

TIRUPATI/NSE/2024-25

Date: 12th February, 2025

**To,
The Listing Department
National Stock Exchange of India Limited
Exchange Plaza, 5th Floor, Plot no. C/1,
G Block, Bandra Kurla Complex, Bandra (E)
Mumbai 400 051 (M.H.)**

NSE Symbol: TIRUPATI

Sub: Submission of the Minutes of the 01/2024-25 Extra Ordinary General Meeting held on Thursday, 30th January, 2025.

Dear Sir/Madam,

With reference to the Regulation 30 read with Schedule III of SEBI (Listing Obligations & Disclosure Requirements) Regulation, 2015, we hereby submit the Minutes of the 01/2024-25 Extra Ordinary General Meeting of Company held on Thursday, 30th January, 2025 through Video Conferencing (VC)/other audio visual means (OAVM) means at 11:30 A.M. and concluded at 11:38 A.M.

You are requested to please take on record the above said document for your reference and further needful.

FOR SHREE TIRUPATI BALAJEE FIBC LIMITED

**BINOD KUMAR AGARWAL
CHAIRMAN & MANAGING DIRECTOR
DIN: 00322536**

Encl.: a/a

HELD AT Registered office ON 30th January, 2025 TIME 11:30 - 11:38 A.M.

MINUTES OF THE 01/2024-25 EXTRA ORDINARY GENERAL MEETING OF THE MEMBERS OF SHREE TIRUPATI BALAJEE FIBC LIMITED HELD ON THURSDAY, 30TH DAY OF JANUARY, 2025, THROUGH VIDEO CONFERENCING (VC)/OTHER AUDIO VISUAL MEANS (OAVM) COMMENCED AT 11:30 A.M. AND CONCLUDED AT 11:38 A.M. AND FOR WHICH PURPOSES REGISTERED OFFICE OF THE COMPANY SITUATED AT PLOT NO. A.P.-14 (APPAREL PARK), SEZ PHASE-II, INDUSTRIAL AREA PITHAMPUR-454774 (M.P.), SHALL BE DEEMED AS THE VENUE FOR THE EXTRA ORDINARY GENERAL MEETING.

PRESENCE IN THE MEETING THROUGH VC/OAVM**I. DIRECTORS:**

- | | | | |
|----|----------------------------|---|------------------------------|
| 1. | Mr. Binod Kumar Agarwal | - | Chairman & Managing Director |
| 2. | Mr. Ranjan Kumar Mohapatra | - | Director |
| 3. | Mr. Amit Agarwal | - | Director |
| 4. | Mr. Hatim Badshah | - | Independent Director |
| 5. | Mrs. Priyanka Sengar | - | Independent Director |
| 6. | Mr. Yash Khemchandani | - | Independent Director |

II. OFFICERS IN PRESENCE:

- | | | | |
|----|-------------------|---|--|
| 1. | Mr. Hamza Hussain | - | Chief Financial Officer |
| 2. | Mr. Vipul Goyal | - | Company Secretary & Compliance Officer |

III. SPECIAL INVITEE'S:

- CS Ritesh Gupta, M/s Ritesh Gupta & Co., Practicing Company Secretary, Secretarial Auditor & Scrutinizer for E-Voting,
- Mr. Harsh Firoda, M/s MS Dahiya & Co., Statutory Auditors.

CHAIRMAN OF THE MEETING:

As per Article 102 of the Article of Association of the Company, Mr. Binod Kumar Agarwal, Chairman of the Board occupied the Chair for the 01/2024-25 Extra Ordinary General Meeting of the Company.

NUMBER OF MEMBERS AS ON THE CUT-OFF DATE AND PRESENCE OF QUORUM FOR THE EGM:

The Company Secretary (CS) further informed that as on the cut-off date i.e. 24th January, 2025, there were only 565 (Five Hundred & Sixty Five) members in the Company and there is requirement to have 5 (Five) members present at the meeting under Section 103 of the Companies Act, 2013. He further informed that as per Attendance Register provided by CDSL, 6 (Six) members were present through video Conferencing, therefore adequate quorum as per requirement of law is present and the Chairman may proceed to call the meeting in order and commence the proceedings of the EGM.

