

# ORACLE CREDIT LIMITED

(CIN L65910DL1991PL0043281)

Regd. Office: Flat No. B-502, 5th Floor, B-wing, Statesman House 148, Barakhamba Road,  
Connaught Place, New Delhi New Delhi - 110001

Corp. Office: 6th Floor- 609, C/66, G block, B & C wing one BKC, Opposite Bank of Baroda,  
Bandra(E) Mumbai 400051 MHIN

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Contact No. : 09320084168

Dated: 04<sup>th</sup> April, 2022

To  
The Manager -Listing  
BSE Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai - 400001

**Company Symbol: ORACLECR**  
**Scrip Code: 539598**  
**ISIN: INE727C01016**

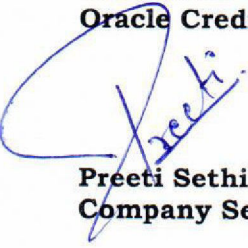
Dear Sir/Madam,

**Subject: Minutes of the Resolutions passed by way of Postal Ballot through remote e-voting process**

We are enclosing copy of the minutes of resolutions passed by way of postal ballot through remote e-voting process on March 13, 2022. The results of postal ballot were announced vide our letter dated March 14, 2022.

This is for your information and records.

**For and on behalf of  
Oracle Credit Limited**

  
**Preeti Sethi  
Company Secretary**

**Encl: As above**

## **ORACLE CREDIT LIMITED**

### **MINUTES OF THE RESOLUTIONS PASSED BY WAY OF POSTAL BALLOT BY REMOTE E-VOTING PROCESS BY MEMBERS OF THE COMPANY ON MARCH 13, 2022, RESULTS OF WHICH WERE DECLARED ON MARCH 14, 2022**

At its meeting held on February 5, 2022, the Board of Directors (“**Board**”) of the Company approved the proposal to conduct a Postal Ballot pursuant to section 110 of the Companies Act 2013 and Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, read with the General Circular No. 14/2020 dated April 8, 2020, the General Circular No. 17/2020 dated April 13, 2020, the General Circular No. 22/2020 dated June 15, 2020, the General Circular No. 33/2020 dated September 28, 2020, and the General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021 and General Circular No. 20/2021 dated December 8, 2021 issued by the Ministry of Corporate Affairs (“**MCA Circulars**”) to seek approval of the Members for the following Ordinary and special resolutions:

1. To Increase in Authorised Share Capital of the Company up to INR 10 Crores;
2. To Approve the appointment of Mr. Aditya Vikram Kanoria (DIN: 07002410) as Managing Director of the company;
3. To Approve the appointment of Ms. Shubhangi Agarwal (DIN: 08135535) as Independent Director of the company;
4. To Approve the appointment of Mr. Sulabh Jain (DIN: 07739598) as Independent Director of the company;
5. To Increase the Borrowing Limit of the company up to INR 200 Crores;
6. To Approve the prior approval regarding raising of funds through secured/unsecured loan with an option to conversion into equity shares up to the limit of INR 200 Crores;
7. Appointment of M/s. Kapish Jain & Associates (FRN-022743N) as statutory auditors of the company to fill the causal vacancy;
8. To adoption of new set of Memorandum of Association as per the provisions of the companies act, 2013;
9. To adoption of new set of Articles of Association as per the provisions of the companies act, 2013;
10. To approve shifting of registered office of the company from the state of NCT of Delhi to the state of Maharashtra (Mumbai).

The Board appointed Mr. Vikas Kumar Verma (FCS No. 9192 & C.P. No: 10786), Practicing Company Secretary, Delhi, as the scrutinizer (the “Scrutinizer”) for conducting the postal ballot process through remote e-voting in a fair and transparent manner. The Scrutinizer is willing to be appointed and be available for the purpose of ascertaining the requisite majority.

The Remote e-voting facility to members was provided through Beetal Financial & Computer

Services Pvt. Ltd., the Registrar and Transfer Agent. The remote e-voting period commences from 9.00 a.m. (IST) on Saturday, February 12, 2022 and ends at 5.00 p.m. (IST) on Sunday, March 13, 2022. A newspaper advertisement as required under the Companies Act, 2013 was published in “**Financial Express**” for **English Language national daily wide circulation** and “**Jansatta**” newspaper in **Hindi (Regional) language** newspapers on 12<sup>th</sup> February, 2022.

