

**September 26, 2022**

The National Stock Exchange of India Ltd.  
Corporate Communications Department  
"Exchange Plaza", 5<sup>th</sup> Floor,  
Bandra-Kurla Complex, Bandra (East),  
Mumbai - 400051

BSE Limited  
Corporate Services Department  
Phiroze Jeejeebhoy Towers  
Dalal Street, Mumbai - 400 001

**Scrip Symbol: RELIGARE**

**Scrip Code: 532915**

**Sub: Voting Results and Scrutinizer Report of the 38<sup>th</sup> Annual General Meeting of  
Religare Enterprises Limited ("the Company")**

Dear Sir(s),

Please find enclosed herewith the Voting Results as required under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Consolidated Report of the Scrutinizer pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 for the voting of 38<sup>th</sup> Annual General Meeting of Religare Enterprises Limited which was held on Friday, September 23, 2022 at 11.30 A.M. (IST) through video conferencing/other audio visual means.

This is for your information and records.

**Thanking You,**

**For Religare Enterprises Limited**

  
**Reena Jayara**  
**Company Secretary**



**Encl. a/a**

**Religare Enterprises Limited**

CIN: L74899DL1984PLC146935

**Regd. Office:** 1407, 14<sup>th</sup> Floor, Chiranjiv Tower, 43, Nehru Place, New Delhi - 110019

**Corporate Office:** Plot No. A - 3,4 & 5, Club 125, Tower B, Sector - 125, Noida - 201301, U.P.

[www.religare.com](http://www.religare.com) / [investorservices@religare.com](mailto:investorservices@religare.com)

Phone: +91-11- 4472 5676

Phone: +91-120-635 5040

	<b>RELIGARE ENTERPRISES LIMITED</b>
<b>Date of the AGM/EGM</b>	September 23, 2022
<b>Total number of shareholders on record date</b>	63281
<b>No. of shareholders present in the meeting either in person or through proxy:</b>	
<b>Promoters and Promoter Group:</b>	Not Applicable
<b>Public:</b>	Not Applicable
<b>No. of Shareholders attended the meeting through Video Conferencing</b>	
<b>Promoters and Promoter Group:</b>	0
<b>Public:</b>	168

Resolution No.	1
	<b>ORDINARY</b> - To receive, consider and adopt:
	a. the Audited Financial Statements of the Company for the financial year ended March 31, 2022, including Balance Sheet as at March 31, 2022, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date 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, 2022, including Balance Sheet as at March 31, 2022, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date together with the Report of the Auditors thereon.
Resolution required: (Ordinary/ Special)	

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	0	0	0.0000	0	0	0.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		0	0.0000	0	0	0.0000	0.0000	0	0
Public- Institutions	E-Voting	7,83,16,357	1,85,13,720	23.6397	1,85,13,720	0	100.0000	0.0000	0	3,75,82,800
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1,85,13,720	23.6397	1,85,13,720	0	100.0000	0.0000	0	3,75,82,800
Public- Non Institutions	E-Voting	24,10,35,606	15,58,27,665	64.6492	15,58,26,428	1,237	99.9992	0.0008	0	135
	Poll		53	0.0000	42	11	79.2453	20.7547	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		15,58,27,718	64.6493	15,58,26,470	1,248	99.9992	0.0008	0	135
<b>Total</b>		<b>31,93,51,963</b>	<b>17,43,41,438</b>	<b>54.5923</b>	<b>17,43,40,190</b>	<b>1,248</b>	<b>99.9993</b>	<b>0.0007</b>	<b>0</b>	<b>3,75,82,935</b>



