

**Date:** November 12, 2024

**To**  
**BSE Limited,**  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai - 400001

**Ref:** Scrip Code: 543351

**Sub-** Voting results of Extra-Ordinary General Meeting of the Company held on Saturday, November 09, 2024.

**Dear Sir/Ma'am,**

The details of voting results of Extra-Ordinary General Meeting of the Company held on Saturday, November 09, 2024 at 12:30 P.M. are enclosed in the format prescribed under Regulation 44 (3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Scrutinizer's Report is also enclosed herewith.

You are requested to take the same on your records.

For, **Naapbooks Limited**

**CS Sahul Jotaniya**  
**Company Secretary & Compliance officer**  
**ACS No. 43006**

**Enclosed:** A/a.

CIN : L72900GJ2017PLC096975

☎ 079-4894 0505

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Law Garden, Ahmedabad - 380006

**Naapbooks Limited**

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**Detailed Voting Results of voting by poll during EoGM of  
NAAPBOOKS LIMITED  
(In SEBI Format)**

<b>General information about company</b>	
NSE Symbol	000000
BSE Scrip code	NBL (543351)
MSEI Symbol	NOTLISTED
ISIN	INE0GOA01018
Name of the company	NAAPBOOKS LIMITED
Type of meeting	Extra-Ordinary General Meeting
Date of the meeting	09-11-2024
Start time of the meeting	12:30 P.M. (IST)
End time of the meeting	12:50 P.M. (IST)

<b>Scrutinizer Details</b>	
Name of the Scrutinizer	Mr. Nirav Soni
Firms Name	M/s. Nirav Soni & Co.
Qualification	Practicing Company Secretary
Membership Number	A39566
Date of Board Meeting in which appointed	16-10-2024
Date of Issuance of Report to the company	12-11-2024

<b>Voting Results</b>	
Record date/ Cut-off date	02-11-2024
Total number of shareholders on record date	215
<b>No. of shareholders present in the meeting either in person or through proxy</b>	
a) Promoters and Promoter group	5
b) Public	4
<b>No. of shareholders attended the meeting through video conferencing</b>	
a) Promoters and Promoter group	0
b) Public	0
<b>No. of resolution passed in the meeting</b>	3
Disclosure of notes on voting results	

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**RESULT OF POLL ON BUSINESSES PROPOSED FOR THE APPROVAL OF MEMBERS THROUGH POLL AT THE EXTRA-ORDINARY GENERAL MEETING OF THE EQUITY SHAREHOLDERS OF NAAPBOOKS LIMITED  
(In SEBI Format)**

<b>Resolution (1)</b>								
<b>Resolution required: (Ordinary / Special)</b>				Ordinary				
<b>Whether promoter/promoter group are interested in the agenda/resolution?</b>				No				
<b>Description of resolution considered</b>				To increase the Authorised Share Capital of the Company and to make consequent alteration in Clause V of the Memorandum of Association:				
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	57,64,608	0	0.00	0	0	0.00	0.00
	Poll		54,94,368	95.31	54,94,368	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>57,64,608</b>	<b>54,94,368</b>	<b>95.31</b>	<b>54,94,368</b>	<b>0</b>	<b>100.00</b>
Public-Institutions	E-Voting	4800	0	0	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>4800</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>
Public- Non Institutions	E-Voting	32,50,392	0	0.00	0	0	0.00	0.00
	Poll		4,44,096	13.66	4,44,096	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>32,50,392</b>	<b>4,44,096</b>	<b>13.66</b>	<b>4,44,096</b>	<b>0</b>	<b>100.00</b>
<b>Total</b>		<b>90,19,800</b>	<b>59,38,464</b>	<b>65.84</b>	<b>59,38,464</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
<b>Whether resolution is Pass or Not.</b>						Yes		
<b>Disclosure of notes on resolution</b>						Not Applicable		
<b>Details of Invalid votes</b>								
<b>Category</b>						<b>No. of Votes</b>		
Promoters and promoter group						0		
Public institutions						0		
Public-Non-Institutions						0		

