

MPS Infotecnics Limited

CIN: L30007DL1989PLC131190



To,

Date: October 06, 2022

The Manager-Listing

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

The Manager-Listing

BSE Limited
FLOOR 25, P J Towers,
Dalal Street,Mumbai-400001

NSE Symbol- VISESHINFO

Scrip Code-532411

Sub: Submission of 33rd Annual General Meeting Minutes of the Company

Dear Sir,

We are pleased to enclosed herewith copy of the Minutes of the 33rd Annual General Meeting of the Company held on 30th September, 2022 at the registered office of the Company at 703, Arunachal Building, 19 Barakhamba Road, New Delhi-110001.

Kindly take the same on records and oblige.

Thanking You

Yours faithfully

For MPS Infotecnics Limited

GARIMA SINGH

Digitally signed by GARIMA
SINGH
Date: 2022.10.06 12:28:22 +05'30'

Garima Singh

Company Secretary

**Regd. Office : 703, Arunachal Building,
19, Barakhamba Road, New Delhi-1
Ph.: 011-43571044, Fax: 011-43571047
E-mail : info@mpsinfotech.com**

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MINUTES OF THE 33rd ANNUAL GENERAL MEETING OF THE MEMBERS OF MPS INFOTECNICS LIMITED HELD ON FRIDAY THE 30TH DAY OF SEPTEMBER, 2022 AT THE REGISTERED OFFICE OF THE COMPANY AT 703, ARUNACHAL BUILDING, 19, BARAKHAMBA ROAD, NEW DELHI 110001.

TIME OF COMMENCEMENT: 10:00 A.M.

TIME OF CONCLUSION: 10:30 A.M.

PRESENT:

MEMBERS OF THE BOARD OF DIRECTORS:

Mr. Peeyush Kumar Aggarwal	Managing Director of the Company Chairperson of the 33 rd Annual General Meeting Was also present as member of the Company Independent Director
Mrs. Madhu Sharma	Also Chairperson of the Audit Committee & Nomination & Remuneration Committee
Mr. Rachit Garg	Non-Executive, Non-Independent Director Also a Chairperson of Stakeholders Relationship Committee
Mr. Santosh Pradhan	Independent Director Also as Member of the Company
Mr. Ram Niwas Sharma	Non-Executive, Non-Independent Director
Mrs. Garima Singh	Company Secretary & Compliance Officer of the Company

1. Mr. Sanjay Sharma, Chief Financial Officer of the Company; Mr. Shashi Kant Nemani, Partner of Nemani, Garg Agarwal & Co., Chartered Accountants, Statutory Auditors of the Company and Mr. Kundan Agrawal, Practicing Company Secretary, Secretarial Auditor of the Company and also Scrutinizer appointed by the Company, were present at the meeting.
2. In aggregate 34 members holding 73,993,912 equity shares of Re. 1/- each were present at the meeting which included following:

Particulars	No. of Members	No. of shares held
Promoters;		
(a) Individual	1	73647300
(b) Body Corporates (through Authorised Representative)	1	47690
Public:		
(a) Body Corporates (through Authorised Representative)	2	44444
(b) Individuals (in persons)	30	254478
Total	34	73993912

