

USS GLOBAL LIMITED

(Formerly known as SURNIDHI INVESTMENT LIMITED)

Regd office : 1502, 15th Floor, RG Trade Tower, Netaji Subhash Place, Pitam Pura, New Delhi – 110034

Phone: 011- 45824477, website: www.ussglobaltd.com

E-mail: surnidhiinvestmentltd@gmail.com

CIN: L74900DL1993PLC056491

To,

Dated: September 30, 2019

Head- Listing & Compliance
Metropolitan Stock Exchange of India Ltd. (MSEI)
Vibgyor Towers, 4th floor,
Plot No. C 62, G - Block,
Opp. Trident Hotel,
BandraKurla Complex,
Bandra (E), Mumbai – 400 098, India.

Sub: Outcome of 26th Annual General Meeting as per Regulation 30 of the SEBI(LODR) Regulations, 2015 and E-Voting Results thereon as per Regulation 44(3) of the SEBI(LODR) Regulations, 2015

Re: USS Global Limited (Formerly known as Surnidhi Investment Limited)

Dear Sir,

This is to inform you that the **26th Annual General Meeting** of **USS Global Limited (Formerly known as Surnidhi Investment Limited)** was held on **Saturday, 28th September, 2019** at the Registered office of the Company situated at **1502, 15TH Floor, RG Trade Tower, Netaji Subhash Place, Pitampura, New Delhi – 110034** at **3:00 P.M.** All the items of Business as mentioned in the Notice convening the said 26th Annual General Meeting have been transacted and all Resolutions have been passed by the Shareholders with requisite majority either by e-voting or through voting by poll conducted at the 26th Annual General Meeting. The details regarding the e-voting results in the specified format as per Regulation 44(3) of the SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") is submitted herewith in **Annexure-I**.

The report of Scrutinizer i.e. Consolidated Report given by **M/s. Umesh Kumar & Associates (CP No. 8361), Company Secretaries**, for E-Voting & Poll (Form MGT-13) is also being enclosed herewith for your perusal and records.

Your good office is requested to kindly take note of the same.

Thanking you,

Yours faithfully,

For USS Global Limited
(Formerly known as Surnidhi Investment Limited)



Poonam
Company Secretary & Compliance Officer
ACS : 34664

Encl : As above

Name of the Company	USS Global Limited (Formerly known as Surindhi Investment Limited)
Date of passing of the Resolution	28th September, 2019
Total number of shareholders on record date	318
No. of shareholders present in the meeting either in person or through proxy:	15
-Promoters and Promoter Group:	1
-Public:	14
No. of Shareholders Voted at AGM	9
No. of shareholders present in the meeting through Video Conferencing	NIL
-Promoters and Promoter Group:	-
-Public:	-

Resolution No. 1		To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31st, 2019 together with the Reports of the Board of Directors and Auditors thereon.							
Resolution required : Ordinary									
Whether promoter/ promoter group are interested in the agenda/resolution?		NO							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	
Promoter and Promoter Group	E-Voting	33,58,900	33,58,900	100.00	33,58,900	0.00	100.00	0.00	
	Poll	0	0	0.00	0	0.00	0.00	0.00	
	Postal Ballot (Not Applicable)	0	0	0.00	0	0.00	0.00	0.00	
	Total	33,58,900	33,58,900	100.00	33,58,900	0.00	100.00	0.00	
Public- Institutions	E-Voting	0	0	0.00	0	0.00	0.00	0.00	
	Poll	0	0	0.00	0	0.00	0.00	0.00	
	Postal Ballot (Not Applicable)	0	0	0.00	0	0.00	0.00	0.00	
	Total	0	0	0.00	0	0.00	0.00	0.00	
Public- Non Institutions	E-Voting	16,41,100	12,44,100	75.81	12,44,100	0.00	100.00	0.00	
	Poll	0	1,10,000	6.70	1,10,000	0.00	100.00	0.00	
	Postal Ballot (Not Applicable)	0	0	0.00	0	0.00	0.00	0.00	
	Total	16,41,100	13,54,100	82.51	13,54,100	0.00	100.00	0.00	
Total		50,00,000	47,13,000	94.26	47,13,000	0.00	100.00	0.00	

