Vinyas Innovative Technologies Ltd.
(Formerly known as Vinyas Innovative Technologies Pvt. Ltd.)
CIN: L26104KA2001PLC028959
Regd. Office: Plot No.19, Sy No. 26 & 273-P, 3rd Phase
Koorgalli Industrial Area, Ilawala Hobali, Mysuru – 570 018, India
Tel: +91 821 240 4444 | Fax: +91 821 297 2044
www.vinyasit.com

26 September 2024

To,
The National Stock Exchange of India Limited
Exchange Plaza, 5th Floor, Plot No. C/1
G- Block, Bandra-Kurla Complex, Bandra (E)
Mumbai-400 051.

Scrip Code: VINYAS

Sub: Voting Results and Scrutinizer's Report

Pursuant to the provisions of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, please find enclosed the voting results (remote e-voting and e-voting at the 23rd Annual General Meeting) and Scrutinizer's Report on the Resolutions passed by the Members at the 23rd Annual General Meeting ('AGM') held on Wednesday, September 25, 2024 at 11.00 A.M. (IST) held through Video Conference (VC) or Other Audio and Visual Means (OAVM). All the resolutions were passed by requisite majority.

We would like to inform you that resolution nos. 1 to 9 have been approved with the requisite majority by the shareholders of the Company. The details of votes cast by shareholders are given in the attached Annexure 1.

In compliance with Rule 20 of the Companies (Management & Administration) Rules, 2014 we shall host on the website of the Company and of our RTA, Skyline Financial Services Private Limited, the voting results of the 23rd Annual General Meeting along with Scrutinizer's Report.

Kindly take this on record

For VINYAS INNOVATIVE TECHNOLOGIES LIMITED

MULBAGAL RAJANNA SUBODH
Digitally signed by MULBAGAL RAJANNA SUBODH
Date: 2024.09.26 16:24:09 +05'30'

Subodh M R
Company Secretary & Compliance Officer

23rd ANNUAL GENERAL MEETING HELD ON 25th SEPTEMBER, 2024

DECLARATION OF RESULTS OF E-VOTING AND INSTAPOLL DURING THE TIME OF AGM

As per the provisions of the Companies Act, 2013 and also the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had provided the facility of E-voting to the Shareholders to enable them to cast their vote electronically on the resolutions proposed in the Notice of the 23rd Annual General Meeting (AGM) of the Company. The E-voting commenced on Friday, 20th September, 2024 at 09.00 AM (IST) and ended on Tuesday, 24th September, 2024 at 5:00 PM (IST).

The Board of Directors had appointed Mr. Abhishek Bharadwaj A B, Practicing Company Secretary (Membership No. FCS 8908 & CP No. 13649) as the Scrutinizer for remote EVoting and IPOLL during the time of AGM. ("E-Voting"). The Scrutinizer carried out the scrutiny of all the electronic votes received up to 5.00 pm on 24th September, 2024 and IPOLL received till the conclusion of the 23rd Annual General Meeting (AGM) of the Company.

The Scrutinizer has submitted his report on remote E-Voting and report on E-voting along with the consolidated report on 25th September, 2024.

As per the consolidated report of the scrutinizer dated 25th September, 2024, the results of the 23rd Annual General Meeting (AGM) of the Company are as follows:

Resolution No.	Description of the Resolution	Type of Resolution	% Votes in favour	% Votes Against
1.	Adoption of Audited Standalone and consolidated Financial Statements for the financial year ended 31 March 2024, together with the Reports of the Board of Directors and the Auditors thereon.	Ordinary	100%	NIL
2.	Appointment of Mr. Narendra Narayanan as a director who retires by rotation.	Ordinary	100%	NIL
3.	To ratify the remuneration of Cost Auditors	Ordinary	100%	NIL
4.	To Approve Borrowing Limits under Section 180(1)(c) of Companies Act, 2013	Ordinary	100%	NIL
5.	To Set the Lease/Encumbrance Limits on The Properties of the Company	Ordinary	100%	NIL

6.	To Approve Remuneration payable to Mr. Narendra Narayanan, Managing Director	Ordinary	100%	NIL
7.	To Approve Remuneration payable to Mr. Sumukh Narendra, Executive Director	Ordinary	100%	NIL
8.	To Approve Remuneration payable to Mr. T. R. Srinivasan, Executive Director	Ordinary	100%	NIL
9.	To approve formulation, adoption and implementation of 'Vinyas Employee Stock Option Plan, 2024' ("Vinyas ESOP 2024")	Special	100%	NIL

Based on the Consolidated Report of the Scrutinizer, all resolutions as set out in the Notice of 23rd Annual General Meeting have been duly approved by the Shareholders with requisite majority.

For VINYAS INNOVATIVE TECHNOLOGIES LIMITED

MULBAGAL RAJANNA SUBODH Digitally signed by MULBAGAL RAJANNA SUBODH Date: 2024.09.26 16:24:28 +05'30'

Subodh M R
Company Secretary & Compliance Officer
Date: 26.09.2024
Place: Mysore

September 25th, 2024

To,
The Chairman
Vinyas Innovative Technologies Limited,
Plot No. 19, Sy No. 26 & 273-P, 3rd Phase Koorgalli Industrial Area, ILAWALA Hobali, Mysore, Mysore, Karnataka, India, 570018

Dear Sir,

Sub: Consolidated - Scrutinizer's Report conducted through e-voting pursuant to the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 (4) (xii) of the Companies (Management and Administration) Rules, 2014 and Poll pursuant to Section 109 of the Companies Act, 2013.

I, Abhishek Bharadwaj A B, Practicing Company Secretary (Certificate of Practice No; 13649), had been appointed as the Scrutinizer by the Board of Directors of M/s. Vinyas Innovative Technologies Limited pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 (4) (xii) of the Companies (Management and Administration) Rules, 2014 for the purpose of scrutinizing e-voting process during the AGM which was made available to the shareholders from Friday, 20th September 2024 from 9.00 a.m. (IST) and shall end on Tuesday, 24th September 2024 Up to 5.00 p.m. and scrutinizing the Insta Poll (IPOLL) process in respect of the resolutions proposed at the 23rd Annual General Meeting of the Shareholders of the Company held on September 25th, 2024 at 11.00 A.M. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), submit my report as under.

1. The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to voting through electronic means by e-voting and IPOLL at the AGM by the shareholders on the resolutions proposed in the Notice of the 23rd Annual General Meeting of the Company is the responsibility of the management. My responsibility as a Scrutinizer is to ensure that the voting process both through e-voting and by IPOLL at the AGM are conducted in a fair and transparent manner and render consolidated Scrutinizer's Report of the total votes cast in favour or against if any, to the Chairman on the resolutions.

