



## **ARNOLD HOLDINGS LTD.**

**(Non-Banking Finance Company)**

**CIN No. L65993MH1981PLC282783**

Date: 02/10/2024

To,  
**BSE LIMITED**  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai- 400 001.

Scrip ID/Code/ : ARNOLD/537069/ INE185K01036

ISIN

Subject : Voting Results of 42nd Annual General Meeting of the Company held as on September 30, 2024.

Ref : Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015

Dear Sir/Madam,

Pursuant to Regulation 44(3) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, please find enclosed herewith Voting Results of the businesses transacted at the 42<sup>nd</sup> Annual General Meeting of the Members of Arnold Holdings Limited held on Monday, September 30, 2024 at 10:00 A.M. through Video Conferencing / Other Audio Visual Means on the Central Depository Services (India) Limited (CDSL) virtual platform.

Further, Pursuant to the provisions of the Section 108 of the Companies Act, 2013 and Rule 20(4) (xii) of the Companies (Management and Administration) Rules, 2014, Report of the Scrutinizer dated October 01, 2024 is also enclosed herewith.

You are requested to kindly take the same on record.

Yours Faithfully,

Thanking You.

For **Arnold Holdings Limited**

**Raji Jaikumar Panicker**  
**Company Secretary and Compliance Officer**

Place: Mumbai

Encl: Voting Result  
Scrutinizer Report



**ARNOLD HOLDINGS LTD.**

**(Non-Banking Finance Company)  
CIN No. L65993MH1981PLC282783**

### Voting Results

Pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Arnold Holdings Limited | 42<sup>nd</sup> Annual General Meeting | September 30, 2024

Date of AGM	September 30, 2024
Book Closure Date	24 <sup>th</sup> September, 2024 to 30 <sup>th</sup> September, 2024
Total Number of Shareholders as on cutoff date: (23 <sup>rd</sup> September, 2024, cut-off date for E-voting)	3465
Number of shareholders present in meeting either in person or through proxy:	
Promoters & Promoter Group	NA
Public	NA
Number of shareholders attended the meeting through Video Conferencing	
Promoters & Promoter Group	1
Public	45

Agenda-wise

Given below is the agenda wise combined result of remote e-voting and E-voting at the AGM.

**ORDINARY BUSINESS**

**Resolution No.1**

**TO RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED ON 31<sup>ST</sup> MARCH, 2024, TOGETHER WITH THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS' THEREON.**

(Ordinary 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
<b>Promoter &amp; Promoter Group</b>	Remote E- Voting	<b>4820986</b>	<b>4813786</b>	<b>99.85</b>	<b>4813786</b>	<b>0</b>	<b>100</b>	<b>0</b>
	Poll		<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	
	Postal Ballot		<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	
	Total		<b>4820986</b>	<b>4813786</b>	<b>99.85</b>	<b>4813786</b>	<b>0</b>	<b>100</b>
<b>Public - Institutions</b>	Remote E- Voting	<b>295000</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
	Poll		<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	
	Postal Ballot		<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	
	Total		<b>295000</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Public- Non- Institutions</b>	Remote E- Voting	<b>18659014</b>	<b>5444597</b>	<b>29.18</b>	<b>5444578</b>	<b>19</b>	<b>99.99</b>	<b>0.01</b>
	Poll		<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	
	Postal Ballot		<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	
	Total		<b>18659014</b>	<b>5444597</b>	<b>29.18</b>	<b>5444578</b>	<b>19</b>	<b>99.99</b>
<b>Total</b>		<b>23775000</b>	<b>10258383</b>	<b>43.15</b>	<b>10258364</b>	<b>19</b>	<b>99.99</b>	<b>0.01</b>

Detail of Invalid votes	
Category	No. of Votes
<b>Promoter and Promoter Group</b>	0
<b>Public Institutions</b>	0
<b>Public Non-Institutions</b>	0

**Resolution No. 2**

**TO APPOINT A DIRECTOR IN PLACE OF MR. MURARI MALLAWAT, WHOLE TIME DIRECTOR (DIN: 08809840), LIABLE TO RETIRE BY ROTATION IN TERMS OF SECTION 152(6) OF THE COMPANIES ACT, 2013 AND BEING ELIGIBLE, SEEKS RE-APPOINTMENT.**

