CELEBRATE INDIA

FABINDIA LIMITED
(Formerly known as Fabindia Overseas Pvt. Ltd.)

CIN: U74899DL1976PLC008436

C-40, 2nd Floor, Okhla Industrial Area Phase II,
New Delhi - 110020
Phone: 40692000; Fax: 26385053
E-mail: mailus@fabindia.net
Website: www.fabindia.com

## DECLARATION OF RESULTS OF E-VOTING

**DECLARATION OF VOTING RESULTS OF THE REMOTE E-VOTING AND E-VOTING DURING THE 45TH ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF FABINDIA LIMITED *(FORMERLY KNOWN AS FABINDIA OVERSEAS PRIVATE LIMITED)* HELD ON SATURDAY, 30TH JULY 2022 AT 04:00 P.M. IST THROUGH VIDEO CONFERENCING/AUDIO-VISUAL MEANS (VC/ OAVM) VIA ZOOM FACILITY**

The 45th Annual General Meeting (AGM) of the shareholders of FABINDIA LIMITED *(Formerly known as Fabindia Overseas Private Limited)* was held on Saturday, 30th July 2022 at 04:00 PM IST through Video Conferencing/Audio-Visual Means (VC/ OAVM) via zoom facility.

Section 108 of Companies Act, 2013 read with General Circular No. 14/2020 dated 08th April 2020, 17/2020 dated April 13, 2020, 20/2020, dated 5th May, 2020, 02/2021 dated 13th January, 2021, 19/2021 dated 08th December, 2021, 21/2021 dated 14th December, 2021 and 02/2022 dated 05th May, 2022 issued by Ministry of Corporate Affairs ('MCA circulars'), the Company has provided the facility of Remote E-voting and E-voting during the 45th AGM to all its members, to enable them to cast their votes electronically on all resolutions set forth in Notice of 45th AGM dated 22nd June, 2022. The remote e-voting period was opened for three days from Wednesday, 27th July, 2022 (09:00 AM IST) till Friday, 29th July, 2022 (05:00 PM IST).

Further, in line with the provisions of the Companies Act, 2013 and the MCA circulars, the voting at the 45th AGM was conducted through E-Voting.

The Board of Directors has appointed Mr. Arun Kumar Gupta, Practicing Company Secretary (Membership No. 5551) for scrutinizing the voting process through remote E-voting as well as E-Voting during the 45th AGM in a fair and transparent manner. The Scrutinizer has submitted his consolidated report dated 1st August, 2022 on the voting (Remote E-voting and E-Voting during the 45th AGM) on the resolutions as set out in the Notice of 45th AGM. The voting rights were reckoned on 23rd July, 2022 being the **"Cut-Off Date"** for the purpose of determining entitlements of the members to vote on the resolutions set forth in the 45th AGM notice.

The consolidated result of voting (Remote E-voting and E-Voting during the 45th AGM) as per Scrutinizer's Report is as follows:

**(i) Item No. 1**

**TO RECEIVE, CONSIDER AND ADOPT THE AUDITED STANDALONE AND CONSOLIDATED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2022 AND THE REPORT OF THE BOARD OF DIRECTORS AND AUDITORS THEREON.**

FABINDIA LIMITED New Delhi

(a) Votes **'VALID'**FOR the resolution:

| Mode of Voting | No. of Members Voted | No of Votes cast | | | % of total number of valid votes cast |
|---|---|---|---|---|---|
| | | Favour | Against | Total | |
| Remote E-Voting | 47 | 11,88,17,480 | 0 | 11,88,17,480 | 93.06 |
| | 0 | 0 | 0 | 0 | 0 |
| E-Voting at the AGM | 5 | 88,65,740 | 0 | 88,65,740 | 6.94 |
| | 0 | 0 | 0 | 0 | 0 |
| **Total** | **52** | **12,76,83,220** | **0** | **12,76,83,220** | **100** |

