



# INCREDIBLE INDUSTRIES LIMITED

An ISO 9001:2015, 14001:2015 & 45001:2018 Organisation

Corporate Office : "LANSDOWNE TOWERS", 2/1A, SARAT BOSE ROAD, KOLKATA - 700 020  
PH. : 033-6638 4700 ★ FAX : 91-33-6638 4729 ★ Website : [www.incredibleindustries.co.in](http://www.incredibleindustries.co.in)  
E-mail : [info@adhunikgroup.co.in](mailto:info@adhunikgroup.co.in)

28<sup>th</sup> September, 2024.

Listing Department BSE Limited Phiroze Jeejeebhoy Towers Dalal Street Mumbai- 400 001. Scrip Code: 538365	The Secretary National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex Bandra (E) Mumbai-400 051. Scrip Code- INCREDIBLE
The Secretary The Calcutta Stock Exchange Limited 7, Lyons Range Kolkata-700 001 Scrip Code: 28188	

Dear Sir/ Madam,

**Sub: Disclosure of Voting results of 45<sup>th</sup> Annual General Meeting of the Company held on 27<sup>th</sup> September, 2024.**

**Re: Regulation 44(3) of the SEBI (Listing Regulations and Disclosure Requirements) Regulations, 2015**

In accordance with Regulation 44(3) of the SEBI (Listing Regulations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith a statement containing details of the voting results of 45<sup>th</sup> Annual General Meeting (AGM) of the Company held on 27<sup>th</sup> September, 2024 at 02:30 P.M. conducted through Video Conferencing/ Other Audio Visual Means ("VC/OAVM") and marked as **Annexure-I**.

The mode of voting was by way of e-voting (Both remote as well as during the AGM) and a photo copy of the Report submitted by the Scrutinizer M/s. M R & Associates, Practicing Company Secretary pursuant to Section 108 of Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 is enclosed herewith.

This is for your information and record.

Thanking you and assuring you of our best attention always,

Yours faithfully,

For Incredible Industries Limited



Rama Shankar Gupta  
Chairman and Managing Director  
DIN: 07843716

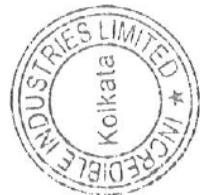
Regd. Office : 14, Netaji Subhas Road, II-Floor, Kolkata - 700 001 ☎ : 2243-4355, 2242-8551

Works : Raturia, Angadpur, Durgapur - 713 215, Phone : (0343) 2591105/2591122/1123/1124

CIN : L27100WB1979PLC032200

**ANNEXURE-I**

<b>DETAILS OF VOTING RESULTS</b>	
Date of AGM	Friday, 27 <sup>th</sup> September, 2024
Total number of shareholders on record date	6887
No. of shareholders present in the meeting either in person or through proxy	
Promoters and Promoter Group: Public:	Not Applicable
No. of shareholders present in the meeting through Video Conferencing	
Promoters and Promoter Group: Public:	6 90



**Resolution No.-1**

To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March 2024 and the Reports of the Board of Directors and Auditors thereon.

Resolution Required			Ordinary					
Whether promoter/ promoter group are interested in agenda/ resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes-against	% of Votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter Group	E-Voting	35,054,800	32,450,250	92.5701	32,450,250	-	100.0000	-
	Poll		-	-	-	-	-	-
	Postal Ballot (If Applicable)		-	-	-	-	-	-
	Total		32,450,250	92.5701	32,450,250	-	100.0000	-
Public Institutions	E-Voting	-	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (If Applicable)		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public-Non Institutions	E-Voting	11,708,950	5,863,984	50.0812	5,863,124	860	99.9853	0.0147
	Poll		-	-	-	-	-	-
	Postal Ballot (If Applicable)		-	-	-	-	-	-
	Total		5,863,984	50.0812	5,863,124	860	99.9853	0.0147
<b>Total</b>		<b>46,763,750</b>	<b>38,314,234</b>	<b>81.9315</b>	<b>38,313,374</b>	<b>860</b>	<b>99.9978</b>	<b>0.0022</b>

**Resolution No.-2**

To appoint a director in place of Mr. Sanjay Kaloya (DIN: 07970640), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.

