

**KNL/SE/2022-23**

**1<sup>st</sup> September, 2022**

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**To,**  
**The General Manager**  
DCS-CRD  
Bombay Stock Exchange Limited  
Phiroze Jeejeebhoy Tower,  
Dalal Street, Fort  
Mumbai (M.H.) 400 001

**Scrip Code: 533210**

**Subject: Submission of the Minutes of the 26<sup>th</sup> Annual General Meeting of the Company held on Wednesday, 17<sup>th</sup> August, 2022**

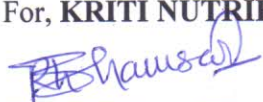
Dear Sir/Madam,

Pursuant to the SEBI (LODR) Regulations, 2015, we are pleased to submit the Minutes of the 26<sup>th</sup> Annual General Meeting of Kriti Nutrients Ltd., held on Wednesday, 17<sup>th</sup> August, 2022 at 4:30 P.M. (IST) and concluded at 05:04 P.M. (IST) through Video Conferencing or Other Audio Video Means (OAVM) for which purposes the corporate office of the company situated at **8<sup>th</sup> Floor, Brilliant Sapphire Plot No.10, PSIP, IDA, Scheme No.78, Part II, Indore (M.P.) 452010**, shall be deemed as the venue for the Meeting.

You are requested to please take on record the above said document for your reference and further needful.

Thanking You.

Yours Faithfully,  
For, **KRITI NUTRIENTS LIMITED.**

  
**RAJ KUMAR BHAWSAR**  
**COMPANY SECRETARY &**  
**COMPLIANCE OFFICER**



Encl: a/a

## **Kriti Nutrients Ltd.**

Corporate office:  
Brilliant Sapphire, 801-804, 8th Floor, Plot No. 10,  
Sch. 78-II, Vijay Nagar, Indore – 452 010 (M.P.) INDIA

Registered Office:  
Mehta Chamber, 34 Siyaganj,  
Indore – 452007 (M.P.) INDIA

Factory:  
Industrial Area No. 3, AB Road,  
Dewas (MP) INDIA

Tel.: +91-731-271 9100  
E-mail: [info@kritiindia.com](mailto:info@kritiindia.com)  
CIN: L24132MP1996PLC011245

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

Kriti Nutrients Limited

CIN: L24132MP1996PLC011245  
Regd. Off.: Mehta Chambers, 84 Siyaganj, Indore – 452007 (M.P.)

MINUTES OF TWENTY SIXTH ANNUAL GENERAL MEETING OF THE  
MEMBERS OF THE COMPANY

|               |   |  |   |
|---------------|---|--|---|
| Held on       | : | Wednesday, the 17 <sup>th</sup> August, 2022   |   |
| At            | : | 4.30 P.M. through Video Conferencing (VC) or Other Audio Visual Means (OAVM) at deemed venue at Brilliant Sapphire, 801-804, 8th Floor, Plot No.10, Sch.78-II,Vijay Nagar, Indore – 452010 (M.P) |   |
| In presence   | : | Shri Shiv Singh Mehta  | : Chairman and Managing Director – Member - Chairman of the meeting   |
|               | : | Smt. Purnima Mehta   | : Director – Member - Chairperson of Corporate Social Responsibility Committee and Stakeholders’ Relationship Committee |
|               | : | Shri Saurabh Singh Mehta   | : Whole Time Director - Member  |
|               | : | Shri Manoj Fadnis  | : Independent Director - Chairman of Audit Committee, and Nomination and Remuneration Committee                         |
|               | : | Shri Chandrasekharan Bhaskar   | : Independent Director  |
|               | : | Shri Rakesh Kalra  | : Independent Director  |
|               | : | Shri Raj Kumar Bhawsar   | : Company Secretary - Member  |
| In attendance | : | Shri P.R. Bandi  | : Statutory Auditor (M/s M. Mehta & Co., Chartered Accountants)   |
|               | : | Shri Ishan Jain  | : Scrutinizer (M/s Ishan Jain & Co., Company Secretaries)   |
|               | : | Shri Ajit Jain   | : Secretarial Auditor (M/s Ajit Jain & Co., Company Secretaries)  |

NUMBER OF MEMBERS AS ON THE CUT-OFF DATE AND REQUIREMENT OF QUORUM FOR THE AGM

As per records made available by Ankit Consultancy Pvt. Ltd., the Share Transfer Agent, the total No. of Members on the Cut-off date i.e. 10<sup>th</sup> August, 2022, was 21866 Members who were entitled to attend and vote at the 26<sup>th</sup> Annual General Meeting (AGM), out of them total 50 Members were present through VC as per the attendance Register and minimum 30 members were required to constitute the valid quorum for the 26<sup>th</sup> AGM.

