

BHATIA COMMUNICATIONS & RETAIL (INDIA) LIMITED

CIN: L32109GJ2008PLC053336

Regd. Off: 132, Dr. Ambedkar Shopping Centre, Ring Road, Surat-395002

Website: [www.bhatiamobile.com](http://www.bhatiamobile.com), E mail: [info@bhatiamobile.com](mailto:info@bhatiamobile.com), Ph: 0261-2349892

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**BHATIA'S**  
The mobile one stop shop

Date: 07/09/2022

To,

**BSE LIMITED**

Phiroze Jeejeebhoy Towers,

Dalal Street,

Mumbai- 400 001.

Scrip ID/ Code : BHATIA /540956

Subject : Voting Results of 14<sup>th</sup> Annual General Meeting of the Company held on September 05, 2022

Reference No. : Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Pursuant to Regulation 44(3) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, please find enclosed herewith Voting Results of the businesses transacted at the 14<sup>th</sup> Annual General Meeting of the Members of Bhatia Communications & Retail (India) Limited held on Monday, the 05<sup>th</sup> day of September, 2022 at 11:00 a.m. at Shop No. 203, Ground Floor, Bhatia Complex, Nr. Sosyo Circle Bamroli Road, Surat - 394210

Further, Pursuant to the provisions of the Section 108 of the Companies Act, 2013 and Rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014, Report of the Scrutinizer dated September 06, 2022 is also enclosed herewith.

We further wish to inform you that based on the Scrutinizer's Report, all the resolutions set out in the notice of the AGM have been duly approved by the shareholders with requisite majority.

You are requested to kindly take the same on record.

Yours Faithfully,

Thanking You.

**For Bhatia Communications & Retail (India) Limited**

**Sanjeev Harbanslal Bhatia**

**Managing Director**

**DIN: 02063671**

Place: Surat

Encl: Voting Result  
Scrutinizer Report

## Voting Results

Pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

BHATIA COMMUNICATIONS & RETAIL (INDIA) LIMITED | 14<sup>th</sup> Annual General Meeting |  
September 05, 2022

Date of AGM	September 05, 2022
Book Closure Date	30 <sup>th</sup> August, 2022 to 05 <sup>th</sup> September, 2022
Total Number of Shareholders as on cut off date: (29 <sup>th</sup> August, 2022, cut-off date for E-voting)	10136
Number of shareholders present in meeting either in person or through proxy:	
Promoters & Promoter Group	6
Public	31
Number of shareholders attended the meeting through Video Conferencing	
Promoters & Promoter Group	<b>No video conferencing facility was made available to the shareholders.</b>
Public	

### Agenda-wise

Given below is the agenda wise combined result of Remote E-voting and E-Voting at the meeting.

### ORDINARY BUSINESS

#### Resolution No. 1:

**TO RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED ON 31<sup>ST</sup> MARCH, 2022, TOGETHER WITH THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS' THEREON. (Ordinary Resolution)**

Promoter/ Public	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstandin g 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 & Promoter Group	E-voting	92176400	49552000	53.76%	49552000	0	100%	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		49552000	53.76%	49552000	0	100%	0
Public - Institution	E-voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public - Non Institution	E-voting	32975600	1508739	4.58%	1507729	1010	99.93%	0.07%
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		1508739	4.58%	1507729	1010	99.93%	0.07%
Total		125152000	51060739	40.80%	51059729	1010	99.99%	0.01%

Details of Invalid votes	
Category	No. of Votes
Promoter & Promoter Group	42624400
Public Institutions	0
Public non-institutions	329785

This Resolution is passed as an Ordinary Resolution.

**Resolution No. 2:**

**TO APPOINT A DIRECTOR IN PLACE OF MRS. KAMLESHKUMARI HARBANSLAL BHATIA, DIRECTOR (DIN: 02066517), DIRECTOR, LIABLE TO RETIRE BY ROTATION IN TERMS OF SECTION 152(6) OF THE COMPANIES ACT, 2013 AND WHO BEING ELIGIBLE SEEKS RE-APPOINTMENT IN THE COMPANY. (Ordinary Resolution)**

