

January 22, 2025

To, The BSE Limited Corporate Relationship Department 1 st Floor, New Trading Ring Rotunda Building, P. J. Towers Dalal Street, Mumbai - 400 001 Scrip: 506390 E-mail: corp.relations@bseindia.com	To, The National Stock Exchange of India Limited Listing Department, Exchange Plaza, 5 th floor, Plot No. C/1, G Block, Bandra-Kurla Complex, Bandra (E), Mumbai - 400 051 Scrip: HEUBACHIND E-mail: cmlist@nse.co.in
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Sub.: Result of Postal Ballot – for Appointment of appointment of Mr. Sambit Roy (DIN:08291664) as a Managing Director of the Company.

Dear Sir / Madam,

We refer to the Notice of Postal Ballot dated December 19, 2024, circulated to all the Shareholders of the Company via E-mail, on December 23, 2024, in accordance with the provisions of the Act and relevant MCA circulars for seeking their approval for Appointment of Mr. Sambit Roy (DIN: 08291664) as a Managing Director of the Company.

The Company had appointed Mr. Bhadresh Shah, Proprietor of Bhadresh Shah & Associates, Company Secretaries (COP 15957, ACS 23847) as the Scrutinizer for conducting Postal Ballot process in a fair and transparent manner. The E-voting was kept open from December 24, 2024, at 09:00 a.m. and ended on January 22, 2025, at 05:00 p.m.

The Scrutinizer has carried out the scrutiny of E-voting received up to 05:00 p.m. on January 22, 2025, and submitted his Report on January 22, 2025. The Scrutinizer's Report dated January 22, 2025 is enclosed herewith for your reference and record.

The result of Postal Ballot under Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 is as follow:

Mode of Voting	E-voting
Total number of shareholders as on December 20, 2024 (cut-off date for reckoning the voting rights of the members)	45721
Resolution	1. Appointment of Mr. Sambit Roy (DIN: 08291664) as Managing Director of the Company. (Special Resolution)

Results based on Scrutinizer’s Report:

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	1,25,48,811	1,25,48,811	100.0000	1,25,48,811	-	100.0000	0.0000
	Poll		-	0.0000	-	-	0.0000	0.0000
	Postal Ballot		-	0.0000	-	-	0.0000	0.0000
	Total		1,25,48,811	100.0000	1,25,48,811	-	100.0000	0.0000
Public Institutions	E-Voting	19,98,701	67,225	3.3634	66,929	296	99.5597	0.4403
	Poll		-	0.0000	-	-	0.0000	0.0000
	Postal Ballot		-	0.0000	-	-	0.0000	0.0000
	Total		67,225	3.3634	66,929	296	99.5597	0.4403
Public Non-Institutions	E-Voting	85,34,286	13,260	0.1554	11,050	2,210	83.3333	16.6667
	Poll		-	0.0000	-	-	0.0000	0.0000
	Postal Ballot		-	0.0000	-	-	0.0000	0.0000
	Total		13,260	0.1554	11,050	2,210	83.3333	16.6667
Total		2,30,81,798	1,26,29,296	54.7154	1,26,26,790	2,506	99.9802	0.0198

Therefore, the Resolution mentioned in the Notice of Postal Ballot dated December 19, 2024, have been duly passed by the members with requisite majority. The certified copy of the Resolution dated January 22, 2025, is enclosed herewith for your record. Kindly take the same on your record and acknowledge the receipt.

For Heubach Colorants India Limited

Ashwini Natekar
Company Secretary
Encl: As above

Certified true copy of the Special Resolutions passed by the Shareholders of Heubach Colorants India Limited (Formerly known as Clariant Chemicals (India) Limited) (“the Company”) through Postal Ballot on January 22, 2025

