

SIDCL/Sect./2022-23/063



September 23, 2022

To,  
BSE Limited  
PJ Towers  
Dalal Street, Mumbai-400001  
BSE Scrip code: 511411/955319

The Calcutta Stock Exchange Limited  
7, Lyons Range  
Kolkata-700001  
CSE Scrip code: 026027

Dear Sir /Madam,

**Sub: Outcome of the 32<sup>nd</sup> Annual General Meeting of the Company**

This is to inform you that the 32<sup>nd</sup> Annual General Meeting ("AGM") of the Company has been duly convened and held on Friday, 23<sup>rd</sup> September, 2022 through Video Conferencing (VC)/Other Audio Visual Means (OAVM) in accordance with the guidelines stipulated by the Ministry of Corporate Affairs ("MCA") and Securities & Exchange Board of India ("SEBI").

In this regard, please find enclosed the following:

1. A gist of the proceedings of the 32<sup>nd</sup> AGM of the Company as per Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - **Annexure-I**
2. Voting results in the prescribed format as per Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - **Annexure-II**
3. Consolidated Scrutinizer's Report dated 23<sup>rd</sup> September, 2022 submitted by CS Shruti Singhania, Practising Company Secretary (FCS No. 11752, CP No. 18028) - **Annexure -III**
4. Appointment of Ms. Laxmi Chauhan (DIN: 09667121) as Independent Director of the Company- **Annexure-IV**
5. Appointment of M/s R. Kothari & Co. LLP, Chartered Accountants having Firm Registration Number (307069E/E300266) as the Statutory Auditors of the Company - **Annexure -V**

This is for your information and records please.

Thanking you,

**For Shristi Infrastructure Development Corporation Limited**

**Krishna Kumar Pandey**  
**Company Secretary & Compliance Officer**

Encl: As above

**Shristi Infrastructure Development Corporation Ltd.**

Registered Office : Plot No. X - 1, 2 & 3, Block-EP, Sector-V, Salt Lake City, Kolkata-700 091  
Ph: +91 33 4020 2020/4015 4646 Fax : +91 33 4020 2099 E-mail : contact@shristicorp.com  
www.shristicorp.com CIN - L 65922WB1990PLC049541

**Gist of Proceedings of 32<sup>nd</sup> Annual General Meeting  
of Shristi Infrastructure Development Corporation Limited**

The 32<sup>nd</sup> Annual General Meeting (“AGM”) of the Members of Shristi Infrastructure Development Corporation Limited (“the Company”) has been duly convened and held on Friday, 23<sup>rd</sup> September 2022 through Video Conferencing (VC)/Other Audio Visual Means (OAVM) at 11:00 A.M. in accordance with guidelines/circulars stipulated by the Ministry of Corporate Affairs (MCA) and Securities & Exchange Board of India (SEBI).

Mr. Dipak Kumar Banerjee, Chairman of the Company, chaired the proceedings of the AGM. The meeting was attended by 51 members including authorized representatives.

The Chairman informed that the participation of Members through video conference was being reckoned for the purpose of quorum as per the circulars issued by MCA and Section 103 of the Companies Act, 2013. He informed the Members that the requisite quorum was present to conduct the proceedings of the Meeting and called the Meeting to order. The Chairman informed the Members about the regulatory aspects pertaining to participation at the Meeting through VC/OAVM.

The Chairman introduced the Chairman of the Audit Committee, Independent Directors and KMP of the Company, representative of Statutory Auditor and Secretarial Auditor of the Company.

The Chairman informed that the statutory registers and other relevant documents, as mentioned in the Notice of the AGM, have been made available electronically for inspection by the Members during the AGM.

Mr. Krishna Kr Pandey, Company Secretary & Compliance Officer, informed the Members about the pre-registration of speaker and process of voting. He informed the Members that in compliance with the provisions of Section 108 of the Companies Act 2013 read with Rule 20 of the Companies (Administration and Management) Rules, 2014, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and Secretarial Standards, the Company had extended remote e-voting facility to the Members to transact the business set out in the notice for 32<sup>nd</sup> Annual General Meeting through services provided by Kfin Technologies Limited (“KFintech”), RTA of the Company. The said remote e-voting facility was available from Tuesday, September 20, 2022 (9:00 A.M IST) and ended on Thursday, September 22, 2022 (5:00 P.M IST).

