



# HAZOORMULTIPROJECTSLIMITED

CIN : L99999MH1992PLC269813

Date: 25/09/2020

To,  
**BSE LIMITED**  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai- 400 001.

Scrip ID/Code : HAZOOR/532467

Subject : Voting Results of 28<sup>th</sup> Annual General Meeting of the Company held as on September 24, 2020.  
Ref : Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015

Dear Sir/Madam,

Pursuant to Regulation 44(3) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, please find enclosed herewith Voting Results of the businesses transacted at the 28<sup>th</sup> Annual General Meeting of the Members of Hazoor Multi Projects Limited held on Thursday, September 24, 2020 at 10.30 A.M. at the Registered address of the Company situated at 601-A, Ramji House Premises CSL., 30, Jambulwadi, J.S.S. Road, Mumbai, Mumbai City-400002, Maharashtra.

Further, Pursuant to the provisions of the Section 108 of the Companies Act, 2013 and Rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014, Report of the Scrutinizer dated September 25, 2020 is also enclosed herewith.

You are requested to kindly take the same on record.

Yours Faithfully,

Thanking You.

For Hazoor Multi Projects Limited

  
  
Subhash Jhavarilal Purohit  
Company Secretary and Compliance Officer

Place: Mumbai

Encl: Voting Result  
Scrutinizer Report

### Voting Results

Pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Hazoor Multi Projects Limited | 28<sup>th</sup> Annual General Meeting | September 24, 2020

Date of AGM	September 24, 2020
Book Closure Date	18 <sup>th</sup> September, 2020 to 24 <sup>th</sup> September, 2020
Total Number of Shareholders as on cutoff date: (17 <sup>th</sup> September 2020, cut-off date for E-voting)	5741
Number of shareholders present in meeting either in person or through proxy:	
Promoters & Promoter Group	0
Public	37
Number of shareholders attended the meeting through Video Conferencing	
Promoters & Promoter Group	No video conferencing facility was made available to the shareholders.
Public	

#### Agenda-wise

Given below is the agenda wise combined result of E-voting and votes polled at the meeting.

#### Resolution No.1

To receive, consider and adopt the Audited Financial Statements of the company for the financial year ended on 31<sup>st</sup> March, 2020 together with the report of the Board of Directors & Auditors' thereon.

#### (Ordinary Resolution)

Category	Mode of Voting	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes polled on Outstanding Shares (3) = $\frac{(2)}{(1)} \times 100$	No. of Votes- Favour (4)	No. Of Votes- Against (5)	% of Votes in favour on votes polled (6) = $\frac{(4)}{(2)} \times 100$	% of Votes against on votes polled (7) = $\frac{(5)}{(2)} \times 100$
Promoter & Promoter Group	Remote E- Voting	5000	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot	Not Applicable	0	0	0	0	0	0
Public Institutions	Remote E- Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot	Not Applicable	0	0	0	0	0	0
Public- Non- Institutions	Remote E- Voting	25370000	3019222	11.90	3016972	2250	99.93	0.07
	Poll		901609	3.55	901609	0	100.00	0
	Postal Ballot	Not Applicable	0	0	0	0	0	0
<b>Total</b>		<b>25375000</b>	<b>3920831</b>	<b>15.45</b>	<b>3918581</b>	<b>2250</b>	<b>99.94</b>	<b>0.06</b>



Detail of Invalid votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Institutions	0
Public Non-Institutions	0

The Resolution was passed as an Ordinary resolution.

**Resolution No. 2**

To appoint a Director in place of Mr. Suhas Sudhakar Joshi (DIN: 01657318), Managing Director liable to retire by rotation in terms of section 152(6) of the Companies Act, 2013 and being eligible, seeks re-appointment.

(Ordinary Resolution)

Category	Mode of Voting	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes polled on Outstanding Shares (3)= {(2)/(1)} *100	No. of Votes- in Favour (4)	No. Of Votes- Against (5)	% of Votes in favour on votes polled (6)= {(4)/(2)} *100	%of Votes against on votes polled (7)= {(5)/(2)} *100
Promoter & Promoter Group	Remote E- Voting	5000	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot	Not Applicable	0	0	0	0	0	0
Public - Institutions	Remote E- Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot	Not Applicable	0	0	0	0	0	0
Public- Non- Institutions	Remote E- Voting	25370000	3019222	11.90	3016972	2250	99.93	0.07
	Poll		901609	3.55	901609	0	100.00	0
	Postal Ballot	Not Applicable	0	0	0	0	0	0
<b>Total</b>		<b>25375000</b>	<b>3920831</b>	<b>15.45</b>	<b>3918581</b>	<b>2250</b>	<b>99.94</b>	<b>0.06</b>

Detail of Invalid votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Institutions	0
Public Non-Institutions	0

The Resolution was passed as an Ordinary resolution.



