in order as the requisite quorum was present.

BOOKS & STATUTORY REGISTER:

The Chairman informed that the Register of Directors and Key Managerial Personnel and their shareholding and Share Transfer Book, Register of Members along with other statutory books, as required under other provisions of the Companies Act, 2013 have been kept at the meeting and open for inspection of the members throughout the meeting.

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PROCEEDING OF THE MEETING:

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

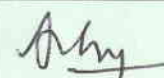
Thereafter, Company Secretary informed the Members that Electronic copies of the Annual Report for financial year 2018-19 have been sent to all the members whose Email-Ids were registered with the Company or Depository Participant(s). Physical copies of same have also been sent to all other members at their registered address in permitted mode; as per the records made available by CDSL, NSDL & Bigshare Services Pvt. Ltd., Registrar & Share Transfer Agent of the Company.

With the permission of the Members present at the Meeting the Chairman declared that the Notice of the 35th Annual General Meeting and Independent Auditors' Report on financial statements of the company and Secretarial Audit Report for the financial year 2018-19 are taken as read.

Thereafter, The Chairman requested the Members to consider and approve the ordinary and special businesses as mentioned in the Notice of AGM from Item No. 1 to 9 and on the instructions of the Chairman the CS then read out the following Agenda Items one by one.

Agenda Item No.	Particulars of the resolutions	Type of Resolutions
1.	Consideration, approval and adoption of the Financial Statements of the Company containing the Audited Balance Sheet as at March 31, 2019, the Statement of Profit & Loss and Cash Flow for the year ended March 31, 2019 and the Reports of the Board and Auditors thereon.	Ordinary
2.	To declare dividend on the equity shares of Rs. 10/- each of the Company for the financial year ended 31 st March, 2019	Ordinary
3.	To appoint a director in place of Mrs. Ranjana Choudhary (DIN: 03349699), who is liable to retire by rotation and being eligible offers herself for re-appointment.	Ordinary
4.	To Appoint M/s. Avinash Agrawal & Co., Chartered Accountants (FRN: 022666C) as the Statutory Auditors of the Company for a term of 5 (five) years from the conclusion of this AGM till the conclusion of 40 th AGM of the Company in place of the existing Auditors M/s Gupta & Ashok, Chartered Accountants on expiry of their tenure.	Ordinary
5.	To approve borrowing of funds in excess of limits prescribed under section 180(1)(c) of the Companies Act, 2013.	Special
6.	To authorize board for creating charge, mortgage and hypothecation on the moveable or immovable properties of the Company under section 180(1)(a) of the Companies Act, 2013.	Special
7.	To consider and approve the remuneration payable to Mr. Ravindra Choudhary, Chief Executive Officer pursuant to section 188(1)(f) of the Companies Act, 2013	Ordinary
8.	To consider and approve the remuneration payable to Mr. Pramal Choudhary, Chief Operating Officer pursuant to section 188(1)(f) of the Companies Act, 2013	Ordinary
9.	To consider and approve the appointment of Shri Hitesh Mehta as the Independent Director of the company for a further period of 5 (Five) Consecutive years w.e.f. 20 th June, 2020 as a director not liable to retire by rotation	Special

CS further informed that the Company has provided e-voting facility to its members whose names appeared in the Register of Members as on cut-off date i.e. 11th September, 2019; to cast their votes on the resolutions proposed to be passed at this 35th Annual General Meeting through remote e-voting system of CDSL. The e-voting commenced from Sunday, 15th September, 2019 at 09.00 a.m. (I.S.T.) and ended on Tuesday, 17th September, 2019 at 05.00 P.M. (I.S.T.) and voting at this

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Annual General Meeting shall be conducted by way of poll therefore the members personally present at the Meeting who have not casted their votes through remote e-voting were requested to cast their votes through poll paper and mark their assent or dissent on the Poll paper (MGT-12) provided to them and also she requested to ensure that if any member has already casted his vote by E-voting process, they would not be entitled to cast their votes by Poll and if in any case it is casted, the Vote given by e-voting shall be considered as final.

