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#### MINUTE BOOK

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MINUTES OF THE 28<sup>th</sup> ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF AD-MANUM FINANCE LIMITED HELD ON THURSDAY 25<sup>TH</sup> DAY OF SEPTEMBER, 2014 AT HOTEL SURYA, 5/5, NATH MANDIR ROAD, INDORE-452001 (M.P.) AT 11:00 A.M.

### PRESENT:

1. Mr. VINOD K. AGARWAL : ON THE CHAIR, CHAIRMAN

& DIRECTOR & MEMBER

2. Mr. J. N.CHOUDHURY"

: DIRECTOR-IN-CHARGE & CEO & MEMBER

3. CA VISHNU P. GUPTA

: INDEPENDENT DIRECTOR

4. CS M.R. SHEIKH

: COMPANY SECRETARY

**SPECIAL INVITEE:** 

CS. D.K.JAIN

: SCRUITNIZER & PCS

CA M. K. Badjatya

: AUDITOR OF THE COMPANY

OFFICERS FOR ASSISTANCE

Mr. VIKAS GUPTA

: CHIEF FINANCIAL OFFICER

Total 48 (Forty Eight) were present in person and 12 (Twelve) members by proxy as per the attendance Register.

### PROCEEDING OF THE MEETING:

#### 1. CHAIRMAN:

Mr. Vinod Kumar Agarwal, the Chairman of the Board occupied the Chair for the Meeting.

#### 2 OÙORHM:

CS Mohd. Raees Sheikh informed that the adequate quorum for the meeting is present, then the Chairman declared the meeting to be in order and that the proceeding of the Meeting was commenced.

The Chairman welcomed all the members and proxy holders and directors, auditors present in the meeting.

### 3. NOTICE OF THE 28th ANNUAL GENERAL MEETING:

The Chairman informed that the Notice convening the 28<sup>th</sup> Annual General Meeting along with the Audited Stand Alone Balance Sheet as at 31<sup>st</sup> March, 2014 and the Statement of Profit & Loss and the Cash Flow Statement for the year ended 31<sup>st</sup> March, 2014 along with the Notes and the Report of the Board of directors and the Corporate Governance and the Auditor's Report have already been dispatched to the members by electronically mode to the members as per the records made available by the CDSL & NSDL and to other members physically by the Registrar and Share Transfer Agent of the Company. With the permission of the Members and proxies present at the Meeting the same were taken as read.

### 4. BOOKS & STATUTORY REGISTER:

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

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5. PROCEDURE FOR THE ANNUAL GENERAL MEETING FOR AN THE RESOLUTIONS:  The Chairman informed that as per the requirement of the Companies electronic voting has already been completed on 20 <sup>th</sup> Sept. 2014 and now vote Annual General Meeting shall be conducted by way of poll therefore the mer proxies were requested to mark their assent or dissent on the Poll paper properties were requested to mark their assent or dissent on the Poll paper properties were requested to mark their assent or dissent on the Poll paper properties were requested to mark their assent or dissent on the Poll paper properties.  The Chairman also informed that the Company has appointed to Practicing Company Secretary (FCS-3565, CP-2382) as scrutinizer, to severing as well as voting through poll.
The Chairman also informed in the meeting that the businesses being pl meeting for consideration and vote by Poll and informed that the results would be announced within 2 working days and the same shall be posted a the Company and BSE and NSDL.

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Further the Chairman asked to the members of the company present at the meeting to raise their queries relating to the business affairs of the Company and the same shall be replied by the Chairman of the Audit Committee. However, no question were raised

Thereafter, CS M. R. SHEIKH has read agenda items of the notice of Annual General Meeting one by one as per notice of the AGM.

CS M. R. SHEIKH arranged for the Poll Box, which was sealed by the Scrutinizer in his presence after showing that it is empty.

