

# ZODIAC

27<sup>th</sup> September, 2024

National Stock Exchange of India Ltd., Exchange Plaza, 5th Floor, Plot No. C/1, G Block, Bandra Kurla Complex, Bandra East Mumbai - 400051 <b>Scrip Code : ZODIACLOTH</b>	BSE Limited, Corporate Relationship Department, First Floor, New Trading Ring, Rotunda Building, P.J. Tower, Dalal Street, Mumbai - 400001 <b>Scrip Code: 521163</b>
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Dear Sirs/Madam,

Sub: **Details of the Voting Results & Scrutinizer's Report of the 40<sup>th</sup> Annual General Meeting held on 27<sup>th</sup> September, 2024.**

Pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 attached please find the consolidated voting results of the Remote E-voting & E-Voting done at the 40<sup>th</sup> Annual General Meeting of the Company held on Friday, 27<sup>th</sup> September, 2024 along with Scrutinizer's Report dated 27<sup>th</sup> September, 2024.

This is for your information and records.

Thanking you,

Yours faithfully,

For **ZODIAC CLOTHING COMPANY LIMITED**

**Kumar Iyer**  
**Company Secretary & Compliance Officer**  
**Membership No.: A9600**

Encl: As above

**ZODIAC CLOTHING COMPANY LTD.,**

Nyloc House, 254, D-2, Dr. Annie Besant Road, Worli, Mumbai – 400 030. India.

Tel.: +91 22 6667 7000 Fax: +91 22 6667 7279 CIN: L17100MH1984PLC033143

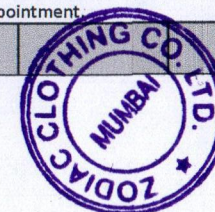
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[www.zodiaconline.com](http://www.zodiaconline.com)

	ZODIAC CLOTHING COMPANY LIMITED
Date of the AGM/EGM	27-09-2024
Total number of shareholders on record date	11353
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	8
Public:	34

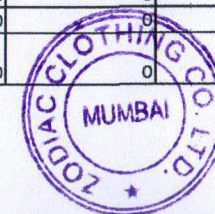
Resolution No.	1									
Resolution required: (Ordinary/ Special)	ORDINARY - To receive, consider and adopt the audited financial statements (including audited consolidated financial statements) for the financial year ended 31st March, 2024 and the reports of the Board and the Auditors thereon.									
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	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	1,85,60,657	1,81,11,474	97.5799	1,81,11,474	0	100.0000	0.0000	0	0
	Poll		8,484	0.0457	8,484	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1,81,19,958	97.6256	1,81,19,958	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	0	0	0.0000	0	0	0.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		0	0	0	0	0.0000	0.0000	0	0
Public- Non Institutions	E-Voting	74,33,060	68,821	0.9259	68,782	39	99.9433	0.0566	0	28
	Poll		44,683	0.6011	44,683	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1,13,504	1.527	1,13,465	39	99.9656	0.0344	0	28
Total		2,59,93,717	1,82,33,462	70.1457	1,82,33,423	39	99.9998	0.0002	0	28

Resolution No.	2									
Resolution required: (Ordinary/ Special)	ORDINARY - To appoint a Director in place of Mr. A. Y. Noorani (DIN: 00041686), who retires by rotation and being eligible, offers himself for re-appointment.									
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	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	1,85,60,657	1,81,11,474	97.5799	1,81,11,474	0	100.0000	0.0000	0	0
	Poll		8,484	0.0457	8,484	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1,81,19,958	97.6256	1,81,19,958	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	0	0	0.0000	0	0	0.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		0	0	0	0	0.0000	0.0000	0	0
Public- Non Institutions	E-Voting	74,33,060	68,821	0.9259	68,808	13	99.9811	0.0188	0	28
	Poll		44,683	0.6011	44,683	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1,13,504	1.527	1,13,491	13	99.9885	0.0115	0	28
Total		2,59,93,717	1,82,33,462	70.1457	1,82,33,449	13	99.9999	0.0001	0	28

