

# USS GLOBAL LIMITED

**(Formerly known as SURNIDHI INVESTMENT LIMITED)**

Regd office: Office No. 400, ITL Twin Towers, B-9, Netaji Subhash Place, PitamPura, New Delhi – 110034

Phone: 011- 45824477, website: [www.ussglobaltd.com](http://www.ussglobaltd.com)

E-mail: [surnidhiinvestmentltd@gmail.com](mailto:surnidhiinvestmentltd@gmail.com) CIN: L74900DL1993PLC056491

To,

Date: 22<sup>nd</sup> February, 2024

**The Head - Listing & Compliance  
Metropolitan Stock Exchange of India Limited (MSEI)  
Building A, Unit 205 A , 2nd Floor,  
Piramal Agastya Corporate Park,  
L.B.S Road, Kurla West,  
Mumbai – 400070**

Dear Sir/Madam,

**Subject: Voting Results and Consolidated Scrutinizer's Report**

Dear Sir,

This is to inform you that the 01/2024 Extra Ordinary General Meeting of USS Global Limited (Formerly known as Surnidhi Investment Limited) was held today on 22<sup>nd</sup> February, 2024, at the Registered Office of the Company situated at Office No. 400, ITL Twin Towers, B-9, Netaji Subhash Place, Pitampura, New Delhi - 110034 at 2:00 P.M. to transact the following businesses:

**Special Business**

<b>1.</b>	<b>Increase in the Authorised Share Capital of the Company and Alteration of Capital Clause of Memorandum of Association of the Company</b>	Ordinary Resolution
<b>2.</b>	<b>Issue of Equity Shares on Preferential basis</b>	Special Resolution

In this regard, the Board of Directors of the Company has appointed **M/s. Umesh Kumar & Associates Practicing Company Secretaries, (COP No.8361)** to scrutinize the remote e-voting process and voting through ballot/poll papers during the meeting, in a fair and transparent manner.

The Chairman on the basis of the report of the scrutinizer on the remote e-voting and voting through ballot/poll process at the EGM declared that the abovesaid resolutions have been passed by the Members with a requisite majority.

The details regarding 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 attached herewith as 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.

Please note that the Voting Results and Consolidated Scrutinizer's Report are available at the websites of the Company i.e. [www.ussglobaltd.com](http://www.ussglobaltd.com), at the website of Central Depository Services (India) Limited i.e. [www.evotingindia.com](http://www.evotingindia.com), and at the website of Metropolitan Stock Exchange of India Limited (MSEI) i.e. [www.mesi.in](http://www.mesi.in).

This is for you information and records.

Thanking you,  
Yours faithfully,

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

Rachna Negi  
Digitally signed  
by Rachna Negi  
Date: 2024.02.22  
19:44:31 +05'30'

**RachnaNegi**  
**Company Secretary & Compliance Officer**  
**ACS:70130**

[Home](#)[Validate](#)

Voting results	
Record date	15-02-2024
Total number of shareholders on record date	318
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	1
b) Public	7
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	0
b) Public	0
No. of resolution passed in the meeting	2
Disclosure of notes on voting results	<a href="#">Add Notes</a>

[Prev](#)

Home

Validote

Resolution (1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				INCREASE IN THE AUTHORISED SHARE CAPITAL OF THE COMPANY AND ALTERATION OF CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY				
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 votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		3358900	100.0000	3358900	0	100.0000	0.0000
	Poll	3358900	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	3358900	3358900	100.0000	3358900	0	100.0000	0.0000
Public Institutions	E-Voting		0	0	0	0	0.0000	0.0000
	Poll	0	0	0	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0	0	0	0.0000	0.0000
	Total	0	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting		1231800	75.0594	1231800	0	100.0000	0.0000
	Poll	1641100	203900	12.4246	203900	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	1641100	1435700	87.4840	1435700	0	100.0000	0.0000
Total		5000000	4794600	95.8920	4794600	0	100.0000	0.0000
Whether resolution is Pass or Not.						Yes		
Disclosure of notes on resolution						Add Notes		

\* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Institutions	0
Public - Non Institutions	0