**(Ordinary 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
<b>Promoter &amp; Promoter Group</b>	Remote E- Voting	<b>4820986</b>	<b>4813786</b>	<b>99.85</b>	<b>4813786</b>	<b>0</b>	<b>100</b>	<b>0</b>
	Poll		<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	
	Postal Ballot		<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	
	<b>Total</b>		<b>4820986</b>	<b>4813786</b>	<b>99.85</b>	<b>4813786</b>	<b>0</b>	<b>100</b>
<b>Public - Institutions</b>	Remote E- Voting	<b>295000</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
	Poll		<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	
	Postal Ballot		<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	
	<b>Total</b>		<b>295000</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Public- Non- Institutions</b>	Remote E- Voting	<b>18659014</b>	<b>5444597</b>	<b>29.18</b>	<b>5444578</b>	<b>19</b>	<b>99.99</b>	<b>0.01</b>
	Poll		<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	
	Postal Ballot		<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	
	<b>Total</b>		<b>18659014</b>	<b>5444597</b>	<b>29.18</b>	<b>5444578</b>	<b>19</b>	<b>99.99</b>
<b>Total</b>		<b>23775000</b>	<b>10258383</b>	<b>43.15</b>	<b>10258364</b>	<b>19</b>	<b>99.99</b>	<b>0.01</b>

Detail of Invalid votes	
Category	No. of Votes
<b>Promoter and Promoter Group</b>	<b>0</b>
<b>Public Institutions</b>	<b>0</b>
<b>Public Non-Institutions</b>	<b>0</b>

**SPECIAL BUSINESS****Resolution No. 3****APPOINTMENT OF MS. RUPALI PRAKASH SAWANT (DIN: 03129589) AS AN INDEPENDENT DIRECTOR.****(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
<b>Promoter &amp; Promoter Group</b>	Remote E- Voting	<b>4820986</b>	<b>4813786</b>	<b>99.85</b>	<b>4813786</b>	<b>0</b>	<b>100</b>	<b>0</b>
	Poll		<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	
	Postal Ballot		<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	
	<b>Total</b>		<b>4820986</b>	<b>4813786</b>	<b>99.85</b>	<b>4813786</b>	<b>0</b>	<b>100</b>
<b>Public - Institutions</b>	Remote E- Voting	<b>295000</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
	Poll		<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	
	Postal Ballot		<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	
	<b>Total</b>		<b>295000</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Public- Non- Institutions</b>	Remote E- Voting	<b>18659014</b>	<b>5444597</b>	<b>29.18</b>	<b>5444578</b>	<b>19</b>	<b>99.99</b>	<b>0.01</b>
	Poll		<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	
	Postal Ballot		<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	
	<b>Total</b>		<b>18659014</b>	<b>5444597</b>	<b>29.18</b>	<b>5444578</b>	<b>19</b>	<b>99.99</b>
<b>Total</b>		<b>23775000</b>	<b>10258383</b>	<b>43.15</b>	<b>10258364</b>	<b>19</b>	<b>99.99</b>	<b>0.01</b>

Detail of Invalid votes	
Category	No. of Votes
<b>Promoter and Promoter Group</b>	0
<b>Public Institutions</b>	0
<b>Public Non-Institutions</b>	0

**Resolution No. 4****APPOINTMENT OF MRS. GAZALA MOHAMMED IRFAN KOLSAWALA (DIN: 07133943) AS A WHOLE TIME DIRECTOR.**  
**(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
<b>Promoter &amp; Promoter Group</b>	Remote E- Voting	<b>4820986</b>	<b>4813786</b>	<b>99.85</b>	<b>4813786</b>	<b>0</b>	<b>100</b>	<b>0</b>
	Poll		<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	
	Postal Ballot		<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	
	<b>Total</b>		<b>4813786</b>	<b>99.85</b>	<b>4813786</b>	<b>0</b>	<b>100</b>	<b>0</b>
<b>Public - Institutions</b>	Remote E- Voting	<b>295000</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
	Poll		<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	
	Postal Ballot		<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	
	<b>Total</b>		<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	
<b>Public- Non- Institutions</b>	Remote E- Voting	<b>18659014</b>	<b>5444597</b>	<b>29.18</b>	<b>5444578</b>	<b>19</b>	<b>99.99</b>	<b>0.01</b>
	Poll		<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	
	Postal Ballot		<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	
	<b>Total</b>		<b>5444597</b>	<b>29.18</b>	<b>5444578</b>	<b>19</b>	<b>99.99</b>	<b>0.01</b>
<b>Total</b>		<b>23775000</b>	<b>10258383</b>	<b>43.15</b>	<b>10258364</b>	<b>19</b>	<b>99.99</b>	<b>0.01</b>

