# ONESOURCE IDEAS VENTURE LIMITED CIN: L74900TN1994PLC097983

Registered Office Address: F-4, 4th Floor, Sindur Pantheon Plaza, No. 346, Pantheon Road, Egmore, Chennai, Tamil Nadu- 600008

Corporate Office Address: 35 Block-C Mansarovar Complex, 7 No Stop M Pnagar Mpsrtc Depo 7, M.P. Vidhan Sabha, Bhopal, Huzur, Madhya Pradesh, India- 462004 Email Id: cs@osivl.com Contact No: 9685634568

Date: 26-08-2024

To.

THE BSE LTD

1<sup>st</sup> Floor, New Trading Wing, Rotunda Building Phiroze Jeejeebhoy Towers, Dalal Street, Fort Mumbai – 400001

Sub: Intimation of Postal Ballot Results pursuant to Regulation 30 and 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")

This is in furtherance to our letter dated July 23, 2024, seeking the approval of the Members of the Company by way of Ordinary/ Special Resolutions through Remote E-Voting process for the following items as set out in the Postal ballot Notice:

SR. NO.	DESCRIPTION OF RESOLUTION	TYPE OF RESOLUTION
1.	SUB-DIVISION/SPLIT OF FACE VALUE OF 1 EQUITY SHARE OF THE FACE VALUE OF RS. 10/- PER SHARE INTO 1 EQUITY SHARES OF FACE VALUE OF RE. 1 /- PER SHARE	ORDINARY RESOLUTIONS
2.	ALTERATION OF CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY	ORDINARY RESOLUTIONS
3.	INCREASE THE AUTHORISED SHARE CAPITAL OF THE COMPANY AND AMMEND CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY	ORDINARY RESOLUTIONS
4.	SHIFTING OF REGISTERED OFFICE OF THE COMPANY FROM ONE STATE TO ANOTHER STATE	SPECIAL RESOLUTIONS
5.	ALTERATION IN THE SITUATION CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY	SPECIAL RESOLUTIONS
6.	ALTERATION OF THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY	SPECIAL RESOLUTIONS
7.	CHANGE OF NAME OF THE COMPANY AND CONSEQUENTIAL AMENDMENT TO THE MEMORANDUM OF ASSOCIATION AND ARTICLES OF ASSOCIATION OF THE COMPANY	SPECIAL RESOLUTIONS
8.	ALTERATION OF MEMORANDUM OF ASSOCIATION ("MOA") AS PER THE PROVISIONS OF THE COMPANIES ACT, 2013	SPECIAL RESOLUTIONS
9.	REGULARISATION OF MR. NAISHADH DINESHBHAI MODI (DIN: 06538916) AS EXECUTIVE DIRECTOR OF THE COMPANY	ORDINARY RESOLUTIONS

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We wish to inform that above Resolutions has been duly passed by the Members of the Company with requisite majority on Saturday, August 24, 2024, being the last date of the Remote E-Voting. In this regard, please find enclosed the following:

- 1. Voting results through Remote E-Voting, under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- 2. Scrutinizer's Report dated August 26, 2024 pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014; and
- 3. Minutes of Postal Ballot proceedings.

You are requested to take above information on record.

For, ONESOURCE IDEAS VENTURE LIMITED

MR. VIBHU MAURYA MANAGING DIRECTOR

**DIN: 06458105 Encl.: As Above** 

General information about company						
Scrip code	530805					
NSE Symbol						
MSEI Symbol						
ISIN	INE125F01024					
Name of the company	Onesource Ideas Venture Limited					
Type of meeting	Postal Ballot					
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	24-08-2024					
Start time of the meeting						
End time of the meeting						

Scrutinizer Details						
Name of the Scrutinizer	Alpana Sethia					
Firms Name	Alpana Sethia					
Qualification	CS					
Membership Number	15758					
Date of Board Meeting in which appointed	18-07-2024					
Date of Issuance of Report to the company	26-08-2024					

Voting results					
Record date	19-07-2024				
Total number of shareholders on record date	2993				
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	9				
Disclosure of notes on voting results					

	Resolution(1)									
Resolution req	Resolution required: (Ordinary / Special)			Ordinary						
Whether promoter/promoter group are interested in the agenda/resolution?			No							
Description of resolution considered				RS. 10/- PER	SHARE IN	OF 1 EQUITY SHA TO 1 EQUITY SHA				
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		
	E-Voting	1998823	1998823	100	1998823	0	100	0		
Promoter and	Poll									
Promoter and Promoter Group	Postal Ballot (if applicable)									
	Total	1998823	1998823	100	1998823	0	100	0		
	E-Voting									
	Poll									
Public- Institutions	Postal Ballot (if applicable)									
	Total									
Public- Non	E-Voting		192537	17.8908	192537	0	100	0		
Institutions	Poll	1076177								
	Postal Ballot (if applicable)									

Total	1076177	192537	17.8908	192537	0	100	0
Total	3075000	2191360	71.2637	2191360	0	100	0
Whether resolution is Pass or Not.							
Disclosure of notes on resolution							

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

				Resolution(2	2)					
Resolution requ	uired: (Ordinary	/ Special)		Ordinary						
Whether promo	oter/promoter gro	oup are inter	ested in the	No						
Description of resolution considered			ALTERATION OF ASSOCIATION O			THE MEMORAN	DUM OF			
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		
	E-Voting	1998823	1998823	100	1998823	0	100	0		
Promoter and	Poll									
Promoter Group	Postal Ballot (if applicable)									
	Total	1998823	1998823	100	1998823	0	100	0		
	E-Voting									
Public-	Poll									
Institutions	Postal Ballot (if applicable)									
	Total									
	E-Voting		192537	17.8908	192537	0	100	0		
Public- Non	Poll	1076177								
Institutions	Postal Ballot (if applicable)	10/01//								
	Total	1076177	192537	17.8908	192537	0	100	0		
	Total	3075000	2191360	71.2637	2191360	0	100	0		

