

INCON/SEC/2023

Date: 28/09/2023

To

BSE Limited
Compliance Department
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai – 400001
Scrip Code 531594

Listing Department
CSE Ltd
7, Lyons Range, Dalhousie,
Kolkatta - 700001

Sub: Submission of E-voting results under Regulation 44 of the SEBI (LODR) Regulations 2015

Sir/Madam,

In term of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, we enclose herewith scrutinizer report along with details of voting results dated 28.09.2023 submitted by Ms.Sridevi Madati, Practising Company Secretary who was engaged by the Company as Scrutinizer for e-voting and poll at the 53rd Annual General Meeting held on 28th September 2023 at the Registered Office of the company.

Kindly take this on your record and oblige.

Yours faithfully,
For Incon Engineers Limited

MANORANJANI
I KOTHAPALLY

Digitally signed by
MANORANJANI
KOTHAPALLY
Date: 2023.09.29 11:39:05
+05'30'

Manoranjani
Company Secretary

SCRUTINIZER'S REPORT

(Pursuant to Section 108 and 109 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,

Date: 28th September, 2023

The Chairman,

M/s. **INCON ENGINEERS LIMITED**

(CIN: L74210TG1970PLC001319)

B-6/3, IDA Uppal, Hyderabad-500039.

Dear Sir,

Sub: Scrutinizer's Report for 53rd Annual General Meeting of the Equity Shareholders of Incon Engineers Limited held on Thursday, 28th September, 2023 at 10:00 a.m at B-6/3, IDA Uppal, Hyderabad-500039

1. Appointment as Scrutinizer:

I, Ms. Sridevi Madati, Practising Company Secretary and Partner of M/s. MNM and Associates, firm of Practicing Company Secretaries (Firm Registration No. P2017TL059600), Hyderabad appointed as Scrutinizer by the Board of Directors of Incon Engineers Limited ("the Company") for the remote e-voting as well as the ballot to be conducted at the 53rd Annual General Meeting (AGM) of the Company held on Thursday, 28th September, 2023 at 10.00 AM at B-6/3, IDA Uppal, Hyderabad-500039.

2. Dispatch of Notice convening the Meeting:

The Company has informed that, on the basis of the Register of Members maintained by the Registrar & Transfer Agents of the Company i.e Venture Capital and Corporate Investments Private Limited and the List of Beneficiary Owners made available by the depositories viz. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), the company completed dispatch of the Notice of the AGM:

- By e-mail to **2297** Members who had registered their email-ids with Depositories/ the Company and through Post to **441** Members



3. Cut-off Date:

The Members, whose names appeared in the Register of Members/List of Beneficial Owners as on Friday, 25th August, 2023 (first Cut-Off Date) and Wednesday the 20th September, 2023 (Second Cut-Off Date) i.e., the date prior to the commencement of book closure, being the Cut-off dates were entitled to vote on Resolutions set forth in the Notice dt. 10th August, 2023.

4. Remote E-voting:

4.1 Agency: The Company had appointed M/s. NSDL ("NSDL") as the agency for providing the remote e-voting platform.

4.2 Remote e-voting: Remote e-voting platform was open from 9 AM (IST) on Monday, 25th September, 2023 and ended at 5 PM (IST) on Wednesday, 27th September, 2023 and members were required to cast their votes electronically conveying their assent or dissent in respect of the Ordinary Businesses and Special Businesses as set out in the notice of AGM on the e-Voting platform provided by NSDL.

5. Voting and Counting Process at the AGM:

5.1 As prescribed under Rule 20 (4) (xiii) of the Companies (Management and Administration) Amendment Rules, 2015, for the purpose of ensuring that members who have cast their votes through remote e-voting do not vote again at the AGM, I had access after closure of period of remote e-voting and before the start of AGM, to such details relating to members who have cast their votes through remote e-voting, such as No. of Members, Total Votes casted in favour, against and abstained.

5.2 On completion of voting at the AGM, NSDL provided me with the List of members who had cast their votes, with their shareholding details and details of vote on each of the Resolutions.

5.3 The votes were reconciled with the records maintained by the Company and Registrar & Share Transfer Agent i.e. Venture Capital and Corporate Investments Private Limited with respect to the authorizations/ members of the Company.