Thereafter, the Chairman delivered his speech. He highlighted key focus areas inter alia; real estate sector impacted due to pandemic and affects paucity of liquidity, rising finance cost, delayed supply of material and hence overall delay in implementation of projects in the previous year. He informed about the developments of the current project of the Company and an overview about the Company.

The Chairman informed that the Statutory Auditors of the Company have given qualified opinion in their Auditor’s Report on the Standalone and Consolidated Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2022. Such qualification in the Standalone and Consolidated Annual Financial Statements was then read out by the Statutory Auditors of the Company at the Annual General Meeting and also attention of the Members present was drawn to the explanations given by the Chairman.



The Company Secretary thereafter invited to the speakers to speak, raise questions, offer comments or seek clarifications on the Annual Report of the Company. Upon completion of the questioning session, the Chairman responded to the queries raised/clarifications sought by the Members.

The Chairman thereafter, resumed the proceedings and informed the Members that in accordance with applicable provisions, all the resolutions set out in the AGM Notice have already been put to vote during the remote e-voting period. Accordingly, all the 06 (six) resolutions as per the Notice of the AGM dated 10<sup>th</sup> August, 2022 were transacted at the meeting.

The Chairman further informed the Members attending the AGM through video conferencing that the facility for voting through electronic voting system (i.e. Insta Poll) has been made available at the end of the meeting for the Members who have not cast their vote through remote e-voting.

He further informed that the Company had engaged the services of M/s. KFin Technologies Limited (“KFintech”) as the authorized agency to provide e-voting facility and had appointed CS Shruti Singhania, Practicing Company Secretary (FCS No. 11752, CP No. 18028 as the Scrutinizer for the purpose of scrutinizing the voting process (Remote e-voting as well as Instapoll) in a fair and transparent manner.

He thereafter, authorized Mr. Sunil Jha, Managing Director or Mr. Krishna Kumar Pandey, Company Secretary of the Company to declare the Consolidated Voting Results and the said results shall be submitted to the Stock Exchanges in the prescribed format and the said results alongwith the Scrutinizer’s Consolidated Report shall also be placed on the Company’s website [www.shristicorp.com](http://www.shristicorp.com) and Kfin website <https://evoting.kfintech.com>.

Thereafter, the Chairman announced activation of the window for e-voting through Instapoll for 15 minutes to enable the members to cast their votes.

Thanking the Members for their participation, the Chairman announced formal closure of the Meeting at 12:15 P.M.

Based on the Scrutinizer’s Consolidated Report dated 23<sup>rd</sup> September, 2022 the following resolutions were passed by Members with requisite majority:

<b>Ordinary Business</b>	
1.	To receive, consider and adopt the Audited Standalone Financial Statements and Audited Consolidated Financial Statements for the Financial Year ended 31st March, 2022 and the Reports of the Board of Directors and Auditors thereon.
2.	To appoint a Director in place of Mr. Sunil Jha (DIN:00085667), who retires by rotation at this Annual General Meeting and being eligible, offer himself for re-appointment.
3.	To appoint M/s. R. Kothari & Co LLP, Chartered Accountants having Firm Registration Number (307069E/E300266) as the Statutory Auditors of the Company for a term of five years commencing from the conclusion of 32nd Annual General Meeting of the Company until the conclusion of 37th Annual General Meeting to be held in 2027.
<b>Special Business</b>	
4.	To ratify remuneration payable to M/s. D. Radhakrishnan & Co., Cost Accountants (Registration Number 000018), the Cost Auditors of the Company.
5.	To appoint Ms. Laxmi Chauhan (DIN: 09667121), as Independent Director of the Company for a term of Five years.
6.	To approve Material Related Party Transactions.



	SHRISTI INFRASTRUCTURE DEVELOPMENT CORPORATION LIMITED
Date of the AGM/EGM	23-09-2022
Total number of shareholders on record date	5663
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	2
Public:	49

