

FORM NO. MGT-13

REPORT OF SCRUTINIZER

[Pursuant to section 108 and 109 of the Companies Act, 2013 read with Rule 20 and Rule 21 of the Companies (Management and Administration) Rules, 2014]

To,

The **Chairman** of the 10th EXTRAORDINARY GENERAL MEETING ("EGM") of the members of **INDIA EXPOSITION MART LTD** (the "Company") held on Monday, October 25, 2021 at 11:00 A.M. at **Govt. Servant Co-operator House Building Society Limited, Kalyan Kendra, 9, Paschimi Marg, Vasant Vihar, New Delhi-110057.**

Dear Sir,

"I, **Vaibhav Jain**, Practicing Chartered Accountant, appointed as the Scrutinizer by the Board of Directors of **INDIA EXPOSITION MART LTD** for the purpose of scrutinizing 10th EGM voting process i.e. remote e-voting (between October 20, 2021 and October 24, 2021) and poll at the venue of 10th EGM, as per Section 108 and 109 of the Companies Act, 2013 read with Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014 as amended time to time, in respect of the resolutions passed at the 10th EGM of the company held on Monday, October 25, 2021 at 11:00 AM."

The management of the Company is responsible to ensure the compliances with the requirements under the Companies Act, 2013 and rules relating to voting through electronic means on the resolutions contained in the notice of the 10th EGM of the members of the Company. Our responsibility as a scrutinizer for the e-voting process is restricted to the making of the Scrutinizer's report of the votes cast in "favour", "invalid votes" or "against" the resolutions contained in the notice, based on the reports generated from the e-voting system provided by National Securities Depository Limited ("NSDL"), the authorized agency to provide e-voting facilities, engaged by the Company and the votes cast in "favour", "invalid votes" or "against" the resolutions contained in the notice by the members as present by e-voting.

Report of Scrutinizer

New Delhi:
505, Chiranjiv Tower,
43, Nehru Place,
New Delhi 110019, India
Tel: +91-11-2622-3712,
2622-6933

Mumbai:
GR - 108,
WeWork Vijay Diamond,
No. A3&B2, B Cross Road
Marol Industrial Area,
MIDC, Andheri (East)
Mumbai - 400093

Gurgaon:
GLOBAL BUSINESS SQUARE,
Building No. 32, Sector 44,
Institutional Area
Gurugram, 122002, India
Tel: +91-124-4786200

Chennai:
Sri Raghava Nilayam,
Old No 38, New No 28,
West Circular Road,
Mandavelipakkam, Chennai,
Tamil Nadu, India, 600028

206 Swiss Tower,
Cluster -y, Jumeirah Lake
Towers (JLT), Dubai
(UAE)-128194

1. After the time fixed for closing of the poll by the Chairman, the ballot box kept for polling was locked in presence of members, 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 the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.

Further to the above, we submit our report as under:

- (i) The remote E-voting period remained opened from October 20, 2021(10:00 A.M.) to 24, 2021 (05:00 P.M.);
- (ii) The members of the Company as on the record date / cut-off date i.e. October 18, 2021, were entitled to cast their vote electronically on the resolutions as mentioned in the notice of the EGM of the members of the Company;
- (iii) The details containing *inter alia*, list of the members, who voted "for", "against" the resolution that were put to vote, were generated from the e-voting website of NSDL i.e. www.evoting.nsdl.com and based on such reports generated, the result of the e-voting are as under:



Special Business

ITEM NO. 1

ADOPTION OF ALTERED MEMORANDUM OF ASSOCIATION

1. Voted in favour of the Resolution

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting (Advance)	2	37412	100%
Voting by Ballot Paper (At Venue)	57	2,29,08,355	100%
Total	59	2,29,45,767	100%

2. Voted against the Resolution

Mode of Voting	Number of members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes cast
E-voting (Advance)	-	-	-
Voting by Ballot Paper (At Venue)	-	-	-
Total	-	-	-

3. Invalid votes

Mode of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
E-voting (Advance)	-	-
Voting by Ballot Paper (At Venue)	-	-
Total	-	-

Item No.1 of Notice stands passed with the requisite majority.

Item No. 2

ADOPTION OF NEW ARTICLE OF ASSOCIATION

1. Voted in favour of the Resolution

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting (Advance)	2	37412	100%
Voting by Ballot Paper (At Venue)	57	2,29,08,355	100%
Total	59	2,29,45,767	100%

2. Voted against the Resolution

Mode of Voting	Number of members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes cast
E-voting (Advance)	-	-	-
Voting by Ballot Paper (At Venue)	-	-	-
Total	-	-	-

3. Invalid votes

Mode of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
E-voting (Advance)	-	-
Voting by Ballot Paper (At Venue)	-	-
Total	-	-

Item No.2 of Notice stands passed with the requisite majority.