Promoter/ Public	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 & Promoter Group	E-voting	92176400	0	0	0	0	0	0
	Poll		0	0	0	0	0	
	Postal Ballot		0	0	0	0	0	
	Total		0	0	0	0	0	
Public - Institution	E-voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	
	Postal Ballot		0	0	0	0	0	
	Total		0	0	0	0	0	
Public - Non Institution	E-voting	32975600	1408729	4.27%	1407729	1000	99.93%	0.07%
	Poll		0	0	0	0	0	
	Postal Ballot		0	0	0	0	0	
	Total		1408729	4.27%	1407729	1000	99.93%	0.07%
Total		125152000	1408729	1.13%	1407729	1000	99.93%	0.07%

Details of Invalid votes	
Category	No. of Votes
Promoter & Promoter Group	0
Public Institutions	0
Public non-institutions	329785

This Resolution is passed as an Ordinary Resolution.

## **SPECIAL BUSINESS**

### **Resolution No. 3:**

**RE-APPOINTMENT OF MR. SANJEEV HARBANSLAL BHATIA (DIN: 02063671), AS THE MANAGING DIRECTOR OF THE COMPANY FOR A FURTHER PERIOD OF 5 (FIVE) YEARS (Special Resolution)**

Promoter/ Public	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 & Promoter Group	E-voting	92176400	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public - Institution	E-voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public - Non Institution	E-voting	32975600	1408729	4.27%	1408729	0	100%	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		1408729	4.27%	1408729	0	100%	0
Total		125152000	1408729	1.13%	1408729	0	100%	0

<b>Details of Invalid votes</b>	
<b>Category</b>	<b>No. of Votes</b>
Promoter & Promoter Group	0
Public Institutions	0
Public non-institutions	329785

This Resolution is passed as a Special Resolution.

**Resolution No. 4:****RE-APPOINTMENT OF MR. NIKHIL HARBANSLAL BHATIA (DIN: 02063706), AS THE WHOLE TIME DIRECTOR OF THE COMPANY FORA FURTHER PERIOD OF 5 (FIVE) YEARS (Special Resolution)**

Promoter/ Public	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 & Promoter Group	E-voting	92176400	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		92176400	0	0	0	0	0
Public - Institution	E-voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public - Non Institution	E-voting	32975600	1408729	4.27%	1408729	0	100%	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		32975600	1408729	4.27%	1408729	0	100%
Total		125152000	1408729	1.13%	1408729	0	100%	0

Details of Invalid votes	
Category	No. of Votes
Promoter & Promoter Group	0
Public Institutions	0
Public non-institutions	329785

This Resolution is passed as a Special Resolution.

**Resolution No. 5:****RE-APPOINTMENT OF MRS. RASHMI KAPIL ARORA (DIN: 07584412), AS THE INDEPENDENT DIRECTOR OF THE COMPANY FOR A FURTHER PERIOD OF 5 (FIVE) YEARS. (Special Resolution)**

Promoter/ Public	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 & Promoter Group	E-voting	92176400	49552000	53.76%	49552000	0	100%	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		49552000	53.76%	49552000	0	100%	0
Public - Institution	E-voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public - Non Institution	E-voting	32975600	1508729	4.57%	1508729	0	100%	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		1508729	4.57%	1508729	0	100%	0
Total		125152000	51060729	40.80%	51060729	0	100%	0

<b>Details of Invalid votes</b>	
<b>Category</b>	<b>No. of Votes</b>
Promoter & Promoter Group	42624400
Public Institutions	0
Public non-institutions	9785

This Resolution is passed as a Special Resolution.

**Resolution No. 6:****RE-APPOINTMENT OF MR. RACHIT NARESH NARANG (DIN: 08044845), AS THE INDEPENDENT DIRECTOR OF THE COMPANY FORA FURTHER PERIOD OF 5 (FIVE) YEARS (Special Resolution)**

Promoter/ Public	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 & Promoter Group	E-voting	92176400	49552000	53.76%	49552000	0	100%	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		49552000	53.76%	49552000	0	100%	0
Public - Institution	E-voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public - Non Institution	E-voting	32975600	1508729	4.57%	1507729	1000	99.93%	0.07%
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		1508729	4.57%	1507729	1000	99.93%	0.07%
Total		125152000	51060729	40.80%	51059729	1000	99.99%	0.01%

<b>Details of Invalid votes</b>	
<b>Category</b>	<b>No. of Votes</b>
Promoter & Promoter Group	42624400
Public Institutions	0
Public non-institutions	329785

This Resolution is passed as a Special Resolution.

