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MINUTES OF THE 12<sup>TH</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF UNIINFO TELECOM SERVICES LIMITED HELD ON THURSDAY, 29<sup>TH</sup> SEPTEMBER, 2022 AT 12.00 P.M. THROUGH VIDEO CONFERENCING (VC)/OTHER AUDIO-VISUAL MEANS (OAVC) FOR WHICH PURPOSE THE REGISTERED OFFICE SITUATED AT 403, CHETAK CENTRE, 12/2 RNT MARG, INDORE (M.P.) - 452001, WAS DEEMED AS THE VENUE FOR THE MEETING.

Serial Number of the meeting - AGM/12/2021-22

Time of Commencement of Meeting: 12.00 p.m.

Time of Conclusion of Meeting: 12.25 p.m.

**1. DIRECTORS PRESENT:**

Mr. Kishore Kumar Bhuradia	: Chairman & Managing Director
Mr. Pranay Kumar Parwal	: Wholetime Director
Mr. Anil Kumar Jain	: Wholetime Director
Mr. Prakash Chandra Chhajed	: Independent Director (also, as the Chairman Audit Committee, Nomination & Remuneration Committee & Independent Director Meeting)
Mr. Pramod Deogirikar	: Independent Director
Mrs. Sudha Rathi	: Independent Director (also, as the Chairperson of Corporate Social Responsibility Committee & Stakeholder Relationship Committee)

**ALSO, PRESENT:**

Mr. Anil Kumar Jain	: Chief Financial Officer (CFO)
CS Manish Maheshwari	: Secretarial Auditor & Scrutinizer
CA Abhay Sharma	: Statutory Auditor

**IN ATTENDANCE**

Ms. Astha Jain	: Company Secretary & Compliance Officer
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**NUMBER OF MEMBERS AS ON THE CUT-OFF DATE AND REQUIREMENT OF QUORUM FOR THE AGM:**

As per records made available by M/s. Link Intime India Private Limited, the Registrar & Share Transfer Agent on the Cut-off date i.e., 22<sup>nd</sup> September, 2022

CHAIRMAN'S  
INITIALS



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

there were 1720 members of the Company who were entitled to attend and vote at the 12<sup>th</sup> Annual General Meeting and Minimum 15 members were required to constitute the valid quorum for the 12<sup>th</sup> AGM.

**CHAIRMAN:**

Mr. Kishore Kumar Bhuradia was the Chairman & Managing Director of the Meeting. Mr. Kishore Kumar Bhuradia took the chair.

**PRESENCE OF QUORUM:**

At the 12<sup>th</sup> Annual General Meeting total 21 (Twenty-One) Members were present through Video Conferencing and participated at the AGM.

**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 provisions of the Companies Act, 2013 have been available for inspection of the members.

**PROCEEDINGS AT THE AGM:**

As per Article 102 of the Article of Association of the Company Mr. Kishore Kumar Bhuradia, Chairman of the Company occupied the Chair for the Meeting. The requisite quorum being present, the Chairman called the meeting in order.

CS Astha Jain, Company Secretary & Compliance Officer of the Company welcomed all the Members, Statutory Auditors, Secretarial Auditor & Scrutinizer and introduced the Directors through roll call, to the 12<sup>th</sup> Annual General Meeting (AGM) of the members of Uniinfo Telecom Services Limited held on Thursday, the 29<sup>th</sup> day of September, 2022 at 12:00 pm through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") in accordance with the circulars and guidelines issued by Ministry of Corporate Affairs and Securities and Exchange Board of India. All the Directors, KMP and Auditors of the Company attended the meeting through Video Conferencing.

The Chairman thereafter delivered the chairman speech to the members at the Annual General Meeting. The Company Secretary further informed that Notice of convening 12<sup>th</sup> Annual General Meeting, Director's report along with annexures thereto, the Audited Financial statements along with notes for the financial year ended March 31<sup>st</sup>, 2022, the Statutory Auditor's Report and Secretarial Audit Report for the financial year ended March 31<sup>st</sup>, 2022 have already been circulated to members by electronic mode as per the records of Registrar.

CHAIRMAN'S  
INITIALS

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

Thereafter the Company Secretary requested the Members to consider and cast the e-votes on the Ordinary Business and Special Business if not done so as mentioned in the Notice of AGM for Item No. 1 to 7 and on the instructions of the Chairman the CS read out the following Agenda Items one by one.

