

S P J & Co.,

Company Secretaries

Office : TR-1, Top Floor, Plot No. 3, Anupam Plaza, LSC,
Mayur Vihar Phase I, Delhi 110 091 (Above Yes Bank Limited)

Ph- +91-11-2275 6338 ; E-Mail : jatinfcs@gmail.com

SCRUTINIZER'S REPORT

To,
The Chairman
38th AGM of Samtel India Limited
Held on Wednesday the 30th day of September, 2020
at 10.30 A.M through Video Conferencing ("VC") /
Other Audio Visual Means ("OAVM")

Name of the Company	Samtel India Limited
Meeting	38 th Annual General Meeting
Day, Date, Time	Wednesday, 30 th September 2020 at 10:30 A.M.
Venue	through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM")

I, CS Jatin Gupta, (FCS : 5651 and CP : 5236), partner of S P J & Co., Company Secretaries Firm having office at TR-1, Top Floor, Plot No. 3, Anupam Plaza, LSC, Mayur Vihar Phase I, Delhi 110 091 (Above Yes Bank Limited) appointed as Scrutinizer by the Board of Directors of **Samtel India Limited**, ("the Company") pursuant to Section 108 of The Companies Act, 2013 and Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014 to conduct the Remote E-voting process and to scrutinize Remote E-voting, on the resolution(s) set out in the 38th Annual General Meeting (AGM) of **Samtel India Limited** vide Notice dt. 14th August, 2020 for 38th AGM of the Company held on Wednesday the 30th September, 2020 at 10.30 A.M through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), submit as under :

1. The management of the Company is responsible to ensure compliance with the requirements of relevant provisions of (i) The Companies Act, 2013 and the Rules made thereunder ; (ii) The SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 and (iii) The Secretarial Standards – 2 on General Meetings issued by The Institute of Company Secretaries of India, relating to the E-voting facility to the shareholders during the AGM and Remote E-Voting. Our responsibilities as a Scrutinizer is restricted to give a consolidated report on the Votes Cast by the members for the resolutions contained in the notice, through Remote E-Voting and E-Voting facility during the AGM.

S P J & Co.,

Company Secretaries

Office : TR-1, Top Floor, Plot No. 3, Anupam Plaza, LSC,
Mayur Vihar Phase I, Delhi 110 091 (Above Yes Bank Limited)

Ph- +91-11-2275 6338 ; E-Mail : jatinfcs@gmail.com

2. The notice calling 38th AGM, as confirmed by the Company, was sent to the shareholders :
 - i. On 05-09-2020 by e-mail to 1359 members who had registered their e-mail-ids with the Company/Depositories.
 - ii. On 04-09-2020 by courier a notice sent to 5776 members, (dispatch certified by the management) and convening of Annual General Meeting held on 30th September 2020;
3. The Company has appointed National Securities Depository Limited (NSDL) for facilitating e-voting to enable the members of the Company to cast their votes electronically.
4. The members of the Company, holding shares in physical or in dematerialized form, as on cut off date i.e 23rd September, 2020 were entitled to cast their votes on the resolutions as set out in item no(s) 1 to 4 of the Notice of 38th AGM of the Company by remote e voting or e-voting at the AGM.
5. The facility provided for remote e-voting which commenced on 26th September, 2020 at 9:00 A.M. remained open for not less than 3 days and ended on 29th September, 2020 at 5.00 P.M. The remote e-voting facility was blocked thereafter by 29th September, 2020 at 5.00 P.M.

6. Voting at the AGM

6.1 In keeping with Regulation 44(1) and 44(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as prescribed under Rule 20 (4) (xiii) of The Companies (Management and Administration) Rules, 2014 including amendments therein, as the case may be, for the purpose of ensuring that members who have cast their votes through remote e-voting do not vote again at the general meeting, the Scrutinizer shall have access after closure of period of remote e-Voting and before the start of general meeting, to only such details relating to members who have cast their votes through remote e-voting, such as their names, DP ID and Client ID/folios, number of shares held but not the manner in which they have voted.

