

To,
The Department of Corporate services
BSE Ltd.
First Floor, P.J. Towers,
Dalal Street, Mumbai- 400001

Script Code: 539522

Sub: Voting Results and Scrutinizer Report

Dear Sir/Madam,

The 38th Annual General Meeting (AGM) of **Grovy India Limited** (herein after referred as “**the Company**”) was held on Friday, 29th September, 2023 through Video Conferencing (VC)/Other Audio Visual Means (OA VM), in this regard, please find attached herewith following:

1. Voting Results of the Annual General Meeting in compliance with Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 annexed as Annexure-A.
2. Consolidated Scrutinizer Report on remote e-voting prior and during the AGM and venue voting is annexed as Annexure-B

This is for your information and further dissemination.

Thanking you

For Grovy India Limited

Manisha
Company Secretary and Compliance Officer

Date: 30.09.2023

Place: New Delhi

VOTING PATTERN OF AGM
[Pursuant to Regulation 44 of SEBI (Listing Obligation and Disclosure Requirement)
Regulation, 2015]

Date of the Annual General Meeting	29.09.2023
Total Number of Shareholders on Record Date	598
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group Public	NA
No. of Shareholders attended the meeting through Video Conferencing: Promoters and Promoter Group Public	11 (Eleven Only) 05 (Five Only) 06 (Six)

DETAILS OF THE VOTING HELD THROUGH REMOTE AND VENUE IN RESPECT OF ANNUAL GENERAL MEETING OF GROVY INDIA LIMITED HELD ON 29.09.2023

- Adoption of Financial Statements of the Company for the year ended 31st March, 2023 including Balance Sheet as at 31st March, 2023 and the Statement of Profit & Loss, Reports of the Board of Directors and Auditors thereon.

Resolution Required			Ordinary Resolution					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
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 in - 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	2419829	2419829	100%	2419829	0	100	0
	Poll		0	0	0	0	0	0
	Total		2419829	2419829	100%	2419829	0	100%
Public Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public Non Institutions	E-Voting	914239	260892	28.5365%	260865	27	99.9897%	0.0103%
	Poll		0	0	0	0	0	0
	Total		914239	260892	28.5365%	260865	27	99.9897%
Total		3334068	2680721	80.4039%	2680694	27	99.9990%	0.0010%

The resolution was passed with requisite votes

2. To declare final dividend on Equity Shares @ 1% i.e. Rs. 0.1/- (Ten Paisa) per share for the Financial Year ended 31st March, 2023.

Resolution Required			Ordinary Resolution					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
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 in - 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	2419829	2419829	100%	2419829	0	100	0
	Poll		0	0	0	0	0	0
	Total	2419829	2419829	100%	2419829	0	100%	0
Public Institutions	E-Voting	0	0	0	0	0	0	0
	Poll	0	0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public Non Institutions	E-Voting	914239	260892	28.5365%	260865	27	99.9897%	0.0103%
	Poll		0	0	0	0	0	0
	Total	914239	260892	28.5365%	260865	27	99.9897%	0.0103%
Total		3334068	2680721	80.4039%	2680694	27	99.9990%	0.0010%

The resolution was passed with requisite votes

3. To Appoint a Director in place of Mr. Prakash Chand Jalan (DIN: 00475545), who retires by rotation and, being eligible, offers himself for re-appointment

Resolution Required			Ordinary Resolution					
Whether promoter/promoter group are interested in the agenda/resolution?			Yes					
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 in - 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	2419829	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Total		2419829	0	0	0	0	0
Public Institutions	E-Voting	0	0	0	0	0	0	0
	Poll	0	0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public Non Institutions	E-Voting	914239	260892	28.53%	260865	27	99.9897%	0.0103%
	Poll		0	0	0	0	0	0
	Total		914239	260892	28.5365%	260865	27	99.9897%
Total		3334068	260892	7.8250%	260865	27	99.9897%	0.0103%

The above resolution was passed unanimously

4. Revision in remuneration of Whole-Time Director of Mr. Nishit Jalan (DIN 02964239) designated as Chief Executive Officer of the Company

Resolution Required			Special Resolution					
Whether promoter/promoter group are interested in the agenda/resolution?			Yes					
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 in - 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	2419829	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Total	2419829	0	0	0	0	0	0
Public Institutions	E-Voting	0	0	0	0	0	0	0
	Poll	0	0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public Non Institutions	E-Voting	914239	260892	28.53%	260865	27	99.9897%	0.0103%
	Poll		0	0	0	0	0	0
	Total	914239	260892	28.5365%	260865	27	99.9897%	0.0103%
Total		3334068	260892	7.8250%	260865	27	99.9897%	0.0103%

The above resolution was passed unanimously.