The Chairman further informed that the Company has appointed CS Ishan Jain Practicing Company Secretary (FCS 9978, CP 13032) as scrutinizer to scrutinize the remote e-voting as well as voting through poll in a fair and transparent manner.

The Chairman then asked the members to raise queries relating to the operation and accounts of the Company. Thereafter the Management answered the question raised by the Members and then Chairman requested the Scrutinizer to conduct the poll process and Scrutinizer ensures that poll box is empty and then poll box was locked in front of all the members.

The Scrutinizer then asked the members to cast their votes through poll papers and drop the same in Poll Box. The Scrutinizer after ascertaining that no member was left for polling; Sealed the Poll Box in presence of the two Witnesses who were not in employment of the company and collected the Poll Box for scrutiny of the Poll Papers.

The Chairman asked the scrutiner for time required for providing his report. The Scrutiniser said it will take around forty-eight hours to complete his job and submit his report. Therefore, the Chairman considered and informed to the members that the results of the Meeting would be announced within 48 hours from the conclusion of the 35th Annual General Meeting upon receipt of report from Scrutinizer and same shall be hosted on the website of the Company, BSE and CDSL. The date of passing of resolutions would be the date of Poll i.e. Wednesday, 18th September, 2019.

CONCLUSION OF THE MEETING:

Thereafter being no other business the Meeting declared as concluded by the Chairman, Mr. Anil Choudhary at 12:55 p.m. on 18th September, 2019, with vote of thanks to the Chair given by Mr. Ravindra Choudhary, CEO of the Company.

SCRUTINISERS REPORT:

After receiving the Scrutinizer's Report in the Form MGT-13 and Consolidated Report on remote e-voting and Poll at the Annual General Meeting for e-voting and Poll, on the instructions of the Chairman, CS Anamika Gupta, Company Secretary & Compliance Officer declared the following results, on the basis of report submitted by the scrutiner on 20th September, 2019 for 35th Annual General Meeting and also declared that the date of the passing of the resolutions shall be considered as the date of the Polling at the Annual General Meeting, i.e. 18th September, 2019.

DECLARATION OF RESULTS FOR THE BUSINESSES PROPOSED AT THE 35TH ANNUAL GENERAL MEETING

With due consideration of the Scrutinizer's Report, the Chairman declared the following results for 35th Annual General Meeting held on Wednesday, 18th September, 2019 at 12:15 P.M. and concluded at 12:55 P.M.

ORDINARY BUSINESS BY ORDINARY RESOLUTION:

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ITEM NO. 1: FOR ADOPTION OF FINANCIAL STATEMENTS INCLUDING THE AUDITED BALANCE SHEET AS AT MARCH 31ST2019, THE STATEMENT OF PROFIT AND LOSS AND CASH FLOW FOR THE YEAR ENDED MARCH 31ST, 2019 AND THE REPORTS OF THE BOARD AND AUDITORS THEREON.

“RESOLVED THAT the Audited Financial Statement of the company including the Audited Balance Sheet as at 31st March 2019& Statement of Profit & Loss and the Cash Flow for the year ended 31st March, 2019 along with the Reports of the Board and Auditors thereon as circulated to the Members and submitted to the meeting be and are hereby received, considered, and adopted by the members at 35th Annual General Meeting of the Company.”