2. The e-voting facility both for e-voting prior to the AGM (e-voting) and voting at the AGM by IPOLL was provided by National Securities Depository Limited ("NSDL").

3. After declaration of voting by the Chairman, the shareholders present at the AGM through VC voted through IPOLL facility provided by National Securities Depository Limited ("NSDL") at the AGM.

4. The Equity Shareholders holding shares as on September 18, 2024, "cut-off date", were entitled to vote on the resolutions stated in the Notice of the 23rd Annual General Meeting of the Company.

5. As per the information given by the Company the names of the shareholders who had voted by e-voting through the facility provided by National Securities Depository Limited ("NSDL") had been blocked and only those members who were present at the AGM through VC and who had not voted on e-voting were allowed to cast their votes through IPOLL system during the AGM.

6. After closure of e-voting on September 24, 2024 at 5.00 PM the votes cast through e-voting were unblocked and After closure of IPOLL at the AGM, the votes cast through IPOLL at the AGM were unblocked and the results were downloaded from the e-voting website of National Securities Depository Limited ("NSDL") (https://www.evoting.nsdl.com/) in the presence of two witnesses, who are not in the employment of the company. The e-voting data/results downloaded from the e-voting system of National Securities Depository Limited ("NSDL") were scrutinized and reviewed, the votes were counted, and the results were prepared.

7. Based on the data downloaded from National Securities Depository Limited ("NSDL") e-voting system, the total votes cast in favour or against all the resolutions proposed in the Notice of the AGM are as under:

Total ballots received:

Mode of Voting	Total ballots received	Total Number of Votes
E-voting	11	5536608
IPOLL	NIL	NIL
Total	**11**	**5536608**

Resolution No. 1: -

Adoption of Audited Financial Statements for the year ended 31st March, 2024:

"RESOLVED THAT the Audited Balance sheet as at 31 March, 2024, the Statement of Profit and Loss, notes forming part thereof, the Cash Flow Statement for the year ended on that date and the Consolidated Financial Statements, together with the Reports of the Board of Directors and the Auditor's thereon as circulated to the Members and presented to the meeting be and the same are hereby approved and adopted.**"**

Type of Resolution - **Ordinary Resolution**

(i) Voted in favour of the Resolution:

Mode of Voting	Number of Members voting.	Number of Votes Cast in favour of the Resolution	% of total number of valid votes cast
E-voting	11	5536608	100%
IPOLL	NIL	NIL	NIL
Total	11	**5536608**	**100%**

(ii) Voted against the Resolution:

Mode of Voting	Number of Members voting.	Number of Votes Cast Against the Resolution	% of total number of valid votes cast
E-voting	NIL	NIL	NIL
IPOLL	NIL	NIL	NIL
Total	**NIL**	**NIL**	**NIL**

(iii) Invalid Votes:

Mode of Voting	Total Number of members whose votes were declared invalid	Total number of Votes Cast by them
E-voting	NIL	NIL
IPOLL	NIL	NIL
Total	**NIL**	**NIL**

Remarks: Thus, the Ordinary resolution has been passed with requisite majority.

Resolution No. 2: -

To Approve Appointment of Mr. Narendra Narayanan (DIN: 00396176) as Director, who retires by rotation

"**RESOLVED THAT** Mr. Narendra Narayanan, who retires by rotation in terms of Section 152 of Companies Act, 2013 and being eligible be and is hereby re-appointed as Managing Director of the Company whose office shall be liable to retirement by rotation"

Type of Resolution - **Ordinary Resolution**

(i) Voted in favour of the Resolution:

Mode of Voting	Number of Members voting.	Number of Votes Cast in favour of the Resolution	% of total number of valid votes cast
E-voting	11	5536608	100%
IPOLL	NIL	NIL	NIL
Total	11	**5536608**	**100%**

(ii) Voted against the Resolution:

Mode of Voting	Number of Members voting.	Number of Votes Cast Against the Resolution	% of total number of valid votes cast
E-voting	NIL	NIL	NIL
IPOLL	NIL	NIL	NIL
Total	**NIL**	**NIL**	**NIL**

(iii) Invalid Votes:

Mode of Voting	Total Number of members whose votes were declared invalid	Total number of Votes Cast by them
E-voting	NIL	NIL
IPOLL	NIL	NIL
Total	**NIL**	**NIL**

Remarks: Thus, the Ordinary resolution has been passed with requisite majority.

Resolution No. 3: -

To ratify the Remuneration of Cost Auditors:

"RESOLVED THAT pursuant to Section 148 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), remuneration of Rs.1,00,000 (Rupees One Lakh only) in addition to reimbursement of all applicable taxes, travelling and out of pocket expenses, payable to CMA S. Mallikarjuna Rao, Practicing Cost Accountants (Registration No. 006048) who is re-appointed as a Cost Auditor of the Company for the year 2024-25 by the Board of Directors of the Company, as recommended by the Audit Committee, be and is hereby ratified."

"RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to the above resolution."

Type of Resolution –**Ordinary Resolution**

(i) Voted in favour of the Resolution:

Mode of Voting	Number of Members voting.	Number of Votes Cast in favour of the Resolution	% of total number of valid votes cast
E-voting	11	5536608	100%
IPOLL	NIL	NIL	NIL
Total	11	5536608	100%

(ii) Voted against the Resolution:

Mode of Voting	Number of Members voting.	Number of Votes Cast Against the Resolution	% of total number of valid votes cast
E-voting	NIL	NIL	NIL
IPOLL	NIL	NIL	NIL
Total	**NIL**	**NIL**	**NIL**

(iii) Invalid Votes:

Mode of Voting	Total Number of members whose votes were declared invalid	Total number of Votes Cast by them
E-voting	NIL	NIL
IPOLL	NIL	NIL
Total	**NIL**	**NIL**

Remarks: Thus, the Ordinary resolution has been passed with requisite majority.

Resolution No. 4: -

To Approve Borrowing Limits under Section 180(1)(c) of Companies Act, 2013:

"RESOLVED THAT pursuant to the provisions of Section 180(1) (c) and other applicable provisions, if any, of the Companies Act 2013, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company for borrowing from time to time as they may think fit, any sum or sums of money not exceeding Rs.300 Crores (Rupees Three Hundred Crores Only) [including the money already borrowed by the Company] on such terms and conditions as the Board may deem fit, whether the same may be secured or unsecured notwithstanding that the money to be borrowed together with the money already borrowed by the Company (apart from the temporary loans obtained from the Company's Bankers in the ordinary course of business) and remaining un-discharged at any given time, exceed the aggregate, for the time being, of the paid up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to finalize the documents for creating the mortgages / charges / hypothecations and accepting or making any alterations, charges, variations to or in the terms and conditions, to do all such acts, deeds, matters and things and to execute all such documents and writings as it consider necessary, for the purpose of giving effect to this resolution."

