MGF

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E-mail : mgfltd@hotmail.com
CIN No : L74899DL1930PLC000208
GSTIN : 07AAACT2356D2ZN

THE MOTOR & GENERAL FINANCE LIMITED

M.G.F. HOUSE,
Regd. & H.O. : 4/17-B, ASAF ALI ROAD, NEW DELHI-110 002

DLI:CS:BSE:NSE:19

October 7,2019

The Secretary,
BSE Limited.,
25th Floor, P.J. Towers,
Dalal Street,
Mumbai-400001
Scrip Code:501343

The Secretary,
National Stock Exchange of India Ltd
Exchange Plaza, 5th Floor,
Plot No.C/1, G Block
Bandra Kurla Complex, Bandra(E)
Mumbai-400051
Scrip Code: Motogenfin

Dear Sir, Re: Submission of Proceedings of 89th Annual General Meeting held on September 25,2019

Pursuant to Clause 31(d) of the Listing Agreement, we are enclosing herewith a copy of the proceedings of 89th Annual General Meeting held on Wednesday, the September 25,2019.

This is for your information and take the same on record.

Thanking you,

Yours faithfully,
For THE MOTOR & GENERAL FINANCE LIMITED

(M.K. MADAN)
VICE PRESIDENT & COMPANY SECRETARY.

ENCL: AS ABOVE

THE MOTOR & GENERAL FINANCE LIMITED
REGD OFFICE; MGF HOUSE, 4/17-B,
ASAFA LI ROAD, NEW DELHI-110002
CIN NO.L74899DL1930PLC000208

MINUTES OF 89TH ANNUAL GENERAL MEETING OF MEMBERS OF THE MOTOR & GENERAL FINANCE LIMITED HELD ON WEDNESDAY, THE SEPTEMBER 25,2019 AT 11.30 A.M. AT M.P. C.U SHAH AUDITORIUM, SHREE DELHI GUJRATI SAMAJ MARG CIVIL LINES, DELHI-110054.

DIRECTORS PRESENT

SH. ARUN MITTER	EXECUTIVE DIRECTOR
SH. BHARAT KUMAR	INDEPENDENT DIRECTOR, CHAIRMAN - AUDIT COMMITTEE
SH. ABHIRAM SETH	INDEPENDENT DIRECTOR, CHAIRMAN- STAKEHOLDER RELATIONSHIP COMMITTEE

In the absence of Sh. Rajiv Gupta, Chairman & Managing Director & CEO of the company, members elected Sh. Arun Mitter, Executive Director, as Chairman of the meeting

IN ATTENDANCE:

SH. M.K. MADAN	VICE PRESIDENT & COMPANY SECRETARY & CFO
SH.PAWAN KUMAR	PARTNER -STATUTORY AUDITORS M/S. JAGDISH CHAND & CO CHARTERED ACCOUNTANTS
MS. ANJALI YADAV	SECRETARIAL AUDITOR & SCRUTINISER M/s ANJALI YADAV & ASSOCIATES COMPANY SECRETARIES

LEAVE OF ABSENCE

The meeting was informed that Sh. Rajiv Gupta, Chairman & Managing Director & CEO, Smt. Arti Gupta, Joint Managing Director, Sh. Onkar Nath Aggarwal, Non Executive Independent Director and Sh. Karun Pratap Hoon, Non Executive Independent Director were not able to attend the AGM.

MEMBERS PRESENT

The meeting was attended by 294 members or through proxy as per attendance slips received and as per Proxy Register respectively.

Following registers were placed before the meeting:

1. Register of Members
2. Proxy Register
3. Register of Directors' Shareholding
4. Other Statutory records

Before the meeting commenced, the Secretary welcomed the members and requested the members to propose Sh. Arun Mitter to Chair the meeting. The Chairman took the Chair for the AGM & welcomed the members to the 89th Annual General Meeting of the company. After ascertaining that the requisite quorum of 30 members was present, the Chairman of the AGM called the meeting to order.