(b) Votes **'INVALID'**

| Mode of Voting | Total No. of Members whose Votes were declared 'Invalid' | Total number of votes cast by them declared 'Invalid' |
|---|---|---|
| Remote E-Voting | 0 | 0 |
| E-Voting at the AGM | 1 | 120 |
| **Total** | **1** | **120** |

**(ii) Item No. 2**

**TO CHANGE DESIGNATION OF M/S. MSKA & ASSOCIATES, CHARTERED ACCOUNTANTS FROM JOINT STATUTORY AUDITORS TO STATUTORY AUDITOR OF THE COMPANY**

(a) Votes **'VALID'** FOR the resolution:

| Mode of Voting | No. of Members Voted | No of Votes cast | | | % of total number of valid votes cast |
|---|---|---|---|---|---|
| | | Favour | Against | Total | |
| Remote E-Voting | 47 | 11,88,17,480 | 0 | 11,88,17,480 | 93.06 |
| | 0 | 0 | 0 | 0 | 0 |
| E-Voting at the AGM | 5 | 88,65,740 | 0 | 88,65,740 | 6.94 |
| | 0 | 0 | 0 | 0 | 0 |
| **Total** | **52** | **12,76,83,220** | **0** | **12,76,83,220** | **100** |

(b) Votes **'INVALID'**

| Mode of Voting | Total No. of Members whose Votes were declared 'Invalid' | Total number of votes cast by them declared 'Invalid' |
|---|---|---|
| Remote E-Voting | 0 | 0 |
| E-Voting at the AGM | 1 | 120 |
| **Total** | **1** | **120** |

FABINDIA LIMITED New Delhi

(iii) **Item No. 3**

a) **TO CONSIDER APPOINTMENT OF MS. MONSOON LATANE BISSELL (DIN: 02705935), WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HERSELF FOR RE-APPOINTMENT**

(a) Votes **'VALID'** FOR the resolution:

| Mode of Voting | No. of Members Voted | No of Votes cast | | | % of total number of valid votes cast |
|---|---|---|---|---|---|
| | | Favour | Against | Total | |
| Remote E-Voting | 41 | 5,11,94,800 | 0 | 5,11,94,800 | 89.30 |
| | 0 | 0 | 0 | 0 | 0 |
| E-Voting at the AGM | 4 | 61,32,740 | 0 | 61,32,740 | 10.70 |
| | 0 | 0 | 0 | 0 | 0 |
| **Total** | **45** | **5,73,27,540** | **0** | **5,73,27,540** | **100** |

(b) Votes **'INVALID'**

| Mode of Voting | Total No. of Members whose Votes were declared 'Invalid' | Total number of votes cast by them declared 'Invalid' |
|---|---|---|
| Remote E-Voting | 0 | 0 |
| E-Voting at the AGM | 1 | 120 |
| **Total** | **1** | **120** |

b) **TO CONSIDER APPOINTMENT OF MR. VIJAI KUMAR KAPOOR (DIN: 01084371), WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT**

(a) **'VALID'** FOR the resolution:

| Mode of Voting | No. of Members Voted | No of Votes cast | | | % of total number of valid votes cast |
|---|---|---|---|---|---|
| | | Favour | Against | Total | |
| Remote E-Voting | 45 | 6,34,09,770 | 0 | 6,34,09,770 | 87.73 |
| | 0 | 0 | 0 | 0 | 0 |
| E-Voting at the AGM | 5 | 88,65,740 | 0 | 88,65,740 | 12.27 |
| | 0 | 0 | 0 | 0 | 0 |
| **Total** | **50** | **7,22,75,510** | **0** | **7,22,75,510** | **100** |

(b) Votes **'INVALID'**

| Mode of Voting | Total No. of Members whose Votes were declared 'Invalid' | Total number of votes cast by them declared 'Invalid' |
|---|---|---|
| Remote E-Voting | 0 | 0 |
| E-Voting at the AGM | 1 | 120 |
| **Total** | **1** | **120** |