Type of Resolution – **Ordinary Resolution**

(i) Voted in favour of the Resolution:

Mode of Voting	Number of Members voting.	Number of Votes Cast in favour of the Resolution	% of total number of valid votes cast
E-voting	11	5536608	100%
IPOLL	NIL	NIL	NIL
Total	11	**5536608**	100%

(ii) Voted against the Resolution:

Mode of Voting	Number of Members voting.	Number of Votes Cast Against the Resolution	% of total number of valid votes cast
E-voting	NIL	NIL	NIL
IPOLL	NIL	NIL	NIL
Total	**NIL**	**NIL**	**NIL**

(iii) Invalid Votes:

Mode of Voting	Total Number of members whose votes were declared invalid	Total number of Votes Cast by them
E-voting	NIL	NIL
IPOLL	NIL	NIL
Total	**NIL**	**NIL**

Remarks: Thus, the Ordinary resolution has been passed with requisite majority.

Resolution No. 5: -

To Set the Lease/Encumbrance Limits on The Properties of The Company:

"RESOLVED THAT, pursuant to Section 180 (1) (a) and other applicable provisions, if any, of the Companies Act, 2013, consent of the members of the company be and is hereby given to the board of directors of the company to create such charges, mortgages and hypothecations in addition to the existing charges, mortgages and hypothecations created by the Company, on such movable and immovable properties, both present and future, and in such manner as the Board may deem fit, together with power to take over the substantial assets of the Company in certain events in favour of banks/ financial institutions, other investing agencies and trustees for the holders of debentures/bonds/other instruments to secure rupee/foreign currency loans and/or the

issue of debentures whether partly/fully convertible or non-convertible and/or (hereinafter collectively referred to as "Loans") provided that the total amount of Loans together with interest thereon, additional interest, compound interest, liquidated damages, commitment charges, on pre-payment or on redemption, costs, charges, expenses and all other monies payable by the Company in respect of the said Loans, shall not, at any time exceed Rs.300 Crores (Rupees Three Hundred Crores Only) or the aggregate of the paid up capital and free reserves of the Company, that is to say, reserves not set apart for any specific purpose at the relevant time, whichever is higher.

RESOLVED FURTHER THAT, the Directors of the Company, be and are hereby severally authorized to take all steps for giving effect to the aforesaid resolution, including filing of the necessary forms with the Registrar of Companies and do all such acts, deeds, matters and things as may be required to be done to give effect to the above resolution and to settle any question or difficulty that may arise with regard to the aforesaid purpose and which it may deem fit in the interest of the Company."

Type of resolution: **Ordinary Resolution**

(i) Voted in favour of the Resolution:

Mode of Voting	Number of Members voting.	Number of Votes Cast in favour of the Resolution	% of total number of valid votes cast
E-voting	11	5536608	100%
IPOLL	NIL	NIL	NIL
Total	11	**5536608**	100%

(ii) Voted against the Resolution:

Mode of Voting	Number of Members voting.	Number of Votes Cast Against the Resolution	% of total number of valid votes cast
E-voting	NIL	NIL	NIL
IPOLL	NIL	NIL	NIL
Total	**NIL**	**NIL**	**NIL**

(iii) Invalid Votes:

Mode of Voting	Total Number of members whose votes were declared invalid	Total number of Votes Cast by them
E-voting	NIL	NIL
IPOLL	NIL	NIL
Total	**NIL**	**NIL**

Resolution No. 6: -

To Approve Remuneration payable to Mr. Narendra Narayanan, Managing Director:

"RESOLVED THAT Pursuant to the provisions of Section 197 read with Part I and Section I of Part II of Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof), and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to provisions of Articles of Association, without the approval of the Central Government but by the approval of members in the general meeting and recommendation of the Nomination and Remuneration Committee and Audit Committee, approval of the members be and is hereby accorded to take note of the overall limit of managerial remuneration payable as per the stipulated limits under Section 197 of Companies Act 2013 in respect of any financial year as per notification issued by Ministry of Corporate Affairs (MCA) dated 12 September, 2018 under notified provisions of the Companies (Amendment) Act, 2017 (Amendment Act, 2017) and amended schedule V of Companies Act, 2013 thereby Part II related to conditions to be fulfilled for Remuneration of a Managing Director or Wholetime director or a Manager for payment of remuneration to, on the terms and conditions including remuneration as mentioned below.

1. Basic Salary: Rs.7,97,375/- per month w.e.f. 01 April, 2024
2. Reimbursement of medical expenses incurred in India or abroad including hospitalisation, nursing home and surgical charges for himself and family subject to ceiling of one month salary in a year.
3. Reimbursements of travelling expenses with family to anywhere in India or abroad as per rules of the Company.
4. Medi-Claim Insurance Policy, premium and personal accidents not to exceed Rs.1,00,000/- per annum.
5. Reimbursements of Car, Telephone, Mobile, expenses shall be provided and their maintenance and running expenses shall be met by the Company. The use of above at residence for official purpose shall not be treated as perquisites.
6. Other benefits like Gratuity, Provident Fund, Leave etc. as applicable to the employees of the Company.

PERQUISITES: In addition to salary he shall be entitled to perquisites and allowances like HRA, medical reimbursement, travelling allowances, club fees and other payments in the nature of perquisites and allowances as agreed by the Board of Directors, subject to overall ceiling of remuneration stipulated in sections 2(78) and 197 read with Schedule V of the Act.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the aforesaid period, the Company will pay Shri Narendra Narayana, remuneration and perquisites not exceeding the ceiling laid down in Schedule V to the Companies Act, 2013, as may be decided by the Board of Directors RESOLVED FURTHER THAT, Board of Directors of the Company be and is hereby authorised severally to do all such acts, deeds, matters and things as may be considered necessary or desirable to give effect to this resolution and matters incidental thereto."

