



## ಎಚ್‌ಎಂಟಿ ಲಿಮಿಟೆಡ್

(ಭಾರತ ಸರ್ಕಾರದ ಉದ್ಯಮ)

ಎಚ್‌ಎಂಟಿ ಭವನ, # 59, ಬೆಲ್ಲಾರಿ ರಸ್ತೆ,  
ಬೆಂಗಳೂರು - 560 032, ಭಾರತ  
ದೂರವಾಣಿ : 91-80-23330333  
ಫ್ಯಾಕ್ಸ್ : 91-80-23339111  
ಈ-ಮೇಲ್ : cho@hmtindia.com  
ವೆಬ್‌ಸೈಟ್ : www.hmtindia.com

## एचएमटी लिमिटेड

(भारत सरकार का उपक्रम)

एचएमटी भवन, # 59, बेल्लारी रोड  
बेंगलुरु - 560 032, भारत  
फोन : 91-80-23330333  
फैक्स : 91-80-23339111  
ई-मेल : cho@hmtindia.com  
वेब साईट : www.hmtindia.com



## HMT LIMITED

(A Govt. of India Undertaking)

HMT BHAVAN  
# 59, Bellary Road,  
Bengaluru - 560 032, INDIA  
Phone : 91-80-23330333  
Fax: 91-80-23339111  
E-mail: cho@hmtindia.com  
Website : www.hmtindia.com

एसईसीएल. S-5  
Secl.S-5

25 नवम्बर, 2024  
25<sup>th</sup> November, 2024

बीएसई लिमिटेड  
BSE Limited  
फिरोज जीजीभोय टावर्स  
Phiroze Jeejeebhoy Towers  
25वीं मंजिल, दलाल स्ट्रीट  
25<sup>th</sup> Floor, Dalal Street  
मुंबई - ४०० ००१  
Mumbai - 400 001  
स्क्रिप कोड: 500191  
Scrip Code: 500191

नेशनल स्टॉक एक्सचेंज ऑफ इंडिया लिमिटेड  
National Stock Exchange of India Limited  
"एक्सचेंज प्लाजा"  
"Exchange Plaza"  
बांद्रा-कुर्ला कॉम्प्लेक्स  
Bandra-Kurla Complex  
बांद्रा (पूर्व), मुंबई - ४०० ०५१  
Bandra (E), Mumbai - 400 051  
स्क्रिप प्रतीक: HMT  
Scrip Symbol: HMT

प्रिय महोदय / महोदया,  
Dear Sir / Madam,

Sub: Submission of Voting results along with Scrutinizer report of 71<sup>st</sup> Annual General Meeting (AGM) held on 22<sup>nd</sup> November, 2024

With reference to the above, please find enclosed the details of Voting results along with Scrutinizer report of the 71<sup>st</sup> Annual General Meeting (AGM) held on 22<sup>nd</sup> November 2024 on remote e-voting & Instapoll e-voting.

This is for your information and record.

भवदीय / Yours faithfully

एचएमटी लिमिटेड के लिए / For HMT Limited

(किशोर कुमार एस / KISHOR KUMAR S)

प्रबंधक (कंपनी सचिव) / Manager (Company Secretary)

Encl: As above

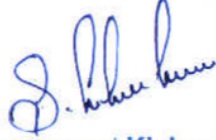
CIN : L29230KA1953GOI000748

निगमित कार्यालय : ಎಚ್‌ಎಂಟಿ ಭವನ, # 59, ಬೆಲ್ಲಾರಿ ರಸ್ತೆ, ಬೆಂಗಳೂರು - 560 032, ಭಾರತ

पंजीकृत कार्यालय : एच एम टी भवन, # 59, बेल्लारी रोड, बेंगलूरु - 560 032 भारत Corporate Office : HMT Bhavan, # 59, Bellary Road, Bengaluru - 560 032, INDIA

