



# Sumit Bajaj & Associates

(Practicing Company Secretaries)

Office Address: Office no.304, Building no. 61 Vijaya Block Laxmi Nagar New Delhi-110092

Email Id: [csumitbajaj@gmail.com](mailto:csumitbajaj@gmail.com), Tel: +91-9910613098

Registration No. S2019DE677200, Peer Review No. 2885/2023

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## Scrutinizer Report

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

To,  
The Chairman,  
Divine Power Energy Limited  
Unit No. Offices, First Floor, CSC-II, B-Block,  
Surajmal Vihar, East Delhi, New Delhi, India, 110092

**Subject: Consolidated Scrutinizer's Report on remote e-voting conducted for the 23<sup>rd</sup> Annual General Meeting of Divine Power Energy Limited held on Monday, the 30th day of September, 2024 at 02:00 P.M. (IST) through Video Conferencing (VC) / Other Audio-Visual Means (OVAM).**

Dear Sir,

I, **Sumit Bajaj**, Practicing Company Secretary, have been appointed as Scrutinizer by the Board of Directors of Divine Power Energy Limited pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, to conduct the remote e-voting process in respect of the below mentioned resolutions proposed at the 23rd Annual General Meeting of Divine Power Energy Limited held on Monday, September 30, 2024 at 2:00 P.M. (IST) through Video Conferencing (VC) / Other Audio Visual Means (OVAM).

I was also appointed as Scrutinizer to scrutinize the remote e-voting process during the said AGM.

The notice dated September 06, 2024 convening the AGM along with 23rd Annual Reports of 2023-24, as confirmed by the Company was sent to the shareholders in respect of the below mentioned resolutions passed at the AGM of the Company through electronic mode to those Members whose e-mail addresses are registered with the Company/ Registrar and Transfer Agent/ Depositories/ Depository Participants in compliance with the MCA Circular No. Nos. 14/2020 dated April 8, 2020 and 17 /2020 dated April 13, 2020, followed by General Circular Nos. 20/2020 dated May 5, 2020, and subsequent circulars issued in this regard, the latest being 10/2023 dated December 28, 2023 (collectively referred to as 'MCA Circulars') and Securities and Exchange Board of India ('SEBI') Circulars dated May 12, 2020, January 15, 2021, May 13, 2022 and January 5, 2023 ('SEBI Circulars').

**Management's Responsibility:** The management of the Company is responsible to ensure compliances with the requirements of the relevant provisions of (i) Companies Act, 2013 and the Rules made thereunder and (ii) the Regulation 44 of Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015, as amended, ["SEBI Listing Regulations"] on the resolutions as set-out in the notice of AGM.

**Scrutinizer's Responsibility:** My responsibility as a scrutinizer is restricted to making a Scrutinizer's report of the votes cast by the members in respect of the resolutions contained in the AGM Notice. My report is based on report generated by voting through electronic means provided by Central Depository Services (India) Ltd. (CDSL) the authorized agency engaged by the Company to provide voting by electronic means.



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I submit my report as under:

1. In terms of Section 108 and Section 110 of Companies Act, 2013 read with rules and SEBI Listing Regulations, 2015, the Company had made arrangement with Central Depository Services (India) Ltd. (CDSL) for providing facility of voting through electronic means ("Remote e-voting") to its members.
2. As per Rule 22 (3) Companies (Management & Administration) Rules, 2014 the Company published an advertisement on September 07, 2024 about the dispatch of Notice in "Financial Express" (English Newspaper) and "Jansatta" (Hindi Newspaper).
3. The shareholders of the Company holding shares as on the "cut-off" date Monday, September 23, 2024 were entitled to vote on the resolutions as contained in the Notice of the AGM.
4. The voting period for remote e-voting commenced on Friday, September 27, 2024 (9:00 a.m. IST) and ended on Sunday, September 29, 2024 (5:00 p.m. IST) and the CDSL e-voting platform was disabled thereafter.
5. The Company had also provided remote e-voting facility to the shareholders present at the AGM through VC/OAVM and who had not cast their vote earlier.
6. After the closure of remote e-voting at the AGM, the report on remote voting done during the AGM and the votes cast under remote e-voting facility prior to the AGM were unblocked and counted.
7. The votes cast by the members were unblocked 05:30 P.M on September 30, 2024, in the presence of Two Witnesses who were not in employment of Company.