S P J & Co.,

Company Secretaries

Office : TR-1, Top Floor, Plot No. 3, Anupam Plaza, LSC,

Mayur Vihar Phase I, Delhi 110 091 (Above Yes Bank Limited)

Ph- +91-11-2275 6338 ; E-Mail : jatinfcs@gmail.com

6.2 Accordingly, CDSL, the remote e-Voting Agency provided us with the names, DP Id & Client Id/ folios and shareholding of the members who had cast their votes through remote e-voting.

6.3 The Company gave facility of e-voting to the members who attended the meeting and who had not cast their votes through remote e-Voting.

7. As per the information given by the Company the names of the shareholders who had voted by remote e-voting through the facility provided by CDSL had been blocked and only those members who were present at the AGM through VC and who had not voted on remote e-voting were allowed to cast their votes through e-voting system during the AGM.
8. I have verified remote e-voting and e-voting.
9. After the conclusion of e-voting at the Annual General Meeting, the votes cast through Remote E-Voting and e-voting during AGM were unblocked in the presence of one witnesses Ms. Kamlesh Gupta who is not in employment of the Company.
10. I have scrutinized and reviewed the voting through electronic means based on the data downloaded from the E-Voting system of National Securities Depository Limited (NSDL).
11. I now submit my Consolidated Report on the Result of the voting through electronic means (by remote e-voting and e-voting) in respect of the resolutions proposed in the notice for 38th AGM of the Company.

S P J & Co.,

Company Secretaries

Office : TR-1, Top Floor, Plot No. 3, Anupam Plaza, LSC,
Mayur Vihar Phase I, Delhi 110 091 (Above Yes Bank Limited)
Ph- +91-11-2275 6338 ; E-Mail : jatinfcs@gmail.com

12. Results

12.1 The Result with respect to each item on the agenda as set out in the Notice of 38th AGM is enclosed herewith.

12.2 Based on the aforesaid results, we report result in consolidated manner as hereunder :

Consolidated Results

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2020 together with the Reports of the Board of Directors and Auditors thereon and in this regard, to consider and if thought fit, to pass, with or without modification(s) the following resolution as an Ordinary Resolution.

“RESOLVED THAT the audited financial statement of the Company for the financial year ended March 31, 2020 and the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted.”

Particulars	Remote E-voting		E-Voting at the AGM through VC/OAVM		Total		Percentage(%)	Invalid Votes, if any
	Number	votes	Number	votes	Number	votes		
Assent	2	16	41	2251922	43	2251938	100	nil
Dissent	nil	nil	nil	nil	nil	nil	nil	nil
Total	2	16	41	2251922	43	2251938	100	nil

Based on the aforesaid results, we report that the Ordinary Resolution as contained in **item No. 1** of the Notice of the AGM has been passed **as proposed**.

2. To appoint a Director in place of Mrs. Alka Kaura (DIN 00687365) who retires by rotation and being eligible offers herself for re-appointment and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution.

“RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of Companies Act, 2013 Mrs. Alka Kaura (DIN 00687365) , who retires by rotation

S P J & Co.,

Company Secretaries

Office : TR-1, Top Floor, Plot No. 3, Anupam Plaza, LSC,
Mayur Vihar Phase I, Delhi 110 091 (Above Yes Bank Limited)

Ph- +91-11-2275 6338 ; E-Mail : jatinfcs@gmail.com

at this meeting be and is hereby appointed as a Director of the Company liable to retire by rotation.”

Particulars	Remote E-voting		E-Voting at the AGM through VC/OAVM		Total		Percentage (%)	Invalid Votes, if any
	Number	votes	Number	votes	Number	votes		
Assent	2	16	41	2251922	43	2251938	100	nil
Dissent	nil	nil	nil	nil	nil	nil	nil	nil
Total	2	16	41	2251922	43	2251938	100	nil

Based on the aforesaid results, we report that the Ordinary Resolution as contained in **item No. 2** of the Notice of the AGM has been passed **as proposed**.