The Results of the Voting are as under:

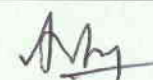
Resolution required: (Ordinary/ Special)							Ordinary Resolution	
Whether promoter/ promoter group are interested in the agenda/resolution?							No	
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)
Promoter and Promoter Group	E-Voting	63,19,100	63,19,100	100.00%	63,19,100	-	100.00%	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	63,19,100	63,19,100	100.00%	63,19,100	-	100.00%	-
Public-Institutions	E-Voting	-	-	-	-	-	-	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	-	-	-	-	-	-	-
Public-Non Institutions	E-Voting	54,98,300	24,87,672	45.24%	24,87,672	-	100.00%	-
	Poll		33,204	0.60%	33,204	-	100.00%	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	54,98,300	25,20,876	45.84%	25,20,876	-	100.00%	-
Total		1,18,17,400	88,39,976	74.80%	88,39,976	-	100.00%	-

On the basis of abovementioned voting results given by the Scrutinizer, the Chairman declared that the ordinary resolution as contained in Item No. 1 of the Notice of the 35th AGM has been passed by unanimous consent.

ORDINARY BUSINESS BY ORDINARY RESOLUTION:

ITEM NO. 2: FOR DECLARATION OF FINAL DIVIDEND OF RS. 0.80(8%) ON EQUITY SHARES OF RS.10/- EACH FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2019.

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"RESOLVED THAT the approval of the members of the company be and is hereby granted for dividend @ 8% (Rs. 0.80/-) on the Equity Shares of Rs. 10/- (Rs. Ten each) of the Company for the financial year 2018-19, which will be paid to the shareholder's whose names appears in the register of members as on the book closure date i.e. 11th September, 2019."

The Results of the Voting are as under:

Resolution required: (Ordinary/ Special)							Ordinary Resolution	
Whether promoter/ promoter group are interested in the agenda/resolution?							No	
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]
Promoter and Promoter Group	E-Voting	63,19,100	63,19,100	100.00%	63,19,100	-	100.00%	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		63,19,100	63,19,100	100.00%	63,19,100	-	100.00%
Public-Institutions	E-Voting	-	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public-Non Institutions	E-Voting	54,98,300	24,87,672	45.24%	24,87,672	-	100.00%	-
	Poll		33,204	0.60%	33,204	-	100.00%	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		54,98,300	25,20,876	45.84%	25,20,876	-	100.00%
Total		118,17,400	88,39,976	74.80%	88,39,976	-	100.00%	-

On the basis of abovementioned voting results given by the Scrutinizer, the Chairman declared that the ordinary resolution as contained in Item No. 2 of the Notice of the 35th AGM has been passed by unanimous consent.

ORDINARY BUSINESS BY ORDINARY RESOLUTION:

ITEM NO. 3: APPOINTMENT OF A DIRECTOR IN PLACE OF MRS. RANJANA CHOUDHARY (DIN: 03349699), WHO IS LIABLE TO RETIRE BY ROTATION AND BEING ELIGIBLE OFFERS HERSELF FOR RE-APPOINTMENT.

"RESOLVED THAT subject to the provisions of section 152 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Mrs.

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Ranjana Choudhary (DIN: 03349699) who is liable to retire by rotation and offers herself for re-appointment be and is hereby considered and approved by the Members of the company at this 35th Annual General Meeting.”

The Results of the Voting are as under:

Resolution required: (Ordinary/ Special)							Ordinary Resolution	
Whether promoter/ promoter group are interested in the agenda/resolution?							No	
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]
Promoter and Promoter Group	E-Voting	63,19,100	63,19,100	100.00%	63,19,100	-	100.00%	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		63,19,100	63,19,100	100.00%	63,19,100	-	100.00%
Public-Institutions	E-Voting	-	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public-Non Institutions	E-Voting	54,98,300	24,87,672	45.24%	24,87,672	-	100.00%	-
	Poll		33,204	0.60%	33,204	-	100.00%	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		54,98,300	25,20,876	45.84%	25,20,876	-	100.00%
Total		118,17,400	88,39,976	74.80%	88,39,976	-	100.00%	-

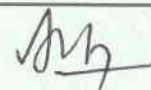
On the basis of above mentioned voting results given by the Scrutinizer, the Chairman declared that the ordinary resolution as contained in Item No. 3 of the Notice of the 35th AGM has been passed by **unanimous consent**.

