

September 27, 2023

To, The BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai- 400 001.

Scrip Code: 509546

Dear Sir/Madam,

# Sub.: Submissions pertaining to the 62<sup>nd</sup> Annual General Meeting of the Company held on Wednesday, September 27, 2023.

This is to inform that the 62<sup>nd</sup> Annual General Meeting (AGM) of the Company was held on Wednesday, September 27, 2023 and the items of business stated in the Notice convening the said AGM dated August 25, 2023 were transacted. In this regard, please find enclosed the below:

- a. Summary of proceedings of the AGM, as required under Regulation 30, Part A of Schedule III to the SEBI Listing Regulations marked as Annexure A;
- b. Voting results of the AGM pursuant to Regulation 44 of the Listing Regulations marked as Annexure B;
- c. Consolidated Report of the Scrutinizer dated September 27, 2023, on remote e-voting and electronic voting at the AGM marked as Annexure C.

Kindly take the same on your record. Thanking you.

Yours sincerely,

For GRAVISS HOSPITALITY LIMITED,

Jalpa G. Modi,

Company Secretary and Compliance Office



Annexure A

# BRIEF PROCEEDINGS OF THE 62<sup>nd</sup> ANNUAL GENERAL MEETING OF GRAVISS HOSPITALITY LIMITED HELD ON WEDNESDAY, SEPTEMBER 27, 2023 AT 12:30 P.M. IST THROUGH VIDEO CONFERENCING AND OTHER AUDIO VISUAL MEANS.

The 62<sup>nd</sup> Annual General Meeting (AGM) of the Company was held on Wednesday, 27<sup>th</sup> September, 2023, through two-way Video Conference (VC) /Other Audio Visual Means (OAVM) in accordance with the applicable provisions of Companies Act, 2013 read with the Rules issued thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The meeting commenced at 12.30 P.M. IST. The deemed venue for the AGM was registered office of the Company situated at Plot No. A4 & A5, Khandala MIDC, Phase II Kesurdi, Khandala 412801.

Mr. Romil Ratra - Chief Executive Officer and Whole Time Director, Mrs. Tina Pardal - Non-Executive and Independent Director, Mr. Mahendra V. Doshi - Non-Executive and Independent Director & Chairman of Audit Committee, Mr. Farangilal Goyal - Chief Financial Officer were present throughout the meeting.

Mrs. Tina Pardal welcomed everyone and proposed the appointment of Mr. Romil Ratra, Chief Executive Officer and Whole Time Director as the Chairman of the Meeting. Mr. Romil Ratra ("Chairman") being duly appointed chaired the meeting and then went on to apprise the shareholders on some important information and pre-requisites for the Annual General Meeting. He further informed the shareholders that Members who were present at the AGM and had not casted their votes electronically through remote e-voting, were provided an opportunity to cast their votes at the Meeting. He then started the formal proceedings.

The requisite quorum being present through Video Conferencing, the Chairman called the meeting to order. The Statutory Auditors represented by Mr. Akshay Chauhan and Mr. Mahesh Rajora of M/s. A. T. Jain & Co. and the Secretarial Auditor and Scrutinizer for the Meeting, Mr. Martinho Ferrao of M/s. Martinho Ferrao & Associates were also present during the meeting.

As per the records of attendance, 24 members were present.

The Notice convening the AGM and the Auditor's Report on Standalone and Consolidated Financial Statements were taken as read.

The Chairman then invited the Members for asking any queries / concerns. Queries raised by 3 shareholders were duly addressed by the Chairman.

The Chairman then thanked the Members for their continued support and for attending and participating in the Meeting. He also thanked the Directors for joining the Meeting. The e-voting facility was kept open for the next 15 minutes to enable the Members to cast their vote. The meeting concluded at 01:07 P.M. IST (Including time provided for voting to Shareholders who had not casted their votes through e-voting).

The Chairman announced that the e-Voting facility was open and the following resolutions set out in the notice convening the AGM were put to vote by remote e-Voting before/ during the Meeting:



| ORDIN  | ARY BUSINESS:   |                     |
|--------|---|---------------------|
| 1.     | To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements for the Financial Year ended 31st March 2023, together with the Reports of the Board of Directors and Auditors thereon. | Ordinary Resolution |
| SPECIA | L BUSINESS:   |                     |
| 2.     | To appoint a Director in place of Mr. Ravi Ghai (DIN: 00074612) who retires by rotation and being eligible, offers himself for reappointment.   | Special Resolution  |
| 3.     | Appointment Of Mr. Shivaan Ghai (DIN: 09256305) As A Non-<br>Executive Non Independent Director   | Ordinary Resolution |
| 4.     | Appointment Of Mr. Saharsh Daga (DIN: 10272515) As A Non-<br>Executive Non Independent Director   | Ordinary Resolution |
| 5.     | Appointment Of Mr. Vikram Rajendra Seth (DIN: 00234960) As A Non-Executive Non Independent Director   | Ordinary Resolution |
| 6.     | To Approve Payment Of Professional And Consultancy Charges To Mr. Ravi Ghai, Non-Executive - Non Independent Director-Chairperson And Execute Consultancy Agreement With Mr. Ravi Ghai                              | Special Resolution  |

Post the conclusion of the remote e-voting, the Scrutinizers' report was received.

