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P.C. JAIN & CO.

Company Secretaries

(Corporate Law & Insolvency Resolution Advisor)

Consolidated Scrutinizer's Report

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

To,
The Chairman
Netweb Technologies India Limited
(CIN: L72100HR1999PLC103911)
Plot No H-1, Pocket 9, Faridabad Industrial Town (FIT),
Sector-57, Ballabhgarh,
Faridabad- 121004
Haryana

Subject: Passing of Resolution(s) through remote e-voting and voting electronically at the 25th Annual General Meeting ("AGM") of "Netweb Technologies India Limited" held through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM") on Saturday, 17th August 2024 pursuant to section 108 of Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to the General Circulars dated 8th April 2020; 13th April 2020; 5th May 2020; 13th January 2021 as well as Circular dated 25th September 2023 issued by the Ministry of Corporate Affairs ("MCA") and Circular Number SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January 2021 issued by the Securities and Exchange Board of India (SEBI) (hereinafter collectively referred to as "the Circulars"), in continuation of SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May 2020, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13 May 2022 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 05 January 2023 & October 7, 2023 respectively (collectively referred to as "SEBI Circulars") commonly referred to as "MCA & SEBI CIRCULARS".

The Board of Directors of Netweb Technologies India Limited (hereinafter referred to as the "Company") has appointed us as the Scrutinizer for the remote e-voting process as well as to scrutinize the electronic voting conducted at the Annual General Meeting ("AGM") pursuant to Section 108 of the Companies Act, 2013 ("Act") read with rule 20 of the companies (Management and Administration) as amended and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") as amended by the "MCA AND SEBI CIRCULARS" issued in this connection both by the MCA and SEBI, providing relaxation for the manner in which AGM shall be held and conducted. The MCA & SEBI CIRCULARS provide for relaxation in the manner in which the AGM will be held including the manner of sending the notices and Annual Reports to the Shareholder and the manner of voting at the meeting, which was necessitated on Account of the Outbreak of COVID-19 (CORONAVIRUS) pandemic. We are familiar and well versed with the concept of electronic voting Systems as prescribed under the said Rules and the relaxations as provided in the MCA & SEBI CIRCULARS.

As mentioned in the Notice, the proceeding of the AGM will be deemed to be conducted at the registered office of the Company.

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Report on Scrutiny:

- i. The company had appointed Link Intime India Private Limited ("LI IPL"), as the Service Provider for the purpose of extending the facility of Remote E-voting to the Members of the Company and for voting electronically at the meeting.
- ii. Link Intime India Private Limited ("LI IPL") is the Registrar and share Transfer Agent ('RTA') of the Company.
- iii. LI IPL had provided a system for recording the votes of the Members electronically through remote e-voting as well as at the meeting on all the items of the business sought to be transacted in the 25th AGM of the Company, which was held on Saturday, 17th August 2024.
- iv. The Service Provider had set up an electronic voting facility on their website <https://instavote.linkintime.co.in>. The Company had uploaded all the items of the business to be transacted at the AGM on the website of the Company and also its Service Provider and also on the websites of Stock Exchange viz. BSE Limited and National Stock Exchange of India Limited (NSE) to facilitate their Members to cast their vote through Remote e-voting.
- v. The Management of the Company is responsible for ensuring compliance with the requirements of the Act and Rules thereunder and SEBI Listing Regulations.
- vi. Our responsibility as the Scrutinizer of the voting process (through e-voting), was restricted to scrutinize and e-voting process, in a fair and transparent manner and to preparing a Scrutinizer's Report of the votes cast in favour and against the resolution in respect of business items stated in the Notice, based on the reports generated from the e-voting system provided by Link Intime India Private Limited ("LI IPL") the service provider.
- vii. As provided in the **MCA & SEBI CIRCULARS**, the Company had advertised in the newspapers, asking members who have not registered their email IDs with the Company or Link Intime India Private Limited ("LI IPL") or with the respective Depository Participant(s) viz. **Central Depository Services (India) Limited ("CDSL")** and **National Securities Depository Limited ("NSDL")** to do so and to the extent, details provided by the shareholders were considered for sending the Notice of the 25th AGM and Annual Report 2023-24.
- viii. LI IPL on behalf of the Company had sent the Notice of the 25th AGM along with the Annual Report 2023-24 and e-voting details by email to the Members, whose email IDs were made available by the Depositories or were registered with the Company/ Link Intime India Private Limited. For those Members whose email IDs were not available/registered, the Notice of the AGM along with the Annual Report 2023-2024 could not be sent. The notice made available on the website of the Company and the stock exchanges. The Notice sent through email contained the detailed procedure to be followed by the Members who were desirous of casting their votes electronically as provided in Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and as provided in the **MCA & SEBI CIRCULARS**.



