



# HB STOCKHOLDINGS LTD.

Regd. Office : Plot No. 31, Echelon Institutional Area, Sector - 32, Gurugram -122001 (Haryana)  
Ph.:0124-4675500, Fax:0124-4370985, E-mail:corporate@hbstockholdings.com  
Website : www.hbstockholdings.com, CIN : L65929HR1985PLC033936

09<sup>th</sup> August, 2024

<b>The Listing Department</b> BSE Limited, Pheroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai - 400 001  Scrip Code: 532216	<b>The Vice President</b> National Stock Exchange of India Limited, Exchange Plaza Bandra Kurla Complex, Bandra (East) Mumbai – 400 051  Symbol: HBSL
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**Sub: - Submission of Proceedings along with Voting Results and Scrutinizer's Report for the 37<sup>th</sup> Annual General Meeting ("AGM") of the Company held on 09<sup>th</sup> August, 2024 pursuant to Regulation 30 and 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Dear Sir / Madam,

We wish to inform you that the 37<sup>th</sup> Annual General Meeting ("AGM") of the Company was held today i.e. Friday, 09<sup>th</sup> August, 2024 at 12:00 Noon through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM') in accordance with the applicable provisions of the Companies Act, 2013 and Circular(s) issued by the Ministry of Corporate Affairs & Securities and Exchange Board of India to transact the business as stated in the Notice of AGM dated 17<sup>th</sup> May, 2024.

The Board of Directors had appointed Mrs. Jaya Yadav, Company Secretary in Practice, C/o Jaya Yadav & Associates as the Scrutinizer for the remote e-voting process and e-voting at the AGM.

As per the Consolidated Report of the Scrutinizer, all the resolutions placed at the 37<sup>th</sup> Annual General Meeting of the Company held on 09<sup>th</sup> August, 2024 have been passed with the requisite majority.

In this regard, please find enclosed the following:

- 1) Proceedings of the 37<sup>th</sup> AGM of the Company as required under Regulation 30 of Para A of Schedule-III SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as 'Annexure - I'.
- 2) Voting Results of the business transacted at the 37<sup>th</sup> AGM as required under Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as 'Annexure - II.'
- 3) Consolidated Scrutinizer's Report dated 09<sup>th</sup> August, 2024 for votes casted through Remote e-voting and e-voting at the meeting pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as 'Annexure - III'.

The Voting Results along with Consolidated Scrutinizer's Report are also available on the Company's website, <http://www.hbstockholdings.com> and on the website of National Securities Depository Limited (NSDL), <https://www.evoting.nsdl.com>

This is for your information and records.

Thanking you,

Yours faithfully,

For **HB STOCKHOLDINGS LIMITED**

  
**REEMA MIGLANI**  
(Company Secretary & Compliance Officer)



Encl: As Above

### Summary of Proceedings of 37<sup>th</sup> Annual General Meeting

The 37<sup>th</sup> Annual General Meeting (AGM) of the Company was held on 09<sup>th</sup> August, 2024 at 12:00 Noon through Video Conferencing (VC) / Other Audio Visual Means (OAVM) without the physical presence of the members at a common venue in terms of Circular No. 14/2020 dated 08<sup>th</sup> April, 2020, Circular No.17/2020 dated 13<sup>th</sup> April, 2020, Circular No. 20/2020 dated 05<sup>th</sup> May, 2020, Circular No. 02/2021 dated 13<sup>th</sup> January, 2021, Circular No. 02/2022 dated 05<sup>th</sup> May, 2022, Circular No. 10/2022 dated 28<sup>th</sup> December, 2022 and Circular No. 09/2023 dated 25<sup>th</sup> September, 2023 issued by the Ministry of Corporate Affairs ("MCA") and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12<sup>th</sup> May, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15<sup>th</sup> January, 2021, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13<sup>th</sup> May, 2022, Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 05<sup>th</sup> January, 2023 and Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/167 dated 07<sup>th</sup> October, 2023 issued by the Securities and Exchange Board of India ("SEBI") (hereinafter collectively referred to as "the Circulars").

