

XSL/SE/2023-24/31

August 25, 2023

The Secretary
Listing Department
BSE Limited
PJ Towers,
Dalal Street,
Mumbai - 400 001
Script Code: 532616

The Secretary
Listing Department
National Stock Exchange of India Limited
Exchange Plaza, 5th Floor,
Plot No. C/1, G Block, Bandra Kurla
Complex, Bandra (East), Mumbai 400 051
Script Code: XCHANGING

Sub: Details of Voting Results through Remote e-Voting and e-Voting at the AGM under Regulation 44(3) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 (“SEBI Listing Regulations”) along with Consolidated Scrutinizer's Report

**Xchanging Solutions Limited, a DXC
Technology Company**

CIN: L72200KA2002PLC030072
Registered Office: HP Avenue, 39/40,
Electronic City, Hosur Main Road, Bengaluru
560 100, Karnataka, India
T +91 80 3387 0001
Email: compliance@xchanging.com
www.dxc.com

Dear Sir(s),

This is to inform that the 22nd Annual General Meeting (AGM) of the Company was held earlier today Friday, August 25, 2023 commenced at 10.00 A.M. (IST) and concluded at 10:53 A.M. (IST) through Video Conferencing (VC) facility.

The details of voting results, as per the requirements of Regulation 44(3) of the SEBI Listing Regulations read with Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, is enclosed herewith in the prescribed format as **Annexure – 1**.

We are also enclosing the Consolidated Report of the Scrutinizer on Remote e-Voting and e-Voting at the AGM annexed here as **Annexure – 2**.

The voting results and the Consolidated Report of the Scrutinizer will be uploaded in due course on the Company's website at <https://www.dxc.com/in/en/about-us/xchanging-solutions-limited-investor-relations> and on the website of KFin Technologies Limited at <https://evoting.kfintech.com>.

This is for your information and records.

Thanking You,

Yours Sincerely,
For Xchanging Solutions Limited

Mayank Jain
Company Secretary
Membership No: - A26620

Address: HP Avenue, 39/40, Electronic City,
Hosur Main Road, Bengaluru 560 100,
Karnataka, India

Encl: As above

Annexure – 1

[A] DETAILS OF THE PROCEEDINGS OF THE MEETING

S. No	Particulars	Details
1	Date of AGM	Friday, August 25, 2023
2	Total No. of Shareholders as on Cut-off Date i.e. Friday, August 18, 2023 for voting purpose	59606
3	No. of Shareholders present in the AGM either in person or through proxy (a) Promoter and Promoter Group(s) : (b) Public :	Not Applicable
4	Total No. of shareholders attended the AGM through Video Conferencing and Other Audio-Visual Means facility: (a) Promoter and Promoter Group(s) : (b) Public :	3 80

[B] RESULTS OF THE MEETING

S. No.	Agenda	Type of Resolution (Ordinary/Special)	Mode of Voting	Remarks
1.	To receive, consider and adopt: (a) the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2023, together with the Reports of the Board of Directors and the Auditors thereon; and (b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2023, together with the Report of the Auditors thereon.	Ordinary Resolution	Remote e-Voting and e-Voting during the AGM	Passed with requisite majority
2.	To declare the Interim dividend for the financial year 2023-24.	Ordinary Resolution	Remote e-Voting and e-Voting during the AGM	Passed with requisite majority
3.	To appoint a Director in place of Mr. Nachiket Vibhakar Sukhtankar (DIN 08778377), who retires by rotation and being eligible, offers himself for re-appointment as a Director.	Ordinary Resolution	Remote e-Voting and e-Voting during the AGM	Passed with requisite majority
4.	Re-appointment of Mr. Shrenik Kumar Champalal (DIN: 08099410) as Whole Time Director (Executive Director) of the Company.	Special Resolution	Remote e-Voting and	Passed with requisite majority

			e-Voting during the AGM	
5.	Re-appointment of Mrs. Nonavinakeri Srinivasaiyengar Rama (DIN: 06720033) as Independent Director of the Company.	Special Resolution	Remote e-Voting and e-Voting during the AGM	Passed with requisite majority
6.	Adoption of new set of Memorandum of Association of the Company as per Companies Act, 2013.	Special Resolution	Remote e-Voting and e-Voting during the AGM	Passed with requisite majority
7.	Adoption of new set of Articles of Association of the Company.	Special Resolution	Remote e-Voting and e-Voting during the AGM	Passed with requisite majority