Resolution No.	1									
Resolution required: (Ordinary/ Special)	ORDINARY - Adoption of Audited Financial Statements including Audited Consolidated Financial Statements for the Financial Year ended 31st March, 2022 and the Reports of the Board of Directors and Auditors thereon.									
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	1,66,38,919	1,65,38,319	99.3954	1,65,38,319	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	<b>Total</b>		<b>1,65,38,319</b>	<b>99.3954</b>	<b>1,65,38,319</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>
Public- Institutions	E-Voting	0	0	0.0000	0	0	0.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	<b>Total</b>		<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>
Public- Non Institutions	E-Voting	55,61,081	47,49,991	85.4149	47,49,970	21	99.9995	0.0004	0	0
	Poll		2	0.0000	2	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	<b>Total</b>		<b>47,49,993</b>	<b>85.4149</b>	<b>47,49,972</b>	<b>21</b>	<b>99.9996</b>	<b>0.0004</b>	<b>0</b>	<b>0</b>
<b>Total</b>		<b>2,22,00,000</b>	<b>2,12,88,312</b>	<b>95.8933</b>	<b>2,12,88,291</b>	<b>21</b>	<b>99.9999</b>	<b>0.0001</b>	<b>0</b>	<b>0</b>

Resolution No.	2									
Resolution required: (Ordinary/ Special)	ORDINARY - Appointment of a Director in place of Mr. Sunil Jha (DIN 00085667), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.									
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	1,66,38,919	1,65,38,319	99.3954	1,65,38,319	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	<b>Total</b>		<b>1,65,38,319</b>	<b>99.3954</b>	<b>1,65,38,319</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>
	E-Voting		0	0.0000	0	0	0.0000	0.0000	0	0



	Poll	0	0	0.0000	0	0	0.0000	0.0000	0	0
Public- Institutions	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	<b>Total</b>		<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>
	E-Voting		47,49,991	85.4149	47,49,970	21	99.9995	0.0004	0	0
	Poll	55,61,081	2	0.0000	2	0	100.0000	0.0000	0	0
Public- Non Institutions	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	<b>Total</b>		<b>47,49,993</b>	<b>85.4149</b>	<b>47,49,972</b>	<b>21</b>	<b>99.9996</b>	<b>0.0004</b>	<b>0</b>	<b>0</b>
	<b>Total</b>	<b>2,22,00,000</b>	<b>2,12,88,312</b>	<b>95.8933</b>	<b>2,12,88,291</b>	<b>21</b>	<b>99.9999</b>	<b>0.0001</b>	<b>0</b>	<b>0</b>

Resolution No.	3									
Resolution required: (Ordinary/ Special)	ORDINARY - Appointment of M/s. R. Kothari Co LLP, Chartered Accountants having Firm Registration Number (307069E/E300266) as the Statutory Auditors of the Company for a term of five years commencing from the conclusion of 32nd Annual General Meeting of the Company until the conclusion of 37th Annual General Meeting to be held in 2027									
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	1,66,38,919	1,65,38,319	99.3954	1,65,38,319	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	<b>Total</b>		<b>1,65,38,319</b>	<b>99.3954</b>	<b>1,65,38,319</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0.0000</b>	<b>0</b>
Public- Institutions	E-Voting	0	0	0.0000	0	0	0.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	<b>Total</b>		<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>	<b>0.0000</b>	<b>0</b>
Public- Non Institutions	E-Voting	55,61,081	47,49,991	85.4149	47,49,970	21	99.9995	0.0004	0	0
	Poll		2	0.0000	2	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	<b>Total</b>		<b>47,49,993</b>	<b>85.4149</b>	<b>47,49,972</b>	<b>21</b>	<b>99.9996</b>	<b>0.0004</b>	<b>0.0000</b>	<b>0</b>
	<b>Total</b>	<b>2,22,00,000</b>	<b>2,12,88,312</b>	<b>95.8933</b>	<b>2,12,88,291</b>	<b>21</b>	<b>99.9999</b>	<b>0.0001</b>	<b>0</b>	<b>0</b>

Resolution No.	4									
Resolution required: (Ordinary/ Special)	ORDINARY - Ratification of remuneration payable to M/s. D. Radhakrishnan Co., Cost Accountants (Registration Number 000018), the Cost Auditors of the Company.									
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	1,66,38,919	1,65,38,319	99.3954	1,65,38,319	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	<b>Total</b>		<b>1,65,38,319</b>	<b>99.3954</b>	<b>1,65,38,319</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0.0000</b>	<b>0</b>



	Total		1,65,38,319	99.3954	1,65,38,319	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	0	0	0.0000	0	0	0.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		0	0	0	0	0.0000	0.0000	0	0
Public- Non Institutions	E-Voting	55,61,081	47,49,991	85.4149	47,49,970	21	99.9995	0.0004	0	0
	Poll		2	0.0000	2	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		47,49,993	85.4149	47,49,972	21	99.9996	0.0004	0	0
	Total	2,22,00,000	2,12,88,312	95.8933	2,12,88,291	21	99.9999	0.0001	0	0