ORDINARY BUSINESS BY ORDINARY RESOLUTION:

ITEM NO. 4: APPOINTMENT OF M/S. AVINASH AGRAWAL & CO., CHARTERED ACCOUNTANTS AS THE STATUTORY AUDITORS OF THE COMPANY FOR THE PERIOD OF FIVE YEARS FROM THE CONCLUSION OF THIS AGM TILL THE CONCLUSION OF 40TH AGM OF THE COMPANY.

“RESOLVED THAT pursuant to the provisions of Section 139 and 142 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s. Avinash Agrawal & Co., Chartered Accountants (F.R. No. 022666C) be and is hereby appointed as the Statutory Auditors of the

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Company in place of the retiring auditors M/s Gupta & Ashok, Chartered Accountants, (whose term will be completed on the conclusion of the ensuing Annual General Meeting), to hold office for a term of 5 (five) consecutive years from the conclusion of this Annual General Meeting until the conclusion of the 40th Annual General Meeting of the Company to be held in the calendar year 2024 at such remuneration as may be approved by the Audit Committee and the Board of Directors in consultation with the Auditors, plus applicable taxes and reimbursement of travel and out-of-pocket expenses.”

The Results of the Voting are as under:

Resolution required: (Ordinary/ Special)						Ordinary Resolution		
Whether promoter/ promoter group are interested in the agenda/resolution?						No		
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]
Promoter and Promoter Group	E-Voting	63,19,100	63,19,100	100.00%	63,19,100	-	100.00%	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	63,19,100	63,19,100	100.00%	63,19,100	-	100.00%	-
Public-Institutions	E-Voting	-	-	-	-	-	-	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	-	-	-	-	-	-	-
Public-Non Institutions	E-Voting	54,98,300	24,87,672	45.24%	24,87,672	-	100.00%	-
	Poll		33,204	0.60%	33,204	-	100.00%	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	54,98,300	25,20,876	45.84%	25,20,876	-	100.00%	-
Total	118,17,400	88,39,976	74.80%	88,39,976	-	100.00%	-	

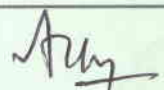
On the basis of abovementioned voting results given by the Scrutinizer, the Chairman declared that the ordinary resolution as contained in Item No. 4 of the Notice of the 35th AGM has been passed by unanimous consent.

SPECIAL BUSINESS BY SPECIAL RESOLUTION:

ITEM NO. 5: APPROVAL FOR BORROWING OF FUNDS IN EXCESS OF LIMITS PRESCRIBED UNDER SECTION 180(1)(C) OF THE COMPANIES ACT, 2013.

“RESOLVED THAT in supersession of all earlier resolutions passed on the matter and pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof, for the time being in

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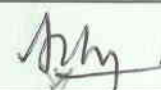
force), and the relevant regulations/directions as may be prescribed by the Reserve Bank of India from time to time (including any amendment(s), modification(s) thereof) and the Articles of Association of the Company, consent of the members of the Company be and is hereby accorded to the Board of Directors or to such person/s or such committee (by whatever name called), as may be authorized by the Board in this regard, to borrow at any time or from time to time by obtaining loans, overdraft facilities, lines of credit, commercial papers, external commercial borrowings (loans/bonds), INR denominated offshore bonds or in any other forms from the directors, Banks, Financial Institutions, Insurance Companies, Mutual Funds or other Corporate or other eligible investors, including by way of availing credit limits through Non-Fund based limits i.e. Bank Guarantee, Letter of Credit, etc. or by any other means as deemed fit by it, against the security of term deposits, movables, immovable or such other assets as may be required or as unsecured, at any time or from time to time, any sum or sums of money(ies) which together with monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business), exceeding the aggregate of paid-up share capital of the Company, its free reserves and Securities Premium, provided that the total amount so borrowed by the Board shall not at any time exceed Rs 200.00Crores (Rupees Two Hundred Crores only);

RESOLVED FURTHER THAT the Board of Directors or such person/s or such committee (by whatever name called), as may be authorized by the Board in this regards, be and are hereby authorized to arrange or settle the terms and conditions on which all such monies are to be borrowed from time to time as to interest, repayment, security or otherwise howsoever as it may think fit and to do all other acts, deeds, matters and things as may be deemed necessary and incidental for giving effect to the above, including execution of all such documents, instruments and writings, as may be required."

