MINUTES OF THE PROCEEDINGS OF THE SIXTEENTH ANNUAL GENERAL MEETING OF MEMBERS OF MAAN ALUMINIUM LIMITED HELD ON FRIDAY, THE 27TH DAY OF SEPTEMBER, 2019 COMMENCED AT 11.00 AM AND CONCLUDED AT 01:00 P.M. AT TIVOLI GRAND RESORT HOTEL, MAIN GT KARNAL ROAD, NEW DELHI

DIRECTORS PRESENT

1. Mr. Ravinder Nath Jain - Chairman & Managing Director
2. Mr. Rajesh Jain - Independent Director
3. Mr. Amit Jain - Independent Director
4. Mr. Ashish Jain - Director
5. Mr. Sandeep Verma - Director
6. Mr. Rajpal Jain - Independent Director
7. Mr. Ashok Jain - Independent Director
8. Mr. Suresh Chandra Malik - Independent Director

IN ATTENDENCE

Mr. Sandeep Agarwal - Company Secretary & Compliance Officer and CFO

Mr. Durgesh Khandelwal - Partner of M/s Khandelwal & Khandelwal Associates, Chartered Accountant

SCRUTINIZER

Ms. Anita Aswal - Company Secretaries in Practice

MEMBERS ATTENDANCE

76 members attended the meeting in person or through their proxies including Bodies Corporate through their various representatives holding 47,55,476 Equity Shares.

CHAIRMAN

Mr. Ravinder Nath Jain, Chairman & Managing Director, occupied the Chair and presided over the meeting.

ATTENDANCE OF COMMITTEE CHAIRMAN

1. Audit Committee - Mr. Amit Jain
2. Remuneration and Nomination Committee - Mr. Rajesh Jain
3. Stakeholders Relationship Committee - Mr. Rajesh Jain

RECORDS AVAILABLE FOR INSPECTION

The following documents and Registers were placed on the Table before the Meeting:

1. Notice convening 16th AGM of the Company.
2. Directors' Report for the Financial Year ended March 31, 2019.
3. Audited Accounts and Auditors' Report for the financial year ended March 31, 2019.
4. Secretarial Audit Report for the financial year ended March 31, 2019.
5. Registers of Director's and Key Managerial Personnel and their Shareholding (remained open for inspection during the Meeting).
6. Proxy Register (remained open for inspection during the Meeting).

CHAIRMAN'S INITIALS

PROCEEDINGS

1. At 11.00 am, the Chairman Mr. Ravidner Nath Jain extended warm greetings to the shareholders, he introduced members of the Board on dais and declared that the requisite quorum for the meeting was present as per Section 103 of the Companies Act, 2013.
2. The Chairman shared with the member the operational performance of the company during Financial Year 2018-19 and also shared with the member the significant events took place during the course of the last year.
3. Thereafter, with the permission of the shareholders present, the Notice convening the meeting and the Annual Accounts & Directors report for the Financial Year 2018-19 was taken as read by the Chairman.
4. There being no qualification, observation or comments on Financial transaction or matters which have any adverse effect on the functioning of the Company, mentioned in the Auditors Report, the Auditors' Report was also taken as read.
5. The Chairman thereafter invited queries from the members on the Accounts and working of the Company and on the resolution contained in the Notice of the Meeting, Several Member addressed the meeting and raised various quires on the Company's Accounts ad business, which were duly replied by the Chairman.
6. The Chairman informed the members that in accordance with the provision of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company has extended e-voting facility to the member of the company in respect of the business to be transacted at the Annual General Meeting. The Procedure and instruction to the member for e-voting were given in the Notice to the meeting: also separately circulated to the members and displayed on the website of the Company. The e-voting commenced at 9.00 a.m. on 24th September, 2019 and ended at 5.00 p.m. on 26th September, 2019.
7. Mrs. Anita Aswal, Company Secretary in Practice (Membership No. 37019), has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
8. The Chairman informed the member that the company has arranged for a poll on all the Twelve (12) resolution contained in the Notice to be passed at the meeting. The Chairman further mentioned that in the view of provision of the section 107 of the Companies Act, 2013 voting by show of hands is not allowed in cases where e-voting is applicable.

The Members were briefed about the process of Poll and empty ballot box was displayed and sealed.

9. The Meeting then proceeded with the following Ordinary Business and Special Business as set out in the Notice sent to individual members at their respective address registered with the Company.