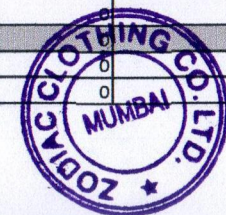
Resolution No.	3									
Resolution required: (Ordinary/ Special)	ORDINARY - To appoint a Director in place of Mr. S. Y. Noorani (DIN: 00068423), who retires by rotation and being eligible, offers himself for re-appointment.									
Whether promoter/ promoter group are interested in the agenda/resolution?	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	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	1,85,60,657	1,81,11,474	97.5799	1,81,11,474	0	100.0000	0.0000	0	0
	Poll		8,484	0.0457	8,484	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1,81,19,958	97.6256	1,81,19,958	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	0	0	0.0000	0	0	0.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		0	0	0	0	0.0000	0.0000	0	0
Public- Non Institutions	E-Voting	74,33,060	68,821	0.9259	68,808	13	99.9811	0.0188	0	28
	Poll		44,683	0.6011	44,683	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1,13,504	1.527	1,13,491	13	99.9885	0.0115	0	28



Total		1,13,504	1,527	1,13,491	13	99.9885	0.0115	0	28
Total	2,59,93,717	1,82,33,462	70,1457	1,82,33,449	13	99.9999	0.0001	0	28

Resolution No. 4										
Resolution required: (Ordinary/ Special) SPECIAL - Appointment of Mr. Dilip Jayantilal Thakkar (DIN: 00007339) as an Independent Director of the Company.										
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	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	1,85,60,657	1,81,11,474	97.5799	1,81,11,474	0	100.0000	0.0000	0	0
	Poll		8,484	0.0457	8,484	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1,81,19,958	97.6256	1,81,19,958	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	0	0	0.0000	0	0	0.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		0	0	0	0	0.0000	0.0000	0	0
Public- Non Institutions	E-Voting	74,33,060	68,821	0.9259	68,808	13	99.9811	0.0188	0	28
	Poll		44,683	0.6011	44,683	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1,13,504	1.527	1,13,491	13	99.9885	0.0115	0	28
Total	2,59,93,717	1,82,33,462	70,1457	1,82,33,449	13	99.9999	0.0001	0	28	

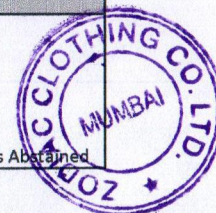
Resolution No. 5										
Resolution required: (Ordinary/ Special) SPECIAL - Appointment of Amb. Ahmad Javed (DIN: 08668304) as an Independent Director of the Company.										
Whether promoter/ promoter group are interested in the agenda/resolution? No										
Category	Mode of Voting	No. of shares 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	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	1,85,60,657	1,81,11,474	97.5799	1,81,11,474	0	100.0000	0.0000	0	0
	Poll		8,484	0.0457	8,484	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1,81,19,958	97.6256	1,81,19,958	0	100.0000	0.0000	0	0
	E-Voting	0	0	0.0000	0	0	0.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0



Public- Institutions	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		0	0	0	0	0.0000	0.0000	0	0
	E-Voting	74,33,060	68,821	0.9259	68,808	13	99.9811	0.0188	0	28
	Poll		44,683	0.6011	44,683	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
Public- Non Institutions	Total		1,13,504	1.527	1,13,491	13	99.9885	0.0115	0	28
	Total	2,59,93,717	1,82,33,462	70.1457	1,82,33,449	13	99.9999	0.0001	0	28

Resolution No.	6									
Resolution required: (Ordinary/ Special)	SPECIAL - Re-appointment of Mr. Vaman Madhav Apte (DIN: 00003651) as an Independent Director of the Company.									
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	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	1,85,60,657	1,81,11,474	97.5799	1,81,11,474	0	100.0000	0.0000	0	0
	Poll		8,484	0.0457	8,484	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1,81,19,958	97.6256	1,81,19,958	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	0	0	0.0000	0	0	0.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		0	0	0	0	0.0000	0.0000	0	0
Public- Non Institutions	E-Voting	74,33,060	68,821	0.9259	68,808	13	99.9811	0.0188	0	28
	Poll		44,683	0.6011	44,683	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1,13,504	1.527	1,13,491	13	99.9885	0.0115	0	28
	Total	2,59,93,717	1,82,33,462	70.1457	1,82,33,449	13	99.9999	0.0001	0	28

