

30/09/2023

The Listing Department,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai 400 001.

Dear Sirs,

SUB: Submission of Voting Results of 13th Annual General Meeting held on 29.09.2023.

REF: Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The voting results in the format prescribed under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, along with the consolidated Scrutinizer's Report on voting through electronic means (i.e., remote e-voting and voting at the Meeting through electronic voting system), in respect of the 13th Annual General Meeting of the Company held on Friday, the 29th September, 2023, are enclosed as an **Annexure**.

This is for your information and records.

Thanking you,

Yours Sincerely,

For RETINA PAINTS LIMITED

**KRISHANAMCHARI RAMU,
COMPANY SECRETARY & COMPLIANCE OFFICER,
MEMBERSHIP NUMBER: A7679.**

Voting results	
Record date	22-09-2023
Total number of shareholders on record date	347
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	0
b) Public	0
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	4
b) Public	14
No. of resolution passed in the meeting	4
Disclosure of notes on voting results	

Resolution(1)								
Resolution required: (Ordinary / Special)			Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Description of resolution considered			Consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2023 and the reports of the Board of Directors and Auditors thereon.					
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	8264000	8264000	100	8264000	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		8264000	8264000	100	8264000	0	100
Public- Institutions	E-Voting	0	0	0	0	0	0	0
	Poll							
	Postal Ballot (if applicable)							
	Total		0	0	0	0	0	0
Public- Non Institutions	E-Voting	5676000	2121000	37.3679	2121000	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		5676000	2121000	37.3679	2121000	0	100
Total		13940000	10385000	74.4978	10385000	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes

Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(2)								
Resolution required: (Ordinary / Special)			Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Description of resolution considered			Appoint a director in place of Smt. Chithra Ramu (DIN 02326177) who retires by rotation and being eligible, offers herself for re-appointment.					
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	8264000	8264000	100	8264000	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		8264000	8264000	100	8264000	0	100
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public- Non Institutions	E-Voting	5676000	2121000	37.3679	2121000	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		5676000	2121000	37.3679	2121000	0	100
Total		13940000	10385000	74.4978	10385000	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes

Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(3)								
Resolution required: (Ordinary / Special)			Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Description of resolution considered			Appointment of M/s. CMT & Associates, Chartered Accountants, as the Statutory Auditors of the Company.					
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	8264000	8264000	100	8264000	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		8264000	8264000	100	8264000	0	100
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public- Non Institutions	E-Voting	5676000	2121000	37.3679	2121000	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		5676000	2121000	37.3679	2121000	0	100
Total		13940000	10385000	74.4978	10385000	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Textual Information(1)	

Text Block

Textual Information(1)

During the financial year 2022 - 23, M/s. CMT & Associates, Chartered Accountants, Hyderabad was appointed as the Statutory Auditors of the Company to fill the casual vacancy due to the resignation of M/s. KP Associates, Chartered Accountants, Hyderabad.

Their appointment was duly approved by the shareholders at the Extra-Ordinary General Meeting held on 30th November, 2022.

As M/s. CMT & Associates appointment was to fill the casual vacancy their tenure of appointment comes to an end with this Annual General Meeting. They being eligible in terms of the provisions of Section 139 of the Companies Act, 2013, read with the Companies (Audit and Auditors) rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 have given their consent and the eligibility letter to be the Statutory Auditors of the Company along with a confirmation that, their appointment, if made, would be within the limits prescribed under the Companies Act, 2013, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Pursuant to the provisions of Sections 139 & other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder, the Board of Directors of the Company, based on the recommendations of the Audit Committee, approved the appointment of M/s. CMT & Associates as Statutory Auditor of the Company for a term of five years commencing from the conclusion of this Annual General Meeting till the conclusion of the 18th Annual General Meeting.

Additional information about the Statutory Auditors pursuant to Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are provided below: -

Terms of Appointment	Five years from the conclusion of the 13th Annual General Meeting till the conclusion of the 18th Annual General Meeting.
Proposed Audit fees payable to Auditor and material change in fee payable	Rs. 4,50,000/- (Rupees Four Lakhs and Fifty Thousand Only) in addition to applicable taxes and reimbursement of out of pocket expenses, if any and / or such other remuneration as may be decided by the Board from time to time. There is no material change in the fee payable to the Statutory Auditors.
Basis of recommendation and Auditor credentials	CMT & Associates is a firm of Chartered Accountants has over 16 years standing with multi industry and multi-disciplinary experience. They have clients across industries.

Details of Invalid Votes

Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(4)								
Resolution required: (Ordinary / Special)			Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Description of resolution considered			Increase the authorized share capital of the Company and consequential amendment in Memorandum of Association of the Company.					
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	8264000	8264000	100	8264000	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		8264000	8264000	100	8264000	0	100
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public- Non Institutions	E-Voting	5676000	2121000	37.3679	2121000	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		5676000	2121000	37.3679	2121000	0	100
Total		13940000	10385000	74.4978	10385000	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Textual Information(1)	

Text Block

Textual Information(1)

The present Authorised Share Capital of the Company is Rs. 16,00,00,000 (Rupees Sixteen Crores Only) comprising of 1,60,00,000 (One Crore and Sixty Lakhs Only) Equity Shares of Rs.10/- each.

