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MINUTES OF THE 45<sup>TH</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF FLUIDOMAT LIMITED HELD ON 25<sup>TH</sup> SEPTEMBER, 2021 THROUGH VIDEO CONFERENCING ("VC")/OTHER AUDIO VISUAL MEANS ("OAVM") AT 2:00 P.M. AND CONCLUDED AT 2:40 P.M. FOR WHICH PURPOSES THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 117, 1<sup>ST</sup> FLOOR, NAVNEET DARSHAN, 16/2 OLD PALASIA, INDORE 452018 (M.P.) SHALL BE DEEMED AS THE VENUE FOR THE ANNUAL GENERAL MEETING

**PRESENCE IN THE MEETING THOROUGH VC/OVAM:****I. DIRECTORS:**

- |                              |                        |
|------------------------------|------------------------|
| 1. SHRI ASHOK JAIN           | - CHAIRMAN & MD        |
| 2. SMT. RADHICA SHARMA       | - DY. MD               |
| 3. SHRI KUNAL JAIN           | - EXECUTIVE DIRECTOR   |
| 4. SHRI KHUSHAL CHANDRA JAIN | - INDEPENDENT DIRECTOR |
| 5. CA MAHENDRA KUMAR SHAH    | - INDEPENDENT DIRECTOR |
| 6. SHRI PRAFUL R. TURAKHIA   | - INDEPENDENT DIRECTOR |

**II. OFFICERS IN PRESENCE:**

- |                           |                          |
|---------------------------|--------------------------|
| 1. MRS. MONICA JAIN       | -CHIEF FINANCIAL OFFICER |
| 2. CS DEVENDRA KUMAR SAHU | -CS & COMPLIANCE OFFICER |

**III. SPECIAL INVITEES**

- |                       |  |
|-----------------------|--|
| 1. CA C.P. RAWKA      | -STATUARY AUDITOR                              |
| 2. CS (DR.) D.K. JAIN | -SECRETARIAL AUDITOR                           |
| 3. CS ISHAN JAIN      | -SCRUTINIZER FOR E-VOTING<br>& REMOTE E-VOTING |
| 4. SHRI PRAMOD JAIN   | -VICE PRESIDENT OF THE<br>COMPANY              |

And other members as per the Attendance Sheet.

**CHAIRMAN:**

Shri Ashok Jain, Chairman of the Company occupied the Chair for the Meeting and welcomed all the members, Directors, Scrutinizer, and Special Invitees present at the 45<sup>th</sup> AGM of the company.

Video Conference room was shared by Shri Kunal Jain Executive Director, Shri K. C. Jain, Independent Director & Chairman of the Nomination and Remuneration Committee, Shri Praful R Turakhia, Independent Director, Shri Pramod Jain, Vice-President and CS Devendra Kumar Sahu, Company Secretary.

CA M.K. Shah Independent Director & Chairman of the Nomination and Remuneration Committee, Smt. Radhica Sharma, Deputy Managing Director, Secretarial Auditor Shri (Dr.) D. K. Jain, Statuary Auditor Shri C.P. Rawka and CS Ishan Jain, Scrutinizer for the E-Voting process attended meeting from different locations.

CS Devendra Kumar Sahu introduced Directors and others special invites.

CS Devendra Kumar Sahu further informed that in view of the massive outbreak of the COVID-19 pandemic, the 45<sup>th</sup> Annual General Meeting of the Company was held on Saturday, 25<sup>th</sup> September, 2021 at 2:00 P.M. through VC/OAVM pursuant to the Circular No. 14/2020 dated 8<sup>th</sup> April, 2020, Circular No.17/2020 dated 13<sup>th</sup> April, 2020 issued by the Ministry of Corporate Affairs (MCA) followed by Circular No. 20/2020 dated 5<sup>th</sup> May, 2020 and Circular No. 2/2021 dated 13<sup>th</sup> January, 2021 (extended the time line for holding of Annual General Meetings through VC/OAVM till 31<sup>st</sup> December, 2021) & Securities and Exchange Board of

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India ("SEBI") vide its Circular dated 12<sup>th</sup> May, 2020 & circular dated 15<sup>th</sup> January, 2021.