He advised the Company Secretary to read the Auditor's Report. The Secretary, to comply with the requirements, read out the same. As regards Notice, the members agreed that the same be taken as read.

The Chairman announced that members can cast their votes by ballot in terms of the Companies Act, 2013. The company had also provided e-voting facility to members to vote. Those members attending the AGM and who had not exercised their option of e-voting facility and being eligible to vote were also given opportunity to vote through voting by poll.

The Chairman informed the members that the Board of Directors has appointed Ms. Anjali Yadav of M/s Anjali Yadav & Associates, Practicing Company Secretaries (FCS No.6628, CP No.7257) as Scrutinizer for the e-voting and poll process at the AGM.

The Chairman further stated that the results of the resolutions passed at the AGM shall be declared within forty eight hours of conclusion of the meeting upon receiving the consolidated report of E-voting, Postal Ballot and Poll process by the Scrutinizer and authorised Sh.M.K. Madan, Vice President & Company Secretary to announce the results and put the same on the company's website.

Subsequently the Chairman of the meeting took up resolutions for the Ordinary and Special Business as set out in Items No.1 to 11 in the notice of the 89th Annual General Meeting for consideration of the members.

ORDINARY BUSINESS

Resolution No.1

ADOPTION OF AUDITED STANDALONE FINANCIAL STATEMENTS

"Resolved That the Audited Standalone Financial Statements of the company for the year ended March 31, 2019, Statement of Profit & Loss Account along with Notes forming part of the financial statements and Cash Flow Statement for the year ended on that date and the reports of the Directors' and Auditors' thereon be and are hereby adopted."

Proposed by	Mr. Ajay Khurana
Seconded by	Mr.Chander Mohan

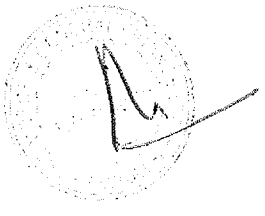
On the basis of consolidated report of the Scrutinizer on remote E-Voting and voting through Ballot Papers, the resolution was passed with majority.

Resolution No.2

ADOPTION OF AUDITED CONSOLIDATED FINANCIAL STATEMENTS

"Resolved That the Audited Consolidated Financial Statements of the company for the year ended March 31,2019, Statement of Profit & Loss Account along with Notes forming part of the Financial Statements and Cash Flow Statement for the year ended on that date and the report of the Auditors' thereon be and is hereby adopted."

Proposed by	Mr. Anand Swaroop
Seconded by	Mr. Shashi Kant



On the basis of consolidated report of the Scrutinizer on remote E-Voting and voting through Ballot Papers, the resolution was passed with majority.

Resolution No.3

RE-APPOINTMENT OF SH. RAJIV GUPTA(DIN:00022964), CHAIRMAN & MANAGING DIRECTOR & CEO

The next item related to the re-appointment of Sh. Rajiv Gupta(DIN:00022964), Chairman & Managing Director & CEO retiring by rotation and being eligible, who offers himself for re-appointment as a Director.

"Resolved that Sh. Rajiv Gupta (DIN : 00022964), Chairman & Managing Director &CEO liable to retire by rotation and being eligible, who offers himself for re-appointment, be and is hereby reappointed as a Director of the company."

Proposed by Mrs. Veena Jain
Seconded by Mr.Sriniwas Narain

On the basis of consolidated report of the Scrutinizer on remote E-Voting and voting through Ballot Papers, the resolution was passed with majority.

Resolution NO.4

RE-APPOINTMENT OF SMT. ARTI GUPTA(DIN:00023237),JOINT MANAGING DIRECTOR

The next item related to the re-appointment of Smt. Arti Gupta(DIN : 00023237), Joint Managing Director retiring by rotation and being eligible, who offers herself for reappointment, as a Director.

"Resolved that Smt. Arti Gupta(DIN : 00023237), Joint Managing Director liable to retire by rotation and being eligible, who offers herself for re-appointment, be and is hereby reappointed as a Director of the company."