Type of resolution: **Ordinary Resolution.**

(i) Voted in favour of the Resolution:

Mode of Voting	Number of Members voting.	Number of Votes Cast in favour of the Resolution	% of total number of valid votes cast
E-voting	11	5536608	100%
IPOLL	NIL	NIL	NIL
Total	11	**5536608**	100%

(ii)Voted against the Resolution:

Mode of Voting	Number of Members voting.	Number of Votes Cast Against the Resolution	% of total number of valid votes cast
E-voting	NIL	NIL	NIL
IPOLL	NIL	NIL	NIL
Total	**NIL**	**NIL**	**NIL**

(iii) Invalid Votes:

Mode of Voting	Total Number of members whose votes were declared invalid	Total number of Votes Cast by them
E-voting	NIL	NIL
IPOLL	NIL	NIL
Total	**NIL**	**NIL**

Remarks: Thus, the Ordinary resolution has been passed with requisite majority.

Resolution No. 7: -

To Approve Remuneration payable to Mr. Sumukh Narendra, Executive Director:

"RESOLVED THAT Pursuant to the provisions of Section 197 read with Part I and Section I of Part II of Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof), and the rules made there under (including anystatutory modification(s) or re-enactment thereof for the time being in force) and subject to provisions of Articles of Association, without the approval of the Central Government but by the approval of members in the general meeting and recommendation of the Nomination and Remuneration Committee and Audit Committee, approval of the members be and is hereby accorded to take note of the overall limitof managerial remuneration payable as per the stipulated limits under Section 197 of Companies Act 2013 in respect of any financial year as per notification issued by Ministry

of Corporate Affairs (MCA) dated 12 September, 2018 under notified provisions of the Companies (Amendment) Act, 2017 (Amendment Act, 2017) and amended schedule V of Companies Act, 2013 thereby Part II related to conditions to be fulfilled for Remuneration of a Managing Director or Wholetime director or a Manager for payment of remuneration to, on the terms and conditions including remuneration as mentioned below.

1. Basic Salary: Rs.4,44,300/- per month w.e.f. 01 April, 2024
2. Reimbursement of medical expenses incurred in India or abroad including hospitalisation, nursing home and surgical charges for himself and family subject to ceiling of one month salary in a year.
3. Reimbursements of travelling expenses with family to anywhere in India or abroad as per rules of the Company.
4. Medi-claim Insurance Policy, premium and personal accidents not to exceed Rs.1,00,000/- per annum.
5. Reimbursements of Car, Telephone, Mobile, expenses shall be provided and their maintenance and running expenses shall be met by the Company. The use of above at residence for official purpose shall not be treated as perquisites.
6. Other benefits like Gratuity, Provident Fund, Leave etc. as applicable to the employees of the Company.

PERQUISITES: In addition to salary he shall be entitled to perquisites and allowances like HRA, medical reimbursement, travelling allowances, club fees and other payments in the nature of perquisites and allowances as agreed by the Board of Directors, subject to overall ceiling of remuneration stipulated in sections 2(78) and 197 read with Schedule V of the Act.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the aforesaid period, the Company will pay Shri Sumukh Narendra, remuneration and perquisites not exceeding the ceiling laid down in Schedule V to the Companies Act, 2013, as may be decided by the Board of Directors

RESOLVED FURTHER THAT, Board of Directors of the Company be and is hereby authorised severally to do all such acts, deeds, matters and things as may be considered necessary or desirable to give effect to this resolution and matters incidental thereto."

Type of resolution: **Ordinary Resolution.**

(i) Voted in favour of the Resolution:

Mode of Voting	Number of Members voting.	Number of Votes Cast in favour of the Resolution	% of total number of valid votes cast
E-voting	11	5536608	100%
IPOLL	NIL	NIL	NIL
Total	11	**5536608**	100%

(ii) Voted against the Resolution:

Mode of Voting	Number of Members voting.	Number of Votes Cast Against the Resolution	% of total number of valid votes cast
E-voting	NIL	NIL	NIL
IPOLL	NIL	NIL	NIL
Total	**NIL**	**NIL**	**NIL**

(iii) Invalid Votes:

Mode of Voting	Total Number of members whose votes were declared invalid	Total number of Votes Cast by them
E-voting	NIL	NIL
IPOLL	NIL	NIL
Total	**NIL**	**NIL**

Remarks: Thus, the Ordinary resolution has been passed with requisite majority.

Resolution No. 8: -

To Approve Remuneration payable to Mr. T. R. Srinivasan, Executive Director:

"RESOLVED THAT Pursuant to the provisions of Section 197 read with Part I and Section I of Part II of Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof), and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to provisions of Articles of Association, without the approval of the Central Government but by the approval of members in the general meeting and recommendation of the Nomination and Remuneration Committee and Audit Committee, approval of the members be and is hereby accorded to take note of the overall limit of managerial remuneration payable as per the stipulated limits under Section 197 of Companies Act 2013 in respect of any financial year as per notification issued by Ministry of Corporate Affairs (MCA) dated 12 September, 2018 under notified provisions of the Companies (Amendment) Act, 2017 (Amendment Act, 2017) and amended schedule V of Companies Act, 2013 thereby Part II related to conditions to be fulfilled for Remuneration of a Managing Director or Wholetime director or a Manager for payment of remuneration to, on the terms and conditions including remuneration as mentioned below.

1. Basic Salary: Rs.3,28,896/- per month w.e.f. 01 April, 2024
2. Reimbursement of medical expenses incurred in India or abroad including hospitalisation, nursing home and surgical charges for himself and family subject to ceiling of one month salary in a year.
3. Reimbursements of travelling expenses with family to anywhere in India or abroad as per rules of the Company.

4. Medi-claim Insurance Policy, premium and personal accidents not to exceed Rs.1,00,000/- per annum.
5. Reimbursements of Car, Telephone, Mobile, expenses shall be provided and their maintenance and running expenses shall be met by the Company. The use of above at residence for official purpose shall not be treated as perquisites.
6. Other benefits like Gratuity, Provident Fund, Leave etc. as applicable to the employees of the Company.

PERQUISITES: In addition to salary he shall be entitled to perquisites and allowances like HRA, medical reimbursement, travelling allowances, club fees and other payments in the nature of perquisites and allowances as agreed by the Board of Directors, subject to overall ceiling of remuneration stipulated in sections 2(78) and 197 read with Schedule V of the Act.
RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the aforesaid period, the Company will pay Shri Sumukh Narendra, remuneration and perquisites not exceeding the ceiling laid down in Schedule V to the Companies Act, 2013, as may be decided by the Board of Directors

RESOLVED FURTHER THAT, Board of Directors of the Company be and is hereby authorised severally to do all such acts, deeds, matters and things as may be considered necessary or desirable to give effect to this resolution and matters incidental thereto."

