

Date: September 30, 2022

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

Bandra (East),

MUMBAI – 400 051

Sub: Proceedings/ Outcome of 15th Annual General Meeting of the Members of Yaari Digital Integrated Services Limited ('the Company') held on Friday, September 30, 2022 and disclosures under Regulations 30 & 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (Listing Regulations)

Dear Sir/Madam,

Pursuant to Regulations 30 and 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (Listing Regulations), we submit the following:

(A) Summary of the proceedings of 15th Annual General Meeting (AGM)

The 15th Annual General Meeting of the Members of the Company ("AGM") was held today i.e. on Friday, September 30, 2022 through Video Conferencing ("VC"). The AGM commenced at 11:00 A.M. (IST) and concluded at 11:41 A.M. (IST) with the closure of the voting at the meeting ("Meeting").

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

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

Mr. Khera occupied the chair and welcomed the Members to the meeting, He then informed that the requisite quorum is present at the meeting and called the meeting to order.

The Chairman introduced the Board members and Key Managerial Personnel of the Company, present at the Meeting, namely, Mr. Aishwarya Katoch, Mr. G. Gopalakrishna, Mr. Gurinder Singh, Mr. Praveen Kumar Tripathi, Mr. Prem Prakash Mirdha and Ms. Supriya Bhatnagar



Independent Directors, and Mr. Akhil Malhotra, Chief Financial Officer and Ms. Priya Jain, Company Secretary. The authorised representatives of Statutory Auditors, Secretarial Auditors and Internal Auditors of the Company along with the Scrutinizer, were also present at the Meeting.

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

The Chairman informed that the requisite registers in terms of the applicable regulations along with certificate from Secretarial Auditors of the Company in terms of SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 were available for electronic inspection and were open for inspection by the members till the conclusion of the Meeting.

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

The Chairman then apprised the shareholders on the Company's performance and significant developments, during the financial year 2021-22 and concluded by placing on records his appreciation to the Board, management team and employees for their hard work and loyalty for standing by the Company during its tough phase. He also expressed his gratitude and appreciation to the regulatory authorities and most importantly to the shareholders, for their support to the Company.

He further informed that for Company's 15th AGM, the Company had sent Notice dated September 5, 2022 along with the Annual Report for the financial year 2021-22, to all its eligible shareholders and other stakeholders electronically. Also, reports from Statutory Auditors' and from Secretarial Auditors of the company for the FY 2021-22 were unqualified and without any adverse observations or comments and accordingly are to be taken as read.

The members were informed that the Company had offered the facility of remote e-voting through electronic means from Tuesday, September 27, 2022 from 10:00 A.M. (IST) till Thursday, September 29, 2022, up to 05:00 P.M. (IST). The Company has also made arrangements for e-voting during the Meeting for those shareholders, who didn't participate in this remote e-voting (Insta poll). It was also informed that the Company had appointed Mr. Ajay Khandelwal, (Membership No. 519516), Proprietor of M/s. Khandelwal Ajay & Co., Practicing Chartered Accountant, as the Scrutinizer to scrutinize the e-voting process as well as voting at the Meeting, in a fair and transparent manner.



Then the floor for the Questions and Answers Session was opened, however, no queries were raised by the registered speakers.

The members were further informed that the combined result of remote e-voting, exercised earlier during September 27, 2022 to September 29, 2022 and the e-voting (through Insta poll) held during the Meeting, will be declared on or before October 4, 2022, which will also be placed on the website of the Company and of KFintech and will also be forwarded to BSE Limited and National Stock Exchange of India Limited, where the Equity Shares are listed.

The businesses as set out in the Notice dated September 5, 2022 convening this AGM were transacted through e-voting (remote e-voting and e-voting during the AGM).

Post conclusion of Meeting and closure of the e-voting (through Insta poll), the Scrutinizer downloaded all reports of remote e-voting held during September 27, 2022 to September 29, 2022 and e-voting (through Insta poll) held at Meeting, from the website of KFintech, and scrutinized the voting/ballots and issued his report dated September 30, 2022, in terms whereof, the Scrutinizer has confirmed that all the businesses as set out vide agenda item nos. 1 to 7 in the AGM Notice dated September 5, 2022, are passed by the Members with requisite majority.

(B) Outcome of 15th AGM

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

- (a) Voting Results in the prescribed format; and
- (b) Scrutinizer's Report dated September 30, 2022, on remote e-voting and e-voting at AGM.

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

Yours truly, for **Yaari Digital Integrated Services Limited**

Priya Jain Company Secretary

Encl: as above

Yaari Digital Integrated Services Limited

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

Voting Results

Date of the AGM / EGM	30-Sep-22
Total number of Sharholders on record date	67739
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	Not Applicable
Public	Not Applicable
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	5
Public:	52

Agenda item no. 1: Adoption of the Audited Financial Statements of the Company for the financial year ended March 31, 2022, and the Reports of the Board and Auditors thereon.