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Resolution (2)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Issue of Equity Shares on Preferential Basis				
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	57,64,608	0	0.00	0	0	0.00	0.00
	Poll		54,94,368	95.31	54,94,368	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>57,64,608</b>	<b>54,94,368</b>	<b>95.31</b>	<b>54,94,368</b>	<b>0</b>	<b>100.00</b>
Public- Institutions	E-Voting	4800	0	0	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>4800</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>
Public- Non Institutions	E-Voting	32,50,392	0	0.00	0	0	0.00	0.00
	Poll		4,44,096	13.66	4,44,096	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>32,50,392</b>	<b>4,44,096</b>	<b>13.66</b>	<b>4,44,096</b>	<b>0</b>	<b>100.00</b>
<b>Total</b>		<b>90,19,800</b>	<b>59,38,464</b>	<b>65.84</b>	<b>59,38,464</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
<b>Whether resolution is Pass or Not.</b>						Yes		
<b>Disclosure of notes on resolution</b>						Not Applicable		

Details of Invalid votes	
Category	No. of Votes
Promoters and promoter group	0
Public institutions	0
Public-Non-Institutions	0

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Resolution (3)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				YES				
Description of resolution considered				Issue of Convertible Warrants on a preferential basis				
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	57,64,608	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>57,64,608</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>
Public- Institutions	E-Voting	4800	0	0	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>4800</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>
Public- Non Institutions	E-Voting	32,50,392	0	0.00	0	0	0.00	0.00
	Poll		4,44,096	13.66	4,44,096	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>32,50,392</b>	<b>4,44,096</b>	<b>13.66</b>	<b>4,44,096</b>	<b>0</b>	<b>100.00</b>
<b>Total</b>		<b>90,19,800</b>	<b>4,44,096</b>	<b>4.92</b>	<b>4,44,096</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
<b>Whether resolution is Pass or Not.</b>						Yes		
<b>Disclosure of notes on resolution</b>						Not Applicable		

Details of Invalid votes	
Category	No. of Votes
Promoters and promoter group	0
Public institutions	0
Public-Non-Institutions	0

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**Form No. MGT-13**

**SCRUTINIZER'S REPORT**

(Pursuant to Section(s) 109 of the Companies Act, 2013 read with Rule 21(2) of the Companies Management and Administration Rules, 2014 – as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

**Date: November 12, 2024**

To

The Chairman of

**Extra-Ordinary General Meeting ("EoGM")** of the equity shareholders of **NAAPBOOKS LIMITED** (CIN: L72900GJ2017PLC096975) ("the Company") held on **Saturday, November 09, 2024** at the registered office of the company situated at 901, 9<sup>th</sup> Floor, Shivarth The ACE, Opposite KK Farm, Sindhu Bhavan Road, Bodakdev, Ahmedabad-380054.

Dear Sir/ Madam,

I, Nirav Soni, Practicing Company Secretary, have been appointed as a Scrutinizer by the Board of Directors of **NAAPBOOKS LIMITED** ("The Company") pursuant to section 109 of the Companies Act, 2013 read with rule 21 of the Companies (Management and Administration) Rules, 2014 as amended from time to time, for the purpose of the poll taken in respect of businesses set forth in the notice of Extra-Ordinary General Meeting of the equity shareholders of **NAAPBOOKS LIMITED** held on **Saturday, November 09, 2024** at the registered office of the company situated at 901, 9<sup>th</sup> Floor, Shivarth The ACE, Opposite KK Farm, Sindhu Bhavan Road, Bodakdev, Ahmedabad-380054.

1. After the time fixed for closing of the poll by the Chairman, one empty ballot box was kept for polling which was locked and sealed by me in presence of members present at the meeting with due identification marks placed by me.
2. The poll papers were distributed to the members present and I explained the members "how to Vote through Poll Papers" and requested them to fill the Poll paper and drop them in Empty Ballot Box referred in Clause 1 of this report.
3. Then after, after filling the Poll Papers, the Members had dropped the Poll Papers in Empty Ballot Box.
4. The locked ballot box was subsequently opened by me in the presence of two persons as witnesses after the voting process is over and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/Registrar and Transfer Agents of the Company as on the **cut-off date** **i.e. Saturday, November 02, 2024.**



Office Address: 203, Wall Street-1, Opp. Orient Club, Nr. Gujarat College, Ellis bridge,  
Ahmedabad-380006, Gujarat.