CHAIRMAN OF THE MEETING

Shri Shiv Singh Mehta, Chairman and Managing Director of the Company, presided over the meeting.

PROCEEDINGS OF THE 26<sup>TH</sup> ANNUAL GENERAL MEETING

|                     |   |
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| CHAIRMAN'S INITIALS |  |
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WELCOME ADDRESS AND INTRODUCTION OF DIRECTORS, EXECUTIVES AND INVITEES PRESENT THROUGH VC/OAVM

Shri Raj Kumar Bhawsar, Company Secretary, on behalf of the Company, extended a very warm welcome to the Members at the 26<sup>th</sup> AGM and introduced the Directors, Executives and Invitees present through VC/OAVM. He set out the general instructions for members to participate and vote at the AGM and informed that in accordance with the circulars issued by the Ministry of Corporate Affairs and Securities and Exchange Board of India this meeting is being held through Video Conferencing without any physical presence of the members, at a common place. Required quorum was confirmed to be present in the meeting through video conferencing and therefore, He called the meeting to order.

Shri Bhawsar also informed that:

1. In pursuance to the Circulars issued, the Company has e-mailed the Notice for convening today’s meeting along with agenda and resolutions along with the annual accounts, Audit Report for year ended 31<sup>st</sup> March, 2022 to only those Shareholders, whose e-mail address were registered with the Company or Ankit Consultancy Private Limited, the Registrar and Share Transfer Agent or the depository;
2. Statutory Registers including “Register of Directors and Key Managerial Personnel and their Shareholding” and “Register of Contracts or Arrangement in which Directors are interested” are available electronically for inspection by the members during the AGM;
3. Since the AGM is being held through video conferencing, the facility for appointment of proxies by the members was not applicable and hence the proxy register for inspection was not available;
4. Qualifications, reservation, adverse remark or disclaimer in the Auditor’s Report and Secretarial Audit Report read along with Notes to the Accounts and Board’s Report they are all self-explanatory and we believe all of you have gone through themselves.

Shri Bhawsar then requested the Chairman to address to the members.

CHAIRMAN’S SPEECH


Shri Shiv Singh Mehta, Chairman extended a warm welcome to all the Members, Auditor, Scrutinizer, and Special Invitees present at the 26<sup>th</sup> Annual General Meeting of the Company.

Shri Shiv Singh Mehta delivered Chairman’s Speech, inter alia, covering following:

1. Brief about impact of the corona pandemic on business, supply chains and general operations and the preparedness of the Company to harness disruptions caused by corona pandemic;
2. Performance of the Company in Financial Year 2021-22.

The Chairman affirmed his satisfaction and did cause to record his satisfaction with the efforts made by the Company to enable the members to participate and vote on the items being considered in the meeting.

CHAIRMAN'S INITIALS



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

The Chairman then handed over the proceedings to Shri Raj Kumar Bhawsar, Company Secretary of the Company to proceed on his behalf.

FORMAL BUSINESS OF THE MEETING

Shri Raj Kumar Bhawsar – Company Secretary then proceeded with the formal business of the meeting. He informed the Members that:

- 1. The Notice convening the AGM has already been circulated to all the members, with the permission of the Members took the Notice meeting as read. There were Five Ordinary resolutions to transact at the meeting.
- 2. The Company has provided the facility to cast the votes electronically, on all resolutions set forth in the Notice. Members who have not cast their votes through remote e-voting and who are participating in this meeting are having an opportunity to cast their votes during the meeting through the e-voting system provided by CDSL.
- 3. The remote e-voting period for the 26<sup>th</sup>AGM commenced on Sunday, 14<sup>th</sup> August, 2022 from 9.00 A.M. and it ended on Tuesday that is 16<sup>th</sup> August, 2022 at 5.00 P.M.
- 4. Shri Ishan Jain, Practicing Company Secretary ('PCS') was appointed as Scrutiniser for scrutinising the remote e-voting process as well as voting system for at this meeting. The results of the e-voting at this AGM will be declared on receipt of Scrutiniser's Report and the same shall be placed on Company's website, BSE Limited (BSE) website and on the website of Central Depository Services (India) Limited within 2 working days of conclusion of the Annual General Meeting.
- 5. Pursuant to the provisions of Section 107 read with Section 108 of the Companies Act, 2013, there was no voting by show of hands at the Annual General Meeting.


