

September 27, 2024

National Stock Exchange of India Limited Exchange Plaza, C-1, Block G, Bandra- Kurla Complex, Bandra (E), Mumbai - 400 051 NSE Symbol: ZEEMEDIA	BSE Limited Phiroze Jeejeebhoy Towers Dalal Street, Mumbai- 400 001 BSE Scrip Code: 532794
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Kind Attn. : Corporate Relationship Department

Reference: Regulation 44(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015

Subject: Scrutinizer Report and Details of e-voting results of the 25th Annual General Meeting ('AGM')

Dear Sir/Madam,

In accordance with Regulation 44(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, please find enclosed the proceedings of the 25th AGM held on September 27, 2024, at 1130 Hrs (IST) through Video Conferencing / Other Audio-Visual Means and the details of Voting Results. The AGM was conducted in compliance with the General Circulars issued by the Ministry of Corporate Affairs and SEBI, as well as the relevant provisions of the Companies Act, 2013. The business(es) mentioned in the Notice dated August 7, 2024, convening the AGM were transacted at the said AGM.

Please also find enclosed the Consolidated Scrutinizer's report on the remote e-voting and e-voting at the AGM. The said results will also be available in the Investor Section on the website of the Company (*i.e.* www.zeemedia.in) and on the website of National Securities Depository Limited ('NSDL') (*i.e.* www.evoting.nsdl.com).

The AGM commenced at 1130 Hrs and concluded at 1155 Hrs (*excluding the time of e-voting at AGM*).

This is for your information and record.

Thanking you,

Yours faithfully,

For Zee Media Corporation Limited



Ranjit Srivastava
Company Secretary & Compliance Officer
Membership No. A18577
Contact Number: +91-120-715-3000

Encl. as above

Zee Media Corporation Limited

Corporate Office: FC-9, Sector-16A, Film City, Noida - 201301, UP, India | Phone: +91-120-7153000

Regd. Office: 135, Continental Building, 2nd Floor, Dr. Annie Besant Road, Worli, Mumbai-400018, Maharashtra, India | Phone: +91-22-71055001

Website: www.zeemedia.in | Email: zmcl@zeemedia.com | CIN: L92100MH1999PLC121506

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SUMMARY OF PROCEEDINGS OF THE 25th ANNUAL GENERAL MEETING OF THE COMPANY

The 25th Annual General Meeting (AGM) of the Company was held on Friday, September 27, 2024, at 1130 Hrs (IST) through Video Conferencing and Other Audio Visual Means. This meeting was conducted in compliance with the Companies Act, 2013, SEBI Listing Regulations, and relevant circulars from the Ministry of Corporate Affairs and SEBI.

Mr. Ranjit Srivastava, Company Secretary & Compliance Officer welcomed all the Shareholders, Board members, Auditors and Scrutinizer who joined the meeting through Video Conferencing remotely or from the corporate office of the Company and briefed them on certain points relating to the participation at the Meeting through Video Conferencing.

The Company Secretary informed the Members that the Company has taken all requisite steps to enable Members to participate through Video Conference and vote at the AGM. The Members were informed that the Company had provided the facility to cast the votes electronically, on all resolutions set forth in the Notice convening the AGM.

Members who had not casted their votes electronically earlier and who were participating in the meeting would be able to cast their votes during the meeting and 15 minutes after the meeting through the e-voting system provided by NSDL. The Company Secretary informed the Members that the necessary Registers and documents referred to in the Notice of the 25th AGM were available for inspection electronically on the website of the Company and also through the link of NSDL.

Thereafter, the Company Secretary introduced the Directors and Key Managerial Personnel, attending the AGM of the Company.

