

December 22, 2023

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| <b>National Stock Exchange of India Limited</b><br>Exchange Plaza, Plot no. C/1, G Block,<br>Bandra- Kurla Complex, Bandra (E), Mumbai - 400 051<br><b>NSE Symbol: - DISHTV</b> | <b>BSE Limited</b><br>Phiroze Jeejeebhoy Towers<br>Dalal Street, Mumbai- 400 001<br><b>BSE Scrip Code: - 532839</b> |
|---|---|

**Kind Attn. : Manager - Corporate Relationship Department**

**Subject : Compliance of Regulation 30 and 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

**Proceedings of Extra Ordinary General Meeting of the Company held today viz. December 22, 2023 & Voting Results thereof**

Dear Sir,

This is to inform you that the Extra Ordinary General Meeting ('EGM') of the Company was held today *i.e.* Friday, December 22, 2023, at 12:30 P.M. (IST) through Video Conferencing / Other Audio-Visual Means, in accordance with the circular(s) issued by Ministry of Corporate Affairs ('MCA') and the Securities and Exchange Board of India ('SEBI'). The businesses mentioned in the Notice dated November 27, 2023, convening the EGM were transacted at the EGM.

In terms of applicable regulatory provisions, the Directors present at the EGM, elected Mr. Shankar Aggarwal, Independent Director of the Company, as Chairman for the EGM. Requisite quorum being present, the meeting was called to order at 12:30 P.M. (IST).

In this regard, please find enclosed the following:

1. Summary of EGM proceedings pursuant to Part A of Schedule III under Regulation 30 of the Listing Regulations as **Annexure 1**;
2. Voting results of the EGM pursuant to Regulation 44 of the Listing Regulations as **Annexure 2**; and
3. Consolidated Report of the Scrutinizer dated December 22, 2023, on Remote E-voting and electronic voting at the EGM as **Annexure 3**.

The above results will also be available on the website of the Company (*i.e.* [www.dishd2h.com](http://www.dishd2h.com)) and on the website of National Securities Depository Limited (*i.e.* [www.evoting.nsdl.com](http://www.evoting.nsdl.com)).

This is for your information and record.

Thanking you,

Yours Truly,

For Dish TV India Limited



**Ranjit Singh**

**Company Secretary & Compliance Officer**

Membership No. A15442

Contact No.: +91-120-504 7000

Encl. as above

**SUMMARY OF PROCEEDINGS OF THE EXTRA ORDINARY GENERAL MEETING OF THE COMPANY**

The Extra Ordinary General Meeting ('EGM') of the Company was held today viz. Friday, December 22, 2023, at 12:30 P.M. (IST) through Video Conferencing / Other Audio-Visual Means, in accordance with the circular(s) issued by Ministry of Corporate Affairs ('MCA') and the Securities and Exchange Board of India ('SEBI').

Mr. Ranjit Singh, Company Secretary & Compliance Officer, welcomed the Members and other attendees at the EGM. All the Directors of the Company i.e. Mr. Shankar Aggarwal, Ms. Aanchal David, Mr. Rajesh Sahni and Mr. Virender Kumar Tagra, were present at the meeting. The representatives of the Auditors were also present.

The Company Secretary informed the Members that the Company has taken all requisite steps to enable Members to participate through Video Conference and vote at the EGM.

The Company Secretary informed the Members that the Company had provided the facility to cast the votes electronically, on all resolutions set forth in the Notice convening the EGM. In accordance with Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules 2014, the Company had extended the E-voting facility to the Members of the Company in respect of all the businesses to be transacted at the EGM, through the electronic voting platform of National Securities Depository Limited ('NSDL'). It was further informed that the Remote E-voting commenced from December 19, 2023, at 9:00 A.M. (IST) and ended on December 21, 2023, at 5:00 P.M. (IST).

Members who had not cast their votes electronically and who were participating in the EGM had the facility to cast their votes during the EGM and 15 minutes after the EGM through the e-voting system provided by NSDL. The Company Secretary informed the Members that the necessary documents referred to in the Notice of the EGM were available for inspection electronically on the website of the Company and also through the link available on the website of NSDL.