*noted*



Home

Validate

Resolution (2)								
Resolution required: (Ordinary / Special)					Special			
Whether promoter/promoter group are interested in the agenda/resolution?					Yes			
Description of resolution considered					ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS			
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 votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		3358900	100.0000	3358900	0	100.0000	0.0000
	Poll	3358900	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	3358900	3358900	100.0000	3358900	0	100.0000	0.0000
Public- Institutions	E-Voting		0	0	0	0	0.0000	0.0000
	Poll	0	0	0	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0	0	0	0.0000	0.0000
	Total	0	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting		1231800	75.0594	1231800	0	100.0000	0.0000
	Poll	1641100	203900	12.4346	203900	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	1641100	1435700	87.4840	1435700	0	100.0000	0.0000
Total		5000000	4794600	95.8920	4794600	0	100.0000	0.0000
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

\* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Institutions	0
Public - Non Institutions	0

*monty*







**UMESH KUMAR & ASSOCIATES**

**COMPANY SECRETARIES**

**A Peer Review Firm**

Office No. 301, 3rd Floor, Sagar Plaza-II, Plot No. 27,  
Behind M2K Cinema, DDA Commercial Complex,  
Road No. 44, Pitampura, New Delhi - 110034

Phone : 011-44710506, +91-9990137410, +91-9999550383

E-mail : csumesh07@gmail.com | Web : www.ukassociatesindia.in

**GST IN : 07AOPPM1480P1Z7**

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

To,  
The Chairman

**Extraordinary General Meeting of USS Global Limited (Formerly Known as Surnidhi Investment Limited)**

Sub: Passing of Resolution through Electronic Voting and Poll conducted at the 01/2024 Extra-Ordinary General Meeting of USS Global Limited (Formerly Known as Surnidhi Investment Limited) held on Thursday, 22<sup>nd</sup> February, 2024.

The Board of the Company at its meeting held on 25<sup>th</sup> January, 2024 had appointed me as Scrutinizer for the e-voting held between 19<sup>th</sup> February, 2024 at 9:00 a.m. to 21<sup>st</sup> February, 2024 at 5:00 p.m. and the Chairman of the Extraordinary General Meeting (EGM) has appointed me as Scrutinizer for the Poll held at the 01/2024 Extra-Ordinary General Meeting of the Company held on 22<sup>nd</sup> February, 2024.

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 19<sup>th</sup> February, 2024 at 9:00 a.m. to 21<sup>st</sup> February, 2024 at 5:00 p.m. The e-voting was unblocked by me on 22<sup>nd</sup> February, 2024 in the presence of two witnesses. For further details kindly refer my Scrutinizer's report dated 22<sup>nd</sup> February, 2024 attached herewith.

At the 01/2024 Extra-Ordinary General Meeting of the Company held on 22<sup>nd</sup> February, 2024, 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 EGM had appointed me as Scrutinizer for the same. For further details kindly refer to my Scrutinizer report in **Form MGT-13** dated 22<sup>nd</sup> February, 2024.

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
18	4590700	Various as mentioned under each of the Resolution



**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 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	4590700	100	NIL	NIL	NIL	NIL
	Poll	203900	100	NIL	NIL	NIL	NIL
	Total	4794600	100	NIL	NIL	NIL	NIL
Item No. 2 of the Notice (As an Special Resolution)	E-Voting	4590700	100	NIL	NIL	NIL	NIL
	Poll	203900	100	NIL	NIL	NIL	NIL
	Total	4794600	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  
Peer Review No: 1895/2022  
UDIN: A021567E003473532

Place: New Delhi  
Date: 22.02.2024

Signed by Mr. Mohit Gupta  
Chairman of the Meeting  
in respect of Item No. 1 to 2





**UMESH KUMAR & ASSOCIATES**  
**COMPANY SECRETARIES**

A Peer Review Firm

Office No. 301, 3rd Floor, Sagar Plaza-II, Plot No. 27,  
Behind M2K Cinema, DDA Commercial Complex,

