



Span Divergent Ltd.
(Formerly Span Diagnostics Ltd.)
9th Floor, Rajhans Bonista,
Behind Ram Chowk,
Ghod Dod Road,
Surat-395 007, INDIA.
☎ +91 261 266 32 32
☎ +91 261 266 57 57

Date: September 30, 2020

To,
Listing Compliance Department
Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Tower, 25th Floor,
Dalal Street,
Mumbai – 400 001

Dear Sir,

Subject: Declaration of e-voting Results of the 40th Annual General Meeting (AGM) of Shareholders of the Company held on Monday, September 28, 2020 through Video Conference (VC)

Scrip Code: 524727

Pursuant to Regulation 44 of SEBI (Listing Obligation and Disclosures Requirement) Regulations, 2015, as amended from time to time, we are submitting herewith details in respect of the e-voting results of the 40th Annual General Meeting of the Company held on Monday, September 28, 2020 through Video Conferencing along with consolidated Report of the Scrutinizer on remote e-voting and e-voting done during the course of AGM.

You are requested to take note of the same and disseminate information to the stakeholders.

Thanking you,

Yours faithfully,

For Span Divergent Limited

Viral P. Desai
Managing Director
DIN: 00029219



DETAILS OF VOTING RESULTS AT THE AGM AS PER THE FORMAT PRESCRIBED REGULATION 44(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENT) REGULATIONS, 2015

Name of the Company: Span Divergent Limited
CIN: L74999GJ1980PLC003710
Registered Office: 9th Floor, 902 – 904, Rajhans Bonista, Behind Ram Chowk Temple, Ghod Dod Road, Surat – 395 007

Date of AGM	Monday, September 28, 2020
Total No. of Shareholders on record date	Cut Off Date is September 21, 2020 2297
No. of shareholders present in the meeting either in person or through proxy: <ul style="list-style-type: none"> • Promoters and Promoters Group: • Public 	Not Applicable
No. of Shareholders attended the meeting through Video Conferencing <ul style="list-style-type: none"> • Promoters and Promoters Group: • Public 	7 25

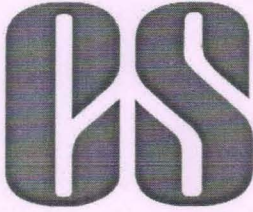
Agenda – wise disclosure (to be disclosed separately for each agenda item)

Resolution required: (Ordinary / Special)		Item No.:1 To receive, consider and adopt:				
		(a) The Audited Financial Statements of the Company for the financial year ended on March 31, 2020, and the Reports of the Board of Directors and Auditor thereon. (b) The Audited Consolidated Financial Statements of the Company for the financial year ended on March 31, 2020 and reports of Auditor thereon. (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	% of Votes in favour 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	3169751	90.49	3169751	0.00	100.00	0.00
	Poll	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-
	Total	3502729	90.49	3169751	0.00	100.00	0.00
Public Institutions	E-Voting	-	-	-	-	-	-
	Poll	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-
	Total	-	-	-	-	-	-
Public Non-Institutions	E-Voting	1959018	42.42	831050	6	99.9993	0.0007
	Poll	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-
	Total	1959018	831056	42.42	831050	6	99.9993
Total	5461747	4000807	73.25	4000801	6	99.9999	0.0001
Resolution required: (Ordinary / Special)							
Item No.:2 To appoint a director in place of Dr. Pradip K Desai (DIN: 00026541) who retires by rotation and being eligible, offer himself for reappointment							
(Ordinary Resolution)							
Whether Promoter/Promoter Group are interested in the agenda/resolution?							
Yes							
Promoter and Promoter Group	E-Voting	0.00	0.00	0.00	0.00	0.00	0.00
	Poll	0.00	0.00	0.00	0.00	0.00	0.00
	Postal Ballot (if applicable)	-	-	-	-	-	-
	Total	0.00	0.00	0.00	0.00	0.00	0.00
Public Institutions	E-Voting	-	-	-	-	-	-
	Poll	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-
	Total	-	-	-	-	-	-