Resolution No.3

Reappointment of Mr. Suhas Sudhakar Joshi (DIN: 01657318), as the Managing Director of the Company for a further period of 5 years.

(Special Resolution)

Category	Mode of Voting	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes polled on Outstanding Shares (3)= {(2)/(1)} *100	No. of Votes- in Favour (4)	No. Of Votes- Against (5)	% of Votes in favour on votes polled (6)= {(4)/(2)} *100	%of Votes against on votes polled (7)= {(5)/(2)} *100
Promoter & Promoter Group	Remote E- Voting	5000	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot	Not Applicable	0	0	0	0	0	0
Public - Institutions	Remote E- Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot	Not Applicable	0	0	0	0	0	0
Public- Non- Institutions	Remote E- Voting	25370000	3019222	11.90	3016972	2250	99.93	0.07
	Poll		901609	3.55	901609	0	100.00	0
	Postal Ballot	Not Applicable	0	0	0	0	0	0
<b>Total</b>		<b>25375000</b>	<b>3920831</b>	<b>15.45</b>	<b>3918581</b>	<b>2250</b>	<b>99.94</b>	<b>0.06</b>

Detail of Invalid votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Institutions	0
Public Non-Institutions	0

The Resolution was passed as a Special resolution.



Resolution No.4

Appointment of Mr. Akshay Pawan Kumar Jain (DIN: 08595089) as the Whole Time Director of the Company.

(Special Resolution)

Category	Mode of Voting	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes polled on Outstanding Shares (3)= {(2)/(1)} *100	No. of Votes- in Favour (4)	No. Of Votes- Against (5)	% of Votes in favour on votes polled (6)= {(4)/(2)} *100	%of Votes against on votes polled (7)= {(5)/(2)} *100
Promoter & Promoter Group	Remote E- Voting	5000	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot	Not Applicable	0	0	0	0	0	0
Public Institutions	Remote E- Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot	Not Applicable	0	0	0	0	0	0
Public- Non- Institutions	Remote E- Voting	25370000	3019222	11.90	3016972	2250	99.93	0.07
	Poll		901609	3.55	901609	0	100.00	0
	Postal Ballot	Not Applicable	0	0	0	0	0	0
<b>Total</b>		<b>25375000</b>	<b>3920831</b>	<b>15.45</b>	<b>3918581</b>	<b>2250</b>	<b>99.94</b>	<b>0.06</b>

Detail of Invalid votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Institutions	0
Public Non-Institutions	0

The Resolution was passed as a Special resolution.



Resolution No.5

Appointment of Mrs. Gazala Mohammed Irfan Kolsawala (DIN: 07133943) as an Independent Director.

(Ordinary Resolution)

Category	Mode of Voting	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes on Outstanding Shares (3) = $\{(2)/(1)\} * 100$	No. of Votes-in Favour (4)	No. Of Votes-Against (5)	% of Votes in favour on votes polled (6) = $\{(4)/(2)\} * 100$	%of Votes against on votes polled (7) = $\{(5)/(2)\} * 100$
Promoter & Promoter Group	Remote E- Voting	5000	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot	Not Applicable	0	0	0	0	0	0
Public Institutions	Remote E- Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot	Not Applicable	0	0	0	0	0	0
Public-Non-Institutions	Remote E- Voting	25370000	3019222	11.90	3016972	2250	99.93	0.07
	Poll		901609	3.55	901609	0	100.00	0
	Postal Ballot	Not Applicable	0	0	0	0	0	0
<b>Total</b>		<b>25375000</b>	<b>3920831</b>	<b>15.45</b>	<b>3918581</b>	<b>2250</b>	<b>99.94</b>	<b>0.06</b>

Detail of Invalid votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Institutions	0
Public Non-Institutions	0

The Resolution was passed as an Ordinary resolution.



Resolution No.6

Appointment of Mr. Harsh Harish Sharma (DIN: 08798790) as an Independent Director.