PROCEEDING OF THE MEETING:

Pursuant to general circulars issued in this regard by MCA, the latest being 09/2024 dated September 19th, 2024 in relation to "Clarification on holding of Extra Ordinary General Meeting ("EGM") through Video Conferencing (VC) or Other Audio Visual Means (OAVM)", and the Securities and Exchange Board of India (SEBI) vide its circulars dated October 7th, 2023 and the latest being October 03rd, 2024, has provided certain relaxations from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Therefore, this Extra Ordinary General Meeting (EGM) will be held through Video Conferencing (VC) or Other Audio Visual Means (OAVM). Hence, Members are requested to attend and participate in the ensuing EGM through VC/OAVM only. As per Article 102 of the Article of Association of the Company, Mr. Binod Kumar Agarwal, Chairman and Managing Director of the Company occupied the Chair for the Meeting.

Mr. Vipul Goyal, Company Secretary & Compliance Officer of the Company welcomed all the members and directors and invitees present in the meeting through VC/OAVM on 01/2024-25 Extra Ordinary General Meeting of the Company.

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CS then requested Mr. Binod Kumar Agarwal, Chairman of the Company to continue with the proceedings of the meeting. Mr. Binod Kumar Agarwal, Chairman, chaired the Meeting and as the requisite quorum being present, called the meeting to order.

The compliance with the applicable provisions of the Companies Act, 2013 and rules made thereunder, applicable provisions of the Secretarial Standard on General Meeting (SS-2) issued under Section 118 (10) of the Companies Act, 2013, Ministry of Corporate Affairs (MCA) Circulars dated 5th May, 2020, 8th April, 2020, 13th April, 2020 and September 19th, 2024, with respect to calling, convening and conducting this Extra Ordinary General Meeting was confirmed. Further, it was also confirmed that all efforts feasible under the circumstances have indeed been made by the Company to enable members to participate and vote on the items being considered in the meeting.

The Chairman then authorized Mr. Vipul Goyal, Company Secretary & Compliance Officer of the Company to carry further proceedings of the EGM.

Thereafter, CS informed the Members that Electronic copies of the Notice calling this EGM have been sent to all the members who's E-mail Ids were registered with the Company or Depository Participant(s) and further there was no requirement to send the physical copies of the notice to the members of the Company.

With the consent of the Members present, the Notice of 01/2024-25 Extra Ordinary General Meeting along with all requisite annexures was taken as read.

Thereafter, the CS requested the Members to consider and approve the Special Businesses as mentioned in the Notice of EGM from Item No. 01 to 05:

AGENDA ITEM NO.	PARTICULARS OF THE RESOLUTIONS	TYPE OF RESOLUTIONS
1.	To increase the Authorised Share Capital of the Company and subsequent Alteration of the Capital Clause of the Memorandum of Association of the company.	Special
2.	Authorizing the Board to dispose of whole or substantial part of undertaking of the company under section 180(1)(a) of the Companies Act, 2013.	Special
3.	Enhancement of borrowing limit of the company under section 180(1)(c) of Companies Act, 2013.	Special
4.	Approval of loans, investments, guarantee or security under section 185 of Companies Act, 2013.	Special
5.	To make investment in other body corporate in excess of the prescribed limit under section 186 of Companies Act, 2013.	Special

CS further informed that the Company has provided E-Voting facility to its members whose names appeared in the Register of Members as on cut-off date i.e. 24th January, 2025; to cast their votes on the resolutions proposed to be passed at this Extra Ordinary General Meeting through remote e-voting system of CDSL. The e-voting commenced from Monday, 27th day of January, 2025 at 09.00 A.M. (IST) and ends on Wednesday, 29th day of January, 2025 at 05.00 P.M. (IST).

Further, the facility for voting through electronic system is also available for all those members, who are present in this Meeting and did not cast their votes by remote e-voting and otherwise not barred from doing so. Members, who have already cast their votes through remote e-voting are not entitled to vote again and vote, if any, cast at the Meeting shall be treated as invalid.

CS further informed that Mr. Ritesh Gupta, Practicing Company Secretary (ICSI Membership No. FCS-5200; CP No. 3764) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner and to conduct the e-voting process and proceedings of the Extra Ordinary General Meeting.

CS then asked the members present in the EGM to ask any questions related the agenda items. Since no questions asked from members, CS proceeds to inform the members present in the EGM that the results of the remote e-voting and Electronic Voting at EGM along with the report of the scrutinizer will be announced within 48 (Forty Eight) hours

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from the conclusion of Extra Ordinary General Meeting and shall also be placed at the Company's, NSE and CDSL Website. The date of passing of resolutions shall be the date of EGM i.e. 30th January, 2025.

