

ZARNA SODAGAR & Co.
Practising Company Secretary & LLB
1st floor, Paras Building, Daftary, Malad (E), Mumbai-400002
Email: zarnasodagarcs@gmail.com, Mobile: 989218442
WhatsApp (Chat, Audio and Video) on: 9892184422

FORM No. MGT-13
Report of Scrutinizer(s)

[Pursuant to section 108 of the Companies Act, 2013 and rule 20 of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman
Waaree Energies Limited
[CIN: U29248MH1990PLC059463]
602, Western Edge I,
Western Express Highway, Borivali, East,
Mumbai, Maharashtra, 400066,

Sub.: Results of Remote e-voting and e-voting at the EOGM through Video Conferencing (VC)/Other Audio Video Means (OAVM)

Ref.: Extra Ordinary General Meeting (EOGM) of the Equity Shareholders of Waaree Energies Limited held on Thursday November 30, 2023.

Dear Sir,

I, Zarna Sodagar , proprietor of Zarna Sodagar & Co., Practising Company Secretaries, appointed as Scrutinizer at the Meeting of Board of Directors held on Saturday October 28, 2023 for the purpose of the scrutinizing (remote e-voting and e-voting at the Meeting through VC / OAVM) on the below mentioned resolutions at the **Extra Ordinary General Meeting of the Equity Shareholders of Waaree Energies Limited (U29248MH1990PLC059463) held on Thursday November 30, 2023** held at 11.00 a.m. submit my report as under:

Pursuant to the provisions of Section 108 and other applicable provisions of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and MCA Circulars the Company is pleased to provide its Members facility to exercise their right to vote on resolutions proposed to be passed in the Meeting by electronic means. The Company has engaged the services of Link Intime India Private Limited to provide remote e-voting facility to the Members.

The Notice of EGM had been sent through electronic mode to the Members on their e-mail ids as made available from the Benpos provided by the two depositories. The MCA Circulars provide for relaxation in the conduct of the General Meeting, sending the Notices to the Members and the manner of voting at the Meeting.

The proceedings of the EOGM through video conferencing were deemed to be conducted at the Registered office of the Company, Remote e-voting facility was provided from Monday 27 November 2023 10:00 am to Wednesday, 29 November 5:00 PM



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Report on E-Voting Scrutiny:

1. The remote voting facility, both for e-voting prior to the EOGM and at the commencement of EOGM by remote electronic means (through their own gadgets) was provided by Link Intime India Private Limited.
2. The Shareholders of the Company as on the 'cut off' date i.e., 23rd November, 2023 were entitled to vote on the resolutions stated in the notice dated November 08, 2023 of EOGM through video conferencing of the Company.
3. The remote e-voting was opened from Monday 27 November 2023 10:00 am to Wednesday, 29 November 5:00PM.
4. As informed by the Company, Shareholders who were present at the EOGM through VC /OAVM and who has not exercised their vote by remote e-voting facility pre EOGM were allowed to cast their e-votes (through their own gadgets) during the EOGM and it was closed after 15 mins end of EOGM by default system of LINK INTIME INDIA PRIVATE LIMITED.
5. After 15 mins of closure of e-voting at the EOGM, the votes cast through e-voting at the EOGM and through remote e-voting prior to the date of EOGM were unblocked in the presence of two witnesses, Mamta Lohar and Meenu Jain
6. The Management of the Company is responsible to ensure compliance with the requirements of the Act and rules thereunder, MCA Circulars relating to remote evoting prior and during the EOGM on the resolutions contained in the notice of the EOGM Notice dated 28th October, 2023.
7. My responsibility as the scrutinizer is to ascertain the voting processes and to submit the report on votes cast in favour or against the resolutions proposed in the notice dated 28th October, 2023 of the EOGM. The Management is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and rules made thereunder relating to voting on the resolutions proposed in the notice of the EOGM.