Item No. 3**SUB-DIVISION OF SHARE CAPITAL****1. Voted in favour of the Resolution**

Mode of Voting	Number of members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes cast
E-voting (Advance)	2	37412	100%
Voting by Ballot Paper (At Venue)	57	2,29,08,355	100%
Total	59	2,29,45,767	100%

2. Voted against the Resolution

Mode of Voting	Number of members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes cast
E-voting (Advance)	-	-	-
Voting by Ballot Paper (At Venue)	-	-	-
Total	-	-	-

3. Invalid votes

Mode of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
E-voting (Advance)	-	-
Voting by Ballot Paper (At Venue)	-	-
Total	-	-

Item No.3 of Notice stands passed with the requisite majority.

Item No. 4

APPROVAL OF THE 'INDIA EXPOSITION MART EMPLOYEE STOCK OPTION PLAN, 2021' ("ESOP 2021" / "PLAN")

1. Voted in favour of the Resolution

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting (Advance)	2	37412	100%
Voting by Ballot Paper (At Venue)	57	2,29,08,355	100%
Total	59	2,29,45,767	100%

2. Voted against the Resolution

Mode of Voting	Number of members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes cast
E-voting (Advance)	-	-	-
Voting by Ballot Paper (At Venue)	-	-	-
Total	-	-	-

3. Invalid votes

Mode of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
E-voting (Advance)	-	-
Voting by Ballot Paper (At Venue)	-	-
Total	-	-



Item No.4 of Notice stands passed with the requisite majority.

Item No. 5

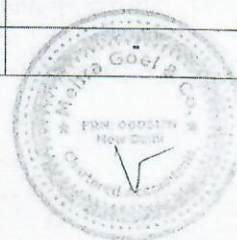
**APPROVAL OF GRANT OF EMPLOYEE STOCK OPTIONS TO THE EMPLOYEES OF THE
SUBSIDIARY COMPANY(IES) OF THE COMPANY UNDER 'INDIA EXPOSITION MART
LTD- EMPLOYEE STOCK OPTION PLAN 2021'**

1. Voted in favour of the Resolution

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting (Advance)	2	37,412	100%
Voting by Ballot Paper (At Venue)	56	2,29,04,168	100%
Total	58	2,29,41,580	100%

2. Voted against the Resolution

Mode of Voting	Number of members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes cast
E-voting (Advance)	--	-	-
Voting by Ballot Paper (At Venue)	-	-	-
Total	-	-	



3. Invalid votes

Mode of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
E-voting (Advance)	-	-
Voting by Ballot Paper (At Venue)	1	4187
Total	1	4187

Item No.5 of Notice stands passed with the requisite majority.

Item No. 6

APPROVAL OF GRANT OF EMPLOYEE STOCK OPTION EQUAL TO MORE THEN 1% OF ISSUED CAPITAL TO THE IDENTIFIED EMPLOYEES

1. Voted in favour of the Resolution

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting (Advance)	2	37,412	100%
Voting by Ballot Paper (At Venue)	56	2,29,04,168	100%
Total	58	2,29,41,580	100%

2. Voted against the Resolution

Mode of Voting	Number of members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes cast
E-voting (Advance)	-	-	-
Voting by Ballot Paper (At Venue)	1	4187	100%
Total	1	4187	100%

3. Invalid votes

Mode of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
E-voting (Advance)	-	-
Voting by Ballot Paper (At Venue)	-	-
Total	-	-

Item No.6 of Notice stands passed with the requisite majority.

Item No. 7

APPOINTMENT OF MR. RAKESH KUMAR SHARMA, AS WHOLE TIME DIRECTOR OF THE COMPANY DESIGNATED AS (EXECUTIVE CHAIRMAN)

1. Voted in favour of the Resolution

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting (Advance)	2	37,412	100%
Voting by Ballot Paper (At Venue)	56	2,25,32,255	100%
Total	58	2,25,69,667	100%

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2. Voted against the Resolution

Mode of Voting	Number of members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes cast
E-voting (Advance)	-	-	-
Voting by Ballot Paper (At Venue)	-	-	-
Total	-	-	-

3. Invalid votes

Mode of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
E-voting (Advance)	-	-
Voting by Ballot Paper (At Venue)	-	-
Total	-	-

Item No.7 of Notice stands passed with the requisite majority.



A list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is provided separately to the company.

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
Respectfully Submitted

For Mehra Goel & Co.
Chartered Accountants
FRN 000517N



Vaibhav Jain
Vaibhav Jain

Partner

M. No. F - 515700

UDIN: 21515700AAAAEO4313

Date: OCTOBER 25, 2021

Place: New Delhi

A handwritten signature in blue ink, consisting of stylized cursive letters.