Type of resolution: **Ordinary Resolution.**

(i) Voted in favour of the Resolution:

Mode of Voting	Number of Members voting.	Number of Votes Cast in favour of the Resolution	% of total number of valid votes cast
E-voting	11	5536608	100%
IPOLL	NIL	NIL	NIL
Total	11	**5536608**	100%

(ii) Voted against the Resolution:

Mode of Voting	Number of Members voting.	Number of Votes Cast Against the Resolution	% of total number of valid votes cast
E-voting	NIL	NIL	NIL
IPOLL	NIL	NIL	NIL
Total	**NIL**	**NIL**	**NIL**

(iii) Invalid Votes:

Mode of Voting	Total Number of members whose votes were declared invalid	Total number of Votes Cast by them
E-voting	NIL	NIL
IPOLL	NIL	NIL
Total	**NIL**	**NIL**

Remarks: Thus, the Ordinary resolution has been passed with requisite majority.

Resolution No. 9: -

To approve formulation, adoption and implementation of 'Vinyas Employee Stock Option Plan, 2024' ("Vinyas ESOP 2024").

"**RESOLVED THAT** pursuant to Section 62(1)(b) of the Companies Act, 2013 ("Act") (including any statutory modification or re-enactment thereof for the time being in force), read with Companies (Share Capital and Debentures) Rules, 2014, and other applicable rules, if any, of the Act and Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, (collectively referred to as "SEBI SBEB Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015, (collectively referred to as "SEBI LODR Regulations") the circulars and amendments thereof, the Memorandum and Articles of Associations of the Company and such other approvals, permissions and sanctions as may be necessary from any other authorities, if any, and the approval of Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include the Nomination and Remuneration Committee "NRC", which the Board has constituted to exercise its powers, including the powers conferred by this Resolution and SEBI SBEB

Regulations) the consent of the members be and is hereby accorded to offer/ issue shares to its Employees under 'Vinyas Employee Stock Option Plan 2024' and withdrawal of 'Vinyas Employee Stock Option Scheme, 2022'. The 'Vinyas Employee Stock Option Plan 2024'' (hereinafter referred to as "Vinyas ESOP-2024") the salient features of which are detailed in the Explanatory Statement annexed herewith.

RESOLVED FURTHER THAT the Vinyas Employee Stock Option Scheme, 2022 approved by the members of the Company on 23 January, 2023 is hereby withdrawn.

RESOLVED FURTHER THAT the Company to offer, issue and allot at any time to or for the benefit of employees who are in the permanent employment of the Company whether working in India or out of India, including Directors of the Company whether Whole-time Directors or not, but excluding Promoter, Promoter Group, and Independent Directors, and to such other persons as may from time to time be allowed to be eligible for the benefit under the provisions of applicable laws and regulations prevailing from time to time (all such persons are hereinafter collectively referred to as "Employees") under the Vinyas ESOP 2024, such number of equity shares of the Company not exceeding 6,29,236 equity shares of face value of Rs.10/- each as and when exercised on payment of exercise price, (or such other adjusted figure for any bonus, stock splits or consolidations or other re-organisation of the capital structure of the Company as may be applicable from time to time), in one or more tranches, at such price and on such terms and conditions as may be fixed or determined by the Board in accordance with the Scheme, the provisions of the law or regulations issued by the relevant authority, as may be prevailing at that time.

RESOLVED FURTHER THAT the NRC Committee of the Company be and is hereby authorized to exercise all such authorities, powers and functions as may be necessary or required for the purpose of implementation of said 'Vinyas Employee Stock Option Plan 2024' including the terms and conditions for grant, issue, vesting and exercise of Options, and/ or concerning issue of shares, and lock in, if any, and to do all such acts and deeds as may be necessary to give effect to this resolution and to decide all other matters in connection with the shares under the Scheme in accordance with the applicable laws.

RESOLVED FURTHER THAT the NRC Committee be and is hereby also authorised to determine, modify and vary all or any of the terms and conditions of the Vinyas ESOP 2024 as it may in its absolute discretion determine, subject to applicable laws.

Type of Resolution - **Special Resolution**

(i) Voted in favour of the Resolution:

Mode of Voting	Number of Members voting.	Number of Votes Cast in favour of the Resolution	% of total number of valid votes cast
E-voting	11	5536608	100%
IPOLL	NIL	NIL	NIL
Total	11	**5536608**	100%

(ii) Voted against the Resolution:

Mode of Voting	Number of Members voting.	Number of Votes Cast Against the Resolution	% of total number of valid votes cast
E-voting	NIL	NIL	NIL
IPOLL	NIL	NIL	NIL
Total	**NIL**	**NIL**	**NIL**

(iii) Invalid Votes:

Mode of Voting	Total Number of members whose votes were declared invalid	Total number of Votes Cast by them
E-voting	NIL	NIL
IPOLL	NIL	NIL
Total	**NIL**	**NIL**

Remarks: Thus, the Special resolution has been passed with requisite majority.

The register, all other papers and relevant records relating to electronic voting shall remain in our safe custody until the chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and the same will be handed over to the Company Secretary for safe keeping.

I further wish to inform that the Report of Scrutinizer pursuant to Section 109 of the Companies Act, 2013 read with Rule 21(2) of the Companies (Management and Administration) Rules, 2014] with regards to the Poll is being submitted separately in Form No. MGT – 13.

Thanking You,
Yours Faithfully,
For AAA & Co,
Company Secretaries

AMBLE BALASUBRAMANYA ABHISHEK BHARADWAJ
Digitally signed by AMBLE BALASUBRAMANYA ABHISHEK BHARADWAJ
Date: 2024.09.25 16:18:15 +05'30'

Abhishek Bharadwaj A B
Partner
FCS No.: 8908
COP No.: 13649

Place: Mysuru
UDIN: F008908F001324200

FORM No.MGT-13
Report of Scrutinizer

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman
Vinyas Innovative Technologies Limited,
Plot No. 19, Sy No. 26 & 273-P, 3rd Phase Koorgalli Industrial Area, ILAWALA Hobali, Mysore, Mysore, Karnataka, India, 570018

23rd Annual General Meeting of the Equity Shareholders of Vinyas Innovative Technologies Limited Held on Wednesday, 25th September, 2024 through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM").

Dear Sir,

I, Abhishek Bharadwaj A B, Practicing Company Secretary (Certificate of Practice No; 13649), appointed as Scrutinizer by the Board of Directors of **Vinyas Innovative Technologies Limited** for the purpose of scrutinizing electronic voting facility by way of Insta Poll (IPOLL) during the AGM pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 (Amendment Rules, 2015) on the below mentioned resolutions, at the 23rd Annual General Meeting of the Equity Shareholders of Vinyas Innovative Technologies Limited held on 25th September, 2024 through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM"), hereby submit my report as under:

After declaration of voting by the Chairman, the shareholders present at the AGM through VC voted through IPOLL facility provided by National Securities Depository Limited ("NSDL") at the AGM.

