

September 16, 2022

BSE Limited
Corporate Relation Dept.
P. J. Towers, Dalal Street
Mumbai - 400 001.
Scrip Code: 532859

National Stock Exchange of India Ltd.
"Exchange Plaza",
Bandra Kurla Complex, Bandra (E)
Mumbai - 400 051.
Symbol: HGS

Dear Sirs/ Madam,

Sub: Update – Scheme of Arrangement between NXTDIGITAL Limited (“Demerged Company”) and Hinduja Global Solutions Limited (“Resulting Company”) and their respective shareholders (“Scheme of Arrangement”) under the provisions of Sections 230-232 and other applicable provisions of the Companies Act, 2013

This is in continuation to our letter dated September 2, 2022 attaching therewith, *inter-alia*, detail the voting results under regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Scrutinizer’s Report etc. of the Equity Shareholders meeting of the Company held on September 2, 2022.

We wish to enclose herewith the certified copies of the minutes of meeting of the Equity Shareholders of the Company held pursuant to order of the Hon’ble National Company Law Tribunal, Mumbai Bench on September 2, 2022.

Kindly take the above information on record.

For **Hinduja Global Solutions Limited**

NAREN
DRA
SINGH

Digitally signed
by NARENDRA
SINGH
Date: 2022.09.16
16:47:17 +05'30'

Narendra Singh
Company Secretary

Encl: As above

HINDUJA GLOBAL SOLUTIONS LIMITED

Regd. Office: Hinduja House, No. 171, Dr. Annie Besant Road, Worli, Mumbai - 400 018. India. Telephone: 91-022-2496 0707, Fax: 91-22-2497 4208, Website: www.teamhgs.com
Corporate Office: Gold Hill Square Software Park, No. 690, 1st Floor, Hosur Road, Bommanahalli, Bengaluru - 560 068. India. Telephone: 91-80-4643 1000 / 4643 1222
Corporate Identity Number:L92199MH1995PLC084610

MINUTES OF THE MEETING OF EQUITY SHAREHOLDERS OF HINDUJA GLOBAL SOLUTIONS LIMITED ('THE COMPANY'), CONVENED PURSUANT TO THE ORDER DATED JULY 29, 2022 OF THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL ('NCLT'), MUMBAI BENCH, HELD ON FRIDAY, SEPTEMBER 02, 2022 AT 1.00 P.M. AT HALL OF HARMONY, NEHRU CENTRE, DR. ANNIE BESANT ROAD, WORLI, MUMBAI – 400 018 [MEETING CONCLUDED AT 1.43 P.M.]

PRESENT

Ms. Bhumika Batra	:	Chairperson appointed by Hon'ble NCLT Independent Director (Chairperson of Stakeholders Relationship and Share Allotment Committee; and Risk Management Committee)
Mr. Anil Harish	:	Independent Director (Chairman of the Audit Committee, Nomination and Remuneration Committee and CSR Committee)
Mr. Sudhanshu Tripathi	:	Non-Executive Director (Chairman of the Committee of Directors)
Dr. Ganesh Natarajan	:	Independent Director
Mr. Partha DeSarkar	:	Whole-time Director

In Attendance

Mr. Narendra Singh	:	Company Secretary
Ms. Amrita Nautiyal	:	Practicing Company Secretary Scrutinizer appointed by the Hon'ble NCLT

Invitees

Mr. Srinivas Palakodeti	:	Chief Financial Officer
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Mr. Narendra Singh welcomed all the person present to the Hon'ble National Company Law Tribunal, Mumbai Bench ('NCLT') convened meeting of Equity Shareholders of the Company held pursuant to the Order dated July 29, 2022 in the matter of Scheme of Arrangement between NXTDIGITAL Limited and Hinduja Global Solutions Limited and their respective shareholders under the provisions of Sections 230-232 and other applicable provisions of the Companies Act, 2013.

He further informed the Members that vide Order dated July 29, 2022, in the Company Scheme Application C.A. (CAA)/ 155/2022, the Hon'ble NCLT, Mumbai Bench, appointed Ms. Bhumika Batra, Independent Director of the Company, as the Chairperson for the meeting of Equity Shareholders of the Company.

