



Report of Scrutinizer

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of Companies (Management and Administration) Rules, 2014]

Date: 02.09.2024

To,

The Chairperson,

DIKSAT TRANSWORLD LIMITED

1st Floor, New No.24 & Old No. 32,
South Mada Street, Mylapore,
Chennai - 600004.

Dear Sir,

Sub: Scrutinizer's Report on Postal Ballot conducted through Remote E-Voting by the Equity Shareholders of Diksat Transworld Limited (the "Company") which commenced from 09.00 a.m. (IST) on Friday, 2nd August 2024 and ends at 5.00 p.m. (IST) on Saturday, 31st August 2024.

We A. Satheesh Kumar & Associates, Practicing Company Secretaries appointed as the scrutinizer by the Board of Directors of the Company of Diksat Transworld Limited, (hereinafter referred to as ('the Company')) at their meeting held on 11.07.2024, to conduct and scrutinize the Postal Ballot E-voting process in a fair and transparent manner in respect of all the Resolutions as circulated/stated in the Postal Ballot Notice dated 29th July, 2024 ('Notice').

In compliance with the provisions of sections 108, 110 and other applicable provisions, if any of the Companies Act, 2013, read with the General Circular nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021 and 20/2021 dated December 08, 2021 issued by the Ministry of Corporate Affairs, Govt. of India (hereinafter collectively referred to as "MCA Circulars") and other applicable laws, rules and regulations, to transact the special business as per postal ballot Notice. The Company had provided facility for remote e-voting to all the Members of the Company to enable them to cast their votes only through electronic means on the items mentioned in the Notice.



The Company has engaged the services of NSDL as the Electronic Voting Service Provider hereinafter referred to as "NSDL" who had made necessary arrangements to facilitate E-voting by the shareholders of the Company on their website <https://www.evoting.nsdl.com> In view of the prevailing pandemic situation and restriction imposed by Government and to obviate difficulties faced by the corporate in providing both voting by physical ballot and E-voting, a facility was extended for the members to cast their vote only through E-voting in accordance with the provisions of the General Circulars No. 14/2020 dated April 08, 2020 and 17/2020 dated 13, 2020 issued by the Ministry of Corporate Affairs, Government of India.

Accordingly, the Company had sent the Postal Ballot Notice including all the requisite information required to cast the vote, in electronic form only to all its members who have registered their e-mail addresses with the Company / Registrar & Transfer Agents / Depository Participants. The Communication of the assent or dissent of the Members was sought through the E-voting system only. In order to facilitate those members who had not yet registered their e-mail address, a proper procedure was laid down for the shareholders to get their email address registered with the NSDL so that they could also participate in the E-voting facility extended by the Company.

The Company and the NSDL had uploaded the Notice together with the explanatory statement on their respective websites viz. www.diksatransworldlimited.com and www.evoting.nsdl.com and Electronic Voting Event Number "119625" ("EVEN") was generated for casting the votes through E-voting mode. The Company uploaded the details of the e-voting event with both the depositories viz. NSDL & CDSL. The Company and the RTA have complied with, all the necessary formalities specified under the Act, the Ruled and the Circulars issued in this regard.

The aforesaid Postal Ballot Notice was sent on 29th July, 2024. To all the Members of the Company through e-mail who have registered their e-mail addresses as on July 30, 2024 (cut-off date).

The Management of the Company is responsible for ensuring compliance with the requirements of the Act and the Rules there under and SEBI Listing Regulations relating to the items being placed for approval of the members through postal ballot by e-voting. My responsibility as the Scrutinizer of the voting process (through E-voting), was restricted to scrutinize the E-voting process, in a fair and the transparent manner and to prepare a Scrutinizer's Report of the votes cast in favour and against the resolutions stated in the Notice, based on the reports generated from the E-voting system provided by NSDL.

I report that, the Notice was sent through e-mail to 144 members whose emails id's were registered with the Depositories and as made available with the NSDL. The total Number of Members as on the Cut-off date was 144.

