

**BHANDERI INFRACON LIMITED**

Date: 30<sup>th</sup> September, 2023

To  
Bombay Stock Exchange Limited,  
P.J Towers, Dalal Street,  
Mumbai – 400 001

Scrip Code: **538576**  
Scrip Name: **BHANDERI**

Dear Sir,

**Sub: Declaration of Voting Results in respect of the resolutions passed at the 19<sup>th</sup> Annual General Meeting**

Pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, enclosed herewith is the details of the Voting results of the businesses transacted at the 19<sup>th</sup> Annual General Meeting of the Company held on Saturday, 30th September, 2023 at 12.00 P.M. at the Registered Office of the Company situated at B/12, Jabuka Complex, Nr. Bajrang Ashram, Below Vikas School, NH-8, Thakkar Bapanagar, Ahmedabad – 382350 alongwith the Consolidated Report of the Scrutinizer, Manisha Chindarkar, Practising Company Secretary, on the voting done through remote e-voting and physical ballot.

Kindly take the same on record.

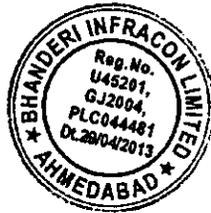
Thanking You,

Yours faithfully,  
For Bhanderi Infracon Limited

*R.A. Patel*

**Rinkal Ajay Patel**  
Company Secretary and Compliance Officer

Encl: As stated above



Regd off: B/12, Jabuka Complex, Nr. Bajrang Ashram, Below Vikas School, NH - 8, Thakkar Bapanagar Ahmedabad GJ 382350 Ph: 079-22830245

Email: [bhanderiinfracon@gmail.com](mailto:bhanderiinfracon@gmail.com) , [bhanderi.info@gmail.com](mailto:bhanderi.info@gmail.com)

CIN: L45201GJ2004PLC044481

Website: [www.bhanderiinfracon.com](http://www.bhanderiinfracon.com)

**BHANDERI INFRACON LIMITED**

<b>Record Date</b>	23.09.2023
<b>Total number of shareholders on record date</b>	43
<b>No. of shareholders present in the meeting either in person or through proxy</b>	
a) Promoters and Promoter Group	6
b) Public	37
<b>No. of Shareholders attended the meeting through Video Conferencing</b>	None
<b>No. of resolution passed in the Meeting</b>	4

**Resolution 1:**

To receive, consider, approve and adopt:

- a) The Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2023 together with the Reports of the Board of Directors and Auditors thereon; and  
b) The Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2023 together with the Report of the Auditors thereon.

Resolution Required: (Ordinary or Special)			Ordinary					
Whether Promoter/ Promoter group are interested in the agenda / resolution			No					
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 Vote s- 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 & Promoter Group	E-voting	1479600	-	-	-	-	-	-
	Poll		1462600	98.85	1462600	0	100	-
	Postal Ballot							
	<b>Total</b>		<b>1479600</b>	<b>1462600</b>	<b>98.85</b>	<b>1462600</b>	<b>0</b>	<b>100</b>
Public Institution	E-voting	NA						-
	Poll							-
	Postal Ballot							-
	<b>Total</b>		<b>NA</b>					
Public - Non-Institution	E-voting	1117000	237600	21.27	237600	0	100	-
	Poll		212600	19.03	212600	0	100	-
	Postal Ballot							-
	<b>Total</b>		<b>1117000</b>	<b>450200</b>	<b>40.30</b>	<b>450200</b>	<b>0</b>	<b>100</b>
<b>Total</b>		<b>2596600</b>	<b>1912800</b>	<b>73.67</b>	<b>1912800</b>	<b>0</b>	<b>100</b>	<b>-</b>
Whether Resolution is passed or not								Yes

Regd off: B/12, Jabuka Complex, Nr. Bajrang Ashram, Below Vikas School, NH - 8, Thakkar

Bapanagar Ahmedabad GJ 382350 Ph: 079-22830245

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**BHANDERI INFRACON LIMITED**