Shri Raj Kumar Bhawsar then invited the registered speaker members to speak at the AGM. One by One speaker members expressed their views.

Shri Shiv Singh Mehta – Chairman and Managing Director then satisfactorily replied to the queries of the members at the AGM.

Shri Raj Kumar Bhawsar further informed the members that voting on the CDSL platform would continue for another 15 minutes to enable the members to cast their votes.

Shri Bhawsar thanked all the members for participating in the meeting through video conferencing and then declared the meeting be closed at 5:04 P.M.

Place: Indore  
Date: 31/08/2022

  
Shiv Singh Mehta  
Chairman of the 26<sup>th</sup> Annual General Meeting

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| CHAIRMAN'S INITIALS |  |
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**Consolidated results of remote e-voting and e-voting during AGM on the items of ordinary and special businesses at the 26<sup>th</sup> Annual General Meeting of Kriti Nutrients Limited held on 17<sup>th</sup> August, 2022.**

As per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, all Members as on the cut-off date i.e. Wednesday, 10<sup>th</sup> August, 2022, were provided with the facility to cast their votes electronically through the remote e-voting services provided by Central Depository Services Limited (CDSL) on all the resolutions set forth in the Notice of 26<sup>th</sup> Annual General Meeting.

The remote e-voting portal remained open for voting from 9.00 a.m. Sunday, 14<sup>th</sup> August, 2022 to 5.00 p.m. Tuesday, 16<sup>th</sup> August, 2022 and was disabled by CDSL for voting thereafter.

Facility for e-voting during AGM was made available to the Members, who had not cast their vote by remote e-voting.


The Board of Directors had appointed Shri Ishan Jain, Practicing Company Secretary (‘PCS’), as Scrutiniser for scrutinising the voting process in a fair and transparent manner as stipulated under the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015.

The Scrutiniser had carried out the scrutiny of all the e-votes received upto the closing of remote e-voting period and the e-voting during the 26<sup>th</sup> Annual General Meeting.

The Consolidated Results as per the Scrutiniser’s Report dated 17<sup>th</sup> August, 2022 are as follows:

| Reso-<br>lution<br>No. | Particulars  | Particulars of votes cast         |          |                    |   |
|------------------------|--|-----------------------------------|----------|--------------------|---|
|                        |  | Remote e-voting + E-Voting at AGM |          |                    |   |
|                        |  | Votes cast in favour              |          | Votes cast against |   |
|                        |  | Number                            | %        | Number             | % |
| 1                      | Ordinary Resolution: - Adoption of the Audited Financial Statements containing the Balance Sheet as at 31 <sup>st</sup> March, 2022, the Statement of Profit & Loss, Statement of Cash Flow, Change in Equity and notes thereto of the Company for the Financial Year ended 31 <sup>st</sup> March 2022 and the reports of the Board of directors and Auditors thereon as on that date | 33297253                          | 100.0000 | -                  | - |
| 2                      | Ordinary Resolution: - Declaration of dividend @ 18% i.e. 0.18 paisa per equity share of Re. 1 each for financial year 2021-22, on 5,01,03,520 equity shares for the Financial Year ended 31 <sup>st</sup> March, 2022.  | 33297253                          | 100.0000 | -                  | - |

CHAIRMAN'S INITIALS



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

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|---|--|----------|----------|---|--------|
| 3 | Ordinary Resolution: - Appointment of a director in place of Mrs. Purnima Mehta (DIN: 00023632) who retires by rotation at this Annual General Meeting and being eligible offers herself for re-appointment. | 33297250 | 100.0000 | 3 | 0.0000 |
| 4 | Ordinary Resolution: - Ratification of the remuneration payable to the Cost Auditors, Mr. S.P.S. Dangi, Cost Accountant, Indore for the year 2022-23.  | 33297253 | 100.0000 | - | -      |
| 5 | Ordinary Resolution:- Approval of the transactions/contracts/ arrangements with related parties under Regulation 23 of the SEBI (LODR) Regulations, 2015.  | 46752    | 100.0000 | - | -      |