"RESOLVED THAT pursuant to the provisions of Sections 152, 160, and 161 and all other applicable provisions the Companies Act, 2013, the Companies (Appointment & Qualification of Directors) Rules, 2014 (as amended), the Company's Articles of Association, and Regulation 17(1C) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), Mr. Sambit Roy (DIN: 08291664), who was appointed as an Additional Director (Executive Director) of the Company by the Board of Directors on November 14, 2024, upon the recommendation of the Nomination and Remuneration Committee, with effect from November 25, 2024, having received a notice under Section 160 of the Act proposing his candidature for the office of a Director, and his appointment having been recommended by the Nomination and Remuneration Committee and by the Board of Directors, be and is hereby appointed as a Director of the Company for a period of one year with effect from November 25, 2024.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 196, 197, 203, Schedule V and any other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time, the Rules, Regulations, Guidelines and Circulars issued in this regards and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements), Regulations, and subject to necessary approvals, if any, consent of the members be and is hereby accorded for appointment of Mr. Sambit Roy (DIN: 08291664) as Managing Director of the Company for a period of one year from November 25, 2024 to November 24, 2025 on such remuneration and terms & conditions as mentioned in the Explanatory statement annexed to the Postal Ballot Notice;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to increase, alter, modify or change the terms of appointment and remuneration including benefits and perquisites payable to Mr. Sambit Roy within the overall limit of ₹ 5 Crore.

RESOLVED FURTHER THAT the remuneration as stated in the annexed Explanatory Statement, payable to Mr. Sambit Roy during his tenure as Managing Director, be paid as minimum remuneration in case the Company has no profit or inadequate profits, notwithstanding that such remuneration may exceed the limits specified under Section 197 and Schedule V of the Act.

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary be and are hereby authorized jointly and severally to do all such acts, deeds, things and matter as may be required and necessary for giving effect to aforesaid resolution including but not limited to making entries in the Register of Directors, intimating to all Stock Exchange where the shares of the company are listed, filing of prescribed forms and documents with Registrar of Companies (ROC), Mumbai, taking approvals from applicable Regulatory authorities if and whenever required, and do all such other incidental acts in this regard as may be required and to do all such other incidental acts and things in this regard.”

For Heubach Colorants India Limited

Place: Navi-Mumbai
Date: January 22, 2025,

Ashwini Natekar
Company Secretary

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1

Pursuant to provisions of section 161 of the Companies Act, 2013 and based on the recommendations of the Nomination and Remuneration Committee, the Board of Directors of the Company at their meetings held on November 14, 2024 approved the appointment of Mr. Sambit Roy as the Additional Director (Executive Director) and further, pursuant to provisions of Section 196, 197, 2023 and Schedule V of the Act, designated him as the Managing Director of the Company for a term of 1 years starting from November 25, 2024, subject to shareholders approval.

The Company has received the requisite Forms ‘DIR 2’ & ‘DIR 8’ from Mr. Sambit Roy, in terms of Section 152(5) and 164 (2) of the Companies Act, 2013 (hereinafter referred to as “the Act”) read with the Rule 8 and 14 of the Companies (Appointment and Qualification of Directors) Rules, 2014 (hereinafter referred to as “the Rules”), conforming his consent and eligibility for such appointment and Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/CML/2018/24 dated June 20, 2018 that he has not been debarred from holding office of a Director by virtue of any Order passed by the Securities and Exchange Board of India or any other such authority.

Brief profile covering the details of his qualification and experience, as required pursuant to the Regulation 36 SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, is annexed to this Notice.

The Terms and conditions for appointment of Mr. Sambit Roy approved by the Nomination and Remuneration Committee and the Board of Directors of the Company at their respective meetings held on November 29, 2024 is given below:

A. Salary Remuneration, perquisites, and benefits:

(i) Basic Salary: Rs. 5,28,634/- (Rupees Five Lakh Twenty-Eight Thousand Six Hundred Thirty-Four only) per month.

(ii) House Rent Allowance: Rs. 2,64,317/- (Rupees Two Lakh Sixty-Four Thousand Three Hundred Seventeen only) per month.

(iii) Special Allowance: Rs. 4,67,632 /- (Rupees Four Lakh Sixty-Seven Thousand Six Hundred Thirty-Two only) per month.

(iv) Contribution to Provident Fund: The Company shall contribute as Employer’s contribution to Provident Fund at the rate specified in the Provident Fund Act and Rules thereunder calculated on basic salary payable per month. The Employee’s contribution at the rate specified in the Provident Fund Act will be deducted from the monthly basic salary.

(v) Superannuation: Superannuation @ 15% of the Basic Salary.

(vi) Variable Pay: Variable pay of an amount not exceeding Rs. 51,43,476/- (Rupees Fifty-One Lakh Forty-Three Thousand Four Hundred and Seventy-Six Thousand only) per annum as may be approved by the Board.