ORDINARY BUSINESS

CHAIRMAN'S INITIALS

1. **ADOPTION OF THE AUDITED BALANCE SHEET AS AT 31ST MARCH 2019, STATEMENT OF PROFIT AND LOSS ACCOUNT FOR THE PERIOD ENDED ON THAT DATE TOGETHER WITH THE REPORT OF DIRECTORS AND AUDITORS THEREON.**

Taking the first item of the Notice, the Company Secretary requested one of the members to propose the resolution relating to adoption of audited accounts.

Mr. Parag Bothra (IN302902/43419338) proposed the following resolution as an Ordinary Resolution:

"RESOLVED THAT the audited Balance Sheet as at 31st March, 2019 and the profit and Loss Account for the year ended as on that date together with the Reports of the Directors and the Auditors thereon be and are hereby considered and adopted."

Mrs. Neena Bothra (1203440000725466) seconded the above resolution.

Mr. Sandeep Agarwal, Company Secretary put the resolution to vote by physical poll.

Results of Remote E-Voting and voting through Ballot Paper of Item No. 1

Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	4415700	0	0.00	0	0	0	0
	Poll		4415700	100.00	4415700	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0	0
	Total	4415700	4415700	100.00	4415700	0	100.00	0.00
Public-Institutions	E-Voting	0	0	0	0	0	0.00	0.00
	Poll		0	0	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0	0	0	0.00	0.00
	Total	0	0	0.00	0	0	0.00	0.00
Public-Non Institutions	E-Voting	2344908	102435	4.3684	102435	0	100.00	0.00
	Poll		239906	10.2309	239906	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0	0
	Total	2344908	342341	14.5993	342341	0	100.00	0.00
Total		6760608	4758041	70.3789	4758041	0	100.00	0.00
	Whether resolution is Pass or Not.						Yes	

On being put to vote, the resolution was passed by majority considering the e-voting and physical poll votes

2. TO CONFIRM THE PAYMENT OF INTERIM DIVIDEND OF RS. 1/- PER EQUITY SHARE OF RS. 10/- EACH FOR THE FINANCIAL YEAR ENDED 31.03.2019.

On the request of Mr. Sandeep Agarwal, Company Secretary, Mr. Parag Bothra (IN302902/43419338) proposed the following resolution regarding declaration of Dividend for the Financial Year 2018-19, as an Ordinary Resolution and Mrs. Neena Bothra (1203440000725466) seconded the resolution:

CHAIRMAN'S INITIALS

"RESOLVED THAT the member hereby confirmed the payment of interim dividend of Rs. 1/- per share (i.e. 10%) on the fully paid up for the Financial year 2018-19 and the member has considered it as final dividend."

Mr. Sandeep Agarwal, Company Secretary put the resolution to vote by physical poll.

Results of Remote E-Voting and voting through Ballot Paper of Item No. 2

Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	4415700	0	0.00	0	0	0	0
	Poll		4415700	100.00	4415700	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0	0
	Total	4415700	4415700	100.00	4415700	0	100.00	0.00
Public-Institutions	E-Voting	0	0	0	0	0	0.00	0.00
	Poll		0	0	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0	0	0	0.00	0.00
	Total	0	0	0.00	0	0	0.00	0.00
Public-Non Institutions	E-Voting	2344908	102435	4.3684	102435	0	100.00	0.00
	Poll		239906	10.2309	239906	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0	0
	Total	2344908	342341	14.5993	342341	0	100.00	0.00
Total		6760608	4758041	70.3789	4758041	0	100.00	0.00
Whether resolution is Pass or Not.							Yes	

On being put to vote, the resolution was passed by majority considering the e-voting and physical poll votes

3. **TO APPOINT A DIRECTOR IN PLACE OF MS. PRITI JAIN (DIN NO. 01007557), WHO RETIRES FROM OFFICE BY ROTATION AND BEING ELIGIBLE, OFFERS HERSELF FOR RE- APPOINTMENT.**

On the request of Mr. Sandeep Agarwal, Company Secretary, Mrs. Neena Bothra (1203440000725466) proposed the following resolution regarding re-appointment of Ms. Priti Jain (DIN No. 01007557) as a Director liable to retire by rotation, as an Ordinary Resolution and Mr. Parag Bothra (IN302902/43419338) seconded the resolution:

"RESOLVED THAT Ms. Priti Jain (DIN No. 01007557), who retires by rotation from the Board of Directors pursuant to the provisions of section 152 of the Companies Act, 2013 and as per the Company's Articles of Association be and is hereby reappointed a Director of the Company."