**Resolution No. 7:****RE-APPOINTMENT OF MR. ARPIT ARUNKUMAR JAIN (DIN: 08044841), AS THE INDEPENDENT DIRECTOR OF THE COMPANY FORA FURTHER PERIOD OF 5 (FIVE) YEARS (Special Resolution)**

Promoter/ Public	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 & Promoter Group	E-voting	92176400	49552000	53.76%	49552000	0	100%	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		49552000	53.76%	49552000	0	100%	0
Public - Institution	E-voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public - Non Institution	E-voting	32975600	1508729	4.57%	1507729	1000	99.93%	0.07%
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		1508729	4.57%	1507729	1000	99.93%	0.07%
Total		125152000	51060729	40.80%	51059729	1000	99.99%	0.01%

<b>Details of Invalid votes</b>	
<b>Category</b>	<b>No. of Votes</b>
Promoter & Promoter Group	42624400
Public Institutions	0
Public non-institutions	329785

This Resolution is passed as a Special Resolution.



**Resolution No. 8:****APPROVAL OF MATERIAL RELATED PARTY TRANSACTION(S) (Special Resolution)**

Promoter/ Public	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 & Promoter Group	E-voting	92176400	0	0	0	0	0	0
	Poll		0	0	0	0	0	
	Postal Ballot		0	0	0	0	0	
	Total		0	0	0	0	0	
Public - Institution	E-voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	
	Postal Ballot		0	0	0	0	0	
	Total		0	0	0	0	0	
Public - Non Institution	E-voting	32975600	1408729	4.27%	1408729	0	100%	0
	Poll		0	0	0	0	0	
	Postal Ballot		0	0	0	0	0	
	Total		1408729	4.27%	1408729	0	100%	0
Total		125152000	1408729	1.13%	1408729	0	100%	0

Details of Invalid votes	
Category	No. of Votes
Promoter & Promoter Group	0
Public Institutions	0
Public non-institutions	329785

This Resolution is passed as a Special Resolution.

For **Bhatia Communications & Retail (India) Limited**

**Sanjeev Harbanslal Bhatia**  
**Managing Director**  
**DIN: 02063671**

Place: Surat



**RANJIT KEJRIWAL**

Company Secretaries & Registered Valuer (SFA)

**SCRUTINIZER'S REPORT**

[Pursuant to section 108 of the Companies Act, 2013  
And Rule 20(4)(xii) and Rule 21 of the Companies (Management and Administration)  
Rules, 2014]

To  
The Chairman  
of 14<sup>th</sup> Annual General Meeting of the members of  
**BHATIA COMMUNICATIONS & RETAIL (INDIA) LIMITED**  
CIN: L32109GJ2008PLC053336  
held on 05<sup>th</sup> September, 2022  
at Shop No. 203, Ground Floor, Bhatia  
Complex, Nr. Sosyo Circle Bamroli Road,  
Surat. 394210 at 11.00 a.m.

**Dear Sir**

**Sub.: Scrutinizer's report on E voting/ Polling Paper**

1. I, Ranjit Binod Kejriwal, a Company Secretary in practice, have been appointed as a scrutinizer by the Board of Directors of Bhatia Communications & Retail (India) Limited for the purpose of scrutinizing the remote e-voting along with the Polling Paper and ascertaining the requisite majority on remote e-voting / Ballot process carried out as per Section 108 of the Companies Act, 2013 read with Rule 20(4)(xii) and Rule 21 of the Companies (Management and Administration) Rules, 2014 (Rules) on the resolution contained in the Notice to the 14<sup>th</sup> Annual General Meeting (AGM) of the members of the company, held at 11.00 a.m. at Shop No. 203, Ground Floor, Bhatia Complex, Nr. Sosyo Circle Bamroli Road, Surat. 394210 on Monday 05<sup>th</sup> September, 2022.
2. At the 14<sup>th</sup> AGM of the Company held on 05<sup>th</sup> September, 2022, the Company has also provided facility for voting by Polling paper to the members attending the meeting, who have not already cast their vote by remote e-voting. The chairman of the AGM has appointed me as the Scrutinizer for the same.
3. The management of the company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means and on the resolutions contained in the Notice to the 14<sup>th</sup> AGM of the members of the Company, My responsibility as a scrutinizer for the e-voting process at the AGM is restricted to make a Scrutinizer's Report of the votes cast "in Favour" or "against" the resolutions stated above, based on the reports generated from the e-voting system provided by National Securities Depository Limited (NSDL), the authorised agency to provide e-voting facilities.