6. Results

6.1 I observed that:

- a) 3 Members have cast their votes through Postal Ballot at the Annual General Meeting and
- b) 48 Members had cast their votes through remote e-voting


6.2 The remote e-voting system was blocked forthwith at the end of the remote e-voting period. The votes cast through remote e-voting system and voting at AGM were unblocked on Thursday, 28th September, 2023 at around 11.28 a.m. (IST) after conclusion of the AGM in the presence of two witnesses (Ms M Sahithi and Mrs. Padma Regulwar who are not in the employment of the Company). Thereafter, the details containing, inter-alia, list of equity shareholders, who voted "for" and "against", were downloaded from the e-voting website of NSDL and the same will be handed over to the authorized representative of the Chairman




- 6.4 Based on the aforesaid results, **2 Ordinary Resolutions** as contained in Item No. 1 to 2 and **5 Special Resolutions** in Item No. 3 to 7 of the Notice dated 10th August, 2023, have been passed with Requisite majority
- 6.5 Soft copy of the List of members, for both voting at the AGM as well as remote e-voting containing the details of members who voted "FOR" and "AGAINST" for each resolution will be emailed to the Company.

Thanking you,

For MNM & ASSOCIATES
Company Secretaries in Practice


CS SRIDEV MADAN
PARTNER
M. No.: F6476
C P No.: 11694
ICSI UDIN: F006476E001111239



Counter signed by


MANORANJAN D
COMPANY SECRETARY (ACS-36567)
INCON ENGINEERS LIMITED



Date: 28-09-2023
Place: Hyderabad

Resolution No.1: Ordinary Resolution.

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March 2023, including the Audited Balance Sheet as at 31st March 2023, together with the reports of the Directors and Auditors thereon

Particulars	Remote e-voting		Voting through electronic voting system at the venue of the AGM		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted	Number of Shares for which votes cast	% of votes to total No. of valid votes cast
Voted in favour of the resolution	45	2508718	3	211	48	2508929	99.99
Votes against the resolution	3	39	0	0	3	39	0.01
TOTAL	48	2508757	3	211	51	2508968	100.00

Invalid / Abstain Votes

Particulars of Voting	Number of Members who voted	Number of Shares for which votes cast
Remote E-voting	0	0
Voting through electronic voting system at the venue of the AGM	0	0
TOTAL	0	0



Resolution No.2: Ordinary Resolution.

To consider appointment of a director in place of Dr.B.Neeta Kumari (DIN 00313522) who retires by rotation and being eligible offers herself for re-appointment

Particulars	Remote e-voting		Voting through electronic voting system at the venue of the AGM		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted	Number of Shares for which votes cast	% of votes to total No. of valid votes cast
Voted in favour of the resolution	45	2508718	3	211	48	2508929	99.99
Votes against the resolution	3	39	0	0	3	39	0.01
TOTAL	48	2508757	3	211	51	2508968	100.00

Invalid / Abstain Votes

Particulars of Voting	Number of Members who voted	Number of Shares for which votes cast
Remote E-voting	0	0
Voting through electronic voting system at the venue of the AGM	0	0
TOTAL	0	0



Resolution No.3: Special Resolution.

To Approve power to borrow funds in terms of Section 180(1)(C) of the Companies Act, 2013

Particulars	Remote e-voting		Voting through electronic voting system at the venue of the AGM		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted	Number of Shares for which votes cast	% of votes to total No. of valid votes cast
Voted in favour of the resolution	45	2508718	3	211	48	2508929	99.99
Votes against the resolution	3	39	0	0	3	39	0.01
TOTAL	48	2508757	3	211	51	2508968	100.00

Invalid /Abstain Votes

Particulars of Voting	Number of Members who voted	Number of Shares for which votes cast
Remote E-voting	0	0
Voting through electronic voting system at the venue of the AGM	0	0
TOTAL	0	0



Resolution No.4: Special Resolution.

To approve the power to create charge on the assets of the company to secure borrowings under section 180(1)(a) of the Companies Act, 2013

Particulars	Remote e-voting		Voting through electronic voting system at the venue of the AGM		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted	Number of Shares for which votes cast	% of votes to total No. of valid votes cast
Voted in favour of the resolution	45	2508718	3	211	48	2508929	99.99
Votes against the resolution	3	39	0	0	3	39	0.01
TOTAL	48	2508757	3	211	51	2508968	100.00

Invalid / Abstain Votes

Particulars of Voting	Number of Members who voted	Number of Shares for which votes cast
Remote E-voting	0	0
Voting through electronic voting system at the venue of the AGM	0	0
TOTAL	0	0



Resolution No.5: Special Resolution.

Authorization under section 186 of the Companies Act, 2013.

