



D & H INDIA LIMITED

Formerly 'D & H Welding Electrodes (India) Ltd

CIN : L28900MH1985PLC03582

D & H/2673

Date: 21st October, 2019

To,
The Bombay Stock Exchange Limited
25th Floor, Phiroze Jeejeebhoy Towers
Dalal Street,
Mumbai-400001
Online Filing at:-listing.bseindia.com
Email: - corp_relations@bseindia.com
FAX: - 022 22723121, 22722039, 2272041

Scrip code: 517514

Sub. : Submission of copy of minutes of 34th Annual General Meeting of the Company.

Dear Sir,

We are enclosing herewith a copy of minutes of 34th Annual General Meeting of the Company held on 30th September, 2019, at 10.00 a.m. At Mumbai Party Hall, 1st floor, Patanwala Compound, opposite Shreyas Cinema, L & S Marg, Ghatkopar West, Mumbai - 400086.

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, Senwer Road,
INDORE - 452 015 (M.P.) INDIA Ph. : +91 731 2973601, 2973101, 2974501 Email : ho@dnhindia.com

Regd. Off. : A-204, Kallish Esplanade, Opp. Shreyas Cinema, L.B.S. Marg, Ghatkopar (W)
MUMBAI - 400 086 (M-9) INDIA Telephone : +91 22 25008441 Website : www.dnhindia.com



HELD AT ON TIME

MINUTES OF THE 34TH ANNUAL GENERAL MEETING OF THE MEMBERS OF D & H INDIA LIMITED HELD ON MONDAY, 30TH DAY OF SEPTEMBER, 2019 AT MUMBAI PARTY HALL, 1ST FLOOR, PATANWALA COMPOUND, OPPOSITE SHREYAS CINEMA, L B S MARG, GHATKOPAR WEST, MUMBAI - 400086 AT 10.00 A.M. AND CONCLUDED AT 10.45 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 Chairman 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 CUTOFF 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. 23rd September, 2019 there were 4,591 members of the Company who were entitled to attend and vote at the 34th AGM and minimum 15 members were required to constitute the valid quorum for the 34th AGM.

PRESENCE OF QUORUM:

At the 34th AGM total 23 (Twenty Three) 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, Managing Director of the Company occupied the Chair for the Meeting.

NOTICE OF THE 34TH ANNUAL GENERAL MEETING:

The Company Secretary informed that the Notice convening the 34th Annual General Meeting alongwith the Audited Financial Statements containing the Balance Sheet as at 31st March, 2019 and the Statement of Profit & Loss and the Cash Flow for the year ended 31st March, 2019 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 34th Annual General Meeting was taken as read.

CHAIRMAN'S INITIALS	<i>[Signature]</i>
------------------------	--------------------

HELD AT

ON

TIME

BOOKS & STATUTORY REGISTER:

The Company Secretary 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 34TH ANNUAL GENERAL MEETING FOR APPROVAL OF THE RESOLUTIONS:

The Company Secretary informed that as per requirements of the Companies Act, 2013 and the SEBI (LODR) Regulations, remote e-voting has already been completed on 29th September, 2019 at 5:00 P.M. and now voting in the 34th 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 scrutinizor 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. 30th September, 2019 as under for all the purposes

CHAIRMAN'S
INITIALS


HELD AT

ON

TIME

Thereafter, the Chairman informed all the members of the Company that the results of the Poll and Remote 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.

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.

SCRUTINIERS REPORT:

Company Secretary of the Company authorized by the Board received the Scrutinizers' Report in the Form MGT-13 and Consolidated and Report on Remote E-voting and Poll at the Annual General Meeting on 30th Sept., 2019.

DECLARATION OF RESULTS FOR THE BUSINESSES PROPOSES AT THE 34th ANNUAL GENERAL MEETING:

Thereafter, with the due consideration, the Chairman declared the following results for the 34th Annual General Meeting held on Monday, the 30th September, 2019 and also declared that the date of the passing of the resolutions shall be considered as the date of the 34th Annual General Meeting, i.e. 30th September, 2019, when the Poll was taken for all the purposes.

