

**September 26, 2024**

To,  
Department of Corporate Services,  
BSE Limited,  
P. J. Towers, Dalal Street,  
Mumbai – 400 001.  
**(Script code: 523888)**

Dear Sir/Ma'am,

**Sub: Compliance with Regulation 44(3) of the Securities and Exchange Board of India (Listing Regulations and Disclosure Requirements) Regulations, 2015- Details of the Voting Results of the 34<sup>th</sup> Annual General Meeting of the Company.**

We wish to inform you that the 34<sup>th</sup> Annual General Meeting (“AGM”) of the members of V.R Woodart Limited was held on Wednesday, September 25, 2024 at 10.30 a.m. (IST) through video conferencing mode.

The Meeting was held in compliance with the applicable provisions of the Companies Act, 2013 (“Act”) and the Rules made thereunder, the SEBI (Listing Regulations and Disclosure Requirements) Regulations, 2015 (“the SEBI Listing Regulations”), the General Circulars issued by the Ministry of Corporate Affairs and the circulars issued by the Securities and Exchange Board of India.

As per the provisions of the Act and the SEBI Listing Regulations read with the aforesaid MCA Circulars, the Company had provided facility of remote e-voting to the shareholders to enable them to cast their vote electronically on the Resolutions proposed in the Notice of the 34<sup>th</sup> AGM. The remote e-voting was open from Saturday, September 21, 2024 at 9.00 a.m. (IST) to Tuesday, September 24, 2024, at 5.00 p.m. (IST).

Pursuant to the provisions of Section 107 of the Act, there was no voting on the resolutions by show of hands at the AGM and voting at the AGM was therefore conducted through e-voting.

The Board of Directors had appointed Mr. Ankit Parekh, Proprietor M/s A. D Parekh & Associates, Practicing Company Secretaries, as a Scrutinizer for e-voting and e-voting process at the AGM. Mr. Parekh has carried out the scrutiny of all the votes cast through remote e-voting and e-voting conducted at the AGM and has submitted his Report on September 26, 2024. Accordingly, all the Resolutions as set out in the Notice of 34<sup>th</sup> AGM have been duly approved by the shareholders with requisite majority.

In this regard, please find enclosed the following:



- i. Disclosure pertaining to the voting results of the remote e-voting and e-voting conducted at the 34th AGM, pursuant to provisions of Regulation 44(3) of the SEBI Listing Regulations.
- ii. Consolidated Report of the Scrutinizers dated September 26, 2024, pursuant to Section 108 of the Act and Rules made thereunder.

The voting results declared along with the consolidated Scrutinizer's Report shall be hosted on the website of the Company at [www.vrwoodart.com](http://www.vrwoodart.com)

Kindly take the same on record.

Yours sincerely,

**For V.R.Woodart Limited**

**Anwar Shaikh**  
**Chief Financial Officer**  
**Encl: A/a**

<b>V.R. WOODART LIMITED</b>	
<b>Voting results pursuant to Regulation 44(3) of SEBI (LODR) Regulations 2015</b>	
Date of AGM	25/09/2024
Record date for e-voting	18/09/2024
Total number of shareholders on record date	10144
<b>No. of shareholders present in the meeting either in person or through proxy</b>	
a) Promoters and Promoter group	Not Applicable
b) Public	
<b>No. of shareholders attended the meeting through video conferencing</b>	
a) Promoters and Promoter group	4
b) Public	35

Resolution (1)								
Resolution required: (Ordinary / Special)		Ordinary						
Whether promoter/promoter group are interested in the agenda/resolution?		No						
Description of resolution considered		To consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2024 along with the Reports of the Board of Directors and the Auditors thereon.						
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	4491146	4491146	100.0000	4491146	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	4491146	4491146	100.0000	4491146	0	100.0000	0.0000
Public-Institutions	E-Voting	0	0	0	0	0	0.0000	0.0000
	Poll		0	0	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0	0	0	0.0000	0.0000
	<b>Total</b>	0	0	0.0000	0	0	0.0000	0.0000
Public-Non Institutions	E-Voting	7163347	7163347	100.0000	7163347	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	7163347	7163347	100.0000	7163347	0	100.0000	0.0000
<b>Total</b>		<b>11654493</b>	<b>11654493</b>	<b>100.0000</b>	<b>11654493</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Whether resolution is Pass or Not.						Yes		

Resolution (2)								
Resolution required: (Ordinary / Special)			Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Description of resolution considered			To appoint a director in place of Mrs. Rashmi Anand (DIN: 00366258) who retires by rotation and being eligible, offers herself for re-appointment.					
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	4491146	4491146	100.0000	4491146	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	4491146	4491146	100.0000	4491146	0	100.0000	0.0000
Public-Institutions	E-Voting	0	0	0	0	0	0.0000	0.0000
	Poll		0	0	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0	0	0	0.0000	0.0000
	<b>Total</b>	0	0	0.0000	0	0	0.0000	0.0000
Public-Non Institutions	E-Voting	7163347	7163347	100.0000	7163347	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	7163347	7163347	100.0000	7163347	0	100.0000	0.0000
<b>Total</b>		<b>11654493</b>	<b>11654493</b>	<b>100.0000</b>	<b>11654493</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Whether resolution is Pass or Not.							Yes	

