

Dated: 29th September, 2017

The Bombay Stock Exchange Ltd.

Dear Sir/Madam,

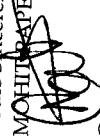
SUB: Voting results of 25th Annual General Meeting held on 28th September, 2017 with Scrutinizers Report

The Annual General Meeting of the members of the Company was held on Thursday, 28th September, 2017 at 10.00 A.M. at Bharat Banquet Hall, A-5, Naveen Vihar, Rajiv Nagar Extension, Begumpur Main Barwala Road, Delhi-110081. The members of the Company have duly approved all the businesses as specified in the notice convening the AGM.

The mode of voting was by the way of Poll/ E-Voting. The details of the voting results are enclosed in the format prescribed under Regulation 44(3) of SEBI (LODR) Regulations, 2015.

Scrutinizer's Report is also hereby enclosed

Thanking You
Yours Sincerely

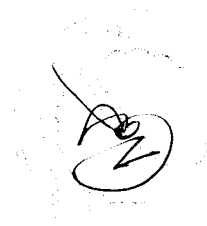

MOHIT PAPER MILLS LIMITED

Company Secretary
Encl: As above

MOHIT PAPER MILLS LIMITED

VOTING RESULTS

Date of AGM	September 28 th , 2017
Total Number of shareholders on record date	10309
No. of shareholders present in the meeting either in person or through proxy:	63
Promoters and Promoter group	5
Public	58
No. of shareholders attended the meeting through video conferencing:	No Video conferencing facility
Promoters and Promoter Group	NA
Public	NA

A handwritten signature in black ink is written over a circular stamp. The signature appears to be 'N. V.' or similar. The stamp is faint and circular, possibly containing text or a logo, but it is mostly illegible.

Resolution Number 1	Adoption of the Financial Statements of the Company for the year ended on 31st March, 2017 together with the reports of the Directors and Auditors thereon.	
Resolution required	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 favor	No. of votes against	% of votes in favor on votes polled	% of votes against on votes polled
Promoter and Promoter group	E-voting	1	2	$3 = [(2)/(1)] * 100$	4	5	$6 = [(4)/(2)] * 100$	$7 = [(5)/(2)] * 100$
	Poll		8399019	98.6377	8399019	0	100	0
	Postal Ballot (if applicable)	8515019	NA	NA	NA	NA	NA	NA
	Total		8399019	98.6377	8399019	0	100	0
Public Institutions	E-voting		0		0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)	0	NA	NA	NA	NA	NA	NA
	Total		0	0	0	0	0	0
Public-Non Institutions	E-voting		825	0.0150	725	100	87.8788	12.1212
	Poll	5484981	549	0.0100	549	0	100	0
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total		1374	0.0250	1274	100	92.7220	7.2780
Total		14000000	8400393	60.003	8400293	100	99.9988	0.0012

Resolution Number 2	
Agenda	To appoint a Director in place of Mrs. Shubhi Jain who retires from office by rotation and being eligible offers herself for re-appointment.
Resolution required	Ordinary
Whether promoter/promoter group are interested in the agenda/Resolution	Yes

Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favor	No. of votes against	% of votes in favor on votes polled	% of votes against on votes polled
Promoter and Promoter group	E-voting	1	2	$3 = [(2)/(1)] * 100$	4	5	$6 = [(4)/(2)] * 100$	$7 = [(5)/(2)] * 100$
	Poll		8399019	98.6377	8399019	0	100	0
	Postal Ballot (if applicable)	8515019	NA	NA	NA	NA	NA	NA
	Total		8399019	98.6377	8399019	0	100	0
Public Institutions	E-voting		0		0	0	0	0
	Poll	0	0	0	0	0	0	0
	Postal Ballot (if applicable)	0	NA	NA	NA	NA	NA	NA
	Total		0	0	0	0	0	0
Public-Non Institutions	E-voting		825	0.0150	725	100	87.8788	12.1212
	Poll	5484981	549	0.0100	549	0	100	0
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total		1374	0.0250	1274	100	92.7220	7.2780
Total		14000000	8400393	60.003	8400293	100	99.9988	0.0012