The Results of the Voting are as under:

Resolution required: (Ordinary/ Special)							Special Resolution	
Whether promoter/ promoter group are interested in the agenda/resolution?							No	
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	63,19,100	63,19,100	100.00 %	63,19,100	-	100.00%	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	63,19,100	63,19,100	100.00 %	63,19,100	-	100.00%	-
Public-Institutions	E-Voting	-	-	-	-	-	-	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-

CHAIRMAN'S INITIALS



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	e)							
	Total	-	-	-	-	-	-	-
Public- Non Institutions	E-Voting	54,98,300	24,87,672	45.24 %	24,87,672	-	100.00%	-
	Poll		33,204	0.60%	33,204	-	100.00%	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	54,98,300	25,20,876	45.84 %	25,20,876	-	100.00%	-
Total		118,17,400	88,39,976	74.80 %	88,39,976	-	100.00%	-

On the basis of above mentioned voting results given by the Scrutinizer, the Chairman declared that the special resolution as contained in Item No. 5 of the Notice of the 35th AGM has been passed by **unanimous consent**.

SPECIAL BUSINESS BY SPECIAL RESOLUTION:

ITEM NO. 6: APPROVAL FOR CREATING CHARGE, MORTGAGE AND HYPOTHECATION ON THE MOVEABLE OR IMMOVABLE PROPERTIES OF THE COMPANY UNDER SECTION 180(1)(A) OF THE COMPANIES ACT, 2013.

"RESOLVED THAT in supersession of the earlier resolutions passed by the Company in this regard and subject to the approval of the members, pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013, rules made thereunder (including any statutory modification or re-enactment thereof) and other applicable provisions, if any, consent of the members be and is hereby accorded for creation of such mortgages, charges and hypothecations as may be necessary, in addition to the existing charges, mortgages and hypothecation created by the Company, on the moveable or immovable properties of the Company, both present and future, in such manner as the Board of Directors or to such person/s or such committee (by whatever name called), as may be authorized by the Board in this regards may deem fit, in favor of financial institutions, investment institutions, banks, mutual funds, trusts, other bodies corporate (hereinafter referred to as the "Lending Agencies") and/or other instruments to secure borrowings of the Company availed/to be availed by way of rupee term loans/INR denominated offshore bonds/foreign currency loans, debentures, bonds and other instruments.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board or such person/s or such committee (by whatever name called), as may be authorized by the Board in this regards, be and are hereby authorized to finalize and settle and further to execute such documents/ deeds/ writings/ papers/ agreements as may be required and to do all such acts, deeds, matters and things, as they may, in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise with respect to creation of mortgage/ charge as aforesaid."

The Results of the Voting are as under:

Resolution required: (Ordinary/ Special)						Special Resolution		
Whether promoter/ promoter group are interested in the agenda/resolution?						No		
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)

CHAIRMAN'S INITIALS

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Promoter and Promoter Group	E-Voting	63,19,100	63,19,100	100.00%	63,19,100	-	100.00%	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	63,19,100	63,19,100	100.00%	63,19,100	-	100.00%	-
Public-Institutions	E-Voting	-	-	-	-	-	-	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	-	-	-	-	-	-	-
Public-Non Institutions	E-Voting	54,98,300	24,87,672	45.24%	24,87,672	-	100.00%	-
	Poll		33,204	0.60%	33,204	-	100.00%	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	54,98,300	25,20,876	45.84%	25,20,876	-	100.00%	-
Total		118,17,400	88,39,976	74.80%	88,39,976	-	100.00%	-

On the basis of above mentioned voting results given by the Scrutinizer, the Chairman declared that the special resolution as contained in Item No. 6 of the Notice of the 35th AGM has been passed by **unanimous consent**.