Considering the increased fund requirements of the Company, the Board at its Meeting held on 01st September, 2023, had accorded its approval for increasing the Authorised Share Capital from Rs. 16,00,00,000/- (Rupees Sixteen Crores Only) to Rs. 20,00,00,000 (Rupees Twenty Crores Only) comprising of 2,00,00,000 equity shares of Rs.10/- each, subject to shareholders approval.

Consequently, Clause V of the Memorandum of Association would also require alteration so as to reflect the changed Authorised Share Capital. The existing clause V of the Memorandum of Association shall be substituted with the following:

V. The Authorised Capital of the Company is Rs. 20,00,00,000/- (Rupees Twenty Crores Only) divided into 2,00,00,000 (Two Crores Only) equity shares of Rs. 10/- (Rupees Ten Only). The Company shall have power from time to time to increase, reduce or alter its share capital and issue any shares in original or new capital as equity or preference shares.

A copy of the Memorandum of Association of the Company duly amended will be available for inspection during business hours.

None of the Directors of the Company or their relatives is in any way concerned or interested, financially or otherwise in the said resolution.

The consent of the members is, therefore, being sought for passing the aforesaid resolution of the notice as an Ordinary Resolution.

Details of Invalid Votes

Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	



MVK & ASSOCIATES

COMPANY SECRETARIES

6-3-626, Flat No. 5A, Parameswara Apartments, Beside SBI, Anandnagar, Khairatabad,
Hyderabad -500 004 Mobile: 9705221231
E-mail : cs@mvkassociates.in

To
The Chairman,
RETINA PAINTS LIMITED,
Block No #2, Floors 2 & 3,
Survey No.184 & 185 Opp Ganesh Kaman,
Phase V, IDA, Cherlapally, Hyderabad,
Rangareddi- 500051, Telangana, India

Dear Sir,

Sub: Consolidated Report of Scrutinizer on Voting Results pursuant to the Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Pursuant to provisions of section 108 of the Companies Act, 2013 and rule 20 of the Companies (Management and Administration)Amendment Rules, 2015 for the 13th Annual General Meeting (“AGM”) of **RETINA PAINTS LIMITED** [CIN: L24232TG2010PLC071018] held on Friday, the 29th day of September,2023 at 10:00A.M. (IST) through Video Conferencing (VC) facility / Other Audio-Visual Means (OAVM).

1. We, **M V K & Associates**, Company Secretaries, Hyderabad, were appointed by the Board of Directors of “**RETINA PAINTS LIMITED**” (“**the Company**”) for the purpose of scrutinizing the remote e-voting process and e-voting system during 13th AGM conducted on 29th day of September, 2023 at 10:00 A.M.(IST) through Video Conferencing (VC) /Other Audio-Visual Means (OAVM) in a fair and transparent manner and ascertaining the requisite majority on voting through e-voting system and remote e-voting carried out, as per the provisions of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 [Amendment Rules 2015], on the resolutions contained in item numbers 1 to 4 as set out in the Notice dated 01st day of September, 2023 of the said 13thAGM.
2. In compliance with the MCA Circulars dated April 8, 2020, April 13, 2020, May 5, 2020, August 17, 2020, January 13, 2021, December 08, 2021, December 14, 2021, May 05, 2022 and December 28, 2022 (Collectively referred to as “**MCA Circulars**”) and SEBI Circulars dated May 12, 2020 dated January 15, 2021 and dated January 05, 2023(Collectively referred to as “**SEBI Circulars**”), the Notice dated 01stday of September, 2023, as confirmed by the Company was sent in respect of the below mentioned resolutions passed at the AGM of the Company through electronic mode to those members whose email addresses are registered with the Company/ Depositories.



3. The Company had availed the e-voting facility offered by Central Depository Securities Limited ("CDSL") for conducting remote e-voting prior to AGM and for conducting e-voting during the AGM.
4. The remote e-voting period was kept open for three days from 26th September, 2023, at 09.00 A.M. to 28th September, 2023 at 05.00 P.M.
5. The cut-off date for the purpose of determining the entitlement for voting on the proposed resolutions was 22nd September, 2023.
6. The Company had also provided e-voting facility at the AGM through VC/OAVM to those shareholders who had not cast their vote earlier through remote e-voting.
7. After the closure of e-voting at the AGM through VC/OAVM, the report on voting done at the AGM and the votes cast under remote e-voting facility prior to the AGM were unblocked in the presence of two witnesses, who are not in the employment of the company and were counted.

