



SEC/50/2024-25

August 17, 2024

1. National Stock Exchange of India Ltd. Exchange Plaza Plot No. C/1, G Block Bandra –Kurla Complex Bandra (E), Mumbai 400 051 Symbol: KALYANKJIL	2. BSE Limited Corporate Relationship Dept. Phiroze Jeejeebhoy Towers, Dalal Street Mumbai 400001 Maharashtra, India Scrip Code: 543278
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Dear Sir/Madam,

Sub: Voting Results of the 16th Annual General Meeting held on 17th August 2024.

The 16th Annual General Meeting of the Members of the Company was held on Saturday, the 17th August 2024 through Video Conferencing (VC) facility.

All the resolutions contained in the notice of the Annual General Meeting were passed by the shareholders.

Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the details of the combined voting results (i.e. result of remote e-voting together with that of the e-voting conducted at the AGM) are enclosed in the format prescribed under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Annexure-I).

Further, the Scrutinizer's Report on the combined voting results is also attached herewith.

Kindly take the same on record.

Thanking You.

Yours Faithfully,

For Kalyan Jewellers India Limited

Jishnu RG

Company Secretary & kmp; Compliance

Membership No – ACS 32820

Kalyan Jewellers India Limited
Corporate Office -TC-32/204/2, Sitaram Mill Road, Punkunnam, Thrissur, Kerala – 680 002
CIN - L36911KL2009PLC024641
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Date of the AGM	17-08-2024
Total number of shareholders as on record date	455404
No of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter Group	NA
b) Public	NA
No of shareholders attended through Video Conferencing	58
(a) Promoters and Promoter Group	3
(b) Public	55

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(Annexure – I)

Resolution Required : Ordinary			1 - To receive, consider and adopt audited standalone & consolidated financial statements for the year ended March 31, 2024					
Whether promoter/ promoter group are interested in the agenda/resolution?								
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	624417667	587758260	94.1290	587758260	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		587758260	94.1290	587758260	0	100.0000	0.0000
Public Institutions	E-Voting	336972263	287449710	85.3037	287449710	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		287449710	85.3037	287449710	0	100.0000	0.0000
Public Non Institutions	E-Voting	69223468	204184	0.2950	201684	2500	98.7756	1.2244
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		204184	0.2950	201684	2500	98.7756	1.2244
Total		1030613398	875412154	84.9409	875409654	2500	99.9997	0.0003

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Resolution Required :Ordinary			2 - To declare a final dividend of Rs. 1.20/- per equity share of Rs. 10/- each for the financial year ended 31st March, 2024.					
Whether promoter/ promoter group are interested in the agenda/resolution?								
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	624417667	587758260	94.1290	587758260	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		587758260	94.1290	587758260	0	100.0000	0.0000
Public Institutions	E-Voting	336972263	288791016	85.7017	288789453	1563	99.9995	0.0005
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		288791016	85.7017	288789453	1563	99.9995	0.0005
Public Non Institutions	E-Voting	69223468	204156	0.2949	191212	12944	93.6598	6.3402
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		204156	0.2949	191212	12944	93.6598	6.3402
Total		1030613398	876753432	85.0710	876738925	14507	99.9983	0.0017

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Resolution Required :Ordinary		3 - To re-appoint Mr. Salil Nair (DIN: 01955091), Director, who retires by rotation and being eligible, offers himself for such re-appointment.						
Whether promoter/ promoter group are interested in the agenda/resolution?								
Categor y	Mod e of Voti ng	No. of shares held	No. of votes polled	% of Votes Polled on outstandin g shares	No. of Votes – in favour	No. of Votes – Again st	% 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
Promote r and Promote r Group	E- Voti ng	6244176 67	587758 260	94.1290	587758 260	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Post al Ballo t		0	0.0000	0	0	0.0000	0.0000
	Tota l		587758 260	94.1290	587758 260	0	100.0000	0.0000
Public Instituti ons	E- Voti ng	3369722 63	288725 621	85.6823	282846 642	58789 79	97.9638	2.0362
	Poll		0	0.0000	0	0	0.0000	0.0000
	Post al Ballo t		0	0.0000	0	0	0.0000	0.0000
	Tota l		288725 621	85.6823	282846 642	58789 79	97.9638	2.0362
Public Non Instituti ons	E- Voti ng	6922346 8	203864	0.2945	198499	5365	97.3683	2.6317
	Poll		0	0.0000	0	0	0.0000	0.0000
	Post al Ballo t		0	0.0000	0	0	0.0000	0.0000
	Tota l		203864	0.2945	198499	5365	97.3683	2.6317
Total		1030613 398	876687 745	85.0647	870803 401	58843 44	99.3288	0.6712