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 Institutions	
Public - Non Insitutions	

	Resolution(3)									
Resolution requ	uired: (Ordinary	/ Special)		Ordinary						
Whether promoter/promoter group are interested in the agenda/resolution?			No							
Description of resolution considered			I .			CAPITAL OF THE ORANDUM OF ASS				
Category Mode of voting No. of shares votes held 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		
	E-Voting	1998823	1998823	100	1998823	0	100	0		
D	Poll									
Promoter and Promoter Group	Postal Ballot (if applicable)									
	Total	1998823	1998823	100	1998823	0	100	0		
	E-Voting									
	Poll									
Public- Institutions	Postal Ballot									
Institutions	(if applicable)									
	Total									
Public- Non	E-Voting		192537	17.8908	192537	0	100	0		
Institutions	Poll	10-61-								
	Postal Ballot (if applicable)	1076177								

		Total	1076177	192537	17.8908	192537	0	100	0
		Total	3075000	2191360	71.2637	2191360	0	100	0
	Whether resolution is Pass or Not.							Yes	
Ī	Disclosure of notes on resolution								

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

	Resolution(4)								
Resolution requ	uired: (Ordinary	/ Special)		Special					
Whether promo	oter/promoter gro	oup are inter	ested in the	No					
Description of	resolution consid	lered		SHIFTING OF RE STATE TO ANOT		OFFICE OF	THE COMPANY I	FROM ONE	
Category Mode of voting No. of shares votes held 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	
	E-Voting		1998823	100	1998823	0	100	0	
Promoter and	Poll	1998823							
Promoter Group	Postal Ballot (if applicable)								
	Total	1998823	1998823	100	1998823	0	100	0	
	E-Voting								
Public-	Poll								
Institutions	Postal Ballot (if applicable)								
	Total								
	E-Voting		192537	17.8908	192537	0	100	0	
Public- Non	Poll	1076177							
Institutions	Postal Ballot (if applicable)	10/01//							
	Total	1076177	192537	17.8908	192537	0	100	0	
	Total	3075000	2191360	71.2637	2191360	0	100	0	

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 Institutions						
Public - Non Insitutions						

				Resolution(5	5)			
Resolution requ	uired: (Ordinary	/ Special)		Special				
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Description of	resolution consid	lered		ALTERATION IN ASSOCIATION O			USE OF MEMORA	NDUM OF
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
	E-Voting		1998823	100	1998823	0	100	0
Promoter and	Poll	1998823						
Promoter Group	Postal Ballot (if applicable)							
	Total	1998823	1998823	100	1998823	0	100	0
	E-Voting							
Public-	Poll							
Institutions	Postal Ballot (if applicable)							
	Total							
	E-Voting		192537	17.8908	192537	0	100	0
Public- Non Institutions	Poll	1076177						
	Postal Ballot (if applicable)							
	Total	1076177	192537	17.8908	192537	0	100	0
	Total		2191360	71.2637	2191360	0	100	0

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 Institutions					
Public - Non Insitutions					

				Resolution(	6)			
Resolution requ	uired: (Ordinary	/ Special)		Special				
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Description of	resolution consid	lered		ALTERATION OF ASSOCIATION O			E OF THE MEMOR	ANDUM OF
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
	E-Voting		1998823	100	1998823	0	100	0
Promoter and	Poll	1998823						
Promoter Group	Postal Ballot (if applicable)	1990023						
	Total	1998823	1998823	100	1998823	0	100	0
	E-Voting							
Public-	Poll							
Institutions	Postal Ballot (if applicable)							
	Total							
	E-Voting		192537	17.8908	192537	0	100	0
D. 1.1: N.	Poll	1076177						
Public- Non Institutions	Postal Ballot (if applicable)	10/01//						
_	Total	1076177	192537	17.8908	192537	0	100	0
_	Total 3075000 2191360			71.2637	2191360	0	100	0

Wh	hether resolution is Pass or Not.	Yes
D	Disclosure of notes on resolution	

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

	Resolution(7)								
Resolution required: (Ordinary / Special)			Special						
	Whether promoter/promoter group are interested in the agenda/resolution?		No						
Description of	resolution cons	idered			THE MEMO	ORANDUM	AND CONSEQUEN OF ASSOCIATION OMPANY		
Category Mode of voting No. of shares votes held 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	
	E-Voting	1998823	1998823	100	1998823	0	100	0	
Promoter and	Poll								
Promoter and Promoter Group	Postal Ballot (if applicable)								
	Total	1998823	1998823	100	1998823	0	100	0	
	E-Voting								
	Poll								
Public- Institutions	Postal Ballot								
Institutions	(if applicable)								
	Total								
Public- Non	E-Voting		192537	17.8908	192537	0	100	0	
Institutions	Poll	1076177							
	Postal Ballot (if applicable)								

Total	1076177	192537	17.8908	192537	0	100	0
Total	3075000	2191360	71.2637	2191360	0	100	0
	Yes						