SPECIAL BUSINESS BY ORDINARY RESOLUTION:

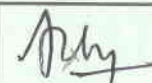
ITEM NO. 7: CONSIDERATION AND APPROVAL OF REMUNERATION PAYABLE TO MR. RAVINDRA CHOUDHARY, CHIEF EXECUTIVE OFFICER PURSUANT TO SECTION 188(1)(F) OF THE COMPANIES ACT, 2013

“**RESOLVED THAT** pursuant to the provisions of Section 188(1)(f) of the Companies Act, 2013, read with Companies (Meetings of Board and its powers) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 (Act), SEBI (LODR) Regulation, 2015 and regulations as may be framed by the SEBI from time to time including any statutory modification(s) or re-enactment thereof for the time being in force and as may be enacted from time to time and upon the recommendation of the Nomination and Remuneration Committee and Audit Committee, the consent of the members be and is hereby accorded to pay the remuneration to **Mr. Ravindra Choudhary, Chief Executive Officer** and categorized as the Key Managerial Personnel of the Company who is also relative of the directors of the Company upto Rs. 3,50,000/-per month w.e.f., 1stSeptember, 2019 upon such break thereof as may be decided by the Nomination and Remuneration Committee of the Board from time to time.

The Results of the Voting are as under:

Resolution required: (Ordinary/ Special)							Ordinary Resolution	
Whether promoter/ promoter group are interested in the agenda/resolution?							Yes	
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)]

CHAIRMAN'S INITIALS



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Promoter and Promoter Group	E-Voting	63,19,100	32,64,000	51.65%	32,64,000	-	100%	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	63,19,100	32,64,000	100	32,64,000	-	100%	-
Public-Institutions	E-Voting	-	-	-	-	-	-	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	-	-	-	-	-	-	-
Public-Non Institutions	E-Voting	54,98,300	18,61,532	33.86%	18,61,532	-	100%	-
	Poll		33,204	0.60%	33,204	-	100%	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	54,98,300	18,94,736	34.46%	18,94,736	-	100.00%	-
Total		118,17,400	51,58,736	43.65%	51,58,736	-	100.00%	-

On the basis of above mentioned voting results given by the Scrutinizer, the Chairman declared that the ordinary resolution as contained in Item No.7 of the Notice of the 35th AGM has been passed by **unanimous consent**.

SPECIAL BUSINESS BY ORDINARY RESOLUTION:

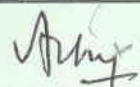
ITEM NO. 8: CONSIDERATION AND APPROVAL OF REMUNERATION PAYABLE TO MR. PRAMAL CHOUDHARY, CHIEF OPERATING OFFICER PURSUANT TO SECTION 188(1)(F) OF THE COMPANIES ACT, 2013

“RESOLVED THAT pursuant to the provisions of Section 188(1)(f) of the Companies Act, 2013, read with Companies (Meetings of Board and its powers) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 (Act), SEBI (LODR) Regulation, 2015 and regulations as may be framed by the SEBI from time to time including any statutory modification(s) or re-enactment thereof for the time being in force and as may be enacted from time to time and upon the recommendation of the Nomination and Remuneration Committee, the consent of the members be and is hereby accorded to pay the remuneration to **Mr. Pramal Choudhary, Chief Operating Officer** of the Company who is also relative of the directors of the Company upto Rs. 3,50,000/- per month w.e.f., 1st September, 2019 upon such break thereof as may be decided by the Nomination and Remuneration Committee of the Board from time to time.