Detail of Invalid votes	
Category	No. of Votes
<b>Promoter and Promoter Group</b>	0
<b>Public Institutions</b>	0
<b>Public Non-Institutions</b>	0

**Resolution No. 5****RE-APPOINTMENT OF MRS. MUNNI DEVI JAIN (DIN: 08194500) AS AN INDEPENDENT DIRECTOR OF THE COMPANY FOR A FURTHER PERIOD OF 5 (FIVE) YEARS.****(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
<b>Promoter &amp; Promoter Group</b>	Remote E- Voting	<b>4820986</b>	<b>4813786</b>	<b>99.85</b>	<b>4813786</b>	<b>0</b>	<b>100</b>	<b>0</b>
	Poll		<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	
	Postal Ballot		<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	
	<b>Total</b>		<b>4820986</b>	<b>4813786</b>	<b>99.85</b>	<b>4813786</b>	<b>0</b>	<b>100</b>
<b>Public - Institutions</b>	Remote E- Voting	<b>295000</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
	Poll		<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	
	Postal Ballot		<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	
	<b>Total</b>		<b>295000</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Public- Non- Institutions</b>	Remote E- Voting	<b>18659014</b>	<b>5443997</b>	<b>29.18</b>	<b>5443978</b>	<b>19</b>	<b>99.99</b>	<b>0.01</b>
	Poll		<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	
	Postal Ballot		<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	
	<b>Total</b>		<b>18659014</b>	<b>5443997</b>	<b>29.18</b>	<b>5443978</b>	<b>19</b>	<b>99.99</b>
<b>Total</b>		<b>23775000</b>	<b>10257783</b>	<b>43.15</b>	<b>10257764</b>	<b>19</b>	<b>99.99</b>	<b>0.01</b>

Detail of Invalid votes	
Category	No. of Votes
<b>Promoter and Promoter Group</b>	0
<b>Public Institutions</b>	0
<b>Public Non-Institutions</b>	0

**Resolution No. 6****RE-POINTMENT OF MR. SUSHIL MAHENDRAKUMAR JHUNJHUNWALA (DIN: 08679362) AS AN INDEPENDENT DIRECTOR OF THECOMPANY FOR A FURTHER PERIOD OF 5 (FIVE) YEARS.****(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
<b>Promoter &amp; Promoter Group</b>	Remote E- Voting	<b>4820986</b>	<b>4813786</b>	<b>99.85</b>	<b>4813786</b>	<b>0</b>	<b>100</b>	<b>0</b>
	Poll		<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	
	Postal Ballot		<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	
	<b>Total</b>		<b>4820986</b>	<b>4813786</b>	<b>99.85</b>	<b>4813786</b>	<b>0</b>	<b>100</b>
<b>Public - Institutions</b>	Remote E- Voting	<b>295000</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
	Poll		<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	
	Postal Ballot		<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	
	<b>Total</b>		<b>295000</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Public- Non- Institutions</b>	Remote E- Voting	<b>18659014</b>	<b>5444597</b>	<b>29.18</b>	<b>5444578</b>	<b>19</b>	<b>99.99</b>	<b>0.01</b>
	Poll		<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	
	Postal Ballot		<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	
	<b>Total</b>		<b>18659014</b>	<b>5444597</b>	<b>29.18</b>	<b>5444578</b>	<b>19</b>	<b>99.99</b>
<b>Total</b>		<b>23775000</b>	<b>10258383</b>	<b>43.15</b>	<b>10258364</b>	<b>19</b>	<b>99.99</b>	<b>0.01</b>

Detail of Invalid votes	
Category	No. of Votes
<b>Promoter and Promoter Group</b>	0
<b>Public Institutions</b>	0
<b>Public Non-Institutions</b>	0

