CELEBRATE INDIA

FABINDIA LIMITED

CIN: U74899DL1976PLC008436

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

DECLARATION OF RESULTS OF E-VOTING AND BALLOT PAPERS

DECLARATION OF VOTING RESULTS OF THE REMOTE E-VOTING AND VOTING THROUGH BALLOT PAPERS AT THE 47TH ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF FABINDIA LIMITED HELD ON THURSDAY, SEPTEMBER 26, 2024, AT FABINDIA LIMITED, C-42, 2ND FLOOR, GATE NO. 1, OKHLA INDUSTRIAL AREA, PHASE II, NEW DELHI- 110020, AT 11:30 A.M. (IST)

The 47th Annual General Meeting (**AGM**) of the shareholders of **FABINDIA LIMITED** was held on Thursday, September 26, 2024, at Fabindia Limited, C-42, 2nd Floor, Gate No. 1, Okhla Industrial Area Phase II, New Delhi- 110020, at 11:30 A.M. (IST) to transact the businesses as set out in the Notice of AGM dated August 21, 2024.

Members of the Company holding shares in physical form or in dematerialized form, as at the close of business hours on the Cut-off Date, i.e. Thursday, September 19, 2024 were entitled to vote on the proposed resolutions; and their shareholding on such date was reckoned for the purpose of arriving at the results of the remote e-voting and voting through ballot at the AGM.

In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014, the Company had provided the facility of Remote E-voting to all the members of the Company as on the Cut-off Date to enable them to cast their votes electronically on all the resolutions as set forth in the said Notice of AGM. The remote e-voting period was opened for three days commencing from Monday, September 23, 2024 at 9:00 AM (IST) and ended on Wednesday, September 25, 2024 at 5:00 PM (IST).

Further, in line with the provisions of the Companies Act, 2013, the Company had also provided an opportunity to vote at the AGM through Ballot Paper to members of the Company attending the AGM who had not cast their vote through remote e-voting.

The Board of Directors in its meeting held on August 21, 2024 had appointed Mr. Arun Kumar Gupta (Membership No.: 5551, Certificate of Practice No.: 5086), Proprietor, M/s. Arun Kumar Gupta & Associates, Company Secretaries, as the scrutinizer for scrutinizing the voting process through remote E-voting as well as voting through Ballot Paper at the AGM in a fair and transparent manner. The Scrutinizer, after scrutiny of all the votes cast by the shareholders, has submitted his Consolidated Scrutinizer Report dated September 27, 2024 on remote e-voting and voting through Ballot Paper during the AGM on the resolutions as set out in the said Notice of AGM.

The consolidated result on remote e-voting and voting through Ballot Papers at the AGM as per the said Scrutinizer's Report are as follows:

FABINDIA LIMITED New Delhi

ORDINARY BUSINESS

(i) Item No. 1

A. TO RECEIVE, APPROVE AND ADOPT THE AUDITED STANDALONE FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024 TOGETHER WITH THE AUDITORS' REPORT AND DIRECTORS' REPORT THEREON (ORDINARY RESOLUTION):

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

Particulars	REMOTE E-VOTING		VOTING THROUGH BALLOT PAPER		TOTAL		% of total number of valid votes cast
	Number of member(s) voted	Votes Cast by them	Number of member(s) voted	Votes Cast by them	Number of member(s) voted	Votes Cast by them	
Favour	80	12,58,49,939	16	5,13,867	96	12,63,63,806	100.000
Against	0	0	0	0	0	0	0.000
Total	**80**	**12,58,49,939**	**16**	**5,13,867**	**96**	**12,63,63,806**	**100.000**

(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
Voting through Ballot Paper	0	0
Total	**0**	**0**

Based on the Consolidated Scrutinizer Report, the resolution at item No. 1(A) stands passed as an **ORDINARY RESOLUTION** with requisite majority.