Resolution (3)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Re-appointment of Mr. Karthik Jethwa (DIN: 08587759) as an Independent Director of the Company for a second term of 5 years.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	4491146	4491146	100.0000	4491146	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		4491146	4491146	100.0000	4491146	0	100.0000
Public-Institutions	E-Voting	0	0	0	0	0	0.0000	0.0000
	Poll		0	0	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0	0	0	0.0000	0.0000
	Total		0	0	0.0000	0	0	0.0000
Public-Non Institutions	E-Voting	7163347	7163347	100.0000	7163347	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		7163347	7163347	100.0000	7163347	0	100.0000
<b>Total</b>		<b>11654493</b>	<b>11654493</b>	<b>100.0000</b>	<b>11654493</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Whether resolution is Pass or Not.							Yes	



# A. D. PAREKH & ASSOCIATES

Company Secretaries

Email: ankitdparekh@adparekh.com | Mob: +91 9664833084 | www.adparekh.com

## SCRUTINIZER REPORT

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014]

To,  
**The Chairman**  
**of the 34<sup>th</sup> Annual General Meeting of**  
**V.R.WOODART LIMITED**  
**held on Wednesday, 25<sup>th</sup> September, 2024 at 10.30 a.m.**  
**through Video Conferencing**

Dear Sir,

I, **Ankit D. Parekh**, Proprietor of M/s. A. D. Parekh & Associates, Practicing Company Secretaries, (Membership No. ACS - 31990), was appointed as the Scrutinizer for the purpose of the remote e-voting process and e-voting process during the 34<sup>th</sup> Annual General Meeting ("AGM") pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 read with MCA General Circular No. 14/2020 dated 8<sup>th</sup> April, 2020; 17/2020 dated 13<sup>th</sup> April, 2020; 20/2020 and subsequent circulars issued in this regard, the latest being 9/2023 dated 25<sup>th</sup> September, 2023 issued by Ministry of Corporate Affairs ("MCA"), Government of India (hereinafter referred to as "MCA Circulars") and SEBI Circular dated 07<sup>th</sup> October, 2023, permitting the holding of Annual General Meeting through Video Conference ("VC") or through Other Audio-Visual Means ("OAVM"), in respect of the resolutions proposed at the AGM of V.R.Woodart Limited held on Wednesday, 25<sup>th</sup> September, 2024 at 10.30 a.m. through Video Conferencing (VC).

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 on the resolutions contained in the notice of the 34<sup>th</sup> AGM of the Members of the Company. Our responsibility as a scrutinizer for the remote e-voting process prior to AGM and e-voting process at the AGM is restricted to ensure that both the e-voting processes are conducted in a fair and transparent manner and to make a Scrutinizer's Report of the votes cast "in favour" or "against" on the resolutions contained in the notice of 34<sup>th</sup> AGM, based on the reports generated from the e-voting platform / system provided by the National Securities Depository Limited (NSDL) the authorized agency to provide e-voting facilities, engaged by the Company.

As informed to us by the Management, the notice dated 14<sup>th</sup> August, 2024 convening the 34<sup>th</sup> AGM of the Company through VC to be held on 25<sup>th</sup> September, 2024 along with the statement setting out material facts under Section 102 of the Companies Act, 2013 and MCA Circular /

Add: B-402, Krishna Classic, Ram Mandir Road, Babhai Naka, Borivali (W), Mumbai – 400092, MH.

Sole Proprietorship Unique Code No. S2021MH00787600





## A. D. PAREKH & ASSOCIATES

Company Secretaries

Email: [ankitdparekh@adparekh.com](mailto:ankitdparekh@adparekh.com) | Mob: +91 9664833084 | [www.adparekh.com](http://www.adparekh.com)

SEBI Circular were duly sent to the Members of the Company through electronic mode to those Members whose email addresses were registered with the Company / Depositories, in compliance with the aforesaid MCA and SEBI Circulars. The Members of the Company holding shares on the record date ("Cut off" date) i.e. 18<sup>th</sup> September, 2024 were entitled to vote on the resolutions as set out in the notice of said AGM. In this regard, we hereby submit our report as under:

1. The Company had availed the e-voting facility offered by National Securities Depository Limited (NSDL), for conducting the remote e-voting prior to the AGM and e-voting during the AGM by the Members of the Company.
2. The remote e-voting period prior to the AGM remained open from Saturday, 21<sup>st</sup> September, 2024 (9.00 a.m. IST) to Tuesday, 24<sup>th</sup> September, 2024 (5.00 p.m. IST) ("Remote E-voting period").
3. The Company had also provided e-voting facility to the Members present / logged-in at the AGM through VC and who had not cast their vote earlier. The members were allowed to cast their vote upto 15 minutes after the conclusion of the 34<sup>th</sup> AGM. NSDL e-voting platform was disabled thereafter.
4. We have received a complete record of votes cast through electronic mode during the remote e-voting period and votes cast during and upto 15 minutes after the closure of the AGM held on 25<sup>th</sup> September, 2024, from NSDL e-Voting System, the agency appointed for providing and supervising electronic platform. The votes cast were unblocked on 25<sup>th</sup> September, 2024 at 11.25 a.m. (IST) in the presence of two witnesses, Mr. Bhaskar Jadhav and Ms. Kinjal Parmar who are not in the employment of the Company and who have signed below in confirmation of the votes being unblocked in their presence.