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

				Resolution(8	3)			
Resolution required: (Ordinary / Special) Special				Special				
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Description of resolution considered				ALTERATION OF MEMORANDUM OF ASSOCIATION ("MOA") AS PER THE PROVISIONS OF THE COMPANIES ACT, 2013				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	on outstanding votes – in votes – favour on votes against on vot			against on votes
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=  [(5)/(2)]*100
	E-Voting		1998823	100	1998823	0	100	0
Promoter and	Poll	1998823						
Promoter Group	Postal Ballot (if applicable)	13300 <b>2</b> 0						
	Total	1998823	1998823	100	1998823	0	100	0
	E-Voting							
D 11'	Poll							
Public- Institutions	Postal Ballot (if applicable)							
	Total							
	E-Voting		192537	17.8908	192537	0	100	0
Public- Non Institutions	Poll	1076177						
	Postal Ballot (if applicable)	10,01,,						
	Total	1076177	192537	17.8908	192537	0	100	0
	Total 3075000 2191360			71.2637	2191360	0	100	0

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 Institutions	
Public - Non Insitutions	

	Resolution(9)							
Resolution requ	uired: (Ordinary	/ Special)		Ordinary	Ordinary			
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Description of resolution considered				REGULARISATION OF MR. NAISHADH DINESHBHAI MODI (DIN: 06538916) AS EXECUTIVE DIRECTOR OF THE COMPANY				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	on outstanding votes – in votes – favour on votes against on vote			against on votes
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)= [(5)/(2)]*100
	E-Voting		1998823	100	1998823	0	100	0
Promoter and	Poll	1998823						
Promoter Group	Postal Ballot (if applicable)	19900 <b>2</b> 0						
	Total	1998823	1998823	100	1998823	0	100	0
	E-Voting							
Public-	Poll							
Institutions	Postal Ballot (if applicable)							
	Total							
	E-Voting		192537	17.8908	192537	0	100	0
Public- Non Institutions	Poll	1076177						
	Postal Ballot (if applicable)	10/01//						
	Total	1076177	192537	17.8908	192537	0	100	0
	Total 3075000 2191360			71.2637	2191360	0	100	0

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 Institutions			
Public - Non Insitutions			



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#### Report of Scrutinizer(s)

To,
The Chairman
ONESOURCE IDEAS VENTURE LIMITED
F-4, 4th Floor, Sindur Pantheon Plaza, No. 346,
Pantheon Road, Egmore,
Chennai, Tamil Nadu- 600008.

I, Alpana Sethia, Practicing Company Secretary (Membership No.15758 COP 5098), having my office at 108, Heysham Row, Kolkata-700020 have been appointed to act as scrutinizer in the Board meeting of your company held on  $18^{\rm th}$  July, 2024 to conduct the Postal Ballot Process for seeking the approval of members by way of Ordinary / Special resolutions for the following subjects.

SR. NO.	DESCRIPTION OF RESOLUTION	TYPE OF RESOLUTION
1.	Sub-Division/Split of Face Value of 1 Equity Share Of the Face Value Of Rs. 10/- Per Share Into 1 Equity Shares of Face Value of Re. 1 /- Per Share.	Ordinary Resolutions
2.	Alteration of Capital Clause of the Memorandum Of Association of The Company.	Ordinary Resolutions
3.	Increase the Authorised Share Capital of the Company and Ammend Capital Clause of Memorandum of Association of the Company	Ordinary Resolutions
4.	Shifting of Registered Office of the Company from One State to another State	Special Resolutions
5.	Alteration in the Situation Clause of Memorandum of Association of the Company	Special Resolutions
6.	Alteration of the Object Clause of the Memorandum of Association of the Company	Special Resolutions
7.	Change of Name of the Company and Consequential Amendment to the Memorandum of Association and Articles of Association of the Company	Special Resolutions
8.	Alteration of Memorandum of Association ("Moa") as per the Provisions of the Companies Act, 2013	Special Resolutions
9.	Regularization of Mr. Naishadh Dineshbhai Modi (Din: 06538916) as Executive Director of the Company.	Ordinary Resolution

pursuant to the postal ballot Notice dated July 18, 2024 issued in terms of Section 108 and 110 of the Companies Act, 2013 read with the Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 as amended and applicable circulars issued by the Ministry of Corporate Affairs, from time to time read with the General circular No.14/2020 dated April 8, 2020, General circular No. 17 /2020 dated April 13, 2020 and subsequent circular issued in this regard, the latest being General Circular no 9/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs (herein after collectively referred to as "MCA Circulars").



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The Postal Ballot Notice dated July 18, 2024 along with statement setting out material facts under section 102 of the Act were sent through electronic mode only on July 22, 2024 to those Members whose e-mail address were registered with the Company/Depositories

The prescribed newspaper advertisements as required under Rule 22(3) Companies (Management and Administration) Rules, 2014 as amended read along with aforesaid circulars was published on July 23, 2024 in one English newspaper- Financial Express and one Vernacular Newspaper- The Hindu, Tamil.

The company had engaged the services of Purva Sharegistry (India) Pvt. Ltd. ("PURVA") to provide remote evoting facility to its member and PURVA had in turn allotted EVSN 10 for the postal ballot process.

The shareholders of the company holding shares as on the "cut-off' date being July 19, 2024 were entitled to vote on the resolutions as per details contained in the Notice.

The remote e-voting period commenced from Friday, July 26, 2024 at 9 AM IST and ended on Saturday, August 24, 2024 at 5 PM IST and the PURVA e-voting module was disabled thereafter. The mode of voting was only by way of remote e voting and no physical ballots forms were sent to the members.

The votes cast under remote e-voting facility were thereafter unblocked on Saturday, August 24, 2024 at 05.22 PM in the presence of two witness who are not in employment of the company in terms of Rule 20 (4) (xii) of the above specified rules and were counted.

