

**DR. ASIM KUMAR CHATTOPADHYAY**  
M.COM., Ph.D. (Appl.Eco.), LL.B., F.C.M.A., F.C.S., D.Litt

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### Scrutinizer Report

Scrutinizer Report on remote e-voting conducted pursuant to the provisions of Section 108 of the Companies Act 2013 read with Rules 20 of the Companies (Management & Administration) rules 2014 as amended by Companies (Management & Administration) Amendment Rules, 2015 and also voting through Ballot system at the 62<sup>nd</sup> Annual General Meeting of NARMADA GELATINES LIMITED [CIN: L24111MP1961PLC016023] having its Registered Office at 28, CARAVS, 15 Civil Lines, Jabalpur – 482001, M.P. which was held on September 25, 2023 at 12.00 Noon.

I, Dr. Asim Kumar Chattopadhyay, Practising Company Secretary had been appointed as the Scrutinizer by the Board of Directors of the Narmada Gelatines Limited pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rules 20 of the Companies (Management & Administration) rules 2014 as amended by Companies (Management & Administration) Amendment Rules, 2015 to conduct remote e-voting as well as voting process at the AGM Venue in respect of resolutions proposed, at the 62<sup>nd</sup> Annual General Meeting (AGM) of Equity Shareholders of Narmada Gelatines Limited on Monday, September 25, 2023 at 12.00 Noon.

In accordance with the Act, read with the Rules made thereunder and General Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs ("MCA") followed by Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021 and No. 02/2022 dated May 05, 2022 issued by the Ministry of Corporate Affairs ("MCA") and all other relevant circulars issued from time to time (collectively referred to as "MCA Circulars"), Companies are allowed to hold the Annual General Meeting ("AGM") through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), without the physical presence of the Members at a common venue. Further, Securities and Exchange Board of India ('SEBI'), vide its Circulars dated May 12, 2020, January 15, 2021, May 13, 2022 and January 5, 2023 ('SEBI Circulars') and other applicable circulars issued in this regard, have provided relaxations from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'). The company may hold such meeting with physical presence of some members. In accordance with the above mentioned MCA Circulars, provisions of the Companies Act, 2013 ('the Act'), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and with the permission of authorities, the AGM of the Company is being held with physical presence of the members as provided under Section 96 of the Act and accordingly the physical meeting was conducted at Hotel Narmada Jacksons, South Civil Lines, Jabalpur-M.P.

On the basis of the Register of Members and the List of beneficiary owners made available by the Depositories viz., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on **September 18, 2023, the Cut-off date** for the purpose of Remote E-voting as well E-Voting at the AGM, the company had duly sent through email the Notice of the AGM dated August 14, 2023 to the members whose E-mail address registered with the Registrar & Share Transfer Agent (RTA).

In terms of the Notice of the AGM dated August 14, 2023, Remote E-Voting was opened for three days from September 22, 2023 (from 09.00 A.M.) to September 24, 2023 (till 05.00 P.M.) and the Members were given option to cast their votes electronically for exercising their voting rights by Assenting or Dissenting the concerned Ordinary and Special Resolutions in the Notice of the 62<sup>nd</sup> Annual General Meeting of the company on the Remote E-Voting platform provided by Central Depository Services (India) Limited (CDSL).

My responsibility as scrutinizer for the remote e-voting and the voting conducted at the AGM venue is restricted to making a Scrutinizer's Report of the votes cast in favour or against the resolutions.

The Management of the Company is responsible to ensure compliance with the requirements of the Act and Rules relating to the remote e-voting and the vote casting at the AGM venue on resolutions contained in the notice of the AGM.

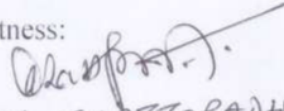
As required in the Rules, I unblocked the Remote E-Voting on the platform provided by CDSL on September 25, 2023 after the completion of the AGM at 01.30 P.M. in the presence of two Witnesses who are not in the employment of the company and who have signed below in confirmation of the votes being unblocked in their presence.

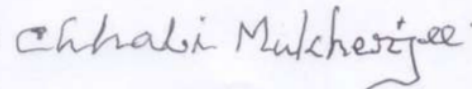
Based on the results made available to me, 30 Members have cast their votes on the Remote E-Voting platform and 34 Members by ballot in the AGM Venue, I submit herewith **Annexure I** as prescribed by SEBI.