(vii) Retention Bonus: Retention bonus of Rs. 54,15,055 (Rupees Fifty-Four Lakh Fifteen Thousand Fifty-Five) subject to fulfilment of the terms of the Retention Scheme agreed to with Mr. Sambit Roy.

(viii) Gratuity: Gratuity of an amount specified in the fund/scheme of which Mr. Sambit Roy is a member.

(ix) Sitting Fees: Mr. Sambit Roy shall not be paid sitting fees for attending the meeting of the Board or Committee of Directors of the Company.

(x) Reimbursement of expenses: Business related expenses incurred by Mr. Sambit Roy on behalf of the company shall be reimbursed at actuals.

(xi) Perquisites and Benefits:

a. Annual Leave:

Mr. Sambit Roy will be eligible for Leaves & Leave encashment as per Company policy applicable from time to time.

b. Personal Accident Insurance:

Mr. Sambit Roy will be covered by the Company's Personal Accident Insurance Policy and Life Insurance Policy as per Company policy.

c. Group Medical Insurance:

Mr. Sambit Roy will be covered under the Company's Group Medical Insurance for self, spouse & 2 Dependent children upto the age of 25 years as per the Company Policy.

d. Car – Maintenance, Fuel, Driver:

Car shall be provided by the Company and, expenses towards maintenance, fuel and Driver's wages incurred by Mr. Sambit Roy shall be reimbursed by the Company to him. All of the aforesaid shall be as per the Company policy in this regard.

The entire remuneration, perquisites and benefits as specified herein above whether payable monthly, annually or as one-time lump sum payment shall be paid subject to deduction of tax at source as per the applicable rates in force under Income Tax Act, 1961. The income tax liability on taxable value of non-monetary perquisites shall be borne and paid by the Company.

e. Inadequacy of Profits:

In the event of loss or inadequacy of the profits during the tenure of his appointment, the aforesaid amount of remuneration comprising salary, allowances, commission/ bonus, perquisites and benefits, shall be construed as minimum remuneration to Mr. Sambit Roy and shall be payable irrespective of the limits prescribed under Section II of Part II of Schedule V of the Companies Act, 2013.

f. Not to engage in other employment:

Mr. Sambit Roy will not engage in any employment or business enterprise that would in any way conflict with the services and interest of Company and shall comply with all applicable laws of India and refrain from political activities.

g. Business Conduct:

Mr. Sambit Roy shall comply with Company's policies with regard to business ethics and shall maintain integrity in line with the Company's Code of Conduct and governance policies.

h. Termination:

This Agreement may be terminated by either party by giving to the other party 90 (ninety) days prior written notice of such termination.

i. Vacation of Office:

If at any time during the tenure of the appointment as the Managing Director, Mr. Sambit Roy ceases to be in the whole-time employment of the Company for any reason whatsoever, Mr. Sambit Roy shall also cease to be a Director of the Company and simultaneously this Agreement shall stand terminated.

j. Governing laws, jurisdiction and entire understanding:

This Agreement shall be governed by the laws of India including taxation laws as are applicable in India with exclusive jurisdiction of Indian Courts.

The Company is earning adequate profits at the moment. However, as a prudent measure, approval of members is being sought by way of Special Resolution for the payment of remuneration to Mr. Sambit Roy in the event of inadequacy of profits in any financial year during his tenure of appointment.

The Statement containing information as required under Schedule V of the Companies Act, 2013 is given below.

I. General Information

(1) Nature of Industry:

The Company is engaged in the business of manufacture and marketing of Pigments, Pigment Preparations, Dyes and Specialty Chemicals.

(2) Date of commencement of commercial production: December 1956

(3) In case of new Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable

(4) Financial Performance based on given indicators:

Rs. in Lakhs

Particulars	FY 2023-24	FY 2022-23
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Sales	79,070.15	76,641.66
Profit before tax from continuing operations	5,599.99	4,626.98
Add: Exceptional items	-	(630.32)
Profit before tax	5,599.99	3,996.66
Less: Tax expenses (incl. deferred tax)	1,486.14	2,078.75
Profit after tax	4,113.85	1,917.91

(5) Foreign Investments or collaborations, if any: Not Applicable

II. Information about Mr. Sambit Roy:

(1) Background details:

Mr. Sambit Roy is a Chemical Engineer with a degree from NIT(REC) Jaipur and an Organizational Leadership certification from London Business School. He also holds a Diploma in Computer Programming from Tata Infotech. With a rich experience of over 28 years in the industry, he has worked at Birla, Clariant and Heubach Group. His key strengths lie in integrity, commitment to results, a drive for excellence, optimism, problem-solving, critical thinking, analytical abilities, learning agility, authenticity, empathy, emotional connection and passion.

