

Corp Office: 404, 4th Floor, Lifestyle Building, My Home Tycoon, Greenlands, Begumpet, Hyderabad, Telangana, 500016 - INDIA



CIN.No:-L72200AP1984PLC004380

29th September, 2023

To
Listing Compliance Department
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai 400001

Company name- **TITAN INTECH LIMITED**

Scrip Code: **521005**

Subject: Scrutinizer's Report and Voting Results for the 39th Annual General Meeting of Company held on Friday, 29th September, 2023

This is to inform you that in accordance with the applicable laws, the Company had provided the facility of remote e-voting and e-voting at the Meeting to its Members on all resolutions set out in the Notice convening the 39th Annual General Meeting of the members of the Company held on Friday, 29th September, 2023 at 12:30 PM. through Video Conferencing and Other Audio-Visual Means.

The Board of Directors of the Company had appointed Mr. Bhartiraju Vegiraju, Practicing Company Secretary as the Scrutinizer to scrutinize the entire voting process. As per the Scrutinizer's Report, all resolutions contained in the Notice of the AGM have been duly passed by the Members with requisite majority. In connection with this, please find enclosed the consolidated voting results i.e., remote e-voting and e-voting at the Meeting, on the business transacted at 39th AGM, in the format prescribed under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, along with the Scrutinizer's report thereon.

a) The Scrutinizer's Report dated September 29, 2023 - **Annexure I**

b) Details of voting results in the format specified under Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 – **Annexure II**

The Voting Results along with the Scrutinizer's Report is available on the website of the Company at www.titanintech.in

This information is submitted pursuant to Regulation 30 and Regulation 44(3) of the Listing Regulations.

We request you to take above information in record.

 info@titanintech.in  www.titanintech.in

Regional Office : B202, Universal Paradise, Nanda Patkar Road, Opp Petrol Pump, vile Parle East, Mumbai - 400057.

Registered Office : Plot No. 42, D.No. 54-28/3-5, Opp: Gurudwara, Behind. OBC Bank, Gurunanak Colony , District -Vijayawada, Andhra Pradesh – 520008

Corp Office: 404, 4th Floor, Lifestyle Building, My Home Tycoon,
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CIN.No.:-L72200AP1984PLC004380



Thanking You.

Yours faithfully,
For **TITAN INTECH LTD**



MANGLA SACHIN SAVLA
Company Secretary

 info@titanintech.in  www.titanintech.in

Regional Office : B202, Universal Paradise, Nanda Patkar Road, Opp Petrol Pump, vile Parle East, Mumbai - 400057.

Registered Office : Plot No. 42, D.No. 54-28/3-5, Opp: Gurudwara, Behind. OBC Bank, Gurunanak Colony , District -Vijayawada, Andhra Pradesh – 520008



Annexure-I

To,
The Board of Directors
Titan intech Limited

Dear Sir,

Sub: Scrutinizer's Report on remote e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 for the 39th Annual General Meeting of Titan Intech Limited held on Friday, 29th September, 2023 at 12.30 P.M. (IST) through video conferencing ('VC') / other audio visual means ('OAVM').

I, Bhartiraju Vegiraju, Practising Company Secretary, was appointed as the Scrutinizer by the Board of Directors of Titan Intech Limited (the Company) pursuant to Section 108 of the Companies Act, 2013 (the "Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, to conduct the remote e voting process in respect of the below mentioned resolutions proposed at the 39th Annual General Meeting ("AGM") of the Company on Friday, 29th September, 2023 at 12.30 P.M. (IST) through VC / OAVM.

The notice dated 7th September, 2023, convening the AGM, as confirmed by the Company, was sent to the shareholders in respect of the below mentioned resolutions proposed to be passed at the AGM of the Company through electronic mode to those Members whose email addresses are registered with the Company/ Depositories, in compliance with the Ministry of Corporate Affairs circulars dated May 5, 2020 and January 13, 2021 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") and SEBI Circulars dated May 12, 2020 and January 15, 2021.

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

The scheduled voting period for remote e-voting was from Tuesday, 26th September, 2023 at 9 a.m. (IST) and ended on Thursday, 28th September, 2023 at 5.00 p.m. (IST) and the CDSL e-voting platform was disabled thereafter.



The Members of the Company holding shares as on the "cut-off" date i.e. 22nd September, 2023 were entitled to vote on the resolutions as contained in the Notice of the AGM.

After the closure of e-voting at the AGM, the report on the votes cast under remote e-voting facility were unblocked and counted.

I have scrutinized and reviewed the remote e-voting based on the data downloaded from the CDSL 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 the AGM on the resolutions contained in the notice of the AGM.

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 report as under on the result of the remote e-voting in respect of the said resolutions.



RESOLUTION 1: ORDINARY RESOLUTION

Adopt the audited standalone financial statements of the Company for the financial year ended March 31, 2023

To receive, consider and adopt the standalone Financial Statements of the Company for the financial year ended 31st March 2023, and the Reports of the Board of Directors and Auditors thereon.

“**RESOLVED THAT** the standalone financial statements of the company for the financial year ended on 31st March, 2023 and the reports of the Directors and Auditors thereon, be and are hereby received, considered and adopted.”

