Natraj Proteins Limited

SOLVENT EXTRACTION PLANT & REFINERY

Nagpur Kalan, Ordinance Factory Road, ITARSI

Ph.No. 07572- 262637, 262640, Fax No. 07572-262639

Email : natrajproteinltd@rediffmail.com

CIN : L00153 MP 1990 PLC 006090

Natraj

Ref. : **Date :**

12th September, 2017

NPL/SE/2017

Online filing at www.listing.bseindia.com

To,
The General Manager
DCS-CRD
BSE LIMITED
P.J. Tower, Dalal Street, Fort
MUMBAI - 400001

BSE CODE: 530119

Sub: Submission of the Proceedings/ Minutes of the 26th Annual General Meeting held on 9th September, 2017.

Dear Sir,

With reference to the Regulation 30 read with Schedule III of SEBI (LODR) Regulation, 2015, we hereby submit the detailed Proceedings/Minutes of the 26th Annual General Meeting held on Saturday, 9th September, 2017.

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

Thanking You,
Yours Faithfully,
For, NATRAJ PROTEINS LTD.

NATRAJ PROTEINS LTD. ITARSI

K.C. SHARMA
MANAGING DIRECTOR
DIN: 00012900
Enc.: a/a

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

PROCEEDING AND MINUTES OF THE 26TH ANNUAL GENERAL MEETING OF THE MEMBERS OF NATRAJ PROTEINS LIMITED HELD ON SATURDAY, 9TH DAY OF SEPTEMBER, 2017 AT THE REGISTERED OFFICE OF THE COMPANY AT NAGPUR-KALAN ORDINANCE FACTORY ROAD, ITARSI (M.P.) AT 2.00 P.M. AND CONCLUDED AT 2.45 P.M.

PRESENT:

1. Shri K.C. Sharma -On the chair
2. Shri Sharad Kumar Jain -Whole-Time Director
3. Shri Pradeep Agrawal -Independent Director
4. Shri Rajender Singh Tomar -Independent Director
5. Shri Umesh Narayan Trivedi -Independent Director

OFFICERS FOR ASSISTANCE:

Shri Ritesh Sharma -Chief Financial Officer
CS Shilpi Kasliwal -CS & Compliance Officer

SPECIAL INVITEE:

CS Ishan Jain - Scrutinizer

LEAVE OF ABSENCE:

Leave of Absence was granted to the Statutory Auditors & Secretarial Auditors of the company from attending the meeting on their request due to their pre-occupation.

NUMBER OF MEMBERS AS ON THE CUTOFF DATE AND REQUIREMENT OF QUORUM FOR THE AGM:

As per records made available by M/S Ankit Consultancy Pvt. Ltd., the Share Transfer Agent on the Cutoff date i.e. 2nd September, 2017 there were 956 members of the Company who were entitled to attend and vote at the 26th AGM. And minimum 5 members were required to constitute the valid quorum for the 26th AGM.

PRESENCE OF QUORUM:

At the 26th AGM total **12 (Twelve) Members** were present in person and **17 (Seventeen)** members were present by Proxy and participated at the AGM as per the Attendance Records maintained at the Company.

PROCEEDING OF THE MEETING:

QUORUM:

It was considered that as on the cut-off date; 2nd Sept., 2017 the Company was having 956 members therefore, a minimum quorum of 5 members was required to be present in person at the Annual General Meeting. Since the adequate quorum was present, the Scrutinizer CS Ishan Jain confirmed that the meeting is in order and that the proceeding of the Meeting should be commenced.

CHAIRMAN OF THE MEETING:

Shri K.C. Sharma, Chairman & Managing Director of the Company occupied the Chair for the Meeting.

NOTICE OF THE 26TH ANNUAL GENERAL MEETING:

CHAIRMAN'S INITIALS

The CS informed that the Notice convening the 26th Annual General Meeting alongwith the Audited Financial Statements containing the Balance Sheet as at 31st March, 2017 and the Statement of Profit & Loss and the Cash Flow for the year ended 31st March, 2017 along with the Notes and the Boards' Report, Corporate Governance and the Auditor's Report, Secretarial Auditors Report have already been dispatched to the members by electronic mode as per the records made available by CDSL & NSDL and to other members physically by M/S Ankit Consultancy Pvt. Ltd., the Registrar and Share Transfer Agent of the Company. With the permission of the Members and proxies present at the Meeting the Notice of the 26th Annual General Meeting was taken as read.