Ms. Reema Miglani, Company Secretary welcomed the members present at the 37<sup>th</sup> AGM of the Company.

Mr. Lalit Bhasin (DIN: 00002114), Director (Chairman) took the Chair. The requisite quorum being present, the Chairman called the meeting to order and presented a brief overview of the Economy and the Company's performance and thereafter authorized the Company Secretary to carry out the proceedings of the meeting.

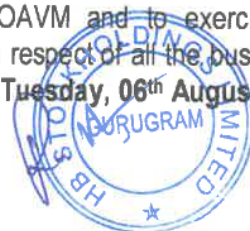
After that, the Company Secretary introduced all the Directors, who attended the meeting through their respective locations. The Chairman of the Audit Committee, Nomination & Remuneration Committee and the Stakeholders Relationship Committee along with Secretarial Auditor and the Scrutinizer were also present during the meeting.

The Company Secretary informed that in compliance with MCA and SEBI Circulars, Notice of the Annual General Meeting and the Annual Report containing the Board's Report, Auditor's Report, Audited Financial Statements (Both Standalone and Consolidated) for the Financial Year ended 31<sup>st</sup> March, 2024 were sent in electronic mode to Members whose e-mail addresses are registered with the Company or the Depository Participant(s). Accordingly, the Notice of AGM was taken as read.

The Company Secretary further informed that there are no qualifications, reservations, adverse remarks, observations, comments or disclaimer given either by the Statutory Auditors or the Secretarial Auditors of the Company in their Report for the Financial Year ended 31<sup>st</sup> March, 2024 and the same was taken as read.

All documents referred to in the Notice of the meeting were available for inspection in electronic mode, from the date of circulation of the Notice upto the date of the meeting. Further, as per the requirements of the provisions of the Companies Act, 2013, (a) the Register of Directors, Key Managerial Personnel (KMP) and their Shareholding; (b) the Register of Contracts or Arrangements in which the Directors are interested were made available for inspection by the members in electronic mode at National Securities Depository Limited ("NSDL") e-voting system during the AGM.

Pursuant to MCA and SEBI Circulars read with Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company engaged the services of NSDL to provide facility to the members to attend the meeting through VC/ OAVM and to exercise their vote electronically through Remote e-voting and e-voting at the AGM in respect of all the business set forth in the Notice of AGM. The remote e-voting period commenced on **Tuesday, 06<sup>th</sup> August, 2024 (09.00 A.M)** and ended on **Thursday, 08<sup>th</sup> August, 2024 (05.00 P.M)**.



Members who were present in the AGM through VC/OAVM facility and had not casted their vote through remote e-voting were provided an opportunity to cast their votes electronically at the AGM through the NSDL platform.

Mrs. Jaya Yadav, Company Secretary in Whole-time Practice (Membership No.: F10822, C.P. No.: 12070) was appointed as the Scrutinizer(s) for scrutinizing the voting process in a fair and transparent manner.

The following items of business were transacted at the meeting:

**Ordinary Business:**

1. ADOPTION OF AUDITED FINANCIAL STATEMENTS INCLUDING CONSOLIDATED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2024 TOGETHER WITH THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON – **ORDINARY RESOLUTION**
2. TO DECLARE DIVIDEND ON EQUITY SHARES FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2024 - **ORDINARY RESOLUTION**
3. RE-APPOINTMENT OF MR. LALIT BHASIN (DIN: 00002114), WHO RETIRES BY ROTATION AND BEING ELIGIBLE OFFERS HIMSELF FOR RE-APPOINTMENT - **ORDINARY RESOLUTION**

**Special Business:**

4. APPOINTMENT OF MR. LALIT BHASIN (DIN: 00002114) AS EXECUTIVE CHAIRMAN OF THE COMPANY – **SPECIAL RESOLUTION**
5. RE-APPOINTMENT OF MR. NARESH KHANNA AS A MANAGER OF THE COMPANY - **SPECIAL RESOLUTION**
6. APPOINTMENT OF MR. YASH KUMAR SEHGAL (DIN: 03641168) AS AN INDEPENDENT DIRECTOR OF THE COMPANY - **SPECIAL RESOLUTION**

The Company Secretary then requested the moderator to invite the speakers, who had already registered their names to express their views, give suggestions and had queries on the operations and financial performance of the Company and related matters. Mr. Anil Goyal, Director of the Company responded to the questions raised by the members adequately. Good wishes on the performance of the Company were received in the chat box during the meeting.

