

Ref. no. : Ethos/Secretarial/2024-25/43

Dated: September 27, 2024

BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai – 400 001

National Stock Exchange of India Limited
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex, Bandra,
Mumbai - 400 051

Scrip Code : 543532

Trading symbol : ETHOSLTD

ISIN : INE04TZ01018

Subject : Disclosure pursuant to regulation 44(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of results of voting on the resolutions set out under Notice of 17th Annual General Meeting held on September 27, 2024

Dear Sir/Ma'am

Greetings from Ethos.

The 17th (Seventeenth) Annual General Meeting (“AGM”) of the Company was held on Friday, September 27, 2024 commenced at 10:30 a.m. IST and concluded at 11:01 a.m. IST through Video Conferencing (VC) / Other Audio Visual Means (OAVM).

The aforesaid meeting was held in compliance with the provisions of Section 108 of the Companies Act, 2013 read with rules made thereunder, Regulation 44 of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, in terms of General Circulars no. 10/2022 and 11/2022 issued by Ministry of Corporate Affairs and Circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 issued by SEBI.

Pursuant to Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”), we would like to report the combined voting results in respect of following businesses as set out under the Notice of the 17th AGM of the Company:-

S.No.	Particulars of the agenda item	Type of resolution
1	To consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2024 together with the Report of the Board of Directors and the Statutory Auditors thereon	Ordinary

— ETHOS LIMITED —

Registered Office:
Plot No. 3, Sector III, Parwanoo,
Himachal Pradesh - 173220, India

Corporate Office:
Kamla Centre, S.C.O. 88-89, Sector 8-C,
Chandigarh - 160009, India

Head Office:
Global Gateway Towers A, 1st Floor, MG Road,
Sector 26, Gurugram, Haryana - 122002, India

2	To appoint a Director in place of Mr. Chitranjan Agarwal (DIN - 00095715), who retires by rotation in terms of provisions of section 152 of the Companies Act, 2013 or other applicable provisions, if any, and being eligible, offers himself for re-appointment	Ordinary
3	To appoint M/s Walker Chandiok & Co. LLP, Chartered Accountants (ICAI Firm registration no. 001076N/N500013) as Independent Statutory Auditors of the Company in place of M/s S.R. Batliboi & Co. LLP, Chartered Accountants	Ordinary

The aforementioned resolutions have been approved by the members with requisite majority as per the Consolidated Scrutinizer's Report issued by CS Jaspreet Singh Dhawan, Scrutinizer vide his Report dated September 27, 2024. 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 aforesaid resolutions along with Consolidated Scrutinizer's Report are attached herewith for the information of our valued investors.

The results and report of the scrutinizer will also be hosted on the website of the Company <https://www.ethoswatches.com/investors-information/>

We would request you to please take the same in your records and oblige.

Thanking you

Yours truly
For **Ethos Limited**

Anil Kumar
Company Secretary & Compliance Officer
Membership no. F8023

Encl.: as above

— **ETHOS LIMITED** —

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Sector 26, Gurugram, Haryana - 122002, India

Ethos Limited
CIN - L52300HP2007PLC030800
Registered office :- Plot no. 3, Sector III, Parwanoo 173 220, Himachal Pradesh

Details of venue voting and remote e-voting results as per Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Date of the AGM/EGM	27th September, 2024
Total number of shareholders on record date	36,092 (Thirty six thousand and ninety two only)
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:	1
Public:	37

Resolution No.	1									
Resolution required: (Ordinary/ Special)	ORDINARY - To consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2024 together with the Report of the Board of Directors and the Statutory Auditors thereon									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	1,25,35,575	1,24,39,098	99.2304	1,24,39,098	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1,24,39,098	99.2304	1,24,39,098	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	68,36,539	63,32,329	92.6248	63,32,329	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		63,32,329	92.6248	63,32,329	0	100.0000	0.0000	0	0
Public- Non Institutions	E-Voting	51,08,329	1,13,570	2.2232	1,13,570	0	100.0000	0.0000	0	2
	Poll		1,187	0.0232	1,187	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1,14,757	2.2464	1,14,757	0	100.0000	0.0000	0	2
Total		2,44,80,443	1,88,86,184	77.1480	1,88,86,184	0	100.0000	0.0000	0	2

