

Date: 02.12.2024

To,
Department of Corporate Services
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai-400001

(Scrip Code: 539522)

Sub: Voting Results and Scrutinizer Report.

Dear Sir/Madam,

The Extraordinary General Meeting (EGM) of **Grovy India Limited** (herein after referred as “the Company”) was held on Friday, 29th November, 2024 through Video Conferencing (VC)/Other Audio Visual Means (OAVM), in this regard, please find attached herewith following:

1. Voting Results of the Extraordinary 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 EGM is annexed as **Annexure-B**.

This is for your information and records please.

Thanking You.

For and on behalf of
Grovy India Limited

Megha Mishra
Company Secretary and Compliance Officer
Membership Number: A73040

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

Date of the Extraordinary General Meeting	29.11.2024
Total Number of Shareholders on Record Date	4901
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	5 19

DETAILS OF THE VOTING HELD THROUGH REMOTE AND VENUE IN RESPECT OF EXTRAORDINARY GENERAL MEETING OF GROVY INDIA LIMITED HELD ON 29.11.2024

1. Appointment of Statutory Auditor to fill casual vacancy.

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	9679316	9679316	100%	9679316	0	100%	0%
	Poll		0	0	0	0	0	0
	Total	9679316	9679316	100%	9679316	0	100%	0%
Public Institutions	E-Voting							
	Poll							
	Total							
Public Non Institutions	E-Voting	3656956	639969	17.5%	639961	8	99.99%	0%
	Poll		0	0	0	0	0	0
	Total	3656956	639969	17.5%	639961	8	99.99%	0%
Total		13336272	10319285	77.38%	10319277	8	99.99%	0%

The resolution was passed with requisite votes

2. Increased borrowing limit up-to Rs. 200 crores (rupees two hundred crores only) under section 180(1)(c) of Companies Act, 2013.

Resolution Required			Special 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	9679316	9679316	100%	9679316	0	100%	0%
	Poll		0	0	0	0	0	0
	Total		9679316	9679316	100%	9679316	0	100%
Public Institutions	E-Voting							
	Poll							
	Total							
Public Non Institutions	E-Voting	3656956	639969	17.5%	639811	158	99.97%	0.02%
	Poll		0					
	Total		3656956	639969	17.5%	639811	158	99.97%
Total		13336272	10319285	77.38%	10319127	158	99.99%	0%

The resolution was passed with requisite votes

3. Omnibus approval of related party transactions for financial year 2024-25

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	9679316	9679316	100%	9679316	0	100%	0%
	Poll		0	0	0	0	0	0
	Total	9679316	9679316	100%	9679316	0	100%	0%
Public Institutions	E-Voting							
	Poll							
	Total							
Public Non Institutions	E-Voting	3656956	639969	17.5%	639961	8	99.99%	0%
	Poll		0	0	0	0	0	0
	Total	3656956	639969	17.5%	639961	8	99.99%	0%
Total		13336272	10319285	77.38%	10319277	8	99.99%	0%

The resolution was passed with requisite votes

4. To make investments, give loans, guarantees and security in excess of limits specified under section 186 of the Companies Act, 2013

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	9679316	9679316	100%	9679316	0	100%	0%
	Poll		0	0	0	0	0	0
	Total		9679316	9679316	100%	9679316	0	100%
Public Institutions	E-Voting							
	Poll							
	Total							
Public Non Institutions	E-Voting	3656956	639969	17.5%	639961	8	99.99%	0%
	Poll		0	0	0	0	0	0
	Total		3656956	639969	17.5%	639961	8	99.99%
Total		13336272	10319285	77.38%	10319277	8	99.99%	0%

The above resolution was passed with requisite votes.

For Grovy India Limited

Megha Mishra
Company Secretary and Compliance Officer

Date:02.12.2024

Place: New Delhi

AKSHIT GUPTA & ASSOCIATES

(Advocates & Corporate Consultants)

Mob: 9999270516

Email id: advocateakshitgupta@gmail.com

SCRUTINIZER'S REPORT

To,

The Chairman

Grovya India Limited

122, 1st Floor, Vinobapuri,

Lajpat Nagar Part II,

South Delhi, 110024

Dear Sir,

Reference: Extraordinary General Meeting

Subject: Consolidated Scrutinizer's Report on remote e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with the rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 for the Extraordinary General meeting of Grovya India Limited held on Friday, November 29, 2024 at 12:30 P.M. (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM").

We, Akshit Gupta & Associates, Advocates & Corporate Consultants through partner Mr. Akshit Gupta, advocate, having its office at D-14, 8-9, Third Floor, Sector 8, Rohini, Delhi-110085, have been appointed as Scrutinizer by the Board of Directors of the Grovya India Limited in its Board Meeting dated 05th November, 2024 pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, to conduct the e-voting process in respect of below mentioned resolutions proposed at the Extraordinary General Meeting ("EGM") of Grovya India Limited ("the Company") held on Friday, November 29, 2024 at 12:30 P.M. through VC/OAVM.

The notice dated November 05, 2024, convening EGM, as confirmed by the company, was sent to the shareholders in respect of below mentioned resolutions proposed to be passed at the EGM of the Company through electronic mode to those Members whose email addresses are registered with the Company/Depositories.