After closure of IPOLL at the AGM, the votes cast through IPOLL at the AGM were unblocked and downloaded from the e-voting website of National Securities Depository Limited ("NSDL") (https://www.evoting.nsdl.com/) in the presence of two witnesses, who are not in the employment of the company. The e-voting data/results downloaded from the e-voting system of NSDL were scrutinized and reviewed, the votes were counted, and the results were prepared.

Based on the data downloaded from NSDL e-voting system, the total votes cast in favour or against all the resolutions proposed in the Notice of the AGM are as under:

The result of the IPOLL is as under:

ORDINARY BUSINESS:

1. **Adoption of Audited Financial Statements for the year ended 31st March, 2024:**

"RESOLVED THAT the Audited Balance sheet as at 31 March, 2024, the Statement of Profit and Loss, notes forming part thereof, the Cash Flow Statement for the year ended on that date and the Consolidated Financial Statements, together with the Reports of the Board of Directors and the Auditor's thereon as circulated to the Members and presented to the meeting be and the same are hereby approved and adopted.**"**

Type of Resolution - **Ordinary Resolution**

(i) Voted in favour of the Resolution:

Number of Shareholders attended the meeting through video conferencing	Number of Votes Cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(ii) Voted against the Resolution:

Number of Shareholders attended the meeting through video conferencing	Number of Votes Cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid Votes:

Number of Shareholders attended the meeting through video conferencing	Total number of Votes Cast by them
NIL	NIL

Remarks: Thus, the Ordinary resolution has been passed with requisite majority.

2. **To Approve Appointment of Mr. Narendra Narayanan (DIN: 00396176) as Director, who retires by rotation**

"**RESOLVED THAT** Mr. Narendra Narayanan, who retires by rotation in terms of Section 152 of Companies Act, 2013 and being eligible be and is hereby re-appointed as Managing Director of the Company whose office shall be liable to retirement by rotation"

Type of Resolution - **Ordinary Resolution**

(i) Voted in favour of the Resolution:

Number of Shareholders attended the meeting through video conferencing	Number of Votes Cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(ii) Voted against the Resolution:

Number of Shareholders attended the meeting through video conferencing	Number of Votes Cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid Votes:

Number of Shareholders attended the meeting through video conferencing	Total number of Votes Cast by them
NIL	NIL

Remarks: Thus, the Ordinary resolution has been passed with requisite majority.

SPECIAL BUSINESS:

3. **To ratify the remuneration of Cost Auditors:**

"**RESOLVED THAT** pursuant to Section 148 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), remuneration of Rs.1,00,000 (Rupees One Lakh only) in addition to reimbursement of all applicable taxes, travelling and out of pocket expenses, payable to CMA S. Mallikarjuna Rao, Practicing Cost Accountants (Registration No. 006048) who is re-appointed as a Cost Auditor of the Company for the year 2024-25 by the Board of Directors of the Company, as recommended by the Audit Committee, be and is hereby ratified."

"**RESOLVED FURTHER THAT** the Board of Directors of the Company (including any Committee thereof) be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to the above resolution."

Type of Resolution –**Ordinary Resolution**

(i) Voted in favour of the Resolution:

Number of Shareholders attended the meeting through video conferencing	Number of Votes Cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(ii) Voted against the Resolution:

Number of Shareholders attended the meeting through video conferencing	Number of Votes Cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid Votes:

Number of Shareholders attended the meeting through video conferencing	Total number of Votes Cast by them
NIL	NIL

Remarks: Thus, the Ordinary resolution has been passed with requisite majority.

4. To Approve Borrowing Limits under Section 180(1)(c) of Companies Act, 2013:

"RESOLVED THAT pursuant to the provisions of Section 180(1) (c) and other applicable provisions, if any, of the Companies Act 2013, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company for borrowing from time to time as they may think fit, any sum or sums of money not exceeding Rs.300 Crores (Rupees Three Hundred Crores Only) [including the money already borrowed by the Company] on such terms and conditions as the Board may deem fit, whether the same may be secured or unsecured notwithstanding that the money to be borrowed together with the money already borrowed by the Company (apart from the temporary loans obtained from the Company's Bankers in the ordinary course of business) and remaining un-discharged at any given time, exceed the aggregate, for the time being, of the paid up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to finalize the documents for creating the mortgages / charges / hypothecations and accepting or making any alterations, charges, variations to or in the terms and conditions, to do all such acts, deeds, matters and things and to execute all such documents and writings as it consider necessary, for the purpose of giving effect to this resolution."

Type of Resolution – **Ordinary Resolution**

(i) Voted in favour of the Resolution:

Number of Shareholders attended the meeting through video conferencing	Number of Votes Cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(ii) Voted against the Resolution:

Number of Shareholders attended the meeting through video conferencing	Number of Votes Cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid Votes:

Number of Shareholders attended the meeting through video conferencing	Total number of Votes Cast by them
NIL	NIL

Remarks: Thus, the Ordinary resolution has been passed with requisite majority.

5. **To Set the Lease/Encumbrance Limits on The Properties of The Company:**

"RESOLVED THAT, pursuant to Section 180 (1) (a) and other applicable provisions, if any, of the Companies Act, 2013, consent of the members of the company be and is hereby given to the board of directors of the company to create such charges, mortgages and hypothecations in addition to the existing charges, mortgages and hypothecations created by the Company, on such movable and immovable properties, both present and future, and in such manner as the Board may deem fit, together with power to take over the substantial assets of the Company in certain events in favour of banks/ financial institutions, other investing agencies and trustees for the holders of debentures/bonds/other instruments to secure rupee/foreign currency loans and/or the issue of debentures whether partly/fully convertible or non-convertible and/or (hereinafter collectively referred to as "Loans") provided that the total amount of Loans together with interest thereon, additional interest, compound interest, liquidated damages, commitment charges, on pre-payment or on redemption, costs, charges, expenses and all other monies payable by the Company in respect of the said Loans, shall not, at any time exceed Rs.300 Crores (Rupees Three Hundred Crores Only) or the aggregate of the paid up capital and free reserves of the Company, that is to say, reserves not set apart for any specific purpose at the relevant time, whichever is higher.

RESOLVED FURTHER THAT, the Directors of the Company, be and are hereby severally authorized to take all steps for giving effect to the aforesaid resolution, including filing of the necessary forms with the Registrar of Companies and do all such acts, deeds, matters and things as may be required to be done to give effect to the above resolution and to settle any question or difficulty that may arise with regard to the aforesaid purpose and which it may deem fit in the interest of the Company."