BOOKS & STATUTORY REGISTER:

The CS informed that the Register of Director and Key Managerial Personnel and their shareholding and Share Transfer Book and the Register of Members along with other statutory books, as required under other provisions of the Companies Act, 2013 have been kept at the meeting and open for inspection of the members.

PROCEDURE AT THE 26TH ANNUAL GENERAL MEETING:

The CS informed that as per the requirement of the Companies Act, 2013 the Remote e-voting commenced on Wednesday, 6th September, 2017 at 9:00 A.M (I.S.T.) and concluded on Friday, 8th Sept. 2017 at 5.00 P.M. (I.S.T.) and voting at the General Meeting shall be conducted by way of poll therefore the members as well as proxies personally present at the Meeting were requested to mark their assent or dissent on the ballot paper (MGT-12) provided to them.

She also informed that the members had the right to ask question(s) on any agenda items of the company at any time, before exercising their voting right at the Meeting.

The CS informed that the Company has appointed CS Ishan Jain Practicing Company Secretary **(ACS 29444, CP 13032)** as scrutinizer to scrutinize the remote e-voting results as well as voting through poll in a fair and transparent manner.

The Chairman asked the members to raise queries relating to the business affairs of the Company and he will reply to the queries raised, if any. However, no questions were raised.

Thereafter upon the instructions of the Chairman, CS Shilpi Kasliwal read agenda items of the notice of Annual General Meeting one by one and the Auditors Report was also read before the Meeting.
Thereafter she arranged the Poll Box, which was sealed by the Scrutinizer in the presence of all the members, after showing that it is empty.

The Members were then provided the opportunity to cast their votes by Poll and drop their Poll Papers in the Form MGT 12 in Poll Box and also requested to ensure that if any member have already casted their vote by E-voting process, they would not be entitled to cast their votes by Poll and if in any case it is casted, the Vote given by e-voting shall be

considered as final. Further, the CS requested the members to fill up the entire column in proper manner, like, name, address, LF/Client ID number of shares held, and then mark right tick on the assent or dissent in the space provided for the same in Form MGT-12.

Chairman made announcement that, if any member who has not casted their votes, please come forward promptly and complete the voting at the earliest, thereafter the Poll Box would be sealed by the Scrutinizer.

The Scrutinizer ascertained that no member was left for polling. And then he locked the Poll Box in presence of two Witnesses and collected the Poll Box for scrutiny of the Poll Papers.

The Chairman asked the Scrutinizer about the time to be taken by him to submit the report. The Scrutinizer replied to submit the report within 48 hours from the conclusion of the Annual General Meeting.

The Chairman also informed that the results of the Meeting would be announced within stipulated time and the same shall be posted on the website of the Company, BSE and NSDL.

CONCLUSION OF THE MEETING:

There being no other business the Meeting declared as concluded by the Chairman Shri Kailash Chand Sharma, with a vote of thanks to the Chair at 2:45 P.M. on 9th Sept., 2017.

SCRUTINISERS REPORT:

After receiving the Scrutinizers Report in the Form MGT-13 and Consolidated and Report on E-voting and Poll at the Annual General Meeting for e-voting and Poll, the Chairman declared the following results, on the basis of report submitted by the scrutinizer on **10th Sept., 2017** for the 26th Annual General Meeting and also declared that the date of the passing of the resolutions shall be considered as the date of the Polling at the Annual General Meeting, i.e. 9th Sept., 2017 as under for all the purposes.

DECLARATION OF RESULTS FOR THE BUSINESSES PROPOSED AT THE 26TH ANNUAL GENERAL MEETING

With due consideration of the Scrutinizer's Report, the Chairman declared the following results for the 26th Annual General Meeting held on Saturday, 9th Sept., 2017 at 2.00 P.M.

ORDINARY BUSINESSES BY ORDINARY RESOLUTION:

ITEM NO.1: ADOPTION OF AUDITED FINANCIAL STATEMENTS, REPORTS OF THE BOARD AND AUDITOR FOR THE YEAR ENDED 31ST MARCH, 2017;

RESOLVED THAT the financial statement of the company including the audited Balance Sheet as at 31st March 2017 & Statement of Profit & Loss and the Cash Flow for the year ended 31st March, 2017 along with the Board's Report, Corporate Governance Report and the Auditor's Report and Secretarial Audit Report thereon as circulated to the Members and submitted to the meeting be and are hereby received, considered, and

adopted by the members at the Annual General Meeting of the company.