He then introduced the Board Members, Ms. Bhumika Batra, Chairperson of the Meeting, Mr. Anil Harish, Independent Director, Mr. Sudhanshu Tripathi, Non-Executive Director, Dr. Ganesh Natarajan, Independent Director, Mr. Partha DeSarkar, Whole time Director and Invitee, Mr. Srinivas Palakodeti, Chief Financial Officer. He further informed the Members that Mr. Y. M. Kale had expressed his inability to attend the meeting as he was unwell.

Mr. Narendra Singh then stated that as informed by the Representative of Kfin Technologies Limited, Registrar and Share Transfer Agent of the Company, the requisite number of shareholders forming the quorum for the Meeting were present and requested Chairperson to chair and conduct the proceedings of the Meeting.

1. CHAIRPERSON

Ms. Bhumika Batra, Chairperson appointed by the Hon'ble NCLT to conduct the proceedings of the meeting of Equity Shareholders of the Company took the Chair. She informed the Member at it is 1.00 p.m., hence commenced the proceedings of the meeting of Equity Shareholders Meeting at Hall of Harmony, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai - 400 018.

The Chairperson welcomed the Members present in Person and Proxies to the Hon'ble NCLT convened meeting of the Equity Shareholders of the Company.

2. QUORUM

The Chairperson enquired about the presence of quorum. The Chairperson was informed that 195 Members were present in Person at the meeting.

In view of this and after satisfying the requisite quorum, the Chairperson called the Meeting to order.

3. ATTENDANCE – IN PERSON / PROXY

195 Members were present in person. 117 Members were present through Proxies.

4. AVIALABILITY OF DOCUMENTS FOR INSPECTION OF THE MEMBERS

The Chairperson informed the Members that the requisite documents as stated in Notice dated July 29, 2022 convening the meeting of Equity Shareholders were made available for inspection of the Members. The documents were also kept open for inspection during the meeting.

Ms. Bhumika Batra then informed the Members that the meeting was convened "To consider, and if thought fit, approve, the Scheme of Arrangement between NXTDIGITAL Limited ("Demerged Company") and Hinduja Global Solutions Limited ("Resulting Company") and their respective shareholders ("Scheme of Arrangement" or "Scheme") under the provisions of Sections 230-232 and other applicable provisions of the Companies Act, 2013."

5. PRESENCE OF SCRUTINIZER AND AVAILABILITY OF BALLOT BOX

The Chairperson informed the Members that Hon'ble NCLT vide order dated July 29, 2022 appointed Ms. Amrita D. C. Nautiyal, Practicing Company Secretary, (CP No. 7989) (Membership No. FCS 5079) of M/s. Amrita Nautiyal & Associates as the Scrutinizer to conduct the voting process in a fair and transparent manner. Thereafter, Chairperson requested

Ms. Amrita Nautiyal to confirm the availability of Ballot Box to provide the facility to cast vote through Ballot papers by the Members, Proxies and Authorised Representatives, if any, at the meeting. Ms. Amrita Nautiyal confirmed the availability of the Ballot box, adequate ballot papers and shown the empty ballot box to the Members present at the meeting.

6. NOTICE OF MEETING OF THE EQUITY SHAREHOLDERS

The Chairperson apprised the Members that the copy of Notice along with Explanatory Statement dated July 29, 2022 and all other annexures were sent to all the Equity Shareholders by electronic mode whose e-mail addresses were registered with the Registrar and Transfer Agents of Company or Depository Participants. Printed copy of the Notice along with Explanatory Statement and all other annexure were sent to all those Equity Shareholders who have not registered their e-mail addresses with the Depositories or the RTA of the Company. The dispatch of Notice by electronic and physical mode along with Explanatory Statement and all other annexures was completed on July 30, 2022. Notice of the meeting was also served to all the unsecured creditors of the Company. Further, in accordance with the requirement of Section 230 of the Companies Act, 2013, Notice of meeting of Equity Shareholders was also served to Income Tax Department, SEBI, Reserve Bank of India, Registrar of Companies, Regional Director, MCA, BSE Limited and National Stock Exchange of India Limited.

