

28th June, 2024

To,
The General Manager
Department of Corporate Services
BSE Limited
P. J. Towers, Dalal Street,
Fort, Mumbai – 400 001

Subject: Submission of the Scrutinizer's Report and Voting Results of the 41st Annual General Meeting of Members of the Company

Dear Sir/Madam,

With reference to the captioned subject and pursuant to the provisions of Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby submit the Voting Results of the 41st Annual General Meeting (AGM) of Sayaji Hotels Limited (“the Company”) held on **Thursday, 27th day of June, 2024** at 03:30 P.M. IST through Video Conferencing (VC) or Other Audio Visual Means (OAVM).

In this regard, please find enclosed herewith the following:

- i. The Voting Results in the format prescribed under Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as **Annexure-1**.
- ii. Copy of the Scrutinizer's Report as **Annexure-2**.

You are requested to take the above on record and disseminate the same on the website of the Stock Exchange.

Thanking you.

Yours faithfully,

For Sayaji Hotels Limited

Ankur Bindal
Company Secretary and Compliance Officer

Annexure – 1

Voting Results of the 41st AGM of the Company pursuant to Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Date of the AGM	27 th June, 2024
Total number of shareholders on record date	4013
No. of shareholders present in the meeting either in person or through proxy:	Not Applicable
Promoters and Promoter Group:	
Public:	
Total	
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	5
Public:	31
Total	36

Item No. 01				Adoption of Audited Financial Statements – Standalone				
Resolution required: (Ordinary / Special)				Ordinary				
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 favour (4)	No. of votes – against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	13129588	10299938	78.4483	10299938	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	13129588	10299938	78.4483	10299938	0	100	0
Public-Institutions	E-Voting	4300	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	4300	0	0	0	0	0	0
Public- Non Institutions	E-Voting	4384089	3320077	75.6559	3320077	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	4384089	3320077	75.6559	3320077	0	100	0
Total		17517977	13620015	77.7488	13620015	0	100	0

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Institutions	0
Public - Non Institutions	0
Total	0

Item No. 02				Adoption of Audited Financial Statements – Consolidated				
Resolution required: (Ordinary / Special)				Ordinary				
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 favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	13129588	10299938	78.4483	10299938	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	13129588	10299938	78.4483	10299938	0	100	0
Public-Institutions	E-Voting	4300	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	4300	0	0	0	0	0	0
Public- Non Institutions	E-Voting	4384089	3320077	75.6559	3320077	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	4384089	3320077	75.6559	3320077	0	100	0
Total		17517977	17517977	77.7488	13620015	0	100	0

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0
Total	0

Item No. 03				Re-appointment of Mr. Raouf Razak Dhanani (DIN: 00174654) as a Director liable to Retire by Rotation				
Resolution required: (Ordinary / Special)				Ordinary				
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 favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	13129588	5607067	42.7056	5607067	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		13129588	5607067	42.7056	5607067	0	100
Public-Institutions	E-Voting	4300	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		4300	0	0	0	0	0
Public- Non Institutions	E-Voting	4384089	2814739	64.1406	2814739	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		4384089	2814739	64.1406	2814739	0	100
Total		17517977	17517977	48.0752	8421806	0	100	0

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Institutions	0
Public - Non Institutions	0
Total	0

Item No. 04			Appointment of Mr. Mohammed Yusuf Abdul Razak Dhanani (DIN: 10550544) as the Non-Executive Director of the Company					
Resolution required: (Ordinary / Special)			Ordinary					
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 favour (4)	No. of votes – against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	13129588	5607067	42.7056	5607067	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		13129588	5607067	42.7056	5607067	0	100
Public-Institutions	E-Voting	4300	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		4300	0	0	0	0	0
Public- Non Institutions	E-Voting	4384089	2814739	64.1406	2814739	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		4384089	2814739	64.1406	2814739	0	100
Total		17517977	17517977	48.0752	8421806	0	100	0

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Institutions	0
Public - Non Institutions	0
Total	0

Item No. 05				Appointment of Mr. Nimesh Kumar Gandhi (DIN: 10516536) as the Non-Executive Independent Director of the Company				
Resolution required: (Ordinary / Special)				Special				
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 favour (4)	No. of votes – against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	13129588	10299938	78.4483	10299938	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	13129588	10299938	78.4483	10299938	0	100	0
Public- Institutions	E-Voting	4300	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	4300	0	0	0	0	0	0
Public- Non Institutions	E-Voting	4384089	3320077	75.6559	3320077	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	4384089	3320077	75.6559	3320077	0	100	0
Total		17517977	17517977	77.7488	13620015	0	100	0