The Results of the Voting are as under:

Resolution required: (Ordinary/ Special)			***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 – against	% of Votes in favour on votes polled [(4)/(2)]*100	% of Votes against on votes polled [(5)/(2)]*100
		(1)	(2)	(3)	(4)	(5)	(6)	(7)
Promoter and Promoter Group	E-Voting		74000	3.79%	74000	0	100%	0.00%
	Poll	1949275	1007000	51.66%	1007000	0	100%	0.00%
	Postal Ballot		0	0.00%	0	0	0.00%	0.00%
	Total	**1949275**	**1081000**	**55.45%**	**1081000**	**0**	**100%**	**0.00%**
Public Institutions	E-Voting		0	0	0	0	0	0.00%
	Poll	71340	0	0	0	0	0	0.00%
	Postal Ballot		0	0	0	0	0	0.00%
	Total	**71340**	**0**	**0**	**0**	**0**	**0.00%**	**0.00%**
Public Non Institutions	E-Voting		63633	3.68%	63633	0	100%	0.00%
	Poll	1726385	68150	3.94%	68150	0	100%	0.00%
	Postal Ballot		0	0	0	0	0.00%	0.00%
	Total	**1726385**	**131783**	**7.63%**	**131783**	**0**	**100%**	**0.00%**
Total		**3747000**	**1212783**	**32.36%**	**1212783**	**0**		

Based on the Aforesaid results, given by the Scrutinizer, the Ordinary Resolution as contained in Item No. 1 of the Notice of the 26th AGM has been PASSED by unanimous Consent.

ITEM NO.2: RE-APPOINTMENT OF SHRI KAILASH CHAND SHARMA (DIN 00012900) WHO IS LIABLE TO RETIRE BY ROTATION BEING ELIGIBLE OFFERS HIMSELF FOR RE-APPOINTMENT.

RESOLVED THAT subject to the provisions of section 152 and other applicable provisions, if any, of Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Shri Kailash Chand Sharma **(DIN: 00012900)** who is liable to retire by rotation offered himself for re-appointment be and are hereby considered by the Members of the company at the General Meeting.

The Results of the Voting are as under:

Resolution required: (Ordinary/ Special)			***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=	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes	% of Votes against on votes

				[(2)/(1)]* 100			polled [(4)/(2)]*100	polled [(5)/(2)] *100
		(1)	(2)	(3)	(4)	(5)	(6)	(7)
Promoter and Promoter Group	E-Voting		74000	3.79%	74000	0	100%	0.00%
	Poll	1949275	1007000	51.66%	1007000	0	100%	0.00%
	Postal Ballot		0	0.00%	0	0	0.00%	0.00%
	Total	**1949275**	**1081000**	**55.45%**	**1081000**	**0**	**100%**	**0.00%**
Public Institutions	E-Voting		0	0	0	0	0	0.00%
	Poll	71340	0	0	0	0	0	0.00%
	Postal Ballot		0	0	0	0	0	0.00%
	Total	**71340**	**0**	**0**	**0**	**0**	**0.00%**	**0.00%**
Public Non Institutions	E-Voting		63633	3.68%	63633	0	100%	0.00%
	Poll	1726385	68150	3.94%	68150	0	100%	0.00%
	Postal Ballot		0	0	0	0	0.00%	0.00%
	Total	**1726385**	**131783**	**7.63%**	**131783**	**0**	**100%**	**0.00%**
Total		**3747000**	**1212783**	**32.36%**	**1212783**	**0**		

Based on the Scrutinizer Report, the Ordinary Resolution as contained in Item No. 2 of the Notice of the 26th AGM has been PASSED by unanimous Consent.

ITEM NO.3: APPOINTMENT OF M/S ANUP SHRIVASTAVA & ASSOCIATES, CHARTERED ACCOUNTANTS AS THE STATUTORY AUDITOR FROM THE CONCLUSION OF THIS ANNUAL GENERAL MEETING TILL THE CONCLUSION OF 31ST AGM SUBJECT TO RATIFICATION OF THEIR APPOINTMENT EVERY YEAR ON SUCH REMUNERATION AS MAY BE FIXED BY THE BOARD.

"**RESOLVED THAT** subject to the provisions of section 139, 141 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 as amended from time to time, M/s Anup Shrivastava & Associates, Chartered Accountants (ICAI Firm Registration No. 006455C), be and are hereby appointed as the Statutory Auditors of the Company in place of M/s Bhutoria Ganesan & Co., Chartered Accountants (F.R. No. 004465C) whose term shall be concluded on the conclusion of the ensuing Annual General Meeting, to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the 31st AGM of the Company to be held in the year 2022, subject to ratification of their appointment at every Annual General Meeting on such remuneration as may be fixed by the Board."

