

# SAL AUTOMOTIVE LIMITED

(Formerly known as Swaraj Automotives Ltd.)

02/SP/BSE

14<sup>th</sup> September, 2019

**The General Manager  
Corp. Relationship Deptt  
BSE Ltd.**

1<sup>st</sup>. Floor, New Trading Ring,  
Rotunda Building, P J Towers,  
Dalal Street, Fort, Mumbai

## Works :

Kakrala Rd. Nabha-147201

Distt. Patiala, Punjab (INDIA)

Ph.: 01765-222163 & 221286

E-mail : info@swarajautomotive.com

CIN : L45202PB1974PLC003516



## SUB: Outcome of the 44<sup>th</sup> Annual General Meeting along with Voting Results and Scrutinizer Report

Dear Sir,

With regard to 44<sup>th</sup> Annual General Meeting (AGM) of the Company held on 13<sup>th</sup> September at Hotel Cama, SCF-13-18, Sector-53, Phase-3A, S.A.S Nagar (Mohali), Punjab-160059, we are pleased to submit herewith the following:

- Voting results pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- Scrutinizer's consolidated report dated 14<sup>th</sup> September, 2019 pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014.

This is for your information and records.

Thanking you

Yours faithfully

**For SAL Automotive Limited**

**(Gagan Kaushik)  
Company Secretary**

**Works Dharwad:** 183 / I, Belur Industrial Area, Dharwad, Distt. Dharwad, Karnataka -580011

**Regd. Office :** C-127, IV Floor, Satguru Infotech, Phase - VIII, Industrial Area, SAS Nagar (Mohali), Punjab - 160062

**Website :** www.swarajautomotive.com



SAL Automotive Limited – 44<sup>th</sup> Annual General Meeting Voting Results

Date of the AGM	13 <sup>th</sup> September, 2019
Total Number of Shareholders on record date (cut-off date for voting purpose)	1769
No. of Shareholders present in the meeting either in person or through proxy	
Promoters and Promoter Group	2
Public	34
No. of Shareholders attended the meeting through Video Conferencing	N.A.
Promoters and Promoter Group	
Public	

Agenda wise disclosure

**Agenda Item 1: To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31st March, 2019 and the Reports of the Directors and Auditors thereon**

<b>Resolution required</b>	<b>Ordinary Resolution</b>
<b>Whether promoter / promoter group are interested in the agenda / resolution?</b>	<b>No</b>

Category	Mode of Voting	No. of Shares held	No. of Votes Polled	% of Votes Polled on outstanding Shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on Voted polled	% of Votes against on votes polled
		-1	-2	$(3) = \frac{[(2)/(1)] * 100}{100}$	-4	-5	$(6) = \frac{[(4)/(2)] * 100}{100}$	$(7) = \frac{[(5)/(2)] * 100}{100}$
<b>Promoter and Promoter Group</b>	E-Voting	1798285	1798285	100	1798285	0	100	0
	Poll		0	0	0	0	0	
	Postal Ballot (Not applicable)		0	0	0	0	0	
	<b>Total</b>		<b>1798285</b>	<b>1798285</b>	<b>100</b>	<b>100</b>	<b>0</b>	<b>100</b>
<b>Public – Institutional Holders</b>	E-Voting	106389	0	0	0	0	0	0
	Poll		0	0	0	0	0	
	Postal Ballot (Not applicable)		0	0	0	0	0	
	<b>Total</b>		<b>106389</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Public – Non Institutions</b>	E-Voting	493039	101	0.02	101	0	100	0
	Poll		347	0.07	347	0	100	0
	Postal Ballot (Not applicable)		0	0	0	0	0	
	<b>Total</b>		<b>493039</b>	<b>448</b>	<b>0.09</b>	<b>448</b>	<b>0</b>	<b>100</b>
<b>Total</b>		<b>2397713</b>	<b>1798733</b>	<b>75.02</b>	<b>1798733</b>	<b>0</b>	<b>100</b>	<b>0</b>

The above resolution was passed unanimously.





