



13<sup>th</sup> July, 2024

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

**Subject: Submission of the Scrutinizer's Report and Voting Results of the 6<sup>th</sup> Annual General Meeting of the Equity Shareholders of the Company**

Dear Sir/Madam,

This is to inform you that pursuant to the provision of Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby submit the voting results of the 6<sup>th</sup> Annual General Meeting (AGM) of the Company held on Friday, 12<sup>th</sup> day of July, 2024 at 03:00 P.M. IST through Video Conferencing (VC) or Other Audio Visual Means (OAVM).

In this regard, please find enclosed herewith the following:

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

You are requested to take the above on record and disseminate the same on the website of the stock exchange.

Thanking you

Yours faithfully,

**For Sayaji Hotels (Pune) Limited**

**Kajal Jain**  
**Company Secretary and Compliance Officer**

**SAYAJI HOTELS (PUNE) LIMITED, CORPORATE OFFICE**

Address : C/o Amber Convention Centre , Bypass Rd ,Near Best Price,

Hare Krishna Vihar , Nipania, Indore (MP)-452010 | **Phone No.** +0731-475000 | **E-mail** [cs@shplpune.com](mailto:cs@shplpune.com)

**Regd.Office** : F1 C3 Sivavel Apartment 2 Alagappa Nagar, Zamin Pallavaram, Chennai, (TN)-600117

**CIN**:- L55204TN2018PLC122599 | **Phone No.** : 044-29871174

**Website** : [www.shplpune.com](http://www.shplpune.com)

**General information about company**

Scrip code	544090
NSE Symbol	NOTLISTED
MSEI Symbol	NOTLISTED
ISIN	INE07G501017
Name of the company	Sayaji Hotels (Pune) Limited
Type of meeting	AGM
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	12-07-2024
Start time of the meeting	03:00 PM
End time of the meeting	03:15 PM

**Scrutinizer Details**

Name of the Scrutinizer	Neelesh Gupta
Firms Name	Neelesh Gupta & Co.
Qualification	CS
Membership Number	6381
Date of Board Meeting in which appointed	29-05-2024
Date of Issuance of Report to the company	13-07-2024

<b>Voting results</b>	
Record date	05-07-2024
Total number of shareholders on record date	2821
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	0
b) Public	0
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	7
b) Public	25
No. of resolution passed in the meeting	8
Disclosure of notes on voting results	

Resolution(1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Adoption of Audited Financial Statements – Standalone				
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	2283395	1929145	84.4858	1929145	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	2283395	1929145	84.4858	1929145	0	100	0
Public- Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public- Non Institutions	E-Voting	763210	359529	47.1075	359529	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	763210	359529	47.1075	359529	0	100	0
Total		3046605	2288674	75.1221	2288674	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 Insitutions	
Public - Non Insitutions	

Resolution(2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Adoption of Audited Financial Statements – Consolidated				
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	2283395	1929145	84.4858	1929145	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		2283395	1929145	84.4858	1929145	0	100
Public- Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public- Non Institutions	E-Voting	763210	359529	47.1075	359529	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		763210	359529	47.1075	359529	0	100
Total		3046605	2288674	75.1221	2288674	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 Insitutions	
Public - Non Insitutions	



Resolution(3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Declaration of Dividend on Unlisted 10% Cumulative Redeemable Preference Shares of Rs. 100/- each				
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	2283395	1636425	71.6663	1636425	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	2283395	1636425	71.6663	1636425	0	100	0
Public- Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public- Non Institutions	E-Voting	763210	359529	47.1075	359529	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	763210	359529	47.1075	359529	0	100	0
Total		3046605	1995954	65.514	1995954	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 Insitutions	
Public - Non Insitutions	

