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**PROCEEDING AND MINUTES OF THE 41<sup>ST</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF FLUIDOMAT LIMITED HELD ON TUESDAY, THE 26<sup>TH</sup> DAY OF SEPTEMBER, 2017 AT PRITAM LAL DUA AUDITORIUM, GOVERNMENT AHILYA CENTRAL LIBRARY, NEAR REGAL SQUARE, M. G. ROAD, INDORE-452001 AT 02:00 P.M. AND CONCLUDED AT 2:25 P.M.**

**A. PRESENT:**

S.No.	Name	Designation
1	Shri Ashok Jain	On the Chair, Chairman & MD and Member
2	Smt.Radhica Sharma	Whole-Time Director
3	Shri Kunal Jain	Whole-Time Director
4	CA M.K. Shah	Independent Director
5	ShriK.C. Jain	Independent Director & Member
6	Shri Praful R. Turakhia	Independent Director

**B. SPECIAL INVITEES:**

S.No.	Name	Designation
1	CA J.P.Saraf	Statutory Auditor
2	Dr. (CS) D. K. Jain	Secretarial Auditor
3	CS Ishan Jain	Scrutinizer for E-Voting & Poll

**C. OFFICER FOR ASSISTANCE**

S.No.	Name	Designation
1	Devendra Kumar Sahu	Company Secretary & Compliance Officer

**LEAVE OF ABSENCE:**

No leave of absence was granted for attending the Annual General Meeting.

**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 Cut off date i.e. 19<sup>th</sup> Sept., 2017, there were 7293 members of the Company who were entitled to attend and vote at the 41<sup>st</sup> AGM and minimum 30 members were required to constitute the valid quorum for the 41<sup>st</sup> AGM as per section 103 of the Companies Act, 2013.

**PRESENCE OF QUORUM:**

At the 41<sup>st</sup> AGM, total 37 (Thirty-Seven) Members were present and participated at the AGM as per the Attendance Records maintained at the Company.

**PROCEEDINGS OF THE MEETING:****CHAIRMAN:**

Shri Ashok Jain, Chairman & Managing Director of the Company occupied the Chair for the Meeting and welcomed all the members present in the meeting except for Item No. 05; being interested in that resolution, in respect of which Shri M.K. Shah, Independent Director was requested to take the chair.

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The Chairman of the Audit Committee, Shri M. K. Shah, Shri K. C. Jain, Chairman of the Nomination and Remuneration Committee, Shri Praful R Turakhia, Independent Director, Mrs. Radhica Sharma, Deputy Managing Director, Kunal Jain, Executive Director, Shri J.P. Saraf Statutory Auditors and Shri Ishan Jain, Scrutinizers for the E-voting and Poll at the AGM shared the dais.

CS Devendra Kumar Sahu, Company Secretary & Compliance Officer introduced Directors and others present at dais.

The Chairman further informed that the Chairman of the Audit Committee is available, to reply to the queries raised by the members for the matters relating to the Accounts of the Company.

**QUORUM FOR THE MEETING:**

CS Devendra Kumar Sahu, Company Secretary informed that the company is having total 7293 shareholders as on the cutoff date i.e. 19<sup>th</sup> Sept., 2017 and needs minimum 30 members to constitute the Quorum, hence adequate quorum for the meeting was present, then the Chairman declared the meeting to be in order and then the proceedings of the Meeting was commenced.

The Chairman delivered his speech to the members at the AGM

**NOTICE OF THE 41<sup>ST</sup> ANNUAL GENERAL MEETING:**

The Chairman informed that the Notice convening the 41<sup>st</sup> Annual General Meeting along with Financial Statements containing the Audited Balance Sheet as at 31<sup>st</sup> March, 2017 and the Statement of Profit & Loss and the Cash Flow for the year ended 31<sup>st</sup> March, 2017 along with the Notes and the Report of the Boards', the Corporate Governance, the Auditor's and Secretarial Auditor's Report have already been dispatched to the members by electronic mode 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 Notice of the 41<sup>st</sup> Annual General Meeting was taken as read.

