



VOTING RESULTS FOR 32ND ANNUAL GENERAL MEETING

Consolidated voting results (Remote e-voting & e-voting during AGM) for 32nd Annual General Meeting held on Saturday, 02nd September, 2023 (“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 32nd Annual General Meeting (“AGM”) held on Saturday, 02nd September, 2023. The remote e-voting was open from Wednesday, 30th August, 2023 at 09.00 a.m. (IST) to Friday, 01st September, 2023 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 02nd September, 2023 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.
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, 2023 and the Reports of the Board of Directors and the Auditors thereon for the financial year ended 31 st March, 2023	154250574	100.00	300	0.00	0



Item No. 2: Ordinary Business: (Ordinary Resolution) To declare Final Dividend on equity shares for the financial year 2022-23	154352333	100.00	300	0.00	0
Item No. 3: Ordinary Business: (Ordinary Resolution) To appoint a Director in place of Mrs. Sulochana Gupta (DIN: 00028225), who retires by rotation and being eligible, offers herself for re-appointment	154126135*	99.85	226498*	0.15	0
Item No. 4: Special Business: (Special Resolution) Re-appointment of Mr. Manish Gupta (DIN: 00028196) as Chairman and Managing Director of the Company	151192413	97.95	3160220	2.05	0
Item No. 5: Special Business: (Special Resolution) Re-appointment of Mr. Sandeep Agrawal (DIN: 00027244) as Whole-Time Director of the Company	154352169	100.00	464	0.00	0
Item No. 6: Special Business: (Ordinary Resolution) Ratification of remuneration of Cost Auditors for the Financial Year 2023-24	154352250	100.00	383	0.00	0

**Total 255 members have cast their vote in this resolution, of which 2 members being body Corporates (holding 3,85,599 Shares in aggregate) have voted partially (3,43,136 Shares) in favour of this resolution and also for remaining (42,463 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 32nd 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 02nd September, 2023 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 32nd Annual General Meeting of the Members of

GUJARAT AMBUJA EXPORTS LIMITED

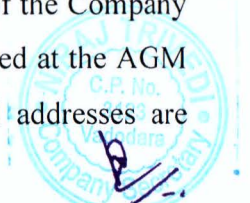
(CIN: L15140GJ1991PLC016151)

Held on Saturday, 02nd September, 2023, at 11:00 A.M. (IST)

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

Dear Sir,

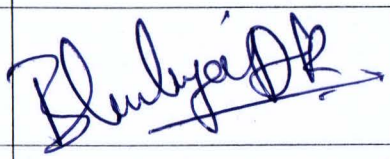

1. I, Niraj Trivedi, Practicing Company Secretary, have been appointed as a Scrutinizer by the Board of Directors of **Gujarat Ambuja Exports Limited** ("the Company") at their Meeting held on 05th August, 2023, for the purpose of scrutinizing the e-voting process i.e. remote e-voting and electronic voting during the 32nd 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 05th August, 2023 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



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

3. The Company had availed e-voting facilities both for the remote e-voting 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 30th of August, 2023 and ended on 5:00 p.m. (IST) on Friday, the 01st of September, 2023. 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, 26th August, 2023, 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	Mr. Dharmendra Bhaliya	
2	Ms. Janki Dave	

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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 32nd 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 Consolidated 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, 2023 and the Report of the Board of Directors and the Auditors thereon for the Financial year ended 31st March, 2023.

(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	249	15,42,39,384	99.99
E-voting at AGM conducted through VC	4	11,190	0.01
Total	253	15,42,50,574	100%

(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	1	300	0.00%
E-voting at AGM conducted through VC	0	0	0.00%
Total	1	300	0.00%

(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 on equity shares for the financial year 2022-23.

(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	250	15,43,41,143	99.99
E-voting at AGM conducted through VC	4	11,190	0.01
Total	254	15,43,52,333	100%

(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	1	300	0.00%
E-voting at AGM conducted through VC	0	0	0.00%
Total	1	300	0.00%

(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 Mrs. Sulochana Gupta (DIN: 00028225), who retires by rotation and being eligible, offers herself 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	241	15,41,24,945	99.85
E-voting at AGM conducted through VC	3	1,190	00.00
Total	244	15,41,26,135	99.85

(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	12	2,16,498	00.14
E-voting at AGM conducted through VC	1	10,000	00.01
Total	13	2,26,498	00.15

(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 255 members have cast their vote in this resolution, of which 2 members being Body Corporates (3,85,599 Shares in aggregate) have voted partially (3,43,136 Shares) in favour of this resolution and for remaining (42,463 Shares) voted against this resolution. Therefore, we have considered them in both categories i.e. members voted in favour of resolution and also members voted in against of the resolution.

Item No. 4: -

Special Business: -

Special Resolution: -

Re-appointment of Mr. Manish Gupta (DIN: 00028196) as Chairman and Managing Director 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	190	15,11,81,223	97.94
E-voting at AGM conducted through VC	4	11,190	00.01
Total	194	15,11,92,413	97.95

(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	61	31,60,220	02.05
E-voting at AGM conducted through VC	0	0	0
Total	61	31,60,220	02.05

(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:-

Re-appointment of Mr. Sandeep Agrawal (DIN:00027244) as Whole-Time Director 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	243	15,43,40,979	99.99
E-voting at AGM conducted through VC	4	11,190	00.01
Total	247	15,43,52,169	100

(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	8	464	00.00
E-voting at AGM conducted through VC	0	0	00.00
Total	8	464	00.00

(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. 6: -

Special Business: -

Ordinary Resolution: -

Ratification of remuneration of Cost Auditors for the Financial Year 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	246	15,43,41,060	99.99
E-voting at AGM conducted through VC	4	11,190	00.01
Total	250	15,43,52,250	100

(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	383	00.00
E-voting at AGM conducted through VC	0	0	00.00
Total	5	383	00.00

(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

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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 account 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 02nd September, 2023.

Thanking You,
Yours faithfully,

DATE: 02ND SEPTEMBER, 2023

PLACE: VADODARA



NIRAJ TRIVEDI
PRACTICING COMPANY SECRETARY

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

UDIN: F003844E000922718

COUNTERSIGNED BY: -
FOR, GUJARAT AMBUJA EXPORTS LIMITED


KALPESH DAVE
COMPANY SECRETARY & COMPLIANCE OFFICER