Resolution No.	2										
Resolution required: (Ordinary/ Special)	ORDINARY - To appoint a Director in place of Dr. Rashmi Saluja (DIN:01715298), who retires by rotation and being eligible, offers herself for re-appointment										
Whether promoter/ promoter group are interested in the agenda/resolution?	No										
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained	
Promoter and Promoter Group	E-Voting	0	0	0.0000	0	0	0.0000	0.0000	0	0	
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0	
	Total		0	0.0000	0	0	0.0000	0.0000	0	0	
Public- Institutions	E-Voting	7,83,16,357	1,85,13,720	23.6397	1,85,13,664	56	99.9997	0.0003	0	3,75,82,800	
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	-	
	Total		1,85,13,720	23.6397	1,85,13,664	56	99.9997	0.0003	0	3,75,82,800	
Public- Non Institutions	E-Voting	24,10,35,606	15,58,27,666	64.6492	15,57,08,402	1,19,264	99.9235	0.0765	0	135	
	Poll		53	0.0000	42	11	79.2453	20.7547	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0	
	Total		15,58,27,719	64.6493	15,57,08,444	1,19,275	99.9235	0.0765	0	135	
<b>Total</b>		<b>31,93,51,963</b>	<b>17,43,41,439</b>	<b>54.5923</b>	<b>17,42,22,108</b>	<b>1,19,331</b>	<b>99.9316</b>	<b>0.0684</b>	<b>0</b>	<b>3,75,82,935</b>	



Resolution No.	3									
Resolution required: (Ordinary/ Special)	<b>SPECIAL</b> - To appoint Mr. Praveen Kumar Tripathi (DIN: 02167497), as Non-Executive Independent Director of the Company for a term of 5 consecutive years.									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	0	0	0.0000	0	0	0.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		0	0.0000	0	0	0.0000	0.0000	0	0
Public- Institutions	E-Voting	7,83,16,357	3,13,32,051	40.0070	3,13,32,051	0	100.0000	0.0000	0	2,47,64,469
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		3,13,32,051	40.0070	3,13,32,051	0	100.0000	0.0000	0	2,47,64,469
Public- Non Institutions	E-Voting	24,10,35,606	15,58,27,662	64.6492	15,58,26,370	1,292	99.9992	0.0008	0	135
	Poll		53	0.0000	42	11	79.2453	20.7547	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		15,58,27,715	64.6493	15,58,26,412	1,303	99.9992	0.0008	0	135
<b>Total</b>		<b>31,93,51,963</b>	<b>18,71,59,766</b>	<b>58.6061</b>	<b>18,71,58,463</b>	<b>1,303</b>	<b>99.9993</b>	<b>0.0007</b>	<b>0</b>	<b>2,47,64,604</b>



Resolution No.	4									
Resolution required: (Ordinary/ Special)	<b>SPECIAL</b> - To appoint Mr. Ranjan Dwivedi (DIN: 09185085), as Non-Executive Independent Director of the Company for a term of 5 consecutive years.									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	0	0	0.0000	0	0	0.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		0	0.0000	0	0	0.0000	0.0000	0	0
Public- Institutions	E-Voting	7,83,16,357	3,13,32,051	40.0070	3,13,32,051	0	100.0000	0.0000	0	2,47,64,469
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		3,13,32,051	40.0070	3,13,32,051	0	100.0000	0.0000	0	2,47,64,469
Public- Non Institutions	E-Voting	24,10,35,606	15,58,27,664	64.6492	15,58,26,372	1,292	99.9992	0.0008	0	135
	Poll		53	0.0000	42	11	79.2453	20.7547	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		15,58,27,717	64.6493	15,58,26,414	1,303	99.9992	0.0008	0	135
<b>Total</b>		<b>31,93,51,963</b>	<b>18,71,59,768</b>	<b>58.6061</b>	<b>18,71,58,465</b>	<b>1,303</b>	<b>99.9993</b>	<b>0.0007</b>	<b>0</b>	<b>2,47,64,604</b>