Chairman further informed that since all the business conducted at Extra-Ordinary General Meeting were transacted, the 1/2024-25 Extra Ordinary General Meeting was duly convened.

Mr. Binod Kumar Agarwal, Chairman & Managing Director of the Company has given his vote of thanks to the Board of Directors, Invitees and all the members for participating in the meeting.

CONCLUSION OF THE MEETING:

Thereafter, the Meeting declared as concluded with the permission of Chairman, Mr. Binod Kumar Agarwal at 11:38 A.M. on 30th January, 2025, with vote of thanks to the Chair given by Managing Director, Mr. Binod Kumar Agarwal.

SCRUTINISERS REPORT:

After receiving the Scrutinizer's Report on remote e-voting and voting through electronic system at the Extra Ordinary General Meeting, the Chairman declared the following results, on the basis of report submitted by the scrutinizer on 30th January, 2025 for 01/2024-25 Extra Ordinary General Meeting and also declared that the date of the passing of the resolutions shall be considered as the date of the declaration of the E-voting results, i.e. 30th January, 2025.

DECLARATION OF RESULTS FOR THE BUSINESSES PROPOSED AT THE 01/2024-25 EXTRA ORDINARY GENERAL MEETING:

With due consideration of the Scrutinizer's Report, the Chairman declared the following results for 01/2024-25 Extra Ordinary General Meeting held on Thursday, 30th January, 2025 at 11:30 A.M. and concluded at 11:38 A.M.

SPECIAL BUSINESS BY SPECIAL RESOLUTION:

ITEM NO. 1: TO INCREASE THE AUTHORISED SHARE CAPITAL OF THE COMPANY AND SUBSEQUENT ALTERATION OF THE CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY:

“RESOLVED THAT pursuant to the provisions of section 13, 61, 64 and other applicable provisions, if any, of Companies Act, 2013 and the rules notified there under (including any statutory modification(s), amendments or re-enactment(s) thereof for the time being in force), applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification (s) or re-enactment thereof, for the time being in force), subject to any other laws and regulations, as may be applicable and the enabling provisions of Articles of Associations of the Company, the consent of members of the Company be and are hereby accorded to increase the Authorised Share Capital of the company from existing Rs. 11,00,00,000/- (Rupees Eleven Crore only) divided into 1,10,00,000 (One Crore Ten Lakhs) Equity Shares of Rs. 10/- (Rupees Ten only) each to Rs. 44,00,00,000/- (Rupees Forty Four Crore Only) divided into 4,40,00,000 (Four Crore Forty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten only) each, by the creation of additional 3,30,00,000 (Three Crore Thirty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten only) each ranking pari passu with the existing equity shares of the company.”

“RESOLVED FURTHER THAT pursuant to Section 13, 64 and other applicable provisions, if any, of Companies Act, 2013 and the rules notified thereunder (including any statutory modification(s), amendments or reenactment(s) thereof for the time being in force) and further subject to any other laws and regulations, as may be applicable and the enabling provisions of Articles of Associations of the Company, the approval of members of the Company be and is hereby accorded to alter the Clause V of the Memorandum of Association of the Company by way of substitution with the following new Clause V:

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V. The Authorised Share Capital of the Company is Rs. 44,00,00,000/- (Rupees Forty Four Crore Only) divided into 4,40,00,000 (Four Crore Forty Lakhs) Equity shares of Rs. 10/- (Rupees Ten only)

“RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, any of the Board of the Directors of the Company be and is hereby authorized to take such steps and to do all such other acts, deeds, matters and things as it may deem fit and to settle any question, difficulty or doubt that may arise in connection with abovementioned resolution and further to do all such acts, deeds matters and things and to finalize and execute all documents and writings as may be necessary, proper, desirable or expedient, as it may deem fit.”

The Results of the Voting are as under:

Resolution required: (Ordinary/ Special)			Special Resolution					
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	67,01,040	67,01,040	100.00%	67,01,040	0	100.00%	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		67,01,040	67,01,040	100.00%	67,01,040	0	100.00%
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public- Non Institutions	E-Voting	34,29,000	9,73,500	28.39%	9,73,500	0	100.00%	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		34,29,000	9,73,500	28.39%	9,73,500	0	100.00%
Total		1,01,30,040	76,74,540	75.76%	76,74,540	0	100.00%	0

On the basis of above mentioned voting results given by the Scrutinizer, the Chairman declared that the resolution as contained in Item No. 1 of the Notice of the 01/2024-25 EGM has been passed by Requisite majority consent as a Special Resolution.

