



**NUCLEUS SOFTWARE EXPORTS LTD.**

CIN : L74899DL1989PLC034594

**Corporate Office**

A-39, Sector-62, Noida,  
Uttar Pradesh, 201307. India.

**T:** + 91 . 120 . 4031 . 400

**F:** +91 . 120 . 4031 . 672

**E:** [nsl@nucleussoftware.com](mailto:nsl@nucleussoftware.com)

**W:** [www.nucleussoftware.com](http://www.nucleussoftware.com)

July 24, 2021

<b>The Listing Department</b>  <b>The National Stock Exchange of India Ltd.</b>  <b>Exchange Plaza, Bandra-Kurla Complex</b>  <b>Bandra (E)</b>  <b>Mumbai-400 051.</b> <b>Fax Nos. 022-26598236/237/238</b>	<b>The Listing Department</b>  <b>Bombay Stock Exchange Limited</b>  <b>Phiroze Jeejeebhoy Towers,</b>  <b>25<sup>th</sup> Floor, Dalal Street</b>  <b>Mumbai-400 001</b> <b>Fax No. 022-22722061/41/39</b>
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Dear Sirs,

**Sub: Annual General Meeting - Voting Results Announcement and Scrutinizer Report**

With reference to the above mentioned subject, please find enclosed herewith copy of voting results of Annual General Meeting (AGM) held on 23<sup>rd</sup> July 2021 in respect of business transacted in the notice of AGM dated 03<sup>rd</sup> June 2021 as per Regulation 44 of SEBI (LODR) Regulation 2015. The Report of the Scrutinizer pursuant to Section 110 of the Companies Act, 2013 and Rule 22(13) of the Companies (Management and Administration) Rules, 2014 is also enclosed herewith for your reference. The same shall also be available on the website of the Company i.e. [www.nucleussoftware.com](http://www.nucleussoftware.com).

You are requested to take note of the same and oblige us.

Thanking You  
Yours Sincerely  
**For Nucleus Software Exports Limited**

**(Poonam Bhasin)**

**Company Secretary**

**Registered Office**  
33-35 Thyagraj Nagar Mkt, New Delhi - 110003  
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Nucleus Software Exports Limited								
Voting Results of Annual General Meeting								
Details of venue voting and remote e-voting results as per Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the following resolutions:								
Date of the AGM							July 23, 2021	
Total number of shareholders on record date i.e. July 16, 2021							33,724	
No. of shareholders present in the meeting either in person or through Proxy: Promoters and Promoters Group: Public:							NA	
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoters Group: Public:							3 52	
<p>1. Ordinary Resolution: To receive, consider and adopt:</p> <p>a) The audited financial statements of the Company for the year ended March 31 2021 including Audited Balance Sheet and Profit and Loss account as on March 31, 2021 along with Cash Flow Statement on that date together with the reports of the Board of Directors and Auditors thereon and</p> <p>b) The audited consolidated financial statements of the Company for the financial year ended March 31, 2021.</p>								
Whether promoter/ promoter group are interested in the Agenda/resolution							No	
Category	Mode of Voting	No. of shares held	No of Valid 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)	$(6)=(4)/(2)*100$	$(7)=(5)/(2)*100$
Promoters and Promoter Group	E-voting	19,627,866	14,666,248	74.7216	14,666,248	0	100.0000	0.0000
	venue voting		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		14,666,248	<b>74.7216</b>	14,666,248	<b>0</b>	<b>100.0000</b>	<b>0</b>
Public-Institutions	E-voting	2,046,177	1,785,126	87.2420	1,785,126	0	100.0000	0.0000
	venue voting		0	0.0000	0	0	0.0000	0.0000

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	<b>Total</b>		<b>1,785,126</b>	<b>87.2420</b>	<b>1,785,126</b>	<b>0</b>	<b>100.0000</b>	<b>0</b>
Public-Non Institutions	E-voting	7,366,681	183,673	2.4933	183,670	3	99.9984	0.0016
	venue voting		<b>5,297</b>	0.0719	5,297	0	100.0000	0.0000
	<b>Total</b>		<b>188,970</b>	<b>2.5652</b>	<b>188,967</b>	<b>3</b>	<b>99.9984</b>	<b>0.0016</b>
<b>Total</b>		<b>29,040,724</b>	<b>16,640,344</b>	<b>57.3000</b>	<b>16,640,341</b>	<b>3</b>	<b>100.0000</b>	<b>0.0000E+00</b>