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**DR. ASIM KUMAR CHATTOPADHYAY**  
Practising Company Secretary  
FCS 2303 CP 880  
PR-792/2020  
UDIN : F002303E001079621  
Dated : September 25, 2022

1. Witness:

  
AYAN CHATTOPADHYAY  
DL: WB1520130165346

2. Witness: 

PAN: [AMTPM7588E]

NARMADA GELATINES LIMITED

Date of the AGM	25.09.2023
Total number of shareholders on record date (18.09.2023 )	7581
No. of shareholders present in the meeting either in person or through proxy	37
Promoters and Promoter Group :	2
Public :	35
No. of shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group :	0
Public :	0

Agenda-wise disclosure ( to be disclosed separately for each agenda item )

<b>Resolution No : 1 - To consider and adopt the audited Financial Statements of the Company for the year ended 31st March, 2023 including the Reports of the Board of Directors and Auditors thereon</b>	
Resolution required : ( Ordinary/ Special )	Ordinary
Whether promoter/ promoter group are interested in the agenda/ resolution ?	No

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) = [(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		4697289	100.000	4697289	0	100.000	0.000
	Poll	4697289	0	0.000	0	0	0.000	0.000
	Postal Ballot (if applicable)		0	0.000	0	0	0.000	0.000
	<b>Total</b>	<b>4697289</b>	<b>4697289</b>	<b>100.000</b>	<b>4697289</b>	<b>0</b>	<b>100.000</b>	<b>0.000</b>
Public - Institutions	E-Voting		0	0.000	0	0	0.000	0.000
	Poll	350	0	0.000	0	0	0.000	0.000
	Postal Ballot (if applicable)		0	0.000	0	0	0.000	0.000
	<b>Total</b>	<b>350</b>	<b>0</b>	<b>0.000</b>	<b>0</b>	<b>0</b>	<b>0.000</b>	<b>0.000</b>
Public - Non Institutions	E-Voting		4341	0.321	4341	0	100.000	0.000
	Poll	1351948	3429	0.254	3429	0	100.000	0.000
	Postal Ballot (if applicable)		0	0.000	0	0	0.000	0.000
	<b>Total</b>	<b>1351948</b>	<b>7770</b>	<b>0.575</b>	<b>7770</b>	<b>0</b>	<b>100.000</b>	<b>0.000</b>
<b>Total</b>		<b>6049587</b>	<b>4705059</b>	<b>77.775</b>	<b>4705059</b>	<b>0</b>	<b>100.000</b>	<b>0.000</b>

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**Resolution No : 2 - To confirm the interim dividend of Rs.100/- per equity share of Rs.10/- each of the Company and consider the same as final dividend for the financial year ended 31st March, 2023**

Resolution required : ( Ordinary/ Special )	Ordinary
Whether promoter/ promoter group are interested in the agenda/ resolution ?	No

Category	Mode of Voting	No.of shares held (1)	No.of votes polled (2)	% of Votes Polled on outstanding shares (3) = [(2)/(1)]*100	No.of Votes - in favour (4)	No.of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	4697289	4697289	100.000	4697289	0	100.000	0.000
	Poll		0	0.000	0	0	0.000	0.000
	Postal Ballot (if applicable)		0	0.000	0	0	0.000	0.000
	<b>Total</b>		<b>4697289</b>	<b>4697289</b>	<b>100.000</b>	<b>4697289</b>	<b>0</b>	<b>100.000</b>
Public - Institutions	E-Voting	350	0	0.000	0	0	0.000	0.000
	Poll		0	0.000	0	0	0.000	0.000
	Postal Ballot (if applicable)		0	0.000	0	0	0.000	0.000
	<b>Total</b>		<b>350</b>	<b>0</b>	<b>0.000</b>	<b>0</b>	<b>0</b>	<b>0.000</b>
Public -Non Institutions	E-Voting	1351948	4341	0.321	4340	1	99.977	0.023
	Poll		3429	0.254	3429	0	100.000	0.000
	Postal Ballot (if applicable)		0	0.000	0	0	0.000	0.000
	<b>Total</b>		<b>1351948</b>	<b>7770</b>	<b>0.575</b>	<b>7769</b>	<b>1</b>	<b>99.987</b>
<b>Total</b>		<b>6049587</b>	<b>4705059</b>	<b>77.775</b>	<b>4705058</b>	<b>1</b>	<b>100.000</b>	<b>0.000</b>

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Resolution No : 3 - To re-appoint Mr. Ashok K Kapur (DIN 00126807) as the Managing Director of the Company.

