



25th June, 2024

To,
The General Manager
Department of Corporate Services
BSE Limited
P J Towers, Dalal Street
Mumbai - 400 001

Subject: Submission of the Scrutinizer's Report and Voting Results of the 6th Annual General Meeting of the Equity Shareholders of the Company

Dear Sir/Madam,

This is to inform you that pursuant to the provision of Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby submit the voting results of the 6th Annual General Meeting (AGM) of the Company held on Monday, 24th day of June, 2024 at 03:00 P.M. IST through Video Conferencing (VC) or Other Audio Visual Means (OAVM).

In this regard, please find enclosed herewith the following:

- i. The voting results in the format prescribed under Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as **Annexure- 1.**
- ii. Copy of the Scrutinizer's Report as **Annexure -2.**

You are requested to take the above on record and disseminate the same on the website of the stock exchange.

Thanking you

Yours faithfully,

For Sayaji Hotels (Indore) Limited

Raof Razak Dhanani
Director
DIN: 00174654

Annexure – 1

Voting Results of the 6th AGM of the Company pursuant to Regulation - 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Date of the AGM	24 th June, 2024
Total number of shareholders on record date	2,777
No. of shareholders present in the meeting either in person or through proxy:	Not Applicable
Promoters and Promoter Group:	
Public:	
Total	
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	4
Public:	31
Total	35

Item No. 1				Adoption of Audited Financial Statements				
Resolution required: (Ordinary / Special)				Ordinary				
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
Promoter and Promoter Group	E-Voting	2283395	1983519	86.8671	1983519	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total	2283395	1983519	86.8671	1983519	0	100.0000	0.0000
Public-Institutions	E-Voting	0						
	Poll							
	Postal Ballot (if applicable)							
	Total	0						
Public- Non Institutions	E-Voting	763210	358862	47.0201	358853	9	99.9975	0.0025
	Poll							
	Postal Ballot (if applicable)							
	Total	763210	358862	47.0201	358853	9	99.9975	0.0025
Total		3046605	2342381	76.8850	2342372	9	99.9996	0.0004

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Institutions	0
Public - Non Institutions	0
Total	0

Item No. 2				To appoint a director in place of Mr. Raoof Razak Dhanani (DIN: 00174654), who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment				
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
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
Promoter and Promoter Group	E-Voting	2283395	1983519	86.8671	1983519	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total	2283395	1983519	86.8671	1983519	0	100.0000	0.0000
Public-Institutions	E-Voting	0						
	Poll							
	Postal Ballot (if applicable)							
	Total	0						
Public- Non Institutions	E-Voting	763210	358862	47.0201	358853	9	99.9975	0.0025
	Poll							
	Postal Ballot (if applicable)							
	Total	763210	358862	47.0201	358853	9	99.9975	0.0025
Total		3046605	2342381	76.8850	2342372	9	99.9996	0.0004

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	265674
Public Insitutions	0
Public - Non Insitutions	0
Total	265674

Item No.3				Declaration of Dividend on Unlisted 10% Cumulative Redeemable Preference Shares of INR 100/- (Indian Rupees One Hundred Only) each				
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
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
Promoter and Promoter Group	E-Voting	2283395	1983519	86.8671	1983519	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total		2283395	1983519	86.8671	1983519	0	100.0000
Public-Institutions	E-Voting	0						
	Poll							
	Postal Ballot (if applicable)							
	Total		0					
Public- Non Institutions	E-Voting	763210	358862	47.0201	358853	9	99.9975	0.0025
	Poll							
	Postal Ballot (if applicable)							
	Total		763210	358862	47.0201	358853	9	99.9975
Total		3046605	2342381	76.8850	2342372	9	99.9996	0.0004

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	904034
Public Institutions	0
Public - Non Institutions	0
Total	904034

Item No.4				Re-appointment of M/s K.L. Vyas & Co., Chartered Accountants (Firm Registration. No. 003289C) as Statutory Auditors of the Company				
Resolution required: (Ordinary / Special)				Ordinary				
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
Promoter and Promoter Group	E-Voting	2283395	1983519	86.8671	1983519	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total	2283395	1983519	86.8671	1983519	0	100.0000	0.0000
Public- Institutions	E-Voting	0						
	Poll							
	Postal Ballot (if applicable)							
	Total	0						
Public- Non Institutions	E-Voting	763210	358862	47.0201	358853	9	99.9975	0.0025
	Poll							
	Postal Ballot (if applicable)							
	Total	763210	358862	47.0201	358853	9	99.9975	0.0025
Total		3046605	2342381	76.8850	2342372	9	99.9996	0.0004