On the basis of Scrutiniser’s Report dated 17<sup>th</sup> August, 2022 all the resolutions for ordinary and special businesses as set out at item nos. 1 to 5 of the Notice of 26<sup>th</sup> Annual General Meeting of the Company had been duly passed by the members with requisite majority and accordingly all the resolutions were declared as passed on 17<sup>th</sup> August, 2022 which is the date of the 26<sup>th</sup> Annual General Meeting.

Place: Indore  
Date: 31/08/2022

  
Shiv Singh Mehta  
Chairman of the 26<sup>th</sup> Annual General Meeting

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| CHAIRMAN'S INITIALS |  |
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RESOLUTIONS PASSED BY THE MEMBERS RECORDED HEREUNDER AS PART OF THE MINUTES OF THE 26<sup>TH</sup> ANNUAL GENERAL MEETING HELD ON WEDNESDAY, 17<sup>TH</sup> AUGUST, 2022:

A. ORDINARY BUSINESS:

ITEM NO.1: ORDINARY RESOLUTION:- TO CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS CONTAINING THE BALANCE SHEET AS AT 31<sup>ST</sup> MARCH, 2022, THE STATEMENT OF PROFIT & LOSS, STATEMENT OF CASH FLOW, CHANGE IN EQUITY AND NOTES THERETO OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH 2022 AND THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON AS ON THAT DATE.

"RESOLVED THAT the Audited Financial Statements for the financial year ended 31<sup>st</sup> March, 2022 and the Reports of the Directors', and Auditor's thereon laid before this meeting be and are hereby considered and adopted. "

The Results of the Voting were 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 (3) | No. of Votes – in favour | No. of Votes – against | % of Votes in favour on votes polled [(4)/(2)]*100 (6) | % of Votes against on votes polled [(5)/(2)]* 100 (7) |
| Promoter and Promoter Group   | E-Voting       | 33252495           | 33250495            | 99.9940   | 33250495                 | 0                      | 100.0000   | 0   |
|   | Poll           |                    | 0                   | 0   | 0                        | 0                      | 0  | 0   |
|   | Postal Ballot  |                    | 0                   | 0   | 0                        | 0                      | 0  | 0   |
|   | Total          | 33252495           | 33250495            | 99.9940   | 33250495                 | 0                      | 100.0000   | 0   |
| Public Institutions   | E-Voting       | 1600               | 0                   | 0   | 0                        | 0                      | 0  | 0   |
|   | Poll           |                    | 0                   | 0   | 0                        | 0                      | 0  | 0   |
|   | Postal Ballot  |                    | 0                   | 0   | 0                        | 0                      | 0  | 0   |
|   | Total          | 1600               | 0                   | 0   | 0                        | 0                      | 0  | 0   |
| Public Non Institutions   | E-Voting       | 16849425           | 46758               | 0.2775  | 46758                    | 0                      | 100.0000   | 0   |
|   | Poll           |                    | 0                   | 0   | 0                        | 0                      | 0  | 0   |
|   | Postal Ballot  |                    | 0                   | 0   | 0                        | 0                      | 0  | 0   |
|   | Total          | 16849425           | 46758               | 0.2775  | 46758                    | 0                      | 100.0000   | 0   |
| Total   |                | 501035250          | 33297253            | 66.4569   | 33297253                 | 0                      | 100.0000   | 0   |

On the basis of the above-mentioned voting results the Chairman declared that Resolution No. 1 was passed by UNANIMOUS MAJORITY AS AN ORDINARY RESOLUTION.

ITEM NO. 2: ORDINARY RESOLUTION: - TO CONSIDER AND DECLARE DIVIDEND ON THE 5,01,03,520 EQUITY SHARES OF RE.1/- EACH FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2022.

