

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

**MINUTES OF THE 42<sup>ND</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF FLUIDOMAT LIMITED HELD ON WEDNESDAY, THE 26<sup>TH</sup> DAY OF SEPTEMBER, 2018 AT PRITAM LAL DUA AUDITORIUM, GOVERNMENT AHILYA CENTRAL LIBRARY, NEAR REGAL SQUARE, M G ROAD, INDORE-452001 AT 2:00 P.M. AND CONCLUDED AT 2:30 P.M.**

**A. PRESENT:**

1	SHRI ASHOK JAIN	:CHAIRMAN & MANAGING DIRECTOR AND MEMBER
2	MRS. RADHICA SHARMA	:WHOLE-TIME DIRECTOR
3	SHRI KUNAL JAIN	:WHOLE-TIME DIRECTOR AND MEMBER
4	CA M.K. SHAH	: INDEPENDENT DIRECTOR
5	SHRI K.C. JAIN	:INDEPENDENT DIRECTOR AND MEMBER
6	SHRI PRAFUL R. TURAKHIA	: INDEPENDENT DIRECTOR

**B. SPECIAL INVITEE:**

1	DR. (CS) D. K. JAIN	: SECRETARIAL AUDITOR
2	CS ISHAN JAIN	: SCRUITNIZER FOR E-VOTING & POLL

**C. OFFICER FOR ASSISTANCE**

1	DEVENDRA KUMAR SAHU	: COMPANY SECRETARY & COMPLIANCE OFFICER
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**NUMBER OF MEMBERS AS ON THE CUT-OFF DATE AND REQUIREMENT OF QUORUM FOR THE AGM:**

As per records made available by Ankit Consultancy Pvt. Ltd., the Share Transfer Agent, the total No. of Members on the Cutoff date was 6963 Members who were entitled to attend and vote at the 42<sup>nd</sup> AGM, out of them total 39 Members were present in person as per the attendance Register and minimum 30 members were required to constitute the valid quorum for the 42<sup>nd</sup> AGM.

**LEAVE OF ABSENCE:**

No leave of absence was granted for attending the 42<sup>nd</sup> Annual General Meeting except to the Auditors of the company on their request being made to the Board of Directors.

**CHAIRMAN:**

Shri Ashok Jain, Chairman of the Company occupied the Chair for the Meeting and welcomed all the members present in the meeting.

**QUORUM FOR THE MEETING:**

At the 42<sup>nd</sup> AGM total 39 Members were present in person as per the attendance Register. hence adequate quorum for the meeting was present.

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**PROCEDURE FOR THE 42<sup>ND</sup> ANNUAL GENERAL MEETING**

The Chairman delivered his speech to the members at the AGM.

The Chairman further informed that the Chairman of the Audit Committee is available, he will reply for the matters relating to the Accounts of the Company.

The Company Secretary informed the members that electronic copies of the Annual Report for the financial year 2017-18 have been sent to all the members whose Email Ids were registered with the Company or Depository Participant(s). Physical copies of same have been sent to all other members at their registered address in permitted mode; as per records made available by NSDL, CDSL and Registrar & Share Transfer Agent of the Company.

The Company Secretary informed the members that the Notice of this Annual General Meeting is given on Page No. 3 to 12 of 42<sup>nd</sup> Annual Report and with the consent of Members the Notice of AGM is hereby taken as read.

The Company Secretary informed the members that the Auditors Report on the Financial Statements of the Company is given by the Statutory Auditor M/s C.P. Rawka & Co., Chartered Accountant, Indore and do not contain any qualification or negative remarks. With the consent of Members the Independent Auditors' Report on financial statements of the Company, is taken as read.

The Company Secretary informed the members that the Secretarial Audit Report for Financial Year 2017-18 is given by M/s D.K. Jain & Co., Practicing Company Secretaries, Indore. Same is given on Page No. 20 of the Annual Report. Secretarial Audit Report does not contain any qualification or adverse remarks.

CS 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.

Company Secretary informed that as per requirement of the Companies Act, 2013 the electronic voting was commenced on 9:00 A.M. of 23<sup>rd</sup> September, 2018 had already been completed at 5.00 P.M. on 25<sup>th</sup> September, 2018 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.

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

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During the AGM the Company Secretary further informed about the recent developments or events relating to shareholders of the company.

After that the Company Secretary placed before the meeting businesses as contained in the Notice one by one for consideration and approval of the members. 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.