(i) Voted in favor of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
88	7322826	100.00%

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
1	1	0.00%

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL



RESOLUTION 2: ORDINARY RESOLUTION

To appoint a director in place of Zeba Ruhin Shaik Kottala, Director (DIN: 08758904) who retires by rotation and being eligible offers herself for reappointment.

“**RESOLVED THAT** In accordance with Section 152(6) A person who is not a retiring director in terms of section 152 shall, subject to the provisions of this Act, be eligible for appointment to the office of a director at any general meeting, if he, or some member intending to propose him as a director, has, as if total valid votes cast either on show of hands or on poll on such resolution.

Voted in favour of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
88	7322826	100.00%

(i) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
1	1	0.00%

(ii) Invalid votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL



RESOLUTION 3: ORDINARY RESOLUTION

To appoint Statutory Auditors of the Company

“**RESOLVED THAT** pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification, amendment or enactment thereof, for the time being in force), M/s. S.M.V & Co., Chartered Accountants, Hyderabad (Registration No.: 015630S) be and are hereby appointed as Statutory Auditor of the Company to hold the office from the conclusion of the 39th Annual General Meeting until the conclusion of the 44th Annual General Meeting of the Company at such remuneration plus applicable taxes and reimbursement of out-of-pocket expenses in connection with the Audit as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

Voted in favour of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
88	7322826	100.00%

(iii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
1	1	0.00%

(iv) Invalid votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL



RESOLUTION 4: SPECIAL RESOLUTION

Appointment of Ms. Padmasree Kunapareddy (DIN: 10267450) as an Independent Director of the Company

“**RESOLVED THAT** in accordance with, the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’), and the Rules made thereunder, read with Schedule IV of the Act and Regulation 16(1)(b) and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’) (including any statutory modification(s) or re-enactment thereof for the time being in force) Ms. Padmasree Kunapareddy (DIN: 10267450), who was appointed as an Additional Director of the Company with effect from 14th August, 2023, pursuant to Section 161 of the Act and who has submitted a declaration that she meets the criteria of Independence as provided under the Act and the Listing Regulations, be and is hereby appointed as an Independent Director of the Company to hold office for a term of upto 5 (five) consecutive years with effect from 14th August, 2023 to 13 th August, 2028 and shall not be liable to retire by rotation.

Voted in favour of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
88	7322826	100.00%

(v) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
1	1	0.00%

(vi) Invalid votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL



RESOLUTION 5: SPECIAL RESOLUTION

Appointment of Mr. Padmanabharao Pokuri (DIN: 08312509) as an Independent Director of the Company

“RESOLVED THAT in accordance with, the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’), and the Rules made thereunder, read with Schedule IV of the Act and Regulation 16(1)(b) and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’) (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Padmanabharao Pokuri (DIN: 08312509), who was appointed as an Additional Director of the Company with effect from 14th August, 2023, pursuant to Section 161 of the Act and who has submitted a declaration that she meets the criteria of Independence as provided under the Act and the Listing Regulations, be and is hereby appointed as an Independent Director of the Company to hold office for a term of upto 5 (five) consecutive years with effect from 14th August, 2023 to 13th August, 2028 and shall not be liable to retire by rotation.

Voted in favour of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
88	7322826	100.00%

(vii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
1	1	0.00%

(viii) Invalid votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL



RESOLUTION 6: SPECIAL RESOLUTION

Increase in Authorised Share Capital of the Company and Alteration of Capital Clause of Memorandum of Association of the Company

“**RESOLVED THAT** pursuant to the provisions of Section 13 and 61 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the Rules framed thereunder, consent of the Members of the Company be and is hereby accorded for increase in the Authorised Share Capital of the Company from existing Rs. 13,00,00,000/- (Rupees Thirteen crores only) divided into 1,30,00,000 (One crore thirty lakh) Equity Shares of Rs. 10/- each to Rs. 23,00,00,000/- (Rupees Twenty three crores only) divided into 2,30,00,000 (Two crore thirty lakhs) Equity Shares of Rs. 10/- each ranking pari passu in all respect with the existing Equity Shares of the Company as per the Memorandum and Articles of Association of the Company.

Voted in favour of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
88	7322826	100.00%

(ix) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
1	1	0.00%

(x) Invalid votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL



RESOLUTION 7: SPECIAL RESOLUTION

To increase in threshold of loans/ guarantees, providing of securities and making of investments in securities under section 186 of the Companies Act, 2013

“**RESOLVED THAT** pursuant to the provisions of Section 186 of the Companies Act, 2013 and any other applicable provisions of the Companies Act, 2013 and Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and in supersession of all the earlier resolutions passed in this regard, 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 include any Committee constituted by the Board or any person(s) authorized by the Board to exercise its powers, including the powers conferred by this Resolution) to (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate from time to time in one or more tranches as the Board of Directors as in their absolute discretion deem beneficial and in the interest of the Company, for an amount not exceeding Rs. 25,00,00,000/- (Rupees Twenty Five Crores only), notwithstanding that such investments, outstanding loans given or to be given and guarantees and/or security provided may collectively exceed the limits prescribed under Section 186 of the Companies Act, 2013.