Public Non-Institutions	E-Voting	1959018	829056	42.32	829050	6	99.9993	0.0007
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Total	Total	1959018	829056	42.32	829050	6	99.9993	0.0007
		5461747	829056	15.18	829050	6	99.9993	0.0007
Resolution required: (Ordinary / Special)								
Item No.:3 To appoint M/s. Y. B. Desai & Associates., Chartered Accountants as Statutory Auditors of the Company for a period of 5 (Five) years in place of retiring auditor M/s. Haribhakti & Co. LLP								
(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
Promoter and Promoter Group	E-Voting	3502729	3169751	90.49	3169751	0.00	100.00	0.00
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	3502729	3502729	90.49	3169751	0.00	100.00	0.00
Public Institutions	E-Voting	-	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	-	-	-	-	-	-	-
Public Non-Institutions	E-Voting	1959018	831056	42.42	831050	6	99.9993	0.0007
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	1959018	831056	42.42	831050	6	99.9993	0.0007
Total		5461747	4000807	73.25	4000801	6	99.9999	0.0001

Resolution required: (Ordinary / Special)		Item No.:4 Payment of remuneration to Non- Executive Director Dr. Pradip K Desai (Special Resolution)										
Whether Promoter/Promoter Group are interested in the agenda/resolution?		Yes										
Promoter and Promoter Group	E-Voting Poll	3502729	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
	Postal Ballot (if applicable)		0.00	0.00								0.00
	Total	3502729	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
			-	-	-	-	-	-	-	-	-	-
Public Institutions	E-Voting Poll		-	-								-
	Postal Ballot (if applicable)		-	-								-
	Total		-	-								-
			829056	42.32	829050	6	99.9993				0.0007	
Public Non-Institutions	E-Voting Poll	1959018	-	-								-
	Postal Ballot (if applicable)		-	-								-
	Total	1959018	829056	42.32	829050	6	99.9993				0.0007	
			829056	15.18	829050	6	99.9993				0.0007	
Total		5461747		829056	15.18	829050	6	99.9993			0.0007	



MITESH RANA & CO.

Company Secretaries
(M) + 91 97374 61233

Email: csmiteshrana@gmail.com

Address: Office No. 38, Second Floor, Samanvay Status II, Atladra, Padra Road, Vadodara – 390 012

CONSOLIDATED REPORT OF SCRUTINIZER

[Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

To,
The Chairman / Managing Director
40th Annual General Meeting of the Equity Shareholders of
Span Divergent Limited
CIN: L74999GJ1980PLC003710
9th Floor, 902 – 904,
Rajhans Bonista, Behind Ram Chowk Temple,
Ghod Dod Road, Surat – 395 007

Dear Sir

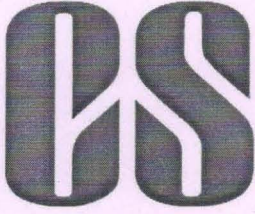
I Mitesh Rana, Practicing Company Secretary had been appointed as the Scrutinizer by the Board of Directors of Span Divergent Limited (“the Company”) under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended from time to time) for the purpose of scrutinizing the process of remote e-voting by electronic means and e-voting contained in the Notice dated July 10, 2020 (“Notice”) issued in accordance with the General Circular No. 14/2020, 17/2020, 20/2020 & 22/2020 issued by the Ministry of Corporate Affairs on April 08, 2020, April 13, 2020, May 05, 2020 and June 15, 2020, respectively and SEBI Circular dated May 12, 2020 (“MCA and SEBI Circular”) calling the 40th Annual General Meeting of its Equity Shareholders (“40th AGM”) through Video Conferencing (“VC”) / Other Audio Visual Means (“OVAM”) facility. The AGM was convened on Monday, September 28, 2020 at 11:30 A.M. Indian Standard Time (“IST”) through VC / OVAM. I submit my Scrutinizer’s report as under:

1. The Company had sent Notice dated July 10, 2020 convening the 40th AGM along with Statement setting out material facts under Section 102 of the Companies Act, 2013 and Annual Report 2019-2020 by electronic means i.e. on the registered e-mail IDs of the Shareholders on September 05, 2020 as the case may be, to those members whose names appeared in the Register of Members / List of beneficiaries as on August 28, 2020 (being the cut off date for sending Annual Report to the shareholders).