Resolution No.	2									
Resolution required: (Ordinary/ Special)	ORDINARY - To appoint a Director in place of Mr. Chitranjan Agarwal (DIN – 00095715), who retires by rotation in terms of provisions of section 152 of the Companies Act, 2013 or other applicable provisions, if any, and being eligible, offers himself for re-appointment									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	1,25,35,575	1,24,39,098	99.2304	1,24,39,098	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1,24,39,098	99.2304	1,24,39,098	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	68,36,539	63,32,329	92.6248	60,39,514	2,92,815	95.3758	4.6241	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		63,32,329	92.6248	60,39,514	2,92,815	95.3759	4.6241	0	0
Public- Non Institutions	E-Voting	51,08,329	1,13,572	2.2233	1,13,556	16	99.9859	0.0140	0	0
	Poll		1,187	0.0232	1,187	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1,14,759	2.2465	1,14,743	16	99.9861	0.0139	0	0
Total		2,44,80,443	1,88,86,186	77.1481	1,85,93,355	2,92,831	98.4495	1.5505	0	0

Resolution No.	3									
Resolution required: (Ordinary/ Special)	ORDINARY - To appoint M/s Walker Chandiok & Co. LLP, Chartered Accountants (ICAI Firm registration no. 001076N/N500013) as Independent Statutory Auditors of the Company in place of M/s S.R. Batliboi & Co. LLP, Chartered Accountants – retiring auditors									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	1,25,35,575	1,24,39,098	99.2304	1,24,39,098	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1,24,39,098	99.2304	1,24,39,098	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	68,36,539	63,32,329	92.6248	63,07,354	24,975	99.6055	0.3944	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		63,32,329	92.6248	63,07,354	24,975	99.6056	0.3944	0	0
Public- Non Institutions	E-Voting	51,08,329	1,13,572	2.2233	1,13,556	16	99.9859	0.0140	0	0
	Poll		1,187	0.0232	1,187	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1,14,759	2.2465	1,14,743	16	99.9861	0.0139	0	0
Total		2,44,80,443	1,88,86,186	77.1481	1,88,61,195	24,991	99.8677	0.1323	0	0



JASPREET DHAWAN & ASSOCIATES COMPANY SECRETARIES

JASPREET SINGH DHAWAN
B.COM(HONS), FCS, DARB (ICSI)

Annexure B

CONSOLIDATED SCRUTINIZER'S REPORT

Consolidated Scrutinizer Report on E-Voting [Pursuant to Sections 108 of the Companies Act, 2013 read with Rules 20 of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman
ETHOS LIMITED
PLOT NO. 3 SECTOR- III, PARWANOO,
HIMACHAL PRADESH, INDIA, 173220

Dear Sir,

Subject: Consolidated Scrutinizer Report on e-voting process (remote e-voting and e-voting during AGM) pursuant to 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 and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 conducted in respect of resolutions passed at the 17th Annual General Meeting of the shareholders of Ethos Limited.

Dear Sir,

I, Jaspreet Singh Dhawan, Practicing Company Secretary, proprietor of M/s Jaspreet Dhawan & Associates (FCS 9372; CP 8545), have been appointed as the scrutinizer, by the Board of Directors of **ETHOS LIMITED** for the purpose of scrutinizing the e-voting process (remote e-voting and e-voting during AGM) pursuant to 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 and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 in a fair and transparent manner, in respect of the below mentioned resolutions proposed at the 17th Annual General Meeting (AGM) of shareholders of ETHOS LIMITED held on 27th September, 2024 at 10:30 A.M. conducted through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM").



H.NO. 705, PHASE 10, SECTOR 64,
MOHALI, PUNJAB-160062.



jaspreetdhawan1@gmail.com



+91 9888515184

The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules made thereunder and the various circulars issued by the Ministry of Corporate Affairs, Government of India relating to voting through electronic means (by remote e-voting and e-voting during the Annual General Meeting) in respect of the votes casted on the resolutions contained in the Notice of the 17th Annual General Meeting dated 23rd August, 2024 based on the reports generated from the e-voting system provided by Company's Registrar and Share Transfer Agent, KFin Technologies Limited, (KFINTECH), engaged by the Company for the purpose.