Type of resolution: **Ordinary Resolution**

(i) Voted in favour of the Resolution:

Number of Shareholders attended the meeting through video conferencing	Number of Votes Cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(ii) Voted against the Resolution:

Number of Shareholders attended the meeting through video conferencing	Number of Votes Cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid Votes:

Number of Shareholders attended the meeting through video conferencing	Total number of Votes Cast by them
NIL	NIL

Remarks: Thus, the Ordinary resolution has been passed with requisite majority.

6. **To Approve Remuneration payable to Mr. Narendra Narayanan, Managing Director:**

"RESOLVED THAT Pursuant to the provisions of Section 197 read with Part I and Section I of Part II of Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof), and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to provisions of Articles of Association, without the approval of the Central Government but by the approval of members in the general meeting and recommendation of the Nomination and Remuneration Committee and Audit Committee, approval of the members be and is hereby accorded to take note of the overall limit of managerial remuneration payable as per the stipulated limits under Section 197 of Companies Act 2013 in respect of any financial year as per notification issued by Ministry of Corporate Affairs (MCA) dated 12 September, 2018 under notified provisions of the Companies (Amendment) Act, 2017 (Amendment Act, 2017) and amended schedule V of

Companies Act, 2013 thereby Part II related to conditions to be fulfilled for Remuneration of a Managing Director or Wholetime director or a Manager for payment of remuneration to, on the terms and conditions including remuneration as mentioned below.

1. Basic Salary: Rs.7,97,375/- per month w.e.f. 01 April, 2024
2. Reimbursement of medical expenses incurred in India or abroad including hospitalisation, nursing home and surgical charges for himself and family subject to ceiling of one month salary in a year.
3. Reimbursements of travelling expenses with family to anywhere in India or abroad as per rules of the Company.
4. Medi-Claim Insurance Policy, premium and personal accidents not to exceed Rs.1,00,000/- per annum.
5. Reimbursements of Car, Telephone, Mobile, expenses shall be provided and their maintenance and running expenses shall be met by the Company. The use of above at residence for official purpose shall not be treated as perquisites.
6. Other benefits like Gratuity, Provident Fund, Leave etc. as applicable to the employees of the Company.

PERQUISITES: In addition to salary he shall be entitled to perquisites and allowances like HRA, medical reimbursement, travelling allowances, club fees and other payments in the nature of perquisites and allowances as agreed by the Board of Directors, subject to overall ceiling of remuneration stipulated in sections 2(78) and 197 read with Schedule V of the Act.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the aforesaid period, the Company will pay Shri Narendra Narayana, remuneration and perquisites not exceeding the ceiling laid down in Schedule V to the Companies Act, 2013, as may be decided by the Board of Directors RESOLVED FURTHER THAT, Board of Directors of the Company be and is hereby authorised severally to do all such acts, deeds, matters and things as may be considered necessary or desirable to give effect to this resolution and matters incidental thereto.”

Type of resolution: **Ordinary Resolution.**

(i) Voted in favour of the Resolution:

Number of Shareholders attended the meeting through video conferencing	Number of Votes Cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(ii) Voted against the Resolution:

Number of Shareholders attended the meeting through video conferencing	Number of Votes Cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid Votes:

Number of Shareholders attended the meeting through video conferencing	Total number of Votes Cast by them
NIL	NIL

Remarks: Thus, the Ordinary resolution has been passed with requisite majority.

7. To Approve Remuneration payable to Mr. Sumukh Narendra, Executive Director:

"RESOLVED THAT Pursuant to the provisions of Section 197 read with Part I and Section I of Part II of Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof), and the rules made there under (including anystatutory modification(s) or re-enactment thereof for the time being in force) and subject to provisions of Articles of Association, without the approval of the Central Government but by the approval of members in the general meeting and recommendation of the Nomination and Remuneration Committee and Audit Committee, approval of the members be and is hereby accorded to take note of the overall limitof managerial remuneration payable as per the stipulated limits under Section 197 of Companies Act 2013 in respect of any financial year as per notification issued by Ministry of Corporate Affairs (MCA) dated 12 September, 2018 under notified provisions of the Companies (Amendment) Act, 2017 (Amendment Act, 2017) and amended schedule V of Companies Act, 2013 thereby Part II related to conditions to be fulfilled for Remuneration of a Managing Director or Wholetime director or a Manager for payment of remuneration to, on the terms and conditions including remuneration as mentioned below.

1. Basic Salary: Rs.4,44,300/- per month w.e.f. 01 April, 2024
2. Reimbursement of medical expenses incurred in India or abroad including hospitalisation, nursing home and surgical charges for himself and family subject to ceiling of one month salary in a year.
3. Reimbursements of travelling expenses with family to anywhere in India or abroad as per rules of the Company.
4. Medi-claim Insurance Policy, premium and personal accidents not to exceed Rs.1,00,000/- per annum.
5. Reimbursements of Car, Telephone, Mobile, expenses shall be provided and their maintenance and running expenses shall be met by the Company. The use of above at residence for official purpose shall not be treated as perquisites.

6. Other benefits like Gratuity, Provident Fund, Leave etc. as applicable to the employees of the Company.

PERQUISITES: In addition to salary he shall be entitled to perquisites and allowances like HRA, medical reimbursement, travelling allowances, club fees and other payments in the nature of perquisites and allowances as agreed by the Board of Directors, subject to

overall ceiling of remuneration stipulated in sections 2(78) and 197 read with Schedule V of the Act.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the aforesaid period, the Company will pay Shri Sumukh Narendra, remuneration and perquisites not exceeding the ceiling laid down in Schedule V to the Companies Act, 2013, as may be decided by the Board of Directors

RESOLVED FURTHER THAT, Board of Directors of the Company be and is hereby authorised severally to do all such acts, deeds, matters and things as may be considered necessary or desirable to give effect to this resolution and matters incidental thereto."

Type of resolution: **Ordinary Resolution.**

i) Voted in favour of the Resolution:

Number of Shareholders attended the meeting through video conferencing	Number of Votes Cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(ii) Voted against the Resolution:

Number of Shareholders attended the meeting through video conferencing	Number of Votes Cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid Votes:

Number of Shareholders attended the meeting through video conferencing	Total number of Votes Cast by them
NIL	NIL

Remarks: Thus, the Ordinary resolution has been passed with requisite majority.

