

HELD AT.....ON.....TIME.....

MINUTES OF THE 32ND ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF AD-MANUM FINANCE LIMITED HELD ON FRIDAY THE 28TH DAY OF SEPTEMBER, 2018 AT HOTEL SURYA, 5/5, NATH MANDIR ROAD, INDORE-452001 (MP) AT 11:00 AM AND CONCLUDED AT 11:30 AM

DIRECTORS/KMP PRESENT:

- | | |
|---------------------------|--|
| 1. Jayanta Nath Choudhury | : Director-In-Charge, CEO & Member |
| 2. CA Vishnu Gupta | : Independent Director & Chairman of Audit committee |

OFFICER FOR ASSISTANCE:

- | | |
|----------------|--|
| CS M.R. Sheikh | : Company Secretary & Compliance officer |
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SPECIAL INVITEE:

- | | |
|--|---------------------|
| CS Ishan Jain | : Scrutinizer |
| M/s SAP & Associates (Represented by CA Aditya Patni). | : Statutory Auditor |

LEAVE OF ABSENCE

Leave of absence was granted to Vinod Kumar Agarwal, Dolly Choudhary, Aseem Trivedi and Devee Prashad Kori, the Director (s) from attending the meeting on their request due to their pre-occupation.

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

As per records made available by M/s Ankit Consultancy Pvt. Ltd. the Share Transfer Agent on the cutoff date i.e. 21st September, 2018 there were 1600 members of the company who were entitled to attend and vote at the 32nd AGM. And minimum 15 members were required to constitute the valid quorum for the 32nd AGM.

PRESENCE OF QUORUM

At the 32nd AGM total **64 (Sixty Four)** Members were present out of which **52 (Fifty Two)** members were present in person and **12 (Twelve)** members were present through proxy and participated at the AGM as per the Attendance Records maintained at the Company.

PROCEEDINGS OF THE MEETING:**QUORUM:**

It was considered that as on cutoff date i.e 21st September, 2018 the Company was having 1600 members therefore, a minimum quorum of 15 members was required to be present in person at the Annual General Meeting. Since the adequate quorum was present, the Company Secretary and Compliance Officer CS M. R. Sheikh confirmed that the meeting is in order and that the proceedings of the meeting should be commenced.

CHAIRMAN:

Shri Jayanta Nath Choudhury, the Director-In-Charge & CEO and Member of the company elected as a chairman & occupied the Chair for the Meeting.

NOTICE OF THE 32ND ANNUAL GENERAL MEETING:

CS M. R. Sheikh informed to the members that the Notice convening the 32nd Annual General Meeting along with the Audited Standalone Financial Statement containing the Balance Sheet as at 31st March, 2018 and the Statement of Profit & Loss and the Cash Flow for the year ended 31st March, 2018, along with the Notes and the Report of Board's, Corporate Governance, Secretarial Auditor and Auditor's have already been dispatched to the members by electronic mode through CDSL as per the records made available by CDSL & NSDL and to other members physically

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through Courier Agent of the company. With the permission of the Members and proxies present at the Meeting the Notice of the 32nd Annual General Meeting was taken as read.

BOOKS & STATUTORY REGISTER:

The Company Secretary informed that the Register of Director and Key Managerial Personnel and their Shareholding, Share Transfer Book and the Register of Members along with other statutory books, as required under other provisions of the Companies Act, 2013, Secretarial Standard etc. have been kept at the meeting and open for inspection of the members.

PROCEDURE AT THE 32ND ANNUAL GENERAL MEETING:

The Company Secretary informed that as per the requirement of the Companies Act, 2013, SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Secretarial Standard the Remote E-Voting commenced on Tuesday 25th day of September, 2018 at 9:00 am (IST) and concluded on Thursday 27th day of September, 2018 at 5:00 pm (IST) and voting at the 32nd Annual General Meeting shall be conducted by way of poll and therefore requested to the members as well as proxies personally present at the meeting to mark their assent or dissent on the ballot paper (MGT-12) provided to them.

He also informed that the members had the right to ask question(s) on any agenda items of the company at any time, before exercising their voting right at the meeting.

He also informed that the Company has appointed CS Ishan Jain, Practicing Company Secretary (ACS-29444, CP-13032) as scrutinizer, to scrutinize the remote e-voting as well as voting through poll in a fair and transparent manner.

Thereafter, upon the instructions of the Chairman, CS M. R. Sheikh read the agenda items of the notice of Annual General Meeting one by one as per notice of the Annual General Meeting and thereafter arranged the poll box, which was sealed by the Scrutinizer in presence of all the members, after showing that it is empty.