The Scrutinizer submitted his report on postal ballot by remote e-voting process to the Chairman of the Company on March 14, 2022. Summary of the Scrutinizer’s Report is as under:

Pursuant to Section 108 and Section 110 of the Companies Act, 2013 (“Act”) read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (“Rules”), as amended from time to time, read with the General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No.22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021 and General Circular No. 20/2021 dated December 8, 2021 issued by the Ministry of Corporate Affairs (“MCA”) (hereinafter collectively referred to as “MCA Circulars”)

1. In terms of Section 108 and Section 110 of Companies Act, 2013 read with rules and SEBI Listing Regulations, 2015, the Company had made arrangement with Central Depository Services (India) Limited (“CDSL”) for providing facility of voting through electronic means (“Remote e-voting”) to its members.
2. Due to outbreak of Covid-19 pandemic, physical ballots were not dispatched to shareholders, accordingly, the communication of the assent and dissent of the members had taken place through remote e-voting process only.
3. As per Rule 22 (3) Companies (Management & Administration) Rules, 2014 the Company published an advertisement on 12th February, 2022 about the dispatch of Postal Ballot Notice in “Financial Express” (English Newspaper) and “Jansatta” (Hindi Newspaper).
4. The members of the Company whose name were recorded in the Register of Members or in the Register of Beneficial owners maintained for it by the depositories (in case of share held in dematerialized form) as on the cut-off date i.e., 04 February, 2022 were entitled to avail the Remote e-voting facility, in respect of resolution set out in the Postal Ballot Notice.
5. In terms of Postal Ballot notice the E-voting commenced on 12<sup>th</sup> February, 2022 (09:00 A.M. IST) and ended on 13<sup>th</sup> March, 2022 (05:00 P.M. IST).
6. All votes cast through e-voting during the abovementioned period, were considered for scrutiny and at the end of Remote e-voting period, the remote e-voting facility was blocked by Central Depository Services (India) Limited (CDSL).
7. The votes casted through remote e-voting facility were thereafter unblocked in the presence of two witnesses who were not in the employment of the Company.
8. We, have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the Central Depository Services India Limited (“CDSL”) e-voting system. After the time fixed for closing of the e-voting i.e., 5:00 P.M. on 13<sup>th</sup> March, 2022, an electronic report of the e-voting was generated by me by accessing the data available from the website <https://www.evotingindia.com/> of CDSL. Based on such reports generated by CDSL and relied upon by me, data regarding the e-votes was scrutinized on test check basis.
9. The votes cast through remote e-voting were scrutinized by me for verification of votes cast in favour and against the resolution.

10. The particulars of Voting and other requisite details have been entered in a separate register maintained for the purpose.

11. The Result of the scrutiny of the above postal ballot voting through electronic means in respect of passing of the resolutions contained in postal Ballot Notice, is as under:

Based on the analysis of valid votes, the Scrutinizer submitted his report dated March 14, 2022, to the Chairman of the Company. Based on the report, the special resolutions set out in the postal ballot notice dated February 5, 2022, have been passed with requisite majority.

The details of voting on the Ordinary Resolutions and Special Resolutions as per the Scrutinizer's report are as under:

**ITEM NO. 1: INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY UP TO INR 10 CRORES (ORDINARY RESOLUTION)**

**“RESOLVED THAT** pursuant to the provisions of Section 13, 61 & 64 or all other applicable provisions, read with applicable Rules made there under (including amendments or re-enactment thereof), consent of shareholders of the Company be and is hereby accorded to alter and increase the Authorized Share Capital of the Company from existing INR 7,00,00,000/- ( Indian Rupees Seven Crore Only) divided into 70,00,000 (Seventy Lakh) Equity Shares of INR 10/- (Rupees Ten Only) each to INR 10,00,00,000/- (Indian Rupees Ten Crore Only) divided into 1,00,00,000 (One Crore) Equity Shares of INR 10/- (Rupees Ten Only) each by inserting 30,00,000 (Thirty Lakh) Equity Shares.