I have scrutinized and reviewed the votes cast through remote e-voting based on the data downloaded from the PURVA e-voting system and have maintained a register in which necessary entries have been made in accordance with the Companies (Management and Administration) Rules, 2014, as amended.

My responsibility as a scrutinizer for the e-voting process is restricted to the preparation of a scrutinizer's report of the votes cast "in favor" or "against" the Ordinary /Special resolutions stated above, based on the report generated from the e-voting system provided by PURVA from their website www.purvashare.com, the authorized agency engaged by the Company to provide facilities for e-voting while the Management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 rules and the MCA Circulars relating to remote e-voting on the Resolutions contained in the notice of Postal Ballot.

I now submit my scrutinizer Report on the results of the votiog by Postal ballot only through the remote evoting processes in respect of the said Ordinary / Special Resolutions as under:

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#### Item No. 1 - As an Ordinary Resolution:

# SUB-DIVISION/SPLIT OF FACE VALUE OF 1 EQUITY SHARE OF THE FACE VALUE OF RS. 10/- PER SHARE INTO 1 EQUITY SHARES OF FACE VALUE OF RE. 1 /- PER SHARE.

**i.** Voted in favour of the resolution:

Number of members voted electronically	Number of votes cast in favour of the resolution	% of total number of valid votes cast
12	2191360	100%

## ii. Voted in against of the resolution

Number of members voted electronically	Number of votes cast against the resolution	% of total number of valid votes cast
-	-	-

# iii. Invalid votes/Abstained from voting

Total number of members whose votes were invalid, if any or who abstained from voting	Total number of votes cast by them
-	-

## Item No. 2 - As an Ordinary Resolution:

#### ALTERATION OF CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY.

#### **i.** Voted in favour of the resolution:

Number of members voted electronically	Number of votes cast in favour of the resolution	% of total number of valid votes cast
12	2191360	100%

#### ii. Voted in against of the resolution

Number of members voted electronically	Number of votes cast against the resolution	% of total number of valid votes cast
-	-	-

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#### iii. Invalid votes/Abstained from voting

Total number of members whose votes were invalid, if any or who abstained from voting	Total number of votes cast by them
-	-

## Item No. 3-As an Ordinary Resolution:

# INCREASE THE AUTHORISED SHARE CAPITAL OF THE COMPANY AND AMMEND CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY.

**i.** Voted in favour of the resolution:

Number of members voted electronically	Number of votes cast in favour of the resolution	% of total number of valid votes cast
12	2191360	100%

## **ii.** Voted in against of the resolution

Number of members voted electronically	Number of votes cast against the resolution	% of total number of valid votes cast
-	-	-

#### iii. Invalid votes/Abstained from voting

Total number of members whose votes were invalid, if any or who abstained from voting	Total number of votes cast by them
-	-

# Item No. 4 - As a Special Resolution:

#### SHIFTING OF REGISTERED OFFICE OF THE COMPANY FROM ONE STATE TO ANOTHER STATE

**i.** Voted in favour of the resolution:

Number of members voted electronically	Number of votes cast in favour of the resolution	% of total number of valid votes cast
12	2191360	100%

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### ii. Voted in against of the resolution

Number of members voted electronically	Number of votes cast against the resolution	% of total number of valid votes cast
-	-	-

### iii. Invalid votes/Abstained from voting

Total number of members whose votes were invalid, if any or who abstained from voting	Total number of votes cast by them
-	-

### **Item No. 5 - As a Special Resolution:**

### ALTERATION IN THE SITUATION CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY.

#### **i.** Voted in favour of the resolution:

Number of members voted electronically	Number of votes cast in favour of the resolution	% of total number of valid votes cast
12	2191360	100%

### ii. Voted in against of the resolution

Number of members voted electronically	Number of votes cast against the resolution	% of total number of valid votes cast

### iii. Invalid votes/Abstained from voting

Total number of members whose votes were invalid, if any or who abstained from voting	Total number of votes cast by them
-	-

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#### **Item No. 6 - As a Special Resolution:**

### ALTERATION OF THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY.

i. Voted in favour of the resolution:

Number of members voted electronically	Number of votes cast in favour of the resolution	% of total number of valid votes cast
12	2191360	100%

### ii. Voted in against of the resolution

Number of members voted electronically	Number of votes cast against the resolution	% of total number of valid votes cast
-	-	-

### iii. Invalid votes/Abstained from voting

Total number of members whose votes were invalid, if any or who abstained from voting	Total number of votes cast by them
-	-

### Item No. 7-As a Special Resolution:

## CHANGE OF NAME OF THE COMPANY AND CONSEQUENTIAL AMENDMENT TO THE MEMORANDUM OF ASSOCIATION AND ARTICLES OF ASSOCIATION OF THE COMPANY

i. Voted in favour of the resolution:

Number of members voted electronically	Number of votes cast in favour of the resolution	% of total number of valid votes cast
12	2191360	100%

### ii. Voted in against of the resolution

Number of members voted electronically	Number of votes cast against the resolution	% of total number of valid votes cast
-	-	-

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### iii. Invalid votes/Abstained from voting

Total number of members whose votes were invalid, if any or who abstained from voting	Total number of votes cast by them
-	-

### Item No. 8-As a Special Resolution:

## ALTERATION OF MEMORANDUM OF ASSOCIATION ("MOA") AS PER THE PROVISIONS OF THE COMPANIES ACT, 2013

i. Voted in favour of the resolution:

Number of members voted electronically	Number of votes cast in favour of the resolution	% of total number of valid votes cast
12	2191360	100%

