

September 28, 2023

BSE Limited  
Listing Compliance  
P. J. Towers  
Dalal Street  
Mumbai 400 001

Dear Sirs,

*Voting Results*

We have to inform you that the 37<sup>th</sup> Annual General Meeting of the Company was held on Wednesday, September 27, 2023 at 2:00 p.m. through Video Conferencing/Other Audio-Visual Means and the business mentioned in the Notice dated August 14, 2023 was transacted.

In this behalf, we enclose the following:-

1. The Report dated September 28, 2023 submitted by Mr. Umesh P. Maskeri, Practicing Company Secretary, Scrutinizer, pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4)(xii) of the Companies (Management & Administration) Rules, 2014.
2. Voting Results under Regulation 44(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

Thanking you.

Yours truly,  
For Utique Enterprises Limited



Company Secretary

Encl.: a/a



**Umesh Parameshwar Maskeri**  
**Practicing Company Secretary**

**No.304, Geetanjali Heights, Plot No.77, Sector 27**  
**Near Presentation Convent School, Nerul (East), Navi Mumbai 400 706**  
**Mobile: 09930178352; Email: [umeshmaskeri@gmail.com](mailto:umeshmaskeri@gmail.com)**

**CONSOLIDATED SCRUTINIZER'S REPORT**

September 27, 2023

Chairman of the 37<sup>th</sup> Annual General Meeting  
Utique Enterprises Limited  
Registered Office  
912, Embassy Centre  
Jamnalal Bajaj Marg  
Nariman Point  
Mumbai 400 021

Dear Sir,

<b>SCRUTINIZER'S REPORT</b> <b>Pursuant to section 108 of the Companies Act, 2013</b> <b>read with Rule 20 of the Companies</b> <b>(Management and Administration) Rules, 2014</b>	
Name of the company	Utique Enterprises Limited
Nature of Meeting/Event	37 <sup>th</sup> Annual General Meeting ("the AGM")
Day, Date and Time	At 02:00 P.M., Wednesday, September 27, 2023
Deemed Venue and Venue of AGM	912, Embassy Centre, Jamnalal Bajaj Marg, Nariman Point, Mumbai 400 021
Mode	Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM")

**1. Appointment of Scrutinizer**

I, Umesh P. Maskeri, Practicing Company Secretary, have been appointed as a Scrutinizer by the Board of Directors of Utique Enterprises Limited ("the Company"), having Corporate Identification Number: as L52100MH1985PLC037767, at its meeting held on August 14, 2023 for the purpose of ensuring that the e-Voting process is conducted in a fair and transparent manner, on the resolutions contained in the Notice of the AGM dated August 14, 2023 of the Company to be held at 02:00 P.M. on Wednesday, September 27, 2023 by VC/OAVM pursuant to 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").



**Umesh Parameshwar Maskeri**  
**Practising Company Secretary**

**2. Relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India**

The Ministry of Corporate Affairs (“the MCA”) vide various circulars including its General Circular No.10/2022 dated December 28, 2022 and the Securities and Exchange Board of India (“SEBI”) vide various circulars including its Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 read with its Circular No. SEBI/ HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 (collectively referred to as “the Circulars”), have permitted the holding of Annual General Meeting through VC/OAVM up to September 30, 2023 without the physical presence of the Members at a common venue. In accordance with the Circulars and applicable provisions of the Companies Act, 2013 (“the Act”), SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the 37th AGM of the Company was held through VC/OAVM. Participation of Members through VC/OAVM was reckoned for the purpose of quorum for the AGM as per Section 103 of the Act. The Registered Office of the Company was the deemed venue for the AGM.

**3. Despatch of Notice of the AGM**

The Company has informed that it arranged and sent the Notice of the AGM dated August 14, 2023 by email by Bigshare Services Private Limited, the Registrar & Transfer Agent to its Members on September 04, 2023. whose names appeared in the Register of Members Register of Members/Register of Beneficial Owners on the cut-off date for this purpose, and who had registered their email address with the Company or Depositories or Depository Participants.