5. Alteration of the Objects Clause of the Memorandum of Association of the Company

Resolution Required			Special Resolution					
Whether promoter/promoter group are interested in the agenda/resolution?			Yes					
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 in - 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	2419829	2419829	100%	2419829	0	100	0
	Poll		0	0	0	0	0	0
	Total		2419829	2419829	100%	2419829	0	100%
Public Institutions	E-Voting	0	0	0	0	0	0	0
	Poll	0	0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public Non Institutions	E-Voting	914239	260892	28.5365%	260865	27	99.9897%	0.0103%
	Poll		0	0	0	0	0	0
	Total		914239	260892	28.5365%	260865	27	99.9897%
Total		3334068	2680721	80.4039%	2680694	27	99.9990%	0.0010%

The above resolution was passed unanimously.

6. Alteration of the Articles of Association (“AOA”) of the Company

Resolution Required			Special Resolution					
Whether promoter/promoter group are interested in the agenda/resolution?			Yes					
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 in - 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	2419829	2419829	100%	2419829	0	100	0
	Poll		0	0	0	0	0	0
	Total		2419829	2419829	100%	2419829	0	100%
Public Institutions	E-Voting	0	0	0	0	0	0	0
	Poll	0	0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public Non Institutions	E-Voting	914239	260892	28.53%	260865	27	99.99%	0.01%
	Poll		0	0	0	0	0	0
	Total		914239	260892	28.53%	260865	27	99.99%
Total		3334068	2680721	80.40%	2680694	27	99.99%	0.001%

The above resolution was passed unanimously.

For Grovy India Limited

Manisha
Company Secretary and Compliance Officer
Membership Number: A62613

Date: 30.09.2023

Place: New Delhi



Narender & Associates

(Company Secretaries)

P-115, 2nd Floor, Sector-11,
Noida- 201301; Mobile: +91-8800841264;
Email: thakurnarender01@gmail.com

CONSOLIDATED SCRUTINIZER'S REPORT

To

The Chairman

Grovv India Limited

122, Vinobapuri, Lajpat Nagar Part II, New Delhi- 110024

Dear Sir,

Ref: **Annual General Meeting**

Sub: **Consolidated Scrutinizer's Report on e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Rules, 2015 for the 38th Annual General Meeting GROVY INDIA LIMITED held on Friday, the 29th Day of September, 2023 at 12:30 P.M. through video conferencing ('VC')/other audio-visual means ('OAVM')**

I, Narender Thakur, Proprietor of Narender & Associates, Company Secretaries, appointed as the Scrutinizer by the Board of Directors of Grovvy India Limited pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and as per the MCA General Circular No. 14/ 2020 dated April 8, 2020, Circular No.17 /2020 dated April 13, 2020 and Circular No. 20/2020 dated May 5, 2020, Circular No. 2/2021 dated January 13, 2021 and SEBI Circular No. SEBI/HO/CFD/ CMDI/CIR/P /2020/79 dated May 12, 2020 and SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021 read with SEBI Circular No. SEBI/HO/CFD/CMDI/CIR/P/2020/79 dated 12th May, 2020 for the resolutions proposed at the 38th Annual General Meeting of the members of Grovvy India Limited held on Friday, 29th September, 2023 at 12:30 p.m. IST through Video Conferencing/ Other Audio Visual Means ("VC/OAVM") in order to ascertain requisite majority on voting conducted through remote e-voting process (before and during the AGM).





Narender & Associates

(Company Secretaries)

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Management Responsibility

The management of the Company is responsible to ensure compliance with the requirement of the relevant provision of (i) the Companies Act, 2013 and Rules made thereunder and (ii) the SEBI (Listing obligation & Disclosure Requirements) Regulations 2015 (LODR), related to the poll voting including voting by remote e-voting

Scrutinizer's Responsibility

My responsibility as scrutinizer for e-voting process is restricted to making a Scrutinizer's Report of the votes cast "in Favor" or "against" by the members in respect of the resolutions contained the Notice.