SPECIAL BUSINESS BY SPECIAL RESOLUTION:

ITEM NO. 2: AUTHORIZING THE BOARD TO DISPOSE OF WHOLE OR SUBSTANTIAL PART OF UNDERTAKING OF THE COMPANY UNDER SECTION 180(1)(a) OF THE COMPANIES ACT, 2013.

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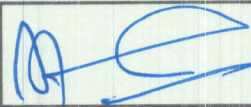
“RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and any other applicable provisions of the Companies Act, 2013 (“Act”) read with applicable rules framed thereunder (including any statutory amendment, modification or re-enactment thereof, for the time in force), applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification (s) or re-enactment thereof, for the time being in force), enabling provisions of the Memorandum and Articles of Association of the Company and subject to the permissions, approvals, consents and sanctions as may be necessary to be obtained from appropriate authorities, to the extent applicable and wherever necessary, consent of the Members of the Company be and is hereby accorded to empower Board of Directors (hereinafter referred to as ‘the Board’ which term shall be deemed to include, unless the context otherwise requires, any Committee, which the Board may have constituted or hereinafter constitute to exercise the powers conferred on the Board by this Resolution) to sell, transfer, lease and otherwise dispose-off by way of joint venture, strategic alliance outright sale or in any manner the whole or any part of the undertaking of the Company including but not limited to mortgaging, hypothecating, pledging or in any manner, creating charge on all or any part of the present and future moveable or immovable assets or properties of the Company or the whole or any part of the undertaking(s) of the Company of every nature and kind whatsoever (hereinafter referred to as the “Assets”) and/or creating a floating charge on the Assets to or in favour of banks, financial institutions, investors, debenture trustees or any other lenders to secure the amount borrowed by the company or any entity which is a subsidiary or associate or group entity, from time to time, for the due re-payment of principal and/or together with interest, charges, costs, expenses and all other monies payable by the Company or any such entity in respect of the such borrowings on such terms and condition and in such manner as may be decided by board.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, any of the Board of the Directors of the Company be and is hereby authorized to take such steps and to do all such other acts, deeds, matters and things as it may deem fit and to settle any question, difficulty or doubt that may arise in connection with abovementioned resolution and further to do all such acts, deeds matters and things and to finalize and execute all documents and writings as may be necessary, proper, desirable or expedient, as it may deem fit.”

The Results of the Voting are as under:

Resolution required: (Ordinary/ Special)			Special Resolution					
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	67,01,040	67,01,040	100.00%	67,01,040	0	100.00%	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		67,01,040	67,01,040	100.00%	67,01,040	0	100.00%
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0

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Public- Non Institutions	E-Voting	34,29,000	9,73,500	28.39%	9,73,500	0	100.00%	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		34,29,000	9,73,500	28.39%	9,73,500	0	100.00%
Total		1,01,30,040	76,74,540	75.76%	76,74,540	0	100.00%	0

On the basis of above mentioned voting results given by the Scrutinizer, the Chairman declared that the resolution as contained in Item No. 2 of the Notice of the 01/2024-25 EGM has been passed by Requisite Majority as a Special Resolution.

SPECIAL BUSINESS BY SPECIAL RESOLUTION:

ITEM NO. 3: ENHANCEMENT OF BORROWING LIMIT OF THE COMPANY UNDER SECTION 180(1)(C) OF COMPANIES ACT, 2013.

“RESOLVED THAT pursuant to the provisions of Section 180(1)(c) and any other applicable provisions of the Companies Act, 2013 (“Act”) read with applicable rules framed thereunder (including any statutory amendment, modification or re-enactment thereof, for the time in force), applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification (s) or re-enactment thereof, for the time being in force), enabling provisions of the Memorandum and Articles of Association of the Company and subject to the permissions, approvals, consents and sanctions as may be necessary to be obtained from appropriate authorities, to the extent applicable and wherever necessary, consent of the Members of the Company be and is hereby accorded to empower Board of Directors (hereinafter referred to as ‘the Board’ which term shall be deemed to include, unless the context otherwise requires, any Committee, which the Board may have constituted or hereinafter constitute to exercise the powers conferred on the Board by this Resolution) to borrow any sum of money, from time to time, for the purpose of Company’s business on such term and conditions and with or without any security, whether in Indian or foreign currency, in any manner including but not limited to, fund based or non-fund based assistance, term loan, guarantees, working capital facilities, overdraft facilities, lines of credit, inter corporate deposits, credit facilities, external commercial borrowings or any other form of financial assistance, from any person including but not limited to any company, individual, body corporate, banks, related parties, financial institutions or any other person, whether Indian or foreign, in any form and upon such terms & conditions as regards to interest, repayment, tenor, security or otherwise, as the Board may determine and think fit, such that the monies to be borrowed, together with the monies already borrowed by the Company (apart from the temporary loans obtained from the Company’s bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital, free reserves and securities premium of the Company but shall not exceed at any time a sum equivalent to **Rs. 6,00,00,00,000/- (Rupees Six Hundred Crore Only).**”

“RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, any of the Board of the Directors of the Company be and is hereby authorized to take such steps and to do all such other acts, deeds, matters and things as it may deem fit and to settle any question, difficulty or doubt that may arise in connection with abovementioned resolution and further to do all such acts, deeds matters and things and to finalize and execute all documents and writings as may be necessary, proper, desirable or expedient, as it may deem fit.”

The Results of the Voting are as under:

Resolution required: (Ordinary/ Special)	Special Resolution
Whether promoter/ promoter group are interested in the agenda/resolution?	No

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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	67,01,040	67,01,040	100.00%	67,01,040	0	100.00%	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		67,01,040	67,01,040	100.00%	67,01,040	0	100.00%
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public-Non Institutions	E-Voting	34,29,000	9,73,500	28.39%	9,73,500	0	100.00%	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		34,29,000	9,73,500	28.39%	9,73,500	0	100.00%
Total		1,01,30,040	76,74,540	75.76%	76,74,540	0	100.00%	0

On the basis of above mentioned voting results given by the Scrutinizer, the Chairman declared that the resolution as contained in Item No. 3 of the Notice of the 01/2024-25 EGM has been passed by Requisite Majority as a Special Resolution.

SPECIAL BUSINESS BY SPECIAL RESOLUTION:

ITEM NO. 4: APPROVAL OF LOANS, INVESTMENTS, GUARANTEE OR SECURITY UNDER SECTION 185 OF COMPANIES ACT, 2013.

“RESOLVED THAT pursuant to the provisions of Section 185 and any other applicable provisions of the Companies Act, 2013 (“Act”) read with applicable rules framed thereunder (including any statutory amendment, modification or re-enactment thereof, for the time in force), applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification (s) or re-enactment thereof, for the time being in force), enabling provisions of the Memorandum and Articles of Association of the Company and subject to the permissions, approvals, consents and sanctions as may be necessary to be obtained from appropriate authorities, to the extent applicable and wherever necessary, consent of the Members of the Company be and is hereby accorded to empower Board of Directors (hereinafter referred to as ‘the Board’ which term shall be deemed to include, unless the context otherwise requires, any Committee, which the Board may have constituted or hereinafter constitute to exercise the powers conferred on the Board by this Resolution) to advance any loan including any loan represented by a book debt, or give guarantee or provide security in respect of any Loan taken/to be taken by any entity which is a Subsidiary or Associate or Joint Venture or group entity of the Company or any other person or entity in which any of the Directors of the Company is deemed to be interested, for loans provided (whether funded or non-funded) by any Bank, Financial Institution, NBFC, Company or other bodies corporate not exceeding to **Rs. 6,00,00,00,000/- (Rupees Six Hundred Crore Only)** in one or more tranches and the said loan/ guarantee/security given by the Company shall only be utilized for the principal business activities of the recipient company(ies).”

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“RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, any of the Board of the Directors of the Company be and is hereby authorized to take such steps and to do all such other acts, deeds, matters and things as it may deem fit and to settle any question, difficulty or doubt that may arise in connection with abovementioned resolution and further to do all such acts, deeds matters and things and to finalize and execute all documents and writings as may be necessary, proper, desirable or expedient, as it may deem fit.”