**2. Ordinary Resolution: (a) To Take Note of Interim Dividend declared during the year.  
(b) To declare a final dividend of Rs. 6.00/- per Equity Share for the financial year ended March 31, 2021.**

Whether promoter/ promoter group are interested in the Agenda/resolution

No

Category	Mode of Voting	No. of shares held	No of Valid 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
Promoters and Promoter Group	E-voting	19,627,866	14,666,248	74.7216	14,666,248	0	100.0000	0.0000
	venue voting		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>14,666,248</b>	<b>74.7216</b>	<b>14,666,248</b>	<b>0</b>	<b>100.0000</b>	<b>0</b>
Public-Institutions	E-voting	2,046,177	1,823,765	89.1304	1,823,765	0	100.0000	0.0000
	venue voting		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>1,823,765</b>	<b>89.1304</b>	<b>1,823,765</b>	<b>0</b>	<b>100.0000</b>	<b>0</b>
Public-Non Institutions	E-voting	7,366,681	183,674	2.4933	183,671	3	99.9984	0.0016
	venue voting		5,297	0.0719	5,297	0	100.0000	0.0000
	<b>Total</b>		<b>188,971</b>	<b>2.5652</b>	<b>188,968</b>	<b>3</b>	<b>99.9984</b>	<b>0.0016</b>
<b>Total</b>		<b>29,040,724</b>	<b>16,678,984</b>	<b>57.4331</b>	<b>16,678,981</b>	<b>3</b>	<b>100.0000</b>	<b>0</b>

**3. Ordinary Resolution: To re-appoint**

(i) Mr. R P Singh (DIN 00008350), as a Director of the Company who retires by rotation and being eligible offer himself for re-appointment.

(ii) Mr. Parag Bhise (DIN 8719754), as a Director of the Company who retires by rotation and being eligible offer himself for re-appointment

Whether promoter/ promoter group are interested in the Agenda/resolution

No

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Category	Mode of Voting	No. of shares held	No of Valid 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)	$(6)=(4)/(2)*100$	$(7)=(5)/(2)*100$
Promoters and Promoter Group	E-voting	19,627,866	14,666,248	74.7216	14,666,248	0	100.0000	0.0000
	venue voting		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>14,666,248</b>	<b>74.7216</b>	<b>14,666,248</b>	<b>0</b>	<b>100.0000</b>	<b>0</b>
Public-Institutions	E-voting	2,046,177	1,823,765	89.1304	1,823,765	0	100.0000	0.0000
	venue voting		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>1,823,765</b>	<b>89.1304</b>	<b>1,823,765</b>	<b>0</b>	<b>100.0000</b>	<b>0</b>
Public-Non Institutions	E-voting	7,366,681	183,673	2.4933	183,664	9	99.9951	0.0049
	venue voting		5,297	0.0719	4,797	500	90.5607	9.4393
	<b>Total</b>		<b>188,970</b>	<b>2.5652</b>	<b>188,461</b>	<b>509</b>	<b>99.7306</b>	<b>0.2694</b>
<b>Total</b>		<b>29,040,724</b>	<b>16,678,983</b>	<b>57.4331</b>	<b>16,678,474</b>	<b>509</b>	<b>99.9969</b>	<b>0.0031</b>

**4. Ordinary Resolution: To appoint Retiring Auditors M/s BSR & Associates LLP, Chartered Accountants as Statutory auditors, to hold office from the conclusion of this Annual General Meeting (AGM) until the conclusion of next Annual General Meeting**

**Whether promoter/ promoter group are intersted in the Agenda/resolution**

No

Category	Mode of Voting	No. of shares held	No of Valid 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)	$(6)=(4)/(2)*100$	$(7)=(5)/(2)*100$
Promoters and Promoter Group	E-voting	19,627,866	14,666,248	74.7216	14,666,248	0	100.0000	0.0000
	venue voting		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>14,666,248</b>	<b>74.7216</b>	<b>14,666,248</b>	<b>0</b>	<b>100.0000</b>	<b>0</b>
Public-Institutions	E-voting	2,046,177	1,823,765	89.1304	1,823,765	0	100.0000	0.0000
	venue voting		0	0.0000	0	0	0.0000	0.0000