(Ordinary Resolution)

Category	Mode of Voting	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes polled on Outstanding Shares (3)= {(2)/(1)} *100	No. of Votes- in Favour (4)	No. Of Votes- Against (5)	% of Votes in favour on votes polled (6)= {(4)/(2)} *100	%of Votes against on votes polled (7)= {(5)/(2)} *100
Promoter & Promoter Group	Remote E- Voting	5000	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot	Not Applicable	0	0	0	0	0	0
Public - Institutions	Remote E- Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot	Not Applicable	0	0	0	0	0	0
Public- Non- Institutions	Remote E- Voting	25370000	3019222	11.90	3016972	2250	99.93	0.07
	Poll		901609	3.55	901609	0	100.00	0
	Postal Ballot	Not Applicable	0	0	0	0	0	0
<b>Total</b>		<b>25375000</b>	<b>3920831</b>	<b>15.45</b>	<b>3918581</b>	<b>2250</b>	<b>99.94</b>	<b>0.06</b>

Detail of Invalid votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Institutions	0
Public Non-Institutions	0

The Resolution was passed as an Ordinary resolution.



Resolution No.7

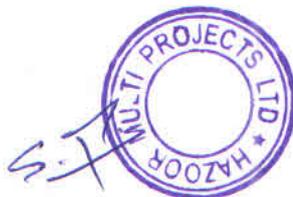
Reclassification of Persons/ Entities forming part of the Promoter Group from 'Promoter & Promoter Group Category' to 'Public Category'.

(Ordinary Resolution)

Category	Mode of Voting	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes polled on Outstanding Shares (3)= {(2)/(1)} *100	No. of Votes- in Favour (4)	No. Of Votes- Against (5)	% of Votes in favour on votes polled (6)= {(4)/(2)} *100	%of Votes against on votes polled (7)= {(5)/(2)} *100
Promoter & Promoter Group	Remote E- Voting	5000	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot	Not Applicable	0	0	0	0	0	0
Public - Institutions	Remote E- Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot	Not Applicable	0	0	0	0	0	0
Public- Non- Institutions	Remote E- Voting	25370000	3019222	11.90	3016972	2250	99.93	0.07
	Poll		901609	3.55	901609	0	100.00	0
	Postal Ballot	Not Applicable	0	0	0	0	0	0
<b>Total</b>		<b>25375000</b>	<b>3920831</b>	<b>15.45</b>	<b>3918581</b>	<b>2250</b>	<b>99.94</b>	<b>0.06</b>

Detail of Invalid votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Institutions	0
Public Non-Institutions	0

The Resolution was passed as an Ordinary resolution.



Resolution No.8

Alteration and adoption of Memorandum of Association of the Company according to Companies Act, 2013.

(Special Resolution)

Category	Mode of Voting	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes polled on Outstanding Shares (3) = $\frac{(2)}{(1)} * 100$	No. of Votes- in Favour (4)	No. Of Votes- Against (5)	% of Votes in favour on votes polled (6) = $\frac{(4)}{(2)} * 100$	% of Votes against on votes polled (7) = $\frac{(5)}{(2)} * 100$
Promoter & Promoter Group	Remote E- Voting	5000	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot	Not Applicable	0	0	0	0	0	0
Public Institutions	Remote E- Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot	Not Applicable	0	0	0	0	0	0
Public- Non- Institutions	Remote E- Voting	25370000	3019222	11.90	3016972	2250	99.93	0.07
	Poll		901609	3.55	901609	0	100.00	0
	Postal Ballot	Not Applicable	0	0	0	0	0	0
<b>Total</b>		<b>25375000</b>	<b>3920831</b>	<b>15.45</b>	<b>3918581</b>	<b>2250</b>	<b>99.94</b>	<b>0.06</b>

Detail of Invalid votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Institutions	0
Public Non-Institutions	0

The Resolution was passed as a Special resolution.



Resolution No.9

Consolidation of Face Value of Equity Shares from Rs. 4/- to Rs. 10/- of the Company.

(Special Resolution)

Category	Mode of Voting	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes polled on Outstanding Shares (3) = $\{(2)/(1)\} * 100$	No. of Votes-in Favour (4)	No. Of Votes-Against (5)	% of Votes in favour on votes polled (6) = $\{(4)/(2)\} * 100$	%of Votes against on votes polled (7) = $\{(5)/(2)\} * 100$
Promoter & Promoter Group	Remote E- Voting	5000	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot	Not Applicable	0	0	0	0	0	0
Public - Institutions	Remote E- Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot	Not Applicable	0	0	0	0	0	0
Public-Non-Institutions	Remote E- Voting	25370000	3019222	11.90	3016972	2250	99.93	0.07
	Poll		901609	3.55	901609	0	100.00	0
	Postal Ballot	Not Applicable	0	0	0	0	0	0
<b>Total</b>		<b>25375000</b>	<b>3920831</b>	<b>15.45</b>	<b>3918581</b>	<b>2250</b>	<b>99.94</b>	<b>0.06</b>

Detail of Invalid votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Institutions	0
Public Non-Institutions	0

The Resolution was passed as a Special resolution.