SPECIAL BUSINESS

3. Appointment of Mr. Dhruv Sethi (DIN 08558395) as an Independent Director of the Company To consider and, if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution :

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 of the Companies Act, 2013 (‘the Act’) read with Schedule IV of the Act, the Companies (Appointment and Qualifications of Directors) Rules, 2014 and other applicable provisions of the Act [including any statutory modification(s) or re-enactment(s) thereof] and Regulation 17 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), as amended from time to time, Mr. Dhruv Sethi (DIN: 08558395), who was appointed as an additional Director of the Company by the Board of Directors on 01st October, 2019 and holds office upto the ensuing Annual General Meeting and who being eligible for appointment as an Independent Director has given his consent along with a declaration that he meets the criteria for independence under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office upto 1st October, 2024.

S P J & Co.,

Company Secretaries

Office : TR-1, Top Floor, Plot No. 3, Anupam Plaza, LSC,
Mayur Vihar Phase I, Delhi 110 091 (Above Yes Bank Limited)

Ph- +91-11-2275 6338 ; E-Mail : jatinfcs@gmail.com

Particulars	Remote E-voting		E-Voting at the AGM through VC/OAVM		Total		Percentage(%)	Invalid Votes, if any
	Number	votes	Number	votes	Number	votes		
Assent	2	16	41	2251922	43	2251938	100	nil
Dissent	nil	nil	nil	nil	nil	nil	nil	nil
Total	2	16	41	2251922	43	2251938	100	nil

Based on the aforesaid results, we report that the Special Resolution as contained in **item No. 3** of the Notice of the AGM has been passed **as proposed**.

4. Shifting of Registered Office of the Company from the State of Rajasthan to the State of Delhi To consider and, if thought fit, to pass the following resolution, with or without modification(s) as a Special Resolution :

“RESOLVED THAT pursuant to the provisions of Section 12, 13 and all other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) read with Rule 30 of the Companies (Incorporation) Rules, 2014 (including any statutory modification(s), or reenactment(s) thereof for the time being in force) and subject to the approval of the Regional Director, North Western Region Directorate, Ministry of Corporate Affairs, Government of India and/or any other authority(ies) as may be prescribed from time to time and subject to such other approvals, permissions and sanctions, as may be required under the provisions of the said Act or under any other law for the time being in force, consent of the members of the Company be and is hereby accorded for shifting the Registered Office of the Company from the State of Rajasthan and that Clause II of the Memorandum of Association of the Company be substituted with the following clause: II.

The Registered Office of the Company will be situated in the State of Delhi.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall deem to include any of its duly constituted Committee) or any officer/executive/representative and/or any other person so authorized by the Board, be hereby authorized on behalf of the Company to make any modifications, changes, variations, alterations or revisions stipulated by any authority, while according approval, consent as may be considered necessary and to appoint counsels/consultant and advisors, file applications/petitions, issue notices, advertisements, obtain orders for shifting of

S P J & Co.,

Company Secretaries

Office : TR-1, Top Floor, Plot No. 3, Anupam Plaza, LSC,
Mayur Vihar Phase I, Delhi 110 091 (Above Yes Bank Limited)

Ph- +91-11-2275 6338 ; E-Mail : jatinfcs@gmail.com

Registered Office from the authorities concerned and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary and to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company."

Particulars	Remote E-voting		E-Voting at the AGM through VC/OAVM		Total		Percentage (%)	Invalid Votes, if any
	Number	votes	Number	votes	Number	votes		
Assent	2	16	41	2251922	43	2251938	100	nil
Dissent	nil	nil	nil	nil	nil	nil	nil	nil
Total	2	16	41	2251922	43	2251938	100	nil

Based on the aforesaid results, we report that the Special Resolution as contained in **item No. 4** of the Notice of the AGM has been passed with **requisite majority as proposed**.

The relevant records i.e papers/records relating to electronic voting shall stay in our custody until the Chairman considers, approves and sign the minutes of 38th AGM and same shall thereafter be handed over to Mr. Sanjeev Sahajpal, CFO for safe keeping.

Thanking You,

Yours faithfully

For S P J & Co.
Company Secretaries

For Samtel India Limited

Jatin Gupta

(Partner)

C. P. No. 5236

M.No. : 5651

Date: 04/10/2020

Place: Delhi

UDIN : F005651B000851232

Chairman