Voted in favour of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
88	7322826	100.00%

(xi) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
1	1	0.00%

(xii) Invalid votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL



RESOLUTION 8: SPECIAL RESOLUTION

Issue of Convertible Equity Warrants on preferential basis

“**RESOLVED THAT** pursuant to the provisions of Section 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, (the “Companies Act”), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014, and other applicable rules made thereunder (including any amendment(s), statutory modification(s) or re-enactment thereof for the time being in force), and in accordance with the enabling provisions of the Memorandum of Association and the Articles of Association of the Company, and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India (“SEBI”), including Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“SEBI ICDR Regulations”), and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015, as amended (“SEBI LODR Regulations”), and subject to other applicable rules, regulations and guidelines issued by Reserve Bank of India (“RBI”), Ministry of Corporate Affairs (“MCA”) and/ or any other statutory / regulatory authority, provisions under Foreign Exchange Management Act, 1999, as amended, and the rules and regulations framed thereunder and subject to such approvals, permissions, consents and sanctions as agreed by the board of directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any committee constituted by the Board to exercise its power including the powers conferred by this resolution), subject to any other alterations, modifications, conditions, corrections, changes and variations that may be decided by the Board in its absolute discretion, consent of the Members of the Company be and is hereby accorded to authorize the Board to create, issue, offer and allot in one or more tranches upto 95,00,000 (Ninety Five Lakhs) warrants, each convertible into, or exchangeable for, 1 (One) fully paid-up equity share of the Company of face value Rs. 10 (Rupees Ten only) (“Warrants”), at a price of Rs. 52/- (Rupees Fifty two only) each (including the warrant subscription price and the warrant exercise price) including premium of Rs 42/- per warrant payable in cash (“Warrant Issue Price”) aggregating upto Rs. 49,40,00,000/- (Rupees Forty nine crores forty lakhs only) (“Total Issue Size”) or such higher price as may be arrived at in accordance with the ICDR Regulations to persons / entity enlisted below (“Warrant Holder”/ “Proposed Allottees”) on a preferential basis (“Preferential Issue”) in such manner and upon such terms and conditions as may be deemed appropriate by the Board in accordance with the terms of this Preferential Issue, provisions of SEBI ICDR Regulations, or other applicable laws in this respect:

Voted in favour of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
88	7322826	100.00%

(xiii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
1	1	0.00%



(xiv) Invalid votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL



RESOLUTION 9: SPECIAL RESOLUTION

Increase in the Borrowing Limits of the Company under Section 180(1)(c) of the Companies Act, 2013

“**RESOLVED THAT** pursuant to the provisions of Section 180(1)(c) and other applicable provisions, of the Companies Act, 2013, (including any statutory modification(s) or re-enactment thereof for the time being in force) and rules issued thereunder, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to borrow from time to time, as it may consider fit, any sum or sums of money not exceeding Rs. 500 Crores (Rupees Five hundred crores only) on such terms and conditions as the Board may deem fit, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained/to be obtained from the Company’s bankers in the ordinary course of business) will exceed the aggregate of the paid up share capital of the Company and its free reserves”.

Voted in favour of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
88	7322826	100.00%

(xv) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
1	1	0.00%

(xvi) Invalid votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL



RESOLUTION 10: SPECIAL RESOLUTION

Creation of charge/mortgage or providing securities on the properties of the Company under Section 180(1)(a) of Companies Act, 2013

“**RESOLVED THAT** the consent of the members of the Company be and is hereby accorded in terms of Section 180(1)(a) and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) to the Board of Directors to mortgage, pledge, create charges or hypothecation and to provide securities as may be necessary on all movable and/or immovable properties wherever situated both present and future or to sell, lease or otherwise dispose off the whole or substantially the whole of the undertaking of the Company or where the Company owns more than one undertaking, of the whole or substantially the whole of any such undertaking(s) on such terms and conditions at such time(s) and in such form and manner, and with such ranking as to priority as the Board in its absolute discretion thinks fit on the whole or substantially the whole of the Company's any one or more of the undertakings or all of the undertakings of the Company in favour of any Bank(s) or Financial Institutions or any other Lender(s), Agent(s) and Trustee(s) whether shareholders of the Company or not, to secure borrowing availed or to be availed by the Company or subsidiary(ies) or associates of Company, whether by way of debentures, loans, credit facilities, debts, financial obligations or any other securities or otherwise by the Company, in foreign currency or in Indian rupees, within the overall limits of the borrowing powers of the Board as determined from time to time by members of the Company, pursuant to Section 180(1)(c) of the Companies Act, 2013

Voted in favour of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
88	7322826	100.00%