Proposed by Mrs. Veena Jain

Seconded by Mr.Sriniwas Narain

On the basis of consolidated report of the Scrutinizer on remote E-Voting and voting through Ballot Papers, the resolution was passed with majority.

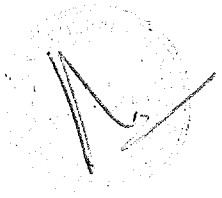
Resolution No.5

RE-APPOINTMENT OF SH. ARUN MITTER(DIN: 00022941) EXECUTIVE DIRECTOR

As the next item related to the re-appointment of Sh. Arun Mitter, Executive Director, retiring by rotation and being eligible, offers himself for reappointment as a Director ,he vacated the Chair and Sh. Bharat Kumar, Director occupied the Chair .

"Resolved that Sh. Arun Mitter (DIN: 00022941), Executive Director, liable to retire by rotation and being eligible, who offers himself for reappointment, be and is hereby reappointed as a Director of the company".

Proposed by Mr. Chander Mohan
Seconded by Mr. Ravinder Kumar Dua



On the basis of consolidated report of the Scrutinizer on remote E-Voting and voting through Ballot Papers, the resolution was passed with majority.

Sh. Arun Mitter re-occupied the Chair.

Resolution No.6

TO FIX THE REMUNERATION OF STATUTORY AUDITORS, M/S. JAGDISH CHAND & CO, CHARTERED ACCOUNTANTS(ICAI FIRM REGD NO.000129N) IN TERMS OF PROVISIONS OF SECTION 142 OF THE COMPANIES ACT,2013, FOR THE FINANCIAL YEAR ENDING 2019-20

In view of the amendment to Section 139 through the Companies (Amendment Act), 2017 notified on May 7, 2018 ratification of auditor's appointment is no longer required.

The next item related to fix the remuneration of Statutory Auditors, M/s. Jagdish Chand & Co, Chartered Accountants in terms of provisions of Section 142 of the Companies Act, 2013.

"Resolved That pursuant to the provisions of Section 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies(Audit and Auditors) Rules 2014(including any statutory modifications(s) or re-enactment thereof, for the time being in force) and other applicable provisions, the Board, on the recommendations of Audit Committee be and is hereby authorized to fix Audit Fee for the year ending march 31, 2020 payable to Statutory Auditors i.e. M/s Jagdish Chand & Co. Chartered Accountants (Firm Regd No.000129N).

Resolved Further That the Board of Directors of the company be and are hereby authorized, for and on behalf of the company, to take all necessary steps and to do all such acts, deeds matters and things which may deem necessary in this behalf."

Proposed by Mr.V.K. Aggarwal

Seconded by Mr.Rakesh Jain

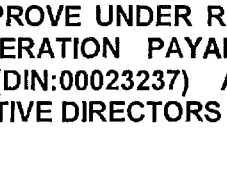
On the basis of consolidated report of the Scrutinizer on remote E-Voting and voting through Ballot Papers, the resolution was passed with majority.

SPECIAL BUSINESS

Resolution No.7

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution

TO APPROVE UNDER REGULATION 17(6)(e) of SEBI(LODR) Regulations,2015, THE REMUNERATION PAYABLE TO SH. RAJIV GUPTA(DIN:00022964), SMT. ARTI GUPTA(DIN:00023237) AND SH. ARUN METTER (DIN:00022941) PROMOTER EXECUTIVE DIRECTORS .



The next item relates to compliance of Regulation 17(6)(e) of SEBI(LODR) Regulations,2015 remuneration payable to Executive Directors as a **Special Resolution.**

"Resolved That pursuant to regulation 17(6)(e) of SEBI(LODR)(Amendments) Regulations,2018 along with the provisions of Section 196.197,198 and other applicable provision of the Companies Act,2013 and the rules made there under consent of the members be and is hereby accorded for payment of remuneration to Sh. Rajiv Gupta(DIN:00022964), Chairman & Managing Director & CEO, Smt. Arti Gupta, (DIN:00023237), Joint Managing Director and Sh. Arun Mitter(DIN:00022941), Executive Director and Promoters of the company or members of the Promoter Group at such terms and conditions as approved by members by way of Special Resolutions through Postal Ballot held on March 29,2019, notwithstanding that the annual aggregate remuneration payable to them exceeds 5% (Five Percent) of the net profits of the company as calculated under Section 198 of the Companies Act,2013 in any year during the tenure of their appointments.