FABINDIA LIMITED New Delhi

**(iv) Item No. 4**

**TO CONSIDER AND APPROVE RELATED PARTY TRANSACTIONS FOR ACQUISITION OF FURTHER STAKE IN ORGANIC INDIA PRIVATE LIMITED**

(a) **'VALID'** FOR the resolution:

| Mode of Voting | No. of Members Voted | No of Votes cast | | | % of total number of valid votes cast |
|---|---|---|---|---|---|
| | | Favour | Against | Total | |
| Remote E-Voting | 40 | 5,10,13,690 | 0 | 5,10,13,690 | 89.27 |
| | 0 | 0 | 0 | 0 | 0 |
| E-Voting at the AGM | 4 | 61,32,740 | 0 | 61,32,740 | 10.73 |
| | 0 | 0 | 0 | 0 | 0 |
| **Total** | **44** | **5,71,46,430** | **0** | **5,71,46,430** | **100** |

(b) Votes **'INVALID'**

| Mode of Voting | Total No. of Members whose Votes were declared 'Invalid' | Total number of votes cast by them declared 'Invalid' |
|---|---|---|
| Remote E-Voting | 0 | 0 |
| E-Voting at the AGM | 1 | 120 |
| **Total** | **1** | **120** |

**(v) Item No. 5**

**TO APPROVE KEEPING OF REGISTERS, RETURNS AND RECORDS OF THE COMPANY AT A PLACE OTHER THAN THE REGISTERED OFFICE OF THE COMPANY**

(a) **'VALID'** FOR the resolution:

| Mode of Voting | No. of Members Voted | No of Votes cast | | | % of total number of valid votes cast |
|---|---|---|---|---|---|
| | | Favour | Against | Total | |
| Remote E-Voting | 47 | 11,88,17,480 | 0 | 11.88.17.480 | 93.06 |
| | 0 | 0 | 0 | 0 | 0 |
| E-Voting at the AGM | 5 | 88,65,740 | 0 | 88,65,740 | 6.94 |
| | 0 | 0 | 0 | 0 | 0 |
| **Total** | **52** | **12,76,83,220** | **0** | **12,76,83,220** | **100** |

FABINDIA LIMITED New Delhi

(b) Votes **'INVALID'**

| Mode of Voting | Total No. of Members whose Votes were declared 'Invalid' | Total number of votes cast by them declared 'Invalid' |
|---|---|---|
| Remote E-Voting | 0 | 0 |
| E-Voting at the AGM | 1 | 120 |
| **Total** | **1** | **120** |

**(vi) Item No. 6**

**TO APPROVE THE AMENDMENT OF TERMS AND CONDITIONS OF REMUNERATION OF MR. VINEY SINGH, MANAGING DIRECTOR OF THE COMPANY**

(a) **'VALID'** FOR the resolution:

| Mode of Voting | No. of Members Voted | No of Votes cast | | | % of total number of valid votes cast |
|---|---|---|---|---|---|
| | | Favour | Against | Total | |
| Remote E-Voting | 46 | 11,84,71,220 | 0 | 11,84,71,220 | 93.04 |
| | 0 | 0 | 0 | 0 | 0 |
| E-Voting at the AGM | 5 | 88,65,740 | 0 | 88,65,740 | 6.96 |
| | 0 | 0 | 0 | 0 | 0 |
| **Total** | **51** | **12,73,36,960** | **0** | **12,73,36,960** | **100** |

(b) Votes **'INVALID'**

| Mode of Voting | Total No. of Members whose Votes were declared 'Invalid' | Total number of votes cast by them declared 'Invalid' |
|---|---|---|
| Remote E-Voting | 0 | 0 |
| E-Voting at the AGM | 1 | 120 |
| **Total** | **1** | **120** |

**(vii) Item No. 7**

**TO APPROVE THE AMENDMENT OF TERMS AND CONDITIONS OF REMUNERATION OF MR. WILLIAM NANDA BISSELL, EXECUTIVE VICE-CHAIRMAN AND DIRECTOR OF THE COMPANY**