(xvii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
1	1	0.00%

(xviii) Invalid votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL



RESOLUTION 11: SPECIAL RESOLUTION

Issue of Non-Convertible Debentures by way of Private Placement

“**RESOLVED THAT** pursuant to the provisions of Sections 42, 71 and other applicable provisions, if any of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or reenactment thereof, for the time being in force), SEBI (Issue and Listing of Non-Convertible Securities) Regulation 2021 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and in terms of the Memorandum and Articles of Association of the Company and subject to such other approvals and permissions as may be required, consent of the members of the Company be and is hereby accorded to offer, issue and allot secured / unsecured redeemable non-convertible debentures, in one or more series / tranches, secured and unsecured non-convertible debentures on private placement basis during a period of one year from the date of this Annual General Meeting for an amount not exceeding Rs. 50 Crores (Rupees Fifty crores only) within the overall borrowing limits of the Company, as approved by the members, on such terms and conditions and at such times at par or at such premium as may be decided by the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee which the Board may constitute for this purpose), from time to time, to such person or persons, including one or more companies, bodies corporate(s), statutory corporations, commercial banks, lending agencies, financial institutions, insurance companies, mutual funds, pension / provident funds and individuals, as the case may be or such other person / persons as the Board may determine and consider proper and most beneficial to the company including rate of interest, tenure and security cover thereof, the consideration for the issue, utilization of the issue proceeds, redemption of the same and all other matters connected with or incidental thereto.

Voted in favour of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
88	7322826	100.00%

(xix) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
1	1	0.00%

(xx) Invalid votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL

- Notes: 1. Vote casted by related parties on aforesaid resolutions are not considered in the above results.
2. No. of votes cast does not include no. of votes abstained & invalid votes.
3. Number of shareholders are not grouped on the basis of PAN.
4. The percentages are rounded off to the nearest decimals.

CS Bhartiraju Vegiraju
Practising Company secretary
UDIN: F008300E001133160


Signature
BHARATIRAJU VEGIRAJU
Membership No.F-8300 C.P. No: 14926



Date: 29/09/2023

Place: Mumbai

TITAN INTECH LIMITED**39TH ANNUAL GENERAL MEETING VOTING RESULTS**

[DISCLOSURE PURSUANT TO REGULATION 44 (3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS), REGULATIONS, 2015]

RESOLUTION 1: ORDINARY RESOLUTION

Adopt the audited standalone financial statements of the Company for the financial year ended March 31, 2023

To receive, consider and adopt the Audited Statements of Profit and Loss Account for the Financial Year ended 31st March, 2023 and the Reports of the Board of Directors and Auditors thereon.

“**RESOLVED THAT** the standalone financial statements of the company for the financial year ended on 31st March, 2023 and the reports of the Directors and Auditors thereon, be and are hereby received, considered and adopted.”

Type of Resolution required: **Ordinary**

Whether promoter/promoter group are interest in agenda/resolution: **No**

Whether resolution passed: **YES**

	Promoter / Public	Mode of Voting	Total No. of Shares held	No. of shares polled	% of shares polled on outstanding shares	No. of votes – In Favour	No. of votes – In against	% of votes – In Favour	% of votes – In against
1.	Promoter and Promoter Group	E-Voting	1559769	1559769	100	1559769	0	100.00	0.00
		Poll		-	-	-	-	-	-
		Total		1559769	100	1559769	0	100.00	0.00
2.	Public – Institutional Holders	E-Voting	-	-	-	-	-	-	-
		Poll		-	-	-	-	-	-
		Total		-	-	-	-	-	-
3.	Public – others	E-Voting	8384810	5763058	68.73	5763057	1	100.00	0.00
		Poll		-	-	-	-	-	-

		Total		5763058	68.73	5763057	1	100.00	0.00
	Total	E-Voting	9944579	7322827	73.64	7322826	1	100.00	0.00
		Poll		-	-	-	-	-	-
		Total		7322827	73.64	7322826	1	100.00	0.00

RESOLUTION 2: ORDINARY RESOLUTION

To appoint a director in place of Zeba Ruhin Shaik Kottala, Director (DIN: 08758904) who retires by rotation and being eligible offers herself for reappointment.

“**RESOLVED THAT** In accordance with Section 152(6) A person who is not a retiring director in terms of section 152 shall, subject to the provisions of this Act, be eligible for appointment to the office of a director at any general meeting, if he, or some member intending to propose him as a director, has, as if total valid votes cast either on show of hands or on poll on such resolution.

Type of Resolution required: **Ordinary**

Whether promoter/promoter group are interest in agenda/resolution: No

Whether resolution passed: **YES**

	Promoter / Public	Mode of Voting	Total No. of Shares held	No. of shares polled	% of shares polled on outstanding shares	No. of votes – In Favour	No. of votes – In against	% of votes – In Favour	% of votes – In against
1.	Promoter and Promoter Group	E-Voting	1559769	1559769	100	1559769	0	100.00	0.00
		Poll		-	-	-	-	-	-
		Total		1559769	100	1559769	0	100.00	0.00
2.	Public – Institutional Holders	E-Voting	-	-	-	-	-	-	-
		Poll		-	-	-	-	-	-
		Total		-	-	-	-	-	-
3.	Public – others	E-Voting	8384810	5763058	68.73	5763057	1	100.00	0.00
		Poll		-	-	-	-	-	-
		Total		5763058	68.73	5763057	1	100.00	0.00
	Total	E-Voting	9944579	7322827	73.64	7322826	1	100.00	0.00
		Poll		-	-	-	-	-	-
		Total		7322827	73.64	7322826	1	100.00	0.00