I submit my report as under

1. The Company had provided the e-voting facility through Central Depository Services (India) Limited website <https://www.evotingindia.com> for conducting remote e voting prior to AGM and conducting e-voting during the AGM by the members of the Company. The Company had uploaded the AGM Notice containing all the items of businesses to be transacted on the website of the Company.
2. The Company had also provided e-voting facility for the members to vote during AGM who were present in the meeting through VC/OAVM and had not casted their votes on the proposed resolution through remote e-voting facility, to cast their vote at the AGM.
3. The AGM Notice sent to the members along with the Annual Report of the company (electronically through email) contained the detailed procedure to be followed by the members who were desirous of casting their votes electronically as provided under Rule 20 of the Companies (Management and Administration) Rules, 2014 read with amendments made thereto.
4. The members of the Company holding shares as on the "cut-off" date of 22nd Day of September, 2023 were entitled to vote on the proposed resolutions as contained in the Notice of the AGM by remote e-voting system prior to AGM and e-voting system during the AGM.





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5. The remote e-voting commenced from 26th September, 2023 (09.00 a.m.) and concluded on 28th September, 2023 (5.00 p.m.). Accordingly, the electronic votes cast were taken into account and at the end of voting period the remote e-voting portal was blocked for e-voting.
6. Thereafter, the e-voting summary of the votes cast by the members through remote e-voting process before the 38th AGM and through e-voting process during the 38th AGM on the agenda items contained in the AGM Notice was generated from the electronic voting system provided by Central Depository Services (India) Limited.
7. After the conclusion of the e-voting at the 38th AGM, the votes casted by the members present through VC/OVAM at the 38th AGM and through remote e-voting facility were there after unblocked.
8. The consolidated result of the remote e-voting and e-voting at AGM is as under:

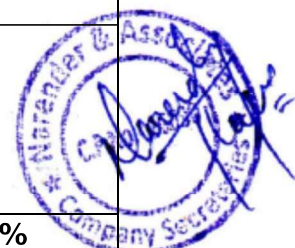
ORDINARY BUSINESS

Item No. 1 (Ordinary Resolution)

Adoption of Financial Statements of the Company for the year ended 31st March, 2023 including Balance Sheet as at 31st March, 2023 and the Statement of Profit and Loss, Reports of the Board of Directors and Auditors thereon.

(a) Votes in Favor of Resolution

Mode of Voting	Number of members voted	Number of votes cast	% of total number of valid votes cast
Number of Members voted through remote e-voting	48	2680694	100.00%
Number of Members voted through venue e-voting during AGM	-	-	-
Total	48	2680694	100.00%





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(b) Votes against the Resolution

Mode of Voting	Number of members voted	Number of votes cast	% of total number of valid votes cast
Number of Members voted through remote e-voting	11	27	0
Number of Members voted through venue e-voting during AGM	-	-	-
Total	11	27	0

(c) Invalid/ Abstained Votes

Mode of Voting	Number of members whose votes were invalid/Abstained	Number of shares held by them
Number of Members voted through remote e-voting	-	-

Item No. 2 (Ordinary Resolution)

To declare final dividend on Equity Shares @ 1% i.e. Rs. 0.1/- (Ten Paisa) per share for the Financial Year ended 31st March, 2023

(a) Votes in Favor of Resolution

Mode of Voting	Number of members voted	Number of votes cast	% of total number of valid votes cast
Number of Members voted through remote e-voting	48	2680694	100.00%
Number of Members	-	-	-





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voted through venue e-voting during AGM			
Total	48	2680694	100.00%

(b) Votes against the Resolution

Mode of Voting	Number of members voted	Number of votes cast	% of total number of valid votes cast
Number of Members voted through remote e-voting	11	27	0
Number of Members voted through venue e-voting during AGM	-	-	-
Total	11	27	0

(c) Invalid/ Abstained Votes

Mode of Voting	Number of members whose votes were invalid/Abstained	Number of shares held by them
Number of Members voted through remote e-voting	-	-