CHAIRMAN'S INITIALS

Mr. Sandeep Agarwal, Company Secretary put the resolution to vote by physical poll.

Results of Remote E-Voting and voting through Ballot Paper of Item No. 3

Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	4415700	0	0.00	0	0	0	0
	Poll		0	0.00	0	0	0	0
	Postal Ballot (if applicable)		0	0.00	0	0	0	0
	Total	4415700	0	0.00	0	0	0.00	0.00
Public-Institutions	E-Voting	0	0	0	0	0	0.00	0.00
	Poll		0	0	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0	0	0	0.00	0.00
	Total	0	0	0.00	0	0	0.00	0.00
Public-Non Institutions	E-Voting	2344908	102435	4.3684	102435	0	100.00	0.00
	Poll		134906	5.7531	134906	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0	0
	Total	2344908	237341	10.1215	237341	0	100.00	0.00
Total		6760608	237341	3.5106	237341	0	100.00	0.00
				Whether resolution is Pass or Not.			Yes	

On being put to vote, the resolution was passed by majority considering the e-voting and physical poll votes

SPECIAL BUSINESS

4. ORDINARY RESOLUTION FOR APPROVAL OF REMUNERATION OF MR. VIVEK BOTHRA, COST ACCOUNTANT (MEMBERSHIP NO. 16308), THE COST AUDITOR OF THE COMPANY.

On the request of Mr. Sandeep Agarwal, Company Secretary, Mr. Rohit Jain (IN302365/10950428) proposed the following resolution for fixing the remuneration of Mr. Vivek Bothra as Cost Auditor of the Company and to fix their remuneration, as an Ordinary Resolution and Mr. Parag Bothra (IN302902/43419338) seconded the resolution:

"RESOLVED AS A ORDINARY RESOLUTION THAT pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, including any statutory modification(s) or re-enactment thereof for the time being in force, M/s Vivek Bothra, Cost Accountant

CHAIRMAN'S INITIALS

(Membership No. 16308), appointed as Cost Auditors, by the Board of Directors of the Company, to conduct the audit of the cost accounting records of the "Aluminium" manufactured by the Company for the financial year ending March 31, 2020, consent of the members of the Company be and is hereby accorded for payment of remuneration amounting to Rs. 75,000/- (Rupees Seventy Five thousand only) excluding service tax and out of pocket expenses, if any."

RESOLVED FURTHER THAT any Director or Key Managerial Personnel of the Company be and is hereby severally authorized to settle any question, difficulty, doubt that may arise in respect of the matter aforesaid and further to do all such acts, deeds, matters and things as may be necessary, proper, desirable or expedient to give effect to this resolution."

Mr. Sandeep Agarwal, Company Secretary put the resolution to vote by physical poll.

<u>Results of Remote E-Voting and voting through Ballot Paper of Item No. 4</u>

Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	4415700	0	0.00	0	0	0	0
	Poll		4415700	100.00	4415700	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0	0
	Total	4415700	4415700	100.00	4415700	0	100.00	0.00
Public-Institutions	E-Voting	0	0	0	0	0	0.00	0.00
	Poll		0	0	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0	0	0	0.00	0.00
	Total	0	0	0.00	0	0	0.00	0.00
Public-Non Institutions	E-Voting	2344908	102435	4.3684	102435	0	100.00	0.00
	Poll		239906	10.2309	239906	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0	0
	Total	2344908	342341	14.5993	342341	0	100.00	0.00
Total		6760608	4758041	70.3789	4758041	0	100.00	0.00
Whether resolution is Pass or Not.							Yes	

CHAIRMAN'S INITIALS

On being put to vote, the resolution was passed by majority considering the e-voting and physical poll votes

5. SPECIAL RESOLUTION FOR APPOINTMENT OF MR. RAJESH JAIN AS INDEPENDENT DIRECTOR OF THE COMPANY FOR THE 2ND TERM OF HIS APPOINTMENT FOR ANOTHER PERIOD OF 5 YEARS.