**“RESOLVED FURTHER THAT** the existing Clause V of the Memorandum of Association of the Company be and is hereby substituted by following new Clause:

*“V. The Authorized Share capital of the Company is INR 10,00,00,000/- (Indian Rupees Ten Crore Only) divided into 1,00,00,000 (One Crore) Equity Shares of INR 10/- (Indian Rupees Ten Only) each.”*

**“RESOLVED FURTHER THAT** Mr. Aditya Vikram Kanoria, Managing Director and/or Ms. Preeti, Company Secretary of the Company be and are hereby jointly or severally authorized to sign, execute and file necessary application, forms, deeds, documents and writings as may be necessary for and on behalf of the Company and to settle and finalize all issues that may arise in this regard and to do all such acts, deeds, matters and things as may be deemed necessary, proper, expedient or incidental for giving effect to this resolution and to delegate all or any of the powers conferred herein as they may deem fit.”

Result of voting through Postal Ballot by remote e-voting was as follows:

1. Voted in Favour of the resolution:

<b>Particulars</b>	<b>Number of members who voted</b>	<b>Number of votes cast by them</b>	<b>% of total number of valid votes cast</b>
Postal Ballot received	NA	NA	NA
Electronic(e-voting)	28	1917011	99.9955
<b>Total</b>	28	1917011	99.9955

2. Voted against the resolution:

<b>Particulars</b>	<b>Number of members who voted</b>	<b>Number of votes cast by them</b>	<b>% of total number of valid votes cast</b>
Postal Ballot received	NA	NA	NA
Electronic(e-voting)	12	86	0.0045
<b>Total</b>	12	86	0.0045

3. Invalid Votes:

<b>Particulars</b>	<b>Total number of members whose votes were declared invalid</b>	<b>Total number of votes cast by them</b>
Postal Ballot received	NA	NA
Electronic(e-voting)	---	----
Total	----	----

**ITEM NO. 2: TO APPROVE THE APPOINTMENT OF MR. ADITYA VIKRAM KANORIA (DIN: 07002410) AS MANAGING DIRECTOR OF THE COMPANY (ORDINARY RESOLUTION)**

**“RESOLVED THAT** pursuant to the provisions of Sections 152, 161, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Aditya Vikram Kanoria (DIN: 07002410), who was appointed as an Additional Director on October 28, 2021, based on recommendation of Nomination and Remuneration Committee and holds office up to the date of ensuing general meeting in terms of section 161 for the office of Director be and is hereby appointed as a Director of the Company.

**“RESOLVED FURTHER THAT** pursuant to the provisions of Sections 196, 197, 203 read with Schedule V and the Rules made thereunder and all other applicable provisions, if any, of the Companies Act, 2013 (“Act”) (including any statutory modification(s) or re-enactment thereof for the time being in force) and read with Schedule V of the Act, as amended from time to time, subject to approval of the members be and is hereby accorded to the appointment of Mr. Aditya Vikram Kanoria (DIN: 07002410) as the Managing Director of the Company, for a period of Five (5) years with effect from November 03, 2021, on the terms and conditions as set out in the Explanatory Statement annexed to the Notice, with liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment and / or remuneration as it may deem fit, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof;

**“RESOLVED FURTHER THAT** Mr. Aditya Vikram Kanoria, Managing Director and/or Ms. Preeti, Company Secretary of the Company be and are hereby jointly or severally authorized

to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Result of voting through Postal Ballot by remote e-voting was as follows:

1. Voted in Favour of the resolution:

<b>Particulars</b>	<b>Number of members who voted</b>	<b>Number of votes cast by them</b>	<b>% of total number of valid votes cast</b>
Postal Ballot received	NA	NA	NA
Electronic(e-voting)	28	182370	99.9534
<b>Total</b>	<b>28</b>	<b>182370</b>	<b>99.9534</b>

2. Voted against the resolution:

<b>Particulars</b>	<b>Number of members who voted</b>	<b>Number of votes cast by them</b>	<b>% of total number of valid votes cast</b>
Postal Ballot received	NA	NA	NA
Electronic(e-voting)	11	85	0.0466
<b>Total</b>	<b>11</b>	<b>85</b>	<b>0.0466</b>