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Institutions	0
Public - Non Institutions	0
Total	0

Item No. 06				Appointment of Mr. Saquib Salim Agboatwala (DIN: 06611659) as the Non-Executive Independent Director of the Company				
Resolution required: (Ordinary / Special)				Special				
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 favour (4)	No. of votes – against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	13129588	10299938	78.4483	10299938	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	13129588	10299938	78.4483	10299938	0	100	0
Public- Institutions	E-Voting	4300	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	4300	0	0	0	0	0	0
Public- Non Institutions	E-Voting	4384089	3320077	75.6559	3320077	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	4384089	3320077	75.6559	3320077	0	100	0
Total		17517977	17517977	77.7488	13620015	0	100	0

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Institutions	0
Public - Non Institutions	0
Total	0

Item No. 07				Appointment of Mrs. Anisha Raof Dhanani, Promoter to hold an office or place of profit in the Company				
Resolution required: (Ordinary / Special)				Ordinary				
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 favour (4)	No. of votes – against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	13129588	5607067	42.7056	5607067	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		13129588	5607067	42.7056	5607067	0	100
Public- Institutions	E-Voting	4300	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		4300	0	0	0	0	0
Public- Non Institutions	E-Voting	4384089	2814739	64.1406	2814739	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		4384089	2814739	64.1406	2814739	0	100
Total		17517977	17517977	48.0752	8421806	0	100	0

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Institutions	0
Public - Non Institutions	0
Total	0

Item No. 08				Increasing the Foreign Investment Monitoring Limit of the Company				
Resolution required: (Ordinary / Special)				Special				
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 favour (4)	No. of votes – against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	13129588	10299938	78.4483	10299938	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	13129588	10299938	78.4483	10299938	0	100	0
Public- Institutions	E-Voting	4300	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	4300	0	0	0	0	0	0
Public- Non Institutions	E-Voting	4384089	3320077	75.6559	3320077	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	4384089	3320077	75.6559	3320077	0	100	0
Total		17517977	17517977	77.7488	13620015	0	100	0

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Institutions	0
Public - Non Institutions	0
Total	0

Item No. 09				Shifting of Registered Office of the Company from the State of Tamil Nadu to the State of Gujarat and subsequent amendment in the Memorandum of Association of the Company				
Resolution required: (Ordinary / Special)				Special				
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 favour (4)	No. of votes – against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	13129588	10299938	78.4483	10299938	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	13129588	10299938	78.4483	10299938	0	100	0
Public- Institutions	E-Voting	4300	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	4300	0	0	0	0	0	0
Public- Non Institutions	E-Voting	4384089	3320077	75.6559	3320077	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	4384089	3320077	75.6559	3320077	0	100	0
Total		17517977	17517977	77.7488	13620015	0	100	0

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Institutions	0
Public - Non Institutions	0
Total	0



Neelesh Gupta & Co.

COMPANY SECRETARIES

Date: 28.06.2024

To,

The Chairman of the 41st Annual General Meeting
of the Equity Shareholder of the Sayaji Hotels Limited
Reg. Office: F1 C3 Sivavel Apartment 2 Alagappa Nagar,
Zamin Pallavaram Chennai (Tamil Nadu) 600117

Dear Sir,

Sub: Scrutinizers' Report on Remote E-Voting and E-Voting at the 41st Annual General Meeting of Sayaji Hotels Limited held on Thursday, 27th June, 2024.

We thank you for appointing us as the Scrutinizer for remote e-voting process and e voting by your Members during the 41st Annual General Meeting of your Company held on Thursday, 27th day of June, 2024 through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM").

We are pleased to submit the Scrutinizer's Report, which is comprehensive and self-explanatory in all respects.

