

Date: 21.09.2022

To,
The Listing Compliance Department
National Stock Exchange of India Limited
Exchange Plaza
BandraKurla Complex
Bandra East
Mumbai 400051

Scrip Code: LATTEYS

Sub. : Scrutinizer Report for 9th Annual General Meeting of the Company.

Dear Sir,

Pursuant to Section 108 and 109 of the Company Act, 2013 read with Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014, we are submitting herewith the Scrutinizer Report of the Annual General Meeting of the Company held on Tuesday, 20th September, 2022 at 11:00 A.M. through Video Conferencing (VC) / Other Audio Video Means (OAVM).

Kindly take the same on your record and oblige us.

Thanking You

For, Latteys Industries Limited


Senika Jain

Company Secretary & Compliance Officer

M.No. A60579





Ashish Sheth & Associates

Chartered Accountants

Ashish J. Sheth

B.Com, ACA

Consolidated Scrutinizers' Report

[Pursuant to section 108 and 109 of the Companies Act, 2013 and rule 20 and 21 of the Companies (Management and Administration) Rules, 2014]

To
The Chairman of 09th Annual General Meeting
LATTEYS INDUSTRIES LIMITED
Plot No. 16, Phase- 1/2, GIDC Estate,
Naroda, Ahmedabad,
Gujarat 382330 India.

Dear Sir,

Sub: Consolidated Scrutinizer Report on Remote E-voting conducted pursuant to the provisions of Section 108 of the Companies Act 2013 read with Rules 20 of the Companies (Management & Administration) rules 2014 as amended by Companies (Management & Administration) Amendment Rules, 2015 and Remote Electronic Voting during the 09th Annual General Meeting of Latteys Industries Limited, held on Tuesday, 20th September, 2022 at 11:00 A.M. IST through two-way video conferencing ("VC").

I, Ashish Jashvantray Sheth, proprietor of M/s. Ashish Sheth & Associates, Chartered Accountants, Ahmedabad, have been appointed by the Board of Directors of the **M/s. Latteys Industries Limited**, ("the Company") as Scrutinizer of the company, for the purpose of scrutinizing the e-voting process held between 17/09/2022 (09.00 A.M.) to 19/09/2022 (05.00 P.M.) and for the poll conducted on the resolution(s) contained in the notice of 09th Annual General Meeting of the Members of the Company held on Tuesday, 20th September, 2022 at 11:00 A.M. IST at Plot No. 16, Phase- 1/2, GIDC Estate, Naroda, Ahmedabad, Gujarat 382330 India through video conference (VC)/ other Audio Visual Means (OVAM).

In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed. The AGM of the Company was held on Tuesday, 20th September, 2022 at 11:00 A.M. IST through two-way video conferencing ("VC")/ other Audio Visual Means (OVAM) and the voting for the resolutions was transacted as per the Notice convening the 09th Annual General Meeting, which was only through remote electronic voting process and electronic voting during the 09th Annual General Meeting in compliance with the applicable provisions of the Act (including any statutory modification or re-enactment thereof) read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and the General Circular No. 14/2020 dated 8th April, 2020, the General Circular No. 17/2020 dated 13th April, 2020, the General Circular No. 20/2022 dated 8th December, 2022.



the General Circular No. 02/2022 dated 5th May, 2022, in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by COVID-19 and General Circular No. 20/2020 dated 5th May, 2020, the General Circular No. 02/2022 dated 13th January, 2022, the General Circular No. 19/2022 dated 8th December, 2022, the General Circular No. 21/2022 dated 14th December, 2022, the General Circular No. 02/2022 dated 5th May, 2022 in relation to "Clarification on holding of Annual General Meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM)" all issued by the Ministry of Corporate Affairs, Government of India ("the MCA Circulars") and Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("LODR Regulations") read with Circular dated 12th May, 2020, Circular dated 13th May, 2022 in relation to "Additional relaxation in relation to compliance with certain provisions of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 - COVID-19 pandemic" ("SEBI Circular").

Responsibility of the Management of the Company

The Management of the Company is responsible to ensure compliance with the requirements of the relevant provisions of (i) The Companies Act, 2013 and the Rules made thereunder; (ii) The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (iii) Secretarial Standard-2 on General Meetings issued by the Institute of Company secretaries of India, relating to Remote E-Voting and E-voting facility provided to the shareholders during the AGM and holding of AGM through VC or OAVM.

Responsibility of Scrutinizer

My responsibility, as a scrutinizer, is to ensure and scrutinize the voting done through remote E-voting and E-voting facility provided to the shareholders during the AGM through VC or OAVM in a fair and transparent manner and to make a consolidated scrutinizer's report of the votes cast "in favour" or "against" the resolution, based on the reports generated from the e-voting system of National Securities Depository Limited ("NSDL" or "E-voting Agency").