Road No. 44, Pitampura, New Delhi - 110034

Phone : 011-44710506, +91-9990137410, +91-9999550383

E-mail : csumesh07@gmail.com | Web. : www.ukassociatesindia.in

**GST IN : 07AOPM1480P1Z7**

**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)**

Extraordinary General Meeting of the Shareholders of **USS Global Limited (Formerly Known as Surnidhi Investment Limited)** held on **Thursday, 22<sup>nd</sup> February, 2024** at Registered Office of the Company situated at **Office No. 400, ITL Twin Towers, B- 9, Netaji Subhash Place, Pitampura, New Delhi-110034** at **2:00 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 Extraordinary General Meeting of the Equity Shareholders of **USS Global Limited (Formerly Known as Surnidhi Investment Limited)** held on **Thursday, 22<sup>nd</sup> February, 2024** at Registered Office of the Company situated at **Office No. 400, ITL Twin Towers, B- 9, Netaji Subhash Place, Pitampura, New Delhi-110034** at **2:00 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.
3. I did not find any poll papers invalid.
4. The result of the poll is as under:





**Item No. 1 Resolution No.1**

**Increase in the Authorised Share Capital of the company and alteration of Capital Clause of Memorandum of Association of the company:**

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

**“RESOLVED THAT** in accordance with the provisions of Section 61 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the Rules framed thereunder, approval of the Members of the Company be and is hereby accorded for increase in the Authorised Share Capital of the Company from existing Rs. 5,50,00,000/- (Rupees Five Crore Fifty Lakhs Only) divided into 55,00,000 (Fifty Five Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each to Rs. 10,30,00,000/- (Rupees Ten Crore Thirty Lakhs Only) divided into 1,03,00,000 (One Crore Three Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each and consequently the existing Clause V of the memorandum of association of the Company relating to share capital be and is hereby altered deleting the same and substituting in its place and stead, the following as new Clause V:

**“V. The Authorised Share Capital of the Company is Rs. 10,30,00,000/- (Rupees Ten Crore Thirty Lakhs Only) divided into 1,03,00,000 (One Crore Three Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each.”**

**RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid resolution, the Board / Committee of the Board or any officer(s) authorized by the Board of Directors, be and are hereby authorized to do all such acts, deeds, matters and things whatsoever, including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard”

(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
7	203900	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	Total number of votes cast by them
--	------------------------------------



invalid	
NIL	NIL

## Item No. 2 Resolution No. 2

### Issue of equity shares on preferential basis:

**To consider and if thought fit, to give assent/ dissent to the following resolution, as a Special Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Section 23, 42, 62 and other applicable provisions, if any, of the Companies Act, 2013, (“the Act”) read with all applicable Rules and laws (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with the provisions of the Memorandum and Articles of Association of the Company, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), provisions of Chapter V and other applicable provisions, if any, of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as may be modified or re-enacted from time to time (“SEBI ICDR Regulations”), the applicable Rules, Notifications, Guidelines, Policies, Procedures issued by various authorities including but not limited to the Government of India, the Securities and Exchange Board of India (“SEBI”), the Reserve Bank of India (“RBI”), the Stock Exchange where the shares of the Company is listed and other competent authorities and subject to necessary approvals, permissions, sanctions and consents as may be required from any regulatory or other appropriate authorities (including but not limited to the SEBI, the Stock Exchange where the shares of the Company is listed, RBI, the Government of India, etc.), if any, and further subject to such terms, conditions, alterations, corrections, changes, variations and/ or modifications as may be prescribed or imposed by the Appropriate Authorities while granting any such approvals, permissions, consents and sanctions and all such other approvals which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any committee which the Board has constituted or may constitute to exercise its powers, including the powers conferred by this resolution), the consent and approval of the members of the company be and is hereby accorded to the Board and the Board be and is hereby authorized in its absolute discretion to create, offer, issue and allot, in one or more tranches, to the Promoter and Non-Promoters as mentioned below (hereinafter referred to as the “Proposed Allottees”) on preferential basis upto 52,58,000 (Fifty Two Lakhs Fifty Eight Thousand) equity shares of face value of Rs.10/- each at a price of Rs. 10/- each [Rupees Ten Only] or at a price being not lower than the minimum price determined in accordance with the Regulations for Preferential Issue contained in Chapter V of SEBI (ICDR) Regulations as amended, whichever is higher and the details of the securities to be issued are as follows:

Name of Applicant (Proposed Allottees)	Maximum No. of equity shares proposed to be allotted upto
Promoter (A)	





Mohit Gupta	38,57,100
<b>Non-Promoter (B)</b>	
Nimanyu Raj Agrawal	1,50,000
Satyam Goyal	81,800
Shivam Goyal	81,800
Pankaj Aggarwal	81,600
Nitin Aggarwal	81,600
Priya Aggarwal	81,600
Nandini Aggarwal	81,600
Tanuj Gupta	70,000
Hemant Jain	60,000
Banwari Lal Aggarwal	60,000
Atul Tandon	60,000
Jiwan Dhar Jain	60,000
Rekha Jain	60,000
Abhishek Gupta	60,000
Aakash Gupta	50,900
Surendra Kumar Jain	50,000
Amar Chand Gupta	50,000
Monika Aggarwal	50,000
Shakti Share Shoppe Private Limited	50,000
Nirmal Agrawal	50,000
Gaurav Gupta	30,000
<b>Total (A+B)</b>	<b>52,58,000</b>

**RESOLVED FURTHER THAT** the equity shares to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company.

**RESOLVED FURTHER THAT** the equity shares to be allotted shall rank pari passu in all respects with the existing equity shares of the Company including Dividend.

**RESOLVED FURTHER THAT** In the event of the Company making a bonus issue of shares or making rights issue of shares or any other securities in whatever proportion or any corporate action prior to the exercise of the rights attached to the equity shares, the entitlement of the holders shall stand augmented in the same

proportion in which the equity share capital of the company increases as a consequence of such bonus/rights issues or any corporate action and that the exercise price of the equity shares to be adjusted accordingly, subject to such approvals as may be required.

**RESOLVED FURTHER THAT** the Relevant Date, as stipulated in the Regulation 161 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 for determination of the Issue Price of equity shares shall be thirty (30) days prior to the date of this meeting where the proposed Preferential Issue is being considered for approval of the members of the Company or in the case where the Relevant Date falls on Weekend/Holiday, the day preceding the Weekend/Holiday will be reckoned to be the Relevant Date.

**RESOLVED FURTHER THAT** the equity shares to be allotted on preferential basis shall be locked in for such period as prescribed in Regulation 167 of Chapter V of SEBI (ICDR) Regulations;

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to approve the other terms and conditions of the issue and also to vary, alter or modify any of the terms and conditions in the proposal as may be required by the agencies/authorities involved in such issues but subject to such conditions as the Reserve Bank of India (RBI)/Securities and Exchange Board of India (SEBI)/the Stock Exchange where the equity shares of the Company is listed and/or such other appropriate authority may impose at the time of their approval and as agreed to by the Board.

**RESOLVED FURTHER THAT** the equity shares to be allotted, be listed on the stock exchange where the shares of the Company is listed and that the Board be and is hereby authorized to make the necessary applications and to take all other steps as may be necessary for the approval of allotment of equity shares and listing of such equity shares and for the admission of such equity shares with the depositories, i.e. NSDL & CDSL, and for the credit of such equity shares to the holders dematerialized securities account.

**RESOLVED FURTHER THAT** for the purpose of creating, issuing, offering and allotting equity shares of the Company the Board be and is hereby authorized to do and perform all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, desirable or appropriate to give effect to this resolution in all respects and in particular to settle any questions, difficulties or doubts that may arise with regard to the offering, issuing and allotting of equity shares of the Company, as it may, in its absolute discretion, deem fit and proper.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of the powers conferred on it by or under this Resolution to any Committee of Directors of the Company or to any other Director or Directors or Company Secretary or any other officer(s) or employee(s) of the Company or any advisor, as it may consider appropriate in order to give effect to this 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
7	203900	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,

For Umesh Kumar & Associates

  
Umesh Kumar  
Practicing Company Secretary  
Membership No. 21567  
C.P No 8361  
Peer Review No: 1895/2022  
UDIN: A021567E003473532