For Hazoor Multi Projects Limited

Subhash Jhavarilal Purohit  
Company Secretary and Compliance Officer  
Place: Mumbai





**RANJIT KEJRIWAL**  
**Company Secretaries**

1, Aastha, 2/906, Hira Modi Sheri, Opp. Gujarat Samachar Press, Ring Road, SURAT-395 002.  
Tel.: 0261 - 2331123, 2355984 E-mail : rbksurat@gmail.com

Date :

**FORM NO. MGT-13**  
**SCRUTINIZER'S REPORT**

[Pursuant to section 108 of the Companies Act, 2013  
And Rule 20(4)(xii) and Rule 21 of the Companies (Management and Administration)  
Rules, 2014]

To  
The Chairman  
Of 28<sup>th</sup> Annual General Meeting of the members of  
**Hazoor Multi Projects Limited**  
held on 24<sup>th</sup> September, 2020 at the registered office  
601-A, Ramji House Premises CSL., 30, Jambulwadi,  
J.S.S. Road, Mumbai, Mumbai City-400002at10.30A.M.

Dear Sir,

**Sub.: Scrutinizer's report on E voting/ Ballot**

1. I, Ranjit Kejriwal, a Company Secretary in practice, have been appointed as a scrutinizer by the Board of Directors of Hazoor Multi Projects Limited for the purpose of scrutinizing the e-voting process along with Ballot Forms and ascertaining the requisite majority on remote e-voting / Ballot process carried out as per 108 of the Companies Act, 2013 read with Rule 20(4)(xii) and Rule 21 of the Companies (Management and Administration) Rules, 2014 (Rules) on the resolution contained in the Notice to the 28<sup>th</sup> Annual General Meeting (AGM) of the members of the company, held at 10.30a.m. at 601-A, Ramji House Premises CSL., 30, Jambulwadi, J.S.S. Road, Mumbai, Mumbai City-400002 on Thursday 24<sup>th</sup> September, 2020.
2. At the 28<sup>th</sup> AGM of the Company held on 24<sup>th</sup> September, 2020, the Company has also provided facility for voting by Ballot paper to the members attending the meeting, who have not already cast their vote by remote e-voting. The chairman of the AGM has appointed me as the Scrutinizer for the same.
3. The management of the company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to remote e-voting and ballot process conducted for the resolutions contained in the Notice to the 28<sup>th</sup> AGM of the members of the Company. My responsibility as a scrutinizer for the remote e-voting and ballot process at the AGM is restricted to make a consolidated Scrutinizer's Report of the votes cast "in Favour" or "against" the resolutions stated above, based on the reports generated from the e-voting system provided by Central Depository Services Limited (CDSL), the agency authorized under the rules and engaged by the company to provide remote e-voting facilities.
4. Further to the above, I submit my reports as under:
  - (i) The e-voting period was from 21<sup>st</sup> September, 2020 at 9.00 a.m. to 23<sup>rd</sup> September, 2020 at 5.00 p.m.
  - (ii) The members of the Company as on the "cut-off" date i.e. 17<sup>th</sup> September, 2020 were entitled to vote on the resolutions (item No. 01 to 09 set out in the notice of the AGM of the Company).
  - (iii) The votes cast were unblocked on 24<sup>th</sup> September, 2020 at 03:39 p.m. in the presence of 2 (Two) witnesses namely **Ms. Simran Gupta** and **Mr. Krishnavtar Gupta** who are not in the employment of the Company. They have signed below in the confirmation of the votes being unblocked in their presence.

Name: Ms. Simran Gupta

Name: Mr. Krishnavtar Gupta



- (iv) Thereafter the details containing inter alia, list of Equity Share Holders, who voted “for” / “against” each of the resolutions that were put to vote, were generated from the evoting website of Central Depository Services Limited (CDSL) i.e. <https://evotingindia.com> based on such reports generated the result of the e-voting together with voting through postal ballot is as under:

**RESOLUTION NO. 1:**

**To receive, consider and adopt the Audited Financial Statements of the company for the financial year ended on 31<sup>st</sup> March, 2020 together with the report of the Board of Directors & Auditors' thereon.**

“RESOLVED THAT the Audited Balance Sheet and Profit and loss account for the year ended 31st March, 2020 along with the Director’s Report, be and are hereby considered, Adopted and Approved”.