NAME: **HMT LIMITED**


SLNO	DESCRIPTION					
A	DATE OF AGM	<b>22-11-2024</b>				
B	BOOK CLOSURE DATE	<b>16-11-2024 TO 22-11-2024 ( BOTH DAYS INCLUSIVE )</b>				
C	TOTAL NUMBER OF SHAREHOLDERS ON RECORD DATE	<b>25747</b>				
D	NO OF SHAREHOLDERS PRESENT IN THE MEETING EITHER IN PERSON OR THROUGH PROXY	<b>35</b>				
	SHAREHOLDERS	PRESENT IN PERSON	PRESENT THROUGH PROXY	TOTAL	SHARES	% TO CAPITAL
	PROMOTER AND PROMOTER GROUP ( )	<b>2</b>	<b>0</b>	<b>2</b>	<b>1128056626</b>	<b>93.68528</b>
	PUBLIC	<b>33</b>	<b>0</b>	<b>33</b>	<b>67539184</b>	<b>5.60914</b>
	TOTAL	<b>35</b>	<b>0</b>	<b>35</b>	<b>1195595810</b>	<b>99.29442</b>
E	No. of shareholders attended the meeting through Video conferencing 35.					



**किशोर कुमार एस / Kishor Kumar S**  
प्रबंधक (कंपनी सचिव) / Manager (Company Secretary)  
एचएमटी लिमिटेड / HMT Limited  
५९, बेल्लारी रोड, बेंगलूर - ५६० ०३२  
59, Bellary Road, Bangalore - 560 032

	HMT LIMITED
Date of the AGM/EGM	22-11-2024
Total number of shareholders on record date	25747
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	2
Public:	33

Resolution No.	1									
Resolution required: (Ordinary/ Special)	ORDINARY - To receive, consider and adopt: a.The Audited Standalone Financial Statements for the financial year ended March 31, 2024 and the reports of the Directors' and Auditors' thereon; b.The Audited Consolidated Financial Statements for the financial year ended March 31, 2024 and the report of Auditors' thereon;									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	1,12,80,56,626	1,12,80,56,626	100.0000	1,12,80,56,626	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	<b>Total</b>		<b>1,12,80,56,626</b>	<b>100.0000</b>	<b>1,12,80,56,626</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0.0000</b>	<b>0</b>
Public- Institutions	E-Voting	21,850	0	0.0000	0	0	0.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	<b>Total</b>		<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>	<b>0.0000</b>	<b>0</b>
Public- Non Institutions	E-Voting	7,60,13,164	6,76,21,105	88.9597	6,75,58,475	62,630	99.9073	0.0926	0	0
	Poll		1	0.0000	1	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	<b>Total</b>		<b>6,76,21,106</b>	<b>88.9597</b>	<b>6,75,58,476</b>	<b>62,630</b>	<b>99.9074</b>	<b>0.0926</b>	<b>0.0000</b>	<b>0</b>
<b>Total</b>		<b>1,20,40,91,640</b>	<b>1,19,56,77,732</b>	<b>99.3012</b>	<b>1,19,56,15,102</b>	<b>62,630</b>	<b>99.9948</b>	<b>0.0052</b>	<b>0</b>	<b>0</b>



किशोर कुमार एस/ Kishor Kumar S  
 प्रबंधक (कंपनी सचिव) / Manager (Company Secretary)  
 एचएमटी लिमिटेड / HMT Limited  
 ५९, बेळारी रोड, बेंगलूर - ५६० ०३२  
 59, Bellary Road, Bangalore - 560 032

