



Lloyds Metals and Energy Limited

Regd. Office : Plot No. A 1-2, MIDC Area, Ghugus, Dist. Chandrapur, 442 505, Maharashtra. Tel. 07172 285099 /103/398 Fax 07172 285003.
Corporate Office : Trade World, "C" Wing, 16th Floor, Kamala City, Senapati Bapat Marg, Lower Parel, Mumbai-400 013. Tel.No. 022-6291 8111. Fax No. 022- 6291 8260
CIN: L40300MH1977PLC019594 Website: www.lloyds.in Email: investor@lloyds.in

Date: 15/06/2020

To,
BSE Limited
The Corporate Relationship Department
P.J. Towers, 1st Floor, Dalal Street,
Mumbai – 400 001

To,
Head- Listing & Compliance
Metropolitan Stock Exchange of India Ltd. (MSEI)
Vibgyor Towers, 4th floor, Plot No C 62, G - Block,
Opp. Trident Hotel, Bandra Kurla Complex,
Bandra (E), Mumbai – 400 098

Subject: Proceedings of 43rd Annual General Meeting of M/s. Lloyds Metals and Energy Limited

Ref: BSE Scrip Code : 512455
BSE and MSEI Scrip ID: LLOYDSME

Dear Sir,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith the details regarding the proceedings of the 43rd Annual General Meeting ("AGM") of the Company held on Monday, 15th June, 2020 at 11.00 a.m. through Video Conferencing (VC) / Other Audio Video Means (OAVM).

Thanking you,
Yours faithfully,
For Lloyds Metals and Energy Limited

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by RIYAZ
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Date: 2020.06.15
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Riyaz Shaikh
Chief Financial Officer



Lloyds Metals and Energy Limited

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SUMMARY OF PROCEEDINGS OF THE 43RD ANNUAL GENERAL MEETING OF LLOYDS METALS AND ENERGY LIMITED

The 43rd Annual General Meeting of the members of the Company was held on 15th June, 2020 at 11:00 a.m. through Video Conferencing (VC) / Other Audio Video Means (OAVM) in compliance with MCA General Circular No. 20/2020 dated 05th May, 2020. The following Directors, other Senior Officials and Statutory Auditor were present:

Mr. Mukesh Gupta - Chairman and Non-Executive Director and Chairman of STRC
Mr. Babulal Agarwal - Managing Director
Mr. Rajesh Gupta - Non-Executive Director
Mr. Jagannath Dange - Independent Director and Chairman of the Audit Committee
Dr. Balram Singh - Independent Director and Chairman of NRC Committee
Mr. Devidas Kambale - Independent Director
Ms. Sneha Yezarkar - Company Secretary
Mr. Riyaz Shaikh - Chief Financial Officer
Mr. Sanjay Jain - Statutory Auditor

The Company Secretary & Compliance Officer, Ms. Sneha Yezarkar, extended a warm and hearty welcome to everyone present at the meeting.

She then introduced the Board members and other officials of the Company.

Mr. Mukesh Gupta, Chairman of the Board of Directors took the chair and presided the meeting.

The Chairman announced that the requisite quorum was present and the meeting was called to order.

The Chairman apprised the members about the performance of the company and its future prospects and answered all queries raised by the Shareholders.

The Company Secretary then explained the members of process of casting the voting during the AGM. Then the Company Secretary requested the shareholders attending the meeting and who has not casted their vote earlier through remote e-voting, to cast their vote through e-voting facility provided during the AGM by CDSL on the following items of businesses embodied in the Notice of the 43rd Annual General Meeting.

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Lloyds Metals and Energy Limited

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CIN: L40300MH1977PLC019594 Website: www.lloyds.in Email: investor@lloyds.in

S.No.	Resolutions
1.	To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the year ended 31st March, 2020, including the Audited Balance Sheet as at 31st March, 2020 and the Statement of Profit and Loss of the Company for the year ended on that date, along with the reports of the Board of Directors and Auditors thereon.
2.	To appoint a Director in place of Mr. Rajesh Gupta (DIN: 00028379), who retires by rotation and being eligible, offers himself for re-appointment.
3.	Ratification of Re-appointment of M/s VSS & Associates, Chartered Accountants, Mumbai (ICAI Firm Registration No. 105787W) as the Statutory Auditors of the Company
4.	Ratification of Remuneration payable to M/s. Manisha & Associates, Cost Accountants having Firm Registration Number 000321.
5.	To create, offer, issue and allot by way of Preferential Allotment, upto 2,40,00,000 Convertible Warrants of Face value of Re. 1/- each at a premium of Rs. 6.50 each aggregating to Rs. 18,00,00,000/- to Promoter/ Promoter Group, on preferential allotment basis.
6.	To create, issue, offer and allot on preferential basis upto 2,66,50,000 9% Optionally Fully Convertible Debenture ("OFCDs") of Face Value of Rs. 7.50 each at par aggregating to Rs. 19,98,75,000/- to Clover Media Private Limited.

