



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 15<sup>th</sup> 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 15<sup>th</sup> Annual General Meeting (AGM)**

The 15<sup>th</sup> 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 Khara, 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 Khara, Executive Director & CEO of the Company, to chair the Meeting.

Mr. Khara 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

**Yaari Digital Integrated Services Limited**

*(formerly Yaarii Digital Integrated Services Limited & Indiabulls Integrated Services Limited)*

Registered Office: 5th floor, Plot No. 108, IT Park, Udyog Vihar, Phase 1, Gurugram – 122016, Haryana | Tel/Fax: 0124 4109501

Corporate Office: One International Center (formerly IFC), Tower - 1, 4th Floor, S. B. Marg, Elphinstone (W), Mumbai – 400013, Maharashtra | Tel: 022 62498580 | Fax: 022 61899600

CIN: L51101HR2007PLC077999, Website: www.yaari.com, Email: cs.iwsl@indiabulls.com



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 15<sup>th</sup> 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.

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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 15<sup>th</sup> 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**

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**CIN:** L51101HR2007PLC077999, **Website:** www.yaari.com, **Email:** cs.iwsl@indiabulls.com

**Yaari Digital Integrated Services Limited**  
**Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**  
**Voting Results**

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

**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.**

<b>Resolution required: (Ordinary/ Special)</b>			<b>Ordinary</b>					
<b>Whether promoter/ promoter group are interested in the agenda/resolution?</b>			<b>No</b>					
<b>Category</b>	<b>Mode of Voting</b>	<b>No. of shares held (1)</b>	<b>No. of votes polled (2)</b>	<b>% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100</b>	<b>No. of Votes – in favour (4)</b>	<b>No. of Votes – against (5)</b>	<b>% of Votes in favour on votes polled (6)=[(4)/(2)]*100</b>	<b>% of Votes against on votes polled (7)=[(5)/(2)]*100</b>
Promoter and Promoter Group	E-Voting	38633988	38633988	100.0000	38633988	0	100.0000	0.0000
	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
	<b>Total</b>		<b>38633988</b>	<b>38633988</b>	<b>100.0000</b>	<b>38633988</b>	<b>0</b>	<b>100.0000</b>
Public-Institutions	E-Voting	12819626	10606229	82.7343	10606229	0	100.0000	0.0000
	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
	<b>Total</b>		<b>12819626</b>	<b>10606229</b>	<b>82.7343</b>	<b>10606229</b>	<b>0</b>	<b>100.0000</b>
Public- Non Institutions	E-Voting	48988645	5631023	11.4945	5625131	5892	99.8954	0.1046
	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
	<b>Total</b>		<b>48988645</b>	<b>6565911</b>	<b>13.4029</b>	<b>6555664</b>	<b>10247</b>	<b>99.8439</b>
<b>Total</b>		<b>100442259</b>	<b>55806128</b>	<b>55.5604</b>	<b>55795881</b>	<b>10247</b>	<b>99.9816</b>	<b>0.0184</b>

