



LNJ Bhilwara Group Company



PROUD TO BE INDIAN
PRIVILEGED TO BE GLOBAL

HEG/SECTT/2024

September 23, 2024

1	BSE Limited P J Towers Dalal Street MUMBAI - 400 001. Scrip Code : 509631	2	National Stock Exchange of India Limited Exchange Plaza, 5 th Floor Plot No.C/1, G Block, Bandra - Kurla Complex Bandra (E), MUMBAI - 400 051. Scrip Code : HEG
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Sub: Results/Outcome of Postal Ballot

Dear Sir/Ma'am,

In continuation to our letter dated August 21, 2024, titled 'Postal Ballot Notice' please find enclosed the following:

1. Voting results pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as Annexure -A
2. Report of Scrutinizer dated September 23, 2024 as Annexure-B
3. Minutes of Postal Ballot proceedings as Annexure- C

The resolutions as proposed in the postal ballot notice dated August 13, 2024 have been passed by the shareholders by remote e-voting process with requisite majority.

The voting results along with the scrutinizer's report is being made available on the Company's website at www.hegltd.com and the website of NSDL at www.evoting.nsdl.com.

Kindly take the same on record.

Thanking you,

Yours faithfully,
For HEG Limited

(Vivek Chaudhary)
Company Secretary

M.No. A-13263

heg.investor@lnjbhilwara.com

Encl: as above

HEG LIMITED

Corporate Office :

Bhilwara Towers, A-12, Sector-1
Noida - 201 301 (NCR-Delhi), India
Tel.: +91-120-4390300 (EPABX)
Fax: +91-120-4277841
GSTN No.: 09AAACH6184K2Z6
Website: www.lnjbhilwara.com

Regd. Office :

Mandideep (Near Bhopal) Distt. Raissen - 462046
(Madhya Pradesh), India
Tel.: +91-7480-405500, 233524 to 233527
Fax: +91-7480-233522
GSTN No.: 23AAACH6184K1ZH
Website: www.hegltd.com



E-mail: heg.investor@lnjbhilwara.com

Corporate Identification No.: L23109MP1972PLC008290

General information about company	
Scrip code	509631
NSE Symbol	HEG
MSEI Symbol	NOTLISTED
ISIN	INE545A01016
Name of the company	HEG LIMITED
Type of meeting	Postal Ballot
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	20-09-2024
Start time of the meeting	
End time of the meeting	

Scrutinizer Details

Name of the Scrutinizer	SAKET SHARMA
Firms Name	M/s. GSK & ASSOCIATES
Qualification	CS
Membership Number	4229
Date of Board Meeting in which appointed	13-08-2024
Date of Issuance of Report to the company	23-09-2024

Voting results

Record date	16-08-2024
Total number of shareholders on record date	124586
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	
b) Public	
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	
b) Public	
No. of resolution passed in the meeting	5
Disclosure of notes on voting results	