The E-voting period commenced from 09.00 a.m. (IST) on Friday, 2nd August 2024 and ends at 5.00 p.m. (IST) on Saturday, 31st August 2024.



The items for which approval of the Members of the Company was sought as stated in the Notice are mentioned hereunder:

S. No.	Type of Resolution	Description of the resolution
1	Ordinary Resolution	Alteration of the capital clause of the Memorandum of Association
2	Ordinary Resolution	Sub-Division/Stock Split of equity shares of the company
3	Special Resolution	Migration of company's listed equity shares from BSE SME segment to the Main Board of BSE Limited as well as on the main board of National Stock Exchange of India Ltd (NSE)
4	Special Resolution	Disinvestment of shares of Adfarm Private Limited by the company

SUMMARY OF VOTES CAST

The E-voting process concluded at 05.00 p.m. on 31st August, 2024. After the closure of E-voting process the votes through E-voting facility were duly unblocked by me as a Scrutinizer in the presence of Mr. M Magesh and Mr. S. Sivasubramaniyan witnesses, not in employment of the Company, as prescribed under sub-rule 4 (xii) of rule 20 of the Companies (Management and Administration) Rules, 2014. Since, E-voting facility was provided by NSDL, the details of the E-voting exercised by the Members were duly compiled by NSDL. The details of the E-voting, the compilation of the Register containing the statement of Member's name, DP id client id and/or folio number, number of shares held, number of votes exercised, votes in favour, votes against were generated by NSDL i.e. <https://www.evoting.nsdl.com>, were duly scrutinized.

On scrutiny, I report that out of 144 members holding shares as on the cut-off date, i.e. July 30, 2024, 10 members holding 87,89,692 shares have exercised their votes through remote E-voting. The details of Postal Ballot results for the items placed for consideration and approval of the Members is given below:

Item No 1: As an Ordinary Resolution

ALTERATION OF THE CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION:

Total No. of Members	144		
Total No. of Equity Shares	1,75,42,875		
E-voting as per the Postal Ballot Notice	09.00 a.m. (IST) on Friday, 2 nd August 2024 and ends at 5.00 p.m. (IST) on Saturday, 31 st August 2024		
		Number of Votes	Number of Shares
Total votes cast through E-voting	A	10	87,89,692
Less: invalid E-voting abstained-/less voted * refer note below	B	00	00
Net E-voting (A-B) considered valid	C	10	87,89,692



Note:

1. Votes cast in favour or against have been considered on the basis of number of shares held as on the cut-off date reckoned for the purpose of postal ballot.
2. A vote cast in favour or against is calculated based on the valid votes cast through remote E-voting

Summary of E-voting through Postal Ballot

Promoter /Public	No. of Shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3) = [(2) / (1)] * 100 (3)	No. of votes in favour (4)	No. of Votes against (5)	% of votes in favour on votes polled (6) = [(4) / (2)] * 100 (6)	% of votes against on votes polled (7) = [(5) / (2)] * 100 (7)
Promoter and Promoter Group	1,25,40,910	68,32,192	54.48	68,32,192	Nil	100	Nil
Public institutional holders	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Public - others	50,01,965	19,57,500	39.13	19,57,500	Nil	100	Nil
Total	1,75,42,875	87,89,692	50.10	1,25,84,915	Nil	100	Nil

Percentage of votes cast in favour: 100 Percentage of votes cast Against: Nil

RESULTS:

As the number of votes cast in favour of the Resolution is more than three times the number of votes cast against, I report that the Ordinary Resolution as per item No. 1 as set forth in the Postal Ballot Notice date July 30, 2024 has been passed by the members with requisite majority. The Resolutions is deemed as passed on the last date of voting that is Saturday, August 31, 2024.

