



**Declaration of Results of Passing of Resolutions through Electronic means
and Poll conducted at the 49th Annual General Meeting of the
Equity Shareholders of BHAGHEERATHA ENGINEERING LIMITED**

(CIN: U45201KL1976PLC002860)

held on Thursday, the 25th day of September, 2025

The 49th Annual General Meeting of the Equity Shareholders of the Company was held on Thursday, the 25th day of September, 2025 at 3.00 PM at 'AANGAN' Hall of Bharath Tourist Home (BTH), Durbar Hall Road, Gandhi Square, Kochi-682 016 to seek the approval of the Members on the Resolutions No. 1 to 3 as set out in the Notice dated 14th August 2025 convening the Meeting.

Further, pursuant to Section 108 and section 109 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 as amended, the Company had provided the Members the facility to vote electronically and also by Poll on the below mentioned Resolutions and had appointed Mr. Georgekutty Kurian, Practicing Company Secretary, Cochin as the Scrutinizer, to conduct the voting in a fair and transparent manner.

The Scrutinizer has submitted his Report on the E-voting and Poll, which has been attached hereto. .

Accordingly, based on the Report of the Scrutinizer dated 27th September 2025, Resolutions Nos.1 to 3 as set out in the Notice dated 14th August 2025, as detailed below, have been passed by the Shareholders with requisite majority.

Item No.1: ORDINARY RESOLUTION:

Adoption of the Audited Financial Statements for the Financial Year ended 31st March, 2025 including Statement of Profit and Loss for the year ended 31st March, 2025 and the Balance Sheet as at that date, the Reports of the Board of Directors and Auditors' Report thereon.

Particulars	No. of Ballot Forms/E-Votes	No of Shares	Percentage of Votes
(A) Total E-votes received	103	1478478	
(B) Less: Invalid E-Vote	--	--	--
(C) Net Valid E-Vote	103	1478478	100
Assent	102	1478278	99.99
Dissent	1	200	0.01

Item No.2: ORDINARY RESOLUTION:

Appointment of a Director in place of Shri Sunny C Madathil (DIN 00279054), who retires by rotation and being eligible for re-appointment, offers himself for re-appointment.

Particulars	No. of Ballot Forms/E-Votes	No of Shares	Percentage of Votes
(A) Total E-votes received	104	1478578	
(B) Less: Invalid E-Vote	--	--	--
(C) Net Valid E-Vote	104	1478578	100
Assent	101	1474378	99.72
Dissent	3	4200	0.28



Item No.3: ORDINARY RESOLUTION under SPECIAL BUSINESS :

Approval for Re-appointment of Mr Tomy C Madathil as Managing Director and remuneration payable to him:

"RESOLVED THAT, pursuant to the provisions of 196 , 197, 198 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the relevant rules made thereunder (including any statutory modifications or re-enactment thereof, for the time being in force) and subject to such approval, if any, as may be required, approval of the Members be and is hereby accorded for the re-appointment of Shri Tomy C Madathil (DIN:00111597) as the Managing Director of the Company for a period of five years commencing from the conclusion of this Annual General Meeting till the conclusion of the 54th Annual General Meeting, with the liberty and powers to the Board of Directors to increase, alter and vary the terms and conditions of re-appointment and/or remuneration in such manner, as the Board in its absolute discretion deems fit and is acceptable to Shri Tomy C Madathil, within the limits specified in Section 197 and Schedule V to the Companies Act, 2013 or any statutory amendments, modification(s) or re-enactment thereof in force from time to time in this behalf on the following terms and conditions."