Further Resolved That all the existing terms and conditions of remuneration including salary & perquisites as per Special Resolutions passed through Postal Ballot held on March 29,2019 for their appointments upto August 12,2019 and re-appointments from August 13,2019 to August 12,2022 shall remain unchanged.

Also Resolved That the approval of the members already sought through Postal Ballot for the remuneration shall be valid i.e. (i) expiry of the existing term.i.e upto August 12,2019 and (ii) on the terms & conditions of the re-appointment & remuneration from August 13,2019 to August 12,2022 of Sh. Rajiv Gupta, Chairman & Managing Director & CEO, Smt. Arti Gupta, Joint Managing Director and Sh. Arun Mitter, Executive Director of the company.

Further Resolved That the Board of Directors of the company be and is hereby authorized to do all acts, deeds, matters and things as may be necessary, proper or desirable or expedient to give effect to this resolution

Proposed by	Mr.B.B, Jain
Seconded by	Mr.Chetan Chadha

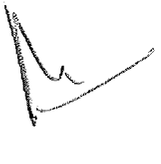
On the basis of consolidated report of the Scrutinizer on remote E-Voting and voting through Ballot Papers, the resolution was passed with majority.

Resolution No.8

To consider and if thought fit, to pass with or without modification, the following Resolution as a Special Resolution:-

RE-APPOINTMENT OF SH. BHARAT KUMAR (DIN:01090141) NON EXECUTIVE INDEPENDENT DIRECTOR.

The next item related to re-appointment of Sh. Bharat Kumar,Non Executive Independent Director as a Special Resolution.



"Resolved That pursuant to provision of Section 149, 152 and any other applicable provisions of the Companies Act,2013(hereinafter referred to as "the Act") the rules made there under read with Schedule IV to the Act and the applicable provisions of SEBI(LODR) Regulations,2015(hereinafter referred to as the SEBI Listing Regulations) and the amendments thereto(including any statutory modification(s) or re-enactment(s), thereof, for the time being in force), based on the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the company, Sh. Bharat Kumar(DIN:-01090141) who was appointed as an Independent Director of the company for a term of five years upto September 17,2019 and is eligible for being re-appointed as an Independent Director not liable to retire by rotation and in respect of whom a notice in writing pursuant to the Section 160 of the Act has been received in the prescribed manner and considering the report of his performance evaluation be and is hereby re-appointed as an Independent Director on the Board of the company for a second term of five consecutive years effective from September 18,2019 to September 17,2024."

"Resolved Further That pursuant to Regulation 17(1A) of SEBI(LOFR) Regulations,2015, approval of the members, be and is hereby also accorded to the continuation of directorship of Sh. Bharat Kumar(DIN:01090141) after he attains the age of 75 years during the continuation of his re-appointment as a Non Executive Independent Director of the company, not liable to retire by rotation".

"Resolved Further That pursuant to the provisions of Section 149, 197 and other applicable provisions of the Act and the Rules made there under, Sh. Bharat Kumar, be paid such sitting fees(remuneration) as the Board may approve from time to time and subject to such limits, prescribed or as may be prescribed from time to time."

Proposed by	Mr. Subhash Jain
Seconded by	Mrs. Nisha Jain

On the basis of consolidated report of the Scrutinizer on remote E-Voting and voting through Ballot Papers, the resolution was passed with majority.

