

Shalby/SE/2023-24/57

August 16, 2023

The Listing Department  
**National Stock Exchange of India Ltd**  
Mumbai 400 051.

**Scrip Code : SHALBY**

Through : <https://neaps.nseindia.com/NEWLISTINGCORP/>

Corporate Service Department  
**BSE Limited**  
Mumbai 400 001.

**Scrip Code: 540797**

Through : <http://listing.bseindia.com>

**Sub: Voting Results of Resolutions passed at the 19th Annual General Meeting of the Company held on Monday, August 14, 2023 – Regulation 44 (3) of SEBI (LODR) Regulations, 2015**

**Dear Sir / Madam,**

This is with reference to the 19<sup>th</sup> Annual General Meeting (“AGM”) of the members of Shalby Limited held on Monday, August 14, 2023 at 4:00 p.m. through Video Conferencing (VC).

As per the requirements of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had provided Remote E-voting facility for casting vote prior to AGM and E-voting facility to cast vote during the AGM. The Company had appointed Mr. Chintan Patel, Proprietor of M/s. Chintan I. Patel & Associates, Practicing Company Secretaries (Membership No. F12315 & CP No. 20103), as a Scrutinizer for conducting the remote e-voting and the e-voting during the AGM in a fair and transparent manner. As per the Scrutinizer's Report, all Resolutions as set out in the Notice of 19<sup>th</sup> AGM have been duly approved by the Members with requisite majority.

Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith the details of voting results of the business transacted at the said AGM in the prescribed format.

Further, we are also enclosing herewith the consolidated Report of the Scrutinizer dated August 16, 2023 on remote e-voting and e-voting during the AGM.

You are requested to take the same on your record.

Thanking You,

Yours sincerely,

For **Shalby Limited**

**Tushar Shah**  
**AVP & Company Secretary**  
Mem. No: F7216

**Encl:** as above

## SHALBY LIMITED

**Regd. Office:** Opp. Karnavati Club, S. G. Road, Ahmedabad - 380 015, Gujarat, India.

Tel: 079 40203000 | Fax: 079 40203109 | [info.sg@shalby.org](mailto:info.sg@shalby.org) | [www.shalby.org](http://www.shalby.org)

CIN: L85110GJ2004PLC044667

## Details of Voting Results – 19<sup>th</sup> Annual General Meeting held on August 14, 2023

Date of AGM	August 14, 2023
Total No. of Shareholders as on cut-off date	51,342
No. of shareholders present in the meeting <b>either in person or through proxy:</b> Promoters and Promoter Group: Public:	Not Applicable
No. of Shareholders attended the meeting <b>through Video Conferencing</b> Promoters and Promoter Group: Public:	5 34

Agenda No.	Agenda Item	Resolution required: (Ordinary / Special)	Mode of voting	Remarks
<b>Ordinary Business</b>				
1	To receive, consider and adopt the Audited Standalone Financial Statement of the Company for the financial year ended March 31, 2023 together with Reports of the Board of Directors and Auditors thereon and the Audited Consolidated Financial Statement of the Company for the financial year ended March 31, 2023 together with the Report of the Auditors thereon.	Ordinary	Remote E-voting & E-voting during AGM	Passed with requisite majority
2	To declare a Final Dividend of ₹ 1.20 (Rupees One and Twenty Paise only) per Equity Share of the face value ₹ 10/- (Rupees Ten only) each for the financial year 2022-23.	Ordinary	Remote E-voting & E-voting during AGM	Passed with requisite majority
3	To appoint a Director in place of Mr. Sushobhan Dasgupta (DIN: 06381955), who retires by rotation in and being eligible, offers himself for reappointment.	Ordinary	Remote E-voting & E-voting during AGM	Passed with requisite majority
4	To Re-appoint M/s. T. R. Chadha & Co., LLP as Statutory Auditors of the Company for second term of 5 years	Ordinary	Remote E-voting & E-voting during AGM	Passed with requisite majority