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All the Resolutions have been passed unanimously.

This is for your information and records.

Thanking you,

For GRAVISS HOSPITALITY LIMITED,

Jalpa G. Modi,

Company Secretary and Compliance Officer

|   |                        |             | Gravis          | s Hospitality I  | imited       |              |                   |                    |  |  |
|---|------------------------|-------------|-----------------|--|--------------|--------------|-------------------|--------------------|--|--|
|   |                        |             | 1 - To receive, | - To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements for the Financial Year ended 31st March 2023, together with the Reports of the Board of Directors and Auditors |              |              |                   |                    |  |  |
| Resolution Required : (Ordi   | nary)                  |             | thereon.        | hereon.  |              |              |                   |                    |  |  |
| Whether promoter/ promoter group are interested in the agenda/resolution? |                        |             |                 |  |              |              |                   |                    |  |  |
| Category  | Mode of                |             |                 |  |              |              |                   |                    |  |  |
|   | Voting                 |             |                 | % of Votes Polled  |              |              | % of Votes in     |                    |  |  |
|   |                        | No. of      | No. of votes    | on outstanding   | No. of Votes | No. of Votes | favour on votes   | % of Votes against |  |  |
|   |                        | shares held | polled          | shares   | – in favour  | -Against     | polled            | on votes polled    |  |  |
|   |                        | [1]         | [2]             | [3]={[2]/[1]}*100  | [4]          | [5]          | [6]={[4]/[2]}*100 | [7]={[5]/[2]}*100  |  |  |
|   | E-Voting               |             | 52736285        | 100.0000   | 52736285     | 0            | 100.0000          | 0.0000             |  |  |
| Promoter and Promoter   | Poll                   |             | 0               | 0.0000   | 0            | 0            | 0.0000            | 0.0000             |  |  |
| Group   |                        | 52736285    |                 |  |              |              |                   |                    |  |  |
| Group   | Postal Ballot          |             | 0               | 0.0000   | о            | 0            | 0.0000            | 0.0000             |  |  |
|   | Total                  |             | 52736285        | 100.0000   | 52736285     | 0            | 100.0000          | 0.0000             |  |  |
|   | E-Voting               |             | 0               | 0.0000   | 0            | 0            | 0.0000            | 0.0000             |  |  |
|   | Poll                   |             | 0               | 0.0000   | 0            | 0            | 0.0000            | 0.0000             |  |  |
| Public Institutions   |                        | o           |                 |  |              |              |                   |                    |  |  |
|   | Postal Ballot          |             | 0               | 0.0000   | 0            | 0            | 0.0000            | 0.0000             |  |  |
|   | Total                  |             | 0               | 0.0000   | 0            | 0            | 0.0000            | 0.0000             |  |  |
|   | E-Voting               |             | 7097575         | 39.9125  | 7097575      | 0            | 100.0000          | 0.0000             |  |  |
|   | Poll                   |             | 35              | 0.0002   | 35           | 0            | 100.0000          | 0.0000             |  |  |
| Public Non Institutions   |                        | 17782850    |                 |  |              |              |                   |                    |  |  |
|   | Postal Ba <b>l</b> lot |             | 0               | 0.0000   | 0            | 0            | 0.0000            | 0.0000             |  |  |
|   | Total                  |             | 7097610         | 39.9127  | 7097610      | 0            | 100.0000          | 0.0000             |  |  |
| Total   |                        | 70519135    | 59833895        | 84.8477  | 59833895     | 0            | 100.0000          | 0.0000             |  |  |