- Mr. Susanta Kumar Panda, Independent Director and Chairman of Board
- Mr. Raj Kumar Gupta, Independent Director and Chairman of Audit Committee and Nomination & Remuneration Committee
- Ms. Swetha Gopalan, Independent Woman Director
- Mr. Amitabh Kumar, Non-Executive Director and Chairman of the Stakeholder's Relationship Committee
- Mr. Surender Singh, Non-Executive Director and Chairman of the Corporate Social Responsibility Committee
- Mr. Purushottam Vaishnava, Non-Executive Director
- Mr. Dinesh Kumar Garg, Executive Director - Finance & Chief Financial Officer
- Mr. Karan Abhishek Singh, Chief Executive Officer

In terms of the applicable regulatory provisions, Mr. Susanta Kumar Panda, Chairman of the Board, Chaired the AGM. The requisite quorum being present through electronic means, the Chairman called the meeting to order. Total 44 Shareholders were present in the AGM through Video Conferencing. Mr. Panda addressed the members' *inter-alia* informing them about the business performance, outlook, etc. of the Company and Industry.

It was informed to the Members that the Statutory Auditors' Report and Secretarial Auditor's Report did not contain any qualifications, other reservations, adverse remarks or disclaimers and hence the Notice of the Meeting and the Auditors' Reports for the financial year ended March 31, 2024, were taken as read. Also, the Notice convening the AGM of the Company was taken as read with the permission of the members of the Company as the same was earlier circulated to the Members.

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On the invitation, Members who had registered themselves as speakers, addressed the Meeting through VC / OAVM. Queries raised by speaker shareholders was duly answered.

Thereafter, the Company Secretary explained the voting procedure, the Members were informed that the Company had provided Remote e-Voting facility to its Members as on the cut-off date of September 20, 2024 to enable them to cast their votes electronically. The Remote e-Voting facility was opened from Tuesday, September 24, 2024 at 0900 Hrs (IST) and ended on Thursday, September 26, 2024 at 1700 Hrs (IST). He also informed that voting by electronic means was also made available during the AGM to those Members who had not already voted by means of Remote e-Voting.

The members were further informed, that Mr. Jayant Gupta (Membership No. F7288), Company Secretary, proprietor of Jayant Gupta & Associates, has been appointed as scrutinizer to scrutinize the vote cast through the remote e-voting platform and electronic voting at the AGM and that the consolidated results of remote e-voting and voting at the AGM would be announced after the AGM and the Results along with the Scrutinizer's report would be uploaded on website of the Company and on the website of NSDL and the same shall also be intimated to the Stock Exchanges.

The Chairman thereafter thanked all the Members for their participation at the AGM and for their constructive suggestions and observations. The Chairman also informed the Members that proceedings of the present AGM finished at 1155 Hrs (IST) and that the e-voting platform shall remain open till 1210 Hrs (IST), post which the process of counting of votes shall be initiated, in terms of applicable provisions of law.



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Zee Media Corporation Limited								
Resolution Required : Ordinary			1 - To receive, consider and adopt the Annual Audited Financial Statements of the Company for the Financial Year ended March 31, 2024, together with the reports of the Board of Directors and Auditors thereon and the Annual Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2024.					
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	10114659	430284	4.2541	430284	0	100.0000	0.0000
	Poll		9684375	95.7459	9684375	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		10114659	100.0000	10114659	0	100.0000	0.0000
Public Institutions	E-Voting	49300276	40618376	82.3898	40618376	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		40618376	82.3898	40618376	0	100.0000	0.0000
Public Non Institutions	E-Voting	566013745	155262140	27.4308	155197341	64799	99.9583	0.0417
	Poll		8904175	1.5731	8904175	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		164166315	29.0039	164101516	64799	99.9605	0.0395
Total		625428680	214899350	34.3603	214834551	64799	99.9698	0.0302



Zee Media Corporation Limited								
Resolution Required : Ordinary			2 - To re-appoint Mr. Surender Singh (Director Identification Number: 08206770), as Director of the Company, liable to retire by rotation, and being eligible, offers himself 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
Promoter and Promoter Group	E-Voting	10114659	430284	4.2541	430284	0	100.0000	0.0000
	Poll		9684375	95.7459	9684375	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		10114659	100.0000	10114659	0	100.0000	0.0000
Public Institutions	E-Voting	49300276	40755210	82.6673	39685951	1069259	97.3764	2.6236
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		40755210	82.6673	39685951	1069259	97.3764	2.6236
Public Non Institutions	E-Voting	566013745	155252054	27.4290	155198813	53241	99.9657	0.0343
	Poll		8904175	1.5731	8904175	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		164156229	29.0021	164102988	53241	99.9676	0.0324
Total		625428680	215026098	34.3806	213903598	1122500	99.4780	0.5220