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Institutions	0
Public - Non Institutions	0
Total	0

Item No.5				To Increase Foreign Investment Monitoring Limit				
Resolution required: (Ordinary / Special)				Special				
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
Promoter and Promoter Group	E-Voting	22,83,395	1983519	86.8671	1983519	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total	2283395	1983519	86.8671	1983519	0	100.0000	0.0000
Public- Institutions	E-Voting	0						
	Poll							
	Postal Ballot (if applicable)							
	Total	0						
Public- Non Institutions	E-Voting	763210	358862	47.0201	358849	13	99.9964	0.0036
	Poll							
	Postal Ballot (if applicable)							
	Total	763210	358862	47.0201	358849	13	99.9964	0.0036
Total		3046605	2342381	76.8850	2342368	13	99.9964	0.0006

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Institutions	0
Public - Non Institutions	0
Total	0

Item No.6				Redemption of fully paid-up Unlisted 10% Cumulative Redeemable Preference Shares of INR 100/- each pursuant to Section 55 of the Companies Act, 2013				
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
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
Promoter and Promoter Group	E-Voting	2283395	1983519	86.8671	1983519	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total	2283395	1983519	86.8671	1983519	0	100.0000	0.0000
Public- Institutions	E-Voting	0						
	Poll							
	Postal Ballot (if applicable)							
	Total	0						
Public- Non Institutions	E-Voting	763210	358862	47.0201	358853	9	99.9975	0.0025
	Poll							
	Postal Ballot (if applicable)							
	Total	763210	358862	47.0201	358853	9	99.9975	0.0025
Total		3046605	2342381	76.8850	2342372	9	99.9996	0.0004

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	904034
Public Institutions	0
Public - Non Institutions	0
Total	904034

Item No.7				Shifting of the Registered Office of the Company from Chennai in the State of Tamil Nadu to Indore in the State of Madhya Pradesh (within the jurisdiction of the Registrar of Companies, Gwalior) and consequential amendment in Memorandum of Association				
Resolution required: (Ordinary / Special)				Special				
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
Promoter and Promoter Group	E-Voting	2283395	1983519	86.8671	1983519	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total		2283395	1983519	86.8671	1983519	0	100.0000
Public- Institutions	E-Voting	0						
	Poll							
	Postal Ballot (if applicable)							
	Total		0					
Public- Non Institutions	E-Voting	763210	358862	47.0201	358853	9	99.9975	0.0025
	Poll							
	Postal Ballot (if applicable)							
	Total		763210	358862	47.0201	358853	9	99.9975
Total		3046605	2342381	76.8850	2342372	9	99.9996	0.0004

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Institutions	0
Public - Non Institutions	0
Total	0



Neelesh Gupta & Co.

COMPANY SECRETARIES

Date: 24.06.2024

To,
**The Chairman of the 6th Annual General Meeting
of the Equity Shareholder of the Sayaji Hotels (Indore) Limited
Reg. Office: F1 C3 Sivavel Apartment 2 Alagappa Nagar,
Zamin Pallavaram, Keelakattalai, Kanchipuram, Tambaram
Chennai (Tamil Nadu) 600117**

Dear Sir,

Sub: Scrutinizers' Report on Remote E-Voting and E-Voting at the 6th Annual General Meeting of Sayaji Hotels (Indore) Limited held on Monday, 24th June, 2024.

We thank you for appointing us as the Scrutinizer for remote e-voting process and e voting by your Members during the 6th Annual General Meeting of your Company held on Monday, 24th June, 2024 through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM").

We are pleased to submit the Scrutinizer's Report, which is comprehensive and self-explanatory in all respects.