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3. Mr. Peeyuhs Kumar Aggarwal, Managing Director of the Company, was elected as the Chairperson of the meeting by show of hands.
4. The following documents & Registers were available at the meeting for inspection by the members:
 - (i) Notice convening the 33rd Annual General Meeting of the Company.
 - (ii) Report of Directors along with Annexures thereto for the financial year ended 31st March 2022.
 - (iii) Audited Financial Statements (Standalone as well as Consolidated) along with Auditors' Report thereon for the Financial Year ended 31st March 2022.
 - (iv) Secretarial Audit Report.
 - (v) The Register of Directors' and Key Managerial Personnel and their shareholding (remained opened for inspection during the meeting).
 - (vi) The Register of Contracts or arrangements in which the Directors and KMPs were interested (remained open for inspection during the meeting).
5. At 10:00 A.M., the Chairman commenced the meeting by welcoming the Members to the 33rd Annual General Meeting (AGM). Then the Chairman on the advice of the Company Secretary announced that the requisite quorum was present, the meeting was called to order. The Chairman thereafter introduced the other Directors including Mrs. Madhu Sharma, the Audit Committee Chairperson.
6. The Chairman welcomed Mr. Shashi Kant Nemani, Partner of Nemani, Garg Agarwal & Co., Chartered Accountants, Statutory Auditors of the Company who had signed the 'Auditors' Report and Annual Accounts (Standalone & Consolidated) for the FY 2021-22 and Mr. Mahendra Aswal, representative of M/s. Kundan Agrawal & Associates, Company Secretaries in Practicing, Secretarial Auditor of the Company and also Scrutinizer appointed by the Company.
7. The Chairman further informed the members that the company has taken all steps to ensure that the Shareholders were able to attend and vote at the AGM in a seamless manner.
8. The Chairman informed that as per the provisions of the Companies Act, 2013 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, ("Listing Regulations") the Company had provided the facility of remote e-voting to the members through CDSL e-voting system, to enable them to cast their vote electronically. The remote e-voting was open from 9.00 a.m. on Tuesday, 27th September, 2022 till 5.00 p.m. on Thursday, 29th September, 2022. He further informed the shareholders present at the meeting that those members who have not exercised their right through remote e-voting facility can still exercise their right to vote through polling facility provided at the AGM. The Chairman then requested Mrs. Garima Singh, Company Secretary to brief the Members about the Polling procedure at the Meeting.
9. Mrs. Garima Singh informed the members that those members, who had not cast their vote through remote e-voting process, had been provided with facility to cast vote during the AGM using Insta-poll services at the Venue. She further informed the members desirous of exercising their right to vote will be provided with the Ballot paper, wherein they would be required to



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mention their name, registered address, their registered e-mail Id, DP id Client Id or Folio No. in case of those members holding shares in physical form. She also informed the members present that the members need to tick [v] at the appropriate column assent or dissent against each of the resolutions. After ticking, she explained that, the ballot paper be folded and then put it in the locked ballot box.

10. Mrs. Garima Singh also informed that M/s. Kundan Agrawal & Associates, Practicing Company Secretaries were appointed as the Scrutinizer for the polling process as well as remote e-voting process. She also informed the members present that Mr. Mahendra Aswal, representative of M/s. Kundan Agrawal & Associates, Company Secretaries in Practice, shall be scrutinizing the ballot papers.
11. The Chairman then took over the proceedings and informed the members about the flow of events at the AGM and stated that after his speech, he would move all the resolutions as set out in the Notice of AGM and then would move to the discussion and Questions & Answers (Q&A) session. On the conclusion of the discussion and Q&A session, the members could cast their vote on the resolutions through Insta-poll at the venue. The Chairman further informed that combined results of remote e-voting and Insta-poll at the venue of the meeting would be announced and made available on the website of the Company, on the website of CDSL and also on the website of the Stock Exchanges.
12. The members gave their consent to the said flow of AGM proceedings and the Chairman then shared his views on a subject that was relevant in the current environment for the Company and delivered his speech. The excerpts from the speech is as under:

The Chairman stated that the Last few years had been tough for the company as not only our country but the entire world had been witnessing the drastic effects of COVID-19. The effects of COVID-19 is still not over that the world has witnessed the war between Russia and Ukraine which is still continuing; the tensions between the China and its neighboring countries had adversely effected the economies of various countries; though it has not impacted our nation thanks to the initiatives taken by our government.

Coming on the business of the Company, he stated that in 2019 the Company has started exporting Mobile Phones, however, due to COVID-19 the trading into Mobile Phones had to be stopped hence the revenues from the trading from mobile phones had to be stopped. He thereafter gave reasons for the decline in revenues of the company. Some of the reasons mentioned by the Chairperson in his speech were - cut throat competition not only from the organized sector but also from the unorganized sector; high credit period; Non-availability of financial assistance from Banks and Financial Institution as the banks themselves are facing NPA issues; various e-commerce portals are providing their goods and services with lucrative Schemes, procurement of goods & Services in cash and sell on credit; there are number of mobile application available, which again provides their goods and services with lucrative discounts and schemes, availability of off the shelf ERP software like BUSY, TALLY, etc.

Though the IT solutions & products segment has been underperforming, which is again mainly due to tough competition, low margins and long credit yet the Company is taking stern steps to increase its market share in IT Solution & Products segment.

