

# Essen Speciality Films Limited

Formerly known as **Essen Speciality Films Private Limited**

Regd. Office

Survey No. 192, Plot No. A,

Industrial Area, Behind Orchev Pharma,

Veraval (Shapar), Rajkot - 360 024

Gujarat - India

Phone : +91 98253 12701

E-mail : info@essenspeciality.com

Website : www.essenspeciality.com

CIN : L24224GJ2002PLC041119

GSTIN : 24AABCE2983N1ZC

**ESSEN**®  
SPECIALITY FILMS LTD

September 28, 2024

To,  
**National Stock Exchange of India Limited**  
The Listing Department  
Exchange Plaza, C-1, Block - G,  
Bandra-Kurla Complex,  
Bandra (East), Mumbai - 400 051

**NSE Symbol: ESFL**

**Subject: Voting Results and Scrutinisers Report of 22<sup>nd</sup> Annual General Meeting of the Company held on September 28, 2024**

**Reference: Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations")**

Dear Sir/ Madam,

With reference to the captioned subject and pursuant to Regulation 44(3) and of SEBI Listing Regulations, please find enclosed details of voting results inclusive of remote e-voting and voting at the AGM held on Saturday, September 28, 2024 (commenced at 11:00 a.m. and concluded at 11:50 a.m.) by way of Poll.

We are also enclosing the consolidated report of the Scrutinizer, CS Nirav D. Vekariya, Practicing Company Secretary on remote e-voting and voting by way of Poll during the AGM.

The above voting results are also available on the website of the stock exchange at <https://www.essenspeciality.com/investorszone.html>.

We request you to kindly take the above information on record.

Thanking You.

Yours Faithfully,

For, **ESSEN SPECIALITY FILMS LIMITED**

**Pallav K. Doshi**  
**Chairman and Whole-time Director**  
**DIN: 02542047**  
**Encl: a/a**

**General information about company**

Scrip code	
NSE Symbol	ESFL
MSEI Symbol	
ISIN	INE0ITO01014
Name of the company	Essen Speciality Films Limited
Type of meeting	AGM
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	28-09-2024
Start time of the meeting	11:00 AM
End time of the meeting	11:50 AM

**Scrutinizer Details**

Name of the Scrutinizer	CS Nirav D. Vekariya
Firms Name	CS Nirav D. Vekariya
Qualification	CS
Membership Number	11660
Date of Board Meeting in which appointed	01-09-2024
Date of Issuance of Report to the company	28-09-2024

<b>Voting results</b>	
Record date	20-09-2024
Total number of shareholders on record date	2351
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	10
b) Public	15
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	0
b) Public	0
No. of resolution passed in the meeting	6
Disclosure of notes on voting results	

Resolution(1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Adoption of Audited Financial Statements for the financial year ended March 31, 2024 and Reports of the Board of Directors and Auditors thereon				
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	14529400	14500000	99.7977	14500000	0	100	0
	Poll		12000	0.0826	12000	0	100	0
	Postal Ballot (if applicable)							
	Total		14529400	14512000	99.8802	14512000	0	100
Public- Institutions	E-Voting	745200	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)							
	Total		745200	0	0	0	0	0
Public- Non Institutions	E-Voting	5424600	15000	0.2765	15000	0	100	0
	Poll		18600	0.3429	18600	0	100	0
	Postal Ballot (if applicable)							
	Total		5424600	33600	0.6194	33600	0	100
Total		20699200	14545600	70.2713	14545600	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