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CIN: L85110GJ2004PLC044667

Agenda No.	Agenda Item	Resolution required: (Ordinary / Special)	Mode of voting	Remarks
<b>Special Business</b>				
5	To Appoint Mr. Ashok Bhatia (DIN:02090239) as an Independent Director	Special	Remote E-voting & E-voting during AGM	Passed with requisite majority
6	To Appoint Mr. Vijay Kedia (DIN:00230480) as an Independent Director	Special	Remote E-voting & E-voting during AGM	Passed with requisite majority
7	Authorization under Section 186 of the Companies Act, 2013	Special	Remote E-voting & E-voting at AGM	Passed with requisite majority
8	To Ratify the remuneration payable to Cost Auditors of the Company for the FY 2023-24	Ordinary	Remote E-voting & E-voting at AGM	Passed with requisite majority

For Shalby Limited

**Tushar Shah**  
**AVP & Company Secretary**  
Mem. No: F7216

Date: August 16, 2023

**SHALBY LIMITED**

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CIN: L85110GJ2004PLC044667

**Voting Results - 19th AGM**

<b>Resolution No. 1. To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2023, together with the Reports of the Board of Directors and the Auditors thereon.</b>										
Resolution required: (Ordinary/ Special)	<b>ORDINARY</b>									
Whether promoter/ promoter group are interested in the agenda / resolution?	<b>No</b>									
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	Votes Invalid	Votes Abstained
<b>Promoter and Promoter Group</b>	E-Voting*	8,00,58,348	8,00,58,098	99.9997	8,00,58,098	0	100.0000	0	0	0
	Poll		NA	NA	NA	NA	NA	NA	NA	NA
	Postal Ballot		NA	NA	NA	NA	NA	NA	NA	NA
	<b>Total</b>	<b>8,00,58,348</b>	<b>8,00,58,098</b>	<b>99.9997</b>	<b>8,00,58,098</b>	<b>-</b>	<b>100.0000</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Public- Institutions</b>	E-Voting*	44,00,948	13,10,256	29.7721	13,10,256	-	100.0000	-	0	1,75,231
	Poll		NA	NA	NA	NA	NA	NA	NA	NA
	Postal Ballot		NA	NA	NA	NA	NA	NA	NA	NA
	<b>Total</b>	<b>44,00,948</b>	<b>13,10,256</b>	<b>29.7721</b>	<b>13,10,256</b>	<b>-</b>	<b>100.0000</b>	<b>-</b>	<b>-</b>	<b>1,75,231</b>
<b>Public- Non Institutions</b>	E-Voting*	2,35,50,474	22,626	0.0961	22,366	260	98.8509	1.1491	0	0
	Poll		NA	NA	NA	NA	NA	NA	NA	NA
	Postal Ballot		NA	NA	NA	NA	NA	NA	NA	NA
	<b>Total</b>	<b>2,35,50,474</b>	<b>22,626</b>	<b>0.0961</b>	<b>22,366</b>	<b>260</b>	<b>98.8509</b>	<b>1.1491</b>	<b>-</b>	<b>-</b>
<b>Total</b>		<b>10,80,09,770</b>	<b>8,13,90,980</b>	<b>75.3552</b>	<b>8,13,90,720</b>	<b>260</b>	<b>99.9997</b>	<b>0.0003</b>	<b>-</b>	<b>1,75,231</b>

**Voting Results - 19th AGM**

<b>Resolution No. 2 - To declare Dividend of ₹ 1.20 per equity Share of ₹ 10/- each for the financial year 2022-23.</b>										
Resolution required: (Ordinary/ Special)	<b>ORDINARY</b>									
Whether promoter/ promoter group are interested in the agenda / resolution?	<b>No</b>									
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	Votes Invalid	Votes Abstained
<b>Promoter and Promoter Group</b>	E-Voting*	8,00,58,348	8,00,58,098	99.9997	8,00,58,098	0	100.0000	0	0	0
	Poll		NA	NA	NA	NA	NA	NA	NA	NA
	Postal Ballot		NA	NA	NA	NA	NA	NA	NA	NA
	<b>Total</b>	<b>8,00,58,348</b>	<b>8,00,58,098</b>	<b>99.9997</b>	<b>8,00,58,098</b>	<b>-</b>	<b>100.0000</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Public- Institutions</b>	E-Voting*	44,00,948	14,85,487	33.7538	14,85,487	-	100.0000	-	0	0
	Poll		NA	NA	NA	NA	NA	NA	NA	NA
	Postal Ballot		NA	NA	NA	NA	NA	NA	NA	NA
	<b>Total</b>	<b>44,00,948</b>	<b>14,85,487</b>	<b>33.7538</b>	<b>14,85,487</b>	<b>-</b>	<b>100.0000</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Public- Non Institutions</b>	E-Voting*	2,35,50,474	22,626	0.0961	22,342	284	98.7448	1.2552	0	0
	Poll		NA	NA	NA	NA	NA	NA	NA	NA
	Postal Ballot		NA	NA	NA	NA	NA	NA	NA	NA
	<b>Total</b>	<b>2,35,50,474</b>	<b>22,626</b>	<b>0.0961</b>	<b>22,342</b>	<b>284</b>	<b>98.7448</b>	<b>1.2552</b>	<b>-</b>	<b>-</b>
<b>Total</b>		<b>10,80,09,770</b>	<b>8,15,66,211</b>	<b>75.5174</b>	<b>8,15,65,927</b>	<b>284</b>	<b>99.9997</b>	<b>0.0003</b>	<b>-</b>	<b>-</b>