Particulars	Remote e-voting		Voting through electronic voting system at the venue of the AGM		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted	Number of Shares for which votes cast	% of votes to total No. of valid votes cast
Voted in favour of the resolution	45	2508718	3	211	48	2508929	99.99
Votes against the resolution	3	39	0	0	3	39	0.01
TOTAL	48	2508757	3	211	51	2508968	100.00

Invalid /Abstain Votes

Particulars of Voting	Number of Members who voted	Number of Shares for which votes cast
Remote E-voting	0	0
Voting through electronic voting system at the venue of the AGM	0	0
TOTAL	0	0



Resolution No. 6 : Special Resolution.

Approval of Material related party transactions with related party

Particulars	Remote e-voting		Voting through electronic voting system at the venue of the AGM		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted	Number of Shares for which votes cast	% of votes to total No. of valid votes cast
Voted in favour of the resolution	41	71539	3	211	44	71750	99.95
Votes against the resolution	3	39	0	0	3	39	0.05
TOTAL	44	71578	3	211	47	71789	100.00

Invalid / Abstain Votes

Particulars of Voting	Number of Members who voted	Number of Shares for which votes cast
Remote E-voting	4	2437179
Voting through electronic voting system at the venue of the AGM	0	0
TOTAL	4	2437179



Resolution No. 7: Special Resolution.

Approval for giving Loan or Guarantee or providing Security in connection with loan availed by any of the Company's entities or any other person specified under Section 185 of the Companies Act, 2013

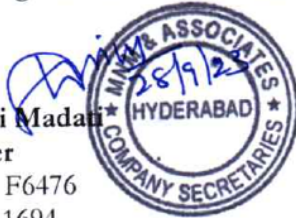
Particulars	Remote e-voting		Voting through electronic voting system at the venue of the AGM		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted	Number of Shares for which votes cast	% of votes to total No. of valid votes cast
Voted in favour of the resolution	45	2508718	3	211	48	2508929	99.99
Votes against the resolution	3	39	0	0	3	39	0.01
TOTAL	48	2508757	3	211	51	2508968	100.00

Invalid /Abstain Votes

Particulars of Voting	Number of Members who voted	Number of Shares for which votes cast
Remote E-voting	0	0
Voting through electronic voting system at the venue of the AGM	0	0
TOTAL	0	0

For MNM & Associates
Company Secretaries
Firm Registration No. P2017TL059600

Sridevi Madan
Partner
M.No. F6476
COP 11694
UDIN F006476E00111239



Date: 28-09-2023
Place: Hyderabad

INCON ENGINEERS LIMITED		
Voting Results		
Date of AGM	28 th September 2023	
Book closure date	25 th September, 2023 to 27 th September, 2023	
Total no. of shareholders on record date	2733	
No. of shareholders present in the meeting either in person or through proxy\	17	
Promoters and Promoter Group	1	
Public	16	
No. of shareholders attended the meeting through video conferencing	Nil	
Promoters and Promoter Group		
Public		

DETAILS OF THE AGENDA

RESOLUTION 1: Adoption of audited Statement of Profit and Loss for the financial year ended 31.03.2023 and the Audited Balance Sheet as at the date together with the reports of the Board of Directors and Auditors thereon.

Resolution Required: Ordinary Resolution
Mode of Voting: Poll at AGM and e -Voting

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	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
	Poll		2437179	84.8974	2437179	0	100.0000	0.0000
	Postal Ballot (if applicable)	2870734				0		
	Total	2870734	2437179	84.8974	2437179	0	100.0000	0.0000
Public- Institutions	E-Voting		0	0.0000	0	0	0	0
	Poll	600	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000				
	Total	600	0	0.0000	0	0	0	0
Public- Non Institutions	E-Voting		71539	4.9142	71539	39	0.0000	0.0000
	Poll	1455766	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		211	0.0145	211	0	100.0000	0.0000
	Total	1455766	71750	4.9287	71750	39	100.0000	0.0544
Total	Total	4327100	2508929	57.9818	2508929	39	100.0000	0.0016



RESOLUTION 2: Appointment of Director in place of Dr B Neeta Kumari (DIN: 00313522) who retire by rotation and being eligible offers herself for re-appointment.