Resolution No.	5									
Resolution required: (Ordinary/ Special)	SPECIAL - Appointment of Ms. Laxmi Chauhan (DIN 09667121), as Independent Director of the Company for a term of Five years.									
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	1,66,38,919	1,65,38,319	99.3954	1,65,38,319	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1,65,38,319	99.3954	1,65,38,319	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	0	0	0.0000	0	0	0.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		0	0	0	0	0.0000	0.0000	0	0
Public- Non Institutions	E-Voting	55,61,081	47,49,991	85.4149	47,49,970	21	99.9995	0.0004	0	0
	Poll		2	0.0000	2	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		47,49,993	85.4149	47,49,972	21	99.9996	0.0004	0	0
	Total	2,22,00,000	2,12,88,312	95.8933	2,12,88,291	21	99.9999	0.0001	0	0

Resolution No.	6									
Resolution required: (Ordinary/ Special)	ORDINARY - Approval for Material Related Party Transactions									
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	1,66,38,919	0	0.0000	0	0	0.0000	0.0000	0	1,65,38,319
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		0	0.0000	0	0	0.0000	0.0000	0	0
	E-Voting		0	0.0000	0	0	0.0000	0.0000	0	0



	Poll	0	0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
Public- Institutions	Total		0	0	0	0	0.0000	0.0000	0	0
	E-Voting		46,49,391	83.6059	46,49,370	21	99.9995	0.0004	0	1,00,600
	Poll	55,61,081	2	0.0000	2	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
Public- Non Institutions	Total		46,49,393	83.6059	46,49,372	21	99.9995	0.0005	0	100600
	Total	2,22,00,000	46,49,393	20.9432	46,49,372	21	99.9995	0.0005	0	16638919



# Deepak Khaitan & Co. LLP

LLP Identification No. AAU-7316

+91 90070 55560/ 98748 47954 @:khaitan52@gmail.com/singhania.shruti19@gmail.com/officedkk@gmail.com

GEM House, 5B Russell Street, Unit 7B, 7<sup>th</sup> Floor, Kolkata – 700 071

## Consolidated Report of the Scrutinizer

[In accordance with Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014]

To,

**The Chairman of the Board of Directors of**

**Shristi Infrastructure Development Corporation Limited**

**Registered Office: Plot No. X1, 2 & 3, Block EP, Sector V,**

**Salt Lake City, Kolkata – 700091**

**Dear Sir,**

Pursuant to the decision taken at the board meeting held on 10<sup>th</sup> August, 2022 of Shristi Infrastructure Development Corporation Limited having CIN: L65922WB1990PLC049541 (hereinafter referred to as 'the Company') appointing me as the Scrutinizer under Section 108 of the Companies Act, 2013 read with Rule 20(4)(ix) of The Companies (Management and Administration) Rules, 2014 in respect of Notice of Annual General Meeting dated 10<sup>th</sup> August, 2022 as per General Circular No.14/2020 dated 8<sup>th</sup> April, 2020, Circular No.17/2020 dated 13<sup>th</sup> April, 2020, Circular No.20/2020 dated 5<sup>th</sup> May, 2020 and Circular No. 02/2022 dated 5<sup>th</sup> May, 2022 issued by the Ministry of Corporate Affairs, Government of India (hereinafter referred to as 'MCA') read with Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13<sup>th</sup> May, 2022 issued by the Securities and Exchange Board of India (hereinafter referred to as 'SEBI') for the purpose of remote e-voting and e-voting at the meeting (hereinafter collectively referred to as the 'electronic voting') at the meeting through video conferencing (hereinafter referred to as the 'VC'), I have examined the records of electronic voting and other relevant documents as required for that purpose. In my opinion, and to the best of my information and according to the online verification and examinations, to the extent possible due to COVID-19 carried out by me and explanations furnished to me by the Company, its officers and Registrar and Share Transfer Agent, I hereby submit my consolidated report w.r.t. the electronic voting as under:-

# Deepak Khaitan & Co. LLP

LLP Identification No. AAU-7316

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GEM House, 5B Russell Street, Unit 7B, 7<sup>th</sup> Floor, Kolkata – 700 071

## 1. Remote E-voting & E-voting at the meeting

The members of the Company had the option of voting on all the resolutions as contained in the aforesaid notice by casting their votes electronically during the remote e-voting period and also by casting their e-votes at the meeting through VC held on 23<sup>rd</sup> September, 2022 at 11:00 A.M., if they had not casted their votes during remote e-voting.