The Company Secretary then informed the members that M/s. B. R. Gupta & Co., Practicing Company Secretary had been appointed as the Scrutinizer and to report on the voting results of e-voting for each of the items as per the Notice of the AGM. The Company Secretary then announced that the results of the Remote E-voting and E- Voting at the AGM will be declared at the website of the Company and CDSL.

The Company Secretary then declared the 43rd Annual General Meeting of the Company as concluded and thanked the members for attending the meeting.

Thanking you,
Yours faithfully,
For Lloyds Metals and Energy Limited

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Riyaz Shaikh
Chief Financial Officer



Lloyds Metals and Energy Limited

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CIN: L40300MH1977PLC019594 Website: www.lloyds.in Email: investor@lloyds.in

Date: 16/06/2020

To,
BSE Limited
The Corporate Relationship Department
P.J. Towers, 1st Floor, Dalal Street,
Mumbai – 400 001

To,
Head- Listing & Compliance
Metropolitan Stock Exchange of India Ltd. (MSEI)
Vibgyor Towers, 4th floor, Plot No C 62, G - Block,
Opp. Trident Hotel, Bandra Kurla Complex,
Bandra (E), Mumbai – 400 098

Subject: Disclosure of Voting Results at the 43rd Annual General Meeting of the Company held on Monday, 15th June, 2020 as required under Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 along with Scrutinizers Report.

Ref: BSE Scrip Code : 512455
BSE and MSEI Scrip ID: LLOYDSME

Dear Sir,

The 43rd Annual General Meeting ('AGM') of the Company was held at 11.00 A.M. on Monday, the 15th June, 2020 through Video Conferencing/Other Audio Visual Means.

The resolutions nos. 1 to 6 as contained in the Notice of the 43rd AGM was approved / passed by the shareholders with requisite majority. The combined voting result (i.e. result of remote e-voting prior to the AGM and e-voting conducted at the AGM) is enclosed herewith as required under Regulation 44(3) of SEBI ((Listing Obligations and Disclosure Requirements) Regulations, 2015 along with the Scrutinizer's Report thereon.

Please take the same on record.

Thanking you,
Yours faithfully,
For Lloyds Metals and Energy Limited

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Riyaz Shaikh
Chief Financial Officer



Lloyds Metals and Energy Limited

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CIN: L40300MH1977PLC019594 Website: www.lloyds.in Email: investor@lloyds.in

RESULTS OF THE MEETING

Sr. No.	Agenda	Resolution required (Ordinary/ Special)	Mode of Voting	Remarks
1.	To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the year ended 31st March, 2020, including the Audited Balance Sheet as at 31st March, 2020 and the Statement of Profit and Loss of the Company for the year ended on that date, along with the reports of the Board of Directors and Auditors thereon.	Ordinary	Remote e-voting prior and during the AGM	Passed with requisite majority
2.	To appoint a Director in place of Mr. Rajesh Gupta (DIN: 00028379), who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary	Remote e-voting prior and during the AGM	Passed with requisite majority
3.	Ratification of Re-appointment of M/s VSS & Associates, Chartered Accountants, Mumbai (ICAI Firm Registration No. 105787W) as the Statutory Auditors of the Company	Ordinary	Remote e-voting prior and during the AGM	Passed with requisite majority
4.	Ratification of Remuneration payable to M/s. Manisha & Associates, Cost Accountants having Firm Registration Number 000321.	Ordinary	Remote e-voting prior and during the AGM	Passed with requisite majority
5.	To create, offer, issue and allot by way of Preferential Allotment, upto 2,40,00,000 Convertible Warrants of Face value of Re. 1/- each at a premium of Rs. 6.50 each aggregating to Rs. 18,00,00,000/- to Promoter/ Promoter Group, on preferential allotment basis.	Special	Remote e-voting prior and during the AGM	Passed with requisite majority
6.	To create, issue, offer and allot on preferential basis upto 2,66,50,000 9% Optionally Fully Convertible Debenture ("OFCDs") of Face Value of Rs. 7.50 each at par aggregating to Rs. 19,98,75,000/- to Clover Media Private Limited.	Special	Remote e-voting prior and during the AGM	Passed with requisite majority