B. TO RECEIVE, APPROVE AND ADOPT THE AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024 TOGETHER WITH THE AUDITORS' REPORT thereon (ORDINARY RESOLUTION):

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

Particulars	REMOTE E-VOTING		VOTING THROUGH BALLOT PAPER		TOTAL		% of total number of valid votes cast
	Number of member(s) voted	Votes Cast by them	Number of member(s) voted	Votes Cast by them	Number of member(s) voted	Votes Cast by them	
Favour	80	12,58,49,939	16	5,13,867	96	12,63,63,806	100.000
Against	0	0	0	0	0	0	0.000
Total	**80**	**12,58,49,939**	**16**	**5,13,867**	**96**	**12,63,63,806**	**100.000**

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
Voting through Ballot Paper	0	0
Total	**0**	**0**

Based on the Consolidated Scrutinizer Report, the resolution at item No. 1(B) stands passed as an **ORDINARY RESOLUTION** with requisite majority.

(ii) Item No. 2

TO APPOINT A DIRECTOR IN PLACE OF MR. VIJAI KUMAR KAPOOR (DIN: 01084371), WHO RETIRES BY ROTATION AND, BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT (ORDINARY RESOLUTION):

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

Particulars	REMOTE E-VOTING		VOTING THROUGH BALLOT PAPER		TOTAL		% of total number of valid votes cast
	Number of member(s) voted	Votes Cast by them	Number of member(s) voted	Votes Cast by them	Number of member(s) voted	Votes Cast by them	
Favour	76	10,12,97,909	16	5,13,867	92	10,18,11,776	100.000
Against	0	0	0	0	0	0	0.000
Total	**76**	**10,12,97,909**	**16**	**5,13,867**	**92**	**10,18,11,776**	**100.000**

(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
Voting through Ballot Paper	0	0
Total	**0**	**0**

Based on the Consolidated Scrutinizer Report, the resolution at item No. 2 stands passed as an **ORDINARY RESOLUTION** with requisite majority.

FABINDIA LIMITED New Delhi

(iii) Item No. 3

TO APPOINT A DIRECTOR IN PLACE OF MR. MUKESH KUMAR CHAUHAN (DIN: 05108075), WHO RETIRES BY ROTATION AND, BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT (ORDINARY RESOLUTION):

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

Particulars	REMOTE E-VOTING		VOTING THROUGH BALLOT PAPER		TOTAL		% of total number of valid votes cast
	Number of member(s) voted	Votes Cast by them	Number of member(s) voted	Votes Cast by them	Number of member(s) voted	Votes Cast by them	
Favour	79	12,56,08,829	16	5,13,867	95	12,61,22,696	100.000
Against	0	0	0	0	0	0	0.000
Total	**79**	**12,56,08,829**	**16**	**5,13,867**	**95**	**12,61,22,696**	**100.000**

(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
Voting through Ballot Paper	0	0
Total	**0**	**0**

Based on the Consolidated Scrutinizer Report, the resolution at item No. 3 stands passed as an **ORDINARY RESOLUTION** with requisite majority.

SPECIAL BUSINESS

(iv) Item No. 4

TO APPOINT MR. KAVEESH CHAWLA (DIN: 06754654) AS THE INVESTOR NOMINEE DIRECTOR OF THE COMPANY (ORDINARY RESOLUTION):

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

Particulars	REMOTE E-VOTING		VOTING THROUGH BALLOT PAPER		TOTAL		% of total number of valid votes cast
	Number of member(s) voted	Votes Cast by them	Number of member(s) voted	Votes Cast by them	Number of member(s) voted	Votes Cast by them	
Favour	78	9,30,12,959	16	5,13,867	94	9,35,26,826	100.000
Against	0	0	0	0	0	0	0.000
Total	**78**	**9,30,12,959**	**16**	**5,13,867**	**94**	**9,35,26,826**	**100.000**

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
Voting through Ballot Paper	0	0
Total	**0**	**0**

Based on the Consolidated Scrutinizer Report, the resolution at item No. 4 stands passed as an **ORDINARY RESOLUTION** with requisite majority.

