

Date: September 28, 2023

Scrip Code - 533520 BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, MUMBAI – 400 001 YAARI
National Stock Exchange of India Limited
'Exchange Plaza',
Bandra-Kurla Complex, Bandra (East)
MUMBAI – 400 051

Sub: Proceedings / Outcome of 16th Annual General Meeting of the Members of Yaari Digital Integrated Services Limited ('the Company') held on Thursday, September 28, 2023 and disclosures under Regulations 30 & 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ["SEBI (Listing Regulations)"]

Dear Sir/Madam,

Pursuant to Regulations 30 and 44 of the SEBI (Listing Regulations), we submit the following:

(A) Summary of the proceedings of 16th Annual General Meeting

The 16th Annual General Meeting of Members of the Company ("AGM") was held on Thursday, September 28, 2023 through Video Conferencing ("VC"). The AGM commenced at 12:30 P.M. (IST) and concluded at 1:30 P.M. (IST) with the closure of the voting at the meeting ("Meeting").

The Directors present at the meeting elected Mr. Kubeir Khera, Executive Director & CEO of the Company, as Chairman of the meeting in terms of the Articles of Association of the Company and applicable Secretarial Standards.

Mr. Lalit Sharma, Company Secretary welcomed the Members to the Meeting and invited Mr. Kubeir Khera, Executive Director & CEO of the Company, to chair the Meeting.

Mr. Kubeir Khera occupied the chair and welcomed the Members to the Meeting. The members were informed that this meeting is held through Video Conferencing, in compliance with the circulars issued by the Regulators. He informed the Members that since the requisite quorum was present, he called the Meeting to order.

The Chairman informed that Register of Directors' and Key Managerial Personnel and their share-holding, Register of Contracts or Arrangements in which the Directors are interested, Memorandum and Articles of Association of the Company along with certificate from Secretarial Auditors of the Company in terms of SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 are available for electronic inspection and open for inspection by the members till the conclusion of the meeting.

Yaari Digital Integrated Services Limited



The Chairman introduced the Board members and Key Managerial Personnel of the Company, present at the Meeting, namely, Mr. Aishwarya Katoch, Mr. Gurinder Singh, Mr. Praveen Kumar Tripathi, Mr. Prem Prakash Mirdha and Ms. Supriya Bhatnagar Independent Directors, and Mr. Akhil Malhotra, Chief Financial Officer and Mr. Lalit Sharma Company Secretary. The authorised representatives of Statutory Auditors, Secretarial Auditors and Internal Auditors of the Company along with the Scrutinizer, were also present at the Meeting.

He further informed that Mr. Aishwarya Katoch, Chairman of Audit Committee and Nomination and Remuneration Committee, and Mr. Prem Prakash Mirdha, Chairman of Stakeholders Relationship Committee, were also present in the Meeting.

He further informed that in view of the prevailing situation and in compliance with the circulars issued by Regulators, the Company had provided the facility to its members to join the Meeting through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") along with the facility to view the Meeting on live webcast on the platform of KFin Technologies Limited (KFintech).

The Chairman then apprised the shareholders on the Company's performance and significant developments, during the financial year 2022-23 and concluded by placing on records his appreciation to the Board, management team and employees for their hard work and loyalty for standing by the Company during its tough phase. He also expressed his gratitude and appreciation to the regulatory authorities and most importantly to the shareholders, for their support to the Company.

He further informed that for Company's 16th AGM, the Company had sent Notice dated September 1, 2023 along with the Annual Report for the financial year 2022-23, to all its eligible shareholders and other stakeholders electronically. Also, reports from Statutory Auditors' and from Secretarial Auditors of the company for the FY 2022-23 were unqualified and without any adverse observations or comments and accordingly are to be taken as read.

The members were informed that the Company had offered the facility of remote e-voting through electronic means from Monday, September 25, 2023 from 10:00 A.M. (IST) till Wednesday, September 27, 2023, up to 05:00 P.M. (IST). The Company has also made arrangements for e-voting during the Meeting for those shareholders, who didn't participate in this remote e-voting (Insta poll). It was also informed that the Company had appointed Mr. Nishant Mittal (Membership No. 553860), Proprietor of M/s. N Mittal & Associates, Practicing Chartered Accountants, as the Scrutinizer to scrutinize the e-voting process as well as voting at the Meeting, in a fair and transparent manner.

During the Questions and Answers Session, the queries raised by the Members, who had registered themselves as speakers for the Meeting, were responded by the Chairman of the meeting.