3. Invalid Votes:

<b>Particulars</b>	<b>Total number of members whose votes were declared invalid</b>	<b>Total number of votes cast by them</b>
Postal Ballot received	NA	NA
Electronic(e-voting)	01	1734642
<b>Total</b>	<b>01</b>	<b>1734642</b>

**ITEM NO. 3: TO APPROVE THE APPOINTMENT OF MS. SHUBHANGI AGARWAL (DIN: 08135535) AS INDEPENDENT DIRECTOR OF THE COMPANY (SPECIAL RESOLUTION)**

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152, and other applicable provisions of Companies Act, 2013 and the rules made thereunder read with Schedule IV of the Act and Securities and Exchange Board of India (Listing Obligations Disclosure Requirements ) Regulations, 2015 including any statutory modifications or re-enactment thereof and rules made thereunder, (for the time being in force), in accordance with the recommendation of Nomination and Remuneration Committee, and the Board of Directors, Ms. Shubhangi Agarwal (DIN: 08135535), who was appointed as an Additional Director in

the category of Independent Director, be and is hereby appointed as an Independent Director, not liable to rotation to hold office for a period of five (5) years with effect from 28th October, 2021.

**“RESOLVED FURTHER THAT** Mr. Aditya Vikram Kanoria, Managing Director and/or Ms. Preeti, Company Secretary of the Company be and are hereby jointly or severally authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Result of voting through Postal Ballot by remote e-voting was as follows:

1. Voted in Favour of the resolution:

<b>Particulars</b>	<b>Number of members who voted</b>	<b>Number of votes cast by them</b>	<b>% of total number of valid votes cast</b>
Postal Ballot received	NA	NA	NA
Electronic(e-voting)	29	1917012	99.9956
<b>Total</b>	29	1917012	99.9956

2. Voted against the resolution:

<b>Particulars</b>	<b>Number of members who voted</b>	<b>Number of votes cast by them</b>	<b>% of total number of valid votes cast</b>
Postal Ballot received	NA	NA	NA
Electronic(e-voting)	11	85	0.0044
<b>Total</b>	11	85	0.0044

3. Invalid Votes:

<b>Particulars</b>	<b>Total number of members whose votes were declared invalid</b>	<b>Total number of votes cast by them</b>
Postal Ballot received	NA	NA
Electronic(e-voting)	---	----
Total	----	----

**ITEM NO. 4: APPOINTMENT OF MR. SULABH JAIN (DIN: 07739598) AS INDEPENDENT DIRECTOR OF THE COMPANY (SPECIAL RESOLUTION)**

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152, and other applicable provisions of Companies Act, 2013 and the rules made thereunder read with Schedule IV of the Act and Securities and Exchange Board of India (Listing Obligations Disclosure Requirements ) Regulations, 2015 including any statutory modifications or re-enactment thereof and rules made thereunder, (for the time being in force), in accordance with the

recommendation of Nomination and Remuneration Committee, and the Board of Directors, Mr. Sulabh Jain (DIN: 07739598) , who was appointed as an Additional Director in the category of Independent Director, be and is hereby appointed as an Independent Director, not liable to rotation to hold office for a period of five (5) years with effect from 03rd November, 2021.

**“RESOLVED FURTHER THAT** Mr. Aditya Vikram Kanoria, Managing Director and/or Ms. Preeti, Company Secretary of the Company be and are hereby jointly or severally authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Result of voting through Postal Ballot by remote e-voting was as follows:

1. Voted in Favour of the resolution:

<b>Particulars</b>	<b>Number of members who voted</b>	<b>Number of votes cast by them</b>	<b>% of total number of valid votes cast</b>
Postal Ballot received	NA	NA	NA
Electronic(e-voting)	29	1917012	99.9956
<b>Total</b>	<b>29</b>	<b>1917012</b>	<b>99.9956</b>

2. Voted against the resolution:

<b>Particulars</b>	<b>Number of members who voted</b>	<b>Number of votes cast by them</b>	<b>% of total number of valid votes cast</b>
Postal Ballot received	NA	NA	NA
Electronic(e-voting)	11	85	0.0044
<b>Total</b>	<b>11</b>	<b>85</b>	<b>0.0044</b>

