

ZARNA SODAGAR & Co.
Practising Company Secretary & LLB
1st floor, Paras Building, Daftary, Malad (E), Mumbai-400002
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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 Wednesday March 13, 2024.

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 Wednesday February 20, 2024 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 Wednesday, March 13, 2024** 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 Saturday 09th March 2024 10:00 am to Tuesday, 12th March, 2024 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., 06th March, 2024 were entitled to vote on the resolutions stated in the notice dated February 20, 2024 of EOGM through video conferencing of the Company.
3. The remote e-voting was opened from Saturday 09th March, 2024 10:00 am to Tuesday, 12th March, 2024 5:00 PM
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, Nayna and kavita
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 20th February, 2024.
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 20th February, 2024 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. Increase in size of Initial Public Offer of equity shares through a fresh issue by the company and offer for sale of shares by certain shareholders.**



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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	33	77139567	99.9943
Voted against the resolution	1	4400	0.0057
Invalid votes	-	-	-
Total	34	77143967	100

Accordingly, out of the total 77143967 valid votes cast via remote e-voting and e-voting at EOGM through VC/OAVM, 77139567 votes were cast **assenting** to the special resolution and 1(one) vote(s) of 4400 shares were cast **dissenting** to the Special resolution
Thus, the Special resolution as contained in item no. 1 of the notice dated February 20, 2024 is passed with requisite majority.

2. Re-Appointment of Mr. Rajender Mohan Malla (DIN: 00136657) as Independent Director (Non- Executive).

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	34	77143967	100
Voted against the resolution	-	-	-
Invalid votes	-	-	-
Total	34	77143967	100

Accordingly, out of the total 777143967 valid votes cast via remote e-voting and e-voting at EOGM through VC/OAVM, 77143967 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. 2 of the notice dated February 20, 2024 is passed with requisite majority.

For Zarna Sodagar & Co.

Place: Mumbai
Date: 14.03.2024

Zarna Sodagar
Proprietor
Practising Company Secretary
FCS No: 9546 CP No: 16687
UDIN: F009546E003580839



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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 March 13, 2024.

Sign : *nayna*

Name: Nayna Sodagar

Address: Mumbai

Sign : *kavita*

Name: Kavita Darghe

Address: Mumbai

Countersigned by

Rajesh Gaur
Company Secretary
Waaree Energies Limited

