

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 Extra Ordinary General Meeting (EGM)

One 97 Communications Limited held on Monday, July 12, 2021 at 11.00A.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 EGM 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 EGM Notice dated June 18, 2021 ('Notice'). The meeting was scheduled to be held on Monday, July 12, 2021 at 11:00A.M. (IST) at Hotel Holiday Inn, District Centre, 13A, Mayur Place, Mayur Vihar, New Delhi-110091, 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 July 7, 2021. Accordingly, the EGM of One 97 Communications Limited ('Company') was held through VC on Monday, July 12, 2021 at 11.00 A.M.

I submit my report as under: -

1. The remote e-voting period commenced on Friday, July 9, 2021 at 09:00 A.M. (IST) and ended on Sunday, July 11, 2021 at 05:00 P.M. (IST) via e-voting platform facilitated by Link Intime India Private Limited,

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Authorized Agency to provide e-voting facility viz.: <https://instavote.linkintime.co.in>. The Company had also provided e-voting facility to the Members who attended the EGM and eligible to vote thereat.

2. The Members of the Company as on the “cut-off” date i.e. Monday, July 5, 2021 were entitled to avail the facility of remote e-voting as well as e-voting at the EGM on the proposed resolution(s) as set out in the Notice. Accordingly, 15 (fifteen) members, being eligible, have cast votes through remote e-voting on e-voting platform of the Authorized Agency.
3. The Authorized Agency has provided us the list of members participated in the EGM through VC and there were 35 (thirty-five) members who attended the meeting where only 23 (twenty-three) members casted their votes through e-voting in the EGM. Further, it is pertinent to note that duplication of voting by any member was not possible since e-voting system of the Authorized Agency did not allow any member to cast his vote in the EGM if he had already casted vote through remote e-voting.
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 EGM and providing proper facility for EGM.
5. As a scrutinizer, we ensured the scrutiny of the e-voting at the EGM 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 EGM Notice. Further, we also ensured that the members who attended the EGM and cast their vote either through remote e-voting or through e-voting at the EGM were eligible to attend on the basis of list of shareholders as on cut-off date so provided by the Company.
6. At the commencement of the meeting, Mr. Amit Khera, Company Secretary initiated the proceedings and briefed the members about the resolutions to be put forth for voting at the meeting. Thereafter,

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Mr. Vijay Shekhar Sharma, the Chairman of the meeting welcomed the members and authorized the Company Secretary to conclude the meeting and carry out the e-voting process. The Company Secretary then thanked the members and directors for joining the meeting virtually and thereafter, he announced that the e-voting facility would be kept open for the next 60 minutes to enable the members to cast their vote through e-voting facility (i.e. **InstaMeet**) provided by the said Authorized Agency.

7. After the expiry of the time allocated for the aforesaid e-voting facility, the votes cast by the members at the EGM through e-voting system and through remote e-voting facility were downloaded from the portal of Authorized Agency (<https://instavote.linkintime.co.in>) around 12:15 PM (noon) in the presence of two witnesses who were not in employment of the Company.
8. The consolidated summary of results of e-voting at EGM 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 5 of Notice of the EGM of the company have been passed with requisite majority.

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



**Nitesh Latwal
Partner
ACS No.: 32109
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Annexure- A

SPECIAL BUSINESSES:

Resolution No. 1: To consider and approve raising of capital through an initial public offering of equity shares.

Special Resolution				
Particulars	Number of Valid Votes			Percentage
	Remote E-voting	E-Voting at EGM	Total	
Number of Members voted	15	23	38	NA
Votes on favor of the resolution	96412300	468476980	564889280	100
Votes on against of the resolution	Nil	Nil	Nil	Nil
Invalid Votes	Nil	Nil	Nil	Nil
Total	96412300	468476980	564889280	100

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

Resolution No. 2: To consider and approve declassification of Mr. Vijay Shekhar Sharma from his status as promoter of the Company.

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	Remote E-voting	E-Voting at EGM	Total	
Number of Members voted	14	23	37	NA
Votes on favor of the resolution	96411910	468476280	564888190	99.9999
Votes on against of the resolution	Nil	700	700	0.0001
Invalid Votes	Nil	Nil	Nil	Nil
Total	96411910	468476980	564888890	100

Therefore, the Resolution No. 2 has been approved with requisite votes.

Resolution No. 3: To consider and adopt new articles of association (“AOA”) of the company

Special Resolution				
Particulars	Number of Valid Votes			Percentage
	Remote E-voting	E-Voting at EGM	Total	

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Number of Members voted	15	23	38	NA
Votes on favor of the resolution	96412105	468476980	564889085	100
Votes on against of the resolution	Nil	Nil	Nil	Nil
Invalid Votes	Nil	Nil	Nil	Nil
Total	96412105	468476980	564889085	100

Therefore, the Resolution No. 3 has been approved with requisite votes.

Resolution No. 4: To consider and adopt amendments to One97 Employee Stock Option Scheme 2019

Special Resolution				
Particulars	Number of Valid Votes			Percentage
	Remote E-voting	E-Voting at EGM	Total	
Number of Members voted	14	23	37	NA
Votes on favor of the resolution	96409105	468476980	564886085	100
Votes on against of the resolution	Nil	Nil	Nil	Nil
Invalid Votes	Nil	Nil	Nil	Nil
Total	96409105	468476980	564886085	100

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

Resolution No. 5: To consider and adopt amendments to One97 Employee Stock Option Scheme 2008

Special Resolution				
Particulars	Number of Valid Votes			Percentage
	Remote E-voting	E-Voting at EGM	Total	
Number of Members voted	14	23	37	NA
Votes on favor of the resolution	96408910	468476980	564885890	100
Votes on against of the resolution	Nil	Nil	Nil	Nil
Invalid Votes	Nil	Nil	Nil	Nil
Total	96408910	468476980	564885890	100

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