The members were then provided the opportunity to cast their vote by Poll and drop their Poll Paper in the Form MGT-12 in Ballot Box and also requested to ensure that if any member have already casted their 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. Further, the Company Secretary requested the members to fill up the entire column in proper manner like name, address, LF/Client ID number of shares held and then mark right tick on the assent or dissent in the space provided for the same in Form MGT-12.

The Chairman made announcement that, if any member who has not casted their votes, please come forward promptly and complete the voting at the earliest, thereafter the Poll Box would be sealed by the Scrutinizer.

The Scrutinizer ascertained that no member was left for polling. And then he locked the Poll Box in presence of two witnesses and collected the Poll Box for scrutiny of the Poll Papers.

The Chairman asked the Scrutinizer about the time to be taken by him to submit the report. The Scrutinizer replied to submit the report from the conclusion of the Annual General Meeting.

The Chairman also informed that the results of the meeting would be announced within stipulated time and the same shall be posted on the website of the Company, BSE and CDSL

CONCLUSION OF THE MEETING:

There being no other business the Meeting declared as concluded by the Chairman Shri Jayanta Nath Choudhury, with a vote of thanks to the chair at 11:30 am on 28th September, 2018.

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SCRUTINIZER REPORT

After receiving the Scrutinizer Report in the Form MGT-13 and Consolidated and Report on E-Voting and poll at the Annual General Meeting for e-voting and poll, the chairman declared the following results, on the basis of report submitted by the Scrutinizer on 29th September, 2018 for the 32nd Annual General Meeting and also declared that the date of the Polling at the Annual General Meeting, i.e 28th September, 2018 as under for all the purposes.

DECLARATION OF RESULTS FOR THE BUSINESS PROPOSED AT THE 32nd ANNUAL GENERAL MEETING

With due consideration of the Scrutinizer's Report, the Chairman declared the following results for the 32nd Annual General Meeting held on Friday, 28th September, 2018 at 11:00 am.

I: ORDINARY BUSINESS:

ITEM NO. 1: ORDINARY RESOLUTION FOR ADOPTION OF FINANCIAL STATEMENT CONTAINING THE AUDITED FINANCIAL STATEMENTS, STATEMENT OF PROFIT AND LOSS A/c AND CASH FLOW FOR THE YEAR ENDED 31ST MARCH, 2018, BOARD'S AND AUDITOR'S REPORT THEREON ETC.:

“RESOLVED THAT AS ORDINARY RESOLUTION the financial statements of the company including the Audited Balance Sheet, statement of profit and loss A/c and cash flow for the year ended on 31st March, 2018 along with the Board's Report (including Corporate Governance and Secretarial Audit Report), Auditor's Report etc. thereon as circulated to the Members and submitted to the meeting be and are hereby received, considered, adopted by the members at the Annual General Meeting of the company.

The Results of the Voting were as under:

Resolution required:					Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?					No				
Category	Mode of Voting	Total 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- In against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled	
Promoter and Promoter Group	e-Voting	5254670	5196870	98.90	5196870	0	100	0	
	Poll		0		5196870	0	100	0	
	Postal Ballot (if applicable)								
	Total		5254670	5196870	0	5196870	0	100	0
Public Institution	e-Voting	0	0	0	0	0	0	0	
	Poll		0	0	0	0	0	0	
	Postal Ballot (if applicable)		0	0	0	0	0	0	

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	Total	0	0	0	0	0	0	0
Public Non- Institut ion	e- Voting	2245330	100	0.004	100	0	100	0
	Poll		1385503	61.70	1385503	0	100	0
	Postal Ballot (if applicab le)		0	0	0	0	0	0
	Total		2245330	1385603	61.70	1385603	0	100
TOTAL		7500000	6582473	87.76	6582473	0	100	0

Based on the Aforesaid results, given by the Scrutinizer, the Ordinary Resolution as contained in Item No. 1 of the Notice of the 32nd AGM has been PASSED.

ITEM NO. 2: ORDINARY RESOLUTION FOR RATIFICATION OF STATUTORY AUDITOR M/s. SAP JAIN & ASSOCIATES AND FIXING THEIR REMUNERATION..

