

GML/DEL/2019-20
October 26, 2019

Bombay Stock Exchange Limited Floor 25, P J Towers, Dalal Street, Mumbai - 400 001. INDIA Scrip Code: 533265	National Stock Exchange of India Limited "EXCHANGE PLAZA", Bandra - Kurla Complex, Bandra (East), Mumbai - 400 051. INDIA Scrip Code: GALLISPAT
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Sir/Madam,

SUB: MINUTES OF THE 15TH ANNUAL GENERAL MEETING

REF: PART-A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Pursuant to Part-A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, please find enclosed the minutes of the 15th Annual General Meeting of the Company, duly convened on the 26th day September, 2019.

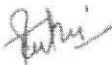
You are requested to take the same on your records.

Thanking you,

Yours faithfully,

For GALLANTT METAL LIMITED

GALLANTT METAL LTD.


Company Secretary

Tarun Kumar Rathi
(CS & Compliance Officer)

Encl: As above

GALLANTT METAL LIMITED

Office : Ward-10 BC, Plot No. 123, Ground Floor, Gandhidham, Kutch, Gujrat-370 201, Tel. : 02836-395626 / 395636 Fax : 02836-235787

Works : Near Toll Gate Village - Samakhyali, Taluka-Bhachau, Kutch - Gujrat, Tel. : 91 98 795 60878, Fax : +91 2837 283690

Registered Office : "GALLANTT HOUSE", I-7, Jangpura Extension, New Delhi -110 014

Telefax : 011-45048767, E-mail : gml@gallantt.com, Website : www.gallantt.com,

Corporate Identification No. : L27109DL2005PLC350524

**MINUTES OF THE 15TH ANNUAL GENERAL MEETING OF
GALLANTT METAL LIMITED HELD ON THURSDAY, THE 26TH
SEPTEMBER, 2019 AT – GEETA BHAWAN, SANATAN DHARAM
MANDIR, 16, BLOCK C, JUNG PURA EXTENSION, JANGPURA,
NEW DELHI - 110014. THE MEETING COMMENCED ON TIME AT
12.30 P.M. AND CONCLUDED AT 1.30 P.M.**

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PRESENT:

DIRECTOR

Mr. Chandra Prakash Agrawal (Chairman)
Mr. Dindyal Jalan (Independent Director)
Mrs. Richa Bhartiya (Independent Director)
Mrs. Jyotirindra Nath Dey (Independent Director)

COMPANY SECRETARY

Mr. Tarun Kumar Rathi

IN ATTENDANCE

Mr. Sandip Kumar Agarwal, Chief Financial Officer

INVITEE

Mr. A. K. Khetawat, Partner, M/s. ALPS & Co. Chartered Accountants,
Statutory Auditors of the Company.

Mr. U. Tiwari, Cost Auditors

MEMBERS:

Members Present in Person/Representative - 20

Members Present through Proxy- 2

CHAIRMAN:

Mr. Chandra Prakash Agrawal, Chairman of the Board chaired the 15th Annual General Meeting. Mr. Chandra Prakash Agrawal took the chair and welcomed all the members present to the 15th Annual General Meeting of the Company.

QUORUM:

After ascertaining that the requisite Quorum for the Meeting was present as per Section 103 of the Companies Act, 2013, the Chairman called the Meeting to order at 12.30 P.M.



NOTICE:

With the consent of the members present, the Notice dated 13th August, 2019 convening the 15th Annual General Meeting of the company together with the Directors' Report for the financial year ended 31st March, 2019 as previously circulated were taken as read.

Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of the Companies Act, 2013 from April 01, 2014 and other Statutory Registers onwards were produced at the commencement of the meeting and were kept open and accessible during the continuance of the meeting to the members having right to attend the meeting. The signed Auditor's Report, Minutes of the General Meeting of the Company, Register of Proxy, Memorandum and Articles of Association of the Company, and all other required documents were kept on the table throughout the meeting.

CHAIRMAN'S MESSAGE:

The Chairman welcomed the members to the 15th Annual General Meeting. The Chairman thereafter rose to read out his speech.

At the instruction of the Chairman, Mr. Tarun Kumar Rathi, Company Secretary, read out the Statutory Auditors' Report.