(v) Item No. 5

TO APPOINT MR. RICHARD FRANK CELESTE (DIN: 09296533) AS A DIRECTOR OF THE COMPANY (ORDINARY RESOLUTION):

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

Particulars	REMOTE E-VOTING		VOTING THROUGH BALLOT PAPER		TOTAL		% of total number of valid votes cast
	Number of member(s) voted	Votes Cast by them	Number of member(s) voted	Votes Cast by them	Number of member(s) voted	Votes Cast by them	
Favour	79	12,58,47,419	16	5,13,867	95	12,63,61,286	99.998
Against	1	2,520	0	0	1	2,520	0.002
Total	**80**	**12,58,49,939**	**16**	**5,13,867**	**96**	**12,63,63,806**	**100.000**

(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
Voting through Ballot Paper	0	0
Total	**0**	**0**

Based on the Consolidated Scrutinizer Report, the resolution at item No. 5 stands passed as an **ORDINARY RESOLUTION** with requisite majority.

FABINDIA LIMITED New Delhi

(vi) Item No. 6

TO APPOINT MR. WILLIAM SEAN SOVAK (DIN: 01161892) AS A DIRECTOR OF THE COMPANY (ORDINARY RESOLUTION):

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

Particulars	REMOTE E-VOTING		VOTING THROUGH BALLOT PAPER		TOTAL		% of total number of valid votes cast
	Number of member(s) voted	Votes Cast by them	Number of member(s) voted	Votes Cast by them	Number of member(s) voted	Votes Cast by them	
Favour	79	12,58,47,419	16	5,13,867	95	12,63,61,286	99.998
Against	1	2,520	0	0	1	2,520	0.002
Total	**80**	**12,58,49,939**	**16**	**5,13,867**	**96**	**12,63,63,806**	**100.000**

(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
Voting through Ballot Paper	0	0
Total	**0**	**0**

Based on the Consolidated Scrutinizer Report, the resolution at item No. 6 stands passed as an **ORDINARY RESOLUTION** with requisite majority.

(vii) Item No. 7

TO APPROVE APPOINTMENT OF MS. POOJA KOTHARI (DIN: 02292177) AS AN INDEPENDENT DIRECTORS OF THE COMPANY (ORDINARY RESOLUTION):

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

Particulars	REMOTE E-VOTING		VOTING THROUGH BALLOT PAPER		TOTAL		% of total number of valid votes cast
	Number of member(s) voted	Votes Cast by them	Number of member(s) voted	Votes Cast by them	Number of member(s) voted	Votes Cast by them	
Favour	79	12,58,47,419	16	5,13,867	95	12,63,61,286	99.998
Against	1	2,520	0	0	1	2,520	0.002
Total	**80**	**12,58,49,939**	**16**	**5,13,867**	**96**	**12,63,63,806**	**100.000**

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
Voting through Ballot Paper	0	0
Total	**0**	**0**

Based on the Consolidated Scrutinizer Report, the resolution at item No. 7 stands passed as an **ORDINARY RESOLUTION** with requisite majority.

(viii) Item No. 8

TO APPROVE RE-APPOINTMENT OF MR. SAURABH NAVINCHANDRA MEHTA (DIN: 01115594) AS AN INDEPENDENT DIRECTORS OF THE COMPANY (SPECIAL RESOLUTION):

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

Particulars	REMOTE E-VOTING		VOTING THROUGH BALLOT PAPER		TOTAL		% of total number of valid votes cast
	Number of member(s) voted	Votes Cast by them	Number of member(s) voted	Votes Cast by them	Number of member(s) voted	Votes Cast by them	
Favour	80	12,58,49,939	16	5,13,867	96	12,63,63,806	100.000
Against	0	0	0	0	0	0	0.000
Total	80	**12,58,49,939**	**16**	**5,13,867**	**96**	**12,63,63,806**	**100.000**

(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
Voting through Ballot Paper	0	0
Total	**0**	**0**

Based on the Consolidated Scrutinizer Report, the resolution at item No. 8 stands passed as a **SPECIAL RESOLUTION** with requisite majority.