Resolution Number 3		
Agenda	To appoint of M/S Anil Sood & Associate as Auditors and fix their remuneration	
Resolution required	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 favor	No. of votes against	% of votes in favor on votes polled	% of votes against on votes polled
		1	2		4	5		
Promoter and Promoter group	E-voting	8515019	8399019	$3 = [(2)/(1)] * 100$ 98.6377	8399019	0	$6 = [(4)/(2)] * 100$ 100	$7 = [(5)/(2)] * 100$ 0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total		8399019	98.6377	8399019	0	100	0
Public Institutions	E-voting	0	0		0	0	0	0.
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total		0	0	0	0	0	0
Public -Non Institutions	E-voting	5484981	825	0.0150	725	100	87.8788	12.1212
	Poll		549	0.0100	549	0	100	0
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total		1374	0.0250	1274	100	92.7220	7.2780
Total	Total	14000000	8400393	60.003	8400293	100	99.9988	0.0012

A handwritten signature is visible over a circular official stamp, likely indicating approval or certification of the document.

Resolution Number 4	
Agenda	Special Resolution u/s 180(1)(c) of the Companies Act, 2013 for borrowing power.
Resolution required	Special Resolution
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 favor	No. of votes against	% of votes in favor on votes polled	% of votes against on votes polled
Promoter and Promoter group	1 E-voting Poll Postal Ballot (if applicable) Total	8515019	2 8399019 0 NA 8399019	3=[(2)/(1)]*100 98.6377 0 NA 98.6377	4 8399019 0 NA 8399019	5 0 0 NA 0	6=[(4)/(2)]*100 100 0 NA 100	7=[(5)/(2)]*100 0 0 NA 0
Public Institutions	E-voting Poll Postal Ballot (if applicable) Total	0	0 0 NA 0	0 0 NA 0	0 0 NA 0	0 0 NA 0	0 0 NA 0	0 0 NA 0
Public -Non Institutions	E-voting Poll Postal Ballot (if applicable) Total	5484981	825 549 NA	0.0150 0.0100 NA	725 549 NA	100 0 NA	87.8788 100 NA	12.1212 0 NA
Total	Total	14000000	1374 8400393	0.0250 60.003	1274 8400293	100 100	92.7220 99.9988	7.2780 0.0012

A handwritten signature is visible over a circular official stamp, likely indicating approval or certification of the document.

Resolution Number 5	Special Resolution u/s 180 (1) (a) of the Companies Act, 2013 for creation of charge on the assets of the Company.	
Agenda	Special Resolution required	
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 favor	No. of votes against	% of votes in favor on votes polled	% of votes against on votes polled
Promoter and Promoter group	E-voting	8515019	8399019	$3 = [(2)/(1)] * 100$ 98.6377	8399019	0	$6 = [(4)/(2)] * 100$ 100	$7 = [(5)/(2)] * 100$ 0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total		8399019	98.6377	8399019	0	100	0
Public Institutions	E-voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total		0	0	0	0	0	0
Public -Non Institutions	E-voting	5484981	825	0.0150	725	100	87.8788	12.1212
	Poll		549	0.0100	549	0	100	0
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total		1374	0.0250	1274	100	92.7220	7.2780
Total		14000000	8400393	60.003	8400293	100	99.9988	0.0012

Resolution Number 6	Special Resolution for appointment of Mr. Sandeep Jain as Managing Director.	
Agenda	Special	
Resolution required	Special	
Whether promoter/promoter group are interested in the agenda/Resolution	Yes	

Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favor	No. of votes against	% of votes in favor on votes polled	% of votes against on votes polled
Promoter and Promoter group	E-voting	1	2	3=[(2)/(1)]*100	4	5	6=[(4)/(2)]*100	7=[(5)/(2)]*100
	Poll	8399019	0	98.6377	8399019	0	100	0
	Postal Ballot (if applicable)	8515019	NA	NA	NA	NA	NA	NA
	Total	8399019	8399019	98.6377	8399019	0	100	0
Public Institutions	E-voting	0	0	0	0	0	0	0
	Poll	0	0	0	0	0	0	0
	Postal Ballot (if applicable)	0	NA	NA	NA	NA	NA	NA
	Total	0	0	0	0	0	0	0
Public -Non Institutions	E-voting	825	0.0150	0.0150	725	100	87.8788	12.1212
	Poll	549	0.0100	0.0100	549	0	100	0
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	1374	0.0250	0.0250	1274	100	92.7220	7.2780
Total	Total	14000000	8400393	60.003	8400293	100	99.9988	0.0012

Resolution Number 7	Special Resolution u/s 186 of the Companies Act, 2013 for loans and investment
Agenda	Special
Resolution required	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	No. of votes in favor	No. of votes against	% of votes in favor 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	8399019	8399019	98.6377	8399019	0	100	0
	Poll	0	0	0	0	0	0	0
	Postal Ballot (if applicable)	8515019	NA	NA	NA	NA	NA	NA
	Total	8399019	8399019	98.6377	8399019	0	100	0
Public Institutions	E-voting	0	0	0	0	0	0	0
	Poll	0	0	0	0	0	0	0
	Postal Ballot (if applicable)	0	NA	NA	NA	NA	NA	NA
	Total	0	0	0	0	0	0	0
Public-Non Institutions	E-voting	5484981	825	0.0150	725	100	87.8788	12.1212
	Poll	549	549	0.0100	549	0	100	0
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	1374	1374	0.0250	1274	100	92.7220	7.2780
Total	Total	14000000	8400393	60.003	8400293	100	99.9988	0.0012

Resolution Number 8	Ordinary Resolution u/s 20 of the Companies Act, 2013 for charging fees for delivery of documents by particular mode.	
Agenda	Ordinary	
Resolution required	No	
Whether promoter/promoter group are interested in the agenda/Resolution		

Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favor	No. of votes against	% of votes in favor on votes polled	% of votes against on votes polled
Promoter and Promoter group		1	2	$3=[(2)/(1)]*100$	4	5	$6=[(4)/(2)]*100$	$7=[(5)/(2)]*100$
	E-voting		8399019	98.6377	8399019	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)	8515019	NA	NA	NA	NA	NA	NA
Public Institutions	Total		8399019	98.6377	8399019	0	100	0
	E-voting		0	0	0	0	0	0
	Poll	0	0	0	0	0	0	0
	Postal Ballot (if applicable)	0	NA	NA	NA	NA	NA	NA
Public-Non Institutions	Total		0	0	0	0	0	0
	E-voting		825	0.0150	725	100	87.8788	12.1212
	Poll	5484981	549	0.0100	549	0	100	0
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
Total	Total	14000000	8400393	60.003	8400293	100	99.9988	0.0012

PDS & Co.

Company Secretaries

FORM MGT-13 Scrutinizer's Report

[Pursuant to rule section 108 & 109 of the Companies Act, 2013 and Rule 20 & 21(2) of the Companies (Management and Administration) Rules, 2014, as amended upto date]

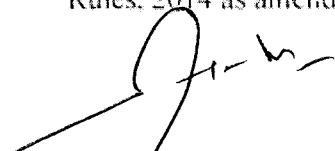
To
The Chairman,
Mohit Paper Mills Limited

The 25th Annual General Meeting (AGM) of the Equity Shareholders of **Mohit Paper Mills Limited** (the "Company") held on Thursday, the 28th Day of September, 2017, at 10:00 a.m. at Bharat Banquet Hall, A-5, Naveen Vihar, Rajiv Nagar Extension, Begumpur, Main Barwala Road, Delhi - 110081

Dear Sir,

I, Prashant Kumar Balodia, Partner of M/s. PDS & CO., having its office at A-53, First Floor, Gurunanak Pura, Laxmi Nagar, Delhi- 110092, appointed as Scrutinizer by the Board of Directors of **Mohit Paper Mills Limited** for the purpose of Scrutinizing e-voting process (remote e-voting) and voting by use of ballots at the pursuant to Section 108 & 109 of the Companies Act, 2013 read with Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 as amended upto date in respect of the below mentioned resolutions passed at 25th Annual General Meeting of the Equity Shareholders of the Company held on Thursday, the 28th day of September 2017, at 10:00 a.m. at Bharat Banquet Hall, A-5, Naveen Vihar, Rajiv Nagar Extension, Begumpur, Main Barwala Road, Delhi - 110 081.