On the instructions of the Chairman, 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 in the Poll Box 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 cast, the Vote given by e-voting shall be considered as final and the later be treated as invalid by the Scrutinizer and the vote casted by electronic mode will be prevailed.

The Chairman provided 15 minutes' time for polling and then the Scrutinizer ascertained that no member was left for polling; he sealed the Poll Box in presence of two witnesses who was not in employment of the company and collected the Poll Box and Attendance Sheet, etc for scrutiny of the Poll Papers.

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 48 hours from the conclusion of the AGM and the results of the voting shall be declared by the Chairman upon receipt of the Scrutinizers Report and the same shall be placed at the Company's, BSE and NSDL Website.

Thereafter, the meeting was concluded at 2.30 P.M. by giving vote of thanks to the members who have attended the meeting.

#### **SCRUTINIERS REPORT:**

Company Secretary of the Company authorized by the Board received the Scrutinizers' Report Consolidated Report at the Annual General Meeting on 26<sup>th</sup> September, 2018.

#### **DECLARATION OF RESULTS FOR THE BUSINESSES PROPOSES AT THE 42<sup>ND</sup> ANNUAL GENERAL MEETING ON 27<sup>TH</sup> SEPTEMBER, 2018 AFTER RECEIPT OF SCRUTINISER REPORT:**

Thereafter, the Chairman declared the following results for the 42<sup>nd</sup> Annual General Meeting held on 26<sup>th</sup> September, 2018 on Thursday, the 27<sup>th</sup> September, 2018 and also declared that the date of the passing of the resolutions shall be considered as the date of the 42<sup>nd</sup> Annual General Meeting, i.e. 26<sup>th</sup> September, 2018, when the Poll was taken for all the purposes.

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**ORDINARY BUSINESS BY ORDINARY RESOLUTION:**

**ITEM NO.1: ADOPTION OF THE AUDITED FINANCIAL STATEMENTS CONTAINING THE BALANCE SHEET AS AT 31<sup>ST</sup> MARCH, 2018, THE STATEMENT OF PROFIT AND LOSS, CASH FLOW AND STATEMENT OF OTHER EQUITY FOR THE F.Y. ENDED 31<sup>ST</sup> MARCH, 2018 AND, REPORTS OF THE BOARD AND AUDITOR THEREON:**

“RESOLVED THAT the Financial statements of the company containing the Balance Sheet as at 31<sup>st</sup> March, 2018, Statement of Profit & Loss Account and Cash Flow Statement and Statement of other Equity for the year ended 31st March, 2018 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 by the members at the Annual General Meeting of the Company.”

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 Votes – against	% of Votes in favour on votes polled $[(4)/(2)]*100$	% of Votes against on votes polled $[(5)/(2)]*100$
		(1)	(2)	(3)	(4)	(5)	(6)	(7)
Promoter and Promoter Group	E-Voting	2624731	2458551	93.67%	2458551	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>2578781</b>	<b>98.25%</b>	<b>2578781</b>	<b>0</b>	<b>100%</b>
Public Institutions	E-Voting	28400	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>28400</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public Non Institutions	E-Voting	2273869	1053	0.05%	1053	0	100%	0
	Poll		13065	0.57%	13065	0	100%	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>		<b>2273869</b>	<b>14118</b>	<b>0.62%</b>	<b>14118</b>	<b>0</b>	<b>100%</b>
<b>Total</b>		<b>4927000</b>	<b>2592899</b>	<b>52.63%</b>	<b>2592899</b>	<b>0</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 **UNANIMOUSLY AS AN ORDINARY RESOLUTION.**

**ITEM NO.2: DECLARATION OF RS. 1.75 (17.50%) DIVIDEND ON 49,27,000 EQUITY SHARES OF RS. 10/-EACH FOR THE FINANCIAL YEAR 2017-18:**

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“RESOLVED THAT the approval of the members of the company be and is hereby granted for dividend @ 17.50% (Rs. 1.75/-) on the Equity Shares of Rs. 10/- (Rs. Ten each) of the Company for the financial year 2017-18, 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, 2018.”