Resolution Required			Ordinary					
Whether promoter/ promoter group are interested in agenda/ resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes-against	% of Votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter Group	E-Voting	35,054,800	32,450,250	92.5701	32,450,250	-	100.0000	-
	Poll		-	-	-	-	-	-
	Postal Ballot (If Applicable)		-	-	-	-	-	-
	Total		32,450,250	92.5701	32,450,250	-	100.0000	-
Public Institutions	E-Voting	-	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (If Applicable)		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public-Non Institutions	E-Voting	11,708,950	5,863,984	50.0812	5,863,124	860	99.9853	0.0147
	Poll		-	-	-	-	-	-
	Postal Ballot (If Applicable)		-	-	-	-	-	-
	Total		5,863,984	50.0812	5,863,124	860	99.9853	0.0147
<b>Total</b>		<b>46,763,750</b>	<b>38,314,234</b>	<b>81.9315</b>	<b>38,313,374</b>	<b>860</b>	<b>99.9978</b>	<b>0.0022</b>



**Resolution No.-3**

To consider the revision in remuneration of Statutory Auditors of the Company.

Resolution Required		Ordinary						
Whether promoter/ promoter group are interested in agenda/ resolution?		No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes-against	% of Votes in favour on votes polled	% of Votes against on votes polled
			(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100
Promoter and Promoter Group	E-Voting	35,054,800	32,450,250	92.5701	32,450,250	-	100.0000	-
	Poll		-	-	-	-	-	-
	Postal Ballot (If Applicable)		-	-	-	-	-	-
	Total		32,450,250	92.5701	32,450,250	-	100.0000	-
Public Institutions	E-Voting	-	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (If Applicable)		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public-Non Institutions	E-Voting	11,708,950	5,863,984	50.0812	5,863,124	860	99.9853	0.0147
	Poll		-	-	-	-	-	-
	Postal Ballot (If Applicable)		-	-	-	-	-	-
	Total		5,863,984	50.0812	5,863,124	860	99.9853	0.0147
<b>Total</b>		<b>46,763,750</b>	<b>38,314,234</b>	<b>81.9315</b>	<b>38,313,374</b>	<b>860</b>	<b>99.9978</b>	<b>0.0022</b>

**Resolution No.-4**

Appointment of Mr. Deepak Kumar Agarwalla (DIN: 05246888) as an Independent Director for the first term of 5 (five) consecutive years.

Resolution Required		Special						
Whether promoter/ promoter group are interested in agenda/ resolution?		No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes-against	% of Votes in favour on votes polled	% of Votes against on votes polled
			(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100
Promoter and Promoter Group	E-Voting	35,054,800	32,450,250	92.5701	32,450,250	-	100.0000	-
	Poll		-	-	-	-	-	-
	Postal Ballot (If Applicable)		-	-	-	-	-	-
	Total		32,450,250	92.5701	32,450,250	-	100.0000	-
Public Institutions	E-Voting	-	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (If Applicable)		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public-Non Institutions	E-Voting	11,708,950	5,863,984	50.0812	5,863,124	860	99.9853	0.0147
	Poll		-	-	-	-	-	-
	Postal Ballot (If Applicable)		-	-	-	-	-	-
	Total		5,863,984	50.0812	5,863,124	860	99.9853	0.0147
<b>Total</b>		<b>46,763,750</b>	<b>38,314,234</b>	<b>81.9315</b>	<b>38,313,374</b>	<b>860</b>	<b>99.9978</b>	<b>0.0022</b>



**Resolution No.-5**

Alteration of Articles of Association of the Company.