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Resolution Required :Ordinary		4 - To re-appoint Mr. TK Seetharam (DIN: DIN: 01021898), Director, who retires by rotation and being eligible, offers himself for such re-appointment						
Whether promoter/ promoter group are interested in the agenda/resolution?								
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	624417667	587758260	94.1290	587758260	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		587758260	94.1290	587758260	0	100.0000	0.0000
Public Institutions	E-Voting	336972263	288725621	85.6823	287469204	1256417	99.5648	0.4352
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		288725621	85.6823	287469204	1256417	99.5648	0.4352
Public Non Institutions	E-Voting	69223468	203864	0.2945	199068	4796	97.6475	2.3525
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		203864	0.2945	199068	4796	97.6475	2.3525
Total		1030613398	876687745	85.0647	875426532	1261213	99.8561	0.1439

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Resolution Required : Ordinary			5 - To appoint M/s. Walker Chandiok & Co LLP , Chartered Accountants, as the Statutory Auditors of the Company, to hold office for a term of five consecutive years from the conclusion of the 16th Annual General Meeting (AGM) until the conclusion of the 21st AGM of the Company.					
Whether promoter/ promoter group are interested in the agenda/resolution?								
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	624417667	587758260	94.1290	587758260	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		587758260	94.1290	587758260	0	100.0000	0.0000
Public Institutions	E-Voting	336972263	288725621	85.6823	287582657	1142964	99.6041	0.3959
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		288725621	85.6823	287582657	1142964	99.6041	0.3959
Public Non Institutions	E-Voting	69223468	203864	0.2945	200295	3569	98.2493	1.7507
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		203864	0.2945	200295	3569	98.2493	1.7507
Total		1030613398	876687745	85.0647	875541212	1146533	99.8692	0.1308

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Resolution Required : Ordinary			6 - Approval for acceptance of Deposits from Public/Members					
Whether promoter/ promoter group are interested in the agenda/resolution?								
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	624417667	587758260	94.1290	587758260	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		587758260	94.1290	587758260	0	100.0000	0.0000
Public Institutions	E-Voting	336972263	288725621	85.6823	197538267	91187354	68.4173	31.5827
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		288725621	85.6823	197538267	91187354	68.4173	31.5827
Public Non Institutions	E-Voting	69223468	203864	0.2945	198727	5137	97.4802	2.5198
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		203864	0.2945	198727	5137	97.4802	2.5198
Total		1030613398	876687745	85.0647	785495254	91192491	89.5981	10.4019

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Resolution Required :Special		7 - Consider payment of Remuneration to Mr. Vinod Rai (DIN - 00041867), Chairman (Non - Executive) & Independent Director of the Company for the Financial Year 2024-25, which may exceed 50% of the total annual remuneration payable to all the Non - Executive Directors of the Company						
Whether promoter/ promoter group are interested in the agenda/resolution?								
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	624417667	587758260	94.1290	587758260	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		587758260	94.1290	587758260	0	100.0000	0.0000
Public Institutions	E-Voting	336972263	288725621	85.6823	28803453	691468	99.7605	0.2395
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		288725621	85.6823	288034153	691468	99.7605	0.2395
Public Non Institutions	E-Voting	69223468	203692	0.2943	193257	10435	94.8771	5.1229
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		203692	0.2943	193257	10435	94.8771	5.1229
Total		1030613398	876687573	85.0646	875985670	701903	99.9199	0.0801