Resolution(1)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Shri Nand Gopal Khaitan (DIN: 00020588) as an Independent Director of the Company.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes 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	21527974	21527974	100	21527974	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		21527974	21527974	100	21527974	0	100
Public-Institutions	E-Voting	7348767	5715567	77.7759	4875118	840449	85.2954	14.7046
	Poll							
	Postal Ballot (if applicable)							
	Total		7348767	5715567	77.7759	4875118	840449	85.2954
Public- Non Institutions	E-Voting	9718765	52118	0.5363	50719	1399	97.3157	2.6843
	Poll							
	Postal Ballot (if applicable)							
	Total		9718765	52118	0.5363	50719	1399	97.3157
Total		38595506	27295659	70.7224	26453811	841848	96.9158	3.0842
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(2)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Shri Sandip Somany (DIN: 00053597) as an Independent Director of the Company.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes 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	21527974	21527974	100	21527974	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		21527974	21527974	100	21527974	0	100
Public- Institutions	E-Voting	7348767	5715567	77.7759	5364601	350966	93.8595	6.1405
	Poll							
	Postal Ballot (if applicable)							
	Total		7348767	5715567	77.7759	5364601	350966	93.8595
Public- Non Institutions	E-Voting	9718765	52089	0.536	50646	1443	97.2297	2.7703
	Poll							
	Postal Ballot (if applicable)							
	Total		9718765	52089	0.536	50646	1443	97.2297
Total		38595506	27295630	70.7223	26943221	352409	98.7089	1.2911
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(3)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Shri Priya Shankar Dasgupta (DIN: 00012552) as an Independent Director of the Company.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes 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	21527974	21527974	100	21527974	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		21527974	21527974	100	21527974	0	100
Public- Institutions	E-Voting	7348767	5715567	77.7759	5394304	321263	94.3792	5.6208
	Poll							
	Postal Ballot (if applicable)							
	Total		7348767	5715567	77.7759	5394304	321263	94.3792
Public- Non Institutions	E-Voting	9718765	52019	0.5352	50672	1347	97.4106	2.5894
	Poll							
	Postal Ballot (if applicable)							
	Total		9718765	52019	0.5352	50672	1347	97.4106
Total		38595506	27295560	70.7221	26972950	322610	98.8181	1.1819
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(4)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Approval for Splitting / Sub-division of the Company's Equity Shares of face value Rs.10 each into 5 (five) Equity Shares of face value Rs.2 each.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes 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	21527974	21527974	100	21527974	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		21527974	21527974	100	21527974	0	100
Public- Institutions	E-Voting	7348767	5715567	77.7759	5715567	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		7348767	5715567	77.7759	5715567	0	100
Public- Non Institutions	E-Voting	9718765	54234	0.558	53497	737	98.6411	1.3589
	Poll							
	Postal Ballot (if applicable)							
	Total		9718765	54234	0.558	53497	737	98.6411
Total		38595506	27297775	70.7279	27297038	737	99.9973	0.0027
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(5)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Approval to amend the Capital Clause in the Memorandum of Association of the Company.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes 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	21527974	21527974	100	21527974	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		21527974	21527974	100	21527974	0	100
Public- Institutions	E-Voting	7348767	5715567	77.7759	5715567	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		7348767	5715567	77.7759	5715567	0	100
Public- Non Institutions	E-Voting	9718765	54026	0.5559	52993	1033	98.088	1.912
	Poll							
	Postal Ballot (if applicable)							
	Total		9718765	54026	0.5559	52993	1033	98.088
Total		38595506	27297567	70.7273	27296534	1033	99.9962	0.0038
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Scrutinizer's Report

[Pursuant to Section 108 and 110 of the Companies Act, 2013 and Rule 20 of Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Rule 22 of Companies (Management and Administration) Rules, 2014]

To,
The Chairman
HEG Limited
Mandideep Near Bhopal,
Dist Raisen,
Madhya Pradesh- 462046

Reg: Report on Postal Ballot conducted by HEG Limited (CIN: L23109MP1972PLC008290) commenced from August 22nd, 2024 to September 20th, 2024

I, **Saket Sharma**, Partner GSK & Associates, Company Secretaries, appointed as Scrutinizer for the purpose of Scrutinizing the remote e-voting conducted on resolutions contained in the Postal Ballot Notice dated 13th August, 2024 of HEG Limited (hereinafter referred to as the Company), pursuant to General Circular No. 09/2023 dated September 25, 2023 read with General Circular No. 10/2022 dated December 28, 2022, 02/2022 dated May 05, 2022, 20/2021 dated December 14, 2021, 19/2021 dated December 08, 2021, 02/2021 dated 13th January, 2021, 20/2020 dated 5th May, 2020, 14/2020 dated 8th April, 2020 and 17/2020 dated 13th April, 2020 issued by Ministry of Corporate Affairs and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023, read with Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021 Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 issued by Securities and Exchange Board of India (SEBI), submit my report as under:

- (i) The management of the company is responsible for ensuring compliance with the requirements of the Companies Act, 2013 and Rules made thereunder and the SEBI listing Regulations relating to voting through electronic means (by remote e-voting) on the resolutions proposed in the Notice of Postal Ballot of the company.
- (ii) My responsibility as scrutinizer of the voting process, was restricted to scrutinize the e-voting process, in fair and transparent manner and to prepare a Scrutinizer report of the votes cast in favour and against the resolutions stated in the Notice based on the reports generated from the e-voting system provided by National Securities Depository Limited (NSDL), the service provider.