The Members and Proxies then provided opportunity to cast their votes by Poll and drop their Poll Papers provided in the Form MGT 12 and requested to ensure that if any member have casted his vote by E-voting process, they will not be entitled to cast their votes by Poll and if it is casted, the Vote given by e-voting shall be considered as final. Further that the Chairman requested member to fill 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 as they may desire opposite to each of the proposed resolution.

The Chairman allowed 30 minutes time for polling and then the Scrutinizer ascertained that no member or proxy was left for polling. Then, the Scrutinizer locked the Poll Box in presence of the two members and collected the Poll Box for scrutiny of the Poll Papers.

### 6. VOTE OF THANKS:

There being no other business the Meeting concluded with a vote of thanks to the Chair.

The Chairman said that I have great pleasure in conveying my sincere thanks to the Directors and members present at this meeting for their presence and cooperation for the orderly conduct of the meeting

DECLARATION OF RESULTS ON 25th SEPT., 2014

Upon the Scrutinizer submitted his consolidated report dated 25th Sept., 2014 and after consolidation of the Scrutinizers Report for e-voting and Report on Poll Dated 25th Sept., 2014 the Chairman declared the following results:

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The Chairman further declared that the following results on 25<sup>th</sup> Sept., 2014 for the 28<sup>th</sup> Annual General Meeting on 25<sup>th</sup> Sept., 2014 and also declared that the date of the passing of the resolutions shall be considered as the date of the Annual General Meeting, i.e. 25<sup>th</sup> Sept., 2014 as under for all the purposes.

### **I: ORDINARY BUSINESS BY ORDINARY RESOLUTION:**

## ITEM NO. 1: ORDINARY RESOLUTION FOR APPROVAL OF ACCOUNTS AND DIRECTOR'S REPORT FOR THE YEAR ENDED 31<sup>st</sup> MARCH, 2014:

"RESOLVED THAT the Audited Balance Sheet as at 31st March, 2014 and statement of Profit & Loss Account and cash flow for the year ended 31st March, 2014 along with the Director's Report & Auditor's Report (including Corporate Governance Report) thereon as placed before the meeting be and are hereby received, considered and adopted."

The Results of the Voting were as under:

Promoter/Pu	No. of	No. of	% of	No. of	No.	% in	% of	
blic	Shares	Votes	Votes	l .	1		1	
blic	1		E .	Votes in	of favour		Votes	
,	held	Polled	Polled on	favour	Vote	on	against	
	(1)	(2)	outstandin	(4)	S	Votes	on	
			g Shares		agai	Polled	Votes	
			(3)=[(2)/(1		nst	(6)=[(4	Polled	
			)]*100		(5)	)/(2)]*1	(7)=[(5	
					` ′	00	)/(2)]*1	
							00	
Promoter and	4617560	4559760	98.74	4559760	0	100.00	0	
Promoter						-,		
Group								
Public Non	2033828	2000110	98.34	2000110	0	100.00	0	
Institutional						100.00	U	
Holders		. •					:	
Public-	848612	15101	1.77	15101	0	100.00	0	
Others		-	1.,,	,15101	U	100.00	U	
Total	7500000	6574971		6574971	0	100.00	0	

The Resolution was declared as passed unanimously by Ordinary Resolution.

# ITEM NO. 2: ORDINARY RESOLUTION FOR DECLARATION OF FINAL DIVIDEND @ 10% ON EACH EQUITY SHARES FOR THE YEAR 2013-14.

"RESOLVED THAT a Dividend at the rate of Rs. 1 (i.e. 10%) on the Equity Shares of Rs. 10/- each be and is hereby as recommended by the Board be and is hereby approved on the fully paid – up equity shares 75,00,000 (Seventy Five Lacs Equity Shares) in the paid up capital of the company and that the aforesaid dividend be distributed to the shareholders whose names will appear on the Register of Members of the Company on 25-09-2014 and the records as made available by the CDSL and NSDL on that date."

