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**MINUTES OF THE 36<sup>TH</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF D & H INDIA LIMITED HELD ON THURSDAY, 30<sup>TH</sup> DAY OF SEPTEMBER, 2021 THROUGH VIDEO CONFERENCING (VC) OR OTHER AUDIO VISUAL MEANS (OAVM) FOR WHICH PURPOSE THE REGISTERED OFFICE SITUATED AT A-204, 2<sup>ND</sup> FLOOR, KAILASH ESPLANADE, OPPOSITE SHREYAS CINEMA, L.B.S. MARG, GHATKOPAR (WEST), MUMBAI (M.H.)-400086 SHALL BE DEEMED AS THE VENUE FOR THE MEETING AT 1.00 P.M. AND CONCLUDED AT 1.18 P.M.**

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**PRESENT IN THE MEETING THROUGH VC/OAVM:**

**I. DIRECTORS:**

1. Shri Sunil Kathariya : Chairman and Independent Director
2. Shri Balraj Kishore Namdeo : Independent Director and Member of the Audit Committee
3. Shri Eshanya B Gupta : Chairman of Audit Committee, Chairman of the Nomination and Remuneration Committee and Independent Director
4. Shri Sushil Rawka : Chairman of Stakeholder Relationship Committee and Director
5. Mrs. Atithi Vora : Woman Non- Executive Director
6. Miss. Suhani Vora : Additional Director
7. Shri Saurabh Vora : Whole Time Director and member of Stakeholder Relationship Committee
8. Shri Harsh Vora : Managing Director

**II. OFFICERS IN PRESENT**

1. Rajesh Songirkar : Chief Financial Officer
2. CS Rajesh Sen : CS & Compliance Officer

**III SPECIAL INVITEES:**

1. CS (Dr.) D. K. Jain : Scrutinizer and Secretarial Auditor of the Company.
2. CA Pramod Kumar Devpura : Authorised Repetitive of M/s, Devpura Navlakha & Co. Chartered Accountant, Auditor

**CHAIRMAN OF THE MEETING:**

Mr. Sunil Kathariya Chairman of the Board occupied the chair for the meeting and welcomed all the members, directors and special invitees present at the 36<sup>th</sup> AGM of the company.

**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. 23<sup>rd</sup> September, 2021 there were 4,124 members of the Company who were entitled to attend and vote at the 36<sup>th</sup> AGM and minimum 15 members were required to constitute the valid quorum for the 36<sup>th</sup> AGM.

**PRESENCE OF QUORUM:**

At the 36<sup>th</sup> AGM total 56 (Fifty Six) Members were present through VC/OAVM and participated at the AGM as per the Attendance Records maintained at the Company.



**NOTICE OF THE 36<sup>TH</sup> ANNUAL GENERAL MEETING:**

The Company Secretary informed that the Notice convening the 36<sup>th</sup> Annual General Meeting alongwith the Audited Financial Statements containing the Balance Sheet as at 31<sup>st</sup> March, 2021 and the Statement of Profit & Loss and the Cash Flow for the year ended 31<sup>st</sup> March, 2021 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. With the permission of the Members present at the Meeting the Notice of the 36<sup>th</sup> Annual General Meeting was taken as read.

**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.

**PROCEEDING OF THE MEETING:**

In view of the massive outbreak of the COVID-19 pandemic, the 36<sup>th</sup> Annual General Meeting of the Company was held through VC/OAVM pursuant to the Circular No. 14/2020 dated 8th April, 2020, Circular No.17/2020 dated 13th 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. 02/2021 dated 13<sup>th</sup> January, 2021.

As per Article of Association of the Company, Shri Sunil Kathariya, Chairman of the Company occupied the Chair for the Meeting and welcomed all the members and directors and invitees present in the meeting through VC/OAVM.

Company Secretary took a roll call of the Directors and introduced other invites.

The Chairman of the Audit Committee Shri Eshanya B Gupta was available to respond to the queries relating to Books of Accounts and Directors Remuneration.