On the request of Mr. Sandeep Agarwal, Company Secretary, Mr. Parag Bothra (IN302902/43419338) proposed the following resolution for appointment of Independent Director for Second term as an Special Resolution and Mr. Rohit Jain (IN302365/10950428) seconded the resolution:

"**RESOLVED AS A SPECIAL RESOLUTION THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulations 16 and other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Shri Rajesh Jain (DIN: 02854873), who holds office of Independent Director upto the date of this Annual General Meeting, be and is hereby re-appointed as an Independent Director of the Company for an another term of 5 (five) consecutive years for a term up to the conclusion of the 21th Annual General Meeting of the Company in the calendar year 2024."

RESOLVED FURTHER THAT any Director or Key Managerial Personnel of the Company be and is hereby severally authorized to settle any question, difficulty, doubt that may arise in respect of the matter aforesaid and further to do all such acts, deeds, matters and things as may be necessary, proper, desirable or expedient to give effect to this resolution."

Mr. Sandeep Agarwal, Company Secretary put the resolution to vote by physical poll.

Results of Remote E-Voting and voting through Ballot Paper of Item No. 5

Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes - in favour	No. of votes - against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	4415700	0	0.00	0	0	0	0
	Poll		4415700	100.00	4415700	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0	0
	Total	4415700	4415700	100.00	4415700	0	100.00	0.00
Public-Institutions	E-Voting	0	0	0	0	0	0.00	0.00
	Poll		0	0	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0	0	0	0.00	0.00
	Total	0	0	0.00	0	0	0.00	0.00
Public-Non Institutions	E-Voting	2344908	102435	4.3684	102435	0	100.00	0.00
	Poll		239906	10.2309	239906	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0	0
	Total	2344908	342341	14.5993	342341	0	100.00	0.00
Total		6760608	4758041	70.3789	4758041	0	100.00	0.00

CHAIRMAN'S INITIALS

Whether resolution is Pass or Not.	Yes

On being put to vote, the resolution was passed by majority considering the e-voting and physical poll votes.

6. SPECIAL RESOLUTION FOR APPOINTMENT OF MR. AMIT JAIN AS INDEPENDENT DIRECTOR OF THE COMPANY FOR THE 2ND TERM OF HIS APPOINTMENT FOR ANOTHER PERIOD OF 5 YEARS.

On the request of Mr. Sandeep Agarwal, Company Secretary, Mr. Parag Bothra (IN302902/43419338) proposed the following resolution for appointment of Independent Director for Second term as an Special Resolution and Mr. Rohit Jain (IN302365/10950428) seconded the resolution:

"**RESOLVED AS A SPECIAL RESOLUTION THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulations 16 and other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Shri Amit Jain (DIN: 02979833), who holds office of Independent Director upto the date of this Annual General Meeting, be and is hereby re-appointed as an Independent Director of the Company for an another term of 5 (five) consecutive years for a term up to the conclusion of the 21th Annual General Meeting of the Company in the calendar year 2024."

RESOLVED FURTHER THAT any Director or Key Managerial Personnel of the Company be and is hereby severally authorized to settle any question, difficulty, doubt that may arise in respect of the matter aforesaid and further to do all such acts, deeds, matters and things as may be necessary, proper, desirable or expedient to give effect to this resolution."

Mr. Sandeep Agarwal, Company Secretary put the resolution to vote by physical poll.

Results of Remote E-Voting and voting through Ballot Paper of Item No. 6

Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	4415700	0	0.00	0	0	0	0
	Poll		4415700	100.00	4415700	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0	0
	Total	4415700	4415700	100.00	4415700	0	100.00	0.00
Public-Institutions	E-Voting	0	0	0	0	0	0.00	0.00
	Poll		0	0	0	0	0.00	0.00
	Postal Ballot (if		0	0	0	0	0.00	0.00

CHAIRMAN'S INITIALS

	applicable)							
	Total	0	0	0.00	0	0	0.00	0.00
Public-Non Institutions	E-Voting	2344908	102435	4.3684	102435	0	100.00	0.00
	Poll		239906	10.2309	239906	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0	0
	Total	2344908	342341	14.5993	342341	0	100.00	0.00
Total		6760608	4758041	70.3789	4758041	0	100.00	0.00
		Whether resolution is Pass or Not.					Yes	

On being put to vote, the resolution was passed by majority considering the e-voting and physical poll votes.