Resolution No.9

To consider and if thought fit, to pass with or without modification, the following Resolution as a Special Resolution:

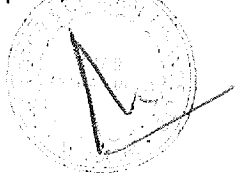
COMPANY'S CONTRIBUTION TO BONAFIDE AND CHARITABLE FUNDS, ETC

The next item related to company's Contribution to bonafide and charitable funds, etc as a Special Resolution

" Resolved That pursuant to of Section 181 and other applicable provisions, if any, of the Companies Act, 2013 , the Board of Directors of the Company be and is hereby authorised to contribute and/or donate, from time to time in any financial year, to any bonafide charitable and other funds, any amount the aggregate of which, may exceed five percent of its average net profits for the three immediately preceding financial years, subject to a limit of Rs. 3 Crores(Rupees Three Crores only) in any one financial year"

Proposed by	Mr. Chetan Chadha
Seconded by	Mr Ravinder Kumar Dua

On the basis of consolidated report of the Scrutinizer on remote E-Voting and voting through Ballot Papers, the resolution was passed with majority.



Resolution No.10.

To consider and if thought fit, to pass with or without modification, the following Resolution as a Special Resolution

RELATED PARTY TRANSACTIONS

The next item related to Related Party Transactions

"Resolved That pursuant to the provisions of Section 188 and all other applicable provisions, if any, of the Companies Act,2013(the Act) read with Rules 15 of the Companies (Meetings of Board and its Powers)Rules, 2014, as amended, till date and read with Regulation 23(4) of SEBI(LODR) Regulations,2015 and the company's policy on Related Party Transaction(s) and subject to such approvals, consents, sanctions and permission as may be necessary, consent of the members be and is hereby accorded to the Board of Directors of the company to enter into the contracts and/or arrangements with the following related parties and its associate companies as defined under the Act, with respect to sale, purchase or supply of any goods or materials, selling or otherwise disposing of or buying, leasing of property of any kind, availing or rendering of any services or any other transactions of whatever nature, giving and taking of ICD's & appointment to an office or place or profit in the company or associate company or reimbursement of any transaction or any other transaction of whatever nature with related parties on such terms and conditions as may be mutually agreed upon between the Board of Directors of the company and the related parties and the company hereby approves, ratifies and confirms the said agreements entered into or to be entered into with the related parties with the total amount of related parties transactions not to exceed Rs. 300 Crores:-

Sl No.	Name of Related Party	Period of Contract	Particulars of Contract	Value (₹.In Crores)
1.	India Lease Development Ltd	1st October, 2017 to 30th September, 2021	Selling or otherwise disposing of, or buying/leasing of property of any kind and availing or rendering of any services or appointment to an office or place of profit ICDs taken/given, etc	10
2.	Jayabahrat Credit Ltd	-do-	-do-	20
3.	Bahubali Services Pvt Ltd	-do-	-do-	30
4.	MGF Estates Pvt Ltd	-do-	-do-	10
5.	MGF Securities Pvt Ltd	-do-	-do-	10

6.	Cards Services India Pvt Ltd	-do-	-do-	10
7.	Associated Traders & Engineers Pvt Ltd	-do-	-do-	10
8.	Local Goods Carriers Pvt Ltd	-do-	-do-	10
9.	Ram Prakash & Co Pvt Ltd	-do-	-do-	80
10.	Grosvenor Estates Pvt Ltd	-do-	-do-	25
11.	Gee Gee Holdings Pvt Ltd	-do-	-do-	25
12.	In additions to the above related parties i.e. from SlNo.1 to 11 any other related party/parties which may be defined under the Act	-do-	-do-	60
	Total Rs.			**300**

"Resolved Further That approval of the members be and is hereby accorded to the Board of Directors(which expression shall include the Audit Committee or any other Committee thereof for the time being exercising the powers conferred by this resolution) of the company to approve transactions and the terms and conditions with any of the aforesaid related party/ies, and to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters, arising out of and incidental thereto and to sign and execute all deeds, applications, documents, writings, that may be required, on behalf of the company and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental thereto as the Board may in its absolute discretion deem fit, without being required to seek any further consent or approvals of the members otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution for the purpose of giving effect to this Resolution".