**BOOKS & STATUTORY REGISTER:**

The Chairman informed that the Register of Director's shareholding and 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.

**PROCEDURE FOR THE 41<sup>ST</sup> ANNUAL GENERAL MEETING FOR APPROVAL OF THE RESOLUTIONS:**

The Company Secretary informed that as per requirement of the Companies Act, 2013 the electronic voting commenced from 9:00 A.M. of 23<sup>rd</sup> Sept., 2017 & ended at 5.00 P.M. on 25<sup>th</sup> Sept., 2017 and voting in the general meeting shall be conducted by way of poll therefore the members of the Company were requested to mark their assent or dissent on the ballot paper provided to them. He also informed that the members may ask their questions on any agenda items of the company at any time during the meeting.

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The Company Secretary also informed that the Company has appointed CS Ishan Jain, Practicing Company Secretary (ACS: 29444, CP: 13032) as scrutinizer to scrutinize the e-voting results as well as voting through poll.

The Company Secretary placed before the meeting, businesses for consideration and informed that the results of the Meeting would be announced within the stipulated time and the same shall be hosted at the website of the Company, BSE and NSDL thereafter.

Further, the Company Secretary asked the members of the company present at the meeting to raise queries relating to the business affairs of the Company if any, which would be replied by the Chairman of the Audit Committee. However, no questions were raised.

Thereafter, the Company Secretary, read the agenda items of the notice of Annual General Meeting one by one as per notice of the AGM.

The Company Secretary arranged for the Poll Box, which was sealed by the Scrutinizer in his presence after showing that it is empty.

The Members were then provided opportunity to cast their votes by Poll and drop their Poll Papers which were provided in the Form MGT-12 and then requested them to ensure that if any member have cast their vote by Remote E-voting process, they will not be entitled to cast votes by Poll again and even if it is casted, the Vote given by e-voting shall be considered as final and the later shall be treated as null and void. Further that the Company Secretary requested members 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 provided 15 minutes' time for polling and then the Scrutinizer ascertained that no member was left for polling. Then, the Scrutinizer locked the Poll Box in presence of the two witnesses and collected the Poll Box for scrutiny of the Poll Papers.

After that, the Chairman asked the Scrutinizer about the time needed to scrutinize the ballot papers and for preparation of the consolidated Voting report including the results of Remote e-voting.

The scrutinizer informed that he will take about 2 days to complete his Report. Thereafter the Chairman informed all the members of the Company that the results of the Poll and E-Voting along with the report of the scrutinizer will be announced within the stipulated time and the results of the voting shall be declared by the Chairman upon receipt of the Scrutinizer's Report and the same shall be placed at the Company's, BSE and NSDL's Website.

The Chairman thanked all the members, Board members and invitees for participating in the meeting and declared that the meeting is concluded and requested the members to join for tea & snacks.

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**SCRUTINIZERS REPORT:**

Company Secretary of the Company authorized by the Board received the Scrutinizers' Report in the Form MGT-13 and Consolidated and Report on E-voting and Poll at the Annual General Meeting on 27<sup>th</sup>Sept.,2017.

**DECLARATION OF RESULTS FOR THE BUSINESSES PROPOSED AT THE 41<sup>ST</sup> ANNUAL GENERAL MEETING**

Thereafter with the due consideration, the Chairman declared the following results for the 41<sup>st</sup> Annual General Meeting held on 26<sup>th</sup> Sept., 2017 and also declared that the date of the passing of the resolutions shall be considered as the date of the 41<sup>st</sup> Annual General Meeting, i.e. 26<sup>th</sup> Sept., 2017, when the Poll was taken for all the purposes.

**ORDINARY BUSINESS BY ORDINARY RESOLUTION:**

**ITEM NO.1: ADOPTION OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup>MARCH, 2017:**

“RESOLVED THAT the Financial statements containing the Balance Sheet as at 31<sup>st</sup>March, 2017, Statement of Profit & Loss Account and Cash Flow Statement for the year ended 31<sup>st</sup> March, 2017 along with the Boards' and Auditors' Report thereon and the Report of the Board of Directors on Corporate Governance as circulated to the members and submitted to the Meeting be and are hereby received, considered, and adopted.”