As per the Notice of AGM, below mentioned businesses (resolutions) were proposed for the approval of Members through Remote E-voting and E-voting facility provided to the shareholders during the AGM through VC or OAVM;

1. Ordinary Resolution for adoption of the Audited financial statements of the Company for the financial year ended 31st March, 2022, together with Reports of the Board of Directors and the Auditors thereon;
2. Ordinary Resolution for appointment of Mr. Pawan Garg as a Whole Time Director, who retires by rotation and being eligible, offer himself for re-appointment;
3. Ordinary Resolution for appointment of M/s K.N. Gutgutia & Co, Chartered Accountants, Delhi Firm Registration no 304153E as Statutory Auditor of the Company;
4. Ordinary Resolution for Increase in Authorised Share Capital of the Company from Rs. 5,00,00,000 (Five Crore) to Rs 11,50,00,000 (Eleven Crore Fifty Lakhs Rupees).



5. Ordinary Resolution for to Issue Bonus shares to existing share holders of the company;
6. Ordinary Resolution for Regularization of Independent Director, Mr. Sachin Gupta (DIN: 03637291) by appointing him as an Independent director of the Company;

I hereby report as under:

1. The management of the company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and rules relating to voting through electronic means on the resolutions contained in the Notice of the Annual General Meeting (AGM) of the Company. My responsibility as the scrutinizer for the e-voting process is restricted to make a scrutinizer report of the votes cast in favour/ against the resolutions stated above, based on the reports generated from e-voting system provided by the National Securities Depository Limited, the authorized agency engaged by the company to provide e-voting facilities.
2. The Company has entered into an agreement with National Securities Depository Limited, the authorized agency engaged by the company to provide e-voting facilities for voting through electronic means to all the members who are eligible to take part in the remote e-voting.
3. The e-voting period remained open from 17/09/2022, 9.00 A.M. to 19/09/2022, 05.00 P.M.
4. The shareholders holding shares as on the "cut off" date i.e. 08th September, 2022 were entitled to vote on the proposed resolutions (items No. 1 to 6 as set out in the Notice of the AGM of the Company).
5. Accordingly, the electronic votes cast were taken into account and at the end of this voting period, on 19th September, 2022(at 5.00 p.m.), the e-voting portal was blocked for voting by National Securities Depository Limited.
6. Since this AGM was held pursuant to the MCA Circulars referred wherein above through VC or OAVM, physical attendance of Members had been dispensed with. Accordingly, in terms of the above referred MCA and SEBI circulars, the facility for appointment of proxies by the Members were also dispensed with.
7. The Remote E-Voting Platform was then after completed (Blocked) in due time.
8. After the conclusion of AGM, the remote electronic voting was finalized on Wednesday 21st September, 2022 and the report on voting done through electronic voting system during the AGM in respect of businesses set forth in the notice of 09th Annual General Meeting



Meeting ("AGM") of the Company, was generated in my presence and the voting was diligently scrutinized.

9. I have scrutinized and reviewed the remote electronic voting and votes tendered therein based on the data downloaded from the NSDL E-voting system.
10. The register has been maintained electronically to record the assent or dissent. Received, mentioning the particulars of name, address, Folio No. or Client ID of the shareholders. No. of shares held by them and nominal value of such shares. There were no shares with differential voting rights in the Company; hence there is no requirement of maintaining of the list of shares with differential voting rights.
11. Thereafter, the details, containing, inter-alia, list of equity shareholders, who voted "For" and "Against", were downloaded from the e-voting website. There were shareholders, who voted through E-voting. Consolidated Report on result of e-voting and voting by poll is as under:

(a) Item No.1 of the Notice (as an Ordinary Resolution):

To receive, consider and adopt the Audited financial statements of the Company for the financial year ended 31st March, 2022, together with Reports of the Board of Directors and the Auditors thereon.

I. Votes "in favor" of Resolution:

Mode of Voting	Number of members voted (in person or by proxy)	Number of votes cast by the Members	% of total number of valid votes casted
Remote E-Voting	22	3475666	100.00%
Voting by poll	-	-	-
Total vote casted	22	3475666	100.00%

II. Votes "in against" the Resolution;

Mode of Voting	Number of members voted (in person or by proxy)	Number of votes cast by the Members	% of total number of valid votes casted
Remote E-Voting	-	-	-
Voting by poll	-	-	-



Total vote casted	-	-	-
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III. Votes Invalid:

Mode of Voting	Number of members voted (in person or by proxy)	Number of votes cast by the Members
Remote E-Voting	-	-
Voting by poll	-	-
Total vote casted	-	-

(b) Item No.2 of the Notice (as an Ordinary Resolution):

To appoint Mr. Pawan Garg as a Whole Time Director, who retires by rotation and being eligible, offer himself for re-appointment.

I. Votes "in favor" of Resolution;

Mode of Voting	Number of members voted (in person or by proxy)	Number of votes cast by the Members	% of total number of valid votes casted
Remote E-Voting	22*	3475666	100.00%
Voting by poll	-	-	-
Total vote casted	22	3475666	100.00%

*Note: The total votes cast by the members in favour of the Item No. 2 includes 3343666 shares belonging to the promoter and promoter group who are related parties to Mr. Pawan Garg and hence are interested in the said resolution.