Thereafter, the Chairman stated that the Company had provided facility to vote by electronic means to all the Members to enable them to cast their votes electronically in respect of all the businesses to be transacted at the 14th Annual General Meeting in accordance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and applicable provisions of the listing agreements with the Stock Exchanges. He stated that the Company had appointed National Securities Depository Limited as agency for providing e-voting platform for e-voting. The facility to vote by electronic means was kept open from 9.00 A.M. on September 23, 2019 to 5.00 P.M. on September 25, 2019.

He further stated that Mr. Tanmay Kumar Saha Practicing Company Secretary was appointed as the Scrutinizer for conducting the e-voting process. Further, the Chairman informed the members that as per the Ministry of Corporate Affairs General Circular no. 22/2014 dated June 17, 2014 there will be no voting by show of hands at the general meeting of the Company to which Rule 22 of Companies (Management and Administration) Rules, 2014 apply. According, there will be no voting by show of hands at the Annual General Meeting. He further stated that in order to enable the Members present at the Meeting in



person or proxy to cast their votes, poll will be taken in respect of all the businesses contained in the Notice dated August 13, 2019.

Thereafter, the Chairman appointed Mr. Tanmay Kumar Saha, Practicing Company Secretary as the scrutinizer to scrutinize the poll process and votes given on the poll and to give a report thereon in the prescribed manner.

Before ordering Poll, the Chairman invited and enquired Members present in person to ask questions and offer their comments, if any, on the Annual Report or Notice to the Annual General Meeting.

Shareholders Mr. Praveen Kumar, Mr. Nitesh Kumar and Mr. Lokesh Gupta asked few questions on the performance, financial conditions, plant capacity and capacity utilization and other related matter of the Company and gave their suggestions to the Company to improve the productivity and turnover of the Company etc. The Chairman clarified and replied to all the queries of the Members.

The Chairman then ordered the Poll in respect of all Resolutions contained in the Notice to the Annual General Meeting. At the request of the Chairman Mr. Tanmay Kumar Saha, Scrutinizer appointed for the poll locked and sealed the empty polling box in the presence of Members. Mr. Tanmay Kumar Saha thereafter conducted the Poll for all the Resolutions as set out in the Notice dated August 13, 2019. After ensuring that all the Members and proxies participating in the Poll had casted their votes, the Scrutinizer closed the Poll and took custody of the Polling box.

The Chairman also stated that the results of the e-voting process and poll will be announced on receipt of the Scrutinizer Report and the Scrutinizer's Report will be placed on the Company's website and sent to the Stock Exchanges.

The Chairman thanked the Members for their participation and announced formal closure of the 15th Annual General Meeting of the Company.

RESULTS OF E-VOTING AND POLL ON THE ORDINARY AND SPECIAL BUSINESSES AT THE 15TH ANNUAL GENERAL MEETING OF THE COMPANY HELD ON THURSDAY, 27TH SEPTEMBER, 2019

On the basis of the Scrutinizer's Report for the e-voting dated 27.09.2019 and report for the Poll at the Annual General Meeting dated 27th September, 2019, the summary of which is mentioned hereunder, the Company Secretary of the Company announced on 27th September, 2019 that all the Resolutions for the Ordinary and Special Businesses as set out in Item Nos. 1 to 8 in the Notice of



the 15th Annual General Meeting of the Company have been duly passed with such majority as enumerated below:

ORDINARY BUSINESS:

Item No. 1 as an Ordinary Resolution :

Adoption of the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2019, the Audited Consolidated Financial Statements of the Company for the said financial year and the Reports of the Board of Directors and Auditors thereon.

a. Voted in **favour** of Resolution:

Mode of Voting	No. of Voters (Folios)	Number of Votes Cast (One Share One Vote basis)	% of Total Number of Valid Votes Cast
Remote E-Voting	18	1359	0.0028
Through Ballot	11	49241096	99.9966
Total	29	49242455	99.9994

ii. Voted **against** the Resolution:

Mode of Voting	No. of Voters (Folios)	Number of Votes Cast (One Share One Vote basis)	% of Total Number of Valid Votes Cast
Remote E-Voting	2	310	0.0006
Through Ballot	NIL	NIL	NIL
Total	2	310	0.0006

iii. Invalid Votes:

Mode of Voting	No. of Voters (Folios)	Number of Votes Cast (One Share One Vote basis)
Remote E-Voting	NIL	NIL
Through Ballot	6	15
Total	6	15

Item No. 2 as an Ordinary Resolution :