It was further informed that the voting results shall be announced to the Stock Exchange(s), BSE Limited and National Stock Exchange of India Limited, within the stipulated time frame in terms of relevant provisions of the Companies Act and SEBI Listing Regulations. The results declared along with the Scrutinizer's Report(s) shall also be placed on the website of the Company and on the website of NSDL immediately after the declaration of results.

The meeting was concluded with a formal vote of thanks to the Chairman, Directors and Members of the Company for attending the 37<sup>th</sup> AGM of the Company. The e-voting facility was kept open for the next 15 minutes to enable the members to cast their votes.

The meeting concluded at 12:40 P.M.



**Annexure – II****Details of Voting Results of the 37<sup>th</sup> AGM pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Date of the AGM / EGM	09 <sup>th</sup> August, 2024
Total number of Shareholders on record date:	37,176
No. of Shareholders present in the meeting either in person or through proxy: - Promoters & Promoter Group: - Public:	NA NA
No. of Shareholders attended the meeting through Video Conferencing (VC) / Other Audio Visual Means (OAVM): - Promoters & Promoter Group: - Public:	7 71



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**Resolution (1)**

Resolution required: (Ordinary / Special)		Description of resolution considered					Whether resolution is Pass or Not.		
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in 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	
Promoter and Promoter Group	E-Voting		3798335	100.0000	3798335	0	100.0000	0.0000	Ordinary No
	Poll	3798335	0	0.0000	0	0	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0	
	<b>Total</b>		3798335	100.0000	3798335	0	100.0000	0.0000	
Public- Institutions	E-Voting		0	0.0000	0	0	0	0	No
	Poll	534	0	0.0000	0	0	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0	
	<b>Total</b>		534	0.0000	0	0	0.0000	0.0000	
Public- Non Institutions	E-Voting		78345	2.3465	78329	16	99.9796	0.0204	No
	Poll	3338796	75	0.0022	75	0	100.0000	0.0000	
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0	
	<b>Total</b>		3338796	78420	2.3488	78404	16	99.9796	
<b>Total</b>			7137665	54.3141	3876739	16	99.9996	0.0004	
Disclosure of notes on resolution									
Add Notes									

\* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Institutions	0
Public - Non Institutions	50



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**Resolution (2)**

Resolution required: (Ordinary / Special)		Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?		No				
Description of resolution considered						
Category	Mode of voting	No. of shares held	No. of votes polled			
		(1)	(2)			
		(3)=[(2)/(1)]*100	(4)			
		(5)	(6)=[(4)/(2)]*100			
		(7)=[(5)/(2)]*100				
Promoter and Promoter Group	E-Voting	3798335	3798335	0	100.0000	0.0000
	Poll	3798335	0	0	0.0000	0
	Postal Ballot (if applicable)	0	0	0	0.0000	0
	<b>Total</b>	3798335	3798335	0	100.0000	0.0000
Public- Institutions	E-Voting	0	0	0	0.0000	0
	Poll	534	0	0	0.0000	0
	Postal Ballot (if applicable)	0	0	0	0.0000	0
	<b>Total</b>	534	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	78395	78379	16	99.9796	0.0204
	Poll	3338796	75	0	100.0000	0.0000
	Postal Ballot (if applicable)	0	0	0	0	0
	<b>Total</b>	3338796	78470	16	99.9796	0.0204
<b>Total</b>	<b>Total</b>	7137665	3876805	16	99.9996	0.0004
<b>Whether resolution is Pass or Not.</b>			16	Yes		
Disclosure of notes on resolution				Add Notes		

\* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Institutions	0
Public- Non Institutions	0



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Resolution (3)									
Resolution required: (Ordinary / Special)									
Whether promoter/promoter group are interested in the agenda/resolution?									
Description of resolution considered									
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in 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	
Promoter and Promoter Group	E-Voting		3798335	100.0000	3798335	0	100.0000	0.0000	
	Poll	3798335	0	0.0000	0	0	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0	
	<b>Total</b>		3798335	100.0000	3798335	0	100.0000	0.0000	
Public- Institutions	E-Voting		0	0.0000	0	0	0	0	
	Poll	534	0	0.0000	0	0	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0	
	<b>Total</b>		534	0.0000	0	0	0.0000	0.0000	
Public- Non Institutions	E-Voting		78395	2.3480	78374	21	99.9732	0.0268	
	Poll	3338796	75	0.0022	75	0	100.0000	0.0000	
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0	
	<b>Total</b>		3338796	78470	2.3502	78449	21	99.9732	0.0268
<b>Total</b>		<b>7137665</b>	<b>3876805</b>	<b>54.3148</b>	<b>3876784</b>	<b>21</b>	<b>99.9995</b>	<b>0.0005</b>	
Whether resolution is Pass or Not.									
Disclosure of notes on resolution									
Add Notes									

\* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Institutions	0
Public - Non Institutions	0



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Resolution (4)									
Resolution required: (Ordinary / Special)									
Special									
Whether promoter/promoter group are interested in the agenda/resolution?									
No									
APPOINTMENT OF MR. LALIT BHASIN (DIN: 00002114) AS EXECUTIVE CHAIRMAN OF THE COMPANY									
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in 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	
Promoter and Promoter Group	E-Voting		3798335	100.0000	3798335	0	100.0000	0.0000	
	Poll	3798335	0	0.0000	0	0	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0	
	<b>Total</b>	<b>3798335</b>	<b>3798335</b>	<b>100.0000</b>	<b>3798335</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	
Public- Institutions	E-Voting		0	0.0000	0	0	0	0	
	Poll	534	0	0.0000	0	0	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0	
	<b>Total</b>	<b>534</b>	<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>	
Public- Non Institutions	E-Voting		78395	2.3480	78374	21	99.9732	0.0268	
	Poll	3338796	75	0.0022	75	0	100.0000	0.0000	
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0	
	<b>Total</b>	<b>3338796</b>	<b>78470</b>	<b>2.3502</b>	<b>78449</b>	<b>21</b>	<b>99.9732</b>	<b>0.0268</b>	
<b>Total</b>	<b>7137665</b>	<b>3876805</b>	<b>54.3148</b>	<b>3876784</b>	<b>21</b>	<b>99.9995</b>	<b>0.0005</b>		
Whether resolution is Pass or Not.									
Yes									
Disclosure of notes on resolution									
Add Notes									

\* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0



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**Resolution (5)**

Resolution required: (Ordinary / Special)		Special				
Whether promoter/promoter group are interested in the agenda/resolution?		No				
Description of resolution considered						
Category	Mode of voting	No. of shares held	No. of votes polled			
		(1)	(2)			
			(3)=[(2)/(1)]*100			
			(4)			
			(5)			
			(6)=[(4)/(2)]*100			
			(7)=[(5)/(2)]*100			
Promoter and Promoter Group	E-Voting		3798335	0	100.0000	0.0000
	Poll	3798335	0	0.0000	0	0
	Postal Ballot (if applicable)	0	0	0.0000	0	0
	<b>Total</b>	<b>3798335</b>	<b>3798335</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public- Institutions	E-Voting		0	0.0000	0	0
	Poll	534	0	0.0000	0	0
	Postal Ballot (if applicable)	0	0	0.0000	0	0
	<b>Total</b>	<b>534</b>	<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0.0000</b>
Public- Non Institutions	E-Voting		78345	78324	21	99.9732
	Poll	3338796	75	0.0022	0	100.0000
	Postal Ballot (if applicable)	0	0	0.0000	0	0
	<b>Total</b>	<b>3338796</b>	<b>78420</b>	<b>78399</b>	<b>21</b>	<b>99.9732</b>
	<b>Total</b>	<b>7137665</b>	<b>3876755</b>	<b>3876734</b>	<b>21</b>	<b>99.9995</b>
<b>Whether resolution is Pass or Not.</b>				Yes		
Disclosure of notes on resolution				Add Notes		

\* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Institutions	0
Public - Non Institutions	50



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**Resolution (6)**

Resolution required: (Ordinary / Special)		Special											
Whether promoter/promoter group are interested in the agenda/resolution?		No											
Description of resolution considered													
Category	Mode of voting	No. of shares held	No. of votes polled	(1)	(2)	(3)=[(2)/(1)]*100	No. of votes – in favour	(4)	No. of votes – against	(5)	(6)=[(4)/(2)]*100	% of votes in favour on votes polled	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		3798335		3798335	100.0000	3798335	0	0	100.0000	0.0000		
	Poll	3798335	0	0.0000	0	0	0	0	0	0	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0	0	0	0	0	
	<b>Total</b>		3798335	3798335	100.0000	3798335	0	3798335	0	100.0000	0.0000		
Public- Institutions	E-Voting		0	0.0000	0	0	0	0	0	0	0	0	
	Poll	534	0	0.0000	0	0	0	0	0	0	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0	0	0	0	0	
	<b>Total</b>		534	0	0.0000	0	0	0	0	0	0.0000	0.0000	
Public- Non Institutions	E-Voting		78345	2.3465	78329	16	78329	99.9796	0.0204				
	Poll	3338796	75	0.0022	75	0	0	100.0000	0.0000				
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0	0	0	0		
	<b>Total</b>		3338796	78420	2.3488	78404	16	3876739	99.9796	0.0204			
<b>Total</b>		7137665	3876755	54.3141	3876739	16	3876739	99.9996	0.0004				
Whether resolution is Pass or Not.													
Yes													
Disclosure of notes on resolution													
Add Notes													

\* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	50





**JAYA YADAV & ASSOCIATES**  
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Peer Review No. 1539/2021  
Unique Id No. I2013HR1041100

**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; Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time and the Circulars issued by "MCA" and "SEBI"]*

To  
**The Chairman**  
**HB STOCKHOLDINGS LIMITED**  
(CIN: L65929HR1985PLC033936)  
Plot No. 31, Echelon Institutional Area,  
Sector -32, Gurugram-122001, Haryana

**SUBJECT: CONSOLIDATED SCRUTINIZER'S REPORT FOR THE 37<sup>TH</sup> ANNUAL GENERAL MEETING OF THE EQUITY SHAREHOLDERS OF HB STOCKHOLDINGS LIMITED (CIN: L65929HR1985PLC033936) HELD ON FRIDAY, AUGUST 09, 2024, AT 12:00 NOON THROUGH VIDEO CONFERENCE ("VC") / OTHER AUDIO-VISUAL MEANS ("OAVM").**

Dear Sir,

I, Jaya Yadav, Company Secretary in Practice, C/o M/s Jaya Yadav & Associates, having office at Unit No. 416, 4<sup>th</sup> Floor, Tower - A, Spazedge Commercial Complex, Sohna Road, Sector 47, Gurugram, Haryana 122018, have been appointed as Scrutinizer by the Board of Directors of **HB Stockholdings Limited** ("the Company") for the purpose of scrutinizing the process of voting through electronic means i.e., remote e-voting and e-voting by Members, in respect of the resolution mentioned in Notice dated 17<sup>th</sup> May, 2024 proposed as the 37<sup>th</sup> Annual General Meeting (AGM) held on Friday, 09<sup>th</sup> August, 2024 at 12:00 Noon through Video Conferencing ("VC")/ Other audio-visual means ("OAVM") in terms of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended from time to time) ("the Rules") and General Circular Nos. 14/2020 dated 08<sup>th</sup> April, 2020, 17/2020 dated 13<sup>th</sup> April, 2020, 20/2020 dated 05<sup>th</sup> May, 2020, 02/2021 dated 13<sup>th</sup> January, 2021, 02/2022 dated 05<sup>th</sup> May, 2022, 10/2022 dated December 28, and 09/2023 dated 25<sup>th</sup> September 2023 (Collectively referred to as "MCA Circulars") and Circular nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12<sup>th</sup> May, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15<sup>th</sup> January, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13<sup>th</sup> May, 2022 and SEBI/HO/CFD/ PoD-2/P/CIR/2023/4 dated 05<sup>th</sup> January, 2023 and SEBI/HO/CFD/POD-2/P/CIR/2023/167 dated 07<sup>th</sup> October, 2023 (collectively referred to as "SEBI Circulars"). My Responsibility as the Scrutinizer was to ensure that the voting process was conducted in a fair and transparent manner and submit a Scrutinizer's report on the voting on the below-mentioned resolutions based on the reports generated from the electronic voting system.