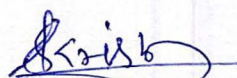


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4. Further to the above, I submit my reports as under:
- The e-voting period was from 02<sup>nd</sup> September, 2022 at 09.00 a.m. to 04<sup>th</sup> September, 2022 at 5.00 p.m.
  - The members of the Company as on the “cut-off” date i.e. 29<sup>th</sup> August, 2022 were entitled to vote on the resolutions (item No. 01 to 08 as set out in the notice of the 14<sup>th</sup> AGM of the Company).
  - The votes cast were unblocked on 05<sup>th</sup> September, 2022 at 01.47 p.m. in the presence of 2 (Two) witnesses namely **Mr. Pioush Tiwari** and **Mr. Krishnavtar Gupta** who are not in the employment of the Company. They have signed below in the confirmation of the votes being unblocked in their presence.



Name: **Mr. Pioush Tiwari**



Name: **Mr. Krishnavtar Gupta**

- Thereafter the details containing inter alia, list of Equity Share Holders, who voted “for” / “against” each of the resolutions that were put to vote, were generated from the evoting website of National Securities Depository Limited (NSDL) i.e. <https://www.evoting.nsdl.com/>.
- The combined result of remote e-voting and voting through polling paper is as under:

#### RESOLUTION NO. 1:

**TO RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2022, TOGETHER WITH THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS' THEREON:**

“**RESOLVED THAT** the Audited Balance Sheet, Profit and loss account and Cash Flow Statement for the year ended 31st March, 2022 along with the Auditors report and Director’s Report, be and are hereby considered, Adopted and Approved.”

Mode	Members Voted	Total Shares	Favour		Against		Invalid	
			Members	Votes	Members	Votes	Members	Votes
Electronic	38	51060739	36	51059729	2	1010	0	0
At AGM	6	42954185	0	0	0	0	6	42954185
<b>Total</b>	<b>44</b>	<b>94014924</b>	<b>36</b>	<b>51059729</b>	<b>2</b>	<b>1010</b>	<b>6</b>	<b>42954185</b>

This resolution is passed with requisite majority as an ordinary resolution.

#### RESOLUTION NO. 2:

**TO APPOINT A DIRECTOR IN PLACE OF MRS. KAMLESHKUMARI HARBANSLAL BHATIA, DIRECTOR (DIN: 02066517), DIRECTOR, LIABLE TO RETIRE BY ROTATION IN TERMS OF SECTION 152(6) OF THE COMPANIES ACT, 2013 AND WHO BEING ELIGIBLE SEEKS RE-APPOINTMENT IN THE COMPANY:**



“**RESOLVED THAT** in accordance with the provision of Section 152 (6) and all other applicable provisions, if any, of the Companies Act, 2013, Mrs. Kamleshkumari Harbanslal Bhatia, Director (DIN: 02066517), who retires by rotation at this annual general meeting, be and is hereby reappointed as director of the Company, liable to retire by rotation.”

Mode	Members Voted	Total Shares	Favour		Against		Invalid	
			Members	Votes	Members	Votes	Members	Votes
Electronic	30	1408729	29	1407729	1	1000	0	0
At AGM	5	329785	0	0	0	0	5	329785
<b>Total</b>	<b>35</b>	<b>1738514</b>	<b>29</b>	<b>1407729</b>	<b>1</b>	<b>1000</b>	<b>5</b>	<b>329785</b>

This resolution is passed with requisite majority as an ordinary resolution.

**RESOLUTION NO. 3:**

**RE-APPOINTMENT OF MR. SANJEEV HARBANSLAL BHATIA (DIN: 02063671), AS THE MANAGING DIRECTOR OF THE COMPANY FOR A FURTHER PERIOD OF 5 (FIVE) YEARS**

“**RESOLVED THAT** in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (Including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to such consents and permissions, as may be required, the approval of the Members of the Company be and is hereby accorded for the proposed re-appointment of Mr. Sanjeev Harbanslal Bhatia (DIN: 02063671), as the Managing Director of the Company, for a further period of 5 (Five) years commencing from 05th January, 2023 to 04th January, 2028, on such terms and conditions as set out in the Explanatory Statement annexed hereto, with Liberty to the Board of Directors to vary, amend or revise the remuneration within the maximum ceiling specified under the Act and as may be Approved by the Board of Directors.