The Results of the Voting are as under:

Resolution required: (Ordinary/ Special)			Special Resolution					
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	67,01,040	67,01,040	100.00%	67,01,040	0	100.00%	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		67,01,040	67,01,040	100.00%	67,01,040	0	100.00%
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public-Non Institutions	E-Voting	34,29,000	9,73,500	28.39%	9,73,500	0	100.00%	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		34,29,000	9,73,500	28.39%	9,73,500	0	100.00%
Total		1,01,30,040	76,74,540	75.76%	76,74,540	0	100.00%	0

On the basis of above mentioned voting results given by the Scrutinizer, the Chairman declared that the resolution as contained in Item No. 4 of the Notice of the 01/2024-25 EGM has been passed by Requisite Majority as a Special Resolution.

SPECIAL BUSINESS BY SPECIAL RESOLUTION:

ITEM NO. 5: TO MAKE INVESTMENT IN OTHER BODY CORPORATE IN EXCESS OF THE PRESCRIBED LIMIT UNDER SECTION 186 OF COMPANIES ACT, 2013.

“RESOLVED THAT pursuant to provisions of Section 186 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) (“the Act”) read with Companies (Management and Administration) Rules, 2014, applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification (s) or re-enactment thereof, for the time being in force), enabling provisions of the Memorandum and Articles of Association of the Company and subject to other statutory approvals,

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INITIALS

HELD AT Registered office ON 30th January, 2025 TIME 11:30 - 11:38 A.M.

consents, sanctions and permissions, as may be necessary to be obtained from appropriate authorities, to the extent applicable and wherever necessary, the consent of the Members of the company be and is hereby accorded to authorize the Board of Directors of the Company (hereinafter referred to as 'the Board' which term shall be deemed to include, unless the context otherwise requires, any Committee, which the Board may have constituted or hereinafter constitute to exercise the powers conferred on the Board by this Resolution) to:

- give loans, inter corporate deposits from time to time on such terms and conditions as it may deem expedient to any person or other bodies corporate;
- give on behalf of any person, body corporate, any guarantee in connection with a loan made by any other person to, or to any other person by any body corporate; and
- acquire by way of subscription, purchase or otherwise the securities of any other body corporate

exceeding sixty percent of company's paid up capital and its free reserves and securities premium account or one hundred percent of its free reserves and securities premium account whichever is more, but shall not exceed at any time a sum equivalent to Rs. 6,00,00,00,000/- (Rupees Six Hundred Crore Only).

"RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, any of the Board of the Directors of the Company be and is hereby authorized to take such steps and to do all such other acts, deeds, matters and things as it may deem fit and to settle any question, difficulty or doubt that may arise in connection with abovementioned resolution and further to do all such acts, deeds matters and things and to finalize and execute all documents and writings as may be necessary, proper, desirable or expedient, as it may deem fit."

The Results of the Voting are as under:

Resolution required: (Ordinary/ Special)			Special Resolution					
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) = $\frac{(2)}{(1)} \times 100$	No. of Votes-in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6) = $\frac{(4)}{(2)} \times 100$	% of Votes against on votes polled (7) = $\frac{(5)}{(2)} \times 100$
Promoter and Promoter Group	E-Voting	67,01,040	67,01,040	100.00%	67,01,040	0	100.00%	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		67,01,040	67,01,040	100.00%	67,01,040	0	100.00%
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public-Non Institutions	E-Voting	34,29,000	9,73,500	28.39%	9,73,500	0	100.00%	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		34,29,000	9,73,500	28.39%	9,73,500	0	100.00%

CHAIRMAN'S INITIALS




HELD AT Registered Office ON 30th January, 2025 TIME 11:30 - 11:38 A.M.

Total	1,01,30,040	76,74,540	75.76%	76,74,540	0	100.00%	0
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On the basis of above mentioned voting results given by the Scrutinizer, the Chairman declared that the resolution as contained in Item No. 5 of the Notice of the 01/2024-25 EGM has been passed by Requisite Majority as a Special Resolution.


The Chairman further communicated the aforesaid voting results of the 01/2024-25 Extra Ordinary General Meeting to the NSE and submitted to the CDSL and hosted on the website of the Company.

PLACE: PITHAMPUR
DATE: 12TH FEBRUARY, 2025


BINOD KUMAR AGARWAL
CHAIRMAN OF THE MEETING &
MANAGING DIRECTOR
DIN: 00322536

The aforesaid Minutes were recorded in the Minute Book of the General Meeting on 12th February, 2025.

PLACE: PITHAMPUR
DATE: 12TH FEBRUARY, 2025


BINOD KUMAR AGARWAL
CHAIRMAN OF THE MEETING &
MANAGING DIRECTOR
DIN: 00322536

CHAIRMAN'S INITIALS	
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