Resolution No.	7									
Resolution required: (Ordinary/ Special)	SPECIAL - Appointment of Mr. Subramaniam Ramachandran Iyer (DIN: 00580437) as a Non-Independent Non- Executive Director of the Company.									
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	Votes Invalid	Votes Abstained



Promoter and Promoter Group	E-Voting	1,85,60,657	1,81,11,474	97.5799	1,81,11,474	0	100.0000	0.0000	0	0
	Poll		8,484	0.0457	8,484	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1,81,19,958	97.6256	1,81,19,958	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	0	0	0.0000	0	0	0.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		0	0	0	0	0.0000	0.0000	0	0
Public- Non Institutions	E-Voting	74,33,060	68,821	0.9259	68,808	13	99.9811	0.0188	0	28
	Poll		44,683	0.6011	44,683	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1,13,504	1.527	1,13,491	13	99.9885	0.0115	0	28
Total	2,59,93,717	1,82,33,462	70.1457	1,82,33,449	13	99.9999	0.0001	0	28	



**Combined Scrutinizer's Report on Remote E-voting & E-Voting conducted during  
40<sup>th</sup> Annual General Meeting of Zodiac Clothing Company Limited  
held on Friday, September 27, 2024**

To,  
The Chairman,  
Zodiac Clothing Company Limited  
Nyloc House,  
254, D-2, Dr. Annie Besant Road,  
Worli Mumbai -400 030.

**40<sup>th</sup> Annual General Meeting (AGM) of the Equity Shareholders of Zodiac Clothing Company Limited held on Friday, September 27, 2024 by means of Video Conferencing (VC) / Other Audio Visual Means (OAVM) commenced at 3.00 p.m. (IST)**

**Sub.: Passing of Resolution(s) through Electronic Voting pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended, the General Circulars No. 20/2020 dated May 5, 2020, read with Circulars dated April 8, 2020, April 13, 2020, January 13, 2021, May 5, 2022, circular no 10/2022 dated 28<sup>th</sup> December 2022 and circular no 09/23 dated 25<sup>th</sup> September 2023 issued by the Ministry of Corporate Affairs (MCA) and in accordance with the Circular dated May 12, 2020, January 15, 2021, May 13, 2022, January 5, 2023 and circular no SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 issued by the Securities and Exchange Board of India (SEBI) (collectively referred to as "Applicable Circulars")**

I, B. Narasimhan, Proprietor of B N & Associates, Company Secretaries, have been appointed by the Board of Directors of Zodiac Clothing Company Limited (*hereinafter referred to as the "Company"*) at its Meeting held on August 8, 2024, as the Scrutinizer for the Remote E-voting process as well as to scrutinize the electronic voting (E-Voting) conducted during the 40<sup>th</sup> AGM pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and in accordance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended by the **Applicable Circulars**, providing relaxation for the manner in which the AGM shall be held and conducted through VC or OAVM.

The **Applicable Circulars** provide for relaxation in the manner in which the AGM will be held including the manner of sending the Notices and Annual Reports to the shareholders and the manner of voting at the meeting. I say, I am familiar and well versed with the concept of electronic voting system as prescribed under the said Rules and the relaxations as provided in the **Applicable Circulars**.

As mentioned in the Notice, the proceedings of the 40<sup>th</sup> AGM will be deemed to be conducted at the Registered Office of the Company which shall be the deemed Venue of the AGM.

**Report on Scrutiny:**

- The Company had appointed KFin Technologies Limited ('KFIN') as the Service Provider, for the purpose of providing the facility of Remote E-Voting to the Members of the Company and for E-voting during the AGM.