7. SPECIAL RESOLUTION FOR APPOINTMENT OF MR. ASHOK JAIN AS INDEPENDENT DIRECTOR OF THE COMPANY FOR THE 2ND TERM OF HIS APPOINTMENT FOR ANOTHER PERIOD OF 5 YEARS

On the request of Mr. Sandeep Agarwal, Company Secretary, Mr. Parag Bothra (IN302902/43419338) proposed the following resolution for appointment of Independent Director for Second term as an Special Resolution and Mr. Rohit Jain (IN302365/10950428) seconded the resolution:

"**RESOLVED AS A SPECIAL RESOLUTION THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulations 16 and other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Shri Ashok Jain (DIN: 03498081), who holds office of Independent Director upto the date of this Annual General Meeting, be and is hereby re-appointed as an Independent Director of the Company for an another term of 5 (five) consecutive years for a term up to the conclusion of the 21th Annual General Meeting of the Company in the calendar year 2024."

RESOLVED FURTHER THAT any Director or Key Managerial Personnel of the Company be and is hereby severally authorized to settle any question, difficulty, doubt that may arise in respect of the matter aforesaid and further to do all such acts, deeds, matters and things as may be necessary, proper, desirable or expedient to give effect to this resolution."

Mr. Sandeep Agarwal, Company Secretary put the resolution to vote by physical poll.

CHAIRMAN'S INITIALS

Results of Remote E-Voting and voting through Ballot Paper of Item No. 7

Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled

		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	4415700	0	0.00	0	0	0	0
	Poll		4415700	100.00	4415700	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0	0
	Total	4415700	4415700	100.00	4415700	0	100.00	0.00
Public-Institutions	E-Voting	0	0	0	0	0	0.00	0.00
	Poll		0	0	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0	0	0	0.00	0.00
	Total	0	0	0.00	0	0	0.00	0.00
Public-Non Institutions	E-Voting	2344908	102435	4.3684	102435	0	100.00	0.00
	Poll		239906	10.2309	239906	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0	0
	Total	2344908	342341	14.5993	342341	0	100.00	0.00
Total		6760608	4758041	70.3789	4758041	0	100.00	0.00
Whether resolution is Pass or Not.							Yes	

On being put to vote, the resolution was passed by majority considering the e-voting and physical poll votes.

8. SPECIAL RESOLUTION FOR CONTINUATION OF DIRECTORSHIP OF MR. SURESH CHANDRA MALIK AS AN INDEPENDENT DIRECTOR AS PER REGULATION 17(1A) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) (AMENDMENT) REGULATIONS, 2018.

On the request of Mr. Sandeep Agarwal, Company Secretary, Mr. Parag Bothra (IN302902/43419338) proposed the following resolution for continuation of Directorship of Mr. Suresh Chandra Malik as an Special Resolution and Mr. Rohit Jain (IN302365/10950428) seconded the resolution:

"**RESOLVED AS A SPECIAL RESOLUTION THAT,** pursuant to Regulation 17 (1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 and the applicable provisions of the Companies Act, 2013 and relevant Rules made there under, including any statutory modification(s) or re-enactment thereof, for the time being in force, approval of the Members be and is hereby accorded to Mr. Suresh Chandra Malik (DIN: 05178174), Non-Executive Independent Director, who is going to attained the age of 75 years in June, 2020 to continue as an Independent Director of the Company on and after June, 2020 till the expiry of his present term, i.e. up to 31st March, 2021.

RESOLVED FURTHER THAT any Director or Key Managerial Personnel of the Company be and is hereby severally authorized to settle any question, difficulty, doubt that may arise in respect of the matter aforesaid and further to do all such acts, deeds, matters and things as may be necessary, proper, desirable or expedient to give effect to this resolution."

CHAIRMAN'S INITIALS

Mr. Sandeep Agarwal, Company Secretary put the resolution to vote by physical poll.

Results of Remote E-Voting and voting through Ballot Paper of Item No. 8

Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
.		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	4415700	0	0.00	0	0	0	0
	Poll		4415700	100.00	4415700	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0	0
	Total	4415700	4415700	100.00	4415700	0	100.00	0.00
Public-Institutions	E-Voting	0	0	0	0	0	0.00	0.00
	Poll		0	0	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0	0	0	0.00	0.00
	Total	0	0	0.00	0	0	0.00	0.00
Public-Non Institutions	E-Voting	2344908	102435	4.3684	102435	0	100.00	0.00
	Poll		239906	10.2309	239906	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0	0
	Total	2344908	342341	14.5993	342341	0	100.00	0.00
Total		6760608	4758041	70.3789	4758041	0	100.00	0.00
			Whether resolution is Pass or Not.				Yes	

On being put to vote, the resolution was passed by majority considering the e-voting and physical poll votes.