The Results of the Voting are as under:

Resolution required: (Ordinary/ Special)							Ordinary Resolution	
Whether promoter/ promoter group are interested in the agenda/resolution?							Yes	
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled

CHAIRMAN'S INITIALS



HELD AT ON TIME.....

				* 100		(5)		(7)= (5) (2)
Promoter and Promoter Group	E-Voting	63,19,100	32,64,000	51.65%	32,64,000	-	100%	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	63,19,100	32,64,000	100	32,64,000	-	100%	-
Public-Institutions	E-Voting	-	-	-	-	-	-	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	-	-	-	-	-	-	-
Public-Non Institutions	E-Voting	54,98,300	18,61,532	33.86%	18,61,532	-	100%	-
	Poll		33,204	0.60%	33,204	-	100%	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	54,98,300	18,94,736	34.46%	18,94,736	-	100.00%	-
Total	118,17,400	51,58,736	43.65%	51,58,736	-	100.00%	-	

On the basis of above mentioned voting results given by the Scrutinizer, the Chairman declared that the ordinary resolution as contained in Item No.8 of the Notice of the 35th AGM has been passed by **unanimous consent**.

SPECIAL BUSINESS BY SPECIAL RESOLUTION:

ITEM NO. 9: CONSIDERATION AND APPROVAL OF APPOINTMENT OF SHRI HITESH MEHTA AS THE INDEPENDENT DIRECTOR OF THE COMPANY FOR A FURTHER PERIOD OF 5 (FIVE) CONSECUTIVE YEARS W.E.F. 20TH JUNE, 2020 AS A DIRECTOR NOT LIABLE TO RETIRE BY ROTATION

“**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 Hitesh Mehta (DIN-00427646)**, who was appointed as an Independent Director for the 1st term of 5 years ending on 19th June, 2020 and being eligible for re-appointment for a second term of 5 (Five) Consecutive years, and has submitted a declaration for his independence and upon recommendation of the Nomination and Remuneration Committee and the Board of directors, Shri Hitesh Mehta, 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. 20th June, 2020 to 19th June, 2025.”

CHAIRMAN'S INITIALS

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The Results of the Voting are as under:

Resolution required: (Ordinary/ Special)							Special Resolution	
Whether promoter/ promoter group are interested in the agenda/resolution?							No	
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)
Promoter and Promoter Group	E-Voting	63,19,100	63,19,100	100.00%	63,19,100	-	100.00%	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	63,19,100	63,19,100	100.00%	63,19,100	-	100.00%	-
Public-Institutions	E-Voting	-	-	-	-	-	-	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	-	-	-	-	-	-	-
Public-Non Institutions	E-Voting	54,98,300	24,87,672	45.24%	24,87,672	-	100.00%	-
	Poll		33,204	0.60%	33,204	-	100.00%	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	54,98,300	25,20,876	45.84%	25,20,876	-	100.00%	-
Total		118,17,400	88,39,976	74.80%	88,39,976	-	100.00%	-

On the basis of above mentioned voting results given by the Scrutinizer, the Chairman declared that the special resolution as contained in Item No.9 of the Notice of the 35th AGM has been passed by **unanimous consent**.

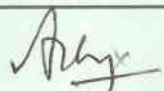
The Chairman further communicated the aforesaid voting results of the 35th Annual General Meeting to the BSE and submitted to the CDSL and hosted on the website of the Company.

PLACE: INDORE
DATE: 03rd October, 2019


ANIL CHOUDHARY
CHAIRMAN OF THE MEETING
& MANAGING DIRECTOR
DIN: 00017913

The aforesaid Minutes were recorded in the Minute Book of the General Meeting on 03rd October, 2019.

CHAIRMAN'S
INITIALS



HELD AT ON TIME

PLACE: INDORE
DATE: 03rd October, 2019

Anil Choudhary
ANIL CHOUDHARY
CHAIRMAN OF THE MEETING
& MANAGING DIRECTOR
DIN: 00017913