



PROCEEDINGS OF 26TH ANNUAL GENERAL MEETING

The 26th Annual General Meeting of the Company was held on Friday, September 29, 2023 (AGM), at 12:00 Noon at 701, 7th Floor, Naman Centre, Plot No. C-31, Bandra-Kurla Complex, Bandra (East), Mumbai-400051 (deemed venue) through Video Conferencing.

Before the start of the meeting, Mr. Sanjay Kumar Babu, Company Secretary welcomed the director, members and other invitees present in the meeting and informed that this AGM was being conducted in compliance with the Ministry of Corporate Affairs' (MCA) Circular dated 28 December, 2022 which permits the conduct of AGM through Video Conferencing (VC) or other Audio Visual Means (OAVM).

Dr. M. Ramachandran, Independent Director, Chairman of Audit & NRC Committee and member of CSR Committee of the Company, Chaired the proceedings of the meeting.

The details of number of shareholders present in the meeting are as follows:

Category	Promoters Group	Other	Total
In Person	2	0	2
Video Conference	3	2	5
Total	5	2	7

The Company Secretary confirmed that the requisite quorum was present. The Chairman welcomed the members present and informed that other Directors could not attend the meeting due to their prior commitments.

Upon the Chairman's request, the Company Secretary confirmed that all efforts feasible under the circumstances and as laid down in the Companies Act, 2013, have been made by the Company to enable the members to participate and vote on the items being considered in the meeting. He also informed that since, the AGM was being conducted through video conferencing, there was no provision for appointment of proxies.

Mr. Kunwar Khurana, representative of M/s. Walker Chandiook & Co LLP, Statutory Auditor of the Company was present through VC and Secretarial Auditor of the Company, M/s. V. Sreedharan & Associates, could not attend the meeting due to pre-occupations.

The Chairman informed that all the relevant registers maintained under the Companies Act, 2013, Secretarial Audit Report and Auditors Report and required to be made available at the AGM were available for inspection by the members throughout the meeting.



With the permission of members, the Notice of AGM, the Board’s Report and the Audited Financial Statements (including consolidated financial statements) for the financial year 2022-23 which were already circulated, were taken as read.

At the request of the Chairman, Mr. Sanjay Kumar Babu, Company Secretary, read out the Auditors’ Reports on standalone and consolidated financial statements to the Members of the Company for the year ended March 31, 2023. The Secretarial Audit Report did not contain any qualification, reservation or adverse remarks and hence, with the permission of the members present, it was taken as read. The members were given opportunity to seek any clarification.

The Company Secretary informed about the voting process in terms of the Articles of Association of the Company that items placed before the general meeting are required to be decided by way of a poll. Thereafter, with the unanimous consent of the Members present and permission of the Chairman, two scrutinizers were appointed for the poll.

The Chairman explained the objective and implications of following four resolutions, which were put up for voting through poll:

S. No.	Particulars	Type of Resolution
Ordinary Businesses		
1.	Adoption of Audited Financial Statement (including Consolidated Financial Statement) of the Company as at March 31, 2023, and the reports of the Board and Auditors thereon	Ordinary Resolution
2.	Appointment of Mr. G. M. Rao (DIN: 00574243), who retires by rotation and being eligible offers himself for re-appointment.	Ordinary Resolution
3.	Appointment of Mr. Madhva B. Terdal (DIN: 05343139), who retires by rotation and being eligible offers himself for re-appointment.	Ordinary Resolution
Special Business		
4.	Appointment of Mohd. Zarihi Bin Mohd Hashim (DIN-09737661) as Director of the Company.	Ordinary Resolution

Thereafter, the Scrutinizers scrutinized the polling papers and submitted their report to the Chairman.

The Chairman announced the result that the both resolutions passed unanimously.

There being no other business to be transacted, the Meeting concluded at 12:25 P.M. with a vote of thanks to the Chairman.