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Speaking on the future prospects of the Company, the Chairman informed the members present at the meeting that the company presently is focusing primarily on the ITeS Segment i.e. Domain Registration and webhosting. The Company has places of reviving its trading in mobile phones; Consultancy in Solar Energy; He also stated that the company has certain liabilities which has to be paid in the very near future and the company is working on the same to make it a debt free company.

The Chairman also informed the members present at the meeting that efforts are being made to revive the existing business of the Company i.e. Software Development and trading in computer and computer peripherals.

The Chairman concluded the speech by thanking the management and employees for their contribution, hard work and engagement, and appreciated the contribution of clients, suppliers, and all other stake holders in trying times. He reposed his confidence on the caliber of the management team and the company would continue to deliver its mission of providing our customers with Solutions that actually solve their business issues & assist their growth through innovative application of technology & information management in an easy to use manner. Finally, he thanked all the members for their continuous support and trust reposed by them in the Company.

13. Thereafter, the Chairman commenced the formal agenda of the AGM and with the consent of the Members present, the Notice convening the meeting, the Report of Board of Directors along with annexures thereto and the Financial Statements for the financial year ended 31st March, 2022 as circulated to all the members in compliance with the relevant circulars of MCA were taken as read.
14. The Chairman informed the members present at the Annual General Meeting that the Auditors Report & Secretarial Auditors' Report for the year ended March 31, 2022 have qualification, observations or comments on financial transactions or matters, which may have adverse effect on the functioning of the Company and advised the Company Secretary to read the Statutory Auditors' Report as well as the Secretarial Auditors' Report. Mrs. Garima Singh thereafter started reading the Statutory Auditors' Report. Though the members present at the meeting informed that they have read the Auditors' Report and requested the Chairman to take the Statutory Auditors' Report as well as the Secretarial Auditors' Report as read yet the Chairman advised Mrs. Garima Singh, the Company Secretary of the Company to atleast read the qualification, observations or comments on financial transactions or matters made by the Statutory Auditors in their Audit Report and its impact on the Financial Statements of the Company. Mrs. Garima Singh, Company Secretary of the Company, thereafter read the qualification, observations or comments on financial transactions or matters made by the Statutory Auditors in their Audit Report and its impact on the financial statements of the Company. She also read the excerpts from the Directors report which dealt with the qualifications, observations or comments on financial transactions or matters raised by the Statutory Auditors'.



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15. The Chairman then took up the official business of the meeting by requesting Mrs. Garima Singh to give a brief of the Resolutions forming part of the Notice.
16. Mrs. Garima Singh informed the members that there were in total 4 (four) Resolutions proposed to be passed in the AGM and same were forming part of the Notice of the AGM at Page No. 5 of the Annual Report. Since the Notice had already been circulated to the Members and the Resolution had been put to vote through remote e voting, the resolutions were taken as read. For the benefit of members attending the meeting, she further provided a brief of the resolutions.
17. Following agenda and resolutions as mentioned in the Notice of the AGM were deemed to be approved by the members:

Item No. 1: Adoption of Financial Statement

Mrs. Garima Singh informed that the Ordinary Resolution for Item No. 1 of the Notice was pertaining to adoption of Standalone and Consolidated Annual Financial Statement comprising of Audited Balance Sheet of the company as at 31st March 2022, the statement of Profit & Loss and Cash Flow Statements for the year ended 31st March 2022 together with the Report of the Board of Directors and Auditors' report.

The draft statement for Item No. 1 was read as follows:

To receive, consider and adopt:

- a) the Audited Standalone Financial Statements of the Company for the Financial Year Ended March 31, 2022, together with the Reports of the Board of Directors and Auditors thereon; and
- b) the Audited Consolidated Financial Statements of the Company for the Financial Year Ended March 31, 2022, together with the Reports of the Board of Directors and Auditors thereon;

As per the voting results declared on 1st October, 2022 based on the Scrutinizer's report dated 30th September, 2022 the Ordinary Resolution was passed with 98.62% majority.

Item No. 2: Appointment of Mr. Ram Niwas Sharma (Din: 07574194) As Director Of The Company Liable To Retire By Rotation

Mrs. Garima Singh further informed that the Ordinary Resolution No. 2 of the Notice was with regard to appointment of Mr. Ram Niwas Sharma as Director of the Company liable to retire by rotation. She also informed that Mr. Ram Niwas Sharma has extensive experience of more than 24 years in Stock Market and Broking in India & has a proven track record in business administration. He specializes in Stock Market operations and the company would be immensely benefitted because of his experience and requested the approval for the resolution for appointing Mr. Ram Niwas Sharma as Director of the Company.