Resolution 2: To appoint a Director in place of Mrs. Bhumikaben Patel (DIN: 06984921), who retires by rotation and being eligible has offered herself for re-appointment as Director.								
Resolution Required: (Ordinary or Special)			Ordinary					
Whether Promoter/ Promoter group are interested in the agenda / resolution			No					
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
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Promoter & Promoter Group	E-voting	1479600	-	-	-	-	-	-
	Poll		1462600	98.85	1462600	0	100	-
	Postal Ballot							-
	<b>Total</b>		<b>1479600</b>	<b>1462600</b>	<b>98.85</b>	<b>1462600</b>	<b>0</b>	<b>100</b>
Public Institution	E-voting	NA						-
	Poll							-
	Postal Ballot							-
	<b>Total</b>		<b>NA</b>					
Public - Non-Institution	E-voting	1117000	237600	21.27	237600	0	100	-
	Poll		212600	19.03	212600	0	100	-
	Postal Ballot							-
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Whether Resolution is passed or not								Yes

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**BHANDERI INFRACON LIMITED**

Resolution 3: Re-appointment of Mr. Sunil Dhirubhai Patel (DIN 00307827) as Managing Director of the Company for a period of five years with effect from 22nd December 2023								
Resolution Required: (Ordinary or Special)			Special Resolution					
Whether Promoter/ Promoter group are interested in the agenda / resolution			No					
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 Vote s-against	% of votes in favour on votes polled	%of votes against on votes polled
		<b>(1)</b>	<b>(2)</b>	<b>(3)=[(2)/(1)]*100</b>	<b>(4)</b>	<b>(5)</b>	<b>(6)=[(4)/(2)]*100</b>	<b>(7)=[(5)/(2)]*100</b>
Promoter & Promoter Group	E-voting	1479600	-	-	-	-	-	-
	Poll		1462600	98.85	1462600	0	100	-
	Postal Ballot							-
	<b>Total</b>		<b>1479600</b>	<b>1462600</b>	<b>98.85</b>	<b>1462600</b>	<b>0</b>	<b>100</b>
Public Institution	E-voting	NA						-
	Poll							-
	Postal Ballot							-
	<b>Total</b>		<b>NA</b>					
Public - Non-Institution	E-voting	1117000	237600	21.27	237600	0	100	-
	Poll		212600	19.03	212600	0	100	-
	Postal Ballot							-
	<b>Total</b>		<b>1117000</b>	<b>450200</b>	<b>40.30</b>	<b>450200</b>	<b>0</b>	<b>100</b>
<b>Total</b>		<b>2596600</b>	<b>1912800</b>	<b>73.67</b>	<b>1912800</b>	<b>0</b>	<b>100</b>	-
Whether Resolution is passed or not								Yes

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<b>Resolution 4:</b> Regularisation of Additional Director, Mr. Lokesh Laxmanbhai Dave (DIN – 03494303) by appointing him as Independent Director of the Company								
<b>Resolution Required: (Ordinary or Special)</b>			<b>Ordinary</b>					
<b>Whether Promoter/ Promoter group are interested in the agenda / resolution</b>			<b>No</b>					
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 Vote s-against	% of votes in favour on votes polled	%of votes against on votes polled
		<b>(1)</b>	<b>(2)</b>	<b>(3)=[(2)/(1)]*100</b>	<b>(4)</b>	<b>(5)</b>	<b>(6)=[(4)/(2)]*100</b>	<b>(7)=[(5)/(2)]*100</b>
<b>Promoter &amp; Promoter Group</b>	E-voting	1479600	-	-	-	-	-	-
	Poll		1462600	98.85	1462600	0	100	-
	Postal Ballot							-
	<b>Total</b>		<b>1479600</b>	<b>1462600</b>	<b>98.85</b>	<b>1462600</b>	<b>0</b>	<b>100</b>
<b>Public Institution</b>	E-voting	NA						-
	Poll							-
	Postal Ballot							-
	<b>Total</b>		<b>NA</b>					
<b>Public - Non-Institution</b>	E-voting	1117000	237600	21.27	237600	0	100	-
	Poll		212600	19.03	212600	0	100	-
	Postal Ballot							-
	<b>Total</b>		<b>1117000</b>	<b>450200</b>	<b>40.30</b>	<b>450200</b>	<b>0</b>	<b>100</b>
<b>Total</b>		<b>2596600</b>	<b>1912800</b>	<b>73.67</b>	<b>1912800</b>	<b>0</b>	<b>100</b>	-
<b>Whether Resolution is passed or not</b>								<b>Yes</b>

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**CS MANISHA CHINDARKAR - ACS, B.com**  
**PRACTISING COMPANY SECRETARY**

202, 2nd Floor, May Building, 297/299/301 Princess Street, Near Marine Lines Flyover Mumbai  
400002 Email id: [mani4.chindarkar@gmail.com](mailto:mani4.chindarkar@gmail.com) Mobile : 9967793348

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**REPORT OF SCRUTINIZER**

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

To,  
The Chairperson,

19<sup>th</sup> Annual General Meeting of the Equity Shareholders of Bhanderi Infracon Limited held on Saturday, 30th September, 2023 at 12.00 p.m. at the Registered Office of the Company situated at B/12, Jabuka Complex, Nr. Bajrang Ashram, Below Vikas School, NH -8, Thakkar Bapanagar, Ahmedabad – 382350.