### **ii.** Voted in against of the resolution

Number of members voted electronically	Number of votes cast against the resolution	% of total number of valid votes cast

### iii. Invalid votes/Abstained from voting

Total number of members whose votes were invalid, if any or who abstained from voting	Total number of votes cast by them
-	-

### **Item No. 9-As an Ordinary Resolution:**

## REGULARISATION OF MR. NAISHADH DINESHBHAI MODI (DIN: 06538916) AS EXECUTIVE DIRECTOR OF THE COMPANY.

#### **i.** Voted in favour of the resolution:

Number of members voted electronically	Number of votes cast in favour of the resolution	% of total number of valid votes cast
12	2191360	100%



#### Voted in against of the resolution ii.

Number of members voted electronically	Number of votes cast against the resolution	% of total number of valid votes cast
-	-	-

#### iii. Invalid votes/Abstained from voting

Total number of members whose votes were invalid, if any or who abstained from voting	Total number of votes cast by them
-	-

All the above 9 resolutions consisting of 4 Ordinary Resolutions and 5 Special resolutions have been duly passed with requisite majority

The register and all other papers relating to electronic voting shall remain in my custody and shall be handed over to the company after announcement of voting results by the company

Thanking you.

ALPANA by ALPANA

Digitally signed SETHIA Date: 2024.08.26 12:31:44 +05'30'

**ALPANA SETHIA** PRACTICING COMPANY SECRETARY

ACS: 15758 COP: 5098 UDIN: A015758F001043180

Date: 26/08/2024

# MINUTES OF POSTAL BALLOT PROCEEDINGS HELD THROUGH REMOTE E-VOTING CONCLUDED ON SATURDAY $24^{TH}$ AUGUST, 2024

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The Board of Directors vide their resolution dated July 18, 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 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014.

SR. NO.	DESCRIPTION OF RESOLUTION	TYPE OF RESOLUTION
1.	Sub-Division/Split of Face Value of 1 Equity Share Of the Face Value Of Rs. 10/- Per Share Into 1 Equity Shares of Face Value of Re. 1 /- Per Share.	Ordinary Resolutions
2.	Alteration of Capital Clause of the Memorandum Of Association of The Company.	Ordinary Resolutions
3.	Increase the Authorised Share Capital of the Company and Ammend Capital Clause of Memorandum of Association of the Company	Ordinary Resolutions
4.	Shifting of Registered Office of the Company from One State to another State	Special Resolutions
5.	Alteration in the Situation Clause of Memorandum of Association of the Company	Special Resolutions
6.	Alteration of the Object Clause of the Memorandum of Association of the Company	Special Resolutions
7.	Change of Name of the Company and Consequential Amendment to the Memorandum of Association and Articles of Association of the Company	Special Resolutions
8.	Alteration of Memorandum of Association ("Moa") as per the Provisions of the Companies Act, 2013	Special Resolutions
9.	Regularization of Mr. Naishadh Dineshbhai Modi (Din: 06538916) as Executive Director of the Company.	Ordinary Resolution

- a) The Company had engaged the services of Purva Sharegistry (India) Pvt. Ltd. ("PURVA") 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 Alpana Sethia, Practicing Company Secretary (Membership No.15758 COP 5098) as the Scrutinizer for conducting the evoting process 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 July 19, 2024, seeking approval as set out in the postal ballot notice.
- d) The total number of shareholders as on the cut-off date was 2993.
- e) Pursuant to the above, the postal ballot notice was sent to all eligible shareholders, electronically, on July 22, 2024.
- f) A Public advertisement was published on July 23, 2024, in in one English newspaper-Financial Express and one Vernacular Newspaper- The Hindu, Tamil.

- g) The e-voting commenced on Friday, July 26, 2024 at 9 AM IST and ended on Saturday, August 24, 2024 at 5 PM IST.
- h) Particulars of votes cast through electronic means only have been entered in the register separately maintained for the purpose.
- i) The Scrutinizer unblocked the votes casted under e-voting and downloaded the details at 5.22 PM IST on August 24, 2024 from PURVA portal in the presence of two witness who are not in employment of the company in terms of Rule 20 (4) (xii) of the above specified rules and were counted.
- j) Votes cast through electronic means were scrutinized and the shareholding was matched/confirmed with the Register of Members of the company/list of beneficiaries as on Friday, July 19, 2024.
- k) The Scrutinizer then rendered his report dated 26th August, 2024 to the Chairman.
- The Chairman took the report on record and declared that the resolutions set out in the postal ballot notice dated July 18, 2024 were passed with requisite majority. The details of voting are as below;

Resolutions	Total shares as on the cut-off date	No. of votes polled	No. of Votes – in favor	% of Votes in favor	No. of Votes – against	% of Votes against
Sub-Division/Split of Face Value of 1 Equity Share of the Face Value of Rs. 10/- per Share into 1 Equity Shares of Face Value of Re. 1/- per Share	30,75,000	2191360	2191360	100%	0	0.00%
Alteration of Capital Clause of the Memorandum of Association of the Company	30,75,000	2191360	2191360	100%	0	0.00%
Increase the Authorised Share Capital of the Company and Ammend Capital Clause of Memorandum of Association of the Company	30,75,000	2191360	2191360	100%	0	0.00%
Shifting of Registered Office of the Company from One State to another State	30,75,000	2191360	2191360	100%	0	0.00%
Alteration in the Situation Clause of Memorandum of Association of the Company	30,75,000	2191360	2191360	100%	0	0.00%
Alteration of the Object Clause of the Memorandum of Association of the Company	30,75,000	2191360	2191360	100%	0	0.00%