(a) **'VALID'** FOR the resolution:

| Mode of Voting | No. of Members Voted | No of Votes cast | | | % of total number of valid votes cast |
|---|---|---|---|---|---|
| | | Favour | Against | Total | |
| Remote E-Voting | 38 | 5,10,43,600 | 0 | 5,10,43,600 | 89.27 |
| | 0 | 0 | 0 | 0 | 0 |
| E-Voting at the AGM | 4 | 61,32,740 | 0 | 61,32,740 | 10.73 |
| | 0 | 0 | 0 | 0 | 0 |

FABINDIA LIMITED New Delhi

| | | | | | |
|---|---|---|---|---|---|
| **Total** | **42** | **5,71,76,340** | **0** | **5,71,76,340** | **100** |

(b) Votes **'INVALID'**

| Mode of Voting | Total No. of Members whose Votes were declared 'Invalid' | Total number of votes cast by them declared 'Invalid' |
|---|---|---|
| Remote E-Voting | 0 | 0 |
| E-Voting at the AGM | 1 | 120 |
| **Total** | **1** | **120** |

**(viii) Item No. 8**

**TO APPROVE THE AMENDMENT OF TERMS AND CONDITIONS OF REMUNERATION OF MR. MUKESH KUMAR CHAUHAN, EXECUTIVE DIRECTOR (WHOLE TIME DIRECTOR) OF THE COMPANY**

(a) **'VALID'** FOR the resolution:

| Mode of Voting | No. of Members Voted | No of Votes cast | | | % of total number of valid votes cast |
|---|---|---|---|---|---|
| | | Favour | Against | Total | |
| Remote E-Voting | 46 | 11,86,36,370 | 0 | 11,86,36,370 | 93.05 |
| | 0 | 0 | 0 | 0 | 0 |
| E-Voting at the AGM | 5 | 88,65,740 | 0 | 88,65,740 | 6.95 |
| | 0 | 0 | 0 | 0 | 0 |
| **Total** | **51** | **12,75,02,110** | **0** | **12,75,02,110** | **100** |

(b) Votes **'INVALID'**

| Mode of Voting | Total No. of Members whose Votes were declared 'Invalid' | Total number of votes cast by them declared 'Invalid' |
|---|---|---|
| Remote E-Voting | 0 | 0 |
| E-Voting at the AGM | 1 | 120 |
| **Total** | **1** | **120** |

All the resolution under Item No. 1 to 8 stand passed under remote e-voting and e-voting with requisite majority.

For **FABINDIA LIMITED**
*(Formerly known as Fabindia Overseas Private Limited)*

FABINDIA LIMITED New Delhi

**GYANENDRA NATH GUPTA**
**CHAIRMAN AND INDEPENDENT DIRECTOR**
**DIN: 00027502**

**Date: 1st August, 2022**
**Place: Gurgaon**

# CONSOLIDATED SCRUTINIZER REPORT

*[Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014 as amended and General Circular No. 14/2020 dated 8th April, 2020, General Circular No. 17/2020 dated 13th April, 2020, General Circular No. 20/2020 dated 05th May, 2020 and General Circular No. 02/2021 dated 13th January, 2021, General Circular No. 19/2021 dated 08th December, 2021, General Circular No. 21/2021 dated 14th December, 2021 and General Circular No. 02/2022 dated 05th May, 2022]*

To,
The Chairman,
45th Annual General Meeting of the Shareholders
Fabindia Limited
(formerly known as Fabindia Overseas Private Limited)
Plot No.10, Local Shopping Complex, Sector B Pocket-7,
Vasant Kunj, New Delhi 110070 IN

**Re: Consolidated Scrutinizer's Report on remote e-voting and e-voting conducted during the 45th Annual General Meeting ('AGM') of the Members of FABINDIA LIMITED (formerly known as Fabindia Overseas Private Limited) held through Video Conferencing/Audio-Visual Means (VC/ OAVM) via zoom facility on July 30, 2022 from 04:00 PM IST to 04:35 PM IST.**