(2) Past remuneration (paid to the previous Managing Director):

During the Financial year ended March 31, 2024, a sum of Rs. 270.19 Lakh was paid as remuneration to Mr. Bharath Sessa.

(3) Job profile and his suitability:

Mr. Sambit Roy will be responsible for entire management of the Company and Business Development. He will oversee overall operations, make key decisions, and ensure compliance with regulatory requirements.

Key Responsibilities:

- Strategic Leadership
- Operations Management
- Leadership and Talent Management
- Stakeholder Engagement
- Risk Management and Compliance
- Financial Management
- Governance and Board Relations

Mr. Sambit Roy's extensive experience in the specialty chemical industry, coupled with his academic qualifications, positions him well to meet the requirements of a Managing Director role.

(4) Remuneration Proposed:

As provided in Explanatory statement for Postal Ballot of the Notice.

(5) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):

Considering the size of the Company, the profile, knowledge, skills and responsibility shouldered by Mr. Sambit Roy, the remuneration paid is commensurate with the remuneration packages paid to their similar counterparts in other Companies.

(6) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any: None

III. Other Information:

(1) Reason for Loss:

Currently Company has adequate profits. The Company is passing a special resolution pursuant to the proviso of the sub-section (1) of Section 197 of the Companies Act, 2013 and as a matter of abundant precaution.

(2) Steps taken or proposed to be taken for improvement:

Company's focuses on sustainable growth in all markets through focused strategic approach, optimal cost management & introducing innovative products.

(3) Expected increase in productivity and profits in measurable terms:

The Company's drive for sustainable growth in all markets will yield better results for the Company in the future. The Company has been aggressively pursuing and implementing strategies to improve its financial performance.

Notice, as required, under Section 160 of the Companies Act, 2013, has been received from one of the members proposing the candidature of Mr. Sambit Roy as Managing Director of the Company.

A copy of the draft agreement to be executed between the Company and Mr. Sambit Roy setting out the terms and conditions of his appointment will be available for inspection by Members at the Registered Office of the Company on any working day (Monday to Friday) during working hours.

The Board of Directors recommend passing of the Special Resolution as set out in the Item No. 1 of the accompanying notice. None of the Directors, Key Managerial Personnel and / or their relatives, except Mr. Sambit Roy and / or his relatives, are interested and / or concerned in passing of the resolution.

Particulars of Director to be appointed pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Name of Director	Mr. Sambit Roy
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DIN	08291664
Type	Managing Director
Date of Birth	26-05-1972
Age	52 Years
Qualification	<ul style="list-style-type: none"> • Chemical Engineer - NIT (REC) Jaipur • Organizational leadership - London Business School • Diploma in Computer programming @Tata Infotech
No. of Equity Shares held	NIL
Expertise in Specific Functional area	<ul style="list-style-type: none"> • Strategy & Execution • P&L management • Leading people • Business Excellence • Transformation & Growth • General Management • Sales & Marketing • Technical, KAM & BDM • Operation Management • Product Dev. & QC • M&A
Directorship held in other Listed Companies	NIL
Listed Entities from which has resigned as Director in past 3 years	NIL
Particulars of Committee Chairmanship / Membership held in other Listed Companies	NIL
Relationship with other directors inter-se	None
Key terms and conditions of appointment	As per the resolution in Item no.1 of this Notice read with the explanatory statement thereto.
Skills and capabilities required for the role and the manner in which Mr. Sambit Roy meets such requirements.	<p>Mr. Sambit Roy's extensive experience in the specialty chemical industry, coupled with his academic qualifications, positions him well to meet the requirements of a Managing Director role.</p> <ul style="list-style-type: none"> • Strategic Thinking and Leadership: His long tenure at various organizations demonstrates his ability to understand market dynamics and lead teams to achieve business objectives.