Place: New Delhi  
Dated: 22<sup>nd</sup> February, 2024

**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 Extraordinary General Meeting of the members of **USS Global Limited (Formerly Known as Surnidhi Investment Limited)** held on **Thursday, 22<sup>nd</sup> February, 2024** at the Registered Office of the Company situated at **Office No. 400, ITL Twin Towers, B- 9, Netaji Subhash Place, Pitampura, New Delhi – 110034** at **2:00 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 Extraordinary General Meeting (EGM) of the members of the Company, to be held on **Thursday, 22<sup>nd</sup> February, 2024** at the Registered Office of the Company situated at **Office No. 400, ITL Twin Towers, B- 9, Netaji Subhash Place, Pitampura, New Delhi – 110034** at **2:00 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 01/2024 Extra-Ordinary General Meeting 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 through Ballot paper and 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 **19<sup>th</sup> February, 2024** at **9:00 a.m.** to **21st February, 2024** at **5:00 p.m.**
- ii. The members of the Company as on the "cut off" date i.e. Friday, 19<sup>th</sup> January, 2024 were entitled to vote on the resolution as set out in the notice of the EGM.
- iii. The votes cast were unblocked on 22<sup>nd</sup> February, 2024 in the presence of 2 witnesses, Mrs. Neeraj Bala and Mr. Sudhir Arya, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.



  
Name: Neeraj Bala

  
Name: Sudhir Arya

- 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. 1**

**Increase in the Authorised Share Capital of the company and alteration of Capital Clause of Memorandum of Association of the company:**

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

**“RESOLVED THAT** in accordance with the provisions of Section 61 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the Rules framed thereunder, approval of the Members of the Company be and is hereby accorded for increase in the Authorised Share Capital of the Company from existing Rs. 5,50,00,000/- (Rupees Five Crore Fifty Lakhs Only) divided into 55,00,000 (Fifty Five Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each to Rs. 10,30,00,000/- (Rupees Ten Crore Thirty Lakhs Only) divided into 1,03,00,000 (One Crore Three Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each and consequently the existing Clause V of the memorandum of association of the Company relating to share capital be and is hereby altered deleting the same and substituting in its place and stead, the following as new Clause V:

**“V. The Authorised Share Capital of the Company is Rs. 10,30,00,000/- (Rupees Ten Crore Thirty Lakhs Only) divided into 1,03,00,000 (One Crore Three Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each.”**

**RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid resolution, the Board / Committee of the Board or any officer(s) authorized by the Board of Directors, be and are hereby authorized to do all such acts, deeds, matters and things whatsoever, including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard”

(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
18	4590700	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

### Issue of equity shares on preferential basis:

**To consider and if thought fit, to give assent/ dissent to the following resolution, as a Special Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Section 23, 42, 62 and other applicable provisions, if any, of the Companies Act, 2013, (“the Act”) read with all applicable Rules and laws (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with the provisions of the Memorandum and Articles of Association of the Company, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), provisions of Chapter V and other applicable provisions, if any, of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as may be modified or re-enacted from time to time (“SEBI ICDR Regulations”), the applicable Rules, Notifications, Guidelines, Policies, Procedures issued by various authorities including but not limited to the Government of India, the Securities and Exchange Board of India (“SEBI”), the Reserve Bank of India (“RBI”), the Stock Exchange where the shares of the Company is listed and other competent authorities and subject to necessary approvals, permissions, sanctions and consents as may be required from any regulatory or other appropriate authorities (including but not limited to the SEBI, the Stock Exchange where the shares of the Company is listed, RBI, the Government of India, etc.), if any, and further subject to such terms, conditions, alterations, corrections, changes, variations and/ or modifications as may be prescribed or imposed by the Appropriate Authorities while granting any such approvals, permissions, consents and sanctions and all such other approvals which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any committee which the Board has constituted or may constitute to exercise its powers, including the powers conferred by this resolution), the consent and approval of the members of the company be and is hereby accorded to the Board and the Board be and is hereby authorized in its absolute discretion to create, offer, issue and allot, in one or more tranches, to the Promoter and Non-Promoters as mentioned below (hereinafter referred to as the “Proposed Allottees”) on preferential basis upto 52,58,000 (Fifty Two Lakhs Fifty Eight Thousand) equity shares of face value of Rs.10/- each at a price of Rs. 10/- each [Rupees Ten Only] or at a price being not lower than the minimum





price determined in accordance with the Regulations for Preferential Issue contained in Chapter V of SEBI (ICDR) Regulations as amended, whichever is higher and the details of the securities to be issued are as follows:

Name of Applicant (Proposed Allottees)	Maximum No. of equity shares proposed to be allotted upto
<b>Promoter (A)</b>	
Mohit Gupta	38,57,100
<b>Non-Promoter (B)</b>	
Nimanyu Raj Agrawal	1,50,000
Satyam Goyal	81,800
Shivam Goyal	81,800
Pankaj Aggarwal	81,600
Nitin Aggarwal	81,600
Priya Aggarwal	81,600
Nandini Aggarwal	81,600
Tanuj Gupta	70,000
Hemant Jain	60,000
Banwari Lal Aggarwal	60,000
Atul Tandon	60,000
Jiwan Dhar Jain	60,000
Rekha Jain	60,000
Abhishek Gupta	60,000
Aakash Gupta	50,900
Surendra Kumar Jain	50,000
Amar Chand Gupta	50,000
Monika Aggarwal	50,000
Shakti Share Shoppe Private Limited	50,000
Nirmal Agrawal	50,000
Gaurav Gupta	30,000
<b>Total</b>	<b>52,58,000</b>



**RESOLVED FURTHER THAT** the equity shares to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company.

**RESOLVED FURTHER THAT** the equity shares to be allotted shall rank pari passu in all respects with the existing equity shares of the Company including Dividend.

**RESOLVED FURTHER THAT** In the event of the Company making a bonus issue of shares or making rights issue of shares or any other securities in whatever proportion or any corporate action prior to the exercise of the rights attached to the equity shares, the entitlement of the holders shall stand augmented in the same proportion in which the equity share capital of the company increases as a consequence of such bonus/rights issues or any corporate action and that the exercise price of the equity shares to be adjusted accordingly, subject to such approvals as may be required.

**RESOLVED FURTHER THAT** the Relevant Date, as stipulated in the Regulation 161 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 for determination of the Issue Price of equity shares shall be thirty (30) days prior to the date of this meeting where the proposed Preferential Issue is being considered for approval of the members of the Company or in the case where the Relevant Date falls on Weekend/Holiday, the day preceding the Weekend/Holiday will be reckoned to be the Relevant Date.

**RESOLVED FURTHER THAT** the equity shares to be allotted on preferential basis shall be locked in for such period as prescribed in Regulation 167 of Chapter V of SEBI (ICDR) Regulations;

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to approve the other terms and conditions of the issue and also to vary, alter or modify any of the terms and conditions in the proposal as may be required by the agencies/authorities involved in such issues but subject to such conditions as the Reserve Bank of India (RBI)/Securities and Exchange Board of India (SEBI)/the Stock Exchange where the equity shares of the Company is listed and/or such other appropriate authority may impose at the time of their approval and as agreed to by the Board.

**RESOLVED FURTHER THAT** the equity shares to be allotted, be listed on the stock exchange where the shares of the Company is listed and that the Board be and is hereby authorized to make the necessary applications and to take all other steps as may be necessary for the approval of allotment of equity shares and listing of such equity shares and for the admission of such equity shares with the depositories, i.e. NSDL & CDSL, and for the credit of such equity shares to the holders dematerialized securities account.

**RESOLVED FURTHER THAT** for the purpose of creating, issuing, offering and allotting equity shares of the Company the Board be and is hereby authorized to do



and perform all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, desirable or appropriate to give effect to this resolution in all respects and in particular to settle any questions, difficulties or doubts that may arise with regard to the offering, issuing and allotting of equity shares of the Company, as it may, in its absolute discretion, deem fit and proper.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of the powers conferred on it by or under this Resolution to any Committee of Directors of the Company or to any other Director or Directors or Company Secretary or any other officer(s) or employee(s) of the Company or any advisor, as it may consider appropriate in order to give effect to this 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
18	4590700	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  
Peer Review No: 1895/2022  
UDIN: A021567E003473532



Place: New Delhi  
Date: 22.02.2024