Dear Sir,

Pursuant to the Provisions of Section 108 of Companies Act, 2013 read with General Circular No. 14/2020 dated 8th April, 2020, General Circular No. 17/2020 dated 13th April, 2020, General Circular No. 20/2020 dated 5th May, 2020 and General Circular No. 02/2021 dated 13th January, 2021, General Circular No. 19/2021 dated 08th December, 2021, General Circular No. 21/2021 dated 14th December, 2021 and General Circular No. 02/2022 dated 05th May, 2022 ('MCA circulars'), the Company has appointed Mr. Arun Kumar Gupta, proprietor of M/s Arun Kumar Gupta & Associates, Company Secretaries, as the Scrutinizer for the purpose of scrutinizing remote e-voting process and e-voting at the 45th Annual General Meeting ('Meeting') of the shareholders of **FABINDIA LIMITED** (formerly known as Fabindia Overseas Private Limited) ('the Company') conducted through Video Conferencing/Audio-Visual Means (VC/ OAVM) via Zoom Platform on July 30, 2022.

The management of the Company is responsible to ensure compliance with the provisions of the Companies Act, 2013 and rules made there-under relating to voting through electronic means on the resolutions proposed in the said notice of AGM.

My responsibility as a scrutinizer is to ensure that the voting process through electronic means is conducted in a fair and transparent manner and render consolidated scrutinizer's report of the total votes cast 'in favour' or 'against' if any, to the Chairman, on the resolutions based on the votes cast and reports generated from the electronic voting system, provided by National Security Depository Limited (NSDL), the authorized agency engaged by the Company to provide facility of remote e-voting and e-voting during the AGM.

We hereby submit our Report as under:

1. The Company has used Zoom meetings platform for conducting Meeting through video conferencing in accordance with the MCA Circulars;

2. The Public Advertisement with respect to dispatch of Notice of AGM and conducting of remote e-voting and e-voting during the AGM was published in English Daily 'Financial Express' Delhi Edition and Hindi Daily 'Jansatta' on July 06, 2022.



ARUN KUMAR GUPTA & ASSOCIATES * Company Secretaries * CP No. 5086 New Delhi

1005, Roots Tower, Plot No.-7, District Centre, Laxmi Nagar, Delhi-110092
Tel. : 011-45629812, Mobile : 9811835475, E-mail : csarungupta@gmail.com

3. The cut-off date for the purpose of determining the entitlement for voting on the proposed resolutions was 23rd July, 2022.

4. The remote e-voting period remained open from Wednesday, 27th July, 2022 (09:00 A.M. IST) to Friday, 29th July, 2022 (05:00 PM IST).

5. The Company has engaged the services of National Securities Depository Limited ("NSDL") as the Authorized Agency for extending the secured system of remote electronic voting to the shareholders of the Company.

6. After the conclusion of e-voting cast during the AGM, we unblocked the result of votes cast through remote e-voting and e-voting by members during the AGM in the presence of two witnesses namely, (i) Mr. Aditya Garg, resident of Mehrauli, New Delhi-110030 and (ii) Mr. Ashish Verma, resident of Shahdara, Delhi-110032, who are not in the employment of the Company.

7. Thereafter, the details containing, inter alia, the information about equity shareholders voting 'For' and 'Against' the resolutions, were generated from the e-voting website of NSDL.