Resolution No. 3 - To appoint Mr. Sushobhan Dasgupta (DIN: 06381955) as Director, liable to retire by rotation										
Resolution required: (Ordinary/ Special)	ORDINARY									
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	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting*	8,00,58,348	8,00,58,098	99.9997	8,00,58,098	0	100.0000	0	0	0
	Poll		NA	NA	NA	NA	NA	NA	NA	NA
	Postal Ballot		NA	NA	NA	NA	NA	NA	NA	NA
	<b>Total</b>		<b>8,00,58,348</b>	<b>8,00,58,098</b>	<b>99.9997</b>	<b>8,00,58,098</b>	<b>-</b>	<b>100.0000</b>	<b>-</b>	<b>-</b>
Public- Institutions	E-Voting*	44,00,948	14,85,487	33.7538	2,58,101	12,27,386	17.3748	82.6252	0	0
	Poll		NA	NA	NA	NA	NA	NA	NA	NA
	Postal Ballot		NA	NA	NA	NA	NA	NA	NA	NA
	<b>Total</b>		<b>44,00,948</b>	<b>14,85,487</b>	<b>33.7538</b>	<b>2,58,101</b>	<b>12,27,386</b>	<b>17.3748</b>	<b>82.6252</b>	<b>-</b>
Public- Non Institutions	E-Voting*	2,35,50,474	22,626	0.0961	22,366	260	98.8509	1.1491	0	0
	Poll		NA	NA	NA	NA	NA	NA	NA	NA
	Postal Ballot		NA	NA	NA	NA	NA	NA	NA	NA
	<b>Total</b>		<b>2,35,50,474</b>	<b>22,626</b>	<b>0.0961</b>	<b>22,366</b>	<b>260</b>	<b>98.8509</b>	<b>1.1491</b>	<b>-</b>
<b>Total</b>		<b>10,80,09,770</b>	<b>8,15,66,211</b>	<b>75.5174</b>	<b>8,03,38,565</b>	<b>12,27,646</b>	<b>98.4949</b>	<b>1.5051</b>	<b>-</b>	<b>-</b>

## Voting Results - 19th AGM

Resolution No. 4. Re-appointment of M/s. T. R. Chadha & Co., LLP as Statutory Auditors of the Company for second term of 5 years.										
Resolution required: (Ordinary/ Special)	ORDINARY									
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	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting*	8,00,58,348	8,00,58,098	99.9997	8,00,58,098	0	100.0000	0	0	0
	Poll		NA	NA	NA	NA	NA	NA	NA	NA
	Postal Ballot		NA	NA	NA	NA	NA	NA	NA	NA
	<b>Total</b>		<b>8,00,58,348</b>	<b>8,00,58,098</b>	<b>99.9997</b>	<b>8,00,58,098</b>	<b>-</b>	<b>100.0000</b>	<b>-</b>	<b>-</b>
Public- Institutions	E-Voting*	44,00,948	14,85,487	33.7538	14,85,487	-	100.0000	-	0	0
	Poll		NA	NA	NA	NA	NA	NA	NA	NA
	Postal Ballot		NA	NA	NA	NA	NA	NA	NA	NA
	<b>Total</b>		<b>44,00,948</b>	<b>14,85,487</b>	<b>33.7538</b>	<b>14,85,487</b>	<b>-</b>	<b>100.0000</b>	<b>-</b>	<b>-</b>
Public- Non Institutions	E-Voting*	2,35,50,474	22,626	0.0961	22,366	260	98.8509	1.1491	0	0
	Poll		NA	NA	NA	NA	NA	NA	NA	NA
	Postal Ballot		NA	NA	NA	NA	NA	NA	NA	NA
	<b>Total</b>		<b>2,35,50,474</b>	<b>22,626</b>	<b>0.0961</b>	<b>22,366</b>	<b>260</b>	<b>98.8509</b>	<b>1.1491</b>	<b>-</b>
<b>Total</b>		<b>10,80,09,770</b>	<b>8,15,66,211</b>	<b>75.5174</b>	<b>8,15,65,951</b>	<b>260</b>	<b>99.9997</b>	<b>0.0003</b>	<b>-</b>	<b>-</b>