As per the provisions of the Companies Act, 2013, the numbers of votes cast in respect of each resolution have been counted according to the numbers of shares held by the concerned shareholders. One share held equal to one vote.

2. The Company had appointed NSDL as the Service Provider for extending the facility of electronic voting i.e. remote e-voting from Friday, September 25, 2020 at 9:00 a.m. till September 27, 2020 at 5:00 p.m. The Company has also provided e-voting facility as provided by NSDL to the shareholders during the AGM to vote on the resolutions set out in the Notice of the said AGM, if they had not cast their vote earlier through remote e-voting. The Notice clearly indicated the process and manner for voting through remote e-voting and e-voting during the AGM.
3. The above notice was also placed on the website of the Company www.span.in forthwith after it was sent to the members.





MITESH RANA & CO.

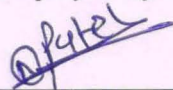
Company Secretaries

(M) + 91 97374 61233

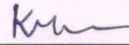
Email: csmiteshrana@gmail.com

Address: Office No. 38, Second Floor, Samanvay Status II, Atladra, Padra Road, Vadodara – 390 012

4. As prescribed in the aforesaid rules and MCA and SEBI Circulars, the Company has also published an advertisement in daily Newspaper “Financial Express” (English Language) and in “Dhabkar” (Gujarati Language) on September 05, 2020 and it carried the required information as specified in the said rules.
5. The Equity Shareholders holding shares as on the cut off date i.e. Monday, September 21, 2020 were entitled to vote on the proposed resolutions (Item Nos. 1 to 4) as set out in the Notice of the 40th Annual General Meeting of the Span Divergent Limited either through remote e-voting or through e-voting during the AGM.
6. The attendance of Thirty-Two (32) Members was registered who attended the AGM through VC / OAVM as per the MCA Circular.
7. After completion of e-voting during the AGM, the data of e-voting was diligently scrutinised. Thereafter, data of e-voting were reconciled with the records and the authorisations lodged with the Company. Detailed registers were maintained containing the summary of results of remote e-voting and e-voting during the AGM.
8. Thereafter, the vote cast through remote e-voting as well as e-voting at the AGM were unblocked after completion of e-voting during the AGM in presence of two witnesses who are not in the employment of Company. They have signed below mentioned confirmation of the votes being unblocked in their presence.



Nilesh Patel
(Witness No. 1)



Kanu Mali
(Witness No. 2)

9. Thereafter, the details containing, inter alia, list of equity shareholders who voted “for” or “against” each of the resolutions that were put to vote, were generated from the remote e-voting website of NSDL i.e. www.evoting.nsdl.com.

The remote e-voting data was scrutinised by the undersigned for verification of the votes cast in favour of or against the resolutions.

10. Based on the reports generated from the e-voting website of NSDL at the 40th Annual General Meeting of Span Divergent Limited, I hereby submit my consolidated report on the results of the remote e-voting together with that of e-voting during the 40th Annual General Meeting in respect of the said resolutions as under:

ORDINARY BUSINESS

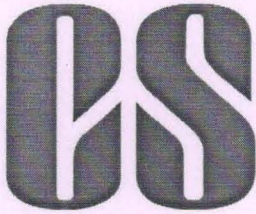
Resolution No. 1 – As an Ordinary Resolution:

To receive, consider and adopt:

(a) The Audited Financial Statements of the Company for the financial year ended on March 31, 2020, and the Reports of the Board of Directors and Auditor thereon.