Proposed by Mrs. Pushplata Jain

Seconded by Mr. S.K. Gupta

On the basis of consolidated report of the Scrutinizer on remote E-Voting and voting through Ballot Papers, the resolution was passed with majority.

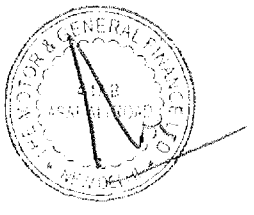
Resolution No.11

To consider and if thought fit, to pass with or without modification, the following Resolution as an Ordinary Resolution:

RATIFICATION OF COST AUDITORS' REMUNERATION

The next item relates to ratification of Cost Auditor's Remuneration as an **Ordinary Resolution**

"Resolved That pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act,2013(including any statutory modification or re-enactment thereof for the time being in force) and the Companies(Audit and Auditors)



Rules,2014, as amended, from time to time, the company on the recommendation of the Audit Committee hereby ratifies the remuneration of Rs. 40,000(Rupees Forty Thousand only) plus GST as applicable, payable to M/s PCK & Associates, Cost Accountants, who are appointed as Cost Auditors to conduct the audit of cost records maintained by the company for the financial year 2018-19

Resolved Further That the Board of Directors of the company be and is hereby authorized to do all acts, matters, deeds and things and take all such steps as may be necessary , proper or expedient to give effect to this Resolution."

Proposed by	Mr. Om Prakash Jain
Seconded by	Mr. S.K. Gupta

On the basis of consolidated report of the Scrutinizer on remote E-Voting and voting through Ballot Papers, the resolution was passed with majority.

VOTE OF THANKS

The Company Secretary Sh.M.K. Madan thanked the Chairman of the meeting and all the dignitaries present on the dias and all the members present at the meeting.

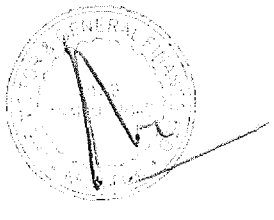
The Chairman of the meeting informed the members that to pass the resolutions, it is either through e-voting, Ballot Post or Ballot in the meeting. He stated that the members who have utilized the e-voting facility is not permitted to have ballot facility. Others who have not exercised their right in e-voting or Ballot Post, they are welcome to use the vote ballot facility in the meeting and were advised to exercise their right to cast their vote by ballot. Ballot Papers were provided on request.

Conduct of Poll

Ms. Anjali Yadav of M/s Anjali Yadav & Associates, Practicing Company Secretaries, Scrutinizer appointed for the purpose assisted the members for casting their votes through Poll in the meeting. Before start of voting on Poll, the Ballot Papers were distributed to the members and proxies. Empty Ballot boxes were shown to the members in the presence of members and proxy holders and thereafter the same were sealed. After ensuring that all members and proxies participating in the Poll have casted their votes, the Scrutinizer declared the closing of the Poll. The Scrutinizer then took custody of the ballot boxes.

Results of the Electronic voting and Poll on the Ordinary and Special Business at the 89th Annual General Meeting of the company held on Wednesday, the September 25,2019.

The consolidated report on e-voting along with the results of the Poll received from the Scrutinizer is as under:-



To,

The Chairman
89th Annual General Meeting of Equity Shareholders of
The Motor & General Finance Limited
MGF House, 4/17-B,
Asaf Ali Road,
New Delhi-110002

SCRUTINIZER'S REPORT(CONSOLIDATED)

Dear Sir,

I, Anjali Yadav of M/s Anjali Yadav & Associates, Practicing Company Secretaries(FCS No.6628, C.P. No.7257) having office at B-6/32, Sector 15, Rohini, Delhi-110089 have been appointed as Scrutinizer for the purpose of scrutinizing e-voting, postal ballot and well as poll on the day of 89th Annual General Meeting .