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 18 of 36<sup>th</sup> Annual Report.

The Auditors Report on the Standalone and Consolidated Financial Statements of the Company is given by the Statutory Auditors M/s Devpura Navlakha & Co., Chartered Accountant, Mumbai. Auditors Report does not contain any qualification or negative remarks.

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

CS (Dr.) D.K. Jain was appointed by the Board as the Scrutinizer for the Remote E-voting and E-voting at this Annual General Meeting. The Scrutinizer ensured that the voting is done in a fair and transparent manner.



Company Secretary further informed that the Company has provided e-voting facility to its members whose names appeared in the Register of Members as on cutoff date i.e. 23<sup>rd</sup> September, 2021; to cast their votes on the resolutions proposed to be passed at this 36<sup>th</sup> Annual General Meeting through remote e-voting system of Central Depository Services (India) Limited (CDSL). The e-voting commenced from Monday, 27<sup>th</sup> September, 2021 at 9.00 A.M. (I.S.T.) and ended on Wednesday, 29<sup>th</sup> September, 2021 at 5.00 P.M. (I.S.T.) and e-voting at this AGM is 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. 23<sup>rd</sup> September, 2021 shall only be entitled to participate in the e-voting process.

Thereafter the Chairman requested the Members to consider and cast their votes for the ordinary and special businesses as mentioned in the Notice of AGM from Item No. 1 to 7 and on the instructions of the Chairman the CS then read out the following Agenda Items one by one.

<i>No.</i>	<i>Type of Resolution</i>	<i>Items</i>
1	Ordinary	Consideration and Adoption 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, 2021 and the Reports of the Board's and Auditors thereon.
2	Ordinary	Re-appointment of Mr. Sushil Rawka (DIN: 00156990) as a director who retires by rotation and being eligible, offers himself for re-appointment
3.	Ordinary	Re-appointment Mrs. Atithi Vora (DIN: 06899964) as a director who retires by rotation and being eligible, offers herself for re-appointment
4.	Ordinary	Appointment of Ms Suhani Vora (DIN: 09237526) as a Director.
5.	Ordinary	Reclassification from "Promoter" category to "Public" category of Mr. Madhusudan Jain (Prompter alongwith the person acting in concert with him).
6.	Special	Revision in the remuneration of Mr. Saurabh Vora (DIN 02750484) Whole Time Director.
7.	Special	Revision in the remuneration of Mr. Harsh Vora (DIN 00149287) Managing Director.

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

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 36<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 36<sup>th</sup> Annual General Meeting as close.

The Chairman further confirmed that the meeting was conducted as per the requirements of the Companies Act, 2013, SEBI (LODR) Regulation, 2015 and secretarial Standard issued by ICSI.

**CONCLUSION OF THE MEETING:**

The meeting was declared as concluded by the chairman at 1:18 P.M. on 30<sup>th</sup> September, 2021.

**DECLARATION OF RESULTS FOR THE BUSINESSES PROPOSED AT THE 36<sup>TH</sup> ANNUAL GENERAL MEETING ON 30<sup>TH</sup> SEPTEMBER, 2021 AFTER RECEIPT OF SCRUTINIZER REPORT**

Thereafter, the Chairman declared the following results for the 36<sup>th</sup> Annual General Meeting held on 30<sup>th</sup> September, 2021. The results were declared on 2<sup>nd</sup> October, 2021 and the date of the passing of the resolutions shall be considered as the date of the declaration of the E-voting results i.e. 2<sup>nd</sup> October, 2021.

