

**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: L74110MP2011PLC025807)  
203, 2<sup>nd</sup> Floor, N.M. Verge,  
8/5 Yeshwant Niwas Road  
Indore-452003

**Subject: Consolidated Scrutinizer's Report on remote e-voting/poll at the 13<sup>th</sup> Annual General Meeting of Shanti Overseas (India) Limited held on Monday, the 30<sup>th</sup> September, 2024 at 12:30 P.M. at the Registered Office of the Company at 203, 2<sup>nd</sup> Floor, N.M. Verge, 8/5 Yeshwant Niwas Road, Indore (M.P.) - 452003**

Dear Sir,

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 13<sup>th</sup> Annual General Meeting of the members of the Company, held on Monday, the 30<sup>th</sup> September, 2024 at 12:30 P.M. at the Registered office of the Company at 203, 2<sup>nd</sup> Floor, N.M. Verge, 8/5 Yeshwant 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 13<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, 2024 and closed at 5.00 P.M. on 29<sup>th</sup> September, 2024.

3. The equity shareholders as on 23<sup>rd</sup> September, 2024 (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, 2024 and polling process during the AGM concluded at 3.15 P.M. on 30<sup>th</sup> September, 2024, 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 31<sup>st</sup> March, 2024 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>	16	64,13,746	100.00
<b>E-Voting</b>	14	213	100.00
<b>Total</b>	<b>30</b>	<b>64,13,959</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>

**(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
<b>Physical</b>	16	64,13,746	100.00
<b>E-Voting</b>	14	213	100.00
<b>Total</b>	<b>30</b>	<b>64,13,959</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 :**

Appointment of M/s. SPARK & Associates, Chartered Accountants LLP, as the Statutory Auditors of the Company and fixed their remuneration.

(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>	16	64,13,746	100.00
<b>E-Voting</b>	14	213	100.00
<b>Total</b>	<b>30</b>	<b>64,13,959</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>

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

Approval for divestment of entire investment of the Company in its material subsidiary.

(j) 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>	16	64,13,746	100.00
<b>E-Voting</b>	14	213	100.00
<b>Total</b>	<b>30</b>	<b>64,13,959</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>

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: 01<sup>st</sup> October, 2024**

**Archna Maheshwari  
Proprietor  
FCS No.:9436  
CP No.:12034  
UDIN: F009436F001402212**