

**Form –MGT-13**  
**Report of Scrutinizer(s)**  
**[Pursuant to 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 (M.P.) – 452003**

**Subject: Consolidated Scrutinizer's Report on remote e-voting/poll at the Extraordinary General Meeting of Shanti Overseas (India) Limited held on Friday, the 6<sup>th</sup> January, 2023 at 12:30 P.M. at 203, 2<sup>nd</sup> Floor, N.M. Verge, 8/5 Yeshwant 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 Extraordinary General Meeting of the members of the Company, held on Friday, the 6<sup>th</sup> January, 2023 at 12:30 P.M. 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 Extraordinary General Meeting sent to the shareholders, the remote e-voting opened at 9.00 A.M. on 3<sup>rd</sup> January, 2023 and closed at 5.00 P.M. on 5<sup>th</sup> January, 2023.
3. The equity shareholders as on 30<sup>th</sup> December, 2022 (cut-off date) were entitled to vote on the resolutions stated in the Notice of the Extraordinary General Meeting of the Company.

4. After the time fixed for closing of the e-voting i.e. 5.00 P.M. on 5<sup>th</sup> January, 2023 and polling process during the EGM concluded at 1.00 P.M. on 6<sup>th</sup> January, 2023, 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 :**

Approved the divestment of entire investment of the Company in its material subsidiary in accordance with Regulation 24 (5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**(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	67,33,338	100.00
<b>E-Voting</b>	0	0	0
<b>Total</b>	<b>16</b>	<b>67,33,338</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 :**

Regularised the appointment of Mr. Mukesh Kacholia (DIN: 00376922) 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>	16	67,33,338	100.00
<b>E-Voting</b>	0	0	0
<b>Total</b>	<b>16</b>	<b>67,33,338</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**

**Place: Indore**

**Date: 7<sup>th</sup> January, 2023**

**Archna Maheshwari  
Proprietor  
FCS No.:9436  
CP No.:12034  
(Peer Review Certificate No.1947/2022)  
UDIN: F009436D002907947**