

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.: Consolidated Results of Remote e-voting and e-voting at the AGM

Ref.: 33rd Annual General Meeting of the Equity Shareholders of Waaree Energies Limited held on Friday, September 29, 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 July, 15 2023 for the purpose of the scrutinizing (remote e-voting and E-voting during the Meeting) on the below mentioned resolutions at the 33rd Annual General Meeting (“AGM”) of the Shareholders of Waaree Energies Limited (U29248MH1990PLC059463) held on Friday, September 29, 2023 at 3.00 p.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 AGM including the Audited Financial Statements for the Financial Year 2022-23 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 AGM, sending the Notices and Annual Reports to the Members and the manner of voting at the Meeting.

The proceedings of the 33rd AGM were conducted at the Hotel Sahara Star, West Block Banquet, Opp. Terminal 1 Airport, Navpada, Vile Parle East, Mumbai – 400099 of the Company, which was the venue of the AGM.



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Report on E-Voting Scrutiny:

1. The remote voting facility, both for e-voting prior to the AGM (remote e-voting) and voting at AGM by electronic means (through gadgets) was provided by the Link INTIME India Private Limited .
2. The Shareholders of the Company as on the 'cut off' date i.e., September 22, 2023 were entitled to vote on the resolutions stated in the notice dated September 02, 2023 of 33rd AGM of the Company.
3. The remote e-voting was opened From 9:00 a.m. (IST) on Monday, 25th September, 2023 and closed on 5:00 p.m. (IST) on Thursday, 28th September, 2023.
4. After announcement of E-voting (through gadgets) by the Chairman during the Meeting, the shareholders present at the AGM ~~through VC/OAVM and entitled~~, voted through voting instrument provided by the Link Intime Private Limited.
5. As informed by the Company, Shareholders who were present at the AGM and who has not exercised their vote by remote e-voting facility were allowed to cast their e-votes (through voting gadgets) at the AGM.
6. After closure of e-voting at the AGM, the votes cast through e-voting at the AGM and through remote e-voting prior to the date of AGM were unblocked in the presence of two witnesses, Mamta Lohar and Meenu Jain .
7. 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 AGM on the resolutions contained in the notice of the 33rd AGM.
8. 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 September 02, 2023 of the 33rd AGM. 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 33rd AGM.

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

Ordinary Business:

1. To receive, consider and adopt the Audited financial statements of the Company for the financial year ended on March 31, 2023, together with the reports of the Board of Directors and the Auditors' thereon.



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Particulars	Number of members voted (in person/proxy and remote e-voting)	Number of shares for votes cast by them	% of total number of valid votes cast
Voted in favour of the resolution	79	89,62,518	100
Voted against the resolution	-	-	-
Invalid votes	-	-	-
Total	79	89,62,518	100

Accordingly, out of the total **89,62,518** valid votes cast via remote e-voting and e-voting at AGM, **89,62,518** votes were cast **assenting** to the Ordinary resolution and no votes were cast **dissenting** to the Ordinary resolution.

Thus, the Ordinary resolution as contained in item no. 1 of the notice dated September 02, 2023 is passed with requisite majority.

- To receive, consider and adopt the Audited consolidated financial Statements of the Company for the financial year ended March 31, 2023 together with the Report of the Auditors thereon.

Particulars	Number of members voted(in person/proxy and remote e-voting)	Number of shares for votes cast by them	% of total number of valid votes cast
Voted in favour of the resolution	79	89,62,518	100
Voted against the resolution	-	-	-
Invalid votes	-	-	-
Total	79	89,62,518	100

Accordingly, out of the total **89,62,518** valid votes cast via remote e-voting and e-voting at AGM, **89,62,518** votes were cast **assenting** to the ordinary resolution and no votes were cast **dissenting** to the Ordinary resolution.

Thus, the Ordinary resolution as contained in item no. 2 of the notice dated September 02, 2023 is passed with requisite majority.

- To appoint a Director in place of Mr Hitesh Pranjivan Mehta (DIN:00207506) who retires by rotation and being eligible, offers himself for re-appointment.

Particulars	Number of members	Number of shares for	% of total number of
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	voted	votes cast by them	valid votes cast
Voted in favour of the resolution	79	89,62,518	100
Voted against the resolution	-	-	-
Invalid votes	-	-	-
Total	79	89,62,518	100

Accordingly, out of the total **89,62,518** valid votes cast via remote e-voting and e-voting at AGM, **89,62,518** votes were cast **assenting** to the Ordinary resolution and no votes were cast **dissenting** to the Ordinary resolution.

Thus, the Ordinary resolution as contained in item no. 3 of the notice dated September 02, 2023 is passed with requisite majority.

Special Business:

4. Appointment of Dr. Arvind Ananthanarayanan (DIN: 10164194) as a Director - Ordinary Resolution

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	79	89,62,518	100
Voted against the resolution	-	-	-
Invalid votes	-	-	-
Total	79	89,62,518	100

Accordingly, out of the total **89,62,518** valid votes cast via remote e-voting and e-voting at AGM, **89,62,518** votes were cast **assenting** to the ordinary resolution and no votes were cast **dissenting** to the Ordinary resolution

Thus, the Ordinary resolution as contained in item no. 4 of the notice dated September 02, 2023 is passed with requisite majority.

5. Ratification of Cost Auditors Remuneration for FY 2023-24. - Ordinary resolution

Particulars	Number of members voted	Number of shares for votes cast by them	% of total number of valid votes cast
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Voted in favour of the resolution	79	89,62,518	100
Voted against the resolution	-	-	-
Invalid votes	-	-	-
Total	79	89,62,518	100

Accordingly, out of the total **89,62,518** valid votes cast via remote e-voting and e-voting at AGM, **89,62,518** votes were cast **assenting** to the Ordinary resolution and no votes were cast **dissenting** to the Ordinary resolution

Thus, the Ordinary resolution as contained in item no. 5 of the notice dated September 02, 2023 is passed with requisite majority.

6. Initial public offer of equity shares through a fresh issue by the Company and offer for sale of shares by certain shareholders.: Special resolution

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	79	89,62,518	100
Voted against the resolution	-	-	-
Invalid votes	-	-	-
Total	79	89,62,518	100

Accordingly, out of the total **89,62,518** valid votes cast via remote e-voting and e-voting at AGM, **89,62,518** votes were cast **assenting** to the Special resolution and no votes were cast **dissenting** to the Special resolution

Thus, the Special resolution as contained in item no. 6 of the notice dated September 02, 2023 is passed with requisite majority

7. To Offer Equity Shares On Private Placement Basis.: Special resolution

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	78	89,62,018	99.994



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resolution			
Voted against the resolution	1	500	0.0006
Invalid votes	-	-	-
Total	79	89,62,518	100

Accordingly, out of the total **89,62,518** valid votes cast via remote e-voting and e-voting at AGM, **89,62,018** votes were cast **assenting** to the Special resolution and **500** votes were cast **dissenting** to the Special resolution

Thus, the Special resolution as contained in item no. 7 of the notice dated September 02, 2023 is passed with requisite majority

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

Place: Mumbai
Date: 30.09.2023



For Zarna Sodagar & Co.

Zarana
Zarna Sodagar
Proprietor
Practising Company Secretary
FCS No: 9546 CP No: 16687
UDIN: F009546E001141765

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 September 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