The aforesaid Ordinary Resolution passed with requisite majority



Resolution No. 2								
Resolution required : Ordinary			To appoint a Director in place of Mr. Ruchir Jain (DIN: 03151017), who retires by rotation and being eligible, offers himself for re-appointment					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	33,58,900	33,58,900	100.00	33,58,900	0.00	100.00	0.00
	Poll		0	0.00	0	0.00	0.00	0.00
	Postal Ballot (Not Applicable)	0	0	0.00	0	0.00	0.00	0.00
	Total	33,58,900	33,58,900	100.00	33,58,900	0.00	100.00	0.00
Public- Institutions	E-Voting	0	0	0.00	0	0.00	0.00	0.00
	Poll		0	0.00	0	0.00	0.00	
	Postal Ballot (Not Applicable)	0	0	0.00	0	0.00	0.00	0.00
	Total	0	0	0.00	0	0.00	0.00	0.00
Public- Non Institutions	E-Voting	16,41,100	12,44,100	75.81	12,44,100	0.00	100.00	0.00
	Poll		1,10,000	6.70	1,10,000	0.00	100.00	0.00
	Postal Ballot (Not Applicable)	0	0	0.00	0	0.00	0.00	0.00
	Total	16,41,100	13,54,100	82.51	13,54,100	0.00	100.00	0.00
Total		50,00,000	47,13,000	94.26	47,13,000	0.00	100.00	0.00

The aforesaid Ordinary Resolution passed with requisite majority

Resolution No. 3								
Resolution required : Special			TO INCREASE THE BORROWING LIMIT OF THE COMPANY UPTO RS. 60,00,00,000/- (RUPEES SIXTY CRORES ONLY) PURSUANT TO SECTION 180(1)(C) OF THE COMPANIES ACT, 2013					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	33,58,900	33,58,900	100.00	33,58,900	0.00	100.00	0.00
	Poll		0	0.00	0	0.00	0.00	0.00
	Postal Ballot (Not Applicable)	0	0	0.00	0	0.00	0.00	0.00
	Total	33,58,900	33,58,900	100.00	33,58,900	0.00	100.00	0.00
Public- Institutions	E-Voting	0	0	0.00	0	0.00	0.00	0.00
	Poll		0	0.00	0	0.00	0.00	
	Postal Ballot (Not Applicable)	0	0	0.00	0	0.00	0.00	0.00
	Total	0	0	0.00	0	0.00	0.00	0.00
Public- Non Institutions	E-Voting	16,41,100	12,44,100	75.81	12,44,100	0.00	100.00	0.00
	Poll		1,10,000	6.70	1,10,000	0.00	100.00	0.00
	Postal Ballot (Not Applicable)	0	0	0.00	0	0.00	0.00	0.00
	Total	16,41,100	13,54,100	82.51	13,54,100	0.00	100.00	0.00
Total		50,00,000	47,13,000	94.26	47,13,000	0.00	100.00	0.00

The aforesaid Special Resolution passed with three-fourth majority



Resolution No. 4		TO INCREASE IN THE LIMIT TO MAKE INVESTMENTS, GIVE LOANS, GUARANTEE, PROVIDE SECURITY IN CONNECTION WITH LOAN UPTO RS. 60,00,00,000/- (RUPEES SIXTY CRORES ONLY) PURSUANT TO SECTION 186 OF THE COMPANIES ACT, 2013						
Resolution required : Special								
Whether promoter/ promoter group are interested in the agenda/resolution?		NO						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	33,58,900	33,58,900	100.00	33,58,900	0.00	100.00	0.00
	Poll			0.00			0.00	0.00
	Postal Ballot (Not Applicable)	0	0	0.00	0	0.00	0.00	0.00
	Total	33,58,900	33,58,900	100.00	33,58,900	0.00	100.00	0.00
Public- Institutions	E-Voting	0	0	0.00	0	0.00	0.00	0.00
	Poll			0.00			0.00	0.00
	Postal Ballot (Not Applicable)	0	0	0.00	0	0.00	0.00	0.00
	Total	0	0	0.00	0	0.00	0.00	0.00
Public- Non Institutions	E-Voting	16,41,100	12,44,100	75.81	12,44,100	0.00	100.00	0.00
	Poll		1,10,000	6.70		1,10,000	0.00	100.00
	Postal Ballot (Not Applicable)	0	0	0.00	0	0.00	0.00	0.00
	Total	16,41,100	13,54,100	82.51	13,54,100	0.00	100.00	0.00
Total		50,00,000	47,13,000	94.26	47,13,000	0.00	100.00	0.00