- ix. The Company completed the dispatch of Notice of the AGM and Annual Report 2023-24 by email to the Members on 26th July, 2024.
- x. The cut-off date for the purposes of identifying the Members who will be entitled to vote on the resolutions placed for approval of the Members was **Saturday, 10th August 2024**.
- xi. As prescribed in the aforesaid Rules, the Remote e-voting was kept open for three days from Tuesday, 13th August 2024, at 9:00 a.m. to Friday, 16th August 2024, at 5:00 p.m.
- xii. As prescribed in clause IV of the Circular dated 5th May 2020 issued by MCA, which forms part of the MCA & SEBI CIRCULARS, the Company has released an advertisement prior to sending Notice of AGM to the Members which was published in English '**Financial Express**' and in Hindi in '**Jansatta**' having wide circulation.
- xiii. The votes for remote e-voting as well as e-voting at the 25th Annual General Meeting were unlocked on Saturday, 17th August 2024 after the conclusion of the AGM in the presence of two witnesses; Ms. Jyoti Mittal and Ms. Radhika Mohta who are not in the employment of the company.
- xiv. Thereafter, we as scrutinizer duly compiled details of the Remote E-Voting carried out by the Members and the electronic voting done at the AGM, the details of which are as follows:

Name of the Company	Netweb Technologies India Limited
Date of the AGM	Saturday, 17 th August, 2024
Total number of shareholders on Record date	1,16,651
No. of shareholders present in the meeting either in person or through proxy:	NIL
• Promoters and Promoter Group:	NIL
• Public:	NIL
No. of Shareholders attended the meeting through Video Conferencing	85
• Promoters and Promoter Group:	05
• Public:	80



The Consolidated Report on the results of voting through remote e-voting and voting through electronic means during the AGM is as under:

Resolution No.	1		
Resolution required: (Ordinary/Special)	ORDINARY RESOLUTION- To receive, consider and adopt the Audited Financial Statements for the financial year ended 31st March 2024, together with the Reports of the Board of Directors and Auditor's thereon.		
Whether promoter/promoter group are interested in the agenda/resolution?	NO		
Category	Mode of Voting	No. Of Shares held	No. of E-votes cast
Promoter and Promoter Group	E-voting	40239985	40126985
	Poll	-	-
	Postal Ballot(if applicable)	-	-
Public- Institutions	E-voting	9980692	8264174
	Poll	-	-
	Postal Ballot(if applicable)	-	-
Public - Non Institutions	E-voting	6146127	214441
	Poll	-	-
	Postal Ballot(if applicable)	-	-
	Total	56366804	48605600



Resolution No.	2		
Resolution required: (Ordinary/Special)	ORDINARY RESOLUTION– To declare a final dividend of Rs. 2.00/- (i.e. 100% of the face value of equity shares of the Company) per equity share for the financial year ended on 31st March 2024.		
Whether promoter/promoter group are interested in the agenda/resolution?	NO		
Category	Mode of Voting	No. Of Shares held	No. of E-votes casted
Promoter and Promoter Group	E-voting	40239985	40126985
	Poll	-	-
	Postal Ballot(if applicable)	-	-
Public- Institutions	E-voting	9980692	8264174
	Poll	-	-
	Postal Ballot(if applicable)	-	-
Public- Non Institutions	E-voting	6146127	214441
	Poll	-	-
	Postal Ballot(if applicable)	-	-
	Total	56366804	48605600



Resolution No.	3		
Resolution required: (Ordinary/Special)	ORDINARY RESOLUTION– To appoint a director in place of Mr. Vivek Lodha (DIN: 00461917), who retires by rotation, and being eligible offers himself for re-appointment.		
Whether promoter/promoter group are interested in the agenda/resolution?	Yes		
Category	Mode of Voting	No. Of Shares held	No. of E-votes casted
Promoter and Promoter Group	E-voting	40239985	16077704
	Poll	-	-
	Postal Ballot(if applicable)	-	-
Public- Institutions	E-voting	9980692	8264174
	Poll	-	-
	Postal Ballot(if applicable)	-	-
Public- Non Institutions	E-voting	6146127	212441
	Poll	-	-
	Postal Ballot(if applicable)	-	-
	Total	56366804	24554319



Resolution No.	4		
Resolution required: (Ordinary/Special)	ORDINARY RESOLUTION – Ratification of the Cost Auditor's remuneration for the Financial Year 2024-2025		
Whether promoter/promoter group are interested in the agenda/resolution?	NO		
Category	Mode of Voting	No. Of Shares held	No. of E-votes casted
Promoter and Promoter Group	E-voting	40239985	40126985
	Poll	-	-
	Postal Ballot(if applicable)	-	-
Public- Institutions	E-voting	9980692	8264174
	Poll	-	-
	Postal Ballot(if applicable)	-	-
Public- Institutions Non	E-voting	6146127	212441
	Poll	-	-
	Postal Ballot(if applicable)	-	-
	Total	56366804	48603600