## 1. Dispatch of Notice convening the AGM

The notice of AGM is hosted on the website of the Company, website of the agency providing the platform for remote e-voting and e-voting during the AGM and also intimated the same to BSE Limited and National Stock Exchange of India Limited on 08<sup>th</sup> July, 2024

In terms of the Circulars, the Company has dispatched the AGM Notice and Annual Report on 08<sup>th</sup> July, 2024, by e-mail to the Members who had registered their email ids with the Company / Depositories based on the Register of Members and list of Beneficial Owners furnished by the depositories viz., National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”).

Pursuant to the MCA Circulars, advertisement was published in Business Standard (English and Hindi) on 09<sup>th</sup> July, 2024, specifying the date and time of the AGM, availability of the AGM notice on Company’s website and website of the Stock Exchanges, manner of registration of e-mail ids by the members (both physical and Demat) who are yet to register their e-mail ids with the Company, manner of voting through remote e-voting or e-voting system at the AGM, etc.

## 2. Cut-off date

The Company had fixed **Friday, 02<sup>nd</sup> August, 2024**, as the cut-off date for reckoning the members, who are eligible to attend the meeting and vote through remote e-voting before AGM and e-voting at the AGM.

## 3. Remote e-voting process

### 3.1 Agency

The Company appointed NSDL, as the agency providing the platform for attending the meeting through VC/ OAVM, remote e-voting and e-voting at the AGM.

### 3.2 Remote e-voting period

Remote e-voting commenced at **09:00 A.M. on Tuesday, 06<sup>th</sup> August, 2024** and ended at **05:00 P.M. on Thursday, 08<sup>th</sup> August, 2024**.

## 4. Voting at the AGM

As prescribed under Rule 20(4)(xiii) of the Companies (Management and Administration) Rules, 2014, as amended, the facility for voting through e-voting at the AGM was made available only to the members who had not casted their vote by Remote e-voting prior to the AGM.

## 5. Counting Process



On completion of e-voting during the AGM, I unblocked the results of the remote e-voting and e-voting by members at the AGM, on the NSDL e-voting platform in the presence of two witnesses, who are not in the employment of the Company and downloaded the results for scrutiny.

## **6. Results**

Consolidated Results with respect to each item on the agenda as set out in the Notice of the AGM dated 17<sup>th</sup> May, 2024, are enclosed herewith.

Based on the aforesaid results, I report that all the resolutions as set out in the Notice of the 37<sup>th</sup> AGM dated 17<sup>th</sup> May, 2024, have been duly passed with the requisite majority.