Mode	Ballots received	Total Shares	Favour		Against		Invalid	
			Ballots	Votes	Ballots	Votes	Ballots	Votes
Electronic	134	3019222	133	3016972	1	2250	0	0
At AGM	13	901609	13	901609	0	0	0	0
<b>Total</b>	<b>147</b>	<b>3920831</b>	<b>146</b>	<b>3918581</b>	<b>1</b>	<b>2250</b>	<b>0</b>	<b>0</b>

This resolution is passed as an ordinary resolution.

**RESOLUTION NO. 2:**

**To appoint a Director in place of Mr. Suhas Sudhakar Joshi (DIN: 01657318), Managing Director liable to retire by rotation in terms of section 152(6) of the Companies Act, 2013 and being eligible, seeks re-appointment.**

“RESOLVED THAT in accordance with the provision of Section 152 (6) and all other applicable provisions, if any, of the Companies Act, 2013, Mr. Suhas Sudhakar Joshi, Managing Director (DIN: 01657318), who retires by rotation at this annual general meeting, be and is hereby reappointed as director of the Company, liable to retire by rotation.”

Mode	Ballots received	Total Shares	Favour		Against		Invalid	
			Ballots	Votes	Ballots	Votes	Ballots	Votes
Electronic	134	3019222	133	3016972	1	2250	0	0
At AGM	13	901609	13	901609	0	0	0	0
<b>Total</b>	<b>147</b>	<b>3920831</b>	<b>146</b>	<b>3918581</b>	<b>1</b>	<b>2250</b>	<b>0</b>	<b>0</b>

This resolution is passed as an ordinary Resolution.

**RESOLUTION NO. 3:**

**Reappointment of Mr. Suhas Sudhakar Joshi (DIN: 01657318), as the Managing Director of the Company for a further period of 5 years.**

“RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (Including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to such consents and permissions, as may be required, the approval of the Members of the Company be and is hereby accorded for the proposed re-appointment of Mr. Suhas Sudhakar Joshi (DIN: 01657318), as the Managing Director of the Company, for a further period of 5 (Five) years commencing from 11th August 2020 to 10th August 2025, liable to retire by rotation on such terms and conditions as set out in the Explanatory Statement annexed hereto, with Liberty to the Board of Directors to vary, amend or revise the remuneration within the maximum ceiling specified under the Act and as may be Approved by the Board of Directors.



**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as the Board which term shall be deemed to include any committee constituted / to be constituted by the Board) be and is hereby authorised to vary, alter, enhance, or widen the scope of remuneration (including fixed salary, incentives & increments thereto and retirement benefits) payable to Shri Suhas Sudhakar Joshi during his tenure to the extent permitted under Section 197 read with Schedule V of the Act and other applicable provisions, if any, of the Act, without being required to seek any further consent or approval of the member(s) of the Company or otherwise to the end intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** notwithstanding anything to the contrary contained herein above or in the terms and conditions of his appointment, where in any financial year, during the tenure of Shri Suhas Sudhakar Joshi as MD of the Company, the Company has no profits or its profits are inadequate, Shri Suhas Sudhakar Joshi will be paid, then current remuneration (including fixed salary, incentives & increments thereto and retirement benefits) as minimum remuneration.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to take such steps as may be necessary, to give effect to the above resolution including agreeing to such amendment(s) / modification(s) in the aforesaid clauses as may be required by any authority or as may be deemed fit by the Board."

Mode	Ballots received	Total Shares	Favour		Against		Invalid	
			Ballots	Votes	Ballots	Votes	Ballots	Votes
Electronic	134	3019222	133	3016972	1	2250	0	0
At AGM	13	901609	13	901609	0	0	0	0
<b>Total</b>	<b>147</b>	<b>3920831</b>	<b>146</b>	<b>3918581</b>	<b>1</b>	<b>2250</b>	<b>0</b>	<b>0</b>

This resolution is passed as a Special Resolution.

