

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

**Subject: Consolidated Scrutinizer's Report on remote e-voting/poll at the 10<sup>th</sup> Annual General Meeting of Shanti Overseas (India) Limited held on Thursday, the 30<sup>th</sup> September, 2021 at 12:30 P.M. at the Registered Office of the Company situated at 215-216, Vikram Tower, 1<sup>st</sup> Floor, Sapna Sangeeta Road, Indore- 452001 (M.P.).**

I, Archana Maheshwari, Practicing Company Secretary, having office at “Kamal Kripa”, 97, Jaora Compound, Indore-452001 (M.P) was appointed as Scrutinizer by the Board of Directors of Shanti Overseas (India) Limited\_(the company) for the purpose of scrutinizing remote e-voting process (remote e-voting) pursuant to section 108 of the Companies Act, 2013 and Rule 20 of Companies (Management and Administration) Rules, 2014 as amended from time to time and poll taken in respect of the below mentioned resolution(s), at the 10<sup>th</sup> Annual General Meeting of the members of the Company, held on Thursday, the 30<sup>th</sup> September, 2021 at 12:30 P.M. at the Registered Office of the Company situated at 215-216, Vikram Tower, 1<sup>st</sup> Floor, Sapna Sangeeta Road, Indore- 452001 (M.P.):

1. The Compliance with the provisions of the Companies Act, 2013 and the rules made there under relating to voting through electronic means (by remote e-voting) is the responsibility of the management. My responsibility as a Scrutinizer is to ensure that the voting process is conducted in a fair and transparent manner and render consolidated Scrutinizer's Report of the total votes cast in favour, against or invalid, if any, to the Chairman on the resolutions, based on the polling papers and reports generated from the remote e-voting system as provided by Link Intime India Private Limited.
2. In accordance with the Notice of the 10<sup>th</sup> Annual General Meeting sent to the shareholders, the remote e-voting opened at 9.00 A.M. on 27<sup>th</sup> September, 2021 and closed at 5.00 P.M. on 29<sup>th</sup> September, 2021.

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1-INDRONE, title=BABE, pseudonym=-B486E2010614142036848,  
email=ARCHNA\_AGARGA@GMAIL.COM  
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3. The equity shareholders as on 23<sup>rd</sup> September, 2021 (cut-off date) were entitled to vote on the resolutions stated in the Notice of the Annual General Meeting of the company.
4. After the time fixed for closing of the e-voting i.e. 5.00 p.m. on 29<sup>th</sup> September, 2021 and polling process during the AGM concluded at 1.30 P.M. on 30<sup>th</sup> September, 2021, a final electronic report of the e-voting was generated by me by accessing the data available to me from the website of Link Intime India Private Limited i.e. <https://instavote.linktime.co.in.>, the authorized agency to provide e-voting facility. Data regarding the e-votes was diligently scrutinized.
5. After the time fixed for closing of the poll by the Chairman, a ballot box was kept for polling and was sealed in my presence with due identification marks placed by me. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company and Link Intime India Private Limited, the Registrar and Share Transfer Agent of the Company and the authorizations/proxies lodged with the Company.
6. I did not find any e-votes/poll papers invalid.
7. The result of the e-votes/ poll is as under:

**(a) Resolution No.1 :**

Consideration, approval and Adoption of the Audited Financial Statements of the Company on Standalone and Consolidated basis as at 31st March, 2021 and Statement of Profit and Loss for the financial year ended on that date and the reports of the Board of Directors and Auditors thereon.

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

| Mode of Voting  | Number of members voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|-----------------|--------------------------------------------------|------------------------------|---------------------------------------|
| <b>Physical</b> | 7                                                | 64,93,500                    | 100.00                                |
| <b>E-Voting</b> | 0                                                | 0                            | 0                                     |
| <b>Total</b>    | 7                                                | <b>64,93,500</b>             | <b>100.00</b>                         |

(ii) Voted **against** the resolution:

| Mode of Voting  | Number of members voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|-----------------|--------------------------------------------------|------------------------------|---------------------------------------|
| <b>Physical</b> | 0                                                | 0                            | 0                                     |
| <b>E-Voting</b> | 0                                                | 0                            | 0                                     |
| <b>Total</b>    | 0                                                | 0                            | 0                                     |

(iii) **Invalid** votes:

| Mode of Voting  | Total number of members (in person or by proxy) whose votes were declared invalid | Total number of votes cast by them |
|-----------------|-----------------------------------------------------------------------------------|------------------------------------|
| <b>Physical</b> | 0                                                                                 | 0                                  |
| <b>E-Voting</b> | 0                                                                                 | 0                                  |
| <b>Total</b>    | 0                                                                                 | 0                                  |

**(b) Resolution No.2 :**

Re-appointment of Mrs. Sangeeta Kacholia (DIN:07817342) as a Director, who is liable to retire by rotation and, being eligible, offers herself for re-appointment.