Item No. 2: As an Ordinary Resolution**SUB-DIVISION/STOCK SPLIT OF EQUITY SHARES OF THE COMPANY**

Total No. of Members	144		
Total No. of Equity Shares	1,75,42,875		
E-voting as per the Postal Ballot Notice	09.00 a.m. (IST) on Friday, 2 nd August 2024 and ends at 5.00 p.m. (IST) on Saturday, 31 st August 2024		
		Number of Votes	Number of Shares
Total votes cast through E-voting	A	10	87,89,692
Less: invalid E-voting abstained-/less voted * refer note below	B	00	00
Net E-voting (A-B) considered valid	C	10	87,89,692



Note:

1. Votes cast in favour or against have been considered on the basis of number of shares held as on the cut-off date reckoned for the purpose of postal ballot.
2. A vote cast in favour or against is calculated based on the valid votes cast through remote E-voting.

Summary of E-voting through Postal Ballot

Promoter /Public	No. of Shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3) = [(2) / (1)] * 100 (3)	No. of votes in favour (4)	No. of Votes against (5)	% of votes in favour on votes polled (6) = [(4) / (2)] * 100 (6)	% of votes against on votes polled (7) = [(5) / (2)] * 100 (7)
Promoter and Promoter Group	1,25,40,910	68,32,192	54.48	68,32,192	Nil	100	Nil
Public institutional holders	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Public - others	50,01,965	19,57,500	39.13	19,57,500	Nil	100	Nil
Total	1,75,42,875	87,89,692	50.10	1,25,84,915	Nil	100	Nil

Percentage of votes cast in favour: 100 Percentage of votes cast Against: Nil

RESULTS:

As the number of votes cast in favour of the Resolution is more than three times the number of votes cast against, I report that the Ordinary Resolution as per item No. 2 as set forth in the Postal Ballot Notice date July 30, 2024 has been passed by the members with requisite majority. The Resolutions is deemed as passed on the last date of voting that is Saturday, August 31, 2024.

Item No. 3: As a Special Resolution

MIGRATION OF COMPANY'S LISTED EQUITY SHARES FROM BSE SME SEGMENT TO THE MAIN BOARD OF BSE LIMITED AS WELL AS ON THE MAIN BOARD OF NATIONAL STOCK EXCHANGE OF INDIA LTD (NSE)

Total No. of Members	144		
Total No. of Equity Shares	1,75,42,875		
E-voting as per the Postal Ballot Notice	09.00 a.m. (IST) on Friday, 2 nd August 2024 and ends at 5.00 p.m. (IST) on Saturday, 31 st August 2024		
		Number of Votes	Number of Shares
Total votes cast through E-voting	A	10	87,89,692
Less: invalid E-voting abstained-/less voted * refer note below	B	00	00
Net E-voting (A-B) considered valid	C	10	87,89,692



Note:

1. Votes cast in favour or against have been considered on the basis of number of shares held as on the cut-off date reckoned for the purpose of postal ballot.
2. A vote cast in favour or against is calculated based on the valid votes cast through remote E-voting.

Summary of E-voting through Postal Ballot

Promoter /Public	No. of Shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3) = [(2) / (1)] * 100 (3)	No. of votes in favour (4)	No. of Votes against (5)	% of votes in favour on votes polled (6) = [(4) / (2)] * 100 (6)	% of votes against on votes polled (7) = [(5) / (2)] * 100 (7)
Promoter and Promoter Group	1,25,40,910	68,32,192	54.48	68,32,192	Nil	100	Nil
Public institutional holders	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Public - others	50,01,965	19,57,500	39.13	19,57,500	Nil	100	Nil
Total	1,75,42,875	87,89,692	50.10	1,25,84,915	Nil	100	Nil

Percentage of votes cast in favour: 100 Percentage of votes cast Against: Nil

RESULTS:

As the number of votes cast in favour of the Resolution is more than three times the number of votes cast against, I report that the Special Resolution as per item No. 3 as set forth in the Postal Ballot Notice date July 30, 2024 has been passed by the members with requisite majority. The Resolutions is deemed as passed on the last date of voting that is Saturday, August 31, 2024.