**Agenda Item 2: Declaration of Dividend on Equity Shares**

<b>Resolution required</b>	<b>Ordinary Resolution</b>
<b>Whether promoter / promoter group are interested in the agenda / resolution?</b>	<b>No</b>

Category	Mode of Voting	No. of Shares held	No. of Votes Polled	% of Votes Polled on outstanding Shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on Voted polled	% of Votes against on votes polled
		-1	-2	$(3) = \frac{[(2)/(1)] * 100}{100}$	-4	-5	$(6) = \frac{[(4)/(2)] * 100}{100}$	$(7) = \frac{[(5)/(2)] * 100}{100}$
<b>Promoter and Promoter Group</b>	E-Voting	1798285	1798285	100	1798285	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (Not applicable)		0	0	0	0	0	0
	<b>Total</b>		<b>1798285</b>	<b>1798285</b>	<b>100</b>	<b>100</b>	<b>0</b>	<b>100</b>
<b>Public – Institutional Holders</b>	E-Voting	106389	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (Not applicable)		0	0	0	0	0	0
	<b>Total</b>		<b>106389</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Public – Non Institutions</b>	E-Voting	493039	101	0.02	101	0	100	0
	Poll		347	0.07	347	0	100	0
	Postal Ballot (Not applicable)		0	0	0	0	0	0
	<b>Total</b>		<b>493039</b>	<b>448</b>	<b>0.09</b>	<b>448</b>	<b>0</b>	<b>100</b>
<b>Total</b>		<b>2397713</b>	<b>1798733</b>	<b>75.02</b>	<b>1798733</b>	<b>0</b>	<b>100</b>	<b>0</b>

The above resolution was passed unanimously.

**Agenda Item 3: To appoint a Director in place of Mr. Jamil Ahmad (DIN: 07171910) who retires by rotation and, being eligible, offers himself for re-appointment.**

<b>Resolution required</b>	<b>Ordinary Resolution</b>
<b>Whether promoter / promoter group are interested in the agenda / resolution?</b>	<b>No</b>

Category	Mode of Voting	No. of Shares held	No. of Votes Polled	% of Votes Polled on outstanding Shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on Voted polled	% of Votes against on votes polled
		-1	-2	$(3) = \frac{[(2)/(1)] * 100}{100}$	-4	-5	$(6) = \frac{[(4)/(2)] * 100}{100}$	$(7) = \frac{[(5)/(2)] * 100}{100}$
<b>Promoter and Promoter Group</b>	E-Voting	1798285	1798285	100	1798285	0	100	0
	Poll		0	0	0	0	0	0



	Postal Ballot (Not applicable)		0	0	0	0	0	0
	<b>Total</b>	<b>1798285</b>	<b>1798285</b>	<b>100</b>	<b>100</b>	<b>0</b>	<b>100</b>	<b>0</b>
<b>Public – Institutional Holders</b>	E-Voting	106389	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (Not applicable)		0	0	0	0	0	0
	<b>Total</b>		<b>106389</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Public – Non Institutions</b>	E-Voting	493039	101	0.02	101	0	100	0
	Poll		347	0.07	347	0	100	0
	Postal Ballot (Not applicable)		0	0	0	0	0	0
	<b>Total</b>		<b>493039</b>	<b>448</b>	<b>0.09</b>	<b>448</b>	<b>0</b>	<b>100</b>
<b>Total</b>		<b>2397713</b>	<b>1798733</b>	<b>75.02</b>	<b>1798733</b>	<b>0</b>	<b>100</b>	<b>0</b>

The above resolution was passed unanimously.

