

**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

**REPORT OF SCRUTINIZER**

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

To,  
The Chairperson,

20<sup>th</sup> Annual General Meeting of the Equity Shareholders of **Bhanderi Infracon Limited** held on Monday, 30th September, 2024 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 20th Annual General Meeting of the Equity Shareholders of the Company held on Monday, 30th September, 2024 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 2nd September, 2024 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 Friday, 27th September 2024 (09.00 a.m.) and ended on Sunday, 29th September, 2024 (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 form voting.
4. Shareholders of the Company holding shares as on the cut-off date of 23rd September, 2024 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 forms 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 ballot forms.
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.
7. The result of the voting is as under:



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

Resolution 1:

To receive, consider, approve and adopt:

a) The Audited Standalone Financial Statements 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 Statements of the Company for the financial year ended 31st March, 2024 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	1454100	98.28	1454100	-	100	-
	Poll		8500	0.58	8500	-	100	-
	Postal Ballot		-	-	-	-	-	-
	Total		1479600	1462600	98.86	1462600	-	100
Public Institution	E-voting	NA	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		NA	-	-	-	-	-
Public - Non-Institution	E-voting	1117000	140400	12.57	140400	-	100	-
	Poll		54800	4.91	54800	-	100	-
	Postal Ballot		-	-	-	-	-	-
	Total		1117000	195200	17.48	195200	-	100
<b>Total</b>		<b>2596600</b>	<b>1657800</b>	<b>63.84</b>	<b>1657800</b>		<b>100</b>	
Whether Resolution is passed or not								Yes



**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

**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)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter & Promoter Group	E-voting	1479600	1454100	98.28	1454100	-	100	-
	Poll		8500	0.58	8500	-	100	-
	Postal Ballot		-	-	-	-	-	-
	Total		1479600	1462600	98.86	1462600	-	100
Public Institution	E-voting	NA	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		NA	-	-	-	-	-
Public - Non-Institution	E-voting	1117000	140400	12.57	140400	-	100	-
	Poll		54800	4.91	54800	-	100	-
	Postal Ballot		-	-	-	-	-	-
	Total		1117000	195200	17.48	195200	-	100
<b>Total</b>		<b>2596600</b>	<b>1657800</b>	<b>63.84</b>	<b>1657800</b>		<b>100</b>	-
Whether Resolution is passed or not								Yes



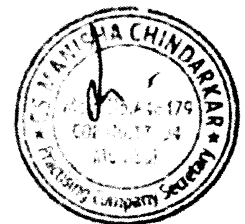
**CS MANISHA CHINDARKAR - ACS, B.com****PRACTISING COMPANY SECRETARY**

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

**Mode of voting : E-voting and Ballot****Resolution 3:**

To re-appoint M/s. JMT & Associates, Chartered Accountants, Mumbai (Firm Registration No. 104167W) as Statutory Auditors of the Company from the conclusion of this Annual General Meeting until the conclusion of the 25<sup>th</sup> Annual General Meeting and to fix their remuneration.

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	1454100	98.28	1454100	-	100	-
	Poll		8500	0.58	8500	-	100	-
	Postal Ballot		-	-	-	-	-	-
	Total		1479600	1462600	98.86	1462600	-	100
Public Institution	E-voting	NA	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		NA	-	-	-	-	-
Public - Non-Institution	E-voting	1117000	140400	12.57	140400	-	100	-
	Poll		54800	4.91	54800	-	100	-
	Postal Ballot		-	-	-	-	-	-
	Total		1117000	195200	17.48	195200	-	100
<b>Total</b>		<b>2596600</b>	<b>1657800</b>	<b>63.84</b>	<b>1657800</b>		<b>100</b>	-
Whether Resolution is passed or not								Yes



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

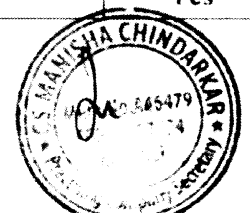
202, 2nd Floor, May Building, 297/299/301 Princess Street, Near Marine Lines Flyover Mumbai