- a. Salary : Rs. 75,000/- per month.**
- b. Perquisites, Retirement Benefits and other terms & conditions in accordance with the Service Rules applicable to Whole-time Directors of the Company".**

Particulars	No. of Ballot Forms/E-Votes	No of Shares	Percentage of Votes
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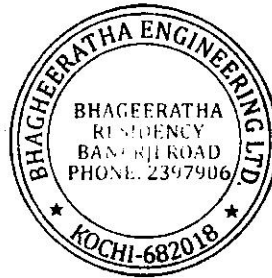
The combined Scrutinizer's Report for the remote E-Voting and Ballot Voting during the 49th Annual General Meeting of the Equity Shareholders of the Company held on Thursday; the 25th day of September, 2025 at 3.00 PM at 'AANGAN' Hall of Bharath Tourist Home (BTH), Durbar Hall Road, Gandhi Square, Kochi-682 016, is attached herewith.

For BHAGHEERATHA ENGINEERING LIMITED



TOMY C MADATHIL
Managing Director

Place: Kochi
Date: 27th September, 2025



GEORGEKUTTY KURIAN B.Com., ACMA, ACS.
Membership Nos. 10035 & 11341
Practicing Company Secretary
C.P No.8975

Chandrathil,
Karimakkadu – Pipeline Road,
Thrikkakara.
Kochi – 682 021.
Phone: + 91 9895312348, 9544099293
email :gkk1959@gmail.com

CONSOLIDATED SCRUTINISER'S REPORT

The Chairman
49th Annual General Meeting of the Shareholders of
BHAGHEERATHA ENGINEERING LIMITED
(CIN:U45201KL1976PLC002860)
Bhagheeratha Residency,
Banerji Road,
Kochi 682 018.

Dear Sir,

Sub: **Consolidated Scrutinizer's Report on remote e-voting and voting through ballot during the 49th Annual General Meeting (AGM) held on Thursday September 25th 2025 at 3.00 P.M. (IST) at "AANGAN" Hall of Bharath Tourist Home (BTH), Darbar Hall Road, Gandhi Square, Ernakulam, Cochin-682 016.**

I, Georgekutty Kurian, Practicing Company Secretary (Membership No. A11341 & CP 8975) was appointed as the Scrutinizer by the Board of Directors of BHAGHEERATHA ENGINEERING LIMITED ("the Company") vide resolution dated 14th August, 2025 for the purpose of scrutinizing the process of voting through electronic means (e-Voting) and through ballot on the resolutions contained in the notice dated 14th August 2025 for the 49th (Forty Ninth) Annual General Meeting of its Equity Shareholders (the Meeting/AGM) at **"AANGAN" Hall of Bharath Tourist Home (BTH), Darbar Hall Road, Gandhi Square, Ernakulam, Cochin-682 016** held on Thursday 25th September 2025, at 3.00 p.m. IST

1. The said appointment as Scrutinizer is under the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014, as amended ("the Rules"). As the Scrutinizer, I have to scrutinize:
 - i Process of e-voting remotely, before the AGM, using an electronic e-voting system on the dates referred to in the AGM Notice ("remote e-voting"); and
 - ii Process of voting at the AGM through ballot to the shareholders present at the AGM who had not cast the votes earlier.

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GEORGEKUTTY KURIAN B.Com., ACMA, ACS
Membership Nos. 10035 & 11341
Practicing Company Secretary
C.P. No.8975
Chandrathil, Karimakkadu-Pipeline Road
Thrikkakara. Kochi-682021

2. Management's Responsibility

The Management of the Company is responsible to ensure compliance with the requirements of the (i) the Act and the rules made thereunder; (ii) the MCA Circulars : and (iii) the SEBI Listing Obligations & disclosure requirements) Regulations, 2016 ("LODR") relating to remote e-voting and voting through ballot at the AGM on the resolutions contained in the AGM Notice. The management of the company is responsible for ensuring a secured framework and robustness of the electronic voting systems and ballot voting at the venue of AGM.

3. Scrutinizer's Responsibility

My responsibility as Scrutinizer for e-voting process (i.e. Remote e-voting and Voting at the AGM through ballot system) is restricted to making a Consolidated Scrutinizer's Report of the votes cast "in favour" or "against" the resolution contained in the AGM Notice, based on the reports generated from the e-voting system provided by **Central Depository Services (India) Limited ("CDSL")**, the Agency authorized under the Rules and engaged by the Company to provide e-voting facility and attendant papers/ documents furnished to me electronically by the Company and /CDSL for my verification.