**Details of Invalid Votes**

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

Resolution(2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Declaration of Dividend of Rs. 0.75 per equity shares of face value of Rs. 10 each (7.5%) for the financial year ended March 31, 2024				
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	14529400	14500000	99.7977	14500000	0	100	0
	Poll		12000	0.0826	12000	0	100	0
	Postal Ballot (if applicable)							
	Total		14529400	14512000	99.8802	14512000	0	100
Public- Institutions	E-Voting	745200	0	0	0	0	0	0
	Poll		0	0	0	0	0	
	Postal Ballot (if applicable)							
	Total		745200	0	0	0	0	0
Public- Non Institutions	E-Voting	5424600	15000	0.2765	15000	0	100	0
	Poll		18600	0.3429	18600	0	100	0
	Postal Ballot (if applicable)							
	Total		5424600	33600	0.6194	33600	0	100
Total		20699200	14545600	70.2713	14545600	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

**Details of Invalid Votes**

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



Resolution(3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Re-appointment of Mr. Pallav Kishorbhai Doshi (DIN: 02542047), as a Director of the Company who retires by rotation				
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	14529400	9660000	66.4859	9660000	0	100	0
	Poll		12000	0.0826	12000	0	100	0
	Postal Ballot (if applicable)							
	Total	14529400	9672000	66.5685	9672000	0	100	0
Public- Institutions	E-Voting	745200	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)							
	Total	745200	0	0	0	0	0	0
Public- Non Institutions	E-Voting	5424600	15000	0.2765	15000	0	100	0
	Poll		18600	0.3429	18600	0	100	0
	Postal Ballot (if applicable)							
	Total	5424600	33600	0.6194	33600	0	100	0
Total		20699200	9705600	46.8888	9705600	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

**Details of Invalid Votes**

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

Resolution(4)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Ratification of Remuneration of Cost Auditors of the Company, for the financial year ending March 31, 2025				
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	14529400	14500000	99.7977	14500000	0	100	0
	Poll		12000	0.0826	12000	0	100	0
	Postal Ballot (if applicable)							
	Total		14529400	14512000	99.8802	14512000	0	100
Public- Institutions	E-Voting	745200	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)							
	Total		745200	0	0	0	0	0
Public- Non Institutions	E-Voting	5424600	15000	0.2765	15000	0	100	0
	Poll		18600	0.3429	18600	0	100	0
	Postal Ballot (if applicable)							
	Total		5424600	33600	0.6194	33600	0	100
Total		20699200	14545600	70.2713	14545600	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

**Details of Invalid Votes**

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

Resolution(5)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Authorisation to Board of Directors for giving loan, giving guarantee or providing security in respect of loan or acquisition of shares under section 186 of the Companies Act, 2013				
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	14529400	14500000	99.7977	14500000	0	100	0
	Poll		12000	0.0826	12000	0	100	0
	Postal Ballot (if applicable)							
	Total		14529400	14512000	99.8802	14512000	0	100
Public- Institutions	E-Voting	745200	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)							
	Total		745200	0	0	0	0	0
Public- Non Institutions	E-Voting	5424600	15000	0.2765	15000	0	100	0
	Poll		18600	0.3429	18600	0	100	0
	Postal Ballot (if applicable)							
	Total		5424600	33600	0.6194	33600	0	100
Total		20699200	14545600	70.2713	14545600	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

**Details of Invalid Votes**

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

Resolution(6)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Approval of giving loan or guarantee or providing security in connection with loan availed by any person in whom any of the director of the company is interested as specified under section 185 of the Companies Act, 2013				
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	14529400	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)							
	Total		14529400	0	0	0	0	0
Public- Institutions	E-Voting	745200	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)							
	Total		745200	0	0	0	0	0
Public- Non Institutions	E-Voting	5424600	15000	0.2765	15000	0	100	0
	Poll		17400	0.3208	17400	0	100	0
	Postal Ballot (if applicable)							
	Total		5424600	32400	0.5973	32400	0	100
Total		20699200	32400	0.1565	32400	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

**Details of Invalid Votes**

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





## FORM No. MGT-13

### Report of Scrutinizer(s) - Combined

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

To,  
The Chairman,  
Annual General Meeting of the Members of  
M/s. Essen Speciality Films Limited Held on 28<sup>th</sup> September, 2024 at  
Rajoo Avenue, Survey No. 210, Plot No. 1, Industrial Area,  
Veraval (Shapar), Rajkot - 360024 (Gujarat) India.