CHAIRMAN'S
INITIALS

HELD AT ON TIME

ORDINARY BUSINESSES BY ORDINARY RESOLUTION:

ITEM NO.1: APPROVAL OF THE STANDALONE AND CONSOLIDATED AUDITED FINANCIAL STATEMENTS, FOR THE YEAR ENDED 31ST MARCH, 2019 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 2019 & Statement of Profit & Loss and the Cash Flow for the year ended 31st March, 2019 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 (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	1892485	54.20%	1892485	0	100%	0.00%
	Ballot	3491430	3400845	40.12%	1400845	0	100%	0.00%
	Postal Ballot	3491430	0	0.00%	0	0	0.00%	0.00%
	Total	3491430	3293330	94.33%	3293330	0	100%	0.00%
Public Institutions	E-Voting	2415	0	0	0	0	0	0.00%
	Ballot	2415	0	0	0	0	0	0.00%
	Postal Ballot	2415	0	0	0	0	0	0.00%
	Total	0	0	0	0	0	0.00%	0.00%
Public Non Institutions	E-Voting	3906155	453	0.01%	453	0	100%	0.00%
	Ballot	3906155	9069	0.23%	9069	0	100%	0.00%
	Postal Ballot	3906155	0	0	0	0	0.00%	0.00%
	Total	3906155	9522	0.24%	9522	0	100%	0.00%
Total		7480090	3302852	44.63%	3302852	0	100%	0.00%

Based on the Aforesaid results, given by the Scrutinizer, the Ordinary Resolution as contained in Item No. 1 of the Notice of the 34th AGM has been PASSED by unanimous Consent.

CHAIRMAN'S
INITIALS

HELD AT ON TIME

ITEM NO.2: RE-APPOINTMENT OF MR. SAURABH VORA (DIN 02750484) 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, Mr. Saurabh Vora (DIN: 02750484) who is liable to retire by rotation offered him self 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	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	1892485	54.20%	1892485	0	100%	0.00%
	Poll	3491430	3403845	40.12%	1400845	0	100%	0.00%
	Postal Ballot	3491430	0	0.00%	0	0	0.00%	0.00%
	Total	3491430	3293330	94.33%	3293330	0	100%	0.00%
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%
	Total	0	0	0	0	0	0.00%	0.00%
Public Non Instituti ons	E- Voting	3906155	453	0.01%	453	0	100%	0.00%
	Poll	3906155	9069	0.23%	9069	0	100%	0.00%
	Postal Ballot	3906155	0	0	0	0	0.00%	0.00%
	Total	3906155	9522	0.24%	9522	0	100%	0.00%
Total		7409980	3302852	44.63%	3302852	0	100%	0.00%

Based on the Scrutinizer Report, the Ordinary Resolution as contained in Item No. 2 of the Notice of the 34th AGM has been PASSED by unanimous Consent.

CHAIRMAN'S
INITIALS

[Signature]

HELD AT ON TIME

ITEM NO.3: RE-APPOINTMENT OF MR. MADHUSUDAN JAIN (DIN 00145329) 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, Mr. Madhusudan Jain (DIN: 00145329) 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	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	1892485	54.20%	1892485	0	100%	0.00%
	Poll	3491430	1400845	40.12%	1400845	0	100%	0.00%
	Postal Ballot	3491430	0	0.00%	0	0	0.00%	0.00%
	Total	3491430	3293330	94.33%	3293330	0	100%	0.00%
Public Institu ns	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%
	Total	0	0	0	0	0	0.00%	0.00%
Public Non Institu ns	E- Voting	3986155	453	0.01%	453	0	100%	0.00%
	Poll	3986155	9069	0.23%	9069	0	100%	0.00%
	Postal Ballot	3986155	0	0	0	0	0.00%	0.00%
	Total	3986155	9522	0.24%	9522	0	100%	0.00%
Total		7498000	3302852	44.63%	3302852	0	100%	0.00%

Based on the Scrutinizer Report, the Ordinary Resolution as contained in Item No. 3 of the Notice of the 34th AGM have been PASSED by unanimous Consent.

CHAIRMAN'S
INITIALS


HELD AT ON TIME

ITEM NO.4: APPOINTMENT OF M/S LOKESH VYAS & CO., CHARTERED ACCOUNTANTS (F.R. NO. 016344C) AS THE STATUTORY AUDITOR FOR A TERM OF 1 YEARS TILL THE CONCLUSION 35TH AGM TO BE HELD IN THE YEAR 2020.