4. Cut-off date

The Shareholders of the Company holding shares as on the 'cut-off' date of Thursday, 18th September, 2025 were entitled to vote on the resolutions forming part of the Notice of the AGM.

6. Voting process at the AGM

The members attending in person and through proxies were given ballot papers for casting their votes at the beginning of the AGM and after casting their votes, the same were placed in the ballot boxes placed at the venue of the AGM.

7. Remote e-voting process

- i. The remote e-voting period commenced from Monday 22nd September 2025 (9:00 AM. IST) and ended on Wednesday, 24th September 2025 (5:00 PM. IST) on the designated website URL: <https://www.evoting.cdsi.com/> via e-voting facility of CDSL and voting through ballot was from 3.00 p.m. to 4.00 p.m. on 25th September, 2025 at the venue of the AGM.
- ii. The Members whose names appear in the Register of Members/ list of Beneficial Owners as on Thursday, 18th September 2025 only, were entitled to vote on proposed resolutions (Item No 1 and 2 as set out in the AGM Notice of the Company) by remote e-voting and voting through ballot.
- iii. On 25th September 2025 after the conclusion of the AGM at 4.00 PM and post counting of ballot voting at AGM, remote e-voting event was unblocked by me in the capacity as Scrutinizer in the presence of two witness Mrs. Leelamma Mathew, W/o. Sunnykutty Kurian, Chandrathil, Thrikkakara, Kochi 682 021 and Mr. Binoj Mathew Chandrathil, S/o. Sunnykutty Kurian, Chandrathil, Thrikkakara, Kochi 682 021 who

were not in the employment of the company. They have signed below in confirmation of the votes being unblocked in their presence.


Name: Mrs. Leelamma Mathew


Name: Mr. Binoj Mathew Chandrathil

- iv. Thereafter, the details containing, inter-alia, the list of Equity Shareholders who voted "in favour" or "against" on each of the resolutions that was put to vote, were generated from the e-voting website of CDSL, i.e., [https:// www.evoting.csd.com/](https://www.evoting.csd.com/). Based on the report generated by CDSL and relied upon by me, data regarding the remote e-voting was scrutinized on test check basis and also the voting done through ballot were also entered by me.

8. All the resolutions were passed with requisite majority. I hereby submit the Consolidated Scrutinizer's Report on the results of the remote e-voting and voting through ballot at the AGM on all the resolutions as set out in the AGM Notice, based on the reports generated by CDSL, scrutinized on test-check basis and relied upon by me as under:

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Dissent	3	4200	0.28

Item No.3: ORDINARY RESOLUTION:

Approval for re-appointment of Shri Tomy Chacko Madathil (DIN 00111597), as Managing director and remuneration payable to him.

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9. The electronic data and all other relevant records relating to e-voting and ballot voting shall remain in the safe custody of the Scrutinizer until the Chairman considers, approves and signs the minutes and thereafter, the Scrutinizer shall hand over the register and other papers to the Company.
10. This report is in accordance with the terms of the Engagement Letter.

Restriction on Use:

11. This report has been based at the request of the Company for (1) placing on the website of the company and (2) website of CDSL. This report is not to be used for any other purpose or to be distributed by the Company to any other parties. Accordingly, I do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or in to whose hands it may come without my prior consent in writing.

Thanking you,

Yours faithfully

GEORGEKUTTY KURIAN
PRACTISING COMPANY SECRETARY
M.No. A11341, C.P. No. 8975
UDIN: A011341E001135684

GEORGEKUTTY KURIAN B.Com., ACMA, ACS
Membership Nos. 10035 & 11341
Practising Company Secretary
C.P. No.8975
Chandraithil, Karimalkadu-Pipeline Road
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Kochi
27th September 2025