3. Invalid Votes:

<b>Particulars</b>	<b>Total number of members whose votes were declared invalid</b>	<b>Total number of votes cast by them</b>
Postal Ballot received	NA	NA
Electronic(e-voting)	---	----
Total	----	----

**ITEM NO. 5: TO INCREASE THE BORROWING LIMIT OF THE COMPANY UP TO INR 200 CRORES (SPECIAL RESOLUTION)**



**“RESOLVED THAT** in pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 including any statutory modifications or any amendments or any substitution or re-enactment thereof, if any, for the time being in force and all other applicable Acts, laws, rules, regulations and guidelines for the time being in force, the consent of the members be and is hereby accorded to the Board of Directors of the Company for borrowing from time to time as they may think fit, any sum or sums of money up to INR 200,00,00,000/- (Indian Rupees Two Hundred Crores Only) on such terms and conditions as the Board may deem fit, whether the same may be secured or unsecured and if secured, whether by way of mortgage, charge or hypothecation, pledge or otherwise in any way whatsoever, or in any other respect, or against any of the Company’s assets and/or properties whether moveable or immovable, including stock-in-trade, notwithstanding that the money to be borrowed together with the money already borrowed by the Company and remaining un-discharged at any given time, exceed the aggregate, for the time being, of the paid-up capital of the company and its free reserve.

**“RESOLVED FURTHER THAT** Mr. Aditya Vikram Kanoria, Managing Director and/or Ms. Preeti, Company Secretary of the Company be and are hereby jointly or severally authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Result of voting through Postal Ballot by remote e-voting was as follows:

1. Voted in Favour of the resolution:

<b>Particulars</b>	<b>Number of members who voted</b>	<b>Number of votes cast by them</b>	<b>% of total number of valid votes cast</b>
Postal Ballot received	NA	NA	NA
Electronic(e-voting)	29	1917012	99.9956
<b>Total</b>	29	1917012	99.9956

2. Voted against the resolution:

<b>Particulars</b>	<b>Number of members who voted</b>	<b>Number of votes cast by them</b>	<b>% of total number of valid votes cast</b>
Postal Ballot received	NA	NA	NA
Electronic(e-voting)	11	85	0.0044
<b>Total</b>	11	85	0.0044

3. Invalid Votes:

<b>Particulars</b>	<b>Total number of members whose votes were declared invalid</b>	<b>Total number of votes cast by them</b>
Postal Ballot received	NA	NA
Electronic(e-voting)	---	----
Total	----	----

**ITEM NO. 6: TO APPROVE THE PRIOR APPROVAL REGARDING RAISING OF FUNDS THROUGH SECURED/UNSECURED LOAN WITH AN OPTION TO CONVERSION INTO EQUITY SHARES (SPECIAL RESOLUTION)**

**“RESOLVED THAT** pursuant to Section 62(3) and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder and in accordance with the Memorandum and Articles of Association of the Company, the Securities and Exchange Board of India(Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), the Securities and Exchange Board of India (Issue of capital and Disclosure Requirements) Regulations, 2018 as amended and the applicable laws, rules, regulations, notifications guidelines issued by various authorities including but not limited to the Government of India, SEBI, Reserve Bank of India(“RBI”) and other competent authorities and subject to all such approval(s), consent(s), permission(s), sanction(s), if any, of appropriate statutory, governmental and other authorities and departments in this regard and subject to such condition(s) and modification(s) as may be prescribed or imposed, while granting such approval(s), consent(s), permission(s) or sanction(s), the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any committee(s) constituted/to be constituted by the Board to exercise its powers including powers conferred by this resolution), to convert in whole or in part, the loan given on or after the date of this resolution, by the various types of lenders to the Company up to the limit of INR 200/- crores , under the Loan agreement to be executed in respect of such loan, at the option of the Lenders, into fully paid-up Equity Shares of the Company, on such terms and conditions as may be stipulated in the Loan agreement providing inter-alia the provision of such conversion as hereinbefore mentioned and subject to applicable laws.