**RESOLUTION NO. 4:**

**Appointment of Mr. Akshay Pawan Kumar Jain (DIN: 08595089) as the Whole Time Director of the Company.**

**RESOLVED THAT** in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (Including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to such consents and permissions, as may be required, the approval of the Members of the Company be and is hereby accorded for the proposed appointment of Mr. Akshay Pawan Kumar Jain (DIN: 08595089), as the Whole time Director of the Company, for a period of 5 (Five) years commencing from 24th September 2020 to 23rd September 2025, liable to retire by rotation on such terms and conditions as set out in the Explanatory Statement annexed hereto, with Liberty to the Board of Directors to vary, amend or revise the remuneration within the maximum ceiling specified under the Act and as may be Approved by the Board of Directors.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as the Board which term shall be deemed to include any committee constituted / to be constituted by the Board) be and is hereby authorised to vary, alter, enhance, or widen the scope of remuneration (including fixed salary, incentives & increments thereto and retirement benefits) payable to Shri Akshay Pawan Kumar Jain during his tenure to the extent permitted under Section 197 read with Schedule V of the Act and other applicable provisions, if any, of the Act, without being required to seek any further consent or approval of the member(s) of the Company or otherwise to the end intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** notwithstanding anything to the contrary contained herein above or in the terms and conditions of his appointment, where in any financial year, during the tenure of Shri Akshay Pawan Kumar Jain as WTD of the Company, the Company has no profits or its profits are inadequate, Shri Akshay Pawan Kumar Jain will be paid, then current remuneration (including fixed salary, incentives & increments thereto and retirement benefits) as minimum remuneration.



**RESOLVED FURTHER THAT** the Board be and is hereby authorised to take such steps as may be necessary, to give effect to the above resolution including agreeing to such amendment(s) / modification(s) in the aforesaid clauses as may be required by any authority or as may be deemed fit by the Board."

Mode	Ballots received	Total Shares	Favour		Against		Invalid	
			Ballots	Votes	Ballots	Votes	Ballots	Votes
Electronic	134	3019222	133	3016972	1	2250	0	0
At AGM	13	901609	13	901609	0	0	0	0
<b>Total</b>	<b>147</b>	<b>3920831</b>	<b>146</b>	<b>3918581</b>	<b>1</b>	<b>2250</b>	<b>0</b>	<b>0</b>

This resolution is passed as a SpecialResolution.

**RESOLUTION NO. 5:**

**Appointment of Mrs. Gazala Mohammed Irfan Kolsawala (DIN: 07133943) as an Independent Director.**

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 161, Schedule IV and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Articles of Association of the Company, Mrs. Gazala Mohammed Irfan Kolsawala (DIN:07133943), who was appointed as an Additional Director (Independent) of the Company with effect from July30, 2020 and is recommended by Nomination and Remuneration Committee and Board of Directors for appointment as Director, be and is hereby appointed as an Independent Director of the company who has submitted a declaration that she meets the criteria for the independence as provided in section 149(6) of the Companies Act, 2013 for a period of 5 years commencing from July 30, 2020 to July29, 2025, and whose office shall not be liable to retire by rotation."

"**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized for and on behalf of the Company to take all necessary steps and to do all such acts, deeds, matters and things which may deem necessary in this behalf."

Mode	Ballots received	Total Shares	Favour		Against		Invalid	
			Ballots	Votes	Ballots	Votes	Ballots	Votes
Electronic	134	3019222	133	3016972	1	2250	0	0
At AGM	13	901609	13	901609	0	0	0	0
<b>Total</b>	<b>147</b>	<b>3920831</b>	<b>146</b>	<b>3918581</b>	<b>1</b>	<b>2250</b>	<b>0</b>	<b>0</b>

This resolution is passed as an OrdinaryResolution.

**RESOLUTION NO. 6:**

**Appointment of Mr. Harsh Harish Sharma (DIN: 08798790) as an Independent Director.**

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 161, Schedule IV and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Articles of Association of the Company, Mr. Harsh Harish Sharma (DIN:08798790), who was appointed as an Additional Director (Independent) of the Company with effect from July30, 2020 and is recommended by Nomination and Remuneration Committee and Board of Directors for appointment as Director, be and is hereby appointed as an Independent Director of the company who has submitted a declaration that he meets the criteria for the independence as provided in section 149(6) of the Companies Act, 2013 for a period of 5 years commencing from July 30, 2020 to July29, 2025, and whose office shall not be liable to retire by rotation."



**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized for and on behalf of the Company to take all necessary steps and to do all such acts, deeds, matters and things which may deem necessary in this behalf.”

Mode	Ballots received	Total Shares	Favour		Against		Invalid	
			Ballots	Votes	Ballots	Votes	Ballots	Votes
Electronic	134	3019222	133	3016972	1	2250	0	0
At AGM	13	901609	13	901609	0	0	0	0
<b>Total</b>	<b>147</b>	<b>3920831</b>	<b>146</b>	<b>3918581</b>	<b>1</b>	<b>2250</b>	<b>0</b>	<b>0</b>

This resolution is passed as an Ordinary Resolution.