Change of Name of the	30,75,000	2191360	2191360	100%	0	0.00%
Company and						
Consequential Amendment						
to the Memorandum of						
Association and Articles of						
Association of the						
Company						
Alteration of Memorandum	30,75,000	2191360	2191360	100%	0	0.00%
of Association ("MOA") as						
per the Provisions of the						
Companies Act, 2013						
Regularisation of Mr.	30,75,000	2191360	2191360	100%	0	0.00%
Naishadh Dineshbhai Modi						
(DIN: 06538916) as						
Executive Director of the						
Company						

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

k) The text of resolutions as set out in the postal ballot notice dated July 18, 2024, that were passed by the shareholders were as follows:

#### **RESOLUTION 1:**

## SUB-DIVISION/SPLIT OF FACE VALUE OF 1 EQUITY SHARE OF THE FACE VALUE OF RS. 10/-PER SHARE INTO 1 EQUITY SHARES OF FACE VALUE OF RE. 1 /- PER SHARE:

"RESOLVED THAT pursuant to the provisions of Section 61(1)(d) read with Section 64 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Share Capital and Debentures) Rules, 2014 framed there under (including any statutory modifications or re-enactment(s) thereof, for the time being in force), read with the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, and other applicable laws, rules and regulations for the time being in force, if any and prescribed by any relevant authorities from time to time, to the extent applicable and pursuant to the provisions of Memorandum and Articles of Associations of the Company and subject to such approvals, consents, permissions and sanctions, if any, required from concerned statutory authorities and as approved by the Board of Directors of the Company, approval of the Shareholders of the Company be and is hereby accorded to subdivide/split the Equity Shares of the Company such that 1(One) Equity Share having face value of Rs. 10/- (Rupees Ten Only) each, fully paid-up, be sub- divided / split into 1 (One) Equity Shares having face value of Re. 1/- (Rupee One Only) each, fully paid- up, ranking pari-passu in all respects with effect from such date as may be fixed for this purpose ("Record Date") by the Board (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 authorized by the Board) of the Company.

**RESOLVED FURTHER THAT** on sub-division, 1 (One) Equity Shares of face value of Re. 1/- each be issued and substituted in lieu of the existing 1 (One) Equity Share of face value of Rs. 10/- each subject to the terms of the Memorandum and Articles of Association of the Company and shall rank

pari-passu in all respects with the existing fully paid Equity Share of Rs. 10/- each of the Company and shall be entitled to participate in full dividend to be declared after the sub-divided Equity Shares are issued.

**RESOLVED FURTHER THAT** upon Sub-division of the Equity Shares as aforesaid and with effect from the Record Date (to be fixed by the Board):

- a. In the case of Equity Shares held in physical form, the existing Share Certificates of the Equity Shares of the face value of Rs. 10/- (Rupees Ten Only) each in the physical form shall be deemed to have been automatically cancelled and be of no value or effect from the Record Date to be fixed by the Board. Further the Company without requirement of surrendering of the old/ existing Share Certificate(s), shall directly issue and dispatch the new Share Certificates /Letter of confirmations of the Equity Shares of the face value of Re. 1/- (Rupees One Only) each of the Company to its Shareholders holding Shares in physical form, in lieu of such old/existing Share Certificates, within the prescribed timelines as per the act or that may be prescribed in this behalf, from time to time subject to the provisions of Companies (Share Capital and Debentures) Rules 2014, and
- b. in the case of Equity Shares held in dematerialized form, the number of sub-divided Equity Shares be credited to the respective beneficiary demat accounts of the Shareholders with their Depository Participant(s) viz. National Securities Depository Limited ('NSDL') and Central Depository Services (India) Limited ('CDSL'), in lieu of the existing credits present in their respective beneficiary demat account(s) before sub- division and the Company shall undertake such Corporate Action(s) as may be necessary in relation to the existing equity shares of the Company;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution and for removal of any doubts or difficulties, the Board or any Committee thereof be and is hereby authorized to do, perform and execute all such acts, deeds, matters and things, 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 and to give such directions as they may in their absolute discretion deem necessary, proper or desirable, to apply for requisite approvals, and to give from time to time such directions as may be necessary, expedient, usual or proper and to settle any question or doubts that may arise in this regard at any stage at the time of sub-division / Split of Equity Shares without requiring the Board or any Committee thereof to secure any further consent or approval of the Members of the Company and further to do all acts connected herewith or incidental hereto including but not limited to delegation of their powers to such person or persons as may be deemed expedient.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby severally authorized to (a) delegate execution and filing of necessary applications, declarations and other documents with the Stock Exchange, Depositories, Registrar and Share Transfer Agent and/or any other Statutory Authority(ies), if any; (b) cancel the existing physical share certificates; (c) settle any question or difficulties that may arise with regard to sub-division / split of the Equity Shares as aforesaid or for any matters connected herewith or incidental hereto and (d) do all such acts, deeds, things, including all other matters incidental thereto in order to implement the foregoing resolution."

#### **RESOLUTION 2:**

## ALTERATION OF CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

"RESOLVED THAT pursuant to the provisions of Sections 13, 61, 64 and all other applicable provisions, if any, of the Companies Act, 2013 and the allied rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) and applicable provisions of the Articles of Association of the Company, the approval of the members be and is hereby accorded, Clause V of the Memorandum of Association of the Company be and is hereby amended and substituted by the following new Clause V:

V. The Share Capital of the Company is Rs. 5,00,00,000/- (Rupees Five Crores Only) divided into 5,00,00,000 (Five Crores) equity shares of Re.1/- (Rupee One Only) 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 authorized 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 eforms 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".