“RESOLVED THAT pursuant to section 139, 142 and other applicable provisions of the Companies Act 2013 and rules made thereunder, pursuant to recommendations of the Audit Committee of the Board of Directors and pursuant to the resolution passed by the members at the 32nd Annual General Meeting held on 28th September, 2018 the appointment of M/s SAP Jain & Associates, Chartered Accountants (ICAI Firm Registration No. 019356C), as the Auditors of the Company to hold office till the conclusion of 36th Annual General Meeting of the Company to be held in the year 2022 be and is hereby ratified for the year 2018-19. Further the approval of members be and is hereby accorded to remove the requirement of ratification of auditor in every AGM upto remaining term of their appointment as per the amendment made in Section 139 of the Companies Act, 2013 w.e.f. 7th May, 2018 due to implementation of Companies (Amendment) Act, 2017 and the Board of Directors be and is hereby authorised to fix the remuneration payable to them for the financial year ending 31st March, 2019 and onwards as may be determined by the Audit Committee in consultation with the Auditor.”

The Results of the Voting were as under:

Resolution required:					Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?					No				
Category	Mode of Voting	Total 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- In against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled	
Promoter and Promoter Group	e- Voting	5254670	5196870	98.90	5196870	0	100	0	
	Poll		0	0	0	0	0	0	
	Postal Ballot (if applicab le)								
	Total		5254670	5196870	98.90	5196870	0	100	0
Public Institut ion	e- Voting	0	0	0	0	0	0	0	
	Poll		0	0	0	0	0	0	
	Postal		0	0	0	0	0	0	

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	Ballot (if applicab le)							
	Total	0	0	0	0	0	0	0
Public Non- Institut ion	e- Voting		100	0.004	100	0	100	0
	Poll		1385503	61.70	1385403	0	100	0
	Postal Ballot (if applicab le)	2245330	0	0	0	0	0	0
	Total	2245330	1385603	61.70	1385603	0	100	0
TOTAL		7500000	6582473	87.76	6582473	0	100	0

Based on the Scrutinizer Report, the Ordinary Resolution as contained in Item No. 2 of the Notice of the 32nd AGM has been PASSED.

SPECIAL BUSINESS

ITEM NO. 3: SPECIAL RESOLUTION FOR RE-APPOINTMENT OF SHRI JAYANTA NATH CHOUDHURY (DIN:00136766) WHO LIABLE TO RETIRE BY ROTATION AND BEING ELIGIBLE HIMSELF FOR RE-APPOINTMENT

“RESOLVED THAT AS SPECIAL RESOLUTION as recommended by the Nomination and Remuneration Committee of the Board and pursuant to the provisions of section 190, 196, 197, 203 read along with the provisions of Schedule V of the Companies Act, 2013 and the Companies (Appointment and Remuneration of the Managerial Personnel) Rules, 2014 and other applicable provisions thereon of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force), the approval of the members of the Company be and is hereby granted for re-appointment of Mr. Jayanta Nath Choudhury (DIN- 00136766), as the Whole-Time-Director and designated as the Director In-Charge & Chief Executive Officer of the Company for a further period of one year with effect from 1st day of October, 2018 on the following remuneration terms and conditions:

Salary of 1,25,000/- (Rupees One Lakh Twenty Five Thousand only) per month.

Perquisites:

Leave travel allowance: Expenses incurred for self and family in accordance with the rules of the Company.

NOTE: For the purpose of perquisites stated in Category "A" above, "Family" means the spouse, the dependent children and dependent parents of the appointee. Allowances exempted from the limits prescribed under the schedules:

Employers Contribution to PF: As per the Rules of the Company.

Gratuity: As per the rules of the Company, subject to a maximum ceiling as may be prescribed under the Payment of Gratuity Act from time to time.

Leave encashment: Up to 30 days salary for every one year completed service as per the rules of the Company. Provided that the above said perquisites shall not be counted for the purpose of calculation of the remuneration payable to the Whole-time Director.

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Facilities to perform the companies work:

Car: The Company shall provide car with driver for the Company's business and if no car is provided, reimbursement of the conveyance shall be made as per actual on the basis of claims submitted by him.

Telephone, Internet & Cell: Free use of telephone, internet at his residence and Cell phone, provided that the personal long distance calls on the telephone shall be billed by the Company to the Whole-time Director.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profit for any financial year, the remuneration payable to Mr. Jayanta Nath Choudhury shall not be in excess of the limit prescribed in the Schedule V of the Companies Act, 2013 as may be applicable from time to time during his tenure.

RESOLVED FURTHER THAT there shall be clear relation of the Company with Mr. Jayanta Nath Choudhury as "the Employer-Employee" and each party may terminate the above said appointment with six months notice in writing or salary in lieu thereof.