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	<b>Total</b>		<b>1,823,765</b>	<b>89.1304</b>	<b>1,823,765</b>	<b>0</b>	<b>100.0000</b>	<b>0</b>
Public-Non Institutions	E-voting	7,366,681	183,673	2.4933	183,670	3	99.9984	0.0016
	venue voting		5,297	0.0719	5,297	0	100.0000	0.0000
	<b>Total</b>		<b>188,970</b>	<b>2.5652</b>	<b>188,967</b>	<b>3</b>	<b>99.9984</b>	<b>0.0016</b>
<b>Total</b>		<b>29,040,724</b>	<b>16,678,983</b>	<b>57.4331</b>	<b>16,678,980</b>	<b>3</b>	<b>100.0000</b>	<b>0</b>

**5. Special Resolution: To consider and approve Re-appointment of Mr. S M Acharya (DIN: 00545141) as an Independent Director**

Whether promoter/ promoter group are intersted in the Agenda/resolution							No	
Category	Mode of Voting	No. of shares held	No of Valid 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
Promoters and Promoter Group	E-voting	19,627,866	14,666,248	74.7216	14,666,248	0	100.0000	0.0000
	venue voting		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>14,666,248</b>	<b>74.7216</b>	<b>14,666,248</b>	<b>0</b>	<b>100.0000</b>	<b>0</b>
Public-Institutions	E-voting	2,046,177	1,823,765	89.1304	1,823,765	0	100.0000	0.0000
	venue voting		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>1,823,765</b>	<b>89.1304</b>	<b>1,823,765</b>	<b>0</b>	<b>100.0000</b>	<b>0</b>
Public-Non Institutions	E-voting	7,366,681	183,673	2.4933	183,670	3	99.9984	0.0016
	venue voting		5,297	0.0719	5,297	0	100.0000	0.0000
	<b>Total</b>		<b>188,970</b>	<b>2.5652</b>	<b>188,967</b>	<b>3</b>	<b>99.9984</b>	<b>0.0016</b>
<b>Total</b>		<b>29,040,724</b>	<b>16,678,983</b>	<b>57.4331</b>	<b>16,678,980</b>	<b>3</b>	<b>100.0000</b>	<b>0</b>

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6. Ordinary Resolution: To consider and approve appointment of Ms. Yasmin Javeri Krishan (DIN: 08801422) as an Independent Director								
Whether promoter/ promoter group are interested in the Agenda/resolution							No	
Category	Mode of Voting	No. of shares held	No of Valid 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
Promoters and Promoter Group	E-voting	19,627,866	14,666,248	74.7216	14,666,248	0	100.0000	0.0000
	venue voting		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>14,666,248</b>	<b>74.7216</b>	<b>14,666,248</b>	<b>0</b>	<b>100.0000</b>	<b>0</b>
Public-Institutions	E-voting	2,046,177	1,823,765	89.1304	1,823,765	0	100.0000	0.0000
	venue voting		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>1,823,765</b>	<b>89.1304</b>	<b>1,823,765</b>	<b>0</b>	<b>100.0000</b>	<b>0</b>
Public-Non Institutions	E-voting	7,366,681	183,673	2.4933	183,670	3	99.9984	0.0016
	venue voting		5,297	0.0719	5,297	0	100.0000	0.0000
	<b>Total</b>		<b>188,970</b>	<b>2.5652</b>	<b>188,967</b>	<b>3</b>	<b>99.9984</b>	<b>0.0016</b>
<b>Total</b>		<b>29,040,724</b>	<b>16,678,983</b>	<b>57.4331</b>	<b>16,678,980</b>	<b>3</b>	<b>100.0000</b>	<b>0</b>



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**7. Special Resolution: To consider and approve the appointment of Dr. Ritika Dusad (DIN 07022867), as a Whole Time Director and consider payment of remuneration in case of inadequacy of profits of the Company**

