

# P. C. Shah & Co.

Company Secretaries

**Punit Pradip Shah**

B. Com, ACS

## FORM NO. MGT-13 REPORT OF SCRUTINIZER

*[Pursuant to Section 109 of the Companies Act, 2013 and Rule 21 (2) of the Companies (Management and Administration) Rules, 2014]*

To,

Mr. Chirag A. Parekh, Chairman and Managing Director,  
38<sup>th</sup> Annual General Meeting of the Equity Shareholders of Carysil Limited,  
Held on Wednesday, 24<sup>th</sup> September, 2025 at 03.00 p.m. through  
Video Conferencing ('VC') / Other Audio Visual Means ('OAVM')

Dear Sir,

I, Mr. Punit Shah of M/s. P. C. Shah & Co., Practicing Company Secretaries was appointed as Scrutinizer for the 38<sup>th</sup> Annual General Meeting of the equity shareholders of Carysil Limited held on Wednesday, 24<sup>th</sup> September, 2025 at 3.00 p.m. through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM') for the purpose of scrutinizing the E-voting process ('remote e-voting') and Electronic Voting (e-voting) at the 38<sup>th</sup> Annual General Meeting in a fair and transparent manner and ascertaining the requisite majority on E-voting ('remote e-voting') and Electronic Voting (e-voting) carried out as per the provisions of the Companies Act, 2013 and Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014 on the resolutions referred to in this report.

We submit our report as under:

1. The 38<sup>th</sup> AGM is held in compliance with the MCA Circular dated 19<sup>th</sup> September, 2024 read with circulars dated 8<sup>th</sup> April, 2020, 13<sup>th</sup> April, 2020 and 5<sup>th</sup> May, 2020 (collectively referred to as 'MCA Circulars') and SEBI circular dated 12<sup>th</sup> May, 2020 read with circular dated 3<sup>rd</sup> October, 2024 (collectively referred to as 'SEBI Circulars') regarding holding of the AGM through Video Conferencing (VC) / Other Audio Visual Means (OAVM), without the physical presence of the Members at a common venue.
2. The Notice of the AGM alongwith the Annual Report 2024 – 25 has been sent to all the Members on 1<sup>st</sup> September, 2025 only through electronic mode to those Members whose email addresses are registered with the Company, RTA or CDSL / NSDL ('Depositories') as on 22<sup>nd</sup> August, 2025 to vote on the proposed 5 (Five) resolutions as mentioned in the Notice of the 38<sup>th</sup> Annual General Meeting of "Carysil Limited" [Item No. 1 (One) to 5 (Five) of the Notice of the 38<sup>th</sup> Annual General Meeting of Carysil Limited].
3. The Notice of the AGM alongwith the Annual Report 2024 – 25 has been uploaded on the website of the Company i.e. [www.carysil.com](http://www.carysil.com) and filed with National Stock Exchange of India Limited and BSE Limited. The Notice of the AGM has also been uploaded on the website of National Securities Depository Limited (NSDL), the e-voting agency. In accordance with Regulation 36 (1) (b) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, a letter providing the web-link including the exact path where complete Annual Report is available was sent to all the shareholders who had not registered their email address.



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4. The Company had provided the e-voting facility both for e-voting prior to the AGM (remote e-voting) and voting at the AGM by electronic means (e-voting) and had engaged the services of NSDL for this purpose.
5. Voting rights were reckoned as on Wednesday, 17<sup>th</sup> September, 2025, being the cut-off date for the purpose deciding the entitlements of members for remote e-voting and e-voting during the AGM.
6. The remote e-voting period remained open from Sunday, 21<sup>st</sup> September, 2025 at 09.00 a.m. to Tuesday, 23<sup>rd</sup> September, 2025 at 05.00 p.m.
7. At the 38<sup>th</sup> Annual General Meeting of the Company held on Wednesday, 24<sup>th</sup> September, 2025, the facility to vote through electronic system had been provided to facilitate voting for those Members who were present at the Meeting through VC / OAVM but could not participate in the Remote e-Voting to record their votes on the resolutions to be passed.
8. After the closure of the e-voting at the Annual General Meeting, the votes cast through e-Voting at the AGM and through remote e-Voting prior to the date of the Annual General Meeting were unblocked on Wednesday, 24<sup>th</sup> September, 2025.
9. Since the meeting was held through VC / OAVM, no poll papers were cast.
10. The consolidated results of the remote e-voting and e-voting during AGM through VC / OAVM are as under:

## ORDINARY BUSINESS:

### a. RESOLUTION NO. 1

Ordinary Resolution No. 1 –		Adoption of Audited Annual Financial Statements (Standalone & Consolidated) for the financial year ended 31 <sup>st</sup> March, 2025 and reports of the Directors and Auditors thereon:							
	Assent	%	Dissent	%	Total	%	Invalid	%	Total Votes Cast
Total No. of Shares on voting	1,42,20,799	100.00	56	0.00	1,42,20,855	100.00	0	0.00	1,42,20,855
Total No. of Members	164	97.62	4	2.38	168	100.00	0	0.00	168



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## b. RESOLUTION NO. 2

Ordinary Resolution No. 2 – Declaration of Final Dividend of ₹ 2.4/- per equity share (Face value of ₹ 2/-) each for the financial year ended 31 <sup>st</sup> March, 2025									
	Assent	%	Dissent	%	Total	%	Invalid	%	Total Votes Cast
Total No. of Shares on voting	1,42,20,849	100.00	6	0.00	1,42,20,855	100.00	0	0.00	1,42,20,855
Total No. of Members	166	98.81	2	1.19	168	100.00	0	0.00	168