**QUORUM FOR THE MEETING:**

CS Devendra Kumar Sahu informed that the company is having total 5581 shareholders as on the cut-off date 18<sup>th</sup> September, 2021 and need minimum 30 members to constitute the Quorum. Since, 45 members is present in person as per the Central Depository Services (India) Limited (CDSL) Independent agency for e-voting and VC/OAVM Attendance Sheet. Hence, adequate quorum for the meeting was present, then the Chairman declared the meeting to be in order and then the proceeding of the Meeting was commenced.

**BOOKS & STATUTORY REGISTER:**

The CS informed that the Register of Director and Key Managerial Personnel and their shareholding and Share Transfer Book and the Register of Members along with other statutory books, as required under provisions of the Companies Act, 2013 have been made available online for inspection of the members.

**PROCEDURE FOR THE 45<sup>TH</sup> ANNUAL GENERAL MEETING**

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

Company Secretary informed the members that, this time only Electronic copies of the Notice & Annual Report for the financial year 2020-21 have been sent to all the members whose Email Ids were registered with the Company or Depository Participant(s). The Notice of this Annual General Meeting is given on Page No. 3 to 19 of 45<sup>th</sup> Annual Report.

The Auditors Report on the Standalone & Consolidated Financial Statements of the Company is given by the Statutory Auditors M/s C.P. Rawka & Co., Chartered Accountant, Indore and it does not contain any qualification or negative remarks. With the consent of Members, the Independent Auditors' Report on Standalone & Consolidated Financial Statements of the Company, is taken as read.

The Secretarial Audit Report for Financial Year 2020-21 is given by M/s D.K. Jain & Co., Practicing Company Secretaries, Indore. Same is given in Annual Report. Secretarial Audit Report does not contain any qualification or adverse remarks.

CS Ishan Jain was appointed by the Board as the Scrutinizer for the Remote E-voting and E-voting at this Meeting to scrutinize the voting to be done in a fair and transparent manner.

Company Secretary further informed that Company has availed service of Central Depository Services (India) Limited (CDSL) for remote e-voting & e-voting in this AGM and as per the requirements of the Companies Act, 2013 the Remote-E voting was commenced from Wednesday 22<sup>nd</sup> September, 2021 at 9.00 A.M. (IST) and have already been completed on Friday, 24<sup>th</sup> September, 2021 at 5.00 P.M. (IST) and E-voting at this AGM already commenced and will be available up to 15 minutes from the conclusion of this AGM. Those who have already casted their vote by Remote E-voting shall not be entitled to vote again in this AGM by E-voting.

The Members who are in the records of the Company as on the cut-off date i.e. 18<sup>th</sup> September, 2021 shall only be entitled to participate in the voting process.

Further please note that Pursuant to the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (Rules), the Company is in process to transfer the equity shares in respect of which dividend has not been claimed for 7 (Seven)

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consecutive years to the Investor Education and Protection Fund (IEPF) of the Central Government.

The Company has sent letters to the concerning shareholders whose dividend has not been claimed for 7 (Seven) consecutive years. The details of such shareholders are posted on the website of the Company at <https://www.fluidomat.com>.

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.

Company Secretary further informed that, As set out in the Notice of Annual General Meeting stating the requirement to registered themselves as a speaker to express views or ask questions during the AGM. Adequate time was provided for registration and the company has received request from Four shareholders for seeking opportunity to speak at AGM.

Thereafter, Company Secretary invited speakers one by one to ask questions or queries which was satisfactorily replied by the Board Members.

Chairman informed the members present in the AGM that the results of the remote e-voting and e-voting at AGM along with the report of the scrutinizer will be announced within 2 working days from the conclusion of 45<sup>th</sup> Annual General Meeting and shall also be placed at the Company's, BSE and CDSL Website and the recorded transcript of the AGM shall also be made available on the website of the company as soon as possible after the meeting is over.

Chairman further informed that since all the business to be conducted at this Annual General Meeting has been transacted, I hereby declare that the 45<sup>th</sup> Annual General Meeting as close.

Chairman further confirmed that the meeting was conducted as per the requirement of the Companies Act, 2013, SEBI (LODR) Regulation, 2015, Secretarial Standard issued by ICSI and mechanism provided in the circular issued by Ministry of Corporate Affairs (MCA), permitting the holding of the AGM through Video Conferencing /Other Audio Visual Means, without the physical presence of the Members.