The Company Secretary introduced the Directors of the Company, attending the EGM of the Company.

| Name                     | Designation  |
|--------------------------|--|
| Mr. Shankar Aggarwal     | Independent Director and Chairman of Audit Committee, Nomination and Remuneration Committee, Risk Management Committee and Corporate Social Responsibility Committee |
| Ms. Aanchal David        | Independent Women Director   |
| Mr. Rajesh Sahni         | Independent Director   |
| Mr. Virender Kumar Tagra | Independent Director and Chairman of Stakeholder Relationship Committee  |

In terms of the applicable regulatory provisions, the Directors present at the EGM elected Mr. Shankar Aggarwal, Independent Director of the Company, as Chairman for the EGM.

The requisite quorum being present, the Chairman called the meeting to order. Mr. Aggarwal addressed the Members.



The Notice convening the EGM of the Company was taken as read with the permission of the Members of the Company as the same was earlier circulated to the Members.

Thereafter, forum for the Question & Answer (Q&A) was opened for the pre-registered speakers to seek clarification or offer any comments related to the resolutions and Operations of the Company. Total 16 speaker shareholders raised queries / made comments, for which necessary clarifications and responses were provided by the management of the Company.

The Members were further informed, that Mr. Jayant Gupta (Membership No. F7288), Company Secretary, Partner of Jayant Gupta & Associates, had been appointed as Scrutinizer to scrutinize the vote cast through the Remote E-voting platform and electronic voting at the EGM. The consolidated results of Remote E-voting and voting at the EGM would be announced after the EGM and the Results along with the Scrutinizer's Report would be uploaded on website of the Company and on the website of NSDL and the same shall also be intimated to the Stock Exchanges. The Company had provided Remote E-voting facility offered by NSDL for Equity Shareholders as on cut-off date of December 15, 2023, to cast their votes electronically on all Agenda items proposed in the Notice calling this EGM and also extended the said E-voting facility at the EGM.

The Chairman, thereafter, thanked all the Members for their participation at the EGM and for their constructive suggestions and observations.

The Members were also informed that the e-voting platform shall remain open for 15 minutes after the conclusion of the EGM, post which the process of counting of votes shall be initiated, in terms of applicable provisions of law. The proceedings of the present EGM finished at 1.16 p.m., post which the E-voting platform was open for 15 minutes to enable the members to do the E-voting.

75 Shareholders were present in the EGM through VC.



## Annexure-2

| Dish TV India Limited   |                |                    |   |   |                          |                       |                                      |                                    |
|---|----------------|--------------------|---|---|--------------------------|-----------------------|--------------------------------------|------------------------------------|
| Resolution Required :Ordinary   |                |                    | 1 - APPROVAL OF APPOINTMENT OF MR. RAJESH SAHNI (DIRECTOR IDENTIFICATION NUMBER: 10074634) AS A NON-EXECUTIVE NON-INDEPENDENT DIRECTOR OF THE COMPANY |   |                          |                       |                                      |                                    |
| 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       | 74384968           | 74373968  | 99.9852                                 | 74373968                 | 0                     | 100.0000                             | 0.0000                             |
|   | Poll           |                    | 0   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|   | Postal Ballot  |                    | 0   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|   | <b>Total</b>   |                    | <b>74373968</b>   | <b>99.9852</b>                          | <b>74373968</b>          | <b>0</b>              | <b>100.0000</b>                      | <b>0.0000</b>                      |
| Public Institutions   | E-Voting       | 272215302          | 66119558  | 24.2894                                 | 25308694                 | 40810864              | 38.2772                              | 61.7228                            |
|   | Poll           |                    | 0   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|   | Postal Ballot  |                    | 0   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|   | <b>Total</b>   |                    | <b>66119558</b>   | <b>24.2894</b>                          | <b>25308694</b>          | <b>40810864</b>       | <b>38.2772</b>                       | <b>61.7228</b>                     |
| Public Non Institutions   | E-Voting       | 1494655784         | 619201435   | 41.4277                                 | 120446172                | 498755263             | 19.4519                              | 80.5481                            |
|   | Poll           |                    | 0   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|   | Postal Ballot  |                    | 0   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|   | <b>Total</b>   |                    | <b>619201435</b>  | <b>41.4277</b>                          | <b>120446172</b>         | <b>498755263</b>      | <b>19.4519</b>                       | <b>80.5481</b>                     |
| <b>Total</b>  |                | <b>1841256054</b>  | <b>759694961</b>  | <b>41.2596</b>                          | <b>220128834</b>         | <b>539566127</b>      | <b>28.9760</b>                       | <b>71.0240</b>                     |