1. The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to voting through electronic means (by remote e-voting) and voting by use of ballot by the shareholders on the resolutions stated in the notice calling the 25th AGM of the company is the responsibility of the management. Our responsibility as a scrutinizer is to ensure that the voting process both through electronic means and by use of ballot at the meeting are conducted in a fair and transparent manner and render consolidated Scrutinizer's Report of the total votes cast "in favour" or "against", to the Chairman on the resolutions stated in the notice, based on the report generated from the electronic voting system provided by Central Depository Services (India) Limited (CDSL), and the report generated physically for meeting by use of ballots at the meeting.
2. The Notice of the 25th Annual General Meeting along with explanatory Statement under section 102 of the Companies Act, 2013 were sent to the shareholders and the 'Advertisement' published pursuant to Rule 20(4)(v) of the Companies (Management and Administration) Rules, 2014 as amended upto date on 8th September, 2017 the remote e-voting commenced on


Chairman



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Monday, the 25th September, 2017 at 9:00 a.m. and ended on Wednesday, the 27th September, 2017 at 5:00 p.m.

3. The Equity Shareholders holding shares either in physical form or in dematerialized form as on, Friday, the 22nd September, 2017 (the "Cut-off date") were entitled to cast their vote by remote e- voting on the resolutions stated in the Notice of the 25th Annual General Meeting of the Company.
4. After declaration of voting by use of ballot by the Chairman at the meeting, ballot boxes were locked in my presence with due identification marks placed by me. The ballot boxes subsequently on close of voting hours were opened in the presence of two witnesses who are not the employees of the company and ballots received were serially numbered, sorted, signature verified and were scrutinized and initialed by me. The ballots were reconciled with the records maintained by the Company/ Registrar and Transfer Agent (R&TA) of the Company and authorizations/ proxies lodged with the Company. The votes were also scrutinized for the purpose of eliminating duplicate voting i.e. on remote e-voting as well as by use of ballots.
5. The ballots, which were incomplete and / or which were otherwise found defective have been treated as invalid and kept separately. The votes cast by use of Ballots at the meeting were first counted physically.
6. The votes on remote e-voting were unblocked at around 11:30 A.M. after conclusion of voting at the AGM in the presence of two witnesses who are not the employees of the Company and the e-voting results/ list of Equity Shareholders who have voted for and against were downloaded from the e- voting website of Central Depository Services (India) Limited.(<https://www.evotingindia.com>) and the same will be handed over to the Chairman.

The total votes cast in favour or against all the resolutions proposed in the Notice of the AGM are as under:

a) **Resolution- 1: Ordinary business:**

To receive, consider and adopt the financial statements of the Company for the year ended March 31, 2017, including the audited Balance Sheet as at March 31, 2017, the Statement of Profit and Loss for the year ended on that date and the reports of the Board of Directors and Auditors thereon.



Chairman



(i) Voted in favour of the resolution:

Mode of voting	Number of membersvoted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	24	8399744	99.9923
Voting by ballot	21	549	0.0065
Total	45	8400293	99.9988

(ii) Voted against the resolution:

Mode of voting	Number of membersvoted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	1	100	0.0012
Voting by ballot	0	0	0
Total	1	100	0.0012

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
-	-

b) Resolution – 2: Ordinary business

To appoint a Director in place of Mrs. Shubhi Jain (DIN-06685602), who retires from office by rotation and being eligible offers herself for re-appointment.