Resolution red	quired: (Ordinary/ Special)		Ordinary							
Whether pron	noter/ promoter group are inte	erested in the	No							
agenda/resolu	ution?									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding	No. of Votes – in favour (4)	No. of Votes – against (5)	favour on votes	% of Votes against on votes polled (7)=[(5)/(2)]*100		
				shares			(6)=[(4)/(2)]*100			
				(3)=[(2)/(1)]* 100						
Promoter and	E-Voting		38633988	100.0000	38633988	0	100.0000	0.0000		
Promoter	Instapoll	38633988	0	0.0000	0	0	0.0000	0.0000		
Group	Postal Ballot (if applicable)		N.A	N.A	N.A	N.A	N.A	N.A		
Стоир	Total	38633988	38633988	100.000	38633988	0	100.000	0.0000		
Public-	E-Voting		10606229	82.7343	10606229	0	100.0000	0.0000		
Institutions	Instapoll	12819626	0	0.0000	0	0	0.0000	0.0000		
	Postal Ballot (if applicable)		N.A	N.A	N.A	N.A	N.A	N.A		
	Total	12819626	10606229	82.7343	10606229	0	100.000	0.0000		
Public- Non	E-Voting		5631023	11.4945	5625131	5892	99.8954	0.1046		
Institutions	Instapoll	48988645	934888	1.9084	930533	4355	99.5342	0.4658		
	Postal Ballot (if applicable)		N.A	N.A	N.A	N.A	N.A	N.A		
	Total	48988645	6565911	13.4029	6555664	10247	99.8439	0.1561		
Total		100442259	55806128	55.5604	55795881	10247	99.9816	0.0184		

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

Resolution re	quired: (Ordinary/ Special)		Ordinary						
Whether pror	noter/ promoter group are int	terested in the				No			
agenda/resol	ution?	1		_	1		1		
Category	Mode of Voting	No. of shares	No. of votes	% of Votes	No. of Votes – in	No. of Votes	% of Votes in	% of Votes against on	
		held (1)	polled (2)	Polled on	favour	– against	favour on votes	votes polled	
				outstanding	(4)	(5)	polled	(7)=[(5)/(2)]*100	
				shares			(6)=[(4)/(2)]*100		
				(3)=[(2)/(1)]* 100					
Promoter and	E-Voting		38633988	100.0000	38633988	0	100.0000	0.0000	
Promoter	Instapoll	38633988	0	0.0000	0	0	0.0000	0.0000	
	Postal Ballot (if applicable)		N.A	N.A	N.A	N.A	N.A	N.A	
Group	Total	38633988	38633988	100.000	38633988	0	100.000	0.0000	
Public-	E-Voting		10606229	82.7343	10606229	0	100.0000	0.0000	
Institutions	Instapoll	12819626	0	0.0000	0	0	0.0000	0.0000	
	Postal Ballot (if applicable)		N.A	N.A	N.A	N.A	N.A	N.A	
	Total	12819626	10606229	82.7343	10606229	0	100.000	0.0000	
Public- Non	E-Voting		5631023	11.4945	5624665	6358	99.8871	0.1129	
Institutions	Instapoll	48988645	934888	1.9084	930533	4355	99.5342	0.4658	
	Postal Ballot (if applicable)		N.A	N.A	N.A	N.A	N.A	N.A	
	Total	48988645	6565911	13.4029	6555198	10713	99.8368	0.1632	
Total		100442259	55806128	55.5604	55795415	10713	99.9808	0.0192	