Yours Faithfully

**FOR NEELESH GUPTA & CO.,
COMPANY SECRETARIES**


NEELESH GUPTA
Proprietor
Mem No. FCS 6381
C. P. No.: 6846
UDIN: F006381F000631841



111, 1st Floor, Ratanmani Complex, 7/1, New Palasia, Indore (M.P.) 452 001
Tel : 0731-4040060 Mobile : 98269-41425
Email : neeshcs2004@yahoo.co.in

Report of Scrutinizer

CONSOLIDATED REPORT ON REMOTE E-VOTING FOR AGM & E-VOTING DURING AGM

Name of the Company	Sayaji Hotels Limited
Meeting	41 st Annual General Meeting
Day, Date & Time	Thursday, 27 th day of June, 2024 at 03:30 P.M. IST
Deemed Venue	Registered Office: F1 C3 Sivavel Apartment, No. 2, Alagappa Nagar, Zamin Pallavaram Chennai TN 600117 India
Mode	Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM")

1. Appointment as Scrutinizer

I was appointed as the Scrutinizer for the remote e-voting for AGM & e-voting during AGM of **Sayaji Hotels Limited** (hereinafter referred to as the Company) held on Thursday, 27th day of June, 2024 at 03:30 P.M. IST held through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM"). Our responsibility as a Scrutinizer was to ensure that the voting process was conducted in a fair and transparent manner and submit a Scrutinizer's report on the voting on the resolutions based on the reports generated from the electronic voting system.

2. Dispatch of Notice convening the Meeting

2.1 Pursuant to General Circulars No. 14/2020, 17/2020, 20/2020, 02/2021, 21/2021 and 2/2022 dated 08th April, 2020, 13th April, 2020, 5th May, 2020, 13th January, 2021, 14th December, 2021, 5th May, 2022, 28th December, 2022 and 25th September, 2023 respectively issued by the Ministry of Corporate Affairs, an advertisement was published in Financial Express (English Language) and Makkal Kural (Vernacular Language), having editions on 06th June, 2024 specifying the date & time of the AGM, availability of the notice on Company's website and website of Stock Exchange, manner of registration of email id's by the members (both physical & demat) who are yet to register their email ids with the Company, manner of voting through remote e-voting or through e-voting system at the AGM etc.

2.2 The Company hosted the notice of AGM on its website, website of the agency providing the platform for remote e-voting and e-voting during the AGM and also intimated the same to BSE Limited on 05th June, 2024.

2.3 The Company informed that on the basis of the Register of Members and the list of Beneficial Owners made available by M/s Link Intime India Pvt. Ltd., the Registrar and Share Transfer Agents ("RTA") of the Company and the depositories viz., Central Depository Services Limited ("CDSL") the Company completed dispatch of Notice of AGM on 05th June, 2024.



3. Cut-off date

The Voting rights were reckoned as on 20th June, 2024 being the Cut-off date for the purpose of deciding the entitlements of members at the remote e-Voting and e-voting at the AGM.

4. Remote e-Voting

4.1 Agency

The Company has appointed Central Depository Services (India) Limited (CDSL) as the agency for providing the remote e-Voting platform for conducting 41st Annual General Meeting through VC.

4.2 Remote e-Voting Period

Remote e-Voting platform was open from Saturday, 22nd June, 2024 (09.00 A.M.) to Wednesday 26th June, 2024 (05.00 P.M.) and members were required to cast their votes electronically conveying their assent or dissent in respect of the Resolutions, on the remote e-Voting platform provided by CDSL.

5. Voting at the AGM

5.1 As prescribed under Rule 20 (4)(xiii) of the Companies (Management and Administration) Amendment Rules, 2015, for the purpose of ensuring that members who have cast their votes through remote e-Voting do not vote again at the general meeting, the Scrutinizer shall have access after closure of period of remote e-Voting and before the start of Annual General Meeting, to only such details relating to members who have cast their votes through remote e-Voting, such as their names, DP Id & Client Id/folios, number of shares held but not the manner in which they have voted .

5.2 Accordingly, CDSL, the remote e-Voting Agency provided us with the names, DP Id & Client Id / folios and shareholding of the members who had cast their votes through remote e-Voting.

6. Counting Process

6.1 On completion of e-voting during the AGM, we unblocked the results of remote e-voting and e-voting by members at the AGM, on the CDSL e-voting platform and downloaded the results.



7. Results

7.1 We observed that,

Total 36 members were present at AGM through Video Conferencing (VC) and

- a) 46 Member had cast their votes through Remote e-Voting.
- b) NoMember had cast their votes through e-voting at the AGM.

7.2 The Consolidated Result with respect to each item on the agenda as set out in the Notice of the 41stAGM dated 28th May, 2024 is enclosed herewith.

7.3 Based on the aforesaid results, we report that 05 Ordinary Resolutions and 04 Special Resolutionsas contained in Item No. 1 to Item No.9 of the Notice of the AGM dated 28thMay, 2024 have been passed with the requisite majority.

