

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

**MINUTES OF THE 33<sup>RD</sup> ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF AD-MANUM FINANCE LIMITED HELD ON MONDAY THE 30<sup>TH</sup> DAY OF SEPTEMBER, 2019 AT "HOTEL SURYA" 5/5, NATH MANDIR ROAD, SOUTH TUKOGANJ, INDORE-452001 (MP) AT 11:30 AM AND CONCLUDED AT 12:30**

**DIRECTORS/KMP PRESENT:**

- |                           |   |  |
|---------------------------|---|--|
| 1. Mr. Dharmendra Agrawal | : | Whole-Time Director, CEO                     |
| 2. Ms. Priyanka Jha       | : | Independent & Woman Director And Chairperson |
| of                        |   | Audit committee                              |

**OFFICER FOR ASSISTANCE:**

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

**SPECIAL INVITEE:**

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

**LEAVE OF ABSENCE**

Leave of absence was granted to Vinod Kumar Agarwal, CA Aseem Trivedi, CA Vishnu Gupta the Director (s) from attending the meeting on their request due to their pre-occupation.

**NUMBER OF MEMBERS AS ON THE CUTOFF 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. 23<sup>rd</sup> September, 2019 there were 1473 members of the company who were entitled to attend and vote at the 33<sup>rd</sup> AGM. And minimum 15 members were required to constitute the valid quorum for the 33<sup>rd</sup> AGM.

**PRESENCE OF QUORUM**

At the 33<sup>rd</sup> AGM total **75 (Seventy Five)** Members were present out of which **64 (Sixty Four)** members were present in person and **11 (Eleven)** 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 23<sup>rd</sup> September, 2019 the Company was having 1473 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:**

Mr. Dharmendra Agrawal, Whole-Time Director, CEO of the company elected as a chairman & occupied the Chair for the Meeting.

**NOTICE OF THE 33<sup>RD</sup> ANNUAL GENERAL MEETING:**

CS M. R. Sheikh informed to the members that the Notice convening the 33<sup>rd</sup> Annual General Meeting along with the Audited Standalone Financial Statement containing the Balance Sheet as at 31<sup>st</sup> March, 2019 and the Statement of Profit & Loss and the Cash Flow for the year ended 31<sup>st</sup> March, 2019, 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 through Courier Agent of the company. With the permission of the Members and proxies present at the Meeting the Notice of the 33<sup>rd</sup> Annual General Meeting was taken as read

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**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 33<sup>RD</sup> 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 Friday 27<sup>th</sup> day of September, 2019 at 9:00 am (IST) and concluded on Sunday 29<sup>th</sup> day of September, 2019 at 5:00 pm (IST) and voting at the 33<sup>rd</sup> 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 (FCS-9978, 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 with a vote of thanks to the chair at 12:30 am on 30<sup>th</sup> September, 2019.

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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 30<sup>th</sup> September, 2019 for the 33<sup>rd</sup> Annual General Meeting and also declared that the date of the Polling at the Annual General Meeting, i. e 30<sup>th</sup> September, 2019 as under for all the purposes.

**DECLARATION OF RESULTS FOR THE BUSINESS PROPOSED AT THE 33<sup>rd</sup> ANNUAL GENERAL MEETING**

With due consideration of the Scrutinizer's Report, the Chairman declared the following results for the 33<sup>rd</sup> Annual General Meeting held on Monday, 30<sup>th</sup> September, 2019 at 11:30 am.

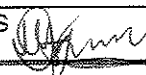
**I: ORDINARY BUSINESS:****ITEM NO. 1: ORDINARY RESOLUTION FOR ADOPTION OF FINANCIAL STATEMENT CONTAINING THE AUDITED FINANCIAL STATEMENTS, STATEMENT OF PROFIT AND LOSS A/c AND CASH FLOW FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2019, BOARD'S AND AUDITOR'S REPORT THEREON ETC.:**

1. "RESOLVED THAT AS ORDINARY RESOLUTION To receive, consider, approve and adopt the Audited Financial Statements, containing the Audited Balance Sheet as at 31<sup>st</sup> March, 2019, Statement of changes in Equity, Profit and Loss and cash flow for the year ended 31<sup>st</sup> March, 2019 along with the Board's Report and Auditor's Report along with all their all annexure thereon.