Resolution Required			Special					
Whether promoter/ promoter group are interested in agenda/ resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes-against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	35,054,800	32,450,250	92.5701	32,450,250	-	100.0000	-
	Poll		-	-	-	-	-	-
	Postal Ballot (If Applicable)		-	-	-	-	-	-
	Total		32,450,250	92.5701	32,450,250	-	100.0000	-
Public Institutions	E-Voting	-	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (If Applicable)		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public-Non Institutions	E-Voting	11,708,950	5,863,984	50.0812	5,863,124	860	99.9853	0.0147
	Poll		-	-	-	-	-	-
	Postal Ballot (If Applicable)		-	-	-	-	-	-
	Total		5,863,984	50.0812	5,863,124	860	99.9853	0.0147
<b>Total</b>		<b>46,763,750</b>	<b>38,314,234</b>	<b>81.9315</b>	<b>38,313,374</b>	<b>860</b>	<b>99.9978</b>	<b>0.0022</b>

**Resolution No.-6**

To take approval of Material Related Party Transaction(s) for the FY- 2025-26.

Resolution Required			Ordinary					
Whether promoter/ promoter group are interested in agenda/ resolution?			Yes					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes-against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	35,054,800	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (If Applicable)		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public Institutions	E-Voting	-	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (If Applicable)		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public-Non Institutions	E-Voting	11,708,950	5,863,984	50.0812	5,863,124	860	99.9853	0.0147
	Poll		-	-	-	-	-	-
	Postal Ballot (If Applicable)		-	-	-	-	-	-
	Total		5,863,984	50.0812	5,863,124	860	99.9853	0.0147
<b>Total</b>		<b>46,763,750</b>	<b>38,314,234</b>	<b>81.9315</b>	<b>38,313,374</b>	<b>860</b>	<b>99.9978</b>	<b>0.0022</b>



**Resolution No.-7**

To approve the remuneration of Cost Auditors for the Financial Year ending March 31, 2025.

Resolution Required			Ordinary					
Whether promoter/ promoter group are interested in agenda/ resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes-against	% of Votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter Group	E-Voting	35,054,800	32,450,250	92.5701	32,450,250	-	100.0000	-
	Poll		-	-	-	-	-	-
	Postal Ballot (If Applicable)		-	-	-	-	-	-
	Total		32,450,250	92.5701	32,450,250	-	100.0000	-
Public Institutions	E-Voting	-	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (If Applicable)		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public-Non Institutions	E-Voting	11,708,950	5,863,984	50.0812	5,863,124	860	99.9853	0.0147
	Poll		-	-	-	-	-	-
	Postal Ballot (If Applicable)		-	-	-	-	-	-
	Total		5,863,984	50.0812	5,863,124	860	99.9853	0.0147
Total		46,763,750	38,314,234	81.9315	38,313,374	860	99.9978	0.0022

Note: All the resolutions from 1 to 7 shall be deemed to have been passed with requisite majority.

**For Incredible Industries Limited**



Rama Shankar Gupta  
Chairman and Managing Director  
DIN- 07843716



# MR & Associates

COMPANY SECRETARIES  
(Peer Reviewed Firm)

46, B. B. Ganguly Street, 406, Kolkata - 700 012

Tel No: 033 2237 9517 / 4007 7907

Email : mrasso1996@gmail.com / goenkamohan@gmail.com

## CONSOLIDATED SCRUTINIZER'S REPORT

(Voting through remote e-voting and e-voting during the 45<sup>th</sup> Annual General Meeting

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

To,

The Chairman of the 45<sup>TH</sup> Annual General Meeting (AGM) of the Members of **Incredible Industries Limited** (CIN: L27100WB1979PLC032200), held on Friday, the 27<sup>th</sup> day of September, 2024 at 2:30 P.M. (IST) through Video Conferencing ("VC") /Other Audio Visual Means ("OAVM").