| Dish TV India Limited   |                |                    |   |   |                          |                       |                                      |                                    |
|---|----------------|--------------------|---|---|--------------------------|-----------------------|--------------------------------------|------------------------------------|
| Resolution Required : Ordinary  |                |                    | 2 - APPROVAL OF APPOINTMENT OF MR. VIRENDER KUMAR TAGRA (DIRECTOR IDENTIFICATION NUMBER: 10074357) AS A NON-EXECUTIVE NON-INDEPENDENT DIRECTOR OF THE COMPANY |   |                          |                       |                                      |                                    |
| 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]   | $[3]=\frac{[2]}{[1]}\times 100$         | [4]                      | [5]                   | $[6]=\frac{[4]}{[2]}\times 100$      | $[7]=\frac{[5]}{[2]}\times 100$    |
| Promoter and Promoter Group   | E-Voting       | 74384968           | 74373968  | 99.9852                                 | 74373968                 | 0                     | 100.0000                             | 0.0000                             |
|   | Poll           |                    | 0   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|   | Postal Ballot  |                    | 0   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|   | <b>Total</b>   |                    | <b>74373968</b>   | <b>99.9852</b>                          | <b>74373968</b>          | <b>0</b>              | <b>100.0000</b>                      | <b>0.0000</b>                      |
| Public Institutions   | E-Voting       | 272215302          | 66119558  | 24.2894                                 | 19916195                 | 46203363              | 30.1215                              | 69.8785                            |
|   | Poll           |                    | 0   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|   | Postal Ballot  |                    | 0   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|   | <b>Total</b>   |                    | <b>66119558</b>   | <b>24.2894</b>                          | <b>19916195</b>          | <b>46203363</b>       | <b>30.1215</b>                       | <b>69.8785</b>                     |
| Public Non Institutions   | E-Voting       | 1494655784         | 619199923   | 41.4276                                 | 120437831                | 498762092             | 19.4506                              | 80.5494                            |
|   | Poll           |                    | 0   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|   | Postal Ballot  |                    | 0   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|   | <b>Total</b>   |                    | <b>619199923</b>  | <b>41.4276</b>                          | <b>120437831</b>         | <b>498762092</b>      | <b>19.4506</b>                       | <b>80.5494</b>                     |
| <b>Total</b>  |                | <b>1841256054</b>  | <b>759693449</b>  | <b>41.2595</b>                          | <b>214727994</b>         | <b>544965455</b>      | <b>28.2651</b>                       | <b>71.7349</b>                     |



| Dish TV India Limited   |                |                    |   |   |                          |                       |                                      |                                    |
|---|----------------|--------------------|---|---|--------------------------|-----------------------|--------------------------------------|------------------------------------|
| Resolution Required :Special  |                |                    | 3 - APPROVAL OF APPOINTMENT OF MS. AANCHAL DAVID (DIRECTOR IDENTIFICATION NUMBER: 10226714) AS AN INDEPENDENT DIRECTOR OF THE COMPANY |   |                          |                       |                                      |                                    |
| 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       | 74384968           | 74373968  | 99.9852                                 | 74373968                 | 0                     | 100.0000                             | 0.0000                             |
|   | Poll           |                    | 0   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|   | Postal Ballot  |                    | 0   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|   | <b>Total</b>   |                    | <b>74373968</b>   | <b>99.9852</b>                          | <b>74373968</b>          | <b>0</b>              | <b>100.0000</b>                      | <b>0.0000</b>                      |
| Public Institutions   | E-Voting       | 272215302          | 66119558  | 24.2894                                 | 24387367                 | 41732191              | 36.8837                              | 63.1163                            |
|   | Poll           |                    | 0   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|   | Postal Ballot  |                    | 0   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|   | <b>Total</b>   |                    | <b>66119558</b>   | <b>24.2894</b>                          | <b>24387367</b>          | <b>41732191</b>       | <b>36.8837</b>                       | <b>63.1163</b>                     |
| Public Non Institutions   | E-Voting       | 1494655784         | 619199923   | 41.4276                                 | 120444727                | 498755196             | 19.4517                              | 80.5483                            |
|   | Poll           |                    | 0   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|   | Postal Ballot  |                    | 0   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|   | <b>Total</b>   |                    | <b>619199923</b>  | <b>41.4276</b>                          | <b>120444727</b>         | <b>498755196</b>      | <b>19.4517</b>                       | <b>80.5483</b>                     |
| <b>Total</b>  |                | <b>1841256054</b>  | <b>759693449</b>  | <b>41.2595</b>                          | <b>219206062</b>         | <b>540487387</b>      | <b>28.8545</b>                       | <b>71.1455</b>                     |