Resolution required : ( Ordinary/ Special )	Special
Whether promoter/ promoter group are interested in the agenda/ resolution ?	No

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) = [(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		4697289	100.000	4697289	0	100.000	0.000
	Poll	4697289	0	0.000	0	0	0.000	0.000
	Postal Ballot (if applicable)		0	0.000	0	0	0.000	0.000
	<b>Total</b>	<b>4697289</b>	<b>4697289</b>	<b>100.000</b>	<b>4697289</b>	<b>0</b>	<b>100.000</b>	<b>0.000</b>
Public - Institutions	E-Voting		0	0.000	0	0	0.000	0.000
	Poll	350	0	0.000	0	0	0.000	0.000
	Postal Ballot (if applicable)		0	0.000	0	0	0.000	0.000
	<b>Total</b>	<b>350</b>	<b>0</b>	<b>0.000</b>	<b>0</b>	<b>0</b>	<b>0.000</b>	<b>0.000</b>
Public -Non Institutions	E-Voting		4341	0.321	4341	0	100.000	0.000
	Poll	1351948	3429	0.254	3429	0	100.000	0.000
	Postal Ballot (if applicable)		0	0.000	0	0	0.000	0.000
	<b>Total</b>	<b>1351948</b>	<b>7770</b>	<b>0.575</b>	<b>7770</b>	<b>0</b>	<b>100.000</b>	<b>0.000</b>
<b>Total</b>		<b>6049587</b>	<b>4705059</b>	<b>77.775</b>	<b>4705059</b>	<b>0</b>	<b>100.000</b>	<b>0.000</b>

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Resolution No : 4 - To appoint Mr. S. Annamalai (DIN 00001381) as Director of the Company.

Resolution required : ( Ordinary/ Special )	Special
Whether promoter/ promoter group are interested in the agenda/ resolution ?	No

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) = [(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		4697289	100.000	4697289	0	100.000	0.000
	Poll	4697289	0	0.000	0	0	0.000	0.000
	Postal Ballot (if applicable)		0	0.000	0	0	0.000	0.000
	<b>Total</b>	<b>4697289</b>	<b>4697289</b>	<b>100.000</b>	<b>4697289</b>	<b>0</b>	<b>100.000</b>	<b>0.000</b>
Public - Institutions	E-Voting		0	0.000	0	0	0.000	0.000
	Poll	350	0	0.000	0	0	0.000	0.000
	Postal Ballot (if applicable)		0	0.000	0	0	0.000	0.000
	<b>Total</b>	<b>350</b>	<b>0</b>	<b>0.000</b>	<b>0</b>	<b>0</b>	<b>0.000</b>	<b>0.000</b>
Public -Non Institutions	E-Voting		4341	0.321	4341	0	100.000	0.000
	Poll	1351948	3429	0.254	3429	0	100.000	0.000
	Postal Ballot (if applicable)		0	0.000	0	0	0.000	0.000
	<b>Total</b>	<b>1351948</b>	<b>7770</b>	<b>0.575</b>	<b>7770</b>	<b>0</b>	<b>100.000</b>	<b>0.000</b>
<b>Total</b>		<b>6049587</b>	<b>4705059</b>	<b>77.775</b>	<b>4705059</b>	<b>0</b>	<b>100.000</b>	<b>0.000</b>

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Resolution No : 5 - To appoint Mr. S. Maheswaran (DIN 00143046) as Director of the Company.

Resolution required : ( Ordinary/ Special )	Special
Whether promoter/ promoter group are interested in the agenda/ resolution ?	No