|   |               |             | Graviss      | Hospitality L  | imited       |              |                   |                    |  |
|---|---------------|-------------|--------------|--|--------------|--------------|-------------------|--------------------|--|
| Resolution Required : (Spec   | ial)          |             | I            | - To appoint a Director in place of Mr. Ravi Ghai (DIN 00074612) who retires by rotation and being ligible, offers himself for re-appointment. |              |              |                   |                    |  |
| Whether promoter/ promoter group are interested in the agenda/resolution? |               |             |              |  |              |              |                   |                    |  |
| Category  | Mode of       |             |              |  |              |              | 2                 |                    |  |
|   | Voting        |             |              | % of Votes Polled  |              |              | % of Votes in     |                    |  |
|   |               | No. of      | No. of votes | on outstanding   | No. of Votes | No. of Votes | favour on votes   | % of Votes against |  |
|   |               | shares held | polled       | shares   | - in favour  | –Against     | polled            | on votes polled    |  |
|   |               | [1]         | [2]          | [3]={[2]/[1]}*100  | [4]          | [5]          | [6]={[4]/[2]}*100 | [7]={[5]/[2]}*100  |  |
|   | E-Voting      |             | 52736285     | 100.0000   | 52736285     | 0            | 100.0000          | 0.0000             |  |
| Promoter and Promoter   | Poll          |             | 0            | 0.0000   | 0            | 0            | 0.0000            | 0.0000             |  |
| l I   |               | 52736285    |              |  |              |              |                   |                    |  |
| Group   | Postal Ballot |             | 0            | 0.0000   | 0            | 0            | 0.0000            | 0.0000             |  |
|   | Total         |             | 52736285     | 100.0000   | 52736285     | 0            | 100.0000          | 0.0000             |  |
|   | E-Voting      |             | 0            | 0.0000   | 0            | 0            | 0.0000            | 0.0000             |  |
|   | Poll          |             | 0            | 0.0000   | 0            | 0            | 0.0000            | 0.0000             |  |
| Public Institutions   |               | 0           |              |  |              |              |                   |                    |  |
|   | Postal Ballot |             | 0            | 0.0000   | 0            | 0            | 0.0000            | 0.0000             |  |
|   | Total         |             | 0            | 0.0000   | 0            | 0            | 0.0000            | 0.0000             |  |
|   | E-Voting      |             | 7097575      | 39.9125  | 7097575      | 0            | 100.0000          | 0.0000             |  |
|   | Poll          |             | 35           | 0.0002   | 35           | 0            | 100.0000          | 0.0000             |  |
| Public Non Institutions   |               | 17782850    |              |  |              |              |                   |                    |  |
|   | Postal Ballot |             | 0            | 0.0000   | 0            | 0            | 0.0000            | 0.0000             |  |
|   | Total         |             | 7097610      | 39.9127  | 7097610      | 0            | 100.0000          | 0.0000             |  |
| Total   |               | 70519135    | 59833895     | 84.8477  | 59833895     | 0            | 100.0000          | 0.0000             |  |



|   |                   |             | Gravis                | s Hospitality l   | imited             |              |                               |                             |  |  |
|---|-------------------|-------------|-----------------------|---|--------------------|--------------|-------------------------------|-----------------------------|--|--|
| Resolution Required : (Ordi   | nary)             |             | 3 - Appointme         | 3 - Appointment Of Mr. Shivaan Ghai (Din: 09256305) As A Non-Executive Non Independent Director |                    |              |                               |                             |  |  |
| Whether promoter/ promoter group are interested in the agenda/resolution? |                   |             |                       |   |                    |              |                               |                             |  |  |
| Category  | Mode of<br>Voting | No. of      | No. of votes          | % of Votes Polled on outstanding  |                    | No. of Votes |                               | % of Votes against          |  |  |
|   |                   | shares held | polled                | shares  | – in favour<br>[4] | -Against     | polled                        | on votes polled             |  |  |
|   | E-Voting          | [1]         | [ <b>2</b> ] 52736285 | [3]={[2]/[1]}*100<br>100.0000   | 52736285           | [5]          | [6]={[4]/[2]}*100<br>100.0000 | [7]={[5]/[2]}*100<br>0.0000 |  |  |
|   | Poll              |             | 0                     | 0.0000  | 0                  |              | 0.0000                        |                             |  |  |
| Promoter and Promoter<br>Group  | Postal Ballot     | 52736285    | 0                     | 0.0000  | 0                  | 0            | 0.0000                        |                             |  |  |
|   | Total             |             | 52736285              | 100.0000  | 52736285           | 0            | 100.0000                      | 0.0000                      |  |  |
|   | E-Voting          |             | 0                     | 0.0000  | 0                  | 0            | 0.0000                        | 0.0000                      |  |  |
|   | Poll              |             | 0                     | 0.0000  | 0                  | 0            | 0.0000                        | 0.0000                      |  |  |
| Public Institutions   | Postal Ballot     | 0           | 0                     | 0.0000  | o                  | 0            | 0.0000                        | 0.0000                      |  |  |
|   | Total             |             | 0                     | 0.0000  | 0                  | 0            | 0.0000                        | 0.0000                      |  |  |
|   | E-Voting          |             | 7097575               | 39.9125   | 7097575            | 0            | 100.0000                      | 0.0000                      |  |  |
|   | Poll              |             | 35                    | 0.0002  | 35                 | 0            | 100.0000                      | 0.0000                      |  |  |
| Public Non Institutions   | Postal Ballot     | 17782850    | 0                     | 0.0000  | 0                  | 0            | 0.0000                        | 0.0000                      |  |  |
|   | Total             |             | 7097610               | 39.9127   | 7097610            |              | 100.0000                      |                             |  |  |
| Total   | Total             | 70519135    | 59833895              | 84.8477   | 59833895           |              | 100.0000                      |                             |  |  |