(b) The Audited Consolidated Financial Statements of the Company for the financial year ended on March 31, 2020 and reports of Auditor thereon.



**MITESH RANA & CO.**

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Particulars of Mode of Voting	Total Number of valid votes cast	Votes in favour of the resolution		Votes in against the resolution	
		Number	% of total number of valid votes cast	Number	% of total number of valid votes cast
Remote E-voting	3425174	3425168	99.9998	6	0.0002
E-voting during AGM	575633	575633	100.00%	Nil	Nil
Total Voting	4000807	4000801	99.9999	6	0.0001

Resolution No. 2 – As an Ordinary Resolution:

To appoint a director in place of Dr. Pradip K Desai (DIN: 00026541) who retires by rotation and being eligible, offer himself for reappointment

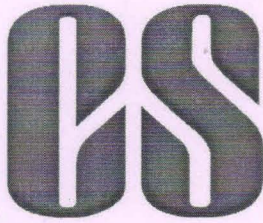
Particulars of Mode of Voting	Total Number of valid votes cast	Votes in favour of the resolution		Votes in against the resolution	
		Number	% of total number of valid votes cast	Number	% of total number of valid votes cast
Remote E-voting	253423	253417	99.9976	6	0.0024
E-voting during AGM	575633	575633	100.00%	Nil	Nil
Total Voting	829056	829050	99.9993	6	0.0007

Resolution No. 3 – As an Ordinary Resolution:

To appoint M/s. Y. B. Desai & Associates., Chartered Accountants as Statutory Auditors of the Company for a period of 5 (Five) years in place of retiring auditor M/s. Haribhakti & Co. LLP

Particulars of Mode of Voting	Total Number of valid votes cast	Votes in favour of the resolution		Votes in against the resolution	
		Number	% of total number of valid votes cast	Number	% of total number of valid votes cast
Remote E-voting	3425174	3425168	99.9998	6	0.0002
E-voting during AGM	575633	575633	100.00%	Nil	Nil
Total Voting	4000807	4000801	99.9999	6	0.0001





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Resolution No. 4 – As a Special Resolution:

Payment of remuneration to Non- Executive Director Dr. Pradip K Desai

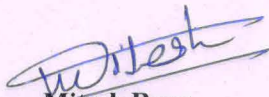
Particulars of Mode of Voting	Total Number of valid votes cast	Votes in favour of the resolution		Votes in against the resolution	
		Number	% of total number of valid votes cast	Number	% of total number of valid votes cast
Remote E-voting	253423	253417	99.9976	6	0.0024
E-voting during AGM	575633	575633	100.00%	Nil	Nil
Total Voting	829056	829050	99.9993	6	0.0007

- All the above mentioned resolutions are deemed to have been passed with requisite majority.
- I hereby confirmed that I am maintaining the Registers received from the Service Provider in respect of votes cast through e-Voting and e-voting during the AGM. I shall be arranging to hand over these records to the Chairman / Managing Director of the Company or to such person to be authorised by him in due course as prescribed in the said Rules.
- The Management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and Rules relating to Remote e-Voting and e-voting during the AGM for resolutions contained in the Notice to the 40th Annual General Meeting of the members of the Company. My responsibility as scrutinizer for the Remote e-Voting process and E-voting at the Annual General Meeting is restricted to make scrutinizer's Report of the votes cast "in favour" or "against" the resolutions stated above based on reports generated from the e-Voting system provided by NSDL, the authorised agency engaged by the Company to provide e-Voting facilities for e-Voting.

Thanking you,

Yours faithfully,

**For Mitesh Rana & Co.
Company Secretaries**



Mitesh Rana
Proprietor

COP No.: 12364

Membership No.: A28113

UDIN: A028113B000798916



Place: Vadodara

Date: September 28, 2020