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 – against	% of Votes in favour on votes polled [(4)/(2)]*1	% of Votes against on votes polled [(5)/(2)]

CHAIRMAN'S INITIALS

							00	*100
		(1)	(2)	(3)	(4)	(5)	(6)	(7)
Promoter and Promoter Group	E-Voting		74000	3.79%	74000	0	100%	0.00%
	Poll	1949275	1007000	51.66%	1007000	0	100%	0.00%
	Postal Ballot		0	0.00%	0	0	0.00%	0.00%
	Total	**1949275**	**1081000**	**55.45%**	**1081000**	**0**	**100%**	**0.00%**
Public Institutions	E-Voting		0	0	0	0	0	0.00%
	Poll	71340	0	0	0	0	0	0.00%
	Postal Ballot		0	0	0	0	0	0.00%
	Total	**71340**	**0**	**0**	**0**	**0**	**0.00%**	**0.00%**
Public Non Institutions	E-Voting		63633	3.68%	63633	0	100%	0.00%
	Poll	1726385	68150	3.94%	68150	0	100%	0.00%
	Postal Ballot		0	0	0	0	0.00%	0.00%
	Total	**1726385**	**131783**	**7.63%**	**131783**	**0**	**100%**	**0.00%**
Total		**3747000**	**1212783**	**32.36%**	**1212783**	**0**		

Based on the Scrutinizer Report, the Ordinary Resolution as contained in Item No. 3 of the Notice of the 26th AGM has been PASSED by unanimous Consent.

SPECIAL BUSINESSES BY ORDINARY RESOLUTION:
ITEM NO 4: RATIFICATION FOR FIXING REMUNERATION OF COST AUDITOR FOR THE FINACIAL YEAR 2017-18:

"**RESOLVED THAT** pursuant to section 148(3) of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors Rules) 2014, including any statutory modification(s) or re-enactment thereof for the time being in force, M/s Yogesh Chourasia & Associates (Firm Registration No.: 000271) appointed as Cost Auditor by the Board of Directors of the Company for conducting Cost Audit for the Financial Year 2017-18 on a remuneration of Rs. 67,500/- plus GST be and is hereby ratified."

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 – against	% of Votes in favour on votes polled [(4)/(2)]*100	% of Votes against on votes polled [(5)/(2)]*100
		(1)	(2)	(3)	(4)	(5)	(6)	(7)
Promoter and Promoter Group	E-Voting		74000	3.79%	74000	0	100%	0.00%
	Poll	1949275	1007000	51.66%	1007000	0	100%	0.00%
	Postal Ballot		0	0.00%	0	0	0.00%	0.00%
	Total	**1949275**	**1081000**	**55.45%**	**1081000**	**0**	**100%**	**0.00%**
Public Institutions	E-Voting		0	0	0	0	0	0.00%
	Poll	71340	0	0	0	0	0	0.00%
	Postal Ballot		0	0	0	0	0	0.00%
	Total	**71340**	**0**	**0**	**0**	**0**	**0.00%**	**0.00%**
Public Non	E-Voting		63633	3.68%	63633	0	100%	0.00%

Institutions	Poll	1726385	68150	3.94%	68150	0	100%	0.00%
	Postal Ballot		0	0	0	0	0.00%	0.00%
	Total	1726385	131783	7.63%	131783	0	100%	0.00%
Total		3747000	1212783	32.36%	1212783	0		

Based on the Scrutinizers Report, the Ordinary Resolution as contained in Item No. 4 of the Notice of the 26th AGM has been PASSED by requisite majority.

ITEM NO 5: RE-APPOINTMENT OF SHRI SHARAD KUMAR JAIN (DIN:02757935) AS THE WHOLE-TIME DIRECTOR AND DESIGNATED AS THE EXECUTIVE DIRECTOR FOR THE PERIOD OF THREE YEARS.

"RESOLVED THAT as recommended by Nomination and Remuneration Committee of the Board and pursuant to the provisions of section 190, 196, 197, 203 read with the provisions of Schedule V of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of the Managerial Personnel) Rules, 2014 and other applicable provisions if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being enforce), the approval of the members of the Company be and is hereby granted for re-appointment of Shri Sharad Kumar Jain (DIN: 02757935) as the Whole-time Director and designated as the Executive Director of the Company for a period of 3 years w.e.f. 1st October, 2017 on the consolidated monthly remuneration of Rs. 50,000 p.m."