|   |                   |              | Gravis        | s Hospitality l                  | imited.         |                |                               |                    |
|---|-------------------|--------------|---------------|----------------------------------|-----------------|----------------|-------------------------------|--------------------|
| Resolution Required : (Ordi   | nary)             |              | 4 - Appointme | nt Of Mr. Saharsh Da             | ga (Din: 10272) | 515) As A Non- | Executive Non Indepe          | endent Director    |
| Whether promoter/ promoter group are interested in the agenda/resolution? |                   | nterested in |               |                                  |                 |                |                               |                    |
| Category  | Mode of<br>Voting | No. of       | No. of votes  | % of Votes Polled on outstanding | No. of Votes    | No. of Votes   | % of Votes in favour on votes | % of Votes against |
|   |                   | shares held  | polled        | shares                           | – in favour     | -Against       | polled                        | on votes polled    |
|   |                   | [1]          | [2]           | [3]={[2]/[1]}*100                | [4]             | [5]            | [6]={[4]/[2]}*100             | [7]={[5]/[2]}*100  |
|   | E-Voting          |              | 52736285      | 100.0000                         | 52736285        | 0              | 100.0000                      | 0.0000             |
| Promoter and Promoter   | Poll              |              | 0             | 0.0000                           | 0               | 0              | 0.0000                        | 0.000.0            |
| Group   | Postal Ballot     | 52736285     | 0             | 0.0000                           | 0               | 0              | 0.0000                        | 0.0000             |
|   | Total             |              | 52736285      | 100.0000                         | 52736285        | 0              | 100.0000                      | 0.0000             |
|   | E-Voting          |              | 0             | 0.0000                           | 0               | 0              | 0.0000                        | 0.0000             |
|   | Poll              |              | 0             | 0.0000                           | 0               | 0              | 0.0000                        | 0.0000             |
| Public Institutions   |                   | o            |               |                                  |                 |                |                               |                    |
|   | Postal Ballot     |              | 0             | 0.0000                           | 0               | 0              | 0.0000                        | 0.0000             |
|   | Total             |              | 0             | 0.0000                           | 0               | 0              | 0.0000                        | 0.0000             |
|   | E-Voting          |              | 7097575       | 39.9125                          | 7097575         | 0              | 100.0000                      | 0.0000             |
|   | Poll              |              | 35            | 0.0002                           | 35              | 0              | 100.0000                      | 0.0000             |
| Public Non Institutions   |                   | 17782850     |               |                                  |                 |                |                               |                    |
|   | Postal Ballot     |              | 0             | 0.0000                           | 0               | 0              | 0.0000                        | 0.0000             |
|   | Total             |              | 7097610       | 39.9127                          | 7097610         | 0              | 100.0000                      | 0.0000             |
| Total   |                   | 70519135     | 59833895      | 84.8477                          | 59833895        | 0              | 100.0000                      | 0.0000             |



|   |                   |                    | Gravis                    | s Hospitality L   | imited                   |                          |                        |                                    |  |
|---|-------------------|--------------------|---------------------------|---|--------------------------|--------------------------|------------------------|------------------------------------|--|
| Resolution Required : (Ordi   | nary)             |                    | 5 - Appointme<br>Director | - Appointment Of Mr. Vikram Rajendra Seth (Din 00234960) As A Non-Executive Non Independent<br>Director |                          |                          |                        |                                    |  |
| Whether promoter/ promoter group are interested in the agenda/resolution? |                   |                    |                           |   |                          |                          |                        |                                    |  |
| Category  | Mode of<br>Voting |                    |                           | % of Votes Polled   |                          |                          | % of Votes in          |                                    |  |
|   |                   | No. of shares held | No. of votes polled       | on outstanding shares   | No. of Votes – in favour | No. of Votes<br>–Against | favour on votes polled | % of Votes against on votes polled |  |
|   | 1                 | [1]                | [2]                       | [3]={[2]/[1]}*100   | [4]                      | [5]                      | [6]={[4]/[2]}*100      | [7]={[5]/[2]}*100                  |  |
|   | E-Voting          |                    | 52736285                  | 100.0000  | 52736285                 | 0                        | 100.0000               | 0.0000                             |  |
| Promoter and Promoter   | Poll              |                    | 0                         | 0.0000  | 0                        | 0                        | 0.0000                 | 0.0000                             |  |
| Group   | Postal Ballot     | 52736285           | 0                         | 0.0000  | 0                        | 0                        | 0.0000                 |                                    |  |
|   | Total             |                    | 52736285                  | 100.0000  | 52736285                 | 0                        | 100.0000               |                                    |  |
|   | E-Voting          |                    | 0                         | 0.0000  | 0                        | 0                        | 0.0000                 |                                    |  |
|   | Poll              |                    | 0                         | 0.0000  | 0                        | 0                        | 0,0000                 | 0.0000                             |  |
| Public Institutions   | Postal Ballot     | 0                  | 0                         | 0.0000  | О                        | 0                        | 0.0000                 | 0.0000                             |  |
|   | Total             |                    | 0                         | 0.0000  | 0                        | 0                        | 0.0000                 | 0.0000                             |  |
|   | E-Voting          |                    | 7097575                   | 39.9125   | 7097575                  | 0                        | 100.0000               | 0.0000                             |  |
|   | Poll              |                    | 35                        | 0.0002  | 35                       | 0                        | 100.0000               | 0.0000                             |  |
| Public Non Institutions   |                   | 17782850           |                           |   |                          |                          |                        |                                    |  |
|   | Postal Ballot     |                    | 0                         | 0.0000  | 0                        | 0                        | 0.0000                 | 0.0000                             |  |
|   | Total             |                    | 7097610                   | 39.9127   | 7097610                  | 0                        | 100.0000               | 0.0000                             |  |
| Total   |                   | 70519135           | 59833895                  | 84.8477   | 59833895                 | 0                        | 100.0000               | 0.0000                             |  |