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LLOYDS METALS AND ENERGY LIMITED

Date of the AGM	15-06-2020
Total number of shareholders on record date	12180 (As on cut off date i.e 08th June, 2020)
No. of shareholders present in the meeting either in person or through proxy: Promoters and promoter Group: Public:	Not Applicable
No. of shareholders attended the meeting through Video Conferencing:	49
Promoters and promoter Group:	7
Public:	42

Resolution 1 : To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the year ended 31st March, 2020, including the Audited Balance Sheet as at 31st March, 2020 and the Statement of Profit and Loss of the Company for the year ended on that date, along with the reports of the Board of Directors and Auditors thereon.

Resolution required :(Ordinary / Special)	Ordinary Resolution
Whether promoter/promoter group are interested in the agenda/resolution ?	No

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 favor (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	E-VOTING	141912177	141912177	100.00	141912177	0	100.00	0.00
	POLL		0	0.00	0	0	0.00	0.00
	POSTAL BALLOT		0	0.00	0	0	0.00	0.00
	TOTAL	141912177	141912177	100.00	141912177	0	100.00	0.00
Public - Institutions	E-VOTING	15879	0	0.00	0	0	0.00	0.00
	POLL		0	0.00	0	0	0.00	0.00
	POSTAL BALLOT		0	0.00	0	0	0.00	0.00
	TOTAL	15879	0	0.00	0	0	0.00	0.00
Public-Non Institutions	E-VOTING	83250344	31731807	38.12	31731807	0	100.00	0.00
	POLL		0	0.00	0	0	0.00	0.00
	POSTAL BALLOT		0	0.00	0	0	0.00	0.00
	TOTAL	83250344	31731807	38.12	31731807	0	100.00	0.00
TOTAL		225178400	173643984	77.11	173643984	0	100.00	0.00

Resolution 2 : To appoint a Director in place of Mr. Rajesh Gupta (DIN: 00028379), who retires by rotation and being eligible, offers himself for re-appointment.

Resolution required : (Ordinary / Special)			Ordinary Resolution					
Whether promoter/promoter group are interested in the agenda/resolution ?			Yes					
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 favor (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	E-VOTING	141912177	141912177	100.00	141912177	0	100.00	0.00
	POLL		0	0.00	0	0	0.00	0.00
	POSTAL BALLOT		0	0.00	0	0	0.00	0.00
	TOTAL	141912177	141912177	100.00	141912177	0	100.00	0.00
Public - Institutions	E-VOTING	15879	0	0.00	0	0	0.00	0.00
	POLL		0	0.00	0	0	0.00	0.00
	POSTAL BALLOT		0	0.00	0	0	0.00	0.00
	TOTAL	15879	0	0.00	0	0	0.00	0.00
Public-Non Institutions	E-VOTING	83250344	31731807	38.12	31731807	0	100.00	0.00
	POLL		0	0.00	0	0	0.00	0.00
	POSTAL BALLOT		0	0.00	0	0	0.00	0.00
	TOTAL	83250344	31731807	38.12	31731807	0	100.00	0.00
TOTAL		225178400	173643984	77.11	173643984	0	100.00	0.00

Note: 141912177 Votes cast by promoters through remote e-voting has been considered as invalid

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Resolution 3 :Ratification of Re-appointment of M/s VSS & Associates, Chartered Accountants, Mumbai (ICAI Firm Registration No. 105787W) as the Statutory Auditors of the Company

Resolution required : (Ordinary / Special)			Ordinary Resolution					
Whether promoter/promoter group are interested in the agenda/resolution ?			No					
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 favor (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	E-VOTING	141912177	141912177	100.00	141912177	0	100.00	0.00
	POLL		0	0.00	0	0	0.00	0.00
	POSTAL BALLOT		0	0.00	0	0	0.00	0.00
	TOTAL	141912177	141912177	100.00	141912177	0	100.00	0.00
Public - Institutions	E-VOTING	15879	0	0.00	0	0	0.00	0.00
	POLL		0	0.00	0	0	0.00	0.00
	POSTAL BALLOT		0	0.00	0	0	0.00	0.00
	TOTAL	15879	0	0.00	0	0	0.00	0.00
Public-Non Institutions	E-VOTING	83250344	31731807	38.12	31731807	0	100.00	0.00
	POLL		0	0.00	0	0	0.00	0.00
	POSTAL BALLOT		0	0.00	0	0	0.00	0.00
	TOTAL	83250344	31731807	38.12	31731807	0	100.00	0.00
TOTAL		225178400	173643984	77.11	173643984	0	100.00	0.00