I submit my report as under:

1. The Notice of the 17th Annual General Meeting dated 23rd August, 2024 along with Explanatory Statement under Section 102 of the Act setting out material facts, as confirmed by the Company was sent to the Shareholders in respect of the below mentioned resolutions proposed at the 17th Annual General Meeting of the Company through electronic mode to those members whose email addresses are registered with the Company/Depositories, in compliance with the MCA Circular Number 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 02/2021 dated January 13, 2021, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021, 21/2021 dated December 14, 2021 and 02/2022 dated May 05, 2022 and General Circular No.10/2022 dated December 28, 2022 and General Circular No. 09/2023 dated September 25, 2023 (collectively referred to as "MCA Circulars") and Securities and Exchange Board of India (SEBI) Circular Number SEBI/HO/CFD/CMD 1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022; SEBI/HO/CFD/PoD2/P/CIR/2023/4 dated January 05, 2023 and SEBI vide Circular No. SEBI/HO/CFD/CFDPoD2/P/CIR/2023/167 dated October 07, 2023 (collectively referred to as "SEBI Circulars").
2. The compliance with the provisions of the Companies Act, 2013 and the Rules made there under relating to voting through electronic means (by remote e-voting and e-voting during the Annual General Meeting) on the resolutions proposed in the Notice of the 17th Annual General Meeting of the Company is the responsibility of the management. My responsibility as a Scrutinizer is to ensure that the voting process both through remote e-voting and e-voting during the meeting are conducted in a fair and transparent manner and render a consolidated scrutinizer's report of the total votes casted on the resolutions forming part of Notice dated 23rd August, 2024, to the Chairman, based on the reports generated from the electronic voting system provided by Company's Registrar and Share Transfer Agent, KFin Technologies Limited, (KFINTECH), engaged by the Company for the purpose.
3. As per the Notice of 17th Annual General Meeting dated 23rd August, 2024 and the 'Advertisement' published, pursuant to Rule 20 (4) (v) of the Companies [(Management and Administration)Rules, 2014] (Amendment Rules, 2015), on 6th September, 2024 "Financial Express" (English Newspaper) and "Himachal Times" (Hindi Newspaper) the remote e-voting commenced from Tuesday, 24th September, 2024 at 9.00 a.m. IST and ended on Thursday, 26th September, 2024 at 5.00 p.m. IST.

4. The shareholders holding the Equity Shares of the Company as on Friday, 20th September, 2024 viz. the “cut-off date”, were entitled to vote on the resolutions stated in the Notice of the 17th Annual General Meeting of the Company.
5. As required under the MCA Circulars, the Company had also provided e-voting facility during the AGM to the shareholders attending the said meeting through VC /OAVM and who have not casted their vote previously through remote e-voting and are attending the Meeting through video conferencing.
6. The votes cast through the remote e-voting prior to AGM and e-voting during the AGM were unblocked, in the presence of two witnesses who are not the employees of the Company, after conclusion of the AGM and the e-voting results / list of shareholders who voted for and against were downloaded from the voting system provided by Company’s Registrar and Share Transfer Agent, KFin Technologies Limited, (KFINTECH), engaged by the Company for the purpose.
7. The results of the e-voting in respect of resolutions contained in the Notice are as under:

Item No. 1 - As an Ordinary Resolution:-

To consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2024 together with the Report of the Board of Directors and the Statutory Auditors thereon:-

- (i) Voted *in favour* of the Resolution:

Mode of voting	No. of members voted	No. of votes casted by them	As a % of total votes casted
Remote e-voting	152	18884997	99.9937 %
e-voting during AGM	4	1187	00.0062 %
Total	156	18886184	99.9999 %

- (ii) Voted *against* the Resolution:

Mode of voting	No. of members voted	No. of votes casted by them	As a % of total votes casted
Remote e-voting	0	0	0.00 %
e-voting during AGM	0	0	0.00 %
Total	0	0	0.00 %

(iii) **Invalid/Abstain** Votes:

Mode of voting	No. of members voted	No. of votes casted by them	As a % of total votes casted
Remote e-voting	1	2	0.0001 %
e-voting during AGM	0	0	0.00 %
Total	1	2	0.0001 %

Since combined number of votes cast in favour of the resolution is more than number of votes cast against the resolution, the said ordinary resolution shall be declared passed.