Resolution No.	5		
Resolution required: (Ordinary/Special)	SPECIAL RESOLUTION– Payment of commission to the Managing Director and Whole Time Director of the company for Financial Year 2023-2024		
Whether promoter/promoter group are interested in the agenda/resolution?	Yes		
Category	Mode of Voting	No. Of Shares held	No. of E-votes casted
Promoter and Promoter Group	E-voting	40239985	45450
	Poll	-	-
	Postal Ballot(if applicable)	-	-
Public- Institutions	E-voting	9980692	8264174
	Poll	-	-
	Postal Ballot(if applicable)	-	-
Public- Institutions Non	E-voting	6146127	214441
	Poll	-	-
	Postal Ballot(if applicable)	-	-
	Total	56366804	8524065



CONSOLIDATED RESULTS

1) Item No. 1 of the Notice (As an Ordinary Resolution)

To receive, consider and adopt the Audited Financial Statements for the financial year ended 31st March 2024, together with the reports of the Board of Directors and Auditors thereon.

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage (%) Votes
	Number of Shareholder	Votes	Number of Shareholder	Votes	Number of Shareholder	Votes	
Assent	286	48581891	13	23672	299	48605563	99.99
Dissent	02	37	0	0	02	37	0.01
Total	288	48581928	13	23672	301	48605600	100

2) Item No. 2 of the Notice (As an Ordinary Resolution)

To declare a final dividend of Rs. 2.00/- (i.e. 100% of the face value of equity shares of the Company) per equity share for the financial year ended on 31st March, 2024.

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage (%) Votes
	Number of Shareholder	Votes	Number of Shareholder	Votes	Number of Shareholder	Votes	
Assent	284	48579890	13	23672	297	48603562	99.99
Dissent	04	2038	0	0	04	2038	0.01
Total	288	48581928	13	23672	301	48605600	100



3) Item No. 3 of the Notice (As an Ordinary Resolution)

To appoint a director in place of Mr. Vivek Lodha (DIN: 00461917), who retires by rotation, and being eligible, offers himself for re-appointment.

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage (%) Votes
	Number of Shareholder	Votes	Number of Shareholder	Votes	Number of Shareholder	Votes	
Assent	279	24174568	13	23672	292	24198240	98.54
Dissent	09	356079	0	0	09	356079	1.46
Total	288	24530647	13	23672	301	24554319	100

4) Item No. 4 of the Notice (As an Ordinary Resolution)

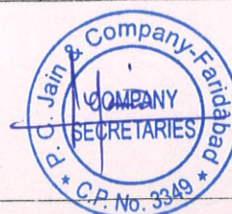
Ratification of the Cost Auditors remuneration for the financial year 2024-2025

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage (%) Votes
	Number of Shareholder	Votes	Number of Shareholder	Votes	Number of Shareholder	Votes	
Assent	286	48579904	13	23672	299	48603576	99.99
Dissent	02	24	0	0	02	24	0.01
Total	288	48579928	13	23672	301	48603600	100

5) Item No. 5 of the Notice (As a Special Resolution)

Payment of commission to the Managing Director and Whole Time Director of the company for Financial Year 2023-2024

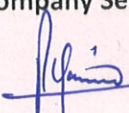
Particulars	Remote e-voting		Voting at the AGM		Total		Percentage (%) Votes
	Number of Shareholder	Votes	Number of Shareholder	Votes	Number of Shareholder	Votes	
Assent	274	8470850	13	23672	287	8494522	99.65
Dissent	14	29543	0	0	14	29543	0.35
Total	288	8500393	13	23672	301	8524065	100



Based on the aforesaid result we report that the Ordinary Resolutions as set out in Item No(s). 1 to 4 and Special Resolution as set out in Item No. 5 in the Notice of the 25th AGM held on Saturday, 17th August 2024 have been passed with the requisite majority.


Thanking you,

Yours Sincerely,
For P C JAIN & Co.
(FRN: P2016HR051300)
Company Secretaries


(P C Jain)
Managing Partner
CP No. 3349
M.No. F-4103

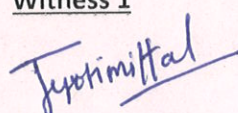


Countersigned By:

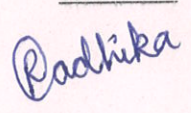

(Lohit Chhabra)
Company Secretary
Netweb Technologies India Limited
M.No A36610



Witness 1


Name: Jyoti Mittal
Address:
House No-139, Fatehpur Billoch
Ballabgarh-121004

Witness 2


Name: Radhika Mohta
Address:
House No 8314-A,
Apna Ghar Society,
Near Lal Kothi,
Faridabad -121005

Place: Faridabad
Date: 17-08-2024
UDIN: F004103F000996116