| Dish TV India Limited   |                |                           |   |  |                                 |                              |   |   |
|---|----------------|---------------------------|---|--|---------------------------------|------------------------------|---|---|
| Resolution Required :Special  |                |                           | 4 - APPROVAL OF RE-APPOINTMENT OF MR. SHANKAR AGGARWAL (DIRECTOR IDENTIFICATION NUMBER: 02116442) AS AN INDEPENDENT DIRECTOR, FOR A SECOND TERM OF 5 (FIVE) CONSECUTIVE YEARS |  |                                 |                              |   |   |
| Whether promoter/ promoter group are interested in the agenda/resolution? |                |                           | No  |  |                                 |                              |   |   |
| Category  | Mode of Voting | No. of shares held<br>[1] | No. of votes polled<br>[2]  | % of Votes Polled on outstanding shares<br>[3]=([2]/[1])*100 | No. of Votes - in favour<br>[4] | No. of Votes -Against<br>[5] | % of Votes in favour on votes polled<br>[6]=([4]/[2])*100 | % of Votes against on votes polled<br>[7]=([5]/[2])*100 |
| Promoter and Promoter Group   | E-Voting       | 74384968                  | 74373968  | 99.9852  | 74373968                        | 0                            | 100.0000  | 0.0000  |
|   | Poll           |                           | 0   | 0.0000   | 0                               | 0                            | 0.0000  | 0.0000  |
|   | Postal Ballot  |                           | 0   | 0.0000   | 0                               | 0                            | 0.0000  | 0.0000  |
|   | <b>Total</b>   |                           | <b>74373968</b>   | <b>99.9852</b>   | <b>74373968</b>                 | <b>0</b>                     | <b>100.0000</b>   | <b>0.0000</b>   |
| Public Institutions   | E-Voting       | 272215302                 | 66119558  | 24.2894  | 23818139                        | 42301419                     | 36.0228   | 63.9772   |
|   | Poll           |                           | 0   | 0.0000   | 0                               | 0                            | 0.0000  | 0.0000  |
|   | Postal Ballot  |                           | 0   | 0.0000   | 0                               | 0                            | 0.0000  | 0.0000  |
|   | <b>Total</b>   |                           | <b>66119558</b>   | <b>24.2894</b>   | <b>23818139</b>                 | <b>42301419</b>              | <b>36.0228</b>  | <b>63.9772</b>  |
| Public Non Institutions   | E-Voting       | 1494655784                | 619199923   | 41.4276  | 120419281                       | 498780642                    | 19.4476   | 80.5524   |
|   | Poll           |                           | 0   | 0.0000   | 0                               | 0                            | 0.0000  | 0.0000  |
|   | Postal Ballot  |                           | 0   | 0.0000   | 0                               | 0                            | 0.0000  | 0.0000  |
|   | <b>Total</b>   |                           | <b>619199923</b>  | <b>41.4276</b>   | <b>120419281</b>                | <b>498780642</b>             | <b>19.4476</b>  | <b>80.5524</b>  |
| <b>Total</b>  |                | <b>1841256054</b>         | <b>759693449</b>  | <b>41.2595</b>   | <b>218611388</b>                | <b>541082061</b>             | <b>28.7763</b>  | <b>71.2237</b>  |