**SCRUTINIERS REPORT:**

Company Secretary of the Company authorized by the Board received the Scrutinizers' Report on Remote E-voting and E-voting at the Annual General Meeting on 25<sup>th</sup> September, 2021.

**DECLARATION OF RESULTS FOR THE BUSINESSES PROPOSED AT THE 45<sup>TH</sup> ANNUAL GENERAL MEETING:**

Thereafter, with due consideration, the Chairman declared the following results for the 45<sup>th</sup> Annual General Meeting held on 25<sup>th</sup> September, 2021, on Tuesday, the 28<sup>th</sup> September, 2021 and also declared that the date of the passing of the resolutions shall be considered as the date of the 45<sup>th</sup> Annual General Meeting, i.e. 25<sup>th</sup> September, 2021, when the e-voting was taken for all the purposes.

**A. ORDINARY BUSINESS BY ORDINARY RESOLUTION:**

**ITEM NO.1: ORDINARY RESOLUTION: APPROVAL OF THE STANDALONE AND CONSOLIDATED AUDITED FINANCIAL STATEMENTS WHICH INCLUDE THE AUDITED BALANCE SHEET AS AT 31<sup>ST</sup> MARCH, 2021, STATEMENT OF CHANGES IN EQUITY, THE STATEMENT OF PROFIT & LOSS, AND CASH FLOW STATEMENT OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH,**

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**2021 AND THE REPORT OF THE BOARDS' AND AUDITOR'S THEREON.**

**“RESOLVED THAT** the Standalone & Consolidated Financial Statements containing the Balance Sheet as at 31<sup>st</sup> March, 2021, Statement of Profit & Loss Account, Cash Flow Statement and Change in Equity Statement for the year ended 31<sup>st</sup> March, 2021 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	2633931	2447281	92.91%	2447281	0	100%	0
	Poll		0	0	0	0	100%	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>		<b>2633931</b>	<b>2447281</b>	<b>92.91%</b>	<b>2447281</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	2264669	48882	2.16%	48866	16	99.97%	0.03%
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>		<b>2264669</b>	<b>48882</b>	<b>2.16%</b>	<b>48866</b>	<b>16</b>	<b>99.97%</b>
<b>Total</b>		<b>4927000</b>	<b>2496163</b>	<b>50.66%</b>	<b>2496147</b>	<b>16</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 by **REQUISITE MAJORITY AS AN ORDINARY RESOLUTION.**

**ITEM NO.2: ORDINARY RESOLUTION: DECLARATION OF DIVIDEND OF RS. 3.25 (32.50%) ON 49,27,000 EQUITY SHARES OF RS. 10/- EACH OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2021**

**“RESOLVED THAT** approval of the Members of the Company for payment of dividend be and is hereby granted for dividend @ 32.50% (Rs. 3.25) on the Equity Shares of Rs. 10/- (Rs. Ten each) of the Company for the financial year 2020-21 which shall be paid to the shareholder's whose names is appearing in the register

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of members as the on Book Closure date declared by the Board of Directors.”

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	2633931	2447281	92.91%	2447281	0	100%	0
	Poll		0	0	0	0	100%	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>		<b>2633931</b>	<b>2447281</b>	<b>92.91%</b>	<b>2447281</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	2264669	48882	2.16%	48881	1	100%	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>		<b>2264669</b>	<b>48882</b>	<b>2.16%</b>	<b>48881</b>	<b>1</b>	<b>100%</b>
<b>Total</b>		<b>4927000</b>	<b>2496163</b>	<b>50.66%</b>	<b>2496162</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 **REQUISITE MAJORITY AS AN ORDINARY RESOLUTION.**

**ITEM NO.3: ORDINARY RESOLUTION: RE-APPOINTMENT OF A DIRECTOR IN PLACE OF SHRI ASHOK JAIN (DIN: 00007813) WHO LIABLE TO RETIRE BY ROTATION AT THIS ANNUAL GENERAL MEETING AND BEING ELIGIBLE OFFERS HIMSELF FOR RE-APPOINTMENT.**

“RESOLVED THAT the members of the Company be and are hereby approved the re-appointment of Shri Ashok Jain (DIN: 00007813), Chairman & Managing Director of the Company 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:

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Resolution required: (Ordinary/ Special)		<i>Ordinary</i>						
Whether promoter/ 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 outstandin g 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	2633931	2447281	92.91%	2447281	0	100%	0
	Poll		0	0	0	0	100%	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>		<b>2633931</b>	<b>2447281</b>	<b>92.91%</b>	<b>2447281</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	2264669	46867	2.07%	46766	101	99.78%	0.22%
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>		<b>2264669</b>	<b>46867</b>	<b>2.07%</b>	<b>46766</b>	<b>101</b>	<b>99.78%</b>
<b>Total</b>		<b>4927000</b>	<b>2494148</b>	<b>50.62%</b>	<b>2494047</b>	<b>101</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 AS AN ORDINARY RESOLUTION.**

**B. SPECIAL BUSINESS BY SPECIAL RESOLUTION:**

**ITEM NO.4: SPECIAL RESOLUTION: REVISION IN THE REMUNERATION OF SHRI ASHOK JAIN (DIN 00007813), CHAIRMAN AND MANAGING DIRECTOR OF THE COMPANY W.E.F. 1<sup>ST</sup> OCTOBER, 2021 FOR THE REMAINING PART OF HIS TENURE TILL 30<sup>TH</sup> JUNE, 2024 NOT EXCEEDING RS 6,50,000/- PER MONTH INCLUSIVE OF ALL ALLOWANCES AND PERQUISITES.**

“RESOLVED THAT pursuant to the provisions of section 190, 196, 197, 198, 203 read with Schedule V of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personal) Rules, 2014, SEBI (LODR) Regulation, 2015 and other applicable provisions, if any, including any statutory modifications or re-enactment thereof for the time being enforced, the approval of the members of the Company be and is hereby accorded for increase in the remuneration of Shri Ashok Jain, Chairman and Managing Director of the Company w.e.f. 1<sup>st</sup> October, 2021 for the remaining part of his tenure till 30<sup>th</sup> June, 2024 not exceeding Rs 6,50,000/- per month inclusive of all allowances and perquisites.

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**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 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 Chairman & 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, expedient or 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:

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Resolution required: (Ordinary/ Special)			<i>Special</i>					
Whether promoter/ promoter group are interested in the agenda/resolution?			<i>Yes</i>					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstandin g 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	2633931	2447281	92.91%	2447281	0	100%	0
	Poll		0	0	0	0	100%	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>		<b>2633931</b>	<b>2447281</b>	<b>92.91%</b>	<b>2447281</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	2264669	46882	2.07%	46466	416	99.11%	0.89%
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>		<b>2264669</b>	<b>46882</b>	<b>2.07%</b>	<b>46466</b>	<b>416</b>	<b>99.11%</b>
<b>Total</b>		<b>4927000</b>	<b>2494163</b>	<b>50.62%</b>	<b>2493747</b>	<b>416</b>	<b>99.98%</b>	<b>0.02%</b>

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

**ITEM NO.5: SPECIAL RESOLUTION: REVISION IN REMUNERATION OF SHRI KUNAL JAIN (DIN: 01475424), WHOLE-TIME DIRECTOR DESIGNATED AS AN EXECUTIVE DIRECTOR OF THE COMPANY W.E.F. 1<sup>ST</sup> OCTOBER, 2021 FOR THE REMAINING PART OF HIS TENURE TILL 30<sup>TH</sup> APRIL, 2023 NOT EXCEEDING RS 4,50,000/- PER MONTH INCLUSIVE OF ALL ALLOWANCES AND PERQUISITES.**

“RESOLVED THAT pursuant to the provisions of section 190, 196, 197, 198, 203 read with Schedule V of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personal) Rules, 2014, SEBI (LODR) Regulation, 2015 and other applicable provisions, if any, including any statutory modifications or re-enactment thereof for the time being enforced, the approval of the members of the Company be and is hereby accorded to increase the remuneration of Shri Kunal Jain (DIN: 01475424), Whole-time Director designated as an Executive Director of the Company w.e.f. 1<sup>st</sup> October, 2021 for the remaining part of his tenure till 30<sup>th</sup> April, 2023 not exceeding Rs 4,50,000/- per month inclusive of all allowances and perquisites.

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**FURTHER RESOLVED THAT** in addition of his aforesaid remuneration, Shri Kunal Jain, the Executive 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 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 of the Executive Director.