Category	Mode of Voting	No.of shares held (1)	No.of votes polled (2)	% of Votes Polled on outstanding shares (3) = [(2)/(1)]*100	No.of Votes - in favour (4)	No.of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	4697289	4697289	100.000	4697289	0	100.000	0.000
	Poll		0	0.000	0	0	0.000	0.000
	Postal Ballot (if applicable)		0	0.000	0	0	0.000	0.000
	<b>Total</b>		<b>4697289</b>	<b>4697289</b>	<b>100.000</b>	<b>4697289</b>	<b>0</b>	<b>100.000</b>
Public - Institutions	E-Voting	350	0	0.000	0	0	0.000	0.000
	Poll		0	0.000	0	0	0.000	0.000
	Postal Ballot (if applicable)		0	0.000	0	0	0.000	0.000
	<b>Total</b>		<b>350</b>	<b>0</b>	<b>0.000</b>	<b>0</b>	<b>0</b>	<b>0.000</b>
Public -Non Institutions	E-Voting	1351948	4341	0.321	4341	0	100.000	0.000
	Poll		3429	0.254	3429	0	100.000	0.000
	Postal Ballot (if applicable)		0	0.000	0	0	0.000	0.000
	<b>Total</b>		<b>1351948</b>	<b>7770</b>	<b>0.575</b>	<b>7770</b>	<b>0</b>	<b>100.000</b>
<b>Total</b>		<b>6049587</b>	<b>4705059</b>	<b>77.775</b>	<b>4705059</b>	<b>0</b>	<b>100.000</b>	<b>0.000</b>

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Resolution No : 6 - To appoint Mr. B. Vijayadurai (DIN 07403509) as an Independent Director of the Company.

Resolution required : ( Ordinary/ Special )	Special
Whether promoter/ promoter group are interested in the agenda/ resolution ?	No

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) = [(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	4697289	4697289	100.000	4697289	0	100.000	0.000
	Poll		0	0.000	0	0	0.000	0.000
	Postal Ballot (if applicable)		0	0.000	0	0	0.000	0.000
	<b>Total</b>		<b>4697289</b>	<b>4697289</b>	<b>100.000</b>	<b>4697289</b>	<b>0</b>	<b>100.000</b>
Public - Institutions	E-Voting	350	0	0.000	0	0	0.000	0.000
	Poll		0	0.000	0	0	0.000	0.000
	Postal Ballot (if applicable)		0	0.000	0	0	0.000	0.000
	<b>Total</b>		<b>350</b>	<b>0</b>	<b>0.000</b>	<b>0</b>	<b>0</b>	<b>0.000</b>
Public -Non Institutions	E-Voting	1351948	4341	0.321	4341	0	100.000	0.000
	Poll		3429	0.254	3429	0	100.000	0.000
	Postal Ballot (if applicable)		0	0.000	0	0	0.000	0.000
	<b>Total</b>		<b>1351948</b>	<b>7770</b>	<b>0.575</b>	<b>7770</b>	<b>0</b>	<b>100.000</b>
<b>Total</b>		<b>6049587</b>	<b>4705059</b>	<b>77.775</b>	<b>4705059</b>	<b>0</b>	<b>100.000</b>	<b>0.000</b>

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Resolution No : 7 - To appoint Mrs. Manimegalai Thangamani (DIN 10234123) as an Independent Director of the Company.

Resolution required : ( Ordinary/ Special )	Special
Whether promoter/ promoter group are interested in the agenda/ resolution ?	No

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) = [(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	4697289	4697289	100.000	4697289	0	100.000	0.000
	Poll		0	0.000	0	0	0.000	0.000
	Postal Ballot (if applicable)		0	0.000	0	0	0.000	0.000
	<b>Total</b>		<b>4697289</b>	<b>4697289</b>	<b>100.000</b>	<b>4697289</b>	<b>0</b>	<b>100.000</b>
Public - Institutions	E-Voting	350	0	0.000	0	0	0.000	0.000
	Poll		0	0.000	0	0	0.000	0.000
	Postal Ballot (if applicable)		0	0.000	0	0	0.000	0.000
	<b>Total</b>		<b>350</b>	<b>0</b>	<b>0.000</b>	<b>0</b>	<b>0</b>	<b>0.000</b>
Public -Non Institutions	E-Voting	1351948	4341	0.321	4341	0	100.000	0.000
	Poll		3429	0.254	3429	0	100.000	0.000
	Postal Ballot (if applicable)		0	0.000	0	0	0.000	0.000
	<b>Total</b>		<b>1351948</b>	<b>7770</b>	<b>0.575</b>	<b>7770</b>	<b>0</b>	<b>100.000</b>
<b>Total</b>		<b>6049587</b>	<b>4705059</b>	<b>77.775</b>	<b>4705059</b>	<b>0</b>	<b>100.000</b>	<b>0.000</b>

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FORM NO. MGT-13

Report of Scrutinizer(s)

*[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]*

The Chairman  
Narmada Gelatines Limited  
Regd. Office: Caravs, Room No. 28,  
15, Civil Lines, Jabalpur - 482 001

Re: 62<sup>nd</sup> Annual General Meeting of the Equity Shareholders of Narmada Gelatines Limited on 25<sup>th</sup> September 2023.