- (iii) The members of the Company as on the cut-off date i.e. Friday, 16th August, 2024 were entitled to vote on the resolutions no. 1 to 5 as set out in the Notice of Postal Ballot.
- (iv) The remote e-voting period remained open from Thursday, August 22, 2024 at 09:00 A.M. (IST) and ended on Friday, September 20, 2024 at 05:00 P.M. (IST).
- (v) The votes cast by the members were unblocked on Friday, September 20, 2024 at 5:40 P.M. in presence of 2 witnesses who are not in the employment of the Company. They have signed below in confirmation of the e-votes being unblocked in their presence.

Signature: Aman Khare

Name: Aman Khare
Address: 181, New Shivli Road,
Anand Bihar, Kanpur-208017

Signature: Priyan

Name: Priyan Agarwal
Address: Ambikapuram,
Shuklaganj-Unnao-209861

- (vi) Thereafter the details containing, inter-alia, list of equity shareholders, who voted "For" and "Against", were downloaded from E-voting website of National Securities Depository Limited (<https://www.evoting.nsdl.com>).
- (vii) The result of the poll through remote e-voting is as under (the percentage in decimal has been rounded off):

SPECIAL BUSINESSES

a) Resolution No. 1:-(Special)

Appointment of Shri Nand Gopal Khaitan (DIN: 00020588) as an Independent Director of the Company.

(i) Voted in favour of the resolution:

Number of members	Number of votes cast by them	% of total number of valid votes cast
820	26453811	96.92

(ii) Voted against the resolution:

Number of members	Number of votes cast by them	% of total number of valid votes cast
87	841848	3.08



(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
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b) Resolution No. 2:-(Special)

Appointment of Shri Sandip Somany (DIN: 00053597) as an Independent Director of the Company.

(i) Voted in favour of the resolution:

Number of members	Number of votes cast by them	% of total number of valid votes cast
832	26943221	98.71

(ii) Voted against the resolution:

Number of members	Number of votes cast by them	% of total number of valid votes cast
70	352409	1.29

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
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c) Resolution No. 3:-(Special)

Appointment of Shri Priya Shankar Dasgupta (DIN: 00012552) as an Independent Director of the Company.

(i) Voted in favour of the resolution:

Number of members	Number of votes cast by them	% of total number of valid votes cast
836	26972950	98.82

(ii) Voted against the resolution:

Number of members	Number of votes cast by them	% of total number of valid votes cast
59	322610	1.18

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
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d) Resolution No. 4:-(Ordinary)

Approval for splitting/sub-division of the Company's equity shares of Rs 10/- each into 5 (Five) equity shares of face value Rs 2/- each.

(i) Voted in favour of the resolution:

Number of members	Number of votes cast by them	% of total number of valid votes cast
865	27297038	99.997

(ii) Voted against the resolution:

Number of members	Number of votes cast by them	% of total number of valid votes cast
34	737	0.003

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
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e) Resolution No. 5:-(Ordinary)

Approval to amend the Capital Clause in the Memorandum of Association of the Company.

(i) Voted in favour of the resolution:

Number of members	Number of votes cast by them	% of total number of valid votes cast
858	27296534	99.996

(ii) Voted against the resolution:

Number of members	Number of votes cast by them	% of total number of valid votes cast
38	1033	0.004

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
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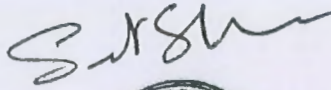
All electronic data and records of e-voting will remain in my custody until the Chairman considers, approves and signs the minutes of Postal Ballot (e-voting) and the same shall be handed over thereafter to the Chairman/Company Secretary for safe keeping.

I am pleased to submit my report for your appropriate action and doing needful in the matter.

Thanking You,

Yours' Faithfully

**For GSK & Associates,
Company Secretaries
FRN: P2014UP036000**



**Saket Sharma
(Partner)**

M. No.: F4229

C. P. No.: 2565

PR No: 2072/2022

UDIN: F004229F001283738



For HEG Limited



**(RAVI JHUNJHUNWALA)
Chairman, Managing Director & CEO**

Date: 23.09.2024

Place: Kanpur

MINUTES OF POSTAL BALLOT PROCEEDINGS OF HEG LIMITED HELD THROUGH REMOTE E-VOTING COMMENCED AT THURSDAY, AUGUST 22, 2024 AT 9:00 AM (IST) AND CONCLUDED ON FRIDAY, SEPTEMBER 20, 2024 AT 5:00 P.M (IST)

The Board of Directors vide their resolution dated August 13, 2024, approved the postal ballot notice entailing the following resolutions to be considered and approved by shareholders through remote e-voting pursuant to Section 110 and 108 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014.

