Plot No. 30, Institutional Sector-44 Gurgaon-122 002 Haryana (INDIA) CIN: L17299WB1981PLC033331

04th October, 2021

The Calcutta Stock Exchange Limited 7, Lyons Range, Kolkata-700001

Stock Code : 10029405

Scrip ID : SUDHA APPARELS

Sub: VOTING RESULTS AND SCRUTINIZER'S REPORT OF THE 40th ANNUAL GENERAL MEETING AS PER REGULATION 44 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS), 2015

This is to inform that the Annual General Meeting of the Company was held on Thursday, 30th September, 2021 at 11:30 A.M. through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM").

Please find the enclosed following disclosures pursuant to the Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), 2015 pertaining to the said Annual General Meeting.

- 1. Scrutinizer's Report
- 2. Voting Results of the AGM

Submitted for your information and record.

Thanking You,

Yours Faithfully,

For **SUDHA APPARELS LIMITED**

RAJESH GUPTA

COMPANY SECRETARY



Ajit Mishra & Associates

COMPANY SECRETARIES

182-Shubham, Pocket-4, Sector-12, Dwarka, New Delhi-110075 Mob.: +91-9310144664, E-mail: amadelhi12@gmail.com

CONSOLIDATED SCRUTINIZER'S REPORT

(Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 & amendment thereof)

To,
The Chairperson
Annual General Meeting of the Equity Shareholders of
Sudha Apparels Limited
Held on September 30, 2021 at 11:30 A.M

Dear Sir,

Sub: Consolidated Scrutinizer's Report on remote e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 and e-voting for the AGM through video conferencing ('VC') / other audio-visual means ('OAVM') without physical presence of the members at the AGM Venue.

I, Ajit Kumar Mishra, Proprietor of Ajit Mishra & Associates, Practicing Company Secretary, had been appointed as a Scrutinizer by the Board of Directors of Sudha Apparels Limited ('the Company'), pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and amendment thereof and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for the purpose of scrutinizing remote e-voting and e-voting at the AGM in respect of resolution(s) as set out in the Notice dated August 12, 2021 for the AGM held on September 30, 2021 through VC / OAVM without physical presence of the members at the AGM Venue in compliance with MCA Circular No. 20/2020 dated May 05, 2020 read with Circular No. 14/2020 dated April 08, 2020, Circular No. 17/2020 dated April 13, 2020 (collectively referred to as "MCA Circulars") and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 ("SEBI Circular"). The deemed venue of the AGM had been the Registered Office of the Company at 2/5, Sarat Bose Road, Sukh Sagar, Flat No 8A, 8th Floor, Kolkata-700020, West Bengal, India.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules and circular issued by MCA and SEBI relating to conducting of AGM through VC / OAVM and voting through electronic means on the resolutions contained in the Notice of AGM of the Equity Shareholders of the Company.

My responsibility as a Scrutinizer is restricted to make a Consolidated Scrutinizer's Report of votes cast "in favour" or "against" the resolutions stated below, based on the reports

generated from the e-voting system provided by the National Securities Depository Limited (NSDL), the Authorized Agency appointed by the Company for providing remote e-voting facilities and e-voting at the AGM through VC/OAVM.

I have completed the scrutiny of remote e-voting and e-voting at the AGM conducted through VC/OAVM and submit my report as under:-