The Results of the Voting were as under:

Resolution required: (Ordinary/ Special)				<i>Ordinary</i>				
Whether promoter/ promoter group are interested in the agenda/ resolution?				<i>No</i>				
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares = [(2)/(1)]*100 (3)	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled [(4)/(2)]*100 (6)	% of Votes against on votes polled [(5)/(2)]*100 (7)
Promoter and Promoter Group	E-Voting	2624731	2406351	91.68 %	2406351	0	100%	0
	Poll		120230	4.58%	120230	0	100%	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>		<b>2624731</b>	<b>2526581</b>	<b>96.26 %</b>	<b>2526581</b>	<b>0</b>	<b>100%</b>

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Public Institutions	E-Voting	28900	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>	<b>28900</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public Non Institutions	E-Voting	2273369	2381	0.10%	2270	111	95.33%	4.67
	Poll		13968	0.61%	13968	0	100%	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>	<b>2273369</b>	<b>16349</b>	<b>0.71%</b>	<b>16238</b>	<b>111</b>	<b>99.32%</b>	<b>0.68%</b>
<b>Total</b>		<b>4927000</b>	<b>2542930</b>	<b>51.61%</b>	<b>2542819</b>	<b>111</b>	<b>100%</b>	<b>0</b>

On the basis of the above-mentioned voting results the Chairman declared that Resolution No. 1 was passed REQUISITE MAJORITY.

**ITEM NO.2: DECLARATION OF RS. 1.75 (17.50%) DIVIDEND ON 49, 27,000 EQUITY SHARE OF RS. 10/- FOR THE YEAR 2016-17**

“RESOLVED THAT the approval of the members of the company be and is hereby granted for declaring dividend @ 17.50% (Rs. 1.75/-) on the Equity Shares of Rs. 10/- (Rs. Ten each) of the Company for the financial year 2016-17, which will be paid to the shareholder's whose names appears in the register of members as on the book closure date i.e. 26<sup>th</sup> September, 2017.”

The Results of the Voting were as under:

Resolution required: (Ordinary/ Special)				<i>Ordinary</i>				
Whether promoter/ promoter group are interested in the agenda/ resolution?				<i>No</i>				
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares= [(2)/(1)]*100 (3)	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled [(4)/(2)]*100 (6)	% of Votes against on votes polled [(5)/(2)]*100 (7)
Promoter	E-Voting	2624731	2406351	91.68%	2406351	0	100%	0
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Promoter Group	Poll		120230	4.58 %	120230	0	100%	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>	<b>2624731</b>	<b>2526581</b>	<b>96.26 %</b>	<b>2526581</b>	<b>0</b>	<b>100%</b>	<b>0</b>
Public Institutions	E-Voting	28900	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>	<b>28900</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public Non Institutions	E-Voting	2273369	2381	0.10 %	2270	111	95.33%	4.67
	Poll		13968	0.61 %	13968	0	100%	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>	<b>2273369</b>	<b>16349</b>	<b>0.71 %</b>	<b>16238</b>	<b>111</b>	<b>99.32 %</b>	<b>0.68%</b>
<b>Total</b>		<b>4927000</b>	<b>2542930</b>	<b>51.61 %</b>	<b>2542819</b>	<b>111</b>	<b>100%</b>	<b>0</b>

On the basis of the above-mentioned voting results the Chairman declared that Resolution No. 2 was passed REQUISITE MAJORITY.

**ITEM NO.3: RE-APPOINTMENT OF SHRI KUNAL JAIN (DIN 01475424) WHO IS LIABLE TO RETIRE BY ROTATION:**

“RESOLVED THAT the members of the Company be and are hereby accorded for the re-appointment of Shri Kunal Jain, Executive Director whose period of office was liable to retire and was available for re-appointment in the Annual General Meeting and Board of Directors be and is hereby authorized to do all such acts for the purpose of this resolution.”

