



Himani Aneja & Associates

(Practicing Company Secretaries)

Consolidated Scrutinizer's Report

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended]

To,
The Members,
Ambey Laboratories Limited
U74899DL1985PLC020490
Ground Floor, Property No.555 Tarla Mohalla,
Ghitorni, South West Delhi-110030 India.

Subject: Consolidated scrutinizer report on remote e-voting and e-voting during the 39th Annual General Meeting of the members of Ambey Laboratories Limited held on Monday, 30th September, 2024 at 01:00 P.M (IST) through video conferencing ('VC')/ other audio-visual means ('OAVM')

Dear Sir,

I, Himani Aneja, Proprietor of M/s. Himani Aneja & Associates, Company Secretaries, having office at WZ 71 A Naraina New Delhi 110028 was appointed as Scrutinizer by the Board of Directors of **Ambey Laboratories Limited** (*hereinafter to be referred as 'the Company'*) at the meeting held on, Saturday, September 07, 2024, for the purpose of scrutinizing the voting through electronic means, i.e. remote e-voting and e-voting in respect of the resolutions as mentioned in the notice dated September 07, 2024 ("**Notice**") of the 39th Annual General Meeting ("**AGM**") held on Monday, 30th September, 2024 at 01:00 P.M. (IST) through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM) pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended from time to time) (*hereinafter to be referred as 'the Act'*).

I submit my report as under:

1. As per the General Circular Nos. Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020, issued by the Ministry of Corporate Affairs followed by Circular No. 20/ 2020 dated May 05, 2020, Circular No. 22/2020 dated June 15, 2020, Circular No. 33/2020 dated September 28, 2020, Circular No. 39/2020 dated December 31, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No. 10/2021 dated June 23, 2021, Circular No. 21/2021 dated December 14, 2021, Circular No. 02/2022 dated May 5, 2022,

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General Circular No. 11/2022 dated December 28, 2022, and the latest one being General Circular No. 09/2023 dated September 25, 2023 as issued by the Ministry of Corporate Affairs (“**MCA Circulars**”) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 (“**Listing Regulations**”), the 39th Annual General Meeting of the Company was held through video conferencing (VC)/ other audio-visual means (OAVM) in view of the relaxation provided under the said circulars.

2. In accordance with the MCA Circulars read with SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, Circular No. SEBI/HO/DDHS/DDHS_Div2/P/CIR/2022/079 dated 3rd June, 2022, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023, (“**SEBI Circulars**”), the Company has sent the Notice along with the Integrated Report and Annual Accounts for the financial year 2023-24 through electronic mode, only to those shareholders whose e-mail addresses were registered with the Company/ Depository Participants and whose names were recorded in the Register of Members/ Beneficial owners of the Company as on the Friday, August 30, 2024.

The Company had also published an advertisement on Sunday, September 08, 2024, in "The Financial Express" an English Newspaper and “Jansatta” a Regional language daily newspaper regarding the completion of dispatch of Notice and also specifying therein the matters prescribed in the Rules and MCA Circulars with regard to Remote e-voting.

3. The Company had engaged National Securities Depository Limited (‘**NSDL**’), as the service provider for extending the facility of remote e-voting and e-voting during the 39th AGM to the members of the Company. The **Remote e-voting period commenced on Thursday September 26, 2024 at 09:00 A.M. and ends on Sunday September 29, 2024 at 05:00 P.M.**
4. The management of the Company is responsible to ensure the compliance with the requirements of (i) the Act and the Rules made thereunder; (ii) the MCA Circulars; and (iii) the Listing Regulations in respect of the resolution contained in the Notice as well as to ensure a secured framework and robustness of electronic voting system.
5. My responsibility as Scrutinizer for e-voting process was restricted to make the Scrutinizer’s Report on the votes cast in “**Favour**” or “**Against**” by the members in respect of the resolutions contained in the Notice, based on verification of data and reports generated from the voting system provided by NSDL, the Agency authorized under the Rules and engaged by the Company to provide e-voting facility and papers/ documents furnished to me electronically.
6. The members of the Company holding equity shares, as on the **cut-off date i.e., Monday, September 23, 2024** were entitled to vote on the proposed resolutions as set out in the Notice, through remote e- voting/e-voting at the AGM.