S.No.	Description of Resolution	Type of Resolution
1.	Appointment of Shri Nand Gopal Khaitan (DIN: 00020588) as an Independent Director of the Company.	Special Resolution
2.	Appointment of Shri Sandip Somany (DIN: 00053597) as an Independent Director of the Company.	Special Resolution
3.	Appointment of Shri Priya Shankar Dasgupta (DIN: 00012552) as an Independent Director of the Company.	Special Resolution
4.	Approval for splitting/sub-division of the Company's equity shares of Rs 10/- each into 5 (Five) equity shares of face value Rs 2/- each.	Ordinary Resolution
5.	Approval to amend the Capital Clause in the Memorandum of Association of the Company.	Ordinary Resolution

- a) The Company had engaged the services of NSDL for the purpose of providing e-voting facility and technical services relating to the Postal Ballot to all its members.
- b) The Board had appointed Shri Saket Sharma, a Practicing Company Secretary (Certificate of Practice No. 2565, Membership No. FCS 4229), Partner, M/s. GSK & Associates as the Scrutinizer for conducting the e-voting process of postal ballot in a fair and transparent manner.
- c) In accordance with applicable MCA and SEBI circulars, the postal ballot notice was sent through electronic mode to those members whose e-mail addresses were registered with the Company/ Depositories and whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date August 16, 2024, seeking approval as set out in the postal ballot notice dated August 13, 2024.
- d) The total number of shareholders as on the cut-off date was 1,24,586.
- e) Pursuant to the above, the postal ballot notice was sent to all eligible shareholders, electronically, on August 21, 2024.
- f) A Public advertisement was published on August 22, 2024, in Business standard (All editions in English) and Nava Bharat (Bhopal edition in Hindi).
- g) All the documents referred to in the accompanying Notice and Explanatory Statements were available for inspection on the website of the Company upto the last date of the remote e-voting i.e. Friday, September 20, 2024.
- h) The e-voting commenced on August 22, 2024 (9.00 AM IST) and closed on September 20, 2024 (5.00 PM IST).
- i) The Scrutinizer unblocked the votes casted under e-voting and downloaded the details at 5:40 PM IST on September 20, 2024 from NSDL portal in the presence of two witnesses.

- j) The Scrutinizer rendered his report to the Chairman on September 23, 2024.
- k) The Chairman took the report on record and declared that the resolutions set out in the postal ballot notice dated August 13, 2024 were passed with requisite majority. The details of voting are as follows:

S. No.	RESOLUTIONS	TOTAL SHARES AS ON THE CUT-OFF DATE	NO. OF VOTES POLLED	% OF VOTES POLLED ON TOTAL NO. OF SHARES	NO. OF VOTES IN FAVOUR	% OF VOTES IN FAVOUR	NO. OF VOTES AGAINST	% OF VOTES AGAINST
1.	APPOINTMENT OF SHRI NAND GOPAL KHAITAN (DIN: 00020588) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.	38595506	27295659	70.7224	26453811	96.9158	841848	3.0842
2.	APPOINTMENT OF SHRI SANDIP SOMANY (DIN: 00053597) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.	38595506	27295630	70.7223	26943221	98.7089	352409	1.2911
3.	APPOINTMENT OF SHRI PRIYA SHANKAR DASGUPTA (DIN: 00012552) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.	38595506	27295560	70.7221	26972950	98.8181	322610	1.1819
4.	APPROVAL FOR SPLITTING/SUB-DIVISION OF THE COMPANY'S EQUITY SHARES OF RS 10/- EACH INTO 5 (FIVE) EQUITY SHARES OF FACE VALUE RS 2/- EACH.	38595506	27297775	70.7279	27297038	99.9973	737	0.0027
5.	APPROVAL TO AMEND THE CAPITAL CLAUSE IN THE MEMORANDUM OF ASSOCIATION OF THE COMPANY.	38595506	27297567	70.7273	27296534	99.9962	1033	0.0038

Note - None of the promoter / promoter group members were interested in aforementioned resolutions.