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Resolution 4 :Ratification of Remuneration payable to M/s. Manisha & Associates, Cost Accountants having Firm Registration Number 000321.								
Resolution required : (Ordinary / Special)			Ordinary Resolution					
Whether promoter/promoter group are interested in the agenda/resolution ?			No					
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 favor (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	E-VOTING	141912177	141912177	100.00	141912177	0	100.00	0.00
	POLL		0	0.00	0	0	0.00	0.00
	POSTAL BALLOT		0	0.00	0	0	0.00	0.00
	TOTAL	141912177	141912177	100.00	141912177	0	100.00	0.00
Public - Institutions	E-VOTING	15879	0	0.00	0	0	0.00	0.00
	POLL		0	0.00	0	0	0.00	0.00
	POSTAL BALLOT		0	0.00	0	0	0.00	0.00
	TOTAL	15879	0	0.00	0	0	0.00	0.00
Public-Non Institutions	E-VOTING	83250344	31731807	38.12	31731807	0	100.00	0.00
	POLL		0	0.00	0	0	0.00	0.00
	POSTAL BALLOT		0	0.00	0	0	0.00	0.00
	TOTAL	83250344	31731807	38.12	31731807	0	100.00	0.00
TOTAL		225178400	173643984	77.11	173643984	0	100.00	0.00

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Resolution 5 : To create, offer, issue and allot by way of Preferential Allotment, upto 2,40,00,000 Convertible Warrants of Face value of Re. 1/- each at a premium of Rs. 6.50 each aggregating to Rs. 18,00,00,000/- to Promoter/ Promoter Group, on preferential allotment basis.

Resolution required :(Ordinary / Special)			Special Resolution					
Whether promoter/promoter group are interested in the agenda/resolution ?			Yes					
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 favor (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	E-VOTING	141912177	141912177	100.00	141912177	0	100.00	0.00
	POLL		0	0.00	0	0	0.00	0.00
	POSTAL BALLOT		0	0.00	0	0	0.00	0.00
	TOTAL	141912177	141912177	100.00	141912177	0	100.00	0.00
Public - Institutions	E-VOTING	15879	0	0.00	0	0	0.00	0.00
	POLL		0	0.00	0	0	0.00	0.00
	POSTAL BALLOT		0	0.00	0	0	0.00	0.00
	TOTAL	15879	0	0.00	0	0	0.00	0.00
Public-Non Institutions	E-VOTING	83250344	31731807	38.12	31731807	0	100.00	0.00
	POLL		0	0.00	0	0	0.00	0.00
	POSTAL BALLOT		0	0.00	0	0	0.00	0.00
	TOTAL	83250344	31731807	38.12	31731807	0	100.00	0.00
TOTAL		225178400	173643984	77.11	173643984	0	100.00	0.00

Note: 141912177 Votes cast by promoters through remote e-voting has been considered as invalid

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Resolution 6 : To create, issue, offer and allot on preferential basis upto 2,66,50,000 9% Optionally Fully Convertible Debenture ("OFCDs") of Face Value of Rs. 7.50 each at par aggregating to Rs. 19,98,75,000/- to Clover Media Private Limited.

Resolution required : (Ordinary / Special)			Special Resolution					
Whether promoter/promoter group are interested in the agenda/resolution ?			No					
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 favor (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	E-VOTING	141912177	141912177	100.00	141912177	0	100.00	0.00
	POLL		0	0.00	0	0	0.00	0.00
	POSTAL BALLOT		0	0.00	0	0	0.00	0.00
	TOTAL	141912177	141912177	100.00	141912177	0	100.00	0.00
Public - Institutions	E-VOTING	15879	0	0.00	0	0	0.00	0.00
	POLL		0	0.00	0	0	0.00	0.00
	POSTAL BALLOT		0	0.00	0	0	0.00	0.00
	TOTAL	15879	0	0.00	0	0	0.00	0.00
Public-Non Institutions	E-VOTING	83250344	31731807	38.12	31731807	0	100.00	0.00
	POLL		0	0.00	0	0	0.00	0.00
	POSTAL BALLOT		0	0.00	0	0	0.00	0.00
	TOTAL	83250344	31731807	38.12	31731807	0	100.00	0.00
TOTAL		225178400	173643984	77.11	173643984	0	100.00	0.00