- The Company had provided the remote e-voting facility and e-voting facility at the AGM through VC/OAVM offered by National Securities Depository Limited (NSDL) to the shareholders of the Company.
- 2. In line with MCA Circulars and SEBI Circular, the Notice calling the AGM had been uploaded on the website of the company on **September 8**, **2021** and on the website of NSDL at www.evoting.nsdl.com.
- 3. The Annual Report along with the Notice of AGM were sent on **Wednesday**, **September 8**, **2021** by the electronic mode to those members whose e-mail addresses were registered with the Company or Depository Participant(s) pursuant to applicable circulars.
- 4. The shareholders holding shares as on the "cut off" date i.e. **September 23, 2021** were entitled to vote on the proposed resolution(s) item no. **1 to 4** as set out in the Notice of the **40**th **AGM** of the Company by remote e-voting or e-voting at AGM through VC/OAVM.
- 5. The remote e-voting period remained open from September 27, 2021 to September 29, 2021.
- 6. At the AGM, the Chairman announced that the facility for e-voting is available to facilitate the Members attending the Meeting through VC/OAVM and who did not participate in the remote e-voting to cast their votes.
- 7. After the conclusion of the AGM, the votes cast through remote e-voting and e-voting at the AGM were unblocked on **Thursday**, **September 30**, **2021 at 12.15 p.m.** in the presence of two witnesses, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

(Sarika)

(Reena Yaday)



The Consolidated Report on the results of remote e-voting and e-voting at the AGM on each resolution are given hereunder:

Tom Polhi A	100				040770	12/012		Total
0.00	100.00	0	522546	71 87	ANACCA	727012		
8 ASS	100.00	0	129096	82.23	129096	157000	Total	
		0	0	0	0		E- voting at the AGM	
							Voting	Public-Non Institutions
0.00	100.00	0	129096	82.23	129096	157000	Remote F-	
0	0	0	0	0	0	0	Total	
	0	0	0	0	0		E- voting at	
	C	0	0	0	0	0	Remote E- Voting	Public-
	00.00		373450	69.02	393450	570012	Total	
0.00	100 00	, 0	0	0	0		E- voting at the AGM	Promoter
) .	393450	69.02	393450	570012	Remote E- Voting	Promoter
0 00						date (1)		
polled (7)=[(5)/(2)]*100	polled (6)=[(4)/(2)]*100	(5)	(4)	Polled on outstanding shares (3)=[(2)/(1)]*100	votes polled (2)	shares held by total members		
% of Votes	% of Votes in	No. of Votes	No. of Votes	% of Votes	No. of	No. of	Mode of Voting	Category
					Z _O	oup are ution	Whether promoter/promoter group are interested in the agenda/resolution	Whether pron
ed Consolidated h, 2021, together	Financial Statements and Audited Consolidated Financial year ended 31st March, 2021, together thereon. (Ordinary Resolution)	771	the Audited ompany for the rs and Auditors	Resolution No.1: Adoption of the Audited Financial Statements of the Company for the with the Reports of the Directors and Auditors	Resolution No.1: Financial Statemonial Sta	Special)	Resolution required: (Ordinary/Special)	Resolution rec

In Favour Against Against 18 18

received.

Invalid votes – Nil

Resolution req	Resolution required: (Ordinary/Special)		Resolution N	Resolution No.2: Appointment of Shri Sunil Grotation and being eligible, offers himself for	of Shri Sunil G fers himself for	re-appointmer	Resolution No.2: Appointment of Shri Sunil Gautam, (DIN-00123376) as Error rotation and being eligible, offers himself for re-appointment (Ordinary Resolution)	tion)
Whether prom	Whether promoter/promoter group are	are	Z o					
	()			of Votes	No. of Votes	No. of Votes		% of Votes
Category	Mode of Voting	No. of shares held by total	No. of votes polled (2)	% of votes Polled on outstanding shares (3)=[(2)/(1)]*100	in favour (4)	against (5)	100	against on votes polled (7)=[(5)/(2)]*100
		on record date						0 00
	Remote E-	570012	393450	69.02	393450			
Promoter	Voting						0	0
and	E- voting at		0	0	C	C		
Group	the AGM	570012	393450	69.02	393450	0	100.00	0.00
	10101			0	0	0	0 8 AS00	0
Public-	Remote E- Voting	0					MISTAN SO	
Institutions							IT NOW DAIL	

						. 1		Total
			046776	71.87	522546	727012		
0.00	100.00	0	FOOFAL					
	100.00	0	129096	82.23	129096	157000	the AGM	
0.00					C		E- voting at	
0	0	0	0					Institutions
							Voting	Public-Non
			į	02.20	129096	157000	Remote E-	
0.00	100.00	0	129096	20.02				
				•	0	0	Total	
0	0	0	0				the AGM	
		C	0	0	0		n coting at	
C	0	0						

In Favour	In Favour	18	Against
	Number of Memeria voice on the	$\frac{1}{\alpha}$	Favour

received.