(i) Voted in favour of the resolution:

Mode of voting	Number of membersvoted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	24	8399744	99.9923
Voting by ballot	21	549	0.0065
Total	45	8400293	99.9988

[Signature]
Chairman



(ii) Voted against the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	1	100	0.0012
Voting by ballot	0	0	0
Total	1	100	0.0012

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
-	-

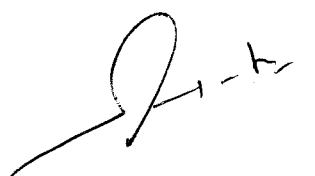
(c) Resolution 3- Ordinary business:

To make the appointment of auditors of the Company as the term of the previous auditor expires at the ensuing AGM, and to fix their Remuneration and to pass the following resolution as an Ordinary resolution thereof:

"RESOLVED THAT pursuant to the provisions of Section 139,142 and other applicable provisions of the Companies Act, 2013 and the Rules made there under, pursuant to the recommendations of the audit committee of the Board of Directors M/s Anil Sood & Associates, Chartered Accountants (Registration Number-04985N), as the auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the 30th Annual General Meeting on remuneration as shall be fixed by the Board of Directors of the Company."

(i) Voted in favour of the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	24	8399744	99.9923
Voting by ballot	21	549	0.0065
Total	45	8400293	99.9988


Chairman



(ii) Voted against the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	1	100	0.0012
Voting by ballot	0	0	0
Total	1	100	0.0012

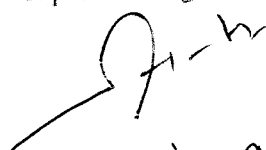
(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
-	-

(d) Resolution 4- Special business:

"RESOLVED THAT pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014, including any statutory modification(s) or re-enactment thereof, for the time being in force, and the Articles of Association of the Company, consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee of the Board), to borrow any sum or sums of money from time to time at its discretion, for the purpose of the business of the Company, from any one or more Banks, Financial Institutions and other Persons, Firms, Bodies Corporate, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) may, at any time, exceed the aggregate of the paid-up share capital of the Company and its free reserves (that is to say reserves not set apart for any specific purpose), subject to such aggregate borrowings not exceeding the amount which is Rupees 500 crores (rupees five hundred crores only) over and above the aggregate of the paid-up share capital of the Company and its free reserves (that is to say reserves not set apart for any specific purpose) and that the Board be and is hereby empowered and authorised to arrange or fix the terms and conditions of all such monies to be borrowed from time to time as to interest, repayment, security or otherwise as it may, in its absolute discretion, think fit.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper, or desirable and to settle any question, difficulty, doubt that may arise in respect of the borrowing(s) aforesaid and further to do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution."


Chairman



(i) Voted in favour of the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	24	8399744	99.9923
Voting by ballot	21	549	0.0065
Total	45	8400293	99.9988

(ii) Voted against the resolution:


Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	1	100	0.0012
Voting by ballot	0	0	0
Total	1	100	0.0012

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
-	-

e) Resolution 5 – Special business:

“RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Meetings of Board and its Powers) Rules, 2014, including any statutory modification(s) or re-enactment thereof, for the time being in force, and the Articles of Association of the Company, consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee of the Board) for creation of charge / mortgage / pledge / hypothecation / security in addition to existing charge / mortgage / pledge / hypothecation / security, in such form and manner and with such ranking and at such time and on such terms as the Board may determine, on all or any of the moveable and / or immovable properties, tangible or intangible assets of the Company, both present and future and / or the whole or any part of the undertaking(s) of the Company, as the case may be in favour of the Lender(s), Agent(s) and Trustee(s), for securing the borrowings availed / to be availed by the Company by way of loan(s) (in foreign currency and / or rupee currency) and


Chairman



securities (comprising fully / partly convertible debentures and / or nonconvertible debentures with or without detachable or non-detachable warrants and / or secured premium notes and / or floating rate notes / bonds or other debt instruments), issued / to be issued by the Company, from time to time, subject to the limits of Rupees 500 crores(Five hundred crores)approved under Section 180(1)(c) of the Act together with interest at the respective agreed rates, additional interest, compound interest in case of default, accumulated interest, liquidated damages, commitment charges, premium on prepayment, remuneration of the Agent(s) / Trustee(s), premium (if any) on redemption, all other costs, charges and expenses, including any increase as a result of devaluation / revaluation / fluctuation in the rates of exchange and all other monies payable by the Company in terms of the loan agreement(s), debenture trust deed(s) or any other document, entered into / to be entered into between the Company and the Lender(s) / Agent(s) / Trustee(s) / State Government(s) / Agency(ies) representing various state government and / or other agencies etc. in respect of the said loans / borrowings / debentures / securities and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board and the Lender(s) / Agent(s) / Trustee(s) / State Government(s) / Agency(ies), etc.