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B R Gupta & Co. **Company Secretaries**

Office Add.: Unit No. 12, 1st Floor, Cluster 2, Poonam Cluster 1,2,3, Shanti Park Layout,
Near Balaji Hotel, Miraroad (E), Thane – 401 107, Maharashtra, India.
Email Id: cs.guptarahul@gmail.com | **Cont. No.:** +91 – 816 919 2320

Report of Scrutinizer

To,
Chairman
Lloyds Metals and Energy Limited
PLOT NO. A1-2,
MIDC Area, Ghugus
Chandrapur- 442505
Maharashtra.

Dear Sir,

Sub: Consolidated Scrutinizer's Report on remote e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 for the 43rd Annual General Meeting of Lloyds Metals and Energy Limited held on Monday, 15th June, 2020 at 11:00 a.m. through video conferencing ('VC') / other audio visual means ('OAVM').

I, Rahul Gupta, Company Secretary in Practice, had been appointed as the Scrutinizer by the Board of Directors of Lloyds Metals and Energy Limited pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, to conduct the remote e-voting process in respect of the below mentioned resolutions proposed at the 43rd Annual General Meeting ("AGM") of Lloyds Metals and Energy Limited on Monday, 15th June, 2020 at 11:00 a.m. through VC / OAVM.

I was also appointed as Scrutinizer to scrutinize the e-voting process during the said AGM.

The AGM Notice dated 18th May, 2020, was sent to the shareholders in respect of the below mentioned resolutions passed at the AGM of the Company through electronic mode to those Members whose email addresses are registered with the Company's RTA/ Depositories, in compliance with the MCA General Circular No. 20/2020 dated 05th May, 2020 read with MCA General Circular No. 14/2020 dated 08th April, 2020 and



B R Gupta & Co. **Company Secretaries**

Office Add.: Unit No. 12, 1st Floor, Cluster 2, Poonam Cluster 1,2,3, Shanti Park Layout,
Near Balaji Hotel, Miraroad (E), Thane – 401 107, Maharashtra, India.

Email Id: cs.guptarahul@gmail.com | **Cont. No.:** +91 – 816 919 2320

MCA General Circular No. 17/2020, dated 13th April, 2020 (collectively referred to as "MCA Circulars") and SEBI Circular dated 12th May, 2020.

The Company had availed the e-voting facility offered by Central Depository Services Limited ("CDSL") for conducting remote e-voting by the Shareholders of the Company.

The voting period for remote e-voting commenced on Thursday, 11th June, 2020 (9:00 a.m. IST) and ended on Sunday, 14th June, 2020 (5:00 p.m. IST) and the CDSL e-voting platform was disabled thereafter.

The Company had also provided the e-voting facility to the shareholders present at the AGM through VC / OA VM and who had not cast their vote earlier.

The shareholders of the Company holding shares as on the "cut-off" date of Monday, 08th June, 2020 were entitled to vote on the resolutions as contained in the Notice of the AGM.

After the closure of e-voting at the AGM, the report on voting done at the AGM and the votes cast under remote e-voting facility prior to the AGM were unblocked and were counted.

I have scrutinized and reviewed the remote e-voting prior and during the AGM and votes cast therein based on the data downloaded from the CDSL e-voting system.

The Management of the Company is responsible to ensure compliance with the requirements of the Act and rules relating to remote e-voting prior and during the AGM on the resolutions contained in the notice of the AGM.

My responsibility as scrutinizer for the remote e-voting is restricted to making a Scrutinizer's Report of the votes cast in favour or against the resolutions.

I now submit my consolidated Report as under on the result of the remote e-voting in respect of the said resolutions.

Resolution 1:- Ordinary Resolution



B R Gupta & Co.

Company Secretaries

Office Add.: Unit No. 12, 1st Floor, Cluster 2, Poonam Cluster 1,2,3, Shanti Park Layout,
Near Balaji Hotel, Miraroad (E), Thane – 401 107, Maharashtra, India.

Email Id: cs.guptarahul@gmail.com | **Cont. No.:** +91 – 816 919 2320

To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the year ended 31st March, 2020, including the Audited Balance Sheet as at 31st March, 2020 and the Statement of Profit and Loss of the Company for the year ended on that date, along with the reports of the Board of Directors and Auditors thereon.