Based on the data downloaded from Link Intime e-voting portal, the total votes cast in favour or against are tabulated below;

Special Business:

1. **APPROVAL OF AMENDMENT TO WAAREE - EMPLOYEE STOCK OPTION PLAN 2021 ("ESOP 2021"/ "PLAN")**



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Particulars	Number of members voted	Number of shares for votes cast by them	% of total number of valid votes cast
Voted in favour of the resolution	26	79205268	100
Voted against the resolution	-	-	-
Invalid votes	-	-	-
Total	26	79205268	100

Accordingly, out of the total **79205268** valid votes cast via remote e-voting and e-voting at EOGM through VC/OAVM, **79205268** votes were cast **assenting** to the ordinary resolution and no votes were cast **dissenting** to the Special resolution

Thus, the Special resolution as contained in item no. 1 of the notice dated 28th October, 2023 is passed with requisite majority.

2. RE-APPOINTMENT OF MR HITESH CHIMANLAL DOSHI AS MANAGING DIRECTOR

Particulars	Number of members voted	Number of shares for votes cast by them	% of total number of valid votes cast
Voted in favour of the resolution	26	79205268	100
Voted against the resolution	-	-	-
Invalid votes	-	-	-
Total	26	79205268	100

Accordingly, out of the total **79205268** valid votes cast via remote e-voting and e-voting at EOGM through VC/OAVM, **79205268** votes were cast **assenting** to the ordinary resolution and no votes were cast **dissenting** to the Special resolution

Thus, the Special resolution as contained in item no. 2 of the notice dated 28th October, 2023 is passed with requisite majority.

3. RE-APPOINTMENT OF MR HITESH PRANJIVAN MEHTA AS WHOLE TIME DIRECTOR



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Particulars	Number of members voted	Number of shares for votes cast by them	% of total number of valid votes cast
Voted in favour of the resolution	26	79205268	100
Voted against the resolution	-	-	-
Invalid votes	-	-	-
Total	26	79205268	100

Accordingly, out of the total **79205268** valid votes cast via remote e-voting and e-voting at EOGM through VC/OAVM, **79205268** votes were cast **assenting** to the ordinary resolution and no votes were cast **dissenting** to the Special resolution

Thus, the Special resolution as contained in item no. 3 of the notice dated 28th October, 2023 is passed with requisite majority.

4. RE-APPOINTMENT OF MR VIREN CHIMANLAL DOSHI AS WHOLE TIME DIRECTOR

Particulars	Number of members voted	Number of shares for votes cast by them	% of total number of valid votes cast
Voted in favour of the resolution	26	79205268	100
Voted against the resolution	-	-	-
Invalid votes	-	-	-
Total	26	79205268	100

Accordingly, out of the total **79205268** valid votes cast via remote e-voting and e-voting at EOGM, **79205268** votes were cast **assenting** to the ordinary resolution and no votes were cast **dissenting** to the Special resolution

Thus, the Special resolution as contained in item no. 4 of the notice dated 28th October, 2023 is passed with requisite majority



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The data containing records of the voting by the shareholders of the Company through Remote e-voting and e-voting at EOGM through VC/OAVM has been handed over to the Company Secretary for keeping in for safe record.

Place: Mumbai
Date: 30.11.2023

For Zarna Sodagar & Co.

Zarana



Zarna Sodagar
Proprietor
Practising Company Secretary
FCS No: 9546 CP No: 16687
UDIN: F009546E002756917

We, the undersigned have witnessed that the votes cast through remote e-voting were unblocked from LHPL e-voting website www.instavote.linkintime.co.in in our presence on November 30, 2023.

Sign : *mamtalohar*

Name: Mamta Lohar

Address: 203 Sanjay Building
,Manchubhai Road,Road,
Malad
East,Mumbai-400097

Sign : *meenuj*

Name: Meenu Jain

Address: R.No. 5,Paras
Building,Daftary,Road,
Malad
East,Mumbai-400097

Countersigned by

Rajesh Gaur
Company Secretary
Waaree Energies Limited
M.No ACS 34629