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**MIHEN HALANI & ASSOCIATES**

*Practicing Company Secretaries*

312, Kalpataru Avenue CHS LTD, Opp. Employees State Insurance Scheme Hospital, Akurli Road,  
Kandivali (East), Mumbai - 400 101, Tel No.: 022 4516 5109 Email: [mihenhalani@mha-cs.com](mailto:mihenhalani@mha-cs.com)

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**CONSOLIDATED SCRUTINIZER'S REPORT**

To

The Chairman,

14<sup>th</sup> Annual General Meeting ("14<sup>th</sup> AGM / the meeting") of Shanti Overseas  
(India) Limited ("the Company")

Dear Sir,

**Sub.: Consolidated Scrutinizer's Report on remote e-voting & voting at the  
AGM through electronic means in terms of Section 108 of the Companies  
Act, 2013 read with Rule 20 of the Companies (Management &  
Administration) Rules, 2014**

**Ref.: 14<sup>th</sup> Annual General Meeting ("14<sup>th</sup> AGM / the Meeting") of the members  
of Shanti Overseas (India) Limited ("the Company") held on Tuesday,  
December 30, 2025, at 03:00 PM (IST), through Video Conferencing  
("VC").**

We, M/s. Mihen Halani & Associates, Practicing Company Secretaries appointed by the Board of Directors of the Company as the Scrutinizer to scrutinize the e-voting process in accordance with section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and all relevant circulars and notifications issued by Ministry of Corporate Affairs and Securities and Exchange Board of India ("MCA Circulars and SEBI Circulars") and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification or re-enactment thereof for the time being in force and as amended from time to time), for 14<sup>th</sup> AGM of the Company through VC.

We hereby submit our report as under;

1. The notice of the 14<sup>th</sup> AGM was sent through electronic mode to those members whose email addresses were registered with the Registrar and Share Transfer Agent of the Company / Depository Participant(s). Further, in accordance with the provisions of Regulation 36(1)(b) of the SEBI LODR Regulations, the Company had sent a letter to those Members whose e-mail addresses were not registered with the Company/ Depository Participant(s) / Registrar and Share Transfer Agent, providing the weblink of Company's website from where the Annual Report could be accessed and downloaded.

2. The Members of the Company as on cut-off date i.e., Tuesday, December 23, 2025 were entitled to vote on the resolutions (as set out in the notice of the 14<sup>th</sup> AGM of the Company).
3. The Company has availed the e-voting facility provided by MUFG Intime India Private Limited ("MUFG"), Registrar and Share Transfer Agents. The remote e-voting period commenced on Saturday, December 27, 2025 (9:00 AM) and ended on Monday, December 29, 2025 (5:00 PM) ("remote e-voting period").
4. The Company has also availed e-voting facility provided by MUFG to provide voting facility to the Members present at the AGM through VC and who had not cast their vote during the said remote e-voting period ("Insta Poll").
5. Post conclusion of the meeting the votes cast through both remote e-voting and during the Meeting i.e. Insta Poll, were unblocked in the presence of two witnesses, Ms. Sadhana Dubey and Mr. Akash Singh, who are not in the employment of the Company and counted thereafter. They have signed below in confirmation of the votes being unblocked in their presence.

Name : Ms. Sadhana Dubey  
Sd/-  
Signature

Name: Mr. Akash Singh  
Sd/-  
Signature

6. On the basis of the votes exercised by the Members of the Company by way of remote e-voting and e-voting at the AGM, we have issued the combined / consolidated Scrutinizer's Report dated December 31, 2025.
7. The register has been maintained electronically to record the assent or dissent received, mentioning the particulars of name, address, folio number or DP ID / Client ID of the Members, number of shares held by them and nominal value of such shares. There were no shares with differential voting rights in the Company. Hence, there is no requirement to maintain the list of shares with differential voting rights.
8. The management of the Company is responsible for ensuring compliance with the requirements of the Companies Act, 2013 and read with the rules made thereunder and MCA circulars and SEBI circulars relating to voting through electronic means on the resolutions contained in the Notice of 14<sup>th</sup> AGM of the Company. Our responsibility as the scrutinizer for the remote e-voting / e-voting process is restricted to make a scrutinizer report on the vote cast in favour / against the resolutions stated above, based on the reports generated from the e-voting system provided by the MUFG, the authorised agency engaged by the Company to provide e-voting facilities.
9. The details containing, *inter alia*, list of equity shareholders, who voted "For" or "Against" each of the resolutions put to vote, were generated from the



e-voting website of MUFG and based on such reports generated, the result of the combined / consolidated e-voting i.e. both remote e-voting and e-voting during the AGM, is annexed as Annexure A.

<b>Date of AGM</b>	December 30, 2025
<b>Total number of shareholders on record date (i.e., as on September 11, 2025)</b>	12032
<b>No. of shareholders present in the meeting either in person or through proxy:</b>	
Promoter and Promoter Group	-
Public	-
<b>No. of shareholders attended the meeting through Video Conferencing:</b>	
Promoter and Promoter Group	-
Public	34

**For Mihen Halani & Associates**  
**(Practicing Company Secretaries)**

**Date: 31.12.2025**  
**Place: Mumbai**  
**UDIN:F009926G003082512**

**Mihen Halani**  
**(Proprietor)**  
**FCS No: 9926**  
**CP No: 12015**

**“Annexure-A”**

**Resolution Item No. 1 - Ordinary Resolution**

**To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the year ended March 31, 2025 together with the Report of the Directors' and Auditor's thereon.**