FABINDIA LIMITED New Delhi

(ix) Item No. 9

TO APPROVE RE-APPOINTMENT OF MS. SMITA PIYUSH MANKAD (DIN: 02009838) AS AN INDEPENDENT DIRECTORS OF THE COMPANY (SPECIAL RESOLUTION):

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

Particulars	REMOTE E-VOTING		VOTING THROUGH BALLOT PAPER		TOTAL		% of total number of valid votes cast
	Number of member(s) voted	Votes Cast by them	Number of member(s) voted	Votes Cast by them	Number of member(s) voted	Votes Cast by them	
Favour	80	12,58,49,939	16	5,13,867	96	12,63,63,806	100.000
Against	0	0	0	0	0	0	0.000
Total	**80**	**12,58,49,939**	**16**	**5,13,867**	**96**	**12,63,63,806**	**100.000**

(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
Voting through Ballot Paper	0	0
Total	**0**	**0**

Based on the Consolidated Scrutinizer Report, the resolution at item No. 9 stands passed as a **SPECIAL RESOLUTION** with requisite majority.

(x) Item No. 10

TO APPROVE PAYMENT OF REMUNERATION TO THE INDEPENDENT DIRECTORS OF THE COMPANY (SPECIAL RESOLUTION):

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

Particulars	REMOTE E-VOTING		VOTING THROUGH BALLOT PAPER		TOTAL		% of total number of valid votes cast
	Number of member(s) voted	Votes Cast by them	Number of member(s) voted	Votes Cast by them	Number of member(s) voted	Votes Cast by them	
Favour	79	12,57,48,299	15	3,16,587	94	12,60,64,886	100.000
Against	0	0	0	0	0	0	0.000
Total	**79**	**12,57,48,299**	**15**	**3,16,587**	**94**	**12,60,64,886**	**100.000**

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	1	1,01,640
Voting through Ballot Paper	1	1,97,280
Total	**2***	**2,98,920***

*** 'Rejected' as related parties interested in the resolution voted in favour of the proposed resolution.**

Based on the Consolidated Scrutinizer Report, the resolution at item No. 10 stands passed as a **SPECIAL RESOLUTION** with requisite majority.

(xi) Item No. 11

TO APPROVE PAYMENT OF REMUNERATION TO A NON-EXECUTIVE DIRECTOR OF THE COMPANY (SPECIAL RESOLUTION):

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

Particulars	REMOTE E-VOTING		VOTING THROUGH BALLOT PAPER		TOTAL		% of total number of valid votes cast
	Number of member(s) voted	Votes Cast by them	Number of member(s) voted	Votes Cast by them	Number of member(s) voted	Votes Cast by them	
Favour	80	12,58,49,939	16	5,13,867	96	12,63,63,806	100.000
Against	0	0	0	0	0	0	0.000
Total	**80**	**12,58,49,939**	**16**	**5,13,867**	**96**	**12,63,63,806**	**100.000**

(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
Voting through Ballot Paper	0	0
Total	**0**	**0**

Based on the Consolidated Scrutinizer Report, the resolution at item No. 11 stands passed as a **SPECIAL RESOLUTION** with requisite majority.

FABINDIA LIMITED New Delhi

(xii) Item No. 12

TO APPROVE PAYMENT OF EX-GRATIA TO MR. MUKESH KUMAR CHAUHAN (SPECIAL RESOLUTION):

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

Particulars	REMOTE E-VOTING		VOTING THROUGH BALLOT PAPER		TOTAL		% of total number of valid votes cast
	Number of member(s) voted	Votes Cast by them	Number of member(s) voted	Votes Cast by them	Number of member(s) voted	Votes Cast by them	
Favour	79	12,56,08,829	15	4,88,442	94	12,60,97,271	99.980
Against	0	0	1	25,425	1	25,425	0.020
Total	**79**	**12,56,08,829**	**16**	**5,13,867**	**95**	**12,61,22,696**	**100.000**

(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
Voting through Ballot Paper	0	0
Total	**0**	**0**

Based on the Consolidated Scrutinizer Report, the resolution at item No. 12 stands passed as a **SPECIAL RESOLUTION** with requisite majority.

All the Resolutions may be deemed to have been passed as on the date of the AGM i.e. September 26, 2024.

The declaration of the Results along with the Consolidated Scrutinizer's Report dated September 27, 2024 be placed on the website of the Company (www.fabindia.com) and NSDL (www.evoting.nsdl.com) and also be displayed at the Registered Office as well as the Corporate Office of the Company.