Resolution No.	2									
Resolution required: (Ordinary/ Special)	ORDINARY - To appoint a director in place of Ms. Arti Bhatnagar (DIN: 10065528), who retires by rotation and being eligible has offered herself for re-appointment.									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	1,12,80,56,626	1,12,80,56,626	100.0000	1,12,80,56,626	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	<b>Total</b>		<b>1,12,80,56,626</b>	<b>100.0000</b>	<b>1,12,80,56,626</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0.0000</b>	<b>0</b>
Public- Institutions	E-Voting	21,850	0	0.0000	0	0	0.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	<b>Total</b>		<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>	<b>0.0000</b>	<b>0</b>
Public- Non Institutions	E-Voting	7,60,13,164	6,76,21,105	88.9597	6,75,58,454	62,651	99.9073	0.0926	0	0
	Poll		1	0.0000	1	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	<b>Total</b>		<b>6,76,21,106</b>	<b>88.9597</b>	<b>6,75,58,455</b>	<b>62,651</b>	<b>99.9073</b>	<b>0.0927</b>	<b>0.0000</b>	<b>0</b>
<b>Total</b>	<b>1,20,40,91,640</b>	<b>1,19,56,77,732</b>	<b>99.3012</b>	<b>1,19,56,15,081</b>	<b>62,651</b>	<b>99.9948</b>	<b>0.0052</b>	<b>0</b>	<b>0</b>	

  
**किशोर कुमार एस / Kishor Kumar S**  
 प्रबंधक (कंपनी सचिव) / Manager (Company Secretary)  
 एचएमटी लिमिटेड / HMT Limited  
 ५९, बेल्लारी रोड, बेंगलूर - ५६० ०३२  
 59, Bellary Road, Bangalore - 560 032

Resolution No.	3									
Resolution required: (Ordinary/ Special)	ORDINARY - To authorize the Board of Directors to fix the remuneration of the Independent Auditors appointed by C&AG of India for the year 2024-25.									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	1,12,80,56,626	1,12,80,56,626	100.0000	1,12,80,56,626	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	<b>Total</b>		<b>1,12,80,56,626</b>	<b>100.0000</b>	<b>1,12,80,56,626</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0.0000</b>	<b>0</b>
Public- Institutions	E-Voting	21,850	0	0.0000	0	0	0.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	<b>Total</b>		<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>	<b>0.0000</b>	<b>0</b>
Public- Non Institutions	E-Voting	7,60,13,164	6,76,21,105	88.9597	6,75,58,475	62,630	99.9073	0.0926	0	0
	Poll		1	0.0000	1	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	<b>Total</b>		<b>6,76,21,106</b>	<b>88.9597</b>	<b>6,75,58,476</b>	<b>62,630</b>	<b>99.9074</b>	<b>0.0926</b>	<b>0.0926</b>	<b>0</b>
<b>Total</b>	<b>1,20,40,91,640</b>	<b>1,19,56,77,732</b>	<b>99.3012</b>	<b>1,19,56,15,102</b>	<b>62,630</b>	<b>99.9948</b>	<b>0.0052</b>	<b>0</b>	<b>0</b>	



किशोर कुमार एस/ Kishor Kumar S  
 प्रबंधक (कंपनी सचिव) / Manager (Company Secretary)  
 एचएमटी लिमिटेड / HMT Limited  
 ५९, बेल्हारी रोड, बेंगलूर - ५६० ०३२  
 59, Bellary Road, Bangalore - 560 032

Resolution No.	4									
Resolution required: (Ordinary/ Special)	ORDINARY - To consider and, if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution: "RESOLVED THAT pursuant to the provisions of section 152 and other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder and in terms of Ministry of Heavy Industries order dated 26th March 2024, Shri Rajesh Kohli (DIN: 10333951), be and is hereby appointed as Chairman & Managing Director (Additional Charge) of the Company, liable to retire by rotation and in terms and conditions as may be stipulated by the Government of India."									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	1,12,80,56,626	1,12,80,56,626	100.0000	1,12,80,56,626	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	<b>Total</b>		<b>1,12,80,56,626</b>	<b>100.0000</b>	<b>1,12,80,56,626</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0.0000</b>	<b>0</b>
Public- Institutions	E-Voting	21,850	0	0.0000	0	0	0.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	<b>Total</b>		<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>	<b>0.0000</b>	<b>0</b>
Public- Non Institutions	E-Voting	7,60,13,164	6,76,21,105	88.9597	6,75,58,475	62,630	99.9073	0.0926	0	0
	Poll		1	0.0000	1	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	<b>Total</b>		<b>6,76,21,106</b>	<b>88.9597</b>	<b>6,75,58,476</b>	<b>62,630</b>	<b>99.9074</b>	<b>0.0926</b>	<b>0</b>	<b>0</b>
<b>Total</b>	<b>1,20,40,91,640</b>	<b>1,19,56,77,732</b>	<b>99.3012</b>	<b>1,19,56,15,102</b>	<b>62,630</b>	<b>99.9948</b>	<b>0.0052</b>	<b>0</b>	<b>0</b>	