Declaration of final dividend on equity shares for the financial year ended 31st March, 2019.

i. Voted in **favour** of Resolution:

Mode of Voting	No. of Voters (Folios)	Number of Votes Cast (One Share One Vote basis)	% of Total Number of Valid Votes Cast
Remote E-Voting	18	1359	0.0028
Through Ballot	11	49241096	99.9966
Total	29	49242455	99.9994

ii. Voted **against** the Resolution:

Mode of Voting	No. of Voters (Folios)	Number of Votes Cast (One Share One Vote basis)	% of Total Number of Valid Votes Cast
Remote E-Voting	2	310	0.0006
Through Ballot	NIL	NIL	NIL
Total	2	310	0.0006

iii. Invalid Votes:

Mode of Voting	No. of Voters (Folios)	Number of Votes Cast (One Share One Vote basis)
Remote E-Voting	NIL	NIL
Through Ballot	6	15
Total	6	15

Item No. 3 as an Ordinary Resolution :

Re-appointment of Mr. Prashant Jalan (DIN: 06619739), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.

i. Voted in **favour** of Resolution:

Mode of Voting	No. of Voters (Folios)	Number of Votes Cast (One Share One Vote basis)	% of Total Number of Valid Votes Cast
Remote E-Voting	17	1349	0.0027
Through Ballot	11	49241096	99.9966
Total	28	49242445	99.9993

ii. Voted **against** the Resolution:

Mode of Voting	No. of Voters (Folios)	Number of Votes Cast (One Share One Vote basis)	% of Total Number of Valid Votes Cast
Remote E-Voting	3	320	0.0007
Through Ballot	NIL	NIL	NIL
Total	3	320	0.0007

iii. Invalid Votes:

Mode of Voting	No. of Voters (Folios)	Number of Votes Cast (One Share One Vote basis)
Remote E-Voting	NIL	NIL
Through Ballot	6	15
Total	6	15

SPECIAL BUSINESS:**Item No. 4 as Special Resolution :**

Re-appointment of Mr. Prashant Jalan (DIN: 06619739) as a Whole-time Director of the Company designated as "Director - Plant Operation".

i. Voted in **favour** of Resolution:

Mode of Voting	No. of Voters (Folios)	Number of Votes Cast (One Share One Vote basis)	% of Total Number of Valid Votes Cast
Remote E-Voting	17	1349	0.0027
Through Ballot	11	49241096	99.9966
Total	28	49242445	99.9993

ii. Voted **against** the Resolution:

Mode of Voting	No. of Voters (Folios)	Number of Votes Cast (One Share One Vote basis)	% of Total Number of Valid Votes Cast
Remote E-Voting	3	320	0.0007
Through Ballot	NIL	NIL	NIL
Total	3	320	0.0007

iii. Invalid Votes:

Mode of Voting	No. of Voters (Folios)	Number of Votes Cast (One Share One Vote basis)
Remote E-Voting	NIL	NIL
Through Ballot	6	15
Total	6	15

Item No. 5 as an Ordinary Resolution :

Appointment of Mr. Ashtbhuja Prasad Srivastava (DIN: 08434115) as an Independent Director.

i. Voted in **favour** of Resolution:

Mode of Voting	No. of Voters (Folios)	Number of Votes Cast (One Share One Vote basis)	% of Total Number of Valid Votes Cast
Remote E-Voting	17	1259	0.0026
Through Ballot	11	49241096	99.9968
Total	28	49242355	99.9994

ii. Voted **against** the Resolution:

Mode of Voting	No. of Voters (Folios)	Number of Votes Cast (One Share One Vote basis)	% of Total Number of Valid Votes Cast
Remote E-Voting	2	310	0.0006
Through Ballot	NIL	NIL	NIL
Total	2	310	0.0006

iii. Invalid Votes:

Mode of Voting	No. of Voters (Folios)	Number of Votes Cast (One Share One Vote basis)
Remote E-Voting	NIL	NIL
Through Ballot	6	15
Total	6	15

Item No. 6 as an Ordinary Resolution:

Appointment of Mr. Dindayal Jalan (DIN: 00006882) as an Independent Director.

i. Voted in **favour** of Resolution:

Mode of Voting	No. of Voters (Folios)	Number of Votes Cast (One Share One Vote basis)	% of Total Number of Valid Votes Cast
Remote E-Voting	18	1359	0.0028
Through Ballot	11	49241096	99.9966
Total	29	49242455	99.9994

ii. Voted **against** the Resolution:

Mode of Voting	No. of Voters (Folios)	Number of Votes Cast (One Share One Vote basis)	% of Total Number of Valid Votes Cast
Remote E-Voting	2	310	0.0006
Through Ballot	NIL	NIL	NIL
Total	2	310	0.0006

iii. Invalid Votes:

Mode of Voting	No. of Voters (Folios)	Number of Votes Cast (One Share One Vote basis)
Remote E-Voting	NIL	NIL
Through Ballot	6	15
Total	6	15

Item No. 7 as an Ordinary Resolution :

Approval of payment of Remuneration to Cost Auditor.

i. Voted in **favour** of Resolution:

Mode of Voting	No. of Voters (Folios)	Number of Votes Cast (One Share One Vote basis)	% of Total Number of Valid Votes Cast
Remote E-Voting	16	1339	0.0027
Through Ballot	11	49241096	99.9966
Total	27	49242435	99.9993

ii. Voted **against** the Resolution:

Mode of Voting	No. of Voters (Folios)	Number of Votes Cast (One Share One Vote basis)	% of Total Number of Valid Votes Cast
Remote E-Voting	4	330	0.0007
Through Ballot	NIL	NIL	NIL
Total	4	330	0.0007

iii. Invalid Votes:

Mode of Voting	No. of Voters (Folios)	Number of Votes Cast (One Share One Vote basis)
Remote E-Voting	NIL	NIL
Through Ballot	6	15
Total	6	15

Item No. 8 as a Special Resolution :

Reappointment of Mrs. Richa Bhartiya (DIN: 06905283) as an Independent Director.

i. Voted in **favour** of Resolution:

Mode of Voting	No. of Voters (Folios)	Number of Votes Cast (One Share One Vote basis)	% of Total Number of Valid Votes Cast
Remote E-Voting	18	1359	0.0028
Through Ballot	11	49241096	99.9966
Total	29	49242455	99.9994

ii. Voted **against** the Resolution:

Mode of Voting	No. of Voters (Folios)	Number of Votes Cast (One Share One Vote basis)	% of Total Number of Valid Votes Cast
Remote E-Voting	2	310	0.0006
Through Ballot	NIL	NIL	NIL
Total	2	310	0.0006

iii. Invalid Votes:

Mode of Voting	No. of Voters (Folios)	Number of Votes Cast (One Share One Vote basis)
Remote E-Voting	NIL	NIL
Through Ballot	6	15
Total	6	15

The Resolutions for the Ordinary and Special Businesses as set out in the Item nos. 1 to 8 in the Notice of 15th Annual General Meeting, duly approved by the Members, are recorded hereunder as part of the proceedings of the 15th Annual General Meeting of the Members of the Company held on September 26, 2019.

ORDINARY BUSINESS:

ITEM NO. 1:- TO RECEIVE, CONSIDER AND ADOPT:

To consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2019, the Audited Consolidated Financial Statements of the Company for the said financial year and the Reports of the Board of Directors and Auditors thereon. Ordinary Resolution

Proposed by: Mr. Praveen Kumar

Seconded by: Mr. Lokesh Gupta

"RESOLVED THAT (a) the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2019 including the Balance Sheet of the Company as on 31st March, 2019, the Statement of Profit and Loss of the Company for the financial year ended 31st March, 2019, together with the Schedules and Notes, as attached thereto, the Cash Flow Statement, the Directors Report dated 13th August, 2019, annexed thereto, and the Auditors' Report to the Members dated 29th April, 2019; and (b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2019 including the Consolidated Balance Sheet of the Company as on 31st March, 2019, the Consolidated Statement of Profit and Loss of the Company for the financial year ended 31st March, 2019, together with the Schedules and Notes, as attached thereto, the Consolidated Cash Flow Statement, the Directors Report dated 13th August, 2019, annexed thereto, and the Auditors' Report to the Members dated 29th April, 2019; laid before this Annual General Meeting be and are hereby received, approved and adopted."