Based on the reports generated from the e-voting website of NSDL and voting through electronic means at the AGM, the consolidated report on the result of voting on each resolution are given hereunder:

(i) **Item No. 1**

**TO RECEIVE, CONSIDER AND ADOPT THE AUDITED STANDALONE AND CONSOLIDATED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2022 AND THE REPORT OF THE BOARD OF DIRECTORS AND AUDITORS THEREON.**

(a) Votes '**VALID**'FOR the resolution:

| Mode of Voting | No. of Members Voted | No of Votes cast | | | % of total number of valid votes cast |
|---|---|---|---|---|---|
| | | Favor | Against | Total | |
| Remote E-Voting | 47 | 11,88,17,480 | 0 | 11,88,17,480 | 93.06 |
| | 0 | 0 | 0 | 0 | 0 |
| E-Voting at the AGM | 5 | 88,65,740 | 0 | 88,65,740 | 6.94 |
| | 0 | 0 | 0 | 0 | 0 |
| **Total** | **52** | **12,76,83,220** | **0** | **12,76,83,220** | **100** |

(b) Votes '**INVALID**'

| Mode of Voting | Total No. of Members whose Votes were declared 'Invalid' | Total number of votes cast by them declared 'Invalid' |
|---|---|---|
| Remote E-Voting | 0 | 0 |
| E-Voting at the AGM | 1 | 120 |
| **Total** | **1** | **120** |



ARUN KUMAR GUPTA & ASSOCIATES * Company Secretaries * CP No. 5086 New Delhi

(ii) Item No. 2

TO CHANGE DESIGNATION OF M/S. MSKA & ASSOCIATES, CHARTERED ACCOUNTANTS FROM JOINT STATUTORY AUDITORS TO STATUTORY AUDITOR OF THE COMPANY

(a) Votes '**VALID**' FOR the resolution:

| Mode of Voting | No. of Members Voted | No of Votes cast | | | % of total number of valid votes cast |
|---|---|---|---|---|---|
| | | Favor | Against | Total | |
| Remote E-Voting | 47 | 11,88,17,480 | 0 | 11,88,17,480 | 93.06 |
| | 0 | 0 | 0 | 0 | 0 |
| E-Voting at the AGM | 5 | 88,65,740 | 0 | 88,65,740 | 6.94 |
| | 0 | 0 | 0 | 0 | 0 |
| **Total** | **52** | **12,76,83,220** | **0** | **12,76,83,220** | **100** |

(b) Votes '**INVALID**'

| Mode of Voting | Total No. of Members whose Votes were declared 'Invalid' | Total number of votes cast by them declared 'Invalid' |
|---|---|---|
| Remote E-Voting | 0 | 0 |
| E-Voting at the AGM | 1 | 120 |
| **Total** | **1** | **120** |

(iii) Item No. 3

a) TO CONSIDER APPOINTMENT OF MS. MONSOON LATANE BISSELL (DIN: 02705935), WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HERSELF FOR RE-APPOINTMENT

(a) Votes '**VALID**' FOR the resolution:

| Mode of Voting | No. of Members Voted | No of Votes cast | | | % of total number of valid votes cast |
|---|---|---|---|---|---|
| | | Favor | Against | Total | |
| Remote E-Voting | 41 | 5,11,94,800 | 0 | 5,11,94,800 | 89.30 |
| | 0 | 0 | 0 | 0 | 0 |
| E-Voting at the AGM | 4 | 61,32,740 | 0 | 61,32,740 | 10.70 |
| | 0 | 0 | 0 | 0 | 0 |
| **Total** | **45** | **5,73,27,540** | **0** | **5,73,27,540** | **100** |





(b) Votes '**INVALID**'

| Mode of Voting | Total No. of Members whose Votes were declared 'Invalid' | Total number of votes cast by them declared 'Invalid' |
|---|---|---|
| Remote E-Voting | 0 | 0 |
| E-Voting at the AGM | 1 | 120 |
| **Total** | **1** | **120** |

**b) TO CONSIDER APPOINTMENT OF MR. VIJAI KUMAR KAPOOR (DIN: 01084371), WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT**