"RESOLVED THAT a dividend at the rate of Rs. 0.18/-per equity shares of Rs. 1 each fully paid up of the Company be and is hereby declared for the financial year ended 31<sup>st</sup> March, 2022 & the same be paid to the shareholders of the Company whose names appear on the Register of Member as on the record date i.e. 11<sup>th</sup> August, 2022, out of the profits of the Company for the financial year ended 31<sup>st</sup> March, 2022."

CHAIRMAN'S INITIALS



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

The Results of the Voting were 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 (3) | No. of Votes – in favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled [(4)/(2)]*100 (6) | % of Votes against on votes polled [(5)/(2)]*100 (7) |
| Promoter and Promoter Group   | E-Voting       | 33252495           | 33250495            | 99.9940   | 33250495                     | 0                          | 100.0000   | 0  |
|   | Poll           |                    | 0                   | 0   | 0                            | 0                          | 0  | 0  |
|   | Postal Ballot  |                    | 0                   | 0   | 0                            | 0                          | 0  | 0  |
|   | Total          | 33252495           | 33250495            | 99.9940   | 33250495                     | 0                          | 100.0000   | 0  |
| Public Institutions   | E-Voting       | 1600               | 0                   | 0   | 0                            | 0                          | 0  | 0  |
|   | Poll           |                    | 0                   | 0   | 0                            | 0                          | 0  | 0  |
|   | Postal Ballot  |                    | 0                   | 0   | 0                            | 0                          | 0  | 0  |
|   | Total          | 1600               | 0                   | 0   | 0                            | 0                          | 0  | 0  |
| Public Non Institutions   | E-Voting       | 16849425           | 46758               | 0.2775  | 46758                        | 0                          | 100.0000   | 0  |
|   | Poll           |                    | 0                   | 0   | 0                            | 0                          | 0  | 0  |
|   | Postal Ballot  |                    | 0                   | 0   | 0                            | 0                          | 0  | 0  |
|   | Total          | 16849425           | 46758               | 0.2775  | 46758                        | 0                          | 100.0000   | 0  |
| Total   |                | 501035250          | 33297253            | 66.4569   | 33297253                     | 0                          | 100.0000   | 0  |

On the basis of the above-mentioned voting results the Chairman declared that Resolution No. 2 was passed by **UNANIMOUS MAJORITY AS AN ORDINARY RESOLUTION.**


**ITEM NO. 3: ORDINARY RESOLUTION: - TO APPOINT A DIRECTOR IN PLACE OF MRS. PURNIMA MEHTA (DIN:00023632) WHO RETIRES BY ROTATION AT THIS ANNUAL GENERAL MEETING AND BEING ELIGIBLE OFFERS HERSELF FOR RE-APPOINTMENT.**

"**RESOLVED THAT,** pursuant to the provisions of Section 152 of the Companies Act, 2013, Mrs. Purnima Mehta (DIN:00023632), Director of the Company who retires by rotation at this meeting, be and is hereby re-appointed as Director of the Company, liable to retire by rotation. "

The Results of the Voting were 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 (3) | No. of Votes – in favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled [(4)/(2)]*100 (6) | % of Votes against on votes polled [(5)/(2)]*100 (7) |
| Promoter and Promoter Group   | E-Voting       | 33252495           | 33250495            | 99.9940  | 33250495                     | 0                          | 100.0000   | 0  |
|   | Poll           |                    | 0                   | 0  | 0                            | 0                          | 0  | 0  |
|   | Postal Ballot  |                    | 0                   | 0  | 0                            | 0                          | 0  | 0  |
|   | Total          | 33252495           | 33250495            | 99.9940  | 33250495                     | 0                          | 100.0000   | 0  |

CHAIRMAN'S INITIALS





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

|                         |               |           |          |         |          |       |          |         |
|-------------------------|---------------|-----------|----------|---------|----------|-------|----------|---------|
| Public Institutions     | E-Voting      | 1600      | 0        | 0       | 0        | 0     | 0        | 0       |
|                         | Poll          |           | 0        | 0       | 0        | 0     | 0        | 0       |
|                         | Postal Ballot |           | 0        | 0       | 0        | 0     | 0        | 0       |
|                         | Total         |           | 0        | 0       | 0        | 0     | 0        | 0       |
| Public Non Institutions | E-Voting      | 16849425  | 46758    | 0.2775  | 46755    | 3     | 99.9936  | 00.0064 |
|                         | Poll          |           | 0        | 0       | 0        | 0     | 0        | 0       |
|                         | Postal Ballot |           | 0        | 0       | 0        | 0     | 0        | 0       |
|                         | Total         |           | 16849425 | 46758   | 0.2775   | 46755 | 3        | 99.9936 |
| Total                   |               | 501035250 | 33297253 | 66.4569 | 33297250 | 3     | 100.0000 | 00.0000 |