For Arnold Holdings Limited

**Raji Jaikumar Panicker**  
**Company Secretary and Compliance Officer**  
Place: Mumbai



**FORM NO. MGT-13**  
**SCRUTINIZER'S REPORT**

[Pursuant to section 108 of the Companies Act, 2013  
And Rule 20 of the Companies (Management and Administration) Rules, 2014]

To  
The Chairman  
**Arnold Holdings Limited**  
(CIN: L65993MH1981PLC282783)  
For 42<sup>nd</sup> Annual General Meeting of the members  
held on 30<sup>th</sup> September, 2024  
through Video Conferencing (VC) or Other Audio Visual Means (OAVM)  
at 10.00 A.M.

Dear Sir,

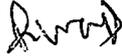
**Sub.: Scrutinizer's report on E voting**

1. I, Ranjit Binod Kejriwal, a Company Secretary in practice, have been appointed as a scrutinizer by the Board of Directors of Arnold Holdings Limited for the purpose of scrutinizing the remote e-voting process along with e-voting process during the said AGM and ascertaining the requisite majority on remote e-voting / e-voting process during the said AGM carried out as per 108 of the Companies Act, 2013 read with Rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014 (Rules) on the resolution contained in the Notice to the 42<sup>nd</sup> Annual General Meeting (AGM) of the members of the company, held through Video Conferencing (VC) or Other Audio Visual Means (OAVM), on Monday, 30<sup>th</sup> September, 2024 at 10.00 A.M.
2. At the 42<sup>nd</sup> AGM of the Company held on 30<sup>th</sup> September, 2024, the Company has also provided facility for e-voting process during the said AGM to the members attending the meeting, who have not already cast their vote by remote e-voting. The chairman of the AGM has appointed me as the Scrutinizer for the same.
3. The management of the company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to remote e-voting and e-voting process during the said AGM conducted for the resolutions contained in the Notice to the 42<sup>nd</sup> AGM of the members of the Company. My responsibility as a scrutinizer for the remote e-voting and e-voting process at the AGM is restricted to make a consolidated Scrutinizer's Report of the votes cast "in Favour" or "against" the resolutions stated above, based on the reports generated from the e-voting system provided by Central Depository Services (India) Limited (CDSL), the agency authorized under the rules and engaged by the company to provide remote e-voting facilities.



4. Further to the above, I submit my reports as under:

- (i) The e-voting period was from Friday, 27<sup>th</sup> September, 2024 at 9.00 a.m. to Sunday, 29<sup>th</sup> September, 2024 at 5.00 p.m.
- (ii) The members of the Company as on the “cut-off” date i.e. 23<sup>rd</sup> September, 2024 were entitled to vote on the resolutions (item No. 01 to 06 set out in the notice of the AGM of the Company).
- (iii) The votes cast were unblocked on 30<sup>th</sup> September, 2024 at 01:03 p.m. in the presence of 2 (Two) witnesses namely **Mr. Pioush Tiwari** and **Ms. Het Palsanawala** who are not in the employment of the Company. They have signed below in the confirmation of the votes being unblocked in their presence.



Name: **Mr. Pioush Tiwari**



Name: **Ms. Het Palsanawala**

- (iv) Thereafter the details containing inter alia, list of Equity Share Holders, who voted “for” / “against” each of the resolutions that were put to vote, were generated from the evoting website of Central Depository Services (India) Limited (CDSL) i.e. <https://www.evotingindia.com/>.
- (v) The combined result of the remote e-voting and e-voting during the AGM is as under:

#### RESOLUTION NO. 1:

**TO RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2024, TOGETHER WITH THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS' THEREON. (ORDINARY RESOLUTION)**

“RESOLVED THAT the Audited Balance Sheet, Profit and loss account and Cash Flow Statement for the year ended 31<sup>st</sup> March, 2024 along with the Auditors Report and Director’s Report, be and are hereby considered, adopted and approved.”

Mode	Members Voted	Total Shares	Favour		Against		Invalid	
			Members	Votes	Members	Votes	Members	Votes
Electronic	120	10258367	116	10258348	4	19	0	0
E-voting At AGM	2	16	2	16	0	0	0	0
<b>Total</b>	<b>122</b>	<b>10258383</b>	<b>118</b>	<b>10258364</b>	<b>4</b>	<b>19</b>	<b>0</b>	<b>0</b>

This resolution is passed as an Ordinary Resolution.