Mobile: 94088 78373 • E-mail: roc.vikasjain@gmail.com | niravsoni003@gmail.com



5. For Resolution Item no. 03, Promoters and Promoter groups are interested in the agenda. Therefore, they are restrained from voting on this resolution.
6. There was total 9 (nine) Poll Papers constituting 59,38,464 (Fifty-nine lakh thirty-eight thousand four hundred sixty-four) equity shares for Resolution Item No. 1 and 2. For Resolution Item No. 3, there were total 4 (four) Poll Papers constituting 4,44,096 (Four lakh Forty-four thousand ninety-six) no. of equity shares.
7. I did not find any Ballot Paper as Invalid.
8. One Authorizations letter from Proex Advisors LLP (Promoter Group) was received in the name of Partner of the LLP.
9. One Proxy form was received.
10. The result of the Poll is attached herewith as **Annexure A** (in the format of the Companies Act, 2013) and **Annexure B** (in the format of the SEBI LODR).
11. Details of equity shareholders who voted "FOR", "AGAINST" for each resolution is enclosed.
12. The poll papers and all other relevant records were sealed and handed over to the Company Secretary authorized by the Board for safe keeping.
13. I was provided with the Register of Members, Attendance Register, Register of Proxies and other necessary documents as required by me.
14. The Extra-Ordinary General Meeting was started at 12:30 P.M. (IST) and was concluded at 12:50 P.M. (IST).

**For, Nirav Soni & Co.  
Company Secretaries**

*N. S. Soni*  
**CS Nirav Soni**  
**Proprietor**  
**Mem. No. 39566**  
**COP: 14695**  
**UDIN: A039566F002063357**



**Date : 12/11/2024**  
**Place : Ahmedabad**

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Ahmedabad-380006, Gujarat.



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## Declaration

We, the undersigned witnesses that;

1. The locked and sealed ballot box was opened in our presence at the office of M/s Nirav Soni & Co., by Mr. Nirav Soni, the Scrutinizer.

	
<b>Witness No: 1</b> <b>Arun Jain</b>	<b>Witness No: 2</b> <b>Kinjal Jain</b>

Encl.: Annexure

**Countered by**  
**For, Naapbooks Limited**



**Nirmal Kumar Jain**  
**Chairman of EoGM**



(In Companies Act, 2013 format)

**RESULT OF POLL ON BUSINESSES PROPOSED FOR THE APPROVAL OF MEMBERS THROUGH POLL AT THE EXTRA-ORDINARY GENERAL MEETING OF THE EQUITY SHAREHOLDERS OF NAAPBOOKS LIMITED**

**Resolution 1:**

**TO INCREASE THE AUTHORISED SHARE CAPITAL OF THE COMPANY AND TO MAKE CONSEQUENT ALTERATION IN CLAUSE V OF THE MEMORANDUM OF ASSOCIATION: - Special Business & Ordinary Resolution**

**(i) Total Votes Cast:**

Number of members present and voting (in person or by proxy)	Number of votes cast by them
9	59,38,464

**(ii) Total Valid Votes Cast:**

Number of members present and voting (in person or by proxy)	Number of votes cast by them
9	59,38,464

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
9	59,38,464	100.00

**(iv) Voted against of the resolution:**

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
-	-	-

**(v) Invalid Votes:**

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
-	-



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**Resolution 2:**

**Issue of Equity Shares on Preferential Basis- Special Business & Ordinary Resolution**

**(i) Total Votes Cast:**

Number of members present and voting (in person or by proxy)	Number of votes cast by them
9	59,38,464

**(ii) Total Valid Votes Cast:**

Number of members present and voting (in person or by proxy)	Number of votes cast by them
9	59,38,464

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
9	59,38,464	100.00

**(iv) Voted against of the resolution:**

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
-	-	-

**(v) Invalid Votes:**

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
-	-



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**Resolution 3:**

**Issue of Convertible Warrants on a preferential basis- Special Business & Ordinary Resolution**

**(i) Total Votes Cast:**

Number of members present and voting (in person or by proxy)	Number of votes cast by them
4	4,44,096

**(ii) Total Valid Votes Cast:**

Number of members present and voting (in person or by proxy)	Number of votes cast by them
4	4,44,096