RESOLUTION 3: ORDINARY RESOLUTION**To appoint Statutory Auditors of the Company**

“**RESOLVED THAT** pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification, amendment or enactment thereof, for the time being in force), M/s. S.M.V & Co., Chartered Accountants, Hyderabad (Registration No.: 015630S) be and are hereby appointed as Statutory Auditor of the Company to hold the office from the conclusion of the 39th Annual General Meeting until the conclusion of the 44th Annual General Meeting of the Company at such remuneration plus applicable taxes and reimbursement of out-of-pocket expenses in connection with the Audit as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

Type of Resolution required: **Ordinary**

Whether promoter/promoter group are interest in agenda/resolution: No

Whether resolution passed: **YES**

	Promoter / Public	Mode of Voting	Total No. of Shares held	No. of shares polled	% of shares polled on outstanding shares	No. of votes – In Favour	No. of votes – In against	% of votes – In Favour	% of votes – In against
1.	Promoter and Promoter Group	E-Voting	1559769	1559769	100	1559769	0	100.00	0.00
		Poll		-	-	-	-	-	-
		Total		1559769	100	1559769	0	100.00	0.00
2.	Public – Institutional Holders	E-Voting	-	-	-	-	-	-	-
		Poll		-	-	-	-	-	-
		Total		-	-	-	-	-	-
3.	Public – others	E-Voting	8384810	5763058	68.73	5763057	1	100.00	0.00
		Poll		-	-	-	-	-	-
		Total		5763058	68.73	5763057	1	100.00	0.00
	Total	E-Voting	9944579	7322827	73.64	7322826	1	100.00	0.00
		Poll		-	-	-	-	-	-
		Total		7322827	73.64	7322826	1	100.00	0.00

RESOLUTION 4: SPECIAL RESOLUTION

Appointment of Ms. Padmasree Kunapareddy (DIN: 10267450) as an Independent Director of the Company

“**RESOLVED THAT** in accordance with, the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’), and the Rules made thereunder, read with Schedule IV of the Act and Regulation 16(1)(b) and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’) (including any statutory modification(s) or re-enactment thereof for the time being in force) Ms. Padmasree Kunapareddy (DIN: 10267450), who was appointed as an Additional Director of the Company with effect from 14th August, 2023, pursuant to Section 161 of the Act and who has submitted a declaration that she meets the criteria of Independence as provided under the Act and the Listing Regulations, be and is hereby appointed as an Independent Director of the Company to hold office for a term of upto 5 (five) consecutive years with effect from 14th August, 2023 to 13 th August, 2028 and shall not be liable to retire by rotation.

Type of Resolution required: **special**

Whether promoter/promoter group are interest in agenda/resolution: No

Whether resolution passed: **YES**

	Promoter / Public	Mode of Voting	Total No. of Shares held	No. of shares polled	% of shares polled on outstanding shares	No. of votes – In Favour	No. of votes – In against	% of votes – In Favour	% of votes – In against
1.	Promoter and Promoter Group	E-Voting	1559769	1559769	100	1559769	0	100.00	0.00
		Poll		-	-	-	-	-	-
		Total		1559769	100	1559769	0	100.00	0.00
2.	Public – Institutional Holders	E-Voting	-	-	-	-	-	-	-
		Poll		-	-	-	-	-	-
		Total		-	-	-	-	-	-
3.	Public – others	E-Voting	8384810	5763058	68.73	5763057	1	100.00	0.00
		Poll		-	-	-	-	-	-
		Total		5763058	68.73	5763057	1	100.00	0.00

	Total	E-Voting	9944579	7322827	73.64	7322826	1	100.00	0.00
		Poll		-	-	-	-	-	-
		Total		7322827	73.64	7322826	1	100.00	0.00

RESOLUTION 5 : SPECIAL RESOLUTION

Appointment of Mr. Padmanabharao Pokuri (DIN: 08312509) as an Independent Director of the Company

“**RESOLVED THAT** in accordance with, the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’), and the Rules made thereunder, read with Schedule IV of the Act and Regulation 16(1)(b) and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’) (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Padmanabharao Pokuri (DIN: 08312509), who was appointed as an Additional Director of the Company with effect from 14th August, 2023, pursuant to Section 161 of the Act and who has submitted a declaration that she meets the criteria of Independence as provided under the Act and the Listing Regulations, be and is hereby appointed as an Independent Director of the Company to hold office for a term of upto 5 (five) consecutive years with effect from 14th August, 2023 to 13th August, 2028 and shall not be liable to retire by rotation.