## c. RESOLUTION NO. 3

Ordinary Resolution No. 3 – Re-appointment of Mr. Chirag Parekh (DIN: 00298807), Director who retires by rotation and, being eligible, offers himself for re-appointment									
	Assent	%	Dissent	%	Total	%	Invalid	%	Total Votes Cast
Total No. of Shares on voting	1,41,78,197	99.70	42,658	0.30	1,42,20,855	100.00	0	0.00	1,42,20,855
Total No. of Members	159	94.64	9	5.36	168	100.00	0	0.00	168

## SPECIAL BUSINESS:

## d. RESOLUTION NO. 4

Ordinary Resolution No. 4 – Appointment of Secretarial Auditor									
	Assent	%	Dissent	%	Total	%	Invalid	%	Total Votes Cast
Total No. of Shares on voting	1,42,20,799	100.00	56	0.00	1,42,20,855	100.00	0	0.00	1,42,20,855
Total No. of Members	164	97.62	4	2.38	168	100.00	0	0.00	168



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## e. RESOLUTION NO. 5

Ordinary Resolution No. 5 – Ratification of remuneration of Cost Auditor for the financial year ending March 31, 2026.									
	Assent	%	Dissent	%	Total	%	Invalid	%	Total Votes Cast
Total No. of Shares on voting	1,42,20,841	100.00	14	0.00	1,42,20,855	100.00	0	0.00	1,42,20,855
Total No. of Members	165	98.21	3	1.79	168	100.00	0	0.00	168

11. Since the votes cast FOR the resolutions exceed the number of votes cast AGAINST the resolutions by requisite majority, all the resolutions as set out in item no. 1 to 5 of the Notice of the 38<sup>th</sup> Annual General Meeting have been passed with requisite majority.

12. The consolidated result of the votes cast (by remote e-voting and e-voting during AGM) is provided as Annexure - 1 to this report.

Thanking You,  
Yours Faithfully,

**For P. C. Shah & Co.,**  
**Company Secretaries**  
Unique ICSI ID No.: S2023MH955400

*Punit P. Shah*

**Punit Pradip Shah**

**Proprietor**

ACS No: 20536, COP No: 7506

UDIN: A020536G001340701

Peer Review: 6844/2025

Date: 25<sup>th</sup> September, 2025

Place: Mumbai



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## Annexure – 1

**Consolidated Result of Voting (by Remote E-voting and E-voting) for Resolution Nos. 1 to 5 of the Notice of the 38<sup>th</sup> Annual General Meeting of 'Carysil Limited' held on Wednesday, 24<sup>th</sup> September, 2025 at 3.00 p.m. by VC / OAVM**

Resolution # 1 – Ordinary Resolution	Remote E-voting			E-Voting			Total		
	No.	Shares	%	No.	Shares	%	No.	Shares	%
Total Valid Votes Cast	163	1,42,20,314	100.00	5	541	100.00	168	1,42,20,855	100.00
Voted In Favour Of Resolution	159	1,42,20,258	100.00	5	541	100.00	164	1,42,20,799	100.00
Voted against the resolution	4	56	0.00	0	0	0.00	4	56	0.00

Resolution # 2 – Ordinary Resolution	Remote E-voting			E-Voting			Total		
	No.	Shares	%	No.	Shares	%	No.	Shares	%
Total Valid Votes Cast	163	1,42,20,314	100.00	5	541	100.00	168	1,42,20,855	100.00
Voted In Favour Of Resolution	161	1,42,20,308	100.00	5	541	100.00	166	1,42,20,849	100.00
Voted against the resolution	2	6	0.00	0	0	0.00	2	6	0.00

Resolution # 3 – Ordinary Resolution	Remote E-voting			E-Voting			Total		
	No.	Shares	%	No.	Shares	%	No.	Shares	%
Total Valid Votes Cast	163	1,42,20,314	100.00	5	541	100.00	168	1,42,20,855	100.00
Voted In Favour Of Resolution	154	1,41,77,656	99.70	5	541	100.00	159	1,41,78,197	99.70
Voted against the resolution	9	42,658	0.30	0	0	0.00	9	42,658	0.30

Resolution # 4 – Ordinary Resolution	Remote E-voting			E-Voting			Total		
	No.	Shares	%	No.	Shares	%	No.	Shares	%
Total Valid Votes Cast	163	1,42,20,314	100.00	5	541	100.00	168	1,42,20,855	100.00
Voted In Favour Of Resolution	159	1,42,20,258	100.00	5	541	100.00	164	1,42,20,799	100.00
Voted against the resolution	4	56	0.00	0	0	0.00	4	56	0.00



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Resolution # 5 – Ordinary Resolution	Remote E-voting			E-Voting			Total		
	No.	Shares	%	No.	Shares	%	No.	Shares	%
Total Valid Votes Cast	163	1,42,20,314	100.00	5	541	100.00	168	1,42,20,855	100.00
Voted In Favour Of Resolution	160	1,42,20,300	100.00	5	541	100.00	165	1,42,20,841	100.00
Voted against the resolution	3	14	0.00	0	0	0.00	3	14	0.00