- KFIN are also the Registrar and Share Transfer Agents ('RTA') of the Company.
- KFIN had provided a system for recording the votes of the Members electronically through Remote E-voting as well as E-voting conducted during the AGM on all the items of the business (both Ordinary and Special businesses) sought to be transacted in the 40<sup>th</sup> AGM of the Company, which was held on Friday, September 27, 2024.
- KFIN had set up electronic voting facility on their website, <https://evoting.kfintech.com>. The Company had uploaded all the items of the business to be transacted at the 40<sup>th</sup> AGM on its website [www.zodiaconline.com](http://www.zodiaconline.com) and on KFIN website <https://evoting.kfintech.com> and also on the websites of BSE Limited and National Stock Exchange of India Limited (Stock Exchanges where the Equity Shares of the Company are listed), to facilitate their Members to cast their vote through Remote E-Voting.
- The Management of the Company is responsible for ensuring compliance with the requirements of the Act and the Rules there under and SEBI Listing Regulations.
- My responsibility as the Scrutinizer of the voting process (through E-voting), was restricted to scrutinize the E-voting process (Remote E-voting and E-voting during the 40<sup>th</sup> AGM), in a fair and transparent manner and to prepare a Combined Scrutinizer's Report of the votes cast in favour and against the resolutions stated in the Notice, based on the reports generated from the E-voting system provided by KFIN.
- The internal cut-off date for the dispatch of the Notice of the AGM was August 30<sup>th</sup>, 2024 and as on that date, there were 11,415 Members of the Company. As mentioned in the **Applicable Circulars**, KFIN had sent the Notices of the AGM along with Annual Report for the Financial Year 2023-24 and E-voting details by email to 10,815 Members, whose email IDs were made available by the Depositories. For those Members whose email IDs were not available, or held in physical form, who had not registered their email IDs with the RTA, the Notices could not be sent. The Company had advertised in the newspapers, asking those Members who have not provided their email IDs to do so and to the extent, details were provided by the Members were considered for sending the Notice of the 40<sup>th</sup> AGM. The Notices sent through email contained the detailed procedure to be followed by the Members who were desirous of casting their votes electronically as provided in the Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and as provided in the **Applicable Circulars**.
- The Cut-off date for the purposes of identifying the Members who will be entitled to vote on the resolutions placed for approval of the Members was **Friday, September 20, 2024**.
- As prescribed in the aforesaid Rules, the Remote E-Voting facility was kept open for 4 (four) days from **Monday, September 23, 2024 at 09.00 a.m. to Thursday, September 26, 2024 at 5.00 P.M.**
- The Company completed the dispatch of the notices by email to the Members on September 4<sup>th</sup>, 2024.
- As prescribed in Clause IV of the Circular dated May 5, 2020 issued by MCA, which is forming part of the **Applicable Circulars**, the Company had released an advertisement prior to sending Notices to the Shareholders which was published in English in 'Business Standard' on August 30, 2024, newspaper having wide circulation in the district where the Registered Office of the Company is situated and in Marathi in 'Lokmat' on August 30, 2024. The Notice contained the required information as provided under clause IV (a) to (g) of the said circular.



Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained/ less voted i.e invalid votes
	Nos.	%age	Nos.	%age	Nos.
Total votes through Remote e-voting and E-voting at meeting	1,82,33,423	99.999	39	0.001	28

Item 1 of Notice stands **PASSED** with the requisite majority.

**II) Item No. 2 of the Notice (As an Ordinary Resolution):**

To appoint a Director in place of Mr. A. Y. Noorani (DIN: 00041686), who retires by rotation and being eligible, offers himself for re-appointment.

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained/ less voted i.e invalid votes
	Nos.	%age	Nos.	%age	Nos.
Total votes through Remote e-voting and E-voting at meeting	1,82,33,449	99.999	13	0.001	28

Item 2 of Notice stands **PASSED** with the requisite majority.

**III) Item No. 3 of the Notice (As an Ordinary Resolution):**

To appoint a Director in place of Mr. S. Y. Noorani (DIN: 00068423), who retires by rotation and being eligible, offers himself for re-appointment.