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 Votes – against	% of Votes in favour on votes polled [(4)/(2)]*100	% of Votes against on votes polled [(5)/(2)]*100
		(1)	(2)	(3)	(4)	(5)	(6)	(7)
Promoter and Promoter Group	E-Voting	2624731	2458551	93.67%	2458551	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>2578781</b>	<b>98.25%</b>	<b>2578781</b>	<b>0</b>	<b>100%</b>	<b>0</b>
Public Institutions	E-Voting	28400	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>28400</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public Non Institutions	E-Voting	2273869	1053	0.05%	1053	0	100%	0
	Poll		13065	0.57%	13065	0	100%	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>	<b>2273869</b>	<b>14118</b>	<b>0.62%</b>	<b>14118</b>	<b>0</b>	<b>100%</b>	<b>0</b>
<b>Total</b>		<b>4927000</b>	<b>2592899</b>	<b>52.63%</b>	<b>2592899</b>	<b>0</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 **UNANIMOUSLY AS AN ORDINARY RESOLUTION.**

**ITEM NO.3: APPOINTMENT OF A DIRECTOR IN PLACE OF SHRI ASHOK JAIN (DIN: 00007813) WHO IS LIABLE TO RETIRE BY ROTATION AND IS BEING ELIGIBLE AND OFFER HIMSELF FOR RE-APPOINTMENT:**

“RESOLVED THAT subject to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 Shri Ashok Jain (DIN: 00007813) who is liable to retire by rotation

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himself for re-appointment be and are hereby considered by the members of the company at the Annual General Meeting.”

The Results of the Voting were as under:

Resolution required: (Ordinary/ Special)		<i>Ordinary</i>						
Whether promoter/ group are interested in the agenda/resolution?		<i>No</i>						
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 – agai nst	% of Votes in favour on votes polled $[(4)/(2)]*100$	% of Votes against on votes polled $[(5)/(2)]*100$
		(1)	(2)	(3)	(4)	(5)	(6)	(7)
Promoter and Promoter Group	E-Voting	2624731	2458551	93.67%	2458551	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>2578781</b>	<b>98.25%</b>	<b>2578781</b>	<b>0</b>	<b>100%</b>	<b>0</b>
Public Instituti ons	E-Voting	28400	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>28400</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public Non Instituti ons	E-Voting	2273869	1053	0.05%	1053	0	100%	0
	Poll		13065	0.57%	13065	0	100%	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>	<b>2273869</b>	<b>14118</b>	<b>0.62%</b>	<b>14118</b>	<b>0</b>	<b>100%</b>	<b>0</b>
<b>Total</b>		<b>4927000</b>	<b>2592899</b>	<b>52.63%</b>	<b>2592899</b>	<b>0</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 **UNANIMOUSLY AS AN ORDINARY RESOLUTION.**

**SPECIAL BUSINESS BY SPECIAL RESOLUTION:**

**ITEM NO.4 RE-APPOINTMENT OF SHRI ASHOK JAIN (DIN: 00007813) AS THE CHAIRMAN AND MANAGING DIRECTOR OF THE COMPANY FOR A PERIOD OF 5 YEARS W.E.F. 01<sup>ST</sup> JULY, 2019 ON ACCOUNT OF ATTAINMENT OF 70 YEARS OF AGE ON 4<sup>TH</sup> JANUARY, 2019 AND APPROVAL FOR REMUNERATION:**

“RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee and Board of Directors and subject to the provisions of Section 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule V of the Companies Act, 2013 and Articles of Association of the company, approval of the members of the Company be and is hereby accorded on account of attainment of 70 years of age on January 4, 2019 as the Chairman & Managing Director of the Company for a period of five years

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w.e.f. July 01, 2019 on remuneration upto Rs. 3,50,000/- (Rupees Three Lakhs Fifty Thousand only) per month and Reimbursement of Medical expenses upto Rs. 1,00,000/-(Rupees One Lakh only) per Annam, whose period of office is liable to retirement by rotation.

**FURTHER RESOLVED THAT** in addition of his aforesaid remuneration, Shri Ashok Jain, the Chairman & Managing Director shall also be entitled for the following benefits and shall not be considered for the purpose of calculation of the maximum permissible remuneration as it covers under the exempted category.

1. **Employers Contribution to PF:** As per the Rules of the Company.
2. **Gratuity:** As per the rules of the Company, subject to the maximum ceiling as may be prescribed under the Payment of Gratuity Act from time to time.
3. **Earned Privilege Leave:** As per the rules of the Company subject to the condition that the leave accumulated but not availed of will be allowed to be encashed for 15 days salary for every year of completed services at the end of the tenure.
4. **Directors Obligation Insurance Premium:** If any taken by the Company as per provisions of section 197(13) of the Companies Act, 2013.