Resolution No.	5									
Resolution required: (Ordinary/ Special)	SPECIAL - To amend the Articles of Association of the Company									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	0	0	0.0000	0	0	0.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		0	0.0000	0	0	0.0000	0.0000	0	0
Public- Institutions	E-Voting	7,83,16,357	3,11,84,850	39.8191	3,11,84,850	0	100.0000	0.0000	0	2,49,11,670
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		3,11,84,850	39.8191	3,11,84,850	0	100.0000	0.0000	0	2,49,11,670
Public- Non Institutions	E-Voting	24,10,35,606	15,58,27,665	64.6492	15,58,26,368	1,297	99.9992	0.0008	0	135
	Poll		53	0.0000	42	11	79.2453	20.7547	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		15,58,27,718	64.6493	15,58,26,410	1,308	99.9992	0.0008	0	135
Total		31,93,51,963	18,70,12,568	58.5600	18,70,11,260	1,308	99.9993	0.0007	0	2,49,11,805



Resolution No.	6									
Resolution required: (Ordinary/ Special)	<b>SPECIAL</b> - To approve revision of remuneration of Dr. Rashmi Saluja (DIN 01715298), Executive Chairperson of the Company w.e.f. April 01, 2022									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	0	0	0.0000	0	0	0.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		0	0.0000	0	0	0.0000	0.0000	0	0
Public- Institutions	E-Voting	7,83,16,357	3,13,32,051	40.0070	1,85,13,720	1,28,18,331	59.0888	40.9112	0	2,47,64,469
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		3,13,32,051	40.0070	1,85,13,720	1,28,18,331	59.0888	40.9112	0	2,47,64,469
Public- Non Institutions	E-Voting	24,10,35,606	15,58,26,560	64.6488	15,57,07,264	1,19,296	99.9234	0.0766	0	1,235
	Poll		53	0.0000	42	11	79.2453	20.7547	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		15,58,26,613	64.6488	15,57,07,306	1,19,307	99.9234	0.0766	0	1,235
<b>Total</b>		<b>31,93,51,963</b>	<b>18,71,58,664</b>	<b>58.6058</b>	<b>17,42,21,026</b>	<b>1,29,37,638</b>	<b>93.0873</b>	<b>6.9127</b>	<b>0</b>	<b>2,47,65,704</b>



Resolution No.	7									
Resolution required: (Ordinary/ Special)	ORDINARY - To approve re-appointment of Dr. Rashmi Saluja (DIN: 01715298) as Executive Chairperson of the Company w.e.f. February 26, 2023									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	0	0	0.0000	0	0	0.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		0	0.0000	0	0	0.0000	0.0000	0	0
Public- Institutions	E-Voting	7,83,16,357	1,85,13,720	23.6397	1,85,13,664	56	99.9997	0.0003	0	3,75,82,800
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1,85,13,720	23.6397	1,85,13,664	56	99.9997	0.0003	0	3,75,82,800
Public- Non Institutions	E-Voting	24,10,35,606	15,58,26,563	64.6488	15,57,07,292	1,19,271	99.9235	0.0765	0	1,235
	Poll		53	0.0000	42	11	79.2453	20.7547	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		15,58,26,616	64.6488	15,57,07,334	1,19,282	99.9235	0.0765	0	1,235
<b>Total</b>		<b>31,93,51,963</b>	<b>17,43,40,336</b>	<b>54.5919</b>	<b>17,42,20,998</b>	<b>1,19,338</b>	<b>99.9315</b>	<b>0.0685</b>	<b>0</b>	<b>3,75,84,035</b>





Resolution No.	8									
Resolution required: (Ordinary/ Special)	<b>SPECIAL</b> - To approve payment of remuneration on re-appointment to Dr. Rashmi Saluja (DIN: 01715298) as Executive Chairperson of the Company									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	0	0	0.0000	0	0	0.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		0	0.0000	0	0	0.0000	0.0000	0	0
Public- Institutions	E-Voting	7,83,16,357	3,13,32,051	40.0070	1,85,13,720	1,28,18,331	59.0888	40.9112	0	2,47,64,469
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		3,13,32,051	40.0070	1,85,13,720	1,28,18,331	59.0888	40.9112	0	2,47,64,469
Public- Non Institutions	E-Voting	24,10,35,606	15,58,26,562	64.6488	15,57,07,266	1,19,296	99.9234	0.0766	0	1,235
	Poll		53	0.0000	42	11	79.2453	20.7547	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		15,58,26,615	64.6488	15,57,07,308	1,19,307	99.9234	0.0766	0	1,235
<b>Total</b>		<b>31,93,51,963</b>	<b>18,71,58,666</b>	<b>58.6058</b>	<b>17,42,21,028</b>	<b>1,29,37,638</b>	<b>93.0873</b>	<b>6.9127</b>	<b>0</b>	<b>2,47,65,704</b>