Zee Media Corporation Limited								
Resolution Required : Ordinary			3 - To ratify the Remuneration of Cost Auditors for the Financial Year 2024-25					
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	10114659	430284	4.2541	430284	0	100.0000	0.0000
	Poll		9684375	95.7459	9684375	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		10114659	100.0000	10114659	0	100.0000	0.0000
Public Institutions	E-Voting	49300276	40755210	82.6673	40755210	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		40755210	82.6673	40755210	0	100.0000	0.0000
Public Non Institutions	E-Voting	566013745	155261693	27.4307	155210251	51442	99.9669	0.0331
	Poll		8904175	1.5731	8904175	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		164165868	29.0038	164114426	51442	99.9687	0.0313
Total		625428680	215035737	34.3821	214984295	51442	99.9761	0.0239



Details of the Participation and Agenda items transacted at the Annual General Meeting of the Company held on September 27, 2024, are as follows:

Description	Particulars
Date of Annual General Meeting	September 27, 2024
Total number of Shareholders on record date (i.e the cut-off date for determining the Shareholders entitled to Remote E-Voting / E-Voting during AGM - September 20, 2024)	2,06,350
Total Number of Shareholders present in the meeting through Video Conferencing	
a) Promoters & Promoter Group	6
b) Public	38

Resolution No. 1	<u>Ordinary Resolution</u> : To receive, consider and adopt the Annual Audited Financial Statements of the company for the Financial year ended March 31, 2024, together with the reports of the Board of directors and Auditors thereon and the Annual Audited consolidated Financial Statements of the company for the Financial year ended March 31, 2024, together with the report of the Auditors thereon.
Type of Business	Ordinary Business of 25 th AGM
Mode of Voting	Remote E-voting and E-Voting

Resolution No. 2	<u>Ordinary Resolution</u> : To re-appoint Mr. Surender Singh (director identification Number: 08206770), as director of the company, liable to retire by rotation and being eligible, offers himself for re-appointment.
Type of Business	Ordinary Business of 25 th AGM
Mode of Voting	Remote E-voting and E-Voting

Resolution No. 3	<u>Ordinary Resolution</u> : To ratify the remuneration of cost Auditors for the Financial year 2024-25.
Type of Business	Special Business of 25 th AGM
Mode of Voting	Remote E-voting and E-Voting

Mr. Jayant Gupta, Company Secretary, proprietor of Jayant Gupta & Associates, who was appointed as the Scrutinizer has submitted his consolidated report on Remote E-voting and E-voting during the AGM dated September 27, 2024 to the Chairman of the AGM. Basis the consolidated report of the Scrutinizer dated September 27, 2024, below are the Voting results for all the resolutions forming part of the AGM notice:

S. No	Resolution Description	Type	Voting Result
1	To receive, consider and adopt the Annual Audited Financial Statements of the company for the Financial year ended March 31, 2024, together with the reports of the Board of directors and Auditors thereon and the Annual Audited consolidated Financial Statements of the company for the Financial year ended March 31, 2024, together with the report of the Auditors thereon.	Ordinary	Approved
2	To re-appoint Mr. Surender Singh (director identification Number: 08206770), as director of the company, liable to retire by rotation and being eligible, offers himself for re-appointment.	Ordinary	Approved

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3	To ratify the remuneration of cost Auditors for the Financial year 2024-25.	Ordinary	Approved
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Copy of the Scrutinizer's report along with requisite particulars of Remote E-voting and E-voting conducted during the AGM Results as per Regulation 44(3) of the SEBI Listing Regulations is enclosed herewith for your information and record.

Thanking you.