The Results of the voting were as under:

Category	Mode of Voting	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares	No. of Votes – 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	54686193	0	0	0	0	0	0
	Poll		49238406	90.038	49238406	0	100.000	0
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		54686193	49238406	90.038	49238406	0	100.000



Public - Institution	E-voting		0	0	0	0	0	0
	Poll	0	0	0	0	0	0	0
	Postal		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Ballot							
	Total	0	0	0	0	0	0	0
Public Non-Institution	E-voting	26424204	1669	0.006	1359	310	81.43	18.57
	Poll		2690	0.010	2690	0	100.000	0
	Postal		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Ballot							
Total	26424204	4359	0.016	4049	310	92.89	7.11	
TOTAL		81110397#	49242765	60.71	49242455	310	99.9994	0.0006

211927 no. of Shares are under Clearing Member/Corp.

-----On the basis of voting as above, resolution has been passed with specified and requisite majority (Ordinary Resolution).

ITEM NO. 2:-

DECLARATION OF DIVIDEND - ORDINARY RESOLUTION

Proposed by: Mr. Praveen Kumar

Seconded by: Mr. Lokesh Gupta

"RESOLVED THAT the dividend @ Rupee 0.25/- (Twenty-Five Paise only) per Equity Share of Rs. 10 each, fully paid up, be and is hereby declared for payment to those members whose names appear in the Register of Members of the Company after giving effect to all valid share transfer in physical form lodged with the Company as at the end of business hours on 19th September, 2019 and in respect of shares held in electronic mode, the dividend will be paid to the beneficial owners of the shares as at the end of business hours on 19th September, 2019, as per details furnished by the National Securities Depository Limited and Central Depository services (India) Limited for this purpose."

The Results of the voting were as under:

Category	Mode of Voting	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares	No. of Votes - 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)/(1)] 100
Promoter and Promoter Group	E-voting	54686193	0	0	0	0	0	0
	Poll		49238406	90.038	49238406	0	100.000	0
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		54686193	49238406	90.038	49238406	0	100.000
Public - Institution	E-voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		0	0	0	0	0	0
Public Non-Institution	E-voting	26424204	1669	0.006	1359	310	81.43	18.57
	Poll		2690	0.010	2690	0	100.000	0
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		26424204	4359	0.016	4049	310	92.89
TOTAL		81110397#	49242765	60.71	49242455	310	99.9994	0.0006

211927 no. of Shares are under Clearing Member/Corp.

-----On the basis of voting as above, resolution has been passed with specified and requisite majority (Ordinary Resolution).

ITEM NO. 3:-

RE-APPOINTMENT OF MR. PRASHANT JALAN (DIN: 06619739) AS A DIRECTOR, WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR REAPPOINTMENT - ORDINARY RESOLUTION

Proposed by: Mr. Praveen Kumar

Seconded by: Mr. Lokesh Gupta

"RESOLVED THAT Mr. Prashant Jalan (DIN: 06619739), Director of the Company who retires by rotation be and is hereby re-appointed as a Director of the Company and that his period of office will be liable to determination by retirement of Directors by rotation."

The Results of the voting were as under:

Category	Mode of Voting	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares	No. of Votes - Favour	No. of Votes - against	% of votes in favour on votes polled	% of votes Against votes polled
		[1]	[2]	[3] = [(2)/(1)] *100	[4]	[5]	[6] = [(4)/(2)]* 100	[7] = [(5)/(1)] 100

Promoter and Promoter Group	E-votin		0	0	0	0	0	0
	Poll	54686193	49238406	90.038	49238406	0	100.000	0
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	54686193	49238406	90.038	49238406	0	100.000	0
Public - Institution	E-votin		0	0	0	0	0	0
	Poll	0	0	0	0	0	0	0
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	0	0	0	0	0	0	0
Public Non-Institution	E-votin		1669	0.006	1349	320	80.827	19.173
	Poll	26424204	2690	0.010	2690	0	100.000	0
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	26424204	4359	0.016	4039	320	92.66	7.34
TOTAL		81110397	49242765	60.71	49242445	320	99.9993	0.0007

= 211927 no. of Shares are under Clearing Member/Corp.

-----On the basis of voting as above, resolution has been passed with specified and requisite majority (Ordinary Resolution).

SPECIAL BUSINESS:

ITEM NO. 4:-

RE-APPOINTMENT OF MR. PRASHANT JALAN (DIN: 06619739) AS A WHOLE-TIME DIRECTOR OF THE COMPANY DESIGNATED AS "DIRECTOR- PLANT OPERATION" - SPECIAL RESOLUTION.