|   |                   |                    | Gravis       | s Hospitality L  | imited                   |                       |                        |                                    |  |
|---|-------------------|--------------------|--------------|--|--------------------------|-----------------------|------------------------|------------------------------------|--|
| Resolution Required : (Spec   | ial)              |                    |              | 5 - To Approve Payment Of Professional And Consultancy Charges To Mr. Ravi Ghai, Non-Executive - Non ndependent Director-Chairperson And Execute Consultancy Agreement With Mr. Ravi Ghai. |                          |                       |                        |                                    |  |
| Whether promoter/ promoter group are interested in the agenda/resolution? |                   |                    |              |  |                          |                       |                        |                                    |  |
| Category  | Mode of<br>Voting |                    |              | % of Votes Polled  |                          |                       | % of Votes in          |                                    |  |
|   |                   | No. of shares held | No. of votes | on outstanding shares  | No. of Votes - in favour | No. of Votes -Against | favour on votes polled | % of Votes against on votes polled |  |
|   |                   | [1]                | [2]          | [3]={[2]/[1]}*100  | [4]                      | [5]                   | [6]={[4]/[2]}*100      | [7]={[5]/[2]}*100                  |  |
|   | E-Voting          |                    | 52736285     | 100.0000   | 52736285                 | 0                     | 100.0000               |                                    |  |
| Promoter and Promoter   | Poll              |                    | 0            | 0.0000   | 0                        | 0                     | 0.0000                 | 0.0000                             |  |
| Group   |                   | 52736285           |              |  |                          |                       |                        |                                    |  |
| Group   | Postal Ballot     |                    | 0            | 0.0000   | 0                        | 0                     | 0.0000                 | 0.0000                             |  |
|   | Total             |                    | 52736285     | 100.0000   | 52736285                 | 0                     | 100.0000               |                                    |  |
|   | E-Voting          |                    | 0            | 0.0000   | 0                        | 0                     | 0.0000                 | 0.0000                             |  |
|   | Poll              |                    | 0            | 0.0000   | 0                        | 0                     | 0.0000                 | 0.0000                             |  |
| Public Institutions   |                   | 0                  |              |  |                          |                       |                        |                                    |  |
|   | Postal Ballot     |                    | 0            | 0.0000   | 0                        | 0                     | 0.0000                 | 0.0000                             |  |
|   | Total             |                    | 0            | 0.0000   | 0                        | 0                     | 0.0000                 | 0.0000                             |  |
|   | E-Voting          |                    | 7097575      | 39.9125  | 7097575                  | 0                     | 100.0000               | 0.0000                             |  |
|   | Poli              |                    | 35           | 0.0002   | 35                       | 0                     | 100.0000               | 0.0000                             |  |
| Public Non Institutions   |                   | 17782850           |              |  |                          |                       |                        |                                    |  |
|   | Postal Ballot     |                    | 0            | 0.0000   | 0                        | 0                     | 0.0000                 | 0.0000                             |  |
|   | Total             |                    | 7097610      | 39.9127  | 7097610                  | 0                     | 100.0000               | 0.0000                             |  |
| Total   |                   | 70519135           | 59833895     | 84.8477  | 59833895                 | 0                     | 100.0000               | 0.0000                             |  |



# MARTINHO FERRAO & ASSOCIATES



# Company Secretaries

Level 3, Office # 301, Dhun Building, 23/25 Janmabhoomi Marg, Fort, Mumbai - 400 001

Tel: +91 22 2202 4366 Email: mferraocs@yahoo.com Website: www.csmartinhoandassociates.com

#### CONSOLIDATED SCRUTINIZER'S REPORT

(Voting through remote e-voting and e-voting during the Annual General Meeting)

[Pursuant to Section 108 of the Companies Act, 2013 (as amended) and Companies (Management and Administration) Rules, 2014 (as amended)]

To,

The Chairman of 62<sup>nd</sup> Annual General Meeting ("62<sup>nd</sup> AGM", "AGM") of the Members of **GRAVISS HOSPITALITY LIMITED (CIN: L55101PN1959PLC012761)**, held on Wednesday, 27<sup>th</sup> September 2023 at 12:30 p.m. (IST) through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") facility.