किशोर कुमार एस/ Kishor Kumar S  
 प्रबंधक (कंपनी सचिव) / Manager (Company Secretary)  
 एचएमटी लिमिटेड / HMT Limited  
 ५९, बेद्वारी रोड, बेंगलूर - ५६० ०३२  
 59, Bcllery Road, Bangalore - 560 032

Resolution No.	5									
Resolution required: (Ordinary/ Special)	ORDINARY - To consider and, if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution: "RESOLVED THAT pursuant to the provisions of section 152 and other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder and in terms of Ministry of Heavy Industries order dated 7th June 2024, Smt. Sameena Kohli (DIN: 10663362), be and is hereby appointed as Director (Finance) (Additional Charge) of the Company, liable to retire by rotation and in terms and conditions as may be stipulated by the Government of India."									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	1,12,80,56,626	1,12,80,56,626	100.0000	1,12,80,56,626	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	<b>Total</b>		<b>1,12,80,56,626</b>	<b>100.0000</b>	<b>1,12,80,56,626</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0.0000</b>	<b>0</b>
Public- Institutions	E-Voting	21,850	0	0.0000	0	0	0.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	<b>Total</b>		<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>	<b>0.0000</b>	<b>0</b>
Public- Non Institutions	E-Voting	7,60,13,164	6,76,21,105	88.9597	6,75,58,475	62,630	99.9073	0.0926	0	0
	Poll		1	0.0000	1	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	<b>Total</b>		<b>6,76,21,106</b>	<b>88.9597</b>	<b>6,75,58,476</b>	<b>62,630</b>	<b>99.9074</b>	<b>0.0926</b>	<b>0</b>	<b>0</b>
<b>Total</b>	<b>1,20,40,91,640</b>	<b>1,19,56,77,732</b>	<b>99.3012</b>	<b>1,19,56,15,102</b>	<b>62,630</b>	<b>99.9948</b>	<b>0.0052</b>	<b>0</b>	<b>0</b>	

  
**किशोर कुमार एस / Kishor Kumar S**  
 प्रबंधक (कंपनी सचिव) / Manager (Company Secretary)  
**एचएमटी लिमिटेड / HMT Limited**  
 ५९, बेल्लारी रोड, बेंगलूर - ५६० ०३२  
 59, Bellary Road, Bangalore - 560 032

Resolution No.	6									
Resolution required: (Ordinary/ Special)	ORDINARY - To consider and, if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution: "RESOLVED THAT pursuant to the provisions of section 152 and other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder and in terms of Ministry of Heavy Industries order dated 23rd July 2024, Dr. Renuka Mishra (DIN: 08635835), be and is hereby appointed as Government Nominee Director of the Company, liable to retire by rotation and in terms and conditions as may be stipulated by the Government of India."									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	1,12,80,56,626	1,12,80,56,626	100.0000	1,12,80,56,626	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	<b>Total</b>		<b>1,12,80,56,626</b>	<b>100.0000</b>	<b>1,12,80,56,626</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0.0000</b>	<b>0</b>
Public- Institutions	E-Voting	21,850	0	0.0000	0	0	0.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	<b>Total</b>		<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>	<b>0.0000</b>	<b>0</b>
Public- Non Institutions	E-Voting	7,60,13,164	6,76,21,105	88.9597	6,75,58,475	62,630	99.9073	0.0926	0	0
	Poll		1	0.0000	1	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	<b>Total</b>		<b>6,76,21,106</b>	<b>88.9597</b>	<b>6,75,58,476</b>	<b>62,630</b>	<b>99.9074</b>	<b>0.0926</b>	<b>0</b>	<b>0</b>
<b>Total</b>	<b>1,20,40,91,640</b>	<b>1,19,56,77,732</b>	<b>99.3012</b>	<b>1,19,56,15,102</b>	<b>62,630</b>	<b>99.9948</b>	<b>0.0052</b>	<b>0</b>	<b>0</b>	