[C] RESOLUTIONWISE DETAILS OF VOTING RESULTS: Details of voting results, as per the requirements of Regulation 44(3) of the SEBI Listing Regulations, as attached.

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General information about company

Scrip code	532616
NSE Symbol	XCHANGING
MSEI Symbol	NOTLISTED
ISIN	INE692G01013
Name of the company	XCHANGING SOLUTIONS LIMITED
Type of meeting	AGM
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	25-08-2023
Start time of the meeting	10:00 AM
End time of the meeting	10:53 AM

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Scrutinizer Details

Name of the Scrutinizer	Mr. Ankush Agarwal
Firms Name	MAKS & CO.
Qualification	CS
Membership Number	9719
Date of Board Meeting in which appointed	25-05-2023
Date of Issuance of Report to the company	25-08-2023

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Voting results	
Record date	18-08-2023
Total number of shareholders on record date	59606
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	3
b) Public	80
No. of resolution passed in the meeting	7
Disclosure of notes on voting results	Add Notes

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Resolution (1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To receive, consider and adopt: a. the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2023, together with the Reports of the Board of Directors and the Auditors thereon; and b. the Audited Consolidated Financial Statements 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	83552787	83552787	100.0000	83552787	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total		83552787	83552787	100.0000	83552787	0	100.0000
Public- Institutions	E-Voting	471589	78978	16.7472	78978	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total		471589	78978	16.7472	78978	0	100.0000
Public- Non Institutions	E-Voting	27379340	298105	1.0888	295404	2701	99.0939	0.9061
	Poll		3127	0.0114	3125	2	99.9360	0.0640
	Postal Ballot (if applicable)							
	Total		27379340	301232	1.1002	298529	2703	99.1027
Total		111403716	83932997	75.3413	83930294	2703	99.9968	0.0032
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0

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Resolution (2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To declare the Interim dividend for the financial year 2023-24.				
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	83552787	83552787	100.0000	83552787		100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total		83552787	83552787	100.0000	83552787		100.0000
Public- Institutions	E-Voting	471589	78978	16.7472	78978		100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total		471589	78978	16.7472	78978		100.0000
Public- Non Institutions	E-Voting	27379340	298105	1.0888	295204	2901	99.0269	0.9731
	Poll		3127	0.0114	3125	2	99.9360	0.0640
	Postal Ballot (if applicable)							
	Total		27379340	301232	1.1002	298329	2903	99.0363
Total		111403716	83932997	75.3413	83930094	2903	99.9965	0.0035
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0

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Resolution (3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To appoint a Director in place of Mr. Nachiket Vibhakar Sukhtankar (DIN 08778377), who retires by rotation and being eligible, offers himself for re-appointment as a Director.				
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	83552787	83552787	100.0000	83552787	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total		83552787	83552787	100.0000	83552787	0	100.0000
Public- Institutions	E-Voting	471589	78978	16.7472	0	78978	0.0000	100.0000
	Poll							
	Postal Ballot (if applicable)							
	Total		471589	78978	16.7472	0	78978	0.0000
Public- Non Institutions	E-Voting	27379340	297390	1.0862	294665	2725	99.0837	0.9163
	Poll		3127	0.0114	3125	2	99.9360	0.0640
	Postal Ballot (if applicable)							
	Total		27379340	300517	1.0976	297790	2727	99.0926
Total		111403716	83932282	75.3406	83850577	81705	99.9027	0.0973
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0