Proposed by: Mr. Nitesh Kumar
Seconded by: Mr. Lokesh Gupta

"RESOLVED THAT pursuant to the provisions of Sections 2(94), 196, 197, 198 and 203 of the Companies Act, 2013, read with Schedule V to the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, if

any, (including any statutory modification or reenactment thereof) and applicable clauses of the Articles of Association of the Company, subject to such other approvals as may be required, the approval of Members of the Company be and is hereby accorded for the reappointment of Mr. Prashant Jalan as a Whole-time Director of the Company for a term of 3 (three) years with effect from August 12, 2019 to August 11, 2022 liable to retire by rotation, based on the recommendation of the Nomination & Remuneration Committee and in line with the approval of the Audit Committee and the Board of Directors, on the terms and conditions including remuneration set out in the Agreement dated March 30, 2019 entered into between the Company and Mr. Prashant Jalan with specific authority to the Board of Directors to vary the terms and conditions of appointment including remuneration payable to Mr. Prashant Jalan provided that the remuneration payable to Mr. Prashant Jalan shall not exceed the maximum limits for payment of managerial remuneration specified in the Companies Act, 2013."

"RESOLVED FURTHER THAT approval be and is hereby accorded to the remuneration, perquisites, benefits and amenities payable as per the terms and conditions of the Agreement entered into by Mr. Prashant Jalan with the Company for the aforesaid appointment and as set out in the statement annexed to the Notice including the following: "

Salary :- At the rate of Rs. 60,000 /- from the date of reappointment

Others:- Use of car for Company's business, telephone and other communication facilities at residence/ other places, reimbursement of travelling, entertainment and all other expenses for the purpose of business incurred by him shall not be treated as perquisites.

Commission:- No commission shall be paid.

Minimum Remuneration:- The above salary will be payable to the Director-Plant Operation even in case of loss or inadequacy of profits in respect of any financial year during his tenure of office in compliance with Schedule V to the Companies Act, 2013.

Sitting Fees: The Director-Plant Operation shall not be paid any sitting fees for attending the meetings of the Board of Directors or Committees thereof.

Gratuity and encashment of leave: He will be entitled to gratuity and encashment of leave as per rules of the Company.

"RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the aforesaid period, the Company will pay Mr.



Prashant Jalan any remuneration, perquisites, benefits and amenities not exceeding the ceiling laid down in Schedule V of the Companies Act, 2013 as may be decided by the Board of Directors, subject to necessary sanctions and approvals”.

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to alter and/or vary the terms and conditions of the said appointment and/or enhance, enlarge, alter or vary the scope and quantum of remuneration, perquisites, benefits and amenities payable to Mr. Prashant Jalan in the light of further progress of the Company which shall be in accordance with the prescribed provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force)”.

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution, do all such acts, deeds, matters and things as may be necessary and sign and execute all documents or writings as may be necessary, proper or expedient for the purpose of giving effect to this resolution and for matters concerned therewith or incidental thereto”.

The Results of the voting were as under:

Category	Mode of Voting	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares	No. of Votes – Favour	No. of Votes – against	% of votes in favour on votes polled	% of votes Against votes polled
		[1]	[2]	[3] = [(2)/(1)] *100	[4]	[5]	[6] = [(4)/(2)] *100	[7] = [(5)/(2)] *100
Promoter and Promoter Group	E-voting	54686193	0	0	0	0	0	0
	Poll		49238406	90.038	49238406	0	100.000	0
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		49238406	90.038	49238406	0	100.000	0
Public - Institution	E-voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		0	0	0	0	0	0
Public Non-Institution	E-voting	26424204	1669	0.006	1349	320	80.827	19.173
	Poll		2690	0.010	2690	0	100.000	0
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		4359	0.016	4039	320	92.66	7.34
TOTAL		81110397	49242765	60.71	49242445	320	99.9993	0.0007

7 211927 no. of Shares are under Clearing Member/Corp.

-----On the basis of voting as above, resolution has been passed with specified and requisite majority (Special Resolution).

