



# D & H INDIA LIMITED

Formerly 'D & H Welding Electrodes (India) Ltd'

CIN : L28900MH1985PLC035822

D & H/3086

October 24, 2018

To,  
The Bombay Stock Exchange Limited  
25<sup>th</sup> Floor, Phiroze Jeejeebhoy Towers  
Dalal Street,  
Mumbai-400001  
Online Filing at:-[listing.bseindia.com](http://listing.bseindia.com)  
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Script code: 517514

**Sub. : Submission of copy of minutes of 33<sup>rd</sup> Annual General Meeting of the Company.**

Dear Sir,

We are enclosing herewith a copy of minutes of 33<sup>rd</sup> Annual General Meeting of the Company held on 29<sup>th</sup> September, 2018, at 10.00 a.m. At Lavender Bough, 90 feet Road, Garodia Nagar, Ghatkopar (East), Mumbai - 400077.

Kindly acknowledge the receipt of the same and take on records.

Thanking You,

Yours faithfully,  
For D & H India Limited

**Rajesh Sen**  
Company Secretary

Encl:-a/a

H. O. & Correspondence Address : Plot 'A', Sector 'A', Industrial Area, Sanwer Road,  
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**MINUTES OF THE 33<sup>RD</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF D & H INDIA LIMITED HELD ON SATURDAY, 29<sup>TH</sup> DAY OF SEPTEMBER, 2018 AT LAVENDER BOUGH, 90 FEET ROAD, GARODIA NAGAR, GHATKOPAR (EAST), MUMBAI - 400077 AT 10.00 A.M. AND CONCLUDED AT 10.30 A.M.**

**PRESENT:**

- |                         |   |
|-------------------------|---|
| 1. Shri Harsh Vora      | -On the chair, Managing Director and Member   |
| 2. Shri Madhusudan Jain | -Whole-Time Director and Member   |
| 3. Shri Eshanya B Gupta | -Independent Director and Member of Audit Committee and Nomination and Remuneration Committee |

**OFFICERS FOR ASSISTANCE:**

CS Rajesh Sen -CS & Compliance Officer

**SPECIAL INVITEE:**

CS D.K. Jain - Secretarial Auditor and Scrutinizer

**LEAVE OF ABSENCE:**

Leave of Absence was granted to the Statutory Auditors & CFO of the company from attending the meeting on their request due to their pre-occupation.

**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 Cutoff date i.e. 22<sup>nd</sup> September, 2018 there were 4,802 members of the Company who were entitled to attend and vote at the 33<sup>rd</sup> AGM. And minimum 15 members were required to constitute the valid quorum for the 33<sup>rd</sup> AGM.

**PRESENCE OF QUORUM:**

At the 33<sup>rd</sup> AGM total 28 (Twenty Eight) Members were present in person and participated at the AGM as per the Attendance Records maintained at the Company.

**CHAIRMAN OF THE MEETING:**

Shri Harsh Vora, Chairman & Managing Director of the Company occupied the Chair for the Meeting.

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

The Company Secretary informed that the Notice convening the 33<sup>rd</sup> Annual General Meeting alongwith the Audited Financial Statements containing the Balance Sheet as at 31<sup>st</sup> March, 2018 and the Statement of Profit & Loss and the Cash Flow for the year ended 31<sup>st</sup> March, 2018 along with the Notes and the Boards' Report, Corporate Governance and the Auditor's Report, Secretarial Auditors-Report have already been dispatched to the members by electronic mode as per the records made available by CDSL & NSDL and to other members physically by M/s Ankit Consultancy Pvt. Ltd., the Registrar and Share Transfer Agent of the Company. With the permission of the Members present at the Meeting the Notice of the 33<sup>rd</sup> Annual General Meeting was taken as read.

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**BOOKS & STATUTORY REGISTER:**

The 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 other provisions of the Companies Act, 2013 have been kept at the meeting and open for inspection of the members.