**4. Publication of Advertisement in Newspapers**

In terms of the provisions of the Rule 20 of the Rules and MCA Circular No.20/2020 dated May 5, 2020, the Company duly published the advertisements, intimating that the AGM is going to be held through VC/OAVM and that the Notice of the AGM and the Annual Report have been dispatched by email, in English newspaper, The Free Press Journal and in Marathi newspaper, Navshakti on September 6, 2023. The aforesaid advertisements, among other things, mentioned the schedule of remote electronic voting (“e-Voting”) and dispatch of Notice of the AGM by email, that there will be voting by electronic means only and there was no provision for any voting through physical ballot forms and further the process to register the email addresses, in case of shareholders who had not registered their email address with the Company, Depositories or Depository Participants as stipulated in the MCA Circular No.17/2020 dated April 13, 2020.

**5. Cut-off date**

The Company has provided me the Register of Members as on the cut-off date i.e. September 20, 2023 and the Attendance Register for the Members who were present in the AGM through Video Conferencing. .



## **6. Remote e-Voting Process: EVSN 230818014**

### **6.1. Agency**

The Company has availed of the services of Central Depository Services (India) Limited ("CDSL"), which has provided the facility for voting through remote e-Voting, for participation in the AGM through VC/OAVM facility and e-Voting during the AGM.

### **6.2. Remote e-Voting period**

The remote e-Voting period commenced at 10:00 a.m. on Sunday, September 24, 2023 and concluded at 5:00 p.m. on Tuesday, September 26, 2023. Accordingly, the electronic votes cast during this period have been taken into account for ascertaining the votes cast in favour and against the resolutions, set out in the Notice convening the AGM and the CDSL remote e-Voting portal was disabled thereafter.

**6.3** The facility of voting by remote e-Voting was provided for an additional period of 15 minutes after the conclusion of the AGM on September 27, 2023.

**6.4** There was no facility to cast votes by ballot papers, in accordance with the provision of Para 3 (A)(VI) of the General Circular No.20/2020 dated May 5, 2020 issued by the MCA.

## **7. Counting Process**

On completion of e-Voting during the AGM and upon the expiry of 15 minutes after conclusion of the AGM as declared by the Chairman, I have unblocked the votes cast through remote e-Voting on September 27, 2023 from the CDSL e-Voting portal and downloaded the voting results. in the presence of 2 (two) persons, who are not the employees of the Company.

## **8. Responsibility of Management**

The Management of the Company is responsible for ensuring compliance with the requirements of Section 108 and 110 of the Act read with Rule 20 of the Rules and the provisions of the Listing Regulations relating to the agenda items placed before the Members for their approval, including the eligibility or otherwise of the Related Parties to vote to approve the items of business of Material Related Party Transaction pursuant to Regulation 23(4) of the Listing Regulations, if any, mentioned in the Notice of the AGM. My responsibility as the Scrutinizer of the voting process (through e-Voting), was restricted to scrutinize the e-Voting process in a fair and transparent manner and to prepare a Scrutinizer's Report of the votes cast in favour and against the resolutions stated in the Notice, based on votes cast through e-Voting placed at the AGM for approval of the Members by remote e-Voting.



**Umesh Parameshwar Maskeri  
Practicing Company Secretary**

**9. Voting Results**

A summary of the voting results through remote e-Voting for each of the agenda items contained in the Notice of AGM is furnished below:-

**Resolution No.1: Ordinary Business: Ordinary Resolution**

To consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2023, the reports of the Board of Directors and the Auditors thereon.