Yours Faithfully

**FOR NEELESH GUPTA & CO.,
COMPANY SECRETARIES**

**NEELESH GUPTA
Proprietor
Mem No. FCS 6381
C. P. No.: 6846
UDIN: F006381F000612140**



**111, 1st Floor, Ratanmani Complex, 7/1, New Palasia, Indore (M.P.) 452 001
Tel : 0731-4040060 Mobile : 98269-41425
Email : neeshcs2004@yahoo.co.in**

Report of Scrutinizer

CONSOLIDATED REPORT ON REMOTE E-VOTING FOR AGM & E-VOTING DURING AGM

Name of the Company	Sayaji Hotels (Indore) Limited
Meeting	6 th Annual General Meeting
Day, Date & Time	Monday, 24 th June, 2024 at 03:00 PM
Deemed Venue	Registered Office: F1 C3 Sivavel Apartment, 2 Alagappa Nagar, Zamin Pallavaram, Keelakattalai, Kanchipuram, Tambaram Chennai TN 600117 India
Mode	Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM")

1. Appointment as Scrutinizer

I was appointed as the Scrutinizer for the remote e-voting for AGM & e-voting during AGM of **Sayaji Hotels (Indore) Limited** (hereinafter referred to as the Company) held on Monday, 24th June, 2024 at 03.00 P.M. held through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM"). Our responsibility as a Scrutinizer was to ensure that the voting process was conducted in a fair and transparent manner and submit a Scrutinizer's report on the voting on the resolutions based on the reports generated from the electronic voting system.

2. Dispatch of Notice convening the Meeting

2.1 Pursuant to General Circulars No. 14/2020, 17/2020, 20/2020, 02/2021, 21/2021 and 2/2022 dated 08th April, 2020, 13th April, 2020, 5th May, 2020, 13th January, 2021, 14th December, 2021 and 5th May, 2022 respectively issued by the Ministry of Corporate Affairs, an advertisement was published in Financial Express (English Language) and Makkal Kural (Vernacular Language), having editions on 31st May, 2024 specifying the date & time of the AGM, availability of the notice on Company's website and website of Stock Exchange, manner of registration of email id's by the members (both physical & demat) who are yet to register their email ids with the Company, manner of voting through remote e-voting or through e-voting system at the AGM etc.

2.2 The Company hosted the notice of AGM on its website, website of the agency providing the platform for remote e-voting and e-voting during the AGM and also intimated the same to BSE Limited on 30th May, 2024.

(Signature)



2.3 The Company informed that on the basis of the Register of Members and the list of Beneficial Owners made available by M/s LinkIntime India Pvt. Ltd, the Registrar and Share Transfer Agents ("RTA") of the Company and the depositories viz., Central Depository Services Limited ("CDSL") the Company completed dispatch of Notice of AGM on 30th May, 2024.

3. Cut-off date

The Voting rights were reckoned as on 17th June, 2024 being the Cut-off date for the purpose of deciding the entitlements of members at the remote e-Voting and e-voting at the AGM.

4. Remote e-Voting

4.1 Agency

The Company has appointed Central Depository Services Limited (CDSL) as the agency for providing the remote e-Voting platform for conducting 6th Annual General Meeting through VC or OAVM.

4.2 Remote e-Voting Period

Remote e-Voting platform was open from Wednesday, 19th June, 2024 (09.00 A.M.) to Sunday, 23rd June, 2024 (05.00 P.M.) and members were required to cast their votes electronically conveying their assent or dissent in respect of the Resolutions, on the remote e-Voting platform provided by CDSL.

5. Voting at the AGM

5.1 As prescribed under Rule 20 (4)(xiii) of the Companies (Management and Administration) Amendment Rules, 2015, for the purpose of ensuring that members who have cast their votes through remote e-Voting do not vote again at the general meeting, the Scrutinizer shall have access after closure of period of remote e-Voting and before the start of Annual General Meeting, to only such details relating to members who have cast their votes through remote e-Voting, such as their names, DP Id & Client Id/folios, number of shares held but not the manner in which they have voted .

5.2 Accordingly, CDSL, the remote e-Voting Agency provided us with the names, DP Id & Client Id / folios and shareholding of the members who had cast their votes through remote e-Voting.

Coelax



6. Counting Process

6.1 On completion of e-voting during the AGM, we unblocked the results of remote e-voting and e-voting by members at the AGM, on the CDSL e-voting platform and downloaded the results.