"RESOLVED FURTHER THAT in the event of there being loss or inadequacy of profit for any financial year, the remuneration payable to Shri Sharad Kumar Jain shall not be in excess of the limit prescribed in the Schedule V of the Companies Act, 2013 as may be applicable from time to time during his tenure."

"RESOLVED FURTHER THAT there shall be clear relation of the Company with Shri Sharad Kumar Jain as "the Employer-Employee" and each party may terminate the above said appointment with the six months' notice in writing or salary in lieu thereof."

"RESOLVED FURTHER THAT Shri Sharad Kumar Jain, Executive Director shall also be entitled for the reimbursement of actual entertainment, traveling, boarding and lodging expenses incurred by him in connection with the Company's business and such other benefits/ amenities and other privileges, as may from time to time, be available to other Senior Executives of the Company."

"RESOLVED FURTHER THAT the Board of directors be and is hereby authorized to do all such acts, deeds, matters and things as in its absolute discretion, may consider necessary, expedient or desirable and to vary, modify the terms and conditions and to settle any question, or doubt that may arise in relation thereto and

the Board shall have absolute powers to hold the increments, decide breakup of the remuneration within the above said maximum permissible limit, in order to give effect to the foregoing resolution, or as may be otherwise considered by it to be in the best interest of the Company."

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 – against	% of Votes in favour on votes polled [(4)/(2)]*100	% of Votes against on votes polled [(5)/(2)]*100
		(1)	(2)	(3)	(4)	(5)	(6)	(7)
Promoter and Promoter Group	E-Voting		74000	3.79%	74000	0	100%	0.00%
	Poll	1949275	1007000	51.66%	1007000	0	100%	0.00%
	Postal Ballot		0	0.00%	0	0	0.00%	0.00%
	Total	**1949275**	**1081000**	**55.45%**	**1081000**	**0**	**100%**	**0.00%**
Public Institutions	E-Voting		0	0	0	0	0	0.00%
	Poll	71340	0	0	0	0	0	0.00%
	Postal Ballot		0	0	0	0	0	0.00%
	Total	**71340**	**0**	**0**	**0**	**0**	**0.00%**	**0.00%**
Public Non Institutions	E-Voting		63633	3.68%	63633	0	100%	0.00%
	Poll	1726385	68150	3.94%	68150	0	100%	0.00%
	Postal Ballot		0	0	0	0	0.00%	0.00%
	Total	**1726385**	**131783**	**7.63%**	**131783**	**0**	**100%**	**0.00%**
Total		**3747000**	**1212783**	**32.36%**	**1212783**	**0**		

Based on the Scrutinizers Report, the Ordinary Resolution as contained in Item No. 5 of the Notice of the 26th AGM has been PASSED by requisite majority.

SPECIAL BUSINESS BY SPECIAL RESOLUTION:
ITEM NO 6: TO KEEP THE COMPANY'S REGISTER OF MEMBERS, THE INDEX OF MEMBERS, THE REGISTER AND COPIES OF ALL ITS ANNUAL RETURNS WITH THE COPIES OF CERTIFICATES AND DOCUMENTS AT THE REGISTERED OFFICE OF THE COMPANY AND MAINTAIN BY RTA.

"**RESOLVED THAT** pursuant to section 94 and other applicable provisions, if any, of the Companies Act, 2013, ("the Act") approval of the members be and is hereby accorded to keep the Company's register of members, the index of members, the Register and copies of all its annual returns prepared under sections 92 and other applicable provisions, if any, of the act together with the copies of certificates and documents required to be annexed thereto under Section 92 of the Act, at Registered Office of the Company situated at Nagpur Kalan, Ordinance Factory Road, Itarsi (M.P.)- 461111 and maintain by Ankit Consultancy Pvt. Ltd, Registrar and Share Transfer Agent of the

Company, situated at Plot No. 60, Electronic Complex Pardeshipura, Indore (M.P.) – 452010."