Particulars	Remote e-Voting		During AGM		Total		% of Votes
	Number of Folios	Number of Votes	Number of Folios	Number of Votes	Number of Folios	Number of Votes	
Ascent	176	14519211	2	680	178	14519891	99.9952
Dissent	4	702			4	702	0.0048
Total	180	14519913	2	680	182	14520593	100.00
Result	Passed with requisite majority						

**Resolution No.2: Special Business: Special Resolution**

Appointment of Mr. Mahesh Raghavan Menon (DIN: 00164298) as an Independent Director for a period of 5 (five) consecutive years from the conclusion of this AGM upto the conclusion of 42<sup>nd</sup> AGM, not liable to retire by rotation

Particulars	Remote e-Voting		During AGM		Total		% of Votes
	Number of Folios	Number of Votes	Number of Folios	Number of Votes	Number of Folios	Number of Votes	
Ascent	173	14518641	2	680	175	14519321	99.9952
Dissent	7	1272			7	1272	0.0088
Total	180	14519913	2	680	182	14520593	100.00
Result	Passed with requisite majority						

**Resolution No.3: Special Business: Ordinary Resolution**

To appoint Mr. Jayanty Rama Krishna Sarma (DIN: 00088327) as a Director, liable to retire by rotation

Particulars	Remote e-Voting		During AGM		Total		% of Votes
	Number of Folios	Number of Votes	Number of Folios	Number of Votes	Number of Folios	Number of Votes	
Ascent	173	14518641	2	680	175	14519321	99.9952
Dissent	7	1272			7	1272	0.0088
Total	180	14519913	2	680	182	14520593	100.00
Result	Passed with requisite majority						



**Umesh Parameshwar Maskeri**  
**Practicing Company Secretary**

**Resolution No.4: Special Business: Ordinary Resolution**

To appoint Mr. Jayanty Rama Krishna Sarma (DIN: 00088327) as a Whole-Time Director, designated as an Executive Director, for a period of 3 (three) years from the conclusion of this Annual General Meeting

Particulars	Remote e-Voting		During AGM		Total		% of Votes
	Number of Folios	Number of Votes	Number of Folios	Number of Votes	Number of Folios	Number of Votes	
Ascent	173	14518641	2	680	175	14519321	99.9952
Dissent	7	1272			7	1272	0.0088
Total	180	14519913	2	680	182	14520593	100.00
Result	Passed with requisite majority						

**Resolution No.5: Special Business: Ordinary Resolution**

To contribute to bona fide charitable and other funds pursuant to the provisions of Section 181 of the Companies Act, 2013 provided that the aggregate amount of contribution to such funds in any financial year shall not exceed the limits specified in Section 181 of the Companies Act, 2013 or an amount of Rs.20,00,000 whichever is higher

Particulars	Remote e-Voting		During AGM		Total		% of Votes
	Number of Folios	Number of Votes	Number of Folios	Number of Votes	Number of Folios	Number of Votes	
Ascent	171	14517182	2	680	173	14517862	99.9812
Dissent	9	2731			9	2731	0.0188
Total	180	14519913	2	680	182	14520593	100.00
Result	Passed with requisite majority						

**Resolution No.6: Special Business: Special Resolution**

To amend the existing Articles of Association of the Company pursuant to the provisions of Section 14 of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014

Particulars	Remote e-Voting		During AGM		Total		% of Votes
	Number of Folios	Number of Votes	Number of Folios	Number of Votes	Number of Folios	Number of Votes	
Ascent	173	14517491	2	680	175	14518171	99.9833
Dissent	7	2422			7	2422	0.0167
Total	180	14519913	2	680	182	14520593	100.00
Result	Passed with requisite majority						



**Umesh Parameshwar Maskeri  
Practicing Company Secretary**

10. Based on the aforesaid report, it may be seen that resolutions Nos.(1), (2), (3), (4), (5) and (6) of the AGM Notice have been passed with requisite majority. The consolidated voting results of the aforesaid voting may accordingly be declared by the Chairman of the Meeting.
11. The Register maintained in electronic form recording the assent or dissent received along with all the relevant records of e-Voting downloaded from the CDSL e-Voting portal have been handed over to the Company Secretary for safe keeping.

