

MINUTES OF THE PROCEEDINGS OF THE FOURTEENTH ANNUAL GENERAL MEETING OF MEMBERS OF MAAN ALUMINIUM LIMITED HELD ON MONDAY, THE 26TH DAY OF JUNE, 2017 COMMENCED AT 12.00 NOON AND CONCLUDED AT 01:00 P.M. AT TIVOLI GRAND RESORT HOTEL, MAIN GT KARNAL ROAD, NEW DELHI

DIRECTORS PRESENT

- | | |
|-----------------------------|--------------------------------|
| 1. Mr. Ravinder Nath Jain | - Chairman & Managing Director |
| 2. Ms. Priti Jain | - Promoter Director |
| 3. Mr. Rajesh Jain | - Independent Director |
| 4. Mr. Amit Jain | - Independent Director |
| 5. Mr. Ashish Jain | - Director |
| 6. Mr. Sandeep Verma | - Director |
| 7. Mr. Suresh Chandra Malik | - Independent Director |
| 8. Mr. Rajpal Jain | - Independent Director |

IN ATTENDANCE

- | | |
|---------------------|--|
| Mr. Sandeep Agarwal | - Company Secretary & Compliance Officer |
| Mr. Yogendra Jain | - CFO |

SCRUTINIZER

- | | |
|-----------------|-----------------------------------|
| Ms. Anita Aswal | - Company Secretaries in Practice |
|-----------------|-----------------------------------|

MEMBERS ATTENDANCE

82 members attended the meeting in person or through their proxies including Bodies Corporate through their various representatives holding 21,68,417 Equity Shares.

CHAIRMAN

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

ATTENDANCE OF COMMITTEE CHAIRMAN

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

RECORDS AVAILABLE FOR INSPECTION

The following documents and Registers were placed on the Table before the Meeting:

- i. Notice convening 14th AGM of the Company.
- ii. Directors' Report for the Financial Year ended March 31, 2017.
- iii. Audited Accounts and Auditors' Report for the financial year ended March 31, 2017.
- iv. Secretarial Audit Report for the financial year ended March 31, 2017.
- v. Registers of Director's and Key Managerial Personnel and their Shareholding (remained open for inspection during the Meeting).
- vi. Proxy Register (remained open for inspection during the Meeting).

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MINUTES BOOK

PROCEEDINGS

1. At 12.00 noon, the Chairman Mr. Ravidner Nath Jain extended warm greetings to the shareholders, he introduced members of the Board on dais and declared that the requisite quorum for the meeting was present as per Section 103 of the Companies Act, 2013.
2. The Chairman shared with the member the operational performance of the company during Financial Year 2016-17 and also shared with the member the significant events took place during the course of the last year.
3. Thereafter, with the permission of the shareholders present, the Notice convening the meeting and the Annual Accounts & Directors report for the Financial Year 2016-17 was taken as read by Mr. Sandeep Kumar Agarwal, Company Secretary.
4. There being no qualification, observation or comments on Financial transaction or matters which have any adverse effect on the functioning of the Company, mentioned in the Auditors Report, the Auditors' Report was also taken as read.
5. The Chairman thereafter invited queries from the members on the Accounts and working of the Company and on the resolution contained in the Notice of the Meeting, Several Member addressed the meeting and raised various quires on the Company's Accounts ad business, which were duly replied by the Chairman.
6. The Chairman informed the members that in accordance with the provision of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company has extended e-voting facility to the member of the company in respect of the business to be transacted at the Annual General Meeting. The Procedure and instruction to the member for e-voting were given in the Notice to the meeting; also separately circulated to the members and displayed on the website of the Company. The e-voting commenced at 9.00 a.m. on 23rd June, 2017 and ended at 5.00 p.m. on 25th June, 2017.
7. Mrs. Anita Aswal, Company Secretary in Practice (Membership No. 37019), has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
8. The Chairman informed the member that the company has arranged for a poll on all the Twelve (12) resolution contained in the Notice to be passed at the meeting. The Chairman further mentioned that in the view of provision of the section 107 of the Companies Act, 2013 voting by show of hands is not allowed in cases where e-voting is applicable.
The Members were briefed about the process of Poll and empty ballot box was displayed and sealed.
9. The Meeting then proceeded by Mr. Sandeep Kumar Agarwal, Company Secretary with the following Ordinary Business and Special Business as set out in the Notice sent to individual members at their respective address registered with the Company.