Invalid votes – Nil



No. of % of Votes No. of Votes % of	0.00	100.00	0	59096	8.13	59096	727012		Total
Imitted for providing loan (Ordinary Resolution) Indication (Imitted States in provides against a favour on votes polled (A) = [(a)/(2)]*100 Imited States in pol				37070	37.64	59096	157000	Total	
	0.00	100 00		7000				the AGM	
	0	0		0	0	0		7	
								Voting	Public-Non Institutions
	0.00	100.00	0	59096		59096	157000	Remote E-	
Limited for providing loan (Ordinary Resolution) Limited for providing loan (Ordinary Resolution)	C	0	0	0	0	0	0	Total	
Limited for providing loan (Ordinary Resolution)	C	0	0	0	0	0			Institutions
cof votes votes by polled shares ecord 3 70012 Of Mo. of Votes (2) (3)=[(2)/(1)]*100 Of No. of Votes (4) (5) (3)=((2)/(1)]*100 Of Votes (5) (3)=((2)/(1)]*100 Of Votes (5) (5) (6)=[(4)/(2)]*100 Of Votes (5) (6)=[(4)/(2)]*100 Of Votes (5) (6)=[(4)/(2)]*100 Of Votes (5) (6)=[(4)/(2)]*100 Of Of Votes (6)=((4)/(2)]*100 Of Of Votes (7)=((5)/(2)]*100 Of Of Of Of Of			c	C	0	0	0	Remote E- Voting	Public-
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Limited for providing loan (Ordinary Resolution Yes) Of Yes No. of % of Votes Votes Polled on in favour	(7)=[(5)/(2)]*100	1)/(2)]*100)/(1)]*10	polled (2)	held by total members on record date (1)		
Limited for providing loan (Ordinary Resolution are Yes	% of Votes against on votes bolled	es	No. of Votes against	No. of Votes in favour	% of Votes Polled on	No. of votes	No. of shares	Mode of Voting	Category
Limited for providing loan (Ordinary Resolutio						Yes	ution	noter/promoter gi the agenda/resol	Whether prom nterested in :
Resolution No.3: Approval to related party lights with the second of the			0	dinary Resolution	oroviding loan (Oro	Limited for	(Special)	Resolution required: (Ordinary/Special)	Resolution rec

Number of Memebrs voted on the kesolulion	the Kesolui
Molling of the second	-10
In Favour	17
Agginst	C
10+2	12

Invalid votes – 393450 (Voted by 5 Members)