**Agenda Item 4: Ratification of the remuneration payable to the Cost Auditors of the Company.**

<b>Resolution required</b>	<b>Ordinary Resolution</b>
<b>Whether promoter / promoter group are interested in the agenda / resolution?</b>	<b>No</b>

Category	Mode of Voting	No. of Shares held	No. of Votes Polled	% of Votes Polled on outstanding Shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on Voted polled	% of Votes against on votes polled
		-1	-2	(3)=[(2)/(1)]*100	-4	-5	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
<b>Promoter and Promoter Group</b>	E-Voting	1798285	1798285	100	1798285	0	100	0
	Poll		0	0	0	0	0	
	Postal Ballot (Not applicable)		0	0	0	0	0	
	<b>Total</b>		<b>1798285</b>	<b>1798285</b>	<b>100</b>	<b>100</b>	<b>0</b>	<b>100</b>
<b>Public – Institutional Holders</b>	E-Voting	106389	0	0	0	0	0	0
	Poll		0	0	0	0	0	
	Postal Ballot (Not applicable)		0	0	0	0	0	
	<b>Total</b>		<b>106389</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Public – Non Institutions</b>	E-Voting	493039	101	0.02	101	0	100	0
	Poll		347	0.07	347	0	100	0
	Postal Ballot (Not applicable)		0	0	0	0	0	
	<b>Total</b>		<b>493039</b>	<b>448</b>	<b>0.09</b>	<b>448</b>	<b>0</b>	<b>100</b>
<b>Total</b>		<b>2397713</b>	<b>1798733</b>	<b>75.02</b>	<b>1798733</b>	<b>0</b>	<b>100</b>	<b>0</b>

The above resolution was passed unanimously.





**Agenda Item 5: Re-appointment of Mr. Rama Kant Sharma (DIN: 00640581) as the Managing Director of the Company for a period of 3 years.**

<b>Resolution required</b>	<b>Special Resolution</b>
<b>Whether promoter / promoter group are interested in the agenda / resolution?</b>	<b>No</b>

Category	Mode of Voting	No. of Shares held	No. of Votes Polled	% of Votes Polled on outstanding Shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on Voted polled	% of Votes against on votes polled
		-1	-2	$(3) = \frac{[(2)/(1)] * 100}{100}$	-4	-5	$(6) = \frac{[(4)/(2)] * 100}{100}$	$(7) = \frac{[(5)/(2)] * 100}{100}$
<b>Promoter and Promoter Group</b>	E-Voting	1798285	1798285	100	1798285	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (Not applicable)		0	0	0	0	0	0
	<b>Total</b>		<b>1798285</b>	<b>1798285</b>	<b>100</b>	<b>100</b>	<b>0</b>	<b>100</b>
<b>Public – Institutional Holders</b>	E-Voting	106389	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (Not applicable)		0	0	0	0	0	0
	<b>Total</b>		<b>106389</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Public – Non Institutions</b>	E-Voting	493039	101	0.02	101	0	100	0
	Poll		347	0.07	347	0	100	0
	Postal Ballot (Not applicable)		0	0	0	0	0	0
	<b>Total</b>		<b>493039</b>	<b>448</b>	<b>0.09</b>	<b>448</b>	<b>0</b>	<b>100</b>
<b>Total</b>		<b>2397713</b>	<b>1798733</b>	<b>75.02</b>	<b>1798733</b>	<b>0</b>	<b>100</b>	<b>0</b>

The above resolution was passed unanimously.

**Agenda Item 6: Re-appointment of Mr. Jai Bhagwan Kapil (DIN: 01894348) as the Independent Director of the Company.**

<b>Resolution required</b>	<b>Special Resolution</b>
<b>Whether promoter / promoter group are interested in the agenda / resolution?</b>	<b>No</b>

Category	Mode of Voting	No. of Shares held	No. of Votes Polled	% of Votes Polled on outstanding Shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on Voted polled	% of Votes against on votes polled
		-1	-2	$(3) = \frac{[(2)/(1)] * 100}{100}$	-4	-5	$(6) = \frac{[(4)/(2)] * 100}{100}$	$(7) = \frac{[(5)/(2)] * 100}{100}$