**BUSINESS AT THE 33<sup>RD</sup> ANNUAL GENERAL MEETING FOR APPROVAL OF THE RESOLUTIONS:**

The Company Secretary informed that as per requirements of the Companies Act, 2013 and the listing agreement remote e-voting has already been completed on 28<sup>th</sup> September, 2018 at 5.00 P.M. and now voting in the 33<sup>rd</sup> Annual General Meeting shall be conducted by way of poll therefore the members were requested to mark their assent or dissent on the Poll paper provided to them. He also informed that the members may ask their question on any agenda items of the company during the meeting.

The Company Secretary further informed that the Company has appointed Dr. D K Jain, Practicing Company Secretary (FCS 3565, CP 2382) as scrutinizer to scrutinize the remote e-voting results as well as voting through poll.

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

Further the Chairman asked 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. However, no question was raised.

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

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

The Chairman allowed 15 minutes time for polling and after that Scrutinizer ascertained that no member was left for polling.

After ascertaining by the Scrutinizer that all the members have casted their vote he closed the Poll Box in presence of two members as witness and took the Poll Box in his safe custody and informed that after scrutiny of the Poll Papers and results of the remote e-voting he will submit his consolidated report to Chairman and the requisite papers, documents and records shall be handed over to the Chairman / Company Secretary with counter sign on the report within the stipulated time.

The Chairman declared that the date of the passing of the resolutions shall be considered as the date of the Annual General Meeting, i.e. 29<sup>th</sup> September, 2018 as under for all the purposes

CHAIRMAN'S INITIALS	<i>[Signature]</i>
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The Chairman thanked to all the members, the Board members and invitees for participating in the meeting and declared that the meeting is concluded and requested the members to join for tea.

After receiving the Scrutinizers Report for e-voting and Poll, the Chairman declared the following results, on the basis of report submitted by the scrutinizer on 30<sup>th</sup> September, 2018 for the 33<sup>rd</sup> Annual General Meeting.

Agenda wise consolidated results as follows:-

**ORDINARY BUSINESSES BY ORDINARY RESOLUTION:**

**ITEM NO.1: APPROVAL OF THE STANDALONE AND CONSOLIDATED AUDITED FINANCIAL STATEMENTS, FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2018 AND REPORTS OF BOARD AND AUDITORS THEREON.**

**RESOLVED THAT** the Standalone and Consolidated financial statement of the company including the audited Balance Sheet as at 31st March 2018 & Statement of Profit & Loss and the Cash Flow for the year ended 31st March, 2018 along with the Board's Report, Corporate Governance Report and the Auditor's Report and Secretarial Audit Report thereon 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 are as under:

Resolution required: (Ordinary/ Special)		Ordinary						
Whether promoter/promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares- [(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	3491430	1083985	31.05%	1083985	0	100%	0.00%
	Poll	3491430	2209345	63.28%	2209345	0	100%	0.00%
	Postal Ballot	3491430	0	0.00%	0	0	0.00%	0.00%
	<b>Total</b>	<b>3491430</b>	<b>3293330</b>	<b>94.33%</b>	<b>3293330</b>	<b>0</b>	<b>100%</b>	<b>0.00%</b>
Public Institutions	E-Voting	2415	0	0	0	0	0	0.00%
	Poll	2415	0	0	0	0	0	0.00%
	Postal Ballot	2415	0	0	0	0	0	0.00%
	<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00%</b>	<b>0.00%</b>
Public Non Institutions	E-Voting	3906155	454	0.01%	454	0	100%	0.00%
	Poll	3906155	3100	0.08%	3100	0	100%	0.00%
	Postal Ballot	3906155	0	0	0	0	0.00%	0.00%
	<b>Total</b>	<b>3906155</b>	<b>3554</b>	<b>0.09%</b>	<b>3554</b>	<b>0</b>	<b>100%</b>	<b>0.00%</b>
<b>Total</b>		<b>7400000</b>	<b>3296884</b>	<b>44.55%</b>	<b>3296884</b>	<b>0</b>	<b>100%</b>	<b>0.00%</b>

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

**ITEM NO.2: RE-APPOINTMENT OF MRS. ATITHI VORA (DIN 06899964) 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 Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Mrs. Atithi Vora (DIN: 06899964) who is liable to retire by rotation offered himself for re-appointment be and are hereby considered by the Members of the company at the General Meeting.

