



# BITS Limited

CIN: L72200DL1992PLC241971

Regd.Off.: 711, 7th Floor, New Delhi House 27, Barakhamba Road,  
Connaught Place, New Delhi-110001 • Tel.:011-4365 6567  
• E-mail: bitsltd@gmail.com • Website: www.bits.net.in

To,  
The Manager (Listing)  
BSE Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai – 400001

Date: 04<sup>th</sup> August, 2025

**SUBJECT: VOTING RESULTS & SCRUTINIER'S REPORT OF THE 33<sup>RD</sup> ANNUAL GENERAL MEETING ("AGM") OF BITS LIMITED ("THE COMPANY")**

Dear Sir/Ma'am,

The 33<sup>rd</sup> Annual General Meeting (AGM) of the members of Bits Limited ('the Company') has been duly convened and held on **Sunday, 03<sup>rd</sup> August, 2025 at 12:00 P.M.** through Video Conferencing in accordance with the applicable provisions of the Companies Act, 2013 read with the General Circular No. 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs ('MCA') and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 to transact the business as stated in the Notice dated 04<sup>th</sup> July, 2025 convening the AGM.

In this regard, please find enclosed the following:

1. Voting results of the business transacted at the AGM, as required under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Annexure-I.
2. Report of the Scrutinizer dated 04<sup>th</sup> August, 2025 pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 – Annexure-II.

The Voting Results along with the Scrutinizer's Report dated 04<sup>th</sup> August, 2025 are made available on the Company's website at [www.bits.net.in](http://www.bits.net.in)

You are requested to kindly take the same on your record and oblige.

Thanking You

Yours Faithfully,

For **Bits Limited**

OMPRAKASH  
RAMASHANKAR  
PATHAK  
AR PATHAK  
Digitally signed by  
OMPRAKASH  
RAMASHANKAR  
PATHAK  
Date: 2025.08.04  
18:50:39 +05'30'

**Omprakash Ramashankar Pathak**

**Managing Director**

**DIN – 01428320sss**



*Pritika Nagi & Associates*  
**COMPANY SECRETARIES**

Annexure - II

**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 33<sup>rd</sup> Annual General Meeting of Members of Bits Limited held on Sunday, 03<sup>rd</sup> August, 2025 at 12:00 P.M. through Video Conferencing in accordance with the applicable provisions of the Companies Act, 2013 read with the General Circular No. 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs ('MCA') and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024.

Consolidated Report on the 33<sup>rd</sup> AGM, Notice dated 04<sup>th</sup> July, 2025 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 04<sup>th</sup> July, 2025 for 33<sup>rd</sup> Annual General Meeting (AGM) of the members of M/s Bits Limited held on Sunday, 03<sup>rd</sup> August, 2025 at 12:00 P.M. through Video Conferencing.

I hereby submit the report as under:

1. The remote-e voting period commenced on Thursday, 31<sup>st</sup> July, 2025 at 09:00 A.M. and ended on Saturday, 02<sup>nd</sup> August, 2025 at 05:00 P.M. in compliance with General Circular No. 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs ('MCA') and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024, the Annual Report including Audited Financial Statements for the Financial Year 2025 including notice of 33<sup>rd</sup> 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 27<sup>th</sup> June, 2025.

H.NO. 3041, RANJEET NAGAR, SOUTH PATEL NAGAR, New Delhi-110008

Ph# 9873186498, 9891271137. E-Mail- [cspritikanagi@gmail.com](mailto:cspritikanagi@gmail.com)



Further pursuant to Regulation 36(1)(b) and other applicable provisions, Company has dispatched letters the containing web-link, including the exact path, where complete details of the Annual Report is available to identified shareholders holding physical shares & those who have not updated their E-mail addresses.

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 06<sup>th</sup> July, 2025.

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 28<sup>th</sup> July, 2025.
4. On completion of e-voting at the AGM, we unblocked on 12:35 P.M. the results of the remote evoting and e-voting by Members at the AGM, on the NSDL e-voting platform and downloaded the results for scrutiny.
5. Based on the reports generated from the remote e-voting website National Securities Depository Limited (NSDL) [www.evoting.nsdl.com](http://www.evoting.nsdl.com) and e-voting at the 33<sup>rd</sup> 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 the Standalone & Consolidated Audited Financial Statements of the company for the Financial Year ended 31<sup>st</sup> March, 2025 along with the Reports of the Directors and Auditors' thereon;

- Voted in **Favour** of Resolution –

<b>Mode of Voting</b>	<b>Number of Members voted</b>	<b>Number of Votes Cast in favour of resolution</b>	<b>% of total number of valid votes cast</b>
Remote E-voting	66	72855955	100
E- Voting at AGM	3	505	100
<b>Total</b>	<b>69</b>	<b>72856460</b>	<b>100</b>