#### RESOLUTION NO. 2:

**TO APPOINT A DIRECTOR IN PLACE OF MR. MURARI MALLAWAT, WHOLE TIME DIRECTOR (DIN: 08809840), LIABLE TO RETIRE BY ROTATION IN TERMS OF SECTION 152(6) OF THE COMPANIES ACT, 2013 AND BEING ELIGIBLE, SEEKS RE-APPOINTMENT. (ORDINARY RESOLUTION)**

“RESOLVED THAT in accordance with the provision of Section 152 (6) and all other applicable provisions, if any, of the Companies Act, 2013, Mr. Murari Mallawat, Whole Time Director (DIN:



08809840) who retires by rotation at this Annual General Meeting, be and is hereby reappointed as Director of the Company, liable to retire by rotation.”

Mode	Members Voted	Total Shares	Favour		Against		Invalid	
			Members	Votes	Members	Votes	Members	Votes
Electronic	120	10258367	116	10258348	4	19	0	0
E-voting At AGM	2	16	2	16	0	0	0	0
<b>Total</b>	<b>122</b>	<b>10258383</b>	<b>118</b>	<b>10258364</b>	<b>4</b>	<b>19</b>	<b>0</b>	<b>0</b>

This resolution is passed as an Ordinary Resolution

**RESOLUTION NO. 3:**

**APPOINTMENT OF MS. RUPALI PRAKASH SAWANT (DIN: 03129589) AS AN INDEPENDENT DIRECTOR. (SPECIAL RESOLUTION)**

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 161, Schedule IV and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Articles of Association of the Company, Ms. Rupali Prakash Sawant (DIN:03129589), who was appointed as an Additional Director (Independent) of the Company with effect from July 10, 2024 and is recommended by Nomination and Remuneration Committee and Board of Directors for appointment as an Independent Director, be and is hereby appointed as an Independent Director of the company who has submitted a declaration that she meets the criteria for the independence as provided in section 149(6) of the Companies Act, 2013 for a period of 5 years commencing from July 10, 2024 to July 09, 2029, and whose office shall not be liable to retire by rotation.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized for and on behalf of the Company to take all necessary steps and to do all such acts, deeds, matters and things which may deem necessary in this behalf.”

Mode	Members Voted	Total Shares	Favour		Against		Invalid	
			Members	Votes	Members	Votes	Members	Votes
Electronic	120	10258367	116	10258348	4	19	0	0
E-voting At AGM	2	16	2	16	0	0	0	0
<b>Total</b>	<b>122</b>	<b>10258383</b>	<b>118</b>	<b>10258364</b>	<b>4</b>	<b>19</b>	<b>0</b>	<b>0</b>

This resolution is passed as a Special Resolution.

**RESOLUTION NO. 4:**

**APPOINTMENT OF MRS. GAZALA MOHAMMED IRFAN KOLSAWALA (DIN: 07133943) AS A WHOLE TIME DIRECTOR. (SPECIAL RESOLUTION)**



**“RESOLVED THAT** in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (Including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to such consents and permissions, as may be required, the approval of the Members of the Company be and is hereby accorded for the proposed appointment of Mrs. Gazala Mohammed Irfan Kolsawala (DIN:07133943), as the Whole Time Director of the Company, for a period of 5 (Five) years commencing from 30<sup>th</sup> September 2024 to 29<sup>th</sup> September 2029, liable to retire by rotation on such terms and conditions as set out in the Explanatory Statement annexed hereto, with liberty to the Board of Directors to vary, amend or revise the remuneration within the maximum ceiling specified under the Act and as may be approved by the Board of Directors.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as the Board which term shall be deemed to include any committee constituted / to be constituted by the Board) be and is hereby authorised to vary, alter, enhance, or widen the scope of remuneration (including fixed salary, incentives & increments thereto and retirement benefits) payable to Mrs. Gazala Mohammed Irfan Kolsawala during her tenure to the extent permitted under Section 197 read with Schedule V of the Act and other applicable provisions, if any, of the Act, without being required to seek any further consent or approval of the member(s) of the Company or otherwise to the end intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** notwithstanding anything to the contrary contained herein above or in the terms and conditions of his appointment, where in any financial year, during the tenure of Mrs. Gazala Mohammed Irfan Kolsawala as Whole Time Director of the Company, the Company has no profits or its profits are inadequate, Mrs. Gazala Mohammed Irfan Kolsawala will be paid, then current remuneration (including fixed salary, incentives & increments thereto and retirement benefits) as minimum remuneration.