  
**किशोर कुमार एस / Kishor Kumar S**  
 प्रबंधक (कंपनी सचिव) / Manager (Company Secretary)  
 एचएमटी लिमिटेड / HMT Limited  
 ५९, बेल्लारी रोड, बेंगलूर - ५६० ०३२  
 59, Bellary Road, Bangalore - 560 032





**Form No: MGT-13**

**Report of Scrutinizer**

**[Pursuant to Section 108 of the Companies Act, 2013 and Rule 21(2) of the Companies  
(Management and Administration) Rules, 2014]**

**The Chairman**

**H.M.T. LIMITED**

**CIN: L29230KA1953GOI000748**

**Registered & Corporate Office:**

**HMT Bhavan, 59 Bellary Road,**

**Bangalore - 560 032**

**Sub: 71<sup>st</sup> Annual General Meeting of the Equity Shareholders of H.M.T. LIMITED (CIN:  
L29230KA1953GOI000748) held on Friday, 22<sup>nd</sup> November 2024 at 11:00 A.M through  
Video Conferencing ('VC') or Other Audio Visual Means ('OAVM')**

Dear Sir,

I, D Venkateswarlu, Practicing Company Secretary, Bengaluru was appointed as the Scrutinizer pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for the purpose of scrutinizing:

- (i) the remote e-voting process under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- (ii) E-Voting process at the AGM.

The management of the Company is responsible to ensure compliance with the requirement of the Companies Act, 2013, Rules and circulars issued by MCA and SEBI relating to conducting of AGM through VC/OAVM and voting by electronic means for the resolutions contained in the Notice of the 71<sup>st</sup> Annual General Meeting of the Equity Shareholders of the Company. My responsibility as a Scrutinizer for the E-voting process is restricted to furnishing of Scrutinizer's Report of the votes cast "in favour" and/or "against" the resolution stated in the notice of the AGM, based on the report generated from the e-voting system provided by KFin Technologies Limited, the Agency Authorized under the Rules and engaged by the Company to provide remote e-voting facilities and e-voting facilities to vote at the AGM.