II. Votes "in against" the Resolution;

Mode of Voting	Number of members voted (in person or by proxy)	Number of votes cast by the Members	% of total number of valid votes casted
Remote E-Voting	-	-	-
Voting by poll	-	-	--
Total vote casted	-	-	-



III. Votes Invalid:

Mode of Voting	Number of members voted (in person or by proxy)	Number of votes cast by the Members
Remote E-Voting	-	-
Voting by poll	-	-
Total vote casted	-	-

(c) Item No.3 of the Notice (as an Ordinary Resolution):

To appoint M/s K.N. Gutgutia & Associates, as Statutory Auditors of the company for the period of five year from conclusion of this Annual General Meeting until conclusion of 14th Annual General Meeting and fix their remuneration.

I. Votes "in favor" of Resolution;

Mode of Voting	Number of members voted (in person or by proxy)	Number of votes cast by the Members	% of total number of valid votes casted
Remote E-Voting	22	3475666	100.00%
Voting by poll	-	-	-
Total vote casted	22	3475666	100.00%

II. Votes "in against" the Resolution;

Mode of Voting	Number of members voted (in person or by proxy)	Number of votes cast by the Members	% of total number of valid votes casted
Remote E-Voting	-	-	-
Voting by poll	-	-	-
Total vote casted	-	-	-

III. Votes Invalid:

Mode of Voting	Number of members voted (in person or by proxy)	Number of votes cast by the Members
Remote E-Voting	-	-
Voting by poll	-	-



Total vote casted	-	-
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(d) Item No.4 of the Notice (as an Ordinary Resolution):

To Increase Authorised Share Capital of the Company

I. Votes "in favor" of Resolution;

Mode of Voting	Number of members voted (in person or by proxy)	Number of votes cast by the Members	% of total number of valid votes casted
Remote E-Voting	22	3475666	100.00%
Voting by poll	-	-	-
Total vote casted	22	3475666	100.00%

II. Votes "in against" the Resolution;

Mode of Voting	Number of members voted (in person or by proxy)	Number of votes cast by the Members	% of total number of valid votes casted
Remote E-Voting	-	-	-
Voting by poll	-	-	-
Total vote casted	-	-	-

III. Votes Invalid:

Mode of Voting	Number of members voted (in person or by proxy)	Number of votes cast by the Members
Remote E-Voting	-	-
Voting by poll	-	-
Total vote casted	-	-

(e) Item No.5 of the Notice (as an Ordinary Resolution):

To Issue Bonus Shares

I. Votes "in favor" of Resolution;



Mode of Voting	Number of members voted (in person or by proxy)	Number of votes cast by the Members	% of total number of valid votes casted
Remote E-Voting	22	3475666	100.00%
Voting by poll	-	-	-
Total vote casted	22	3475666	100.00%

II. Votes "in against" the Resolution;

Mode of Voting	Number of members voted (in person or by proxy)	Number of votes cast by the Members	% of total number of valid votes casted
Remote E-Voting	-	-	-
Voting by poll	-	-	-
Total vote casted	-	-	-

III. Votes Invalid:

Mode of Voting	Number of members voted (in person or by proxy)	Number of votes cast by the Members
Remote E-Voting	-	-
Voting by poll	-	-
Total vote casted	-	-

(f) Item No.6 of the Notice (as an Ordinary Resolution):

To Regularize the appointment of Mr. Sachin Gupta as an Independent Director for next 5 year till 2027 by appointing him as an Independent director of the Company.

I. Votes "in favor" of Resolution;

Mode of Voting	Number of members voted (in person or by proxy)	Number of votes cast by the Members	% of total number of valid votes casted
Remote E-Voting	22	3475666	100.00%
Voting by poll	-	-	-
Total vote casted	22	3475666	100.00%



II. Votes "in against" the Resolution;

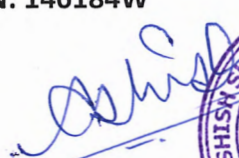
Mode of Voting	Number of members voted (in person or by proxy)	Number of votes cast by the Members	% of total number of valid votes casted
Remote E-Voting	-	-	-
Voting by poll	-	-	-
Total vote casted	-	-	-

III. Votes Invalid:

Mode of Voting	Number of members voted (in person or by proxy)	Number of votes cast by the Members
Remote E-Voting	-	-
Voting by poll	-	-
Total vote casted	-	-

All relevant records of voting will remain in my custody until the Chairman considers, approves and signs the minutes of the 09th Annual General Meeting and the same shall be handed over thereafter to the Chairman/ Company Secretary for safe keeping.

For, Ashish Sheth & Associates
Chartered Accountants
FRN: 146184W


Ashish Sheth
Proprietor
M. No.: 179662
UDIN: 22179662ATOERW3963



Place: Ahmedabad
Date: 21st September 2022