### **RESOLUTION 3:**

## INCREASE THE AUTHORISED SHARE CAPITAL OF THE COMPANY AND AMMEND CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY

"RESOLVED THAT pursuant to the provisions of Section 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) and reenactment(s) thereof for the time being in force) and the rules framed thereunder, consent of the Members of the company, be and is hereby accorded to increase the Authorized Share Capital of the Company from Rs. 5,00,00,000/- (Rupees Five Crores Only) consisting of 5,00,00,000 (Five Crores) Equity Shares of Re. 1/- (Rupee One) each to Rs. 55,00,00,000/- (Rupees Fifty Five Crores Only) consisting of 55,00,00,000 (Fifty Five Crores) Equity Shares of Re. 1/- (Rupee One) each by creation of additional Equity Shares of Rs. 50,00,00,000 (Rupees Fifty Crores Only) divided into 50,00,00,000 (Fifty Crore) Equity Shares of face value of Re. 1/- (Rupee One Only) each, ranking pari passu in respect with the existing Equity Shares of the Company.

**RESOLVED FURTHER THAT** the Memorandum of Association of the Company be and is hereby amended by substituting the existing Clause V thereof by the following new Clause V as under:

V. The Share Capital of the Company is Rs. 55,00,00,000/- (Rupees Fifty Five Crores Only) divided into 55,00,000,000 (Fifty Five Crores) equity shares of Re. 1 /- (Rupee One Only) each

**RESOLVED FURTHER THAT** the Managing Director/Wholetime Director/Company Secretary of the Company be and are hereby severally authorised to do all such act(s), deed(s) and things including all forms, documents filing with Registrar of Companies as may be necessary and incidental to give effect to the aforesaid Resolution."

#### **RESOLUTION 4:**

### SHIFTING OF REGISTERED OFFICE OF THE COMPANY FROM ONE STATE TO ANOTHER STATE:

"RESOLVED THAT pursuant to the provisions of Section 12, 13 and other applicable provisions, if any, of the Companies Act, 2013, read with Rule 30 of the Companies (Incorporation) Rules, 2014 and other relevant rules applicable, if any, (including any statutory modification(s) or reenactments thereof, for the time being in force) (hereinafter referred to as 'the Act'), and subject to approval of the Central Government (Power delegated to Regional Director), and such other approvals, permissions and sanctions, as may be required, under the provisions of the said Act or under any other law for the time being in force, consent of the Members be and is hereby accorded for shifting of Registered Office of the Company from the State of Tamil Nadu to the State of Madhya Pradesh.

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and are hereby authorized, on behalf of the Company, to do all acts, deeds, matters and things as deemed necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution."

#### **RESOLUTION 5:**

## ALTERATION IN THE SITUATION CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY:

"RESOLVED THAT pursuant to the provisions of Section 12 & Section 13 and other applicable provisions, if any, of Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force) and the rules framed there under, the consent of the Members be and is hereby accorded for the alteration of the Situation Clause of the Memorandum of Association of the Company by replacing Clause no. II with the below mentioned clause;

II. The Registered Office of the Company will be situated in the State of Madhya Pradesh.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company be and are hereby authorized, on behalf of the Company, to do all such acts, deeds, matters and things as deemed necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution."

### **RESOLUTION 6:**

# ALTERATION OF THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

"RESOLVED THAT pursuant to the provisions of sections 4, 13 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force) and the rules framed thereunder, and other applicable regulations, rules and guidelines issued, if any, and subject to approval of Ministry of Corporate Affairs, and any other appropriate regulatory / statutory authorities and subject to such terms, conditions, amendments

or modifications as may be required or suggested by any such appropriate authority, the consent of the members of the Company be and is hereby accorded for alteration in Object Clause of Memorandum of Association of the Company by replacing the existing Clause III(A) and here after the new Clause III(A) is read as under:

### (A) THE MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION:

- 1. To cultivate, grow, produce, harvest raise or deal in agriculture produce as agriculturists, farmers or gardeners and to set up processing unit for import, export, distribute, sale, purchase or deal in agriculture produce of all description like fruits, vegetable, seeds, cereals ,pulses , wholesale of edible oil, oil seeds, spices, organic products and herbal products, animal feeds and to do trading of the agri-commodities whether perishable or nonperishable and also do stocking of the same at their own premises or leased premises and promote & sell their own brand along with farmer produce and trade in all the products required for cultivation, harvesting, production and developments of seeds, vegetable, fruits and herbal items, deal in all types of pesticides, insecticides, fungicides, sips sprays, centrifuges, medicines drugs and scientific chemicals or any nature used or capable of being used in the pharmaceutical Industry, agricultural chemicals, petro chemicals, industrial chemicals or any mixtures, derivatives, and compounds thereof.
- 2. To carry on the business of contractors, sub-contractors, quasi contractors whether for government or for semi government bodies or corporation or company or society or body corporate or firms or individuals or schools or clubs or other bodies or private works and to undertake contracts and sub contracts and all types of government tenders relating to construction, Infra based solar supplies ,Agro Commodities, modification, repairing, alteration, removal, redecoration, redesigning, enlarging, improving and designing of civil work, building for whatever use, Construction of roads, supply of manpower services.

**RESOLVED FURTHER THAT** any one of the Directors of the Company be and is/are hereby authorized jointly and/or severally to make necessary alterations/modification in the Memorandum of Association to give effect to the above resolution and to execute, sign and file the required documents/ returns/forms with Registrar of Companies and to make necessary corrections/ modifications/ alterations suggested by the concerned authorities and to collect the certificate confirming the above alteration."