- l) The text of resolutions (Special Business) as set out in the postal ballot notice dated August 13, 2024, that were passed by the shareholders were as follows:

RESOLUTION NO. 1 - APPOINTMENT OF SHRI NAND GOPAL KHAITAN (DIN: 00020588) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

The following resolution was passed as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualifications of Directors) Rules, 2014, Regulation 25 and other applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force], the Articles of Association of the Company, and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Shri Nand Gopal Khaitan (DIN:00020588), who was appointed by the Board of Directors as an Additional Director (Non-Executive Independent Director) of the Company with effect from August 13, 2024 who meets the criteria of Independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and in respect of whom the Company has received

a notice in writing from a member under Section 160(1) of the Act, be and is hereby appointed as Non-Executive Independent Director of the Company for the first term of five consecutive years from August 13, 2024 till August 12, 2029 (both days inclusive) and that he shall not be liable to retire by rotation;

RESOLVED FURTHER THAT pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the approval of members be and is hereby also accorded for continuation of Shri Nand Gopal Khaitan as an Independent Director, who would be attaining the age of 75 (seventy five) years in the year 2026-2027, till the expiry of his first term i.e. upto August 12, 2029;

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorized to do all acts, deeds, matters and things and take all such steps as may be necessary, proper, desirable or expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto, including but not limited to the power to further delegate to or any other Officer(s) / Authorized Representative(s) of the Company."

RESOLUTION NO. 2 - APPOINTMENT OF SHRI SANDIP SOMANY (DIN: 00053597) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

The following resolution was passed as a Special Resolution:

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualifications of Directors) Rules, 2014, Regulation 25 and other applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force], the Articles of Association of the Company, and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Shri Sandip Somany (DIN: 00053597), who was appointed by the Board of Directors as an Additional Director (Non-Executive Independent Director) of the Company with effect from August 13, 2024, who meets the criteria of Independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160 (1) of the Act, be and is hereby appointed as Non-Executive Independent Director of the Company for the first term of five consecutive years from August 13, 2024 till August 12, 2029 (both days inclusive) and that he shall not be liable to retire by rotation;

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorized to do all acts, deeds, matters and things and take all such steps as may be necessary, proper, desirable or expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto, including but not limited to the power to further delegate to or any other Officer(s) / Authorized Representative(s) of the Company."

RESOLUTION NO. 3 - APPOINTMENT OF SHRI PRIYA SHANKAR DASGUPTA (DIN: 00012552) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

The following resolution was passed as a Special Resolution:

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualifications of Directors) Rules, 2014, Regulation 25 and other applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force], the Articles of Association of the Company, and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Shri Priya Shankar Dasgupta (DIN: 00012552), who was appointed by the Board of Directors as an Additional Director (Non-Executive

Independent Director) of the Company with effect from August 13, 2024, who meets the criteria of Independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160 (1) of the Act, be and is hereby appointed as Non-Executive Independent Director of the Company for the first term of five consecutive years from August 13, 2024 till August 12, 2029 (both days inclusive) and that he shall not be liable to retire by rotation;

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorized to do all acts, deeds, matters and things and take all such steps as may be necessary, proper, desirable or expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto, including but not limited to the power to further delegate to or any other Officer(s) / Authorized Representative(s) of the Company.”

RESOLUTION NO. 4 - APPROVAL FOR SPLITTING/SUB-DIVISION OF THE COMPANY'S EQUITY SHARES OF RS 10/- EACH INTO 5 (FIVE) EQUITY SHARES OF FACE VALUE RS 2/- EACH.

The following resolution was passed as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 61(1)(d), 64 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, applicable provisions of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s), notifications, circulars issued thereunder or re-enactments thereof, for the time being in force) and in accordance with the Articles of Association of the Company and subject to receipt of such other approvals, consents and permissions as may be required from concerned statutory/regulatory authority(ies) and subject to such other conditions and modifications as may be prescribed or imposed while granting such approvals, the approval of the Members of the Company be and is hereby accorded for the sub-division of 1 (One) Equity Share of the Company of the face value of Rs. 10/- (Rupees Ten Only) each fully paid into 5 (Five) Equity Shares of the Company of face value of Rs.2/- (Rupee Two Only) each fully paid up;