Dear Sir,

I CS Nirav D. Vekariya, Practicing Company Secretary, Rajkot, appointed as Scrutinizer by the Board of Directors of M/s. Essen Speciality Films Limited in their meeting held on September 1<sup>st</sup>, 2024 for the purpose of the scrutinizing remote e-voting process and voting at Annual General Meeting (AGM) as per Section 108 and 109 of the Companies Act, 2013 and read with Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 as amended from time to time and Secretarial Standard -2 (SS-2) on General Meeting issued by the Institute of Company Secretaries of India and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 on resolution(s) set out in the notice dated 01<sup>st</sup> September, 2024 convening the Annual General meeting of the Equity Shareholders of Essen Speciality Films Limited, held on 28<sup>th</sup> September, 2024 at Rajoo Avenue, Survey No. 210, Plot No.1 Industrial Area, Veraval (Shapar) Dist. Rajkot – 360024 (Gujarat) India, in a fair and transparent manner. I hereby submit my report as under in respect of the resolutions specified in Annexure A.

#### Responsibility of the Management of the company:

The compliance with the requirements of the Companies Act, 2013 and the rules made thereunder relating to e-voting and voting by use of ballots by the shareholders on the resolution (s) set out in the notice convening the Annual General Meeting of the Company is the responsibility of the Management.

#### My responsibility as Scrutinizer:

My responsibility, as a scrutinizer for the e-voting process and poll at the Annual General Meeting is restricted to make a Scrutinizer's report of the votes cast "in favor" or "against" the resolutions set out in the notice convening Annual General Meeting, based on the reports generated from the e-voting system provided by Bigshare Services Private Limited



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(BIGSHARE), the authorized agency engaged by the Company for providing e-voting facilities and also at the time of poll at the Annual General Meeting.

1. The Company completed dispatch of notice(s), forms/or electronic notice on Wednesday, 04<sup>th</sup> September, 2024 to its Members whose name(s) appeared in the Register of Members / List of beneficial owners received from NSDL/CDSL as on the cutoff date decided by the board i.e. 30<sup>th</sup> August, 2024 and the notice is sent to its members through email whose email id is registered with the company, Registrar & Transfer Agent (RTA) and depository (ies) and also sent in physical mode to the shareholders who had requested for the same.
2. The Company has provided e-voting facility offered by Bigshare Services Private Limited (BIGSHARE) for conducting e-voting by the shareholders of the Company. Further I am also duly registered with the Bigshare Services Private Limited (BIGSHARE) as a Scrutinizer and the Members opting for e-voting facility, had casted their votes on the designated website <https://ivote.bigshareonline.com>.
3. As stated in sub rule 3 of Rule 22 of Companies (Management and Administration) Rules, 2014, an advertisement was published by the Company each in The Indian Express, Financial Express (English) and Financial Express (Gujarati) on Thursday, 5<sup>th</sup> September, 2024, informing about the completion of dispatch/electronic transmission of notices, to the Members along with other related matters mentioned therein.
4. I had monitored the process of voting through physical poll and electronic voting through the Scrutinizer's secured link provided by BIGSHARE on the designated website.
5. The electronic ballots were maintained by BIGSHARE in electronic registry.
6. I had downloaded data for e-voting from the BIGSHARE website for the Members who have voted through e-voting.
7. The e-voting period commenced on Wednesday, 25<sup>th</sup> September, 2024 at 9.00 A.M. and ended on Friday, 27<sup>th</sup> September, 2024 at 5.00 P.M.
8. All related papers are kept under my safe custody. I shall return them in due course by a separate letter for safe preservation till the resolution is given effect to.
9. The details containing, inter-alia, list of equity shareholders, who voted "For" and "Against", were downloaded from the E-voting website of [ivote.bigshareonline.com](https://ivote.bigshareonline.com).
10. The Votes on e-voting were unblocked on Saturday, 28<sup>th</sup> September, 2024, at time 12.29 p.m. in the presence of two witnesses, Mr. Pravin Amrabhai Solanki, Residing at: Nyara, Dist. Rajkot (Gujarat) India. AND Mr. Tushar Vasantbhai Sakhiya, Residing at Jasdian, Dist. Rajkot (Gujarat) India who are not in employment of the Company and who acted as