ORDINARY BUSINESS

1. ADOPTION OF FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2017 AS AN ORDINARY RESOLUTION

Taking the first item of the Notice, the Company Secretary requested one of the members to propose the resolution relating to adoption of audited accounts.

Mr. Ankit Gupta (IN301549/53006094) proposed the following resolution as an Ordinary Resolution:

Ankit

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ED THAT the audited Balance Sheet as at 31st March, 2017 and the profit and loss account for the year ended as on that date together with the Reports of the Auditors thereon be and are hereby considered and adopted.”

Mithlesh Goel (IN300118/10216434) seconded the above resolution.

Mr. Sandeep Agarwal, Company Secretary put the resolution to vote by physical poll.

Results of Remote E-Voting and voting through Ballot Paper of Item No. 1

	No. of Shares held	Mode of Voting	No. of Valid Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes in Against	% of Votes in favour over Votes Polled	% of Votes against Valid Votes Polled
	1		2	(3)=[(2)/(1)]*100	4	5	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter	2207850	e-voting	2038833	92.34	2038833	0	100	0
		Poll	0	0	0	0	0	0
		Sub-Total	2038833	92.34	2038833	0	100	0
Public	186471	e-voting	0	0	0	0	0	0
		Poll	0	0	0	0	0	0
		Sub-Total	0	0	0	0	0	0
Other	985983	e-voting	115491	11.71	115490	1	99.999	0.001
		Poll	19643	1.99	19643	0	100	0
		Sub-Total	135134	13.70	135133	1	99.999	0.001
	3380304		2173967	64.31	2173966	1	99.999	0.0001

put to vote, the resolution was passed by majority considering the e-voting and physical poll votes

2. TO CONFIRM THE PAYMENT OF INTERIM DIVIDEND OF RUPEES 10/- PER EQUITY SHARE OF RUPEES 10 EACH FOR THE FINANCIAL YEAR ENDED 31.03.2017.

Mr. Sandeep Agarwal, Company Secretary, Mr. Ankit Gupta (IN3006094) proposed the following resolution regarding declaration of interim dividend for the Financial Year 2016-17, as an Ordinary Resolution and Mrs. Mithlesh Goel (IN300118/10216434) seconded the resolution:

ED THAT the member hereby confirmed the payment of interim dividend of Rupees 10/- per share (i.e. 10%) on the fully paid up for the Financial year 2016-17 and the same is considered as final dividend.”

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Mr. Sandeep Agarwal, Company Secretary put the resolution to vote by physical poll.

Results of Remote E-Voting and voting through Ballot Paper of Item No. 2

Category	No. of Shares held	Mode of Voting	No. of Valid Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes in Against	% of Votes in favour over Votes Polled	% of Votes against Valid Votes Polled
	1		2	(3)=[(2)/(1)]*100	4	5	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	2207850	e-voting	2038833	92.34	2038833	0	100	0
		Poll	0	0	0	0	0	0
		Sub-Total	2038833	92.34	2038833	0	100	0
Public Institutional Holders	186471	e-voting	0	0	0	0	0	0
		Poll	0	0	0	0	0	0
		Sub-Total	0	0	0	0	0	0
Public-Others	985983	e-voting	115491	11.71	115490	1	99.999	0.001
		Poll	19643	1.99	19643	0	100	0
		Sub-Total	135134	13.70	135133	1	99.999	0.001
Total	3380304		2173967	64.31	2173966	1	99.999	0.0001

On being put to vote, the resolution was passed by majority considering the e-voting and physical poll votes

3. TO APPOINT A DIRECTOR IN PLACE OF MS. PRITI JAIN (DIN NO. 01007557), WHO RETIRES FROM OFFICE BY ROTATION AND BEING ELIGIBLE, OFFERS HERSELF FOR RE-APPOINTMENT.

On the request of Mr. Sandeep Agarwal, Company Secretary, Mr. Ankit Gupta (IN301549/53006094) proposed the following resolution regarding re-appointment of Ms. Priti Jain as a Director liable to retire by rotation, as an Ordinary Resolution and Mrs. Mithlesh Goel (IN300118/10216434) seconded the resolution:

"RESOLVED THAT Ms. Priti Jain (DIN No. 01007557), who retires by rotation from the Board of Directors pursuant to the provisions of section 152 of the Companies Act, 2013 and as per the Company's Articles of Association be and is hereby reappointed a Director of the Company."