The Company has appointed Kfin Technologies Limited (formerly known as Kfin Technologies Private Limited) (hereinafter referred to as the 'Kfin') as the Service provider, for the purpose of extending the facility of remote e-voting and e-voting at the annual general meeting (hereinafter referred to as the 'AGM') to the members of the Company and Kfin is also the Registrar and Share Transfer Agent of the Company.

## 2. Remote E-voting Process

(a) The remote e-voting period remained open from Tuesday, 20<sup>th</sup> September, 2022 (9:00 A.M. IST) to Thursday, 22<sup>nd</sup> September, 2022 (5:00 P.M. IST).

(b) The votes cast were unblocked on Friday, 23<sup>rd</sup> September, 2022 after the conclusion of the AGM, in the presence of 2 witnesses, Mrs. Jyoti Khaitan and Mr. Arpan Ghosh, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

**JYOTI  
KHAITAN**

Digitally signed by  
JYOTI KHAITAN  
Date: 2022.09.23  
18:59:27 +05'30'

**Name: Mrs. Jyoti Khaitan**

**ARPAN  
GHOSH**

Digitally signed by  
ARPAN GHOSH  
Date: 2022.09.23  
19:00:01 +05'30'

**Name: Mr. Arpan Ghosh**

(c) Thereafter, the details containing, *inter alia*, the list of Equity Shareholders, who voted "for" or "against" each of the resolutions that was put to vote, were generated from the e-voting website, as provided by Kfin i.e. <https://evoting.kfintech.com> (hereinafter referred to as the 'e-voting website').

(d) Particulars of all the remote e-voting have been entered in a register separately maintained for the purpose.

# **Deepak Khaitan & Co. LLP**

LLP Identification No. AAU-7316

+91 90070 55560/ 98748 47954 @:khaitan52@gmail.com/singhania.shruti19@gmail.com/officedkk@gmail.com

GEM House, 5B Russell Street, Unit 7B, 7<sup>th</sup> Floor, Kolkata – 700 071

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### **3. E-Voting Process at the AGM**

- (a) The e-voting at the meeting was commenced upon the instructions of the Chairman of the meeting for those members who had not casted their votes during remote e-voting period.
- (b) The e-voting at the meeting was scrutinized. The votes were reconciled with the records.
- (c) Particulars of all the e-voting at the meeting have been entered in a register separately maintained for the purpose.

### **4. Cut-off date**

The equity shareholders of the Company as on the "cut-off" date, i.e. Friday, 16<sup>th</sup> September, 2022 were entitled to vote on the resolutions (item nos. 1 to 6 as set out in the notice calling the AGM).

### **5. Documents**

I am producing before you the register and the related records including details of remote e-voting and e-voting at the meeting as available from the login at the e-voting website for verification at your end at the time of submitting this report.

### **6. Consolidated Tabulation**

I submit herewith my Consolidated Scrutiniser's Report on the results of the remote e-voting and e-voting at the meeting based on the reports provided by Kfin and relied upon by me as under:-

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Item No. 1 of the Notice	Votes cast in favour of the resolution		Votes cast against the resolution		Invalid votes
	Nos.	% of total Valid Votes cast	Nos.	% of total Valid Votes cast	Nos.
To receive, consider and adopt the Audited Standalone Financial Statements of the Company and Audited Consolidated Financial Statements for the financial year ended March 31, 2022 and the Reports of the Board of Directors and Auditors thereon- Ordinary Resolution					
Remote e-voting	2,12,88,289	99.9998	21	0.0001	0
E-voting at the meeting	2	0.0001	0	0	0
<b>Total</b>	<b>2,12,88,291</b>	<b>99.9999</b>	<b>21</b>	<b>0.0001</b>	<b>0</b>

