



SPS International Ltd.

(Where delivering quality is way of life)

CIN No. L74140HR1993PLC031900

Plot No. F 6 & 7, 1st Floor, FIT
Sector - 57, Faridabad - 121004 (HR)
Website : www.spsintl.co.in

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02nd October, 2020

**To,
The Listing Department,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai- 400 001
(Scrip Code: 530177)**

Sub: Scrutinizer Report and Voting Results of 27th Annual General Meeting of SPS International Limited

Dear Sir/Madam,

The 27th Annual General Meeting (AGM) of SPS International Limited ('the Company') was held on Wednesday, September 30, 2020 at 03:00 P.M. to transact the business as stated in the Notice of 27th AGM dated 05th September 2020.

In this regard, we are hereby submitting the Scrutinizer's Report on the resolutions passed by the members through remote e-voting and voting at the AGM and voting results (remote e-voting and e-voting at the AGM-**Annexure 1**).

We request you to kindly take the same in your records.

Yours Sincerely

On behalf of the board

For SPS International Limited



**Surendra Kumar Jain
(Managing Director)**

DIN: 00088064

**Address: Plot No. F 6-7, FIT, Sector 57,
Faridabad, Haryana - 121004**



Form MGT-13

Consolidated Scrutinizer's Report

[Pursuant to Section 108 & 109 of the Companies Act 2013 and Rule 20 & Rule 21 of the Companies (Management and Administration) Rules, 2014]

To

The Chairman

SPS International Limited

Plot No. F 6-7, FIT, Sector 57, Faridabad

Haryana- 121004

Subject: Report on the resolution(s) passed through poll conducted at 27th Annual General Meeting ("AGM") and remote E-Voting of SPS International Limited ("the Company") held on 30th September, 2020 at 03:00 P.M at Plot No. 197, Sector 68, I.M.T., Faridabad, Haryana- 121004.

Dear Sir,

I, Akanksha Chhabra, Partner of GA & Associates, Company Secretaries LLP has been appointed as the Scrutinizer by the Board of Directors of SPS International Limited vide resolution dated 05th September, 2020 pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, to conduct the e-Voting process held between 27th September, 2020, commenced from 9:00 A.M. to 29th September, 2020 till 5:00 P.M. and to act as the scrutinizer for the ballot conducted at the meeting.

The management of the Company is responsible to ensure the compliance with the requirements of the relevant provisions of (i) the Companies Act, 2013 and the Rules made there under and (ii) the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, relating to voting including voting by electronic means and (iii) Secretarial Standard-2 issued by ICSI.

My responsibility as a Scrutinizer is restricted to making a Scrutinizer's report of the votes casted by the members for the resolutions contained in the Notice dated 05th September, 2020, based on the reports generated from the e-Voting system provided by CDSL, the authorized agency engaged by the Company to provide e-Voting facilities and scrutiny of the ballot process held at the AGM of the Company.

E-Voting facility was offered to only those members whose names were in the register of members on the cut-off date (i.e. 23rd September, 2020) as mentioned in the Notice and Publication in the newspaper.

The e-votes casted were unblocked on Wednesday, 30th September, 2020 in the presence of 2 witnesses, Mr. Rishabh Bansal and Ms. Mamta Goyal, who were not in the employment of the Company. They have signed below in confirmation of the e-votes being unblocked in their presence.

Signature:

Name: Rishabh Bansal

1612, Gali No. 53/2, Badarpur Border,
AI-D-44

Signature:

Name: Mamta Goyal

105 Zamrudpur, Greater Kailash
ND - 48

Regd. Off: A-5, Pota Cabin, Third Floor, Defence Colony, New Delhi-110024

Landline No. 011- 46772203, 46772204, 46772205

Website: www.groverahuja.co

E mail ID: poonamahuja7@gmail.com

On the basis of the data downloaded from official website of CDSL for the purpose of e-Voting and the votes counted in the ballot process conducted at the AGM, I submit herewith the combined report on e-Voting together with that of the Ballot as under:

Item No. 1: Ordinary Resolution

Approval and Adoption of Audited Financial Statements as on 31st March, 2020 along with reports of the Board of Directors and Auditors thereon:

i. Voted **in favour** of the resolution:

| Number of members voted | Number of votes casted by them | % of total number of valid votes cast |
|-------------------------|--------------------------------|---------------------------------------|
| 52 | 1554639 | 99.99 |

Note: Out of 52 members who voted in favour, 44 members voted through e-voting and 8 members voted through ballot process.

ii. Voted **against** the resolution:

| Number of members voted | Number of votes casted by them | % of total number of valid votes cast |
|-------------------------|--------------------------------|---------------------------------------|
| 9 | 208 | 0.01 |

Note: All 9 members who voted against, have voted through e-voting.

iii. **Invalid** votes:

| Number of members voted | Number of votes casted by them |
|-------------------------|--------------------------------|
| 0 | 0 |

Item No. 2: Ordinary Resolution

Appointment of a Director in place of Mr. Surendra Kumar Jain (DIN: 00088064), who retires by rotation and being eligible, offers himself for re-appointment:

i. Voted **in favour** of the resolution:

| Number of members voted | Number of votes casted by them | % of total number of valid votes cast |
|-------------------------|--------------------------------|---------------------------------------|
| 51 | 1513999 | 97.37 |

Note: Out of 51 members who voted in favour, 43 members voted through e-voting and 8 members voted through ballot process.

ii. Voted **against** the resolution:

| Number of members voted | Number of votes casted by them | % of total number of valid votes cast |
|-------------------------|--------------------------------|---------------------------------------|
| 10 | 40848 | 2.63 |

Note: All 10 members who voted against, have voted through e-voting.

iii. **Invalid** votes:

| Number of members voted | Number of votes casted by them |
|-------------------------|--------------------------------|
| 0 | 0 |

Item No. 3: Ordinary Resolution

Re-appointment of Ms. Radha S Nair (DIN: 00088213) as a Whole Time Director of the Company, who was appointed as an Additional Director (Executive and Wholetime) in the Board meeting held on 01st November, 2019:

i. Voted **in favour** of the resolution:

| Number of members voted | Number of votes casted by them | % of total number of valid votes cast |
|-------------------------|--------------------------------|---------------------------------------|
| 50 | 1473390 | 94.76 |

Note: Out of 50 members who voted in favour, 42 members voted through e-voting and 8 members voted through ballot process.

ii. Voted **against** the resolution:

| Number of members voted | Number of votes casted by them | % of total number of valid votes cast |
|-------------------------|--------------------------------|---------------------------------------|
| 11 | 81457 | 5.24 |

Note: All 11 members who voted against, have voted through e-voting.

iii. **Invalid** votes:

| Number of members voted | Number of votes casted by them |
|-------------------------|--------------------------------|
| 0 | 0 |

Item No. 4: Ordinary Resolution

Appointment of Ms. Chandni Arora (DIN: 08794381) as an Independent Director of the Company in terms of Section 149 of the Companies Act, 2013:

i. Voted **in favour** of the resolution:

| Number of members voted | Number of votes casted by them | % of total number of valid votes cast |
|-------------------------|--------------------------------|---------------------------------------|
| 50 | 1473390 | 94.76 |

Note: Out of 61 members who voted, 53 members voted through e-voting and 8 members voted through ballot process.

ii. Voted **against** the resolution:

| Number of members voted | Number of votes casted by them | % of total number of valid votes cast |
|-------------------------|--------------------------------|---------------------------------------|
| 11 | 81457 | 5.24 |

Note: All 11 members who voted against, have voted through e-voting.

iii. **Invalid** votes:

| Number of members voted | Number of votes casted by them |
|-------------------------|--------------------------------|
| 0 | 0 |

Item No. 5: Ordinary Resolution

Approval For Contribution under the provisions of Section 181 of the Companies Act, 2013:

i. Voted **in favour** of the resolution:

| Number of members voted | Number of votes casted by them | % of total number of valid votes cast |
|-------------------------|--------------------------------|---------------------------------------|
| 49 | 1425081 | 91.65 |