**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 Kunal Jain shall be minimum remuneration payable by the Company.

**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 six months' notice in writing or salary in lieu thereof.

**RESOLVED FURTHER THAT** Shri Kunal Jain, Executive 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, expedient or 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: (Ordinary/Special)	<i>Special</i>	
Whether promoter/ promoter group are interested in the agenda/resolution?	<i>Yes</i>	
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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	2633931	2447281	92.91%	2447281	0	100%	0
	Poll		0	0	0	0	100%	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>		<b>2633931</b>	<b>2447281</b>	<b>92.91%</b>	<b>2447281</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	2264669	46882	2.07%	46481	401	99.14%	0.86%
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>		<b>2264669</b>	<b>46882</b>	<b>2.07%</b>	<b>46481</b>	<b>401</b>	<b>99.14%</b>
<b>Total</b>		<b>4927000</b>	<b>2494163</b>	<b>50.62%</b>	<b>2493762</b>	<b>401</b>	<b>99.98%</b>	<b>0.02%</b>

On the basis of the above-mentioned voting results the Chairman declared that Resolution No. 5 was passed by **REQUISITE MAJORITY AS AN SPECIAL RESOLUTION.**

**ITEM NO.6: SPECIAL RESOLUTION: REVISION IN REMUNERATION OF MRS. RADHICA SHARMA (DIN: 06811597), WHOLE-TIME DIRECTOR DESIGNATED AS DEPUTY MANAGING DIRECTOR OF THE COMPANY W.E.F. 1<sup>ST</sup> OCTOBER, 2021 FOR THE REMAINING PART OF HER TENURE TILL 09<sup>TH</sup> FEBRUARY, 2025 NOT EXCEEDING RS 4,50,000/- PER MONTH INCLUSIVE OF ALL ALLOWANCES AND PERQUISITES.**

“RESOLVED THAT pursuant to the provisions of section 190, 196, 197, 198, 203 read with Schedule V of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personal) Rules, 2014, SEBI (LODR) Regulation, 2015 and other applicable provisions, if any, including any statutory modifications or re-enactment thereof for the time being enforced, the approval of the members of the Company be and is hereby accorded to increase in the remuneration of Mrs. Radhica Sharma (DIN: 06811597), Whole-time Director designated as Deputy Managing Director of the Company w.e.f. 1<sup>st</sup> October, 2021 for the remaining part of her tenure till 09<sup>th</sup> February, 2025 not exceeding Rs 4,50,000/- per month inclusive of all allowances and perquisites.

**FURTHER RESOLVED THAT** in addition of her aforesaid remuneration, Mrs. Radhica Sharma, Deputy Managing Director shall also be entitled for the following benefits and shall not be considered for the purpose of calculation of maximum

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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 shall be made as per actual on the basis of claims submitted by her.

**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.

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

**FURTHER RESOLVED THAT** there shall be clear relation of the Company with Mrs. Radhica Sharma 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** Mrs. Radhica Sharma, Deputy Managing Director shall also be entitled to reimbursement of actual entertainment, travelling time to time to perform her 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 her remuneration within the permissible limits in its absolute discretion as may considered 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 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: (Ordinary/ Special)	<i>Special</i>
Whether promoter/ promoter group are interested in the agenda/resolution?	<i>Yes</i>

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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	2633931	2447281	92.91%	2447281	0	100%	0
	Poll		0	0	0	0	100%	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>		<b>2633931</b>	<b>2447281</b>	<b>92.91%</b>	<b>2447281</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	2264669	46882	2.07%	46466	416	99.11%	0.89%
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>		<b>2264669</b>	<b>46882</b>	<b>2.07%</b>	<b>46766</b>	<b>416</b>	<b>99.11%</b>
<b>Total</b>		<b>4927000</b>	<b>2494163</b>	<b>50.62%</b>	<b>2493747</b>	<b>416</b>	<b>99.98%</b>	<b>0.02%</b>

On the basis of the above-mentioned voting results the Chairman declared that Resolution No. 6 was passed by **REQUISITE MAJORITY AS AN SPECIAL RESOLUTION.**

**VOTE OF THANKS:**

Being no other business, the Chairman thanks to all the members and Board members and invites for participating in the meeting and declared that the meeting is concluded.

Place: Indore (M.P.)

Date: 18/10/2021

*Ashok Jain*

ASHOK JAIN

CHAIRMAN & MANAGING DIRECTOR

DIN: 00007813

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