#### **RESOLUTION 7:**

# CHANGE OF NAME OF THE COMPANY AND CONSEQUENTIAL AMENDMENT TO THE MEMORANDUM OF ASSOCIATION AND ARTICLES OF ASSOCIATION OF THE COMPANY:

"RESOLVED THAT pursuant to the provisions of Section 4, 5, 13 and 14 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 and other applicable rules, if any (including any statutory modification(s) or re-enactment(s), thereof for the time being in force), regulations 45 of the SEBI (Listing Obligations and Disclosure Requirements) and any other applicable law(s), rule(s), regulation(s), guideline(s), the provisions of the Memorandum and Articles of Association of the Company and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and pursuant to no objection in the availability of the proposed name, as approved by the Central Registration Centre, Ministry of

Corporate Affairs and subject to the approval of the Central Government and / or any other authority as may be necessary, the consent of the members of the company be and is hereby accorded for change of name of the Company from ONESOURCE IDEAS VENTURE LIMITED to "ONESOURCE INDUSTRIES AND VENTURES LIMITED or OIVL INDUSTRIES LIMITED or any other name as available and approved.

**"RESOLVED FURTHER THAT** I Clause of the Memorandum of Association of the Company, relating to the Name of the Company, be and is hereby altered by deleting the same and substituting in its place and stead, the following as new I clause:

"I. The Name of the Company is ONESOURCE INDUSTRIES AND VENTURES LIMITED or OIVL INDUSTRIES LIMITED or any other name as available and approved".

"RESOLVED FURTHER THAT upon issuance of the fresh certificate of incorporation by the Registrar of Companies, Chennai, consequent upon change of name, the old name ONESOURCE IDEAS VENTURE LIMITED wherever appearing in the Memorandum of Association and Articles of Association of the Company and other documents and places be substituted with the new name "ONESOURCE INDUSTRIES AND VENTURES LIMITED" or "OIVL INDUSTRIES LIMITED" or any other name as available and approved.

"RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors of the Company (which expression shall also include a Committee thereof) and/ or the Chairman and Managing Director and/ or Wholetime Director and/ or the Company Secretary of the as delegated by the Board, be and are hereby severally authorised on behalf of the Board for making application for change of name, filing of necessary forms with the Ministry of Corporate Affairs, Registrar of Companies, Stock Exchanges, make the necessary application to the Central Government for the approval of the aforesaid name and to do all such acts, deeds, things and matters on behalf of the Company as it may in its absolute discretion deem necessary, proper or desirable and to settle any questions, difficulty, doubt that may arise in this regard and further to sign and execute documents, forms, applications and writings as may be necessary, proper, desirable or expedient to give effect to this resolution without being required to seek any further consent or approval of the shareholders of the Company in General Meeting."

#### **RESOLUTION 8:**

# ALTERATION OF MEMORANDUM OF ASSOCIATION ("MOA") AS PER THE PROVISIONS OF THE COMPANIES ACT, 2013

"RESOLVED THAT that pursuant to the provisions of Section 4 and 13 of Companies Act, 2013 ('the Act'), read with the Companies (Incorporation) Rules, 2014 and all other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the members be and is hereby accorded subject to the approval of regulatory authorities for Alteration of the of Memorandum of Association of the Company in place of the existing Memorandum of Association of the Company in line with the Companies Act, 2013 such that Following Clause be altered and amended as follows:

A) Clause III (B) of the Objects clause of the Memorandum of Association of the Company be titled as 'MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III(A) ARE'.

B) Clause III (C) be deleted and 'Other Objects 'with Clause III (C)-'Objects Incidental or Ancillary to the attainment of the Main Objects' to appear under new Clause III(B) 'Matters which are necessary for furtherance of the objects specified in Clause III(A) are' and consequently changing the object numbering as may be appropriate.

**RESOLVED FURTHER THAT** necessary revision in numbering, addition, deletion of clauses be made which were earlier stated in "Ancillary Objects or "Other Objects" and not proposed to be carried out by the Company in the near future and also to make it in line with the Schedule I of the Companies Act, 2013.

**RESOLVED FURTHER THAT** any of the Directors of the Company and the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution and make such alterations as required by requisite authorities and for matters connected therewith or incidental thereto and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** any one of the above Directors or Company Secretary be hereby authorized to certify a copy of this resolution and furnish to all such authorities as may be necessary."

### **RESOLUTION 9:**

# REGULARISATION OF MR. NAISHADH DINESHBHAI MODI (DIN: 06538916) AS EXECUTIVE DIRECTOR OF THE COMPANY.

**"RESOLVED THAT** pursuant to the provisions of Section 149, 152, 160 and other applicable provisions of the Companies Act, 2013 ("Act") read with rules made thereunder along with SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification or re-enactment thereof for the time being in force), Mr. Naishadh Dineshbhai Modi (DIN: 06538916) who was appointed as an Additional Director of the Company with effect from 18th July, 2024 by the Board of Directors as recommended by the Nomination and Remuneration Committee and who holds the office upto the date of ensuing Annual General Meeting of the Company, be and is hereby appointed as the Director (Executive) of the Company, whose period of office will be liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters, steps and things as it may deem necessary to give effect to the above mentioned 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.

The Chairman noted the results of voting as stated above and it was declared and recorded that the ordinary/ special resolutions as set out in the Notice of Postal Ballot dated July 18, 2024, was duly passed by the shareholders on August 24, 2024 with requisite majority.

Sd/-CHAIRMAN