**ORDINARY BUSINESSES BY ORDINARY RESOLUTION:**

**ITEM NO.1: ADOPTION OF THE STANDALONE AND CONSOLIDATED AUDITED FINANCIAL STATEMENTS CONTAINING 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, 2021 AND THE REPORT OF THE BOARDS' AND AUDITOR'S THEREON.**

“**RESOLVED THAT** the Standalone and Consolidated financial statement of the company including the audited Balance Sheet as at 31st March 2021 & Statement of Profit & Loss and the Cash Flow for the year ended 31st March, 2021 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)	<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	3619559	3393108	93.74%	3393108	0	100%	0%
	Poll		0	0.00%	0	0	0.00%	0.00%
	Postal Ballot		0	0.00%	0	0	0.00%	0.00%
	<b>Total</b>		<b>3619559</b>	<b>3393108</b>	<b>93.74%</b>	<b>3393108</b>	<b>0</b>	<b>100.00%</b>
Public Institutions	E-Voting	2415	0	0	0	0	0	0.00%
	Poll		0	0	0	0	0	0.00%
	Postal Ballot		0	0	0	0	0	0.00%
	<b>Total</b>		<b>2415</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00%</b>
Public Non Institutions	E-Voting	3778026	96547	2.55%	95924	623	99.35%	0.64%
	Poll		0	0.00%	0	0	100%	0.00%
	Postal Ballot		0	0.00%	0	0	0.00%	0.00%
	<b>Total</b>		<b>3778026</b>	<b>96547</b>	<b>2.55%</b>	<b>95924</b>	<b>623</b>	<b>99.35%</b>
<b>Total</b>		<b>7400000</b>	<b>3489655</b>	<b>47.16%</b>	<b>3489032</b>	<b>623</b>	<b>99.98%</b>	<b>0.02%</b>

Based on aforesaid results, given by the Scrutinizer, the Ordinary Resolution as contained in Item No. 1 of the Notice of the 36<sup>th</sup> AGM has been passed by Requisite Majority **AS AN ORDINARY RESOLUTION.**

**ITEM NO.2: RE-APPOINTMENT OF MR. SUSHIL RAWKA (DIN: 00156990) 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. Sushil Rawka (DIN: 00156990) 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)			<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	3619559	3393108	93.74%	3393108	0	100%	0%
	Poll		0	0.00%	0	0	0.00%	0.00%
	Postal Ballot		0	0.00%	0	0	0.00%	0.00%
	<b>Total</b>		<b>3619559</b>	<b>3393108</b>	<b>93.74%</b>	<b>3393108</b>	<b>0</b>	<b>100.00%</b>
Public Institutions	E-Voting	2415	0	0	0	0	0	0.00%
	Poll		0	0	0	0	0	0.00%
	Postal Ballot		0	0	0	0	0	0.00%
	<b>Total</b>		<b>2415</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00%</b>
Public Non-Institutions	E-Voting	3778026	96547	2.55%	95924	623	99.35%	0.64%
	Poll		0	0.00%	0	0	100%	0.00%
	Postal Ballot		0	0.00%	0	0	0.00%	0.00%
	<b>Total</b>		<b>3778026</b>	<b>96547</b>	<b>2.55%</b>	<b>95924</b>	<b>623</b>	<b>99.35%</b>
<b>Total</b>		<b>7400000</b>	<b>3489655</b>	<b>47.16%</b>	<b>3489032</b>	<b>623</b>	<b>99.98%</b>	<b>0.02%</b>

Based on the Scrutinizer Report, the Ordinary Resolution as contained in Item No. 2 of the Notice of the 36<sup>th</sup> AGM has been passed by requisite Majority **AS AN ORDINARY RESOLUTION.**