The Results of the Voting were as under:

Resolution required: (Ordinary/ Special)			<b>Ordinary</b>					
Whether promoter/ promoter group are interested in the agenda/ resolution?			<b>No</b>					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares = [(2)/(1)]*100	No. of Votes – in favour	No. of Vote s – against	% of Votes in favour on votes polled [(4)/(2)]*100	% of Votes against on votes polled [(5)/(2)]*100
		(1)	(2)		(4)			
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				(3)		(5)	(6)	(7)
Promoter and Promoter Group	E-Voting	2624731	2406351	91.68 %	2406351	0	100%	0
	Poll		120230	4.58%	120230	0	100%	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>	<b>2624731</b>	<b>2526581</b>	<b>96.26 %</b>	<b>2526581</b>	<b>0</b>	<b>100%</b>	<b>0</b>
Public Institutions	E-Voting	28900	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>	<b>28900</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public Non Institutions	E-Voting	2273369	2295	0.10%	2154	141	93.86%	6.14 %
	Poll		13968	0.61%	13968	0	100%	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>	<b>2273369</b>	<b>16263</b>	<b>0.71%</b>	<b>16122</b>	<b>141</b>	<b>99.13 %</b>	<b>0.87 %</b>
<b>Total</b>		<b>4927000</b>	<b>2542844</b>	<b>51.61 %</b>	<b>2545703</b>	<b>141</b>	<b>100%</b>	<b>0</b>

On the basis of the above-mentioned voting results the Chairman declared that Resolution No. 3 was passed by REQUISITE MAJORITY.

**ITEM NO.4: APPOINTMENT OF STATUTORY AUDITORS M/S. C.P. RAWKA & CO., CHARTERED ACCOUNTANTS (FIRM REGISTRATION NO. 000518C), AS THE STATUTORY AUDITORS OF THE COMPANY, FOR PERIOD OF FIVE YEARS SUBJECT TO RATIFICATION OF THEIR APPOINTMENT AT EVERY ANNUAL GENERAL MEETING:**

**“RESOLVED THAT** pursuant to the provisions of Section 139 and 142 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s C.P. Rawka & Co. Chartered Accountants (Firm Registration No. 000518C) be and are hereby appointed as the Statutory Auditors of the Company in place of the retiring auditors M/s J.P. Saraf & Co. Chartered Accountants, whose term will be completed on the conclusion of the ensuing annual general meeting, to hold office for a term of five consecutive years ~~from the~~

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conclusion of this Annual General Meeting until the conclusion of the 46<sup>th</sup> Annual General Meeting of the Company to be held in the calendar year 2022 (subject to ratification of their appointment at every Annual General Meeting, if so required under the Act), at such remuneration as may be mutually agreed to, between the Board of Directors and the Auditors, plus applicable taxes and reimbursement of travel and out-of-pocket expenses.”

The Results of the Voting were as under:

Resolution required: (Ordinary/Special)		<i>Ordinary</i>						
Whether promoter/ promoter group are interested in the agenda/ resolution?		<i>No</i>						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares= [(2)/(1)] * 100 (3)	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled [(4)/(2)]* 100 (6)	% of Votes against on votes polled [(5)/(2)]* 100 (7)
Promoter and Promoter Group	E-Voting	2624731	2406351	91.68%	2406351	0	100%	0
	Poll		120230	4.58%	120230	0	100%	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>		<b>2624731</b>	<b>2526581</b>	<b>96.26%</b>	<b>2526581</b>	<b>0</b>	<b>100%</b>
Public Institutions	E-Voting	28900	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>		<b>28900</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public Non Institutions	E-Voting	2273369	2381	0.10%	2217	164	93.11%	6.89%
	Poll		13968	0.61%	13968	0	100%	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>		<b>2273369</b>	<b>16349</b>	<b>0.71%</b>	<b>16185</b>	<b>164</b>	<b>99%</b>
<b>Total</b>		<b>4927000</b>	<b>2542930</b>	<b>51.61%</b>	<b>2542766</b>	<b>164</b>	<b>100%</b>	<b>0</b>

On the basis of the above-mentioned voting results the Chairman declared that Resolution No. 4 was passed by REQUISITE MAJORITY.