RESOLVED FURTHER THAT Mr. Jayanta Nath Choudhury, Whole-Time-Director shall also be entitled for the reimbursement of actual entertainment, traveling, boarding and lodging expenses incurred by him in connection with the Company's business and such other benefits/ amenities and other privileges, as may from time to time, be available to other Senior Executives of the Company.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as in its absolute discretion, may consider necessary, expedient or desirable and to vary, modify the terms and conditions and to settle any question, or doubt that may arise in relation thereto and the Board shall have absolute powers to hold the increments, decide break up of the remuneration within the above said maximum permissible limit, in order to give effect to the foregoing resolution, or as may be otherwise considered by it in the interest of the Company."

The Results of the Voting were as under:

Resolution required:					Special				
Whether promoter/promoter group are interested in the agenda/resolution?					No				
Category	Mode of Voting	Total 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- In against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled	
Promoter and Promoter Group	e-Voting	5254670	5196870	98.90	5196870	0	100	0	
	Poll		0	0	0	0	0	0	
	Postal Ballot (if applicable)								
	Total		5254670	5196870	98.90	5196870	0	100	0
Public Institut	e-Voting	0	0	0	0	0	0	0	

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Facilities to perform the companies work:

Car: The Company shall provide car with driver for the Company's business and if no car is provided, reimbursement of the conveyance shall be made as per actual on the basis of claims submitted by him.

Telephone, Internet & Cell: Free use of telephone, internet at his residence and Cell phone, provided that the personal long distance calls on the telephone shall be billed by the Company to the Whole-time Director.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profit for any financial year, the remuneration payable to Mr. Jayanta Nath Choudhury shall not be in excess of the limit prescribed in the Schedule V of the Companies Act, 2013 as may be applicable from time to time during his tenure.

RESOLVED FURTHER THAT there shall be clear relation of the Company with Mr. Jayanta Nath Choudhury as "the Employer-Employee" and each party may terminate the above said appointment with six months notice in writing or salary in lieu thereof.

RESOLVED FURTHER THAT Mr. Jayanta Nath Choudhury, Whole-Time-Director shall also be entitled for the reimbursement of actual entertainment, traveling, boarding and lodging expenses incurred by him in connection with the Company's business and such other benefits/ amenities and other privileges, as may from time to time, be available to other Senior Executives of the Company.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as in its absolute discretion, may consider necessary, expedient or desirable and to vary, modify the terms and conditions and to settle any question, or doubt that may arise in relation thereto and the Board shall have absolute powers to hold the increments, decide break up of the remuneration within the above said maximum permissible limit, in order to give effect to the foregoing resolution, or as may be otherwise considered by it in the interest of the Company."

The Results of the Voting were as under:

Resolution required:					Special				
Whether promoter/promoter group are interested in the agenda/resolution?					No				
Category	Mode of Voting	Total 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- In against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled	
Promoter and Promoter Group	e-Voting	5254670	5196870	98.90	5196870	0	100	0	
	Poll		0	0	0	0	0	0	
	Postal Ballot (if applicable)								
	Total		5254670	5196870	98.90	5196870	0	100	0
Public Institut	e-Voting	0	0	0	0	0	0	0	

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ion	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public Non-Institution	e-Voting		100	0.004	100	0	100	0
	Poll		1385503	61.70	1385403	0	100	0
	Postal Ballot (if applicable)	2245330	0	0	0	0	0	0
	Total	2245330	1385603	61.70	1385603	0	100	0
TOTAL	7500000	6582473	87.76	6582473	0	100	0	

Based on the Scrutinizer Report, the Special Resolution as contained in Item No. 3 of the Notice of the 32nd AGM has been PASSED.

ITEM NO. 4: SPECIAL RESOLUTION FOR RE-APPOINTMENT OF MRS. DOLY CHOUDHARY (DIN:06935952) THE WHOLE-TIME-DIRECTOR WHO LIABLE TO RETIRE BY ROTATION AND BEING ELIGIBLE HERSELF FOR REAPPOINTMENT.

“RESOLVED THAT AS SPECIAL RESOLUTION as recommended by the Nomination and Remuneration Committee of the Board and pursuant to the provisions of section 190, 196, 197, 203 read along with the provisions of Schedule V of the Companies Act, 2013 and Companies (Appointment and Remuneration of the Managerial Personnel) Rules, 2014 and other applicable provisions, if any of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being enforce), the approval of the members of the Company be and is hereby granted for re-appointment of Mrs. Dolly Choudhury (DIN-06935952), as the Whole-Time-Director of the Company for a further period of one year w.e.f. 31st July, 2018 on the consolidated salary of Rs. 45,000/- P.M.