The Resolution as set out at Item No. 2 of the Notice is as follows:

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"RESOLVED THAT pursuant to the provisions of sub-section(6) of the Section 152 and other applicable provisions, of the Companies Act, 2013, Mr. Ram Niwas Sharma (DIN:08427985), the retiring Director be and is hereby re-appointed."

As per the voting results declared on 1st October, 2022 based on the Scrutinizer's report dated 30th September, 2022 the Ordinary Resolution was passed with 99.01% majority.

Item No. 3: Approval of Related Party Transactions

Mrs. Garima Singh informed the members that the company for its day-to-day smooth functioning keeps on receiving advances from the promoters. The advances received by the company from its Promoter, falls under the related party transactions and requires approval by the members of the company. She also informed the members present at the meeting that apart from some related parties none of the Directors of KMPs are interested in the resolution. She further informed that since the related parties are interested in the resolution would abstain from polling or e-voting. She thereafter requested the members for approval from the members the related party transaction

The Resolution as set out in Item No. 3 was as under:

"RESOLVED THAT pursuant to the provisions of Section 188 and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 & Regulation 23(4) of SEBI (Listing Obligations & Disclosure Requirements) Regulation, 2015, as amended from time to time (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Company's Policy on Related Party Transactions and subject to such approvals, consents, sanctions and permissions as may be necessary from time to time and basis of the approval and recommendation of the Audit Committee and the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded to the Company to enter/continue to enter into Material Related Party Transaction(s)/Contract(s)/Arrangement(s)/Agreements(s) and subsequent Material modifications (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) with entities falling within definition of 'Related Party' under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, on such material terms and conditions as detailed in the explanatory statement to this resolution and as may be mutually agreed between related parties and the Company with effect from the conclusion of this Annual General Meeting till the conclusion of the Annual General meeting to be held in the calendar year 2023, such that the maximum value of the Related Party Transactions with such parties, in aggregate, does not exceed value up to the maximum 150 crores, provided that the said contract(s)/arrangement(s)/ transaction(s) shall be carried out in the ordinary course of business of the Company and in respect of transactions with related parties under Section 2(76) of the Act, are at arm's length basis."

"FURTHER RESOLVED THAT the Board of Directors of the company (hereinafter referred to as 'Board' which term shall be deemed to include the Audit Committee of the Company) be and is hereby authorized to determine the actual sums to be involved in the proposed transactions



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and the terms & conditions related thereto and all other matters arising out of or incidental to the proposed transactions and generally to do all acts, deeds and things that may be necessary proper, desirable or expedient and to execute all documents, agreements and writings as may be necessary, proper, desirable or expedient to give effect to this resolution."

As per the voting results declared on 1st October, 2022 based on the Scrutinizer's report dated

30th September, 2022 the Ordinary Resolution was passed with 86.26% majority.

Item No. 4: To consider and approve disinvestment in subsidiaries of the Company

Mrs. Garima Singh informed that the Special Resolution at Item No. 4 is in relation to disinvestment in subsidiaries of the Company. She informed that the company intends to focus on its existing business, hence the board of directors in its meeting held on 28th August 2018 had decided to disinvest entirely the whole or substantially the whole of its investment in the said subsidiaries, which in the opinion of the Board is in the overall interest of the Company. The proposed Special Resolution provide adequate flexibility and discretion to the Board to finalize the terms of sale in consultation with the advisors, experts and / or other authorities as may be required.

She stated that none of the Directors of the Company or Key Managerial Persons are interested in the resolution except to the extent of their shareholding in the company and requested for approval from the members for the same.