Dear Sir,

1. I, Mohan Ram Goenka, Company Secretary in Practice (FCS No. 4515, CP No. 2551), Partner of MR & Associates, was duly appointed as a Scrutinizer by the Board of Directors of **INCREDIBLE INDUSTRIES LIMITED** (the Company) for the purpose of scrutinizing the process of (i) remote e-voting (i.e., voting remotely, before the AGM, using an electronic voting system on the dates referred to in the Notice calling the AGM) and (ii) e-voting during AGM (process of e-voting at the AGM through electronic voting system) on the resolutions contained in the notice dated September 2, 2024 ("Notice") convening the 45th AGM issued in accordance with Circular No. 09/2023 dated 25<sup>th</sup> September, 2023, Circular No. 10/2022 dated 28<sup>th</sup> December, 2022, Circular No. 02/2022 dated 5th May, 2022, Circular No. 19/2021 dated 8th December, 2021, Circular No. 21/2021 dated 14th December, 2021 read with Circular No. 02/2021 dated 13th January, 2021, Circular No. 14/2020 dated 8th April, 2020, Circular No.17/2020 dated 13th April, 2020 and Circular No.20/2020 dated 5th May, 2020 issued by Ministry of Corporate Affairs (collectively refer to as 'MCA Circulars') which permitted convening the Annual General Meeting ("AGM" / "Meeting") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without physical presence of the members at a common venue and in compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") The AGM was convened on Friday, 27<sup>th</sup> September, 2024 at 2:30 P.M. IST through VC / OAVM.
2. 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 modes on the resolutions proposed in the Notice of Annual General Meeting of the Members of the Company dated September 2, 2024. My responsibility as a Scrutinizer for the e-voting process (i.e., through remote e-voting and e-voting during AGM) is to ensure that the voting process is conducted in a fair and transparent manner and is restricted to making a Scrutinizer's Report for the votes cast in "favour" or "against" on the resolutions proposed in the Notice of the AGM of the Company, based on the report generated from the e-voting system provided by Central Depository Services (India) Limited (CDSL) the agency engaged by the Company to provide e-voting facility for voting through electronic means and the documents furnished to me electronically for my verification.
3. The Members holding ordinary shares as on the "cut-off date" i.e. Friday, September 20, 2024 were entitled to vote on the resolutions proposed in the Notice calling the 45<sup>th</sup> Annual General Meeting.



4. In terms of the aforesaid Notice and as per the provisions of Section 108 of the Companies Act, 2013 (the 2013 Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, and the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the remote e-voting facility was kept open from Tuesday, September 24, 2024 (09:00 a.m. IST) till Thursday, September 26, 2024 (5.00 p.m. IST) and pursuant to MCA Circulars referred above, the Company had also provided e-voting facility during the 45<sup>th</sup> Annual General Meeting to the members present at the AGM through VC / OAVM and who had not cast their vote earlier and members were requested to cast their votes electronically conveying their assent or dissent in respect of the resolution on the e-voting platform provided by CDSL.
5. After the closure of remote e-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 and were counted.
6. The votes cast through remote e-voting were unblocked in the presence of two witnesses as prescribed under sub-rule 4(xii) of Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended.
7. Based on the results made available to me, 142 members have casted their votes through remote e-voting platform and 10 member casted their votes through e-voting during AGM. The brief analysis of the results of the voting through Remote e-voting and e-voting at the Annual General Meeting, based on the report generated by CDSL, scrutinized on test-check basis and relied upon by me, are as under:

**Item No. 1- Ordinary Resolution:**

To receive, consider and adopt the Audited Financial Statements of the Company as at 31st March, 2024 and the Reports of the Board of Directors and Auditors thereon.

Particulars	No. of votes contained in				Total		
	Remote E-Voting		E-voting on date of AGM		No.	Votes	Percentage (%)
	No.	Votes	No.	Votes			
Assent	139	38263365	10	50009	149	38313374	99.9978
Dissent	3	860	0	0	3	860	0.0022
Total	142	38264225	10	50009	152	38314234	100
Abstain / Invalid	-	-	-	-	-	-	-

**Item No. 2 - Ordinary Resolution:**

To appoint a Director in place of Mr. Sanjay Kaloya (DIN: 07970640) who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.