Resolution(4)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To re-appoint M/s K.L. Vyas & Co., Chartered Accountants (Firm Registration. No. 003289C) as Statutory Auditors of the Company				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	2283395	1929145	84.4858	1929145	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	2283395	1929145	84.4858	1929145	0	100	0
Public- Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public- Non Institutions	E-Voting	763210	359529	47.1075	359529	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	763210	359529	47.1075	359529	0	100	0
Total		3046605	2288674	75.1221	2288674	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 Insitutions	
Public - Non Insitutions	

Resolution(5)								
Resolution required: (Ordinary / Special)			Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Description of resolution considered			To appoint a Director in place of Mr. Zuber Yusuf Dhanani (DIN: 08097604), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.					
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	2283395	1929145	84.4858	1929145	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		2283395	1929145	84.4858	1929145	0	100
Public- Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public- Non Institutions	E-Voting	763210	359529	47.1075	359529	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		763210	359529	47.1075	359529	0	100
Total		3046605	2288674	75.1221	2288674	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 Insitutions	
Public - Non Insitutions	

Resolution(6)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To Increase Foreign Investment Monitoring Limit				
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	2283395	1929145	84.4858	1929145	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		2283395	1929145	84.4858	1929145	0	100
Public- Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public- Non Institutions	E-Voting	763210	359529	47.1075	359529	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		763210	359529	47.1075	359529	0	100
Total		3046605	2288674	75.1221	2288674	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 Insitutions	
Public - Non Insitutions	



Resolution(7)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Redemption of fully paid-up Unlisted 10 % Cumulative Redeemable Preference Shares of INR. 100/ each pursuant to Section 55 of the Companies Act, 2013				
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	2283395	1636425	71.6663	1636425	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	2283395	1636425	71.6663	1636425	0	100	0
Public- Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public- Non Institutions	E-Voting	763210	359529	47.1075	359529	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	763210	359529	47.1075	359529	0	100	0
Total		3046605	1995954	65.514	1995954	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 Insitutions	
Public - Non Insitutions	

Resolution(8)								
Resolution required: (Ordinary / Special)			Special					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Description of resolution considered			Shifting of the Registered Office of the Company from Chennai in the State of TamilNadu to Vadodara in the State of Gujarat (within the jurisdiction of the Registrar of Companies, Ahmedabad) and consequential amendment in Memorandum of Association					
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	2283395	1929145	84.4858	1929145	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		2283395	1929145	84.4858	1929145	0	100
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public- Non Institutions	E-Voting	763210	359529	47.1075	359529	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		763210	359529	47.1075	359529	0	100
Total		3046605	2288674	75.1221	2288674	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 Insitutions	
Public - Non Insitutions	



*Neelesh Gupta & Co.*

**COMPANY SECRETARIES**

Date: 13.07.2024

To,

The Chairman of the 6<sup>th</sup> Annual General Meeting  
of the Equity Shareholder of the Sayaji Hotels (Pune) Limited  
Reg. Office: F1 C3 Sivavel Apartment 2 Alagappa Nagar,  
Zamin Pallavaram, Keelakattalai, Kanchipuram, Tambaram  
Chennai (Tamil Nadu) 600117

Dear Sir,

**Sub: Scrutinizers' Report on Remote E-Voting and E-Voting at the 6<sup>th</sup> Annual General Meeting of Sayaji Hotels (Pune) Limited held on Friday, 12<sup>th</sup> July, 2024.**

We thank you for appointing us as the Scrutinizer for remote e-voting process and e voting by your Members during the 6<sup>th</sup> Annual General Meeting of your Company held on Friday, 12<sup>th</sup> July, 2024 through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM").