<b>Promoter and Promoter Group</b>	E-Voting	1798285	1798285	100	1798285	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (Not applicable)		0	0	0	0	0	0
	<b>Total</b>		<b>1798285</b>	<b>1798285</b>	<b>100</b>	<b>100</b>	<b>0</b>	<b>100</b>
<b>Public – Institutional Holders</b>	E-Voting	106389	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (Not applicable)		0	0	0	0	0	0
	<b>Total</b>		<b>106389</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Public – Non Institutions</b>	E-Voting	493039	101	0.02	101	0	100	0
	Poll		347	0.07	347	0	100	0
	Postal Ballot (Not applicable)		0	0	0	0	0	0
	<b>Total</b>		<b>493039</b>	<b>448</b>	<b>0.09</b>	<b>448</b>	<b>0</b>	<b>100</b>
<b>Total</b>		<b>2397713</b>	<b>1798733</b>	<b>75.02</b>	<b>1798733</b>	<b>0</b>	<b>100</b>	<b>0</b>

The above resolution was passed unanimously.

**Agenda Item 7: Re-appointment of Mr. Rajiv Sharma (DIN: 07418337) as the Independent Director of the Company.**

Resolution required	Special Resolution
Whether promoter / promoter group are interested in the agenda / resolution?	No

Category	Mode of Voting	No. of Shares held	No. of Votes Polled	% of Votes Polled on outstanding Shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on Voted polled	% of Votes against on votes polled
		-1	-2	(3)=[(2)/(1)]*100	-4	-5	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
<b>Promoter and Promoter Group</b>	E-Voting	1798285	1798285	100	1798285	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (Not applicable)		0	0	0	0	0	0
	<b>Total</b>		<b>1798285</b>	<b>1798285</b>	<b>100</b>	<b>100</b>	<b>0</b>	<b>100</b>
<b>Public – Institutional Holders</b>	E-Voting	106389	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (Not applicable)		0	0	0	0	0	0
	<b>Total</b>		<b>106389</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Public – Non Institutions</b>	E-Voting	493039	101	0.02	101	0	100	0
	Poll		347	0.07	347	0	100	0





	Postal Ballot (Not applicable)		0	0	0	0	0	0
	<b>Total</b>	<b>493039</b>	<b>448</b>	<b>0.09</b>	<b>448</b>	<b>0</b>	<b>100</b>	<b>0</b>
<b>Total</b>		<b>2397713</b>	<b>1798733</b>	<b>75.02</b>	<b>1798733</b>	<b>0</b>	<b>100</b>	<b>0</b>

The above resolution was passed unanimously.



**AJAY K. ARORA**  
LL.B, F.C.S.

**GST: 04ADSPA8498H1Z3**  
**A.ARORA & CO.**  
*COMPANY SECRETARIES*

*&*  
*INSOLVENCY PROFESSIONAL*  
**S.C.O. 64-65, 1ST FLOOR,**  
**SECTOR-17A, MADHAY MARG,**  
**CHANDIGARH- 160017**  
**PH: (O) 2701906,**  
**Mobile : 98140 06492**  
**E-MAIL: ajaykcs@gmail.com**

### **Consolidated Report of Scrutinizer**

[Pursuant to section 108 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014 as amended]

To,  
The Chairman,  
SAL Automotive Limited  
(formerly known as Swaraj Automotives Limited)

**44<sup>th</sup> Annual General Meeting of the Equity Shareholders of SAL Automotive Limited (formerly known as Swaraj Automotives Limited) held on Friday, the 13<sup>th</sup> September, 2019 at 03.00 P.M. at Hotel Cama, SCF-13-18, Sector -53, Phase 3A, S.A.S Nagar (Mohali), Punjab – 160059.**

