



Span Divergent Ltd.

(Formerly Span Diagnostics Ltd.)

9th Floor, Rajhans Bonista,

Behind Ram Chowk, Ghod Dod Road,

Surat - 395 007, Gujarat, India

Phone: +91 261 266 32 32

E-Mail: contact@span.in

Date: September 29, 2023

**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 43rd Annual General Meeting (AGM) of Shareholders of the Company held on Thursday, September 28, 2023 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 43rd Annual General Meeting of the Company held on Thursday, September 28, 2023 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

**Urvi Shinde
Company Secretary**

CIN: L74999GJ1980PLC003710

www.span.in

DISCLOSURE AS PER REGULATION 44(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Name of the Company:	Span Divergent Limited
CIN:	L74999GJ1980PLC003710
Registered Office:	9 th Floor, 902 – 904, Rajhans Bonista, Behind Ram Chowk Temple, Ghod Dod Road, Surat – 395 007
Date of Annual General Meeting (AGM)	Thursday, September 28, 2023
Total No. of Shareholders on record date	Total No. of Shareholders is 2128. Cut Off Date is September 21, 2023
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 	5 21

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

Resolution required: (Ordinary / Special)			Item No.:1 To receive, consider and adopt the Audited Financial Statements including Consolidated Financial Statements for the financial year ended on March 31, 2023, and the Reports of the Board of Directors and 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	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	3495900	3155597	90.2657	3155597	0.00	100.00	0.00
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	3495900	3155597	90.2657	3155597	0.00	100.00	0.00
Public Institutions	E-Voting	-	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	-	-	-	-	-	-	-
Public Non-Institutions	E-Voting	1965847	358363	18.2294	280539	77824	78.2835	21.7165
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	1965847	358363	18.2294	280539	77824	78.2835	21.7165
Total		5461747	3513960	64.3377	3436136	77824	97.7853	2.2147
Whether resolution is Pass or Not							Yes	

Resolution required: (Ordinary / Special)			Item No.:2 To appoint a director in place of Dr. Pradip Desai (DIN: 00026451) who retires by rotation and being eligible, offers himself for re-appointment. (Ordinary Resolution)					
Whether Promoter/Promoter Group are interested in the agenda/resolution?			Yes					
Category	Mode of Voting	No. of Shares held	No. of Votes Polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	3495900	0.00	0.00	0.00	0.00	0.00	0.00
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	3495900	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	1965847	358363	18.2294	280539	77824	78.2835	21.7165
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	1965847	358363	18.2294	280539	77824	78.2835	21.7165
Total		5461747	358363	6.5613	280539	77824	78.2835	21.7165
Whether resolution is Pass or Not							Yes	

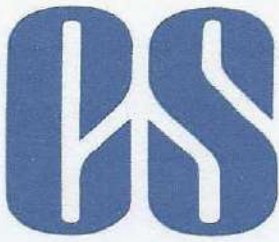
Resolution required: (Ordinary / Special)			Item No.:3 Approval for Related Party Transaction(s) (Special Resolution)					
Whether Promoter/Promoter Group are interested in the agenda/resolution?			Yes					
Category	Mode of Voting	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding 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 Promoter Group	E-Voting	3495900	0.00	0.00	0.00	0.00	0.00	0.00
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	3495900	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	1965847	356363	18.1277	278539	77824	78.1616	21.8384
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	1965847	356363	18.1277	278539	77824	78.1616	21.8384
Total		5461747	356363	6.5247	278539	77824	78.1616	21.8384
Whether resolution is Pass or Not							Yes	

Resolution required: (Ordinary / Special)			Item No.:4 Continuation of directorship of Dr. Pradip K Desai (DIN: 00026451), Director in terms of Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Special Resolution)					
Whether Promoter/Promoter Group are interested in the agenda/resolution?			Yes					
Category	Mode of Voting	No. of Shares held	No. of Votes Polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	345900	0.00	0.00	0.00	0.00	0.00	0.00
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	3495900	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	1965847	358363	18.2294	280539	77824	78.2835	21.7165
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	1965847	358363	18.2294	280539	77824	78.2835	78.2835
Total		5461747	358363	6.5613	280539	77824	78.2835	21.7165
Whether resolution is Pass or Not							Yes	