Particulars	No. of votes contained in				Total		
	Remote E-Voting		E-voting on date of AGM		No.	Votes	Percentage (%)
	No.	Votes	No.	Votes			
Assent	139	38263365	10	50009	149	38313374	99.9978
Dissent	3	860	0	0	3	860	0.0022
Total	142	38264225	10	50009	152	38314234	100
Abstain / Invalid	-	-	-	-	-	-	-



Item No. 3 – Ordinary Resolution

To consider the revision in remuneration of Statutory Auditors of the company for the Financial Years 2024-25 to 2025-26.

Particulars	No. of votes contained in				Total		
	Remote E-Voting		E-voting on date of AGM		No.	Votes	Percentage (%)
	No.	Votes	No.	Votes			
Assent	139	38263365	10	50009	149	38313374	99.9978
Dissent	3	860	0	0	3	860	0.0022
Total	142	38264225	10	50009	152	38314234	100
Abstain / Invalid	-	-	-	-	-	-	-

Item No. 4 - Special Resolution

To consider the appointment of Mr. Deepak Kumar Agarwalla (DIN: 05246888) as an Independent Director for first term of five consecutive years.

Particulars	No. of votes contained in				Total		
	Remote E-Voting		E-voting on date of AGM		No.	Votes	Percentage (%)
	No.	Votes	No.	Votes			
Assent	139	38263365	10	50009	149	38313374	99.9978
Dissent	3	860	0	0	3	860	0.0022
Total	142	38264225	10	50009	152	38314234	100
Abstain / Invalid	-	-	-	-	-	-	-

Item No. 5 - Special Resolution

To consider alteration of Articles of association of the company.

Particulars	No. of votes contained in				Total		
	Remote E-Voting		E-voting on date of AGM		No.	Votes	Percentage (%)
	No.	Votes	No.	Votes			
Assent	139	38263365	10	50009	149	38313374	99.9978
Dissent	3	860	0	0	3	860	0.0022
Total	142	38264225	10	50009	152	38314234	100
Abstain / Invalid	-	-	-	-	-	-	-



Item No. 6 - Ordinary Resolution

To take approval of Material Related Party Transaction(s) for the FY-2025- 2026:

Particulars	No. of votes contained in				Total		
	Remote E-Voting		E-voting on date of AGM		No.	Votes	Percentage (%)
	No.	Votes	No.	Votes			
Assent	134	5863115	9	9	143	5863124	99.9853
Dissent	3	860	0	0	3	860	0.0147
Total	137	5863995	9	9	146	5863984	100
Abstain / Invalid	5	32400250	1	50000	-	-	-

Item No. 7 - Ordinary Resolution

To ratify the remuneration of Cost Auditors for the Financial Year ending March 31, 2025:

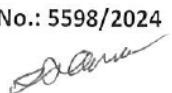
Particulars	No. of votes contained in				Total		
	Remote E-Voting		E-voting on date of AGM		No.	Votes	Percentage (%)
	No.	Votes	No.	Votes			
Assent	139	38263365	10	50009	149	38313374	99.9978
Dissent	3	860	0	0	3	860	0.0022
Total	142	38264225	10	50009	152	38314234	100
Abstain / Invalid	-	-	-	-	-	-	-

8. Based on the foregoing, the resolution no.(s) 1 to 7 shall be deemed to have been passed with requisite majority.

All the relevant records / electronic data relating to the e-voting are under my safe custody and will be handed over to the Chairman or Company Secretary for preserving safely after the Chairman considers, approves and signs the minutes of the said AGM.

For MR & Associates  
Company Secretaries  
A Peer Reviewed Firm  
Peer Review Certificate No.: 5598/2024

Place : Kolkata  
Date : 27.09.2024



[M R Goenka]  
Partner  
C P No.: 2551  
UDIN No.: F004515F001348748



Countersigned by:-  
Incredible Industries Limited  
  
Chairman & Managing Director  
Page 5 of 5  
RAMA SHANKAR GUPTA  
(DIN: 07843716)