1. E-voting, Postal Ballot and Poll have been carried out in fair and transparent manner.
2. Brief summary of the poll is as under:-

Ordinary Business

Resolution No.1:

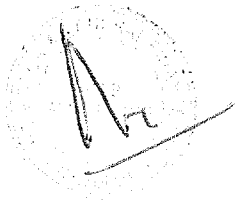
To receive, consider and adopt the Audited Standalone Financial Statements of the company for the Financial Year ended March 31,2019 and the reports of the Directors and Auditors thereon(Ordinary Resolution).

(i) Voted in favour of the resolution:

	Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast in favour
E-voting	53	14069351	99.82
Ballot	111	24805	0.18
Total	164	14094156	100

(ii) Voted against the resolution:

	Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast in favour
E-voting	-	-	-
Ballot	-	-	-
Total	-	-	-



(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total numbers of invalid votes
5	410
-	-

Resolution No.2

To receive, consider and adopt the Audited Consolidated Financial Statements of the company for the Financial year ended March 31,2018 (Ordinary Resolution)

(i) Voted in favour of the resolution:

	Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast in favour
E-voting	52	14069347	99.82
Ballot	111	24805	0.18
Total	163	14094152	100

(ii) Voted against the resolution:

	Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast in favour
E-voting	1	4	-
Ballot	-	-	-
Total	1	4	-

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total numbers of invalid votes
5	410
-	-

Resolution No.3

To appoint a Director in place of Sh. Rajiv Gupta(DIN:00022964), Chairman & Managing Director & CEO who retires by rotation and being eligible, offers himself for re-appointment(Ordinary Resolution)

(i) Voted in favour of the resolution:

	Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast in favour
E-voting	30	2472242	99.01
Ballot	111	24805	0.99
Total	141	2497047	100

(ii) Voted against the resolution:

	Number of members voted	Number of votes cast by them	% of the total number of valid votes cast
E-voting	3	8	-
Ballot	-	-	-
Total	3	8	-

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of invalid votes
5	410
-	-

Resolution No.4 :-

To appoint a Director in place of Smt. Arti Gupta (DIN:0023237), Joint Managing Director who retires by rotation and being eligible, offers herself for re-appointment(Ordinary Resolution)

(i) Voted in favour of the resolution:

	Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast in favour
E-voting	30	2472242	99.01
Ballot	111	24805	0.99
Total	141	2497047	100

(ii) Voted against the resolution:

	Number of members voted	Number of votes cast by them	% of the total number of valid votes cast
E-voting	3	8	-
Ballot	-	-	-
Total	3	8	-

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of invalid votes
5	410
-	-

Resolution No.5

To appoint a Director in place of Sh. Arun Mitter (DIN:00022941), Executive Director, who retires by rotation and being eligible, offers himself for re-appointment(Ordinary Resolution)

(i) Voted in favour of the resolution:

	Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast in favour
E-voting	40	7093933	99.66
Ballot	111	24805	0.34
Total	151	7118738	100

(ii) Voted against the resolution:

	Number of members voted	Number of votes cast by them	% of the total number of valid votes cast
E-voting	3	8	-
Ballot	-	-	-
Total	3	8	-

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of invalid votes
5	410
-	-

Resolution No.6

To fix the remuneration of Statutory Auditors, M/s Jagdish Chand & Co, Chartered Accountants(ICAI Firm Registration No. 000129N) in terms of provisions of Section 142 of the Companies Act,2013, for the Financial Year 2019-20(Ordinary Resolution)

(i) Voted in favour of the resolution:

	Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast in favour
E-voting	50	14069343	99.82
Ballot	111	24805	0.18
Total	161	14094148	100

(ii) Voted against the resolution:

	Number of members voted	Number of votes cast by them	% of the total number of valid votes cast
E-voting	3	8	-
Ballot	-	-	-
Total	3	8	-

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of invalid votes
5	410
-	-

Special Business

Resolution No.7

To approve under Regulation 17(6)(e) of SEBI(LODR) Regulations,2015, the remuneration payable to Sh. Rajiv Gupta(DIN:00011964), Smt. Arti Gupta(DIN:00023237) and Sh. Arun Mitter(DIN:00022941) Promoter Executive Directors (Special Resolution)