On the basis of the above-mentioned voting results the Chairman declared that Resolution No. 3 was passed by **REQUISITE MAJORITY AS AN ORDINARY RESOLUTION.**

B. SPECIAL BUSINESS

**ITEM NO. 4: ORDINARY RESOLUTION: - TO RATIFY THE REMUNERATION PAYABLE TO THE COST AUDITOR, MR. S.P.S. DANGI, COST ACCOUNTANT, INDORE FOR THE YEAR 2022-23.**


“**RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or reenactment(s) thereof, for the time being in force), the Members of the Company be and hereby ratify the payment of remuneration of Rs.35,000 (Rupees Thirty Five Thousand Only), plus applicable taxes and reimbursement of out of pocket expenses at actuals, if any to Mr. S.P.S Dangi, Cost Accountant,(Registration No. 100004) as appointed by the Board of Directors on the recommendation of the Audit Committee of the Board, as Cost Auditor to conduct the audit of the Cost Records for the Financial Year ending 31<sup>st</sup>March, 2023;

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution”.

The Results of the Voting were as under:

|   |                |                    |                     |  |                          |                        |  |   |
|---|----------------|--------------------|---------------------|--|--------------------------|------------------------|--|---|
| Resolution required: (Ordinary/ Special)                                  |                |                    | <b>Ordinary</b>     |  |                          |                        |  |   |
| Whether promoter/ promoter group are interested in the agenda/resolution? |                |                    | <b>No</b>           |  |                          |                        |  |   |
| Category  | Mode of Voting | No. of shares held | No. of votes polled | % of Votes Polled on outstanding shares=[(2)/(1)]* 100 (3) | No. of Votes – in favour | No. of Votes – against | % of Votes in favour on votes polled [(4)/(2)]*100 (6) | % of Votes against on votes polled [(5)/(2)]* 100 (7) |
| Promoter and Promoter Group   | E-Voting       | 33252495           | 33250495            | 99.9940  | 33250495                 | 0                      | 100.0000   | 0   |
|   | Poll           |                    | 0                   | 0  | 0                        | 0                      | 0  | 0   |
|   | Postal Ballot  |                    | 0                   | 0  | 0                        | 0                      | 0  | 0   |
|   | Total          |                    | 33250495            | 99.9940  | 33250495                 | 0                      | 100.0000   | 0   |
| Public Institutions   | E-Voting       | 1600               | 0                   | 0  | 0                        | 0                      | 0  | 0   |
|   | Poll           |                    | 0                   | 0  | 0                        | 0                      | 0  | 0   |
|   | Postal Ballot  |                    | 0                   | 0  | 0                        | 0                      | 0  | 0   |
|   | Total          |                    | 0                   | 0  | 0                        | 0                      | 0  | 0   |
| Public Non Institutions   | E-Voting       | 16849425           | 46758               | 0.2775   | 46758                    | 0                      | 100.0000   | 0   |
|   | Poll           |                    | 0                   | 0  | 0                        | 0                      | 0  | 0   |
|   | Postal Ballot  |                    | 0                   | 0  | 0                        | 0                      | 0  | 0   |
|   | Total          |                    | 16849425            | 0.2775   | 46758                    | 0                      | 100.0000   | 0   |
| Total   |                | 501035250          | 33297253            | 66.4569  | 33297253                 | 0                      | 100.0000   | 0   |

CHAIRMAN'S INITIALS



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

On the basis of the above-mentioned voting results the Chairman declared that Resolution No. 4 was passed by **UNANIMOUS MAJORITY AS AN ORDINARY RESOLUTION.**