For **FABINDIA LIMITED**

FABINDIA LIMITED New Delhi

VIJAI KUMAR KAPOOR
CHAIRMAN OF THE MEETING
DIN: 01084371

Date: 27.09.2024
Place: New Delhi

CONSOLIDATED SCRUTINIZER REPORT

[Pursuant to Section 108 of the Companies Act, 2013]

To,
The Chairman,
47th Annual General Meeting of the Shareholders
FABINDIA LIMITED
Plot No.10, Local Shopping Complex, Sector B Pocket-7, Vasant Kunj, New Delhi 110070

Re: Consolidated Scrutinizer's Report on remote e-voting and voting through Ballot paper during the 47th Annual General Meeting ("AGM") of the Members of FABINDIA LIMITED held on Thursday, September 26, 2024 at Fabindia Limited, C-42, 2nd Floor, Gate No. 1, Okhla Industrial Area Phase II, New Delhi- 110020 at 11:30 A.M. (IST).

Dear Sir,

I, Arun Kumar Gupta, proprietor of M/s Arun Kumar Gupta & Associates, Company Secretaries, Delhi have been appointed by the Board of Directors of **FABINDIA LIMITED** ("the Company") as the Scrutinizer for the purpose of scrutinizing remote e-voting process and voting through Ballot paper at the 47th Annual General Meeting ("AGM") of the members of the Company held on Thursday, September 26, 2024 at 11.30 A.M.(IST) at C-42, 2nd Floor, Gate No. 1, Okhla Industrial Area Phase II, New Delhi-110020, in a fair and transparent manner and ascertaining the requisite majority on remote e-voting and voting through Ballot paper carried out, as per the provisions of the Companies Act, 2013 and applicable Rules, on the resolutions set out in Notice of the AGM dated August 21, 2024.

Accordingly, I submit the consolidated report, on completion of remote e-voting process and voting through Ballot paper, as under:

1. 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.

2. The remote e-voting period remained open from Monday, September 23, 2024 [09:00 A.M. (IST)] to Wednesday, September 25, 2024 [05:00 P.M. (IST)].

3. The cut-off date for the purpose of determining the entitlement for voting, by remote e-voting or voting through Ballot paper, on the proposed resolutions was September 19, 2024.

4. At the AGM, ballot box kept for polling was locked in my presence with due identification marks placed by me.

5. The locked ballot box was subsequently opened in my presence and Ballot papers were diligently scrutinized. The Ballot papers were reconciled with the records maintained by the Company and the authorizations.

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

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

6. The remote e-voting were unblocked on September 26, 2024, in the presence of two witnesses namely, (i) Mr. Aditya Garg, resident of 103, SKG Signature Home, Shanti Kunj Main, New Delhi 110070 and (ii) Ms. Dakshita Soni, resident of B-247, 2nd Floor, Jilmil Colony, New Delhi 110095 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. After counting the votes casted by the members present at the AGM, through ballot paper and the votes casted through e-voting, the consolidated report on the result of voting on each resolutions are given hereunder:

(i) **Item No. 1**

(A) TO RECEIVE, APPROVE AND ADOPT THE AUDITED STANDALONE FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024 TOGETHER WITH AUDITORS' REPORT AND DIRECTORS' REPORT. (ORDINARY RESOLUTION)

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

Particulars	REMOTE E-VOTING		VOTING THROUGH BALLOT PAPER		TOTAL		% of total number of valid votes cast
	Number of member(s) voted	Votes Cast by them	Number of member(s) voted	Votes Cast by them	Number of member(s) voted	Votes Cast by them	
Favour	80	12,58,49,939	16	5,13,867	96	12,63,63,806	100.000
Against	0	0	0	0	0	0	0.000
Total	**80**	**12,58,49,939**	**16**	**5,13,867**	**96**	**12,63,63,806**	**100.000**

(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
Voting through Ballot Paper	0	0
Total	**0**	**0**

The resolution stands passed as an Ordinary resolution under remote e-voting and voting through Ballot Paper at the AGM with requisite majority.