Resolution required: (Ordinary / Special)			Item No.:5 Appointment of Mr. Rajendra N Chokhawala (DIN: 01585000) as an Independent Non-Executive Director of the Company (Special 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
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	3495900	3155597	90.2657	3155597	0.00	100.00	0.00
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	3495900	3155597	90.2657	3155597	0.00	100.00	0.00
Public Institutions	E-Voting	-	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	-	-	-	-	-	-	-
Public Non-Institutions	E-Voting	1965847	358363	18.2294	280539	77824	78.2835	21.7165
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	1965847	358363	18.2294	280539	77824	78.2835	21.7165
Total		5461747	3513960	64.3377	3436136	77824	97.7853	2.2147
Whether resolution is Pass or Not							Yes	

Resolution required: (Ordinary / Special)			Item No.: 6 Appointment of Mr. Jigneshkumar R Desai (DIN: 00335703) as an Independent Non-Executive Director of the Company (Special Resolution)					
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
Promoter and Promoter Group	E-Voting	3495900	3155597	90.2657	3155597	0.00	100.00	0.00
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	3495900	3155597	90.2657	3155597	0.00	100.00	0.00
Public Institutions	E-Voting	-	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	-	-	-	-	-	-	-
Public Non-Institutions	E-Voting	1965847	358363	18.2294	280539	77824	78.2835	21.7165
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	1965847	358363	18.2294	280539	77824	78.2835	21.7165
Total		5461747	3513960	64.3377	3436136	77824	97.7853	2.2147
Whether resolution is Pass or Not							Yes	

Resolution required: (Ordinary / Special)			Item No.:7 Appointment of Mr. Nirav D Jogani (DIN: 00016354) as an Independent Non-Executive Director of the Company (Special 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
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	3495900	3155597	90.2657	3155597	0.00	100.00	0.00
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	3495900	3155597	90.2657	3155597	0.00	100.00	0.00
Public Institutions	E-Voting	-	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	-	-	-	-	-	-	-
Public Non-Institutions	E-Voting	1965847	358363	18.2294	280539	77824	78.2835	21.7165
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	1965847	358363	18.2294	280539	77824	78.2835	21.7165
Total		5461747	3513960	64.3377	3436136	77824	97.7853	2.2147
Whether resolution is Pass or Not							Yes	



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
43rd 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

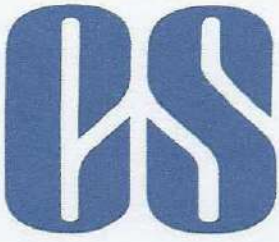
I Mitesh Rana, Proprietor of Mitesh Rana & Co., Practicing Company Secretaries had been appointed as the Scrutinizer by the Board of Directors of Span Divergent Limited (“**the Company**”) under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and 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 August 10, 2023 (“**Notice**”) issued in accordance with the applicable circulars issued by both MCA and SEBI (“**MCA and SEBI Circulars**”) calling the 43rd Annual General Meeting of its Equity Shareholders (“**43rd AGM**”) through Video Conferencing (“**VC**”) / Other Audio Visual Means (“**OVAM**”) facility. The AGM was convened on Thursday, September 28, 2023 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 August 10, 2023 convening the 43rd AGM along with Statement setting out material facts under Section 102 of the Companies Act, 2013 and Annual Report 2022-2023 by electronic means i.e. on the registered e-mail IDs of the Shareholders on September 04, 2023 as the case may be, to those members whose names appeared in the Register of Members / List of beneficiaries as on August 25, 2023 (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 Monday, September 25, 2023 at 9:00 a.m. till Wednesday, September 27, 2023 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 casted 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.





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4. As prescribed in the aforesaid rules and MCA and SEBI Circulars, the Company has also published an advertisement before dispatch of Notice of Annual General Meeting and Annual Report 2022-2023 in daily Newspaper “Financial Express” (English Language) and in “Dhabkar” (Gujarati Language) on August 25, 2023 which carried the required information as specified in the said rules.
5. As prescribed in the aforesaid rules and MCA and SEBI Circulars, the Company has also published an advertisement after dispatch Notice of Annual General Meeting and Annual Report 2022-2023 in daily Newspaper “Financial Express” (English Language) and in “Dhabkar” (Gujarati Language) on September 05, 2023 which carried the required information as specified in the said rules.
6. The Equity Shareholders holding shares as on the cut off date i.e. Thursday, September 21, 2023 were entitled to vote on the proposed resolutions (Item Nos. 1 to 7) as set out in the Notice of the 43rd Annual General Meeting of the Span Divergent Limited either through remote e-voting or through e-voting during the AGM.
7. The attendance of 26 (Twenty-Six) Members was registered who attended the AGM through VC / OAVM as per the MCA Circular.
8. After completion of e-voting during the AGM, the data of e-voting was 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.
9. 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.