7. Results

7.1 We observed that,

Total 35 members were present at AGM through Video Conferencing (VC) and

- a) 23 Member had cast their votes through Remote e-Voting.
- b) NoMember had cast their votes through e-voting at the AGM.

7.2 The Consolidated Result with respect to each item on the agenda as set out in the Notice of the 06th AGM dated 18th May, 2024 is enclosed herewith.

7.3 Based on the aforesaid results, we report that 05 Ordinary Resolutions and 02 Special Resolutions as contained in Item No. 1 to Item No.7 of the Notice of the AGM dated 18th May, 2024 have been passed with the requisite majority.

**FOR NEELESH GUPTA & CO.,
COMPANY SECRETARIES**



**NEELESH GUPTA
Proprietor
Mem No. FCS 6381
C. P. No.: 6846
UDIN: F006381F000612140**

CONSOLIDATED RESULTS

The Result of e-voting is as under: -

Item No.1

Adoption of Audited Financial Statements:

To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31st March, 2024 together with the reports of the Board of Directors and Auditors thereon; and

“RESOLVED THAT the audited Financial Statements of the Company for the financial year ended 31st March, 2024, together with the reports of the Board of Directors and the Auditors thereon, be and are hereby received, considered and adopted.”

Particulars	Remote-Voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	22	2342372	00	00	22	2342372	99.99
Dissent	01	09	00	00	01	09	00.01
Invalid	00	00	00	00	00	00	00.00
Total	23	2342381	00	00	23	2342381	100.00

The chairman of the meeting may declare the results for aforesaid **Ordinary Resolution** as set out in **Item No.1** of the Notice of AGM as per the provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015.

Item No.2

To appoint a Director in place of Mr. Raof Razak Dhanani (DIN- 00174654), who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment:

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 and in accordance with the Articles of Association of the Company, Mr. Raof Razak Dhanani (DIN: 00174654), who retires by rotation at this Annual General Meeting and being eligible, has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company.”

*Mr. Raof Razak Dhanani being interested shall not vote in this matter



Particulars	Remote-Voting		Voting at the AGM		Total		Percent age (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	20	2076698	00	00	20	2076698	88.65
Dissent	01	09	00	00	01	09	00.01
Invalid	02	265674	00	00	02	265674	11.34
Total	23	2342381	00	00	23	2342381	100.00

The chairman of the meeting may declare the results for aforesaid **Ordinary Resolution** as set out in **Item No.2** of the Notice of AGM as per the provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015.

Item No.3

Declaration of Dividend on Unlisted 10% Cumulative Redeemable Preference Shares of INR 100/- (Indian Rupees One Hundred Only) each:

“**RESOLVED THAT** pursuant to Section 123, 88 of the Companies Act, 2013 read with relevant rules made their under consent of the members be and is hereby accorded for payment of dividend on 10% Cumulative Redeemable Preference Shares of the Company of INR 100/- (Indian Rupees One Hundred only) each to all the preference shareholders whose names appear in the Register of Members as on the record date i.e. 3rd June, 2024.”

“**RESOLVED FURTHER THAT** a separate bank account be opened with the Axis Bank Limited at Vijay Nagar, Indore Branch for depositing the total amount of dividend and to make payment of dividend to the preference shareholders of the Company.”

“**RESOLVED FURTHER THAT** any of the Director or Key Managerial Personnel of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary and expedient to give effect to this resolution.”

*Mr. Raof Razak Dhanani and Mrs. Suchitra Dhanani being interested shall not vote in this matter.

Particulars	Remote-Voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	18	1438338	00	00	18	1438338	61.39
Dissent	01	09	00	00	01	09	00.01
Invalid	04	904034	00	00	04	904034	38.60
Total	23	2342381	00	00	23	2342381	100.00

The chairman of the meeting may declare the results for aforesaid **Ordinary Resolution** as set out in **Item No.3** of the Notice of AGM as per the provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015.