**ITEM NO.3: RE-APPOINTMENT OF MRS. ATITHI VORA (DIN 06899964) WHO IS LIABLE TO RETIRE BY ROTATION AND IS BEING ELIGIBLE AND OFFER HERSELF 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 herself 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)			<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 outstand ing shares= [(2)/(1)] * 100	No. of Votes – in favour	No. of Votes – again st	% 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	3619559	3393108	93.74%	3393108	0	100%	0.00%
	Poll		0	0.00%	0	0	0.00%	0.00%
	Postal Ballot		0	0.00%	0	0	0.00%	0.00%
	<b>Total</b>		<b>3619559</b>	<b>3393108</b>	<b>93.74%</b>	<b>3393108</b>	<b>0</b>	<b>100%</b>
Public Institution s	E- Voting	2415	0	0	0	0	0	0.00%
	Poll		0	0	0	0	0	0.00%
	Postal Ballot		0	0	0	0	0	0.00%
	<b>Total</b>		<b>2415</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00%</b>
Public non- Institution s	E- Voting	3778026	96547	2.55%	95924	623	99.35%	0.64%
	Poll		0	0.00%	0	0	0.00%	0.00%
	Postal Ballot		0	0.00%	0	0	0.00%	0.00%
	<b>Total</b>		<b>3778026</b>	<b>96547</b>	<b>2.55%</b>	<b>95924</b>	<b>623</b>	<b>99.35%</b>
<b>Total</b>		<b>7400000</b>	<b>3489655</b>	<b>47.16%</b>	<b>3489032</b>	<b>623</b>	<b>99.98%</b>	<b>0.02%</b>

Based on the Scrutinizer Report, the Ordinary Resolution as contained in Item No. 3 of the Notice of the 36<sup>th</sup> AGM have been passed by requisite Majority **AS AN ORDINARY RESOLUTION.**

**SPECIAL BUSINESS BY ORDINARY RESOLUTION:**

**ITEM NO. 4: APPOINTMENT OF MS. SUHANI VORA (DIN: 09237526) AS A DIRECTOR.**

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Qualification of Directors) Rules, 2014, as may be amended from time to time and provisions of SEBI (LODR), Regulations, 2015, Miss. Suhani Vora

(DIN: 09237526), who was appointed as an Additional Director in the category of Non-Executive Promoter Director with effect from 6th August, 2021 on recommendation of Nomination and Remuneration Committee and to hold office up to the date of forthcoming Annual General Meeting in terms of Section 161(1) of the Companies Act, 2013 (the “Act”) and Article of Association of the Company be and is hereby appointed as a Director of the Company and she shall be liable to retire by rotation.”

The Results of the Voting are 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	3619559	3393108	93.74%	3393108	0	100%	0%
	Poll		0	0.00%	0	0	0.00%	0.00%
	Postal Ballot		0	0.00%	0	0	0.00%	0.00%
	<b>Total</b>		<b>3619559</b>	<b>3393108</b>	<b>93.74%</b>	<b>3393108</b>	<b>0</b>	<b>100.00%</b>
Public Institutions	E-Voting	2415	0	0	0	0	0	0.00%
	Poll		0	0	0	0	0	0.00%
	Postal Ballot		0	0	0	0	0	0.00%
	<b>Total</b>		<b>2415</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00%</b>
Public Non Institutions	E-Voting	3778026	342709	9.07%	95924	246785	27.99%	72.01%
	Poll		0	0.00%	0	0	100%	0.00%
	Postal Ballot		0	0.00%	0	0	0.00%	0.00%
	<b>Total</b>		<b>3778026</b>	<b>342709</b>	<b>9.07%</b>	<b>95924</b>	<b>246785</b>	<b>27.99%</b>
<b>Total</b>		<b>7400000</b>	<b>3735817</b>	<b>50.48%</b>	<b>3489032</b>	<b>246785</b>	<b>93.39%</b>	<b>6.61%</b>

Based on the Scrutinizer Report, the Ordinary Resolution as contained in Item No. 4 of the Notice of the 36<sup>th</sup> AGM have been passed by requisite Majority **AS AN ORDINARY RESOLUTION.**

**SPECIAL BUSINESS BY ORDINARY RESOLUTION:**

**ITEM NO.5: APPROVAL OF REQUEST FROM MR. MADHUSUDAN JAIN (PROMPTER ALONGWITH THE PERSON ACTING IN CONCERT WITH HIM)**



**FOR RECLASSIFICATION FROM “PROMOTER” CATEGORY TO “PUBLIC” CATEGORY OF MR. MADHUSUDAN JAIN.**

**“RESOLVED THAT** pursuant to the provisions of Regulation 31A of SEBI (LODR) Regulations, 2015 (the “Listing Regulations”), and subject to approval from the BSE Limited (herein after referred to as stock exchanges), the Securities and Exchange Board of India and such other Statutory Authorities as may be required and pursuant to other laws and regulations, as may be applicable from time to time (including any statutory modifications or re-enactments thereof for the time being in force), the consent of the members be and is hereby accorded to reclassify the following applicant from “Promoter” category to “Public” category:

Name	Status	No. of shares held	% of Total shares
Mr. Madhusudan Jain	Self (Promoter)	NIL	NIL
Ms. Suchita Kakrecha	Wife (belong to Promoter Group Madhusudan Jain), Person acting in concert	NIL	NIL
Mr. Somu Kakrecha	Son (belong to Promoter Group Madhusudan Jain), Person acting in concert	NIL	NIL
Ms. Priya Kakrecha	Daughter (belong to Promoter Group Madhusudan Jain), Person acting in concert	NIL	NIL
Ms. Aishwarya Ajay Lunia	Son’s Wife (belong to Promoter Group Madhusudan Jain), Person acting in concert	1,28,451	1.74%
Corna Infra Limited	Company (belong to Promoter Group Madhusudan Jain), Person acting in concert	NIL	NIL

**RESOLVED FURTHER THAT** in supersession of any provision, the applicant’s special rights, if any, with respect to the Company through formal or informal arrangements including through any shareholders agreements, if any, stand withdrawn/terminated and be null and void, with immediate effect.

**RESOLVED FURTHER THAT** the above applicant confirmed that all the conditions specified in sub-clause (i) to (vii) of clause (b) of sub-regulation (3) of Regulation 31A of Listing Regulations have been complied with and also confirmed that at all times from the date of such re-classification, shall continue to comply with conditions mentioned in Regulation 31A of Listing Regulations post reclassification from “Promoter” to “Public”.

**RESOLVED FURTHER THAT** on approval of the Stock Exchange(s) upon application for re-classification of the aforementioned applicant, the Company shall affect such re-classification in the Statement of Shareholding pattern from immediate succeeding quarter under Regulation 31 of Listing Regulations and in compliance to



SEBI (SAST) Regulations, 2011, SEBI (PIT) Regulations, 2015 and other applicable provisions.

**RESOLVED FURTHER THAT** the Board of Directors of the Company, be and are hereby authorized to perform and execute all such acts, deeds, matters and things including but not limited to making intimation/ filings to stock exchange(s), seeking approvals from the SEBI and BSE Limited (as applicable), and to execute all other documents required to be filed in the above connection and to settle all such questions, difficulties or doubts whatsoever which may arise and amend such details and to represent before such authorities as may be required and to take all such steps and decisions in this regard to give full effect to the aforesaid resolutions”.

The Results of the Voting are as under:

Resolution required: (Ordinary/ Special)			<b>Ordinary</b>					
Whether promoter/ promoter group are interested in the agenda/ resolution?			<b>Yes</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	3619559	0	0%	0	0	0.00%	0%
	Poll			0.00%	0	0	0.00%	0.00%
	Postal Ballot		0	0.00%	0	0	0.00%	0.00%
	<b>Total</b>		<b>3619559</b>	<b>0</b>	<b>0.00%</b>	<b>0</b>	<b>0</b>	<b>0.00%</b>
Public Institutions	E-Voting	2415	0	0	0	0	0	0.00%
	Poll		0	0	0	0	0	0.00%
	Postal Ballot		0	0	0	0	0	0.00%
	<b>Total</b>	<b>2415</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	3778026	96547	2.55%	95924	623	99.35%	0.65%
	Poll		0	0.00%	0	0	100%	0.00%
	Postal Ballot		0	0.00%	0	0	0.00%	0.00%
	<b>Total</b>		<b>3778026</b>	<b>96547</b>	<b>2.55%</b>	<b>95924</b>	<b>623</b>	<b>99.35%</b>
<b>Total</b>		<b>7400000</b>	<b>96547</b>	<b>2.55%</b>	<b>95924</b>	<b>623</b>	<b>99.35%</b>	<b>0.65%</b>