RESOLVED FURTHER THAT pursuant to the sub-division/ split of the Equity Shares of the Company, all the issued, subscribed and paid up equity shares of face value of Rs. 10/- (Rupees Ten Only) each shall stand sub-divided into 5 (Five) Equity Shares of face value of Rs.2/- (Rupee Two Only) each ranking pari-passu in all respects with and carry the same rights as the existing fully paid Equity Shares of Rs.10/- (Rupees Ten Only) each of the Company from the record date ('Record Date') as may be fixed by the Board of Directors of the Company (hereinafter the term 'Board', shall be deemed to encompass any committee formed by the Board, including those constituted by the Board subsequently, and any individual authorised by the Board) or such other person authorised by the Board in this behalf;

RESOLVED FURTHER that upon sub-division/ split of equity shares as aforesaid and with effect from the Record Date:

- (a) for the equity shares held in physical form, the existing share certificate(s) in relation to the said equity shares, shall be deemed to have been automatically cancelled and shall be of no effect and the Board, without requiring the members to surrender their existing share certificate(s), shall issue new share certificate(s) of the Company and shall comply with the prevailing laws/ guidelines in this regard; and
- (b) for the equity shares held in dematerialized form, the sub-divided equity shares shall be credited proportionately into the respective beneficiary demat account(s) of the members held with their depository participant(s), in lieu of the existing credits present in their respective beneficiary demat account(s);

RESOLVED FURTHER THAT sub-division/ split of equity shares shall be subject to the terms and conditions contained in Memorandum of Association and Articles of Association of the Company;

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors of the Company and/ or the Chairman and Managing Director and/ or the Company Secretary of the Company be and are hereby severally authorised to take such steps as may be necessary, including to fix and announce the Record Date, to make appropriate adjustments on account of sub-division/ split of equity shares, to accept and make any alteration(s), modification(s) to terms, obtaining approvals, statutory, contractual or otherwise in relation to the above and to incur expenditure thereon and to settle all matters arising out of and incidental thereto and to accept and make any alteration(s), modification(s) to the terms and conditions as they may deem necessary, concerning any aspect of the sub- division of equity shares and to give such directions as may be necessary or desirable, to settle any question, difficulty or doubt that may arise in this regard and to 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 as they may, in their absolute discretion deem necessary, expedient, usual or proper in relation to or in connection with or for matters in relation/ consequential to the sub-division of Equity Shares including execution and filing of all the relevant applications, writings, deeds and documents with the Stock Exchange(s) where the shares of the Company are listed, Depositories, Ministry of Corporate Affairs and other appropriate authorities, in due compliance of the applicable rules and regulations, without seeking any further consent or approval of the Members or otherwise, to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this Resolution.”

RESOLUTION NO. 5 - APPROVAL TO AMEND THE CAPITAL CLAUSE IN THE MEMORANDUM OF ASSOCIATION OF THE COMPANY.

The following resolution was passed as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 13, 61(1)(d), 64 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, applicable provisions of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s), notifications, circulars issued thereunder or re-enactments thereof, for the time being in force) and in accordance with the Articles of Association of the Company, and subject to such other approval(s)/ consent(s) as may be required from the concerned Statutory/Regulatory Authority(ies), the approval of the Members of the Company be and is hereby accorded for substituting the existing Clause V of the Memorandum of Association of the Company with the following clause:

V. The Share Capital of the Company is Rs. 70,00,00,000 (Rupees Seventy Crores) divided into:

- (a) 27,50,00,000 (Twenty Seven Crores Fifty Lakhs) Equity Shares of Rs. 2/- (Rs. Two) each, and
- (b) 15,00,000 (Fifteen Lakhs) Preference Shares of Rs. 100/- (Rs. One Hundred) each.

RESOLVED FURTHER THAT the Board of Directors of the Company and/ or the Chairman and Managing Director and/ or the Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as may be considered necessary, proper or expedient to give effect to the above resolution(s), including but not limited to filing necessary e-forms with the Registrar of Companies and incorporation of amendments/ suggestions/ observations, if any, made by the Registrar of Companies to the extent applicable, without seeking any further consent or approval of the Members or otherwise, to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this Resolution.”

The Chairman authorized the Company Secretary to disseminate the results, as required under Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and post the same on the website of the Company.

Sd/-
Ravi Jhunjunwala
Chairman, Managing Director & CEO

Date: 23-09-2024

Place: Noida (U.P)