Note: Out of 49 members who voted in favour, 41 members voted through e-voting and 8 members voted through ballot process.

ii. Voted **against** the resolution:

| Number of members voted | Number of votes casted by them | % of total number of valid votes cast |
|-------------------------|--------------------------------|---------------------------------------|
| 12 | 129766 | 8.35 |

Note: All 12 members who voted against, have voted through e-voting.

iii. **Invalid** votes:

| Number of members voted | Number of votes casted by them |
|-------------------------|--------------------------------|
| 0 | 0 |

Item No. 6: Ordinary Resolution

Approval for Related Party Transactions:

i. Voted **in favour** of the resolution:

| Number of members voted | Number of votes casted by them | % of total number of valid votes cast |
|-------------------------|--------------------------------|---------------------------------------|
| 49 | 1425081 | 91.65 |

Note: Out of 49 members who voted in favour, 41 members voted through e-voting and 8 members voted through ballot process.

ii. Voted **against** the resolution:

| Number of members voted | Number of votes casted by them | % of total number of valid votes cast |
|-------------------------|--------------------------------|---------------------------------------|
| 12 | 129766 | 8.35 |

Note: All 12 members who voted against, have voted through e-voting.

iii. **Invalid** votes:

| Number of members voted | Number of votes casted by them |
|-------------------------|--------------------------------|
| 0 | 0 |

Item No. 7: Special Resolution

Increase the borrowing limit under Section 180(1)(c) of the Companies, Act, 2013:

i. Voted **in favour** of the resolution:

| Number of members voted | Number of votes casted by them | % of total number of valid votes cast |
|-------------------------|--------------------------------|---------------------------------------|
| 49 | 1425081 | 91.65 |

Note: Out of 49 members who voted in favour, 41 members voted through e-voting and 8 members voted through ballot process.

ii. Voted **against** the resolution:

| Number of members voted | Number of votes casted by them | % of total number of valid votes cast |
|-------------------------|--------------------------------|---------------------------------------|
| 12 | 129766 | 8.35 |

Note: All 12 members who voted against, have voted through e-voting.

iii. **Invalid** votes:

| Number of members voted | Number of votes casted by them |
|-------------------------|--------------------------------|
| 0 | 0 |

Item No. 8: Special Resolution

Take approval to sell or dispose of undertakings under Section 180(1)(a) of the Companies, Act, 2013:

i. Voted **in favour** of the resolution:

| Number of members voted | Number of votes casted by them | % of total number of valid votes cast |
|-------------------------|--------------------------------|---------------------------------------|
| 50 | 1473390 | 94.76 |

Note: Out of 50 members who voted in favour, 42 members voted through e-voting and 8 members voted through ballot process.

ii. Voted **against** the resolution:

| Number of members voted | Number of votes casted by them | % of total number of valid votes cast |
|-------------------------|--------------------------------|---------------------------------------|
| 11 | 81457 | 5.24 |

Note: All 11 members who voted against, have voted through e-voting.

iii. **Invalid** votes:

| Number of members voted | Number of votes casted by them |
|-------------------------|--------------------------------|
| 0 | 0 |

Item No. 9: Special Resolution

Approve for the limits for the Loans and Investment by the Company in terms of the provisions of Section 186 of the Companies Act, 2013:

i. Voted **in favour** of the resolution:

| Number of members voted | Number of votes casted by them | % of total number of valid votes cast |
|-------------------------|--------------------------------|---------------------------------------|
| 49 | 1425081 | 91.65 |

Note: Out of 49 members who voted in favour, 41 members voted through e-voting and 8 members voted through ballot process.

ii. Voted **against** the resolution:

| Number of members voted | Number of votes casted by them | % of total number of valid votes cast |
|-------------------------|--------------------------------|---------------------------------------|
| 12 | 129766 | 8.35 |

Note: All 12 members who voted against, have voted through e-voting.

iii. **Invalid** votes:

| Number of members voted | Number of votes casted by them |
|-------------------------|--------------------------------|
| 0 | 0 |

All the Resolutions stand passed under e-Voting and Ballot with the requisite majority.

