

CONSOLIDATED SCRUTINIZER'S REPORT

(Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended)

To,

The Board of Directors,

VERITAS (INDIA) LIMITED

Address: Veritas House, 3rd Floor, 70 Mint Road, Fort, Mumbai – 400 001

Dear Madam/ Sirs,

Subject: Consolidated Report of Scrutinizer on Remote E-Voting and E-voting at the 39th Annual General Meeting ("AGM") of the Members of Veritas (India) Limited (the "Company") held on Tuesday, September 24, 2024 at 12:30 pm (IST) through Video Conference ("VC") which is deemed to be held at the Registered Office of the Company situated at Veritas House, 3rd Floor, 70 Mint Road, Fort, Mumbai – 400 001 (the deemed venue of the AGM).

I, **CS Mansi Damania**, Founder Partner of M/s. JMJA & Associates LLP, Practising Company Secretaries, having office at 102, Accord Commercial Complex, Nr. Goregaon Rly. Station, Goregaon East, Mumbai-400063, was appointed by the Board of Directors of Veritas (India) Limited ("the Company") at its meeting held on August 30, 2024 to act as the Scrutinizer in terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 for the purpose of scrutinizing the process of voting through electronic means ("e-voting") in a fair and transparent manner on the resolutions contained in the Notice of Annual General Meeting dated August 30, 2024 ("Notice") issued in accordance with General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 10/2022 dated December 28, 2022 and relevant circulars issued subsequently in this regard, the latest being 09/2023 dated September 25, 2023 respectively issued by Ministry of Corporate Affairs ("MCA"), (hereinafter collectively referred to as "MCA Circulars") and SEBI Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023, through VC / Other Audio Visual Means ("OAVM"). The AGM was convened on Tuesday, September 24, 2024 at 12:30 p.m. (IST) through VC.

The said appointment as Scrutinizer is under the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended ("the Rules"). As the Scrutinizer, I have to scrutinize:

- process of e-voting remotely, before the AGM, using an electronic voting system on the dates referred to in the Notice ("remote e-voting"); and
- process of e-voting during the AGM through electronic voting system.

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The Company's Management is responsible to ensure the compliance with the requirements of the Companies Act, 2013 ("the Act") read with the Rules, the MCA Circulars and the SEBI Circulars relating to voting by electronic means, (remote e-voting as well as e-voting during the Annual General Meeting), on all the Resolutions contained in the Notice dated August 30, 2024.

My responsibility as the Scrutinizer for the voting process, (remote e-voting as well as e-voting during the AGM), is restricted to prepare a Scrutinizer's Report of the Votes cast "in favour" or "against" and "invalid, abstain or by interested parties" for all the Resolutions, based on the Report/s generated from the e-voting system or platform provided by National Securities Depository Limited (NSDL), the authorised agency engaged by the Company for facilitating voting through electronic means.

We do hereby submit our report as under:

1. The Company had, on August 31, 2024 completed the dispatch of the notice to all those Members of the Company whose email addresses are registered with the Company/ Depository Participant(s) / Registrar and Share Transfer Agent, as the case may be in compliance with the MCA Circulars and the SEBI Circulars.
2. The Equity Shareholders of the Company as on the "Cut-Off" Date, as set out in the Notice, i.e., September 17, 2024 were entitled to vote on the resolutions (Item nos. 1 to 9 as set out in the Notice) and their voting rights were in proportion to their shareholding in the paid-up equity share capital of the Company as on the Cut- Off Date, subject to the provisions of Articles of Association of the Company.
3. The Company also published an advertisement in Financial Express (English newspaper) and Mumbai Lakshadweep (Marathi Newspaper) on September 01, 2024 informing about the dispatch of the Notice of AGM through email only for seeking consent of the members of the Company for the businesses mentioned in the Notice of AGM.
4. The Company had availed the e-voting facility offered by service provider NSDL for conducting the remote e-voting and voting through electronic voting system during the AGM by the members of the Company.
5. The remote e-voting period commenced on Saturday, September 21, 2024 from 09:00 a.m. (IST) and ended on Tuesday, September 23, 2024 at 05:00 p.m. (IST). The remote e-voting was disabled thereafter.
6. The facility of voting through electronic voting system was also made available during the AGM for the members participating in the meeting and who did not cast their vote through remote e-voting.
7. Voting rights were reckoned as on **Tuesday, September 17, 2024** being the "Cut-off Date" for the purpose of deciding the entitlements of the members for remote e-voting and voting during the AGM.

8. After the closure of the e-voting at the AGM, the report on the e-voting done at the AGM and the votes cast under remote e-voting facility prior to the AGM were unblocked by using the Scrutinizer's login on e-voting platform of NSDL in the presence of two witnesses Ms. Mehjabeen Shaikh and Mr. Ronit Mestry , who are not in the employment of the Company, as prescribed in Sub-rule 4(xii) of the Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended. They have signed below in confirmation of the votes being unblocked in their presence.