September 4,				as an Independent [Director for a term	of three years	from September 5	5, 2022 up to
D			Т					
	quired: (Ordinary/ Special)				3	pecial		
•	moter/ promoter group are in	terested in the				No		
agenda/resol		l		0, 51,			la, 6 m, 1	la, e.,
Category	Mode of Voting	No. of shares	No. of votes	% of Votes	No. of Votes – in			% of Votes against on
		held (1)	polled (2)	Polled on	favour	– against	favour on votes	-
				outstanding	(4)	(5)	polled	(7)=[(5)/(2)]*100
I				shares			(6)=[(4)/(2)]*100	
	- · · ·		2052222	(3)=[(2)/(1)]* 100	20522000		400 0000	0.0000
Promoter and	E-Voting	20622000	38633988	100.0000	38633988	0	100.0000	0.0000
Promoter	Instapoll	38633988	0	0.0000	0	0	0.0000	0.0000
Group	Postal Ballot (if applicable)	20522000	N.A	N.A	N.A	N.A	N.A	N.A
0.11:	Total	38633988	38633988	100.000	38633988	0	100.000	0.0000
Public-	E-Voting	12010626	10606229	82.7343	10606229	0	100.0000	0.0000
Institutions	Instapoll	12819626	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)	42040525	N.A	N.A	N.A	N.A	N.A	N.A
D. I.P. N.	Total	12819626	10606229	82.7343	10606229	0	100.0000	0.0000
Public- Non	E-Voting	40000645	5631023	11.4945	5624781	6242	99.8891	0.1109
Institutions	Instapoll	48988645	934888	1.9084	930533	4355	99.5342	0.4658
	Postal Ballot (if applicable)	400000645	N.A	N.A	N.A	N.A	N.A	N.A
Total	Total	48988645 100442259	6565911 55806128	13.4029 55.5604	6555314 55795531	10597 10597	99.8386 99.9810	0.1614 0.0190
•	ptember 4, 2025							
	quireu. (Orumary/ Special)	Resolution required: (Ordinary/ Special)				nocial		
•	/				S	pecial		
agenda/resoli	moter/ promoter group are in ution?	terested in the			S	pecial No		
agenda/resolo Category		No. of shares	No. of votes	% of Votes	No. of Votes – in	No	% of Votes in	% of Votes against on
	ution?		No. of votes	% of Votes Polled on		No	% of Votes in favour on votes	
	ution?	No. of shares			No. of Votes – in	No. of Votes		
<u> </u>	ution?	No. of shares		Polled on	No. of Votes – in favour	No. of Votes – against	favour on votes	· ·
<u> </u>	ution?	No. of shares		Polled on outstanding	No. of Votes – in favour	No. of Votes – against	favour on votes polled	votes polled
Category	Mode of Voting	No. of shares		Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	favour on votes polled	votes polled
Category Promoter and	Mode of Voting	No. of shares	polled (2)	Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes - against (5)	favour on votes polled (6)=[(4)/(2)]*100	votes polled (7)=[(5)/(2)]*100
Promoter and Promoter	Mode of Voting E-Voting	No. of shares held (1)	polled (2) 38633988	Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4) 38633988	No. of Votes - against (5)	favour on votes polled (6)=[(4)/(2)]*100	votes polled (7)=[(5)/(2)]*100
Promoter and	Mode of Voting E-Voting Instapoll	No. of shares held (1)	38633988 0	Polled on outstanding shares (3)=[(2)/(1)]* 100 100.0000 0.0000	No. of Votes – in favour (4) 38633988 0	No. of Votes - against (5) 0 0	favour on votes polled (6)=[(4)/(2)]*100 100.0000 0.0000	votes polled (7)=[(5)/(2)]*100 0.0000 0.0000
Promoter and	Mode of Voting E-Voting Instapoll Postal Ballot (if applicable)	No. of shares held (1) 38633988	38633988 0 N.A	Polled on outstanding shares (3)=[(2)/(1)]* 100 100.0000 0.0000 N.A	No. of Votes – in favour (4) 38633988 0 N.A	No. of Votes - against (5) 0 0 N.A	favour on votes polled (6)=[(4)/(2)]*100 100.0000 0.0000 N.A	votes polled (7)=[(5)/(2)]*100 0.0000 0.0000 N.A
Promoter and Promoter Group	E-Voting Instapoll Postal Ballot (if applicable) Total	No. of shares held (1) 38633988	38633988 0 N.A 38633988	Polled on outstanding shares (3)=[(2)/(1)]* 100 100.0000 0.0000 N.A 100.000	No. of Votes – in favour (4) 38633988 0 N.A 38633988	No. of Votes - against (5) 0 0 N.A 0	favour on votes polled (6)=[(4)/(2)]*100 100.0000 0.0000 N.A 100.000	votes polled (7)=[(5)/(2)]*100 0.0000 0.0000 N.A 0.0000
Promoter and Promoter Group	E-Voting Instapoll Postal Ballot (if applicable) Total E-Voting	No. of shares held (1) 38633988 38633988	38633988 0 N.A 38633988 10606229	Polled on outstanding shares (3)=[(2)/(1)]* 100 100.0000 0.0000 N.A 100.000 82.7343	No. of Votes – in favour (4) 38633988 0 N.A 38633988 10606229	No. of Votes - against (5) 0 0 N.A 0	favour on votes polled (6)=[(4)/(2)]*100 100.0000 0.0000 N.A 100.000 100.0000	votes polled (7)=[(5)/(2)]*100 0.0000 0.0000 N.A 0.0000 0.0000
Promoter and Promoter Group	E-Voting Instapoll Postal Ballot (if applicable) Total E-Voting Instapoll	No. of shares held (1) 38633988 38633988	38633988 0 N.A 38633988 10606229	Polled on outstanding shares (3)=[(2)/(1)]* 100 100.0000 N.A 100.000 82.7343 0.0000	No. of Votes – in favour (4) 38633988 0 N.A 38633988 10606229 0	No. of Votes - against (5) 0 0 N.A 0 0	favour on votes polled (6)=[(4)/(2)]*100 100.0000 0.0000 N.A 100.000 100.0000	votes polled (7)=[(5)/(2)]*100 0.0000 0.0000 N.A 0.0000 0.0000 0.0000
Promoter and Promoter Group Public-Institutions	E-Voting Instapoll Postal Ballot (if applicable) Total E-Voting Instapoll Postal Ballot (if applicable)	No. of shares held (1) 38633988 38633988 12819626	38633988 0 N.A 38633988 10606229 0 N.A	Polled on outstanding shares (3)=[(2)/(1)]* 100 100.0000 N.A 100.000 82.7343 0.0000 N.A	No. of Votes – in favour (4) 38633988 0 N.A 38633988 10606229 0 N.A	No. of Votes - against (5) 0 0 N.A 0 0 N.A	favour on votes polled (6)=[(4)/(2)]*100 100.0000 0.0000 N.A 100.000 100.0000 N.A	votes polled (7)=[(5)/(2)]*100 0.0000 0.0000 N.A 0.0000 0.0000 0.0000 N.A
Promoter and Promoter Group	E-Voting Instapoll Postal Ballot (if applicable) Total E-Voting Instapoll Postal Ballot (if applicable) Total Postal Ballot (if applicable) Total	No. of shares held (1) 38633988 38633988 12819626	38633988 0 N.A 38633988 10606229 0 N.A 10606229	Polled on outstanding shares (3)=[(2)/(1)]* 100 100.0000 0.0000 N.A 100.000 82.7343 0.0000 N.A 82.7343	No. of Votes – in favour (4) 38633988 0 N.A 38633988 10606229 0 N.A 10606229	No. of Votes - against (5) 0 0 N.A 0 0 N.A 0	favour on votes polled (6)=[(4)/(2)]*100 100.0000 0.0000 N.A 100.0000 0.0000 N.A 100.0000	votes polled (7)=[(5)/(2)]*100 0.0000 0.0000 N.A 0.0000 0.0000 N.A 0.0000
Promoter and Promoter Group Public-Institutions	E-Voting Instapoll Postal Ballot (if applicable) Total E-Voting Instapoll Postal Ballot (if applicable) Total E-Voting Instapoll Postal Ballot (if applicable) Total E-Voting	No. of shares held (1) 38633988 38633988 12819626	38633988 0 N.A 38633988 10606229 0 N.A 10606229 5631023	Polled on outstanding shares (3)=[(2)/(1)]* 100 100.0000 0.0000 N.A 100.000 82.7343 0.0000 N.A 82.7343 11.4945	No. of Votes – in favour (4) 38633988 0 N.A 38633988 10606229 0 N.A 10606229 5624781	No. of Votes - against (5) 0 0 0 N.A 0 0 N.A 0 6242	favour on votes polled (6)=[(4)/(2)]*100 100.0000 0.0000 N.A 100.0000 0.0000 N.A 100.0000 99.8891	votes polled (7)=[(5)/(2)]*100 0.0000 0.0000 N.A 0.0000 0.0000 N.A 0.0000 0.1000
Promoter and Promoter Group Public-Institutions	E-Voting Instapoll Postal Ballot (if applicable) Total E-Voting Instapoll Postal Ballot (if applicable) Total E-Voting Instapoll Postal Ballot (if applicable) Total E-Voting Instapoll	No. of shares held (1) 38633988 38633988 12819626	38633988 0 N.A 38633988 10606229 0 N.A 10606229 5631023 934888	Polled on outstanding shares (3)=[(2)/(1)]* 100 100.0000 0.0000 N.A 100.000 82.7343 0.0000 N.A 82.7343 11.4945 1.9084	No. of Votes – in favour (4) 38633988 0 N.A 38633988 10606229 0 N.A 10606229 5624781 930533	No. of Votes - against (5) 0 0 0 N.A 0 0 N.A 0 6242 4355	favour on votes polled (6)=[(4)/(2)]*100 100.0000 0.0000 N.A 100.0000 0.0000 N.A 100.0000 99.8891 99.5342	votes polled (7)=[(5)/(2)]*100 0.0000 0.0000 N.A 0.0000 0.0000 N.A 0.0000 0.1109 0.4658