Mr. Sandeep Agarwal, Company Secretary put the resolution to vote by physical poll.

Results of Remote E-Voting and voting through Ballot Paper of Item No. 3

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No. of Shares held	Mode of Voting	No. of Valid Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes in Against	% of Votes in favour over Votes Polled	% of Votes against Valid Votes Polled
1		2	(3)=[(2)/(1)]*100	4	5	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
2207850	e-voting	2038833	92.34	2038833	0	100	0
	Poll	0	0	0	0	0	0
	Sub-Total	2038833	92.34	2038833	0	100	0
186471	e-voting	0	0	0	0	0	0
	Poll	0	0	0	0	0	0
	Sub-Total	0	0	0	0	0	0
985983	e-voting	115491	11.71	115478	13	99.988	0.012
	Poll	19643	1.99	19643	0	100	0
	Sub-Total	135134	13.70	135121	13	99.988	0.012
3380304		2173967	64.31	2173954	13	99.988	0.012

being asked to vote, the resolution was passed by majority considering the e-voting and physical poll votes

4. APPOINTMENT OF STATUTORY AUDITORS OF THE COMPANY TO FIX THEIR REMUNERATION.

At the request of Mr. Sandeep Agarwal, Company Secretary, Mr. Ankit Gupta (IN3006094) proposed the following resolution regarding appointment of Statutory Auditors of the Company and to fix their remuneration, as an Ordinary Resolution and Mrs. Mithlesh Goel (IN300118/10216434) seconded the resolution:

RESOLVED THAT pursuant to the provisions of section 139 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Act, 2014 the members of the company do hereby re-appoint (Second Term) M/s. Khandelwal and Khandelwal Associates, (Firm Registration No. 008389C) Chartered Accountants, as the Statutory Auditors of the Company to hold office from the conclusion of this Fourteenth Annual General Meeting till the conclusion of Seventeenth Annual General Meeting, subject to ratification of the appointment by the shareholders at the next Annual General Meeting and a remuneration to be decided annually by the Board of Directors in consultation with the Auditors plus service tax and reimbursement of travelling and out of pocket expenses incurred by them for the purpose of audit of accounts of the Company.

Mr. Sandeep Agarwal, Company Secretary put the resolution to vote by physical poll.

Remote E-Voting and voting through Ballot Paper of Item No. 4

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Category	No. of Shares held	Mode of Voting	No. of Valid Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes in Against	% of Votes in favour over Votes Polled	% of Votes against Valid Votes Polled
	1		2	(3)=[(2)/(1)]*100	4	5	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	2207850	e-voting	2038833	92.34	2038833	0	100	0
		Poll	0	0	0	0	0	0
		Sub-Total	2038833	92.34	2038833	0	100	0
Public Institutional Holders	186471	e-voting	0	0	0	0	0	0
		Poll	0	0	0	0	0	0
		Sub-Total	0	0	0	0	0	0
Public-Others	985983	e-voting	115481	11.71	115480	1	99.999	0.001
		Poll	19643	1.99	19643	0	100	0
		Sub-Total	135124	13.70	135123	1	99.999	0.001
Total	3380304		2173957	64.31	2173956	1	99.999	0.001

On being put to vote, the resolution was passed by majority considering the e-voting and physical poll votes

SPECIAL BUSINESS

5. TO FIX REMUNERATION OF M/S. VINOD BHATT & ASSOCIATE (MEMBERSHIP NO. 23745), AS THE COST AUDITOR OF THE COMPANY.

On the request of Mr. Sandeep Agarwal, Company Secretary, Mrs. Mithlesh Goel (IN300118/10216434) proposed the following resolution for fixing the remuneration of M/s Vinod Bhatt and Associates as Cost Auditor as an Ordinary Resolution and Mr. Ankit Gupta (IN301549/53006094) seconded the resolution:

"RESOLVED THAT pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, including any statutory modification(s) or re-enactment thereof for the time being in force, M/s. Vinod Bhatt & Associate, Cost Accountants (Membership No. 23745), appointed as Cost Auditors, by the Board of Directors of the Company, to conduct the audit of the cost accounting records of the "Aluminium" manufactured by the Company for the financial year ending March 31, 2018, consent of the members of the Company be and is hereby accorded for payment of remuneration amounting to Rs. 75,000/- (Rupees Seventy Five thousand only) excluding service tax and out of pocket expenses, if any."