Hitesh Patel
(Witness No. 1)

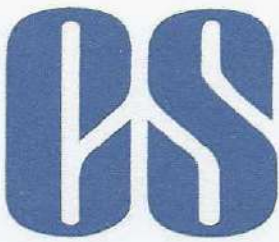
Ghanshyam Patel
(Witness No. 2)

10. 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.

11. Based on the reports generated from the e-voting website of NSDL at the 43rd 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 43rd Annual General Meeting in respect of the said resolutions as under:





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Resolution No. 1 – As an Ordinary Resolution:

To receive, consider and adopt the Audited Financial Statements including Consolidated Financial Statements for the financial year ended on March 31, 2023, and the Reports of the Board of Directors and Auditor thereon;

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	3475036	3397212	97.7605	77824	2.2395
E-voting during AGM	38924	38924	100.0000	Nil	Nil
Total Voting	3513960	3436136	97.7853	77824	2.2147

Resolution No. 2 – As an Ordinary Resolution:

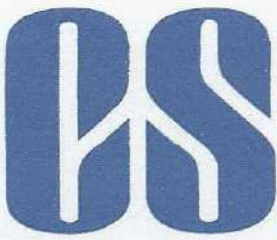
To appoint a director in place of Dr. Pradip Desai (DIN: 00026451) who retires by rotation and being eligible, offers himself for re-appointment

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	317439	239615	75.4838	77824	24.5162
E-voting during AGM	40924	40924	100.0000	Nil	Nil
Total Voting	358363	280539	78.2835	77824	21.7165

Resolution No. 3 – As a Special Resolution:

Approval for Related Party Transaction(s)

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	317439	239615	75.4838	77824	24.5162
E-voting during AGM	38924	38924	100.0000	Nil	Nil
Total Voting	356363	278539	78.1616	77824	21.8384



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Resolution No. 4 – As a Special Resolution:

Continuation of directorship of Dr. Pradip K Desai (DIN: 00026451), Director in terms of Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

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	317439	239615	75.4838	77824	24.5162
E-voting during AGM	40924	40924	100.0000	Nil	Nil
Total Voting	358363	280539	78.2835	77824	21.7165

Resolution No. 5 – As a Special Resolution:

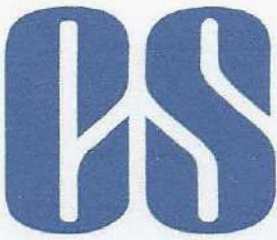
Appointment of Mr. Rajendra N Chokhawala (DIN: 01585000) as an Independent Non-Executive Director of the Company

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	3475036	3397212	97.7605	77824	2.2395
E-voting during AGM	38924	38924	100.0000	Nil	Nil
Total Voting	3513960	3436136	97.7853	77824	2.2147

Resolution No. 6 – As a Special Resolution:

Appointment of Mr. Jigneshkumar R Desai (DIN: 00335703) as an Independent Non-Executive Director of the Company

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	3475036	3397212	97.7605	77824	2.2395
E-voting during AGM	38924	38924	100.0000	Nil	Nil
Total Voting	3513960	3436136	97.7853	77824	2.2147



MITESH RANA & CO.

Company Secretaries

(M) + 91 97374 61233

Email: csmiteshrana@gmail.com

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Resolution No. 7 – As a Special Resolution:

Appointment of Mr. Nirav D Jogani (DIN: 00016354) as an Independent Non-Executive Director of the Company

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	3475036	3397212	97.7605	77824	2.2395
E-voting during AGM	38924	38924	100.0000	Nil	Nil
Total Voting	3513960	3436136	97.7853	77824	2.2147

12. All the above-mentioned resolutions are deemed to have been passed with requisite majority.
13. 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.
14. 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 43rd 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
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Place: Vadodara
Date: September 29, 2023