Category	Mode of Voting	No. of Shares held	No. of votes polled	% of Votes Polled on outstanding Shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)= [(2)/(1)]* 100	(4)	(5)	(6)= [(4)/(2)]* 100	(7)= [(5)/(2)]* 100
Promoter and Promoter Group	Remote E-Voting	-	-	-	-	-	-	-
	E-Voting at AGM		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public - Institutional holders	Remote E-Voting	-	-	-	-	-	-	-
	E-Voting at AGM		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public - Non Institutional holders	Remote E-Voting	11106000	1064	0.01	1064	-	100	-
	E-Voting at AGM		-	-	-	-	-	-
	Total		1064	0.01	1064	-	100	-
<b>Total</b>		<b>11106000</b>	<b>1064</b>	<b>0.01</b>	<b>1064</b>	<b>-</b>	<b>100</b>	<b>-</b>

**Result Declared: The resolution is passed as an Ordinary resolution.**

**Resolution Item No. 2 - Ordinary Resolution**

**To appoint a director in place of Mr. Manish Harishankar Dubey (DIN: 09582612), who retires by rotation and being eligible, offers himself for re-appointment.**

Category	Mode of Voting	No. of Shares held	No. of votes polled	% of Votes Polled on outstanding Shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)= [(2)/(1)]* 100	(4)	(5)	(6)= [(4)/(2)]* 100	(7)= [(5)/(2)]* 100
Promoter and Promoter Group	Remote E-Voting	-	-	-	-	-	-	-
	E-Voting at AGM		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public - Institutional holders	Remote E-Voting	-	-	-	-	-	-	-
	E-Voting at AGM		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public - Non Institutional holders	Remote E-Voting	11106000	1064	0.01	1064	-	100	-
	E-Voting at AGM		-	-	-	-	-	-
	Total		1064	0.01	1064	-	100	-
<b>Total</b>		<b>11106000</b>	<b>1064</b>	<b>0.01</b>	<b>1064</b>	<b>-</b>	<b>100</b>	<b>-</b>

**Result Declared: The resolution is passed as an Ordinary resolution.**

**Resolution Item No. 3 - Ordinary Resolution**

**To appoint M/s B.L. Dasharda & Associates (FRN : 112615W), Chartered Accountant, as the Statutory Auditors of the Company and to fix their remuneration.**

Category	Mode of Voting	No. of Shares held	No. of votes polled	% of Votes Polled on outstanding Shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)= [(2)/(1)]* 100	(4)	(5)	(6)= [(4)/(2)]* 100	(7)= [(5)/(2)]* 100
Promoter and Promoter Group	Remote E-Voting	-	-	-	-	-	-	-
	E-Voting at AGM		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public - Institutional holders	Remote E-Voting	-	-	-	-	-	-	-
	E-Voting at AGM		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public - Non Institutional holders	Remote E-Voting	11106000	1064	0.01	1064	-	100	-
	E-Voting at AGM		-	-	-	-	-	-
	Total		1064	0.01	1064	-	100	-
<b>Total</b>		<b>11106000</b>	<b>1064</b>	<b>0.01</b>	<b>1064</b>	<b>-</b>	<b>100</b>	<b>-</b>

**Result Declared: The resolution is passed as an Ordinary resolution.**



## Resolution Item No. 4 - Ordinary Resolution

## Appointment of M/s. Archana Maheshwari &amp; Co, as Secretarial Auditor

Category	Mode of Voting	No. of Shares held	No. of votes polled	% of Votes Polled on outstanding Shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)= [(2)/(1)]* 100	(4)	(5)	(6)= [(4)/(2)]* 100	(7)= [(5)/(2)]* 100
Promoter and Promoter Group	Remote E-Voting	-	-	-	-	-	-	-
	E-Voting at AGM		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public - Institutional holders	Remote E-Voting	-	-	-	-	-	-	-
	E-Voting at AGM		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public - Non Institutional holders	Remote E-Voting	11106000	1064	0.01	1064	-	100	-
	E-Voting at AGM		-	-	-	-	-	-
	Total		1064	0.01	1064	-	100	-
Total		11106000	1064	0.01	1064	-	100	-

**Result Declared:** The resolution is passed as an Ordinary resolution.

**Notes:**

1. Number of votes polled does not include no. of votes abstained & invalid votes.
2. The percentages are rounded off to the nearest decimals.
3. Number of shareholders are not grouped on the basis of PAN.

For Mihen Halani & Associates  
(Practicing Company Secretaries)

Date: 31.12.2025  
Place: Mumbai  
UDIN: F009926G003082512

Mihen Halani  
(Proprietor)  
FCS No: 9926  
CP No: 12015

Resolution(1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the year ended March 31, 2025 together with the Report of the Directors' and Auditor's thereon.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public- Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public- Non Institutions	E-Voting	11106000	1064	0.0096	1064	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	11106000	1064	0.0096	1064	0	100	0
Total		11106000	1064	0.0096	1064	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								



Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To appoint a director in place of Mr. Manish Harishankar Dubey (DIN: 09582612), who retires by rotation and being eligible, offers himself for re-appointment.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public- Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public- Non Institutions	E-Voting	11106000	1064	0.0096	1064	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	11106000	1064	0.0096	1064	0	100	0
Total		11106000	1064	0.0096	1064	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To appoint M/s B.L. Dasharda & Associates (FRN : 112615W), Chartered Accountant, as the Statutory Auditors of the Company and to fix their remuneration				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public- Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public- Non Institutions	E-Voting	11106000	1064	0.0096	1064	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	11106000	1064	0.0096	1064	0	100	0
Total		11106000	1064	0.0096	1064	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

<b>Resolution(4)</b>								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Appointment of M/s. Archana Maheshwari & Co, as Secretarial Auditor				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public- Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public- Non Institutions	E-Voting	11106000	1064	0.0096	1064	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	11106000	1064	0.0096	1064	0	100	0
Total		11106000	1064	0.0096	1064	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	