**RESOLVED FURTHER THAT** the loan as hereinbefore mentioned would be converted into fully paid equity Shares of the company in accordance with the following conditions:

- (i). the lender (or their agents or trustees) shall give notice in writing to the Company (hereinafter referred to as the “Notice of Conversion”) of the exercise of their Conversion rights i.e. right to convert their loan into fully paid Equity Shares of the Company;
- (ii). the conversion right reserved as aforesaid may be exercised by the Lenders in the event of the default/inability of the Company to repay, as stipulated in the Loan Agreement;
- (iii). on receipt of the Notice of Conversion, the Company shall, subject to the provisions of the Loan Agreement, allot and issue the requisite number of fully paid-up equity shares to the Lenders after due compliance of all applicable provisions of the Companies Act, 2013 and other applicable laws;
- (iv). the Lender/s may accept the same in satisfaction of the part of the loans so converted and the loan shall stand correspondingly reduced;
- (v). the equity shares so allotted and issued to the Lender/s shall carry, from the date of conversion, the right to receive proportionately the dividends and other distributions declared

or to be declared in respect of the equity capital of the Company. Save as aforesaid, the said shares shall rank pari-passu with the existing equity shares of the Company in all respects;

(vi). The loans shall be converted into equity shares at a price will be decided at the time of conversion, subject to the compliance of applicable provisions of the Companies Act, 2013.

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to finalise the terms and conditions for raising the loan, from time to time, with an option to convert them into equity shares of the Company at any time till the loan is repaid, on the terms specified in the Loan Agreement, including upon happening of an event of default by the Company in terms of the Loan Agreement.

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to issue, offer and allot from time to time to the Lenders such number of equity shares for conversion of the outstanding portion of the loans as may be desired by the Lenders as well as to dematerialize the shares of the Company.

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to accept such modifications and to accept such terms and conditions as may be imposed or required by the Lender/s arising from or incidental to the aforesaid terms providing for such option.

**“RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board, be and is hereby authorised to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable without being required to seek any further consent or approval of the members or otherwise in this regard and intent that they shall be deemed to have given their approval expressly by the authority of this resolution.

**“RESOLVED FURTHER THAT** Mr. Aditya Vikram Kanoria, Managing Director and/or Ms. Preeti, Company Secretary of the Company be and are hereby jointly or severally authorized to delegate all or any of the powers herein conferred by this resolution on it, to any committee of Directors or any person or persons, as it may in its absolute discretion deem fit in order to give effect to this resolution.

Result of voting through Postal Ballot by remote e-voting was as follows:

1. Voted in Favour of the resolution:

<b>Particulars</b>	<b>Number of members who voted</b>	<b>Number of votes cast by them</b>	<b>% of total number of valid votes cast</b>
Postal Ballot received	NA	NA	NA
Electronic(e-voting)	29	1917012	99.9956
<b>Total</b>	29	1917012	99.9956

2. Voted against the resolution:

<b>Particulars</b>	<b>Number of members who voted</b>	<b>Number of votes cast by them</b>	<b>% of total number of valid votes cast</b>
Postal Ballot received	NA	NA	NA

Electronic(e-voting)	11	85	0.0044
<b>Total</b>	11	85	0.0044

3. Invalid Votes:

<b>Particulars</b>	<b>Total number of members whose votes were declared invalid</b>	<b>Total number of votes cast by them</b>
Postal Ballot received	NA	NA
Electronic(e-voting)	---	----
Total	----	----

**ITEM NO. 7: APPOINTMENT OF M/S KAPISH JAIN & ASSOCIATES (FRN-022743N) AS STATUTORY AUDITORS OF THE COMPANY TO FILL THE CAUSAL VACANCY (ORDINARY RESOLUTION)**

**“RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force) and upon recommendations of the Audit Committee, M/s Kapish Jain & Associates, Chartered Accountants, (FRN-022743N) be and are, hereby, appointed as Statutory Auditor of the Company, to fill the casual vacancy caused by the resignation of M/s Jain Arun & Co., Chartered Accountants, (FRN-011158N) to hold office until the conclusion of the ensuing Annual General Meeting (AGM) of the Company on such remuneration as may be decided by the Board of Directors.”

**“RESOLVED FURTHER THAT** Mr. Aditya Vikram Kanoria, Managing Director and/or Ms. Preeti, Company Secretary of the Company be and are hereby jointly or severally authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to the foregoing resolution including filing of necessary form(s) with Registrar of Company (ROC).”