#### Dear Sir,

- 1. I, Martinho Ferrao, a Company Secretary in Practice and Proprietor of Martinho Ferrao & Associates, Company Secretaries (FCS: 6221 and C.P. No.: 5676), Mumbai, has been duly appointed as the Scrutinizer by the Board of Directors of GRAVISS HOSPITALITY LIMITED (the "Company") for the purpose of scrutinizing the process of voting through remote e-voting and e-voting during the AGM under the provisions of Section 108 of the Companies Act, 2013 (as amended) (the "Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) (the "Rules") and the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) and pursuant to General Circular No. 10/2022 dated 28th December, 2022, General Circular No. 20/2020 dated 5th May, 2020, MCA General Circular Nos. 14 & 17/2020 dated 8th April, 2020 and 13th April, 2020 respectively, and SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January 2021 read with SEBI Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 05th January, 2023 (collectively referred to as the "SEBI Circulars"), on the proposed resolutions contained in the Notice of 62nd AGM of the Members of the Company dated 25th August, 2023 (the "Notice").
  - 2. The Management of the Company is responsible to ensure the compliance of the requirements of the Act and Rules relating to remote e-voting and e-voting during the 62<sup>nd</sup> AGM on the proposed resolutions contained in the Notice. My responsibility as a Scrutinizer for the process of voting through remote e-voting and e-voting during the 62<sup>nd</sup> AGM is to ensure that the voting process is conducted in a fair and transparent manner and is restricted to making a Scrutinizer's Report for the votes cast in "favour" or "against" on the resolutions proposed in the Notice, based on the reports generated from the e-voting system provided by Link Intime India Private Limited (LIIPL), the agency authorized under the Rules and engaged by the Company to provide platform for voting through remote e-voting and e-voting during the 62<sup>nd</sup> AGM and platform for VC/ OAVM facility for participation in the 62<sup>nd</sup> AGM.

- 3. As confirmed by the Company, the Notice of the 62<sup>nd</sup> AGM along with the Annual Report was sent through electronic mode to the Members whose email addresses are registered with the Company / CDSL/ Depository Participant(s), and also physical copies of the Annual Report to shareholders who had requested for the same, in compliance with the MCA Circulars and SEB1 Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12<sup>th</sup> May, 2020.
- 4. Post-dispatch of the Notice and Annual Report 2022-23, the requisite advertisement pursuant to the Rules and the MCA Circulars was published by the Company on 1<sup>st</sup> September 2023 in "The Financial Express-all Editions" (English) and "Lokmanthan- Satara" (Marathi).
- 5. In terms of the Notice, the remote e-voting facility was kept open for three days from Sunday, September 24, 2023 at 9:00 A.M. (IST) and ended on Tuesday, September 26, 2023 at 5:00 P.M. (IST) and Members were requested to cast their votes electronically conveying their assent or dissent in respect of the resolutions on the e-voting platform provided by LIIPL.
- 6. The Members of the Company as on the "cut-off' date, i.e. 20th September, 2023 (end of day) were entitled to avail the facility of remote e-voting or voting during the AGM on all the resolutions proposed in the Notice.
- 7. At the end of the remote e-voting period on 26<sup>th</sup> September, 2023 at 5:00 P.M. (IST), the voting portal of the service provider i.e. LIIPL was blocked forthwith.
- 8. At the 62<sup>nd</sup> AGM of the Company held on 27<sup>th</sup> September, 2023, the Chairman at the end of discussions on the resolutions announced that the facility for e-voting is available for voting by the Members attending the Meeting through VC / OAVM facility and who have not participated in the remote e-voting.
- 9. Immediately after the conclusion of the e-voting during the AGM on the 27<sup>th</sup> September, 2023, the electronic votes cast were unblocked by me in the presence of two witnesses (who are not in employment of the Company). Subsequently, the votes cast were reconciled with the records maintained by the Company and the authorizations lodged with the Company.
- 10. Thereafter, the information regarding list of the Members, who voted "for" or "against" or "abstained" and such other requisite details on each of the resolutions that were put to vote, were derived from the report generated from the e-voting website of LIIPL, including votes cast by the Members during the AGM.