	<ul style="list-style-type: none">• Industry Knowledge: His deep understanding of the pigments industry, spanning geographies and customer segments, enables him to provide invaluable insights.• Operational Excellence: His experience with lean Six Sigma methodologies indicates his commitment to improving efficiency and reducing costs.• Relationship Building: His track record of working with diverse clients and stakeholders highlights his strong interpersonal skills.• Decision-Making and Problem-Solving: His ability to navigate complex challenges and deliver results showcases his decision-making ability.• Communication: He has strong communication and presentation skills.
No. of Board meetings attended	One (1)
Rotation or Non-Rotational Bases	Managing Director of the Company is not liable to retire by rotation pursuant to Articles of Association of the Company

Note: Only two Committees viz. Audit Committee and Stakeholders' Relationship Committee have been considered.

For Heubach Colorants India Limited

Place: Navi-Mumbai
Date: January 22, 2025,

Ashwini Natekar
Company Secretary



SCRUTINIZER'S REPORT

[Pursuant to the Section 110 & Section 108 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014]

To,
Ms. Ashwini Vaman Natekar
Company Secretary & Compliance Officer
HEUBACH COLORANTS INDIA LIMITED
[Formerly known as Clariant Chemicals (India) Limited]
Rupa Renaissance, B Wing,
25th Floor, D-33, MIDC Road, TTC Industrial Area Juinagar,
Navi Mumbai, Thane 400705

Dear Sir,

Re: Scrutinizer's Report on Voting through Postal Ballot conducted by Voting through electronic means only ("remote e-voting") pursuant to Section 110 & Section 108 of Companies Act, 2013

1. I, **Bhadresh Shah**, proprietor of **M/s Bhadresh Shah and Associates, Practicing Company Secretary**, had been appointed as the Scrutinizer by the Board of Directors of **M/s Heubach Colorants India Limited** (hereinafter referred to as the "Company") vide Board Resolution dated December 19, 2024, for the purpose of scrutinizing the Voting done by Members of the Company through Postal Ballot conducted by voting through electronic means only ("remote e-voting"), on resolution as mentioned in **Annexure – 'A'**.
2. The said appointment as Scrutinizer is under the provisions of Sections 108 and 110 and other applicable provisions of the Companies Act, 2013, as amended from time to time ("the Act"), read together with the Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time ("the Rules") along with General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023, and 09/24 dated September 19, 2024, issued by the Ministry of Corporate Affairs, Government of India ("the MCA Circulars"), SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, SEBI Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 and SEBI Circular No. SEBI/HO/CFD/CFDPoD-2/P/CIR/2023/167 dated October 07, 2023, and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024 (together "SEBI Circulars"), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("SS-2"), and any other applicable laws, rules, circulars, notifications and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), containing the procedure to be followed for transacting business through Postal Ballot and any other applicable provisions of the Act.

Management Responsibility

3. The Management of the Company is responsible to ensure the compliance with the requirements of the (i) Act and the Rules made thereunder read with relevant MCA Circulars and (ii) the SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015 ("LODR") relating to voting through electronic means on the resolution contained in the Notice of Postal Ballot.



Scrutinizer Responsibility

4. My responsibility as the Scrutinizer for the Voting through Postal Ballot is restricted to make this Scrutinizer's Report for the votes cast "in favour" or "against" the resolution, based on the reports generated from the e-voting system provided by M/s MUFG Intime India Pvt. Ltd (Formerly known as M/s Link Intime India Private Limited), the authorised agency to provide e-voting facilities and engaged by the Company.