**Agenda item no. 2: Re-appointment of Mr. Kubeir Khara (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.**

<b>Resolution required: (Ordinary/ Special)</b>			<b>Ordinary</b>					
<b>Whether promoter/ promoter group are interested in the agenda/resolution?</b>			<b>No</b>					
<b>Category</b>	<b>Mode of Voting</b>	<b>No. of shares held (1)</b>	<b>No. of votes polled (2)</b>	<b>% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100</b>	<b>No. of Votes – in favour (4)</b>	<b>No. of Votes – against (5)</b>	<b>% of Votes in favour on votes polled (6)=[(4)/(2)]*100</b>	<b>% of Votes against on votes polled (7)=[(5)/(2)]*100</b>
Promoter and Promoter Group	E-Voting	38633988	38633988	100.0000	38633988	0	100.0000	0.0000
	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
	<b>Total</b>		<b>38633988</b>	<b>38633988</b>	<b>100.0000</b>	<b>38633988</b>	<b>0</b>	<b>100.0000</b>
Public-Institutions	E-Voting	12819626	10606229	82.7343	10606229	0	100.0000	0.0000
	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
	<b>Total</b>		<b>12819626</b>	<b>10606229</b>	<b>82.7343</b>	<b>10606229</b>	<b>0</b>	<b>100.0000</b>
Public- Non Institutions	E-Voting	48988645	5631023	11.4945	5624665	6358	99.8871	0.1129
	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
	<b>Total</b>		<b>48988645</b>	<b>6565911</b>	<b>13.4029</b>	<b>6555198</b>	<b>10713</b>	<b>99.8368</b>
<b>Total</b>		<b>100442259</b>	<b>55806128</b>	<b>55.5604</b>	<b>55795415</b>	<b>10713</b>	<b>99.9808</b>	<b>0.0192</b>

**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**

Resolution required: (Ordinary/ Special)			Special					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	38633988	38633988	100.0000	38633988	0	100.0000	0.0000
	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
	<b>Total</b>		<b>38633988</b>	<b>38633988</b>	<b>100.000</b>	<b>38633988</b>	<b>0</b>	<b>100.000</b>
Public- Institutions	E-Voting	12819626	10606229	82.7343	10606229	0	100.0000	0.0000
	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
	<b>Total</b>		<b>12819626</b>	<b>10606229</b>	<b>82.7343</b>	<b>10606229</b>	<b>0</b>	<b>100.0000</b>
Public- Non Institutions	E-Voting	48988645	5631023	11.4945	5624781	6242	99.8891	0.1109
	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
	<b>Total</b>		<b>48988645</b>	<b>6565911</b>	<b>13.4029</b>	<b>6555314</b>	<b>10597</b>	<b>99.8386</b>
<b>Total</b>		<b>100442259</b>	<b>55806128</b>	<b>55.5604</b>	<b>55795531</b>	<b>10597</b>	<b>99.9810</b>	<b>0.0190</b>

**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?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	38633988	38633988	100.0000	38633988	0	100.0000	0.0000
	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
	<b>Total</b>		<b>38633988</b>	<b>38633988</b>	<b>100.000</b>	<b>38633988</b>	<b>0</b>	<b>100.000</b>
Public- Institutions	E-Voting	12819626	10606229	82.7343	10606229	0	100.0000	0.0000
	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
	<b>Total</b>		<b>12819626</b>	<b>10606229</b>	<b>82.7343</b>	<b>10606229</b>	<b>0</b>	<b>100.0000</b>
Public- Non Institutions	E-Voting	48988645	5631023	11.4945	5624781	6242	99.8891	0.1109
	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
	<b>Total</b>		<b>48988645</b>	<b>6565911</b>	<b>13.4029</b>	<b>6555314</b>	<b>10597</b>	<b>99.8386</b>
<b>Total</b>		<b>100442259</b>	<b>55806128</b>	<b>55.5604</b>	<b>55795531</b>	<b>10597</b>	<b>99.9810</b>	<b>0.0190</b>

**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?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	38633988	38633988	100.0000	38633988	0	100.0000	0.0000
	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
	<b>Total</b>		<b>38633988</b>	<b>38633988</b>	<b>100.0000</b>	<b>38633988</b>	<b>0</b>	<b>100.0000</b>
Public-Institutions	E-Voting	12819626	10606229	82.7343	10606229	0	100.0000	0.0000
	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
	<b>Total</b>		<b>12819626</b>	<b>10606229</b>	<b>82.7343</b>	<b>10606229</b>	<b>0</b>	<b>100.0000</b>
Public- Non Institutions	E-Voting	48988645	5631023	11.4945	5624781	6242	99.8891	0.1109
	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
	<b>Total</b>		<b>48988645</b>	<b>6565911</b>	<b>13.4029</b>	<b>6555314</b>	<b>10597</b>	<b>99.8386</b>
<b>Total</b>		<b>100442259</b>	<b>55806128</b>	<b>55.5604</b>	<b>55795531</b>	<b>10597</b>	<b>99.9810</b>	<b>0.0190</b>