Result of voting through Postal Ballot by remote e-voting was as follows:

1. Voted in Favour of the resolution:

<b>Particulars</b>	<b>Number of members who voted</b>	<b>Number of votes cast by them</b>	<b>% of total number of valid votes cast</b>
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Postal Ballot received	NA	NA	NA
Electronic(e-voting)	29	1917012	99.9956
<b>Total</b>	29	1917012	99.9956

2. Voted against the resolution:

<b>Particulars</b>	<b>Number of members who voted</b>	<b>Number of votes cast by them</b>	<b>% of total number of valid votes cast</b>
Postal Ballot received	NA	NA	NA
Electronic(e-voting)	11	85	0.0044
<b>Total</b>	11	85	0.0044

3. Invalid Votes:

<b>Particulars</b>	<b>Total number of members whose votes were declared invalid</b>	<b>Total number of votes cast by them</b>
Postal Ballot received	NA	NA
Electronic(e-voting)	---	----
Total	----	----

**ITEM NO. 8: TO ADOPTION OF NEW SET OF MEMORANDUM OF ASSOCIATION AS PER THE PROVISIONS OF THE COMPANIES ACT, 2013 (SPECIAL RESOLUTION)**

**“RESOLVED THAT** pursuant to the provisions of Section 4, 13 and any other applicable provisions of the Companies Act, 2013 (“the Act”), read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and in accordance with the Table A of the Schedule I of the Act, consent of the members be and is hereby accorded for amendment in the Memorandum of Association of the Company by merging the Objects of the Company mentioned under Clause III (C) – Other Objects with Clause III (B) – The Objects Incidental or Ancillary to the attainment of the Main Objects and consequently changing the object numbering as may be appropriate.

**“RESOLVED FURTHER THAT** in accordance with the Table A of the Schedule I of the Act, the Clause III (A) and III (B) of the Memorandum of Association of the Company, be renamed as under:

Clause III (A) - The main objects to be pursued by the Company on its incorporation are:

Clause III (B) – Matters which are necessary for furtherance of the objects specified in Clause III (A) are:

**“RESOLVED FURTHER THAT** Mr. Aditya Vikram Kanoria, Managing Director and/or Ms. Preeti, Company Secretary be and are hereby jointly and/or severally authorised to do and perform all such acts, deeds, matters and things as may be required or deemed necessary or incidental thereto including signing and filing all the e-forms and other documents with the statutory authorities, and to execute all such deeds, documents, agreements and writings as may be necessary for and on behalf of the Company for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto.”

Result of voting through Postal Ballot by remote e-voting was as follows:

1. Voted in Favour of the resolution:

<b>Particulars</b>	<b>Number of members who voted</b>	<b>Number of votes cast by them</b>	<b>% of total number of valid votes cast</b>
Postal Ballot received	NA	NA	NA
Electronic(e-voting)	29	1917012	99.9956
<b>Total</b>	29	1917012	99.9956

2. Voted against the resolution:

<b>Particulars</b>	<b>Number of members who voted</b>	<b>Number of votes cast by them</b>	<b>% of total number of valid votes cast</b>
Postal Ballot received	NA	NA	NA
Electronic(e-voting)	11	85	0.0044
<b>Total</b>	11	85	0.0044

3. Invalid Votes:

<b>Particulars</b>	<b>Total number of members whose votes were declared invalid</b>	<b>Total number of votes cast by them</b>
Postal Ballot received	NA	NA
Electronic(e-voting)	---	----
Total	----	----

**ITEM NO. 9: TO ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION AS PER THE PROVISIONS OF THE COMPANIES ACT, 2013 (SPECIAL RESOLUTION)**

**“RESOLVED THAT** pursuant to the provisions of Sections 5, 14 and other applicable provisions, if any, of the Companies Act 2013, read with Companies (Incorporation) Rules,

2014, including any statutory modification or re-enactment thereof for the time being in force ('the Act') and subject to the necessary approval(s) required under all other applicable laws and regulations if any, consent of the members of the Company be and is hereby accorded to alter the existing Articles of Association of the Company, by replacing, it with the new set of Articles of Association in accordance with Table 'F' of Schedule I of the Act and that the new set of Articles of Association be and is hereby approved and adopted as the Articles of Association of the Company in exclusion and in substitution of the existing Articles of Association of the Company.