**ITEM NO. 1- ORDINARY RESOLUTION**

**ADOPTION OF AUDITED FINANCIAL STATEMENTS INCLUDING CONSOLIDATED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH 2024 TOGETHER WITH THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON:**

**(i) Voted in favour of the resolution:**

Particulars	Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
Remote e-voting	130	3876664	100.00
E-voting at the AGM	5	75	0.00
<b>Total</b>	<b>135</b>	<b>3876739</b>	<b>100.00</b>

**(ii) Voted against the resolution:**

Particulars	Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
Remote e-voting	6	16	0.00
E-voting at the AGM	0	0	0.00
<b>Total</b>	<b>6</b>	<b>16</b>	<b>0.00</b>

**(iii) ~~Invalid Votes/ Abstain from Voting/ Less voted/ Not Voted:~~**

Particulars	Number of members	Number of Votes
Remote e-voting	1	50
E-voting at the AGM	0	0
<b>Total</b>	<b>1</b>	<b>50</b>

Based on the aforesaid results, I report that the Ordinary Resolution as contained in Item No. 1 of the Notice of the AGM has been passed with requisite majority.



**ITEM NO. 2- ORDINARY RESOLUTION**

**TO DECLARE DIVIDEND ON EQUITY SHARES FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2024.**

**(i) Voted in favour of the resolution:**

<b>Particulars</b>	<b>Number of members voted</b>	<b>Number of Votes cast by them</b>	<b>% of total number of valid votes cast</b>
<b>Remote e-voting</b>	131	3876714	100.00
<b>E-voting at the AGM</b>	5	75	0.00
<b>Total</b>	<b>136</b>	<b>3876789</b>	<b>100.00</b>

**(ii) Voted against the resolution:**

<b>Particulars</b>	<b>Number of members voted</b>	<b>Number of Votes cast by them</b>	<b>% of total number of valid votes cast</b>
<b>Remote e-voting</b>	6	16	0.00
<b>E-voting at the AGM</b>	0	0	0.00
<b>Total</b>	<b>6</b>	<b>16</b>	<b>0.00</b>

**(iii) Invalid Votes/ Abstain from Voting/Less voted/Not Voted:**

<b>Particulars</b>	<b>Number of members</b>	<b>Number of Votes</b>
<b>Remote e-voting</b>	0	0
<b>E-voting at the AGM</b>	0	0
<b>Total</b>	<b>0</b>	<b>0</b>

Based on the aforesaid results, I report that the Ordinary Resolution as contained in Item No. 2 of the Notice of the AGM has been passed with requisite majority.



### **ITEM NO. 3: ORDINARY RESOLUTION**

**RE-APPOINTMENT OF MR. LALIT BHASIN (DIN: 00002114), WHO RETIRES BY ROTATION AND BEING ELIGIBLE OFFERS HIMSELF FOR RE-APPOINTMENT.**

**(i) Voted in favour of the resolution:**

<b>Particulars</b>	<b>Number of members voted</b>	<b>Number of Votes cast by them</b>	<b>% of total number of valid votes cast</b>
<b>Remote e-voting</b>	130	3876709	100.00
<b>E-voting at the AGM</b>	5	75	0.00
<b>Total</b>	<b>135</b>	<b>3876784</b>	<b>100.00</b>

**(ii) Voted against the resolution:**

<b>Particulars</b>	<b>Number of members voted</b>	<b>Number of Votes cast by them</b>	<b>% of total number of valid votes cast</b>
<b>Remote e-voting</b>	7	21	0.00
<b>E-voting at the AGM</b>	0	0	0.00
<b>Total</b>	<b>7</b>	<b>21</b>	<b>0.00</b>

**(iii) Invalid Votes/ Abstain from Voting/Less voted/Not Voted:**

<b>Particulars</b>	<b>Number of members</b>	<b>Number of Votes</b>
<b>Remote e-voting</b>	0	0
<b>E-voting at the AGM</b>	0	0
<b>Total</b>	<b>0</b>	<b>0</b>

Based on the aforesaid results, I report that the Ordinary Resolution as contained in Item No. 3 of the Notice of the AGM has been passed with requisite majority.