The aforesaid Special Resolution passed with three-fourth majority

For USS Global Limited
(Formerly Known as Surnidhi Investment Limited)

Mohit Gupta
Mohit Gupta
Managing Director
DIN : 02366798





UMESH KUMAR & ASSOCIATES

COMPANY SECRETARIES

Office No. 201, Sagar Plaza-II, 2nd Floor, Plot No. 27,
Behind M2K Cinema, DDA Complex, Near Rani Bagh,
Road No. 44, Pitampura, New Delhi-110034

Ph.: +91-9990137410, +91-9999550383

E-mail : csumesh07@gmail.com

GST No. 07AOPM1480P1Z7

COMBINED SCRUTINIZER REPORT FOR E VOTING AND POLL OF USS GLOBAL LIMITED (FORMERLY KNOWN AS SURNIDHI INVESTMENT LIMITED)

To,
The Chairman

26th Annual General Meeting of **USS Global Limited (Formerly Known as Surnidhi Investment Limited)**

Sub: Passing of Resolution through Electronic and Poll conducted at the 26th AGM of USS Global Limited (Formerly Known as Surnidhi Investment Limited) held on Saturday, 28th September, 2019.

The Board of the Company at its meeting held on August 14, 2019 had appointed me as Scrutinizer for the e-voting held between **25th September, 2019 at 9:00 a.m. to 27th September, 2019 at 5:00 p.m.** and the Chairman of the 26th Annual General Meeting (AGM) has appointed me as Scrutinizer for the Poll held at the 26th AGM of the Company held on 28th September, 2019.

The Company appointed Central Depository Services (India) Limited (CDSL) as the Service Provider for extending the facility of electronic voting to the shareholders of the Company from **25th September, 2019 at 9:00 a.m. to 27th September, 2019 at 5:00 p.m.** The e voting was unblocked by me on 28th September, 2019 in the presence of two witnesses. For further details kindly refer my Scrutinizer's report dated 30th September, 2019 attached herewith.

At the 26th AGM of the Company held on 28th September, 2019, the Chairman of the Company had suo motto called for a poll to facilitate the members present in the meeting who could not participate in the e-voting to record their votes through the poll process. The Chairman of the AGM had appointed me as Scrutinizer for the same. For further details kindly refer to my Scrutinizer report in **Form MGT 13** dated **30th September, 2019.**

The result of the e-voting together with that of the Poll is as under:

Number of members who cast their Votes through e-voting	Total Number of Shares held by them	Total number of Valid votes (as per details provided under each one of the Resolution (s) mentioned hereunder
20	4603000	Various as mentioned under each of the Resolution



Item No of Notice	Particulars of Voting	Votes in favour of the resolution		Votes against the resolution		Invalid Votes	
		Nos	% age	Nos	% age	Nos	%age
Item No. 1 of the Notice (As an Ordinary Resolution)	E-Voting	4603000	100	NIL	NIL	NIL	NIL
	Poll	110000	100	NIL	NIL	NIL	NIL
	Total	4713000	100	NIL	NIL	NIL	NIL
Item No. 2 of the Notice (As an Ordinary Resolution)	E-Voting	4603000	100	NIL	NIL	NIL	NIL
	Poll	110000	100	NIL	NIL	NIL	NIL
	Total	4713000	100	NIL	NIL	NIL	NIL
Item No. 3 of the Notice (As a Special Resolution)	E-Voting	4603000	100	NIL	NIL	NIL	NIL
	Poll	110000	100	NIL	NIL	NIL	NIL
	Total	4713000	100	NIL	NIL	NIL	NIL
Item No. 4 of the Notice (As a Special Resolution)	E-Voting	4603000	100	NIL	NIL	NIL	NIL
	Poll	110000	100	NIL	NIL	NIL	NIL
	Total	4713000	100	NIL	NIL	NIL	NIL

All the resolutions Stands passed under e-Voting and poll with the requisite majority

I hereby confirm that I am maintaining the Registers received electronically, in respect of the Votes cast through e-Voting and Poll by the Shareholders of the Company, I shall be arranging to hand over these records to you or such other person as authorized by you.