Sr. No.	Type of Resolution	Item
<b>A. Ordinary Business</b>		
1.	Ordinary	To receive, consider and adopt the Audited Financial Statements (including the Consolidated Financial Statements) of the Company for the year ended 31 <sup>st</sup> March, 2022, including the Audited Balance Sheet as on 31 <sup>st</sup> March, 2022, the statement of profit and loss and Cash Flow Statement for the year ended and the Reports of the Board of Directors and Auditors Report thereon.
2.	Ordinary	To appoint a director in place of Mr. Anil Kumar Jain (DIN: 00370633), Wholetime Director who is liable to retire by rotation at this Annual General Meeting and being eligible offers himself for re-appointment.
<b>B. Special Business</b>		
3.	Special	To approve the Re-appointment of Mr. Kishore Kumar Bhuradia (DIN: 03257728) as Managing Director of the Company for a period of five years w.e.f. 29 <sup>th</sup> December, 2022 upto 28 <sup>th</sup> December, 2027.
4.	Special	To approve the Re-appointment of Mr. Pranay Kumar Parwal (DIN:03257731) as Wholetime Director of the Company for a period of five years w.e.f. 29 <sup>th</sup> December, 2022 upto 28 <sup>th</sup> December, 2027.
5.	Special	To approve the Re-appointment of Mr. Anil Kumar Jain (DIN: 00370633) as Wholetime Director of the Company for a period of five years w.e.f. 29 <sup>th</sup> December, 2022 upto 28 <sup>th</sup> December, 2027.
6.	Special	To approve the Re-appointment of Mr. Prakash Chandra Chhajed (DIN: 08037849) as an Independent Director for the second term of five

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

		years w.e.f. 29 <sup>th</sup> December, 2022 upto 28 <sup>th</sup> December, 2027 and also to approve his appointment pursuant to SEBI (LODR), 2015 as Mr. Prakash Chandra Chhajed is going to attain the age of 75 Years on 8 <sup>th</sup> July, 2024.
7.	Special	To approve the Re-appointment of Mrs. Sudha Rathi (DIN: 00353472) as an Independent Director for the second term of five years w.e.f. 29 <sup>th</sup> December, 2022 upto 28 <sup>th</sup> December, 2027.

**REMOTE E-VOTING & VOTING AT AGM VENUE**

The Company Secretary, CS Astha Jain informed that as per the requirements of the Companies Act, 2013 the Remote-E-voting was commenced from 26<sup>th</sup> September, 2022 at 9:00 A.M. and has already completed on 28<sup>th</sup> September, 2022 at 5.00 P.M. (I.S.T.) and voting at the General Meeting shall be conducted electronically.

The Members who are in the records of the Company as on the cut-off date i.e., 22<sup>nd</sup> September, 2022 shall only be entitled to participate in the voting process.

The members can vote electronically in the meeting. Member who has already casted his vote by Remote E-voting shall not be entitled to caste their e-vote during the meeting.

She further informed that M/s. M. Maheshwari & Associates, Practicing Company Secretaries, Indore were appointed as Scrutinizer to scrutinize the votes cast through remote e-voting and e-voting during the meeting.

No query has been registered or raised from shareholders.

The Company Secretary considered and informed to the members that the results of the Meeting would be announced within 48 hours from the conclusion of the Annual General Meeting upon receipt of report from Scrutinizer and the same shall be posted on the website of the Company, NSE and CDSL. The date of passing of resolutions would be the date of AGM i.e. 29<sup>th</sup> September, 2022.

**ALL THE RESOLUTIONS AS PER THE NOTICE CONVENING THE AGM WERE PASSED AS DETAILED BELOW: -**

CHAIRMAN'S  
INITIALS



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

**ORDINARY BUSINESS: -****1. ADOPTION OF FINANCIAL STATEMENTS: -**

To receive, consider and adopt the Audited Financial Statements (including the Consolidated Financial Statements) of the Company for the year ended 31st March, 2022, including the Audited Balance Sheet as on 31st March, 2022, the statement of Profit and Loss and Cash Flow Statement for the year ended and the Reports of the Board of Directors and Auditors Report thereon and, in this regard, pass the following Resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** the Audited Financial Statements of the Company (including the Consolidated Financial Statements) for the financial year ended 31st March, 2022 including Audited Balance Sheet as at 31st March, 2022, the Statement of Profit & Loss Account and the Cash Flow Statement for the year ended together with the Board Reports and Auditors Report thereon be and are hereby considered and adopted.”

