

MGT-13

Scrutinizer's Report

(Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014)

To,

The Chairman of Annual General Meeting (AGM)

One 97 Communications Limited held on Wednesday, June 30, 2021 at 11.00 A.M. (IST) through video conferencing ('VC')

Dear Sir/Ma'am,

I, Nitesh Latwal, Partner of M/s PI & Associates, Practicing Company Secretaries, was appointed as a Scrutinizer for the purpose of scrutinizing the voting process, i.e. remote e-voting and e-voting at the AGM under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended from time to time) and as per MCA General Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 5, 2020 and Circular No. 02/2021 dated January 13, 2021, on the resolution(s) mentioned in the AGM Notice dated June 5, 2021 ('Notice'). The meeting was scheduled to be held on Wednesday, June 30, 2021 at 11:00 A.M. (IST) at Hotel Crowne Plaza, Plot No. 1, Community Centre, Okhla I, New Delhi-110020, however, in view of unprecedented situation due to COVID-19 pandemic and ongoing government restrictions on the movement and congregation of persons in Delhi-NCR region, the Company decided to hold the said meeting through VC and accordingly, the Company issued an addendum to the Notice dated June 26, 2021. Accordingly, the 21st AGM of One 97 Communications Limited ('Company') was held through VC on Wednesday, June 30, 2021 at 11.00 A.M.

I submit my report as under: -

1. The remote voting period commenced on Sunday, June 27, 2021 at 09:00 A.M. (IST) and ended on Tuesday, June 29, 2021 at 05:00 P.M. (IST) via e-voting platform facilitated by Link In time India Private Limited, Authorized Agency to provide e-voting facility viz.: <https://instavote.linkintime.co.in>. The



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Company had also provided e-voting facility to the Members who attended the AGM and eligible to vote thereat.

2. The Members of the Company as on the “cut-off” date i.e. Wednesday, June 23, 2021 were entitled to avail the facility of remote e-voting as well as e-voting at the AGM on the proposed resolution(s) as set out in the Notice.
3. There were 31 (thirty-one) members who attended the meeting through VC. While 20 (twenty) members casted votes through remote e-voting and 17 (seventeen) members casted their votes through e-voting at the AGM.
4. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules thereof in respect of the resolution contained in the Notice of AGM and providing proper facility for AGM. As a scrutinizer, we ensured the scrutiny of the e- voting at the AGM and remote e-voting process in a fair and transparent manner and have prepared a consolidated scrutinizer’s report of the votes cast ‘For’ or ‘Against’ the resolutions stated in the AGM Notice.
5. The members elected Mr. Vijay Shekhar Sharma as the Chairman of the meeting. Post-election, the Chairman welcomed the members and briefed them about the performance of the Company. Thereafter, the Chairman authorized the Company Secretary Mr. Amit Khera to conclude the meeting and carry out the e-voting process thereafter. The Company Secretary then thanked the members and directors for joining the meeting virtually. The e-voting facility was kept open for the next 60 minutes to enable the members to cast their vote through a facility (i.e. **Insta Meet**) provided by the said Authorized Agency.
6. After the expiry of the time allocated for e-voting, the votes cast by the members at the AGM through e-voting system and through remote e-voting facility were downloaded from the portal of Authorized Agency (<https://instavote.linkintime.co.in>) around 12:30 PM (noon) in the presence of two witnesses who were not in employment of the Company.

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7. As prescribed under Rule 20(4)(xiii) of the Companies (Management and Administration) Amendment Rules, 2015, the Members who have cast their votes through remote e-voting did not vote again using e-voting system at the AGM.
8. The consolidated summary of results of e-voting at AGM and remote e-voting is annexed herewith as **Annexure- A.**
9. Based on the aforesaid results, I report that all the resolutions as contained in the Item No. 1 to 8 of Notice of the AGM of the company have been passed with requisite majority except item no. 2 and 3 since the Company Secretary has informed in the AGM that the concerned directors (i.e. Mr. Todd Anthony Combs at item No. 2 and Mr. Michael Yuen Jen Yao at Item No. 3) whose office are liable to retire at this AGM and eligible for re-appointment have shown their unwillingness to be re-appointed and thus, these two resolution have become infructuous.

**Thanking You
For PI & Associates
Company Secretaries**



**Nitesh Latwal
Partner
ACS No.: 32109
C P No.: 16276
UDIN:A032109C000569681**

**Date: July 2, 2021
Place: New Delhi**



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ORDINARY BUSINESSES:

Resolution No. 1(a): To receive, consider and adopt the audited financial statement of the Company for the year ended March 31, 2021, the report of the Board of Director's and Auditors' thereon.