**“RESOLVED FURTHER THAT** Mr. Aditya Vikram Kanoria, Managing Director and/or Ms. Preeti, Company Secretary be and are hereby jointly and/or severally authorised to do and perform all such acts, deeds, matters and things as may be required or deemed necessary or incidental thereto including signing and filing all the e-forms and other documents with the statutory authorities, and to execute all such deeds, documents, agreements and writings as may be necessary for and on behalf of the Company for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto.”

Result of voting through Postal Ballot by remote e-voting was as follows:

1. Voted in Favour of the resolution:

<b>Particulars</b>	<b>Number of members who voted</b>	<b>Number of votes cast by them</b>	<b>% of total number of valid votes cast</b>
Postal Ballot received	NA	NA	NA
Electronic(e-voting)	29	1917012	99.9956
<b>Total</b>	29	1917012	99.9956

2. Voted against the resolution:

<b>Particulars</b>	<b>Number of members who voted</b>	<b>Number of votes cast by them</b>	<b>% of total number of valid votes cast</b>
Postal Ballot received	NA	NA	NA
Electronic(e-voting)	11	85	0.0044
<b>Total</b>	11	85	0.0044

3. Invalid Votes:

<b>Particulars</b>	<b>Total number of members whose votes were declared invalid</b>	<b>Total number of votes cast by them</b>
Postal Ballot received	NA	NA
Electronic(e-voting)	---	----
<b>Total</b>	----	----

**ITEM NO. 10: TO APPROVE SHIFTING OF REGISTERED OFFICE OF THE COMPANY FROM THE STATE OF NCT OF DELHI TO THE STATE OF MAHARASHTRA (MUMBAI):**

**“RESOLVED THAT** subject to the provisions of Section 12, 13(4) and all other applicable provisions, if any of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force) and subject to the approval of the Members, Regional Director and other regulatory authorities, government(s), judicial/quasi-judicial authorities, court(s), consent of the Company be and is hereby accorded for shifting of the Registered Office of the Company from the State of NCT of Delhi to the state of Maharashtra (Mumbai).

**“RESOLVED FURTHER THAT** subject to the aforementioned approval and pursuant to Section 13 and all other applicable provisions, if any of the Companies Act, 2013, the existing clause II of Memorandum of Association of the Company be and is hereby substituted with the following clause II:

*“II. The Registered Office of the Company will be situated in the State of Maharashtra (Mumbai)”*

**“RESOLVED FURTHER THAT** upon the approval of the Regional Director, the registered office of the Company be shifted from the State of NCT of Delhi to Maharashtra (Mumbai).

**“RESOLVED FURTHER THAT** Mr. Aditya Vikram Kanoria, Managing Director and/or Ms. Preeti, Company Secretary of the Company be and are hereby jointly or severally authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

Result of voting through Postal Ballot by remote e-voting was as follows:

1. Voted in Favour of the resolution:

<b>Particulars</b>	<b>Number of members who voted</b>	<b>Number of votes cast by them</b>	<b>% of total number of valid votes cast</b>
Postal Ballot received	NA	NA	NA
Electronic(e-voting)	28	1917002	99.9950
<b>Total</b>	28	1917002	99.9950

2. Voted against the resolution:

<b>Particulars</b>	<b>Number of members who voted</b>	<b>Number of votes cast by them</b>	<b>% of total number of valid votes cast</b>
Postal Ballot received	NA	NA	NA
Electronic(e-voting)	12	95	0.0050
<b>Total</b>	12	95	0.0050



3. Invalid Votes:

<b>Particulars</b>	<b>Total number of members whose votes were declared invalid</b>	<b>Total number of votes cast by them</b>
Postal Ballot received	NA	NA
Electronic(e-voting)	---	----
Total	----	----

The Chairman noted the results of voting as stated above and it was declared and recorded that the Ordinary and special resolutions as set out in the Notice of Postal Ballot dated February 5, 2022 were duly passed by the Members on March 13, 2022 with requisite majority.

**CHAIRMAN**

**Minutes Preparation date:** 01/04/2022