**Voting Results - 19th AGM**

<b>Resolution No. 5. - Appointment of Mr. Ashok Bhatia (DIN:02090239) as an Independent Director</b>										
Resolution required: (Ordinary/ Special)		<b>SPECIAL</b>								
Whether promoter / promoter group are interested in the agenda / resolution?		<b>No</b>								
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	Votes Invalid	Votes Abstained
<b>Promoter and Promoter Group</b>	E-Voting*	8,00,58,348	8,00,58,098	99.9997	8,00,58,098	0	100.0000	0	0	0
	Poll		NA	NA	NA	NA	NA	NA	NA	NA
	Postal Ballot		NA	NA	NA	NA	NA	NA	NA	NA
	<b>Total</b>		<b>8,00,58,348</b>	<b>8,00,58,098</b>	<b>99.9997</b>	<b>8,00,58,098</b>	<b>-</b>	<b>100.0000</b>	<b>-</b>	<b>-</b>
<b>Public- Institutions</b>	E-Voting*	44,00,948	14,85,487	33.7538	1,39,915	13,45,572	9.4188	91	0	0
	Poll		NA	NA	NA	NA	NA	NA	NA	NA
	Postal Ballot		NA	NA	NA	NA	NA	NA	NA	NA
	<b>Total</b>		<b>44,00,948</b>	<b>14,85,487</b>	<b>33.7538</b>	<b>1,39,915</b>	<b>13,45,572</b>	<b>9.4188</b>	<b>91</b>	<b>-</b>
<b>Public- Non Institutions</b>	E-Voting*	2,35,50,474	22,526	0.0956	22,266	260	98.8458	1.1542	0	100
	Poll		NA	NA	NA	NA	NA	NA	NA	NA
	Postal Ballot		NA	NA	NA	NA	NA	NA	NA	NA
	<b>Total</b>		<b>2,35,50,474</b>	<b>22,526</b>	<b>0.0956</b>	<b>22,266</b>	<b>260</b>	<b>98.8458</b>	<b>1.1542</b>	<b>-</b>
<b>Total</b>		<b>10,80,09,770</b>	<b>8,15,66,111</b>	<b>75.5173</b>	<b>8,02,20,279</b>	<b>13,45,832</b>	<b>98.3500</b>	<b>1.6500</b>	<b>-</b>	<b>100</b>