The Results of the Voting were as under:

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ELD	<b>AP</b> romoter/Pu	No of	No of	%ONE	No. of	$N_0$ ,TIM	E/ <sub>6</sub> .in	% of
	blic	Shares	Votes	Votes	Votes in	of	favour on	Votes
		held	Polled	Polled on	favour	Votes	Votes	against
	·	(1)	(2)	outstandi	(4)	again	Polled	on Votes
1		` ′	` '	ng		st	(6)=[(4)/(	Polled
				Shares		(5)	2)]*100	(7)=[(5)/
	Ï			(3)=[(2)/(				(2)]*100
				1)]*100				
	Promoter and	4617560	4559760	98.74	4559760	0	100.00	0
	Promoter		** 1		•			
	Group			ا ر				
	Public Non	2033828	2000110	98.34	2000110	0	100.00	0
	Institutional							
•	Holders							er in with pe
	Public-	848612	15195	1.79	15195	0	100.00	0
	Others							: .
	Total	7500000	6575065		6575065	0		

The Resolution was declared as passed unanimously by Ordinary Resolution.

# ITEM NO. 3: ORDINARY RESOLUTION FOR RE-APPOINTMENT Mr. J. N. CHOUDHURY (DIN:00136766) AS A DIRECTOR WHO IS LIABLE FOR RETIRE BY ROTATION:

"RESOLVED THAT Mr. Jayanta Nath Choudhury (<u>DIN:00136766</u>), the Director-In-Charge & Chief Executive Officer of the Company, who retires by rotation and is eligible for re-appointment be and is hereby re-appointed as the Director of the Company."

The Results of the Voting were as under:

Promoter/Pu	No. of	No. of	% of	No. of	No.	% in	% of
blic	Shares	Votes	Votes	Votes in	of	favour	Votes
	held	Polled	Polled on	favour	Vote	on Votes	against
	(1)	(2)	outstandin	(4)	S	Polled	on
			g Shares		agai	(6)=[(4)/	Votes
			(3)=[(2)/(1		nst	(2)]*100	Polled
			)]*100	:	(5)		(7)=[(
							5)/(2)]
							*100
Promoter and	4617560	4559760	98.74	4559760	0	100.00	0
Promoter				1			
Group							
Public Non	2033828	2000110	98.34	2000110	0	100.00	0
Institutional							
Holders							L.
Public-	848612	15401	1.81	15401	0	100.00	. 0
Others					!		
Total	7500000	6575271		6575271	0		

The Resolution was declared as passed unanimously by Ordinary Resolution.

CHAIRMAN'S INITIALS

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"RESOLVED THAT subject to the provisions of section 139 and other applicable provisions, if any, of Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, M/s Mahendra Badjatya & Co., Chartered Accountants (ICAI Firm Registration No. 001457C), the retiring Auditors of the Company be and are hereby reappointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the Thirty First Annual General Meeting of the Company to be held in the year 2017 (subject to ratification of their appointment by the members at every Annual General Meeting) on such remuneration as may be fixed by the Board."

The Results of the Voting were as under:

Promoter/Pu	No. of	No. of	% of	No. of	No.	% in	% of
blic	Shares	Votes	Votes	Votes in	of	favour	Votes
	held	Polled	Polled on	favour	Vote	on	against on
	(1)	(2)	outstandi	(4)	s	Votes	Votes
			ng Shares		agai	Polled	Polled
			(3)=[(2)/(		nst	(6)=[(4	(7)=[(5)/(
·	:		1)]*100		(5)	)/(2)]*1	2)]*100
						00	e wikilihii
Promoter and	4617560	4559760	98.74	4559760	0	100.00	0
Promoter				:			
Group		4		1			
Public Non	2033828	2000110	98.34	2000110	0	100.00	0
Institutional					Ŭ	100.00	
Holders		,					**
Public-	848612	15401	1.81	15401		100.00	
Others	070012	13401	1.81	15401	0	100.00	0
Total	7500000	(555051					
10141	7500000	6575271		6575271	0		4 T 4, T

The Resolution was declared as passed unanimously by Ordinary Resolution.