**ITEM NO. 4: SPECIAL RESOLUTION**

**APPOINTMENT OF MR. LALIT BHASIN (DIN: 00002114) AS EXECUTIVE CHAIRMAN OF THE COMPANY**

**(i) Voted in favour of the resolution:**

Particulars	Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
Remote e-voting	130	3876709	100.00
E-voting at the AGM	5	75	0.00
<b>Total</b>	<b>135</b>	<b>3876784</b>	<b>100.00</b>

**(ii) Voted against the resolution:**

Particulars	Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
Remote e-voting	7	21	0.00
E-voting at the AGM	0	0	0.00
<b>Total</b>	<b>7</b>	<b>21</b>	<b>0.00</b>

**(iii) Invalid Votes/ Abstain from Voting/Less voted/Not Voted:**

Particulars	Number of members	Number of Votes
Remote e-voting	0	0
E-voting at the AGM	0	0
<b>Total</b>	<b>0</b>	<b>0</b>

Based on the aforesaid results, I report that the Special Resolution as contained in Item No. 4 of the Notice of the AGM has been passed with requisite majority.



**ITEM NO. 5: SPECIAL RESOLUTION**

**RE-APPOINTMENT OF MR. NARESH KHANNA AS A MANAGER OF THE COMPANY**

**(i) Voted in favour of the resolution:**

Particulars	Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
Remote e-voting	129	3876659	100.00
E-voting at the AGM	5	75	0.00
<b>Total</b>	<b>134</b>	<b>3876734</b>	<b>100.00</b>

**(ii) Voted against the resolution:**

Particulars	Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
Remote e-voting	7	21	0.00
E-voting at the AGM	0	0	0.00
<b>Total</b>	<b>7</b>	<b>21</b>	<b>0.00</b>

**(iii) Invalid Votes/ Abstain from Voting/Less voted/Not Voted:**

Particulars	Number of members	Number of Votes
Remote e-voting	1	50
E-voting at the AGM	0	0
<b>Total</b>	<b>1</b>	<b>50</b>

Based on the aforesaid results, I report that the Special Resolution as contained in Item No. 5 of the Notice of the AGM has been passed with requisite majority.



**ITEM NO. 6: SPECIAL RESOLUTION**

**APPOINTMENT OF MR. YASH KUMAR SEHGAL (DIN: 03641168) AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

**(i) Voted in favour of the resolution:**

Particulars	Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
Remote e-voting	130	3876664	100.00
E-voting at the AGM	5	75	0.00
<b>Total</b>	<b>135</b>	<b>3876739</b>	<b>100.00</b>

**(ii) Voted against the resolution:**

Particulars	Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
Remote e-voting	6	16	0.00
E-voting at the AGM	0	0	0.00
<b>Total</b>	<b>6</b>	<b>16</b>	<b>0.00</b>

**(iii) ~~Invalid Votes/ Abstain from Voting/Less voted/Not Voted:~~**

Particulars	Number of members	Number of Votes
Remote e-voting	1	50
E-voting at the AGM	0	0
<b>Total</b>	<b>1</b>	<b>50</b>

Based on the aforesaid results, I report that the Special Resolution as contained in Item No. 6 of the Notice of the AGM has been passed with requisite majority.



7. The electronic data and all other relevant records relating to e-voting are under my safe custody and will be handed over to the Company Secretary for preserving safely after the Chairman considers, approves, and signs the minutes of the AGM.
8. The results of the Voting shall be declared by the Chairman, or any other person authorized by Board.

Thanking You,  
Your faithfully,

For Jaya Yadav & Associates  
Company Secretaries

  
\_\_\_\_\_  
Jaya Yadav  
Practicing Company Secretary  
M. No.: F10822  
CP No.: 12070  
UDIN: F010822F000937682



Countersigned by

  
\_\_\_\_\_  
Anil Goyal  
(Director/Person authorised by the Chairman)

Date: 09<sup>th</sup> August, 2024  
Place: Gurugram

Date: 09<sup>th</sup> August, 2024  
Place: Gurugram

Witnesses:

1)   
\_\_\_\_\_

Name: Ankit Sharma  
Address: 416, 4<sup>th</sup> Floor, Tower A,  
Spazedge Commercial Complex,  
Sector-47, Sohna Road,  
Gurugram

2)   
\_\_\_\_\_

Name: Abhijeet Haldar  
Address: H.No. 541, Islampur,  
Sector 38, Gurugram