**I submit my report as under:**

1. The remote E-Voting period remained open from 19<sup>th</sup> November 2024 at 9.00 am to 21<sup>st</sup> November 2024 at 05.00 pm.
2. The Annual Report, the Notice of Annual General Meeting and the e-voting instructions slip were sent only by the electronic mode (e-mail) to those members whose email addresses were registered with the Company / Depository Participants / Depositories pursuant to Ministry Corporate Affairs (MCA) Circular Nos. 14/2020, 17/2020, 22/2020, 33/2020, 39/2020, 10/2021, 20/2021, 2/2022, 11/2022, 09/2023 and 09/2024 dated 8<sup>th</sup> April 2020, 13<sup>th</sup> April 2020, 15<sup>th</sup> June 2020, 28<sup>th</sup> September 2020, 31<sup>st</sup> December 2020, 23<sup>rd</sup> June 2021, 08<sup>th</sup> December 2021, 05<sup>th</sup> May 2022, 28<sup>th</sup> December 2022, 25<sup>th</sup> September 2023 and 19<sup>th</sup> September 2024 respectively and SEBI Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12<sup>th</sup> May 2020, SEBI/HO/CFD/CMD2/CIR/P/ 2021/11 dated 15<sup>th</sup> January 2021, SEBI/HO/CFD/CMD2/CIR/P/ 2022/62 dated 13<sup>th</sup> May 2022, SEBI/HO/CFD/PoD-2/P/CIR / 2023/4 dated 05<sup>th</sup> January 2023 and SEBI/HO/CFD/PoD-2/P/CIR / 2024/133 dated 03<sup>rd</sup> October 2024.
3. The voting rights were reckoned as on Friday, 15<sup>th</sup> November 2024 being the Cut-off date for the purpose of deciding the entitlements of members for the remote e-voting and voting at the AGM.
4. As per the information given by the Company / RTA the names of the shareholders who had voted by remote e-voting through the facility provided by KFin Technologies Limited had been blocked and only those members who were present at the AGM through VC and who had not voted on remote e-voting were allowed to cast their votes through e-voting system during the AGM.
5. The shareholders present at the AGM & who had not voted in remote e-voting were provided with e-voting facility by KFin Technologies Limited.
6. The votes cast through remote e-voting were unblocked on 21<sup>st</sup> November 2024 at 05.06 P.M. in the presence of two witnesses.
7. After the conclusion of the Annual General Meeting, the votes cast through e-voting during AGM were unblocked on 22<sup>nd</sup> November 2024, at 12.26 P.M. in the presence of two witnesses.





8. Based on the data provided by KFin Technologies Limited e-voting Agency, the total votes cast in favour or against all the resolutions proposed in the Notice of the AGM are as under:

Item No. in Notice of the AGM	Particulars of business	Votes in favor of the resolution			Votes against the resolution		
		No. of Members votes	No. of votes cast by them	% of No. of valid votes	No. of Members votes	No. of votes cast by them	% of No. of valid votes
<b>Ordinary Business:</b>  <b>Item No. 1</b> (Ordinary Resolution) To receive, consider and adopt a. The Audited Standalone Financial Statements for the financial year ended March 31, 2024 and the reports of the Directors' and Auditors' thereon;  b. The Audited Consolidated Financial Statements for the financial year ended March 31, 2024 and the report of Auditors' thereon	Remote E-voting	43	1195615101	99.9948	2	62630	0.0052
	E-Voting at AGM	1	1	0.00	0	0	0.00
	<b>Total</b>	<b>44</b>	<b>1195615102</b>	<b>99.9948</b>	<b>2</b>	<b>62630</b>	<b>0.0052</b>
	<b>Note: There are no invalid votes and no one abstained from voting</b>						
<b>Item No. 2</b> (Ordinary Resolution) To appoint a director in place of Ms. Arti Bhatnagar (DIN: 10065528), who retires by rotation and being eligible has offered herself for re-appointment.	Remote E-voting	42	1195615080	99.9948	3	62651	0.0052
	E-Voting at AGM	1	1	0.00	0	0	0.00
	<b>Total</b>	<b>43</b>	<b>1195615081</b>	<b>99.9948</b>	<b>3</b>	<b>62651</b>	<b>0.0052</b>
	<b>Note: There are no invalid votes and no one abstained from voting</b>						





Item No. in Notice of the AGM	Particulars of business	Votes in favor of the resolution			Votes against the resolution		
		No. of Members votes	No. of votes cast by them	% of No. of valid votes	No. of Members votes	No. of votes cast by them	% of No. of valid votes
<b>Item No. 3</b> (Ordinary Resolution) To authorize the Board of Directors to fix the remuneration of the Independent Auditors appointed by C&AG of India for the year 2024-25.	Remote E-voting	43	1195615101	99.9948	2	62630	0.0052
	E-Voting at AGM	1	1	0.00	0	0	0.00
	<b>Total</b>	<b>44</b>	<b>1195615102</b>	<b>99.9948</b>	<b>2</b>	<b>62630</b>	<b>0.0052</b>
	<b>Note: There are no invalid votes and no one abstained from voting</b>						
<b>Special Business:</b> <b>Item No. 4</b> (Ordinary Resolution) To consider and, if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution: “RESOLVED THAT pursuant to the provisions of section 152 and other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder and in terms of Ministry of Heavy Industries order dated 26th March 2024, Shri Rajesh Kohli (DIN: 10333951), be and is hereby appointed as Chairman & Managing Director (Additional Charge) of the Company, liable to retire by rotation and in terms and conditions as may be stipulated by the Government of India.”	Remote E-voting	43	1195615101	99.9948	2	62630	0.0052
	E-Voting at AGM	1	1	00.00	0	0	0.00
	<b>Total</b>	<b>44</b>	<b>1195615102</b>	<b>99.9948</b>	<b>2</b>	<b>62630</b>	<b>0.0052</b>
	<b>Note: There are no invalid votes and no one abstained from voting</b>						