9. **SPECIAL RESOLUTION FOR APPROVAL OF REMUNERATION OF MR. RAVINDER NATH JAIN, CHAIRMAN & MANAGING DIRECTOR IN TERMS OF REGULATION 17(6)(E) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) (AMENDMENT) REGULATIONS, 2018 FOR REMAINING TENURE OF HIS APPOINTMENT.**

On the request of Mr. Sandeep Agarwal, Company Secretary, Mr. Rohit Jain (IN302365/10950428) proposed the following resolution for approval of remuneration of Mr. Ravinder Nath Jain, Chairman & Managing Director in terms of Regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 for remaining tenure of his appointment, as an Special Resolution and Mr. Parag Bothra (IN302902/43419338) seconded the resolution:

"RESOLVED AS A SPECIAL RESOLUTION THAT, pursuant to regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 along with the

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provisions of Sections 196, 197, 198 and other applicable provision of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule-V of the Companies Act, 2013, consent of the Members be and is hereby accorded for payment of remuneration to Mr. Ravinder Nath Jain (DIN: 00801000), Chairman and Managing Director at such terms and conditions as approved by Members in its Annual General Meeting held on August 10, 2018, notwithstanding that the annual aggregate remuneration payable to Ms. Priti Jain, Executive Director, Mrs. Dipti Jain, Executive Director and Mr. Ashish Jain, Executive Director, exceeds 5% of the net profit of the Company as calculated under section 198 of the Act in any year during the remaining tenure of his appointment.

RESOLVED FURTHER THAT all the existing terms and conditions of remuneration including salary, perquisites and commission as per special resolution passed in Annual General Meeting held on August 10, 2018 shall remain unchanged.

RESOLVED FURTHER THAT the approval of shareholders shall be valid only till the expiry of the existing term of Mr. Ravinder Nath Jain (DIN: 00801000), Chairman and Managing Director.

RESOLVED FURTHER THAT any Director or Key Managerial Personnel of the Company be and is hereby severally authorized to settle any question, difficulty, doubt that may arise in respect of the matter aforesaid and further to do all such acts, deeds, matters and things as may be necessary, proper, desirable or expedient to give effect to this resolution."

Mr. Sandeep Agarwal, Company Secretary put the resolution to vote by physical poll.

Results of Remote E-Voting and voting through Ballot Paper of Item No. 9

Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	4415700	0	0.00	0	0	0	0
	Poll		0	0.00	0	0	0	0
	Postal Ballot (if applicable)		0	0.00	0	0	0	0
	Total	4415700	0	0.00	0	0	0.00	0.00
Public-Institutions	E-Voting	0	0	0	0	0	0.00	0.00
	Poll		0	0	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0	0	0	0.00	0.00
	Total	0	0	0.00	0	0	0.00	0.00
Public-Non Institutions	E-Voting	2344908	102435	4.3684	102435	0	100.00	0.00
	Poll		134906	5.7531	134906	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0	0
	Total	2344908	237341	10.1215	237341	0	100.00	0.00

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Total	6760608	237341	3.5106	237341	0	100.00	0.00
Whether resolution is Pass or Not.						Yes	

On being put to vote, the resolution was passed by majority considering the e-voting and physical poll votes.

10. SPECIAL RESOLUTION FOR APPROVAL OF REMUNERATION OF MS. PRITI JAIN, PROMOTER EXECUTIVE DIRECTOR IN TERMS OF REGULATION 17(6)(E) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) (AMENDMENT) REGULATIONS, 2018 FOR REMAINING TENURE OF HER APPOINTMENT.

On the request of Mr. Sandeep Agarwal, Company Secretary, Mr. Parag Bothra (IN302902/43419338) proposed the following resolution for approval of remuneration of Ms. Priti Jain, Promoter Director in terms of Regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 for remaining tenure of her appointment, as an Special Resolution and Mr. Rohit Jain (IN302365/10950428) seconded the resolution:

"RESOLVED AS A SPECIAL RESOLUTION THAT, pursuant to regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 along with the provisions of Sections 196, 197, 198 and other applicable provision of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule-V of the Companies Act, 2013, consent of the Members be and is hereby accorded for payment of remuneration to Ms. Priti Jain (DIN:01007557), Executive Director at such terms and conditions as approved by Members in its Annual General Meeting held on July 02, 2016, notwithstanding that the annual aggregate remuneration payable to Mr. Ravinder Nath Jain, Chairman and Managing Director, Mrs. Dipti Jain, Executive Director and Mr. Ashish Jain, Executive Director, exceeds 5% of the net profit of the Company as calculated under section 198 of the Act in any year during the remaining tenure of her appointment.