The combined result of the votes (electronic and physical) is annexed as **Annexure** with this report.

I further report that the Chairman or any other person as authorized may declare and confirm the above results of e-Voting as well as Ballot Process. The results of the e-Voting and voting at AGM shall be communicated to the stock exchange by the Company where its shares are presently listed.

I further report that Rule No. 20 and 21 of the Companies (Management and Administration) Rules, 2014, have been duly complied with. The polling papers and other relevant records relating to e-Voting and Ballot will be handed over to the Chairman for safe keeping after the Chairman approves and signs the minutes of the meeting.

I further report that at the AGM venue all the COVID 19 precautions were taken care by the Company in the best interest of all the present members and invitees for their safety.

I pay my sincere thanks to the management of the Company for giving me the opportunity to act the scrutinizer for the purpose of e-Voting and Ballot Process.

Thanking You.
Yours faithfully,

For **GA & Associates Company Secretaries LLP**

AKANKSH
A
CHHABRA



Digitally signed by AKANKSHA CHHABRA
DN: c=IN, o=Personal, postalCode=110017,
st=Delhi,
2.5.29+1.4952098424738235986595a153
6097684cc471049b3a48a453d3232142,
serialNumber=2F14d643899714544e5207
7d6d277941a2ab29746098a8a898041c
a35, cn=AKANKSHA CHHABRA
Date: 2020.10.02 01:46:34 +05'30'

Akanksha Chhabra
(Partner)
Membership No: A34992
COP No: 22174
UDIN: A034992B000843228

Date: 2nd October, 2020
Place: New Delhi

**Combined Results of the Votes casted through remote e-Voting and Ballot papers:**

| | |
|--|---|
| Name of the Company | SPS International Limited |
| Date and Time of the AGM | 30 th September, 2020, 3:00 PM |
| Total number of shareholders on record date (Cut-off date - 23rd September, 2020) | 2473 |
| No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public: | 3 16 |
| No. of shareholders attended the meeting through Video Conferencing: Promoters and Promoter Group: Public: | 0 0 |

1. To receive, consider and adopt the Standalone Audited Financial Statements of the Company for the financial year ended 31st March, 2020 and the Reports of the Board of Directors and Auditors thereon:

| Resolution Required: (Ordinary/Special) | | | | Ordinary Resolution | | | | |
|---|----------------|--------------------|----------------------|---|--------------------------|----------------------|--------------------------------------|------------------------------------|
| Whether promoter/ promoter group/ are interested in the 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)]*10 0 | (4) | (5) | (6)= [(4)/(2)]*10 0 | (7)= [(5)/(2)]* 100 |

| | | | | | | | | | |
|-----------------------------|------------|-------------------|----------------|----------------|--------------|----------------|--------------|--------------|--------------|
| Public- Institutions | Non | E-Voting | 1809822 | 130669 | 7.22 | 89831 | 40848 | 68.75 | 31.26 |
| | | Poll | | 8100 | 0.45 | 8100 | 0 | 100 | 0 |
| | | Sub- Total | 1809822 | 138769 | 7.67 | 97931 | 40848 | 70.57 | 29.44 |
| TOTAL | | | 3225900 | 1554847 | 48.20 | 1514009 | 40848 | 97.37 | 2.63 |

*There are NIL invalid and abstained votes.