The Members were also informed that as per the Order of Hon'ble NCLT, newspaper advertisements of the Equity Shareholders' meeting was published in Business Standard (in English) and Sakal (in Marathi) on August 1, 2022.

Further, the Company had offered remote E-voting facility to its Equity Shareholders holding equity shares as on August 26, 2022 (cut-off date), to exercise their right to vote on the resolution. A person, whose name was not recorded in the Register of Members or in the Register of Beneficial Owners maintained by NSDL/CDSL as on the cut-off date i.e. August 26, 2022, were not entitled to facility of remote E-voting or voting at the Venue of the meeting. Voting rights was reckoned on the paid-up value of the equity shares registered in the names of the equity shareholders as on August 26, 2022. E-voting commenced on Monday, August 29, 2022, at 9.00 am IST and ended on Thursday, September 1, 2022, at 5.00 pm IST. Promotor and Promotor Group, being related party, neither participated in the voting process nor attended the meeting.

It was also informed to the Members that as per the Notice convening meeting of Equity Shareholders of the Company, there is only one item which is to be transacted in this meeting that is "To consider and approve the Scheme of Arrangement between NXTDIGITAL Limited ("Demerged Company") and Hinduja Global Solutions Limited ("Resulting Company") and their respective shareholders under Sections 230-232 and other applicable provisions, if any, of the Companies Act, 2013." The resolution for approval of the Equity Shareholders was as under:-

"RESOLVED THAT pursuant to the provisions of Sections 230 – 232 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications, or re-enactments or amendments thereof, for the time being in force) and the rules, circulars, notifications made thereunder, and in accordance with the provisions of the Memorandum of Association and Articles of Association of the Company and applicable regulations of the

Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) as amended from time to time and subject to the approval of Hon’ble National Company Law Tribunal, Mumbai Bench (“Hon’ble NCLT”) and subject to such other approvals, consents, permissions or sanctions of regulatory and other authorities, as may be necessary and subject to conditions and modifications, if any, as may be prescribed, stipulated or imposed by Hon’ble NCLT or by any regulatory or other authorities, from time to time, while granting such approvals, consents, permissions or sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to mean and include Committee constituted by the Board at their meeting held on January 14, 2022), the arrangement embodied in the Scheme of Arrangement between NXTDIGITAL Limited (“Demerged Company”) and Hinduja Global Solutions Limited (“Resulting Company”) and their respective shareholders (“Scheme”) as placed before this meeting and initialled by Mr. Narendra Singh, Company Secretary for the purpose of identification, be and is hereby approved.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this Resolution and effectively implement the arrangement embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the Hon’ble NCLT while sanctioning the arrangement embodied in the Scheme or by any authority(ies) under the law, or as may be required for the purpose of resolving any questions or doubts or difficulties that may arise including passing of such accounting entries and/or making such adjustments in the books of accounts as considered necessary in giving effect to the Scheme, as the Board may deem fit and proper”.

With the consent of the Members present, the Notice along with explanatory statement dated July 29, 2022 convening the Meeting of Equity Shareholders including resolution was taken as read. Members were further informed that the rationale of the Scheme was mentioned under point 10 in Page Nos. 17-18 of the Notice.

7. QUESTIONS ASKED, COMMENTS MADE AND CLARIFICATIONS SOUGHT

The Chairperson then invited Members to ask questions, seek clarifications and give comments on the Scheme of Arrangement. The Chairperson requested the Members to be brief and to the point to Item of Business set out in the Notice dated July 29, 2022. Few Members (Speakers) asked questions, made comments and sought clarification etc.