Agenda item no. 5: Appointment of Mr. Prem Prakash Mirdha (DIN: 01352748), as an Independent Director for a second term of three years from September 23, 2022 up to September 22, 2025

Resolution red	quired: (Ordinary/ Special)				Si	pecial		
	noter/ promoter group are int	erested in the	No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	favour on votes	% of Votes against on votes polled (7)=[(5)/(2)]*100
Dramatarand	E-Voting		38633988	100.0000	38633988	0	100.0000	0.0000
Promoter and Promoter	Instapoll	38633988	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		N.A	N.A	N.A	N.A	N.A	N.A
Group	Total	38633988	38633988	100.000	38633988	0	100.000	0.0000
Public-	E-Voting		10606229	82.7343	10606229	0	100.0000	0.0000
Institutions	Instapoll	12819626	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		N.A	N.A	N.A	N.A	N.A	N.A
	Total	12819626	10606229	82.7343	10606229	0	100.0000	0.0000
Public- Non	E-Voting		5631023	11.4945	5624781	6242	99.8891	0.1109
Institutions	Instapoll	48988645	934888	1.9084	930533	4355	99.5342	0.4658
	Postal Ballot (if applicable)		N.A	N.A	N.A	N.A	N.A	N.A
	Total	48988645	6565911	13.4029	6555314	10597	99.8386	0.1614
Total		100442259	55806128	55.5604	55795531	10597	99.9810	0.0190

Agenda item no. 6: Appointment of Ms. Supriya Bhatnagar (DIN: 08731453), as an Independent Director for a second term of three years from September 5, 2022 up to September 4, 2025

Resolution red	quired: (Ordinary/ Special)		Special							
Whether pror	Whether promoter/ promoter group are interested in the			No						
agenda/resol	ution?									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	favour on votes	% of Votes against on votes polled (7)=[(5)/(2)]*100		
Promoter and	E-Voting		38633988	100.0000	38633988	0	100.0000	0.0000		
Promoter	Instapoll	38633988	0	0.0000	0	0	0.0000	0.0000		
	Postal Ballot (if applicable)		N.A	N.A	N.A	N.A	N.A	N.A		
Group	Total	38633988	38633988	100.000	38633988	0	100.000	0.0000		
Public-	E-Voting		10606229	82.7343	10606229	0	100.0000	0.0000		
Institutions	Instapoll	12819626	0	0.0000	0	0	0.0000	0.0000		
	Postal Ballot (if applicable)	1	N.A	N.A	N.A	N.A	N.A	N.A		
	Total	12819626	10606229	82.7343	10606229	0	100.0000	0.0000		
Public- Non	E-Voting		5631023	11.4945	5624781	6242	99.8891	0.1109		
Institutions	Instapoll	48988645	934888	1.9084	930533	4355	99.5342	0.4658		
	Postal Ballot (if applicable)		N.A	N.A	N.A	N.A	N.A	N.A		
	Total	48988645	6565911	13.4029	6555314	10597	99.8386	0.1614		
Total		100442259	55806128	55.5604	55795531	10597	99.9810	0.0190		

Agenda item no. 7: Authorization to issue Non-Convertible Debentures and/or Bonds on a private placement basis upto an amount not exceeding Rs. 1000 Crore, which shall be within the overall borrowing limits, as per shareholders' existing authorization.