**Voting Results - 19th AGM**

<b>Resolution No. 6 - Appointment of Mr. Vijay Kedia (DIN:00230480) as an Independent Director</b>										
Resolution required: (Ordinary/ Special)		<b>SPECIAL</b>								
Whether promoter / promoter group are interested in the agenda / resolution?		<b>No</b>								
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	Votes Invalid	Votes Abstained
<b>Promoter and Promoter Group</b>	E-Voting*	8,00,58,348	8,00,58,098	99.9997	8,00,58,098	0	100.0000	0	0	0
	Poll		NA	NA	NA	NA	NA	NA	NA	NA
	Postal Ballot		NA	NA	NA	NA	NA	NA	NA	NA
	<b>Total</b>		<b>8,00,58,348</b>	<b>8,00,58,098</b>	<b>99.9997</b>	<b>8,00,58,098</b>	<b>-</b>	<b>100.0000</b>	<b>-</b>	<b>-</b>
<b>Public- Institutions</b>	E-Voting*	44,00,948	14,85,487	33.7538	1,39,915	13,45,572	9.4188	91	0	0
	Poll		NA	NA	NA	NA	NA	NA	NA	NA
	Postal Ballot		NA	NA	NA	NA	NA	NA	NA	NA
	<b>Total</b>		<b>44,00,948</b>	<b>14,85,487</b>	<b>33.7538</b>	<b>1,39,915</b>	<b>13,45,572</b>	<b>9.4188</b>	<b>91</b>	<b>-</b>
<b>Public- Non Institutions</b>	E-Voting*	2,35,50,474	22,626	0.0961	22,366	260	98.8509	1.1491	0	0
	Poll		NA	NA	NA	NA	NA	NA	NA	NA
	Postal Ballot		NA	NA	NA	NA	NA	NA	NA	NA
	<b>Total</b>		<b>2,35,50,474</b>	<b>22,626</b>	<b>0.0961</b>	<b>22,366</b>	<b>260</b>	<b>98.8509</b>	<b>1.1491</b>	<b>-</b>
<b>Total</b>		<b>10,80,09,770</b>	<b>8,15,66,211</b>	<b>75.5174</b>	<b>8,02,20,379</b>	<b>13,45,832</b>	<b>98.3500</b>	<b>1.6500</b>	<b>-</b>	<b>-</b>

## Voting Results - 19th AGM

Resolution No. 7 - Authorization under Section 186 of the Companies Act, 2013										
Resolution required: (Ordinary/ Special)	SPECIAL									
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	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting*	8,00,58,348	8,00,58,098	99.9997	8,00,58,098	0	100.0000	0	0	0
	Poll		NA	NA	NA	NA	NA	NA	NA	NA
	Postal Ballot		NA	NA	NA	NA	NA	NA	NA	NA
<b>Total</b>		<b>8,00,58,348</b>	<b>8,00,58,098</b>	<b>99.9997</b>	<b>8,00,58,098</b>	<b>-</b>	<b>100.0000</b>	<b>-</b>	<b>-</b>	<b>-</b>
Public- Institutions	E-Voting*	44,00,948	14,85,487	33.7538	1,39,915	13,45,572	9.4188	91	0	0
	Poll		NA	NA	NA	NA	NA	NA	NA	NA
	Postal Ballot		NA	NA	NA	NA	NA	NA	NA	NA
<b>Total</b>		<b>44,00,948</b>	<b>14,85,487</b>	<b>33.7538</b>	<b>1,39,915</b>	<b>13,45,572</b>	<b>9.4188</b>	<b>91</b>	<b>-</b>	<b>-</b>
Public- Non Institutions	E-Voting*	2,35,50,474	22,596	0.0959	20,336	2,260	89.9982	10.0018	0	30
	Poll		NA	NA	NA	NA	NA	NA	NA	NA
	Postal Ballot		NA	NA	NA	NA	NA	NA	NA	NA
<b>Total</b>		<b>2,35,50,474</b>	<b>22,596</b>	<b>0.0959</b>	<b>20,336</b>	<b>2,260</b>	<b>89.9982</b>	<b>10.0018</b>	<b>-</b>	<b>30</b>
<b>Total</b>		<b>10,80,09,770</b>	<b>8,15,66,181</b>	<b>75.5174</b>	<b>8,02,18,349</b>	<b>13,47,832</b>	<b>98.3476</b>	<b>1.6524</b>	<b>-</b>	<b>30</b>