Following Members spoke at the Meeting:

- i. Mr. Tushar D. Sodha
- ii. Ms. Celestine E. Mascarenhas
- iii. Mrs. Smita Bharat Shah
- iv. Mr. Bharat Mulchand Shah
- v. Mr. Gautam Kedarprasad Tiwari
- vi. Mr. Ronald Fernandes
- vii. Mr. Adil Polad Irani
- viii. Ms. Dasy

The Speakers made following comments/ suggestions, sought clarifications and asked questions as under:

- Enquired about swap ratio of Equity Shares to be issued to the shareholders of NXTDigital Limited post approval of Scheme of Arrangement.
- Enquired about plan of the Company post approval of Scheme of Arrangement in relation to functioning of digital business being acquired.
- Enquired about the future strategy to grow business of the Company.
- Thanked the Board and the Management for considering the Shareholders' suggestion made earlier about Issue of Bonus Equity Shares.
- Thanked the Company to convene in person meeting of the Equity Shareholders.
- Complimented for timely receipt of Notice of the meeting.
- Thanked the Board and the Management for payment of dividend quarterly.
- One Shareholder requested for physical copy of Notice.

The Chairperson thanked the Members for their suggestions, comments and showing keen interest in the Scheme of Arrangement. The Chairperson responded to the queries of the Shareholders to their satisfaction and asked Company Secretary to provide the copy of Notice as requested by one shareholder.

8. VOTING AT THE MEETING

The Chairperson stated that the Companies Act, 2013 and SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, as amended, provide for electronic voting on the resolution requiring shareholders' approval. Accordingly, the Company had provided its Members the facility to cast their vote through remote e-voting system administered by KFIN Technologies Limited ('KFin'), Registrar and Share Transfer Agents of the Company.

As stated earlier, remote e-voting period commenced on Monday, August 29, 2022 at 9:00 a.m. (IST) and ended on Thursday, September 1, 2022 at 5:00 p.m. (IST). Facility for voting at the venue of the meeting had also been provided. Since, the meeting was conducted in person, the requirement of appointing Proxies was also applicable.

Thereafter, the Chairperson stated that the voting through ballot paper is also made available at the venue of the meeting. Members/ Proxies who have not voted through remote e-voting can cast vote through ballot paper also.

The Chairperson then informed the Members that Voting facility would remain open for 15 minutes to enable the Members to cast their votes. Members were also requested to put ballot papers in the Ballot box available with the Scrutinizer to the meeting.

Voting at the venue of the meeting continued for 15 minutes.

The Chairperson also informed the Members that after completion of voting, the Scrutinizer would submit a consolidated Scrutinizer's Report (on remote e-voting and on voting at the meeting through Ballot Paper). The results would be announced within 2 working days from the conclusion of the meeting and the same would be intimated to the Stock Exchanges and

uploaded on the website of the Company and KFin Technologies Limited. The Results would also be displayed on the Notice Board at the Registered Office and Corporate Office of the Company. Thereafter, Chairperson requested Ms. Amrita Nautiyal to supervise the voting process.

9. CLOSURE OF MEETING

The Chairperson, on behalf of the Board, thanked each of the Members, Proxies and Authorized Representatives, if any, for attending the Meeting. She also thanked all the Directors and invitees for attending the meeting.

The meeting was declared as closed at 1:43 P.M. The quorum was present throughout the meeting.

10. COMBINED RESULTS OF THE VOTING

The combined results of the voting of item of business of the Equity Shareholders Meeting as per Notice dated July 29, 2022 was declared on September 2, 2022 based on the report of the Scrutiniser dated September 2, 2022 (Report of the scrutinizers enclosed as Annexure I).

The consolidated result as per the Scrutinizers' Report dated September 2, 2022 was as follows:

	No. of Members who cast their votes through remote e-voting (A)	No. of votes cast through remote e-voting (B)	No. of Members who cast their votes through Ballot papers at Tribunal Convened Meeting (C)	No. of votes cast through Ballot papers at Tribunal Convened Meeting (D)	Total valid confirmations of remote e-voting and Ballot paper at Tribunal Convened Meeting (A+C)	Total votes cast (B+D)	Percentage of total votes cast (%)
Votes cast in favour of the resolution	255	67,94,867	171	2,61,525	426	70,56,392	94.2567
Votes cast against the resolution	41	4,29,964	0	0	41	4,29,964	5.7433
Total	296	72,24,831	171	2,61,525	467	74,86,356	100.0000

Based on the Report of the Scrutiniser, the Resolution as set out in the Notice dated July 29, 2022 was duly approved by the Members with requisite majority in accordance with the requirements of section 230 of the Companies Act, 2013.

