



VOTING RESULTS FOR 33RD ANNUAL GENERAL MEETING

Consolidated voting results (Remote e-voting & e-voting during AGM) for 33rd Annual General Meeting held on Saturday, 31st August, 2024 (“AGM”)

As per the provisions of the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 2, the Company had provided the facility of remote e-voting and e-voting facilities during the AGM to the members to enable them to cast their vote electronically on the resolutions proposed in the Notice of the 33rd Annual General Meeting (“AGM”) held on Saturday, 31st August, 2024. The remote e-voting was open from Wednesday, 28th August, 2024 at 09:00 a.m. (IST) to Friday, 30th August, 2024 at 05:00 p.m. (IST). Members who were present at the AGM and had not cast their vote through remote e-voting were provided an opportunity to cast their votes through e-voting during the AGM and upto 30 minutes of the closure of AGM.

CS Niraj Trivedi, Practicing Company Secretary (Membership No. FCS 3844), has been appointed as the Scrutinizer for remote e-voting and e-voting during AGM, have carried out the scrutiny of all the electronic votes received up to the closure of AGM. The consolidated results (remote e-voting & e-voting during the AGM), as per the Scrutinizers’ Report dated 31st August, 2024 is as follows:

Item No. of the Notice	Votes in Favour of the Resolution		Votes Against the Resolution		Invalid Votes
	Nos.	% of Total Number of Valid Votes cast (Favour)	Nos.	% of Total Number of Valid Votes cast (Against)	Nos.
Item No. 1: Ordinary Business: (Ordinary Resolution) To receive, consider and adopt the Audited Financial Statements (including Audited Consolidated Financial Statements) of the Company for the financial year ended 31 st March, 2024 and the Report of the Board of Directors and the Auditors thereon for the Financial year ended 31 st March, 2024	31,08,79,942	99.9997	949	0.0003	0
Item No. 2: Ordinary Business: (Ordinary Resolution) To declare Final Dividend of Rs. 0.35/- (35%) per equity shares for the FY 2023-24	31,10,29,364	99.9995	1,459	0.0005	0
Item No. 3: Ordinary Business: (Ordinary Resolution) To appoint a Director in place of Mr. Manish Gupta (DIN:	31,07,90,806*	99.9228	2,40,017*	0.0772	0





00028196), who retires by rotation and being eligible, offers himself for re-appointment					
Item No. 4: Special Business: (Ordinary Resolution) Ratification of remuneration of Cost Auditors for the FY 2024-25	31,10,26,671	99.9986	4,152	0.0013	0
Item No. 5: Special Business: (Special Resolution) Remuneration to Non-Executive Directors of the Company	31,10,24,467	99.9979	6,356	0.0020	0

**Total 337 members have cast their vote in this resolution, of which 4 members being body Corporates (6,98,094 Shares in aggregate) have voted partially (6,60,633 Shares) in favour of this resolution and also for remaining (37,461 Shares) voted against this resolution. Therefore, we have considered them in both number of members voted in favour of resolution and number of members voted in against of the resolution.*

Based on the consolidated report of the Scrutinizer, all the Resolution as set out in the Notice of 33rd Annual General Meeting have been duly approved by the members with requisite majority prescribed under the applicable Laws.

A copy of the Scrutinizers' report dated 31st August, 2024 is attached herewith.

SCRUTINIZER'S REPORT

**[Pursuant to Section 108 of the Companies Act, 2013 and
The Companies (Management and Administration) Rules, 2014, as amended]**

To,

The Chairman,

of 33rd Annual General Meeting of the Members of

GUJARAT AMBUJA EXPORTS LIMITED

(CIN: L15140GJ1991PLC016151)

Held on Saturday, 31st August, 2024, at 11:00 A.M. (IST)



Through Video Conferencing ("VC") /Other Audio-Visual Means ("OAVM").

Dear Sir,

1. I, Niraj Trivedi, Practicing Company Secretary, have been appointed as a Scrutinizer by the Board of Directors of **Gujarat Ambuja Exports Limited** ("the Company") at their Meeting held on 03rd August, 2024, for the purpose of scrutinizing the e-voting process i.e. remote e-voting and electronic voting during the 33rd Annual General Meeting of the Company ("AGM"), under the provisions of Section 108 of the Companies Act, 2013 ("The Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended ("The Rules") and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2. The Notice dated 03rd August, 2024 as confirmed by the Board of Directors of the Company was sent to the members 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, in compliance with the MCA General Circular No. 14/2020 dated 08th April, 2020, 17/2020 dated 13th April, 2020, 20/2020 dated 05th May, 2020, 02/2021 dated 13th January, 2021, 21/2021 dated 14th December, 2021, 02/2022 dated

05th May, 2022, 10/2022 dated 28th December, 2022 and 09/2023 dated 25th September, 2023 (collectively referred to as “MCA Circulars”) and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 05th January, 2023, and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 07th October, 2023 (collectively referred to as “SEBI Circulars”).