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	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 (7)=[(5)/(2)]*100
Promoter and Promoter Group	e-Voting	5254670	5196770	98.8981	5196770	0	100	0
	Poll		0	0	0	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	<b>Total</b>		<b>5254670</b>	<b>5196770</b>	<b>98.8981</b>	<b>5196870</b>	<b>0</b>	<b>100</b>
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
	<b>Total</b>		<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public Non-Institution	e-Voting	2245330	1363120	60.7091	1363120	0	100	0
	Poll		17163	0.7644	17158	5	99.9709	0.0291
	Postal Ballot (if applicable)		0	0	0	0	0	0
	<b>Total</b>		<b>2245330</b>	<b>1380283</b>	<b>61.4735</b>	<b>1380278</b>	<b>5</b>	<b>99.99</b>
<b>TOTAL</b>		<b>7500000</b>	<b>6577053</b>	<b>87.694</b>	<b>6577048</b>	<b>5</b>	<b>99.99</b>	<b>0.0001</b>

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Based on the Aforesaid results, given by the Scrutinizer, the Ordinary Resolution as contained in Item No. 1 of the Notice of the 33<sup>rd</sup> AGM has been PASSED.

**SPECIAL BUSINESS**

**ITEM NO. 2: ORDINARY RESOLUTION FOR CONFIRMATION OF APPOINTMENT OF MR. DHARMENDRA AGRAWAL (DIN : 08390936) AS A DIRECTOR W. E. F. a 30<sup>th</sup> DAY OF MARCH, 2019 LIABLE TO RETIRE BY ROTATION.**

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Qualification of Directors) Rules, 2014, and on the recommendation of the nomination and remuneration committee, consent of the members of the Company be and is hereby accorded for appointment of **Mr. Dharmendra Agrawal (DIN: 08390936)** as a director who was appointed as an Additional Director by the Board w.e.f. 30<sup>th</sup> day of March, 2019 by the Board of Directors at their meeting held on 30<sup>th</sup> Day of March, 2019 and in respect of whom the Company has received a notice as per section 160 of the Companies Act, 2013, be and is hereby appointed as a Director of the Company liable to retire by rotation.”

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	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 Vote s-In again st	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	e-Voting	5254670	5196770	98.8981	5196770	0	100	0
	Poll		0	0	0	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	<b>Total</b>		<b>5254670</b>	<b>5196770</b>	<b>98.8981</b>	<b>5196870</b>	<b>0</b>	<b>100</b>
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
	<b>Total</b>		<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public Non-Institution	e-Voting	2245330	1363120	60.7091	1363120	0	100	0
	Poll		17163	0.7644	17158	5	99.9709	0.0291
	Postal Ballot (if applicable)		0	0	0	0	0	0
	<b>Total</b>		<b>2245330</b>	<b>1380283</b>	<b>61.4735</b>	<b>1380278</b>	<b>5</b>	<b>99.99</b>
<b>TOTAL</b>		<b>7500000</b>	<b>6577053</b>	<b>87.694</b>	<b>6577048</b>	<b>5</b>	<b>99.99</b>	<b>0.0001</b>

Based on the Scrutinizer Report, the Ordinary Resolution as contained in Item No. 2 of the Notice of the 33<sup>Rd</sup> AGM has been PASSED.

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**ITEM NO. 3: ORDINARY RESOLUTION FOR APPOINTMENT OF MR. DHARMENDRA AGRAWAL (DIN : 08390936) AS A WHOLE-TIME DIRECTOR AND CHIEF EXECUTIVE OFFICER (KMP) OF THE COMPANY FROM 30<sup>th</sup> DAY OF MARCH, 2019 TO 31<sup>ST</sup> DAY OF MARCH, 2020.**

“RESOLVED THAT pursuant to the provisions of Section 161(1) of the Companies Act, 2013 read along with Rule 8, 9 and 14 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions of the Companies Act, 2013 and provisions of Articles of Association of the company, **Mr. Dharmendra Agrawal (DIN: 08390936)** was appointed as Whole-Time-Director and Chief Executive Officer (KMP) in the Board meeting held on 30<sup>th</sup> day of March, 2019 upon the recommended of the Nomination and Remuneration Committee of the Board pursuant to the provisions of section 190, 196, 197, 203 read 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 the Appointment of Mr. Dharmendra Agrawal (DIN-08390936) as the Whole-Time-Director & Chief Executive Officer(KMP) for a period of from 30<sup>th</sup> March, 2019 to 31<sup>st</sup> March, 2020 on the remuneration upto consolidated amount not exceeding Rs. 1,25,000 P.M. as may be approved by the Nomination and Remuneration Committee from time to time.

**RESOLVED FURTHER THAT** there shall be clear relation of the Company with Mr. Dharmendra Agrawal as “the Employer-Employee” and each party may terminate the above said appointment with Three months prior notice in writing or salary in lieu thereof.