Item No. 2 of the Notice	Votes cast in favour of the resolution		Votes cast against the resolution		Invalid votes
	Nos.	% of total Valid Votes cast	Nos.	% of total Valid Votes cast	Nos.
To appoint a Director in place of Mr.Sunil Jha (DIN: 00085667), who retires by rotation at this Annual General Meeting and being eligible, offered himself for re-appointment- Ordinary Resolution					
Remote e-voting	2,12,88,289	99.9998	21	0.0001	0
E-voting at the meeting	2	0.0001	0	0	0
<b>Total</b>	<b>2,12,88,291</b>	<b>99.9999</b>	<b>21</b>	<b>0.0001</b>	<b>0</b>

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Item No. 3 of the Notice	Votes cast in favour of the resolution		Votes cast against the resolution		Invalid votes
	Nos.	% of total Valid Votes cast	Nos.	% of total Valid Votes cast	Nos.
To approve the appointment of M/S. R. Kothari Co LLP, Chartered Accountants (Firm Registration No. 307069E/E300266), as the Statutory Auditors of the Company for term of five consecutive years commencing from the conclusion of 32 <sup>nd</sup> Annual General Meeting of the Company until the conclusion of 37 <sup>th</sup> Annual General Meeting to be held in 2027- Ordinary Resolution					
Remote e-voting	2,12,88,289	99.9998	21	0.0001	0
E-voting at the meeting	2	0.0001	0	0	0
<b>Total</b>	<b>2,12,88,291</b>	<b>99.9999</b>	<b>21</b>	<b>0.0001</b>	<b>0</b>

Item No. 4 of the Notice	Votes cast in favour of the resolution		Votes cast against the resolution		Invalid votes
	Nos.	% of total Valid Votes cast	Nos.	% of total Valid Votes cast	Nos.
To approve the appointment of M/S. D. Radhakrishnan & Co., Cost Accountants (Firm Registration No. 000018), as Cost Auditors of the Company for the financial year 2022-23 at a remuneration of ₹30,000 plus applicable taxes and reimbursement of out of pocket expenses- Ordinary Resolution					
Remote e-voting	2,12,88,289	99.9998	21	0.0001	0
E-voting at the meeting	2	0.0001	0	0	0
<b>Total</b>	<b>2,12,88,291</b>	<b>99.9999</b>	<b>21</b>	<b>0.0001</b>	<b>0</b>

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Item No. 5 of the Notice	Votes cast infavour of the resolution		Votes cast against the resolution		Invalid votes
	Nos.	% of total Valid Votes cast	Nos.	% of total Valid Votes cast	Nos.
To approve the appointment of Ms.Laxmi Chauhan (DIN: 09667121) as an Independent Director of the Company for a term of five years commencing from 10 <sup>th</sup> August, 2022 till 9 <sup>th</sup> August, 2027, not liable to retire by rotation– Special Resolution					
Remote e-voting	2,12,88,289	99.9998	21	0.0001	0
E-voting at the meeting	2	0.0001	0	0	0
<b>Total</b>	<b>2,12,88,291</b>	<b>99.9999</b>	<b>21</b>	<b>0.0001</b>	<b>0</b>

Item No. 6 of the Notice	Votes cast infavour of the resolution		Votes cast against the resolution		Invalid votes
	Nos.	% of total Valid Votes cast	Nos.	% of total Valid Votes cast	Nos.
To approve the material related party transactions – Special Resolution					
Remote e-voting	46,49,370	99.9995	21	0.0005	1,66,38,299
E-voting at the meeting	2	0.0000	0	0	0
<b>Total</b>	<b>46,49,372</b>	<b>99.9995</b>	<b>21</b>	<b>0.0005</b>	<b>1,66,38,919</b>

7. Decimals have been suitably rounded off, wherever required.

8. It has been represented to me by the Company that the votes have been casted by only those Members who were entitled to do so through the designated system of Kfin and that their authenticity has been confirmed by Kfin.

# Deepak Khaitan & Co. LLP

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## 9. Management's Responsibility

The Management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and the Rules made there under and the Circulars issued by the MCA as mentioned hereinabove above and the SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015 as amended relating to electronic voting on the resolutions contained in the Notice calling the AGM.

## 10. Scrutinizer's Responsibility

My responsibility as Scrutinizer for e-voting process is restricted to making a consolidated Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions stated in the Notice calling the AGM, based on the reports of remote e-voting and e-voting generated from the e-voting website on the system provided by Kfin, the Agency authorised under the Rules and engaged by the Company to provide electronic voting facilities and attendance records produced to me for my verification.