400002 Email id: [mani4.chindarkar@gmail.com](mailto:mani4.chindarkar@gmail.com) Mobile : 9967793348**Mode of voting : E-voting and Ballot****Resolution 4:**

**Regularisation of Additional Director, Mrs. Shreyaben Milankumar Shah (DIN - 09726000) by appointing her 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 Mrs. Shreyaben Milankumar Shah (DIN – 09726000) who was appointed as an Additional Director of the Company w.e.f 03<sup>rd</sup> February, 2024 in terms of Section 161(1) of the Companies Act,2013 and Article of Association of the Company and who holds office up till the conclusion 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 she 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 a term of five (5) consecutive years for the maximum period upto 03<sup>rd</sup> February, 2029.”

Resolution Required: (Ordinary or Special)			Special					
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	1454100	98.28	1454100	-	100	-
	Poll		8500	0.58	8500	-	100	-
	Postal Ballot		-	-	-	-	-	-
	Total		1479600	1462600	98.86	1462600	-	100
Public Institution	E-voting	NA	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		NA	-	-	-	-	-
Public - Non-Institution	E-voting	1117000	140400	12.57	140400	-	100	-
	Poll		54800	4.91	54800	-	100	-
	Postal Ballot		-	-	-	-	-	-
	Total		1117000	195200	17.48	195200	-	100
<b>Total</b>		<b>2596600</b>	<b>1657800</b>	<b>63.84</b>	<b>1657800</b>		<b>100</b>	<b>-</b>
Whether Resolution is passed or not								Yes



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

Resolution 5:

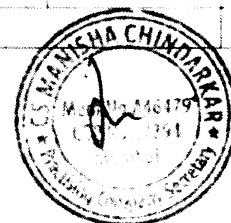
**APPROVAL FOR RELATED PARTY TRANSACTION:**

**“RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013, if any, read with the relevant rules thereto, consent of the members of the Company be and is hereby accorded to the following related party transactions for every financial year :

MAXIMUM VALUE OF CONTRACT/ TRANSACTION (PER FINANCIAL YEAR)	
Nature of transaction	To enter into sale / purchase of property, land and bu and related parties
Name of Related Parties	Amount in Rs
Mr. Sunil Dhirubhai Patel - Director and Promoter	Rs. 50,00,00,000 -(Rupees Fifty Crore only)
Mrs. Bhumikaben Sunilbhai Patel – Director and Promoter Group	Rs. 50,00,00,000 - (Rupees Fifty Crore only)

**RESOLVED FURTHER THAT** to give effect to this Resolution the Board of Directors be and are hereby authorized to settle any question, difficulty or doubt that may arise with regard to giving effect to the above Resolution and to do all acts, deeds, things as the Board in its absolute discretion may deem necessary, proper, desirable and also to finalise any documents and writings related thereto.”

Resolution Required: (Ordinary or Special)			Ordinary					
Whether Promoter/ Promoter group are interested in the agenda / resolution			Yes					
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		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		1479600	-	-	-	-	-
Public Institution	E-voting	NA	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		NA	-	-	-	-	-
Public - Non-Institution	E-voting	1117000	140400	12.57	140400	-	100	-
	Poll		54800	4.91	54800	-	100	-
	Postal Ballot		-	-	-	-	-	-
	Total		1117000	195200	17.48	195200	-	100
<b>Total</b>		<b>1117000</b>	<b>195200</b>	<b>17.48</b>	<b>195200</b>		<b>100</b>	
Whether Resolution is passed or not								Yes



**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

---

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. 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 20<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**  
Practicing Company Secretary

ACS No.: 46479

COP No. 17794

UDIN: A046479F001394342

PR Code: 2920/2023

Place: Mumbai

Date: 1<sup>st</sup> October 2024



Counter signed by  
For Bhanderi Infracon Limited

*R.A. Patel*

Rinkal Ajay Patel  
Company Secretary and Compliance Officer