Thanking you,  
Yours faithfully,

**UMESH** Digitally signed  
**PARAMES** by UMESH  
**HWAR** PARAMESHWAR  
**MASKERI** MASKERI  
Date: 2023.09.28  
14:04:53 +05'30'

Umesh Parameshwar Maskeri  
Practicing Company Secretary  
Certificate of Practice No.12704  
Peer Review Certificate No.653/2020  
ICSI UDIN: F004831E001096658  
This document has been digitally signed

Place: Mumbai  
Date: September 28, 2023

Countersigned by  
For Utique Enterprises Limited

PARAG  
BHALCHANDRA  
DESHPANDE  
P. B. Deshpande  
Company Secretary

Digitally signed by PARAG BHALCHANDRA DESHPANDE  
DN: cn=Personal,  
2.5.4.20=25177885572abc095509a992244026bc0e0ead21eaa3  
c3fcd60e99c7881ae, postalCode=400602,  
sn=PARAGBHALCHANDRA,  
serialNumber=4556438697de909864acde7b3455b49aadea2167  
51070338e99d943d4fe5246, cn=PARAG BHALCHANDRA  
DESHPANDE, o=UTIQUE,  
pseudoym=c9996190dc2949fb21b7f7c0d86301  
Date: 2023.09.28 14:23:56 +05'30'

Place: Mumbai  
Date: September 28, 2023

**UTIQUE ENTERPRISES LIMITED**

Date of the AGM	27/09/2023
Total number of shareholders on record date	127742
No. of shareholders present in the meeting either in person or through proxy:	122
Promoters and promoter Group:	02
Public:	120
No. of shareholders attended the meeting through Video Conferencing:	NOT ARRANGED
Promoters and promoter Group:	
Public:	

**Resolution 1 :** To consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2023, the reports of the Board of Directors and the Auditors thereon.

Resolution required :(Ordinary / Special)	Ordinary Resolution
Whether promoter/promoter group are interested in the agenda/resolution ?	No

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favor (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-VOTING	13751596	13751596	100.00	13751596	0	100.00	0.00
	POLL	0	0	0.00	0	0	0.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	13751596	13751596	100.00	13751596	0	100.00	0.00
Public - Institutions	E-VOTING	27805	0	0.00	0	0	0.00	0.00
	POLL	0	0	0.00	0	0	0.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	27805	0	0.00	0	0	0.00	0.00
Public-Non Institutions	E-VOTING	41893721	768997	1.84	768295	702	99.91	0.09
	POLL	0	0	0.00	0	0	0.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	41893721	768997	1.84	768295	702	99.91	0.09
<b>TOTAL</b>		<b>55673122</b>	<b>14520593</b>	<b>26.08</b>	<b>14519891</b>	<b>702</b>	<b>100.00</b>	<b>0.00</b>



**Resolution 2 :** To appoint Mr. Mahesh Raghavan Menon as an Independent Director..

Resolution required :(Ordinary / Special) **Special Resolution**

Whether promoter/promoter group are interested in the agenda/resolution ? **No**

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favor (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-VOTING	13751596	13751596	100.00	13751596	0	100.00	0.00
	POLL	0	0	0.00	0	0	0.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	13751596	13751596	100.00	13751596	0	100.00	0.00
Public - Institutions	E-VOTING	27805	0	0.00	0	0	0.00	0.00
	POLL	0	0	0.00	0	0	0.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	27805	0	0.00	0	0	0.00	0.00
Public-Non Institutions	E-VOTING	41893721	768997	1.84	767725	1272	99.84	0.17
	POLL	0	0	0.00	0	0	0.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	41893721	768997	1.84	767725	1272	99.83	0.17
<b>TOTAL</b>		<b>55673122</b>	<b>14520593</b>	<b>26.08</b>	<b>14519321</b>	<b>1272</b>	<b>99.99</b>	<b>0.01</b>