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M R THIAGARAJAN

Company Secretary in Practice

C-18, United Nagar, Veerakeralam Post, Coimbatore-641007
Mobile: +919443720540- E-mail id: mrthiagarajan@gmail.com

SCRUTINIZER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies
(Management and Administration) Rules, 2014]

To

The Chairman
Kalyan Jewellers India Limited
TC-32/204/2, Sitaram Mill Road
Punkunnam, Thrissur, 680 002, Kerala State

SUBJECT: Consolidated Scrutinizer's Report on remote e-voting conducted prior to the 16th Annual General Meeting ('AGM') of Kalyan Jewellers India Limited held on Saturday ,17th August 2024 at 11.30 a.m. (IST) through video conferencing ('VC') / other audio visual means ('OAVM') and remote e-voting conducted during the AGM, pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations')

I, M R Thiagarajan, Company Secretary in Practice, have been appointed as the Scrutinizer by the Board of Directors of Kalyan Jewellers India Limited ('the Company') pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies(Management and Administration) Rules, 2014, as amended, to conduct the remote e-voting process in respect of the below mentioned resolutions proposed at the 16th Annual General Meeting ("AGM") of the Company held today, i.e., Saturday , 17th August 2024 at 11.30 a.m. (IST)through VC/OAVM.

I am also appointed as Scrutinizer to scrutinize the remote e-voting process during the AGM.

The AGM notice dated 11.06.2024, as confirmed by the Company, was sent to the Shareholders in respect of the below mentioned resolutions passed at the AGM of the Company through electronic mode to those Members whose email addresses are registered with the Company/Depositories. The emails were sent in compliance with the relevant circulars issued by the MCA and SEBI.

The Company had availed the e-voting facility offered by National Securities Depository Services (India) Limited ('NSDL') for conducting remote e-voting by the Shareholders of the Company.

The voting period for remote e-voting commenced on Wednesday ,14th August 2024 at 9.00 a.m. (IST) and ended on Friday, 16th August 2024 at 5.00 p.m. (IST) and the NSDL e-voting platform was disabled thereafter.

The Company had also provided remote e-voting facility of NSDL to the Shareholders present at the AGM through VC, who had not cast their vote earlier.

The Shareholders of the Company holding shares as on the "cut-off" date of Saturday, 10th August 2024, were entitled to vote on the resolutions forming part of the Notice of the AGM.

After the closure of remote e-voting at the AGM, the report on remote voting done during the AGM and the votes cast under remote e-voting facility prior to the AGM were unblocked and counted.

I have scrutinized and reviewed the remote e-voting prior to the AGM and during the AGM and votes cast therein based on the data downloaded from the NSDL e-voting system.

The Management of the Company is responsible to ensure compliance with the requirements of the Act and rules relating to remote e-voting prior to and during the AGM on the resolutions forming part of the notice of the AGM.

My responsibility as Scrutinizer for the remote e-voting is restricted to making a Scrutinizer's Report of the votes cast in favour or against the said resolutions forming part of the notice of the AGM.

I now submit my consolidated report as under on the result of the remote e-voting prior to the AGM and during the AGM in respect of the said resolutions forming part of the notice of the AGM.

I would like to mention that the voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date i.e., Saturday ,10th August 2024 and as per the Register of Members of the Company.

Item No 1 of the Notice of AGM: Ordinary Resolution-Adoption of Financial Statement etc.