**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 - in against	% of Votes Polled in favour on votes polled = $(4)/(2)] * 100$	% of Votes Polled in against on votes polled = $(5)/(2)] * 100$
		(1)	(2)	(3)	(4)	(5)	(6)	(7)
Promoter and Promoter group	E-Voting	5444080	5444080	100	5444080	0	100	0
	Poll							
	Postal Ballot							
	<b>Total</b>	<b>5444080</b>	<b>5444080</b>	<b>100</b>	<b>5444080</b>	<b>0</b>	<b>100</b>	<b>0</b>
Public Institutions	E-Voting	0	0	0	0	0	0	0
	Poll							
	Postal Ballot							
	<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public Non-Institutions	E-Voting	5249040	1265774	24.11	1263773	2001	99.84	0.16
	Poll							
	Postal Ballot							
	<b>Total</b>	<b>5249040</b>	<b>1265774</b>	<b>24.11</b>	<b>1263773</b>	<b>2001</b>	<b>99.84</b>	<b>0.16</b>
<b>Total</b>		<b>10693120</b>	<b>6709854</b>	<b>62.75</b>	<b>6707853</b>	<b>2001</b>	<b>99.97</b>	<b>0.03</b>

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

Based on the aforesaid results, given by the Scrutinizer, Chairman declared that Resolution No. 1 was passed by requisite Majority as an Ordinary Resolution.

**2. DIRECTOR LIABLE TO RETIRE BY ROTATION: -**

To appoint a director in place of Mr. Anil Kumar Jain (DIN: 00370633), who retires by rotation and being eligible offer himself for re-appointment, and in this regard, pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT Mr. Anil Kumar Jain (DIN: 00370633), who retires by rotation at this Annual General Meeting and being eligible, who has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

The Results of the Voting are as under: -

Resolution required: (Ordinary/Special)			Ordinary					
Whether Promoter/Promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of Votes Polled (2)	% of Votes Polled on Outstanding Shares = $[(2)/(1)]*100$ (3)	No. of Votes - in favour (4)	No. of Votes - in against (5)	% of Votes Polled in favour on votes polled = $(4)/(2)]*100$ (6)	% of Votes Polled in against on votes polled = $(5)/(2)]*100$ (7)
Promoter and Promoter group	E-Voting	5444080	5444080	100	5444080	0	100	0
	Poll							
	Postal Ballot							
	<b>Total</b>	<b>5444080</b>	<b>5444080</b>	<b>100</b>	<b>5444080</b>	<b>0</b>	<b>100</b>	<b>0</b>
Public Institutions	E-Voting	0	0	0	0	0	0	0
	Poll							
	Postal Ballot							
	<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public Non-Institutions	E-Voting	5249040	1265554	24.11	1263553	2001	99.84	0.16
	Poll							
	Postal Ballot							
	<b>Total</b>	<b>5249040</b>	<b>1265554</b>	<b>24.11</b>	<b>1263553</b>	<b>2001</b>	<b>99.84</b>	<b>0.16</b>
<b>Total</b>		<b>10693120</b>	<b>6709634</b>	<b>62.75</b>	<b>6707633</b>	<b>2001</b>	<b>99.97</b>	<b>0.03</b>

Based on the aforesaid results, given by the Scrutinizer, Chairman declared that Resolution No. 2 was passed by requisite Majority as an Ordinary Resolution.

CHAIRMAN'S  
INITIALS

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

**3. RE-APPOINTMENT OF MR. KISHORE KUMAR BHURADIA (DIN:03257728) AS CHAIRMAN AND MANAGING DIRECTOR (KEY MANAGERIAL PERSONNEL) OF THE COMPANY:-**

To consider and pass, the following resolution as **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Sections 117, 196, 197 and 203 read with Schedule V and Article of Association of the Company as amended from time to time and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment (s) thereof for the time being in force), the approval of the members of the Company be and is hereby accorded to approve the terms of re-appointment and remuneration of Mr. Kishore Kumar Bhuradia (DIN: 03257728) as the Chairman and Managing Director (Key Managerial Personnel) of the Company, for a period of Five (5) years effective from December 29, 2022 upto December 28, 2027 as recommend by the Nomination & Remuneration Committee and approved by the Board of Directors, on the terms and conditions including remuneration as set out in explanatory statement annexed to the notice convening this meeting, with liberty to the Board of Directors to alter and vary the terms and conditions of the said re-appointment and/or remuneration as it may deem fit and as may be agreed by Mr. Kishore Kumar Bhuradia, subject to the applicable provisions of the Companies Act, 2013 or any statutory modifications or re-enactment thereof.”