5. I submit my report as under:

- a) The Company had completed the dispatch of Postal Ballot Notice (containing voting instructions) dated Thursday, December 19, 2024, via E-mail to its members, whose name appeared on register of Members/list of beneficiaries as on Friday, December 20, 2024 (Cut-off date) and had their E-mail Ids registered in accordance with the provisions of the Act and relevant MCA circulars, on Monday, December 23, 2024.
- b) Pursuant to the MCA Circulars, hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope were not sent to the shareholders for this Postal Ballot and shareholders were requested to communicate their assent or dissent through the remote e-voting system only.
- c) The Company had issued Public Notice regarding the completion of dispatch of Postal Ballot Notice, in Business Standard (English Newspaper) having country-wide circulation and in Loksatta (Regional Language Newspaper) having district-wide circulation on Tuesday, December 24, 2024.
- d) The Notice of the Postal Ballot was also uploaded on the Company's website at www.heubach.com, websites of the Stock Exchanges i.e. BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) at www.bseindia.com and www.nseindia.com respectively and on the website of M/s MUFG Intime India Pvt. Ltd at <https://instavote.linkintime.co.in>.
- e) The Members whose names appeared in Register of Members either through National Securities Depository Limited and/or Central Depository Services (India) Limited as on the cut – off date i.e. Friday, December 20, 2024 were entitled to vote on the proposed resolution as set out in the Postal Ballot Notice dated Thursday, December 19, 2024.
- f) The Company had availed the services of M/s MUFG Intime India Pvt. Ltd (Formerly known as M/s Link Intime India Private Limited (Link Intime) to provide remote e- voting facilities to the Members of the Company.
- g) The e-Voting period commenced on Tuesday, December 24, 2024 at 09:00 a.m. IST and ended on Wednesday, January 22, 2025 at 05:00 p.m. IST and the remote e-voting was blocked thereafter pursuant to Rule 20(4)(viii) of Companies (Management and Administration) Rule, 2014.
- h) All the e-votes casted up to 5:00 P.M. IST on Wednesday, January 22, 2025, the last date and time fixed by the Company for the receipts of votes were considered for my Scrutiny.
- i) After the closure of e-voting period, the result of electronic voting was unblocked and downloaded in presence of two witnesses, who are not in the employment of the Company.



Bhadresh Shah and Associates

Practicing Company Secretary

Mem. No - A23847, COP No. – 15957
PR Certificate No.: 1917/2022

21, Hasan Ali Building, 2nd Floor,
Jijobhoy Dadabhai Lane, Fort,
Mumbai – 400001
+91 - 992 044 0720
csbhadreshshah@gmail.com

- j) Since the resolution were to be passed only by e-voting, no postal ballot forms were received in physical form.
- k) Following members abstained from voting or less voted in the e-voting process:

Resolution No.	No. of Members who abstained from voting/ less voted	No. of shares
1	1	25

- l) The relevant records will be handed over to the Chairman or any person authorized by Chairman for safe keeping after the results are considered and approved and the minutes are signed by Chairman.
- m) A soft copy containing a list of members who voted "FOR', AGAINST" and those whose votes were declared invalid for each resolution is sent separately to the Company.
- n) The particulars of all votes casted by way of remote e-voting vide report generated from M/s MUFG Intime India Pvt. Ltd. has been entered in a Register separately maintained for the purpose.
- o) The detailed summary of result with assent/dissent for the resolution is annexed herewith the report and is marked as **Annexure – 'A'**.
- p) Since the votes cast **FOR** the resolution is not less than three times the number of votes cast **AGAINST** the resolution, the resolution is considered to be duly passed with **requisite majority as per attached Annexure – 'A'**.
- q) You are requested to declare the Voting Results as per attached Annexure, to the Members of the Company.

**For Bhadresh Shah and Associates
Practicing Company Secretary**

BHADRESH B. SHAH
H B. SHAH

Digitally signed by
BHADRESH B. SHAH
Date: 2025.01.22
19:13:40 +05'30'

Bhadresh Shah

Proprietor

Membership No. - A23847

C. P No. 15957

Peer Review Certificate No. 1917/2022

UDIN: A023847F003764056

Encl: a/a

Date: January 22, 2025

Countersigned by

Ashwini Vaman
Natekar

Digitally signed by
Ashwini Vaman Natekar
Date: 2025.01.22
22:43:18 +05'30'

**Ashwini Vaman Natekar
Company Secretary & Compliance Officer
Membership No. A65744**

Annexure 'A'

Resolution Required: (Special)			1 - Appointment of Mr. Sambit Roy (DIN: 08291664) as Managing Director of the Company					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
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	1,25,48,811	12,54,8,811	100.0000	1,25,48,811	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		1,25,48,811	100.0000	1,25,48,811	0	100.0000	0.0000
Public Institutions	E-Voting	19,98,701	67,225	3.3634	66,929	296	99.5597	0.4403
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	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		13,260	0.1554	11,050	2,210	83.3333	16.6667
Total		2,30,81,798	1,26,29,296	54.7154	1,26,26,790	2,506	99.9802	0.0198

SUMMARY

SR. NO.	RESOLUTION	TYPE OF RESOLUTION	FAVOUR (%)	AGAISNT (%)	RESULT
1.	Appointment of Mr. Sambit Roy (DIN: 08291664) as Managing Director of the Company.	Special Resolution	99.9802	0.0198	Resolution Passed with Requisite Majority