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

Yours Faithfully

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

**NEELESH GUPTA**

**Proprietor**

**Mem No. FCS 6381**

**C. P. No.: 6846**

**UDIN: F006381F000733965**



**111, 1st Floor, Ratanmani Complex, 7/1, New Palasia, Indore (M.P.) 452 001  
Tel : 0731-4040060 Mobile : 98269-41425  
Email : neelehcs2004@yahoo.co.in**

## Report of Scrutinizer

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

Name of the Company	Sayaji Hotels (Pune) Limited
Meeting	6 <sup>th</sup> Annual General Meeting
Day, Date & Time	Friday, 12 <sup>th</sup> July, 2024 at 03:00 PM (IST)
Deemed Venue	Registered Office: F1 C3 Sivavel Apartment, 2 Alagappa Nagar, Zamin Pallavaram, Keelakattalai, Kanchipuram, Tambaram Chennai TN 600117 India
Mode	Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM")

#### 1. Appointment as Scrutinizer

I was appointed as the Scrutinizer for the remote e-voting for AGM & e-voting during AGM of **Sayaji Hotels (Pune) Limited** (hereinafter referred to as the Company) held on Friday, 12<sup>th</sup> July, 2024 at 03.00 P.M. held through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM"). Our responsibility as a Scrutinizer was to ensure that the voting process was conducted in a fair and transparent manner and submit a Scrutinizer's report on the voting on the resolutions based on the reports generated from the electronic voting system.

#### 2. Dispatch of Notice convening the Meeting

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

2.2 The Company hosted the notice of AGM on its website, website of the agency providing the platform for remote e-voting and e-voting during the AGM and also intimated the same to BSE Limited on 19<sup>th</sup> June, 2024.

2.3 The Company informed that on the basis of the Register of Members and the list of Beneficial Owners made available by M/s Link Intime India Pvt. Ltd, the Registrar and Share Transfer Agents ("RTA") of the Company and the depositories viz., Central Depository Services Limited ("CDSL") the Company completed dispatch of Notice of AGM on 19<sup>th</sup> June, 2024.



### **3. Cut-off date**

The Voting rights were reckoned as on 05<sup>th</sup> July, 2024 being the Cut-off date for the purpose of deciding the entitlements of members at the remote e-Voting and e-voting at the AGM.

### **4. Remote e-Voting**

#### **4.1 Agency**

The Company has appointed Central Depository Services Limited (CDSL) as the agency for providing the remote e-Voting platform for conducting 6<sup>th</sup> Annual General Meeting through VC or OAVM.

#### **4.2 Remote e-Voting Period**

Remote e-Voting platform was open from Monday, 08<sup>th</sup> July, 2024 (09.00 A.M.) to Thursday, 11<sup>th</sup> July, 2024 (05.00 P.M.) and members were required to cast their votes electronically conveying their assent or dissent in respect of the Resolutions, on the remote e-Voting platform provided by CDSL.

### **5. Voting at the AGM**

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

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

### **6. Counting Process**

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



## 7. Results

7.1 We observed that,

Total 32 members were present at AGM through Video Conferencing (VC) and

- a) 35 Member had cast their votes through Remote e-Voting.
- b) No Member had cast their votes through e-voting at the AGM.

7.2 The Consolidated Result with respect to each item on the agenda as set out in the Notice of the 06<sup>th</sup> AGM dated 29<sup>th</sup> May, 2024 is enclosed herewith.

7.3 Based on the aforesaid results, we report that 06 Ordinary Resolutions and 02 Special Resolutions as contained in Item No. 1 to Item No.8 of the Notice of the AGM dated 29<sup>th</sup> May, 2024 have been passed with the requisite majority.

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



**NEELESH GUPTA**

**Proprietor**

**Mem No. FCS 6381**

**C. P. No.: 6846**

**UDIN: F006381F000733965**





## CONSOLIDATED RESULTS

The Result of e-voting is as under: -

### Item No.1

#### Adoption of Audited Financial Statements-Standalone:

To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the year ended 31<sup>st</sup> March, 2024 together with the reports of the Board of Directors and Auditors thereon;

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

Particulars	Remote-Voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	35	2288674	00	00	35	2288674	100.00
Dissent	00	00	00	00	00	00	00.00
Invalid	00	00	00	00	00	00	00.00
Total	35	2288674	00	00	35	2288674	100.00

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

### Item No.2

#### Adoption of Audited Financial Statements-Consolidated:

To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the year ended 31<sup>st</sup> March, 2024 together with the reports of the Auditors thereon

