



### 31<sup>st</sup> Annual General Meeting held on 12<sup>th</sup> August, 2022

#### Declaration of Results – Consolidated (Remote e-voting & e-voting)

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 to the Shareholders to enable them to cast their vote electronically on the resolutions proposed in the Notice of the 31<sup>st</sup> Annual General Meeting (AGM). The remote e-voting was open from 9<sup>th</sup> August, 2022 (9.00 AM) to 11<sup>th</sup> August, 2022 (5.00 PM). 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 Meeting and upto 30 minutes of the closure of AGM.

Shri Niraj Trivedi, Practicing Company Secretary (Membership No. FCS 3844), as the Scrutinizer for remote e-voting, have carried out the scrutiny of all the electronic votes received up to the close of remote e-voting period on 11<sup>th</sup> August, 2022 (5.00 PM). He was also appointed as the Scrutinizer for conducting voting facilities during the AGM at the 31<sup>st</sup> Annual General Meeting and they submitted their report(s) in Form No. MGT-13. The combined (remote e-voting & e-voting facilities) results, as per the Scrutinizers' Report dated 13<sup>th</sup> August, 2022 is as follows:

Item No. of the Notice	Votes in Favour of the Resolution		Votes Against the Resolution		Invalid / abstained Votes
	Nos.	% of Total Number of Valid Votes cast (Favour)	Nos.	% of Total Number of Valid Votes cast (Against)	Nos.
<b>Item No. 1: Ordinary Business:</b>  <b>To receive, consider and adopt the Audited Financial Statements</b>	<b>162790084</b>	<b>100.00</b>	<b>16</b>	<b>0.00</b>	<b>252834</b>



(including Audited Consolidated Financial Statements) of the Company for the financial year ended March 31, 2022 and the Reports of the Board of Directors and the Auditors thereon for the financial year ended March 31, 2022					
Item No. 2: Ordinary Business:  To declare Final Dividend on equity shares for the financial year 2021-2022	163042903	100.00	31	0.00	0
Item No. 3: Ordinary Business:  To appoint a Director in place of Mr. Sandeep Agrawal (holding DIN 00027244), who retires by rotation and being eligible, offers himself for re-appointment	163004969	99.98	37963	0.02	2
Item No. 4: Ordinary Business:  To consider and approve appointment of M/s. Kantilal Patel & Co., Chartered Accountants, (Firm Registration No. 104744W) as Statutory Auditors of the Company and to fix their remuneration	158672237	97.32	4370697	2.68	0



<b>Item No. 5: Ordinary Business:</b>  <b>Ratification of remuneration of Cost Auditors for the Financial Year 2022-2023</b>	<b>163041928</b>	<b>99.99</b>	<b>1006</b>	<b>0.00</b>	<b>0</b>
<b>Item No. 6: Special Business:</b>  <b>Change in the Object clause of the Memorandum of Association of the Company</b>	<b>163042143</b>	<b>99.99</b>	<b>787</b>	<b>0.00</b>	<b>4</b>

Based on the consolidated report of the Scrutinizer, all the Resolution as set out in the Notice of 31<sup>st</sup> Annual General Meeting have been duly approved by the shareholders with requisite majority prescribed under the applicable Laws. A copy of the Scrutinizers' report dated 13<sup>th</sup> August, 2022 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 31<sup>st</sup> Annual General Meeting of the Equity Shareholders of

**GUJARAT AMBUJA EXPORTS LIMITED**

**(CIN: L15140GJ1991PLC016151)**

Held on Friday, the 12<sup>th</sup> August, 2022, at 11:00 A.M.

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 28<sup>th</sup> May, 2022, for the purpose of scrutinizing the e-voting process i.e. remote e-voting and electronic voting during the Annual General Meeting (AGM), under the provisions of Section 108 of the Companies Act, 2013 ("The 2013 Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended ("The Rules") and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.



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**CS NIRAJ TRIVEDI**  
**PRACTICING COMPANY SECRETARY**

2. The Notice dated 13<sup>th</sup> July, 2022, 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, in compliance with the MCA Circular No. 20/2020 dated 5<sup>th</sup> May, 2020 read with Circular Nos. 14/2020 dated 8<sup>th</sup> April, 2020, 17/2020 dated 13<sup>th</sup> April, 2020, 02/2021 dated 13<sup>th</sup> January, 2021 and 02/2022 dated 5<sup>th</sup> May, 2022 (collectively referred to as "MCA Circulars") and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12<sup>th</sup> May, 2020 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15<sup>th</sup> January, 2021 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 (collectively referred to as "SEBI Circulars").
3. The Company had availed e-voting facilities both for the remote e-voting facility and electronic voting at the AGM provided by **Central Depository Services Ltd. (CDSL)**. The remote e-voting period commenced at 9:00 a.m. IST on Tuesday, 09<sup>th</sup> August, 2022 and ended on 5:00 p.m. IST on Thursday, 11<sup>th</sup> August, 2022. The Company had provided facilities of remote e-voting and electronic voting at the meeting by members to exercise their right to vote.
4. The shareholders of the Company holding shares as on the cut-off date i.e. Tuesday, 02<sup>nd</sup> August, 2022, 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 Lalani	
2	Riya Aswani	

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 the CDSL e-voting system.



