



Annexure - III

Consolidated Report of Scrutinizer on remote e -voting and voting at the Annual General Meeting

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

To,

The Chairman of the 28th Annual General Meeting of Members of Bits Limited held on Sunday, 20th September, 2020 at 12:30 P.M. through Video Conferencing in accordance with the applicable provisions of the Companies Act, 2013 read with MCA General Circular No. 20/2020, 14/2020 and 17/2020 dated 05th May, 2020, 08th April, 2020 and 13th April, 2020 respectively and SEBI Circular dated 12/05/2020.

Consolidated Report on the 28th AGM, Notice dated 20th day of August, 2020 of M/s Bits Limited conducted through remote e-voting and e-voting at AGM as per provisions of Section 108 of Companies Act, 2013 read with Rule 20 of the Companies (Management & Administration) Rules, 2014.

Dear Sir,

I Pritika Nagi, Practicing Company Secretary (Membership No ACS 29544, CP No: 11279), being the proprietor of M/s Pritika Nagi & Associates, Company Secretaries, having office at 3041, Street No. 12A, Ranjit Nagar, South Patel Nagar, New Delhi- 110008, has been appointed by the board of directors of M/s Bits Limited ("the Company)" as Scrutinizer for the purpose of scrutinizing remote e-voting process and e-voting at AGM as per the provisions of Section 108 of Companies Act, 2013 and Rule 20 of the Companies (Management & Administration) Rules, 2014 on the resolutions set out in the Notice dated 20th day of August, 2020 for 28th Annual General Meeting (AGM) of the members of M/s Bits Limited held on Sunday, 20th September, 2020 at 12:30 P.M. through Video Conferencing.

I hereby submit the report as under:

1. The remote-e voting period commenced on Thursday, 17th September, 2020 at 09:00 A.M. and ended on Saturday, 19th September, 2020 at 05:00 P.M. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, the Annual Report including audited financial statements for the financial year 2020 including notice of 28th AGM is being sent only through electronic mode to the shareholders whose names appear on the Register of members/ list of Beneficial Owners, as received from National Securities Depository Limited (NSDL)/ Central Depository Services Limited (CDSL) on 21st August, 2020.

The required paper advertisement with respect to the shareholders (whose Email-Id was not registered), inter alia by way of seeking updation of mail ids to a dedicated email id/on-line

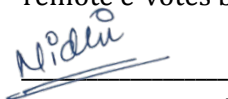
process was published in newspapers in English in Financial Express and in Hindi in Jansatta on 02nd September, 2020.

2. The Company has engaged the services of Central Depository Services Limited (CDSL) as the Authorized Agency to provide secured system for remote e- voting process.
3. The Cut-off date for the purpose of determining the entitlement for voting, by remote e-voting or e-voting at the AGM on the proposed resolutions was 16th September, 2020.
4. The votes casted through e-voting system at the AGM and the votes casted through remote evoting were unblocked on 20th September, 2020 around 12:55 P.M. in my presence along with two witnesses.

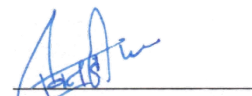
Mrs. Nidhi Gautam
Sector - 41, Noida,
Uttar Pradesh

Mr. Pawan Sharma H. No.
218, Village Hasanpur,
Bhowapur, Ghaziabad, Uttar
Pradesh - 201010

who are not in the employment of the Company. They have signed below in confirmation of the remote e-votes being unblocked in their presence.



Name: Mrs. Nidhi Gautam



Name: Mr. Pawan Sharma

5. Based on the reports generated from the remote e-voting website Central Depository Services Limited (CDSL) <https://www.evotingindia.com> and e-voting at the 28th AGM, the consolidated report on the result of voting on each resolution are given hereunder:

Resolution 1 - Proposed as Ordinary Resolution

To receive, consider and adopt: -

- a) The Standalone Audited Financial Statements of the company for the Financial Year ended 31st March, 2020 along with the Reports of the Directors and Auditors' thereon;
- b) The Consolidated Audited Financial Statements of the company for the Financial Year ended 31st March, 2020 along with the Reports of the Directors and Auditors' thereon

i. Voted **In Favour** of Resolution:

Mode of Voting	Number of Members voted	Number of Votes Cast in favour of resolution	% of total number of valid votes cast
a) Remote E-voting	26	72814462	100
b) E- Voting at AGM	1	300	100
Total	27	72814762	100

ii. Voted **against** the Resolution:

Mode of Voting	Number of Members voted	Number of Votes Cast against of resolution	% of total number of valid votes cast
a) Remote E-voting	11	2994	100
b) E- Voting at AGM	0	0	0
Total	11	2994	100

Resolution 2 – Proposed as Ordinary Resolution

To appoint a Director in place of Mr. Omprakash Ramashankar Pathak (DIN: - 01428320) Director, who retires by rotation and being eligible, offers himself for re-appointment.

i. Voted **In Favour** of Resolution:

Mode of Voting	Number of Members voted	Number of Votes Cast in favour of resolution	% of total number of valid votes cast
a) Remote E-voting	25	72813962	100
b) E- Voting at AGM	1	300	100
Total	26	72814262	100

ii. Voted **against** the Resolution:

Mode of Voting	Number of Members voted	Number of Votes Cast against of resolution	% of total number of valid votes cast
a) Remote E-voting	12	3494	0
b) E- Voting at AGM	0	0	0
Total	12	3494	100

Resolution 3 – Proposed as Ordinary Resolution

To re-appoint Mr. Omprakash Ramashankar Pathak (DIN: 01428320) as the Managing Director of the Company.

i. Voted **In Favour** of Resolution:

Mode of Voting	Number of Members voted	Number of Votes Cast in favour of resolution	% of total number of valid votes cast
a) Remote E-voting	25	72813962	100
b) E- Voting at AGM	1	300	100
Total	26	72814262	100

ii. Voted **against** the Resolution:

Mode of Voting	Number of Members voted	Number of Votes Cast against of resolution	% of total number of valid votes cast
a) Remote E-voting	12	3494	0
b) E- Voting at AGM	0	0	0
Total	12	3494	100

6. The data sheet relating to remote e-voting and e-voting during the AGM and all other relevant records will remain in my custody until the chairman considers, approves the same and thereafter the same shall be handed over to the Chairman/ Director authorized by the Board for safe keeping.

Thanking You

Yours faithfully,
For M/s Pritika Nagi & Associates
Company Secretaries



Date: 20/09/2020

Place: New Delhi

Counter Signed By:

For Bits Limited

A handwritten signature in purple ink, appearing to read 'Ankit Rathi', written over a horizontal line.

Ankit Rathi

(Chairman & Director)

DIN: 01379134

Pritika Nagi
(Scrutinizer)

M. No.: ACS 29544

CP. No.: 11279

Add: 3041, Street No. 12A,
Ranjit Nagar, South Patel Nagar,
New Delhi-110008

UDIN: A029544B000740221