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained/ less voted i.e invalid votes
	Nos.	%age	Nos.	%age	Nos.
Total votes through Remote e-voting and E-voting at meeting	1,82,33,449	99.999	13	0.001	28

Item 3 of Notice stands **PASSED** with the requisite majority.

**SPECIAL BUSINESS:**

**IV) Item No. 4 of the Notice (As a Special Resolution):**

Appointment of Mr. Dilip Jayantilal Thakkar (DIN: 00007339) as an Independent Director of the Company.



Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained/ less voted i.e invalid votes Nos.
	Nos.	%age	Nos.	%age	
Total votes through Remote e-voting and E-voting at meeting	1,82,33,449	99.999	13	0.001	28

Item 4 of Notice stands PASSED with the requisite majority.

**V) Item No. 5 of the Notice (As a Special Resolution):**

**Appointment of Amb. Ahmad Javed (DIN: 08668304) as an Independent Director of the Company.**

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained/ less voted i.e invalid votes Nos.
	Nos.	%age	Nos.	%age	
Total votes through Remote e-voting and E-voting at meeting	1,82,33,449	99.999	13	0.001	28

Item 5 of Notice stands PASSED with the requisite majority.

**VI) Item No.6 of the Notice (As a Special Resolution):**

**Re-appointment of Mr. Vaman Madhav Apte (DIN: 00003651) as an Independent Director of the Company.**

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained/ less voted i.e invalid votes Nos.
	Nos.	%age	Nos.	%age	
Total votes through Remote e-voting and E-voting at meeting	1,82,33,449	99.999	13	0.001	28

Item 6 of Notice stands PASSED with the requisite majority.

**VII) Item No. 7 of the Notice (As a Special Resolution):**

**Appointment of Mr. Subramaniam Ramachandran Iyer (DIN: 00580437) as a Non-Independent Non-Executive Director of the Company.**

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained/ less voted i.e invalid votes Nos.
	Nos.	%age	Nos.	%age	
Total votes through Remote e-voting and E-voting at meeting	1,82,33,449	99.999	13	0.001	28

Item 7 of Notice stands PASSED with the requisite majority.



All the Resolutions mentioned in the Notice of 40<sup>th</sup> AGM dated August 8, 2024 as per the details above attached stand **PASSED** under Remote E-voting and E-voting conducted during the 40<sup>th</sup> AGM with the requisite majority and hence deemed to be passed as on the date of the AGM.

I hereby confirm that I am maintaining the soft copy of the Registers received from the KFIN, the Service Provider in respect of the votes cast through Remote E-Voting and E-voting conducted during the 40<sup>th</sup> AGM by the Members of the Company. All other relevant records relating to Remote E-voting and E-voting is under my safe custody and will be handed over to the Company Secretary for safe keeping, after the Chairman signs the Minutes.

Thanking you,

Yours faithfully,



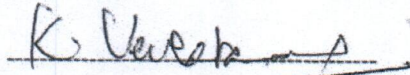
**CS B Narasimhan**  
(Proprietor: BN & Associates)  
Company Secretaries  
(FCS No. 1303 COP No.: 10440)  
UDIN: F001303F001282869

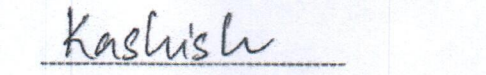


Place: Mumbai

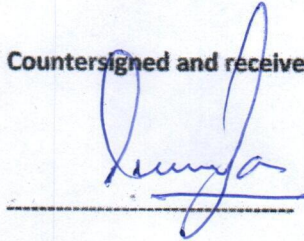
Date: September 27, 2024

The following were the witnesses to the unblocking the votes cast through Remote E-voting and E-voting at the AGM.

  
1. Mr. K. Venkataraman

  
2. Ms. Kashish Tekchandani

Countersigned and received the report:



Signed by Mr. Kumar Iyer  
Authorized by the Board



Place: Mumbai

Date: 27<sup>th</sup> September, 2024.