Type of Resolution required: **Special**

Whether promoter/promoter group are interest in agenda/resolution: **No**

Whether resolution passed: **YES**

	Promoter / Public	Mode of Voting	Total No. of Shares held	No. of shares polled	% of shares polled on outstanding shares	No. of votes – In Favour	No. of votes – In against	% of votes – In Favour	% of votes – In against
1.	Promoter and Promoter Group	E-Voting	1559769	1559769	100	1559769	0	100.00	0.00
		Poll		-	-	-	-	-	-
		Total		1559769	100	1559769	0	100.00	0.00
2.	Public – Institutional Holders	E-Voting	-	-	-	-	-	-	-
		Poll		-	-	-	-	-	-
		Total		-	-	-	-	-	-

3.	Public others	-	E- Voting	8384810	5763058	68.73	5763057	1	100.00	0.00	
					Poll	-	-	-	-	-	-
					Total	5763058	68.73	5763057	1	100.00	0.00
	Total		E- Voting	9944579	7322827	73.64	7322826	1	100.00	0.00	
					Poll	-	-	-	-	-	-
					Total	7322827	73.64	7322826	1	100.00	0.00

RESOLUTION 6: SPECIAL RESOLUTION

Increase in Authorised Share Capital of the Company and Alteration of Capital Clause of Memorandum of Association of the Company

“**RESOLVED THAT** pursuant to the provisions of Section 13 and 61 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the Rules framed thereunder, consent of the Members of the Company be and is hereby accorded for increase in the Authorised Share Capital of the Company from existing Rs. 13,00,00,000/- (Rupees Thirteen crores only) divided into 1,30,00,000 (One crore thirty lakh) Equity Shares of Rs. 10/- each to Rs. 23,00,00,000/- (Rupees Twenty three crores only) divided into 2,30,00,000 (Two crore thirty lakhs) Equity Shares of Rs. 10/- each ranking pari passu in all respect with the existing Equity Shares of the Company as per the Memorandum and Articles of Association of the Company.

Type of Resolution required: **Special**

Whether promoter/promoter group are interest in agenda/resolution: **No**

Whether resolution passed: **YES**

	Promoter / Public	Mode of Voting	Total No. of Shares held	No. of shares polled	% of shares polled on outstanding shares	No. of votes – In Favour	No. of votes – In against	% of votes – In Favour	% of votes – In against
1.	Promoter and Promoter Group	E- Voting	1559769	1559769	100	1559769	0	100.00	0.00
		Poll		-	-	-	-	-	-
		Total		1559769	100	1559769	0	100.00	0.00
2.	Public Institutional	- E- Voting	-	-	-	-	-	-	-

	Holders	Poll		-	-	-	-	-	-
		Total		-	-	-	-	-	-
3.	Public others	E- Voting	8384810	5763058	68.73	5763057	1	100.00	0.00
		Poll		-	-	-	-	-	-
		Total		5763058	68.73	5763057	1	100.00	0.00
	Total	E- Voting	9944579	7322827	73.64	7322826	1	100.00	0.00
		Poll		-	-	-	-	-	-
		Total		7322827	73.64	7322826	1	100.00	0.00

RESOLUTION 7 : SPECIAL RESOLUTION

To increase in threshold of loans/ guarantees, providing of securities and making of investments in securities under section 186 of the Companies Act, 2013

“**RESOLVED THAT** pursuant to the provisions of Section 186 of the Companies Act, 2013 and any other applicable provisions of the Companies Act, 2013 and Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and in supersession of all the earlier resolutions passed in this regard, 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 include any Committee constituted by the Board or any person(s) authorized by the Board to exercise its powers, including the powers conferred by this Resolution) to (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate from time to time in one or more tranches as the Board of Directors as in their absolute discretion deem beneficial and in the interest of the Company, for an amount not exceeding Rs. 25,00,00,000/- (Rupees Twenty Five Crores only), notwithstanding that such investments, outstanding loans given or to be given and guarantees and/or security provided may collectively exceed the limits prescribed under Section 186 of the Companies Act, 2013.

Type of Resolution required: **Special**

Whether promoter/promoter group are interest in agenda/resolution: **No**

Whether resolution passed: **YES**

	Promoter / Public	Mode of Voting	Total No. of Shares held	No. of shares polled	% of shares polled on outstanding shares	No. of votes – In Favour	No. of votes – In against	% of votes – In Favour	% of votes – In against
1.	Promoter and Promoter Group	E-Voting	1559769	1559769	100	1559769	0	100.00	0.00
		Poll		-	-	-	-	-	-
		Total		1559769	100	1559769	0	100.00	0.00
2.	Public – Institutional Holders	E-Voting	-	-	-	-	-	-	-
		Poll		-	-	-	-	-	-
		Total		-	-	-	-	-	-
3.	Public – others	E-Voting	8384810	5763058	68.73	5763057	1	100.00	0.00
		Poll		-	-	-	-	-	-
		Total		5763058	68.73	5763057	1	100.00	0.00
	Total	E-Voting	9944579	7322827	73.64	7322826	1	100.00	0.00
		Poll		-	-	-	-	-	-
		Total		7322827	73.64	7322826	1	100.00	0.00