**RESOLVED FURTHER THAT** the Board of Directors or a duly constituted Committee or any Director of the Company be and is hereby authorised to take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Mode	Members Voted	Total Shares	Favour		Against		Invalid	
			Members	Votes	Members	Votes	Members	Votes
Electronic	30	1408729	30	1408729	0	0	0	0
At AGM	5	329785	0	0	0	0	5	329785
<b>Total</b>	<b>35</b>	<b>1738514</b>	<b>30</b>	<b>1408729</b>	<b>0</b>	<b>0</b>	<b>5</b>	<b>329785</b>

This resolution is passed with requisite majority as a special resolution.



**RESOLUTION NO. 4:**

**RE-APPOINTMENT OF MR. NIKHIL HARBANSLAL BHATIA (DIN: 02063706), AS THE WHOLE-TIME DIRECTOR OF THE COMPANY FORA FURTHER PERIOD OF 5 (FIVE) YEARS.**

“**RESOLVED THAT** in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (Including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to such consents and permissions, as may be required, the approval of the Members of the Company be and is hereby accorded for the proposed re-appointment of Mr. Nikhil Harbanslal Bhatia (DIN: 02063706), as the Whole time Director of the Company, for a further period of 5 (Five) years commencing from 05th January, 2023 to 04th January, 2028, on such terms and conditions as set out in the Explanatory Statement annexed hereto, with Liberty to the Board of Directors to vary, amend or revise the remuneration within the maximum ceiling specified under the Act and as may be Approved by the Board of Directors.

**RESOLVED FURTHER THAT** the Board of Directors or a duly constituted Committee or any Director of the Company be and is hereby authorised to take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Mode	Members Voted	Total Shares	Favour		Against		Invalid	
			Members	Votes	Members	Votes	Members	Votes
Electronic	30	1408729	30	1408729	0	0	0	0
At AGM	5	329785	0	0	0	0	5	329785
<b>Total</b>	<b>35</b>	<b>1738514</b>	<b>30</b>	<b>1408729</b>	<b>0</b>	<b>0</b>	<b>5</b>	<b>329785</b>

This resolution is passed with requisite majority as a special resolution.

**RESOLUTION NO. 5:**

**RE-APPOINTMENT OF MRS. RASHMI KAPIL ARORA (DIN: 07584412), AS THE INDEPENDENT DIRECTOR OF THE COMPANY FOR A FURTHER PERIOD OF 5 (FIVE) YEARS.**

“**RESOLVED THAT** pursuant to the provisions of Section 149 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 (‘the Act’) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015,, the approval of the Members of the Company be and is hereby accorded for the proposed re-appointment of Mrs. Rashmi Kapil Arora (DIN: 07584412), Independent Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 for a further period of 5 (Five) years commencing from 05th January, 2023 to 04th January, 2028, and whose office shall not be liable to retire by rotation.”



**“RESOLVED FURTHER THAT** Board of Directors of the company be and is hereby authorized to do all such acts, deeds and things as may be required to give effect to the above resolution.”

Mode	Members Voted	Total Shares	Favour		Against		Invalid	
			Members	Votes	Members	Votes	Members	Votes
Electronic	37	51060729	37	51060729	0	0	0	0
At AGM	5	42634185	0	0	0	0	5	42634185
<b>Total</b>	<b>42</b>	<b>93694914</b>	<b>37</b>	<b>51060729</b>	<b>0</b>	<b>0</b>	<b>5</b>	<b>42634185</b>

This resolution is passed with requisite majority as a special resolution.

**RESOLUTION NO. 6:**

**RE-APPOINTMENT OF MR. RACHIT NARESH NARANG (DIN: 08044845), AS THE INDEPENDENT DIRECTOR OF THE COMPANY FOR A FURTHER PERIOD OF 5 (FIVE) YEARS.**

**“RESOLVED THAT** pursuant to the provisions of Section 149 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 (‘the Act’) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force)and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015,, the approval of the Members of the Company be and is hereby accorded for the proposed re-appointment of Mr. Rachit Naresh Narang (DIN: 08044845), Independent Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 for a further period of 5 (Five) years commencing from 05th January, 2023 to 04th January, 2028, and whose office shall not be liable to retire by rotation.”