The Results of the Voting are as under:

Resolution required: (Ordinary/ Special)		Ordinary						
Whether promoter/promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares= [(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	3491430	1083985	31.05%	1083985	0	100%	0.00%
	Poll	3491430	2209345	63.28%	2209345	0	100%	0.00%
	Postal Ballot	3491430	0	0.00%	0	0	0.00%	0.00%
	<b>Total</b>	<b>3491430</b>	<b>3293330</b>	<b>94.33%</b>	<b>3293330</b>	<b>0</b>	<b>100%</b>	<b>0.00%</b>
Public Institutions	E-Voting	2415	0	0	0	0	0	0.00%
	Poll	2415	0	0	0	0	0	0.00%
	Postal Ballot	2415	0	0	0	0	0	0.00%
	<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00%</b>	<b>0.00%</b>
Public Non Institutions	E-Voting	3906155	454	0.01%	454	0	100%	0.00%
	Poll	3906155	3100	0.08%	3100	0	100%	0.00%
	Postal Ballot	3906155	0	0	0	0	0.00%	0.00%
	<b>Total</b>	<b>3906155</b>	<b>3554</b>	<b>0.09%</b>	<b>3554</b>	<b>0</b>	<b>100%</b>	<b>0.00%</b>
<b>Total</b>		<b>7400000</b>	<b>3296884</b>	<b>44.55%</b>	<b>3296884</b>	<b>0</b>	<b>100%</b>	<b>0.00%</b>

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

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**ITEM NO.3: APPOINTMENT OF M/S M.S. DAHIYA & CO., CHARTERED ACCOUNTANTS (F.R. NO. 013855C) AS THE STATUTORY AUDITOR FOR A TERM OF 1 YEARS TILL THE CONCLUSION 34<sup>TH</sup> AGM TO BE HELD IN THE YEAR 2019.**

“RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification, amendment, substitution or re-enactment thereof for the time being in force), M/s. M.S. Dahiya & Co. Chartered Accountants (ICAI Firm Registration No 013855C) be and is hereby appointed as the Statutory Auditors of the Company, whose tenure being concluded at the ensuing Annual General Meeting and be rotated as per provisions of section 139 Of the Companies Act, 2013 to hold office for a term of one year from the conclusion of this Annual General Meeting, until the conclusion of the 34<sup>th</sup> Annual General Meeting of the Company to be held on the year 2019 at such remuneration as shall be fixed by the Board of Director of the Company.”

“RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof), be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

The Results of the Voting are as under:

Resolution required: (Ordinary/ Special)		Ordinary						
Whether promoter/ promoter group are interested in the agenda/ resolution?		No						
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	3491430	1083985	31.05%	1083985	0	100%	0.00%
	Poll	3491430	2209345	63.28%	2209345	0	100%	0.00%
	Postal Ballot	3491430	0	0.00%	0	0	0.00%	0.00%
	<b>Total</b>	<b>3491430</b>	<b>3293330</b>	<b>94.33%</b>	<b>3293330</b>	<b>0</b>	<b>100%</b>	<b>0.00%</b>
Public Institutions	E-Voting	2415	0	0	0	0	0	0.00%
	Poll	2415	0	0	0	0	0	0.00%
	Postal Ballot	2415	0	0	0	0	0	0.00%
	<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00%</b>	<b>0.00%</b>
Public Non Institutions	E-Voting	3906155	454	0.01%	454	0	100%	0.00%
	Poll	3906155	3100	0.08%	3100	0	100%	0.00%
	Postal Ballot	3906155	0	0	0	0	0.00%	0.00%
	<b>Total</b>	<b>3906155</b>	<b>3554</b>	<b>0.09%</b>	<b>3554</b>	<b>0</b>	<b>100%</b>	<b>0.00%</b>
<b>Total</b>		<b>7400000</b>	<b>3296884</b>	<b>44.55%</b>	<b>3296884</b>	<b>0</b>	<b>100%</b>	<b>0.00%</b>