Whether promoter/ promoter group are interested in the Agenda/resolution							No	
Category	Mode of Voting	No. of shares held	No of Valid 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
Promoters and Promoter Group	E-voting	19,627,866	14,666,248	74.7216	14,666,248	0	100.0000	0.0000
	venue voting		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>14,666,248</b>	<b>74.7216</b>	<b>14,666,248</b>	<b>0</b>	<b>100.0000</b>	<b>0</b>
Public-Institutions	E-voting	2,046,177	1,823,765	89.1304	1,158,582	665,183	63.5269	36.4731
	venue voting		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>1,823,765</b>	<b>89.1304</b>	<b>1,158,582</b>	<b>665,183</b>	<b>63.5269</b>	<b>36.4731</b>
Public-Non Institutions	E-voting	7,366,681	183,673	2.4933	183,670	3	99.9984	0.0016
	venue voting		5,297	0.0719	5,297	0	100.0000	0.0000
	<b>Total</b>		<b>188,970</b>	<b>2.5652</b>	<b>188,967</b>	<b>3</b>	<b>99.9984</b>	<b>0.0016</b>
<b>Total</b>		<b>29,040,724</b>	<b>16,678,983</b>	<b>57.4331</b>	<b>16,013,797</b>	<b>665,186</b>	<b>96.0118</b>	<b>3.9882</b>

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8. Special Resolution: To consider and approve reappointment of Mr. Vishnu R Dusad (DIN: 00008412) as Managing Director of the Company								
Whether promoter/ promoter group are interested in the Agenda/resolution							No	
Category	Mode of Voting	No. of shares held	No of Valid 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
Promoters and Promoter Group	E-voting	19,627,866	14,666,248	74.7216	14,666,248	0	100.0000	0.0000
	venue voting		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>14,666,248</b>	<b>74.7216</b>	<b>14,666,248</b>	<b>0</b>	<b>100.0000</b>	<b>0</b>
Public-Institutions	E-voting	2,046,177	1,823,765	89.1304	1,823,765	0	100.0000	0.0000
	venue voting		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>1,823,765</b>	<b>89.1304</b>	<b>1,823,765</b>	<b>0</b>	<b>100.0000</b>	<b>0</b>
Public-Non Institutions	E-voting	7,366,681	183,673	2.4933	183,670	3	99.9984	0.0016
	venue voting		5,297	0.0719	5,297	0	100.0000	0.0000
	<b>Total</b>		<b>188,970</b>	<b>2.5652</b>	<b>188,967</b>	<b>3</b>	<b>99.9984</b>	<b>0.0016</b>
<b>Total</b>		<b>29,040,724</b>	<b>16,678,983</b>	<b>57.4331</b>	<b>16,678,980</b>	<b>3</b>	<b>100.0000</b>	<b>0</b>

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9. Special Resolution: To consider and approve the appointment of Mr. Anurag Mantri (DIN 09002894), as a Whole Time Director.

Whether promoter/ promoter group are interested in the Agenda/resolution							No	
Category	Mode of Voting	No. of shares held	No of Valid Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes Against	% of votes in favor 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
Promoters and Promoter Group	E-voting	19,627,866	14,666,248	74.7216	14,666,248	0	100.0000	0.0000
	venue voting		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>14,666,248</b>	<b>74.7216</b>	<b>14,666,248</b>	<b>0</b>	<b>100.0000</b>	<b>0</b>
Public-Institutions	E-voting	2,046,177	1,823,765	89.1304	1,398,378	425,387	76.6753	23.3247
	venue voting		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>1,823,765</b>	<b>89.1304</b>	<b>1,398,378</b>	<b>425,387</b>	<b>76.6753</b>	<b>23.3247</b>
Public-Non Institutions	E-voting	7,366,681	183,667	2.4932	183,664	3	99.9984	0.0016
	venue voting		5,297	0.0719	5,297	0	100.0000	0.0000
	<b>Total</b>		<b>188,964</b>	<b>2.5651</b>	<b>188,961</b>	<b>3</b>	<b>99.9984</b>	<b>0.0016</b>
<b>Total</b>		<b>29,040,724</b>	<b>16,678,977</b>	<b>57.4331</b>	<b>16,253,587</b>	<b>425,390</b>	<b>97.4495</b>	<b>2.5505</b>