### II: SPECIAL BUSINESS AS ORDINARY RESOLUTION:

## ITEM NO. 5: ORDINARY RESOLUTION FOR APPOINTMENT OF Mrs. DOLLY CHOUDHURY (DIN-06935952) U/S 160 AS A DIRECTOR:

"RESOLVED THAT pursuant to the provisions of sections 160 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, if any, Mrs. Dolly Choudhury (DIN- 06935952), who was appointed as an Additional Director pursuant to the provisions of section 160 of the Companies Act, 2013 by the Board w.e.f. 31<sup>st</sup> July, 2014 to hold the office of the Director till the date of the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing her as a candidate for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

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The Results of the Voting were as under:

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Promoter	No. of	No. of	% of	No. of	No.	% in	% of
/	Shares	Votes	Votes	Votes in	of	favour	Votes
Public	held	Polled	Polled on	favour	Votes	on	against
	(1)	(2)	outstandi	(4)	again	Votes	on Votes
			ng Shares		st	Polled	Polled
			(3)=[(2)/(		(5)	(6)=[(	(7)=[(5)/
		• < 1	1)]*100			4)/(2)]	(2)]*100
			3 -			*100	
Promoter	4617560	4559760	98.74	4559760	0	100.00	0
&	:						
Promoter							
Group							
Public	2033828	2000110	98.34	2000110	0	100.00	0
Institutio							171
nal							
Holders							
Public-	848612	15095	1.78	14795	0	100.00	0
Others							Ů
Total	7500000	6574965		6574665	0		

The Resolution was passed requisite majority.

III: SPECIAL BUSINESS BY ORDINARY RESOLUTION:

ITEM NO. 6: ORDINARY RESOLUTION FOR APPOINTMENT OF CA ASSEM

TRIVEDI (DIN-01244851) U/S 160, 149 AND 152 AS AN INDEPENDENT

DIRECTOR OF THE COMPANY:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule IV to the said Act and Companies (Appointment and Qualification of Directors) Rules, 2014, and the Clause 49 of the Listing Agreement as may be amended from time to time, CA ASSEM TRIVEDI (DIN-01244851), who was holding position of the Independent Director 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 his candidature for the office of the director of the Company and who has also submitted a declaration confirming that he meets the criteria for independence as provided in section 149(6) of the Companies Act, 2013 and is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for a term upto five consecutive years upto 31<sup>st</sup> March, 2019 and he will not be liable to retire by rotation."

The Results of the Voting were as under:

Promoter/Pu	No. of	No. of	% of	No. of	No.	% in	% of
blic	Shares	Votes	Votes	Votes in	of	favour	Votes
	held	Polled	Polled on	favour	Vote	on	against
	(1)	(2)	outstandin	(4)	s	Votes	on Votes
			g Shares		agai	Polled	Polled
			(3)=[(2)/(1	1 4	nst	(6)=[(4	(7)=[(5)/(
			)]*100		(5)	)/(2)]*1	2)]*100

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			<b>1</b> 12	:				
	Promoter and Promoter Group	4617560	4559760	98.74	4559760	0	100.00	(
	Public Non Institutional Holders	2033828	2000110	98.34	2000110	0	100.00	(
- 4	Public- Others	848612	15401	1.81	15401	0	100.00	0
L	Total	7500000	6575271		6575271	0		

The Resolution was declared as passed unanimously by Ordinary Resolution.

# ITEM NO. 7: ORDINARY RESOLUTION FOR APPOINTMENT OF Mr. D. P. KORI (DIN: 00045069) U/S 160, 149 AND 152 AS AN INDEPENDENT DIRECTOR OF THE COMPANY:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule IV to the said Act and Companies (Appointment and Qualification of Directors) Rules, 2014, and the Clause 49 of the Listing Agreement as may be amended from time to time, Mr. D. P. KORI (DIN-00045069), who was holding position of the Independent Director 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 his candidature for the office of the director of the Company and who has also submitted a declaration confirming that he meets the criteria for independence as provided in section 149(6) of the Companies Act, 2013 and is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for a term upto five consecutive years upto 31st March, 2019 and he will not be liable to retire by rotation."