Dear Sir,

1. I, Ajay Kumar Arora, Practicing Company Secretary, at S.C.O. 64-65, 1<sup>st</sup> Floor, Sector 17 A, Madhya Marg, Chandigarh was appointed as Scrutinizer by the Board of Directors of **SAL Automotive Limited (formerly known as Swaraj Automotives Limited)** (the Company) for the purpose of scrutinizing the e-voting process (remote e-voting) and voting by use of ballot at the meeting pursuant to section 108 of the Companies Act, 2013 read with rule 20 & 21 of the Companies (Management and Administration) Rules, 2014, as amended, in respect of the below mentioned resolution proposed at the **44<sup>th</sup> Annual General Meeting of the Equity Shareholders of SAL Automotive Limited (formerly known as Swaraj Automotives Limited)** held on Friday, the **13<sup>th</sup> September, 2019** at 03.00 P.M. at Hotel Cama, SCF-13-18, Sector - 53, Phase 3A, S.A.S Nagar (Mohali), Punjab – 160059.

  




2. The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to voting through electronic means (by remote e-voting) and voting by using ballots by the shareholders on the resolution proposed in the Notice of the 44<sup>th</sup> Annual General Meeting (AGM) of the Company is the responsibility of the management. My responsibility as a Scrutinizer is to ensure that the voting process both through electronic means and by use of ballot at the meeting are conducted in a fair and transparent manner and render a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or Company Secretary on the resolutions, based on the reports generated from the electronic voting system provided by National Securities Depository Limited (NSDL) and the report for voting by use of ballots at the meeting.
3. The Company had arranged the services of NSDL for extending the facility of remote e-voting to the Members of the Company from 10<sup>th</sup> September, 2019 (from 09.00 A.M.) to 12<sup>th</sup> September, 2019 (upto 5.00 P.M.). The remote e-voting results were unblocked by me on 13<sup>th</sup> September, 2019 in the presence of two witnesses.
4. At the 44<sup>th</sup> AGM of the Company held on 13<sup>th</sup> September, 2019, the Chairman announced a Poll through Ballot to facilitate the Members present in the Meeting who has not exercised remote e-voting facility earlier, for exercising their right through the Ballot available at AGM venue.
5. I have rendered Scrutinizer's Report separately on the remote e-voting and on use of ballots at the Meeting and I hereby submit Consolidated Report of Scrutinizer pursuant to Rule 20(4)(xii) on all the resolutions contained in the Notice of the aforesaid AGM.

The consolidated results of voting are as under:

**ORDINARY BUSINESS:**

**(1) As an Ordinary Resolution-Item no. 1**

To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31st March, 2019, and the Reports of the Directors and the Auditors thereon.

Particulars	Consolidated Details of Valid Votes		Votes Cast in Favour		Votes Cast Against		Invalid Votes	
	Total No. of Members	Total No. of shares/ votes held	No. of Members	No. of shares/ Votes	No. of Members	No. of shares/ Votes	No. of Members	No. of shares/Votes
Detail of voting	16	1798733	16	1798733	0	0	4	40
% to total valid votes				100%				

  
 Ashok K. Arora  
 CP 993  
 Company Secretary

**(2) As an Ordinary Resolution-Item no. 2**

Declaration of Dividend on Equity Shares.

Particulars	Consolidated Details of Valid Votes		Votes Cast in Favour		Votes Cast Against		Invalid Votes	
	Total No. of Members	Total No. of shares/ votes held	No. of Members	No. of shares/ Votes	No. of Members	No. of shares/ Votes	No. of Membe rs	No. of shares/Vo tes
Detail of voting	16	1798733	16	1798733	0	0	4	40
% to total valid votes				100%				

**(3) As an Ordinary Resolution-Item no. 3**

To appoint a Director in place of Mr. Jamil Ahmad (DIN: 07171910) who retires by rotation and, being eligible, offers himself for re-appointment.