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	Remote E-voting	E-Voting at AGM	Total	
Number of Members voted	20	17	37	NA
Votes on favor of the resolution	9645833	42613298	52259131	100
Votes on against of the resolution	Nil	Nil	Nil	Nil
Invalid Votes	Nil	Nil	Nil	Nil
Total	9645833	42613298	52259131	100

Therefore, the Resolution No. 1(a) has been approved with requisite votes.

Resolution No. 1(b): To receive, consider and adopt the audited consolidated financial statement of the Company for the year ended March 31, 2021 and the Auditors' report thereon.

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	Remote E-voting	E-Voting at AGM	Total	
Number of Members voted	12	17	29	NA
Votes on favor of the resolution	9056635	42613298	51669933	100
Votes on against of the resolution	Nil	Nil	Nil	Nil
Invalid Votes	Nil	Nil	Nil	Nil
Total	9056635	42613298	51669933	100

Therefore, the Resolution No. 1(b) has been approved with requisite votes.

Resolution No. 2:To appoint a Director in place of Mr. Todd Anthony Combs (DIN: 08343520) who retires by rotation and offers himself for reappointment.

As informed by the Company Secretary during the proceedings of the meeting, due to withdrawal of consent of the retiring director Mr. Todd Anthony Combs for re-appointment, the resolution became infructuous and accordingly, the votes casted against/in favour of the said resolution shall not be considered.

Resolution No. 3:To appoint a Director in place of Mr. Michael Yuen Jen Yao (DIN: 08451050) who retires by rotation and offers himself for reappointment.

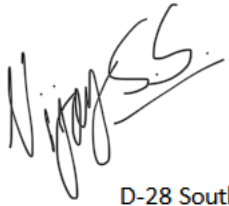
As informed by the Company Secretary during the proceedings of the meeting, due to withdrawal of consent of the retiring director Mr. Michael Yuen Jen Yao for re-appointment, the resolution became infructuous and accordingly, the votes casted against/in favour of the said resolution shall not be considered

SPECIAL BUSINESSES:

Resolution No. 4: To consider the re-appointment of Mrs. Pallavi Shardul Shroff, as an Independent and Non-Executive Director, to hold office for a second term of 5 consecutive years i.e. upto February 8, 2026.

Special Resolution				
Particulars	Number of Valid Votes			Percentage
	Remote E-voting	E-Voting at AGM	Total	
Number of Members voted	20	17	37	NA
Votes on favor of the resolution	9645833	42613298	52259131	100
Votes on against of the resolution	Nil	Nil	Nil	Nil
Invalid Votes	Nil	Nil	Nil	Nil
Total	9645833	42613298	52259131	100

Therefore, the Resolution No. 4 has been approved with requisite votes.



Resolution No. 5: To consider and approve the remuneration of Mr. Vijay Shekhar Sharma, Managing Director for FY 2021-22.

Special Resolution				
Particulars	Number of Valid Votes			Percentage
	Remote E-voting	E-Voting at AGM	Total	
Number of Members voted	20	17	37	NA
Votes on favor of the resolution	9645813	42613228	52259041	99.9998
Votes on against of the resolution	20	70	90	0.0002
Invalid Votes	Nil	Nil	Nil	Nil
Total	9645833	42613298	52259131	100

Therefore, the Resolution No. 5 has been approved with requisite majority.

Resolution No. 6: To consider and approve the sub-division of face value of equity shares of the Company.

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	Remote E-voting	E-Voting at AGM	Total	
Number of Members voted	20	17	37	NA
Votes on favor of the resolution	9645833	42613298	52259131	100
Votes on against of the resolution	Nil	Nil	Nil	Nil
Invalid Votes	Nil	Nil	Nil	Nil
Total	9645833	42613298	52259131	100

Therefore, the Resolution No. 6 has been approved with requisite majority.



Resolution No. 7: To consider and approve subscription of optionally convertible debentures issued by VSS Holdings Private Limited.

Special Resolution				
Particulars	Number of Valid Votes			Percentage
	Remote E-voting	E-Voting at AGM	Total	
Number of Members voted	20	17	37	NA
Votes on favor of the resolution	9645823	42613228	52259051	99.9998
Votes on against of the resolution	10	70	80	0.0002
Invalid Votes	Nil	Nil	Nil	Nil
Total	9645833	42613298	52259131	100

Therefore, the Resolution No. 7 has been approved with requisite majority.

Resolution No. 8: To consider and approve grant of inter-corporate deposit/ loan to VSS Investco Private Limited.

Special Resolution				
Particulars	Number of Valid Votes			Percentage
	Remote E-voting	E-Voting at AGM	Total	
Number of Members voted	20	17	37	NA
Votes on favor of the resolution	9645823	42613228	52259051	99.9998
Votes on against of the resolution	10	70	80	0.0002
Invalid Votes	Nil	Nil	Nil	Nil
Total	9645833	42613298	52259131	100

Therefore, the Resolution No. 8 has been approved with requisite majority.