Item No.4

Re-appointment of M/s K.L. Vyas & Co., Chartered Accountants (Firm Registration No.003289C) as Statutory Auditors of the Company:

“RESOLVED THAT pursuant to Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and pursuant to the recommendation of the audit committee, M/s. K.L. Vyas & Co., Chartered Accountants, having Firm Registration No. 003289C be and are hereby reappointed as the Statutory Auditors of the Company for the second consecutive term of five years, from the conclusion of this Annual General Meeting till the conclusion of the 11th Annual General Meeting to be held in the year 2029 (i.e. for financial year 2024-25, 2025-26, 2026-27, 2027-28 and 2028-29), to examine and audit the accounts of the Company at such remuneration as may be decided by the Board of Directors in consultation with the Statutory Auditors of the Company.”

“RESOLVED FURTHER THAT any of the Director or Key Managerial Personnel of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary and expedient to give effect to this resolution.”

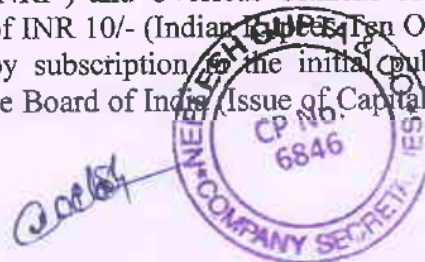
Particulars	Remote-Voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	22	2342372	00	00	22	2342372	99.99
Dissent	01	09	00	00	01	09	00.01
Invalid	00	00	00	00	00	00	00.00
Total	23	2342381	00	00	23	2342381	100.00

The chairman of the meeting may declare the results for aforesaid Ordinary Resolution as set out in Item No.4 of the Notice of AGM as per the provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015.

Item No.5

To Increase Foreign Investment Monitoring Limit:

“RESOLVED THAT pursuant to the applicable provisions of Foreign Exchange Management Act, 1999 (“FEMA”), the Consolidated FDI Policy Circular of 2017, the Companies Act, 2013 (“the Act”), and the rules and regulations made thereunder, as amended till date and subject to all applicable approvals, permissions and sanctions of the Reserve Bank of India (“RBI”), the Ministry of Finance, the Ministry of Corporate Affairs, Government of India and other concerned authorities and subject to such conditions as may be prescribed by any of the said concerned authorities while granting such approvals, permissions or sanctions which may be agreed to by the Board of Directors of the Company, the consent of the members of the Company be and is hereby accorded to increase the limit of investment by the Non-resident Indians (“NRI”) and Overseas Citizens of India (“OCI”), together, in the equity shares of face value of INR 10/- (Indian Rupees Ten Only) each of the Company, including, without limitation, by subscription to the initial public offering in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure



Requirements) Regulations, 2018, as amended, or direct purchase or acquisition from the open market or otherwise, from 10% to 24% of the paid-up equity share capital of the Company, provided however that the shareholding of each NRI or OCI in the Company shall not exceed 5% or such other limit as may be stipulated by RBI in each case, from time to time.”

“**RESOLVED FURTHER THAT** any Director or Company Secretary and Compliance Officer of the Company be and is hereby authorized to file requisite forms and to do all such acts deeds, matters and things as may be necessary to give effect to the aforesaid resolution.”

Particulars	Remote-Voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	21	2342368	00	00	21	2342368	99.99
Dissent	02	13	00	00	02	13	00.01
Invalid	00	00	00	00	00	00	00.00
Total	23	2342381	00	00	23	2342381	100.00

The chairman of the meeting may declare the results for aforesaid **Special Resolutions** as set out in **Item No.5** of the Notice of AGM as per the provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015.

Item No.6

Redemption of fully paid-up Unlisted 10% Cumulative Redeemable Preference Shares of INR 100/- each pursuant to Section 55 of the Companies Act, 2013:

“**RESOLVED THAT** pursuant to the provisions of Section 55 and other applicable provisions of the Companies Act, 2013 read with Rule 9 of the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) consent of the members of the Company be and is hereby accorded for redemption of 8 (Eight) 10% fully paid-up Cumulative Redeemable Preference Shares of INR 100/- (Indian Rupees One Hundred Only) each at INR 100/- (Indian Rupees One Hundred only) each.

“**RESOLVED FURTHER THAT** any of the Director or Key Managerial Personnel of the Company be and are hereby authorized to do all such acts, deeds, matters and things as may be necessary and expedient to give effect to this resolution and also to file such forms as may be required.”