7. The Management of the Company is responsible to ensure the compliance with the requirements of the 2013 Act, and the Rules relating to voting through electronic means by remote e-voting and electronic voting at the AGM for the Resolutions contained in the Notice to the 31<sup>st</sup> AGM of the Equity Shareholders of the Company. My responsibility as a Scrutinizer for the process of electronic means by remote e-voting and electronic voting at the AGM is restricted to make a 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 Scrutinizer's Report on the results of voting through both the remote e-voting and electronic 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 March 31, 2022 and the Reports of the Board of Directors and the Auditors thereon for the financial year ended March 31, 2022:-

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

Type of Voting	Number of Members Voted	Number of Votes cast by them	% of total Number of Valid Votes cast
Remote E-voting	338	16,27,89,883	99.9999%
E-voting at AGM conducted through VC	2	201	0.0001%
<b>Total</b>	<b>340</b>	<b>16,27,90,084</b>	<b>100%</b>

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

Type of Voting	Number of members voted	Number of Votes cast by them	% of total Number of Valid Votes cast
Remote E-voting	1	16	0.0000%
E-voting at AGM conducted through VC	0	0	0.0000%
<b>Total</b>	<b>1</b>	<b>16</b>	<b>0.00%</b>

(iii) **Invalid / Abstained** Votes:-

Type of Voting	Total number of members whose votes were declared invalid / who abstained from voting	Total number of Votes
Remote E-voting	1	2,52,834
E-voting at AGM conducted through VC	0	0
<b>Total</b>	<b>1</b>	<b>2,52,834</b>



**Item No. 2:-**

**Ordinary Business:-**

**Ordinary Resolution:-**

**To declare Final Dividend on equity shares for the financial year 2021-2022:-**

(i) Voted in favour of the Resolution:-

Type of Voting	Number of Members Voted	Number of Votes cast by them	% of total Number of Valid Votes cast
Remote E-voting	337	16,30,42,702	99.9999%
E-voting at AGM conducted through VC	2	201	0.0001%
<b>Total</b>	<b>339</b>	<b>16,30,42,903</b>	<b>100%</b>

(ii) Voted against the Resolution:-

Type of Voting	Number of members voted	Number of Votes cast by them	% of total Number of Valid Votes cast
Remote E-voting	3	31	0.0000%
E-voting at AGM conducted through VC	0	0	0.0000%
<b>Total</b>	<b>3</b>	<b>31</b>	<b>0.00%</b>

(iii) Invalid / Abstained Votes:-

Type of Voting	Total number of members whose votes were declared invalid / who abstained from voting	Total number of Votes
Remote E-voting	0	0
E-voting at AGM conducted through VC	0	0
<b>Total</b>	<b>0</b>	<b>0</b>



**Item No. 3:-**

**Ordinary Business:-**

**Ordinary Resolution:-**

**To appoint a Director in place of Mr. Sandeep Agrawal (holding DIN 00027244), who retires by rotation and being eligible, offers himself for re-appointment:-**

(i) Voted in favour of the Resolution:-

Type of Voting	Number of Members Voted	Number of Votes cast by them	% of total Number of Valid Votes cast
Remote E-voting	335	16,30,04,768	99.9766%
E-voting at AGM conducted through VC	2	201	0.0001%
<b>Total</b>	<b>337</b>	<b>16,30,04,969</b>	<b>99.9767%</b>

(ii) Voted against the Resolution:-

Type of Voting	Number of members voted	Number of Votes cast by them	% of total Number of Valid Votes cast
Remote E-voting	4	37,963	0.0233%
E-voting at AGM conducted through VC	0	0	0.0000%
<b>Total</b>	<b>4</b>	<b>37,963</b>	<b>0.0233%</b>

(iii) Invalid / Abstained Votes:-

Type of Voting	Total number of members whose votes were declared invalid / who abstained from voting	Total number of Votes
Remote E-voting	1	2
E-voting at AGM conducted through VC	0	0
<b>Total</b>	<b>1</b>	<b>2</b>