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

Particulars	Remote-Voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	35	2288674	00	00	35	2288674	100.00
Dissent	00	00	00	00	00	00	00.00
Invalid	00	00	00	00	00	00	00.00
Total	35	2288674	00	00	35	2288674	100.00



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

### Item No.3

#### **Declaration of Dividend on Unlisted 10% Cumulative Redeemable Preference Shares of Rs. 100/- each:**

**“RESOLVED THAT** pursuant to Section 123, 88 of the Companies Act, 2013 read with relevant rules made their under consent of the members be and is hereby accorded for payment of dividend on 10% Cumulative Redeemable Preference Shares of the Company of Rs.100/- (Indian Rupees One Hundred only) each to all the preference shareholders whose names appear in the Register of Members as on the record date i.e. 21<sup>st</sup>June, 2024.

**“RESOLVED FURTHER THAT**a separate bank account be opened with the Axis Bank Limited at Vijay Nagar, Indore Branch for depositing the total amount of dividend and to make payment of dividend to the preference shareholders of the Company.

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

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

Particulars	Remote-Voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	34	1995954	00	00	34	1995954	100.00
Dissent	00	00	00	00	00	00	00.00
Invalid	00	00	00	00	00	00	00.00
<b>Total</b>	<b>34</b>	<b>1995954</b>	<b>00</b>	<b>00</b>	<b>34</b>	<b>1995954</b>	<b>100.00</b>

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



**Item No.4**

**To re-appoint M/s K.L. Vyas & Co., Chartered Accountants (Firm Registration. No. 003289C) as Statutory Auditors of the Company.**

“RESOLVED THAT pursuant to the provisions of Sections 139, 141 and 142 and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with the Companies (Audit and Auditors) Rules, 2014, as amended from time to time and pursuant to the recommendation of the Audit Committee and the Board of Directors of the Company M/s K.L. Vyas & Co., Chartered Accountants (Firm Registration. No. 003289C) be and is hereby re-appointed as Statutory Auditors of the Company for a second consecutive term of five (5) consecutive years, from the conclusion of this 06<sup>th</sup> Annual General Meeting till the conclusion of the 11<sup>th</sup>

AGM (AGM for the financial year 2028-29), at such remuneration plus applicable taxes and out of pocket expenses, as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors from time to time.

“RESOLVED FURTHER THAT any of the Director or Key Managerial Personnel of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

Particulars	Remote-Voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	35	2288674	00	00	35	2288674	100.00
Dissent	00	00	00	00	00	00	00.00
Invalid	00	00	00	00	00	00	00.00
Total	35	2288674	00	00	35	2288674	100.00

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

**Item No.5**

**To appoint a Director in place of Mr. Zuber Yusuf Dhanani (DIN: 08097604), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.**

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 and in accordance with the Articles of Association of the Company, Mr. Zuber Yusuf Dhanani (DIN: 08097604), who retires by rotation at this Annual General Meeting and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company.”



\*Mr. Zuber Yusuf Dhanani being interested shall not vote in this matter.

Particulars	Remote-Voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	35	2288674	00	00	35	2288674	100.00
Dissent	00	00	00	00	00	00	00.00
Invalid	00	00	00	00	00	00	00.00
<b>Total</b>	<b>35</b>	<b>2288674</b>	<b>00</b>	<b>00</b>	<b>35</b>	<b>2288674</b>	<b>100.00</b>