ITEM NO. 5: -

APPOINTMENT OF MR. ASHTBHUKA PRASAD SRIVASTAVA (DIN: 08434115) AS AN INDEPENDENT DIRECTOR - ORDINARY RESOLUTION

Proposed by: Mr. Nitesh Kumar

Seconded by: Mr. Lokesh Gupta

"RESOLVED THAT pursuant to the provisions of Section 149, 152, read with Schedule IV of the Companies Act, 2013 and the allied rules made thereunder and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any, (including any statutory modification or reenactment thereof), and applicable clauses of the Articles of Association of the Company, subject to such other approvals as may be required, the approval of Members of the Company be and is hereby accorded for the appointment of Mr. Ashtbhuka Prasad Srivastava (DIN: 08434115) as an Independent Director of the Company, not liable to retire by rotation, who is eligible for appointment, for a term of 5 (five) years with effect from April 29, 2019 up to April 28, 2024 based on the recommendation of Nomination and Remuneration Committee and in line with the approval of the Board of Directors."

"RESOLVED FURTHER THAT Mr. Chandra Prakash Agrawal, Managing Director, Mr. Nitin Mahavir Prasad Kandoi, Director and Mr. Tarun Kumar Rathi, Company Secretary be and are hereby severally authorised to take such steps and to do all such acts, deeds, matters and things as may be required to give effect to the foregoing resolution."

The Results of the voting were as under:

Category	Mode of Voting	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares	No. of Votes – Favour	No. of Votes – against	% of votes in favour on votes polled	% of votes Against votes polled
		[1]	[2]	[3] = [(2)/(1)] * 100	[4]	[5]	[6] = [(4)/(2)] * 100	[7] = [(5)/(2)] * 100
Promoter and Promoter Group	E-votin		0	0	0	0	0	0
	Poll	54686193	49238406	90.038	49238406	0	100.000	0

	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	54686193	49238406	90.038	49238406	0	100.000	0
Public - Institution	E-votin	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		0	0	0	0	0	0
Public Non-Institution	E-votin	26424204	1569	0.006	1259	310	80.242	19.758
	Poll		2690	0.010	2690	0	100.000	0
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		26424204	4259	0.016	3949	310	92.72
TOTAL		81110397#	49242665	60.71	49242355	310	99.9994	0.0006

211927 no. of Shares are under Clearing Member/Corp.

-----On the basis of voting as above, resolution has been passed with specified and requisite majority (Ordinary Resolution).

ITEM NO. 6: -

APPOINTMENT OF MR. DINDAYAL JALAN (DIN: 00006882) AS AN INDEPENDENT DIRECTOR - ORDINARY RESOLUTION

Proposed by: Mr. Nitesh Kumar

Seconded by: Mr. Lokesh Gupta

“RESOLVED THAT pursuant to the provisions of Section 149, 152, read with Schedule IV of the Companies Act, 2013 and the allied rules made thereunder and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any, (including any statutory modification or reenactment thereof), and applicable clauses of the Articles of Association of the Company, subject to such other approvals as may be required, the approval of Members of the Company be and is hereby accorded for the appointment of Mr. Dindayal Jalan (DIN: 00006882) as an Independent Director of the Company, not liable to retire by rotation, who is eligible for appointment, for a term of 5 (five) years with effect from June 23, 2019 up to June 22, 2024 based on the recommendation of Nomination and Remuneration Committee and in line with the approval of the Board of Directors.”

“RESOLVED FURTHER THAT Mr. Chandra Prakash Agrawal, Managing Director, Mr. Nitin Mahavir Prasad Kandoi, Director and Mr. Tarun Kumar Rathi, Company Secretary be and are hereby severally authorised to take such

steps and to do all such acts, deeds, matters and things as may be required to give effect to the foregoing resolution.”

The Results of the voting were as under:

Category	Mode of Voting	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares	No. of Votes – Favour	No. of Votes – against	% of votes in favour on votes polled	% of votes Against votes polled
		[1]	[2]	[3] = [(2)/(1)] * 100	[4]	[5]	[6] = [(4)/(2)] * 100	[7] = [(5)/(2)] * 100
Promoter and Promoter Group	E-votin	54686193	0	0	0	0	0	0
	Poll		49238406	90.038	49238406	0	100.000	0
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		54686193	49238406	90.038	49238406	0	100.000
Public - Institution	E-votin	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		0	0	0	0	0	0
Public Non-Institution	E-votin	26424204	1669	0.006	1359	310	81.43	18.57
	Poll		2690	0.010	2690	0	100.000	0
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		26424204	4359	0.016	4049	310	92.89
TOTAL		81110397#	49242765	60.71	49242455	310	99.9994	0.0006

211927 no. of Shares are under Clearing Member/Corp.