The members were further informed that the combined result of remote e-voting, exercised earlier during September 25, 2023 to September 27, 2023 and the e-voting (through Insta poll) held during the Meeting, will be declared on or before September 30, 2023, which will also be placed on the website of the Company and of KFintech and will also be forwarded to BSE Limited and National Stock Exchange of India Limited, where the Equity Shares are listed.

Yaari Digital Integrated Services Limited



The businesses as set out in the Notice dated September 1, 2023 convening this AGM were transacted through e-voting (remote e-voting and e-voting during the AGM).

Post conclusion of Meeting and closure of the e-voting (through Insta poll), the Scrutinizer down-loaded all reports of remote e-voting held during September 25, 2023 to September 27, 2023 and e-voting (through Insta poll) held at Meeting, from the website of KFintech, and scrutinized the voting/ballots and issued his report dated September 28, 2023, in terms whereof, the Scrutinizer has confirmed that all the businesses as set out vide agenda item nos. 1 to 3 in the AGM Notice dated September 1, 2023, are passed by the Members with requisite majority.

(B) Outcome of 16th AGM

As required under the Listing Regulations and applicable provisions of the Companies Act, 2013, we also enclose the following:

- (a) Voting Results in the prescribed format; and
- (b) Scrutinizer's Report dated September 28, 2023, on remote e-voting and e-voting at AGM.

We request you to kindly take the same on record. Thanking you,

Yours truly, for Yaari Digital Integrated Services Limited

LALIT Digitally signed by LALIT SHARMA Date: 2023.09.28 19:05:07 +05'30'

Lalit Sharma
Company Secretary
Encl: as above

Yaari Digital Integrated Services Limited

Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Voting Results

Date of the AGM / EGM	28-Sep-23
Total number of Sharholders on record date	69232
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	Not Applicable
Public	Not Applicable
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	5
Public:	51

Agenda item no. 1: Adoption of the Audited Financial Statements of the Company for the financial year ended March 31, 2023, and the Reports of the Board and Auditors thereon.

Resolution red	quired: (Ordinary/ Special)				Or	dinary		
Whether pron	noter/ promoter group are in	terested in the				No		
agenda/resolu	ution?							
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
Promoter and	E-Voting		27577640	100.0000	27577640	0	100.0000	0.0000
Promoter and	Instapoll	27577640	0	0.0000	0	0	0.0000	0.0000
Group	Postal Ballot (if applicable)		N.A	N.A	N.A	N.A	N.A	N.A
агоар	Total	27577640	27577640	100.000	27577640	0	100.000	0.0000
Public-	E-Voting		0	0.0000	0	0	0.0000	0.0000
Institutions	Instapoll	10523775	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		N.A	N.A	N.A	N.A	N.A	N.A
	Total	10523775	0	0.0000	0	0	100.000	0.0000
Public- Non	E-Voting		2275983	3.6509	2274305	1678	99.9263	0.0737
Institutions	Instapoll	62340844	785759	1.2604	785757	2	99.9997	0.0003
	Postal Ballot (if applicable)		N.A	N.A	N.A	N.A	N.A	N.A
	Total	62340844	3061742	4.9113	3060062	1680	99.9451	0.0549
Total		100442259	30639382	30.5045	30637702	1680	99.9945	0.0055

Agenda item no. 2: Re-appointment of Mr. Kubeir Khera (DIN: 03498226), Whole Time Director & Key Managerial Personnel, designated as Executive Director & Chief Executive Officer, who retires by rotation and, being eligible offers himself for re-appointment.

Resolution red	quired: (Ordinary/ Special)				Or	dinary		
Whether pron	noter/ promoter group are int	erested in the				No		
agenda/resolu	ution?							
Category	Mode of Voting	No. of shares	No. of votes	% of Votes	No. of Votes – in	No. of Votes	% of Votes in	% of Votes against on
		held (1)	polled (2)	Polled on	favour	against	favour on votes	votes polled
				outstanding	(4)	(5)	polled	(7)=[(5)/(2)]*100
				shares			(6)=[(4)/(2)]*100	
				(3)=[(2)/(1)]* 100				
Promoter and	E-Voting		27577640	100.0000	27577640	0	100.0000	0.0000
Promoter	Instapoll	27577640	0	0.0000	0	0	0.0000	0.0000
Group	Postal Ballot (if applicable)		N.A	N.A	N.A	N.A	N.A	N.A
Group	Total	27577640	27577640	100.000	27577640	0	100.000	0.0000
Public-	E-Voting		0	0.0000	0	0	0.0000	0.0000
Institutions	Instapoll	10523775	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		N.A	N.A	N.A	N.A	N.A	N.A
	Total	10523775	0	0.0000	0	0	100.000	0.0000
Public- Non	E-Voting		2274423	3.6484	2269216	5207	99.7711	0.2289
Institutions	Instapoll	62340844	785759	1.2604	785757	2	99.9997	0.0003
	Postal Ballot (if applicable)		N.A	N.A	N.A	N.A	N.A	N.A
	Total	62340844	3060182	4.9088	3054973	5209	99.8298	0.1702
Total		100442259	30637822	30.5029	30632613	5209	99.9830	0.0170