(a) '**VALID**' FOR the resolution:

| Mode of Voting | No. of Members Voted | No of Votes cast | | | % of total number of valid votes cast |
|---|---|---|---|---|---|
| | | Favor | Against | Total | |
| Remote E-Voting | 45 | 6,34,09,770 | 0 | 6,34,09,770 | 87.73 |
| | 0 | 0 | 0 | 0 | 0 |
| E-Voting at the AGM | 5 | 88,65,740 | 0 | 88,65,740 | 12.27 |
| | 0 | 0 | 0 | 0 | 0 |
| **Total** | **50** | **7,22,75,510** | **0** | **7,22,75,510** | **100** |

(b) Votes '**INVALID**'

| Mode of Voting | Total No. of Members whose Votes were declared 'Invalid' | Total number of votes cast by them declared 'Invalid' |
|---|---|---|
| Remote E-Voting | 0 | 0 |
| E-Voting at the AGM | 1 | 120 |
| **Total** | **1** | **120** |

ARUN KUMAR GUPTA & ASSOCIATES * Company Secretaries * CP No. 5086 New Delhi

(iv) Item No. 4

**TO CONSIDER AND APPROVE RELATED PARTY TRANSACTIONS FOR ACQUISITION OF FURTHER STAKE IN ORGANIC INDIA PRIVATE LIMITED**

(a) **'VALID'** FOR the resolution:

| Mode of Voting | No. of Members Voted | No of Votes cast | | | % of total number of valid votes cast |
|---|---|---|---|---|---|
| | | Favor | Against | Total | |
| Remote E-Voting | 40 | 5,10,13,690 | 0 | 5,10,13,690 | 89.27 |
| | 0 | 0 | 0 | 0 | 0 |
| E-Voting at the AGM | 4 | 61,32,740 | 0 | 61,32,740 | 10.73 |
| | 0 | 0 | 0 | 0 | 0 |
| **Total** | **44** | **5,71,46,430** | **0** | **5,71,46,430** | **100** |

(b) Votes **'INVALID'**

| Mode of Voting | Total No. of Members whose Votes were declared 'Invalid' | Total number of votes cast by them declared 'Invalid' |
|---|---|---|
| Remote E-Voting | 0 | 0 |
| E-Voting at the AGM | 1 | 120 |
| **Total** | **1** | **120** |

(v) Item No. 5

**TO APPROVE KEEPING OF REGISTERS, RETURNS AND RECORDS OF THE COMPANY AT A PLACE OTHER THAN THE REGISTERED OFFICE OF THE COMPANY**

(a) **'VALID'** FOR the resolution:

| Mode of Voting | No. of Members Voted | No of Votes cast | | | % of total number of valid votes cast |
|---|---|---|---|---|---|
| | | Favor | Against | Total | |
| Remote E-Voting | 47 | 11,88,17,480 | 0 | 11,88,17,480 | 93.06 |
| | 0 | 0 | 0 | 0 | 0 |
| E-Voting at the AGM | 5 | 88,65,740 | 0 | 88,65,740 | 6.94 |
| | 0 | 0 | 0 | 0 | 0 |
| **Total** | **52** | **12,76,83,220** | **0** | **12,76,83,220** | **100** |





(b) Votes '**INVALID**'

| Mode of Voting | Total No. of Members whose Votes were declared 'Invalid' | Total number of votes cast by them declared 'Invalid' |
|---|---|---|
| Remote E-Voting | 0 | 0 |
| E-Voting at the AGM | 1 | 120 |
| **Total** | **1** | **120** |

**(vi) Item No. 6**

**TO APPROVE THE AMENDMENT OF TERMS AND CONDITIONS OF REMUNERATION OF MR. VINEY SINGH, MANAGING DIRECTOR OF THE COMPANY**

(a) '**VALID**' FOR the resolution:

| Mode of Voting | No. of Members Voted | No of Votes cast | | | % of total number of valid votes cast |
|---|---|---|---|---|---|
| | | Favor | Against | Total | |
| Remote E-Voting | 46 | 11,84,71,220 | 0 | 11,84,71,220 | 93.04 |
| | 0 | 0 | 0 | 0 | 0 |
| E-Voting at the AGM | 5 | 88,65,740 | 0 | 88,65,740 | 6.96 |
| | 0 | 0 | 0 | 0 | 0 |
| **Total** | **51** | **12,73,36,960** | **0** | **12,73,36,960** | **100** |