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Resolution (4)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Re-appointment of Mr. Shrenik Kumar Champalal (DIN: 08099410) as Whole Time Director (Executive Director) 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	83552787	83552787	100.0000	83552787	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total		83552787	83552787	100.0000	83552787	0	100.0000
Public-Institutions	E-Voting	471589	78978	16.7472	0	78978	0.0000	100.0000
	Poll							
	Postal Ballot (if applicable)							
	Total		471589	78978	16.7472	0	78978	0.0000
Public- Non Institutions	E-Voting	27379340	297386	1.0862	294465	2921	99.0178	0.9822
	Poll		3127	0.0114	3125	2	99.9360	0.0640
	Postal Ballot (if applicable)							
	Total		27379340	300513	1.0976	297590	2923	99.0273
Total		111403716	83932278	75.3406	83850377	81901	99.9024	0.0976
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0

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Resolution (5)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Re-appointment of Mrs. Nonavinakeri Srinivasaiyengar Rama (DIN: 06720033) as Independent Director 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	83552787	83552787	100.0000	83552787	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total		83552787	83552787	100.0000	83552787	0	100.0000
Public- Institutions	E-Voting	471589	78978	16.7472	78978	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total		471589	78978	16.7472	78978	0	100.0000
Public- Non Institutions	E-Voting	27379340	297186	1.0854	294465	2721	99.0844	0.9156
	Poll		3127	0.0114	3125	2	99.9360	0.0640
	Postal Ballot (if applicable)							
	Total		27379340	300313	1.0969	297590	2723	99.0933
Total		111403716	83932078	75.3405	83929355	2723	99.9968	0.0032
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0

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Resolution (6)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Adoption of new set of Memorandum of Association of the Company as per Companies Act, 2013				
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	83552787	83552787	100.0000	83552787	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total		83552787	83552787	100.0000	83552787	0	100.0000
Public- Institutions	E-Voting	471589	78978	16.7472	78978	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total		471589	78978	16.7472	78978	0	100.0000
Public- Non Institutions	E-Voting	27379340	297382	1.0862	294281	3101	98.9572	1.0428
	Poll		3127	0.0114	3125	2	99.9360	0.0640
	Postal Ballot (if applicable)							
	Total		27379340	300509	1.0976	297406	3103	98.9674
Total		111403716	83932274	75.3406	83929171	3103	99.9963	0.0037
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0

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Resolution (7)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Adoption of new set of Articles 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	83552787	83552787	100.0000	83552787	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total		83552787	83552787	100.0000	83552787	0	100.0000
Public- Institutions	E-Voting	471589	78978	16.7472	0	78978	0.0000	100.0000
	Poll							
	Postal Ballot (if applicable)							
	Total		471589	78978	16.7472	0	78978	0.0000
Public- Non Institutions	E-Voting	27379340	297382	1.0862	294461	2921	99.0178	0.9822
	Poll		3127	0.0114	3125	2	99.9360	0.0640
	Postal Ballot (if applicable)							
	Total		27379340	300509	1.0976	297586	2923	99.0273
Total		111403716	83932274	75.3406	83850373	81901	99.9024	0.0976
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0



MAKS & CO.

Company Secretaries

FRN: P2018UP067700

O: 516, Fifth Floor, Wave Silver Tower, Sector 18,
Noida, U.P. – 201301

E: services@forecoreprofessionals.com

D: +120 120 413 2722

Annexure-2

Date: August 25, 2023

SCRUTINIZER'S REPORT

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

To,
The Chairman
Xchanging Solutions Limited
HP Avenue, 39/40, Electronic City,
Hosur Main Road, Bengaluru - 560 100,
Karnataka, India
[CIN: L72200KA2002PLC030072]

Dear Sir,

SUB: CONSOLIDATED SCRUTINIZER'S REPORT ON REMOTE E-VOTING AND E-VOTING CONDUCTED PURSUANT TO THE PROVISIONS OF SECTION 108 OF THE COMPANIES ACT, 2013 READ WITH RULE 20 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014 AS AMENDED BY COMPANIES (MANAGEMENT AND ADMINISTRATION) AMENDMENT RULES, 2015 FOR THE 22ND ANNUAL GENERAL MEETING OF XCHANGING SOLUTIONS LIMITED, FOR THE FINANCIAL YEAR 2022-23, HELD ON FRIDAY, AUGUST 25, 2023 AT 10:00 A.M. (IST) THROUGH VIDEO CONFERENCING