**Registered Office**  
33-35 Thyagraj Nagar Mkt, New Delhi - 110003  
CIN : L74899DL1989PLC034594

# SANJAY GROVER & ASSOCIATES

## COMPANY SECRETARIES

B-88, 1<sup>ST</sup> Floor, Defence Colony, New Delhi – 110 024  
Tel.: (011) 4679 0000, Fax: (011) 4679 0012  
e-mail: [contact@cssanjaygrover.in](mailto:contact@cssanjaygrover.in)  
Website: [www.cssanjaygrover.in](http://www.cssanjaygrover.in)

### Consolidated Scrutinizer's Report

[Pursuant to Section 108 of the Companies Act, 2013 (“the act”) read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended]

To,

The Chairman

**NUCLEUS SOFTWARE EXPORTS LIMITED**

(CIN: L74899DL1989PLC034594)

33-35, Thyagraj Nagar Market,

New Delhi - 110003.

Dear Sir,

I, Devesh Kumar Vasisht, Partner of M/s Sanjay Grover & Associates, Company Secretaries, having office at B-88, First Floor, Defence Colony, New Delhi-110024, was appointed as Scrutinizer by the Board of Directors of Nucleus Software Exports Limited (“Company”) in its meeting held on June 03, 2021, for the purpose of scrutinizing the voting process, i.e. remote e-voting and e-voting at Annual General Meeting (“AGM”) under the provisions of Section 108 of the act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended from time to time) and General Circular Nos. 14/2020, 17/2020, 20/2020 & 02/2021 issued by the Ministry of Corporate Affairs (“MCA”) on April 08, 2020, April 13, 2020, May 05, 2020 and January 13, 2021 respectively and SEBI Circular dated May 12, 2020 and January 15, 2021 (MCA & SEBI Circulars) on the resolutions mentioned in Notice dated June 3, 2021 (“AGM Notice”) for 32<sup>nd</sup> AGM of the Company held on July 23, 2021 at 11:00 A.M. through Video Conferencing (VC) / Other Audio Visual Means (OAVM) facility.



I submit my report as under:-

1. The remote e-voting period commenced on Tuesday, July 20, 2021 at 09:00 A.M. and ended on Thursday, July 22, 2021 at 05:00 P.M. via e-voting platform on the designated website of KFin Technologies Private Limited (“KFinTech”), Authorized Agency to provide e-voting facility viz.: <https://evoting.kfintech.com> The Company had also provided e-voting facility to the Members attended through VC/OAVM during the AGM to enable those Members to cast their votes, if they had not cast their vote earlier through remote e-voting.
2. The Members of the Company as on the “cut off” date i.e. Friday, July 16, 2021 were entitled to avail the facility of remote e-voting as well as e-voting at the AGM on the proposed resolutions as set out in the AGM Notice.
3. The total paid up Equity Share Capital of the Company as on July 16, 2021 was Rs 29,04,07,240 (Rupees Twenty Nine Crore Four Lacs Seven Thousand Two Hundred and Forty) divided into 2,90,40,724 (Two Crore Ninety Lacs Forty Thousand Seven Hundred and Twenty Four) equity shares of Rs. 10/- (Rupees Ten Only) each.
4. The management of the Company is responsible to ensure compliance with the requirements of (i) the Act and Rules made thereunder; (ii) the MCA Circulars ; and (iii) the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, (“LODR”) related to e-voting in respect of the resolutions contained in the Notice calling the AGM. The Management of the Company is responsible for ensuring a secured framework and robustness of the electronic voting systems.
5. Our responsibilities as scrutinizer for e-voting at AGM and remote e-voting is restricted to making a consolidated scrutinizer’s report of the votes cast ‘in favour’ or ‘Against’ the resolution contained in the AGM Notice, based on the reports generated from the e-voting system provided by KFinTech, the Registrar and Transfer Agent of the Company and the Agency authorized under the Rules and engaged by the Company to provide e-voting facility and attendant papers/ documents furnished to us electronically by the Company and/ or KFinTech for our verification.