7. The total paid up Equity Share Capital of the Company as on Monday, September 23, 2024 was Rs. 24,94,68,190/- (Rupees Twenty Four Crore Ninety Four Lakh Sixty Eight Thousand One Hundred Nineteen Only) divided into 2,49,46,819 (Two Crore Forty-Nine Lakh Forty-Six Thousand Eight Hundred Nineteen) fully paid-up equity shares of the face value of Rs. 10/- (Rupees Ten Only) each.
8. At the 39th AGM of the Company held through VC/ OAVM, on Monday, September 30, 2024, after considering all the items of ordinary business, the facility to vote electronically was provided to facilitate those members who were attending the meeting through VC/ OAVM but could not participate in the remote e-voting to record their votes.
9. The votes cast during the e-voting were unblocked by me on Monday, September 30, 2024 after the conclusion of AGM in the presence of two witnesses who are not in the employment of the Company and/ or NSDL.
10. The consolidated summary of results of e-voting at AGM and remote e-voting are as under:

Resolution No. 1 - To receive, consider and adopt the Audited financial statements of the Company for the financial year ended March 31, 2024 together with the Reports of the Board of Directors and Auditors thereon.

Ordinary Resolution				
Particulars	Number of Valid Votes			%
	Remote e-voting	E-voting at AGM	Total e-votes	
Assent	17469420	0	17469420	100
Dissent	0	0	0	0

Therefore, the above Resolution has been passed with requisite majority. The detailed breakup of voting in respect of the above resolution is attached herewith and marked as ***Annexure A***.

Resolution No. 2 – To appoint a Director in place of Mrs. Rishita Gupta (DIN:07932723), who retires by rotation under the provisions of the Companies Act, 2013 and being eligible, offers herself for reappointment.

Ordinary Resolution				
Particulars	Number of Valid Votes			%
	Remote e-voting	E-voting at AGM	Total e-votes	
Assent	17469420	0	17469420	100
Dissent	0	0	0	0

Therefore, the above Resolution has been passed with requisite majority. The detailed breakup of voting in respect of the above resolution is attached herewith and marked as ***Annexure B***.

Resolution No. 3 - To ratify the remuneration payable to Gurvinder Chopra and Co., Cost Accountants (Firm Registration Number: 100260) Cost Auditor of the Company for the financial year ended on March 31, 2024

Ordinary Resolution				
Particulars	Number of Valid Votes			%
	Remote e-voting	E-voting at AGM	Total e-votes	
Assent	17469420	0	17469420	100
Dissent	0	0	0	0

Therefore, the above Resolution has been passed with requisite majority. The detailed breakup of voting in respect of the above resolution is attached herewith and marked as ***Annexure C***

11. Based on the aforesaid results, I report that all resolutions as set out in Item Nos. 1 to 3 of the Notice have been passed with requisite majority.
12. The electronic data and all other relevant record related to remote e-voting are under my safe custody and will be handed over to the Company Secretary of the Company, for preserving safely after the Chairperson considers, approves and signs the minutes of the AGM.

Thank you

**For Himani Aneja & Associates
Company Secretaries**

**Countersigned by
For Ambey Laboratories Limited**

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Himani Aneja
Proprietor
Membership No. A66211
CP No. 24986
PR No. 5969/2024
UDIN: A066211F001395957

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Rimple Sarin
Company Secretary & Compliance Officer
Membership No: A66345

Date: 01.10.2024
Place: New Delhi

Annexure A:

Details of remote e-voting and e-voting at the AGM for **Resolution No. 1** are as under:

VOTING THROUGH REMOTE E-VOTING:

Particulars	*No. of Members Voted	No. of e-Votes	Percentage
a) Total Votes received	5	17469420	100
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	5	17469420	100
d) Votes with Assent	5	17469420	100
e) Votes with Dissent	0	0	0

VOTING THROUGH E-VOTING AT THE AGM:

Particulars	No. of Members Voted	No. of e-Votes	Percentage
a) Total Votes received	0	0	0
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	0	0	0
d) Votes with Assent	0	0	0
e) Votes with Dissent	0	0	0

Annexure B:

Details of remote e-voting and e-voting at the AGM for **Resolution No. 2** are as under:

VOTING THROUGH REMOTE E-VOTING:

Particulars	*No. of Members Voted	No. of e-Votes	Percentage
a) Total Votes received	5	17469420	100
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	5	17469420	100
d) Votes with Assent	5	17469420	100
e) Votes with Dissent	0	0	0

VOTING THROUGH E-VOTING AT THE AGM:

Particulars	No. of Members Voted	No. of e-Votes	Percentage
a) Total Votes received	0	0	0
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	0	0	0
d) Votes with Assent	0	0	0
e) Votes with Dissent	0	0	0

Annexure C:

Details of remote e-voting and e-voting at the AGM for **Resolution No. 3** are as under:

VOTING THROUGH REMOTE E-VOTING:

Particulars	*No. of Members Voted	No. of e-Votes	Percentage
a) Total Votes received	5	17469420	100
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	5	17469420	100
d) Votes with Assent	5	17469420	100
e) Votes with Dissent	0	0	0

VOTING THROUGH E-VOTING AT THE AGM:

Particulars	No. of Members Voted	No. of e-Votes	Percentage
a) Total Votes received	0	0	0
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	0	0	0
d) Votes with Assent	0	0	0
e) Votes with Dissent	0	0	0