The EGM notice sent to members along with explanatory statement (electronically through email) contained the detail procedure to be followed by 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 thereto.

The Company had availed the e-voting facility offered by Central Depository Services Limited ('CSDL') for conducting remote e-voting by the Shareholders of the Company.

The voting period for remote e-voting commenced on Monday, November 25, 2024 (9:00 A.M) and ends on Thursday, November 28, 2024 (5:00 P.M) and the CSDL e-voting platform was disabled thereafter.

The Company had also provided remote e-voting facility to the shareholders present at the EGM through VC / OAVM and who had not cast their vote earlier. The shareholders of the Company

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holding shares as on the "cut-off" date of November 22, 2024 were entitled to vote on the resolutions as contained in the Notice of the EGM.

Thereafter, the e-voting summary of the votes cast by the members through remote e-voting process before the EGM and through e-voting process during the EGM on the agenda items contained in the EGM Notice was generated from the electronic voting system provided by Central Depository Services (India) Limited.

I have scrutinized and reviewed the remote e-voting prior to and during the EGM and votes cast therein based on the data downloaded from the CSDL e-voting system.

The Management of the Company is responsible to ensure compliance with the requirements of the Act and rules relating to remote e-voting prior to and during the EGM on the resolutions contained in the notice of the EGM.

My responsibility as scrutinizer for the remote e-voting is restricted to making a Scrutinizer's Report of the votes cast in favour or against the resolutions.

I now submit my consolidated report as under on the result of the remote e-voting prior to and during the AGM in respect of the said resolutions.

ITEM NO. 1: (Ordinary Resolution)

Appointment of Statutory Auditor to fill casual vacancy.

i. Voted in **favour** of the resolution:

Mode of Voting	Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
Number of members voted through remote e-voting	59	10296025	100%
Number of members voted through remote e-voting during AGM	2	23252	99.98%
Total	61	10319277	100%

ii. Voted **against** the resolution:

Mode of Voting	Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
Number of members voted through remote e-voting	1	4	0%
Number of members voted through remote e-voting during AGM	1	4	0.02%

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Total	2	8	0%
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iii. **Invalid votes:**

Mode of Voting	Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
Number of members voted through remote e-voting	-	-	-
Number of members voted through remote e-voting during AGM	-	-	-
Total	-	-	-

ITEM NO. 2: (Special Resolution)

Increased borrowing limit up-to Rs. 200 crores (rupees two hundred crores only) under section 180(1)(c) of Companies Act, 2013.

i. Voted in **favour** of the resolution:

Mode of Voting	Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
Number of members voted through remote e-voting	58	10295875	100%
Number of members voted through remote e-voting during AGM	2	23252	99.98%
Total	60	10319127	100%

ii. Voted **against** the resolution:

Mode of Voting	Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
Number of members voted through remote e-voting	2	154	0%
Number of members voted through remote e-voting during AGM	1	4	0.02%
Total	3	158	0%

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iii. **Invalid** votes:

Mode of Voting	Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
Number of members voted through remote e-voting	-	-	-
Number of members voted through remote e-voting during AGM	-	-	-
Total	-	-	-

ITEM NO. 3: (Special Resolution)

Omnibus approval of related party transactions for financial year 2024-25.

i. Voted in **favour** of the resolution:

Mode of Voting	Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
Number of members voted through remote e-voting	59	10296025	100%
Number of members voted through remote e-voting during AGM	2	23252	99.98%
Total	61	10319277	100%

ii. Voted **against** the resolution:

Mode of Voting	Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
Number of members voted through remote e-voting	1	4	0%
Number of members voted through remote e-voting during AGM	1	4	0.02%
Total	2	8	0%

iii. **Invalid** votes:

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Mode of Voting	Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
Number of members voted through remote e-voting	-	-	-
Number of members voted through remote e-voting during AGM	-	-	-
Total	-	-	-

ITEM NO. 4: (Special Resolution)

To make investments, give loans, guarantees and security in excess of limits specified under section 186 of the Companies Act, 2013.

i. Voted in **favour** of the resolution:

Mode of Voting	Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
Number of members voted through remote e-voting	59	10296025	100%
Number of members voted through remote e-voting during AGM	2	23252	99.98%
Total	61	10319277	100%

ii. Voted **against** the resolution:

Mode of Voting	Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
Number of members voted through remote e-voting	1	4	0%
Number of members voted through remote e-voting during AGM	1	4	0.02%
Total	2	8	0%

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iii. **Invalid votes:**


Mode of Voting	Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
Number of members voted through remote e-voting	-	-	-
Number of members voted through remote e-voting during AGM	-	-	-
Total	-	-	-

The register, all other papers and relevant records related to electronic voting shall remain in our safe until the chairman considers, approves and sign the minutes of the aforesaid Extraordinary General Meeting and the same will be handed over to the Company Secretary for safe keeping.

Thanking you,

Yours faithfully,

For Akshit Gupta & Associates
(Advocates & Corporate Consultants)


Adv Akshit Gupta
M.Com, FCS, LLB, DIM
Regn. No.: D-823/2024
Sigma Lexjurix LLP

Adv. Akshit Gupta
D/823/2024
Add: D-14, 8-9, Third Floor
Sector 8, Rohini Delhi 110085

Date: 29.11.2024

Place: Delhi