6. After completion of e-voting at the AGM, the data of e-voting at AGM was diligently scrutinized. Thereafter, data of e-voting at AGM were reconciled with the records maintained by the Registrar and Transfer Agents of the Company. The Members exercised their voting right either by remote e-voting or e-voting during the AGM.
7. Thereafter, the votes cast through remote e-voting were unblocked after completion of e-voting at the AGM in the presence of two witnesses, Ms. Anamika Shukla and Ms. Anjali Yadav who were not in the employment of the Company.
8. The consolidated summary of results of e- voting at AGM and remote e-voting are as under:

**Resolution No. 1**-To receive, consider and adopt:

- a) The audited financial statements of the Company for the year ended March 31 2021 including Audited Balance Sheet and Profit and Loss account as on March 31, 2021 along with Cash Flow Statement on that date together with the reports of the Board of Directors and Auditors thereon and
- b) The audited consolidated financial statements of the Company for the financial year ended March 31, 2021.

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	E-voting at AGM	Remote e-Voting	Total	
Assent	5,297	1,66,35,044	1,66,40,341	100.0000
Dissent	0	3	3	0.0000
Total	5,297	1,66,35,047	1,66,40,344	100.0000

Therefore, the Resolution No. 1 has been approved with requisite majority. Details of e- voting at AGM & remote e-voting are given in **Annexure- A**.





**Resolution No. 2-** Declaration of Dividend

(a) To Take Note of Interim Dividend declared during the Year.

(b) To declare a final dividend of Rs 6.00/- per Equity Share for the financial year ended March 31, 2021.

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	E-voting at AGM	Remote e-Voting	Total	
Assent	5,297	1,66,73,684	1,66,78,981	100.0000
Dissent	0	3	3	0.0000
Total	5,297	1,66,73,687	1,66,78,984	100.0000

Therefore, the Resolution No. 2 has been approved with requisite majority. Details of e- voting at AGM & remote e-voting are given in **Annexure- B.**

**Resolution No. 3-**To re-appoint

(i) Mr. R P Singh (DIN 00008350), as a Director of the Company who retires by rotation and being eligible offer himself for re-appointment.

(ii) Mr. Parag Bhise (DIN 8719754), as a Director of the Company who retires by rotation and being eligible offer himself for re-appointment.

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	E-voting at AGM	Remote e-Voting	Total	
Assent	4,797	1,66,73,677	1,66,78,474	99.9969
Dissent	500	9	509	0.0031
Total	5,297	1,66,73,686	166,78,983	100.0000

Therefore, the Resolution No. 3 has been approved with requisite majority. Details of e- voting at AGM & remote e-voting are given in **Annexure- C.**



**Resolution No. 4-**To appoint Retiring Auditors M/s BSR & Associates LLP, Chartered Accountants as Statutory auditors, to hold office from the conclusion of this Annual General Meeting (AGM) until the conclusion of next Annual General Meeting

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	E-voting at AGM	Remote e-Voting	Total	
Assent	5,297	1,66,73,683	1,66,78,980	100.0000
Dissent	0	3	3	0.0000
Total	5,297	1,66,73,686	1,66,78,983	100.0000

Therefore, the Resolution No. 4 has been approved with requisite majority. Details of e-voting at AGM & remote e-voting are given in **Annexure-D.**

**Resolution No. 5-**To consider and approve Re-appointment of Mr. S M Acharya (DIN: 00545141) as an Independent Director

Special Resolution				
Particulars	Number of Valid Votes			Percentage
	E-voting at AGM	Remote e-Voting	Total	
Assent	5,297	1,66,73,683	1,66,78,980	100.0000
Dissent	0	3	3	0.0000
Total	5,297	1,66,73,686	1,66,78,983	100.0000

Therefore, the Resolution No. 5 has been approved with requisite majority. Details of e-voting at AGM & remote e-voting are given in **Annexure-E.**



**Resolution No. 6-** To consider and approve appointment of Ms. Yasmin Javeri Krishan (DIN: 08801422) as an Independent Director

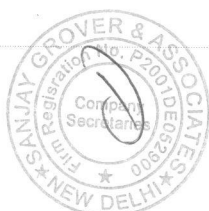
Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	E-voting at AGM	Remote e-Voting	Total	
Assent	5,297	1,66,73,683	1,66,78,980	100.0000
Dissent	0	3	3	0.0000
Total	5,297	1,66,73,686	1,66,78,983	100.0000