Item No. 3 (Ordinary Resolution)

To Appoint Mr. Prakash Chand Jalan (DIN: 00475545) as Director, who retires by rotation and, being eligible, offers himself for re-appointment





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(a) Votes in Favor of Resolution

Mode of Voting	Number of members voted	Number of votes cast	% of total number of valid votes cast
Number of Members voted through remote e-voting	43	260865	100.00%
Number of Members voted through venue e-voting during AGM	-	-	-
Total	43	260865	100.00%

(b) Votes against the Resolution

Mode of Voting	Number of members voted	Number of votes cast	% of total number of valid votes cast
Number of Members voted through remote e-voting	11	27	0
Number of Members voted through venue e-voting during AGM	-	-	-
Total	11	27	0

(c) Invalid/ Abstained Votes





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Mode of Voting	Number of members whose votes were invalid/Abstained	Number of shares held by them
Number of Members voted through remote e-voting	5	2419829

SPECIAL BUSINESS

Item No. 4 (Special Resolution)

Revision in remuneration of Mr. Nishit Jalan (DIN 02964239) designated as Whole- Time Director and Chief Executive Officer of the Company.

(a) Votes in Favor of Resolution

Mode of Voting	Number of members voted	Number of votes cast	% of total number of valid votes cast
Number of Members voted through remote e-voting	43	260865	100.00%
Number of Members voted through venue e-voting during AGM	-	-	-
Total	43	260865	100.00%

(b) Votes against the Resolution

Mode of Voting	Number of members voted	Number of votes cast	% of total number of valid votes cast
Number of Members voted through remote e-voting	11	27	0
Number of Members	-	-	-





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voted through venue e-voting during AGM			
Total	11	27	0

(c) Invalid/ Abstained Votes

Mode of Voting	Number of members whose votes were invalid/Abstained	Number of shares held by them
Number of Members voted through remote e-voting	5	2419829

Item No. 5 (Special Resolution)

Alteration of the Objects Clause of the Memorandum of Association of the Company.

(a) Votes in Favor of Resolution

Mode of Voting	Number of members voted	Number of votes cast	% of total number of valid votes cast
Number of Members voted through remote e-voting	48	2680694	100.00%
Number of Members voted through venue e-voting during AGM	-	-	-
Total	48	2680694	100.00%





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(b) Votes against the Resolution

Mode of Voting	Number of members voted	Number of votes cast	% of total number of valid votes cast
Number of Members voted through remote e-voting	11	27	0
Number of Members voted through venue e-voting during AGM	-	-	-
Total	11	27	0

(c) Invalid/ Abstained Votes

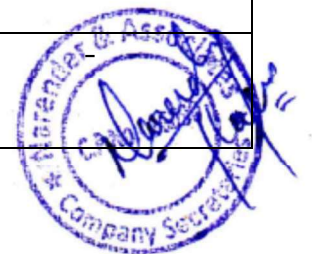
Mode of Voting	Number of members whose votes were invalid/Abstained	Number of shares held by them
Number of Members voted through remote e-voting	-	-

Item No. 6 (Special Resolution)

Alteration of the Articles of Association (“AOA”) of the Company.

(a) Votes in Favor of Resolution

Mode of Voting	Number of members voted	Number of votes cast	% of total number of valid votes cast
Number of Members voted through remote e-voting	48	2680694	100.00%
Number of Members voted through	-	-	





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venue e-voting during AGM			
Total	48	2680694	100.00%

(b) Votes against the Resolution

Mode of Voting	Number of members voted	Number of votes cast	% of total number of valid votes cast
Number of Members voted through remote e-voting	11	27	0
Number of Members voted through venue e-voting during AGM	-	-	-
Total	11	27	0

(c) Invalid/ Abstained Votes

Mode of Voting	Number of members whose votes were invalid/Abstained	Number of shares held by them
Number of Members voted through remote e-voting	-	-

Based on the forgoing, the Resolutions No. 1 to 6 are deemed to have been passed with the requisite majority of the date of AGM i.e. 29th September, 2023

Thanking You

**For Narender & Associates
Company Secretaries**

**Narender Thakur
Proprietor**

C.P No.: 16690

UDIN: A043952E001147001



Date: 30-09-2023

Place: Noida