	
Ms. Mehjabeen Shaikh	Mr. Ronit Mestry

9. The remote e-voting results and the results of the electronic voting done at the AGM were then reconciled with the records maintained by the Company, the Company's RTA and the authorisations lodged with us and were scrutinized by us thereafter in a fair and transparent manner.
10. The consolidated results of remote e-voting and e-voting during the AGM are enclosed herewith as an **Annexure – I**.

Thanking you.

For JMJA & Associates LLP, Practising
Company Secretaries Peer Review
Certificate No. 980/2020

CS Mansi Damania
Founder Partner
FCS: 7447 | COP: 8120
UDIN: F007447F001310311

Date: September 25, 2024
Place: Mumbai

ANNEXURE - I
CONSOLIDATED RESULTS

Item No.	Item of AGM Notice	Voting type	Votes in favour		Votes against		Invalid votes	
			No. of votes	% of valid votes cast	No. of votes	% of votes cast	No. of votes	% of votes cast
1.	To consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2024 and Audited Consolidated Financial Statements for the financial year ended March 31, 2024, together with the Statutory Auditors' Report thereon and the report of the Board of Directors of the Company. (Ordinary Resolution)	E-Voting	1,70,04,308	100.00	18	Negligible	NA	NA
		Poll	NA	NA	NA	NA	NA	NA
		Total	1,70,04,308	100.00	18	Negligible	NA	NA
2.	To declare final dividend Re. 0.05/- per Equity share, on Equity shares of Re. 1/- each, for the financial year ended 31st March, 2024. (Ordinary Resolution)	E-Voting	1,70,04,318	100.00	8	Negligible	NA	NA
		Poll	NA	NA	NA	NA	NA	NA
		Total	1,70,04,318	100.00	8	Negligible	NA	NA
3.	To consider and approve appointment of Mr. Paresh Merchant (DIN: 00660027) as a Director of the Company, who retires by rotation and being eligible offers himself for re-appointment. (Ordinary Resolution)	E-Voting	22,57,147	100.00	18	Negligible	1,47,47,161*	NA
		Poll	NA	NA	NA	NA	NA	NA
		Total	22,57,147	100.00	18	Negligible	1,47,47,161*	NA

Item No.	Item of AGM Notice	Voting type	Votes in favour		Votes against		Invalid votes	
			No. of votes	% of valid votes cast	No. of votes	% of votes cast	No. of votes	% of votes cast
4.	To Approve Material Related Party Transaction(s) with Related Parties. (Ordinary Resolution)	E-Voting	22,57,157	100.00	8	Negligible	1,47,47,161*	0
		Poll	NA	NA	NA	NA	NA	NA
		Total	22,57,157	100.00	8	Negligible	1,47,47,161*	0
5.	Appointment of Mr. Virat Dantwala (DIN: 10750573) as an Executive Director of the Company. (Ordinary Resolution)	E-Voting	1,70,01,063	100.00	8	Negligible	NA	NA
		Poll	NA	NA	NA	NA	NA	NA
		Total	1,70,01,063	100.00	8	Negligible	NA	NA
6.	Reappointment of Ms. Purvi Matani (DIN: 08536917) as an Independent Director. (Special Resolution)	E-Voting	1,70,04,308	100.00	18	Negligible	NA	NA
		Poll	NA	NA	NA	NA	NA	NA
		Total	1,70,04,308	100.00	18	Negligible	NA	NA
7.	Reappointment of Mr. Vijay Shah (DIN: 03502649) as an Independent Director. (Special Resolution)	E-Voting	1,70,04,308	100.00	18	Negligible	NA	NA
		Poll	NA	NA	NA	NA	NA	NA
		Total	1,70,04,308	100.00	18	Negligible	NA	NA
8.	Appointment of Mr. Arun Agarwal as a Company Secretary and Director of the Company. (Ordinary Resolution)	E-Voting	1,70,04,308	100.00	8	Negligible	NA	NA
		Poll	NA	NA	NA	NA	NA	NA
		Total	1,70,04,318	100.00	8	Negligible	NA	NA
9.	Amendment in the Main Object Clause of the Memorandum of Association of the Company. (Special Resolution)	E-Voting	1,70,04,317	100.00	9	Negligible	NA	NA
		Poll	NA	NA	NA	NA	NA	NA
		Total	1,70,04,317	100.00	9	Negligible	NA	NA

* Votes casted by the Interested Party are invalidated.

Based on the aforesaid result, we report that the **Ordinary Resolutions** as contained in **Item No. 1,2,3,4,5 and 8** and **Special Resolutions** as contained in **Item No. 6,7 and 9** of the notice of the AGM dated August 30, 2024 have been **passed with requisite majority**.

Thanking you.

**For JMJA & Associates LLP,
Practising Company Secretaries
Peer Review Certificate No. 980/2020**

**CS Mansi Damania
Founder Partner
FCS: 7447 | COP: 8120
UDIN: F007447F001310311**

**Date: September 25, 2024
Place: Mumbai**