Therefore, the Resolution No. 6 has been approved with requisite majority. Details of e- voting at AGM & remote e-voting are given in **Annexure-F.**

**Resolution No. 7-** To consider and approve the appointment of Dr. Ritika Dusad (DIN 07022867), as a Whole Time Director and consider payment of remuneration in case of inadequacy of profits of the Company

Special Resolution				
Particulars	Number of Valid Votes			Percentage
	E-voting at AGM	Remote e-Voting	Total	
Assent	5,297	1,60,08,500	1,60,13,797	96.0118
Dissent	0	6,65,186	6,65,186	3.9882
Total	5,297	1,66,73,686	1,66,78,983	100.0000

Therefore, the Resolution No. 7 has been approved with requisite majority. Details of e- voting at AGM & remote e-voting are given in **Annexure-G.**



**Resolution No. 8-** To consider and approve re-appointment of Mr. Vishnu R Dusad (DIN: 00008412) as Managing Director of the Company.

Special Resolution				
Particulars	Number of Valid Votes			Percentage
	E-voting at AGM	Remote e-Voting	Total	
Assent	5,297	1,66,73,683	1,66,78,980	100.0000
Dissent	0	3	3	0.0000
Total	5,297	1,66,73,686	1,66,78,983	100.0000

Therefore, the Resolution No. 8 has been approved with requisite majority. Details of e- voting at AGM & remote e-voting are given in **Annexure-H.**

**Resolution No. 9-** To consider and approve the appointment of Mr. Anurag Mantri (DIN 09002894), as a Whole Time Director.

Special Resolution				
Particulars	Number of Valid Votes			Percentage
	E-voting at AGM	Remote e-Voting	Total	
Assent	5,297	1,62,48,290	1,62,53,587	97.4495
Dissent	0	4,25,390	4,25,390	2.5505
Total	5,297	1,66,73,680	1,66,78,977	100.0000

Therefore, the Resolution No.9 has been approved with requisite majority. Details of e- voting at AGM & remote e-voting are given in **Annexure-I.**



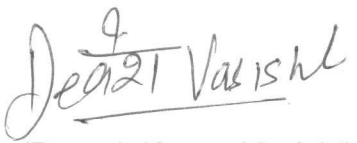
**SANJAY GROVER & ASSOCIATES**

9. The electronic data and all other relevant records related to remote e-voting and e-voting at AGM shall remain in my safe custody until the Chairman considers, approves and signs the minutes and thereafter, I, shall hand over the register and all other related papers to the Company Secretary.

Thanking you,

**For SANJAY GROVER & ASSOCIATES  
COMPANY SECRETARIES**

**Countersigned by**



(Devesh Kumar Vasisht)

Partner

CP No.:13700

UDIN: F008488C000682997

July 24, 2021

New Delhi



Poonam Bhasin  
AVP & Company Secretary

July 24,2021

New Delhi

Details of e-voting at AGM & remote e-voting for Resolution No.-1 are as under:

**A1. E- VOTING AT AGM:**

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	4	5,297	52,970
b) Less: Invalid Votes	0	0	0
c) Net Valid votes	4	5,297	52,970
d) Votes with Assent	4	5,297	52,970
e) Votes with Dissent	0	0	0

**A2. VOTING THROUGH REMOTE E-VOTING:**

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	96	1,66,35,047	16,63,50,470
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	96	1,66,35,047	16,63,50,470
d) Votes with Assent	93	1,66,35,044	16,63,50,440
e) Votes with Dissent	3	3	30



Details of e-voting at AGM & Remote e-voting for Resolution No.-2 are as under:

**B1. E- VOTING AT AGM:**

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	4	5,297	52,970
b) Less: Invalid Votes	0	0	0
c) Net Valid votes	4	5,297	52,970
d) Votes with Assent	4	5,297	52,970
e) Votes with Dissent	0	0	0

**B2. VOTING THROUGH REMOTE E-VOTING:**

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	98	1,66,73,687	16,67,36,870
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	98	1,66,73,687	16,67,36,870
d) Votes with Assent	95	1,66,73,684	16,67,36,840
e) Votes with Dissent	3	3	30