## Voting Results - 19th AGM

Resolution No. 8 - Ratification of the remuneration payable to Cost Auditors of the Company for the FY 2023-24										
Resolution required: (Ordinary/ Special)	ORDINARY									
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	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting*	8,00,58,348	8,00,58,098	99.9997	8,00,58,098	0	100.0000	0	0	0
	Poll		NA	NA	NA	NA	NA	NA	NA	NA
	Postal Ballot		NA	NA	NA	NA	NA	NA	NA	NA
<b>Total</b>		<b>8,00,58,348</b>	<b>8,00,58,098</b>	<b>99.9997</b>	<b>8,00,58,098</b>	<b>-</b>	<b>100.0000</b>	<b>-</b>	<b>-</b>	<b>-</b>
Public- Institutions	E-Voting*	44,00,948	14,85,487	33.7538	14,85,487	-	100.0000	-	0	0
	Poll		NA	NA	NA	NA	NA	NA	NA	NA
	Postal Ballot		NA	NA	NA	NA	NA	NA	NA	NA
<b>Total</b>		<b>44,00,948</b>	<b>14,85,487</b>	<b>33.7538</b>	<b>14,85,487</b>	<b>-</b>	<b>100.0000</b>	<b>-</b>	<b>-</b>	<b>-</b>
Public- Non Institutions	E-Voting*	2,35,50,474	22,626	0.0961	22,346	280	98.7625	1.2375	0	0
	Poll		NA	NA	NA	NA	NA	NA	NA	NA
	Postal Ballot		NA	NA	NA	NA	NA	NA	NA	NA
<b>Total</b>		<b>2,35,50,474</b>	<b>22,626</b>	<b>0.0961</b>	<b>22,346</b>	<b>280</b>	<b>98.7625</b>	<b>1.2375</b>	<b>-</b>	<b>-</b>
<b>Total</b>		<b>10,80,09,770</b>	<b>8,15,66,211</b>	<b>75.5174</b>	<b>8,15,65,931</b>	<b>280</b>	<b>99.9997</b>	<b>0.0003</b>	<b>-</b>	<b>-</b>





## SCRUTINIZER'S REPORT

**(Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 (4) (xii) of the Companies (Management and Administration) Rules, 2014 as amended)**

**To,  
The Chairman of 19<sup>th</sup> Annual General Meeting of the Shareholders of Shalby Limited held on Monday, August, 14, 2023 at 4:00 pm IST through Video Conferencing ("VC")**

**Dear Sir,**

I, Chintan Patel, Company Secretary in Practice have been appointed as the Scrutinizer by the Board of Directors of Shalby Limited ("the Company") for the purpose of scrutinizing the process of voting through electronic means ("e-voting") on the resolutions contained in the notice dated May 18, 2023 ("Notice") issued in accordance with General Circular No. 14/2020 dated April 8, 2020, 17/2020, dated April 13, 2020, 20/2020 dated May 5, 2020, 21/2021 dated December 14, 2021 and 2/2022 dated May 5, 2022 issued by Ministry of Corporate Affairs ("MCA"), Government of India (hereinafter referred to as "MCA Circulars") and Circular dated May 12, 2020, January 15, 2021 and May 13, 2022 issued by Securities and Exchange Board of India (hereinafter referred to as "SEBI Circulars"), calling the Nineteenth Annual General Meeting of its Shareholders ("the Meeting"/"AGM") through VC. The AGM was convened on Monday, August 14, 2023 at 4:00 p.m. IST through VC.

The said appointment as Scrutinizer is under 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 ("the Rules"). As a Scrutinizer, I have to scrutinize (i) process of e-voting remotely before AGM, using an electronic voting system on the dates referred to in the Notice calling the AGM ("remote e-voting") and process of e-voting at AGM ("e-voting at AGM").

The Company has availed the services of National Securities Depository Limited ("NSDL") as the service provider for the purpose of extending the facility for remote e-voting and for voting electronically at the AGM to the members of the Company.

The Management of the Company is responsible to ensure compliance with the requirements of the relevant provisions of (i) The Act, and the Rules made thereunder; (ii) MCA circulars (iii) The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI circulars relating to e-voting on the resolutions contained in the Notice calling the AGM.

My responsibilities as Scrutinizer for e-voting process (i.e. remote e-voting and the e-voting at the AGM) is restricted to scrutinize e-voting process in a fair and transparent manner and making a Consolidated Scrutinizer's Report of the votes cast "in favor" or "against" the resolutions contained in the Notice, based on the reports generated from the e-voting system provided by NSDL.

The AGM Notice dated May 18, 2023 was sent to the shareholders through electronic mode on July 21, 2023 whose email IDs were registered with depositories and with the Company / R & T Agent as on the close of the business hours on July 14, 2023 (being cut-off date).

Voting rights were reckoned as on Tuesday, August 08, 2023, being cut-off date for the purpose of deciding the entitlements of the members for remote e-voting and e-voting at AGM.