Yours Sincerely,

For Zee Media Corporation Limited


Ranjit Srivastava
Company Secretary & Compliance Officer
Membership No. A18577
Contact Number: +91-120-715-3000

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JAYANT GUPTA & ASSOCIATES

COMPANY SECRETARIES

SCRUTINIZER'S REPORT FOR E-VOTING OF ZEE MEDIA CORPORATION LIMITED
[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4) (xii) of the
Companies (Management and Administration) Rules, 2014]

To,

**The Chairman,
25th Annual General Meeting of the Equity Shareholders of
Zee Media Corporation Limited
{CIN: L92100MH1999PLC121506}**

**Sub: Consolidated Result of Voting conducted through Remote Electronic Voting
and Electronic Voting at the 25th Annual General Meeting of Zee Media
Corporation Limited held on Friday, September 27, 2024 at 11:30 A.M. (IST)
through video conferencing/other audio visual means**

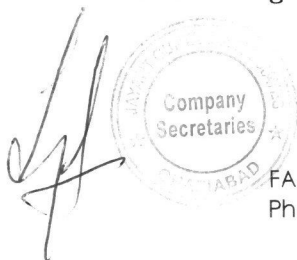
Dear Sir / Madam,

I, Jayant Gupta, Practicing Company Secretary having office at FA-156, Lajpat Nagar, Sahibabad, Ghaziabad – 201005, Uttar Pradesh, was appointed as a Scrutinizer by the Board of Directors of Zee Media Corporation Limited (the 'Company'), *vide* resolution passed in the Board Meeting held on August 07, 2024 for the purpose of scrutinizing the Remote E-Voting that commenced on Tuesday, September 24, 2024 at 9:00 A.M. (IST) and ended on Thursday, September 26, 2024 at 5:00 P.M. (IST) and E-voting at the 25th Annual General Meeting ('AGM') of Zee Media Corporation Limited held on Friday, September 27, 2024 at 11:30 A.M. (IST) through video conferencing ('VC')/other audio visual means ('OAVM'), as per the Notice dated August 07, 2024 calling the AGM of the Company.

The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to voting through electronic means by the shareholders on the Resolutions proposed in the Notice of the AGM of the Company is the responsibility of management. My responsibility as a scrutinizer is to ensure that the voting process, through remote e-voting and electronic voting at the virtual meeting, are conducted in a fair and transparent manner and render consolidated scrutinizer's report of the total votes cast "in favour or against", if any, to the Chairman on the Resolutions, based on the reports generated from the remote electronic voting system and electronic voting system of National Securities Depository Limited ('NSDL'), the authorised agency engaged by the Company.

Since this AGM was held through VC or OVAM in accordance with the MCA circulars, physical attendance of Members has been dispensed with. Accordingly, the facility of appointment of proxies by the members was dispensed with. The deemed venue of the AGM is the registered office of the Company.

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I hereby report as under:

1. The Company has through NSDL, the authorised agency engaged by the Company, dispatched the Notice calling the AGM of the Company for the Financial Year 2023-24, along with e-voting instructions to 196443 Shareholders, whose email addresses were registered with the Company/ Depository Participants / Depositories, by E-mail only on September 05, 2024 as per the records of the shareholders of the Company as on August 30, 2024, pursuant to the circulars issued by the Ministry of Corporate Affairs ("MCA") dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, December 14, 2021, May 5, 2022, December 28, 2022 and September 25, 2023 (collectively referred to as "MCA Circulars").
2. In terms of the requirement of Circular No. 20/2020 dated May 5, 2020, issued by the MCA, the Company has duly given a Public Notice by way of an advertisement in two newspapers viz. "Business Standard" (All Editions) and "Navshakti" (Mumbai Edition) on August 23, 2024, specifying that the AGM will be held through VC or OAVM facility and also specifying other requirements as enumerated in the aforementioned circular.
3. As prescribed in clause (v) of sub rule 4 of the rule 20 of the Companies (Management and Administration) Rules, 2014, the Company also released an advertisement, published in nation-wide edition of English Newspaper viz. 'Business Standard' and in Mumbai Edition of Marathi Newspaper viz. 'Navshakti' on September 06, 2024 regarding Notice calling the AGM of the Company and information pertaining to the E-voting.
4. As per the provisions of the Companies Act, 2013 read with Rule 20 of the Companies (Management & Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the Company had provided the facility of voting to 2,06,350 shareholders, holding fully paid up equity shares of the Company, to cast votes electronically upto September 26, 2024 through remote e-voting on NSDL platform and by means of E-voting at the 25th AGM through NSDL platform. The entitlement to voting by equity Shareholders was determined on the basis of fully paid up equity shareholding as on cut-off date *i.e.* Friday, September 20, 2024.
5. The Company provided the facility of electronic remote e-voting to the eligible shareholders of the Company from Tuesday, September 24, 2024 at 9:00 A.M. (IST) upto Thursday, September 26, 2024 at 5:00 P.M. (IST) through the platform of NSDL, by accessing through <https://www.evoting.nsdl.com>. NSDL has been engaged by the Company as the service provider for providing facility of e-voting to the shareholders of the Company.
6. At the 25th AGM of the Company held on September 27, 2024, E-voting was announced on all the resolutions as enumerated in the Notice calling the AGM, to facilitate the members present in the meeting, through VC/OAVM mode who could not record their votes through remote e-voting process earlier. NSDL was the service provider of the facility of voting to the shareholders through E-Voting. The Board of Directors of the Company had appointed me as Scrutinizer for the same as well. The NSDL e-voting platform was re-opened during the AGM and kept open fifteen minutes after the AGM proceedings for E-Voting by members.



