

Date: 20-07-2024

To,
Department of Corporate Services
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai 400 001
Symbol: KRETTOSYS
Ref: ISIN: INE128R01023; Scrip Code: 531328;

Sub.: Disclosures of voting results and Scrutinizer's Report of Extra-Ordinary General Meeting (EGM) of the Company.

Dear Sir/Madam,

With reference to the above captioned subject, we hereby inform you that the Extra-Ordinary General Meeting ("EGM") No. 01/2024 of the Company was held Via Postal Ballot. All the items of business contained in the Notice of the EGM dated 14th June, 2024 were transacted and approved by the shareholders with requisite majority.

The details of combined voting results (i.e., results of remote e-voting) in the format prescribed under Regulation 44(3) of the SEBI (LODR) Regulation, 2015 along with the Scrutinizer's Report are enclosed in **Annexure-A** and **Annexure-B** respectively.

You are requested to kindly take the same on your record and acknowledge the same.

Thanking you

Warm regards,
For, Kretto Syscon Limited

Tushar Shah
Managing Director

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				
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	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public- Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public- Non Institutions	E-Voting	156798114	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		376031	0.2398	323979	52052	86.1575	13.8425
	Total		156798114	376031	0.2398	323979	52052	86.1575
Total		156798114	376031	0.2398	323979	52052	86.1575	13.8425
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Resolution(2)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Regularisation Of Additional Director, Mr. Manish Nirmal (Din:09852472) As Non-Executive 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	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public- Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public- Non Institutions	E-Voting	156798114	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		376030	0.2398	322237	53793	85.6945	14.3055
	Total		156798114	376030	0.2398	322237	53793	85.6945
Total		156798114	376030	0.2398	322237	53793	85.6945	14.3055
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Resolution(3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment Of M/S. Nirav S. Shah & Co., Practicing Chartered Accountants, (Firm Registration No.130244w) Statutory Auditors Of The Company To Fill The Casual Vacancy.				
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	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public- Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public- Non Institutions	E-Voting	156798114	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		376031	0.2398	324075	51956	86.1831	13.8169
	Total		156798114	376031	0.2398	324075	51956	86.1831
Total		156798114	376031	0.2398	324075	51956	86.1831	13.8169
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								



H TOGADIYA & ASSOCIATES

PRACTICING COMPANY SECRETARY

SCRUTINIZER'S REPORT

[Remote e - Voting]

(Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(3) of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Rules, 2015)

To,

The Chairman of Extra Ordinary General Meeting,

KRETTO SYSCON LIMITED

A-401, Sankalp Iconic, Opp. Vikram Nagar,

Iscon Temple Cross Road, S.G Highway,

Ahmedabad, Gujarat, India, 380054

Sub: Scrutinizer Report on postal ballot through Electronic Voting process in respect os passing of the resolution set-out in the postal ballot notice dated 14th June, 2024

Dear Sir,

I, **CS Himanshu K. Togadiya**, Proprietor, H Togadiya & Associates, Practicing Company Secretaries, have been appointed as the Scrutinizer by the Board of Directors of Kretto Syscon Limited (the Company) having its registered office at A-401, Sankalp Iconic, Opp. Vikram Nagar Iscon Temple Cross Road, S.G Highway, Ahmedabad, Gujarat, India, 380054 in its meeting held on 14/06/2024, pursuant to the provisions of the Companies Act, 2013 read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 for the purpose of scrutinizing the postal ballot voting conducted by way of remote e-voting process in a fair and transparent manner on the resolution contained in the postal ballot notice dated **14th June, 2024** issued in accordance with the MCA Circulars, applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meeting (SS-2), issued by the Institute of Company Secretaries of India(ICSI).

The management of the Company is responsible to ensure compliance with the requirements of:

1. The Act and Rules made thereunder;
2. The MCA Circulars; and
3. The Listing Regulations.



📍 215, Accurate Square, Nr. Atul Maruti Showroom, Tagore Road, Rajkot-360012

☎ 90161 18515 ✉ office.htogadiya@gmail.com



H TOGADIYA & ASSOCIATES

PRACTICING COMPANY SECRETARY

The management of the company is responsible for ensuring a secured framework and robustness of the electronic voting system.

My responsibility as scrutinizer was restricted to scrutinize the e-voting process, in a fair and transparent manner and to prepare a scrutinizer report of the votes cast in favour and against the resolution stated in notice. My report is based on verification of data and report generated from Central Depository Services (India) Ltd (CDSL), engaged by the Company to provide e-voting facility to its members.

The shareholders of the Company holding shares as on the "Cut -Off" date i.e. **07/06/2024** were entitled to vote on the proposed resolutions as set out at Item Nos. 1 to 3 in the notice of Extra-Ordinary General Meeting of the Company.

The voting period for remote e-Voting commenced on Thursday, 20th June, 2024 at 09.00 A. M (IST) and the remote e-Voting platform was blocked thereafter on Friday, 19th July, 2024 at 5.00 P.M.

The votes cast during the e-voting were unblocked on **Friday, 19th July, 2024** around 5.30 PM after the conclusion of e-voting period for postal ballot in the presence of two witness who are not in the employment of the company. They have signed below in confirmation of the same.

Mr. Narendra Sharma

CS Nirali Karetha

Votes casted by the members through e-voting were reconciled with the record maintained by the Registrar and share transfer agent of the Company.

All relevant records shall be handed over to the Chairman for safe keeping.