Agenda item no. 3: Authorization to issue Non-Convertible Debentures and/or Bonds on a private placement basis upto an amount not exceeding Rs. 1000 Crore, which shall be within the overall borrowing limits, as per shareholders' existing authorization.

Resolution red	quired: (Ordinary/ Special)				Sį	pecial		
Whether pron	noter/ promoter group are int	erested in the				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 against on votes polled (7)=[(5)/(2)]*100
Promoter and	E-Voting		27577640	100.0000	27577640	0	100.0000	0.0000
Promoter and Promoter	Instapoll	27577640	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		N.A	N.A	N.A	N.A	N.A	N.A
Group	Total	27577640	27577640	100.000	27577640	0	100.000	0.0000
Public-	E-Voting		0	0.0000	0	0	#DIV/0!	#DIV/0!
Institutions	Instapoll	10523775	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		N.A	N.A	N.A	N.A	N.A	N.A
	Total	10523775	0	0.0000	0	0	100.0000	#DIV/0!
Public- Non	E-Voting		2275983	3.6509	2274105	1878	99.9175	0.0825
Institutions	Instapoll	62340844	785759	1.2604	785757	2	99.9997	0.0003
	Postal Ballot (if applicable)		N.A	N.A	N.A	N.A	N.A	N.A
	Total	62340844	3061742	4.9113	3059862	1880	99.9386	0.0614
Total		100442259	30639382	30.5045	30637502	1880	99.9939	0.0061

For Yaari Digital Integrated Services Limited

LALIT Digitally signed by LALIT SHARMA Date: 2023.09.28 19:08-45 +05'30'

Lalit Sharma
Company Secretary

Date: September 28, 2023



N Mittal & Associates

Chartered Accountants

Address: STS-040, Ground Floor, Star Tower, Sector 30, Gurugram, Haryana,122001 Phone: 0124 411 6205, Mobile: 88007 72458 | Email: nishantmittal1995@gmail.com

FORM NO. MGT - 13 Report of Scrutinizer(s)

[Pursuant to the Section 108 & 109 of the Companies Act, 2013 and rule 20 (4)(xii) and 21 (2) of the Companies (Management and Administration) Rules, 2014]

Consolidated Scrutinizer Report

To.

The Chairman,

16th Annual General Meeting of the Equity Shareholders of Yaari Digital Integrated Services Limited held on September 28, 2023 at 12:30 P.M. through Video Conferencing (VC) / Other Audio Visual Means (OAVM)

Dear Sir,

I, Mr. Nishant Mittal, (Membership No. 553860), Proprietor of M/s. N Mittal & Associates, Practicing Chartered Accountants, having our office at Unit 40, Ground Floor, Star Tower, Sector 30, Gurugram, Haryana, 122001, was appointed as the scrutinizer of Yaari Digital Integrated Services Limited ("the Company") for the purpose of scrutinizing the E-voting (both Remote E-voting and Instapoll) process, in a fair and transparent manner and ascertaining the requisite majority on e-voting, carried out as per the provisions of Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, on the below mentioned resolution(s) at the 16th Annual General Meeting ("AGM") of the Equity Shareholders of the Company, held on September 28, 2023 at 12:30 P.M., through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") and deemed to be conducted at the Registered office of the Company at 5th floor, Plot No. 108, IT Park, Udyog Vihar, Phase 1, Gurugram – 122016, Haryana. We hereby submit our Report on consolidated voting as under:

- 1. In terms of applicable MCA and SEBI circulars, the Company had sent the AGM Notice dated September 1, 2023, through electronic mode to those members whose e-mail addresses were registered with the Company/Depositories. Accordingly, the communication of assent and dissent of members on the Resolution(s) proposed in the Notice dated September 1, 2023, convening this 16th Annual General Meeting of the Company ("AGM Notice"), took place, only through the remote e-voting system and e-voting system during the AGM.
- The e-voting facility, for e-voting prior to AGM (remote e-voting) and e-voting during the AGM by electronics means (Instapoll), was provided by KFin Technologies Limited ("Kfintech").
- 3. The remote e-voting remained open from Monday, September 25, 2023 at 10.00 A.M. to Wednesday, September 27, 2023 till 5.00 P.M.