Date: 26<sup>th</sup> September 2022

**CONSOLIDATED 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 Chairperson**  
**Religare Enterprises Limited**  
1407, 14th Floor, Chiranjiv Tower, 43,  
Nehru Place, New Delhi - 110019  
[CIN: L74899DL1984PLC146935]

Dear Madam,

**Sub: Consolidated Scrutinizer's Report on Remote e-Voting and e-Voting during the Annual General Meeting 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 38<sup>th</sup> Annual General Meeting of Religare Enterprises Limited, for the Financial Year 2021-22, held on Friday, September 23, 2022 at 11:30 A.M. (IST) through Video Conferencing (VC) / Other Audio Visual Means (OVAM)**

I, Ankush Agarwal, Partner (Membership No. F9719 & COP. No. 14486) of M/s. MAKS & Co., Practicing Company Secretaries (FRN : P2018UP067700), have been appointed as the Scrutinizer by the Board of Directors vide its resolution dated August 10, 2022, 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 respect of the below mentioned resolutions proposed at the 38<sup>th</sup> Annual General Meeting ("AGM") of Religare Enterprises Limited ("the Company"), held on Friday, September 23, 2022 at 11:30 A.M. (IST) through Video Conferencing / Other Audio Visual Means ("VC/OAVM").

The Management of the Company is responsible to ensure the compliances of the Act and Rules thereof on the resolutions contained in the Notice of the AGM dated August 16, 2022 ("AGM Notice"). My responsibilities as scrutinizer is restricted to make a Scrutinizer's Report of the e-votes cast 'For' or 'Against' on 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, September 23, 2022 at 11.30 A.M. (IST) through VC / OAVM to transact the businesses, 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 ("SEBI LODR") read with General Circulars No. 20/2020 dated May 05, 2020 read with General Circular No. 14/2020 dated April 08, 2020 and General Circular No. 17/2020 dated April 13, 2020 and General Circular No. 2/2022 dated May 05, 2022 (collectively referred to as "MCA Circulars") issued by the Ministry of Corporate Affairs ("MCA") read with Circular number SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 issued by the Securities and Exchange Board of India ("SEBI") (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 Thursday, September 01, 2022.

**MAKS & CO., Company Secretaries**  
(Firm Regn. No.: P2018UP067700)

Address: 516 | Wave Silver Tower | Sector-18 | Noida-201301 (U.P.)  
Tel. : +120 5178033 | E: services@forecoreprofessionals.com



2. Notes annexed with the Notice of 38th AGM of the Company provides that due to non-payment of dividend by the Company for two years on 0.01% 2,50,00,000 Non-cumulative Non-convertible Redeemable Preference Shares ("Preference Shares") of face value of Rs. 10/-(Rupees Ten) each, voting rights have been triggered on the Preference Shares in terms of relevant provisions of the Companies Act, 2013. However, the Company has filed a petition before the Hon'ble National Company Law Tribunal, New Delhi Bench ("NCLT") on June 14, 2019 seeking rectification of Register of Members of the Company by cancellation of said Preference Shares and also sought interim relief with respect to suspension of voting rights and dividend rights attached to the said Preference Shares.

The Hon'ble NCLT on September 29, 2021 directed ordering the status quo on the respondents to restrain them from exercising their voting power with the resolution until further order. Further, vide order dated December 16, 2021, it was affirmed by Hon'ble NCLT that interim order will continue. The matter is currently sub-judice.