*Mr. Raof Razak Dhanani and Mrs. Suchitra Dhanani being interested shall not vote in this matter.



Particulars	Remote-Voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	18	1438338	00	00	18	1438338	61.39
Dissent	01	09	00	00	01	09	00.01
Invalid	04	904034	00	00	04	904034	38.60
Total	23	2342381	00	00	23	2342381	100.00

The chairman of the meeting may declare the results for aforesaid **Ordinary Resolution** as set out in **Item No.6** of the Notice of AGM as per the provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015.

Item No.7

Shifting of the Registered Office of the Company from Chennai in the State of Tamil Nadu to Indore in the State of Madhya Pradesh (within the jurisdiction of the Registrar of Companies, Gwalior) and consequential amendment in Memorandum of Association:

“RESOLVED THAT pursuant to the provisions of Section 12, 13 of the Companies Act, 2013 and other applicable provisions, if any of the Companies Act, 2013 and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to the confirmation of the Central Government, power vested with the Regional Director and such permission, sanction or approval as may be required under the provisions of the said Act or under any other law for the time being in force or any statutory modifications or re-enactment thereof, the consent of the members be and is hereby accorded to shift the Registered Office of the Company from Chennai in the State of Tamil Nadu to Indore in the State of Madhya Pradesh (within the jurisdiction of the Registrar of Companies, Gwalior) and that the Clause II of the Memorandum of Association of the Company be substituted by the following clause:

II. “The Registered Office of the Company will be situated in the State of Madhya Pradesh (within the jurisdiction of the Registrar of Companies, Gwalior)”

“RESOLVED FURTHER THAT the Board of Directors and Key Managerial Personnel of the Company be and is hereby authorized to file a petition before the Regional Director, Southern Region, Chennai, under Section 13 (4) and other applicable provisions; if any of the Companies Act, 2013, read with Rule 30 of Companies (Incorporation) Rules, 2014, praying for confirmation of the alteration to the Clause II of the Memorandum of Association as stated hereinabove and do all such acts, deeds and things as may be necessary and expedient in relation to the filing of the petition and the issues that may be arising from time to time out of the filing of the petition and the matters as may be necessary and expedient for the shifting of the registered office of the company; if so confirmed/ approved by the Regional Director, Southern Region, Chennai.



“RESOLVED FURTHER THAT on confirmation / approval of the Regional Director, Southern Region, Chennai, the Registered Office of the Company be shifted from “State of Tamil Nadu” to the “State of Madhya Pradesh”. The Board of Directors and Key Managerial Personnel be and are hereby authorized to take necessary steps to shift the Registered Office in the State of Madhya Pradesh and within the jurisdiction of the Registrar of Companies, Gwalior.

“RESOLVED FURTHER THAT the Board of Directors and Key Managerial Personnel of the Company be and are hereby authorized to do all acts, deeds and things as may be necessary and expedient for shifting of the registered office of the Company as per the Orders that may be passed by the Regional Director, Southern Region, Chennai.

“RESOLVED FURTHER THAT the Board of Directors and Key Managerial Personnel of the Company be and are hereby authorized to finalize the address of the Registered Office of the Company at Indore, the State of Madhya Pradesh, as they may deem consider appropriate.

“RESOLVED FURTHER THAT any director or Key Managerial Personnel of the Company be and are hereby severally authorized to sign and submit the necessary, forms, intimations, and e-forms with the relevant statutory authorities and to do all such acts, deeds, matters and things as may be necessary to give effect to the above resolution.”

Particulars	Remote-Voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	22	2342372	00	00	22	2342372	99.99
Dissent	01	09	00	00	01	09	00.01
Invalid	00	00	00	00	00	00	00.00
Total	23	2342381	00	00	23	2342381	100.00

The chairman of the meeting may declare the results for aforesaid **Special Resolutions** set out in **Item No.7** of the Notice of AGM as per the provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015.

FOR NEELESH GUPTA & CO.,

COMPANY SECRETARIES

Neelesh
NEELES GUPTA
Proprietor
Mem No. FCS 6381
C. P. No.: 6846
UDIN: F006381F000612140