The Results of the Voting were as under:

Promoter/P ublic	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstandin g Shares (3)=[(2)/(1 )]*100	No. of Votes in favour (4)	No. of Votes again st (5)	% in favour on Votes Polled (6)=[(4)/(2)]*100	on Votes Polled (7)=[(5)/
Promoter and	4617560	4559760	98.74	4559760	0	100.00	(2)]*100
Public Non Institutional Holders	2033828	2000110	98.34	2000110	0	100.00	0
Public- Others	848612	15401	1.81	15401	0	100.00	0

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Total   7500000   6575271   6575271   0   100.00	100.0

The Resolution was declared as passed unanimously by Ordinary Resolution.

# ITEM NO. 8: ORDINARY RESOLUTION FORAPPOINTMENT OF CA VISHNU GUPTA (DIN: 01416704) U/S 160, 149 AND 152 AS AN INDEPENDENT DIRECTOR OF THE COMPANY: ...

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule IV to the said Act and Companies (Appointment and Qualification of Directors) Rules, 2014, and the Clause 49 of the Listing Agreement as may be amended from time to time, CA VISHNU GUPTA (DIN-01416704), who was holding position of the Independent Director 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 his candidature for the office of the director of the Company and who has also submitted a declaration confirming that he meets the criteria for independence as provided in section 149(6) of the Companies Act, 2013 and is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for a term upto five consecutive years upto 31<sup>st</sup> March, 2019 and he will not be liable to retire by rotation."

The Results of the Voting were as under:

No. of	No. of	% of	No. of	No	% in	% of
Shares	Votes	Votes	i		l _	Votes
held	Polled	Polled on		1	1	against on
(1)	(2)	outstandin				Votes
		g Shares		i		Polled
	:		i I			(7)=[(5)/(
			1		(2)] 100	2)]*100
		1		(3)		2)] 100
4617560	4559760	98.74	4559760	0	100.00	
				Ů	100.00	Y
			:			. 15 Prog 1
2033828	2000110	98 34	2000110	0	100.00	
	2000110	70.54	2000110	U	100.00	
						esta etaliar
848612	15401	1.81	15401	0	100.00	
		1.01	15401	١	100.00	che'zat <b>0</b>
7500000	6575271		6575271	0	100.00	0.00
	Shares held (1)  4617560  2033828  848612	Shares held Polled (1) (2) 4617560 4559760 2033828 2000110 848612 15401	Shares held         Votes Polled (2)         Votes Polled on outstanding Shares (3)=[(2)/(1)]*100           4617560         4559760         98.74           2033828         2000110         98.34           848612         15401         1.81	Shares held (1)         Votes Polled (2)         Votes Polled on outstandin g Shares (3)=[(2)/(1)]*100         Votes in favour (4)           4617560         4559760         98.74         4559760           2033828         2000110         98.34         2000110           848612         15401         1.81         15401	Shares held (1) Votes Polled on outstandin g Shares (3)=[(2)/(1)]*100 Votes in favour (4) s agai nst (5)  4617560 4559760 98.74 4559760 0  2033828 2000110 98.34 2000110 0  848612 15401 1.81 15401 0	Shares held (1)         Votes Polled (2)         Votes Polled on outstandin g Shares (3)=[(2)/(1)]*100         Votes in favour (4)         Votes of favour (4)         Votes of favour (4)         Votes of favour on Votes Polled (6)=[(4)/(2)]*100           4617560         4559760         98.74         4559760         0         100.00           2033828         2000110         98.34         2000110         0         100.00           848612         15401         1.81         15401         0         100.00

The Resolution was declared as passed unanimously by Ordinary Resolution.