- Voted **Against** the Resolution –

<b>Mode of Voting</b>	<b>Number of Members voted</b>	<b>Number of Votes Cast in against the resolution</b>	<b>% of total number of valid votes cast</b>
Remote E-voting	15	14930	100
E- Voting at AGM	0	0	0
<b>Total</b>	<b>15</b>	<b>14930</b>	<b>100</b>



## Resolution 2 – Proposed as Ordinary Resolution

To appoint a Director in place of Mr. Ankit Rathi (DIN - 01379134) Director, who retires by rotation and being eligible, offers himself for re-appointment;

- 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
Remote E-voting	66	72855955	100
E- Voting at AGM	3	505	100
<b>Total</b>	<b>69</b>	<b>72856460</b>	<b>100</b>

- Voted **Against** the Resolution –

Mode of Voting	Number of Members voted	Number of Votes Cast in against the resolution	% of total number of valid votes cast
Remote E-voting	15	14930	100
E- Voting at AGM	0	0	0
<b>Total</b>	<b>15</b>	<b>14930</b>	<b>100</b>

## Resolution 3 – Proposed as Ordinary Resolution

To re-appoint Mr. Omprakash Ramashankar Pathak having DIN – 01428320 as Managing director of the Company for a further term of 5 (five) years;

- 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
Remote E-voting	65	72853455	100
E- Voting at AGM	3	505	100
<b>Total</b>	<b>68</b>	<b>72853960</b>	<b>100</b>

- Voted **Against** the Resolution –

Mode of Voting	Number of Members voted	Number of Votes Cast in against the resolution	% of total number of valid votes cast
Remote E-voting	16	17430	100
E- Voting at AGM	0	0	0
<b>Total</b>	<b>16</b>	<b>17430</b>	<b>100</b>

## Resolution 4 – Proposed as Ordinary Resolution

To appoint of Pritika Nagi & Associates, Practicing Company Secretaries as the Secretarial Auditors of the company for a term of 5 (Five) years;

- 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
Remote E-voting	65	72853455	100
E- Voting at AGM	3	505	100
<b>Total</b>	<b>68</b>	<b>72853960</b>	<b>100</b>

- Voted **Against** the Resolution –

Mode of Voting	Number of Members voted	Number of Votes Cast in against the resolution	% of total number of valid votes cast
Remote E-voting	16	17430	100
E- Voting at AGM	0	0	0
<b>Total</b>	<b>16</b>	<b>17430</b>	<b>100</b>

#### Resolution 5 – Proposed as Special Resolution

To consider approval for Investments, Loans, Guarantees and Security in excess of limits specified under Section 186 of Companies act, 2013;

- 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
Remote E-voting	65	72853455	100
E- Voting at AGM	3	505	100
<b>Total</b>	<b>68</b>	<b>72853960</b>	<b>100</b>

- Voted **Against** the Resolution –

Mode of Voting	Number of Members voted	Number of Votes Cast in against the resolution	% of total number of valid votes cast
Remote E-voting	16	17430	100
E- Voting at AGM	0	0	0
<b>Total</b>	<b>16</b>	<b>17430</b>	<b>100</b>

#### Resolution 6 – Proposed as Special Resolution

To shift the Registered Office of the Company from National Capital Territory (“NCT”) of Delhi to the State of Maharashtra;

- 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
Remote E-voting	66	72855955	100
E- Voting at AGM	3	505	100
<b>Total</b>	<b>69</b>	<b>72856460</b>	<b>100</b>



- Voted **Against** the Resolution –

Mode of Voting	Number of Members voted	Number of Votes Cast in against the resolution	% of total number of valid votes cast
Remote E-voting	15	14930	100
E- Voting at AGM	0	0	0
<b>Total</b>	<b>15</b>	<b>14930</b>	<b>100</b>

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,

Your's Faithully,

For Pritika Nagi & Associates  
Company Secretaries



Date – 04<sup>th</sup> August, 2025  
Place – New Delhi

Peer Review No. 3529/2023  
Address – 3041, Street No. 12A  
Ranjit Nagar, South Patel Nagar  
New Delhi – 110008  
UDIN – A029544G000925991

Counter Signed By:  
For Bits Limited

ANKIT RATHI

Digitally signed  
by ANKIT RATHI  
Date: 2025.08.04  
18:47:30 +05'30'

Ankit Rathi  
(Chairman & Director)  
DIN: 01379134

### General information about company

Scrip code	526709
NSE Symbol	NOTLISTED
MSEI Symbol	NOTLISTED
ISIN	INE839A01021
Name of the company	BITS LIMITED
Type of meeting	AGM
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	03-08-2025
Start time of the meeting	12:00 PM
End time of the meeting	12:14 PM

### Scrutinizer Details

Name of the Scrutinizer	Pritika Nagi
Firms Name	M/s. Pritika Nagi & Associates
Qualification	CS
Membership Number	29544
Date of Board Meeting in which appointed	04-07-2025
Date of Issuance of Report to the company	04-08-2025