11. I submit my Consolidated Scrutinizer's Report on the results of voting through remote e-voting and e-voting during the  $62^{nd}$  AGM as under: -

# ITEM NO. 1: ORDINARY RESOLUTION:

To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements for the Financial Year ended 31st March 2023, together with the Reports of the Board of Directors and Auditors thereon:

#### a) Details of Votes in favour and against the resolution:

| Method of voting   | Votes in fa                                      | avour of the re | solution                   | Votes against the resolution    |   |   |  |
|--------------------|--|-----------------|----------------------------|---------------------------------|---|---|--|
|                    | No. of No. of % members votes cast voted by them |                 | No. of<br>members<br>voted | No. of<br>votes cast<br>by them | % |   |  |
| Remote Evoting     | 27   | 59833860        | 100                        | 0                               | 0 | 0 |  |
| Evoting at the AGM | 06   | 35              | 100                        | 0                               | 0 | 0 |  |
| Total              | 33   | 59833895        | 100                        | 0                               | 0 | 0 |  |

#### b) Details of Invalid and Abstained votes:

| Method of voting   | Invalid votes  |                              | Abstained from voting                          |                              |  |  |
|--------------------|--|------------------------------|--|------------------------------|--|--|
|                    | No. of members<br>whose votes were<br>declared invalid | No. of votes cast<br>by them | No. of members<br>who abstained<br>from voting | No. of votes held<br>by them |  |  |
| Remote Evoting     | 0  | 0                            | 0  | 0                            |  |  |
| Evoting at the AGM | 0  | 0                            | 0  | 0                            |  |  |
| Total              | 0  | 0                            | 0  | 0                            |  |  |



#### ITEM NO. 2: SPECIAL RESOLUTION:

To appoint a director in place of Mr. Ravi Ghai (DIN: 00074612) who retires by rotation, and being eligible, offers himself for re-appointment.

# a) Details of Votes in favour and against the resolution:

| Method of voting          | Votes in fa                                      | avour of the re | solution | Votes against the resolution |                                 |   |  |
|---------------------------|--|-----------------|----------|------------------------------|---------------------------------|---|--|
|                           | No. of No. of % members votes cast voted by them |                 | %        | No. of<br>members<br>voted   | No. of<br>votes cast<br>by them | % |  |
| Remote Evoting            | 27   | 59833860        | 100      | 0                            | 0                               | 0 |  |
| <b>Evoting at the AGM</b> | 06   | 35              | 100      | 0                            | 0                               | 0 |  |
| Total                     | 33   | 59833895        | 100      | 0                            | 0                               | 0 |  |

#### b) Details of Invalid and Abstained votes:

| Method of voting      | Invalid votes            |   | Abstained from voting        |                           |  |  |
|-----------------------|--------------------------|---|------------------------------|---------------------------|--|--|
|                       | whose votes were by them |   | No. of members who abstained | No. of votes held by them |  |  |
|                       | declared invalid         |   | from voting                  |                           |  |  |
| Remote Evoting        | 0                        | 0 | 0                            | 0                         |  |  |
| <b>Evoting at the</b> | 0                        | 0 | 0                            | 0                         |  |  |
| AGM                   |                          |   |                              |                           |  |  |
| Total                 | 0                        | 0 | 0                            | 0                         |  |  |



# ITEM NO. 3: ORDINARY RESOLUTION:

Appointment of Mr. Shivaan Ghai (DIN: 09256305) as a Non-Executive Non-Independent Director.

# c) Details of Votes in favour and against the resolution:

| Method of voting          | Votes in fa                              | avour of the re | solution | Votes against the resolution |                                 |   |  |
|---------------------------|--|-----------------|----------|------------------------------|---------------------------------|---|--|
|                           | No. of No. of % wotes cast voted by them |                 | %        | No. of<br>members<br>voted   | No. of<br>votes cast<br>by them | % |  |
| Remote Evoting            | 27                                       | 59833860        | 100      | 0                            | 0                               | 0 |  |
| <b>Evoting at the AGM</b> | 06                                       | 35              | 100      | 0                            | 0                               | 0 |  |
| Total                     | 33                                       | 59833895        | 100      | 0                            | 0                               | 0 |  |

# d) Details of Invalid and Abstained votes:

| Method of voting      | Invalid votes            |   | Abstained from voting        |                           |  |
|-----------------------|--------------------------|---|------------------------------|---------------------------|--|
|                       | whose votes were by them |   | No. of members who abstained | No. of votes held by them |  |
|                       | declared invalid         |   | from voting                  |                           |  |
| Remote Evoting        | 0                        | 0 | 0                            | 0                         |  |
| <b>Evoting at the</b> | 0                        | 0 | 0                            | 0                         |  |
| AGM                   |                          |   |                              |                           |  |
| Total                 | 0                        | 0 | 0                            | 0                         |  |



# ITEM NO. 4: ORDINARY RESOLUTION:

Appointment of Mr. Saharsh Daga (DIN: 10272515) as a Non-Executive Non-Independent Director.