3. The Company had availed the Remote e-Voting and e-Voting facility offered by M/s. KFin Technologies Limited ("KFinTech") Registrar and Transfer Agent and Agency authorised under the Rule, for conducting Remote e-Voting/ e-Voting by the Shareholders of the Company.
4. The Remote e-Voting commenced from Monday, September 19, 2022 (9.00 A.M. IST) and ended on Thursday, September 22, 2022 (5.00 P.M. IST) and at the end of Remote e-Voting period, Remote e-Voting portal of service provider was blocked forthwith.
5. Members who had not casted their vote by Remote e-Voting and attended the AGM were allowed to do e-Voting at the AGM.
6. The Equity Shareholders holding shares as on Cut-off date i.e. Friday, September 16, 2022, were entitled to vote on the resolutions stated in the Notice of the AGM of the Company.
7. 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 in the presence of two witnesses. Ms. Prachi Sharma and Ms. Sakshi Nigam, who are not in the employment of the Company and/or KFinTech.
8. 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 KFinTech.
9. I now submit my Consolidated Report as under on the result of the Remote e-Voting and e-Voting during the AGM in respect of the following resolutions.

S. No.	Type of Resolution	Particulars
1	Ordinary Resolution	<p>To receive, consider and adopt:</p> <p>(a) the Audited Financial Statements of the Company for the financial year ended March 31, 2022 including Balance Sheet as at March 31, 2022, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date together with the Reports of the Board of Directors and the Auditors thereon.</p> <p>(b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2022 including Balance Sheet as at March 31, 2022, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date together with the Report of the Auditors thereon.</p>



2	Ordinary Resolution	To appoint a Director in place of Dr. Rashmi Saluja (DIN: 01715298), who retires by rotation and being eligible, offers herself for re-appointment.
3	Special Resolution	To approve appointment of Mr. Praveen Kumar Tripathi (DIN: 02167497) as Non-Executive Independent Director of the Company for a term of 5 consecutive years.
4	Special Resolution	To approve appointment of Mr. Ranjan Dwivedi (DIN: 09185085) as Non-Executive Independent Director of the Company for a term of 5 consecutive years.
5	Special Resolution	To amend the Articles of Association of the Company.
6	Special Resolution	To approve revision of remuneration of Dr. Rashmi Saluja (DIN: 01715298), Executive Chairperson of the Company.
7	Ordinary Resolution	To approve re-appointment of Dr. Rashmi Saluja (DIN: 01715298) as Executive Chairperson of the Company.
8	Special Resolution	To approve payment of remuneration on re-appointment to Dr. Rashmi Saluja (DIN: 01715298) as Executive Chairperson 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 Financial Statements of the Company for the financial year ended March 31, 2022 including Balance Sheet as at March 31, 2022, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date together with the Reports of the Board of Directors and the Auditors thereon.

(b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2022 including Balance Sheet as at March 31, 2022, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date together with the Report of the Auditors thereon.

(i) Voted in favour of the resolution:

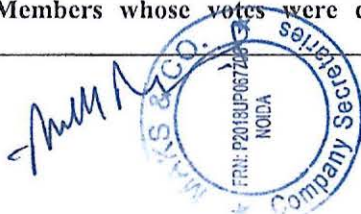
Number of Members voted	Number of valid Votes cast by them	% of total number of valid votes cast
326	17,43,40,190	99.999

(ii) Voted against the resolution:

Number of Members voted	Number of valid Votes cast by them	% of total number of valid votes cast
30	1,248	0.001

(iii) Votes invalid:

Number of Members whose votes were declared invalid	Number of Invalid Votes cast by them



0	NA
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**Note:**

- (1) 4 Members holding 3,75,82,935 Equity Shares abstained from voting on the Resolution No. 1 and therefore these shares (i.e. 3,75,82,935) were not considered for reckoning valid votes; and
- (2) 1 Member voted less by 1 Share on the Resolution No. 1 than the shares he/she holds and therefore this share (1 Share) was not considered for reckoning valid votes.

**ITEM NO. 2: ORDINARY RESOLUTION**

To appoint a Director in place of Dr. Rashmi Saluja (DIN: 01715298), who retires by rotation and being eligible, offers herself for re-appointment.