-----On the basis of voting as above, resolution has been passed with specified and requisite majority (Ordinary Resolution).

ITEM NO. 7: -**TO APPROVE THE REMUNERATION OF THE COST AUDITORS FOR THE FINANCIAL YEAR ENDING MARCH 31, 2020 - ORDINARY RESOLUTION**

Proposed by: Mr. Nitesh Kumar

Seconded by: Mr. Lokesh Gupta

"RESOLVED 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. U. Tiwari & Associates, Cost Accountants (Firm Registration Number 23872) appointed as the Cost Auditors of the Company for audit of the cost accounting records of the Company for the financial year ending 31st March, 2020, be paid remuneration amounting to Rs. 50,000/- (Rupees Fifty Thousand only) excluding out of pocket expenses, if any".

"RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary, be and are hereby authorised to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution".

The Results of the voting were as under:

Category	Mode of Voting	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares	No. of Votes – Favour	No. of Votes – against	% of votes in favour on votes polled	% of votes Against votes polled
		[1]	[2]	[3] = [(2)/(1)] * 100	[4]	[5]	[6] = [(4)/(2)] * 100	[7] = [(5)/(2)] * 100
Promoter and Promoter Group	E-voting	54686193	0	0	0	0	0	0
	Poll		49238406	90.038	49238406	0	100.000	0
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		54686193	49238406	90.038	49238406	0	100.000
Public - Institution	E-voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		0	0	0	0	0	0
Public Non-Institution	E-voting		1669	0.006	1339	330	80.23	19.77

	Poll	26424204	2690	0.010	2690	0	100.000	0
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	26424204	4359	0.016	4029	330	92.43	7.57
TOTAL		81110397#	49242765	60.71	49242435	330	99.9993	0.000

211927 no. of Shares are under Clearing Member/Corp.

-----On the basis of voting as above, resolution has been passed with specified and requisite majority (Ordinary Resolution).

ITEM NO. 8:-

REAPPOINTMENT OF MRS. RICHA BHARTIYA (DIN: 06905283) AS AN INDEPENDENT DIRECTOR - SPECIAL RESOLUTION:

Proposed by: Mr. Nitesh Kumar

Seconded by: Mr. Lokesh Gupta

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 and other applicable provisions, if any, of the Companies Act, 2013 framed thereunder, read with Schedule IV of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, Mrs. Richa Bhartiya (DIN: 06905283), who was appointed as an Independent Director and who holds the office of Independent Director up to November 11, 2019 and who meets the criteria for Independence, being eligible for re-appointment be and is hereby re-appointed as a non-retiring Independent Director on the Board of the Company for Second Term of 5 (Five) consecutive years w.e.f. November 12, 2019."

"RESOLVED FURTHER THAT pursuant to the provision of Section 149 (4) read with Companies (Appointment and Qualification of Directors) Rules, 2014, Regulations 25, 26 and 27 of the SEBI LODR and subject to the Schedule IV of the Companies Act, 2013 and all applicable provisions, Mrs. Richa Bhartiya who meets the criteria of independence, as required under the said sections and provisions, be regarded as an Independent Director of the Company."

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all other acts, deeds and things as may be necessary in this regard."

The Results of the voting were as under:

Category	Mode of Voting	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares	No. of Votes - Favour	No. of Votes - against	% of votes in favour on votes polled	% of votes Against votes polled
		[1]	[2]	[3] = [(2)/(1)] * 100	[4]	[5]	[6] = [(4)/(2)] * 100	[7] = [(5)/(2)] * 100
Promoter and Promoter Group	E-votin	54686193	0	0	0	0	0	0
	Poll		49238406	90.038	49238406	0	100.000	0
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		49238406	90.038	49238406	0	100.000	0
Public - Institution	E-votin	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		0	0	0	0	0	0
Public Non-Institution	E-votin	26424204	1669	0.006	1359	310	81.43	18.57
	Poll		2690	0.010	2690	0	100.000	0
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		4359	0.016	4049	310	92.89	7.11
TOTAL		81110397	49242765	60.71	49242455	310	99.9994	0.0006

211927 no. of Shares are under Clearing Member/Corp.

-----On the basis of voting as above, resolution has been passed with specified and requisite majority (Special Resolution).


CHAIRMAN

Date of Signing: 25.10.2019

Date of Entry: 23.10.2019