Details of the Participation and Agenda items transacted at the EGM of the Company held on December 22, 2023, are as follows:

| Description  | Particulars       |
|--|-------------------|
| Date of EGM  | December 22, 2023 |
| Total number of Shareholders on record date<br>(i.e the cut-off date for determining the Shareholders entitled to Remote E-voting / E-voting during EGM – December 15, 2023) | 2,85,754          |
| <b>Total Number of Shareholders present in the meeting through Video Conferencing</b>  |                   |
| a) Promoters & Promoter Group  | 16                |
| b) Public  | 59                |

|                         |  |
|-------------------------|--|
| <b>Resolution No. 1</b> | <u>Ordinary Resolution</u> : Approval of Appointment of Mr. Rajesh Sahni (Director Identification Number: 10074634) as a Non-Executive Non-Independent Director of the Company |
| <b>Type of Business</b> | Special Business   |
| <b>Mode of Voting</b>   | Remote E-voting and E-Voting   |

|                         |  |
|-------------------------|--|
| <b>Resolution No. 2</b> | <u>Ordinary Resolution</u> : Approval of Appointment of Mr. Virender Kumar Tagra (Director Identification Number: 10074357) as a Non-Executive Non-Independent Director of the Company |
| <b>Type of Business</b> | Special Business   |
| <b>Mode of Voting</b>   | Remote E-voting and E-Voting   |

|                         |   |
|-------------------------|---|
| <b>Resolution No. 3</b> | <u>Special Resolution</u> : Approval of Appointment of Ms. Aanchal David (Director Identification Number: 10226714) as an Independent Director of the Company |
| <b>Type of Business</b> | Special Business  |
| <b>Mode of Voting</b>   | Remote E-voting and E-Voting  |

|                         |   |
|-------------------------|---|
| <b>Resolution No. 4</b> | <u>Special Resolution</u> : Approval of Re-appointment of Mr. Shankar Aggarwal (Director Identification Number: 02116442) as an Independent Director, for a second term of 5 (Five) consecutive years |
| <b>Type of Business</b> | Special Business  |
| <b>Mode of Voting</b>   | Remote E-voting and E-Voting  |

Mr. Jayant Gupta, Company Secretary, Partner of Jayant Gupta & Associates, who was appointed as the Scrutinizer, submitted his consolidated report on Remote E-voting and E-voting during the EGM dated December 22, 2023, to the Chairman of the EGM. Basis the consolidated report of the Scrutinizer dated December 22, 2023, below are the Voting results for all the resolutions forming part of the EGM Notice:

| S. No | Resolution Description  | Type     | Voting Result |
|-------|---|----------|---------------|
| 1     | Approval of Appointment of Mr. Rajesh Sahni (Director Identification Number: 10074634) as a Non-Executive Non-Independent Director of the Company         | Ordinary | Not Approved  |
| 2     | Approval of Appointment of Mr. Virender Kumar Tagra (Director Identification Number: 10074357) as a Non-Executive Non-Independent Director of the Company | Ordinary | Not Approved  |



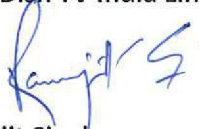


|   |   |         |              |
|---|---|---------|--------------|
| 3 | Approval of Appointment of Ms. Aanchal David (Director Identification Number: 10226714) as an Independent Director of the Company   | Special | Not Approved |
| 4 | Approval of Re-appointment of Mr. Shankar Aggarwal (Director Identification Number: 02116442) as an Independent Director, for a second term of 5 (Five) consecutive years | Special | Not Approved |

Copy of the Scrutinizer's Report along with requisite particulars of Remote E-voting and E-voting conducted during the EGM, Results as per Regulation 44(3) of the Listing Regulations are enclosed herewith for your information and record.

Thanking you.

Yours Sincerely,  
For Dish TV India Limited



**Ranjit Singh**  
**Company Secretary & Compliance Officer**  
Membership No. A15442  
Contact No.: +91-120-504 7000

**JAYANT GUPTA & ASSOCIATES**

COMPANY SECRETARIES

**SCRUTINIZER'S REPORT FOR E-VOTING OF DISH TV INDIA LIMITED**

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014]

To,

**The Chairperson,  
Extra-Ordinary General Meeting of the Equity Shareholders of  
Dish TV India Limited  
{CIN : L51909MH1988PLC287553}**

**Sub: Consolidated Result of Voting conducted through Remote Electronic Voting and Electronic Voting at the Extra Ordinary General Meeting of Dish TV India Limited held on Friday, December 22, 2023 at 12:30 P.M. (IST) through video conferencing/other audio visual means**