Sd/-
CHAIRPERSON

Place: Mumbai

Certified true copy

For Hinduja Global Solutions Limited



Narendra Singh
Company Secretary

Amrita Nautiyal & Associates

Practising Company Secretary

1, Bina Shopping Centre,
M.V. Road,
Andheri East,
Mumbai 400 069.
Tel-Fax: 022 26830079/80

CONSOLIDATED SCRUTINIZER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 read with the Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, and Regulation 44 of the Securities and Exchange Board of India (Listing of Obligations and Disclosure Requirements) Regulation, 2015 and as per the directions issued by the Hon'ble National Company Law Tribunal, Mumbai Bench ("NCLT" or "Tribunal") vide its Order dated July 29, 2022 in the Company Scheme Application C.A.(CAA)/155/2022]

To,
Ms. Bhumika Batra
Chairman appointed by the Hon'ble NCLT for the meeting of Equity Shareholders of Hinduja Global Solutions Limited.

Dear Madam,

Sub : Consolidated Scrutinizer's Report for remote e-voting and voting at the Tribunal Convened Meeting of the Equity Shareholders ("Meeting") of Hinduja Global Solutions Limited in connection with the resolution detailed in notice dated July 29, 2022 ("Notice"), convening Meeting of the Company on Friday, September 2, 2022, at 1.00 p.m.(IST) held at Hall of Harmony, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai – 400018 in pursuance of directions issued by the Hon'ble National Company Law Tribunal, Mumbai Bench ("NCLT" or "Tribunal") vide it's Order dated July 29, 2022 in the Company Scheme Application C.A.(CAA)/155/2022.

I, Amrita D.C. Nautiyal, Practising Company Secretary, proprietor at Amrita Nautiyal & Associates have been appointed as Scrutinizer by Hon'ble NCLT for the purpose of remote E-voting process ("Remote e-voting") as well as voting by use of electronic means or ballot papers at the meeting ("Voting") in respect of resolution proposed at the meeting held on Friday, September 2, 2022, at 1.00 p.m. (IST) held at Hall of Harmony, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai – 400018, in accordance with the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended ("the Rules") and Secretarial Standard on General Meetings ("SS2") issued by the Institute of Company Secretaries of India in pursuance of directions issued by the Hon'ble NCLT, Mumbai Bench vide it's Order dated July 29, 2022 in the Company Scheme Application C.A.(CAA)/155/2022.



Amrita Nautiyal & Associates

Practising Company Secretary

1, Bina Shopping Centre,
M.V. Road,
Andheri East,
Mumbai 400 069.
Tel-Fax: 022 26830079/80