Thanking You,

Yours faithfully,

For Umesh Kumar & Associates

Umesh Kumar
M.No 21567
C.P No 8361
Place: New Delhi
Date: 30.09.2019



Signed by Mr. Mohit Gupta
Chairman of the Meeting
in respect of Item No. 1 to 4



UMESH KUMAR & ASSOCIATES

COMPANY SECRETARIES

Office No. 201, Sagar Plaza-II, 2nd Floor, Plot No. 27,
Behind M2K Cinema, DDA Complex, Near Rani Bagh,
Road No. 44, Pitampura, New Delhi-110034

Ph.: +91-9990137410, +91-9999550383

E-mail : csumesh07@gmail.com

GST No. 07APOP1480P1Z7

FORM No. MGT -13

Report of Scrutinizer(s)

[Pursuant to section 109 of the Companies Act, 2013 and rule 21(2) of the Companies
(Management and Administration) Rules, 2014]

To,

The Chairman

USS Global Limited (Formerly Known as Surnidhi Investment Limited)

26th Annual General Meeting of the Equity Shareholders of **USS Global Limited (Formerly Known as Surnidhi Investment Limited)** held on **Saturday, 28th September, 2019** at **1502, 15th Floor, RG Trade Tower, Netaji Subhash Place, Pitampura, New Delhi - 110034** at **3:00 P.M.**

Dear Sir,

I, **Umesh Kumar, Practicing Company Secretary**, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolution at the 26th Annual General Meeting of the Equity Shareholders of **USS Global Limited (Formerly Known as Surnidhi Investment Limited)** held on **Saturday, 28th September, 2019** at **1502, 15th Floor, RG Trade Tower, Netaji Subhash Place, Pitampura, New Delhi - 110034** at **3:00 P.M.**, submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, One ballot box kept for polling was locked in my presence with due identification marks placed by me.
2. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by **USS Global Limited (Formerly Known as Surnidhi Investment Limited) / M/s Alankit Assignments Limited (RTA)** of the Company and the authorizations / proxies lodged with the Company.
3. I did not find any poll papers invalid.
4. The result of the poll is as under:



Our Banker : HDFC Bank Limited, 10/30, East Patel Nagar, New Delhi-110008

HDFC Current Account No. 13652000000973 Name : Umesh Kumar & Associates IFSC Code : HDFC0001365

SWIFT CODE : HDFCINBBDEL

Item No. 1 Resolution No.1

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

(i) Voted in favour of the resolution:

Number of members present and voting (in persons or by proxy)	Number of votes cast by them	% of total number of valid votes cast
9	110000	100%

(ii) Voted against the resolution:

Number of members present and voting (in persons or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes:

Total number of members (in persons or by proxy) whose votes are declared invalid	Total number of votes cast by them
NIL	NIL

Item No. 2 Resolution No. 2

To appoint a Director in place of **Mr. Ruchir Jain (DIN : 03151017)**, who retires by rotation, and being eligible, offers himself for re-appointment.

(i) Voted in favour of the resolution:

Number of members present and voting (in persons or by proxy)	Number of votes cast by them	% of total number of valid votes cast
9	110000	100%

(ii) Voted against the resolution:

Number of members present and voting (in persons or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL



(iii) Invalid votes:

Total number of members (in persons or by proxy) whose votes are declared invalid	Total number of votes cast by them
NIL	NIL

Item No. 3 Resolution No. 3

To increase the Borrowing Limit of the Company upto Rs. 60,00,00,000/- (Rupees Sixty Crores Only) pursuant to Section 180(1)(C) of the Companies Act, 2013

To consider and, if thought fit, to pass with or without modification, the following resolution as a **Special Resolution**:

"RESOLVED THAT in suppression of the earlier resolution passed by the members via Postal Ballot, the result of which was declared on 28 January, 2016 and pursuant to provisions of the section 179,180(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 read with Rules made there under, (including any amendment thereto or re-enactment thereof) for the time being in force, the consent of the members be and is hereby accorded to the Board of Directors of the Company including any committee thereof (hereinafter referred to as 'the Board') to increase the limit to borrow from time to time in one or more tranches, any sum or sums of money together with the money already borrowed, if any, by the Company (apart from temporary loans obtained or to be obtained from the Bankers of the Company in the ordinary course of the business), for the purpose of the business of the Company and on such terms and conditions as to interest, repayment, security or otherwise as they may, in their absolute discretion, think fit and proper, from **Rs. 50,00,00,000/- (Rupees Fifty Crores Only)** to **Rs. 60,00,00,000/- (Rupees Sixty Crores Only)** notwithstanding that the monies to be borrowed together with monies already borrowed by the Company, remaining outstanding at any time will exceed the aggregate of the paid-up capital of the company, free reserves and securities premium account.

"RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to finalize, sign, settle and execute such document(s)/deed(s)/writing(s)/paper(s)/agreement(s)/applications as may be required and to take such steps as may be necessary in relation to the above and settle all matters arising out of and incidental thereto, including filing of all necessary e – forms with the Registrar of Companies, in this regard, on behalf of the Company and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental thereto for the purpose of giving effect to the aforesaid Resolution."

(i) Voted in favour of the resolution:

Number of members present and voting (in persons or by proxy)	Number of votes cast by them	% of total number of valid votes cast
9	110000	100%



(ii) Voted against the resolution:

Number of members present and voting (in persons or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes:

Total number of members (in persons or by proxy) whose votes are declared invalid	Total number of votes cast by them
NIL	NIL

Item No. 4 Resolution No. 4

To increase in the limit to make investments, give loans, guarantee, provide security in connection with loan upto Rs. 60,00,00,000/- (Rupees Sixty Crores Only) pursuant to Section 186 of the Companies Act, 2013

To consider and, if thought fit, to pass with or without modification, the following resolution as a **Special Resolution**:

“RESOLVED THAT in suppression of the earlier resolution passed by the members via Postal Ballot, the result of which was declared on 28 January, 2016 and pursuant to the provisions of Section 186 of the Companies Act, 2013 (“the Act”) read with the Companies (Meetings of Board and its Powers) Rules, 2014, as amended, and other applicable provisions, if any, of the Act (including any modification or re-enactment thereof for the time being in force) and subject to such approvals, consents, sanctions and permissions as may be necessary, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall be deemed to include, unless the context otherwise requires, any committee of the Board), to (i) give any loan(s) to any person or other body corporate; (ii) give any guarantee or provide any security in connection with a loan(s) to any other body corporate or person and (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, however that the aggregate of the loans and investments so far made in and the amount for which guarantees or securities have so far been provided to all persons or bodies corporate along with the additional investments, loans, guarantees or securities proposed to be made or given or provided by the Company, from time to time, shall exceed over and above the limit of 60% of the Paid-up Share Capital, Free Reserves and Securities Premium Account of the Company or 100% of Free Reserves and Securities Premium Account of the Company, whichever is more, as prescribed under Section 186 of the Companies Act, 2013 but shall not exceed under a Limit of **Rs. 50,00,00,000/- (Rupees Fifty Crores only)** to **Rs. 60,00,00,000/- (Rupees Sixty Crores only)**.



“RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to finalize, sign, settle and execute such document(s)/deed(s)/writing(s)/paper(s)/agreement(s)/applications as may be required and to take such steps as may be necessary in relation to the above and settle all matters arising out of and incidental thereto, including filing of all necessary e – forms with the Registrar of Companies , in this regard, on behalf of the Company and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental thereto for the purpose of giving effect to the aforesaid Resolution.”

(i) Voted in favour of the resolution:

Number of members present and voting (in persons or by proxy)	Number of votes cast by them	% of total number of valid votes cast
9	110000	100%

(ii) Voted against the resolution:

Number of members present and voting (in persons or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes:

Total number of members (in persons or by proxy) whose votes are declared invalid	Total number of votes cast by them
NIL	NIL

5. The poll papers and all other relevant records were sealed and handed over to the Company Secretary / Director authorized by the Board for safe keeping.