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RN 035512N Gurugram

- 4. The members holding shares as on the "cut off" date i.e. September 21, 2023, were entitled to vote on the proposed resolutions (item nos. 1 to 3) as set out in the AGM Notice.
- 5. The facility for e-voting (Instapoll) was provided at the 16th Annual General Meeting on Thursday, September 28, 2023, to those Members who attended the meeting but did not vote through remote e-voting facility, and such e-voting (Instapoll) was provided for 30 minutes.
- Thereafter the details containing, inter-alia, list of equity shareholders, who voted "For" and "Against", were
 downloaded from the e-voting website of KFin Technologies Limited i.e. https://evoting.kfintech.com
 containing information for both i.e. remote e-voting and votes by e-voting during the AGM (Instapoll).
- 7. The combined result of remote e-voting and votes by e-voting during the AGM (Instapoll), is as under:
- Item No. 1 As an Ordinary Resolution: adoption the audited standalone and consolidated financial statements of the Company as at March 31, 2023, and the Reports of the Board and Auditors thereon

(i) Voted in favour of resolution:

Mode of Voting	Number of members voted	Number of votes cast in favour of resolution	% of the total number of valid votes cast
Remote E-voting	143	29851945	99.9944
E-voting at AGM (Instapoll)	23	785757	99.9997

(ii) Voted against the resolution:

Mode of Voting	Number of members voted	Number of votes cast against the resolution	% of the total number of valid votes cast
Remote e-voting	13	1678	0.0056
E-voting at AGM (Instapoll)	1	2	0.0003

(iii) Invalid votes:

Total numbers of members whose votes were	Total number of votes cast by them
declared invalid	CONTROL CONTROL
Nil	N.A.

Item No. 2 As an Ordinary Resolution: Re-appointment of Mr. Kubeir Khera (DIN: 03498226), Whole Time Director & Key Managerial Personnel, designated as Executive Director & Chief Executive Officer, who retires by rotation and, being eligible offers himself for re-appointment.

(i) Voted in favour of resolution:

Mode of Voting	Number of members voted	Number of votes cast in favour of resolution	% of the total number of valid votes cast
Remote E-voting	137	29846856	99.9826
E-voting at AGM (Instapoll)	23	785757	99.9997

(ii) Voted against the resolution:

Mode of Voting	Number of members voted	Number of votes cast against the resolution	% of the total number of valid votes cast
Remote e-voting	18	5207	0.0174
E-voting at AGM (Instapoll)	1	2	0.0003

(iii) Invalid votes:

Total numbers of members whose votes were declared invalid	Total number of votes cast by them
Nil	N.A.

Item No. 3 As a Special Resolution: Authorization to issue Non-Convertible Debentures and/or Bonds on a private placement basis upto an amount not exceeding Rs. 1000 Crore, which shall be within the overall borrowing limits, as per shareholders' existing authorization.

(i) Voted in favour of resolution:

Mode of Voting	Number of members voted	Number of votes cast in favour of resolution	% of the total number of valid votes cast
Remote E-voting	140	29851745	99.9937
E-voting at AGM (Instapoll)	23	785757	99.9997

(ii) Voted against the resolution:

Mode of Voting	Number of members voted	Number of votes cast against the resolution	% of the total number of valid votes cast
Remote e-voting	. 16	1878	0.0063
E-voting at AGM (Instapoll)	1	2	0.0003



Invalid votes: (iii)

Total numbers of members whose value	Total number of votes cast by them
eclared invalid	N.A.
Nil	

- 8. The Report of E-Voting in the format prescribed under Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is enclosed as Annexure - A.
- 9. The register, all other papers and relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and signs the minutes of the aforesaid 16th Annual General Meeting and thereafter the same would be handed over to the Chairman or the Company Secretary for safe keeping.

Thanking you, Yours truly,

For N Mittal & Associates Chartered Accountants

Nishant Mittal (Proprietor), M.No - 553860

FRN: 035512N

UDIN:23553860BGXDNM5992

Place: Unit 40, Ground Floor, Star Tower, Sector 30, Gurgaon, Haryana, 122001

Encl.: As above

035512N

Countersigned By: Lalit Sharma

Company Secretary and Authorised Signatory

egrated

(on behalf of Chairman)

Date: September 28, 2023

Agenda item no. 1: Adoption of the Audited Financial Statements of the Company for the financial year ended March 31, 2023, and the Reports of the Board and Auditors thereon.