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**SPECIAL BUSINESS BY SPECIAL RESOLUTION:****ITEM NO.5: APPROVAL FOR RE-APPOINTMENT OF SHRI KUNAL JAIN (DIN 01475424) AS A WHOLE-TIME DIRECTOR DESIGNATED AS EXECUTIVE DIRECTOR OF THE COMPANY W.E.F. 01.05.2018 FOR A TERM OF FIVE YEARS AND APPROVAL OF REMUNERATION:**

**“RESOLVED THAT** as recommended by 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 re-appointment of Shri Kunal Jain (DIN- 01475424) as the Whole-time Director and designated as the Executive Director of the Company for a further period of 5(Five) years w.e.f. 1<sup>st</sup> May, 2018 on the following terms and condition.

Salary in the scale of Rs 2,00,000/- per month with an annual increment of Rs. 10,000/- per year.

Allowances/perquisites: as per Category A, subject to the maximum of salary.

**Category: A**

1. **House Rent:** The Company shall provide House Rent Allowance subject to a maximum of 50% of the salary or house accommodation and 10% of salary shall be recovered by way of rent. Expenditure incurred by the Company on his electricity, water and furnishing shall be evaluated as per Income Tax Rules, 1962 subject to a ceiling of 10% of salary.
2. **Medical Expenses:** Re-imbusement of medical expenses of the Executive Director and his family, the total cost of which to the Company shall not exceed one month's salary in the year or three months salary in a block of three years.
3. **Leave travel assistance:** Expenses incurred for self and family in accordance with the Rules of the Company.
4. **Club Fees:** subject to a maximum of two clubs, this will not include admission and life membership.
5. **Personal accident insurance premium:** not exceeding Rs. 24000/- p.a.

**NOTE:** For the purpose of perquisites stated in Category "A" above, "Family" means the spouse, the dependent children and dependent parents of the appointee.

**Category B- Exempted from the limits prescribed under the Schedule V:**

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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 15 days salary for every one year completed service as per the rules of the Company.  
Provided that the above said prerequisites shall not be counted for the purpose of calculation of the remuneration payable to the Executive Director.

**Category C- 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 his residence and Cell phone, provided that the personal long distance calls on the telephone shall be billed by the Company to the Executive Director.

**FURTHER RESOLVED THAT** in the event of there being loss or inadequacy of profit for any financial year, the remuneration payable to Shri Kunal Jain 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 his tenure.

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

**RESOLVED FURTHER THAT** Shri Kunal Jain, Executive 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 breakup of the remuneration within the above said maximum permissible limit, without requirement for seeking further approval of members of the Company and 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:

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Resolution required: (Ordinary/ Special)		<i>Special</i>						
Whether promoter/ promoter group are interested in the agenda/ resolution?		<i>Yes</i> (However, the resolution not falling u/s 188 of the Companies Act and not a material related party transaction as per Regulation 23(1) of the SEBI (LODR) Regulations, 2015)						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares= [(2)/(1)] * 100 (3)	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled [(4)/(2)]*100 (6)	% of Votes against on votes polled [(5)/(2)]*100 (7)
Promoter and Promoter Group	E-Voting	2624731	2406351	91.68%	2406351	0	100%	0
	Poll		120230	4.58%	120230	0	100%	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>		<b>2624731</b>	<b>2526581</b>	<b>96.26%</b>	<b>2526581</b>	<b>0</b>	<b>100%</b>
Public Institutions	E-Voting	28900	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
			<b>28900</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public Non Institutions		2273369	2381	0.10%	2212	169	92.90%	7.10%
			13968	0.61%	13968	0	100%	0
			0	0	0	0	0	0
			<b>2273369</b>	<b>16349</b>	<b>0.71%</b>	<b>16180</b>	<b>169</b>	<b>99%</b>
<b>Total</b>		<b>4927000</b>	<b>2542930</b>	<b>51.61%</b>	<b>2542761</b>	<b>169</b>	<b>100%</b>	<b>0</b>

On the basis of the above said valid votes mentioned in the voting results, the Chairman declared that Resolution No. 5 was passed as Special Resolution with the REQUISITE MAJORITY.