**FOR NEELESH GUPTA & CO.,
COMPANY SECRETARIES**



**NEELESH GUPTA
Proprietor**

Mem No. FCS 6381

C. P. No.: 6846

UDIN: F006381F000631841



CONSOLIDATED RESULTS

The Result of e-voting is as under: -

Item No.1

To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the year ended 31stMarch, 2024 and reports of the Board of Directors and Auditors thereon; and

“RESOLVED THAT the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2024, together with the reports of the Board of Directors and the Auditors thereon, be and are hereby received, considered and adopted.”

Particulars	Remote-Voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	46	13620015	00	00	46	13620015	100
Dissent	00	00	00	00	01	00	00
Invalid	00	00	00	00	00	00	00
Total	46	13620015	00	00	46	13620015	100

The chairman of the meeting may declare the results for aforesaid **Ordinary Resolution** as set out in **Item No.1** of the Notice of AGM as per the provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015.

Item No.2

To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the year ended 31stMarch, 2024 and report of the Auditors thereon.

“RESOLVED THAT the Audited Consolidated Financial Statements of the Company for the financial year ended 31stMarch, 2024 together with the reports of the Auditors thereon, be and are hereby received, considered and adopted.”

Particulars	Remote-Voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	46	13620015	00	00	46	13620015	100
Dissent	00	00	00	00	01	00	00
Invalid	00	00	00	00	00	00	00
Total	46	13620015	00	00	46	13620015	100

The chairman of the meeting may declare the results for aforesaid **Ordinary Resolution** as set out in **Item No.2** of the Notice of AGM as per the provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015.



Item No.3

To appoint a Director in place of Mr. Raof Razak Dhanani (DIN: 00174654), who Retires by Rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment:

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 and in accordance with the Articles of Association of the Company, Mr. Raof Razak Dhanani (DIN: 00174654), who retires by rotation at this Annual General Meeting and being eligible for re-appointment, be and is hereby re-appointed as the Managing Director of the Company.”

Mr. Raof Razak Dhanani and Mrs. Suchitra Dhanani being interested shall not vote in this matter.

Particulars	Remote-Voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	42	8421806	00	00	42	8421806	100
Dissent	00	00	00	00	00	00	00
Invalid	00	00	00	00	00	00	00
Total	42	8421806	00	00	42	8421806	100

The chairman of the meeting may declare the results for aforesaid **Ordinary Resolution** as set out in **Item No.3** of the Notice of AGM as per the provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015.

Item No.4

To appoint Mr. Mohammed Yusuf Abdul Razak Dhanani (DIN: 10550544) as a Non-Executive Director of the Company:

“RESOLVED THAT pursuant to the provisions of Section 152 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions, sections, rules of the Companies Act, 2013 and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Members of the Company be and is hereby accorded for the appointment of Mr. Mohammed Yusuf Abdul Razak Dhanani (DIN: 10550544) as a Non-Executive Director of the Company who was earlier appointed as Additional Director in the category of Non-Executive Director by the Board of Directors of the Company and liable to retire by rotation.”

“RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and is hereby authorized to file requisite forms and to do all such acts and deeds as are necessary to give effect to the said resolution.”

Mr. Raof Razak Dhanani and Mrs. Suchitra Dhanani being interested shall not vote in this matter.



Particulars	Remote-Voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	42	8421806	00	00	42	8421806	100
Dissent	00	00	00	00	00	00	00
Invalid	00	00	00	00	00	00	00
Total	42	8421806	00	00	42	8421806	100

The chairman of the meeting may declare the results for aforesaid **Ordinary Resolution** as set out in **Item No.4** of the Notice of AGM as per the provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015.

Item No.5

To appoint Mr.Nimesh Kumar Gandhi (DIN: 10516536) as an Independent Director of the Company:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 of the Companies Act, 2013 (“the Act”), read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Schedule IV to the Act and other applicable provisions, sections, rules of the Act and Regulation 25(2A) and other applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Members of the Company be and is hereby accorded to appoint Mr. Nimesh Kumar Gandhi (DIN: 10516536) as an Independent Director of the Company to hold office for a term up to 28th March, 2029, not liable to retire by rotation, who was earlier appointed as an Additional Director in the category of Independent Non-Executive Director by the Board of Directors of the Company and who meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and is eligible for appointment under the provisions of the Act, the Rules made thereunder and the Listing Regulations) and on such terms and conditions as may be decided mutually between the appointee and the Company.”

“RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and is hereby authorized to file necessary forms with Registrar of Companies and to do all such acts, deeds and things as may be considered necessary and expedient to give effect to the afore mentioned resolution.”

Particulars	Remote-Voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	46	13620015	00	00	46	13620015	100
Dissent	00	00	00	00	00	00	00
Invalid	00	00	00	00	00	00	00
Total	46	13620015	00	00	46	13620015	100



The chairman of the meeting may declare the results for aforesaid **Special Resolution** as set out in **Item No.5** of the Notice of AGM as per the provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015.

Item No.6

To appoint Mr.Saquib Salim Agboatwala (DIN: 06611659) as a Non-Executive Independent Director of the Company:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 of the Companies Act, 2013 (“the Act”), read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Schedule IV to the Act and other applicable provisions, sections, rules of the Act and Regulation 25(2A) and other applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Members of the Company be and is hereby accorded to appoint Mr. Saquib Salim Agboatwala (DIN: 06611659) as a Non-Executive-Independent Director of the Company, not liable to retire by rotation, for a second term up to 31st May, 2028 and who meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and is eligible for appointment under the provisions of the Act, the Rules made thereunder and the Listing Regulations) and on such terms and conditions as may be decided mutually between the appointee and the Company.”

“**RESOLVED FURTHER THAT** any of the Director or Key Managerial Personnel of the Company be and are hereby authorized to do all such acts, deeds, matters and things as may be necessary and expedient to give effect to this resolution and also to such forms as may be required.”

Particulars	Remote-Voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	46	13620015	00	00	46	13620015	100
Dissent	00	00	00	00	00	00	00
Invalid	00	00	00	00	00	00	00
Total	46	13620015	00	00	46	13620015	100

The chairman of the meeting may declare the results for aforesaid **Special Resolutions** as set out in **Item No.6** of the Notice of AGM as per the provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015.

Item No.7

To appoint Mrs. Anisha Raof Dhanani, Promoter to hold an office or place of profit in the Company:



“**RESOLVED THAT** pursuant to the provisions of Section 188 of the Companies Act, 2013 read with Rule 15 of Companies (Meeting of Board and its Powers) Rules, 2014 and other applicable provisions, if any (including any statutory modification or enactment thereof for the time being in force) and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), the consent of the Members of the Company be and is hereby accorded to appoint Mrs. Anisha Raof Dhanani, to hold and continue to hold an office or place of profit in the Company on a remuneration Rs. 75,000/- per month only (Rupees Seventy-Five Thousand Only).”

“**RESOLVED FURTHER THAT** the Board of Directors or any Key Managerial Personnel of the Company be and are hereby severally authorised to review and determine, from time to time, the term of holding of the said office or place of profit by Mrs. Anisha Raof Dhanani including her remuneration as the Board at its discretion think fit and proper and to take such steps as may be necessary, proper or expedient to give effect to this resolution.”

Mr. Raof Razak Dhanani and Mrs. Suchitra Dhanani being interested shall not vote in this matter.

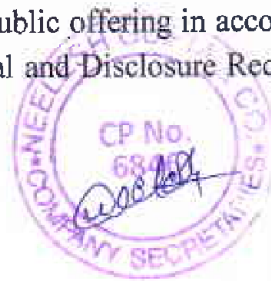
Particulars	Remote-Voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	42	8421806	00	00	42	8421806	100
Dissent	00	00	00	00	00	00	00
Invalid	00	00	00	00	00	00	00
Total	42	8421806	00	00	42	8421806	100

The chairman of the meeting may declare the results for aforesaid **Ordinary Resolution** as set out in **Item No.7** of the Notice of AGM as per the provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015.