## 11. Restriction on Use

This report has been issued at the request of the Company for (i) submission to Stock Exchanges, (ii) to be placed on the website of the Company (iii) website of Kfin and (iv) to be kept at the registered office/head office of the Company. This report is not to be used for any other purpose or to be distributed by the Company to any other parties. Accordingly, I do not accept or assume any liability to any other party to whom it is shown or into whose hands it may come without my prior consent in writing.

## 12. You may accordingly satisfy yourself and declare the result.

Thanking You,

SHRUTI  
SINGHANIA

Digitally signed by  
SHRUTI SINGHANIA  
Date: 2022.09.23  
19:05:21 +05'30'

**Name: CS Shruti Singhania.**

**Practising Company Secretary**

**ICSI Unique Code No.: I2017WB1592300**

**(F.C.S. No.: 11752 /C.P. No.: 18028)**

**UDIN No: F011752D001032574**

**PR No.: 1552/2021**

**Designated Partner - Deepak Khaitan & Co. LLP**

**ICSI Unique Code No.: L2020WB008100**

**Dated : 23<sup>rd</sup> September, 2022 at Kolkata**

KRISHNA  
KUMAR  
PANDEY

Digitally signed by  
KRISHNA KUMAR  
PANDEY  
Date: 2022.09.23  
19:14:52 +05'30'

**Countersigned by  
(Company Secretary)**

**Place: Kolkata**

**Dated: 23<sup>rd</sup> September, 2022**

**Annexure-IV**

<b>Particulars</b>	<b>Ms. Laxmi Chauhan</b>
<b>Reason for Change viz. appointment</b>	Ms. Laxmi Chauhan (DIN: 09667121) is appointed as Independent Director of the Company.
<b>Date of appointment and Term of appointment</b>	Appointed with effect from August 10, 2022 for a term of five years and it was confirmed by the shareholders by passing special resolution at the 32 <sup>nd</sup> Annual General Meeting of the Company held on September 23, 2022.
<b>Brief Profile</b>	Ms. Laxmi Chauhan is B.A. (Hons), LLB, Advocate and founder of Legafin Law Associates at Delhi. She is member of Supreme Court Bar Association, Delhi High Court Bar Association, NCLT & NCLAT (National Company Law Tribunal & Appellate Tribunal Bar Association) including others mentioned in the profile. She possesses a deep expertise in various spheres of Alternate Dispute Resolution (ADR) gained from years of experience in dealing with complex and high-value litigation and arbitration matters. She was associated with the Standing Counsel-Criminal for C.B.I. and Delhi Police at Delhi High Court. She is a trained Mediator from Samadhan Delhi High Court, New Delhi and has been attending various Mediation Training Programmes and Summits i. e. American Bar Association (ABA), Asia Pacific International Mediation Summit, New Delhi, Advance Training Course and Techniques and Procedure of Mediation and others. She has also appeared in a large number of complex disputes in the Supreme Court of India, various High Courts, the Company Law Board, Consumer Forums, District Courts and various other authorities and Tribunals, variety of civil cases.
<b>Disclosure of relationships between directors</b>	Ms. Laxmi Chauhan is not related to any Director of the Company.



**Annexure-V**

<b>Particulars</b>	<b>M/s. R. Kothari &amp; Co. LLP</b>
<b>Reason for Change viz. appointment</b>	M/s. R Kothari & Co LLP (Firm Registration No. (307069E/E300266) Chartered Accountants has been appointed as the Statutory Auditors of the Company in place of the retiring statutory auditors M/s. G.P. Agrawal & Co., Chartered Accountants.
<b>Date of appointment and Term of appointment</b>	Appointed for a term of 5 (Five) years from the conclusion of 32 <sup>nd</sup> AGM held in 2022, till the conclusion of the 37 <sup>th</sup> AGM of the Company.
<b>Brief Profile</b>	M/s. R Kothari & Co LLP is having its Head Office at Kolkata and a branch at Delhi. R Kothari & Co LLP, Chartered Accountants was founded by Mr. R.M Kothari in 1986. At present, the LLP has 8 partners with brilliant academic professional excellence, who are treasured and valued in the fields of Audit and Taxation, Tax Planning, Management Consultancy, Corporate Law Matters, Commercial Laws, Valuation, Transfer Pricing, Due-diligence, Takeovers, Project Planning & Development and other ancillary services.