*(Signature)*

Based on the Scrutinizer Report, the Ordinary Resolution as contained in Item No. 5 of the Notice of the 36<sup>th</sup> AGM have been passed by requisite Majority **AS AN ORDINARY RESOLUTION.**

**SPECIAL BUSINESS BY SPECIAL RESOLUTION:**

**ITEM NO.6: REVISION IN THE REMUNERATION OF MR. SAURABH VORA (DIN 02750484) WHOLE TIME DIRECTOR.**

“**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 revision in the remuneration of Mr. Saurabh Vora, (DIN 02750484) Whole-time 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> September, 2023 on such terms and conditions as given below:”

**1. Remuneration:**

Gross Salary & Perquisites: Maximum upto Rs. 84,00,000/- 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;

- 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.
- f) Leave travel concession for himself and his family, as per policy of the Company
- g) Club fees, maximum up to 2 clubs (Excluding life membership fee)

**2. Other exempted benefits:**

In addition to the 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 up to 15 days for every completed year 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 Company's Car with driver for the Company's work and if the Car is not provided, the Company shall reimburse Car/taxi expenses on actual basis.
- (b) The Company shall provide telephone/cell phone and internet facility at the residence of the Whole-time Director.

#### 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 considered as the minimum remuneration payable by the company to the Director.

#### 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 Managing Director and 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 appointment of Mr. Saurabh Vora as the Whole-time Director of the Company, liable to retire by rotation.
4. Board/Nomination and Remuneration Committee of the Company is authorized to alter, modify or null all or any of the components of the remuneration of Mr. Saurabh Vora, subject to the applicable provisions of the Companies Act, 2013 or as may be agreeable to Mr. Saurabh Vora.
5. No sitting fees shall be payable to Mr. Saurabh Vora for attending the meetings of the Board or any Committee thereof.
6. there shall be clear relation of the Company with Mr. Saurabh Vora 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** Mr. Saurabh Vora, the Whole-time 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 Nomination and Remuneration Committee and 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 are as under:

Resolution required: (Ordinary/ Special)	<b>Special</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		3393108	93.74%	3393108	0	100.00%	0%
	Poll	3619559	0	0.00%	0	0	0.00%	0.00%
	Postal Ballot		0	0.00%	0	0	0.00%	0.00%
	<b>Total</b>	<b>3619559</b>	<b>3393108</b>	<b>93.74%</b>	<b>3393108</b>	<b>0</b>	<b>100.00%</b>	<b>0%</b>
Public Institutions	E-Voting		0	0	0	0	0	0.00%
	Poll	2415	0	0	0	0	0	0.00%
	Postal Ballot		0	0	0	0	0	0.00%
	<b>Total</b>	<b>2415</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		342709	9.07%	27224	315485	7.94%	92.06%
	Poll	3778026	0	0.00%	0	0	0.00%	0.00%
	Postal Ballot		0	0.00%	0	0	0.00%	0.00%
	<b>Total</b>	<b>3778026</b>	<b>342709</b>	<b>9.07%</b>	<b>27224</b>	<b>315485</b>	<b>7.94%</b>	<b>92.06%</b>
<b>Total</b>		<b>7400000</b>	<b>3735817</b>	<b>50.48%</b>	<b>3420332</b>	<b>315485</b>	<b>91.55%</b>	<b>8.45%</b>

Based on the Scrutinizer Report, the Special Resolution as contained in Item No. 6 of the Notice of the 36<sup>th</sup> AGM have been passed by requisite Majority **AS AN SPECIAL RESOLUTION**.

#### **SPECIAL BUSINESS BY SPECIAL RESOLUTION:**

#### **ITEM NO.7: REVISION IN THE REMUNERATION OF MR. HARSH VORA (DIN 00149287) MANAGING DIRECTOR.**

**“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 revision in the remuneration of **Mr. Harsh Vora**, (DIN 00149287) 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> September, 2023 on such terms and conditions as given below:

##### **1. Remuneration:**

Salary & Perquisites: Maximum upto Rs. 84,00,000/- p.a.

