



Pritika Nagi & Associates

COMPANY SECRETARIES

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 30th Annual General Meeting of Members of Bits Limited held on Sunday, 25th September, 2022 at 05:00 P.M. through Video Conferencing in accordance with the applicable provisions of the Companies Act, 2013 read read with MCA General Circular No. 20/2020, 14/2020, 17/2020 and 02/2021 dated 05th May, 2020, 08th April, 2020, 13th April, 2020 13th January, 2021 December 08, 2021, December 14, 2021 and May 05, 2022 respectively and SEBI Circular dated 12/05/2020, 15/01/2021 and 13/05/2022.

Consolidated Report on the 30th AGM, Notice dated 22nd day of August, 2022 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 22nd day of August, 2022 for 30th Annual General Meeting (AGM) of the members of M/s Bits Limited held on Sunday, 25th September, 2022 at 05:00 P.M. through Video Conferencing.

I hereby submit the report as under:

1. The remote-e voting period commenced on Thursday, 22nd September, 2022 at 09:00 A.M. and ended on Saturday, 24th September, 2022 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 2022 including notice of 30th 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 26th August, 2022.

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 01st September, 2022.

2. The Company has engaged the services of National Securities Depository Limited (NSDL) 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 18th September, 2022.
4. The votes casted through e-voting system at the AGM and the votes casted through remote E-voting were unblocked on 25th September, 2022 around 05:52 P.M. in my presence along with two witnesses.

Ms. Rajni Nagi
711, 7th Floor, New Delhi
House, Barakhamba Road, New
Delhi-110001

Mr. Arun Kumar
J-454, Street No. 12, Kartar Nagar,
New Delhi - 110053

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: Ms. Rajni Nagi



Name: Mr. Arun Kumar

5. Based on the reports generated from the remote e-voting website National Securities Depository Limited (NSDL) www.evoting.nsdl.com and e-voting at the 30th 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, 2022 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, 2022 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 | 41 | 72875294 | 100 |
| b) E- Voting at AGM | 1 | 50 | 100 |
| Total | 42 | 72875344 | 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 | 16 | 5573 | 100 |
| b) E- Voting at AGM | 0 | 0 | 0 |
| Total | 16 | 5573 | 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 | 39 | 72854994 | 100 |
| b) E- Voting at AGM | 1 | 50 | 100 |
| Total | 40 | 72855044 | 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 | 17 | 25573 | 100 |
| b) E- Voting at AGM | 0 | 0 | 0 |
| Total | 17 | 25573 | 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



Pritika Nagi
(Scrutinizer)

M. No.: ACS 29544

CP. No.: 11279

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

UDIN: A029544D001045570

Date: 26/09/2022

Place: New Delhi

Counter Signed By:

For Bits Limited

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

Ankit Rathi
(Chairman & Director)

DIN: 01379134