3. To re-appoint Ms. Radha S Nair (DIN: 00088213) as a Whole Time Director of the Company, who was appointed as an Additional Director (Executive and Wholetime) in the Board meeting held on 01st November, 2019

| Resolution Required: (Ordinary/Special) | | | | Ordinary Resolution | | | | | |
|--|-----------------------|---------------------------|-----------------------------|--|---------------------------------|-----------------------------|---|---|--------------|
| Whether promoter/ promoter group/ are interested in the 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 | 1416078 | 1416078 | 100 | 1416078 | 0 | 100 | 0 | |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 | |
| | Sub- Total | 1416078 | 1416078 | 100 | 1416078 | 0 | 100 | 0 | |
| Public- Institutions | E-Voting | 0 | 0 | 0 | 0 | 0 | 0 | 0 | |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 | |
| | Sub- Total | 0 | 0 | 0 | 0 | 0 | 0 | 0 | |
| Public- Institutions | Non | E-Voting | 1809822 | 130669 | 7.22 | 49212 | 81457 | 37.66 | 62.34 |
| | | Poll | | 8100 | 0.45 | 8100 | 0 | 100 | 0 |
| | | Sub- Total | 1809822 | 138769 | 7.67 | 57312 | 81457 | 41.30 | 58.70 |
| TOTAL | | | 3225900 | 1554847 | 48.20 | 1473390 | 81457 | 94.76 | 5.24 |

*There are NIL invalid and abstained votes.

4. To appoint Ms. Chandni Arora (DIN: 08794381) as an Independent Director of the Company in terms of Section 149 of the Companies Act, 2013

| Resolution Required: (Ordinary/Special) | | | | Ordinary Resolution | | | | |
|---|-------------------|--------------------|----------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Whether promoter/ promoter group/ are interested in the 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 | 1416078 | 1416078 | 100 | 1416078 | 0 | 100 | 0 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Sub- Total | 1416078 | 1416078 | 100 | 1416078 | 0 | 100 | 0 |
| Public- Institutions | E-Voting | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Sub- Total | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Public- Institutions Non | E-Voting | 1809822 | 130669 | 7.22 | 49212 | 81457 | 37.66 | 62.34 |
| | Poll | | 8100 | 0.45 | 8100 | 0 | 100 | 0 |
| | Sub- Total | 1809822 | 138769 | 7.67 | 57312 | 81457 | 41.30 | 58.70 |
| TOTAL | | 3225900 | 1554847 | 48.20 | 1473390 | 81457 | 94.76 | 5.24 |

*There are NIL invalid and abstained votes.

5. Approval For Contribution under the provisions of Section 181 of the Companies Act, 2013:

| Resolution Required: (Ordinary/Special) | | | | Ordinary Resolution | | | | |
|---|-------------------|--------------------|----------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Whether promoter/ promoter group/ are interested in the 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 | 1416078 | 1416078 | 100 | 1416078 | 0 | 100 | 0 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Sub- Total | 1416078 | 1416078 | 100 | 1416078 | 0 | 100 | 0 |
| Public- Institutions | E-Voting | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Sub- Total | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Public- Institutions Non | E-Voting | 1809822 | 130669 | 7.22 | 903 | 129766 | 0.69 | 99.31 |
| | Poll | | 8100 | 0.45 | 8100 | 0 | 100 | 0 |
| | Sub- Total | 1809822 | 138769 | 7.67 | 9003 | 129766 | 6.49 | 93.51 |
| TOTAL | | 3225900 | 1554847 | 48.20 | 1425081 | 129766 | 91.65 | 8.35 |

*There are NIL invalid and abstained votes

6. Approval for Related Party Transactions

| Resolution Required: (Ordinary/Special) | | | | Ordinary Resolution | | | | |
|---|-------------------|--------------------|----------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Whether promoter/ promoter group/ are interested in the 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 | 1416078 | 1416078 | 100 | 1416078 | 0 | 100 | 0 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Sub- Total | 1416078 | 1416078 | 100 | 1416078 | 0 | 100 | 0 |
| Public- Institutions | E-Voting | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Sub- Total | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Public- Institutions Non | E-Voting | 1809822 | 130669 | 7.22 | 903 | 129766 | 0.69 | 99.31 |
| | Poll | | 8100 | 0.45 | 8100 | 0 | 100 | 0 |
| | Sub- Total | 1809822 | 138769 | 7.67 | 9003 | 129766 | 6.49 | 93.51 |
| TOTAL | | 3225900 | 1554847 | 48.20 | 1425081 | 129766 | 91.65 | 8.35 |