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D FURTHER THAT for the purpose of giving effect to this resolution, key managerial personnel of the Company be and are hereby severally to do all acts, deeds, matters and things as they may in their absolute deem necessary, proper or desirable and to settle any question, difficulty, may arise in respect of the matter aforesaid and further to do all acts, deeds and things as may be necessary, proper or desirable or expedient to give effect to this resolution."

Sandeep Agarwal, Company Secretary put the resolution to vote by physical poll.

Remote E-Voting and voting through Ballot Paper of Item No. 5

No. of Shares held	Mode of Voting	No. of Valid Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes in Against	% of Votes in favour over Votes Polled	% of Votes against Valid Votes Polled
1		2	(3)=[(2)/(1)]*100	4	5	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
2207850	e-voting	2038833	92.34	2038833	0	100	0
	Poll	0	0	0	0	0	0
	Sub-Total	2038833	92.34	2038833	0	100	0
186471	e-voting	0	0	0	0	0	0
	Poll	0	0	0	0	0	0
	Sub-Total	0	0	0	0	0	0
985983	e-voting	115491	11.71	115490	1	99.999	0.001
	Poll	19643	1.99	19643	0	100	0
	Sub-Total	135134	13.70	135133	1	99.999	0.001
3380304		2173967	64.31	2173966	1	99.999	0.0001

When put to vote, the resolution was passed by majority considering the e-voting and physical poll votes.

CONSIDER ISSUE OF BONUS SHARES OF RUPEES 10/- EACH, IN THE RATIO OF 1:1 (ONE BONUS SHARE FOR EVERY ONE EQUITY HELD).

Mr. Sandeep Agarwal, Company Secretary, Mrs. Mithlesh Goel (2216434) proposed the following resolution for considering issue of Bonus Shares of Rupees 10/- each, in the ratio of 1:1 (One Bonus Share for every One Equity Share) and Mr. Ankit Gupta (IN301549/53006094) seconded the resolution.

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"RESOLVED THAT, pursuant to the recommendation of the Board of Directors and in accordance with the provisions of Section 63 of the companies act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013 read with the relevant Rules thereof (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the enabling provisions of the Memorandum and Articles of Association of the Company and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulations, 2009 (the regulations), including any amendment or modification of the Act and/ or the Regulations and subject to such other necessary approvals, permissions and sanctions, as may be required and subject to such terms and modifications as may be specified while according such approvals, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company, including any committee thereof (hereinafter referred to as the Board) for capitalization of sum of Rs. 3,38,03,040/- out of the Free Reserves/ Company's Securities Premium of the Company or any other permitted reserves/ surplus of the Company for the purpose of issue of Bonus Shares of Rs. 10/- each, credited as fully paid-up to the holders of the Equity Shares of the Company, whose name appear in the Register of Members, on the 'Record Date', to be determined by Board of Directors of the Company in consultation with BSE Limited and National Stock Exchange of India Limited for this purpose, in the proportion of 1 (one) fully paid up Equity Share of ` 10/- (Rupees Ten only) each, for every 1 (One) fully paid-up Equity Shares of ` 10/- (Rupees Ten only) as bonus equity share each held by members or allotted to such member i.e. in the ratio of 1:1 (One bonus share for every One equity share held) as on the Record Date and that the Bonus shares so distributed shall, for all purpose, be treated as an increase in the nominal amount in the Capital of the Company held by such member, and not as income."

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

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

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

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

"RESOLVED FURTHER THAT for the purpose of giving effects to the above Resolution the Board be and is hereby authorised to do all such acts, deeds, matters and things and execute all such documents, instruments and writings as may be required and as it may

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and absolute discretion, deem necessary, expedient or incidental in regard to allotment of Bonus Shares including but without limitation to filing of any returns with any statutory/other concerned authorities if any and to settle any difficulty or doubt that may arise in regard as the board in its absolute discretion may deem necessary or desirable and its decision shall be final and binding."