Item No. 4: As a Special Resolution**DISINVESTMENT OF SHARES OF ADFARM PRIVATE LIMITED BY THE COMPANY**

Total No. of Members	144		
Total No. of Equity Shares	1,75,42,875		
E-voting as per the Postal Ballot Notice	09.00 a.m. (IST) on Friday, 2 nd August 2024 and ends at 5.00 p.m. (IST) on Saturday, 31 st August 2024		
		Number of Votes	Number of Shares
Total votes cast through E-voting	A	10	87,89,692
Less: invalid E-voting abstained-/less voted * refer note below	B	00	00
Net E-voting (A-B) considered valid	C	10	87,89,692



Note:

1. Votes cast in favour or against have been considered on the basis of number of shares held as on the cut-off date reckoned for the purpose of postal ballot.
2. A vote cast in favour or against is calculated based on the valid votes cast through remote E-voting.

Summary of E-voting through Postal Ballot

Promoter /Public	No. of Shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3) = [(2) / (1)] * 100 (3)	No. of votes in favour (4)	No. of Votes against (5)	% of votes in favour on votes polled (6) = [(4) / (2)] * 100 (6)	% of votes against on votes polled (7) = [(5) / (2)] * 100 (7)
Promoter and Promoter Group	1,25,40,910	68,32,192	54.48	68,32,192	Nil	100	Nil
Public institutional holders	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Public - others	50,01,965	19,57,500	39.13	19,57,500	Nil	100	Nil
Total	1,75,42,875	87,89,692	50.10	1,25,84,915	Nil	100	Nil

Percentage of votes cast in favour: 100 Percentage of votes cast Against: Nil

RESULTS:

As the number of votes cast in favour of the Resolution is more than three times the number of votes cast against, I report that the Special Resolution as per item No. 4 as set forth in the Postal Ballot Notice date July 30, 2024 has been passed by the members with requisite majority. The Resolutions is deemed as passed on the last date of voting that is Saturday, August 31, 2024.

I further report that, as per the Postal Ballot Notice dated 29th July, 2024 the Chairman or any Director as authorized by the Board, shall declare and confirm the above results of e-voting by postal ballot in respect of the Resolutions referred above, on Monday, September 02, 2024. The results of the Postal Ballot will be displayed on the notice board of the Company both at their Registered Office in Chennai and on their website www.diksatransworldlimited.com and on website of www.evoting.nsdl.com. The results shall also be forwarded to BSE Limited, the exchanges where the equity shares of the Company are listed.

I further report that Rule 22 of the Companies (Management and Administration) Rules, 2014 has been duly complied with and the records maintained by me including the data as obtained from NSDL, the Service Provider for the E-voting facility extended by them and also the Registrar and Share Transfer Agent recording the consent or otherwise received from Members, by E-voting which includes all the particulars of the Members such as the name, folio number/DP ID and client ID, number of shares held, number of shares voted and number of shares assented, number of shares



dissented, number of shares rejected, and other related data/papers are in my safe custody which will be handed over to the Company Secretary of the Company.

I thank you for the opportunity given, to act as a Scrutinizer for the above Postal Ballot process of your Company.

Thanking you,

Yours faithfully



A Satheesh Kumar



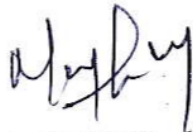
A Satheesh Kumar & Associates
Company Secretaries

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Old No. 28, New No. 50, A7 Kala Flats,
Rameswaram Road, T Nagar,
Chennai – 600017.

Place: Chennai
Date: 02.09.2024

The following were the witnesses to the unblocking of the votes on August 31, 2024.



1. Magesh M



2. Sivasubramaniyan

Received the Report

For **DIKSAT TRANSWORLD LIMITED**

Chairman

Place: Chennai
Date: 02.09.2024