RESOLVED FURTHER THAT in the event of any loss or inadequacy of profit for any financial year, the remuneration payable to Mrs. Dolly Choudhury shall not be in excess of the limit prescribed in Schedule V of the Companies Act, 2013 as may be applicable from time to time during her tenure.

RESOLVED FURTHER THAT there shall be clear relation of the Company with Mrs. Dolly Choudhury as “the Employer-Employee” and each party may terminate the above said appointment with six months notice in writing or salary in lieu thereof.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things in its absolute discretion, as it may considers necessary, expedient or desirable and to vary, modify the terms and conditions and to settle any question, or doubt that may arise in relation thereto and the Board shall have absolute powers to hold the increments, decide breakup of the remuneration within the above said maximum permissible limit, in order to give effect to the foregoing resolution, or as may be otherwise considered by it to be in the best interest of the Company.”

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The Results of the Voting were as under:

Resolution required: Whether promoter/promoter group are interested in the agenda/resolution?					Special No			
Category	Mode of Voting	Total 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-In against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled
Promoter and Promoter Group	e-Voting	5254670	5196870	98.90	5196870	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		5254670	5196870	98.9	5196870	0	100
Public Institution	e-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public Non-Institution	e-Voting	2245330	100	0.004	100	0	100	0
	Poll		1385503	61.70	1385503	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		2245330	1385603	61.70	1385603	100	100
TOTAL		7500000	6582473	87.76	6582473	100	100	0

Based on the Scrutinizer Report, the Special Resolution as contained in Item No. 4 of the Notice of the 32nd AGM has been PASSED.

ITEM NO. 5: ORDINARY RESOLUTION FOR AUTHORITY TO GIVE DONATION IN EXCESS OF PRESCRIBED LIMIT AS MENTIONED IN SECTION 181 OF THE COMPANIES ACT, 2013.

“RESOLVED THAT AS ORDINARY RESOLUTION pursuant to the provisions of Section 181 and other applicable provisions, if any, of the Companies Act, 2013 along with rules made there under including any statutory modification or re-enactment thereof for the time being in force and subject to such approval, the consent be and is hereby accorded to give donation to Bona fide and Charitable and other funds in excess of five per cent of its average net profit for three immediately preceding financial year subject to maximum of Rs. 200.00 Lakhs be and is hereby approved, on the terms and conditions as have been set out in the Explanatory Statement annexed to the Notice

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convening this Annual General Meeting with a liberty to the Board to vary, alter and modify such amount of donation as may be agreed to by Board of Directors or any committee(s) thereof.”

RESOLVED FURTHER THAT the Board of Director of the Company be and is hereby authorized to negotiate and finalize other terms and conditions and to do all the acts, deeds and things including but limited to delegation of powers as may be necessary, proper or expedient in order to give effect to this Resolution.”

The Results of the Voting were as under:

Resolution required:					Ordinary			
Whether promoter/promoter group are interested in the agenda/resolution?					No			
Category	Mode of Voting	Total 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-In against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled
Promoter and Promoter Group	e-Voting	5254670	5196870	98.9	5196870	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		5254670	5196870	98.9	5196870	0	100
Public Institution	e-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public Non-Institution	e-Voting	2245330	100	0.004	0	100	0	100
	Poll		1385503	61.70	1385378	125	99.99	0.1
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		2245330	1385603	61.59	1385378	225	99.99
TOTAL		7500000	6582473	87.76	6582248	225	99.99	0.01

Based on the Scrutinizer Report, the Ordinary Resolution as contained in Item No. 5 of the Notice of the 32nd AGM has been PASSED.

ITEM NO. 6: SPECIAL RESOLUTION FOR RE-APPOINTMENT OF CA ASEEM TRIVEDI (DIN:01244851) AS AN INDEPENDENT DIRECTOR FOR FURTHER PERIOD

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OF 5 CONSECUTIVE YEARS W.E.F 1ST APRIL, 2019 TO 31ST MARCH, 2024 AND WILL NOT BE LIABLE TO RETIRE BY ROTATION

“RESOLVED THAT AS SPECIAL RESOLUTION 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), CA Aseem Trivedi (DIN: 01244851), who was appointed as an Independent Director and who holds office as an Independent Director up to March 31, 2019 and being eligible, 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, i.e. up to March 31, 2024.”