I now submit herewith the scrutinizer's Report on the result of the e-voting for postal ballot, based on the report generated by CDSL in respect of the following resolution as under.





H TOGADIYA & ASSOCIATES
PRACTICING COMPANY SECRETARY

SPECIAL BUSINESS:

ITEM NO. 1: Ordinary Resolution

1. To Increase The Authorised Share Capital Of The Company:

“RESOLVED THAT pursuant to the provisions of Sections 13, 61 and all other applicable provisions, if any, under the Companies Act, 2013 (“the Act”), (including any amendment thereto or re-enactment thereof), enabling provisions of the Articles of Association of the Company and the applicable

provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), or any other applicable laws for the time being in force, Consent of the Members of the Company be and is hereby accorded to increase the existing Authorized Share Capital of the Company of 16,00,00,000/- (Rupees Sixteen Crores Only) to Rs. 36,00,00,000/- (Rupees Thirty-Six Crores Only) divided into 36,00,00,000/- (Rupees Thirty-Six Crores Only) Equity shares of Face Value of Re. 1/- (Rupee One Only) each ranking pari passu in all respect with the existing Equity Shares of the Company as per the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT pursuant to Section 13 and all other applicable provisions, if any, of the Companies Act, 2013 read with Rules framed thereunder, consent of the Members of the Company be and is hereby accorded, for alteration of Clause V of the Memorandum of Association of the Company by substituting in its place, the following:

“V. The Authorised Share Capital of the Company is Rs. 36,00,00,000/- (Rupees Thirty-Six Crores Only) divided into 36,00,00,000/- (Rupees Thirty-Six Crores Only) Equity shares of Face Value of Re. 1/- (Rupee One Only) each.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board / Committee of the Board or any officer(s) authorized by the Board of Directors, be and are hereby authorized to do all such acts, deeds, matters and things whatsoever, including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard.”

Total Number of members participated through remote e-voting	Total Number of votes cast
153	3,76,031





H TOGADIYA & ASSOCIATES
PRACTICING COMPANY SECRETARY

Particulars of voting	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
	Number	%	Number	%	
Remote e-voting	323979	86.16	52052	13.84	-
Total	323979	86.16	52052	13.84	-

ITEM NO. 2: Special Resolution

2. Regularisation Of Additional Director, Mr. Manish Nirmal (Din:09852472) As Non-Executive Director of The Company.

“RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors and pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the Companies Act, 2013 (the “Act”) (including any statutory modifications or re-enactments thereof for the time being in force) and pursuant to Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Articles of Association of the Company and Nomination and Remuneration Policy of the Company, **Mr. Manish Nirmal (DIN:09852472)** who was appointed as an additional director of the Company by the Board of Directors with effect from June 14, 2024 in terms of section 161(1) of the Companies Act, 2013 being so eligible be and is hereby appointed as Non-Executive Director of the Company.

RESOLVED FURTHER THAT approval of the Members be accorded to the Board of Directors (which term shall include its duly empowered Committee(s) constituted/to be constituted by it to exercise its powers including the powers conferred by this resolution) to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection to give effect to this resolution and to file necessary e-forms with Registrar of Companies and to settle any questions, difficulties or doubts that may arise in this regard and further to execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient.”

Total Number of members participated through remote e-voting	Total Number of votes cast
152	3,76,030





H TOGADIYA & ASSOCIATES
PRACTICING COMPANY SECRETARY

Particulars of voting	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
	Number	%	Number	%	
Remote e-voting	322237	85.69	53793	14.31	-
Total	322237	85.69	53793	14.31	-

ITEM NO. 3: Ordinary Resolution

3. Appointment Of M/S. Nirav S. Shah & Co., Practicing Chartered Accountants, (Firm Registration No.130244w) Statutory Auditors Of The Company To Fill The Casual Vacancy.

“RESOLVED THAT pursuant to the provisions of section 139 and 142 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force) and all other applicable laws, if any, M/s. Nirav s. Shah & co., (Firm Registration No.: 130244W), be and are hereby appointed as the Statutory Auditors of the Company on such remuneration and out of pocket expenses as may be determined by the Board, to fill the casual vacancy in the office of Company’s Statutory Auditor caused due to resignation of the existing Statutory Auditors, M/s S. Mandavat & Co., Chartered Accountants (Firm Registration No. 118330W) and they shall hold the till the conclusion of Annual General Meeting to be held in the year 2024.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and things including fixing the remuneration in consultation with the Statutory Auditors, which may be deemed necessary and expedient to give effect to this resolution.”

Total Number of members participated through remote e-voting	Total Number of votes cast
153	376031

Particulars of voting	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
	Number	%	Number	%	
Remote e-voting	324075	86.18	51956	13.82	-
Total	324075	86.18	51956	13.82	-






H TOGADIYA & ASSOCIATES
PRACTICING COMPANY SECRETARY

The Resolutions mentioned in the postal ballot notice has been passed with requisite majority by the shareholders who voted through e-voting.

I hereby thank the Company for providing me an opportunity to act as the Scrutinizer for the above Electronic Voting System.

Yours faithfully,
For H Togadiya & Associates,
Company Secretaries


CS Himanshu Togadiya
Proprietor

FCS: 11822 COP: 18233

Peer Review Certificate No. 2005/2022

UDIN: F011822F000786631

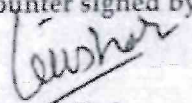


Date: 20/07/2024

Place: Rajkot



Counter signed by


Tushar Shah
Managing Director/Chairman
Kretto Syscon Limited