The Resolution as set out in Item No. 4 was as follows:

"RESOLVED THAT pursuant to Section 180 (1) (a) and Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, as amended, and subject to all other applicable provisions of the Companies Act, 2013, if any, (Including any statutory modifications, or re-enactment thereof for the time being in force), Regulation 24(5) and any other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Foreign Exchange Management Act, 1999 and Rules and Regulations made thereunder, the provisions of the Memorandum and Articles of Association of the Company, and other applicable statutory provision and regulations, if any, as amended from time to time, and subject to the necessary registration approvals, consents, permissions and sanctions required, if any, and/or other institutions or bodies, statutory authorities, and such conditions or modifications as may be prescribed by any of them while granting any such approvals, which may be agreed to, in its sole discretion, by the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute from time to time to exercise its powers including the powers conferred by this resolution), consent of members be and is hereby accorded, including confirmation of actions taken hitherto to the Board to sell / disinvest by way of the sale, transfer or disposal of the entire or substantially the entire shareholding of the Company in one or more trenches at a price determined as per RBI guidelines and on such terms and conditions and with such modifications, as may be required by any of the concerned authorities or as the Board of the company may deem fit and appropriate in the interest of the Company in wholly owned subsidiaries of the company

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namely, Axis Convergence INC., Mauritius; Greenwire Network Ltd., Hong Kong; and Opentech Thai Network Specialists Co. Ltd., Thailand.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized on behalf of the Company:

1. to do all such acts, deeds, matters and things including but not limiting to deciding the time when the disinvestment be done by the Company;
2. the manner of disinvestment , extent of disinvestment , other incidental and ancillary activities thereto, determining such other terms and conditions relevant to the disinvestment;
3. negotiating and finalizing the terms of sale, negotiating, finalizing and executing share sale purchase agreement(s) by whatever name called, such other agreements, deeds, documents, indemnities, contracts, declarations, undertakings, forms, letters, and such other papers as may be necessary , desirable, and expedient to be agreed, signed and executed;
4. to determine the final consideration / pricing;
5. to make all such filings, and applications, for the statutory / regulatory and other approvals as may be required in the matter and to complete the aforesaid transaction.”

“RESOLVED FURTHER THAT all acts, deeds, matters and things, either verbal or written or otherwise, already done by the Company and/or any of its Directors and/or Officers and/or representatives for and in the name of the Company in this regard be and the same are hereby noted, ratified and approved.”

As per the voting results declared on 1st October, 2022 based on the Scrutinizer's report dated 30th September, 2022 the Ordinary Resolution was passed with 97.33% majority.

18. After the above resolutions were being briefed and deemed to be read, the Chairman then took over the proceedings and invited members who would like to make comments, make observations and seek clarifications.
19. Following members spoke or questions were taken up by the Chairman on various Items of the Reports and Financial Statements for the year and sought clarifications.

S.No	Name	S.No.	Name
1.	Mr. Pradeep Sood	2.	Mr. Kishore Balani
3.	Mr. Sandeep Kumar Gulati	4.	Mr. Hridesh Kumar Gupta

20. The members present appreciated the Chairman and the Management team for the efforts made by them in reviving the business of the Company.
21. On a query with regard to GDR issue at Portugal, the Chairman informed the members present at the meeting that the matter is at an advance stage and statement of witnesses are being recorded. The members also sought certain clarification on the observations made by the Statutory Auditors' which was appropriately replied to by the Chairman.



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22. Finally, responding to the query with regard to ROC fees, the Chairman stated that the Company had preferred a Special Leave Petition before the Hon'ble Supreme Court of India challenging the order passed by the Hon'ble Delhi High Court, which has been admitted and notice has been issued to ROC. The Company's writ petition bearing no. WP (C) 5199/2015 before the Hon'ble Delhi High Court challenging the applicability of provisions prescribed under para 3 of table B under Companies (Registration of Offices and Fees) Rules, 2014 had been dismissed vide order dated 15/01/2019. Against the said order of Delhi High Court an SLP has been filed before the Hon'ble Supreme Court. The said SLP has been registered as SLP(C) 019596/2019. As informed by our Advocates on records, the Hon'ble Apex Court vide its Order dated 09/08/2019 while issuing Notice to Union of India has directed the Company to deposit Rs. 3.22 crores within a period of 6 weeks. Since the SLP is pending adjudication, we have nothing more to add.
23. On a query with regard to the penalty of Rs. 10,00,00,000/- imposed by SEBI, the Chairman stated that SEBI vide its order dated 6th March 2020 passed an order against the company i.e., the Company is restrained from accessing the securities market and further prohibited from buying, selling or dealing in securities, directly or indirectly, in any manner whatsoever or being associated with the securities market in any manner, whatsoever, till compliance with directions contained in para 58(a) above and thereafter, for an additional period of two years from the date of bringing back the money. Further SEBI vide order dated 27th November penalized the company with a fine of Rs. 10,00,00,000/-. Against the orders of SEBI the company has filed appeals before the Securities Appellant Tribunal and the same is pending adjudication.
24. After responding to all the queries of Members, the Chairman handed over the Insta Polling process to the Scrutinizer. The Members, who had not exercised their right through the remote e-voting process, were provided with the Ballot paper to enable them to exercise their right to vote.
25. The Ballot box was thereafter locked and sealed in the presence of the members and requested the members to cast their votes and drop the ballot paper in the box.
26. The Chairman also informed that combined results of remote e-voting and e-voting during the meeting would be announced and made available on the website of the Company, on the website of CDSL and also on the website of the Stock Exchanges.
27. The Chairman thanked the Shareholders for their co-operation in conducting the meeting.
28. The Chairman also thanked all Directors and Members who were present at the meeting. Further he stated that the meeting would stand concluded after the polling was over.
29. The meeting concluded at 10:30 a.m.