Resolution red	quired: (Ordinary/ Special)				S	pecial		
Whether pron	noter/ promoter group are int	erested in the	No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes	% of Votes against on
		neia (1)	polieu (2)	outstanding shares (3)=[(2)/(1)]* 100	(4)	(5)	polled (6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and	E-Voting		38633988	100.0000	38633988	0	100.0000	0.0000
Promoter	Instapoll	38633988	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		N.A	N.A	N.A	N.A	N.A	N.A
Group	Total	38633988	38633988	100.000	38633988	0	100.000	0.0000
Public-	E-Voting		10606229	82.7343	10606229	0	100.0000	0.0000
Institutions	Instapoll	12819626	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		N.A	N.A	N.A	N.A	N.A	N.A
	Total	12819626	10606229	82.7343	10606229	0	100.0000	0.0000
Public- Non	E-Voting		5631022	11.4945	5625117	5905	99.8951	0.1049
Institutions	Instapoll	48988645	934888	1.9084	930533	4355	99.5342	0.4658
	Postal Ballot (if applicable)		N.A	N.A	N.A	N.A	N.A	N.A
	Total	48988645	6565910	13.4029	6555650	10260	99.8437	0.1563
Total		100442259	55806127	55.5604	55795867	10260	99.9816	0.0184

For Yaari Digital Integrated Services Limited

Priya Jain Company Secretary

Date: September 30, 2022



Khandelwal Ajay & Co.

Chartered Accountants

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

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

Consolidated Scrutinizer Report

To,

The Chairman,

15th Annual General Meeting of the Equity Shareholders of Yaari Digital Integrated Services Limited held on September 30, 2022 at 11:00 A.M. through Video Conferencing (VC) / Other Audio Visual Means (OAVM)

Dear Sir,

- I, Mr. Ajay Khandelwal, (Membership No. 519516), Proprietor of M/s. Khandelwal Ajay & Co., Practicing Chartered Accountant, having our office at C-705, Exotica East Square, Ahinsa Khand-II, Indirapuram, Ghaziabad 201014, was appointed as the scrutinizer of Yaari Digital Integrated Services Limited ("the Company") for the purpose of scrutinizing the E-voting (both Remote E-voting and Instapoll) process, in a fair and transparent manner and ascertaining the requisite majority on e-voting, carried out as per the provisions of Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, on the below mentioned resolution(s) at the 15th Annual General Meeting ("AGM") of the Equity Shareholders of the Company, held on September 30, 2022 at 11:00 A.M., through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") and deemed to be conducted at the Registered office of the Company at 5th floor, Plot No. 108, IT Park, Udyog Vihar, Phase 1, Gurugram 122016, Haryana. We hereby submit our Report on consolidated voting as under:
 - 1. In terms of applicable MCA and SEBI circulars, the Company had sent the AGM Notice dated September 5, 2022, through electronic mode to those members whose e-mail addresses were registered with the Company/Depositories. Accordingly, the communication of assent and dissent of members on the Resolution(s) proposed in the Notice dated September 5, 2022, convening this 15th Annual General Meeting of the Company ("AGM Notice"), took place, only through the remote e-voting system and e-voting system during the AGM.
 - 2. The e-voting facility, for e-voting prior to AGM (remote e-voting) and e-voting during the AGM by electronics means (Instapoll), was provided by **KFin Technologies Limited** ("**Kfintech**").
 - 3. The remote e-voting remained open from Tuesday, September 27, 2022 at 10.00 A.M. to Thursday, September 29, 2022 till 5.00 P.M.
 - 4. The members holding shares as on the "cut off" date i.e. September 23, 2022, were entitled to vote on the proposed resolutions (item nos. 1 to 7) as set out in the AGM Notice.

- 5. The facility for e-voting (Instapoll) was provided at the 15th Annual General Meeting on Friday, September 30, 2022, to those Members who attended the meeting but did not vote through remote e-voting facility, and such e-voting (Instapoll) was provided for 30 minutes.
- 6. Thereafter the details containing, *inter-alia*, list of equity shareholders, who voted "For" and "Against", were downloaded from the e-voting website of KFin Technologies Limited i.e. https://evoting.kfintech.com containing information for both i.e. remote e-voting and votes by e-voting during the AGM (Instapoll).
- 7. The combined result of remote e-voting and votes by e-voting during the AGM (Instapoll), is as under:
- Item No. 1 As an Ordinary Resolution: Adoption of the Audited Financial Statements of the Company for the financial year ended March 31, 2022, and the Reports of the Board and Auditors thereon...

(i) Voted in favour of resolution:

Mode of Voting	Number of members voted	Number of votes cast in favour of resolution	% of the total number of valid votes cast
Remote E-voting	145	54865348	99.9893
E-voting at AGM (Instapoll)	41	930533	99.5342

(ii) Voted against the resolution:

Mode of Voting	Number of members voted	Number of votes cast against the resolution	% of the total number of valid votes cast
Remote e-voting	11	5892	0.0107
E-voting at AGM (Instapoll)	1	4355	0.4658

(iii) Invalid votes:

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

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

(i) Voted in favour of resolution:

Mode of Voting	The second secon	Number of votes cast in favour of resolution	% of the total number of valid votes cast
Remote E-voting	143	54864882	99.9884



E-voting at AGM	41	930533	99.5342
(Instapoll)			

(ii) Voted against the resolution:

Mode of Voting	Number of members voted	Number of votes cast against the resolution	% of the total number of valid votes cast
Remote e-voting	13	6358	0.0116
E-voting at AGM (Instapoll)	1	4355	0.4658

(iii) Invalid votes:

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

Item No. 3 As a Special Resolution: Appointment of Mr. Aishwarya Katoch (DIN: 00557488), as an Independent Director for a term of three years from September 5, 2022 up to September 4, 2025