A. Ravi Vishwara
Witness:1

Witness:2 *Ravi*

8. We have scrutinized and reviewed the remote e-voting prior to AGM and e-voting during the AGM and votes cast therein, based on the data downloaded from the CDSL e-voting system.
9. The management of the Company is responsible to ensure compliance with the requirements of the Act and rules relating to remote e-voting prior to AGM and e-voting during the AGM on the resolutions contained in the notice of the AGM.
10. Our responsibility as scrutinizer for the remote e-voting and e-voting during AGM is restricted as Scrutinizer to make a report of the votes cast in favour or against the resolutions.
11. We now submit our consolidated report on the results of remote e-voting prior to and during the AGM in respect of the said resolutions, conducted through e-voting system provided by CDSL, as under

a) Item No.1

Adoption of Audited Financial Statements

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



(i) Voted in favour of Resolution:

No of Members voted	Number of votes cast by them	% to total number of valid votes cast
26	1,03,85,000	100.00

(ii) Voted against the resolution

No of Members voted	Number of votes cast by them	% to total number of valid votes cast
NIL	NIL	NIL

(iii) Abstain/ Invalid Votes:

No of Members voted	Number of votes held by them
NIL	NIL

b) Item No.2

Re-appointment of a Director liable to retire by rotation

Appoint a director in place of Smt. Chithra Ramu (DIN 02326177) who retires by rotation and being eligible, offers herself for re-appointment.

(i) Voted in favour of Resolution:

No of Members voted	Number of votes cast by them	% to total number of valid votes cast
26	1,03,85,000	100.00

(ii) Voted against the resolution

No of Members voted	Number of votes cast by them	% to total number of valid votes cast
NIL	NIL	NIL

(iii) Abstain/ Invalid Votes:

No of Members voted	Number of votes held by them
NIL	NIL



c) **Item No. 3 (as an Ordinary Resolution)**

Appointment of M/s. CMT & Associates, Chartered Accountants as Statutory Auditors of the Company.

“**RESOLVED THAT** pursuant to the provisions of Section 139, Section 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to the recommendations of the Audit Committee, M/s. CMT & Associates, Chartered Accountants, Hyderabad, be and are hereby appointed as Statutory Auditors of the Company for a term of five years to hold office from the conclusion of this 13th Annual General Meeting till the conclusion of the 18th Annual General Meeting on such remuneration plus taxes and reimbursement of out of pocket expenses as may be incurred by them in connection with audit of accounts of the Company, as may be mutually agreed upon between the Board of Directors and the Statutory Auditors.”

“**RESOLVED FURTHER THAT** the Board of Directors or the Company Secretary be and are hereby authorized to do all such acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution including filing of the necessary e forms with the Registrar of companies.”

(i) **Voted in favour** of Resolution:

No of Members voted	Number of votes cast by them	% to total number of valid votes cast
26	1,03,85,000	100.00

(ii) **Voted against** the resolution

No of Members voted	Number of votes cast by them	% to total number of valid votes cast
NIL	NIL	NIL

(iii) **Abstain/ Invalid** Votes:

No of Members voted	Number of votes held by them
NIL	NIL



d) **Item No. 4 (as an Ordinary Resolution)**

Increase the authorized share capital of the Company and consequential amendment in Memorandum of Association of the Company.

“**RESOLVED THAT** pursuant to the provisions of Section 61 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the Rules framed thereunder, consent of the members of the Company be and is hereby accorded to increase the Authorized Share Capital of the Company from existing Rs.16,00,00,000/- (Rupees Sixteen Crores only) divided into 1,60,00,000 (One Crore and Sixty Lakhs only) Equity Shares of Rs.10/- each to Rs.20,00,00,000 (Rupees Twenty Crores only) divided into 2,00,00,000 (Two Crores only) Equity Shares of Rs.10/- each ranking pari-passu in all respect with the existing Equity Shares of the Company as per the Memorandum and Articles of Association of the Company.”

“**RESOLVED FURTHER THAT** pursuant to Section 13 and all other applicable provisions, if any, of the Companies Act, 2013, consent of the members of the Company be and is hereby accorded, to substitute the existing Clause V with the following:

“V. The Authorized Capital of the Company is Rs. 20,00,00,000/- (Rupees Twenty Crores only) divided into 2,00,00,000 (Two Crores only) equity shares of Rs.10/- (Rupees Ten only). The Company shall have power from time to time to increase, reduce or alter its share capital and issue any shares in original or new capital as equity or preference shares.”

“**RESOLVED FURTHER THAT** approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard.”

(i) **Voted in favour** of Resolution:

No of Members voted	Number of votes cast by them	% to total number of valid votes cast
26	1,03,85,000	100.00

(ii) **Voted against** the resolution

No of Members voted	Number of votes cast by them	% to total number of valid votes cast
NIL	NIL	NIL



(iii) Abstain/ Invalid Votes:

No of Members voted	Number of votes held by them
NIL	NIL

Thanking you,

Yours faithfully
For M V K & Associates
Company Secretaries



Vijaya Kumar M
Proprietor
M.No. 62533, CoP: 23384
UDIN: A062533E001138608



Countersigned by
For RETINA PAINTS LIMITED



Krishnamachari Ramu
Company Secretary
(Under authority by Chairman)



Place: Hyderabad
Date: 30.09.2023

Place: Hyderabad
Date: 30.09.2023