witnesses at the time of unblocking and downloading of e-voting results, as prescribed in Sub Rule 4(xii) of the said Rule 20

11. My responsibility as scrutinizer for the remote e-voting and the voting conducted through ballot paper at the meeting is restricted to making a Scrutinizer's Report of the votes cast in favor or against the resolutions.
12. Text of the Resolution is annexed herewith as "**Annexure-A**".
13. I now submit my consolidated Report as under on the result of the remote e-voting and voting conducted through ballot paper at the Annual General Meeting in respect of the said resolutions.



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## **RESOLUTION NO. 1:**

Adoption of financial statements for the year ended March 31, 2024.

### **(i) VOTED IN FAVOR OF THE RESOLUTION:**

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	19	14515000	99.79%
Voting through Polling paper	10	30600	0.21%
Total	29	14545600	100%

### **(ii) VOTED AGAINST THE RESOLUTION:**

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	0	0	0.00%
Voting through Polling paper	0	0	0.00%
Total	0	0	0.00%

### **(iii) INVALID VOTES:**

Mode of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
E-voting	0	0
Voting through Polling paper	0	0
Total	0	0

**Result: Resolution No. 1 contained in the Notice of Annual General Meeting of The Company dated 1<sup>st</sup> September, 2024 has been passed as Ordinary Resolution.**





## **RESOLUTION NO. 2:**

Declaration of Dividend for the financial year ended March 31, 2024.

### (i) **VOTED IN FAVOR OF THE RESOLUTION:**

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	19	14515000	99.79%
Voting through Polling paper	10	30600	0.21%
Total	29	14545600	100%

### (ii) **VOTED AGAINST THE RESOLUTION:**

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	0	0	0.00%
Voting through Polling paper	0	0	0.00%
Total	0	0	0.00%

### (iii) **INVALID VOTES:**

Mode of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
E-voting	0	0
Voting through Polling paper	0	0
Total	0	0

**Result: Resolution No. 2 contained in the Notice of Annual General Meeting of The Company dated 1<sup>st</sup> September, 2024 has been passed as Ordinary Resolution.**





## **RESOLUTION NO. 3:**

Appointment of a director in place of Mr. Pallav Kishorbhai Doshi (DIN: 02542047), who retires by rotation and being eligible, offers himself for re-appointment.

### **(i) VOTED IN FAVOR OF THE RESOLUTION:**

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	16	9675000	99.68%
Voting through Polling paper	10	30600	0.32%
Total	26	9705600	100%

### **(ii) VOTED AGAINST THE RESOLUTION:**

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	0	0	0.00%
Voting through Polling paper	0	0	0.00%
Total	0	0	0.00%

### **(iii) INVALID VOTES:**

Mode of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
E-voting	0	0
Voting through Polling paper	0	0
Total	0	0

**Result: Resolution No. 3 contained in the Notice of Annual General Meeting of The Company dated 1<sup>st</sup> September, 2024 has been passed as Ordinary Resolution.**





## **RESOLUTION NO. 4:**

Ratification of remuneration payable to M/s. Sagar M. Kapadia & Co., Cost Accountants, Cost Auditor of the Company.