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

(B) TO RECEIVE, APPROVE AND ADOPT THE AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024 TOGETHER WITH AND AUDITORS' REPORT OF THE COMPANY. (ORDINARY RESOLUTION)

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

Particulars	REMOTE E-VOTING		VOTING THROUGH BALLOT PAPER		TOTAL		% of total number of valid votes cast
	Number of member(s) voted	Votes Cast by them	Number of member(s) voted	Votes Cast by them	Number of member(s) voted	Votes Cast by them	
Favour	80	12,58,49,939	16	5,13,867	96	12,63,63,806	100.000
Against	0	0	0	0	0	0	0.000
Total	**80**	**12,58,49,939**	**16**	**5,13,867**	**96**	**12,63,63,806**	**100.000**

(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
Voting through Ballot Paper	0	0
Total	**0**	**0**

The resolution stands passed as an Ordinary resolution under remote e-voting and voting through Ballot Paper at the AGM with requisite majority.

(ii) Item No. 2

TO APPOINT A DIRECTOR IN PLACE OF MR. VIJAI KUMAR KAPOOR (DIN: 01084371), WHO RETIRES BY ROTATION AND, BEING ELIGIBLE, OFFERS HIMERSELF FOR RE-APPOINTMENT. (ORDINARY RESOLUTION)

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

Particulars	REMOTE E-VOTING		VOTING THROUGH BALLOT PAPER		TOTAL		% of total number of valid votes cast
	Number of member(s) voted	Votes Cast by them	Number of member(s) voted	Votes Cast by them	Number of member(s) voted	Votes Cast by them	
Favour	76	10,12,97,909	16	5,13,867	92	10,18,11,776	100.000
Against	0	0	0	0	0	0	0.000
Total	**76**	**10,12,97,909**	**16**	**5,13,867**	**92**	**10,18,11,776**	**100.000**

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
Voting through Ballot Paper	0	0
Total	**0**	**0**

The resolution stands passed as an Ordinary resolution under remote e-voting and voting through Ballot Paper at the AGM with requisite majority.

(iii) Item No. 3

TO APPOINT A DIRECTOR IN PLACE OF MR. MUKESH KUMAR CHAUHAN (DIN: 05108075), WHO RETIRES BY ROTATION AND, BEING ELIGIBLE, OFFERS HIMERSELF FOR RE-APPOINTMENT. (ORDINARY RESOLUTION)

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

Particulars	REMOTE E-VOTING		VOTING THROUGH BALLOT PAPER		TOTAL		% of total number of valid votes cast
	Number of member(s) voted	Votes Cast by them	Number of member(s) voted	Votes Cast by them	Number of member(s) voted	Votes Cast by them	
Favour	79	12,56,08,829	16	5,13,867	95	12,61,22,696	100.000
Against	0	0	0	0	0	0	0.000
Total	**79**	**12,56,08,829**	**16**	**5,13,867**	**95**	**12,61,22,696**	**100.000**

(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
Voting through Ballot Paper	0	0
Total	**0**	**0**

The resolution stands passed as an Ordinary resolution under remote e-voting and voting through Ballot Paper at the AGM with requisite majority.

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(iv) Item No. 4

TO APPOINT MR. KAVEESH CHAWLA (DIN: 06754654) AS AN INVESTOR NOMINEE DIRECTOR OF THE COMPANY. (ORDINARY RESOLUTION)

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

Particulars	REMOTE E-VOTING		VOTING THROUGH BALLOT PAPER		TOTAL		% of total number of valid votes cast
	Number of member(s) voted	Votes Cast by them	Number of member(s) voted	Votes Cast by them	Number of member(s) voted	Votes Cast by them	
Favour	78	9,30,12,959	16	5,13,867	94	9,35,26,826	100.000
Against	0	0	0	0	0	0	0.000
Total	**78**	**9,30,12,959**	**16**	**5,13,867**	**94**	**9,35,26,826**	**100.000**

(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
Voting through Ballot Paper	0	0
Total	0	**0**

The resolution stands passed as an Ordinary resolution under remote e-voting and voting through Ballot Paper at the AGM with requisite majority.