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

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**SPECIAL BUSINESSES BY SPECIAL RESOLUTION:****ITEM NO 4: REVISION IN REMUNERATION OF MR. SAURABH VORA (DIN 02750484) AS A WHOLE TIME DIRECTOR OF THE COMPANY.**

**"RESOLVED THAT** pursuant to the provisions of Sections 151, 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 including any statutory amendment(s) or modification(s) or re-enactments thereof for the time being or from time to time in force, the members hereby accord their approval for the revision in remuneration payable to Mr. Saurabh Vora, Whole-Time Director (DIN 02750484) of the Company (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment) w.e.f 1<sup>st</sup> Oct., 2018 till the remaining part of his tenure i.e upto 30<sup>th</sup> September 2020 on such terms and conditions as given below

**Gross Salary & Perquisites: Maximum upto Rs. 30,00,000/- p.a.**

The Whole-time director shall be entitled for the following perquisites and other benefits within the above said limit as may be decided by the Board and the same may be by way of perquisites and allowances payable or reimbursement, such as;

- House rent allowance/rent free accommodation, house maintenance allowance,
- Allowances for utilities such as gas, electricity, water, furnishing, repairs,
- Servants' salaries,
- Medical reimbursement as per policy of the Company,
- Group medi claim/accidental insurance/life insurance / keyman insurance Premium: Actual Premium as may be determined by the Insurance 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,

- Leave travel concession for himself and his family, as per policy of the company
- Club fees, maximum upto 2 clubs (Excluding life membership fee)

**2. Other exempted benefits:**

In addition to above, he shall be entitled for the following benefits, which shall not be considered as remuneration within the provisions of the Schedule V of the Companies Act, 2013:

- Payment of gratuity as per the rules of the Company.
- Contribution to PF, FBF and \Supper annuation funds as per rules of the Company.
- Leave encashment upto 15 days for every completed in the employment, payable in each year as per rules of the Company.
- Directors Obligation Insurance Premium: Actual Premium as may be determined by the Insurance Company.

**3. Facilities:**

- The Company shall provide a Company's Car with driver for the Company's work and if the Car is not provided, the Company shall reimburse of Car/taxi expenses on actual basis.
- The Company shall provide telephone at the residence of the Whole-time Director and a cell phone with internet facility.

**4. Minimum Remuneration**

In the event of no profit or inadequacy of profits in any Financial Year, during the tenure of Mr. Saurabh Vora (DIN: 02750484) as Whole-time Director of the Company the aforesaid Remuneration as may be approved by the Members and as confirmed by the Board within the limit approved by the members, shall be consider as the minimum remuneration payable by the company to the director.

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**5. Other Terms and Conditions:**

The other terms and conditions are below:

1. Mr. Saurabh Vora as Executive Director shall be entrusted with the management of the Company under the direction, superintendence and control of the Board of Directors of the Company.
2. His tenure as Director will not be affected by the alterations in the terms and conditions of his appointment.
3. The agreement may be terminated by Mr. Saurabh Vora (DIN: 02750484) by giving three months' advance notice and in case of short notice; he will deposit an amount of his salary for the period short of three months. However, if the Company wishes to remove him, it will be liable to pay compensation as per the provisions of the Companies Act, 2013.
4. The appointment of Mr. Saurabh Vora as the Director of the Company, liable to retire by rotation.