Dear Sir,

I, Manisha Chindarkar, Practicing Company Secretary (ACS: 46479, COP No.: 17794), was appointed as Scrutinizer by the Board of Directors of Bhanderi Infracon Limited (the Company) for the purpose of Scrutinizing the e-voting process and voting by use of Ballot in respect of the below mentioned Resolutions proposed at the 19th Annual General Meeting of the Equity Shareholders of the Company held on Saturday, 30th September, 2023 at 12.00 p.m. and concluded at 1.00 p.m. at the Registered Office of the Company situated at B/12, Jabuka Complex, Nr. Bajrang Ashram, Below Vikas School, NH -8, Thakkar Bapanagar, Ahmedabad – 382350.

1. The Notice dated 6th September, 2023 were sent to the Shareholders in respect of the below mentioned Resolutions passed at the AGM of the Company.
2. Company had availed the remote e – voting facility offered by CDSL for conducting e-Voting by the Shareholders of the Company. The Voting period for e-Voting commenced on Wednesday, 27th September 2023 (09.00 a.m.) and ended on Friday, 29th September, 2023 (05.00 p.m.) and the CDSL E – Voting platform was blocked thereafter.
3. Those Shareholders who had not exercised their voting right through E - Voting were given the option of Voting at the Annual General Meeting through ballot voting.
4. Shareholders of the Company holding shares as on the cut-off date of 23rd September, 2023 were entitled to vote on the Resolutions as contained in the Notice of the AGM.
5. The compliance with the provisions of the Companies Act, 2013 and the rules made thereunder relating to voting through electronic means and voting by using ballots by the Shareholders is the responsibility of the Management. My responsibility as a Scrutinizer is to ensure that the voting process both through electronic means and by use of ballot are conducted in a fair and transparent manner and render Scrutinizers Report of the total votes cast in favour or against, if any, to the Chairman based on the reports generated from the electronic voting system provided by Central Depository Services Limited (CDSL) and on scrutiny of the ballots.
6. I have rendered Scrutinizers Report separately on the E – Voting and by use of ballots and I hereby submit consolidated Scrutinizers Report pursuant to Rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014 on all the Resolutions contained in the Notice of the aforesaid Annual General Meeting.

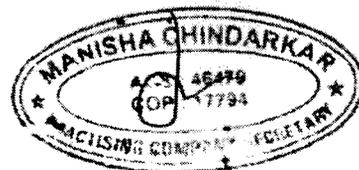


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7. The result of the voting is as under:

<b>Mode of voting: E-voting and Ballot:</b>								
Resolution 1:								
To receive, consider, approve and adopt:								
a) The Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2023 together with the Reports of the Board of Directors and Auditors thereon; and								
b) The Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2023 together with the Report of the Auditors thereon.								
Resolution Required: (Ordinary or Special)			Ordinary					
Whether Promoter/ Promoter group are interested in the agenda / resolution			No					
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 & Promoter Group	E-voting	1479600	-	-	-	-	-	-
	Poll		1462600	98.85	1462600	0	100	-
	Postal Ballot							
	Total		1479600	1462600	98.85	1462600	0	100
Public Institution	E-voting	NA						-
	Poll							-
	Postal Ballot							-
	Total		NA					-
Public - Non-Institution	E-voting	1117000	237600	21.27	237600	0	100	-
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	Postal Ballot							-
	Total		1117000	450200	40.30	450200	0	100
<b>Total</b>		<b>2596600</b>	<b>1912800</b>	<b>73.67</b>	<b>1912800</b>	<b>0</b>	<b>100</b>	<b>-</b>
Whether Resolution is passed or not								Yes



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**Mode of voting : E-voting and Ballot****Resolution 2:**

To appoint a Director in place of Mrs. Bhumikaben Patel (DIN: 06984921), who retires by rotation and being eligible has offered herself for re-appointment as Director.