(i) Voted in favour of resolution:

Mode of Voting	Number of	Number of votes cast	% of the total number of
	members voted	in favour of resolution	valid votes cast
Remote E-voting	144	54864998	99.9886
E-voting at AGM (Instapoll)	41	930533	99.5342

(ii) Voted against the resolution:

Mode of Voting	Number of members voted	Number of votes cast against the resolution	% of the total number of valid votes cast
Remote e-voting	12	6242	0.0114
E-voting at AGM (Instapoll)	1	4355	0.4658

(iii) Invalid votes:

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

Item No. 4 As a Special Resolution: Appointment of Mr. Gurinder Singh, a retired IPS Officer (DIN: 08183046), as an Independent Director for a term of three years from September 5, 2022 up to September 4, 2025

(i) Voted in favour of resolution:



Mode of Voting	Number of members voted	Number of votes cast in favour of resolution	% of the total number of valid votes cast
Remote E-voting	144	54864998	99.9886
E-voting at AGM (Instapoll)	41	930533	99.5342

(ii) Voted against the resolution:

Mode of Voting	Number of members voted	200 00 000	% of the total number of valid votes cast
Remote e-voting	12	6242	0.0114
E-voting at AGM (Instapoll)	1	4355	0.4658

(iii) Invalid votes:

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

Item No. 5 As a Special Resolution: Appointment of Mr. Prem Prakash Mirdha (DIN: 01352748), as an Independent Director for a second term of three years from September 23, 2022 up to September 22, 2025

(i) Voted in favour of resolution:

Mode of Voting	Number of members voted	Number of votes cast in favour of resolution	% of the total number of valid votes cast
Remote E-voting	144	54864998	99.9886
E-voting at AGM (Instapoll)	41	930533	99.5342

(ii) Voted against the resolution:

Mode of Voting	Number	of	Number of votes cast	% of the total number
	members voted		against the resolution	of valid votes cast
Remote e-voting	12		6242	0.0114
E-voting at AGM (Instapoll)	1		4355	0.4658

(iii) Invalid votes:

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



Item No. 6 As a Special Resolution: Appointment of Ms. Supriya Bhatnagar (DIN: 08731453), as an Independent Director for a second term of three years from September 5, 2022 up to September 4, 2025

(i) Voted in favour of resolution:

Mode of Voting	Number of members voted	Number of votes cast in favour of resolution	% of the total number of valid votes cast
Remote E-voting	144	54864998	99.9886
E-voting at AGM (Instapoll)	41	930533	99.5342

(ii) Voted against the resolution:

Mode of Voting	Number of members voted		% of the total number of valid votes cast	
Remote e-voting	12	6242	0.0114	
E-voting at AGM (Instapoll)	1	4355	0.4658	

(iii) Invalid votes:

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

Item No. 7 As a Special Resolution: Authorization to issue Non-Convertible Debentures and/or Bonds on a private placement basis upto an amount not exceeding Rs. 1000 Crore, which shall be within the overall borrowing limits, as per shareholders' existing authorization.

(i) Voted in favour of resolution:

Mode of Voting	Number of members voted	Number of votes cast in favour of resolution		
Remote E-voting	145	54865334	99.9892	
E-voting at AGM (Instapoll)	41	930533	99.5342	

(ii) Voted against the resolution:

Mode of Voting	Number of members voted	Number of votes cast against the resolution	% of the total number of valid votes cast	
Remote e-voting	11	5905	0.0108	
E-voting at AGM (Instapoll)	1	4355	0.4658	

(iii) Invalid votes:

Total numbers of members whose votes were Total number of votes cast by them

declared invalid		
Nil	N.A.	

- 8. The Report of E-Voting in the format prescribed under Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is enclosed as **Annexure A.**
- 9. The register, all other papers and relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and signs the minutes of the aforesaid 15th Annual General Meeting and thereafter the same would be handed over to the Chairman or the Company Secretary for safe keeping.

Thanking you, Yours truly,

For Khandelwal Ajay & Co.

Chartered Accountants

CA Ajay Khandelwal

Proprietor

M. No.: 519516 FRN: 019171C

UDIN: 22519516AXNBTK4043

Date: September 30, 2022

Place: Ghaziabad

Encl.: As above

. 10

Countersigned By: Priya Jain

Company Secretary and Authorised Signatory

(on behalf of Chairman)