  
Mr. Bhaskar Jadhav

  
Ms. Kinjal Parmar

5. We have scrutinized the votes cast through both remote e-voting and e-voting during the AGM for the purpose of this report.
6. The particulars of all the electronic votes cast by the Members through both remote e-voting and e-voting during the AGM has been recorded in the separate registers maintained for the purpose.
7. The result of the voting through both remote e-voting prior to AGM and e-voting during the AGM is as per annexure attached herewith.

Add: B-402, Krishna Classic, Ram Mandir Road, Babhai Naka, Borivali (W), Mumbai – 400092, MH  
Sole Proprietorship Unique Code No. S2021MH00787600







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## Recommendation:

8. All the resolutions as set out in Item Nos. 1 to 3 of the Notice dated 14<sup>th</sup> August, 2024, convening the 34<sup>th</sup> Annual General Meeting of the Company, have been passed with requisite majority of votes. The Chairperson/Company Secretary/Chief Financial Officer may accordingly declare the result of voting.

Thanking you,

For A. D. PAREKH & ASSOCIATES  
Company Secretaries

*AD Parekh*  
CS AnkitD Parekh  
M. No. ACS 31990  
CoP No. 24267



UDIN: A031990F001321399

Place: Mumbai

Date: 26<sup>th</sup> September, 2024



## A. D. PAREKH & ASSOCIATES

Company Secretaries

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### Annexure to the Scrutinizer's Report of the 34<sup>th</sup> Annual General Meeting ("AGM") of V.R.Woodart Limited

#### Result of remote e-voting prior to the AGM and e-voting during the AGM

Reso lutio n No.	Resolution heading	Type of resolution	Type of voting	Voted in Favour (Assent)			Voted Against (Dissent)			Total		Invali d votes
				No. of member s voted	No. of valid votes cast by them	% of votes to total no. of valid votes cast	No. of member s voted	No. of valid votes cast by them	% of votes to total no. of valid votes cast	No. of member s voted	No. of votes cast by them	
1.	To consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2024 along with the Reports of the Board of Directors and the Auditors thereon	Ordinary Resolution	Remote e-voting prior to AGM	46	11654393		0	0		46	11654393	0
			E-voting during the AGM	2	100		0	0		2	100	0
			<b>Total</b>	<b>48</b>	<b>11654493</b>	<b>100.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>48</b>	<b>11654493</b>	<b>0</b>
Total Votes Cast in favour: 11654493 (100.00% of total valid votes) Total Votes cast Against: 0 (0.00 % of total valid votes)  Based on the aforesaid results, we report that the <b>Ordinary Resolution</b> as set out in Item No. 1 of the Notice <b>has been passed with requisite majority.</b>												
2.	To appoint a director in place of Mrs. Rashmi Anand (DIN: 00366258) who retires by rotation and being eligible, offers herself for re-appointment.	Ordinary Resolution	Remote e-voting prior to AGM	46	11654393		0	0		46	11654393	0
			E-voting during the AGM	2	100		0	0		2	100	0
			<b>Total</b>	<b>48</b>	<b>11654493</b>	<b>100.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>48</b>	<b>11654493</b>	<b>0</b>
Total Votes Cast in favour: 11654493 (100.00% of total valid votes) Total Votes cast Against: 0 (0.00 % of total valid votes)  Based on the aforesaid results, we report that the <b>Ordinary Resolution</b> as set out in Item No. 2 of the Notice <b>has been passed with requisite majority.</b>												





## A. D. PAREKH & ASSOCIATES

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3.	Re-appointment of Mr. Karthik Jethwa (DIN: 08587759) as an Independent Director of the Company for a second term of 5 years	Special Resolution	Remote e-voting prior to AGM	46	11654393		0	0		46	11654393	0
			E-voting during the AGM	2	100		0	0		2	100	0
			<b>Total</b>	<b>48</b>	<b>11654493</b>	<b>100.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>48</b>	<b>11654493</b>	<b>0</b>
Total Votes Cast in favour: 11654493 (100.00% of total valid votes) Total Votes cast Against: 0 (0.00 % of total valid votes)												
Based on the aforesaid results, we report that the <b>Special Resolution</b> as set out in Item No. 3 of the Notice <b>has been passed with requisite majority.</b>												

For A. D. PAREKH & ASSOCIATES

Company Secretaries

*AD Parekh*  
CS Ankit D Parekh

M. No. ACS 31990

CoP No. 24267



UDIN: A031990F001321399

Place: Mumbai

Date: 26<sup>th</sup> September, 2024