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30. The results of the e-voting (attached as Annexure I) was declared on 1st October, 2022 based on the report of the scrutinizers dated 30th September, 2022. The combined results of remote e-voting and e-voting at the AGM as enclosed and marked as "Annexure A" and declared all the items/resolutions as stated in the Notice convening the 32nd Annual General Meeting, as passed with requisite majority on the Date of the Meeting i.e 30th September, 2021.

Entered in the Minutes Book on 4th October, 2022 at New Delhi.


Peeyush Kumar Aggarwal
Chairman

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SUMMARY OF CONSOLIDATED SCRUTINIZER REPORT DATED 30th September, 2022

As per the provisions of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the relevant Circulars issued by the Ministry of Corporate Affairs, the Company had provided the facility of remote e-voting to enable the Shareholders to cast their vote electronically on the resolutions proposed in the Notice of the 33rd Annual General Meeting (AGM).

The Board of Directors had appointed Mr. Kundan Agrawal, Practicing Company Secretary as the Scrutiniser for remote e-voting. The Scrutiniser had carried out the scrutiny of all the electronic votes received up to the close of remote e-voting period on 30th September, 2022 and votes cast through e-voting facility during the AGM and had submitted his Report on 30th September, 2022.

The consolidated result as per the Scrutinizers' Report dated 30th September, 2022 are as follows:

Resolution Required: (Ordinary / Special)				Ordinary (1): To receive consider and adopt the audited financial statements (including Audited Consolidated Financial Statement) of the Company for the Financial year ended 31st March 2020 and the reports fo Directors' and Auditors' Report thereon.					
Whether promoter / promoter group are interested in the				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 of votes polled	% of Votes against the votes polled	
		(1)	(2)	(3)=((2)/(1))*100	(4)	(5)	(6)=((4)/(2))*100	(7)=((5)/(2))*100	
Promoter and Promoter Group	e-voting	73,694,990	0	0.00%	0	0	0.00%	0%	
	Poll		73694990	100.00%	73694990	0	100.00%	0%	
	Total		73694990	100.00%	73694990	0	100.00%	0%	
Public - Institution	e-voting	46,750	0	0.00%	0	0	0.00%	0%	
	Poll		0	0.00%	0	0	0.00%	0%	
	Total		0	0.00%	0	0	0.00%	0%	
Public - Non-Institution	e-voting	3,700,694,915	11646723	0.31%	10462031	1184692	89.83%	10.17%	
	Poll		298992	0.01%	298992	0	100.00%	0.00%	
	Total		11945715	0.32%	10761023	1184692	90.08%	9.92%	
Total		3,774,436,655	85640705	2.27%	84456013	1184692	98.62%	1.38%	