Mr. Sandeep Agarwal, Company Secretary put the resolution to vote by physical poll.

Results of Remote E-Voting and voting through Ballot Paper of Item No. 6

	No. of Shares held	Mode of Voting	No. of Valid Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes in Against	% of Votes in favour over Votes Polled	% of Votes against Valid Votes Polled
	1		2	(3)=[(2)/(1)]*100	4	5	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter a	22078 50	e-voting	20388 33	92.34	20388 33	0	100	0
		Poll	0	0	0	0	0	0
		Sub-Total	20388 33	92.34	20388 33	0	100	0
	18647 1	e-voting	0	0	0	0	0	0
		Poll	0	0	0	0	0	0
		Sub-Total	0	0	0	0	0	0
Public- Other	98598 3	e-voting	11549 1	11.71	11549 0	1	99.999	0.001
		Poll	19643	1.99	19643	0	100	0
		Sub-Total	13513 4	13.70	13513 3	1	99.999	0.001
	33803 04		21739 67	64.31	21739 66	1	99.999	0.0001

put to vote, the resolution was passed by majority considering the e-voting and physical poll votes.

7. INCREASE THE AUTHORISED SHARE CAPITAL OF THE COMPANY.

On the request of Mr. Sandeep Agarwal, Company Secretary, Mrs. Mithlesh Goel (10216434) proposed the following resolution for increase in the authorized share capital of the company as an Ordinary Resolution and Mr. Ankit Gupta (53006094) seconded the resolution:

RESOLVED THAT pursuant to the provision of section 13, 61 and 64 and all other provisions, if any, of the Companies Act, 2013, the existing Authorized share capital of the company amounting to Rs. 10,00,00,000 (Rs. Ten Crores) divided into (One Crore) shares of Rs. 10/- each be and is hereby increased to Rs. 15,00,00,000 (Rs. Fifteen Crores) divided into 1,50,00,000 (One Crore Fifty Lakhs) shares

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of Rs. 10/- each by addition thereto a sum of Rs. 5,00,00,000 divided into 50,00,000 equity shares of ` 10/- each, ranking pari passu with the existing shares of the company.

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, directors or key managerial personnel of the Company be and are hereby severally authorized to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the matter aforesaid and further to do all acts, deeds matters and things as may be necessary, proper or desirable or expedient to give effect to the above resolution."

Results of Remote E-Voting and voting through Ballot Paper of Item No. 7

Category	No. of Shares held	Mode of Voting	No. of Valid Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes in Against	% of Votes in favour over Votes Polled	% of Votes against Valid Votes Polled
	1		2	(3)=[(2)/(1)]*100	4	5	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	22078 50	e-voting	20388 33	92.34	20388 33	0	100	0
		Poll	0	0	0	0	0	0
		Sub-Total	20388 33	92.34	20388 33	0	100	0
Public Institutional Holders	18647 1	e-voting	0	0	0	0	0	0
		Poll	0	0	0	0	0	0
		Sub-Total	0	0	0	0	0	0
Public- Others	98598 3	e-voting	11549 1	11.71	11547 8	13	99.988	0.012
		Poll	19643	1.99	19643	0	100	0
		Sub-Total	13513 4	13.70	13512 1	13	99.988	0.012
Total	33803 04		21739 67	64.31	21739 54	13	99.988	0.012

On being put to vote, the resolution was passed by majority considering the e-voting and physical poll votes.

8 ALTERATION IN THE MEMORANDUM OF ASSOCIATION AND ARTICLE OF ASSOCIATION.

On the request of Mr. Sandeep Agarwal, Company Secretary, Mrs. Mithlesh Goel (IN300118/10216434) proposed the following resolution for alteration in the Memorandum of Association and Article of Association as an Special Resolution and Mr. Ankit Gupta (IN301549/53006094) seconded the resolution:

"RESOLVED THAT pursuant to the provisions of Section 13 & 14 and other applicable provisions of the Companies Act 2013, the existing clause V of the

Memorandum of Association and Clause 5 of the article of association be substituted by the following new clause:

V(a). The Authorized Share Capital of the Company is ` 15,00,00,000 (Fifteen Crores) divided into 1,50,00,000 (One Crore Fifty Lakhs) shares of ` 10/- each.