**RESOLVED FURTHER THAT** Mrs. Gazala Mohammed Irfan Kolsawala shall continue to work and designated as CFO of the company as envisaged under section 203 of the Companies Act, 2013 at a salary of Rs. 6,00,000 per annum and other employment benefits and such other terms and conditions mentioned in the agreement and as modified by Board from time to time.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to take such steps as may be necessary, to give effect to the above resolution including agreeing to such amendment(s) / modification(s) in the aforesaid clauses as may be required by any authority or as may be deemed fit by the Board.

Mode	Members Voted	Total Shares	Favour		Against		Invalid	
			Members	Votes	Members	Votes	Members	Votes
Electronic	120	10258367	116	10258348	4	19	0	0
E-voting At AGM	2	16	2	16	0	0	0	0
<b>Total</b>	122	10258383	118	10258364	4	19	0	0

This resolution is passed as a Special Resolution.



**RESOLUTION NO. 5:**

**RE-APPOINTMENT OF MRS. MUNNI DEVI JAIN (DIN: 08194500) AS AN INDEPENDENT DIRECTOR OF THE COMPANY FOR A FURTHER PERIOD OF 5 (FIVE) YEARS. (SPECIAL RESOLUTION)**

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 (“the Act”) read with schedule IV and the Rules made thereunder and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“the LODR Regulations”) [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], and Articles of Association of the Company, the approval of the Members of the Company be and is hereby accorded for the proposed re-appointment of Mrs. Munni Devi Jain (DIN: 08194500), Independent Director of the Company who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 for a further period of 5 (Five) years commencing from July 30, 2025 up to July 29, 2030 and whose office shall not be liable to retire by rotation.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized for and on behalf of the Company to take all necessary steps and to do all such acts, deeds, matters and things which may deem necessary in this behalf.”

Mode	Members Voted	Total Shares	Favour		Against		Invalid	
			Members	Votes	Members	Votes	Members	Votes
Electronic	119	10257767	115	10257748	4	19	0	0
E-voting At AGM	2	16	2	16	0	0	0	0
<b>Total</b>	<b>121</b>	<b>10257783</b>	<b>117</b>	<b>10257764</b>	<b>4</b>	<b>19</b>	<b>0</b>	<b>0</b>

This resolution is passed as a Special Resolution.

**RESOLUTION NO. 6:**

**RE-APPOINTMENT OF MR. SUSHIL MAHENDRAKUMAR JHUNJHUNWALA (DIN: 08679362) AS AN INDEPENDENT DIRECTOR OF THE COMPANY FOR A FURTHER PERIOD OF 5 (FIVE) YEARS. (Special resolution)**

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 (“the Act”) read with Schedule IV the Rules made thereunder and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“the LODR Regulations”) [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], and Articles of Association of the Company, the approval of the Members of the Company be and is hereby accorded for the proposed re-appointment of Mr. Sushil Mahendrakumar Jhunjhunwala (DIN: 08679362), Independent Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 for a further period of 5 (Five) years commencing from February 13, 2025 up to February 12, 2030 and whose office shall not be liable to retire by rotation.”



**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized for and on behalf of the Company to take all necessary steps and to do all such acts, deeds, matters and things which may deem necessary in this behalf.”

Mode	Members Voted	Total Shares	Favour		Against		Invalid	
			Members	Votes	Members	Votes	Members	Votes
Electronic	120	10258367	116	10258348	4	19	0	0
E-voting At AGM	2	16	2	16	0	0	0	0
<b>Total</b>	122	10258383	118	10258364	4	19	0	0

This resolution is passed as a Special Resolution.

Thanking You

Yours faithfully,



**Ranjit Binod Kejriwal**  
Practicing Company Secretary  
Membership No. 6116  
CP No. 5985



Place: Surat

Date: 01/10/2024

UDIN: F006116F001404381