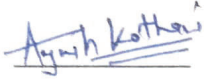


The Remote e-voting commenced on Friday, August 11, 2023 at 9:00 A.M. and ends on Sunday, August 13, 2023 at 5:00 P.M. and thereafter NSDL e-voting platform was blocked and then reopened during the AGM.

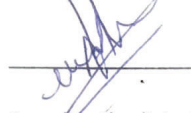
The Company Secretary of the Company at the 19<sup>th</sup> AGM held on Monday, August 14, 2023 through Video Conferencing announced to the members that who have not exercised their votes through remote e-voting, if they wish so, exercise their votes through electronic voting system provided by NSDL which is opened during the AGM.

The Votes cast were unblocked on Monday, August 14, 2023 after the conclusion of AGM and was witnessed by two witnesses, Mr. Ayush Kothari and Mr. Mukesh Soni, who are not in employment of the Company. They have signed below in confirmation of the above.

Witness 1

  
Ayush Kothari

Witness 2

  
Mukesh Soni

Thereafter, the details containing, inter alia, the list of Equity Shareholders who voted "in favour" or "against" on each of the resolutions that was put to vote, were generated from the e-voting website of NSDL i.e. <https://www.evoting.nsdl.com/>. Based on the report generated by NSDL and relied upon by me, data-regarding the e-voting was scrutinized.

I submit herewith the Consolidated Scrutinizer's Report on the results of the remote e-voting and e-voting at AGM, based on the reports generated by NSDL and relied upon by me as under:

**Consolidated Results**

**Resolution No. 1** To receive, consider and adopt the Audited Standalone Financial Statement of the Company for the financial year ended March 31, 2023 together with Reports of the Board of Directors and Auditors thereon and the Audited Consolidated Financial Statement of the Company for the financial year ended March 31, 2023 together with the Report of the Auditors thereon.

Particular	Remote e-voting		Voting at the AGM		Total		% of voting
	Number	Votes	Number	Votes	Number	Votes	
Assent	98	8,13,90,710	1	10	99	8,13,90,720	99.9997%
Dissent	2	260	0	0	2	260	0.0003%
Total	100	8,13,90,970	1	10	101	8,13,90,980	100.00%

Based on the aforesaid result, I report that the **Ordinary Resolution** as set out in **Resolution No. 1** of the Notice of the AGM dated May 18, 2023 has been **passed with requisite majority**.

**Resolution No. 2** To declare a Final Dividend of Rs. 1.20 (Rupees One and Twenty Paise only) per Equity Share of the face value Rs. 10/- (Rupees Ten only) each for the financial year 2022-23.

Particular	Remote e-voting		Voting at the AGM		Total		% of voting
	Number	Votes	Number	Votes	Number	Votes	
Assent	98	8,15,65,917	1	10	99	8,15,65,927	99.9997%
Dissent	3	284	0	0	3	284	0.0003%
Total	101	8,15,66,201	1	10	102	8,15,66,211	100.00%

Based on the aforesaid result, I report that the **Ordinary Resolution** as set out in **Resolution No. 2** of the Notice of the AGM dated May 18, 2023 has been **passed with requisite majority**.

**Resolution No. 3** To appoint a director in place of Mr. Sushobhan Dasgupta (DIN: 06381955), who retires by rotation in and being eligible, offers himself for reappointment.

Particular	Remote e-voting		Voting at the AGM		Total		% of voting
	Number	Votes	Number	Votes	Number	Votes	
Assent	82	8,03,38,555	1	10	83	8,03,38,565	98.4949%
Dissent	19	12,27,646	0	0	19	12,27,646	1.5051%
Total	101	8,15,66,201	1	10	102	8,15,66,211	100.00%

Based on the aforesaid result, I report that the **Ordinary Resolution** as set out in **Resolution No. 3** of the Notice of the AGM dated May 18, 2023 has been **passed with requisite majority**.

**Resolution No. 4** Re-appointment of M/s. T. R. Chadha & Co., LLP as Statutory Auditors of the Company for second term of 5 years.