Item No.8

To increase the Foreign Investment Monitoring Limit:

“**RESOLVED THAT** pursuant to the applicable provisions of Foreign Exchange Management Act, 1999 (“FEMA”), the Consolidated FDI Policy Circular of 2017, the Companies Act, 2013 (“the Act”), and the rules and regulations made thereunder, as amended from time to time and subject to all applicable approvals, permissions and sanctions of the Reserve Bank of India (“RBI”), the Ministry of Finance, the Ministry of Corporate Affairs, Government of India and other concerned authorities and subject to such conditions as may be prescribed by any of the said concerned authorities while granting such approvals, permissions or sanctions which may be agreed to by the Board of Directors of the Company, the consent of the members of the Company be and is hereby accorded to increase the limit of investment by the Non-resident Indians (“NRI”) and Overseas Citizens of India (“OCI”), together, in the equity shares of face value of Rs. 10 each of the Company, including, without limitation, by subscription in the initial public offering in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018,



as amended, or direct purchase or acquisition from the open market or otherwise, from 10% to 24% of the paid-up equity share capital of the Company, provided however that the shareholding of each NRI or OCI in the Company shall not exceed 5% or such other limit as may be stipulated by RBI in each case, from time to time.”

“RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and are hereby authorized to file requisite forms and to do all such acts deeds, matters and things as may be necessary to give effect to the aforesaid resolution.”

Particulars	Remote-Voting		Voting at the AGM		Total		Percent age (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	46	13620015	00	00	46	13620015	100
Dissent	00	00	00	00	00	00	00
Invalid	00	00	00	00	00	00	00
Total	46	13620015	00	00	46	13620015	100

The chairman of the meeting may declare the results for aforesaid **Special Resolutions** set out in **Item No.8** of the Notice of AGM as per the provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015.

Item No.9

To shift the Registered Office of the Company from the State of Tamil Nadu to the State of Gujarat and subsequent amendment in the Memorandum of Association of the Company:

“RESOLVED THAT pursuant to the provisions of Section 12, 13, and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the rules framed thereunder (“Rules”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to the approval of the Central Government (Powers delegated to the Regional Director and/or any other authority(ies) as may be prescribed from time to time), and subject to such other approvals, permissions and sanctions as may be required under the provisions of the Companies Act, 2013 or under any other law for the time being in force, the consent of the Members of the Company be and is hereby accorded for shifting the Registered Office of the Company from the “State of Tamil Nadu” to the “State of Gujarat.”

“RESOLVED FURTHER THAT Clause II of the Memorandum of Association of the Company be substituted with the following clause:

“The Registered Office of the Company will be situated in the State of Gujarat.”



“RESOLVED FURTHER THAT the Board of Directors and Key Managerial Personnel of the Company be and are hereby severally/jointly authorized to file a petition before the Regional Director, Southern Region, Chennai, under Section 13 (4) and other applicable provisions; if any of the Companies Act, 2013, read with Rule 30 of Companies (Incorporation) Rules, 2014, praying for confirmation of the alteration to the Clause II of the Memorandum of Association as stated hereinabove and do all such acts, deeds and things as may be necessary and expedient in relation to the filing of the petition and the issues that may be arising from time to time out of the filing of the petition and the matters as may be necessary and expedient for the shifting of the registered office of the company; if so confirmed/approved by the Regional Director, Southern Region, Chennai.”

“RESOLVED FURTHER THAT on confirmation / approval of the Regional Director, Southern Region, Chennai, the Registered Office of the Company be shifted from “State of Tamil Nadu” to the “State of Gujarat”, the Board of Directors and Key Managerial Personnel be and are hereby authorized to take necessary steps to shift the Registered Office in the State of Gujarat and within the jurisdiction of the Registrar of Companies, Ahmedabad.”

“RESOLVED FURTHER THAT the Board of Directors and Key Managerial Personnel of the Company be and are hereby authorized to do all acts, deeds and things as may be necessary and expedient for shifting of the Registered office of the Company as per the Orders that may be passed by the Regional Director, Southern Region, Chennai.”

“RESOLVED FURTHER THAT any director or Key Managerial Personnel of the Company be and are hereby severally authorized to sign and submit the necessary, forms, intimations, and e-forms with the relevant statutory authorities and to do all such acts, deeds, matters and things as may be necessary to give effect to the above resolution.”

Particulars	Remote-Voting		Voting at the AGM		Total		Percent age (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	46	13620015	00	00	46	13620015	100
Dissent	00	00	00	00	00	00	00
Invalid	00	00	00	00	00	00	00
Total	46	13620015	00	00	46	13620015	100

The chairman of the meeting may declare the results for aforesaid **Special Resolutions** as set out in **Item No.9** of the Notice of AGM as per the provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015.

**FOR NEELESH GUPTA & CO.,
COMPANY SECRETARIES**


NEELESH GUPTA

Proprietor

Mem No. FCS 6381

C. P. No.: 6846

UDIN: F006381F000631841