**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/car expenses shall be made as per actual on the basis of claims submitted by him.
2. **Telephone, Internet and 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 Chairman and Managing Director.
3. **Electricity and Water:** The Company shall pay electricity bill and water charges for the residence of Shri Ashok Jain.

**FURTHER RESOLVED THAT** in the event of there being any loss or inadequacy of profit for any financial year, the aforesaid remuneration payable to Shri Ashok Jain shall be minimum remuneration payable by the Company.

**FURTHER RESOLVED THAT** there shall be clear relation of the Company with Shri Ashok Jain 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** Shri Ashok Jain, the Chairman & Managing Director shall also be entitled to reimbursement of actual entertainment, travelling time to time to perform his duties as per rules of the Company.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things and to decide breakup of his remuneration within the permissible limits in its absolute discretion as may considered necessary, except

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desirable and to vary, modify the terms and conditions and to settle any question, or doubt that may arise in relation thereto 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:

Resolution required:			<i>Special</i>					
(Ordinary/ Special)								
Whether promoter/ promoter group are interested in the agenda/resolution?			<i>No</i>					
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 Votes – against	% of Votes in favour on votes polled [(4)/(2)]*100	% of Votes against on votes polled [(5)/(2)]*100
		(1)	(2)	(3)	(4)	(5)	(6)	(7)
Promoter and Promoter Group	E-Voting	2624731	2458551	93.67%	2458551	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>2578781</b>	<b>98.25%</b>	<b>2578781</b>	<b>0</b>	<b>100%</b>
Public Institutions	E-Voting	28400	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>28400</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public Non Institutions	E-Voting	2273869	1053	0.05%	1053	0	100%	0
	Poll		13065	0.57%	13065	0	100%	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>		<b>2273869</b>	<b>14118</b>	<b>0.62%</b>	<b>14118</b>	<b>0</b>	<b>100%</b>
<b>Total</b>		<b>4927000</b>	<b>2592899</b>	<b>52.63%</b>	<b>2592899</b>	<b>0</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 **UNANIMOUSLY AS A SPECIAL RESOLUTION.**

**ITEM NO.5: RE-APPOINTMENT OF SHRI KHUSHAL CHANDRA JAIN (DIN 00007916) AS AN INDEPENDENT DIRECTOR OF THE COMPANY, NOT LIABLE TO RETIRE BY ROTATION AND TO HOLD OFFICE FOR SECOND TERM OF 5 (FIVE) CONSECUTIVE YEARS W.E.F. 01<sup>ST</sup> APRIL, 2019 TO 31<sup>ST</sup> MARCH, 2024:**

“RESOLVED THAT 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))

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being in force), Shri Khushal Chandra Jain (DIN: 00007916), who was appointed as an Independent Director upto the 1<sup>st</sup> term of 5 years ending on 31<sup>st</sup> March, 2019 and being eligible, has submitted a declaration for his independence and upon recommendation of the Nomination and Remuneration Committee and the Board of directors, Shri Kushal Chandra Jain who has also having age of more than 75 years 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, w.e.f. 1<sup>st</sup> April, 2019 to 31<sup>st</sup> March, 2024.”

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?		<i>No</i>						
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 Votes – against	% of Votes in favour on votes polled [(4)/(2)]*100	% of Votes against on votes polled [(5)/(2)]*100
		(1)	(2)	(3)	(4)	(5)	(6)	(7)
Promoter and Promoter Group	E-Voting	2624731	2458551	93.67%	2458551	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>2578781</b>	<b>98.25%</b>	<b>2578781</b>	<b>0</b>	<b>100%</b>
Public Institutions	E-Voting	28400	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>28400</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public Non Institutions	E-Voting	2273869	1053	0.05%	1053	0	100%	0
	Poll		13065	0.57%	13065	0	100%	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>		<b>2273869</b>	<b>14118</b>	<b>0.62%</b>	<b>14118</b>	<b>0</b>	<b>100%</b>
<b>Total</b>		<b>4927000</b>	<b>2592899</b>	<b>52.63%</b>	<b>2592899</b>	<b>0</b>	<b>100%</b>	<b>0</b>

On the basis of the above-mentioned voting results, the Chairman declared that **Resolution No. 5** was passed by **UNANIMOUSLY AS A SPECIAL RESOLUTION**.