"To receive, consider and adopt:

- a. the Audited Financial Statement of the Company for the financial year ended 31st March, 2024 together with the Reports of the Board of Directors and Auditors thereon; and*
- b. the Audited Consolidated Financial Statement of the Company for the financial year ended 31st March, 2024 and the Report of Auditors thereon."*

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

Number of Members Voted	No of Valid Votes (Shares) cast	% of valid votes cast
871	875409654	100

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

Number of Members Voted	No of Valid Votes (Shares) cast	% of valid votes cast
21	2500	0

(iii) **Invalid Votes** in respect of the Resolution:

Total Number of Members whose votes were declared invalid	No of invalid Votes (Shares) cast by them
0	0

RESULT: - Based on the aforesaid result, I report that the Ordinary Resolution as set out in ITEM No 1 of the Notice of the AGM dated 11th June 2024 has been passed with requisite majority.

Item No 2 of the Notice of AGM: Ordinary Resolution -Declaration of Dividend

“To declare a final dividend of Rs. 1.20/- paise per equity share of Rs 10/- each for the financial year ended 31st March ,2024”.

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

Number of Members Voted	No of Valid Votes (Shares) cast	% of valid votes cast
869	876738925	99.998

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

Number of Members Voted	No of Valid Votes (Shares) cast	% of valid votes cast
26	14507	0.002

(iii) **Invalid** Votes in respect of the Resolution:

Total Number of Members whose votes were declared invalid	No of invalid Votes (Shares) cast by them
0	0

RESULT: - Based on the aforesaid result, I report that the Ordinary Resolution as set out in ITEM No 2 of the Notice of the AGM dated 11th June 2024 has been passed with requisite majority.

Item No 3 of the Notice of AGM: Ordinary Resolution –Retirement by rotation.

“To re-appoint Mr. Salil Nair (DIN: 01955091), Director, who retires by rotation and being eligible, offers himself for such re-appointment”.

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

Number of Members Voted	No of Valid Votes (Shares) cast	% of valid votes cast
848	870803401	99.329

(iv) Voted **against** the Resolution:

Number of Members Voted	No of Valid Votes (Shares) cast	% of valid votes cast
47	5884344	0.671

(v) **Invalid** Votes in respect of the Resolution:

Total Number of Members whose votes were declared invalid	No of invalid Votes (Shares) cast by them
0	0

RESULT: - Based on the aforesaid result, I report that the Ordinary Resolution as set out in ITEM No 3 of the Notice of the AGM dated 11th June 2024 has been passed with requisite majority.

Item No 4 of the Notice of AGM: Ordinary Resolution –Retirement by rotation.

“To re-appoint Mr. TK Seetharam (DIN: 01021898), Director, who retires by rotation and being eligible, offers himself for such re-appointment”.

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

Number of Members Voted	No of Valid Votes (Shares) cast	% of valid votes cast
854	875426532	99.856

(vi) Voted **against** the Resolution:

Number of Members Voted	No of Valid Votes (Shares) cast	% of valid votes cast
41	1261213	0.144

(vii) **Invalid** Votes in respect of the Resolution:

Total Number of Members whose votes were declared invalid	No of invalid Votes (Shares) cast by them
0	0

RESULT: - Based on the aforesaid result, I report that the Ordinary Resolution as set out in ITEM No 4 of the Notice of the AGM dated 11th June 2024 has been passed with requisite majority.

Item No 5 of the Notice of AGM - Ordinary Resolution -Appointment of M/s. Walker Chandiok & Co LLP, Chartered Accountants (ICAI FRN: 001076N/N500013) as Statutory Auditors of the Company, to hold office for a term of five consecutive years from the conclusion of the 16th Annual General Meeting (AGM) until the conclusion of the 21st AGM of the Company, on such remuneration as may be mutually agreed upon between the Board of Directors and the Statutory Auditors.

“RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules framed thereunder as amended from time to time (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the recommendation of Audit Committee and the Board of Directors, M/s. Walker Chandiok & Co LLP , Chartered Accountants, (ICAI FRN: 001076N/N500013) be and are hereby appointed as the Statutory Auditors of the Company, to hold office for a term of five consecutive years from the conclusion of the 16th Annual General Meeting (AGM) until the conclusion of the 21st AGM of the Company, on such remuneration as may be mutually agreed upon between the Board of Directors and the Statutory Auditors.