**ITEM NO.6: KEEPING AND MAINTAIN THE REGISTER OF MEMBERS AND INDEX OF MEMBERS SEPARATELY FOR EACH CLASS OF EQUITY SHARES AND OTHER RELATED BOOKS BE KEPT AT THE REGISTRAR AND SHARE TRANSFER AGENTS AT INDORE OFFICE.**

“RESOLVED THAT pursuant to the compliance of section 94 of the Companies Act, 2013 and other applicable provisions, if any, read with Companies (Management and Administration) Rules, 2014, SEBI (LODR) Regulation, 2015, Articles of Associations of the Company including any amendment, modification, substitution and

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otherwise thereof from time to time, and subject to such approvals and consents as may be required, the consent of the members be and is hereby accorded to keep and maintain the register of members and index of members separately for each class of equity and preference shares, register and index of debenture holders, register and index of any other security holders, Register of Renewed and Duplicate Shares/Debentures/Securities Certificates, Register of Sweat Equity Shares, and Register of Employees Stock Option Plan, if any, and other related books be kept at the Indore Registrar and Transfer Agents, M/s. Ankit Consultancy Pvt Ltd., situated at Plot No. 60, Electronic Complex, Pardeshipura, Indore (M.P.)-452001 or such other place from time to time.

**RESOLVED FURTHER THAT** the Registers, Indexes, Returns, documents etc. as aforesaid be kept open for inspection between the hours of 2.00 p.m. and 4.00 p.m. on any working day of the Registrars except when the Registers and Books are closed at the office of the Registrar and Share Transfer Agent of the Company.

**RESOLVED FURTHER THAT** Board of Directors including any Committee thereof, any Director including Managing Directors and Company Secretary be and are hereby jointly and/ or severally authorized to take all such steps and to do all such acts, deeds and things for due compliance in this regard and act upon.”

The Results of the Voting were as under:

Resolution required: (Ordinary/ Special)			<i>Special</i>					
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= [(2)/(1)]* 100 (3)	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled [(4)/(2)]* 100 (6)	% of Votes against on votes polled [(5)/(2)]* 100 (7)
Promoter and Promoter	E-Voting	2624731	2406351	91.68%	2406351	0	100%	0
	Poll		120230	4.58%	120230	0	100%	0
						CHAIRMAN'S INITIALS		

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er Group	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>	<b>2624731</b>	<b>2526581</b>	<b>96.26%</b>	<b>2526581</b>	<b>0</b>	<b>100%</b>	<b>0</b>
Public Institutions	E-Voting	28900	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>	<b>28900</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public Non Institutions	E-Voting	2273369	2295	0.10%	2131	164	92.85%	7.15%
	Poll		13968	0.61%	13968	0	100%	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>	<b>2273369</b>	<b>16363</b>	<b>0.71%</b>	<b>16099</b>	<b>164</b>	<b>99%</b>	<b>1.00%</b>
<b>Total</b>		<b>4927000</b>	<b>2542844</b>	<b>51.61%</b>	<b>2542680</b>	<b>164</b>	<b>100%</b>	<b>0</b>

On the basis of the above-mentioned voting results the Chairman declared that Resolution No. 6 was passed as Special Resolution with the REQUISITE MAJORITY.

**VOTE OF THANKS:**

There being no other business the Meeting declared as concluded by the Chairman Shri Ashok Jain, with a vote of thanks to the Chair at 2:25 P.M. on 26<sup>th</sup> Sept., 2017.

Place: Indore  
Date: 28/09/2017

*Ashok Jain*  
**ASHOK JAIN**  
CHAIRMAN & MANAGING DIRECTOR  
AUTHORISED BY THE BOARD  
DIN: 00007813

The aforesaid Minutes were recorded in the Minute Book of the Members General Meeting with the Authority of the Chairman on 28<sup>th</sup> Sept., 2017.

Place: Indore  
Date: 28/09/2017

*Ashok Jain*  
**ASHOK JAIN**  
CHAIRMAN & MANAGING DIRECTOR  
AUTHORISED BY THE BOARD  
DIN: 00007813

CHAIRMAN'S  
INITIALS