The Results of the Voting were as under:

Resolution required:					Special			
Whether promoter/promoter group are interested in the agenda/resolution?					No			
Category	Mode of Voting	Total 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-In against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled
Promoter and Promoter Group	e-Voting	5254670	5196870	98.9	5196870	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		5254670	5196870	98.9	5196870	0	100
Public Institution	e-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public Non-Institution	e-Voting	2245330	100	0.004	0	0	100	0
	Poll		1385503	61.70	1385378	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		2245330	1385603	61.59	1385603	0	100
TOTAL		7500000	6582473	87.76	6582473	0	100	0

Based on the Scrutinizer Report, the Special Resolution as contained in Item No. 6 of the Notice of the 32nd AGM has been PASSED.

CHAIRMAN'S
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HELD AT.....ON.....TIME.....

ITEM NO. 7: SPECIAL RESOLUTION FOR RE-APPOINTMENT OF CA VISHNU GUPTA (DIN:01416704) AS AN INDEPENDENT DIRECTOR FOR FURTHER PERIOD OF 5 CONSECUTIVE YEARS W.E.F 1ST APRIL, 2019 TO 31ST MARCH, 2024 AND WILL NOT BE LIABLE TO RETIRE BY ROTATION

“RESOLVED THAT AS SPECIAL RESOLUTION 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), CA Vishnu Gupta (DIN: 01416704), who was appointed as an Independent Director and who holds office as an Independent Director up to March 31, 2019 and being eligible, 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, i.e. up to March 31, 2024.”

The Results of the Voting were as under:

Resolution required:					Special			
Whether promoter/promoter group are interested in the agenda/resolution?					No			
Category	Mode of Voting	Total 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-In against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled
Promoter and Promoter Group	e-Voting	5254670	5196870	98.9	5196870	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		5254670	5196870	98.9	5196870	0	100
Public Institution	e-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public Non-Institution	e-Voting	2245330	100	0.004	0	0	100	0
	Poll		1385503	61.70	1385378	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		2245330	1385603	61.59	1385603	0	100
TOTAL		7500000	6582473	87.76	6582473	0	100	0

CHAIRMAN'S
INITIALS

HELD AT.....ON.....TIME.....

Based on the Scrutinizer Report, the Special Resolution as contained in Item No. 7 of the Notice of the 32nd AGM has been PASSED.

ITEM NO. 8: SPECIAL RESOLUTION FOR RE-APPOINTMENT OF SHRI DEVEE PRASAD KORI (DIN:00045069) AS AN INDEPENDENT DIRECTOR FOR FURTHER PERIOD OF 5 CONSECUTIVE YEARS W.E.F 1ST APRIL, 2019 TO 31ST MARCH, 2024 AND WILL NOT BE LIABLE TO RETIRE BY ROTATION

“RESOLVED THAT AS SPECIAL RESOLUTION 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 Devee Prasad Kori (DIN: 00045069), who was appointed as an Independent Director and who holds office as an Independent Director up to March 31, 2019 and being eligible, 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, i.e. up to March 31, 2024.”

The Results of the Voting were as under:

Resolution required:					Special			
Whether promoter/promoter group are interested in the agenda/resolution?					No			
Category	Mode of Voting	Total 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-In against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled
Promoter and Promoter Group	e-Voting	5254670	5196870	98.9	5196870	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		5254670	5196870	98.9	5196870	0	100
Public Institution	e-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public Non-Institution	e-Voting	2245330	100	0.004	0	0	100	0
	Poll		1385503	61.70	1385378	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0

CHAIRMAN'S INITIALS

HELD AT.....ON.....TIME.....

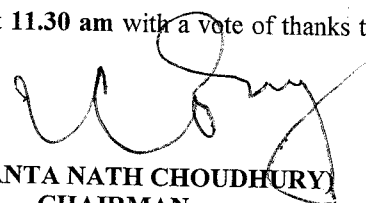
	applicab le)							
	Total	2245330	1385603	61.59	1385603	0	100	0
TOTAL		7500000	6582473	87.76	6582473	0	100	0

Based on the Scrutinizer Report, the Special Resolution as contained in Item No. of the Notice of the 32nd AGM has been PASSED.

VOTE OF THANKS:

There being no other business to transact, and then concluded at **11.30 am** with a vote of thanks to Chair.

Date: 20-10-2018
Place: Indore


(JAYANTA NATH CHOUDHURY)
CHAIRMAN
DIN: 00136766

**CHAIRMAN'S
INITIALS**