"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 Lokesh Vyas & Co., Chartered Accountants (ICAI Firm Registration No.016344C) be and is hereby appointed as the Statutory Auditors of the Company, in place of the existing auditors M/s M. S. Dahiya & Co., Chartered Accountants (ICAI Firm Registration No.013855C) 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 35th Annual General Meeting of the Company to be held in the calendar year 2020 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	5491430	1892485	54.20%	1892485	0	100%	0.00%
	Poll	5491430	1400845	40.12%	1400845	0	100%	0.00%
	Postal Ballot	5491430	0	0.00%	0	0	0.00%	0.00%
	Total	5491430	3293330	94.33%	3293330	0	100%	0.00%
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%
	Total	0	0	0	0	0	0.00%	0.00%
Public Non Institutions	E-Voting	3906155	453	0.01%	453	0	100%	0.00%
	Poll	3906155	9069	0.23%	9069	0	100%	0.00%
	Postal Ballot	3906155	0	0	0	0	0.00%	0.00%
	Total	3906155	9522	0.24%	9522	0	100%	0.00%
Total		7400000	3302852	44.63%	3302852	0	100%	0.00%

CHAIRMAN'S
INITIALS


HELD AT ON TIME

Based on the Scrutinizer Report, the Ordinary Resolution as contained in Item No. 4 of the Notice of the 34th AGM have been PASSED by unanimous Consent.

SPECIAL BUSINESS BY ORDINARY RESOLUTION:

ITEM NO.5:CONFIRMATION FOR APPOINTMENT OF MR. BALRAJ KISHORE NAMDEO (DIN 06620620) AS AN INDEPENDENT DIRECTOR FOR A TERM OF 5 (FIVE) CONSECUTIVE YEAR W.E.F. 01/04/2019 TILL 31/03/2024

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and 161 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 17 and 25 of the SEBI (LODR) Regulation 2015 the Board has appointed Mr. Balraj Kishore Namdeo (DIN: 06620620) who fulfill the criteria as laid down under the provisions of section 149(6) of the Companies Act, 2013 in the category of the Independent Director as an additional director by the Board w.e.f. 1st April, 2019 for a term of 5 consecutive years and in respect of whom the Company has received a notice as required under the provisions of the section 160 of the Companies Act, 2013 be and is hereby appointed as an Independent Director of the Company for a term of 5 year from the date of the appointment i.e. 1st April 2019 to 31st March, 2024 and he shall not be liable to retire by rotation."

The Results of the Voting are as under:¹

Resolution required:		Ordinary						
(Ordinary/ Special)		No						
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	3892485	54.20%	3892485	0	100%	0.00%
	Poll	3491430	3400845	46.12%	3400845	0	100%	0.00%
	Postal Ballot	3491430	0	0.00%	0	0	0.00%	0.00%
	Total	3491430	3293330	94.33%	3293330	0	100%	0.00%
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%
	Total	0	0	0	0	0	0.00%	0.00%
Public Non Institutions	E-Voting	3906155	453	0.01%	453	0	100%	0.00%
	Poll	3906155	9069	0.23%	9069	0	100%	0.00%
	Postal Ballot	3906155	0	0	0	0	0.00%	0.00%
	Total	3906155	9522	0.24%	9522	0	100%	0.00%
Total		7400090	3302852	44.63%	3302852	0	100%	0.00%

CHAIRMAN'S
INITIALS

HELD AT ON TIME

Based on the Scrutinizer Report, the Ordinary Resolution as contained in Item No. 5 of the Notice of the 34th AGM have been PASSED by unanimous Consent.

SPECIAL BUSINESSES BY SPECIAL RESOLUTION:

ITEM NO.6:RE-APPOINTMENT OF MR. ESHANYA B GUPPTA (DIN 01727743) AS AN INDEPENDENT DIRECTOR FOR A SECOND TERM OF 5 (FIVE) CONSECUTIVE YEAR W.E.F. 15TH MAY 2020 AS A NOT LIABLE TO RETIRE BY ROTATION

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and 160 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the SEBI (LODR) Regulation 2015 as amended from time to time, the consent of the members of the Company be and is hereby accorded to re-appoint Mr. Eshanya B Gupta (DIN:01727743) who fulfill the criteria as laid down under the provisions of section 149 of the Companies Act, 2013, as an Independent Director of the Company for a second term of 5 (Five) Consecutive year w.e.f. 15th May, 2020 to 14th May, 2025 upon expiry of his first term on 14th May, 2020 and he shall not be liable to retire by rotation."