RESOLUTION 8: SPECIAL RESOLUTION

Issue of Convertible Equity Warrants on preferential basis

“**RESOLVED THAT** pursuant to the provisions of Section 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, (the “Companies Act”), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014, and other applicable rules made thereunder (including any amendment(s), statutory modification(s) or re-enactment thereof for the time being in force), and in accordance with the enabling provisions of the Memorandum of Association and the Articles of Association of the Company, and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India (“SEBI”), including Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“SEBI ICDR Regulations”), and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015, as amended (“SEBI LODR Regulations”), and subject to other applicable rules, regulations and guidelines issued by Reserve Bank of India (“RBI”), Ministry of Corporate Affairs (“MCA”) and/ or any other statutory / regulatory authority, provisions under Foreign Exchange Management Act, 1999, as amended, and the rules and regulations framed thereunder and subject to such approvals, permissions, consents and sanctions as agreed by the board of directors of the Company (hereinafter referred to as the

“Board” which term shall be deemed to include any committee constituted by the Board to exercise its power including the powers conferred by this resolution), subject to any other alterations, modifications, conditions, corrections, changes and variations that may be decided by the Board in its absolute discretion, consent of the Members of the Company be and is hereby accorded to authorize the Board to create, issue, offer and allot in one or more tranches upto 95,00,000 (Ninety Five Lakhs) warrants, each convertible into, or exchangeable for, 1 (One) fully paid-up equity share of the Company of face value Rs. 10 (Rupees Ten only) (“Warrants”), at a price of Rs. 52/- (Rupees Fifty two only) each (including the warrant subscription price and the warrant exercise price) including premium of Rs 42/- per warrant payable in cash (“Warrant Issue Price”) aggregating upto Rs. 49,40,00,000/- (Rupees Forty nine crores forty lakhs only) (“Total Issue Size”) or such higher price as may be arrived at in accordance with the ICDR Regulations to persons / entity enlisted below (“Warrant Holder”/ “Proposed Allottees”) on a preferential basis (“Preferential Issue”) in such manner and upon such terms and conditions as may be deemed appropriate by the Board in accordance with the terms of this Preferential Issue, provisions of SEBI ICDR Regulations, or other applicable laws in this respect:

Type of Resolution required: **Special**

Whether promoter/promoter group are interest in agenda/resolution: **No**

Whether resolution passed: **YES**

	Promoter / Public	Mode of Voting	Total No. of Shares held	No. of shares polled	% of shares polled on outstanding shares	No. of votes – In Favour	No. of votes – In against	% of votes – In Favour	% of votes – In against
1.	Promoter and Promoter Group	E-Voting	1559769	1559769	100	1559769	0	100.00	0.00
		Poll		-	-	-	-	-	-
		Total		1559769	100	1559769	0	100.00	0.00
2.	Public – Institutional Holders	E-Voting	-	-	-	-	-	-	-
		Poll		-	-	-	-	-	-
		Total		-	-	-	-	-	-
3.	Public – others	E-Voting	8384810	5763058	68.73	5763057	1	100.00	0.00
		Poll		-	-	-	-	-	-
		Total		5763058	68.73	5763057	1	100.00	0.00
	Total	E-Voting	9944579	7322827	73.64	7322826	1	100.00	0.00
		Poll		-	-	-	-	-	-
		Total		7322827	73.64	7322826	1	100.00	0.00

RESOLUTION 9: SPECIAL RESOLUTION**Increase in the Borrowing Limits of the Company under Section 180(1)(c) of the Companies Act, 2013**

“**RESOLVED THAT** pursuant to the provisions of Section 180(1)(c) and other applicable provisions, of the Companies Act, 2013, (including any statutory modification(s) or re-enactment thereof for the time being in force) and rules issued thereunder, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to borrow from time to time, as it may consider fit, any sum or sums of money not exceeding Rs. 500 Crores (Rupees Five hundred crores only) on such terms and conditions as the Board may deem fit, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained/to be obtained from the Company’s bankers in the ordinary course of business) will exceed the aggregate of the paid up share capital of the Company and its free reserves”.

Type of Resolution required: **Special**

Whether promoter/promoter group are interest in agenda/resolution: **No**

Whether resolution passed: **YES**

	Promoter / Public	Mode of Voting	Total No. of Shares held	No. of shares polled	% of shares polled on outstanding shares	No. of votes – In Favour	No. of votes – In against	% of votes – In Favour	% of votes – In against
1.	Promoter and Promoter Group	E-Voting	1559769	1559769	100	1559769	0	100.00	0.00
		Poll		-	-	-	-	-	-
		Total		1559769	100	1559769	0	100.00	0.00
2.	Public – Institutional Holders	E-Voting	-	-	-	-	-	-	-
		Poll		-	-	-	-	-	-
		Total		-	-	-	-	-	-
3.	Public – others	E-Voting	8384810	5763058	68.73	5763057	1	100.00	0.00
		Poll		-	-	-	-	-	-
		Total		5763058	68.73	5763057	1	100.00	0.00
	Total	E-Voting	9944579	7322827	73.64	7322826	1	100.00	0.00

	Poll	-	-	-	-	-	-
	Total	7322827	73.64	7322826	1	100.00	0.00

RESOLUTION 10: SPECIAL RESOLUTION

Creation of charge/mortgage or providing securities on the properties of the Company under Section 180(1)(a) of Companies Act, 2013