RESOLVED FURTHER THAT the Board of Directors, Key Managerial Personnel and any other person authorized by the Board of Directors of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed necessary to give effect to this resolution.”

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

Number of Members Voted	No of Valid Votes (Shares) cast	% of valid votes cast
857	875541212	99.869

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

Number of Members Voted	No of Valid Votes (Shares) cast	% of valid votes cast
34	1146533	0.131

(iii) **Invalid** Votes in respect of the Resolution:

Total Number of Members whose votes were declared invalid	No of invalid Votes (Shares) cast by them
0	0

RESULT: - Based on the aforesaid result, I report that the Ordinary Resolution as set out in ITEM No 5 of the Notice of the AGM dated 11th June 2024 has been passed with requisite majority.

Item No 6 of the Notice of AGM -Ordinary Resolution - Approval for acceptance of Deposits from Public/Members

“RESOLVED THAT pursuant to the provisions of Sections 73, 76 and all other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the Companies (Acceptance of Deposits) Rules, 2014 (the “Rules”) (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the Members of the Company be and is hereby accorded to the Company to invite/accept/renew from time to time unsecured/secured deposits from the public and/or Members of the Company up to the permissible limits as prescribed under the Act and Rules.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors of the Company (herein after referred to as the “Board”, which term shall be deemed to include any Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, proper or desirable for such invitation/acceptance/renewal of deposits by the Company and to settle any questions, difficulties or doubts that may arise in this regard and further to execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient.”

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

Number of Members Voted	No of Valid Votes (Shares) cast	% of valid votes cast
684	785495254	89.598

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

Number of Members Voted	No of Valid Votes (Shares) cast	% of valid votes cast
211	91192491	10.402

(iii) **Invalid** Votes in respect of the Resolution:

Total Number of Members whose votes were declared invalid	No of invalid Votes (Shares) cast by them
0	0

RESULT: - Based on the aforesaid result, I report that the Ordinary Resolution as set out in ITEM No 6 of the Notice of the AGM dated 11th June 2024 has been passed with requisite majority.

Item No 7 of the Notice of AGM-Special Resolution- Consider payment of Remuneration to Mr. Vinod Rai (DIN -00041867), Chairman (Non - Executive) & Independent Director of the Company for the Financial Year 2024-25, which may exceed 50% of the total annual remuneration payable to all the Non - Executive Directors of the Company

“RESOLVED THAT in accordance with the Regulation 17(6)(ca) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder, as amended and basis the recommendation of the Nomination and Remuneration Committee and as approved by the Board of Directors of the Company, consent of the Members of the Company be and is hereby accorded for payment of remuneration to Mr. Vinod Rai (DIN

-00041867), Chairman (Non - Executive) & Independent Director of the Company for the Financial Year 2024-25, which may exceed 50% of the total annual remuneration that may be payable to all the Non - Executive Directors of the Company for the Financial Year 2024-25, details of which are set out in the Explanatory Statement annexed to the Notice.

RESOLVED FURTHER THAT the Board of Directors, Key Managerial Personnel and any other person authorized by the Board of Directors of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed necessary to give effect to this resolution."

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

Number of Members Voted	No of Valid Votes (Shares) cast	% of valid votes cast
808	875985670	99.920

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

Number of Members Voted	No of Valid Votes (Shares) cast	% of valid votes cast
82	701903	0.080

(iii) **Invalid** Votes in respect of the Resolution:

Total Number of Members whose votes were declared invalid	No of invalid Votes (Shares) cast by them
0	0

RESULT: - Based on the aforesaid result, I report that the Special Resolution as set out in ITEM No 7 of the Notice of the AGM dated 11th June 2024 has been passed with requisite majority.

Thanking you

Yours faithfully

M R THIAGARAJAN
Company Secretary in Practice
ACS-5327/CoP 6487
UDIN: A005327F000991664
Peer Review Certificate 3334/2023
Place: Trissur
Date: 17.08.2024