**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 agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	38633988	38633988	100.0000	38633988	0	100.0000	0.0000
	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
	<b>Total</b>		<b>38633988</b>	<b>38633988</b>	<b>100.0000</b>	<b>38633988</b>	<b>0</b>	<b>100.0000</b>
Public-Institutions	E-Voting	12819626	10606229	82.7343	10606229	0	100.0000	0.0000
	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
	<b>Total</b>		<b>12819626</b>	<b>10606229</b>	<b>82.7343</b>	<b>10606229</b>	<b>0</b>	<b>100.0000</b>
Public- Non Institutions	E-Voting	48988645	5631023	11.4945	5624781	6242	99.8891	0.1109
	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
	<b>Total</b>		<b>48988645</b>	<b>6565911</b>	<b>13.4029</b>	<b>6555314</b>	<b>10597</b>	<b>99.8386</b>
<b>Total</b>		<b>100442259</b>	<b>55806128</b>	<b>55.5604</b>	<b>55795531</b>	<b>10597</b>	<b>99.9810</b>	<b>0.0190</b>

**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					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	38633988	38633988	100.0000	38633988	0	100.0000	0.0000
	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
	<b>Total</b>		<b>38633988</b>	<b>38633988</b>	<b>100.0000</b>	<b>38633988</b>	<b>0</b>	<b>100.0000</b>
Public- Institutions	E-Voting	12819626	10606229	82.7343	10606229	0	100.0000	0.0000
	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
	<b>Total</b>		<b>12819626</b>	<b>10606229</b>	<b>82.7343</b>	<b>10606229</b>	<b>0</b>	<b>100.0000</b>
Public- Non Institutions	E-Voting	48988645	5631022	11.4945	5625117	5905	99.8951	0.1049
	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
	<b>Total</b>		<b>48988645</b>	<b>6565910</b>	<b>13.4029</b>	<b>6555650</b>	<b>10260</b>	<b>99.8437</b>
<b>Total</b>		<b>100442259</b>	<b>55806127</b>	<b>55.5604</b>	<b>55795867</b>	<b>10260</b>	<b>99.9816</b>	<b>0.0184</b>

**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,  
15<sup>th</sup> 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, Indrapuram, 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 15<sup>th</sup> 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 15<sup>th</sup> 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 Khara (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	Number of members voted	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 (Instapoll)	41	930533	99.5342
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(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 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	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	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. 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 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. 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	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. 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	% of the total number of valid votes cast
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



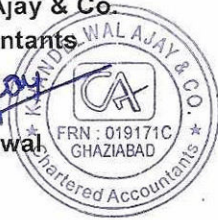
declared invalid	
Nil	N.A.

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 15<sup>th</sup> 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



**Countersigned By:** Priya Jain  
Company Secretary and Authorised Signatory  
(on behalf of Chairman)

Date: September 30, 2022  
Place: Ghaziabad

Date: September 30, 2022

Encl.: As above

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 agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	38633988	38633988	100.0000	38633988	0	100.0000	0.0000
	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
	Total		38633988	38633988	100.0000	38633988	0	100.0000
Public- Institutions	E-Voting	12819626	10606229	82.7343	10606229	0	100.0000	0.0000
	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
	Total		12819626	10606229	82.7343	10606229	0	100.0000
Public- Non Institutions	E-Voting	48988645	5631023	11.4945	5625131	5892	99.8954	0.1046
	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
	Total		48988645	6565911	13.4029	6555664	10247	99.8439
Total		100442259	55806128	55.5604	55795881	10247	99.9816	0.0184

