

Form –MGT-13
Report of Scrutinizer(s)

**[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]**

To,
The Chairman
Shanti Overseas (India) Limited
(CIN:L51211MP2011PLC025807)
215-216, Vikram Tower, 1st Floor
Sapna Sangeeta Road, Indore-452001

Subject: Consolidated Scrutinizer's Report on remote e-voting/poll at the 11th Annual General Meeting of Shanti Overseas (India) Limited held on Friday, the 30th September, 2022 at 12:30 P.M. at 203, 2nd Floor, N.M. Verge, 8/5 Yashwant Niwas Road, Indore (M.P.) - 452003

Dear Sir,

I, Archna 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 11th Annual General Meeting of the members of the Company, held on Friday, the 30th September, 2022 at 12:30 P.M. at 203, 2nd Floor, N.M. Verge, 8/5 Yashwant Niwas Road, Indore (M.P.) - 452003:

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 11th Annual General Meeting sent to the shareholders, the remote e-voting opened at 9.00 A.M. on 27th September, 2022 and closed at 5.00 P.M. on 29th September, 2022.
3. The equity shareholders as on 23rd September, 2022 (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 29th September, 2022 and polling process during the AGM concluded at 1.00 P.M. on 30th September, 2022, 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, 2022 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
Physical	11	53,25,433	100.00
E-Voting	4	18,95,895	100.00
Total	15	72,21,328	100.00

(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
Physical	0	0	0
E-Voting	0	0	0
Total	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
Physical	0	0
E-Voting	0	0
Total	0	0

(b) Resolution No. 2 :

Re-appointment of Mr. Ayush Kacholia (DIN: 03096933) as a director, who retires by rotation and being eligible, offers himself 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
Physical	11	53,25,433	100.00
E-Voting	4	18,95,895	100.00
Total	15	72,21,328	100.00

(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
Physical	0	0	0
E-Voting	0	0	0
Total	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
Physical	0	0
E-Voting	0	0
Total	0	0

(c) Resolution No. 3 :

Change in designation of Mr. Ayush Kacholia (DIN: 03096933) as Chairman & Managing 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
Physical	11	53,25,433	100.00
E-Voting	4	18,95,895	100.00
Total	15	72,21,328	100.00

(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
Physical	0	0	0
E-Voting	0	0	0
Total	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
Physical	0	0
E-Voting	0	0
Total	0	0

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

Regularization of appointment of Mrs. Karuna Kacholia (DIN: 09307230) 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
Physical	11	53,25,433	100.00
E-Voting	4	18,95,895	100.00
Total	15	72,21,328	100.00

(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
Physical	0	0	0
E-Voting	0	0	0
Total	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
Physical	0	0
E-Voting	0	0
Total	0	0

(e) Resolution No. 5 :

Regularization of appointment of Mr. Rahul Jain (DIN: 01515159) as Non-Executive Independent 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
Physical	11	53,25,433	100.00
E-Voting	4	18,95,895	100.00
Total	15	72,21,328	100.00

(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
Physical	0	0	0
E-Voting	0	0	0
Total	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
Physical	0	0
E-Voting	0	0
Total	0	0

(f) Resolution No. 6:

Sale, transfer or dispose of whole or substantially whole of the assets 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
Physical	11	53,25,433	100.00
E-Voting	4	18,95,895	100.00
Total	15	72,21,328	100.00

(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
Physical	0	0	0
E-Voting	0	0	0
Total	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
Physical	0	0
E-Voting	0	0
Total	0	0

(g) **Resolution No. 7:**

Alteration of Main Object Clause of Memorandum of Association 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
Physical	11	53,25,433	100.00
E-Voting	4	18,95,895	100.00
Total	15	72,21,328	100.00

(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
Physical	0	0	0
E-Voting	0	0	0
Total	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
Physical	0	0
E-Voting	0	0
Total	0	0

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.

**For Archna Maheshwari & Co.
Company Secretaries
(Peer Review Certificate No.1947/2022)**

**Place: Indore
Date: 1st October, 2022**

**Archna Maheshwari
Proprietor
FCS No.:9436
CP No.:12034
UDIN: F009436D001113770**