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Resolution Required: (Ordinary / Special)				Ordinary (2): To appoint a Director in place of Mr. Ram Niwas Sharma (DIN: 08427985) who retires by rotation and being eligible, offers himself for re-appointment				
Whether promoter / promoter group are interested in the				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 of votes polled	% of Votes against the votes polled
		(1)	(2)	(3)=((2)/(1))*100	(4)	(5)	(6)=((4)/(2))*100	(7)=((5)/(2))*100
Promoter and Promoter Group	e-voting	73,694,990	0	0.00%	0	0	0.00%	0%
	Poll		73694990	100.00%	73694990	0	100.00%	0%
	Total		73694990	100.00%	73694990	0	100.00%	0%
Public - Institution	e-voting	46,750	0	0.00%	0	0	0.00%	0%
	Poll		0	0.00%	0	0	0.00%	0%
	Total		0	0.00%	0	0	0.00%	0%
Public - Non-Institution	e-voting	3,700,694,915	11639603	0.31%	10791206	848397	92.71%	7.29%
	Poll		298992	0.01%	298992	0	100.00%	0.00%
	Total		11938595	0.32%	11090198	848397	92.89%	7.11%
Total		3,774,436,655	85633585	2.27%	84785188	848397	99.01%	0.99%
Resolution Required: (Ordinary / Special)				Ordinary (3): To approve related party transactions				
Whether promoter / promoter group are interested in the				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 of votes polled	% of Votes against the votes polled
		(1)	(2)	(3)=((2)/(1))*100	(4)	(5)	(6)=((4)/(2))*100	(7)=((5)/(2))*100
Promoter and Promoter Group *	e-voting	73,694,990	0	0.00%	0	0	0.00%	0%
	Poll		0	0.00%	0	0	0.00%	0%
	Total		0	0.00%	0	0	0.00%	0%
Public - Institution	e-voting	46,750	0	0.00%	0	0	0.00%	0%
	Poll		0	0.00%	0	0	0.00%	0%
	Total		0	0.00%	0	0	0.00%	0%
Public - Non-Institution **	e-voting	3,700,694,915	11625211	0.31%	9999548	1625663	86.02%	13.98%
	Poll		209731	0.01%	209731	0	100.00%	0%
	Total		11834942	0.32%	10209279	1625663	86.26%	13.74%
Total		3,774,436,655	11834942	0.31%	10209279	1625663	86.26%	13.74%
* Promoters and Promoter group abstained from voting on the resolution being interested in the resolution.								
** Public - Non-institutional shareholders includes 3 share holders who are either Director or KMP or their relative holding 70,611 shares and 1 shareholder holding 8580 shares abstained from voting on the resolution. The Directors and/or KMPs and/or their relatives abstained from voting as being interested in the resolution.								

As.

CHAIRMAN'S INITIALS

MINUTE BOOK

Saraswati
REGD.

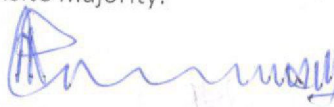
Resolution Required: (Ordinary / Special)				Special Resolution (4): To consider and approve dis-investment in subsidiaries of the company				
Whether promoter / promoter group are interested in the				No				
Category	Mode of Voting	No. of Shares held	No. of Votes Polled	% of Votes Polled on Outstanding shares	No. of Votes in favour	No. of Votes - Against	% of Votes in favour of votes polled	% of Votes against the votes polled
		(1)	(2)	(3)=((2)/(1))*100	(4)	(5)	(6)=((4)/(2))*100	(7)=((5)/(2))*100
Promoter and Promoter Group	e-voting	73,694,990	0	0.00%	0	0	0.00%	0%
	Poll		73694990	100.00%	73694990	0	100.00%	0%
	Total		73694990	100.00%	73694990	0	100.00%	0%
Public - Institution	e-voting	46,750	0	0.00%	0	0	0.00%	0%
	Poll		0	0.00%	0	0	0.00%	0%
	Total		0	0.00%	0	0	0.00%	0%
Public - Non-Institution #	e-voting	3,700,694,915	11630504	0.31%	9345895	2284609	80.36%	19.64%
	Poll		290342	0.01%	290342	0	100.00%	0%
	Total		11920846	0.32%	9636237	2284609	80.84%	19.16%
Total		3,774,436,655	85615836	2.27%	83331227	2284609	97.33%	2.67%

One shareholder holding 8580 shares from the Public-Non-institutional category abstained from Voting on the resolution

Based on the Report of the Scrutinizer, all Resolutions as set out in the Notice of 33rd Annual General Meeting have been duly approved by the Shareholders with requisite majority.

Date: 4th October, 2022

Place: New Delhi



Peeyush Kumar Aggarwal
Chairman

CHAIRMAN'S
INITIALS