5. The Authorized Share Capital of the Company is ` 15,00,00,000 (Fifteen Crores) divided into 1,50,00,000 (One Crore Fifty Lakhs)shares of ` 10/- each with a power of company to increase, reduce or modify the capital and to divide all or any of the shares in the capital of the company, for the time being, and to classify and reclassify such shares from shares of one class into shares of other class or classes and to attach thereto respectively such preferential, deferred, qualified or other special rights, privileges, conditions or restrictions as may be determined by the company in accordance with the Articles of Association of the company

and to vary, modify or abrogate any such rights, privileges, conditions or restrictions, in such manner and by such persons as may, for the time being, be permitted under the provisions of the Articles of Association of the company or legislative provisions for the time being in force in that behalf."

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, directors or key managerial personnel of the Company be and are hereby severally authorized to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the matter aforesaid and further to do all acts, deeds matters and things as may be necessary, proper or desirable or expedient to give effect to the above resolution."

Mr. Sandeep Agarwal, Company Secretary put the resolution to vote by physical poll.

Results of Remote E-Voting and voting through Ballot Paper of Item No. 8

Category	No. of Shares held	Mode of Voting	No. of Valid Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes in Against	% of Votes in favour over Votes Polled	% of Votes against Valid Votes Polled
	1		2	(3)=[(2)/(1)] *100	4	5	(6)=[(4)/(2)] *100	(7)=[(5)/(2)] *100
Promoter and Promoter Group	2207850	e-voting	2038833	92.34	2038833	0	100	0
		Poll	0	0	0	0	0	0
		Sub-Total	2038833	92.34	2038833	0	100	0
Public Institutional Holders	186471	e-voting	0	0	0	0	0	0
		Poll	0	0	0	0	0	0
		Sub-Total	0	0	0	0	0	0
Public-Others	985983	e-voting	115491	11.71	115490	1	99.999	0.001
		Poll	19643	1.99	19643	0	100	0
		Sub-Total	135134	13.70	135133	1	99.999	0.001
Total	3380304		2173967	64.31	2173966	1	99.999	0.0001

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On being put to vote, the resolution was passed by majority considering the e-voting and physical poll votes.

9 APPOINTMENT OF MR. RAJPAL JAIN (DIN NO. 01040641) AS INDEPENDENT DIRECTOR.

On the request of Mr. Sandeep Agarwal, Company Secretary, Mrs. Mithlesh Goel (IN300118/10216434) proposed the following resolution for **appointment of Mr. Rajpal Jain (DIN 01040641) as Independent Director** as an Ordinary Resolution and Mr. Ankit Gupta (IN301549/53006094) seconded the resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 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 (including any statutory modification (s) or re-enactment(s) thereof for the time being in force) and pursuant to Regulation 17 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, Mr. Rajpal Jain (DIN No. 01040641), who was appointed as an Additional Director of the company on 26th May, 2017 pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office upto the date of this AGM, who has submitted a declaration that he meets the criteria of Independence as provided in Section 149(6) of the Companies Act, 2013 and who is eligible for appointment & in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office up to 31st March, 2022.

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

Results of Remote E-Voting and voting through Ballot Paper of Item No. 9

Category	No. of Shares held	Mode of Voting	No. of Valid Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes in Against	% of Votes in favour over Votes Polled	% of Votes against Valid Votes Polled
	1		2	(3)=[(2)/(1)] *100	4	5	(6)=[(4)/(2)] *100	(7)=[(5)/(2)] *100
Promoter and Promoter Group	2207850	e-voting	2038833	92.34	2038833	0	100	0
		Poll	0	0	0	0	0	0
		Sub-Total	2038833	92.34	2038833	0	100	0
Public Institutional Holders	186471	e-voting	0	0	0	0	0	0
		Poll	0	0	0	0	0	0
		Sub-Total	0	0	0	0	0	0
Public-	98598	e-	11549	11.71	11549	1	99.999	0.001

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Others	3	votin g	1		0			
		Poll	19643	1.99	19643	0	100	0
		Sub- Total	13513 4	13.70	13513 3	1	99.999	0.001
Total	33803 04		21739 67	64.31	21739 66	1	99.999	0.0001

On being put to vote, the resolution was passed by majority considering the e-voting and physical poll votes.