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 favor (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	E-VOTING	141912177	141912177	100.00	141912177	0	100.00	0.00
	POLL		0	0.00	0	0	0.00	0.00
	POSTAL BALLOT		0	0.00	0	0	0.00	0.00
	TOTAL	141912177	141912177	100.00	141912177	0	100.00	0.00
Public - Institutions	E-VOTING	15879	0	0.00	0	0	0.00	0.00
	POLL		0	0.00	0	0	0.00	0.00
	POSTAL BALLOT		0	0.00	0	0	0.00	0.00
	TOTAL	15879	0	0.00	0	0	0.00	0.00
Public-Non Institutions	E-VOTING	83250344	31731807	38.12	31731807	0	100.00	0.00
	POLL		0	0.00	0	0	0.00	0.00
	POSTAL BALLOT		0	0.00	0	0	0.00	0.00
	TOTAL	83250344	31731807	38.12	31731807	0	100.00	0.00
TOTAL		225178400	173643984	77.11	173643984	0	100.00	0.00

The aforesaid Resolution No. 1 is passed with requisite majority

i) Voted in favour of the resolution

Number of members voted	Number of Valid votes cast by them	% of total number of valid votes cast
79	173623984	100

ii) Voted against the resolution:

Number of members voted	Number of Valid votes cast by them	% of total number of valid votes cast
0	0	0

iii) Invalid Votes



B R Gupta & Co.

Company Secretaries

Office Add.: Unit No. 12, 1st Floor, Cluster 2, Poonam Cluster 1,2,3, Shanti Park Layout,
Near Balaji Hotel, Miraroad (E), Thane – 401 107, Maharashtra, India.

Email Id: cs.guptarahul@gmail.com | **Cont. No.:** +91 – 816 919 2320

Number of members whose votes were declared in valid	Number of invalid votes cast by them
0	0

Resolution 2:- Ordinary Resolution

To appoint a Director in place of Mr. Rajesh Gupta (DIN: 00028379), who retires by rotation and being eligible, offers himself for re-appointment.

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 favor (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	E-VOTING	141912177	141912177	100.00	141912177	0	100.00	0.00
	POLL		0	0.00	0	0	0.00	0.00
	POSTAL BALLOT		0	0.00	0	0	0.00	0.00
	TOTAL	141912177	141912177	100.00	141912177	0	100.00	0.00
Public - Institutions	E-VOTING	15879	0	0.00	0	0	0.00	0.00
	POLL		0	0.00	0	0	0.00	0.00
	POSTAL BALLOT		0	0.00	0	0	0.00	0.00
	TOTAL	15879	0	0.00	0	0	0.00	0.00
Public-Non Institutions	E-VOTING	83250344	31731807	38.12	31731807	0	100.00	0.00
	POLL		0	0.00	0	0	0.00	0.00
	POSTAL BALLOT		0	0.00	0	0	0.00	0.00
	TOTAL	83250344	31731807	38.12	31731807	0	100.00	0.00
TOTAL		225178400	173643984	77.11	173643984	0	100.00	0.00

The aforesaid Resolution No. 2 is passed with requisite majority

Note: 141912177 Votes cast by promoters through remote e-voting have not been taken into consideration for this resolution and has been considered as invalid

i) Voted in favour of the resolution

Number of members voted	Number of Valid votes cast by them	% of total number of valid votes cast
79	31731807	18.27

ii) Voted against the resolution:

Number of members voted	Number of Valid votes cast by them	% of total number of valid votes cast
0	0	0



B R Gupta & Co.

Company Secretaries

Office Add.: Unit No. 12, 1st Floor, Cluster 2, Poonam Cluster 1,2,3, Shanti Park Layout,
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Email Id: cs.guptarahul@gmail.com | **Cont. No.:** +91 – 816 919 2320

iii) Invalid Votes

Number of members whose votes were declared in valid	Number of invalid votes cast by them
17	141912177

Resolution 3:- Ordinary Resolution

Ratification of Re-appointment of M/s VSS & Associates, Chartered Accountants, Mumbai (ICAI Firm Registration No. 105787W) as the Statutory Auditors of the Company