Resolution Required: (Ordinary or Special)			Ordinary					
Whether Promoter/ Promoter group are interested in the agenda / resolution			No					
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)	$(3) = \frac{(2)}{(1)} * 100$	(4)	(5)	$(6) = \frac{(4)}{(2)} * 100$	$(7) = \frac{(5)}{(2)} * 100$
Promoter & Promoter Group	E-voting	1479600	-	-	-	-	-	-
	Poll		1462600	98.85	1462600	0	100	-
	Postal Ballot							
	Total		1479600	1462600	98.85	1462600	0	100
Public Institution	E-voting	NA						-
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	Postal Ballot							-
	Total		NA					-
Public - Non-Institution	E-voting	1117000	237600	21.27	237600	0	100	-
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	Total		1117000	450200	40.30	450200	0	100
<b>Total</b>		<b>2596600</b>	<b>1912800</b>	<b>73.67</b>	<b>1912800</b>	<b>0</b>	<b>100</b>	<b>-</b>
Whether Resolution is passed or not								Yes



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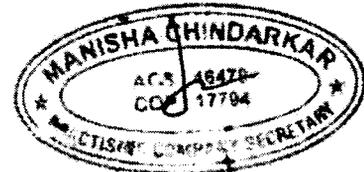
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**Mode of voting : E-voting and Ballot**

**Resolution 3:**

Re-appointment of Mr. Sunil Dhirubhai Patel (DIN 00307827) as Managing Director of the Company for a period of five years with effect from 22nd December 2023

Resolution Required: (Ordinary or Special)			Special Resolution					
Whether Promoter/ Promoter group are interested in the agenda / resolution			No					
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 Vote s- against	% of votes in favour on votes polled	%of votes against on votes polled
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	Poll		1462600	98.85	1462600	0	100	-
	Postal Ballot							
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Public Institution	E-voting	NA						-
	Poll							-
	Postal Ballot							-
	Total		NA					-
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	Poll		212600	19.03	212600	0	100	-
	Postal Ballot							-
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<b>Total</b>		<b>2596600</b>	<b>1912800</b>	<b>73.67</b>	<b>1912800</b>	<b>0</b>	<b>100</b>	<b>-</b>
Whether Resolution is passed or not								Yes



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**Mode of voting : E-voting and Ballot**

Resolution 4:

Regularisation of Additional Director, Mr. Lokesh Laxmanbhai Dave (DIN – 03494303) by appointing him as Independent Director of the Company

Resolution Required: (Ordinary or Special)			Ordinary					
Whether Promoter/ Promoter group are interested in the agenda / resolution			No					
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 Vote s- against	% of votes in favour on votes polled	%of votes against on votes polled
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Promoter & Promoter Group	E-voting	1479600	-	-	-	-	-	-
	Poll		1462600	98.85	1462600	0	100	-
	Postal Ballot							
	Total		1479600	1462600	98.85	1462600	0	100
Public Institution	E-voting	NA						-
	Poll							-
	Postal Ballot							-
	Total		NA					
Public - Non-Institution	E-voting	1117000	237600	21.27	237600	0	100	-
	Poll		212600	19.03	212600	0	100	-
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	Total		1117000	450200	40.30	450200	0	100
<b>Total</b>		<b>2596600</b>	<b>1912800</b>	<b>73.67</b>	<b>1912800</b>	<b>0</b>	<b>100</b>	<b>-</b>
Whether Resolution is passed or not								Yes



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8. Since there is, no specific head for voting by Assent/Dissent mode through physical ballot form the same is disclosed under the head of Poll for all the resolutions.
9. Detailed Resolutions are annexed as "Annexure 1".
10. The Register and all other papers relating to e-voting shall remain in our safe custody until the Chairman considers, approves and signs the minutes of the 19<sup>th</sup> Annual General Meeting and thereafter the same shall be returned and handed over to the Company Secretary for safe keeping.

Yours faithfully

*Manisha*

**Manisha Chindarkar**  
Practising Company Secretary  
ACS No.: 46479  
COP No. 17794  
UDIN : A046479E001146259  
PR Code: 2920/2023  
Place: Mumbai  
Date: 30<sup>th</sup> September 2023

Counter signed by  
For Bhanderi Infracore Limited

*R.A. Patel*

**Rinkal Ajay Patel**  
Company Secretary and Compliance Officer



**Ordinary Business Item No. 1: Ordinary Resolution**

1. To receive, consider, approve and adopt:

- a) The Audited Standalone Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2023 together with the Reports of the Board of Directors and Auditors thereon; and
- b) The Audited Consolidated Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2023 together with the Report of the Auditors thereon.