The Managing 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 Mediciclaim/accidental insurance/life insurance / keyman insurance Premium: Actual Premium as may be determined by the Insurance Company.
- (f) Leave travel concession for himself and his family, as per policy of the Company
- (g) club fees, maximum up to 2 clubs (Excluding life membership fee)

## **2. Other exempted benefits:**

In addition to the 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 up to 15 days for every completed year 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 Company's Car with driver for the Company's work and if the Car is not provided, the Company shall reimburse Car/taxi expenses on actual basis.
- (b) The Company shall provide telephone and Cell with internet facility at the residence of the Managing Director.

## **4. Minimum Remuneration:**

In the event of no profit or inadequacy of profits in any Financial Year, during the tenure of Mr. Harsh Vora (DIN: 00149287) as Managing 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 Managing Director.

## **5. Other Terms and Conditions:**

The other terms and conditions are below:

1. Mr. Harsh Vora 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 Managing Director will not be affected by the alterations in the terms and conditions of his appointment.
3. The appointment of Mr. Harsh Vora as the Director of the Company, liable to retire by rotation.
4. Board / Nomination and Remuneration Committee of the Company is authorized to alter, modify or null all or any of the components of the remuneration of Mr. Harsh Vora, subject to the applicable provisions of the Companies Act, 2013 or as may be agreeable to Mr. Harsh Vora.



5. No sitting fees shall be payable to Mr. Harsh Vora for attending the meetings of the Board or any Committee thereof.
6. There shall be clear relation of the Company with Mr. Harsh Vora 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** Mr. Harsh Vora, the 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 Nomination and Remuneration Committee and 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 are as under:

Resolution required: (Ordinary/ Special)			<b>Special</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	3619559	3393108	93.74%	3393108	0	100.00%	0%
	Poll		0	0.00%	0	0	0.00%	0.00%
	Postal Ballot		0	0.00%	0	0	0.00%	0.00%
	<b>Total</b>		<b>3619559</b>	<b>3393108</b>	<b>93.74%</b>	<b>3393108</b>	<b>0</b>	<b>100.00%</b>
Public Institutions	E-Voting	2415	0	0	0	0	0	0.00%
	Poll		0	0	0	0	0	0.00%
	Postal Ballot		0	0	0	0	0	0.00%
	<b>Total</b>		<b>2415</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00%</b>
Public Non	E-Voting	3778026	342709	9.07%	27224	315485	7.94%	92.06%
	Poll		0	0.00%	0	0	0.00%	0.00%

*(Signature)*

Institutions	Postal Ballot		0	0.00%	0	0	0.00%	0.00%
	<b>Total</b>	<b>3778026</b>	<b>342709</b>	<b>9.07%</b>	<b>27224</b>	<b>315485</b>	<b>7.94%</b>	<b>92.06%</b>
<b>Total</b>		<b>7400000</b>	<b>3735817</b>	<b>50.48%</b>	<b>3420332</b>	<b>315485</b>	<b>91.55%</b>	<b>8.45%</b>

Based on the Scrutinizer Report, the Special Resolution as contained in Item No. 7 of the Notice of the 36<sup>th</sup> AGM have been passed by requisite Majority **AS AN SPECIAL RESOLUTION**.

The Chairman further authorised the Company Secretary and Compliance Officer to communicate the aforesaid result of the 36<sup>th</sup> Annual General Meeting to the BSE Limited.



**PLACE: INDORE**  
**DATE: 18<sup>TH</sup> OCTOBER, 2021**

**SUNIL KATHARIYA**  
**CHAIRMAN OF THE MEETING**  
**DIN: 07155856**

The aforesaid Minutes were recorded in the Minute Book of the General Meeting on 18<sup>th</sup> October, 2021.



**PLACE: INDORE**  
**DATE: 18<sup>TH</sup> OCTOBER, 2021**

**SUNIL KATHARIYA**  
**CHAIRMAN OF THE MEETING**  
**DIN: 07155856**