Dear Sir,

I, Jayant Gupta, Practicing Company Secretary having office at FA-156, Lajpat Nagar, Sahibabad, Ghaziabad – 201005, Uttar Pradesh, was appointed as a Scrutinizer by the Board of Directors of Dish TV India Limited (the Company), *vide* Resolution passed in the Board Meeting held on November 27, 2023 for the purpose of scrutinizing the Remote E-Voting that commenced on Tuesday, December 19, 2023 at 9:00 A.M. (IST) and ended on Thursday, December 21, 2023 at 5:00 P.M. (IST) and E-voting at the Extra-Ordinary General Meeting ('EGM') of Dish TV India Limited held on Friday, December 22, 2023 at 12:30 P.M. (IST) through video conferencing ('VC') /other audio visual means ('OAVM'), as per the Notice dated November 27, 2023 calling the EGM of the Company.

The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to voting through electronic means by the shareholders on the Resolutions proposed in the Notice of the EGM of the Company is the responsibility of the management. My responsibility as a scrutinizer is to ensure that the voting process, through remote e-voting and electronic voting at the virtual meeting, are conducted in a fair and transparent manner and render consolidated scrutinizer's report of the total votes cast "in favour or against", if any, to the Chairperson on the Resolutions, based on the reports generated from the remote electronic voting system and electronic voting system of National Securities Depository Limited ('NSDL'), the authorised agency engaged by the Company.

Since this EGM was held through VC or OVAM in accordance with the MCA circulars, physical attendance of Members has been dispensed with. Accordingly, the facility of appointment of proxies by the members was dispensed with. The deemed venue of the EGM is the registered office of the Company.



I hereby report as under:

1. The Company has through NSDL, the authorised agency engaged by the Company, dispatched the Notice calling the EGM of the Company, along with e-voting instructions to 266070 Shareholders, whose email addresses were registered with the Company/ Depository Participants / Depositories, by E-mail only on November 30, 2023 as per the records of the shareholders of the Company as on November 24, 2023, pursuant to the circulars issued by the Ministry of Corporate Affairs ("MCA") dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, December 14, 2021, May 5, 2022, December 28, 2022 and September 25, 2023 (collectively referred to as "MCA Circulars").
2. In terms of the requirements of Circular No. 20/2020 dated May 5, 2020, issued by the MCA, the Company has duly given a Public Notice by way of an advertisement in two newspapers viz. "Business Standard" (All Editions) and "Navshakti" (Mumbai Edition) on November 29, 2023, specifying that the EGM will be held through VC or OAVM facility and also specifying other requirements as enumerated in the aforementioned circular.
3. As prescribed in clause (v) of sub rule 4 of the rule 20 of the Companies (Management and Administration) Rules, 2014, the Company also released an advertisement, published in nation-wide edition of English Newspaper viz. 'Business Standard' and in Mumbai Edition of Marathi Newspaper viz. 'Navshakti' on December 01, 2023 regarding Notice calling the EGM of the Company and information pertaining to the E-voting.
4. As per the provisions of the Companies Act, 2013 read with Rule 20 of the Companies (Management & Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the Company had provided the facility of voting to 285754 shareholders, holding fully paid up equity shares of the Company, to cast votes electronically upto December 21, 2023 through remote e-voting on NSDL platform and by means of E-voting at the EGM through NSDL platform. The entitlement to voting by equity Shareholders was determined on the basis of fully paid up equity shareholding as on cut-off date i.e. Friday, December 15, 2023.
5. The Company provided the facility of electronic remote e-voting to the eligible shareholders of the Company from Tuesday, December 19, 2023 at 9:00 A.M. (IST) upto Thursday, December 21, 2023 at 5:00 P.M. (IST) through the platform of NSDL, by accessing through <https://www.evoting.nsdl.com>. NSDL has been engaged by the Company as the service provider for providing facility of e-voting to the shareholders of the Company.
6. At the EGM of the Company held on December 22, 2023, E-voting was announced on all the resolutions, to facilitate the members present in the meeting, through VC/OAVM mode who could not record their votes through remote e-voting process earlier. NSDL was the service provider of the facility of voting to the shareholders through E-Voting. The Board of Directors of the Company had appointed me as Scrutinizer for the same as well. The NSDL e-voting platform was re-opened during



the EGM and kept open fifteen minutes after the EGM proceedings for E-Voting by members.