*There are NIL invalid and abstained votes

7. To increase the borrowing limit under Section 180(1)(c) of the Companies, Act, 2013

| Resolution Required: (Ordinary/Special) | | | | Special Resolution | | | | |
|---|-------------------|--------------------|----------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Whether promoter/ promoter group/ are interested in the 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 | 1416078 | 1416078 | 100 | 1416078 | 0 | 100 | 0 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Sub- Total | 1416078 | 1416078 | 100 | 1416078 | 0 | 100 | 0 |
| Public- Institutions | E-Voting | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Sub- Total | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Public- Institutions Non | E-Voting | 1809822 | 130669 | 7.22 | 903 | 129766 | 0.69 | 99.31 |
| | Poll | | 8100 | 0.45 | 8100 | 0 | 100 | 0 |
| | Sub- Total | 1809822 | 138769 | 7.67 | 9003 | 129766 | 6.49 | 93.51 |
| TOTAL | | 3225900 | 1554847 | 48.20 | 1425081 | 129766 | 91.65 | 8.35 |

*There are NIL invalid and abstained votes

8. To take approval to sell or dispose of undertakings under Section 180(1)(a) of the Companies, Act, 2013

| Resolution Required: (Ordinary/Special) | | | | Special Resolution | | | | |
|---|-------------------|--------------------|----------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Whether promoter/ promoter group/ are interested in the 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 | 1416078 | 1416078 | 100 | 1416078 | 0 | 100 | 0 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Sub- Total | 1416078 | 1416078 | 100 | 1416078 | 0 | 100 | 0 |
| Public- Institutions | E-Voting | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Sub- Total | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Public- Institutions Non | E-Voting | 1809822 | 130669 | 7.22 | 49212 | 81457 | 37.66 | 62.34 |
| | Poll | | 8100 | 0.45 | 8100 | 0 | 100 | 0 |
| | Sub- Total | 1809822 | 138769 | 7.67 | 57312 | 81457 | 41.30 | 58.70 |
| TOTAL | | 3225900 | 1554847 | 48.20 | 1473390 | 81457 | 94.76 | 5.24 |

*There are NIL invalid and abstained votes

9. To approve the limits for the Loans and Investment by the Company in terms of the provisions of Section 186 of the Companies Act, 2013:

| Resolution Required: (Ordinary/Special) | | | | Special Resolution | | | | |
|---|-------------------|--------------------|----------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Whether promoter/ promoter group/ are interested in the 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 | 1416078 | 1416078 | 100 | 1416078 | 0 | 100 | 0 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Sub- Total | 1416078 | 1416078 | 100 | 1416078 | 0 | 100 | 0 |
| Public- Institutions | E-Voting | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Sub- Total | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Public- Institutions Non | E-Voting | 1809822 | 130669 | 7.22 | 903 | 129766 | 0.69 | 99.31 |
| | Poll | | 8100 | 0.45 | 8100 | 0 | 100 | 0 |
| | Sub- Total | 1809822 | 138769 | 7.67 | 9003 | 129766 | 6.49 | 93.51 |
| TOTAL | | 3225900 | 1554847 | 48.20 | 1425081 | 129766 | 91.65 | 8.35 |

*There are NIL invalid and abstained votes

CONCLUSION: All the **ORDINARY RESOLUTIONS** and **SPECIAL RESOLUTIONS** as per the Notice convening the Annual General Meeting have been **CARRIED WITH REQUISITE MAJORITY**.

For GA & Associates, Company Secretaries LLP

**AKANKSHA
CHHABRA**

Digitally signed by AKANKSHA CHHABRA
DN: cn=Personal,
postalCode=110017, st=Delhi,
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041ca35, cn=AKANKSHA CHHABRA
Date: 2020.10.02 01:47:30 +05'30'

Akanksha Chhabra

(Partner)

Membership No: A34992

COP No: 22174

UDIN: A034992B000843228

Date: 2nd October, 2020

Place: New Delhi