**“RESOLVED FURTHER THAT** Board of Directors of the company be and is hereby authorized to do all such acts, deeds and things as may be required to give effect to the above resolution.”

Mode	Members Voted	Total Shares	Favour		Against		Invalid	
			Members	Votes	Members	Votes	Members	Votes
Electronic	37	51060729	36	51059729	1	1000	0	0
At AGM	6	42954185	0	0	0	0	6	42954185
<b>Total</b>	<b>43</b>	<b>94014914</b>	<b>36</b>	<b>51059729</b>	<b>1</b>	<b>1000</b>	<b>6</b>	<b>42954185</b>

This resolution is passed with requisite majority as a special resolution.

**RESOLUTION NO. 7:**

**RE-APPOINTMENT OF MR. ARPIT ARUNKUMAR JAIN (DIN: 08044841), AS THE INDEPENDENT DIRECTOR OF THE COMPANY FOR A FURTHER PERIOD OF 5 (FIVE) YEARS.**



“**RESOLVED THAT** pursuant to the provisions of Section 149 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 (‘the Act’) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015,, the approval of the Members of the Company be and is hereby accorded for the proposed re-appointment of Mr. Arpit Arunkumar Jain (DIN: 08044841), Independent Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 for a further period of 5 (Five) years commencing from 05th January, 2023 to 04th January, 2028, and whose office shall not be liable to retire by rotation.”

“**RESOLVED FURTHER THAT** Board of Directors of the company be and is hereby authorized to do all such acts, deeds and things as may be required to give effect to the above resolution.”

Mode	Members Voted	Total Shares	Favour		Against		Invalid	
			Members	Votes	Members	Votes	Members	Votes
Electronic	37	51060729	36	51059729	1	1000	0	0
At AGM	6	42954185	0	0	0	0	6	42954185
<b>Total</b>	<b>43</b>	<b>94014914</b>	<b>36</b>	<b>51059729</b>	<b>1</b>	<b>1000</b>	<b>6</b>	<b>42954185</b>

This resolution is passed with requisite majority as a special resolution.

#### **RESOLUTION NO. 8:**

##### **Approval of Material Related Party Transaction(s).**

“**RESOLVED THAT** pursuant to the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, (“SEBI Listing Regulations”), the applicable provisions of the Companies Act, 2013 (“Act”) read with Rules made there under, other applicable laws/statutory provisions, if any, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force), the Company’s Policy on Related Party Transactions, and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and basis the approval and recommendation of the Audit Committee and the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded to the Company to enter/continue to enter into Material Related Party Transaction(s)/ Contract(s)/ Arrangement(s)/ Agreement(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) with entities falling within the definition of ‘Related Party’ under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, in the course of the business on such material terms and conditions as detailed in the explanatory statement to this Resolution and as may be mutually agreed between related parties and the Company, for each of the financial years (FY), such that the maximum value of the Related Party Transactions with such parties, in aggregate, does not exceed value as specified under each category for each financial year, provided that the said contract(s)/arrangement(s)/ transaction(s) shall be carried out in the ordinary course of business of the Company and in respect of transactions with related parties under Section 2(76) of the Act, are at arm’s length basis.



**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as 'Board' which term shall be deemed to include the Audit Committee of the Company and any duly constituted/to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as maybe required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the Members and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

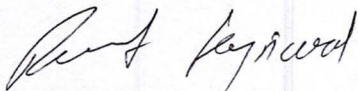
**RESOLVED FURTHER THAT** all actions taken by the Board in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects."

Mode	Members Voted	Total Shares	Favour		Against		Invalid	
			Members	Votes	Members	Votes	Members	Votes
Electronic	30	1408729	30	1408729	0	0	0	0
At AGM	5	329785	0	0	0	0	5	329785
<b>Total</b>	<b>35</b>	<b>1738514</b>	<b>30</b>	<b>1408729</b>	<b>0</b>	<b>0</b>	<b>5</b>	<b>329785</b>

This resolution is passed with requisite majority as a special resolution.

**6 Ballot Forms have been received by us.**

Thanking You,  
Yours faithfully,



**Ranjit Binod Kejriwal**  
Practicing Company Secretary  
Membership No. 6116  
CP No. 5985



Place: Surat  
Date:06/09/2022

UDIN: F006116D000929654