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 favor (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	E-VOTING	141912177	141912177	100.00	141912177	0	100.00	0.00
	POLL		0	0.00	0	0	0.00	0.00
	POSTAL BALLOT		0	0.00	0	0	0.00	0.00
	TOTAL	141912177	141912177	100.00	141912177	0	100.00	0.00
Public - Institutions	E-VOTING	15879	0	0.00	0	0	0.00	0.00
	POLL		0	0.00	0	0	0.00	0.00
	POSTAL BALLOT		0	0.00	0	0	0.00	0.00
	TOTAL	15879	0	0.00	0	0	0.00	0.00
Public-Non Institutions	E-VOTING	83250344	31731807	38.12	31731807	0	100.00	0.00
	POLL		0	0.00	0	0	0.00	0.00
	POSTAL BALLOT		0	0.00	0	0	0.00	0.00
	TOTAL	83250344	31731807	38.12	31731807	0	100.00	0.00
TOTAL		225178400	173643984	77.11	173643984	0	100.00	0.00

The aforesaid Resolution No. 3 is passed with requisite majority

i) Voted in favour of the resolution

Number of members voted	Number of Valid votes cast by them	% of total number of valid votes cast
79	173623984	100

ii) Voted against the resolution:

Number of members voted	Number of Valid votes cast by them	% of total number of valid votes cast
0	0	0



B R Gupta & Co.

Company Secretaries

Office Add.: Unit No. 12, 1st Floor, Cluster 2, Poonam Cluster 1,2,3, Shanti Park Layout,
Near Balaji Hotel, Miraroad (E), Thane – 401 107, Maharashtra, India.
Email Id: cs.guptarahul@gmail.com | **Cont. No.:** +91 – 816 919 2320

iii) Invalid Votes

Number of members whose votes were declared in valid	Number of invalid votes cast by them
0	0

Resolution 4:- Ordinary Resolution

Ratification of Remuneration payable to M/s. Manisha & Associates, Cost Accountants having Firm Registration Number 000321.

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 favor (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	E-VOTING	141912177	141912177	100.00	141912177	0	100.00	0.00
	POLL		0	0.00	0	0	0.00	0.00
	POSTAL BALLOT		0	0.00	0	0	0.00	0.00
	TOTAL	141912177	141912177	100.00	141912177	0	100.00	0.00
Public - Institutions	E-VOTING	15879	0	0.00	0	0	0.00	0.00
	POLL		0	0.00	0	0	0.00	0.00
	POSTAL BALLOT		0	0.00	0	0	0.00	0.00
	TOTAL	15879	0	0.00	0	0	0.00	0.00
Public-Non Institutions	E-VOTING	83250344	31731807	38.12	31731807	0	100.00	0.00
	POLL		0	0.00	0	0	0.00	0.00
	POSTAL BALLOT		0	0.00	0	0	0.00	0.00
	TOTAL	83250344	31731807	38.12	31731807	0	100.00	0.00
TOTAL		225178400	173643984	77.11	173643984	0	100.00	0.00

The aforesaid Resolution No. 4 is passed with requisite majority

i) Voted in favour of the resolution

Number of members voted	Number of Valid votes cast by them	% of total number of valid votes cast
79	173623984	100

ii) Voted against the resolution:

Number of members voted	Number of Valid votes cast by them	% of total number of valid votes cast
0	0	0



B R Gupta & Co.

Company Secretaries

Office Add.: Unit No. 12, 1st Floor, Cluster 2, Poonam Cluster 1,2,3, Shanti Park Layout,
Near Balaji Hotel, Miraroad (E), Thane – 401 107, Maharashtra, India.
Email Id: cs.guptarahul@gmail.com | **Cont. No.:** +91 – 816 919 2320

iii) Invalid Votes

Number of members whose votes were declared in valid	Number of invalid votes cast by them
0	0

Resolution 5:- Special Resolution

To create, offer, issue and allot by way of Preferential Allotment, upto 2,40,00,000 Convertible Warrants of Face value of Re. 1/- each at a premium of Rs. 6.50 each aggregating to Rs. 18,00,00,000/- to Promoter/ Promoter Group, on preferential allotment basis.