I, Ankush Agarwal, Partner (Membership No. F9719 & COP. No. 14486) of M/s. MAKS & Co., Practicing Company Secretaries (FRN : P2018UP067700), had been appointed as the Scrutinizer by the Board of Directors pursuant to Section 108 of the Companies Act, 2013 (“**the Act**”) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (“**The Rules**”), as amended, to conduct the Remote e-Voting and e-Voting process in a fair and transparent manner in respect of the below mentioned resolutions proposed at the 22nd Annual General Meeting (“**AGM**”) of Xchanging Solutions Limited (“**the Company**”), held on Friday, August 25, 2023 at 10:00 A.M. (IST) through Video Conferencing (“**VC**”).

The Management of the Company is responsible to ensure the compliances of the Act and the Rules thereof on the resolutions contained in the Notice of the AGM. My responsibilities as scrutinizer is restricted to make a scrutinizer’s report of the votes cast ‘For’ or ‘Against’ the resolutions stated in the Notice.

Report on scrutiny:

1. The AGM Notice was circulated by the Company to the shareholders whose email addresses are registered with the Company/Depositories for convening of AGM of the Company on Friday, August 25, 2023 at 10.00 A.M. (IST) through VC to transact the business, as set out in the AGM Notice, as stated above, in compliance with the applicable provisions of the Act and Rules framed thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with circulars issued by the Ministry of Corporate Affairs (“**MCA Circulars**”) and circulars issued by the Securities and Exchange Board of India (“**SEBI Circulars**”) (hereinafter collectively referred to as “**the Circulars**”) permitting the Companies to hold General Meetings without the physical presence of Members at a common venue. The dispatch of the Notice of AGM through e-mails was completed on Tuesday, August 01, 2023.
2. The Company had availed the Remote e-Voting and e-Voting Facility offered by M/s. KFin Technologies Limited (“**KFin Technologies**”) for conducting Remote e-Voting / e-Voting by the Shareholders of the Company.
3. The Remote e-voting commenced from Tuesday, August 22, 2023 at 9.00 A.M. (IST) and ended on Thursday, August 24, 2023 at 5.00 P.M. (IST) and at the end of Remote e-Voting period, voting portal of service provider was blocked forthwith.



4. Members who had not cast their vote by Remote e-Voting were allowed to do e-Voting at the AGM.
5. The Equity Shareholders holding shares as on Cut-off Date i.e. Friday, August 18, 2023, were entitled to vote on the resolutions stated in the Notice of the AGM of the Company.
6. After the closure of e-Voting at the AGM, the report on e-Voting done at the AGM and the votes cast under Remote e-Voting facility prior to the AGM were unblocked and were counted.
7. I have scrutinized and reviewed the Remote e-Voting prior and e-Voting during the AGM and votes cast therein based on the data downloaded from the e-Voting system of KFin Technologies.
8. I now submit my consolidated report as under on the result of the Remote e-Voting prior and e-Voting during the AGM in respect of the following resolutions.

S. No.	Type of Resolution	Particulars
1	Ordinary Resolution	To receive, consider and adopt: (a) the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2023 together with the Reports of the Board of Directors and Auditors thereon; and (b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2023, together with the Report of Auditors thereon
2	Ordinary Resolution	To declare the Interim dividend for the financial year 2023-24
3	Ordinary Resolution	To appoint a Director in place of Mr. Nachiket Vibhakar Sukhtankar (DIN 08778377), who retires by rotation and being eligible, offers himself for re-appointment as a Director
4	Special Resolution	Re-appointment of Mr. Shrenik Kumar Champalal (DIN: 08099410) as Whole Time Director (Executive Director) of the Company
5	Special Resolution	Re-appointment of Mrs. Nonavinakeri Srinivasaiyengar Rama (DIN: 06720033) as Independent Director of the Company
6	Special Resolution	Adoption of new set of Memorandum of Association of the Company as per the Companies Act, 2013
7	Special Resolution	Adoption of new set of Articles of Association of the Company