I do hereby submit my Report as under: -

- a. The Company appointed KFin Technologies Limited ("KFinTech") as the **Service Provider** for providing the facility for voting by the equity shareholders through remote e-voting. Further, the Company also provided the facility to vote by ballot papers at the venue of the meeting.
- b. KFinTech is also the Registrar and Transfer Agent ("RTA") of the Company.
- c. KFinTech had provided a system for recording the votes of the equity shareholders electronically through remote e-voting on the item of the business sought to be transacted at the meeting of the Company, which was held on Friday, September 02, 2022.
- d. KFinTech had set up remote e-voting facility at <https://evoting.kfintech.com>. The Company had uploaded Notice of the meeting, *inter-alia*, containing the item of the business to be transacted at the meeting on the website of the Company and also its Service Provider and also on the websites of Stock Exchanges viz BSE Limited and National Stock Exchange of India Limited to facilitate their equity shareholders to cast their vote through remote e-voting.
- e. The Management of the Company is responsible for ensuring compliance with the requirements of the Act and the Rules made thereunder and SEBI Listing Regulations relating to the voting done through the remote e-voting and voting at the Meeting by ballot papers on the resolution contained in the Notice of the Meeting.
- f. My responsibility as a Scrutinizer for the voting process [through remote e-voting and voting at the Meeting by ballot papers, was restricted to scrutinize the remote e-voting and voting process at the venue of the Meeting, in a fair and transparent manner and to prepare a consolidated Scrutinizer's Report of the votes cast in **Favour or Against** the resolution stated in the Notice, based on the reports generated from the e-voting system provided by KFin Tech and ballot papers scrutinized.
- g. The **Cut-off date** was **Friday, August 26, 2022** for the purpose of deciding the equity shareholders entitled to vote through remote e-voting and voting at the Meeting on the resolution seeking their approval.
- h. The remote e-voting period commenced at **9:00 A.M. (IST) on Monday, August 29, 2022** and closed at **5:00 P.M.(IST) on Thursday, September 01, 2022**.



Amrita Nautiyal & Associates

Practising Company Secretary

1, Bina Shopping Centre,

M.V. Road,

Andheri East,

Mumbai 400 069.

Tel-Fax: 022 26830079/80

- i. The Company completed the dispatch of the Notice of the meeting by electronic mode to those equity shareholders whose email IDs are registered with the KFinTech / Depositories/Company and through courier/mail, physically to those equity shareholders who have not registered their email IDs with the KFinTech / Depositories/ Company on **July 30, 2022**. The Notices contained the detailed procedure to be followed by the equity shareholders who were desirous of casting their votes electronically as provided in the Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and as provided in the MCA & SEBI Circulars.
- j. As prescribed in clause (v) of sub rule 4 of Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, the Company also released an advertisement, which was published in English language in Business Standards (Mumbai Edition) on August 1, 2022 and translation thereof in Marathi language in "Sakal" on August 1, 2022 (Mumbai Edition) respectively.
- k. KFinTech provided me the names, DPID-Client ID/Folio Numbers and shareholding of equity shareholders who had cast their votes through remote e-voting and voting through ballot papers at the meeting.
- l. After completion of voting process at the Meeting, the votes cast through voting at the Meeting and through remote e-voting prior to the date of the Meeting were unblocked and downloaded from the e-voting website of KFinTech. The remote e-voting data / results downloaded from the e-voting system of KFinTech and the ballot papers submitted by the equity shareholders were scrutinised and reviewed, votes were counted and results were prepared.
- m. The Consolidated result of the voting for the Hon'ble NCLT Convened Meeting is as under: -

To consider and approve the Scheme of Arrangement between NXTDIGITAL Limited ("Demerged Company") and Hinduja Global Solutions Limited ("Resulting Company") and their respective shareholders under Sections 230-232 and other applicable provisions, if any, of the Companies Act, 2013.



Amrita Nautiyal & Associates

Practising Company Secretary

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Votes cast against the resolution	41	4,29,964	0	0	41	4,29,964	5.7433
Total	296	72,24,831	171	2,61,525	467	74,86,356	100.0000

5 (Five) members representing 101 votes abstained from voting.

Based on the foregoing, the Resolution as stated in the Notice of the Meeting of the Company **Stands Passed** with the 94.2567% i.e. more than requisite majority in accordance with the requirements of section 230 of the Companies Act, 2013 on the the date of the Tribunal Convened Meeting i.e. Friday, September 2, 2022, at 1.00 p.m. (IST) held at Hall of Harmony, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai – 400018 of equity shareholders through electronic means and ballot papers.

The electronic data & ballots papers and all other relevant records relating to the voting are under my safe custody and will be handed over to the Company for preserving safely after Chairman considers, approves and signs the minutes of Tribunal Convened Meeting.

Place: Mumbai
Date: 02nd September, 2022

For Amrita Nautiyal & Associates
PR. No: 1332/2021

CS Amrita Nautiyal
Proprietor

FCS No: 5079 / C P No: 7989
UDIN: F005079D000893483