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)*100
		(1)	(2)	(3)	(4)	(5)	(6)	(7)
Promoter and Promoter Group	E-Voting	3491430	1892485	54.20%	1892485	0	100%	0.00%
	Postal Ballot	3491430	1400845	40.12%	1400845	0	100%	0.00%
	Postal Ballot	3491430	0	0.00%	0	0	0.00%	0.00%
	Total	3491430	3293330	94.33%	3293330	0	100%	0.00%
Public Institutions	E-Voting	2415	0	0	0	0	0	0.00%
	Postal Ballot	2415	0	0	0	0	0	0.00%
	Postal Ballot	2415	0	0	0	0	0	0.00%
	Total	0	0	0	0	0	0.00%	0.00%
Public Non Institutions	E-Voting	3906155	453	0.01%	453	0	100%	0.00%
	Postal Ballot	3906155	9069	0.23%	9069	0	100%	0.00%
	Postal Ballot	3906155	0	0	0	0	0.00%	0.00%
	Total	3906155	9522	0.24%	9522	0	100%	0.00%
Total	7401099	3392852	44.63%	3392852	0	100%	0.00%	

Based on the Scrutinizer Report, the Special Resolution as contained in Item No. 6 of the Notice of the 34th AGM have been PASSED by unanimous Consent.

CHAIRMAN'S INITIALS



HELD AT ON TIME

ITEM NO.7:RE-APPOINTMENT OF MR. SUNIL KATHARIYA (DIN 07155856) AS AN INDEPENDENT DIRECTOR FOR A SECOND TERM OF 5 (FIVE) CONSECUTIVE YEAR W.E.F. 15TH MAY 2020 AS A NOT LIABLE TO RETIRE BY ROTATION

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and 160 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the SEBI (LODR) Regulation 2015 as amended from time to time, the consent of the members of the Company be and is hereby accorded to re-appoint Mr. Sunil Kathariya (DIN: 07155856), who fulfill the criteria as laid down under the provisions of section 149 of the Companies Act, 2013, as an Independent Director of the Company for a second term of 5 (Five) Consecutive year 15th May, 2020 to 14th May, 2025 upon expiry of his first term on 14th May, 2020 and he shall not be liable to retire by rotation."

The Results of the Voting are as under:

Resolution required:			Special					
(Ordinary/ Special)			No					
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	1892483	54.20%	1892483	0	100%	0.00%
	Postal Ballot	3491430	1400845	40.12%	1400845	0	100%	0.00%
		3491430	0	0.00%	0	0	0.00%	0.00%
	Total	3491430	3293330	94.33%	3293330	0	100%	0.00%
Public Institutions	E-Voting	2415	0	0	0	0	0	0.00%
	Postal Ballot	2415	0	0	0	0	0	0.00%
		2415	0	0	0	0	0	0.00%
	Total	0	0	0	0	0	0.00%	0.00%
Public Non Institutions	E-Voting	3906155	453	0.01%	453	0	100%	0.00%
	Postal Ballot	3906155	9069	0.23%	9069	0	100%	0.00%
		3906155	0	0	0	0	0.00%	0.00%
	Total	3906155	9522	0.24%	9522	0	100%	0.00%
Total	7498000	3302852	44.63%	3302852	0	100%	0.00%	

Based on the Scrutinizer Report, the Special Resolution as contained in Item No. 7 of the Notice of the 34th AGM have been PASSED by unanimous Consent.

CHAIRMAN'S
INITIALS

HELD AT ON TIME

The Chairman further authorised the Company Secretary and Compliance Officer to communicate the aforesaid result of the 34th Annual General Meeting to the BSE Limited.

Place : Indore
Date : 15th October, 2019


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 15th October, 2019.

Place : Indore
Date : 15th October, 2019


Harsh Vora
Chairman &
Managing Director
DIN: 00149287

CHAIRMAN'S
INITIALS