**Resolution 3 :** To appoint Mr. Jayanty Rama Krishna Sarma as a Director.

Resolution required :(Ordinary / Special) **Ordinary Resolution**

Whether promoter/promoter group are interested in the agenda/resolution ? **No**

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favor (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-VOTING	13751596	13751596	100.00	13751596	0	100.00	0.00
	POLL	0	0	0.00	0	0	0.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	13751596	13751596	100.00	13751596	0	100.00	0.00
Public - Institutions	E-VOTING	27805	0	0.00	0	0	0.00	0.00
	POLL	0	0	0.00	0	0	0.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	27805	0	0.00	0	0	0.00	0.00
Public-Non Institutions	E-VOTING	41893721	768997	1.84	767725	1272	99.84	0.17
	POLL	0	0	0.00	0	0	0.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	41893721	768997	1.84	767725	1272	99.83	0.17
<b>TOTAL</b>		<b>55673122</b>	<b>14520593</b>	<b>26.08</b>	<b>14519321</b>	<b>1272</b>	<b>99.99</b>	<b>0.01</b>

**Resolution 4** :To appoint Mr. Jayanty Rama Krishna Sarma as a Whole-Time Director.

Resolution required :(Ordinary / Special)

Ordinary Resolution

Whether promoter/promoter group are interested in the agenda/resolution ?

No

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favor (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-VOTING	13751596	13751596	100.00	13751596	0	100.00	0.00
	POLL	0	0	0.00	0	0	0.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	13751596	13751596	100.00	13751596	0	100.00	0.00
Public - Institutions	E-VOTING	27805	0	0.00	0	0	0.00	0.00
	POLL	0	0	0.00	0	0	0.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	27805	0	0.00	0	0	0.00	0.00
Public-Non Institutions	E-VOTING	41893721	768997	1.84	767725	1272	99.84	0.17
	POLL	0	0	0.00	0	0	0.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	41893721	768997	1.84	767725	1272	99.83	0.17
<b>TOTAL</b>		<b>55673122</b>	<b>14520593</b>	<b>26.08</b>	<b>14519321</b>	<b>1272</b>	<b>99.99</b>	<b>0.01</b>

**Resolution 5** :To contribute to bona fide charitable and other funds.

Resolution required :(Ordinary / Special)

Ordinary Resolution

Whether promoter/promoter group are interested in the agenda/resolution ?

No

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favor (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-VOTING	13751596	13751596	100.00	13751596	0	100.00	0.00
	POLL	0	0	0.00	0	0	0.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	13751596	13751596	100.00	13751596	0	100.00	0.00
Public - Institutions	E-VOTING	27805	0	0.00	0	0	0.00	0.00
	POLL	0	0	0.00	0	0	0.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	27805	0	0.00	0	0	0.00	0.00
Public-Non Institutions	E-VOTING	41893721	768997	1.84	766266	2731	99.65	0.36
	POLL	0	0	0.00	0	0	0.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	41893721	768997	1.84	766266	2731	99.64	0.36
<b>TOTAL</b>		<b>55673122</b>	<b>14520593</b>	<b>26.08</b>	<b>14517862</b>	<b>2731</b>	<b>99.98</b>	<b>0.02</b>

**Resolution 6** :To amend the existing Articles of Association of the Company.

Resolution required :(Ordinary / Special)

Special Resolution

Whether promoter/promoter group are interested in the agenda/resolution ?

No

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favor (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-VOTING	13751596	13751596	100.00	13751596	0	100.00	0.00
	POLL	0	0	0.00	0	0	0.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	13751596	13751596	100.00	13751596	0	100.00	0.00
Public - Institutions	E-VOTING	27805	0	0.00	0	0	0.00	0.00
	POLL	0	0	0.00	0	0	0.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	27805	0	0.00	0	0	0.00	0.00
Public-Non Institutions	E-VOTING	41893721	768997	1.84	766575	2422	99.69	0.32
	POLL	0	0	0.00	0	0	0.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	41893721	768997	1.84	766575	2422	99.69	0.31
<b>TOTAL</b>		<b>55673122</b>	<b>14520593</b>	<b>26.08</b>	<b>14518171</b>	<b>2422</b>	<b>99.98</b>	<b>0.02</b>