Thanking You,

Yours faithfully,



Umesh Kumar

Place: New Delhi

Dated: 30th September, 2019



SCRUTINIZER'S REPORT

**[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4)(xi) of the Companies
(Management and Administration) Rules, 2014]**

To,

The Chairman of the 26th Annual General Meeting of the members of **USS Global Limited (Formerly Known as Surnidhi Investment Limited)** held on **Saturday, 28th September, 2019** at **1502, 15th Floor, RG Trade Tower, Netaji Subhash Place, Pitampura, New Delhi 110034** at **3:00 P.M.**

Dear Sir,

I, Umesh Kumar, Practicing Company Secretary, have been appointed by the Board of Directors of **USS Global Limited (Formerly Known as Surnidhi Investment Limited)** ("the Company") as the Scrutinizer for the purpose of scrutinizing the e-voting process and ascertaining the requisite majority on e-voting carried out as per the provisions of Section 108 of the Companies Act, 2013 read with rule 20 of the Companies (Management and Administration) Rules, 2014 (Rules) on the resolution contained in the notice of the 26th Annual General Meeting (AGM) of the members of the Company, to be held on **Saturday, 28th September, 2019** at **1502, 15th Floor, RG Trade Tower, Netaji Subhash Place, Pitampura, New Delhi- 110034** at **3:00 P.M.**

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means on the resolution contained in the notice of the 26th AGM of the members of the Company. My responsibility as a Scrutinizer for the e-voting is restricted to make a Scrutinizer's Report on the votes cast "in favour" or "against" the resolutions stated above, based on the reports generated from the e-voting systems provided by Central Depository Services (India) Limited, the authorized agency to provide e-voting facilities, engaged by the Company.

Further to the above, I submit my report as under:

- i. The e-voting period remained open from Wednesday, **25th September, 2019** at **9:00 a.m.** to Friday, **27th September, 2019** at **5:00 p.m.**
- ii. The members of the Company as on the "cut off" date i.e. **21st September, 2019** were entitled to vote on the resolution as set out in the notice of the AGM.



- iii. The votes cast were unblocked on 28th September, 2019 in the presence of 2 witnesses, Mrs. Neeraj Bala and Mr. Siyaram Sharma, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

Neeraj

Name: Neeraj Bala

Siyaram

Name: Siyaram Sharma

- iv. Thereafter, the details containing inter alia, list of equity shareholders, who voted "for" "against" the resolution that was put to vote, were generated from e-voting website of Central Depository Services(India) Limited ("CDSL") i.e. <https://www.evotingindia.co.in> and based on such reports generated, the result of the e-voting is as under:

Item No. 1 Resolution No.

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

- (i) Voted in favour of the resolution:

Number of members who Voted through E-Voting System	Number of e votes cast by them	% of total number of valid votes cast
20	4603000	100%

- (ii) Voted against the resolution:

Number of members who Voted through E-Voting System	Number of e votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

- (iii) Invalid votes:

Total number of members (in persons or by proxy) whose e votes are declared invalid	Total number of e votes cast by them
NIL	NIL



Item No. 2 Resolution No. 2

To appoint a Director in place of **Mr. Ruchir Jain (DIN : 03151017)**, who retires by rotation, and being eligible, offers himself for re-appointment.

(i) Voted in favour of the resolution:

Number of members who Voted through E-Voting System	Number of e votes cast by them	% of total number of valid votes cast
20	4603000	100%

(ii) Voted against the resolution:

Number of members who Voted through E-Voting System	Number of e votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes:

Total number of members (in persons or by proxy) whose e votes are declared invalid	Total number of e votes cast by them
NIL	NIL

Item No. 3 Resolution No. 3

To increase the Borrowing Limit of the Company upto Rs. 60,00,00,000/- (Rupees Sixty Crores Only) pursuant to Section 180(1)(C) of the Companies Act, 2013

To consider and, if thought fit, to pass with or without modification, the following resolution as a **Special Resolution**:

"RESOLVED THAT in suppression of the earlier resolution passed by the members via Postal Ballot, the result of which was declared on 28 January, 2016 and pursuant to provisions of the section 179,180(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 read with Rules made there under, (including any amendment thereto or re-enactment thereof) for the time being in force, the consent of the members be and is hereby accorded to the Board of Directors of the Company including any committee thereof (hereinafter referred to as 'the Board') to increase the limit to borrow from time to time in one or more tranches, any sum or sums of money together with the money already borrowed, if any, by the Company (apart from temporary loans obtained or to be obtained from the Bankers of the Company in the ordinary course of the



business), for the purpose of the business of the Company and on such terms and conditions as to interest, repayment, security or otherwise as they may, in their absolute discretion, think fit and proper, from **Rs. 50,00,00,000/- (Rupees Fifty Crores Only)** to **Rs. 60,00,00,000/- (Rupees Sixty Crores Only)** notwithstanding that the monies to be borrowed together with monies already borrowed by the Company, remaining outstanding at any time will exceed the aggregate of the paid-up capital of the company, free reserves and securities premium account.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to finalize, sign, settle and execute such document(s)/deed(s)/writing(s)/paper(s)/agreement(s)/applications as may be required and to take such steps as may be necessary in relation to the above and settle all matters arising out of and incidental thereto, including filing of all necessary e – forms with the Registrar of Companies, in this regard, on behalf of the Company and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental thereto for the purpose of giving effect to the aforesaid Resolution.”

(i) Voted in favour of the resolution:

Number of members who Voted through E-Voting System	Number of e votes cast by them	% of total number of valid votes cast
20	4603000	100%

(ii) Voted against the resolution:

Number of members who Voted through E-Voting System	Number of e votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes:

Total number of members (in persons or by proxy) whose e votes are declared invalid	Total number of e votes cast by them
NIL	NIL



Item No. 4 Resolution No. 4

To increase in the limit to make investments, give loans, guarantee, provide security in connection with loan upto Rs. 60,00,00,000/- (Rupees Sixty Crores Only) pursuant to Section 186 of the Companies Act, 2013

To consider and, if thought fit, to pass with or without modification, the following resolution as a **Special Resolution**:

“RESOLVED THAT in suppression of the earlier resolution passed by the members via Postal Ballot, the result of which was declared on 28 January, 2016 and pursuant to the provisions of Section 186 of the Companies Act, 2013 (“the Act”) read with the Companies (Meetings of Board and its Powers) Rules, 2014, as amended, and other applicable provisions, if any, of the Act (including any modification or re-enactment thereof for the time being in force) and subject to such approvals, consents, sanctions and permissions as may be necessary, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall be deemed to include, unless the context otherwise requires, any committee of the Board), to (i) give any loan(s) to any person or other body corporate; (ii) give any guarantee or provide any security in connection with a loan(s) to any other body corporate or person and (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, however that the aggregate of the loans and investments so far made in and the amount for which guarantees or securities have so far been provided to all persons or bodies corporate along with the additional investments, loans, guarantees or securities proposed to be made or given or provided by the Company, from time to time, shall exceed over and above the limit of 60% of the Paid-up Share Capital, Free Reserves and Securities Premium Account of the Company or 100% of Free Reserves and Securities Premium Account of the Company, whichever is more, as prescribed under Section 186 of the Companies Act, 2013 but shall not exceed from a Limit of **Rs. 50,00,00,000/- (Rupees Fifty Crores only) to Rs. 60,00,00,000/- (Rupees Sixty Crores only).**

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to finalize, sign, settle and execute such document(s)/deed(s)/writing(s)/paper(s)/agreement(s)/applications as may be required and to take such steps as may be necessary in relation to the above and settle all matters arising out of and incidental thereto, including filing of all necessary e – forms with the Registrar of Companies , in this regard, on behalf of the Company and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental thereto for the purpose of giving effect to the aforesaid Resolution.”

(i) Voted in favour of the resolution:

Number of members who Voted through E-Voting System	Number of e votes cast by them	% of total number of valid votes cast
20	4603000	100%



(ii) Voted against the resolution:

Number of members who Voted through E-Voting System	Number of e votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes:

Total number of members (in persons or by proxy) whose e votes are declared invalid	Total number of e votes cast by them
NIL	NIL

Thanking You,

Yours faithfully,



Umesh Kumar

Practicing Company Secretary

Membership No. 21567

C.P No 8361

Place: New Delhi

Date: 30.09.2019