### SPECIAL BUSINESS AS SPECIAL RESOLUTION

ITEM NO. 9: SPECIAL RESOLUTION FOR APPOINTMENT OF Mr. J.N CHOUDHURY (DIN- 00136766) AS A WHOLE TIME DIRECTOR FOR A PERIOD OF 2 YEARS

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"RESOLVED THAT AS A 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 with the provisions of Schedule V of the Companies Act, 2013 read with the 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 appointment of Mr. Jayanta Nath Choudhury (DIN- 00136766), as the Whole-time Director and designated as the Director In-Charge of the Company for a period of 2 years w.e.f. 1st day of Oct., 2014 on the following terms and condition

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

**Performance Bonus** of 1% on Net Profit as calculated under section 198 of Companies Act, 2013 as part of Remuneration in addition to his monthly salary.

### 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:

- 1. Employers Contribution to PF: As per the Rules of the Company.
- 2. Gratuity: As per rules of the Company, subject to a maximum ceiling as may be prescribed under the Payment of Gratuity Act from time to time.
- 3. 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.

### Facilities to perform the companies work:

1.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.

2. Telephone, Internet & Cell: Free use of telephone, internet at her 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.

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

FURTHER RESOLVED THAT there shall be clear relation of the Company with Mr. 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. Choudhury Whole-time Director shall also be entitled for the reimbursement of actual entertainment, traveling, boarding and lodging expenses incurred by her in connection with the Company's business and such other

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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 to be in the best interest of the Company.

The Results of the Voting were as under:

Promoter/Publ	No. of	No. of	% of	No. of	No.	% in	% of
ic	Shares	Votes	Votes	Votes in	of	favour	Votes
	held	Polled	Polled on	favour	Vot	on Votes	against
	(1)	(2)	outstandi	(4)	es	Polled	on
	, ,		ng Shares		aga	(6)=[(4)/	Votes
			(3)=[(2)/(		inst	(2)]*100	Polled
			1)]*100		(5)		(7)=[(5)
			, -				/(2)]*10
							0
Promoter and	4617560	4559760	98.74	4559760	0	100.00	0
Promoter							
Group							
Public Non	2033828	2000110	98.34	2000110	0	100.00	0
Institutional		3		1.		10000	
Public-Others	848612	15401	1.81	15401	0	100.00	0
Total	7500000	6575271		6575271	0		

The Resolution was declared as passed unanimously by Ordinary Resolution.

# ITEM 10: SPECIAL RESOLUTION FOR APPOINTMENT OF Mrs. DOLLY CHOUDHURY (DIN: 06935952) AS A WHOLE TIME DIRECTOR FOR A PERIOD OF 2 YEAR.

"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 with the provisions of Schedule V of the Companies Act, 2013 read with the 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 appointment of Mrs. Dolly Choudhury (DIN-06935952), as the Whole-time Director of the Company for a period of 2 years w.e.f. 31<sup>st</sup> July, 2014 on the consolidated salary of Rs. 45,000/- P.M.

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

CHAIRMAN'S INITIALS

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**FURTHER RESOLVED THAT** there shall be clear relation of the Company with Mrs. 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 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 to be in the best interest of the Company.

The Results of the Voting were as under:

Promoter/Public	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outsta nding Share s (3)=[( 2)/(1)] *100	No. of Votes in favour (4)	No. of Votes again st (5)	% in favour on Votes Polled (6)=[(4)/(2)]*100	% of Votes against on Votes Polled (7)=[(5)/ (2)]*100
Promoter and Promoter Group	4617560	4559760	98.74	4559760	0	100.00	0
Public Non Institutional Holders	2033828	2000110	98.34	2000110	0	100.00	
Public-Others Total	848612 <b>7500000</b>	15095 <b>6575271</b>	1.78	14795 <b>65749714</b>	300 300	98.01	1.99

The Resolution was passed with requisite majority.

Place: Indore Date: 25/09/2014 VINOD KUMAR AGARWAL CHAIRMAN DIN: 00136613

CHAIRMAN'S INITIALS