CONSOLIDATED REPORT ON RESULT OF VOTING THROUGH REMOTE E-VOTING PRIOR AND E-VOTING DURING THE AGM IS AS UNDER:

ITEM NO. 1: ORDINARY RESOLUTION

TO RECEIVE, CONSIDER AND ADOPT:

(A) THE AUDITED STANDALONE FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2023 TOGETHER WITH THE REPORT OF THE BOARD OF DIRECTORS AND AUDITORS THEREON; AND

(B) THE AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2023, TOGETHER WITH THE REPORT OF AUDITORS THEREON



(i) Voted in **favour** of the resolution:

Number of Members voted	Number of valid Votes Cast by them	% of total number of valid votes cast
148	8,39,30,294	99.997

(ii) Voted **against** the resolution:

Number of Members voted	Number of valid Votes Cast by them	% of total number of valid votes cast
2	2,703	0.003

(iii) Votes **invalid**:

Number of Members whose votes were declared invalid	Number of Invalid Votes Cast by them
Nil	NA

Note:

1 Member holding 12 Equity Shares abstained from voting on the Resolution No. 1 and therefore these shares (i.e. 12) were not considered for reckoning valid votes.

ITEM NO. 2: ORDINARY RESOLUTION

TO DECLARE THE INTERIM DIVIDEND FOR THE FINANCIAL YEAR 2023-24

(i) Voted in **favour** of the resolution:

Number of Members voted	Number of valid Votes Cast by them	% of total number of valid votes cast
147	8,39,30,094	99.997

(ii) Voted **against** the resolution:

Number of Members voted	Number of valid Votes Cast by them	% of total number of valid votes cast
3	2,903	0.003

(iii) Votes **invalid**:

Number of Members whose votes were declared invalid	Number of Invalid Votes Cast by them
Nil	NA

Note:

1 Member holding 12 Equity Shares abstained from voting on the Resolution No. 2 and therefore these shares (i.e. 12) were not considered for reckoning valid votes.

ITEM NO. 3: ORDINARY RESOLUTION

TO APPOINT A DIRECTOR IN PLACE OF MR. NACHIKET VIBHAKAR SUKHTANKAR (DIN 08778377), WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT AS A DIRECTOR



(i) Voted in **favour** of the resolution:

Number of Members voted	Number of valid Votes Cast by them	% of total number of valid votes cast
144	8,38,50,577	99.903

(ii) Voted **against** the resolution:

Number of Members voted	Number of valid Votes Cast by them	% of total number of valid votes cast
5	81,705	0.097

(iii) Votes **invalid**:

Number of Members whose votes were declared invalid	Number of Invalid Votes Cast by them
Nil	NA

Note:

2 Member holding 727 Equity Shares abstained from voting on the Resolution No. 3 and therefore these shares (i.e. 727) were not considered for reckoning valid votes.

ITEM NO. 4: SPECIAL RESOLUTION

RE-APPOINTMENT OF MR. SHRENIK KUMAR CHAMPALAL (DIN: 08099410) AS WHOLE TIME DIRECTOR (EXECUTIVE DIRECTOR) OF THE COMPANY

(i) Voted in **favour** of the resolution:

Number of Members voted	Number of valid Votes Cast by them	% of total number of valid votes cast
143	8,38,50,377	99.902

(ii) Voted **against** the resolution:

Number of Members voted	Number of valid Votes Cast by them	% of total number of valid votes cast
5	81,901	0.098

(iii) Votes **invalid**:

Number of Members whose votes were declared invalid	Number of Invalid Votes Cast by them
Nil	NA

Note:

3 Member holding 731 Equity Shares abstained from voting on the Resolution No. 4 and therefore these shares (i.e. 731) were not considered for reckoning valid votes.