# e) Details of Votes in favour and against the resolution:

| Method of voting          | Votes in favour of the resolution |                                 |     | Votes against the resolution |                                 |   |
|---------------------------|-----------------------------------|---------------------------------|-----|------------------------------|---------------------------------|---|
|                           | No. of<br>members<br>voted        | No. of<br>votes cast<br>by them | %   | No. of<br>members<br>voted   | No. of<br>votes cast<br>by them | % |
| Remote Evoting            | 27                                | 59833860                        | 100 | 0                            | 0                               | 0 |
| <b>Evoting at the AGM</b> | 06                                | 35                              | 100 | 0                            | 0                               | 0 |
| Total                     | 33                                | 59833895                        | 100 | 0                            | 0                               | 0 |

# f) Details of Invalid and Abstained votes:

| Method of voting | Invalid votes            |   | Abstained from voting                          |                              |  |
|------------------|--------------------------|---|--|------------------------------|--|
|                  | whose votes were by them |   | No. of members<br>who abstained<br>from voting | No. of votes held<br>by them |  |
| Pomoto Evotino   | O O                      | 0 | 110111 Voting                                  | 0                            |  |
| Remote Evoting   | 0                        | 0 | 0  | 0                            |  |
| Evoting at the   | 0                        | 0 | 0  | 0                            |  |
| AGM              |                          |   |  |                              |  |
| Total            | 0                        | 0 | 0  | 0                            |  |



# ITEM NO. 5: ORDINARY RESOLUTION:

Appointment of Mr. Vikram Rajendra Seth (DIN 00234960) as a Non-Executive Non-Independent Director.

# g) Details of Votes in favour and against the resolution:

| Method of voting          | Votes in favour of the resolution |                                 |     | Votes against the resolution |                                 |   |
|---------------------------|-----------------------------------|---------------------------------|-----|------------------------------|---------------------------------|---|
|                           | No. of<br>members<br>voted        | No. of<br>votes cast<br>by them | %   | No. of<br>members<br>voted   | No. of<br>votes cast<br>by them | % |
| Remote Evoting            | 27                                | 59833860                        | 100 | 0                            | 0                               | 0 |
| <b>Evoting at the AGM</b> | 06                                | 35                              | 100 | 0                            | 0                               | 0 |
| Total                     | 33                                | 59833895                        | 100 | 0                            | 0                               | 0 |

#### h) Details of Invalid and Abstained votes:

| Method of voting      | Invalid votes            |   | Abstained from voting                          |                              |  |
|-----------------------|--------------------------|---|--|------------------------------|--|
|                       | whose votes were by them |   | No. of members<br>who abstained<br>from voting | No. of votes held<br>by them |  |
| D . E .:              | acciarca invaria         | 0 | Tront voting                                   | 0                            |  |
| Remote Evoting        | 0                        | 0 | 0  | U                            |  |
| <b>Evoting at the</b> | 0                        | 0 | 0  | 0                            |  |
| AGM                   |                          |   |  |                              |  |
| Total                 | 0                        | 0 | 0  | 0                            |  |



#### ITEM NO. 6: SPECIAL RESOLUTION:

To approve payment of professional and consultancy charges to Mr. Ravi Ghai, Non-Executive – Non-Independent Director-Chairman and execute consultancy agreement with Mr. Ravi Ghai

# i) Details of Votes in favour and against the resolution:

| Method of voting          | Votes in favour of the resolution |                                 |     | Votes against the resolution |                                 |   |
|---------------------------|-----------------------------------|---------------------------------|-----|------------------------------|---------------------------------|---|
|                           | No. of<br>members<br>voted        | No. of<br>votes cast<br>by them | %   | No. of<br>members<br>voted   | No. of<br>votes cast<br>by them | % |
| Remote Evoting            | 27                                | 59833860                        | 100 | 0                            | 0                               | 0 |
| <b>Evoting at the AGM</b> | 06                                | 35                              | 100 | 0                            | 0                               | 0 |
| Total                     | 33                                | 59833895                        | 100 | 0                            | 0                               | 0 |

### j) Details of Invalid and Abstained votes:

| Method of voting      | Invalid votes            |   | Abstained from voting                          |                              |  |
|-----------------------|--------------------------|---|--|------------------------------|--|
|                       | whose votes were by them |   | No. of members<br>who abstained<br>from voting | No. of votes held<br>by them |  |
| Remote Evoting        | 0                        | 0 | 0  | 0                            |  |
| <b>Evoting at the</b> | 0                        | 0 | 0  | 0                            |  |
| AGM                   |                          |   |  |                              |  |
| Total                 | 0                        | 0 | 0  | 0                            |  |

Based on the aforesaid results, the resolution no.(s) 1 to 6 as contained in the Notice have been passed unanimously.

Thanking you, Yours faithfully,

For Martinho Ferrao & Associates

Company Secretaries

Martinho Ferrao

Proprietor

Membership No.: FCS 6221

C.P. No.: 5676

UDIN: F006221E001099821

Place: Mumbai

Date: 27th September, 2023