10 TO APPOINTMENT MRS. DIPTI JAIN (DIN : 06942550) AS A EXECUTIVE DIRECTOR.

On the request of Mr. Sandeep Agarwal, Company Secretary, Mrs. Mithlesh Goel (IN300118/10216434) proposed the following resolution for appointment of Mrs. Dipti Jain (DIN : 06942550) as a Executive Director as an Special Resolution and Mr. Ankit Gupta (IN301549/53006094) seconded the resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152, 197 and any other applicable provisions of the Companies Act, 2013 ('the Act') and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Act and the laws prevailing for the time being and subject to the approval of the Central Government, if required, Mrs. Dipti Jain (DIN: 06942550), Director of the Company who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Director, the consent of the Company be and is hereby accorded for appointment of Ms. Dipti Jain (DIN: 06942550) as Director designated as Executive Director (ED) upon the terms and conditions set out in the explanatory statement annexed to this Notice.

RESOLVED FURTHER THAT Board of Directors of the Company be and are hereby authorized to alter and vary the terms and conditions of the said reappointment, remuneration and/or agreement in such manner and to such extent as may be agreed between the Board of Directors and Executive-Director so as not to exceed the limits specified in Schedule V to the Act including any amendments thereto.

RESOLVED FURTHER THAT where in any financial year the Company has no profits or its profits are inadequate, the Company do pay to Mrs. Dipti Jain (DIN: 06942550), remuneration as specified above by way of salary, perquisites and other allowances not exceeding the ceiling limit specified under Section II of Part II of Schedule V to the Act (including any amendment or re-enactment thereof).

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

Results of Remote E-Voting and voting through Ballot Paper of Item No. 10

Category	No. of Shares	Mod e of	No. of Valid	% of Votes Polled on	No. of Votes	No. of Votes	% of Votes	% of Votes
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	held	Voting	Votes Polled	Outstanding Shares	in Favour	in Against	in favour over Votes Polled	against Valid Votes Polled
	1		2	(3)=[(2)/(1)]*100	4	5	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	2207850	e-voting	2038833	92.34	2038833	0	100	0
		Poll	0	0	0	0	0	0
		Sub-Total	2038833	92.34	2038833	0	100	0
Public Institutional Holders	186471	e-voting	0	0	0	0	0	0
		Poll	0	0	0	0	0	0
		Sub-Total	0	0	0	0	0	0
Public-Others	985983	e-voting	115491	11.71	115490	1	99.999	0.001
		Poll	19643	1.99	19643	0	100	0
		Sub-Total	135134	13.70	135133	1	99.999	0.001
Total	3380304		2173967	64.31	2173966	1	99.999	0.0001

On being put to vote, the resolution was passed by majority considering the e-voting and physical poll votes.

11 RE-APPOINTMENT OF MR. ASHISH JAIN (DIN : 06942547), AS EXECUTIVE DIRECTOR OF THE COMPANY..

On the request of Mr. Sandeep Agarwal, Company Secretary, Mrs. Mithlesh Goel (IN300118/10216434) proposed the following resolution for re-appointment of Mr. Ashish Jain (DIN : 06942547) as a Executive Director as an Special Resolution and Mr. Ankit Gupta (IN301549/53006094) seconded the resolution:

"RESOLVED THAT pursuant to recommendation of the Board, Nomination and Compensation Committee, and approval of the Board and subject to the provisions of Sections 197, 198 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule- V of the Companies Act, 2013 and Articles of Association of the Company, approval of the members of the Company be and is hereby accorded to the re-appointment of Mr. Ashish Jain, as Executive Director of the Company with effect from April 01, 2018 as well as the payment of commission and perquisites (hereinafter referred to as "remuneration"), upon the terms and conditions as detailed in the explanatory statement attached hereto, which is hereby approved and sanctioned with authority to the Board of Directors to alter and vary the terms and conditions of the said re-appointment and / or agreement in such manner as may be agreed to between the Board of Directors and Mr. Ashish Jain.

RESOLVED FURTHER THAT where in any financial year the Company has no profits or its profits are inadequate, the Company do pay to Ms. Ashish Jain (DIN: 06942547), remuneration as specified above by way of salary, perquisites and other allowances not

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exceeding the ceiling limit specified under Section II of Part II of Schedule V to the Act (including any amendment or re-enactment thereof).

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

Mr. Sandeep Agarwal, Company Secretary put the resolution to vote by physical poll.