Particular	Remote e-voting		Voting at the AGM		Total		% of voting
	Number	Votes	Number	Votes	Number	Votes	
Assent	99	8,15,65,941	1	10	100	8,15,65,951	99.9997%
Dissent	2	260	0	0	2	260	0.0003%
Total	101	8,15,66,201	1	10	102	8,15,66,211	100.00%

Based on the aforesaid result, I report that the **Ordinary Resolution** as set out in **Resolution No. 4** of the Notice of the AGM dated May 18, 2023 has been **passed with requisite majority**.

**Resolution No. 5** Appointment of Mr. Ashok Bhatia (DIN:02090239) as an Independent Director

Particular	Remote e-voting		Voting at the AGM		Total		% of voting
	Number	Votes	Number	Votes	Number	Votes	
Assent	80	8,02,20,269	1	10	81	8,02,20,279	98.3500%
Dissent	20	13,45,832	0	0	20	13,45,832	1.6500%
Total	100	8,15,66,101	1	10	101	8,15,66,111	100.00%

Based on the aforesaid result, I report that the **Special Resolution** as set out in **Resolution No. 5** of the Notice of the AGM dated May 18, 2023 has been **passed with requisite majority**.

**Resolution No. 6** Appointment of Mr. Vijay Kedia (DIN:00230480) as an Independent Director

Particular	Remote e-voting		Voting at the AGM		Total		% of voting
	Number	Votes	Number	Votes	Number	Votes	
Assent	81	8,02,20,369	1	10	82	8,02,20,379	98.3500%
Dissent	20	13,45,832	0	0	20	13,45,832	1.6500%
Total	101	8,15,66,201	1	10	102	8,15,66,211	100.00%

Based on the aforesaid result, I report that the **Special Resolution** as set out in **Resolution No. 6** of the Notice of the AGM dated May 18, 2023 has been **passed with requisite majority**.



**Resolution No. 7** Authorization under Section 186 of the Companies Act, 2013

Particular	Remote e-voting		Voting at the AGM		Total		% of voting
	Number	Votes	Number	Votes	Number	Votes	
Assent	79	8,02,18,339	1	10	80	8,02,18,349	98.3475%
Dissent	21	13,47,832	0	0	21	13,47,832	1.6525%
Total	100	8,15,66,171	1	10	101	8,15,66,181	100.00%

Based on the aforesaid result, I report that the **Special Resolution** as set out in **Resolution No. 7** of the Notice of the AGM dated May 18, 2023 has been **passed with requisite majority**.

**Resolution No. 8** Ratification of the remuneration payable to Cost Auditors of the Company for the FY 2023-24

Particular	Remote e-voting		Voting at the AGM		Total		% of voting
	Number	Votes	Number	Votes	Number	Votes	
Assent	98	8,15,65,921	1	10	99	8,15,65,931	99.9997%
Dissent	3	280	0	0	3	280	0.0003%
Total	101	8,15,66,201	1	10	102	8,15,66,211	100.00%

Based on the aforesaid result, I report that the **Ordinary Resolution** as set out in **Resolution No. 8** of the Notice of the AGM dated May 18, 2023 has been **passed with requisite majority**.

The electronic data and all other relevant records relating to e-voting are under my safe custody and will be handed over to Chairman / Person Authorized by Chairman, for preserving safely after the Chairman considers, approves and signs the Minutes of the AGM.

For, Chintan I Patel & Associates

CHINTAN  
INDRAVAD  
AN PATEL

Digitally signed by CHINTAN INDRAVADAN PATEL  
DN: cn=CH, o=Patel, ou=1722,  
email=chintan@chintanindrapatel.com,  
c=IN  
E=chintan@chintanindrapatel.com,  
O=CHINTAN INDRAVADAN PATEL,  
OU=CHINTAN INDRAVADAN PATEL,  
CN=CHINTAN INDRAVADAN PATEL,  
Date: 2023.08.16 13:08:21 +05'30'

**Chintan Patel**

Proprietor  
FCS 12315 | CP No. 20103  
UDIN: F012315E000806603  
Date : August 16, 2023

Counter signed by  
For, **Shalby Limited**

VIKRAM  
INDRAJIT  
SHAH

Digitally signed by  
VIKRAM INDRAJIT  
SHAH  
Date: 2023.08.16  
15:05:20 +05'30'

**Dr. Vikram I Shah**

Chairman and Managing Director  
(DIN: 00011653)  
Date : August 16, 2023