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

| Mode of Voting  | Number of members voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|-----------------|--------------------------------------------------|------------------------------|---------------------------------------|
| <b>Physical</b> | 7                                                | 64,93,500                    | 100.00                                |
| <b>E-Voting</b> | 0                                                | 0                            | 0                                     |
| <b>Total</b>    | <b>7</b>                                         | <b>64,93,500</b>             | <b>100.00</b>                         |

**(ii) Voted against the resolution:**

| Mode of Voting  | Number of members voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|-----------------|--------------------------------------------------|------------------------------|---------------------------------------|
| <b>Physical</b> | 0                                                | 0                            | 0                                     |
| <b>E-Voting</b> | 0                                                | 0                            | 0                                     |
| <b>Total</b>    | <b>0</b>                                         | <b>0</b>                     | <b>0</b>                              |

**(iii) Invalid votes:**

| Mode of Voting  | Total number of members (in person or by proxy) whose votes were declared invalid | Total number of votes cast by them |
|-----------------|-----------------------------------------------------------------------------------|------------------------------------|
| <b>Physical</b> | 0                                                                                 | 0                                  |
| <b>E-Voting</b> | 0                                                                                 | 0                                  |
| <b>Total</b>    | <b>0</b>                                                                          | <b>0</b>                           |

**(c) Resolution No.3 :**

Re-appointment of Mr. Rohan Kacholia (DIN:03623354) as a Whole-time Director of the Company.

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

| Mode of Voting  | Number of members voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|-----------------|--------------------------------------------------|------------------------------|---------------------------------------|
| <b>Physical</b> | 7                                                | 64,93,500                    | 100.00                                |
| <b>E-Voting</b> | 0                                                | 0                            | 0                                     |
| <b>Total</b>    | <b>7</b>                                         | <b>64,93,500</b>             | <b>100.00</b>                         |

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MAHESHWARI, i=INDORE, title=4866,  
pseudonym=848620210614142036848,  
email=ARCHNA.AGARB@gmail.com  
Date: 2021.10.01 17:11:23 +05'30'

(ii) Voted **against** the resolution:

| Mode of Voting  | Number of members voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|-----------------|--------------------------------------------------|------------------------------|---------------------------------------|
| <b>Physical</b> | 0                                                | 0                            | 0                                     |
| <b>E-Voting</b> | 0                                                | 0                            | 0                                     |
| <b>Total</b>    | <b>0</b>                                         | <b>0</b>                     | <b>0</b>                              |

(iii) **Invalid** votes:

| Mode of Voting  | Total number of members (in person or by proxy) whose votes were declared invalid | Total number of votes cast by them |
|-----------------|-----------------------------------------------------------------------------------|------------------------------------|
| <b>Physical</b> | 0                                                                                 | 0                                  |
| <b>E-Voting</b> | 0                                                                                 | 0                                  |
| <b>Total</b>    | <b>0</b>                                                                          | <b>0</b>                           |

(d) **Resolution No.4 :**

Re-appointment of Mr. Vijay Nichani (DIN:03136935) as a Non-Executive Independent Director.

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

| Mode of Voting  | Number of members voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|-----------------|--------------------------------------------------|------------------------------|---------------------------------------|
| <b>Physical</b> | 7                                                | 64,93,500                    | 100.00                                |
| <b>E-Voting</b> | 0                                                | 0                            | 0                                     |
| <b>Total</b>    | <b>7</b>                                         | <b>64,93,500</b>             | <b>100.00</b>                         |

(ii) Voted **against** the resolution:

| Mode of Voting  | Number of members voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|-----------------|--------------------------------------------------|------------------------------|---------------------------------------|
| <b>Physical</b> | 0                                                | 0                            | 0                                     |
| <b>E-Voting</b> | 0                                                | 0                            | 0                                     |
| <b>Total</b>    | <b>0</b>                                         | <b>0</b>                     | <b>0</b>                              |

(iii) **Invalid** votes:

| Mode of Voting  | Total number of members (in person or by proxy) whose votes were declared invalid | Total number of votes cast by them |
|-----------------|-----------------------------------------------------------------------------------|------------------------------------|
| <b>Physical</b> | 0                                                                                 | 0                                  |
| <b>E-Voting</b> | 0                                                                                 | 0                                  |
| <b>Total</b>    | <b>0</b>                                                                          | <b>0</b>                           |

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MAHESHWARI, urn=urn:oid=1.3.6.1.5.5.5.1.1,  
pseudoym=848620210014142036848,  
email=ARCHNA.AGARWAL@GMAIL.COM  
Date: 2021.10.01 17:11:48 +05'30'

**(e) Resolution No.5 :**

Regularization of appointment of Mrs. Pooja Chordia (DIN: 09196546) as a Non-Executive Independent Director.