Details of e-voting at AGM & remote e-voting for Resolution No.-3 are as under:

**C1. E-VOTING AT AGM:**

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	4	5,297	52,970
b) Less: Invalid Votes	0	0	0
c) Net Valid votes	4	5,297	52,970
d) Votes with Assent	3	4,797	47,970
e) Votes with Dissent	1	500	5,000

**C2. VOTING THROUGH REMOTE E-VOTING:**

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	97	1,66,73,686	16,67,36,860
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	97	1,66,73,686	16,67,36,860
d) Votes with Assent	93	1,66,73,677	16,67,36,770
e) Votes with Dissent	4	9	90





Details of e-voting at AGM & remote e-voting for Resolution No.4 are as under:

**D1. E- VOTING AT AGM:**

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	4	5,297	52,970
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	4	5,297	52,970
d) Votes with Assent	4	5,297	52,970
e) Votes with Dissent	0	0	0

**D2. VOTING THROUGH REMOTE E-VOTING:**

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	97	1,66,73,686	16,67,36,860
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	97	1,66,73,686	16,67,36,860
d) Votes with Assent	94	1,66,73,683	16,67,36,830
e) Votes with Dissent	3	3	30



Details of e- voting at AGM & remote e-voting for Resolution No.-5 are as under:

**E1. E- VOTING AT AGM:**

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	4	5,297	52,970
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	4	5,297	52,970
d) Votes with Assent	4	5,297	52,970
e) Votes with Dissent	0	0	0

**E2. VOTING THROUGH REMOTE E-VOTING:**

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	97	1,66,73,686	16,67,36,860
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	97	1,66,73,686	16,67,36,860
d) Votes with Assent	94	1,66,73,683	16,67,36,830
e) Votes with Dissent	3	3	30



Details of e-voting at AGM & remote e-voting for Resolution No.-6 are as under:

**F1. E- VOTING AT AGM:**

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	4	5,297	52,970
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	4	5,297	52,970
d) Votes with Assent	4	5,297	52,970
e) Votes with Dissent	0	0	0

**F2. VOTING THROUGH REMOTE E-VOTING:**

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	97	1,66,73,686	16,67,36,860
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	97	1,66,73,686	16,67,36,860
d) Votes with Assent	94	1,66,73,683	16,67,36,830
e) Votes with Dissent	3	3	30



Details of e-voting at AGM & remote e-voting for Resolution No.-7 are as under:

**G1. E- VOTING AT AGM:**

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	4	5,297	52,970
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	4	5,297	52,970
d) Votes with Assent	4	5,297	52,970
e) Votes with Dissent	0	0	0

**G2. VOTING THROUGH REMOTE E-VOTING:**

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	97	1,66,73,686	16,67,36,860
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	97	1,66,73,686	16,67,36,860
d) Votes with Assent	72	1,60,08,500	16,00,85,000
e) Votes with Dissent	25	6,65,186	66,51,860



Details of e-voting at AGM & remote e-voting for Resolution No.-8 are as under:

**H1. E- VOTING AT AGM:**

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	4	5,297	52,970
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	4	5,297	52,970
d) Votes with Assent	4	5,297	52,970
e) Votes with Dissent	0	0	0

**H2. VOTING THROUGH REMOTE E-VOTING:**

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	97	1,66,73,686	16,67,36,860
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	97	1,66,73,686	16,67,36,860
d) Votes with Assent	94	1,66,73,683	16,67,36,830
e) Votes with Dissent	3	3	30



Details of e-voting at AGM & remote e-voting for Resolution No.-9 are as under:

**11. E- VOTING AT AGM:**

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	4	5,297	52,970
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	4	5,297	52,970
d) Votes with Assent	4	5,297	52,970
e) Votes with Dissent	0	0	0

**12. VOTING THROUGH REMOTE E-VOTING:**

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	96	1,66,73,680	16,67,36,800
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	96	1,66,73,680	16,67,36,800
d) Votes with Assent	87	1,62,48,290	16,24,82,900
e) Votes with Dissent	9	4,25,390	42,53,900