Resolution required: (Ordinary/ Special) Whether promoter/ promoter group are interested in the agenda/resolution?			Ordinary No						
Promoter and	E-Voting	27577640	27577640	100.00	27577640	0	100.000	0.0000	
	Instapoll		0	0.0000	0	0	0.0000	0.0000	
Promoter	Postal Ballot (if applicable)		N.A	N.A	N.A	N.A	N.A	N.A	
Group	Total	27577640	27577640	100.000	27577640	0	100.000	0.0000	
Public-	E-Voting	10523775	0	0.0000	0	0	0.0000	0.0000	
Institutions	Instapoll		0	0.0000	0	0	0.0000	0.0000	
	Postal Ballot (if applicable)	1	N.A	N.A	N.A	N.A	N.A	N.A	
	Total	10523775	0	0.0000	0	0	100.000	0.0000	
Public- Non Institutions	E-Voting .	62340844	2275983	3.6509	2274305	1678	99.9263	0.0737	
	Instapoll		785759	1.2604	785757	2	99.9997	0.0003	
	Postal Ballot (if applicable)		N.A	N.A	N.A	N.A	N.A	N.A	
	Total		3061742	4.9113	3060062	1680	99.9451	0.0549	
Total		100442259	30639382	30.5045	30637702	1680	99.9945	0.0055	

Agenda item no. 2: Re-appointment of Mr. Kubeir Khera (DIN: 03498226), Whole Time Director & Key Managerial Personnel, designated as Executive Director & Chief Executive Officer, who retires by rotation and, being eligible offers himself for re-appointment.

Resolution required: (Ordinary/ Special) Whether promoter/ promoter group are interested in the agenda/resolution?			Ordinary No						
	E-Voting		27577640	100.0000	27577640	0	100.0000	0.0000	
Promoter and	Instapoll	27577640	0	0.0000	0	0	0.0000	0.0000	
Promoter	Postal Ballot (if applicable)		N.A	N.A	N.A	N.A	N.A	N.A	
Group	Total	27577640	27577640	100.000	27577640	0	100.000	0.0000	
Public-	E-Voting		0	0.0000	- 0	. 0	0.0000	0.0000	
nstitutions	Instapoll	10523775	0	0.0000	0	0	0.0000	0.0000	
	Postal Ballot (if applicable)		N.A	N.A	N.A	N.A	N.A	N.A	
	Total	10523775	0	0.0000	0	0	100.000	0.0000	
Public- Non	-	-	2274423	3.6484	2269216	5207	99.7711	0.2289	
nstitutions	(224004)	62340844	785759	1.2604	785757	2	99.9997	0.0003	
Institutions	Instapoll	-	N.A	N.A	N.A	N.A	N.A	N.A	
	Postal Ballot (if applicable)	62340844	3060182	4.9088	3054973	5209	99.8298	0.1702	
Total	Total	100442259	30637822	30.5029	30632613	5209	99.9830	0.0170	



Agenda item no. 3: Authorization to issue Non-Convertible Debentures and/or Bonds on a private placement basis upto an amount not exceeding Rs. 1000 Crore, which shall be within the overall borrowing limits, as per shareholders' existing authorization.

Resolution red	quired: (Ordinary/ Special)	Special							
Whether promoter/ promoter group are interested in the			. 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	
	E-Voting	27577640	27577640	100.0000	27577640	0	100.0000	0.0000	
Promoter and Promoter	Instapoll		0 .	0.0000	0	0	0.0000	0.0000	
Group	Postal Ballot (if applicable)		N.A	N.A	N.A	N.A	N.A	N.A	
Group	Total	27577640	27577640	100.000	27577640	0	100.000	0.0000	
Public-	E-Voting		0	0.0000	0	0	0.0000	0.0000	
nstitutions	Instapoll	10523775	0	0.0000	0	0	0.0000	0.0000	
	Postal Ballot (if applicable)		N.A	N.A	N.A	N.A	N.A	N.A	
	Total	10523775	0	0.0000	0	0	100.0000	0.0000	
Public- Non	E-Voting	62340844	2275983	3.6509	2274105	1878	99.9175	0.0825	
nstitutions	Instapoll		785759	1.2604	785757	2	99.9997	0.0003	
	Postal Ballot (if applicable)		N.A	N.A	N.A	N.A	N.A	N.A	
	Total	62340844	3061742	4.9113	3059862	1880	99.9386	0.0614	
Total	7.	100442259	30639382	30.5045	30637502	1880	99.9939	0.0061	