Item No. in Notice of the AGM	Particulars of business	Votes in favor of the resolution			Votes against the resolution		
		No. of Members votes	No. of votes cast by them	% of No. of valid votes	No. of Members votes	No. of votes cast by them	% of No. of valid votes
<b>Item No. 5</b> (Ordinary Resolution) To consider and, if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:  “RESOLVED THAT pursuant to the provisions of section 152 and other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder and in terms of Ministry of Heavy Industries order dated 7th June 2024, Smt. Sameena Kohli (DIN: 10663362), be and is hereby appointed as Director (Finance) (Additional Charge) of the Company, liable to retire by rotation and in terms and conditions as may be stipulated by the Government of India.”	Remote E-voting	43	1195615101	99.9948	2	62630	0.0052
	E-Voting at AGM	1	1	00.00	0	0	0.00
	<b>Total</b>	<b>44</b>	<b>1195615102</b>	<b>99.9948</b>	<b>2</b>	<b>62630</b>	<b>0.0052</b>
<b>Note: There are no invalid votes and no one abstained from voting</b>							





Item No. in Notice of the AGM	Particulars of business	Votes in favor of the resolution			Votes against the resolution		
		No. of Members votes	No. of votes cast by them	% of No. of valid votes	No. of Members votes	No. of votes cast by them	% of No. of valid votes
<p><b>Item No. 6</b> (Ordinary Resolution) To consider and, if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:</p> <p>“RESOLVED THAT pursuant to the provisions of section 152 and other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder and in terms of Ministry of Heavy Industries order dated 23rd July 2024, Dr. Renuka Mishra (DIN: 08635835), be and is hereby appointed as Government Nominee Director of the Company, liable to retire by rotation and in terms and conditions as may be stipulated by the Government of India.”</p>	Remote E-voting	43	1195615101	99.9948	2	62630	0.0052
	E-Voting at AGM	1	1	0.00	0	0	0.00
	<b>Total</b>	<b>44</b>	<b>1195615102</b>	<b>99.9948</b>	<b>2</b>	<b>62630</b>	<b>0.0052</b>
<p><b>Note: There are no invalid votes and no one abstained from voting</b></p>							





**D VENKATESWARLU**  
Practicing Company Secretary

9. A list of Equity shareholders who voted “FOR”, “AGAINST” the resolutions (Both through Remote E-voting and E-voting at the AGM) has been handed over to the Company Secretary.

10. The electronic data and all other relevant records relating to the e-voting shall remain in our safe custody and shall be handed over to the Company Secretary for preserving safely after the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting.

11. All the resolutions mentioned in the Notice of the AGM as per the voting results as detailed above stands passed under remote e-voting and e-voting at the AGM with the requisite majority.

12. The Company may accordingly declare the result of the voting through remote e-voting and e-voting at the AGM to the respective authorities.

Thanking you

Yours faithfully

**D VENKATESWARLU**  
**Company Secretary**  
**FCS: 8554 CP NO: 7773**  
**UDIN: F008554F002611264**  
**P R No. 1617 / 2021**



**Date: 23<sup>rd</sup> November 2024**

**Place: Bangalore**