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

**The Results of the Voting are as under: -**

Resolution (Ordinary/Special)			required: <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 - in against	% of Votes Polled in favour on votes polled = $(4)/(2)*100$	% of Votes Polled in against on votes polled = $(5)/(2)*100$	

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

		(1)	(2)	(3)	(4)	(5)	(6)	(7)
Promoter and Promoter group	E-Voting	5444080	5444080	100	5444080	0	100	0
	Poll							
	Postal Ballot							
	<b>Total</b>	<b>5444080</b>	<b>5444080</b>	<b>100</b>	<b>5444080</b>	<b>0</b>	<b>100</b>	<b>0</b>
Public Institutions	E-Voting	0	0	0	0	0	0	0
	Poll							
	Postal Ballot							
	<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public Non-Institutions	E-Voting	5249040	1265774	24.11	1263773	2001	99.84	0.16
	Poll							
	Postal Ballot							
	<b>Total</b>	<b>5249040</b>	<b>1265774</b>	<b>24.11</b>	<b>1263773</b>	<b>2001</b>	<b>99.84</b>	<b>0.16</b>
<b>Total</b>		<b>10693120</b>	<b>6709854</b>	<b>62.75</b>	<b>6707853</b>	<b>2001</b>	<b>99.97</b>	<b>0.03</b>

*Based on the aforesaid results, given by the Scrutinizer, Chairman declared that Resolution No. 3 was passed by requisite Majority as Special Resolution.*

4. **RE-APPOINTMENT OF MR. PRANAY KUMAR PARWAL (DIN:03257731) AS A WHOLETIME DIRECTOR OF THE COMPANY:-**

To consider and pass, the following resolution as **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Sections 117, 152, 196, 197 and 203 read with Schedule V and Article of Association of the Company as amended from time to time and all other applicable provisions of the Companies Act, 2013, and the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or reenactment (s) thereof for the time being in force) the approval of the members of the Company be and is hereby accorded to approve the terms of re-appointment and remuneration of Mr. Pranay Kumar Parwal (DIN:03257731) as a Whole Time Director of the Company, for a period of Five (5) years effective from December 29, 2022 upto December 28, 2027 as recommend by the Nomination & Remuneration Committee and approved by the Board of Directors, on the terms and conditions including remuneration as set out in explanatory statement annexed to the notice convening this meeting, with liberty to the Board of Directors to alter and vary the terms and conditions of the said re-appointment and/or remuneration as it may deem fit and as may be agreed by Mr. Pranay Kumar Parwal, subject to the applicable provisions of the Companies Act, 2013 or any statutory modifications or re-enactment thereof.

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

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

**The Results of the Voting are as under: -**

Resolution (Ordinary/Special) required:			Ordinary					
Whether Promoter/Promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of Votes Polled (2)	% of Votes Polled on Outstanding Shares = $[(2)/(1)]*100$ (3)	No. of Votes - in favour (4)	No. of Votes - in against (5)	% of Votes Polled in favour on votes polled = $(4)/(2)]*100$ (6)	% of Votes Polled in against on votes polled = $(5)/(2)]*100$ (7)
Promoter and Promoter group	E-Voting	5444080	5444080	100	5444080	0	100	0
	Poll							
	Postal Ballot							
	<b>Total</b>	<b>5444080</b>	<b>5444080</b>	<b>100</b>	<b>5444080</b>	<b>0</b>	<b>100</b>	<b>0</b>
Public Institutions	E-Voting	0	0	0	0	0	0	0
	Poll							
	Postal Ballot							
	<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public Non-Institutions	E-Voting	5249040	1265774	24.11	1263773	2001	99.84	0.16
	Poll							
	Postal Ballot							
	<b>Total</b>	<b>5249040</b>	<b>1265774</b>	<b>24.11</b>	<b>1263773</b>	<b>2001</b>	<b>99.84</b>	<b>0.16</b>
<b>Total</b>		<b>10693120</b>	<b>6709854</b>	<b>62.75</b>	<b>6707853</b>	<b>2001</b>	<b>99.97</b>	<b>0.03</b>

*Based on the aforesaid results, given by the Scrutinizer, Chairman declared that Resolution No. 4 was passed by requisite Majority as Special Resolution.*

**5. RE-APPOINTMENT OF MR. ANIL KUMAR JAIN (DIN:00370633) AS A WHOLETIME DIRECTOR OF THE COMPANY: -**

To consider and pass, the following resolution as Special Resolution:

"RESOLVED THAT pursuant to the provisions of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Sections 117, 152, 196, 197 and 203 read with Schedule V and Article of Association of the Company as amended from time to time and all other applicable provisions of the Companies Act, 2013, and the Companies (Appointment & Remuneration of Managerial Personnel)

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

Rules, 2014 (including any statutory modification or reenactment (s) thereof for the time being in force) the approval of the members of the Company be and is hereby accorded to approve the terms of re-appointment and remuneration of Mr. Anil Kumar Jain (DIN:00370633) as a Whole Time Director of the Company, for a period of Five (5) years effective from December 29, 2022 upto December 28, 2027 as recommend by the Nomination & Remuneration Committee and approved by the Board of Directors, on the terms and conditions including remuneration as set out in explanatory statement annexed to the notice convening this meeting, with liberty to the Board of Directors to alter and vary the terms and conditions of the said re-appointment and/or remuneration as it may deem fit and as may be agreed by Mr. Anil Kumar Jain, subject to the applicable provisions of the Companies Act, 2013 or any statutory modifications or re-enactment thereof.

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

**The Results of the Voting are as under: -**

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 = $\frac{[(2)/(1)]}{100}$	No. of Votes - in favour	No. of Votes - in against	% of Votes Polled in favour on votes polled = $\frac{[(4)/(2)]}{100}$	% of Votes Polled in against on votes polled = $\frac{[(5)/(2)]}{100}$
		(1)	(2)	(3)	(4)	(5)	(6)	(7)
Promoter and Promoter group	E-Voting	5444080	5444080	100	5444080	0	100	0
	Poll							
	Postal Ballot							
	<b>Total</b>	<b>5444080</b>	<b>5444080</b>	<b>100</b>	<b>5444080</b>	<b>0</b>	<b>100</b>	<b>0</b>
Public Institutions	E-Voting	0	0	0	0	0	0	0
	Poll							
	Postal Ballot							
	<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public Non-Institutions	E-Voting	5249040	1265774	24.11	1263773	2001	99.84	0.16
	Poll							
	Postal Ballot							
	<b>Total</b>	<b>5249040</b>	<b>1265774</b>	<b>24.11</b>	<b>1263773</b>	<b>2001</b>	<b>99.84</b>	<b>0.16</b>
<b>Total</b>		<b>10693120</b>	<b>6709854</b>	<b>62.75</b>	<b>6707853</b>	<b>2001</b>	<b>99.97</b>	<b>0.03</b>

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

*Based on the aforesaid results, given by the Scrutinizer, Chairman declared that Resolution No. 5 was passed by requisite Majority as Special Resolution.*

**6. RE-APPOINTMENT OF MR. PRAKASH CHANDRA CHHAJED (DIN:08037849) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:-**

To consider and pass, the following resolution as **Special Resolution**:

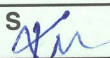
“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Articles of Association of the Company, approval & recommendation of the Nomination & Remuneration Committee, and the approval of the Board of Directors to this effect, Mr. Prakash Chandra Chhajed (DIN: 08037849), who holds office as an independent director up to December 28, 2022 be and is hereby reappointed as an independent director, not liable to retire by rotation, for a second term of five years with effect from December 29, 2022 upto December 28, 2027.

“RESOLVED FURTHER THAT pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulation 2018, as amended and other applicable provisions, if any, of the Companies Act, 2013, and Rules framed thereunder, consent of the Members of the Company, be and is hereby also accorded to the re-appointment of Mr. Prakash Chandra Chhajed (DIN: 08037849), as an Independent Director, for his second term of five year ending on December 28, 2027, notwithstanding the fact that, Mr. Prakash Chandra Chhajed, Independent Director of the Company will attain the age of 75 years on 8<sup>th</sup> July, 2024, but he will continue to be the Independent Director of the Company till 28<sup>th</sup> December, 2027, subject to the necessary compliance as applicable in this regards.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to any other officer(s) / authorized representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**The Results of the Voting are as under: -**

Resolution (Ordinary/Special)	required:	Ordinary
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CHAIRMAN'S INITIALS 