**Item No. 4:-**

**Ordinary Business:-**

**Ordinary Resolution:-**

To consider and approve appointment of M/s. Kantilal Patel & Co., Chartered Accountants, (Firm Registration No. 104744W) as Statutory Auditors of the Company and to fix their remuneration:-

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

Type of Voting	Number of Members Voted	Number of Votes cast by them	% of total Number of Valid Votes cast
Remote E-voting	331	15,86,72,036	97.3192%
E-voting at AGM conducted through VC	2	201	0.0001%
<b>Total</b>	<b>333</b>	<b>15,86,72,237</b>	<b>97.3193%</b>

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

Type of Voting	Number of members voted	Number of Votes cast by them	% of total Number of Valid Votes cast
Remote E-voting	9	43,70,697	2.6807%
E-voting at AGM conducted through VC	0	0	0.0000%
<b>Total</b>	<b>9</b>	<b>43,70,697</b>	<b>2.6807%</b>

(iii) **Invalid / Abstained** Votes:-

Type of Voting	Total number of members whose votes were declared invalid / who abstained from voting	Total number of Votes
Remote E-voting	0	0
E-voting at AGM conducted through VC	0	0
<b>0</b>	<b>0</b>	<b>0</b>



**Item No. 5:-**

**Special Business:-**

**Ordinary Resolution:-**

**Ratification of remuneration of Cost Auditors for the Financial Year 2022-2023:-**

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

Type of Voting	Number of Members Voted	Number of Votes cast by them	% of total Number of Valid Votes cast
Remote E-voting	335	16,30,41,727	99.9992%
E-voting at AGM conducted through VC	2	201	0.0001%
<b>Total</b>	<b>337</b>	<b>16,30,41,928</b>	<b>99.9993%</b>

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

Type of Voting	Number of members voted	Number of Votes cast by them	% of total Number of Valid Votes cast
Remote E-voting	5	1,006	0.0007%
E-voting at AGM conducted through VC	0	0	0.0000%
<b>Total</b>	<b>5</b>	<b>1,006</b>	<b>0.0007%</b>

**(iii) Invalid / Abstained Votes:-**

Type of Voting	Total number of members whose votes were declared invalid / who abstained from voting	Total number of Votes
Remote E-voting	0	0
E-voting at AGM conducted through VC	0	0
<b>Total</b>	<b>0</b>	<b>0</b>



**Item No. 6:-**

**Special Business:-**

**Special Resolution:-**

**Change in the Object clause of the Memorandum of Association of the Company:-**

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

Type of Voting	Number of Members voted	Number of Votes cast by them	% of total Number of Valid Votes cast
Remote E-voting	333	16,30,41,942	99.9994%
E-voting at AGM conducted through VC	2	201	0.0001%
<b>Total</b>	<b>335</b>	<b>16,30,42,143</b>	<b>99.9995%</b>

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

Type of Voting	Number of members voted	Number of Votes cast by them	% of total Number of Valid Votes cast
Remote E-voting	5	787	0.0005%
E-voting at AGM conducted through VC	0	0	0.0000%
<b>Total</b>	<b>5</b>	<b>787</b>	<b>0.0005%</b>

(iii) **Invalid / Abstained** Votes:-

Type of Voting	Total number of members whose votes were declared invalid / who abstained from voting	Total number of Votes
Remote E-voting	2	4
E-voting at AGM conducted through VC	0	0
<b>Total</b>	<b>2</b>	<b>4</b>



**CS NIRAJ TRIVEDI**  
**PRACTICING COMPANY SECRETARY**

9. The electronic data and all other relevant records relating to the e-voting is under my safe custody and will be handed over to the Company Secretary for preserving safely after the Chairman considers, approves and signs the minutes of the AGM.
10. You may accordingly declare the result of above Resolutions for the Annual General Meeting of the Company held on 12<sup>th</sup> August, 2022.

Thanking You,

Yours faithfully,

**DATE: 13<sup>TH</sup> AUGUST, 2022**  
**PLACE: VADODARA**



**Trivedi  
Niraj**

Digitally signed by  
Trivedi Niraj  
Date: 2022.08.13  
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**NIRAJ TRIVEDI**  
**PRACTICING COMPANY SECRETARY**  
**FCS: 3844 (C. P. No.: 3123)**  
**UDIN: F003844D000783370**

**COUNTERSIGNED BY:**  
**FOR GUJARAT AMBUJA EXPORTS LIMITED**

**MANISH  
VIJAYKUMAR  
GUPTA**

Digitally signed by MANISH VIJAYKUMAR  
GUPTA  
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serialNumber=d2629e9261b5e74158777de  
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**MANISH GUPTA**  
**CHAIRMAN & MANAGING DIRECTOR**  
**(DIN: 00028196)**