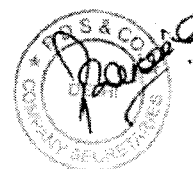
RESOLVED FURTHER THAT the securities to be created by the Company as aforesaid may rank prior / pari passu / subservient with / to the mortgages and /or charges already created or to be created in future by the Company or in such other manner and ranking as may be thought expedient by the Board and as may be agreed to between the concerned parties.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to finalise, settle, and execute such documents / deeds / writings / papers / agreements as may be required and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to creating mortgages / charges as aforesaid."

(i) Voted in favour of the resolution:

Mode of voting	Number of membersvoted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	24	8399744	99.9923
Voting by ballot	21	549	0.0065
Total	45	8400293	99.9988


Chairman



(ii) Voted against the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	1	100	0.0012
Voting by ballot	0	0	0
Total	1	100	0.0012

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
-	-

f) Resolution 6– Special business

“RESOLVED THAT pursuant to provisions of Section 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modifications or re-enactment(s) thereof, for the time being in force), subject to approval of Central Government as may be required, members hereby approve the appointment of Mr. Sandeep Jain (DIN-00458048) as Managing Director cum CEO as made by the Board of Directors in the meeting held on

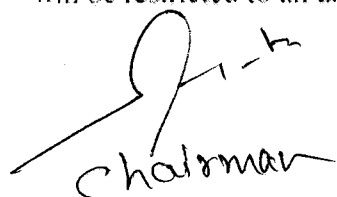
30th May, 2017 with effect from 13/08/2017 as his tenure expires on that date for a period of three years from that date on the remuneration as follows:

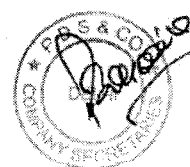
i. Salary of Rs.3,00,000/- (Rupees Three Lakhs only) per month.

In addition to the salary the Managing Director shall also be entitled to the following perquisites and allowances:

ii. Perquisites and allowances:

a. The Managing Director shall be entitled to perquisites and allowances like furnished accommodation whether owned by the Company or taken on lease, house maintenance allowance together with reimbursement of expenses or allowance for utilities such as gas, electricity, water, furnishings, repair, servants' salaries, medical reimbursement for self and dependent family, medical accident/keyman Insurance, leave travel concession for self and family, club membership subject to maximum of two clubs; such perquisites and allowances will be restricted to an amount equal to his annual salary.


Chairman



b.The value of the perquisites and allowances would be evaluated as per Income Tax Rules,1962 wherever applicable and at cost in the absence of any such Rule.

c. Company's contribution towards Provident Fund as per the rules of the Company.

d.Provision for use of Company's Car for official duties and telephone at residence shall not be included in the computation of perquisites and allowances for the purpose of calculating the said ceiling.

e.Gratuity payable as per rules of the company but not exceeding half months salary for each completed year of service.

RESOLVED FURTHER THAT pursuant to applicable provisions of the Companies Act, 2013 and Section II of Part II of Schedule V, the said remuneration and the perquisites bepaid/extended to Mr.Sandeep Jain, Managing Director/CEO, as Minimum remuneration in the event of there being loss or inadequacy of profits."

RESOLVED FURTHER that the Board of Directors of the Company/Nomination and Remuneration Committee be and are hereby authorized to alter, amend or vary the terms and conditions of appointment including remuneration structure, as it may, at its discretion deem fit from time to time, so as not to exceed the limits specified in Schedule V to the Companies Act, 2013 (including) any statutory modification or re-enactment thereof for the time being in force) or any amendments made thereto

RESOLVED FURTHER that any one of the Directors or the Company Secretary of the Company be and is hereby authorized to do all necessary acts, deeds and things, which may be usual, expedient or proper to give effect to the above resolution."