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

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 - in against	% of Votes Polled in favour on votes polled = $(4)/(2)]*100$	% of Votes Polled in against on votes polled = $(5)/(2)]*100$
		(1)	(2)	(3)	(4)	(5)	(6)	(7)
Promoter and Promoter group	E-Voting	5444080	5444080	100	5444080	0	100	0
	Poll							
	Postal Ballot							
	<b>Total</b>	<b>5444080</b>	<b>5444080</b>	<b>100</b>	<b>5444080</b>	<b>0</b>	<b>100</b>	<b>0</b>
Public Institutions	E-Voting	0	0	0	0	0	0	0
	Poll							
	Postal Ballot							
	<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public Non-Institutions	E-Voting	5249040	1265774	24.11	1263773	2001	99.84	0.16
	Poll							
	Postal Ballot							
	<b>Total</b>	<b>5249040</b>	<b>1265774</b>	<b>24.11</b>	<b>1263773</b>	<b>2001</b>	<b>99.84</b>	<b>0.16</b>
<b>Total</b>		<b>10693120</b>	<b>6709854</b>	<b>62.75</b>	<b>6707853</b>	<b>2001</b>	<b>99.97</b>	<b>0.03</b>

Based on the aforesaid results, given by the Scrutinizer, Chairman declared that Resolution No. 6 was passed by requisite Majority as Special Resolution.

7. **RE-APPOINTMENT OF MRS. SUDHA RATHI (DIN:00353472) AS AN INDEPENDENT DIRECTOR OF THE COMPANY: -**

To consider and pass, the following resolution as **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other relevant provisions of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Articles of Association of the Company, approval and recommendation of the Nomination & Remuneration Committee, and that of the Board, Mrs. Sudha Rathi (DIN: 00353472), who holds office as an independent director up to December 28, 2022 be and is hereby reappointed as an independent director, not liable to retire by rotation, for a second term of five years with effect from December 29, 2022 upto December 28, 2027.

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“RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to any other officer(s) / authorized representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**The Results of the Voting are as under: -**

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 - in against	% of Votes Polled in favour on votes polled = $(4)/(2)]*100$	% of Votes Polled in against on votes polled = $(5)/(2)]*100$
		(1)	(2)	(3)	(4)	(5)	(6)	(7)
Promoter and Promoter group	E-Voting	5444080	5444080	100	5444080	0	100	0
	Poll							
	Postal Ballot							
	<b>Total</b>	<b>5444080</b>	<b>5444080</b>	<b>100</b>	<b>5444080</b>	<b>0</b>	<b>100</b>	<b>0</b>
Public Institutions	E-Voting	0	0	0	0	0	0	0
	Poll							
	Postal Ballot							
	<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public Non-Institutions	E-Voting	5249040	1265774	24.11	1263773	2001	99.84	0.16
	Poll							
	Postal Ballot							
	<b>Total</b>	<b>5249040</b>	<b>1265774</b>	<b>24.11</b>	<b>1263773</b>	<b>2001</b>	<b>99.84</b>	<b>0.16</b>
<b>Total</b>		<b>10693120</b>	<b>6709854</b>	<b>62.75</b>	<b>6707853</b>	<b>2001</b>	<b>99.97</b>	<b>0.03</b>

**Based on the aforesaid results, given by the Scrutinizer, Chairman declared that Resolution No. 7 was passed by requisite Majority as Special Resolution.**

The Company Secretary considered and informed to the members that the results of the Meeting would be announced within 48 hours from the conclusion of the Annual General Meeting upon receipt of report from Scrutinizer and the same shall be posted on the website of the Company, NSE and CDSL. The date of passing of resolutions would be the date of AGM i.e., 29<sup>th</sup> September, 2022.

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**SCRUTINIZERS REPORT:**

After receiving the Scrutinizers and Consolidated Report on Remote E-Voting and E-Voting at AGM for the 12<sup>th</sup> Annual General Meeting dated 29<sup>th</sup> September, 2022, the Chairman declared the following results, on the basis or report submitted by the scrutinizer on 30<sup>th</sup> September, 2022 for the 12<sup>th</sup> Annual General Meeting and also declared that the date of the passing of the resolutions shall be considered as the date of the Annual General Meeting, i.e. 29<sup>th</sup> September, 2022, as under for all the purposes.

**DECLARATION OF RESULTS FOR THE BUSINESSES PROPOSED AT THE 12<sup>TH</sup> ANNUAL GENERAL MEETING:**

With due consideration of the Scrutinizer's Report, the Chairman declared the following results for the 12<sup>th</sup> Annual General Meeting held on Thursday, 29<sup>th</sup> September, 2022 at 12:00 P.M

**VOTE OF THANKS:**

There was no other business to be transacted the Meeting declared as concluded by the Chairman, at 12:25 P.M. on 29<sup>th</sup> September, 2022, with a vote of thanks to the Chair given by CS Astha Jain.

Place: Indore

Date: 28.10.2022



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Kishore Kumar Bhuradia  
Chairman

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