**Ordinary Business Item No. 2: Ordinary Resolution**

To appoint a Director in place of Mrs. Bhumikaben Patel (DIN: 06984921), who retires by rotation and being eligible has offered her for re-appointment as Director.

<b>Name of the Director</b>	Mrs. Bhumikaben Sunilbhai Patel
<b>DIN</b>	06984921
<b>No. of Shares held</b>	8,000 Equity Shares of Rs.10/- each. i.e. 0.31%
<b>Date of Appointment</b>	29.09.2014
<b>Brief Profile</b>	She holds a bachelor's degree in commerce from the Gujarat University. She is having significant years of experience in the Business of Real Estate.
<b>Directorship in other Public Limited Company</b>	Bhanderi Procon Limited
<b>Relationship with other Directors, Manager and other Key Managerial Personnel</b>	Wife of Mr. Sunilbhai Patel and Daughter-in-law of Late Mr. Dhirubhai Mohanbhai Bhanderi
<b>Chairman/Member of the Committee of the Board of Directors of the Company</b>	-
<b>Chairman/Member of the Committee of the Board of Directors of other Public Companies*</b>	-

The Board hereby recommends to members re-appointment of the Director Mrs. Bhumikaben Sunilbhai Patel, who retires by rotation at the 18<sup>th</sup> Annual General Meeting and being eligible offers herself for re-appointment and the members are hereby requested to consider the resolution set out in Item No. 02 of the Ordinary Business, the other Directors, Key Managerial Personnel or their relatives are in any way concerned or interested in this resolution to the extent of their inter-se relationship.

**Special Business - Item No.3 - Special Resolution****Re-appointment of Mr. Sunil Dhirubhai Patel as Managing Director of the Company:**

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications, amendments or re-enactments thereto for the time being in force) (hereinafter referred to as "the Act"), the relevant provision of the Articles of Association of the Company, consent and approval of the Members of the Company be and is hereby accorded to the re-appointment of Mr. Sunil Dhirubhai Patel (DIN:00307827) as Managing Director of the Company for a period of five years with effect from 22nd December 2023 at a remuneration of 2% of the net profits of the Company on such terms and conditions as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors of the Company.



**RESOLVED FURTHER THAT** the Board of Directors of the Company (on the recommendations of the Nomination & Remuneration Committee) be and are hereby authorized to revise, amend, alter and vary the remuneration and other terms and conditions of Mr. Sunil Dhirubhai Patel, Managing Director in such a manner as may be permissible in accordance with the provisions of the Act and Schedule V or any modification or enactment thereto as may be agreed to by and between the Board of Directors and Mr. Sunil Dhirubhai Patel, without any further reference to the shareholders in General Meeting.

**RESOLVED FURTHER THAT** in the absence or inadequacy of profits in any financial year during the term of office of Mr. Sunil Dhirubhai Patel as Managing Director, he shall be paid the above remuneration or the revised remuneration as approved by the Board of Directors from time to time, as the Minimum Remuneration in accordance with the provisions of Schedule V of the Companies Act, 2013 as amended from time to time and other applicable provisions of the Act.

**RESOLVED FURTHER THAT** as Managing Director of the Company, Mr. Sunil Dhirubhai Patel shall, subject to the supervision, control and directions of the Board of Directors of the Company, continue to exercise substantial powers of management and shall manage the business and affairs of the Company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to take all actions and steps expedient or desirable to give effect to this resolution in conformity with the provisions of the Act and also to settle any question, difficulty or doubt that may arise in this regard without requiring to secure any further consent or approval of the shareholders of the Company.”

**Special Business - Item No.4 – Ordinary Resolution**

**Regularisation of Additional Director, Mr. Lokesh Laxmanbhai Dave (DIN – 03494303) by appointing him as Independent Director of the Company**

“RESOLVED THAT, pursuant to provision of Section 149,150,152 read with Schedule IV to the Companies Act,2013 , and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules,2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 17 of SEBI (Listing Obligation and Disclosure Requirements) Regulations,2015, Mr Lokesh Laxmanbhai Dave (DIN 03494303) who was appointed as an Additional Director of the Company w.e.f 18<sup>th</sup> August, 2023 in terms of Section 161(1) of the Companies Act,2013 and Article of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under section 160 of the Act proposing his candidature for the office of the Director and declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment , be and hereby appointed as an Independent Director of the Company to hold office for five (5) consecutive years for the maximum period upto 17th August 2028.”