8. To Approve Remuneration payable to Mr. T. R. Srinivasan, Executive Director:

"**RESOLVED THAT** Pursuant to the provisions of Section 197 read with Part I and Section I of Part II of Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof), and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to provisions of Articles of Association, without the approval of the Central Government but by the approval of members in the general meeting and recommendation of the Nomination and Remuneration Committee and Audit Committee, approval of the members be and is hereby accorded to take note of the overall limit of managerial remuneration payable as per the stipulated limits under Section 197 of Companies Act 2013 in respect of any financial year as per notification issued by Ministry of Corporate Affairs (MCA) dated 12 September, 2018 under notified provisions of the Companies (Amendment) Act, 2017 (Amendment Act, 2017) and amended schedule V of Companies Act, 2013 thereby Part II related to conditions to be fulfilled for Remuneration of a Managing Director or Wholetime director or a Manager for payment of remuneration to, on the terms and conditions including remuneration as mentioned below.

1. Basic Salary: Rs.3,28,896/- per month w.e.f. 01 April, 2024
2. Reimbursement of medical expenses incurred in India or abroad including hospitalisation, nursing home and surgical charges for himself and family subject to ceiling of one month salary in a year.
3. Reimbursements of travelling expenses with family to anywhere in India or abroad as per rules of the Company.
4. Medi-claim Insurance Policy, premium and personal accidents not to exceed Rs.1,00,000/- per annum.
5. Reimbursements of Car, Telephone, Mobile, expenses shall be provided and their maintenance and running expenses shall be met by the Company. The use of above at residence for official purpose shall not be treated as perquisites.
6. Other benefits like Gratuity, Provident Fund, Leave etc. as applicable to the employees of the Company.

PERQUISITES: In addition to salary he shall be entitled to perquisites and allowances like HRA, medical reimbursement, travelling allowances, club fees and other payments in the nature of perquisites and allowances as agreed by the Board of Directors, subject to overall ceiling of remuneration stipulated in sections 2(78) and 197 read with Schedule V of the Act.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the aforesaid period, the Company will pay Shri Sumukh Narendra, remuneration and perquisites not exceeding the ceiling laid down in Schedule V to the Companies Act, 2013, as may be decided by the Board of Directors

RESOLVED FURTHER THAT, Board of Directors of the Company be and is hereby authorised severally to do all such acts, deeds, matters and things as may be considered necessary or desirable to give effect to this resolution and matters incidental thereto."

Type of resolution: **Ordinary Resolution.**

i) Voted in favour of the Resolution:

Number of Shareholders attended the meeting through video conferencing	Number of Votes Cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(ii) Voted against the Resolution:

Number of Shareholders attended the meeting through video conferencing	Number of Votes Cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid Votes:

Number of Shareholders attended the meeting through video conferencing	Total number of Votes Cast by them
NIL	NIL

Remarks: Thus, the Ordinary resolution has been passed with requisite majority.

9. **To approve formulation, adoption and implementation of 'Vinyas Employee Stock Option Plan, 2024' ("Vinyas ESOP 2024").**

"**RESOLVED THAT** pursuant to Section 62(1)(b) of the Companies Act, 2013 ("Act") (including any statutory modification or re-enactment thereof for the time being in force), read with Companies (Share Capital and Debentures) Rules, 2014, and other applicable rules, if any, of the Act and Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, (collectively referred to as "SEBI SBEB Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015, (collectively referred to as "SEBI LODR Regulations") the circulars and amendments thereof, the Memorandum and Articles of Associations of the Company and such other approvals, permissions and sanctions as may be necessary from any other authorities, if any, and the approval of Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include the Nomination and Remuneration Committee "NRC", which the Board has constituted to exercise its powers, including the powers conferred by this Resolution and SEBI SBEB Regulations) the consent of the members be and is hereby accorded to offer/ issue shares to its Employees under 'Vinyas Employee Stock Option Plan 2024' and withdrawal of 'Vinyas Employee Stock Option Scheme, 2022'. The 'Vinyas Employee Stock Option Plan 2024'' (hereinafter referred to as "Vinyas ESOP-2024") the salient features of which are detailed in the Explanatory Statement annexed herewith.

RESOLVED FURTHER THAT the Vinyas Employee Stock Option Scheme, 2022 approved by the members of the Company on 23 January, 2023 is hereby withdrawn.

RESOLVED FURTHER THAT the Company to offer, issue and allot at any time to or for the benefit of employees who are in the permanent employment of the Company whether working in India or out of India, including Directors of the Company whether Whole-time Directors or not, but excluding Promoter, Promoter Group, and Independent Directors, and to such other persons as may from time to time be allowed to be eligible for the benefit under the provisions of applicable laws and regulations prevailing from time to time (all such persons are hereinafter collectively referred to as "Employees") under the Vinyas ESOP 2024, such number of equity shares of the Company not exceeding 6,29,236 equity shares of face value of H10/- each as and when exercised on payment of exercise price, (or such other adjusted figure for any bonus, stock splits or consolidations or other re-organisation of the capital structure of the Company as may be applicable from time to time), in one or more tranches, at such price and on such terms and conditions as may be fixed or determined by the Board in accordance with the Scheme, the provisions of the law or regulations issued by the relevant authority, as may be prevailing at that time.

RESOLVED FURTHER THAT the NRC Committee of the Company be and is hereby authorized to exercise all such authorities, powers and functions as may be necessary or required for the purpose of implementation of said 'Vinyas Employee Stock Option Plan 2024' including the terms and conditions for grant, issue, vesting and exercise of Options, and/ or concerning issue of shares, and lock in, if any, and to do all such acts and deeds as may be necessary to give effect to this resolution and to decide all other matters in connection with the shares under the Scheme in accordance with the applicable laws.

RESOLVED FURTHER THAT the NRC Committee be and is hereby also authorised to determine, modify and vary all or any of the terms and conditions of the Vinyas ESOP 2024 as it may in its absolute discretion determine, subject to applicable laws.

Type of Resolution - **Special Resolution**
i) Voted in favour of the Resolution:

Number of Shareholders attended the meeting through video conferencing	Number of Votes Cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(ii) Voted against the Resolution:

Number of Shareholders attended the meeting through video conferencing	Number of Votes Cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid Votes:

Number of Shareholders attended the meeting through video conferencing	Total number of Votes Cast by them
NIL	NIL

Remarks: Thus, the Special resolution has been passed with requisite majority.

Thanking you,
Yours faithfully,

For AAA & Co,
Company Secretaries

AMBLE BALASUBRAMANYA ABHISHEK BHARADWAJ
Digitally signed by AMBLE BALASUBRAMANYA ABHISHEK BHARADWAJ
Date: 2024.09.25 16:17:31 +05'30'

Abhishek Bharadwaj A B
Partner
FCS No.: 8908
COP No.: 13649

Date: 25th September, 2024
Place: Mysuru
UDIN: F008908F001324244