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

#### Item No.6

#### To Increase Foreign Investment Monitoring Limit:

**“RESOLVED THAT** pursuant to the applicable provisions of Foreign Exchange Management Act, 1999 (“FEMA”), the Consolidated FDI Policy Circular of 2017, the Companies Act, 2013 (“the Act”), and the rules and regulations made thereunder, as amended till date and subject to all applicable approvals, permissions and sanctions of the Reserve Bank of India (“RBI”), the Ministry of Finance, the Ministry of Corporate Affairs, Government of India and other concerned authorities and subject to such conditions as may be prescribed by any of the said concerned authorities while granting such approvals, permissions or sanctions which may be agreed to by the Board of Directors of the Company, the consent of the members of the Company be and is hereby accorded to increase the limit of investment by the Non-resident Indians (“NRI”) and Overseas Citizens of India (“OCI”), together, in the equity shares of face value of INR 10/- (Indian Rupees Ten Only) each of the Company, including, without limitation, by subscription in the initial public offering in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, or direct purchase or acquisition from the open market or otherwise, from 10% to 24% of the paid-up equity share capital of the Company, provided however that the shareholding of each NRI or OCI in the Company shall not exceed 5% or such other limit as may be stipulated by RBI in each case, from time to time.

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

Particulars	Remote-Voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	35	2288674	00	00	35	2288674	100.00
Dissent	00	00	00	00	00	00	00.00
Invalid	00	00	00	00	00	00	00.00
<b>Total</b>	<b>35</b>	<b>2288674</b>	<b>00</b>	<b>00</b>	<b>35</b>	<b>2288674</b>	<b>100.00</b>



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

**Item No.7**

**Redemption of fully paid-up Unlisted 10% Cumulative Redeemable Preference Shares of INR 100/- each pursuant to Section 55 of the Companies Act, 2013:**

“**RESOLVED THAT** pursuant to the provisions of Section 55 and other applicable provisions of the Companies Act, 2013 read with Rule 9 of the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) consent of the members of the Company be and is hereby accorded for redemption of Unlisted 8 (Eight) 10% fully paid-up Cumulative Redeemable Preference Shares of INR 100/- (Indian Rupees One Hundred Only) each at INR 100/- (Indian Rupees One Hundred only) each.

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

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

Particulars	Remote-Voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	34	1995954	00	00	34	1995954	100.00
Dissent	00	00	00	00	00	00	00.00
Invalid	00	00	00	00	00	00	00.00
<b>Total</b>	<b>34</b>	<b>1995954</b>	<b>00</b>	<b>00</b>	<b>34</b>	<b>1995954</b>	<b>100.00</b>

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

**Item No. 8**

**Shifting of the Registered Office of the Company from Chennai in the State of Tamil Nadu to Vadodara in the State of Gujarat (within the jurisdiction of the Registrar of Companies, Ahmedabad) and consequential amendment in Memorandum of Association**



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

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

**“II. The Registered Office of the Company will be situated in the State of Gujarat.”**  
**(within the jurisdiction of the Registrar of Companies, Ahmedabad)”**

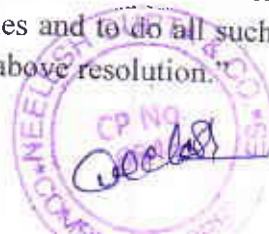
**“RESOLVED FURTHER THAT** the Board of Directors and Key Managerial Personnel of the Company be and is hereby authorized to file a petition before the Regional Director, Southern Region, Chennai, under Section 13 (4) and other applicable provisions; if any of the Companies Act, 2013, read with Rule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

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

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

**“RESOLVED FURTHER THAT** the Board of Directors and Key Managerial Personnel of the Company be and are hereby authorized to finalize the address of the Registered Office of the Company at Vadodara, the State of Gujrat, as they may deem consider appropriate.”

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



Particulars	Remote-Voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	35	2288674	00	00	35	2288674	100.00
Dissent	00	00	00	00	00	00	00.00
Invalid	00	00	00	00	00	00	00.00
<b>Total</b>	<b>35</b>	<b>2288674</b>	<b>00</b>	<b>00</b>	<b>35</b>	<b>2288674</b>	<b>100.00</b>

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

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

**NEELESH GUPTA**  
Proprietor  
Mem No. FCS 6381  
C. P. No.: 6846  
UDIN: F006381F000733965