**ITEM NO. 5: ORDINARY RESOLUTION:- TO APPROVE THE TRANSACTIONS/ CONTRACTS/ARRANGEMENTS WITH RELATED PARTIES UNDER REGULATION 23 OF THE SEBI (LODR) REGULATIONS, 2015 READ WITH THE PROVISIONS OF SECTION 188 OF THE COMPANIES ACT, 2013.**


**“RESOLVED THAT** pursuant to the provisions of Regulation 23 of the SEBI (LODR) Regulations, 2015 (“SEBI Listing Regulations”) read with the provisions of section 188 read with section 185 of the Companies Act, 2013 and other applicable provisions, if any, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Company’s policy on Related Party Transactions, consent of the members of the company be and is hereby accorded to enter into transactions/ contracts / arrangement, in the ordinary course of its business and on arm’s length basis, for purchase, sale or deal in the products, goods, stock in trade, Transfer of Resources including receiving/ providing loans and advances or such other transactions, on such terms and conditions as may be mutually agreed upon between the company and all related party for an amount upto **Rs. 100 Crores (Rupees One Hundred Crore only)** in each financial year;

**RESOLVED FURTHER THAT** the Board of Directors of the company, jointly and/or severally, be and is hereby authorized to do or cause to be done all such acts, deeds and things, settle any queries, difficulties, doubts that may arise with regard to any transaction with the related party, finalize the terms and conditions as may be considered necessary, expedient or desirable and execute such agreements, documents and writings and to make such filings as may be necessary or desirable, in order to give effect to this Resolution in the interest of the company.”

The Results of the Voting were as under:

| Resolution required: (Ordinary/ Special)                                  |                |                    | Ordinary            |  |                          |                        |  |   |
|---|----------------|--------------------|---------------------|--|--------------------------|------------------------|--|---|
| Whether promoter/ promoter group are interested in the agenda/resolution? |                |                    | Yes                 |  |                          |                        |  |   |
| Category  | Mode of Voting | No. of shares held | No. of votes polled | % of Votes Polled on outstanding shares=[(2)/(1)]* 100 (3) | No. of Votes – in favour | No. of Votes – against | % of Votes in favour on votes polled [(4)/(2)]*100 (6) | % of Votes against on votes polled [(5)/(2)]* 100 (7) |
| Promoter and Promoter Group   | E-Voting       | 33252495           | 0                   | 0  | 0                        | 0                      | 0  | 0   |
|   | Poll           |                    | 0                   | 0  | 0                        | 0                      | 0  | 0   |
|   | Postal Ballot  |                    | 0                   | 0  | 0                        | 0                      | 0  | 0   |
|   | Total          | 33252495           | 0                   | 0  | 0                        | 0                      | 0  | 0   |
| Public Institutions   | E-Voting       | 1600               | 0                   | 0  | 0                        | 0                      | 0  | 0   |
|   | Poll           |                    | 0                   | 0  | 0                        | 0                      | 0  | 0   |
|   | Postal Ballot  |                    | 0                   | 0  | 0                        | 0                      | 0  | 0   |
|   | Total          | 1600               | 0                   | 0  | 0                        | 0                      | 0  | 0   |
| Public Non Institutions   | E-Voting       | 16849425           | 46752               | 0.2775   | 46752                    | 0                      | 100.0000   | 0.0000  |
|   | Poll           |                    | 0                   | 0  | 0                        | 0                      | 0  | 0   |
|   | Postal Ballot  |                    | 0                   | 0  | 0                        | 0                      | 0  | 0   |
|   | Total          | 16849425           | 46752               | 0.2775   | 46752                    | 0                      | 100.0000   | 0.0000  |
| Total   |                | 501035250          | 46752               | 0.0933   | 46752                    | 0                      | 100.0000   | 0.0000  |

CHAIRMAN'S INITIALS



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

On the basis of the above-mentioned voting results the Chairman declared that Resolution No. 5 was passed by **UNANIMOUS MAJORITY AS AN ORDINARY RESOLUTION.**

**VOTE OF THANKS:**  
Being no other business, the Chairman thanks to all the members and Board members and invites for participating in the meeting and declared that the meeting is concluded.

Place: Indore  
Date: 31/08/2022

  
Shiv Singh Mehta  
Chairman of the 26<sup>th</sup> Annual General Meeting

|                     |  |
|---------------------|--|
| CHAIRMAN'S INITIALS |  |
|---------------------|--|