RESOLVED FURTHER THAT all the existing terms and conditions of remuneration including salary, perquisites and commission as per special resolution passed in Annual General Meeting held on July 02, 2016 shall remain unchanged.

RESOLVED FURTHER THAT the approval of shareholders shall be valid only till the expiry of the existing term of Ms. Priti Jain (DIN: 01007557), Executive Director.

RESOLVED FURTHER THAT any Director or Key Managerial Personnel of the Company be and is hereby severally authorized to settle any question, difficulty, doubt that may arise in respect of the matter aforesaid and further to do all such acts, deeds, matters and things as may be necessary, proper, desirable or expedient to give effect to this resolution."

Mr. Sandeep Agarwal, Company Secretary put the resolution to vote by physical poll.

<u>Results of Remote E-Voting and voting through Ballot Paper of Item No. 10</u>

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Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	4415700	0	0.00	0	0	0	0
	Poll		0	0.00	0	0	0	0
	Postal Ballot (if applicable)		0	0.00	0	0	0	0
	Total	4415700	0	0.00	0	0	0.00	0.00
Public-Institutions	E-Voting	0	0	0	0	0	0.00	0.00
	Poll		0	0	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0	0	0	0.00	0.00
	Total	0	0	0.00	0	0	0.00	0.00
Public-Non Institutions	E-Voting	2344908	102435	4.3684	102435	0	100.00	0.00
	Poll		134906	5.7531	134906	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0	0
	Total	2344908	237341	10.1215	237341	0	100.00	0.00
Total		6760608	237341	3.5106	237341	0	100.00	0.00
Whether resolution is Pass or Not.							Yes	

On being put to vote, the resolution was passed by majority considering the e-voting and physical poll votes.

11. SPECIAL RESOLUTION FOR APPROVAL OF REMUNERATION OF MRS. DIPTI JAIN, PROMOTER EXECUTIVE DIRECTOR IN TERMS OF REGULATION 17(6)(E) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) (AMENDMENT) REGULATIONS, 2018 FOR REMAINING TENURE OF HER APPOINTMENT.

On the request of Mr. Sandeep Agarwal, Company Secretary, Mr. Rohit Jain (IN302365/10950428) proposed the following resolution for approval of remuneration of Mrs. Dipti Jain, Promoter Director in terms of Regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 for remaining tenure of her appointment, as an Special Resolution and Mr. Parag Bothra (IN302902/43419336) seconded the resolution:

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"RESOLVED AS A SPECIAL RESOLUTION THAT, pursuant to regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 along with the provisions of Sections 196, 197, 198 and other applicable provision of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) ~~read with Schedule V of the Companies Act, 2013~~, consent of the Members be and is hereby accorded for payment of remuneration to Mrs. Dipti Jain (DIN:06942550), Executive Director at such terms and conditions as approved by

Members in its Annual General Meeting held on June 26, 2017, notwithstanding that the annual aggregate remuneration payable to Mr. Ravinder Nath Jain, Chairman and Managing Director, Ms. Priti Jain, Executive Director and Mr. Ashish Jain, Executive Director, exceeds 5% of the net profit of the Company as calculated under section 198 of the Act in any year during the remaining tenure of her appointment.

RESOLVED FURTHER THAT all the existing terms and conditions of remuneration including salary, perquisites and commission as per special resolution passed in Annual General Meeting held on June 26, 2017 shall remain unchanged.

RESOLVED FURTHER THAT the approval of shareholders shall be valid only till the expiry of the existing term of Mrs. Dipti Jain (DIN: 06942550), Executive Director.

RESOLVED FURTHER THAT any Director or Key Managerial Personnel of the Company be and is hereby authorized to settle any question, difficulty, doubt that may arise in respect of the matter aforesaid and further to do all such acts,deeds, matters and things as may be necessary, proper, desirable or expedient to give effect to this resolution."

Mr. Sandeep Agarwal, Company Secretary put the resolution to vote by physical poll.