3. The Company had availed e-voting facilities both for the remote e-voting facility and e-voting at the AGM provided by Central Depository Services Limited (“CDSL”). The remote e-voting period commenced at 9:00 a.m. (IST) on Wednesday, the 28th of August, 2024 and ended on 5:00 p.m. (IST) on Friday, the 30th of August, 2024. The Company had provided facilities of remote e-voting and e-voting at the Meeting by members to exercise their right to vote.
4. The members of the Company holding shares as on the cut-off date i.e. Saturday, 24th August, 2024, were entitled to vote on the Resolutions as contained in the Notice of the AGM.
5. After the conclusion of voting at the AGM, the report on voting done at the AGM and the votes cast under remote e-voting facility prior to the AGM were unblocked in the presence of the following two witnesses who are not in the employment of the Company, namely: -

Sr. No.	Name of Witness	Signature of Witness
1	CS KAMAL A LALANI	KAMAL ASHWINBHAI LALANI  Digitally signed by KAMAL ASHWINBHAI LALANI Date: 2024.08.31 19:06:06 +05'30'
2	CS DHARMEDRA BHALIYA	DHARMENDRABHAI RAMABHAI BHALIYA  Digitally signed by DHARMENDRABHAI RAMABHAI BHALIYA Date: 2024.08.31 19:08:36 +05'30'

6. I have scrutinized and reviewed the remote e-voting prior and during the AGM and votes cast therein based on the data downloaded from CDSL e-voting system.
7. The Management of the Company is responsible to ensure the compliance with the requirements of the Act and the Rules relating to voting through electronic means by remote e-voting and e-voting at the AGM for the Resolutions contained in the Notice to the 33rd AGM of the Company. My responsibility as a Scrutinizer for the process of electronic means by remote e-voting and e-voting at the AGM is restricted to make Scrutinizer's Report of votes cast "in favour" or "against" the Resolutions stated in the Notice, based on the reports generated from the e-voting system provided by CDSL, the agency authorized under the Rules.
8. I submit herewith my combined Scrutinizer's Report on the results of voting through both the remote e-voting and e-voting at the AGM, based on the data downloaded from CDSL, e-voting system, the total votes cast "in favour" or "against" all the Resolutions proposed in the Notice of the AGM are as under: -

Item No. 1: -

Ordinary Business: -

Ordinary Resolution: -

To receive, consider and adopt the Audited Financial Statements (including Audited Consolidated Financial Statements) of the Company for the financial year ended 31st March, 2024 and the Report of the Board of Directors and the Auditors thereon for the financial year ended 31st March, 2024.

(i) Voted in favour of the Resolution: -

Mode of Voting	Number of Members voted	Number of Votes cast by them	% of total Number of Valid Votes cast
Remote E-voting	328	31,08,78,328	99.9992%
E-voting at AGM conducted through VC	03	1614	0.0005%
Total	331	31,08,79,942	99.9997%

(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
Remote E-voting	5	949	0.0003%
E-voting at AGM conducted through VC	0	0	0.0000%
Total	5	949	0.0003%

(iii) Invalid Votes: -

Mode of voting	Total number of members whose votes were declared invalid	Total number of Votes cast by them
Remote E-voting	0	0
E-voting at AGM conducted through VC	0	0
Total	0	0

Item No. 2: -

Ordinary Business: -

Ordinary Resolution: -

To declare Final Dividend of Rs. 0.35/- (35%) per equity shares for the FY 2023-24.

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

Mode of Voting	Number of Members voted	Number of Votes cast by them	% of total Number of Valid Votes cast
Remote E-voting	324	31,10,27,750	99.9990%
E-voting at AGM conducted through VC	3	1614	0.0005%
Total	327	31,10,29,364	99.9995%

(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
Remote E-voting	10	1459	0.0005%
E-voting at AGM conducted through VC	0	0	0.0000%
Total	10	1459	0.0005%

(iii) **Invalid** Votes: -

Mode of Voting	Total number of members whose votes were declared invalid	Total number of Votes
Remote E-voting	0	0
E-voting at AGM conducted through VC	0	0
Total	0	0

Item No. 3: -

Ordinary Business: -

Ordinary Resolution: -

To appoint a Director in place of Mr. Manish Gupta (DIN: 00028196), who retires by rotation and being eligible, offers himself for re-appointment.