(i) Votes in favour of the resolution:

Mode of voting	Number of membersvoted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	24	8399744	99.9923
Voting by ballot	21	549	0.0065
Total	45	8400293	99.9988

Chairman



(ii) Votes against the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	1	100	0.0012
Voting by ballot	0	0	0
Total	1	100	0.0012

(iii) Invalid votes:

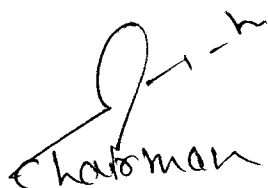
Total number of members whose votes were declared invalid	Total number of votes east by them
-	-

g) Resolution 7 – Special business

“RESOLVED THAT pursuant to Section 186 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 and subject to such other approvals, consents, sanctions and permissions as may be necessary, consent of the members of the Company be accorded to the Board of Directors of the Company to make/give, from time to time, any loan/advance/deposits/investments in shares, debentures and/or other securities and to give, on behalf of the Company, any guarantee and /or provide any security in connection with any loan or loans made by any other person to, or to any other person by, any other person/company/body corporate which shall be subject to aggregate limit of Rupees 500 crores and which may be individual/aggregate in excess of the limits prescribed i.e. over and above 60% of the Company's paid-up share capital, security premium account and free reserves or 100% of the Company's free reserves and security premium amount, whichever is more:

RESOLVED FURTHER THAT the aforesaid loans/investments will be made by the Company out of internal resources or borrowings or in such other manner in such proportion as the Board thinks appropriate, provided that in case of loans, the interest rate shall not be lower than the prevailing yield of 1 year, 3 years, 5 years or 10 years Government security closest to the tenor of loan:

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized 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


Chairman



and incidental thereto, and to sign and execute all deeds, applications, documents, and writings, that may be required, on behalf of the Company and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient, or incidental thereto for the purpose of giving effect to this Resolution.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to determine the actual sums to be involved in the proposed transactions and the terms & conditions related thereto and all other matters arising out of or incidental to the proposed transactions and generally to do all such acts, deeds, matters and things that may be necessary, proper, expedient or incidental thereto for the purpose of giving effect to this resolution."

(i) Voted **in favour** of the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	24	8399744	99.9923
Voting by ballot	21	549	0.0065
Total	45	8400293	99.9988

(ii) Voted **against** the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	1	100	0.0012
Voting by ballot	0	0	0
Total	1	100	0.0012

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
-	-


Chairman



h) Resolution 8 – Special business

“RESOLVED THAT pursuant to the provisions of Section 20 and other applicable provisions (if any), of the Companies Act, 2013 read with its rules (including any statutory modification(s) or re-enactment thereof, for the time being in force), for delivery of any documents through a particular mode of delivery, the fees to be charged

to the shareholder(s) who request for such delivery be and are hereby fixed at the actual cost of each such delivery or such fees as may be decided by the Board of Directors from time to time.

(i) Voted in favour of the resolution:

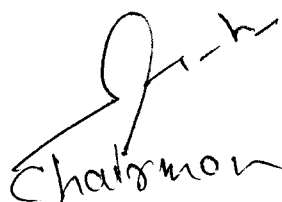
Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	24	8399744	99.9923
Voting by ballot	21	549	0.0065
Total	45	8400293	99.9988

(ii) Voted against the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	1	100	0.0012
Voting by ballot	0	0	0
Total	1	100	0.0012

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
-	-


Chaitan



7. All relevant records of voting will remain in our custody until the Chairman considers, approves and signs the minutes of the 25th Annual General Meeting and the same shall be handed over thereafter to the Chairman/Company Secretary for safe keeping.

Thanking You,

Yours faithfully,
For PDS & CO.
Company Secretaries



Prashant Kumar Balodia
(Partner)
FCS 6047.CP No. 6153
(Scrutinizer)

Place: Delhi
Date: 29/09/2017

Chairman