Sir,

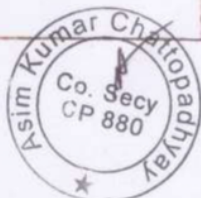
We, Dr. Asim Kumar Chattopadhyay, Practising Company Secretary and Mr. Tapan Badkul, Cost Accountant in Practice have been appointed as Scrutinizers for the purpose of the Remote E- Voting / & Ballot Voting in the AGM Venue for the below mentioned Resolutions at the meeting of the Equity Shareholders of Narmada Gelatines Limited on 25<sup>th</sup> September 2023 at Jabalpur. Our Report is given below:

After the closing of the ballot voting, the locked ballot box was subsequently opened in the present of scrutinizer, Mr. Tapan Badkul. The ballot papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies as the case may be lodged with the Company.

The ballot papers, which were incomplete and /or which were otherwise found defective have been treated as invalid and kept separately.

The result of the Ballot Voting in the AGM is as under :

Resolutions	Number of members present and voting (in person or by proxy)	Number of valid votes cast by them	No of valid votes cast in favour of the Resolution	% of valid votes cast in favour of the Resolution	No of valid votes cast against the Resolution	% of valid votes cast against the Resolution	Number of invalid votes
Resolution : (Ordinary) No. 1  To consider and adopt the audited Financial Statements of the Company for the year ended 31st March, 2023 including the Reports of the Board of Directors and Auditors thereon and in this respect to consider and if thought fit, to pass the following resolution as an Ordinary Resolution	34	3429	3429	100	Nil	Nil	Nil



Resolution : (Ordinary) No.2	34	3429	3429	100	Nil	Nil	Nil
To confirm the interim dividend of Rs.100/- per equity share of Rs.10/- each of the Company and consider the same as final dividend for the financial year ended 31st March, 2023, and in this respect to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:							
Special Business : Resolution : (Special) No.3	34	3429	3429	100	Nil	Nil	Nil
Re-Appointment of Mr. Ashok K. Kapur (DIN - 00126807) as the Managing Director of the Company and in this respect to consider and, if thought fit, to pass the following resolution as a Special Resolution:							
Resolution : (Special) No.4	34	3429	3429	100	Nil	Nil	Nil
Appointment of Mr. S. Annamalai (DIN - 00001381) as director of the Company and in this respect to consider and, if thought fit, to pass the following resolution as a Special Resolution:							
Resolution : (Special) No.5	34	3429	3429	100	Nil	Nil	Nil
Appointment of Mr. S. Maheswaran (DIN: 00143046) as director of the Company and in this respect to consider and, if thought fit, to pass the following resolution as a Special Resolution:							

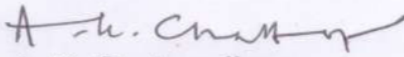


Resolution : (Special) No.6  Appointment of Mr. B. Vijayadurai (DIN - 07403509) as an independent director, in this respect to consider and, if thought fit, to pass the following resolution as a Special Resolution:	34	3429	3429	100	Nil	Nil	Nil
Resolution : (Special) No.7  Appointment of Mrs. Manimegalai Thangamani (DIN: 10234123) as an independent director and in this respect to consider and, if thought fit, to pass the following resolution as a Special Resolution:	34	3429	3429	100	Nil	Nil	Nil

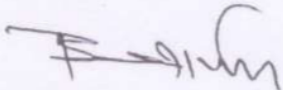
The ballot papers and all other relevant records were handed over to the Company Secretary / Authorized Representative for safe keeping.

Thanking you,

Yours faithfully,

  
**A. K. Chattopadhyay**  
 Practising Company Secretary  
 FCS - 2303 : CP - 880  
 PR - 792 / 2020

**Dr. Asim Kumar Chattopadhyay**  
 Practising Company Secretary  
 FCS - 2303, CP - 880, PR- 729/2020  
 UDIN - F002303E001079742  
 Dated : 25<sup>th</sup> September, 2023

  
**Mr. Tapan Badkul**  
 Cost Accountant in Practice  
 Membership No. 23394  
 UDIN - 2323394227NRDNLEA4  
 Dated: 25<sup>th</sup> September, 2023