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

Mode of Voting	Number of Members voted	Number of Votes cast by them	% of total Number of Valid Votes cast
Remote E-voting	313	31,07,89,192	99.9223%
E-voting at AGM conducted through VC	3	1614	0.0005%
Total	316	31,07,90,806	99.9228%

(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
Remote E-voting	25	2,40,017	0.0772%
E-voting at AGM conducted through VC	00	00	00.00%
Total	25	2,40,017	0.0772%

(iii) **Invalid** Votes: -

Mode of Voting	Total number of members whose votes were declared invalid	Total number of Votes
Remote E-voting	0	0
E-voting at AGM conducted through VC	0	0
Total	0	0

Note: - Total 337 members have cast their vote in this resolution, of which 4 members being body Corporates (6,98,094 Shares in aggregate) have voted partially (6,60,633 Shares) in favour of this resolution and for remaining (37,461 Shares) have voted against this resolution. Therefore, we have considered them in both i.e. "voted in favour" and "voted against".

Item No. 4: -

Special Business: -

Ordinary Resolution: -

Ratification of remuneration of Cost Auditors for the FY 2024-25

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

Mode of Voting	Number of Members voted	Number of Votes cast by them	% of total Number of Valid Votes cast
Remote E-voting	323	31,10,25,057	99.9981%
E-voting at AGM conducted through VC	3	1614	0.0005%
Total	326	31,10,26,671	99.9986%

(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
Remote E-voting	11	4152	0.0013%
E-voting at AGM conducted through VC	0	0	0.0000%
Total	11	4152	0.0013%

(iii) **Invalid** Votes: -

Mode of Voting	Total number of members whose votes were declared invalid	Total number of Votes
Remote E-voting	0	0
E-voting at AGM conducted through VC	0	0
Total	0	0

Item No. 5:-

Special Business:-

Special Resolution:-

Remuneration to Non-Executive Directors of the Company.

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

Mode of Voting	Number of Members voted	Number of Votes cast by them	% of total Number of Valid Votes cast
Remote E-voting	321	31,10,22,853	99.9974%
E-voting at AGM conducted through VC	3	1614	0.0005%
Total	324	31,10,24,467	99.9979%

(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
Remote E-voting	13	6356	0.0020%
E-voting at AGM conducted through VC	0	0	0.0000%
Total	13	6356	0.0020%

(iii) **Invalid** Votes: -

Mode of Voting	Total number of members whose votes were declared invalid	Total number of Votes
Remote E-voting	0	0
E-voting at AGM conducted through VC	0	0
Total	0	0

9. It is to be noted:

- a. The members who abstained from voting were not considered; and
- b. The Members whose share were already transferred to IEPF, Escrow accounts were not considered.

10. The electronic data and all other relevant records relating to the remote e-voting and e-voting at the AGM is under my safe custody and will be handed over to the Company Secretary & Compliance Officer of the Company for safe keeping as provided in the Act read with the relevant rules and regulations.

11. You may accordingly declare the result of above Resolutions for the Annual General Meeting of the Company held on 31st August, 2024.

Thanking You,

Yours faithfully,

NIRAJBHAI
RUDRAKANT
TRIVEDI

Digitally signed by
NIRAJBHAI RUDRAKANT
TRIVEDI
Date: 2024.08.31
19:02:41 +05'30'

DATE: 31st AUGUST, 2024

PLACE: VADODARA

NIRAJ TRIVEDI

PRACTICING COMPANY SECRETARY

FCS: 3844 (C. P. No.: 3123)

UDIN: F003844F001092712

PEER REVIEW CERT NO: 1014/2020

COUNTERSIGNED BY: -

FOR, GUJARAT AMBUJA EXPORTS LIMITED

KALPESH
BHUPATBHAI
DAVE

Digitally signed by KALPESH BHUPATBHAI DAVE
DN: cn=K, postalCode=388008, st=GUJARAT, street=B-303,
AKKASH RESIDENCY CLUB OY ROAD, AHMEDABAD, 388008,
o=AHMEDABAD, ou=KALPESH,
serialNumber=C50072B37A248F6D756640Ceda493b591e3132;
6622937554aa3a51ca6b,
emailAddress=32a46a5886a7c7c98a50987591cc44f0,
2.5.4.20=5a9d790c456810a49ba77ce11a06a48a2793544b06
C32da1a8f880d6a4e, email=KCS.KALPESH@GMAIL.COM,
cn=KALPESH BHUPATBHAI DAVE
Date: 2024.08.31 19:14:37 +05'30'

KALPESH DAVE

COMPANY SECRETARY & COMPLIANCE OFFICER

MEMBERSHIP NO: A32878