**RESOLUTION NO. 7:**

**Reclassification of Persons/ Entities forming part of the Promoter Group from 'Promoter & Promoter Group Category' to 'Public Category'**

**"RESOLVED THAT** in accordance with Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any statutory modification(s) or re-enactment thereof, for the time being in force and other applicable provisions, and subject to necessary approvals from the SEBI Board, Stock Exchanges and other appropriate statutory authorities as may be necessary, the consent of the Members of the Company be and is hereby accorded to reclassify the following persons/entities (hereinafter individually and jointly referred to as the 'applicants') forming part of the Promoter and Promoter Group from 'Promoter & Promoter Group Category' to 'Public Category'.

Name of the Shareholder	No. of Shares Held	% of the Paid up Capital
Optilum Business Enterprises Private Limited	5,000	0.02%

**RESOLVED FURTHER THAT** that the Optilum Business Enterprises Private Limited had specifically mentioned in their respective requests that they are satisfying all the conditions specified in sub clause (i) to (vii) of clause (b) of sub-regulation 3 of Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations').

**RESOLVED FURTHER THAT** after such reclassification of the promoter there will be no identifiable promoter in the company and it will be considered as '*listed entity with no promoters*'.

**RESOLVED FURTHER THAT** on approval of the SEBI Board/ Stock Exchanges upon application for reclassification of the aforementioned applicants, the Company shall effect such reclassification in the Statement of Shareholding Pattern from immediate succeeding quarter under Regulation 31 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and compliance to Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, and other applicable provisions.

**RESOLVED FURTHER THAT** any of the Directors of the Company or the Company Secretary or the Compliance Officer or such other person as authorized by the Board, be and is hereby authorized to submit application for reclassification to the SEBI Board, Stock Exchanges wherein the securities of the company are listed or any other regulatory body as may be required and to take such steps expedient or desirable to give effect to this resolution."

Mode	Ballots received	Total Shares	Favour		Against		Invalid	
			Ballots	Votes	Ballots	Votes	Ballots	Votes
Electronic	134	3019222	133	3016972	1	2250	0	0
At AGM	13	901609	13	901609	0	0	0	0
<b>Total</b>	<b>147</b>	<b>3920831</b>	<b>146</b>	<b>3918581</b>	<b>1</b>	<b>2250</b>	<b>0</b>	<b>0</b>



This resolution is passed as an Ordinary Resolution.

**RESOLUTION NO. 8:**

**Alteration and adoption of Memorandum of Association of the Company according to Companies Act, 2013.**

"**RESOLVED THAT** the approval of the members is hereby accorded for consolidation of face value of equity shares as proposed and pursuant to the provisions of Section 13, 61 and all other applicable provisions, if any, of the Companies Act, 2013 read with rules made there under (including any statutory modification(s), amendment(s) or reenactment(s) thereof for the time being in force), and subject to consents, approvals, permissions and sanctions, if any, required from any authority, consent of the members of the Company be and is hereby accorded that the existing Clause V of the Memorandum of Association of the Company be and is hereby deleted and substituted thereof by the following Clause No. V as reproduced herein below:

V. The Authorized Share Capital of the Company is Rs.20, 00, 00,000/- (Rupees Twenty Crores Only), divided into 1,70,00,000 (One Crore Seventy Lacs Only) Equity Shares of Rs.10/- (Rupees Ten Only) each and 30,00,000 (Thirty Lacs Only) Unclassified Shares of Rs.10/- (Rupees Ten Only) each with powers to increase and reduce the Capital of the Company and to divide the shares in the Capital for the time being into several classes and attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company for the time being in force and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may be permitted by the Act or by the Articles of Association of the Company for the time being in force.

**RESOLVED FURTHER THAT** pursuant to section 13 of the Companies Act, 2013 and other applicable provisions (including any statutory modification or amendment or re-enactment thereto); approval of the company be and is hereby accorded to alter the memorandum of association of the company by adopting complete new set of memorandum of association of the company in accordance with The companies act, 2013.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors (which expressions shall include a Committee thereof) be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary for obtaining such approvals in relation to the above and to execute all such documents, instruments and writings as may be required in this connection and to delegate all or any of its powers herein conferred to any one of its Directors, Company Secretary or any other officers."

Mode	Ballots received	Total Shares	Favour		Against		Invalid	
			Ballots	Votes	Ballots	Votes	Ballots	• Votes
Electronic	134	3019222	133	3016972	1	2250	0	0
At AGM	13	901609	13	901609	0	0	0	0
<b>Total</b>	<b>147</b>	<b>3920831</b>	<b>146</b>	<b>3918581</b>	<b>1</b>	<b>2250</b>	<b>0</b>	<b>0</b>

This resolution is passed as a Special Resolution.