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 favor (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	E-VOTING	141912177	141912177	100.00	141912177	0	100.00	0.00
	POLL		0	0.00	0	0	0.00	0.00
	POSTAL BALLOT		0	0.00	0	0	0.00	0.00
	TOTAL	141912177	141912177	100.00	141912177	0	100.00	0.00
Public - Institutions	E-VOTING	15879	0	0.00	0	0	0.00	0.00
	POLL		0	0.00	0	0	0.00	0.00
	POSTAL BALLOT		0	0.00	0	0	0.00	0.00
	TOTAL	15879	0	0.00	0	0	0.00	0.00
Public-Non Institutions	E-VOTING	83250344	31731807	38.12	31731807	0	100.00	0.00
	POLL		0	0.00	0	0	0.00	0.00
	POSTAL BALLOT		0	0.00	0	0	0.00	0.00
	TOTAL	83250344	31731807	38.12	31731807	0	100.00	0.00
TOTAL		225178400	173643984	77.11	173643984	0	100.00	0.00

The aforesaid Resolution No. 5 is passed with requisite majority

Note: 141912177 Votes cast by promoters through remote e-voting have not been taken into consideration for this resolution and has been considered as invalid

i) Voted in favour of the resolution

Number of members voted	Number of Valid votes cast by them	% of total number of valid votes cast
79	31731807	18.27

ii) Voted against the resolution:

Number of members voted	Number of Valid votes cast by them	% of total number of valid votes cast
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B R Gupta & Co.

Company Secretaries

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Near Balaji Hotel, Miraroad (E), Thane – 401 107, Maharashtra, India.
Email Id: cs.guptarahul@gmail.com | **Cont. No.:** +91 – 816 919 2320

0	0	0
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iii) Invalid Votes

Number of members whose votes were declared in valid	Number of invalid votes cast by them
17	141912177

Resolution 6:- Special Resolution

To create, issue, offer and allot on preferential basis upto 2,66,50,000 9% Optionally Fully Convertible Debenture ("OFCDs") of Face Value of Rs. 7.50 each at par aggregating to Rs. 19,98,75,000/- to Clover Media Private Limited.

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 favor (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	E-VOTING	141912177	141912177	100.00	141912177	0	100.00	0.00
	POLL		0	0.00	0	0	0.00	0.00
	POSTAL BALLOT		0	0.00	0	0	0.00	0.00
	TOTAL	141912177	141912177	100.00	141912177	0	100.00	0.00
Public - Institutions	E-VOTING	15879	0	0.00	0	0	0.00	0.00
	POLL		0	0.00	0	0	0.00	0.00
	POSTAL BALLOT		0	0.00	0	0	0.00	0.00
	TOTAL	15879	0	0.00	0	0	0.00	0.00
Public-Non Institutions	E-VOTING	83250344	31731807	38.12	31731807	0	100.00	0.00
	POLL		0	0.00	0	0	0.00	0.00
	POSTAL BALLOT		0	0.00	0	0	0.00	0.00
	TOTAL	83250344	31731807	38.12	31731807	0	100.00	0.00
TOTAL		225178400	173643984	77.11	173643984	0	100.00	0.00

The aforesaid Resolution No. 6 is passed with requisite majority

i) Voted in favour of the resolution

Number of members voted	Number of Valid votes cast by them	% of total number of valid votes cast
79	173623984	100

ii) Voted against the resolution:

Number of members voted	Number of Valid votes cast by them	% of total number of valid votes cast
0	0	0



B R Gupta & Co.

Company Secretaries

Office Add.: Unit No. 12, 1st Floor, Cluster 2, Poonam Cluster 1,2,3, Shanti Park Layout,
Near Balaji Hotel, Miraroad (E), Thane – 401 107, Maharashtra, India.

Email Id: cs.guptarahul@gmail.com | **Cont. No.:** +91 – 816 919 2320

iii) Invalid Votes

Number of members whose votes were declared in valid	Number of invalid votes cast by them
0	0

This report along with the necessary papers and all other relevant records were handed over to Mr. Mukesh R. Gupta, Chairman of the Company.

Thanking you,

Yours Faithfully,

For B.R. Gupta & Co.

**RAHUL
BHARAT
GUPTA**

Digitally signed by RAHUL BHARAT
GUPTA
DN: c=IN, o=Personal,
postalCode=400101, st=Maharashtra,
2.5.4.20=b0663700fbee2e6b30931
7772a5f5b0d81b01a2030755de17c
a3088d311,
serialNumber=d686ca764af3a040
6876238b3a3726cfe506d1c3a5097
5d01bc351d1e37, cn=RAHUL
BHARAT GUPTA
Date: 2020.06.16 20:33:17 +05'30'

Rahul Gupta

M. No.: 43021 & COP No.: 20863

UDIN - A043021B000347809

Place: Thane

Date: 16/06/2020

Note:

Due to outbreak of **Noval Corona Virus** ("Covid-19") in the Country and in compliance of Government of India orders and restrictions of movement of people, we are doing work from home therefore, signing of this submission is being submitted as Digital Signature.