7. Pursuant to Rule 20(xii) of the Companies (Management & Administration) Rules, 2014, the E-Voting on NSDL Website was unblocked on September 27, 2024, at 12:22 P.M. (IST) in the presence of two independent witnesses viz. Mr. Supreet Singh and Mr. Ashwani Sharma, who are associated with me and not in employment of the Company.
8. Based on the reports generated from the Remote E-Voting system provided by NSDL and E-voting conducted during the AGM through NSDL platform, I submit the consolidated results of Remote E-Voting and E-voting conducted during the AGM as under:

ORDINARY BUSINESSES

a. As an Ordinary Resolution- Item No.1

To receive, consider and adopt the Annual Audited Financial Statements of the Company for the Financial Year ended March 31, 2024, together with the reports of the Board of Directors and Auditors thereon and the Annual Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2024, together with the report of the Auditors thereon.

MODE	VALID BALLOTS	VALID VOTES	FAVOUR			AGAINST		
			BALLOTS	VOTES	VOTING %	BALLOTS	VOTES	VOTING %
E-Voting	396	214899350	372	214834551	99.97	24	64799	0.03

b. As an Ordinary Resolution- Item No.2

To re-appoint Mr. Surender Singh (Director Identification Number: 08206770), as Director of the Company, liable to retire by rotation, and being eligible, offers himself for re-appointment.

MODE	VALID BALLOTS	VALID VOTES	FAVOUR			AGAINST		
			BALLOTS	VOTES	VOTING %	BALLOTS	VOTES	VOTING %
E-Voting	393	215026098	353	213903598	99.48	40	1122500	0.52

SPECIAL BUSINESS

c. As an Ordinary Resolution- Item No.3

Ratification of remuneration of Cost Auditors for the financial year 2024-25

MODE	VALID BALLOTS	VALID VOTES	FAVOUR			AGAINST		
			BALLOTS	VOTES	VOTING %	BALLOTS	VOTES	VOTING %
E-Voting	394	215035737	362	214984295	99.98	32	51442	0.02



Based on the above, the Resolution Nos. 1 to 3 have been duly approved by the shareholders under remote e-voting and electronic voting at the AGM with the requisite majority. The results of the voting by members through remote e-voting and electronic voting at the AGM in the respect of above-mentioned resolutions may accordingly be declared by the Company.

I hereby confirm that I am maintaining the Registers in respect of the votes cast through Remote E-Voting and E-voting at AGM. I shall be arranging to hand over these records to Mr. Ranjit Srivastava, Company Secretary & Compliance Officer of the Company for safe keeping.

Thanking you,
Yours faithfully,

For Jayant Gupta & Associates


Jayant Gupta
Proprietor



Membership No. : F7288
PCS No. : 9738
PR No. : 759/2020
UDIN : F007288F001338717

Place : New Delhi
Date : September 27, 2024