(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
323	17,42,22,108	99.932

(ii) Voted against the resolution:

Number of Members voted	Number of valid Votes cast by them	% of total number of valid votes cast
34	1,19,331	0.068

(iii) Votes invalid:

Number of Members whose votes were declared invalid	Number of Invalid Votes cast by them
0	NA

**Note:**

- (1) 4 Members holding 3,75,82,935 Equity Shares abstained from voting on the Resolution No. 2 and therefore these shares (i.e. 3,75,82,935) were not considered for reckoning valid votes; and
- (2) 1 Member holding 100 Equity Shares had 'voted in favour' for 35 Equity Shares and 'voted against' for 65 Equity Shares and therefore he was considered in both the categories at (i) and (ii) herein above.

**ITEM NO. 3: SPECIAL RESOLUTION**

To approve appointment of Mr. Praveen Kumar Tripathi (DIN: 02167497) as Non-Executive Independent Director of the Company for a term of 5 consecutive years.

(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
327	18,71,58,463	99.999



(ii) Voted against the resolution:

Number of Members voted	Number of valid Votes cast by them	% of total number of valid votes cast
31	1,303	0.001

(iii) Votes invalid:

Number of Members whose votes were declared invalid	Number of Invalid Votes cast by them
0	NA

- (1) 3 Members holding 2,47,64,604 Equity Shares abstained from voting on the Resolution No. 3 and therefore these shares (i.e. 2,47,64,604) were not considered for reckoning valid votes;
- (2) 2 Members voted less by 4 Shares on the Resolution No. 3 than the shares they hold and therefore these shares (4 Shares) were not considered for reckoning valid votes; and
- (3) 1 Member holding 100 Equity Shares had 'voted in favour' for 45 Equity Shares and 'voted against' for 55 Equity Shares and therefore he/she was considered in both the categories at (i) and (ii) herein above.

#### **ITEM NO. 4: SPECIAL RESOLUTION**

To approve appointment of Mr. Ranjan Dwivedi (DIN: 09185085) as Non-Executive Independent Director of the Company for a term of 5 consecutive years.

(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
327	18,71,58,465	99.999

(ii) Voted against the resolution:

Number of Members voted	Number of valid Votes cast by them	% of total number of valid votes cast
31	1,303	0.001

(iii) Votes invalid:

Number of Members whose votes were declared invalid	Number of Invalid Votes cast by them
0	NA

- (1) 3 Members holding 2,47,64,604 Equity Shares abstained from voting on the Resolution No. 4 and therefore these shares (i.e. 2,47,64,604) were not considered for reckoning valid votes;
- (2) 1 Member voted less by 2 Shares on the Resolution No. 4 than the shares he/she hold and therefore these shares (2 Shares) were not considered for reckoning valid votes; and



- (3) 1 Member holding 100 Equity Shares had 'voted in favour' for 45 Equity Shares and 'voted against' for 55 Equity Shares and therefore he/she was considered in both the categories at (i) and (ii) herein above.

**ITEM NO. 5: SPECIAL RESOLUTION**

**To amend the 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
326	18,70,11,260	99.999

(ii) Voted against the resolution:

Number of Members voted	Number of valid Votes cast by them	% of total number of valid votes cast
31	1,308	0.001

(iii) Votes invalid:

Number of Members whose votes were declared invalid	Number of Invalid Votes cast by them
0	NA

- (1) 4 Members holding 2,49,11,805 Equity Shares abstained from voting on the Resolution No. 5 and therefore these shares (i.e. 2,49,11,805) were not considered for reckoning valid votes;
- (2) 1 Member voted less by 1 Share on the Resolution No. 5 than the shares he/she holds and therefore this share (1 Share) was not considered for reckoning valid votes; and
- (3) 1 Member holding 100 Equity Shares had 'voted in favour' for 40 Equity Shares and 'voted against' for 60 Equity Shares and therefore he/she was considered in both the categories at (i) and (ii) herein above.