Particulars	Consolidated Details of Valid Votes		Votes Cast in Favour		Votes Cast Against		Invalid Votes	
	Total No. of Members	Total No. of shares/ votes held	No. of Members	No. of shares/ Votes	No. of Members	No. of shares/ Votes	No. of Membe rs	No. of shares/Vo tes
Detail of voting	16	1798733	16	1798733	0	0	4	40
% to total valid votes				100%				

**SPECIAL BUSINESS:**

**(4) As an Ordinary Resolution-Item no. 4**

Ratification of the remuneration payable to the Cost Auditors of the Company.

Particulars	Consolidated Details of Valid Votes		Votes Cast in Favour		Votes Cast Against		Invalid Votes	
	Total No. of Members	Total No. of shares/ votes held	No. of Members	No. of shares/ Votes	No. of Members	No. of shares/ Votes	No. of Membe rs	No. of shares/Vo tes
Detail of voting	16	1798733	16	1798733	0	0	4	40
% to total valid votes				100%				

  
K. Arora  
CP 993  
Company Secretary



**(5) As a Special Resolution-Item no. 5**

Re-appointment of Mr. Rama Kant Sharma (DIN: 00640581) as the Managing Director of the Company for a period of 3 years.

Particulars	Consolidated Details of Valid Votes		Votes Cast in Favour		Votes Cast Against		Invalid Votes	
	Total No. of Members	Total No. of shares/ votes held	No. of Members	No. of shares/ Votes	No. of Members	No. of shares/ Votes	No. of Membe rs	No. of shares/Vo tes
Detail of voting	16	1798733	16	1798733	0	0	4	40
% to total valid votes				100%				

**(6) As a Special Resolution-Item no. 6**

Re-appointment of Mr. Jai Bhagwan Kapil (DIN: 01894348) as the Independent Director of the Company.

Particulars	Consolidated Details of Valid Votes		Votes Cast in Favour		Votes Cast Against		Invalid Votes	
	Total No. of Members	Total No. of shares/ votes held	No. of Members	No. of shares/ Votes	No. of Members	No. of shares/ Votes	No. of Membe rs	No. of shares/Vo tes
Detail of voting	16	1798733	16	1798733	0	0	4	40
% to total valid votes				100%				

**(7) As a Special Resolution-Item no. 7**

Re-appointment of Mr. Rajiv Sharma (DIN: 07418337) as the Independent Director of the Company.

Particulars	Consolidated Details of Valid Votes		Votes Cast in Favour		Votes Cast Against		Invalid Votes	
	Total No. of Members	Total No. of shares/ votes held	No. of Members	No. of shares/ Votes	No. of Members	No. of shares/ Votes	No. of Membe rs	No. of shares/Vo tes
Detail of voting	16	1798733	16	1798733	0	0	4	40
% to total valid votes				100%				

  


**Based upon the above details of votes casted, the Chairman or Company Secretary may declare the result.**

6. I hereby confirm that the electronic data, registers and all other relevant records related to remote e-voting and poll is under my safe custody and will be handed over to the Company Secretary for preserving safely after the Chairman consider, approves and signs the minutes of the AGM.

Thanking you,

Yours Sincerely,

A handwritten signature in black ink is written over a circular stamp. The stamp contains the text "Ajay K. Arora" at the top, "CP 993" in the center, and "Company Secretary" at the bottom, flanked by two small stars.

**Ajay K Arora**  
**Company Secretary in Practice**  
**CP No. 993**  
**FCS No. 2191**  
**Date: 14.09.2019**  
**Place : Chandigarh**

*Count signed by*

**For SAL AUTOMOTIVE LTD.**

**(Gagan Naushik)**  
**Company Secretary**

*f. 2020*

**Note: This report is based on the votes casted in through remote E-Voting and Poll. The applicability of the provisions of Section 188 and rules made thereunder regarding the non-voting by the interested parties on the resolutions covered in the Notice, if any, have not been taken into account while compiling this report. The management may declare the result after taking into consideration the applicability of provisions of Section 188.**