Results of Remote E-Voting and voting through Ballot Paper of Item No. 11

Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	4415700	0	0.00	0	0	0	0
	Poll		0	0.00	0	0	0	0
	Postal Ballot (if applicable)		0	0.00	0	0	0	0
	Total	4415700	0	0.00	0	0	0.00	0.00
Public-Institutions	E-Voting	0	0	0	0	0	0.00	0.00
	Poll		0	0	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0	0	0	0.00	0.00
	Total	0	0	0.00	0	0	0.00	0.00
Public-Non Institutions	E-Voting	2344908	102435	4.3684	102435	0	100.00	0.00
	Poll		134906	5.7531	134906	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0	0
	Total	2344908	237341	10.1215	237341	0	100.00	0.00
Total		6760608	237341	3.5106	237341	0	100.00	0.00
Whether resolution is Pass or Not.							Yes	

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On being put to vote, the resolution was passed by majority considering the e-voting and physical poll votes.

12. SPECIAL RESOLUTION FOR APPROVAL OF REMUNERATION OF MR. ASHISH JAIN, EXECUTIVE DIRECTOR IN TERMS OF REGULATION 17(6) (E) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) (AMENDMENT) REGULATIONS, 2018 FOR REMAINING TENURE OF HIS APPOINTMENT.

On the request of Mr. Sandeep Agarwal, Company Secretary, Mr. Parag Bothra (IN302902/43419338) proposed the following resolution for approval of remuneration of Mr. Ashish Jain, Executive Director in terms of Regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 for remaining tenure of his appointment, as an Special Resolutionand Mr. Rohit Jain (IN302365/10950428) seconded the resolution:

"**RESOLVED AS A SPECIAL RESOLUTION THAT**, pursuant to regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 along with the provisions of Sections 196, 197, 198 and other applicable provision of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule-V of the Companies Act, 2013, consent of the Members be and is hereby accorded for payment of remuneration to Mr. Ashish Jain (DIN:06942547), Executive Director at such terms and conditions as approved by Members in its Annual General Meeting held on June 26, 2017, notwithstanding that the annual aggregate remuneration payable to Mr. Ravinder Nath Jain, Chairman and Managing Director, Ms. Priti Jain, Executive Director and Mrs. Dipti Jain, Executive Director, exceeds 5% of the net profit of the Company as calculated under section 198 of the Act in any year during the remaining tenure of hisappointment.

RESOLVED FURTHER THAT all the existing terms and conditions of remuneration including salary, perquisites and commission as per special resolution passed in Annual General Meeting held on June 26, 2017 shall remain unchanged.

RESOLVED FURTHER THAT the approval of shareholders shall be valid only till the expiry of the existing term of Mr. Ashish Jain (DIN: 06942547), Executive Director.

RESOLVED FURTHER THAT any Director or Key Managerial Personnel of the Company be and is hereby severally authorized to settle any question, difficulty, doubt that may arise in respect of the matter aforesaid and further to do all such acts, deeds, matters and things as may be necessary, proper, desirable or expedient to give effect to this resolution."

Mr. Sandeep Agarwal, Company Secretary put the resolution to vote by physical poll.

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Results of Remote E-Voting and voting through Ballot Paper of Item No. 12

Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled

		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	4415700	0	0.00	0	0	0	0
	Poll		0	0.00	0	0	0	0
	Postal Ballot (if applicable)		0	0.00	0	0	0	0
	Total	4415700	0	0.00	0	0	0.00	0.00
Public-Institutions	E-Voting	0	0	0	0	0	0.00	0.00
	Poll		0	0	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0	0	0	0.00	0.00
	Total	0	0	0.00	0	0	0.00	0.00
Public-Non Institutions	E-Voting	2344908	102435	4.3684	102435	0	100.00	0.00
	Poll		134906	5.7531	134906	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0	0
	Total	2344908	237341	10.1215	237341	0	100.00	0.00
Total		6760608	237341	3.5106	237341	0	100.00	0.00
	Whether resolution is Pass or Not.						Yes	

On being put to vote, the resolution was passed by majority considering the e-voting and physical poll votes.

13. CONCLUSION

The Chairman announced that the Results of Remote E-Voting and voting through Ballot Paper would be available on the Website of the Company and also on the Website of Stock Exchange.

The meeting was concluded at 1.00 p.m., with a vote of thanks to the Chair and shareholders.

Chairman

Date : 25.10.2019

Place : New Delhi

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