Date: September 30, 2022

Annexure A Agenda item no. 1: Adoption of the Audited Financial Statements of the Company for the financial year ended March 31, 2022, and the Reports of the Board and Auditors thereon. Resolution required: (Ordinary/ Special) Ordinary Whether promoter/ promoter group are interested in the No agenda/resolution? Category Mode of Voting No. of shares No. of votes % of Votes No. of Votes - in No. of Votes % of Votes in % of Votes against on held (1) polled (2) Polled on favour on votes votes polled favour - against outstanding (4) (5) polled (7)=[(5)/(2)]*100 (6)=[(4)/(2)]*100 shares (3)=[(2)/(1)]* 100 Promoter and E-Voting 38633988 100.0000 38633988 0 100,0000 0.0000 38633988 Instapoll 0 0.0000 0 0 0.0000 0.0000 Promote Postal Ballot (if applicable) N.A N.A NΔ NA NA NA Group 38633988 38633988 100.000 38633988 0 100.000 0.0000 10606229 10606229 Public E-Voting 82.7343 0 100.0000 0.0000 12819626 0.0000 0 0.0000 0.0000 Institutions 0 0 Instapoll Postal Ballot (if applicable) N.A N.A N.A N.A N.A N.A Total 12819626 10606229 82,7343 10606229 0 100,000 0.0000 E-Voting Public- Non 5631023 11.4945 5625131 5892 99.8954 0.1046 Institutions Instapoll 48988645 934888 1.9084 930533 4355 99.5342 0.4658 Postal Ballot (if applicable) N.A N.A N.A N.A N.A N.A 48988645 6565911 13.4029 6555664 10247 99.8439 0.1561 100442259 55806128 55.5604 55795881 10247 99.9816 0.0184 Agenda item no. 2: Re-appointment of Mr. Kubeir Khera (DIN: 03498226), Whole Time Director & Key Managerial Personnel, designated as Executive Director & Chlef Executive Officer, who retires by rotation and, being eligible offers himself for re-appointment. Resolution required: (Ordinary/ Special) Ordinary Whether promoter/ promoter group are interested in the agenda/resolution? No. of shares % of Votes in % of Votes against on Category Mode of Voting No. of votes % of Votes No. of Votes - in No. of Votes Polled on favour - against favour on votes votes polled held (1) polled (2) outstanding (4) (5) polled (7)=[(5)/(2)]*100 (6)=[(4)/(2)]*100 shares (3)=[(2)/(1)]* 100 38633988 38633988 0.0000 E-Voting 100.0000 0 100.0000 Promoter and 38633988 0 0.0000 0.0000 0 0.0000 Instapoll Promotei N.A N.A N.A N.A Postal Ballot (if applicable) N.A N.A Group 38633988 100.000 0.0000 38633988 100.000 Total 38633988 0 E-Voting Public 10606229 82.7343 10606229 0 100.0000 0.0000 12819626 Institutions 0 0.0000 0 0 0.0000 0.0000 Instapoll Postal Ballot (if applicable) N.A N.A N.A N.A N.A N.A 12819626 10606229 82.7343 10606229 0 100.000 0.0000 Total 5624665 6358 99.8871 0.1129 Public- Non E-Voting 5631023 11.4945 48988645 934888 1.9084 930533 4355 99.5342 0.4658 Institutions Instapoli N.A N.A N.A N.A N.A N.A Postal Ballot (if applicable) 13.4029 0.1632 6555198 10713 99.8368 Total 48988645 6565911 99.9808 0.0192 Total 100442259 55806128 55.5604 55795415 10713 Agenda item no. 3: Appointment of Mr. Aishwarya Katoch (DIN: 00557488), as an Independent Director for a term of three years from September 5, 2022 up to September 4, 2025 Special Resolution required: (Ordinary/ Special) Whether promoter/ promoter group are interested in the No agenda/resolution? % of Votes in % of Votes against on Category Mode of Voting No. of shares No. of votes % of Votes No. of Votes - in No. of Votes Polled on favour - against favour on votes votes polled held (1) polled (2) polled outstanding (5) (7)=[(5)/(2)]*100 (4) (6)=[(4)/(2)]*100 shares (3)=[(2)/(1)]* 100 E-Voting 38633988 100.0000 38633988 0 100,0000 0.0000 Promoter and 38633988 0 0.0000 0.0000 0.0000 0 Instapoll Promoter N.A N.A N.A N.A NA Postal Ballot (if applicable) Group 38633988 100.000 0.0000 38633988 38633988 100.000 0 Total 10606229 82.7343 10606229 0 100.0000 0.0000 Public-E-Voting 12819626 0.0000 0.0000 0.0000 0 Institutions 0 Instapoll N.A Postal Ballot (if applicable) N.A N.A N.A N.A N.A 10606229 82.7343 10606229 100.000 0.0000 Total 12819626 0 99.8891 0.1109 Public- Non E-Voting 5631023 11.4945 5624781 6242 Institutions Instapoll 48988645 934888 1.9084 930533 4355 99.5342 0.4658

N.A

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N.A

6555314

55795531

N.A

10597

10597

N.A

99.8386

99.9810

Postal Ballot (if applicable)