“**RESOLVED THAT** the consent of the members of the Company be and is hereby accorded in terms of Section 180(1)(a) and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) to the Board of Directors to mortgage, pledge, create charges or hypothecation and to provide securities as may be necessary on all movable and/or immovable properties wherever situated both present and future or to sell, lease or otherwise dispose off the whole or substantially the whole of the undertaking of the Company or where the Company owns more than one undertaking, of the whole or substantially the whole of any such undertaking(s) on such terms and conditions at such time(s) and in such form and manner, and with such ranking as to priority as the Board in its absolute discretion thinks fit on the whole or substantially the whole of the Company's any one or more of the undertakings or all of the undertakings of the Company in favour of any Bank(s) or Financial Institutions or any other Lender(s), Agent(s) and Trustee(s) whether shareholders of the Company or not, to secure borrowing availed or to be availed by the Company or subsidiary(ies) or associates of Company, whether by way of debentures, loans, credit facilities, debts, financial obligations or any other securities or otherwise by the Company, in foreign currency or in Indian rupees, within the overall limits of the borrowing powers of the Board as determined from time to time by members of the Company, pursuant to Section 180(1)(c) of the Companies Act, 2013

Type of Resolution required: **Special**

Whether promoter/promoter group are interest in agenda/resolution: **No**

Whether resolution passed: **YES**

	Promoter / Public	Mode of Voting	Total No. of Shares held	No. of shares polled	% of shares polled on outstanding shares	No. of votes – In Favour	No. of votes – In against	% of votes – In Favour	% of votes – In against
1.	Promoter and Promoter Group	E-Voting	1559769	1559769	100	1559769	0	100.00	0.00
		Poll		-	-	-	-	-	-
		Total		1559769	100	1559769	0	100.00	0.00
2.	Public – Institutional Holders	E-Voting	-	-	-	-	-	-	-
		Poll		-	-	-	-	-	-

		Total		-	-	-	-	-	-
3.	Public others	E- Voting	8384810	5763058	68.73	5763057	1	100.00	0.00
		Poll		-	-	-	-	-	-
		Total		5763058	68.73	5763057	1	100.00	0.00
	Total	E- Voting	9944579	7322827	73.64	7322826	1	100.00	0.00
		Poll		-	-	-	-	-	-
		Total		7322827	73.64	7322826	1	100.00	0.00

RESOLUTION 11: SPECIAL RESOLUTION

Issue of Non-Convertible Debentures by way of Private Placement

“**RESOLVED THAT** pursuant to the provisions of Sections 42, 71 and other applicable provisions, if any of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or reenactment thereof, for the time being in force), SEBI (Issue and Listing of Non-Convertible Securities) Regulation 2021 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and in terms of the Memorandum and Articles of Association of the Company and subject to such other approvals and permissions as may be required, consent of the members of the Company be and is hereby accorded to offer, issue and allot secured / unsecured redeemable non-convertible debentures, in one or more series / tranches, secured and unsecured non-convertible debentures on private placement basis during a period of one year from the date of this Annual General Meeting for an amount not exceeding Rs. 50 Crores (Rupees Fifty crores only) within the overall borrowing limits of the Company, as approved by the members, on such terms and conditions and at such times at par or at such premium as may be decided by the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee which the Board may constitute for this purpose), from time to time, to such person or persons, including one or more companies, bodies corporate(s), statutory corporations, commercial banks, lending agencies, financial institutions, insurance companies, mutual funds, pension / provident funds and individuals, as the case may be or such other person / persons as the Board may determine and consider proper and most beneficial to the company including rate of interest, tenure and security cover thereof, the consideration for the issue, utilization of the issue proceeds, redemption of the same and all other matters connected with or incidental thereto.

Type of Resolution required: **Special**

Whether promoter/promoter group are interest in agenda/resolution: **No**

Whether resolution passed: **YES**

Promoter / Public	Mode of Voting	Total No. of Shares held	No. of shares polled	% of shares polled on outstanding	No. of votes – In	No. of votes – In	% of votes – In	% of votes – In
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					shares	Favour	against	Favour	against
1.	Promoter and Promoter Group	E-Voting	1559769	1559769	100	1559769	0	100.00	0.00
		Poll		-	-	-	-	-	-
		Total		1559769	100	1559769	0	100.00	0.00
2.	Public – Institutional Holders	E-Voting	-	-	-	-	-	-	-
		Poll		-	-	-	-	-	-
		Total		-	-	-	-	-	-
3.	Public – others	E-Voting	8384810	5763058	68.73	5763057	1	100.00	0.00
		Poll		-	-	-	-	-	-
		Total		5763058	68.73	5763057	1	100.00	0.00
Total	Total	E-Voting	9944579	7322827	73.64	7322826	1	100.00	0.00
		Poll		-	-	-	-	-	-
		Total		7322827	73.64	7322826	1	100.00	0.00

Based on the above results of both remote e-voting and e-voting during the meeting, we hereby report that all the above four (4) resolutions have been duly passed by the members of the Company with the requisite majority.

CS BHARATIRAJU VEGIRAJU


Signature
BHARATIRAJU VEGIRAJU
Membership No.F-8300 C.P. No: 14926



Date: September 29,2023

Place: Mumbai

UDIN: [F008300E001133160](https://www.mca.gov.in/udindetails/F008300E001133160)