**FURTHER RESOLVED THAT** the Board of Directors to alter/ revise the terms and conditions of the appointment of Mr. Saurabh Vora, Whole-time Director including remuneration payable to him in accordance with the provisions of the Schedule V of the Companies Act, 2013 as the Board of Directors may deem fit and as may be agreed by Mr. Saurabh Vora.

**FURTHER RESOLVED THAT** the Board of Director of the Company be and is hereby authorized to do all such acts, deeds and things as may be required in this regard to give effect to this resolution"

The Results of the Voting are as under:

Resolution required: (Ordinary/ Special)			Special					
Whether promoter/ promoter group are interested in the agenda/ resolution?			No					
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)]*10 0
		(1)	(2)	(3)	(4)	(5)	(6)	(7)
Promoter and Promoter Group	E- Voting	3491430	1083985	31.05%	1083985	0	100%	0.00%
	Poll	3491430	2209345	63.28%	2209345	0	100%	0.00%
	Postal Ballot	3491430	0	0.00%	0	0	0.00%	0.00%
	<b>Total</b>	<b>3491430</b>	<b>3293330</b>	<b>94.33%</b>	<b>3293330</b>	<b>0</b>	<b>100%</b>	<b>0.00%</b>
Public Instituti ons	E- Voting	2415	0	0	0	0	0	0.00%
	Poll	2415	0	0	0	0	0	0.00%
	Postal Ballot	2415	0	0	0	0	0	0.00%
	<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00%</b>	<b>0.00%</b>
Public Non Instituti ons	E- Voting	3906155	454	0.01%	454	0	100%	0.00%
	Poll	3906155	3100	0.08%	3100	0	100%	0.00%
	Postal Ballot	3906155	0	0	0	0	0.00%	0.00%
	<b>Total</b>	<b>3906155</b>	<b>3554</b>	<b>0.09%</b>	<b>3554</b>	<b>0</b>	<b>100%</b>	<b>0.00%</b>
<b>Total</b>		<b>7400000</b>	<b>3296884</b>	<b>44.55%</b>	<b>3296884</b>	<b>0</b>	<b>100%</b>	<b>0.00%</b>

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Based on the Scrutinizers Report, the Special Resolution as contained in Item No. 4 of the Notice of the 33<sup>rd</sup> AGM has been PASSED by unanimous consent.

**ITEM NO 5: RE-APPOINTMENT OF MR. MADHUSUDAN JAIN (DIN 00145329) AS THE WHOLE TIME DIRECTOR OF THE COMPANY.**

“RESOLVED THAT in accordance with the provisions of sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 including any statutory amendment(s) or modification(s) or re-enactments thereof for the time being or from time to time in force and subject to the approval of the Central Government, if any, as may be required the members hereby accord their approval for the re-appointment of Mr. Madhusudan Jain as the Whole Time Director of the Company for a further term of 3 years w.e.f. from 24<sup>th</sup> January, 2019 to 23<sup>rd</sup> January, 2022, on the following terms and conditions:

**1. Remuneration**

**Gross Salary & Perquisites: Maximum upto Rs. 5,00,000/- p.m.**

The Whole-time Director shall be entitled for the following perquisites and other benefits within the above said limit as may be decided by the Board and the same may be by way of perquisites and allowances payable or reimbursement, such as;

- (a) House rent allowance/rent free accommodation, house maintenance allowance,
- (b) Allowances for utilities such as gas, electricity, water, furnishing, repairs,
- (c) Servants' salaries,
- (d) Medical reimbursement as per policy of the Company,
- (e) Group medi claim/accidental insurance/life insurance / keyman insurance Premium: Actual Premium as may be determined by the Insurance 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,
- (f) Leave travel concession for himself and his family, as per policy of the company
- (g) Club fees, maximum upto 2 clubs (Excluding life membership fee)

**2. Other exempted benefits:**

In addition to above, he shall be entitled for the following benefits, which shall not be considered as remuneration within the provisions of the Schedule V of the Companies Act, 2013:

- (a) Payment of gratuity as per the rules of the Company.
- (b) Contribution to PF, FBF and Super annuation funds as per rules of the Company.
- (c) Leave encashment upto 15 days for every completed in the employment, payable in each year as per rules of the Company.
- (d) Directors Obligation Insurance Premium: Actual Premium as may be determined by the Insurance Company.