Resolution required: (Ordinary/Special) Resolution No.4: Approval for related party transactions with Gautam Fin-Invest Private limited for promoter fromoter group are interested in the against of the against in the against of the providing land (Ordinary Resolution) Yes No. of Votes in the against of the polled on orecard date on record date from the AGM No. of Votes No. of Votes No. of Votes No. of Votes Mo. of Votes			THINGS THE Y						
Resolution No.4: Approval for related party transactions with Gautam Fin-Invest Private limited for providing loan (Ordinary Resolution) Yes			W.					0.00	
Resolution No.4: Approval for related party transactions with Gautam Fin-Invest Private limited for providing loan (Ordinary Resolution) Yes No. of votes Votes Polled on outstanding (2) (3)=[(2)/(1)]*100 112 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0			AS/		0	0	0	the AGM	
Resolution No.4: Approval for related party transactions with Gautam Fin-Invest Private limited for providing loan (Ordinary Resolution) Yes No. of Polled on Polled on Outstanding (2) (3)=[(2)/(1)]*100 (3)=[(2)/(1)]*100 (3)=[(2)/(1)]*100 (3)=[(2)/(1)]*100 (3)=[(3)/(2)]*100 (3)=[(0		1					E- voting at	
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Resolution No.4: Approval for related party transactions with Gautam Fin-Invest Private limited for providing loan (Ordinary Resolution) Yes No. of Votes votes polled on outstanding (4) (2) (3)=[(2)/(1)]*100 (3)=[(2)/(1)]*100 (3)=((2)/(1)]*100 (4) (5) (6)=[(4)/(2)]*100 (7)=[(5)/(2)]*100 (7)=[(5)/(2)]*100 (1) (1) (1) (2) (3) (4) (5) (6) (6) (7) (7) (8) (8) (8) (8) (8) (9) (9) (1) (1) (1) (1) (1) (1	0	0	0					10101	
Resolution No.4: Approval for related party transactions with Gautam Fin-Invest Private limited for providing loan (Ordinary Resolution) Yes No. of Votes votes polled on polled on polled shares (2) (3)=[(2)/(1)]*100 O O O O O O O O O O O O O O O O O O				0	0	0	570012	TOTAL AGAIN	Group
Resolution No.4: Approval for related party transactions with Gautam Fin-Invest Private limited for providing loan (Ordinary Resolution) Yes No. of Votes votes Polled on outstanding (4) (2) (3)=[(2)/(1)]*100 (3) (4) (5) (6)=[(4)/(2)]*100 (7)=[(5)/(2)]*100	0	0						E- voling al	Promoter
Resolution No.4: Approval for related party transactions with Gautam Fin-Invest Private limited for providing loan (Ordinary Resolution) Yes No. of Polled on outstanding (2) (3)=[(2)/(1)]*100 To polled Shares (3)=[(2)/(1)]*100 O O O O O O O O O O O O O O O O O O			C	0	0	0		1 2 2	and
Resolution No.4: Approval for related party transactions with Gautam Fin-Invest Private limited for providing loan (Ordinary Resolution) Yes No. of votes votes polled on polled on shares (2) (3)=[(2)/(1)]*100 O O O O O O O O O O O	0							Voting	Promoter
Resolution No.4: Approval for related party transactions with Gautam Fin-Invest Private limited for providing loan (Ordinary Resolution) Yes No. of Folled on Polled on Ottotes Polled on Ottotes outstanding (4) (3)=[(2)/(1)]*100 OTION OF Polled Polled on Ottotes outstanding (3)=[(2)/(1)]*100 Resolution No.4: Approval for related party transactions with Gautam Fin-Invest Private limitec Resolution) Roof Votes of Votes of Votes in favour on votes polled (7)=[(5)/(2)]*100 OTION OF Polled OTION OF Votes of Votes in favour on votes polled (7)=[(5)/(2)]*100							5/0012	Remote E-	
Resolution No.4: Approval for related party transactions with Gautam Fin-Invest Private limited for providing loan (Ordinary Resolution) Yes No. of Polled on Polled on Outstanding Shares (2) (3)=[(2)/(1)]*100 Resolution No.4: Approval for related party transactions with Gautam Fin-Invest Private limitec % of Votes in favour on votes in favour on votes against polled (5) (6)=[(4)/(2)]*100 (5) (6)=[(4)/(2)]*100	(C	0	0	0				
Resolution No.4: Approval for related party transactions with for providing loan (Ordinary Resolution) Yes No. of Polled on votes votes polled on polled shares (2) (3)=[(2)/(1)]*100 Resolution No.4: Approval for related party transactions with many displayed party transactions with many	0						dale		
Resolution No.4: Approval for related party transactions with for providing loan (Ordinary Resolution) Yes No. of Votes votes polled on polled shares (2) (3)=[(2)/(1)]*100 Resolution No.4: Approval for related party transactions with many displayed							2 2 40		
Resolution No.4: Approval for related party transactions with for providing loan (Ordinary Resolution) Yes No. of Yotes votes polled on polled shares (2) (3)=[(2)/(1)]*100 Resolution No.4: Approval for related party transactions with for providing loan (Ordinary Resolution) No. of Yotes in favour (5)							on record		
Resolution No.4: Approval for related party transactions with for providing loan (Ordinary Resolution) Yes No. of Wotes votes votes polled on outstanding outstanding (2) Shares (2)					(3)=[(2)/(1)] 100		members		
Resolution No.4: Approval for related party transactions with for providing loan (Ordinary Resolution) Yes No. of % of Votes votes polled on outstanding (4) No. of Votes in favour (5)					Sidies (1)1*100	(2)	total		
Resolution No.4: Approval for related party transactions with for providing loan (Ordinary Resolution) Yes No. of Wotes votes Polled on in favour (5)	$(7)=[(5)/(2)]^{-100}$	(6)=[(4)/(2)]*100		(+)	outstanding	polled	held by		
	polled	polled	(5)	(A)	rolled of	votes	shares		
	against on votes		against	in favour	% C1 4 C1 C3	NO. 01	No. of	Mode of Voting	Category
	% of voies		No. of Votes	No. of Votes	of Votes				
	a de Votos						ution	the agenda/resol	interested in
						Yes	roup are	noter/promoter a	
				esolution)	g loan (Ordinary Re	for providin		quirea: (Oralliary)	Resolution red
The state of the s		000000000000000000000000000000000000000	Iduzaciiona wi	related party t	No.4: Approval for	Resolution		. J. Ordinary	
	st Private limited	h Gautam Fin-Inve	a socione wit						