Resolution Required: Ordinary Resolution
Mode of Voting: Poll at AGM and e-Voting

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		2437179	84.8974	2437179	0	100.0000	0.0000
	Poll					0		
	Postal Ballot (if applicable)	2870734						
	Total	2870734	2437179	84.8974	2437179	0	100.0000	0.0000
Public- Institutions	E-Voting		0	0.0000	0	0	0	0
	Poll	600	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)							
	Total	600	0	0.0000	0	0	0	0
Public- Non Institutions	E-Voting		71539	4.9142	71539	39	100.0000	0.0545
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)	1455766	211	0.0145	211	0	100.0000	0.0000
	Total	1455766	71750	4.9287	71750	39	100.0000	0.0544
	Total	4327100	2508929	57.9818	2508929	39	100.0000	0.0016



RESOLUTION 3: To Approve power to borrow funds in terms of Section 180(1)(C) of the Companies Act, 2013

Resolution Required : Special Resolution

Mode of Voting : Poll at AGM and e-Voting

Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
	Poll	2870734	2437179	84.8974	2437179	0	100.0000	0.0000
	Postal Ballot (if applicable)					0		
	Total	2870734	2437179	84.8974	2437179	0	100.0000	0.0000
Public- Institutions	E-Voting		0	0.0000	0	0	0	0
	Poll	600	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	600	0	0.0000	0	0	0	0
Public- Non Institutions	E-Voting		71539	4.9142	71539	39	100.0000	0.0545
	Poll	1455766	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		211	0.0145	211	0	100.0000	0.0000
	Total	1455766	71750	4.9287	71750	39	100.0000	0.0544
Total	Total	4327100	2508929	57.9818	2508929	39	100.0000	0.0016



RESOLUTION 4: To approve the power to create charge on the assets of the company to secure borrowings under section 180(1)(a) of the Companies Act, 2013 :

Resolution Required: Special Resolution
Mode of Voting: Poll at AGM and e-Voting

Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
	Poll	2870734	2437179	84.8974	2437179	0	100.0000	0.0000
	Postal Ballot (if applicable)					0		
	Total	2870734	2437179	84.8974	2437179	0	100.0000	0.0000
Public- Institutions	E-Voting	600	0	0.0000	0	0	0	0
	Poll	600	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)							
	Total	600	0	0.0000	0	0	0	0
Public- Non Institutions	E-Voting	1455766	71539	4.9142	71539	39	100.0000	0.0545
	Poll	1455766	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)							
	Total	1455766	71539	4.9287	71750	39	100.0000	0.0544
Total	Total	4327100	2508929	57.9818	2508929	39	100.0000	0.0016



RESOLUTION 5: Authorization under section 186 of the Companies Act, 2013:

Resolution Required: Special Resolution
Mode of Voting: Poll at AGM and e-Voting

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		2437179	84.8974	2437179	0	100.0000	0.0000
	Poll	2870734				0		
	Postal Ballot (if applicable)							
	Total	2870734	2437179	84.8974	2437179	0	100.0000	0.0000
Public- Institutions	E-Voting		0	0.0000	0	0	0	0
	Poll	600	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)							
	Total	600	0	0.0000	0	0	0	0
Public- Non Institutions	E-Voting		71539	4.9142	71539	39	100.0000	0.0545
	Poll	1455766	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)							
	Total	1455766	71539	4.9287	71750	39	100.0000	0.0544
Total	Total	4327100	2508929	57.9818	2508929	39	100.0000	0.0016



RESOLUTION 6: Approval of Related Party Transaction:

Resolution Required: Special Resolution

Mode of Voting: Poll at AGM and e-Voting

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		0	0.0000	0	0	0	0
	Poll	2870734						
	Postal Ballot (if applicable)							
	Total	2870734	0	0.0000	0	0	0.0000	0.0000
Public- Institutions	E-Voting		0	0.0000	0	0	0	0
	Poll	600	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	600	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting		71578	4.9169	71539	39	99.9455	0.0545
	Poll	1455766	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		211	0.0145	211	0	100.0000	0.0000
	Total	1455766	71789	4.9314	71750	39	99.9457	0.0543
Total	Total	4327100	71789	1.6591	71750	39	99.9457	0.0543



RESOLUTION 7: Approval for giving Loan or Guarantee or providing Security in connection with loan availed by any of the Company's entities or any other person specified under Section 185 of the Companies Act, 2013:

Resolution Required: Special Resolution
Mode of Voting: Poll at AGM and e-Voting

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		2437179	84.8974	2437179	0	100.0000	0.0000
	Poll	2870734				0		
	Postal Ballot (if applicable)							
	Total	2870734	2437179	84.8974	2437179	0	100.0000	0.0000
Public-Institutions	E-Voting		0	0.0000	0	0	0	0
	Poll	600	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	600	0	0.0000	0	0	0	0
Public- Non Institutions	E-Voting		71539	4.9142	71539	39	100.0000	0.0545
	Poll	1455766	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		211	0.0145	211	0	100.0000	0.0000
	Total	1455766	71750	4.9287	71750	39	100.0000	0.0544
Total	Total	4327100	2508929	57.9818	2508929	39	100.0000	0.0016