(b) Votes '**INVALID**'

| Mode of Voting | Total No. of Members whose Votes were declared 'Invalid' | Total number of votes cast by them declared 'Invalid' |
|---|---|---|
| Remote E-Voting | 0 | 0 |
| E-Voting at the AGM | 1 | 120 |
| **Total** | **1** | **120** |

ARUN KUMAR GUPTA & ASSOCIATES
CP No. 5086
New Delhi
Company Secretaries

(vii) Item No. 7

TO APPROVE THE AMENDMENT OF TERMS AND CONDITIONS OF REMUNERATION OF MR. WILLIAM NANDA BISSELL, EXECUTIVE VICE-CHAIRMAN AND DIRECTOR OF THE COMPANY

(a) '**VALID**' FOR the resolution:

| Mode of Voting | No. of Members Voted | No of Votes cast | | | % of total number of valid votes cast |
|---|---|---|---|---|---|
| | | Favor | Against | Total | |
| Remote E-Voting | 38 | 5,10,43,600 | 0 | 5,10,43,600 | 89.27 |
| | 0 | 0 | 0 | 0 | 0 |
| E-Voting at the AGM | 4 | 61,32,740 | 0 | 61,32,740 | 10.73 |
| | 0 | 0 | 0 | 0 | 0 |
| **Total** | **42** | **5,71,76,340** | **0** | **5,71,76,340** | **100** |

(b) Votes '**INVALID**'

| Mode of Voting | Total No. of Members whose Votes were declared 'Invalid' | Total number of votes cast by them declared 'Invalid' |
|---|---|---|
| Remote E-Voting | 0 | 0 |
| E-Voting at the AGM | 1 | 120 |
| **Total** | **1** | **120** |

(viii) Item No. 8

TO APPROVE THE AMENDMENT OF TERMS AND CONDITIONS OF REMUNERATION OF MR. MUKESH KUMAR CHAUHAN, EXECUTIVE DIRECTOR (WHOLE TIME DIRECTOR) OF THE COMPANY

(a) '**VALID**' FOR the resolution:

| Mode of Voting | No. of Members Voted | No of Votes cast | | | % of total number of valid votes cast |
|---|---|---|---|---|---|
| | | Favor | Against | Total | |
| Remote E-Voting | 46 | 11,86,36,370 | 0 | 11,86,36,370 | 93.05 |
| | 0 | 0 | 0 | 0 | 0 |
| E-Voting at the AGM | 5 | 88,65,740 | 0 | 88,65,740 | 6.95 |
| | 0 | 0 | 0 | 0 | 0 |
| **Total** | **51** | **12,75,02,110** | **0** | **12,75,02,110** | **100** |



ARUN KUMAR GUPTA & ASSOCIATES
CP No. 5086
New Delhi
Company Secretaries

(b) Votes '**INVALID**'

| Mode of Voting | Total No. of Members whose Votes were declared 'Invalid' | Total number of votes cast by them declared 'Invalid' |
|---|---|---|
| Remote E-Voting | 0 | 0 |
| E-Voting at the AGM | 1 | 120 |
| **Total** | **1** | **120** |

All resolutions stand passed under remote e-voting and e-voting with requisite majority.

The electronic records and relevant records relating to remote e-voting and e-voting at the AGM shall remain in my safe custody until the Chairperson considers, approves and signs the minutes of the aforesaid AGM and thereafter the same will be handed over to the Chairperson for safe keeping.

Thanking You,

Yours faithfully

For **ARUN KUMAR GUPTA & ASSOCIATES**
**COMPANY SECRETARIES**




**(ARUN KUMAR GUPTA)**
FCS-5551, CP-5086
UDIN:- F005551D000717671

Date: 01/08/2022
Place: Delhi