**ITEM NO.6: RE-APPOINTMENT OF SHRI MAHENDRA KUMAR SHAH (DIN 00014556) AS AN INDEPENDENT DIRECTOR OF THE COMPANY, NOT LIABLE TO RETIRE BY ROTATION AND TO HOLD OFFICE FOR SECOND TERM OF 5 (FIVE) CONSECUTIVE YEARS W.E.F. 01<sup>ST</sup> APRIL, 2019 TO 31<sup>ST</sup> MARCH, 2024.**

“RESOLVED THAT 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 (Appointments of

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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 Mahendra Kumar Shah (DIN: 00014556), who was appointed as an Independent Director upto the 1<sup>st</sup> term of 5 years ending on 31<sup>st</sup> March, 2019 and being eligible, has submitted a declaration for his independence and upon recommendation of the Nomination and Remuneration Committee and the Board of directors, Shri Mahendra Kumar Shah 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, w.e.f. 1<sup>st</sup> April, 2019 to 31<sup>st</sup> March, 2024.”

The Results of the Voting were as under:

Resolution required: <i>Special</i> (Ordinary/ Special)			Whether promoter/ promoter group are interested in the agenda/resolution? <i>No</i>					
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 Votes – against	% of Votes in favour on votes polled [(4)/(2)]*100	% of Votes against on votes polled [(5)/(2)]*100
		(1)	(2)	(3)	(4)	(5)	(6)	(7)
Promoter and Promoter Group	E-Voting	2624731	2458551	93.67%	2458551	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>2578781</b>	<b>98.25%</b>	<b>2578781</b>	<b>0</b>	<b>100%</b>	<b>0</b>
Public Institutions	E-Voting	28400	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>28400</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public Non Institutions	E-Voting	2273869	1053	0.05%	1053	0	100%	0
	Poll		13065	0.57%	13065	0	100%	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>	<b>2273869</b>	<b>14118</b>	<b>0.62%</b>	<b>14118</b>	<b>0</b>	<b>100%</b>	<b>0</b>
<b>Total</b>		<b>4927000</b>	<b>2592899</b>	<b>52.63%</b>	<b>2592899</b>	<b>0</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 **UNANIMOUSLY AS A SPECIAL RESOLUTION**

**ITEM NO.7: RE-APPOINTMENT OF SHRI PRAFUL RATILALTURAKHIA (DIN 00366398) AS AN INDEPENDENT DIRECTOR OF THE COMPANY, NOT LIABLE TO RETIRE BY ROTATION AND TO HOLD OFFICE FOR SECOND TERM OF 5 (FIVE) CONSECUTIVE YEARS W.E.F. 01<sup>ST</sup> APRIL, 2019 TO 31<sup>ST</sup> MARCH, 2024.**

CHAIRMAN'S  
INITIALS *A*

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

“RESOLVED THAT 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 Praful RatilalTurakhia (DIN: 00366398) who was appointed as an Independent Director upto the 1<sup>st</sup> term of 5 years ending on 31<sup>st</sup> March, 2019 and being eligible, has submitted a declaration for his independence and upon recommendation of the Nomination and Remuneration Committee and the Board of directors, Shri Praful RatilalTurakhia 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, w.e.f. 1<sup>st</sup> April, 2019 to 31<sup>st</sup> March, 2024.”

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?			<i>No</i>					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstandi ng shares=[(2)/(1)]* 100	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled [(4)/(2)]*100	% of Votes against on votes polled [(5)/(2)]*100
		(1)	(2)	(3)	(4)	(5)	(6)	(7)
Promoter and Promoter Group	E-Voting	2624731	2458551	93.67%	2458551	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>2578781</b>	<b>98.25%</b>	<b>2578781</b>	<b>0</b>	<b>100%</b>
Public Institutions	E-Voting	28400	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>28400</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public Non Institutions	E-Voting	2273869	1053	0.05%	1053	0	100%	0
	Poll		13065	0.57%	13065	0	100%	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>		<b>2273869</b>	<b>14118</b>	<b>0.62%</b>	<b>14118</b>	<b>0</b>	<b>100%</b>
<b>Total</b>		<b>4927000</b>	<b>2592899</b>	<b>52.63%</b>	<b>2592899</b>	<b>0</b>	<b>100%</b>	<b>0</b>

CHAIRMAN'S  
INITIALS *A*

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

On the basis of the above-mentioned voting results the Chairman declared that Resolution No. 7 was passed **UNANIMOUSLY AS A SPECIAL RESOLUTION.**

Place: Indore  
Date: 05/10/2018

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

The aforesaid Minutes were recorded in the Minutes Book of the Members General Meeting with the authority of the Chairman on 05/10/2018.

Place: Indore  
Date: 05/10/2018

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