(i) Voted in favour of the resolution:

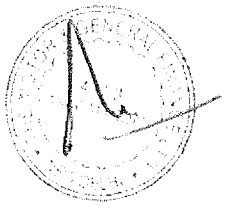
	Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast in favour
E-voting	46	10548000	99.77
Ballot	111	24805	0.23
Total	157	10572805	100

(ii) Voted against the resolution:

	Number of members voted	Number of votes cast by them	% of the total number of valid votes cast
E-voting	3	8	-
Ballot	-	-	
Total	3	8	-

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of invalid votes
5	410
-	-



Resolution No.8

Re-appointment of Sh. Bharat Kumar(DIN:01090141) Non Executive Independent Director (Special Resolution)

(i) Voted in favour of the resolution:

	Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast in favour
E-voting	50	14069343	99.82
Ballot	111	24805	0.18
Total	161	14094148	100

(ii) Voted against the resolution:

	Number of members voted	Number of votes cast by them	% of the total number of valid votes cast
E-voting	3	8	-
Ballot	-	-	-
Total	3	8	-

(iii) Invalid votes:

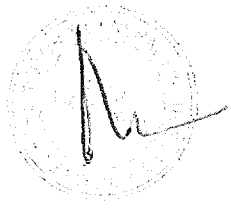
Total number of members whose votes were declared invalid	Total number of invalid votes
5	410
-	-

Resolution No.9

Contribution to Bonafide, Charitable and Other Funds(Subject to a limit of Rs. 3 Crores in any one Financial Year(Special Resolution)

(i) Voted in favour of the resolution:

	Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast in favour
E-voting	50	14069343	99.82
Ballot	111	24805	0.18
Total	161	14094148	100



(ii) Voted against the resolution:

	Number of members voted	Number of votes cast by them	% of the total number of valid votes cast
E-voting	3	8	-
Ballot	-	-	-
Total	3	8	-

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of invalid votes
5	410
-	-

Resolution No.10:

Related Party Transactions(Special Resolution)

(i) Voted in favour of the resolution:

	Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast in favour
E-voting	39	3572590	99.31
Ballot	111	24805	0.69
Total	150	3597395	100

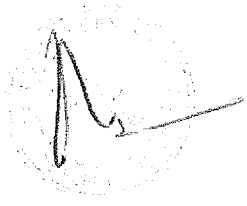
(ii) Voted against the resolution:

	Number of members voted	Number of votes cast by them	% of the total number of valid votes cast
E-voting	3	8	-
Ballot	-	-	-
Total	3	8	-

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of invalid votes
5	410
-	-

Related Party excluded from the voting on Resolution No.10 of the Notice of the 89th Annual General Meeting of the Company .



Resolution No.11:
Ratification of Cost Auditors Remuneration(Ordinary Resolution)

(i) Voted in favour of the resolution:

	Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast in favour
E-voting	49	14069338	99.82
Ballot	111	24805	0.18
Total	160	14094143	100

(ii) Voted against the resolution:

	Number of members voted	Number of votes cast by them	% of the total number of valid votes cast
E-voting	4	13	-
Ballot	-	-	-
Total	4	13	-

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of invalid votes
5	410
-	-

The Electronic data, ballot papers and all other relevant records relating to Remote e-voting and ballot process is under our safe custody and will be handed over to the company Secretary for preserving after the Chairman consider approves and signs the minutes of the Annual General Meeting.

CS Anjali Yadav
(Scrutinizer)

C.P. No.7257 Membership No.FCS 6628

All the above resolutions were passed with absolute and requisite majority where applicable through e-voting and poll process.

The AGM commenced at 11.30 P.M. and concluded at 12.20 P.M with a vote of thanks to the Chairman of the meeting.

(ARUN MITTER)
CHAIRMAN OF THE MEETING

Place: New Delhi
Date : September 25,2019