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

| Mode of Voting  | Number of members voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|-----------------|--------------------------------------------------|------------------------------|---------------------------------------|
| <b>Physical</b> | 7                                                | 64,93,500                    | 100.00                                |
| <b>E-Voting</b> | 0                                                | 0                            | 0                                     |
| <b>Total</b>    | <b>7</b>                                         | <b>64,93,500</b>             | <b>100.00</b>                         |

(ii) Voted **against** the resolution:

| Mode of Voting  | Number of members voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|-----------------|--------------------------------------------------|------------------------------|---------------------------------------|
| <b>Physical</b> | 0                                                | 0                            | 0                                     |
| <b>E-Voting</b> | 0                                                | 0                            | 0                                     |
| <b>Total</b>    | <b>0</b>                                         | <b>0</b>                     | <b>0</b>                              |

(iii) **Invalid** votes:

| Mode of Voting  | Total number of members (in person or by proxy) whose votes were declared invalid | Total number of votes cast by them |
|-----------------|-----------------------------------------------------------------------------------|------------------------------------|
| <b>Physical</b> | 0                                                                                 | 0                                  |
| <b>E-Voting</b> | 0                                                                                 | 0                                  |
| <b>Total</b>    | <b>0</b>                                                                          | <b>0</b>                           |

**(f) Resolution No. 6:**

Regularization of appointment of Mrs. Shribala Mandhanya (DIN: 09198012) as a Non- Executive Independent Director.

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

| Mode of Voting  | Number of members voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|-----------------|--------------------------------------------------|------------------------------|---------------------------------------|
| <b>Physical</b> | 7                                                | 64,93,500                    | 100.00                                |
| <b>E-Voting</b> | 0                                                | 0                            | 0                                     |
| <b>Total</b>    | <b>7</b>                                         | <b>64,93,500</b>             | <b>100.00</b>                         |

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PRADESH,  
serialNumber=0dde0dfa3ef1c2add9d0247cb04e81d62d0fa409  
4298ee7ea1d538bb3183, cn=ARCHNA MAHESHWARI,  
[c=IN, o=Personal, pseudonym=+848620210614142036848,  
email=ARCHNA.AGAR@GMAIL.COM]  
Date: 2023.10.13 12:32:03 +05'30'

(ii) Voted **against** the resolution:

| Mode of Voting  | Number of members voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|-----------------|--------------------------------------------------|------------------------------|---------------------------------------|
| <b>Physical</b> | 0                                                | 0                            | 0                                     |
| <b>E-Voting</b> | 0                                                | 0                            | 0                                     |
| <b>Total</b>    | <b>0</b>                                         | <b>0</b>                     | <b>0</b>                              |

(iii) **Invalid** votes:

| Mode of Voting  | Total number of members (in person or by proxy) whose votes were declared invalid | Total number of votes cast by them |
|-----------------|-----------------------------------------------------------------------------------|------------------------------------|
| <b>Physical</b> | 0                                                                                 | 0                                  |
| <b>E-Voting</b> | 0                                                                                 | 0                                  |
| <b>Total</b>    | <b>0</b>                                                                          | <b>0</b>                           |

8. List of equity shareholders who voted “FOR”, “AGAINST” for each resolution and all other relevant records relating to poll and remote e-voting were sealed and handed over to the Company Secretary/Director authorized by the Board for safe keeping.

**Thanking you,  
Yours faithfully,**

**For Archna Maheshwari & Co.  
Company Secretaries**

**ARCHNA**

**MAHESHWARI**

**Archna Maheshwari**

**Proprietor**

**FCS No.:9436**

**CP No.:12034**

**UDIN: F009436C001065436**

**Place: Indore**

**Date: 01.10.2021**

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a0f7a3453303b3185, cn=ARCHNA MAHESHWARI, l=INDORE,  
101e9486, pseudonym=848620210614142036848,  
email=ARCHNA.ACS@GMAIL.COM  
Date: 2021.10.01 17:12:29 +05'30'