Item No. 2 - As an Ordinary Resolution:-

To appoint a Director in place of Mr. Chitranjan Agarwal (DIN - 00095715), who retires by rotation in terms of provisions of section 152 of the Companies Act, 2013 or other applicable provisions, if any, and being eligible, offers himself for re-appointment

(i) Voted *in favour* of the Resolution:

Mode of voting	No. of members voted	No. of votes casted by them	As a % of total votes casted
Remote e-voting	131	18592168	98.4432 %
e-voting during AGM	4	1187	0.0063 %
Total	135	18593355	98.4495 %

(ii) Voted *against* the Resolution:

Mode of voting	No. of members voted	No. of votes casted by them	As a % of total votes casted
Remote e-voting	26	292831	01.5505 %
e-voting during AGM	0	0	0.00 %
Total	26	292831	01.5505 %

(iii) **Invalid/Abstain** Votes:

Mode of voting	No. of members voted	No. of votes casted by them	As a % of total votes casted
Remote e-voting	0	0	0.00%
e-voting during AGM	0	0	0.00%
Total	0	0	0.00%

Since combined number of votes cast in favour of the resolution is more than number of votes cast against the resolution, the said ordinary resolution shall be declared passed.

Item No. 3 - As a Ordinary Resolution:-

To appoint M/s Walker Chandiok & Co. LLP, Chartered Accountants (ICAI Firm registration no. 001076N/N500013) as Independent Statutory Auditors of the Company in place of M/s S.R. Batliboi & Co. LLP, Chartered Accountants

(i) Voted *in favour* of the Resolution:

Mode of voting	No. of members voted	No. of votes casted by them	As a % of total votes casted
Remote e-voting	149	18860008	99.8614%
e-voting during AGM	4	1187	0.0063 %
Total	153	18861195	99.8677 %

(ii) Voted *against* the Resolution:

Mode of voting	No. of members voted	No. of votes casted by them	As a % of total votes casted
Remote e-voting	4	24991	0.1323%
e-voting during AGM	0	0	0.00 %
Total	4	24991	0.1323%

(iii) *Invalid/Abstain* Votes:

Mode of voting	No. of members voted	No. of votes casted by them	As a % of total votes casted
Remote e-voting	0	0	0.00 %
e-voting during AGM	0	0	0.00 %
Total	0	0	0.00 %

Since combined number of votes cast in favour of the resolution is more than number of votes cast against the resolution, the said ordinary resolution shall be declared passed.

Based on the foregoing, it is hereby submitted that the Resolution Nos. 1 to 3 have been passed with the requisite majority.

The relevant records relating to the e-voting shall remain in my safe custody and will be handed over to the Company Secretary and Compliance Officer of the Company for preserving safely after the consideration of results and after the approval of the Chairman and signing of the Minutes.

Thanking You,
Yours Sincerely

**For M/s Jaspreet Dhawan & Associates
Company Secretaries**

**Counter signed by:
For ETHOS LIMITED**

**Jaspreet Singh Dhawan
FCS: 9372
CP No: 8545
UDIN: F009372F001350030**

**ANIL KUMAR
Company Secretary & Compliance Officer**

**Date: 27.09.2024
Place: Mohali**

We, the undersigned, witnesseth that the votes were unblocked from the e-voting system provided by Company's Registrar and Share Transfer Agent, KFin Technologies Limited, (KFINTech) at <https://evoting.kfintech.com>, engaged by the Company for the purpose, in our presence at 11:19 a.m. IST on 27th September, 2024.

Mr. Karan Kakkar
(Witness No. 01)

Mr. Rahul Sharma
(Witness No. 02)