Resolution required: (Ordinary/ Special)			*Special*					
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 – against	% of Votes in favour on votes polled [(4)/(2)]*100	% of Votes against on votes polled [(5)/(2)]*100
		(1)	(2)	(3)	(4)	(5)	(6)	(7)
Promoter and Promoter Group	E-Voting		74000	3.79%	74000	0	100%	0.00%
	Poll	1949275	1007000	51.66%	1007000	0	100%	0.00%
	Postal Ballot		0	0.00%	0	0	0.00%	0.00%
	Total	**1949275**	**1081000**	**55.45%**	**1081000**	**0**	**100%**	**0.00%**
Public Institutions	E-Voting		0	0	0	0	0	0.00%
	Poll	71340	0	0	0	0	0	0.00%
	Postal Ballot		0	0	0	0	0	0.00%
	Total	**71340**	**0**	**0**	**0**	**0**	**0.00%**	**0.00%**
Public Non Institutions	E-Voting		63633	3.68%	63633	0	100%	0.00%
	Poll	1726385	68150	3.94%	68150	0	100%	0.00%
	Postal Ballot		0	0	0	0	0.00%	0.00%
	Total	**1726385**	**131783**	**7.63%**	**131783**	**0**	**100%**	**0.00%**
Total		**3747000**	**1212783**	**32.36%**	**1212783**	**0**		

Based on the Scrutinizers Report, the Ordinary Resolution as contained in Item No. 6 of the Notice of the 26th AGM has been PASSED by requisite majority.

SPECIAL BUSINESS BY ORDINARY RESOLUTION:
ITEM NO 7: TO CHARGE FROM MEMBER(S) FEE IN ADVANCE, A SUM EQUIVALENT TO THE ESTIMATED ACTUAL EXPENSES OF THE DELIVERY OF THE DOCUMENT(S) THROUGH A PARTICULAR MODE U/S 20 OF THE COMPANIES ACT, 2013.

"**RESOLVED THAT** pursuant to provisions of Section 20 and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules prescribed thereunder, the consent of the Company be and is hereby accorded to the Board of directors or the person authorized by the Board charge from member(s) fee in advance, a sum equivalent to the estimated actual expenses of delivery of the documents through a particular mode, if any request has been made by such member(s) for delivery of such document(s) to him through such mode of service as required and the same be provided upon such request in writing along with the requisite fee if has been duly received by the Company at least one week in advance of the dispatch of the document by the Company."

"**RESOLVED FURTHER THAT** the Board of directors and/or any person authorized by the Board be and are hereby authorized

to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the matter aforesaid and further to do all acts, deeds, matters and things as may be necessary, proper or desirable or expedient to give effect to above resolution."

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 – against	% of Votes in favour on votes polled [(4)/(2)]*100	% of Votes against on votes polled [(5)/(2)]*100
		(1)	(2)	(3)	(4)	(5)	(6)	(7)
Promoter and Promoter Group	E-Voting		74000	3.79%	74000	0	100%	0.00%
	Poll	1949275	1007000	51.66%	1007000	0	100%	0.00%
	Postal Ballot		0	0.00%	0	0	0.00%	0.00%
	Total	**1949275**	**1081000**	**55.45%**	**1081000**	**0**	**100%**	**0.00%**
Public Institutions	E-Voting		0	0	0	0	0	0.00%
	Poll	71340	0	0	0	0	0	0.00%
	Postal Ballot		0	0	0	0	0	0.00%
	Total	**71340**	**0**	**0**	**0**	**0**	**0.00%**	**0.00%**
Public Non Institutions	E-Voting		63633	3.68%	63633	0	100%	0.00%
	Poll	1726385	68150	3.94%	68150	0	100%	0.00%
	Postal Ballot		0	0	0	0	0.00%	0.00%
	Total	**1726385**	**131783**	**7.63%**	**131783**	**0**	**100%**	**0.00%**
Total		**3747000**	**1212783**	**32.36%**	**1212783**	**0**		

Based on the Scrutinizers Report, the Ordinary Resolution as contained in Item No. 7 of the Notice of the 26th AGM has been PASSED by requisite majority.

The Chairman further authorized the Company Secretary and Compliance Officer to communicate the aforesaid results of the 26th Annual General Meeting to the BSE and to submit to the NSDL and website of the Company

PLACE: ITARSI
DATE: 11th SEPT.,2017

KAILASH CHAND SHARMA
CHAIRMAN &
MANAGING DIRECTOR
DIN: 00012900

The aforesaid Minutes were recorded in the Minute Book of the Members General Meeting with the Authority of the Chairman on 11th Sept., 2017.

PLACE: ITARSI
DATE: 11th SEPT.,2017

KAILASH CHAND SHARMA
CHAIRMAN &
MANAGING DIRECTOR
DIN: 00012900

CHAIRMAN'S INITIALS