### Voting results

Record date	28-07-2025
Total number of shareholders on record date	42957
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	0
b) Public	0
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	1
b) Public	31
No. of resolution passed in the meeting	6
Disclosure of notes on voting results	

Resolution(1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To receive, consider and adopt the Standalone & Consolidated Audited Financial Statements of the company for the Financial Year ended 31st March, 2025 along with the Reports of the Directors and Auditors' thereon				
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	72799186	72799186	100	72799186	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		72799186	72799186	100	72799186	0	100
Public-Institutions	E-Voting	77500	0	0	0	0	0	0
	Poll							
	Postal Ballot (if applicable)							
	Total		77500	0	0	0	0	0
Public- Non Institutions	E-Voting	38998314	72204	0.1851	57274	14930	79.3225	20.6775
	Poll							
	Postal Ballot (if applicable)							
	Total		38998314	72204	0.1851	57274	14930	79.3225
Total		111875000	72871390	65.1364	72856460	14930	99.9795	0.0205
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

### Details of Invalid Votes

Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0

Resolution(2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To appoint a director in place of Mr. Ankit Rathi (DIN: - 01379134) Director, who retires by rotation and being eligible, offers himself for re-appointment				
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	72799186	72799186	100	72799186	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		72799186	72799186	100	72799186	0	100
Public- Institutions	E-Voting	77500	0	0	0	0	0	0
	Poll							
	Postal Ballot (if applicable)							
	Total		77500	0	0	0	0	0
Public- Non Institutions	E-Voting	38998314	72204	0.1851	57274	14930	79.3225	20.6775
	Poll							
	Postal Ballot (if applicable)							
	Total		38998314	72204	0.1851	57274	14930	79.3225
Total		111875000	72871390	65.1364	72856460	14930	99.9795	0.0205
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

### Details of Invalid Votes

Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0

Resolution(3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To re-appointment of Mr. Omprakash Ramashankar Pathak (DIN – 01428320) asManaging Director of the company for a further term of 5 (five) years				
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	72799186	72799186	100	72799186	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		72799186	72799186	100	72799186	0	100
Public- Institutions	E-Voting	77500	0	0	0	0	0	0
	Poll							
	Postal Ballot (if applicable)							
	Total		77500	0	0	0	0	0
Public- Non Institutions	E-Voting	38998314	72204	0.1851	54774	17430	75.8601	24.1399
	Poll							
	Postal Ballot (if applicable)							
	Total		38998314	72204	0.1851	54774	17430	75.8601
Total		111875000	72871390	65.1364	72853960	17430	99.9761	0.0239
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

### Details of Invalid Votes

Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0

Resolution(4)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To appointment of Pritika Nagi & Associates, Practicing Company Secretaries as the Secretarial Auditors of the company for a term of 5 (five) years				
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	72799186	72799186	100	72799186	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		72799186	72799186	100	72799186	0	100
Public- Institutions	E-Voting	77500	0	0	0	0	0	0
	Poll							
	Postal Ballot (if applicable)							
	Total		77500	0	0	0	0	0
Public- Non Institutions	E-Voting	38998314	72204	0.1851	54774	17430	75.8601	24.1399
	Poll							
	Postal Ballot (if applicable)							
	Total		38998314	72204	0.1851	54774	17430	75.8601
Total		111875000	72871390	65.1364	72853960	17430	99.9761	0.0239
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

### Details of Invalid Votes

Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0

Resolution(5)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To consider approval for Investments, Loans, Guarantees and Security in excess of limits specified under Section 186 of Companies Act, 2013				
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	72799186	72799186	100	72799186	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		72799186	72799186	100	72799186	0	100
Public- Institutions	E-Voting	77500	0	0	0	0	0	0
	Poll							
	Postal Ballot (if applicable)							
	Total		77500	0	0	0	0	0
Public- Non Institutions	E-Voting	38998314	72204	0.1851	54774	17430	75.8601	24.1399
	Poll							
	Postal Ballot (if applicable)							
	Total		38998314	72204	0.1851	54774	17430	75.8601
Total		111875000	72871390	65.1364	72853960	17430	99.9761	0.0239
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

### Details of Invalid Votes

Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0

Resolution(6)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				To shift the Registered Office of the company from National Capital Territory ("NCT") of Delhi to the State of Maharashtra				
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	72799186	72799186	100	72799186	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		72799186	72799186	100	72799186	0	100
Public- Institutions	E-Voting	77500	0	0	0	0	0	0
	Poll							
	Postal Ballot (if applicable)							
	Total		77500	0	0	0	0	0
Public- Non Institutions	E-Voting	38998314	72204	0.1851	57274	14930	79.3225	20.6775
	Poll							
	Postal Ballot (if applicable)							
	Total		38998314	72204	0.1851	57274	14930	79.3225
Total		111875000	72871390	65.1364	72856460	14930	99.9795	0.0205
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

### Details of Invalid Votes

Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0