(v) Item No. 5

TO APPOINT MR. RICHARD FRANK CELESTE (DIN: 09296533) AS A DIRECTOR OF THE COMPANY. (ORDINARY RESOLUTION)

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

Particulars	REMOTE E-VOTING		VOTING THROUGH BALLOT PAPER		TOTAL		% of total number of valid votes cast
	Number of member(s) voted	Votes Cast by them	Number of member(s) voted	Votes Cast by them	Number of member(s) voted	Votes Cast by them	
Favour	79	12,58,47,419	16	5,13,867	95	12,63,61,286	99.998
Against	1	2,520	0	0	1	2,520	0.002
Total	**80**	**12,58,49,939**	**16**	**5,13,867**	**96**	**12,63,63,806**	**100.000**

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(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
Voting through Ballot Paper	0	0
Total	**0**	**0**

The resolution stands passed as an Ordinary resolution under remote e-voting and voting through Ballot Paper at the AGM with requisite majority.

(vi) Item No. 6

TO APPOINT MR. WILLIAM SEAN SOVAK (DIN: 01161892) AS A DIRECTOR OF THE COMPANY. (ORDINARY RESOLUTION)

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

Particulars	REMOTE E-VOTING		VOTING THROUGH BALLOT PAPER		TOTAL		% of total number of valid votes cast
	Number of member(s) voted	Votes Cast by them	Number of member(s) voted	Votes Cast by them	Number of member(s) voted	Votes Cast by them	
Favour	79	12,58,47,419	16	5,13,867	95	12,63,61,286	99.998
Against	1	2,520	0	0	1	2,520	0.002
Total	**80**	**12,58,49,939**	16	5,13,867	**96**	**12,63,63,806**	**100.000**

(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
Voting through Ballot Paper	0	0
Total	**0**	**0**

The resolution stands passed as an Ordinary resolution under remote e-voting and voting through Ballot Paper at the AGM with requisite majority.

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(vii) Item No. 7

TO APPROVE APPOINTMENT OF MS. POOJA KOTHARI (DIN: 02292177) AS AN INDEPENDENT DIRECTOR OF THE COMPANY. (ORDINARY RESOLUTION)

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

Particulars	REMOTE E-VOTING		VOTING THROUGH BALLOT PAPER		TOTAL		% of total number of valid votes cast
	Number of member(s) voted	Votes Cast by them	Number of member(s) voted	Votes Cast by them	Number of member(s) voted	Votes Cast by them	
Favour	79	12,58,47,419	16	5,13,867	95	12,63,61,286	99.998
Against	1	2,520	0	0	1	2,520	0.002
Total	**80**	**12,58,49,939**	**16**	**5,13,867**	**96**	**12,63,63,806**	**100.000**

(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
Voting through Ballot Paper	0	0
Total	**0**	**0**

The resolution stands passed as an Ordinary resolution under remote e-voting and voting through Ballot Paper at the AGM with requisite majority.

(viii) Item No. 8

TO APPROVE RE-APPOINTMENT OF MR. SAURABH NAVINCHANDRA MEHTA (DIN: 01115594) AS AN INDEPENDENT DIRECTOR OF THE COMPANY. (SPECIAL RESOLUTION)

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

Particulars	REMOTE E-VOTING		VOTING THROUGH BALLOT PAPER		TOTAL		% of total number of valid votes cast
	Number of member(s) voted	Votes Cast by them	Number of member(s) voted	Votes Cast by them	Number of member(s) voted	Votes Cast by them	
Favour	80	12,58,49,939	16	5,13,867	96	12,63,63,806	100.000
Against	0	0	0	0	0	0	0.000
Total	**80**	**12,58,49,939**	**16**	**5,13,867**	**96**	**12,63,63,806**	**100.000**

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(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
Voting through Ballot Paper	0	0
Total	**0**	**0**

The resolution stands passed as a Special resolution under remote e-voting and voting through Ballot Paper at the AGM with requisite majority.