Results of Remote E-Voting and voting through Ballot Paper of Item No. 11

Category	No. of Shares held	Mode of Voting	No. of Valid Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes in Against	% of Votes in favour over Votes Polled	% of Votes against Valid Votes Polled
	1		2	(3)=[(2)/(1)]*100	4	5	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	2207850	e-voting	2038833	92.34	2038833	0	100	0
		Poll	0	0	0	0	0	0
		Sub-Total	2038833	92.34	2038833	0	100	0
Public Institutional Holders	186471	e-voting	0	0	0	0	0	0
		Poll	0	0	0	0	0	0
		Sub-Total	0	0	0	0	0	0
Public-Others	985983	e-voting	115491	11.71	115490	1	99.999	0.001
		Poll	19643	1.99	19643	0	100	0
		Sub-Total	135134	13.70	135133	1	99.999	0.001
Total	3380304		2173967	64.31	2173966	1	99.999	0.0001

On being put to vote, the resolution was passed by majority considering the e-voting and physical poll votes

12 RE-APPOINTMENT OF MR. SANDEEP VERMA (DIN: 07132137), AS CEO AND DIRECTOR OF THE COMPANY.

On the request of Mr. Sandeep Agarwal, Company Secretary. Mrs. Mithlesh Goel (IN300118/10216434) proposed the following resolution for re-appointment of Mr. Sandeep Verma (DIN: 07132137), as CEO and Director of the Company as an Special Resolution and Mr. Ankit Gupta (IN301549/53006094) seconded the resolution:

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"RESOLVED THAT pursuant to recommendation of the Board, Nomination and Compensation Committee, and approval of the Board and subject to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule- V of the Companies Act, 2013 and Articles of Association of the Company, approval of the members of the Company be and is hereby accorded to the re-appointment of Mr. Sandeep Verma, as CEO and Director of the Company with effect from April 01, 2018 as well as the payment of salary, commission and perquisites (hereinafter referred to as "remuneration"), upon the terms and conditions as detailed in the explanatory statement attached hereto, which is hereby approved and sanctioned with authority to the Board of Directors to alter and vary the terms and conditions of the said re-appointment and / or agreement in such manner as may be agreed to between the Board of Directors and Mr. Sandeep Verma.

RESOLVED FURTHER THAT where in any financial year the Company has no profits or its profits are inadequate, the Company do pay to Mr. Sandeep Verma (DIN: 07132137), remuneration as specified above by way of salary, perquisites and other allowances not exceeding the ceiling limit specified under Section II of Part II of Schedule V to the Act (including any amendment or re-enactment thereof).

RESOLVED FURTHER THAT Board of Directors of the Company be and are hereby authorized to alter and vary the terms and conditions of the said reappointment, remuneration and/or agreement in such manner and to such extent as may be agreed between the Board of Directors and Director so as not to exceed the limits specified in Schedule V to the Act including any amendments thereto.

Results of Remote E-Voting and voting through Ballot Paper of Item No. 12

Category	No. of Shares held	Mode of Voting	No. of Valid Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes in Against	% of Votes in favour over Votes Polled	% of Votes against Valid Votes Polled
	1		2	(3)=[(2)/(1)]*100	4	5	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	2207850	e-voting	2038833	92.34	2038833	0	100	0
		Poll	0	0	0	0	0	0
		Sub-Total	2038833	92.34	2038833	0	100	0
Public Institutional Holders	186471	e-voting	0	0	0	0	0	0
		Poll	0	0	0	0	0	0
		Sub-Total	0	0	0	0	0	0
Public-Others	985983	e-voting	115491	11.71	115490	1	99.999	0.001
		Poll	19643	1.99	19643	0	100	0
		Sub-Total	135134	13.70	135133	1	99.999	0.001

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Total	33803 04		21739 67	64.31	21739 66	1	99.999	0.0001
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On being put to vote, the resolution was passed by majority considering the e-voting and physical poll votes

13. CONCLUSION

The Chairman announced that the Results of Remote E-Voting and voting through Ballot Paper would be available on the Website of the Company and also on the Website of Stock Exchange.

The meeting was concluded at 01:00 p.m., with a vote of thanks to the Chair and shareholders.

Date : 24.07.2017

Place : New Delhi

Chairman
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