### **(i) VOTED IN FAVOR OF THE RESOLUTION:**

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	19	14515000	99.79%
Voting through Polling paper	10	30600	0.21%
Total	29	14545600	100%

### **(ii) VOTED AGAINST THE RESOLUTION:**

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	0	0	0.00%
Voting through Polling paper	0	0	0.00%
Total	0	0	0.00%

### **(iii) INVALID VOTES:**

Mode of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
E-voting	0	0
Voting through Polling paper	0	0
Total	0	0

**Result: Resolution No. 4 contained in the Notice of Annual General Meeting of The Company dated 1<sup>st</sup> September, 2024 has been passed as Ordinary Resolution.**





## **RESOLUTION NO. 5:**

Authorisation to Board of Directors for giving loans, guarantee or providing security or investing in securities of body corporates under section 186 of the Companies Act, 2013.

### **(iv) VOTED IN FAVOR OF THE RESOLUTION:**

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	19	14515000	99.79%
Voting through Polling paper	10	30600	0.21%
Total	29	14545600	100%

### **(v) VOTED AGAINST THE RESOLUTION:**

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	0	0	0.00%
Voting through Polling paper	0	0	0.00%
Total	0	0	0.00%

### **(vi) INVALID VOTES:**

Mode of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
E-voting	0	0
Voting through Polling paper	0	0
Total	0	0

**Result: Resolution No. 5 contained in the Notice of Annual General Meeting of The Company dated 1<sup>st</sup> September, 2024 has been passed as Special Resolution.**







## RESOLUTION NO. 6:

Approval for giving loan or guarantee or providing security in connection with loan availed by any person in whom any of the director of the company is interested as specified under section 185 of the Companies Act, 2013.

### (i) VOTED IN FAVOR OF THE RESOLUTION:

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	10	15000	46.30%
Voting through Polling paper	8	17400	53.70%
Total	18	33600	100%

### (ii) VOTED AGAINST THE RESOLUTION:

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	0	0	0.00%
Voting through Polling paper	0	0	0.00%
Total	0	0	00.00%

### (iii) INVALID VOTES:

Mode of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
E-voting	0	0
Voting through Polling paper	0	0
Total	0	0

**Result: Resolution No. 6 contained in the Notice of Annual General Meeting of The Company dated 1<sup>st</sup> September, 2024 has been passed as Special Resolution**

**CS NIRAV D. VEKARIYA**  
Practicing Company Secretary  
FCS NO. 11660 C. P. NO. 17709  
Peer Review Certificate No. 2442/2022  
UDIN: F011660F001362625

Date: 28/09/2024  
Place: Rajkot



Counter signed by  
For, ESSEN SPECIALITY FILMS LIMITED  
Mr. Pallav K. Doshi  
Chairman & Wholtime Director

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**“ANNEXURE –A “  
(TEXT OF RESOLUTION)**

<b>Resolution No: 1</b>	<b>Adoption of financial statements for the year ended March 31, 2024</b> “ <b>RESOLVED THAT</b> , the Audited Financial Statement of the Company for the Financial Year ended March 31 <sup>st</sup> , 2024 and Reports of the Board of Directors and Auditors thereon be and are hereby received, considered and adopted.”
<b>Resolution No: 2</b>	<b>Declaration of Dividend for the financial year ended March 31, 2024</b> “ <b>RESOLVED THAT</b> , pursuant to Section 123 and other applicable provisions of the Companies Act, 2013 read with the relevant Rules made thereunder including any statutory modification or re-enactment thereto, a final dividend of Rs. 0.75/- [7.50%] per share of face value of Rs. 10/- each, for the financial year ended March 31, 2024 on 20699200 equity shares of the Company aggregating to Rs. 1,55,24,400/- (Rupees One Crore Fifty Five Lakh Twenty Four Thousand Four Hundred Only) as recommended by the Board of Directors of the Company be and is hereby declared and that said dividend be distributed out of profits of the Company for the year ended March 31, 2024.”
<b>Resolution No: 3</b>	<b>Appointment of a director in place of Mr. Pallav Kishorbhai Doshi (DIN: 02542047), who retires by rotation and being eligible, offers himself for re-appointment.</b> “ <b>RESOLVED THAT</b> , pursuant to provisions of Section 152 and any other applicable provisions of the Companies Act, 2013, Mr. Pallav Kishorbhai Doshi (DIN: 02542047), who retires by rotation, be and is hereby re-appointed as Director of the Company.”
<b>Resolution No: 4</b>	<b>Ratification of remuneration payable to M/s. Sagar M. Kapadia &amp; Co., Cost Accountants, Cost Auditor of the Company</b> “ <b>RESOLVED THAT</b> pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, remuneration of Rs. 40,000/- (Rupees Forty Thousands only) plus GST and out-of-pocket expenses as per actual payable to M/s. Sagar M. Kapadiya & Co., Cost Accountants (FRN: 103615) having Mr. Sagar M. Kapadiya (Membership No: 36767) as a sole proprietor of firm who have been appointed as the Cost Auditors of the Company by the Board of Directors to conduct the audit of the cost records of the Company for the financial year 2023-24 be and is hereby ratified;  <b>RESOLVED FURTHER THAT</b> the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”