(ix) Item No. 9

TO APPROVE RE-APPOINTMENT OF MS. SMITA PIYUSH MANKAD (DIN: 02009838) AS AN INDEPENDENT DIRECTOR OF THE COMPANY. (SPECIAL RESOLUTION)

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

Particulars	REMOTE E-VOTING		VOTING THROUGH BALLOT PAPER		TOTAL		% of total number of valid votes cast
	Number of member(s) voted	Votes Cast by them	Number of member(s) voted	Votes Cast by them	Number of member(s) voted	Votes Cast by them	
Favour	80	12,58,49,939	16	5,13,867	96	12,63,63,806	100.000
Against	0	0	0	0	0	0	0.000
Total	**80**	**12,58,49,939**	16	5,13,867	**96**	**12,63,63,806**	**100.000**

(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
Voting through Ballot Paper	0	0
Total	**0**	**0**

The resolution stands passed as a Special resolution under remote e-voting and voting through Ballot Paper at the AGM with requisite majority.

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(x) Item No.10

TO APPROVE PAYMENT OF REMUNERATION TO THE INDEPENDENT DIRECTORS OF THE COMPANY (SPECIAL RESOLUTION)

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

Particulars	REMOTE E-VOTING		VOTING THROUGH BALLOT PAPER		TOTAL		% of total number of valid votes cast
	Number of member(s) voted	Votes Cast by them	Number of member(s) voted	Votes Cast by them	Number of member(s) voted	Votes Cast by them	
Favour	79	12,57,48,299	15	3,16,587	94	12,60,64,886	100.000
Against	0	0	0	0	0	0	0.000
Total	**79**	**12,57,48,299**	**15**	3,16,587	**94**	**12,60,64,886**	100.000

(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	1	1,01,640
Voting through Ballot Paper	1	1,97,280
Total	2*	**2,98,920***

*** 'Rejected' as related parties interested in the resolution voted in favour of the proposed resolution.**

The resolution stands passed as a Special resolution under remote e-voting and voting through Ballot Paper at the AGM with requisite majority.

(xi) Item No.11

TO APPROVE PAYMENT OF REMUNERATION TO A NON-EXECUTIVE DIRECTOR OF THE COMPANY (SPECIAL RESOLUTION)

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

Particulars	REMOTE E-VOTING		VOTING THROUGH BALLOT PAPER		TOTAL		% of total number of valid votes cast
	Number of member(s) voted	Votes Cast by them	Number of member(s) voted	Votes Cast by them	Number of member(s) voted	Votes Cast by them	
Favour	80	12,58,49,939	16	5,13,867	96	12,63,63,806	100.000
Against	0	0	0	0	0	0	0.000
Total	**80**	**12,58,49,939**	16	**5,13,867**	**96**	**12,63,63,806**	**100.000**

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(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
Voting through Ballot Paper	0	0
Total	**0**	**0**

The resolution stands passed as a Special resolution under remote e-voting and voting through Ballot Paper at the AGM with requisite majority.

(xii) Item No.12

TO APPROVE PAYMENT OF EX-GRATIA TO MR. MUKESH KUMAR CHAUHAN. (SPECIAL RESOLUTION)

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

Particulars	REMOTE E-VOTING		VOTING THROUGH BALLOT PAPER		TOTAL		% of total number of valid votes cast
	Number of member(s) voted	Votes Cast by them	Number of member(s) voted	Votes Cast by them	Number of member(s) voted	Votes Cast by them	
Favour	79	12,56,08,829	15	4,88,442	94	12,60,97,271	99.980
Against	0	0	1	25,425	1	25,425	0.020
Total	**79**	**12,56,08,829**	**16**	**5,13,867**	**95**	**12,61,22,696**	**100.000**

(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
Voting through Ballot Paper	0	0
Total	**0**	**0**

The resolution stands passed as a Special resolution under remote e-voting and voting through Ballot Paper at the AGM with requisite majority.

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

Thanking You,

Yours faithfully

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

(ARUN KUMAR GUPTA)
FCS-5551, CP-5086
Peer Review Cer. No. 1658 /2022
UDIN:- F005551F001329324

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

Date: 27/09/2024
Place: Delhi

Counter-signed by _____
(Chairman or any other person Authorised by the Chairman of the Company)