7. Pursuant to Rule 20(xii) of the Companies (Management & Administration) Rules, 2014, the E-Voting on NSDL Website was unblocked on December 22, 2023 at 01:33P.M. (IST) in the presence of two independent witnesses viz. Mr. Sumit Gupta and Mr. Mr. B V Rama Chandra Murthy, who are associated with me and not in employment of the Company.
8. Based on the reports generated from the Remote E-Voting system provided by NSDL and E-voting conducted during the EGM through NSDL platform, I submit the consolidated results of Remote E-Voting and E-voting conducted during the EGM as under:

**a. As an Ordinary Resolution- Item No.1**

**Approval of Appointment of Mr. Rajesh Sahni (DIN: 10074634) as a Non-Executive Non-Independent Director of the Company**

| MODE     | VALID BALLOTS | VALID VOTES | FAVOUR  |           |          | AGAINST |           |          |
|----------|---------------|-------------|---------|-----------|----------|---------|-----------|----------|
|          |               |             | BALLOTS | VOTES     | VOTING % | BALLOTS | VOTES     | VOTING % |
| E-Voting | 436           | 759694961   | 362     | 220128834 | 28.98    | 74      | 539566127 | 71.02    |

**b. As an Ordinary Resolution- Item No.2**

**Approval of Appointment of Mr. Virender Kumar Tagra (DIN: 10074357) as a Non-Executive Non-Independent Director of the Company**

| MODE     | VALID BALLOTS | VALID VOTES | FAVOUR  |           |          | AGAINST |           |          |
|----------|---------------|-------------|---------|-----------|----------|---------|-----------|----------|
|          |               |             | BALLOTS | VOTES     | VOTING % | BALLOTS | VOTES     | VOTING % |
| E-Voting | 433           | 759693449   | 351     | 214727994 | 28.27    | 82      | 544965455 | 71.73    |

**c. As a Special Resolution - Item No. 3**

**Approval of Appointment of Ms. Aanchal David (DIN: 10226714) as an Independent Director of the Company**

| MODE     | VALID BALLOTS | VALID VOTES | FAVOUR  |           |          | AGAINST |           |          |
|----------|---------------|-------------|---------|-----------|----------|---------|-----------|----------|
|          |               |             | BALLOTS | VOTES     | VOTING % | BALLOTS | VOTES     | VOTING % |
| E-Voting | 433           | 759693449   | 358     | 219206062 | 28.85    | 75      | 540487387 | 71.15    |



**d. As a Special Resolution – Item No.4**

**Approval of Re-appointment of Mr. Shankar Aggarwal (DIN: 02116442) as an Independent Director, for a second term of 5 (Five) consecutive years**

| MODE            | VALID BALLOTS | VALID VOTES | FAVOUR  |           |          | AGAINST |           |          |
|-----------------|---------------|-------------|---------|-----------|----------|---------|-----------|----------|
|                 |               |             | BALLOTS | VOTES     | VOTING % | BALLOTS | VOTES     | VOTING % |
| <b>E-Voting</b> | 433           | 759693449   | 349     | 218611388 | 28.78    | 84      | 541082061 | 71.22    |

Based on the above, the Resolution Nos. 1 to 4 have failed to receive requisite number of votes in favour by the shareholders under remote e-voting and e-voting at EGM. The results of the voting by members through remote e-voting and e-voting at EGM at the Extra-Ordinary General Meeting in the respect of above mentioned resolutions may accordingly be declared by the Company

I hereby confirm that I am maintaining the Registers in respect of the votes cast through Remote E-Voting and E-voting at EGM. I shall be arranging to hand over these records to Mr. Ranjit Singh, Company Secretary & Compliance Officer of the Company for safe keeping.

Thanking you,  
Yours faithfully,

**For Jayant Gupta & Associates**

  
**Jayant Gupta**  
**Proprietor**

**Membership No. : F7288**  
**PCS No. : 9738**  
**PR No. : 759/2020**  
**UDIN : F007288E003015150**



Place: New Delhi  
Date: December 22, 2023