Total



N.A

0.1614

0.0190

Agenda item no. 4: Appointment of Mr. Gurinder Singh, a retired IPS Officer (DIN: 08183046), as an Independent Director for a term of three years from September 5, 2022 up to September 4, 2025 Resolution required: (Ordinary/ Special) Special Whether promoter/ promoter group are interested in the agenda/resolution? Category Mode of Voting No. of shares No. of votes % of Votes No. of Votes - in No. of Votes % of Votes in % of Votes against on held (1) polled (2) Polled on favour against favour on votes votes polled outstanding (4) (5) polled (7)=[(5)/(2)]*100 shares (6)=[(4)/(2)]*100 (3)=[(2)/(1)]* 100 E-Voting 38633988 100.0000 38633988 100.0000 0 0.0000 Promoter and 38633988 Instapoll 0 0.0000 0 0 0.0000 0.0000 Promoter Postal Ballot (if applicable) NA N.A N.A N.A N.A N.A Group Total 38633988 38633988 100.000 38633988 0 100.000 0.0000 Public E-Voting 10606229 82.7343 10606229 0 100.0000 0.0000 12819626 Institutions Instapoll 0.0000 0 0.0000 0 0.0000 N.A Postal Ballot (if applicable) N.A N.A N.A N.A N.A 12819626 Total 10606229 82.7343 10606229 0 100,000 0.0000 Public- Non E-Voting 5631023 11.4945 5624781 6242 99.8891 0.1109 48988645 Institutions Instapoll 934888 1.9084 930533 4355 99.5342 0.4658 Postal Ballot (if applicable) N.A N.A N.A N.A N.A N.A 48988645 6565911 13.4029 6555314 10597 99.8386 0.1614 Total 100442259 55806128 55.5604 55795531 10597 99.9810 0.0190 Agenda item no. 5: Appointment of Mr. Prem Prakash Mirdha (DIN: 01352748), as an Independent Director for a second term of three years from September 23, 2022 up to September 22, 2025 Resolution required: (Ordinary/ Special) Special Whether promoter/ promoter group are interested in the agenda/resolution? % of Votes Category Mode of Voting No. of shares No. of votes No. of Votes - in No. of Votes % of Votes in % of Votes against on held (1) polled (2) Polled on favour on votes votes polled favour - against (5) outstanding (4) polled (7)=[(5)/(2)]*100 shares (6)=[(4)/(2)]*100 (3)=[(2)/(1)]* 100 100.0000 38633988 E-Voting 38633988 0 100.0000 0.0000 Promoter and 38633988 Instapoll 0 0.0000 0 0 0.0000 0.0000 Promote N.A Postal Ballot (if applicable) N.A N.A N.A N.A N.A Group 38633988 38633988 38633988 Total 100.000 0 100.000 0.0000 Public E-Voting 10606229 82.7343 10606229 0 100.0000 0.0000 Institutions 12819626 0.0000 Instapoll 0 0 0 0.0000 0.0000 Postal Ballot (if applicable) N.A N.A N.A N.A N.A N.A Total 12819626 10606229 82.7343 10606229 n 100,000 0.0000 Public- Non E-Voting 5631023 11.4945 5624781 6242 99.8891 0.1109 0.4658 Institutions 48988645 934888 1.9084 930533 4355 99.5342 Instapoll N.A Postal Ballot (if applicable) N.A N.A N.A N.A N.A 48988645 6565911 13.4029 6555314 10597 99.8386 0.1614 Total Total 100442259 55806128 55.5604 55795531 10597 99.9810 0.0190 Agenda item no. 6: Appointment of Ms. Supriya Bhatnagar (DIN: 08731453), as an Independent Director for a second term of three years from September 5, 2022 up to September 4, 2025 Resolution required: (Ordinary/ Special) Special Whether promoter/ promoter group are interested in the No agenda/resolution? % of Votes Category Mode of Voting No. of shares No. of votes No. of Votes - in No. of Votes % of Votes in % of Votes against on held (1) polled (2) Polled on favour - against favour on votes votes polled outstanding polled (4) (5) (7)=[(5)/(2)]*100 shares (6)=[(4)/(2)]*100 (3)=[(2)/(1)]* 100 E-Voting 38633988 100.0000 38633988 0 100.0000 0.0000 Promoter and 38633988 Instapol 0 0.0000 0 0 0.0000 0.0000 Promoter N.A Postal Ballot (if applicable) N.A N.A N.A N.A N.A Group 38633988 38633988 38633988 100.000 Total 100.000 0 0.0000 Public-E-Voting 10606229 82.7343 10606229 0 100 0000 0.0000 12819626 Institutions Instapoll 0 0.0000 0 0 0.0000 0.0000 Postal Ballot (if applicable) N.A N.A N.A N.A N.A N.A 12819626 10606229 82.7343 Total 10606229 0 100.000 0.0000 Public- Non E-Voting 5631023 11.4945 5624781 6242 99.8891 0.1109 48988645 Institutions 934888 1.9084 4355 99.5342 0.4658 Instapoll 930533 N.A N.A N.A Postal Ballot (if applicable) N.A N.A N.A 48988645 6565911 13.4029 6555314 99.8386 Total 10597 0.1614 Total 100442259 55806128 55.5604 55795531 10597 99.9810 0.0190 Agenda item no. 7: Authorization to issue Non-Convertible Debentures and/or Bonds on a private placement basis upto an amount not exceeding Rs. 1000 Crore, which shall be within the overall borrowing limits, as per shareholders' existing authorization. Resolution required: (Ordinary/ Special) Special Whether promoter/ promoter group are interested in the No % of Votes No. of Votes No. of Votes % of Votes in % of Votes against on Mode of Voting No. of shares No. of votes Category held (1) polled (2) Polled on favour on votes votes polled favour - against (5) outstanding (4) polled (7)=[(5)/(2)]*100 shares (6)=[(4)/(2)]*100 (3)=[(2)/(1)]* 100 38633988 100.0000 38633988 E-Voting 100.0000 0.0000 0 Promoter and 38633988 0 Instapoll 0 0.0000 0 0.0000 0.0000 Promoter Postal Ballot (if applicable) N.A N.A N.A N.A N.A N.A

uroup	Total	38633988	38633988	100.000	38633988	0	100.000	0.0000
Public-	E-Voting		10606229	82.7343	10606229	0	100.0000	0.0000
Institutions	Instapoll	12819626	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		N.A	N.A	N.A	N.A	N.A	N.A
	Total	12819626	10606229	82.7343	10606229	0	100.0000	0.0000
Public- Non	E-Voting		5631022	11.4945	5625117	5905	99.8951	0.1049
Institutions	Instapoll	48988645	934888	1.9084	930533	4355	99.5342	0.4658
	Postal Ballot (if applicable)		N.A	N.A	N.A	N.A	N.A	N.A
	Total	48988645	6565910	13.4029	6555650	10260	99.8437	0.1563
Total		100442259	55806127	55.5604	55795867	10260	99.9816	0.0184