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
4	4,44,096	100.00

**(iv) Voted against of the resolution:**

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
-	-	-

**(v) Invalid Votes:**

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
-	-



(In SEBI Format)

**RESULT OF POLL ON BUSINESSES PROPOSED FOR THE APPROVAL OF MEMBERS THROUGH POLL AT THE EXTRA-ORDINARY GENERAL MEETING OF THE EQUITY SHAREHOLDERS OF NAAPBOOKS LIMITED**

Resolution (1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To increase the Authorised Share Capital of the Company and to make consequent alteration in Clause V of the Memorandum of Association:				
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	57,64,608	0	0.00	0	0	0.00	0.00
	Poll		54,94,368	95.31	54,94,368	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>57,64,608</b>	<b>54,94,368</b>	<b>95.31</b>	<b>54,94,368</b>	<b>0</b>	<b>100.00</b>
Public-Institutions	E-Voting	4800	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>4800</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>
Public- Non Institutions	E-Voting	32,50,392	0	0.00	0	0	0.00	0.00
	Poll		4,44,096	13.66	4,44,096	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>32,50,392</b>	<b>4,44,096</b>	<b>13.66</b>	<b>4,44,096</b>	<b>0</b>	<b>100.00</b>
<b>Total</b>		<b>90,19,800</b>	<b>59,38,464</b>	<b>65.84</b>	<b>59,38,464</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Whether resolution is Pass or Not.						Yes		
Disclosure of notes on resolution						Not Applicable		
Details of Invalid votes								
Category						No. of Votes		
Promoters and promoter group						0		
Public institutions						0		
Public-Non-Institutions						0		



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Resolution (2)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Issue of Equity Shares on Preferential Basis				
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	57,64,608	0	0.00	0	0	0.00	0.00
	Poll		54,94,368	95.31	54,94,368	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>57,64,608</b>	<b>54,94,368</b>	<b>95.31</b>	<b>54,94,368</b>	<b>0</b>	<b>100.00</b>
Public-Institutions	E-Voting	4800	0	0	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>4800</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>
Public- Non Institutions	E-Voting	32,50,392	0	0.00	0	0	0.00	0.00
	Poll		4,44,096	13.66	4,44,096	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>32,50,392</b>	<b>4,44,096</b>	<b>13.66</b>	<b>4,44,096</b>	<b>0</b>	<b>100.00</b>
<b>Total</b>		<b>90,19,800</b>	<b>59,38,464</b>	<b>65.84</b>	<b>59,38,464</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
<b>Whether resolution is Pass or Not.</b>						Yes		
<b>Disclosure of notes on resolution</b>						Not Applicable		

Details of Invalid votes	
Category	No. of Votes
Promoters and promoter group	0
Public institutions	0
Public-Non-Institutions	0



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Resolution (3)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				YES				
Description of resolution considered				Issue of Convertible Warrants on a preferential basis				
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	57,64,608	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>57,64,608</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>
Public-Institutions	E-Voting	4800	0	0	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>4800</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>
Public- Non Institutions	E-Voting	32,50,392	0	0.00	0	0	0.00	0.00
	Poll		4,44,096	13.66	4,44,096	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>32,50,392</b>	<b>4,44,096</b>	<b>13.66</b>	<b>4,44,096</b>	<b>0</b>	<b>100.00</b>
<b>Total</b>		<b>90,19,800</b>	<b>4,44,096</b>	<b>4.92</b>	<b>4,44,096</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
<b>Whether resolution is Pass or Not.</b>						Yes		
<b>Disclosure of notes on resolution</b>						Not Applicable		

Details of Invalid votes	
Category	No. of Votes
Promoters and promoter group	0
Public institutions	0
Public-Non-Institutions	0



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# NIRAV SONI

COMPANY SECRETARIES



Thanking You

**For, Nirav Soni & Co.  
Company Secretaries**

*N. Soni*

CS Nirav Soni  
Proprietor  
Mem. No. 39566  
COP: 14695  
UDIN: A039566F002063357



**Date : 12/11/2024**

**Place : Ahmedabad**

Office Address: 203, Wall Street-1, Opp. Orient Club, Nr. Gujarat College, Ellis bridge,  
Ahmedabad-380006, Gujarat.

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