(Witness 1 )

(Witness 2)

8. We, have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the Central Depository Services (India) Ltd. (CDSL) e voting system. After the time fixed for closing of the e-voting i.e., 5:00 P.M. on September 29, 2024, and venue voting after AGM, an electronic report of the e-voting was generated by me by accessing the data available from the website <https://www.evotingindia.com/> of CDSL. Based on such reports generated by CDSL and relied upon by me, data regarding the e-votes was scrutinized on test check basis.
9. I would like to mention that the voting rights of Members were in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date i.e. Monday, September 23, 2024 and as per the Register of Members of the Company.
10. The particulars of Voting and other requisite details have been entered in a separate register maintained for the purpose.
11. The summary of remote e-Voting prior and during the AGM for the following resolutions are as under:



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## Ordinary Business 1:

To consider and adopt the Audited Standalone Financial Statement of the Company for the year ended 31st March 2024 and together with the reports of the Board of Directors' and the Auditors thereon.;

Means of Voting	Total Votes cast	Invalid Votes	Valid Votes	Total valid Votes cast in favour of the Resolution		Total valid Votes cast against the Resolution	
				Nos.	% of total number of valid votes cast	Nos.	% of total number of valid votes cast
Remote E-voting	15841080	0	15841080	15838080	99.98%	3000	0.02%
E-voting at AGM	0	0	0	0	0	0	0
<b>Total</b>	<b>15841080</b>	<b>0</b>	<b>2242293</b>	<b>15838080</b>	<b>99.98%</b>	<b>3000</b>	<b>0.02%</b>

Since total votes voted in favour of the resolution is 99.98% and total votes voted against the resolution is 0.02%, the Resolution has been passed as Ordinary Resolution.

## Ordinary Business 2:

To appoint Director in place of Vikas Talwar (DIN: 01709711), who retires by rotation and being eligible, offers himself for re-appointment.

Means of Voting	Total Votes cast	Invalid Votes	Valid Votes	Total valid Votes cast in favour of the Resolution		Total Votes cast against the Resolution	
				Nos.	% of total number of valid votes cast	Nos.	% of total number of valid votes cast
Remote E-voting	12146862	0	12146862	12143862	99.98%	3000	0.02%
E-voting at AGM	0	0	0	0	0	0	0
<b>Total</b>	<b>12146862</b>	<b>0</b>	<b>12146862</b>	<b>12143862</b>	<b>99.98%</b>	<b>3000</b>	<b>0.02%</b>

Since total votes voted in favour of the resolution is 99.98% and total votes voted against the resolution is 0.02%, the Resolution has been passed as Ordinary Resolution.

## Special Business 3:

Ratification of remuneration payable to Cost Auditors for Financial Year 2024-25.



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Means of Voting	Total Votes cast	Invalid Votes	Valid Votes	Total valid Votes cast in favour of the Resolution		Total Votes cast against the Resolution	
				Nos.	% of total number of valid votes cast	Nos.	% of total number of valid votes cast
Remote E-voting	15841080	0	15841080	15838080	99.98%	3000	0.02%
E-voting at AGM	0	0	0	0	0	0	0
<b>Total</b>	15841080	0	2242293	15838080	99.98%	3000	0.02%

Since total votes voted in favour of the resolution is 99.98% and total votes voted against the resolution is 0.02%, the Resolution has been passed as Ordinary Resolution.

- The remote e-voting register and other records shall remain in my safe custody until the Chairman of the meeting considers, approves and signs the minutes in this regard and thereafter it will be handed over to the Compliance Officer for safe keeping.

**Thanking You**

**For Sumit Bajaj & Associates  
(Practicing Company Secretary)**

**CS Sumit Bajaj  
(Proprietor)  
C. P. No: 23948  
M. No.: 45042  
UDIN: A045042F001384633**

**Date: 30.09.2024  
Place: New Delhi**