ITEM NO. 5: SPECIAL RESOLUTION

RE-APPOINTMENT OF MRS. NONAVINAKERI SRINIVASAIYENGAR RAMA (DIN: 06720033) AS INDEPENDENT DIRECTOR OF THE COMPANY



(i) Voted in **favour** of the resolution:

Number of Members voted	Number of valid Votes Cast by them	% of total number of valid votes cast
145	8,39,29,355	99.997

(ii) Voted **against** the resolution:

Number of Members voted	Number of valid Votes Cast by them	% of total number of valid votes cast
3	2,723	0.003

(iii) Votes **invalid**:

Number of Members whose votes were declared invalid	Number of Invalid Votes Cast by them
Nil	NA

Note:

- (1) 3 Members holding 731 Equity Shares abstained from voting on the Resolution No. 5 and therefore these shares (i.e. 731) were not considered for reckoning valid votes; and
- (2) 1 Member voted less by 200 Share on the Resolution No. 5 than the shares he/she holds and therefore this share (200 Share) was not considered for reckoning valid votes.

ITEM NO. 6: SPECIAL RESOLUTION

ADOPTION OF NEW SET OF MEMORANDUM OF ASSOCIATION OF THE COMPANY AS PER COMPANIES ACT, 2013

(i) Voted in **favour** of the resolution:

Number of Members voted	Number of valid Votes Cast by them	% of total number of valid votes cast
143	8,39,29,171	99.996

(ii) Voted **against** the resolution:

Number of Members voted	Number of valid Votes Cast by them	% of total number of valid votes cast
4	3,103	0.004

(iii) Votes **invalid**:

Number of Members whose votes were declared invalid	Number of Invalid Votes Cast by them
Nil	NA

Note:

- 4 Member holding 735 Equity Shares abstained from voting on the Resolution No. 6 and therefore these shares (i.e. 735) were not considered for reckoning valid votes.



MAKS & CO.

Company Secretaries

FRN: P2018UP067700

O: 516, Fifth Floor, Wave Silver Tower, Sector 18,
Noida, U.P. – 201301

E: services@forecoreprofessionals.com

D: +120 120 413 2722

ITEM NO. 7: SPECIAL RESOLUTION

ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION OF THE COMPANY

(i) Voted in **favour** of the resolution:

Number of Members voted	Number of valid Votes Cast by them	% of total number of valid votes cast
142	8,38,50,373	99.902

(ii) Voted **against** the resolution:

Number of Members voted	Number of valid Votes Cast by them	% of total number of valid votes cast
5	81,901	0.098

(iii) Votes **invalid**:

Number of Members whose votes were declared invalid	Number of Invalid Votes Cast by them
Nil	NA

Note:

4 Member holding 735 Equity Shares abstained from voting on the Resolution No. 7 and therefore these shares (i.e. 735) were not considered for reckoning valid votes.

1. Based on the above voting, all resolutions carried on with requisite majority, accordingly I request the Chairman of the AGM to announce the results of the meeting.
2. All relevant records of voting will remain in my custody until the Chairman considers, approves and signs the minutes of the AGM and the same shall be handed over thereafter to the Chairman.

Thanking you,

Yours Sincerely,

For **MAKS & Co.,**
Company Secretaries
[FRN P2018UP067700]

ANKUSH
AGARWAL
Digitally signed by
ANKUSH AGARWAL
Date: 2023.08.25 20:03:04
+05'30'

Ankush Agarwal
Partner

Membership No.: F9719

C.P. No: 14486

Peer Review Certificate No.: 2064/2022

UDIN: F009719E000868181

Date : 25.08.2023

Place: Noida, U.P.

MAYAN
K JAIN
Digitally signed
by MAYANK JAIN
Date: 2023.08.25
20:20:04 +05'30'

Countersigned by:

Mayank Jain
Company Secretary
Membership No.: A26620

Date: 25.08.2023

Place: New Delhi