Agenda item no. 2: Re-appointment of Mr. Kubeir Khara (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 required: (Ordinary/ Special)			Ordinary					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	38633988	38633988	100.0000	38633988	0	100.0000	0.0000
	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
	Total		38633988	38633988	100.0000	38633988	0	100.0000
Public- Institutions	E-Voting	12819626	10606229	82.7343	10606229	0	100.0000	0.0000
	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
	Total		12819626	10606229	82.7343	10606229	0	100.0000
Public- Non Institutions	E-Voting	48988645	5631023	11.4945	5624665	6358	99.8871	0.1129
	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
	Total		48988645	6565911	13.4029	6555198	10713	99.8368
Total		100442259	55806128	55.5604	55795415	10713	99.9808	0.0192

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

Resolution required: (Ordinary/ Special)			Special					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	38633988	38633988	100.0000	38633988	0	100.0000	0.0000
	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
	Total		38633988	38633988	100.0000	38633988	0	100.0000
Public- Institutions	E-Voting	12819626	10606229	82.7343	10606229	0	100.0000	0.0000
	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
	Total		12819626	10606229	82.7343	10606229	0	100.0000
Public- Non Institutions	E-Voting	48988645	5631023	11.4945	5624781	6242	99.8891	0.1109
	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
	Total		48988645	6565911	13.4029	6555314	10597	99.8386
Total		100442259	55806128	55.5604	55795531	10597	99.9810	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?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	38633988	38633988	100.0000	38633988	0	100.0000	0.0000
	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
	Total		38633988	38633988	100.0000	38633988	0	100.0000
Public- Institutions	E-Voting	12819626	10606229	82.7343	10606229	0	100.0000	0.0000
	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
	Total		12819626	10606229	82.7343	10606229	0	100.0000
Public- Non Institutions	E-Voting	48988645	5631023	11.4945	5624781	6242	99.8891	0.1109
	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
	Total		48988645	6565911	13.4029	6555314	10597	99.8386
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

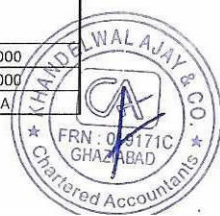
Resolution required: (Ordinary/ Special)			Special					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	38633988	38633988	100.0000	38633988	0	100.0000	0.0000
	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
	Total		38633988	38633988	100.0000	38633988	0	100.0000
Public- Institutions	E-Voting	12819626	10606229	82.7343	10606229	0	100.0000	0.0000
	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
	Total		12819626	10606229	82.7343	10606229	0	100.0000
Public- Non Institutions	E-Voting	48988645	5631023	11.4945	5624781	6242	99.8891	0.1109
	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
	Total		48988645	6565911	13.4029	6555314	10597	99.8386
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 agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	38633988	38633988	100.0000	38633988	0	100.0000	0.0000
	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
	Total		38633988	38633988	100.0000	38633988	0	100.0000
Public- Institutions	E-Voting	12819626	10606229	82.7343	10606229	0	100.0000	0.0000
	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
	Total		12819626	10606229	82.7343	10606229	0	100.0000
Public- Non Institutions	E-Voting	48988645	5631023	11.4945	5624781	6242	99.8891	0.1109
	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
	Total		48988645	6565911	13.4029	6555314	10597	99.8386
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 agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	38633988	38633988	100.0000	38633988	0	100.0000	0.0000
	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
	Total		38633988	38633988	100.0000	38633988	0	100.0000



Group	Total	38633988	38633988	100.000	38633988	0	100.000	0.0000
Public- Institutions	E-Voting	12819626	10606229	82.7343	10606229	0	100.0000	0.0000
	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
	Total	12819626	10606229	82.7343	10606229	0	100.0000	0.0000
Public- Non Institutions	E-Voting	48988645	5631022	11.4945	5625117	5905	99.8951	0.1049
	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
	Total	48988645	6565910	13.4029	6555650	10260	99.8437	0.1563
Total		100442259	55806127	55.5604	55795867	10260	99.9816	0.0184