<b>Resolution No: 5</b>	<b>Authorisation to Board of Directors for giving loans, guarantee or providing security or investing in securities of body corporates under section 186 of the Companies Act, 2013</b>
	<p><b>“RESOLVED THAT</b> pursuant to the provisions of the Section 186 and other applicable provisions, if any, of the Companies Act, 2013, consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter called ‘the Board’ which term shall deemed to include any Committee which Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution) to (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise the securities of any other body corporate, upto a maximum aggregate amount of Rs. 200 Crore (Rupees Two Hundred Crore only), outstanding at any point of time, over and above the permissible limits under Section 186(2) of the Companies Act, 2013;</p> <p><b>RESOLVED FURTHER THAT</b> for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorized to take from time to time all decisions and such steps as may be necessary for giving loans, guarantees or providing securities or for making such investments and to execute such documents, deeds, writings, papers and/or agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion, deem fit, necessary or appropriate.”</p>
<b>Resolution No: 6</b>	<b>Approval for giving loan or guarantee or providing security in connection with loan availed by any person in whom any of the director of the company is interested as specified under section 185 of the Companies Act, 2013</b>
	<p><b>“RESOLVED THAT</b> pursuant to Section 185 and other applicable provisions if any, of the Companies Act, 2013 and relevant rules made thereto including any statutory modifications or re-enactments thereof, the approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to advance any loan(s) and/or to give any guarantee(s) and/or to provide any security(ies) in connection with any Financial Assistance/Loan taken/to be taken/availed/to be availed by any entity which is a Subsidiary/ Associate/ Joint Venture or such other entity/person as specified under Section 185 of the Companies Act, 2013 and all together with in whom or in which any of the Director of the Company from time to time is interested or deemed to be interested (hereinafter commonly known as the Entities) for a sum not exceeding the aggregate limit of Rs. 200 Crore (Rupees Two Hundred Crore Only);</p>





<p><b>RESOLVED FURTHER THAT</b> the aforementioned loan(s) and/or guarantee(s) and/or security(ies) shall only be utilized by the borrower for the purpose of its principal business activities;</p> <p><b>RESOLVED FURTHER THAT</b> for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorized to take from time to time all decisions and such steps as may be necessary for giving loans, guarantees or providing securities or for making such investments and to execute such documents, deeds, writings, papers and/or agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion, deem fit, necessary or appropriate.”</p>
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**Date: 28/09/2024**  
**Place: Rajkot**



**CS NIRAV D. VEKARIYA**  
*Practicing Company Secretary*  
**FCS NO. 11660 C. P. NO. 17709**  
**Peer Review Certificate No. 2442/2022**  
**UDIN: F011660F001362625**