**3. Facilities:**

- (a) The Company shall provide a Company's Car with driver for the Company's work and if the Car is not provided, the company shall reimburse of car/taxi expenses on actual basis.
- (b) The Company shall provide telephone at the residence of the Whole-time Director and a Cell phone with internet facility.

**FURTHER RESOLVED THAT** in the event of no profit or inadequacy of profits in any Financial Year; during the tenure of Mr. Madhusudan Jain as the Whole-time Director of the Company the aforesaid remuneration shall be consider as the minimum remuneration payable by

CHAIRMAN'S INITIALS	<i>[Signature]</i>
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the company

**RESOLVED FURTHER THAT** Mr. Madhusudan Jain shall not be subject to retirement by rotation during his tenure as the Whole-time Director

**RESOLVED FURTHER THAT** the relations with Mr. Madhusudan Jain and the Company shall be contractual as the Employee – Employers during his tenure as the Whole -time Director of the Company

**FURTHER RESOLVED THAT** the Board of Director of the Company be and is here by authorized to do all such acts, deeds and things as may be required in this regard to give effect to this resolution”.

The Results of the Voting are as under:

Resolution required: (Ordinary/ Special)		Special						
Whether promoter/ promoter group are interested in the agenda/ resolution?		No						
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)]*10 0 (7)
		(1)	(2)	(3)	(4)	(5)	(6)	
Promoter and Promoter Group	E- Voting	3491430	1083985	31.05%	1083985	0	100%	0.00%
	Poll	3491430	2209345	63.28%	2209345	0	100%	0.00%
	Postal Ballot	3491430	0	0.00%	0	0	0.00%	0.00%
	<b>Total</b>	<b>3491430</b>	<b>3293330</b>	<b>94.33%</b>	<b>3293330</b>	<b>0</b>	<b>100%</b>	<b>0.00%</b>
Public Instituti ons	E- Voting	2415	0	0	0	0	0	0.00%
	Poll	2415	0	0	0	0	0	0.00%
	Postal Ballot	2415	0	0	0	0	0	0.00%
	<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00%</b>	<b>0.00%</b>
Public Non Instituti ons	E- Voting	3906155	454	0.01%	454	0	100%	0.00%
	Poll	3906155	3100	0.08%	3100	0	100%	0.00%
	Postal Ballot	3906155	0	0	0	0	0.00%	0.00%
	<b>Total</b>	<b>3906155</b>	<b>3554</b>	<b>0.09%</b>	<b>3554</b>	<b>0</b>	<b>100%</b>	<b>0.00%</b>
<b>Total</b>		<b>7400000</b>	<b>3296884</b>	<b>44.55%</b>	<b>3296884</b>	<b>0</b>	<b>100%</b>	<b>0.00%</b>

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

CHAIRMAN'S  
INITIALS


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

**ITEM NO 6: TO AUTHORIZE BOARD OF DIRECTORS TO PROVIDE LOANS, GIVE GUARANTEE AND SECURITY TO A COMPANY/BODY CORPORATE IN WHICH DIRECTOR'S ARE INTERESTED AS PER SECTION 185 OF THE COMPANIES ACT, 2013.**