	100.00	0	59096	8.13	59096	727012		Total
0.00	100 00)	10000					
		(37070	37.04	59096	157000	Total	
0.00	100.00	0	10003	27 74			the AGM	
	(C	C	C	0		E- voting at	
0	0	0	0)				11131110110110
								Institutions
							Polling	Public-Non
							1/1 +: 1	
					0,0,0	10/000	Remote E-	
(100.00	C	59096	37 64	20007	167000		

Total 12	Against	In Favour	Number of Memebrs voted on the Resolution
			Olution

Invalid votes – 393450 (Voted by 5 Members)



remain in my safe custody until the Chairperson considers, approves and signs the minutes of aforesaid Annual General The electronic data and other relevant records related to remote e-voting and e-voting at AGM through VC/OAVM shall Meeting and thereafter the same will be handed over to the Secretary of the Company for safe keeping.

Thanking you,

Yours faithfully. For Ajit Mishra & Associates (Company Secretaries)

(Ajit K Mishra) FCS: 9703

CP: 20737

UDIN: F009703C001067353

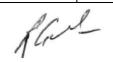
Date : 01st October, 2021 Place: New Delhi

> or Sudha Apparels Limited Countersigned by:

Muttherised Signatory)

Date of the AGM	30 th September, 2021
Total number of shareholders on record date (23.09.2021)	56
No. of shareholders present in the meeting either in person or through	
proxy:	N.A
Promoters and Promoter	
Group: Public:	
No. of Shareholders attended the meeting through Video	11
Conferencing	
Promoters and Promoter	2
Group: Public	9

Resolution r	equired: (Ordinary	/Special)	Financial S	-	Company for th	e Financial ye	tements and Audi ar ended 31 st Marc dinary Resolution)	
	moter/promoter g the agenda/reso		No					
Category	Mode of Voting	No. of shares held by total members on record date (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and	Remote E- Voting	570012	393450	69.02	393450	0	100.00	0.00
Promoter Group	E- voting at the AGM		0	0	0	0	0	0
·	Total	570012	393450	69.02	393450	0	100.00	0.00
Public- Institutions	Remote E- Voting	0	0	0	0	0	0	0
	E- voting at the AGM	1	0	0	0	0	0	0