**RESOLVED FURTHER THAT** Mr. Dharmendra Agrawal, 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, to decide the break up of the remuneration, as may be 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 in the interest of the Company.”

The Results of the Voting were as under:

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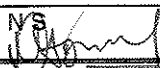
Resolution required:					Ordinary			
Whether promoter/promoter group are interested in the agenda/resolution?					No			
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes polled on outstanding shares (3)=[(2)/(1)*100	No. of Votes-in favour (4)	No. of Votes-In against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	e-Voting	5254670	5196770	98.8981	5196770	0	100	0
	Poll		0	0	0	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	<b>Total</b>		<b>5254670</b>	<b>5196770</b>	<b>98.8981</b>	<b>5196870</b>	<b>0</b>	<b>100</b>
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
	<b>Total</b>		<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public Non-Institution	e-Voting	2245330	1363120	60.7091	1363120	0	100	0
	Poll		17163	0.7644	17158	5	99.9709	0.0291
	Postal Ballot (if applicable)		0	0	0	0	0	0
	<b>Total</b>		<b>2245330</b>	<b>1380283</b>	<b>61.4735</b>	<b>1380278</b>	<b>5</b>	<b>99.99</b>
<b>TOTAL</b>		<b>7500000</b>	<b>6577053</b>	<b>87.694</b>	<b>6577048</b>	<b>5</b>	<b>99.99</b>	<b>0.0001</b>

Based on the Scrutinizer Report, the Ordinary Resolution as contained in Item No. 3 of the Notice of the 33<sup>Rd</sup> AGM has been PASSED.

**ITEM NO. 4: ORDINARY RESOLUTION FOR APPOINTMENT OF MS. PRIYANKA JHA (DIN : 07347415) IN THE CATEGORY OF INDEPENDENT WOMEN DIRECTOR OF THE COMPANY FOR A TERM OF FIVE (5) YEAR W.E.F. 30<sup>TH</sup> DAY OF MARCH, 2019 TO 29<sup>TH</sup> DAY OF MARCH, 2024.**

“RESOLVED THAT pursuant to the provisions of Section 161(1) of the Companies Act, 2013 read along with Rule 8, 9 and 14 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and provisions of Articles of Association of the Company, Ms. Priyanka Jha (DIN-07347415) was appointed as Additional Director in the category of Independent Women Director at the Board meeting held on 30<sup>th</sup> day of March, 2019 of the Company. and 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), the approval of the members of the Company be and is hereby granted for the Appointment of Ms. Priyanka Jha (DIN- 07347415), in the category of Independent Women Director of the Company for a term of five (5) years w.e.f. 30<sup>th</sup> March, 2019 to 29<sup>th</sup> March, 2024.

The Results of the Voting were as under:

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Resolution required:					Ordinary			
Whether promoter/promoter group are interested in the agenda/resolution?					No			
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes polled on outstanding shares (3)=[(2)/(1)*100	No. of Votes-in favour (4)	No. of Votes-In against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	e-Voting	5254670	5196770	98.8981	5196770	0	100	0
	Poll		0	0	0	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	<b>Total</b>		<b>5254670</b>	<b>5196770</b>	<b>98.8981</b>	<b>5196870</b>	<b>0</b>	<b>100</b>
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
	<b>Total</b>		<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public Non-Institution	e-Voting	2245330	1363120	60.7091	1363120	0	100	0
	Poll		17163	0.7644	17158	5	99.9709	0.0291
	Postal Ballot (if applicable)		0	0	0	0	0	0
	<b>Total</b>		<b>2245330</b>	<b>1380283</b>	<b>61.4735</b>	<b>1380278</b>	<b>5</b>	<b>99.99</b>
<b>TOTAL</b>		<b>7500000</b>	<b>6577053</b>	<b>87.694</b>	<b>6577048</b>	<b>5</b>	<b>99.99</b>	<b>0.0001</b>

Based on the Scrutinizer Report, the Ordinary Resolution as contained in Item No. 4 of the Notice of the 33<sup>rd</sup> 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 SUBJECT TO MAXIMUM OF RS. 200 LAKHS.**

“RESOLVED THAT pursuant to the provisions of Section 181 and other applicable provisions, if any, of the Companies Act 2013 along with the rules made thereunder including any statutory modification or re-enactment thereof for the time being in force and subject to such approvals, the consent of the Company be and is hereby accorded to give donation to Bona fide and Charitable and other funds in excess of five percent of its average net profit for three immediately preceding financial year subject to **maximum of Rs. 200 Lakhs** be and is hereby approved, on the terms and conditions as have been set out in the Explanatory Statement annexed to the Notice 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 Directors of the Company be and is hereby authorised 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:

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Resolution required:					Ordinary			
Whether promoter/promoter group are interested in the agenda/resolution?					No			
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes polled on outstanding shares (3)=[(2)/(1)*100	No. of Votes-in favour (4)	No. of Vote-s- In against	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	e-Voting	5254670	5196770	98.8981	5196770	0	100	0
	Poll		0	0	0	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	<b>Total</b>		<b>5254670</b>	<b>5196770</b>	<b>98.8981</b>	<b>5196870</b>	<b>0</b>	<b>100</b>
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
	<b>Total</b>		<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public Non-Institution	e-Voting	2245330	1363120	60.7091	1363120	0	100	0
	Poll		17163	0.7644	17158	5	99.9709	0.0291
	Postal Ballot (if applicable)		0	0	0	0	0	0
	<b>Total</b>		<b>2245330</b>	<b>1380283</b>	<b>61.4735</b>	<b>1380278</b>	<b>5</b>	<b>99.99</b>
<b>TOTAL</b>		<b>7500000</b>	<b>6577053</b>	<b>87.694</b>	<b>6577048</b>	<b>5</b>	<b>99.99</b>	<b>0.0001</b>

Based on the Scrutinizer Report, the Ordinary Resolution as contained in Item No. 5 of the Notice of the 33<sup>rd</sup> AGM has been PASSED.

**ITEM NO. 6: SPECIAL RESOLUTION FOR ALTRATION OF CLASE III (B) OF THE MAMORANDUM OF ASSOCIATION OF THE COMPANY BY INSERTION OF NEW CLASE 51.1 AFTER THE EXISTING CLASE III (B) 51.**

“RESOLVED THAT subject to the provisions of section 13(9) and other applicable provisions, if any, of Companies Act, 2013 and the rules framed there under and subject to the confirmation of the Registrar of Companies, consent of the shareholders of the Company be and is hereby accorded, to alter the Clause III(B) of the Memorandum of Association of Company by insertion of the new Clause 51.1 after the existing Clause III(B) 51 as under:

“51.1 Authority to the Company to merge, demerge, hive-off, amalgamate, takeover of the Company or with any other company vice versa to engage in any business(s) or transaction which the company is authorized to carry on or engage in or which can be carried on in conjunction herewith or which is capable of being conducted so as directly or indirectly and to enter into any scheme of arrangement, reconstruction, merger, amalgamation as envisaged under Chapter XV including section 230 to 240 of the Companies Act, 2013 and the Rules made there-under or any amendment, modification or re-enactment thereof for the time being in force subject to approval of SEBI/Stock Exchange/RBI/Central Government/Tribunal or any other Authority, if any as may be required.”

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*[Signature]*



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**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all such matters, deeds and things including filing of the forms and providing clarifications as may be necessary, proper or expedient in order to give effect to this Resolution.”

The Results of the Voting were as under:

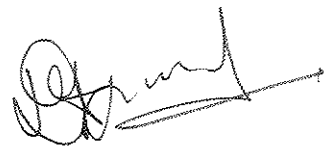
Resolution required:					Ordinary			
Whether promoter/promoter group are interested in the agenda/resolution?					No			
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes-in favour (4)	No. of Vote s-In against	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	e-Voting	5254670	5196770	98.8981	5196770	0	100	0
	Poll		0	0	0	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	<b>Total</b>		<b>5254670</b>	<b>5196770</b>	<b>98.8981</b>	<b>5196870</b>	<b>0</b>	<b>100</b>
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
	<b>Total</b>		<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public Non-Institution	e-Voting	2245330	1363120	60.7091	1363120	0	100	0
	Poll		17163	0.7644	17158	5	99.9709	0.0291
	Postal Ballot (if applicable)		0	0	0	0	0	0
	<b>Total</b>		<b>2245330</b>	<b>1380283</b>	<b>61.4735</b>	<b>1380278</b>	<b>5</b>	<b>99.99</b>
<b>TOTAL</b>		<b>7500000</b>	<b>6577053</b>	<b>87.694</b>	<b>6577048</b>	<b>5</b>	<b>99.99</b>	<b>0.0001</b>

Based on the Scrutinizer Report, the Special Resolution as contained in Item No. 6 of the Notice of the 33<sup>rd</sup> AGM has been PASSED.

**VOTE OF THANKS:**

There being no other business to transact, and then concluded at 12.30 am with a vote of thanks to Chair.

Date: 21/10/2019  
Place: Indore

  
(DHARMENDRA AGRAWAL)  
CHAIRMAN  
DIN: 08390936

CHAIRMAN'S  
INITIALS