**ITEM NO. 6: SPECIAL RESOLUTION**

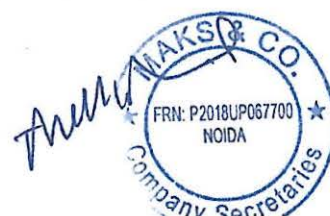
**To approve revision of remuneration of Dr. Rashmi Saluja (DIN: 01715298), Executive Chairperson of the Company.**

(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
322	17,42,21,026	93.087

(ii) Voted against the resolution:

Number of Members voted	Number of valid Votes cast by them	% of total number of valid votes cast
34	1,29,37,638	6.913



(iii) Votes invalid:

Number of Members whose votes were declared invalid	Number of Invalid Votes cast by them
0	NA

- (1) 4 Members holding 2,47,65,704 Equity Shares abstained from voting on the Resolution No. 6 and therefore these shares (i.e. 2,47,65,704) were not considered for reckoning valid votes; and
- (2) 2 Members voted less by 6 Shares on the Resolution No. 6 than the shares they hold and therefore these shares (6 Shares) was not considered for reckoning valid votes.

**ITEM NO. 7: ORDINARY RESOLUTION**

To approve re-appointment of Dr. Rashmi Saluja (DIN: 01715298) as Executive Chairperson 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
322	17,42,20,998	99.932

(ii) Voted against the resolution:

Number of Members voted	Number of valid Votes cast by them	% of total number of valid votes cast
34	1,19,338	0.068

(iii) Votes invalid:

Number of Members whose votes were declared invalid	Number of Invalid Votes cast by them
0	NA

- (1) 5 Members holding 3,75,84,035 Equity Shares abstained from voting on the Resolution No. 7 and therefore these shares (i.e. 3,75,84,035) were not considered for reckoning valid votes;
- (2) 1 Member voted less by 3 Shares on the Resolution No. 7 than the shares he/she holds and therefore these shares (3 Shares) was not considered for reckoning valid votes; and
- (3). 1 Member holding 100 Equity Shares had 'voted in favour' for 25 Equity Shares and 'voted against' for 75 Equity Shares and therefore he/she was considered in both the categories at (i) and (ii) herein above.

**ITEM NO. 8: SPECIAL RESOLUTION**

To approve payment of remuneration on re-appointment to Dr. Rashmi Saluja (DIN: 01715298) as Executive Chairperson 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
322	17,42,21,028	93.087





(ii) Voted against the resolution:

Number of Members voted	Number of valid Votes cast by them	% of total number of valid votes cast
34	1,29,37,638	6.913

(iii) Votes invalid:

Number of Members whose votes were declared invalid	Number of Invalid Votes cast by them
0	NA

- (1) 4 Members holding 2,47,65,704 Equity Shares abstained from voting on the Resolution No. 8 and therefore these shares (i.e. 2,47,65,704) were not considered for reckoning valid votes; and
- (2) 2 Members voted less by 4 Shares on the Resolution No. 8 than the shares they hold and therefore these shares (4 Shares) were not considered for reckoning valid votes.

**CONCLUSION:**

Based on the voting reported in above tables of all Resolutions (commencing from Item No. 1 to Item No. 8), I hereby report that:

1. All Resolutions, passed with requisite majority, accordingly I request the Chairperson of the 38<sup>th</sup> AGM of the Company to announce the results of the Meeting.
2. The electronic Data and all other relevant records of voting (Remote e-Voting and e-Voting at the AGM) will remain in my custody until the Chairperson considers, approves and signs the Minutes of the 38<sup>th</sup> AGM and the same shall be handed over thereafter to the Chairperson.

Thanking you,

Your's Sincerely,

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



**Ankush Agarwal**  
Partner  
Membership No: F9719  
Certificate of Practice No: 14486  
Peer Review Certificate No.: 2064/2022



Countersigned by



**Reena Juyara**  
Authorized Signatory

UDIN: F009719D001042256

Date: 26-09-2022  
Place: Noida, U.P.