**RESOLUTION NO. 9:**

**Consolidation of Face Value of Equity Shares from Rs. 4/- to Rs. 10/- of the Company**

"**RESOLVED THAT** pursuant to the provision of Section 61 and other applicable provisions of the Companies Act, 2013, (including any statutory modification or re-enactment thereof for time being in force), read with Articles of Association of the Company, and subject to the approval(s), consent(s), permission(s) and sanction(s), if any, required from any authority, consent of the members of the Company be and is hereby accorded to consolidate issued, subscribed and paid-up equity shares in the share capital of the Company by increasing the face value of the equity shares from Rs. 4/- each to Rs. 10/- each so that every 5 (Five) equity shares with face value Rs. 4/- each held by a member are consolidated and redesigned into 2 (Two) equity share with face value of Rs. 10/- each fully paid up and consequently, the Authorised Equity Share Capital of the Company of 5,00,00,000 Equity Shares of Rs. 4/- (Rupees Four only) each shall be consolidated to



2,00,00,000 Equity Shares of Rs. 10/- (Rupees Ten only) each amounting to Rs. 20,00,00,000/- (Rupees Twenty Crores Only) with effect from the "Record Date" to be determined by the Board for this purpose.

**"RESOLVED FURTHER THAT** upon consolidation of the Equity shares of the Company as aforesaid, every 5 (Five) equity shares of the face value of Rs. 4/- (Rupees Four only) each fully paid-up held by a shareholder as on the Record Date shall stand consolidated into 2 (Two) equity share of the face value of Rs. 10/- (Rupees Ten only) each fully paid-up with effect from the Record Date.

**"RESOLVED FURTHER THAT** on consolidation, 2 (Two) Equity Share of the face value of Rs. 10/- (Rupees Ten Only) each fully paid-up be issued in lieu of 5 (Five) Shares of Rs. 4/- (Rupees Four Only) each fully paid-up, subject to the terms of Memorandum and Articles of Association of the Company and such shares shall rank pari-passu in all respects and carry the same rights as the existing fully paid Equity Shares of the Company and shall be entitled to dividend(s) after consolidation of equity shares, if declared/recommended by the Board and subsequently approved by the shareholders.

**"RESOLVED FURTHER THAT** upon consolidation of the Equity shares of the Company as aforesaid, the existing share certificates in relation to the existing Equity shares of the face value of Rs. 4/- (Rupees Four only) each fully paid-up held in physical form shall be deemed to have been automatically cancelled and be of no effect on and from the Record Date and that no letter of allotment shall be issued to the allottees of the new Equity Shares of Rs. 10/- (Rupees Ten only) each fully paid-up on consolidation and the Company may without requiring the surrender of the existing equity share certificates directly issue and dispatch the new share certificates of the Company, in lieu of such existing share certificates and in the case of the Equity shares held in the dematerialized form, the number of consolidated Equity shares be credited to the respective Beneficiary accounts of the shareholders with the Depository Participants, in lieu of the existing Credits representing the Equity shares of the Company before consolidation.

**"RESOLVED FURTHER THAT** no shareholder shall be entitled to a fraction of a share and all fractional entitlements resulting from the consolidation shall be aggregated into whole shares and the number of shares so arising shall be held by a Trustee appointed by the Board who shall dispose of the said shares in the market at the best available price in one or more lots and the decision of the Trustee in this regard shall be final and binding to all concerned. The Trustee shall hold the net sale proceeds of all such shares after deducting therefrom all costs, charges and expenses of such sale and shall thereafter distribute such sale proceeds to the members of the Company in proportion to their fractional entitlements.

**"RESOLVED FURTHER THAT** the Board be and is hereby authorized to fix a Record Date and to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things and to give, from time to time, such directions as may be necessary, proper and expedient or incidental for the purpose of giving effect to this resolution.

**"RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate any of its power to any committee thereof or to such officer of the Company as the Board may think fit and proper for the purpose of giving effect to this resolution."

Mode	Ballots received	Total Shares	Favour		Against		Invalid	
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This resolution is passed as a Special Resolution.



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The physical ballot forms received have been enclosed herewith, to be kept by the Company in its safe custody.

Thanking You,

Yours faithfully,

  
**Ranjit Kejriwal**  
Practicing Company Secretary  
Membership No. 6116  
CP No. 5985



Place: Surat  
Date: 25<sup>th</sup> September, 2020

UDIN: F006116B000769065

Encl: Postal Ballot