	Total	0	0	0	0	0	0	0
Public-Non Institutions	Remote E- Voting	157000	129096	82.23	129096	0	100.00	0.00
	E- voting at the AGM		0	0	0	0	0	0
	Total	157000	129096	82.23	129096	0	100.00	0.00
Total		727012	522546	71.87	522546	0	100.00	0.00

Number of Members voted on the	Resolution
In Favour	18
Against	0
Total	18

Invalid votes – Nil

Result – The resolution is passed with requisite majority

Resolution required: (Ordinary/Special) Whether promoter/promoter group are interested in the agenda/resolution				n No.2: Appointment offers himself for re-		-	-	or, who retires by
			No					
Category	Mode of Voting	No. of shares held by total members on record date	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

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		(1)						
Promoter and	Remote E- Voting	570012	393450	69.02	393450	0	100.00	0.00
Promoter Group	E- voting at the AGM		0	0	0	0	0	0
	Total	570012	393450	69.02	393450	0	100.00	0.00
Public- Institutions	Remote E- Voting	0	0	0	0	0	0	0
	E- voting at the AGM		0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public-Non Institutions	Remote E- Voting	157000	129096	82.23	129096	0	100.00	0.00
	E- voting at the AGM		0	0	0	0	0	0
	Total	157000	129096	82.23	129096	0	100.00	0.00
Total		727012	522546	71.87	522546	0	100.00	0.00

Number of Members voted on the Resolution							
In Favour	18						
Against	0						
Total	18						

Invalid votes – Nil

Resolution required: (Ordinary/Special) Whether promoter/promoter group are interested in the agenda/resolution		Resolution No.3: Approval for related party transactions with Pushpanjali Investrade Private Limited for providing loan (Ordinary Resolution) No							
Promoter and	Remote E- Voting	570012	0	0	0	0	0	0.00	
Promoter Group	E- voting at the AGM		0	0	0	0	0	0	
·	Total	570012	0	0	0	0	0	0.00	
Public- Institutions	Remote E- Voting	0	0	0	0	0	0	0	
	E- voting at the AGM		0	0	0	0	0	0	
	Total	0	0	0	0	0	0	0	
Public-Non Institutions	Remote E- Voting	157000	59096	37.64	59096	0	100.00	0.00	
	E- voting at the AGM		0	0	0	0	0	0	
	Total	157000	59096	37.64	59096	0	100.00	0.00	
Total		727012	59096	8.12	59096	0	100.00	0.00	

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Number of Members voted on the	Resolution
In Favour	17
Against	0
Total	17

Invalid votes – 393450

Resolution required: (Ordinary/Special)		Resolution No.4: Approval for related party transactions with Gautam Fin-Invest Private limited for providing loan (Ordinary Resolution)							
	emoter/promoter g n the agenda/reso		No						
Category	Mode of Voting	No. of shares held by total members on record date (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	
Promoter and	Remote E- Voting	570012	0	0	0	0	0	0.00	
Promoter Group	E- voting at the AGM		0	0	0	0	0	0	
·	Total	570012	0	0	0	0	0	0.00	
Public- Institutions	Remote E- Voting	0	0	0	0	0	0	0	



	E- voting at the AGM		0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public-Non Institutions	Remote E- Voting	157000	59096	37.64	59096	0	100.00	0.00
	E- voting at the AGM		0	0	0	0	0	0
	Total	157000	59096	37.64	59096	0	100.00	0.00
Total	<u>I</u>	727012	59096	8.12	59096	0	100.00	0.00

Number of Members voted on the Resolution						
In Favour	17					
Against	0					
Total	17					

Invalid votes – 393450

Result – The resolution is passed with requisite majority

flore