**"RESOLVED THAT** pursuant to the provisions of section 185, 186 and other applicable provisions of the Companies Act, 2013, read with the Companies (Meetings of Board and its Powers) Rules, 2014 and subject to all other applicable provisions of the Companies Act, 2013 if any, (including any statutory modification or re-enactment thereof for the time being in force) and the provisions of the SEBI (LODR) Regulations, 2015, consent of the members of the Company be and is hereby accorded to the Board of directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to include any committee thereof) to give unsecured loans, or advances, and to provide guarantee or security in respect of loan taken by subsidiary companies and/or Associate Companies, if any (whether public or private company, SPV, Joint Venture or other than SPV) Trust/Body Corporate(s), firms in which any or all directors are interested, for loans provided (whether funded or non funded) by any Bank, Financial Institution, NBFC, Company or other bodies corporate not exceeding to **Rs.10.00 Crores** only (Rs. Ten Crore Only) in one or more tranches and the said loan/ guarantee/security given by the Company shall only be utilized for the principal business activities of the recipient company(ies).

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters, and things as, in its absolute discretion, may be considered necessary, expedient or desirable and to settle any question or doubt that may arise in relation thereto in order to give effect to the foregoing resolution or otherwise considered by the Board of Directors to be in the interest of the Company."

The Results of the Voting are as under:

Resolution required: (Ordinary/ Special)		Special						
Whether promoter/ promoter group are interested in the agenda/ resolution?		Yes						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares = $\frac{[(2)/(1)] * 100}{100}$	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled $\frac{[(4)/(2)] * 100}{100}$	% of Votes against on votes polled $\frac{[(5)/(2)] * 100}{100}$
		(1)	(2)	(3)	(4)	(5)	(6)	(7)
Promoter and Promoter Group	E-Voting	3491430	0	0.00%	0	0	0.00%	0.00%
	Poll	3491430	0	0.00%	0	0	0.00%	0.00%
	Postal Ballot	3491430	0	0.00%	0	0	0.00%	0.00%
	<b>Total</b>	<b>3491430</b>	<b>0</b>	<b>0.00%</b>	<b>0</b>	<b>0</b>	<b>0.00%</b>	<b>0.00%</b>
Public Institutions	E-Voting	2415	0	0	0	0	0.00%	0.00%
	Poll	2415	0	0	0	0	0	0.00%
	Postal Ballot	2415	0	0	0	0	0	0.00%
	<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00%</b>	<b>0.00%</b>
Public Non Institutions	E-Voting	3906155	454	0.01%	454	0	100%	0.00%
	Poll	3906155	3100	0.08%	3100	0	100%	0.00%
	Postal Ballot	3906155	0	0	0	0	0.00%	0.00%
	<b>Total</b>	<b>3906155</b>	<b>3554</b>	<b>0.09%</b>	<b>3554</b>	<b>0</b>	<b>100%</b>	<b>0.00%</b>
<b>Total</b>		<b>7400000</b>	<b>3554</b>	<b>0.05%</b>	<b>3554</b>	<b>0</b>	<b>100%</b>	<b>0.00%</b>

CHAIRMAN'S INITIALS



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

Based on the Scrutinizers Report, the Ordinary Resolution as contained in Item No. 6 of the Notice of the 33<sup>rd</sup> AGM has been PASSED by unanimous consent.

The Chairman further authorized the Company Secretary and Compliance Officer to communicate the aforesaid results of the 33<sup>rd</sup> Annual General Meeting to the BSE Limited.

Place : Indore  
Date : 17<sup>th</sup> October, 2018

*Harsh Vora*  
Harsh Vora  
Chairman &  
Managing Director  
DIN: 00149287

The aforesaid Minutes were recorded in the Minute Book of the Members General Meeting with the Authority of the Chairman on 17<sup>th</sup> October, 2018.

Place : Indore  
Date : 17<sup>th</sup> October, 2018

*Harsh Vora*  
Harsh Vora  
Chairman &  
Managing Director  
DIN: 00149287

*all  
for*

CHAIRMAN'S  
INITIALS

*Harsh Vora*