

# UMASHANKAR K. HEGDE

PRACTICING COMPANY SECRETARY

## Consolidated Scrutinizer's Report

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

To,  
The Chairman  
**Association of Portfolio Managers in India**

**Meeting** : 1<sup>st</sup> Extra Ordinary General Meeting ("1/24-25 EGM") through Video Conferencing/Other Audio Visual Means  
**Date of Meeting** : August 31, 2024  
**Time of Meeting** : 11.00 a.m.  
**Deemed Venue** : Unit No.101, 1<sup>st</sup> Floor, A Wing, Hallmark Business Plaza, Bandra (East), Mumbai 400 051, Maharashtra

Dear Sir,

I, Umashankar K Hegde, Practicing Company Secretary having my office at B-401, Janki Niwas, Shree Rambalakdas Nagri CHS, Tapovan, Malad (E), Mumbai 400 097, was appointed as the Scrutinizer of Association of Portfolio Managers in India for scrutinizing Remote e-voting (e-voting from a place other than venue of the Meeting) and E-voting during the 1<sup>st</sup> Extra Ordinary General Meeting ("EGM") held on Saturday, August 31, 2024 at 11.00 a.m. through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM"), without the physical presence of the Members (also referred as "Shareholders") at a common venue.

The Ministry of Corporate Affairs ("MCA") vide its circular dated April 08, 2020, April 13, 2020, May 05, 2020, January 13, 2021, May 05th, 2022, December 28,2022 and September 25,2023 and other applicable circulars permitted the holding of the EGM through Video Conferencing (VC) /Other Audio Visual Means (OAVM), without the physical presence of the Members at a common venue.

Further, in compliance with the aforesaid MCA Circulars, Notice of the EGM was sent only through electronic mode to those Members whose name appeared in the Register of Members as on May 30,2024 and whose email addresses are registered with the Company.

Since the EGM was held pursuant to MCA circulars through VC /OVAM, physical attendances of Members were dispensed with. Accordingly, in terms of above mentioned MCA circulars, the facility for appointment of proxies by Members was also dispensed with.

Members attended the meeting through VC /OAVM had been counted for the purpose of reckoning the quorum under Section 103 of the Companies Act'2013 ("the Act").

**B-401, JANKI NIWAS, SHREE RAMBLAKDAS NAGRI CHS, TAPOVAN, MALAD(E), MUMBAI 400097**  
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**UMASHANKAR K. HEGDE**  
**PRACTICING COMPANY SECRETARY**

In compliance with the provisions of the Section 108 of the Act read with the Rules made thereunder and other applicable provisions of the Act and Secretarial Standard on General Meetings (“SS-2”) (as amended from time to time), the Company had also provided the facility to the Members to cast their votes on all the resolution set out in the Notice of the EGM, by Remote e-voting facility. Further, the Company also provided E-voting facility during EGM, in respect of the businesses transacted at the EGM, to those members who attended the EGM and who had not voted through Remote e-voting.

The Members of the Company as on “cut-off” date i.e. May 30, 2024 were entitled to vote on the resolution as contained in the Notice of EGM of the Company.

The Company had made necessary arrangements with CDSL to facilitate Remote e-voting and E-voting during EGM.

The period for Remote e-voting commenced on Wednesday, August 28, 2024 at 9:30 a.m. (I.S.T) and ended on Friday, August 30, 2024 at 5:00 p.m. (I.S.T) and CDSL e-voting system was disabled after aforesaid period.

After the end of the Remote e-voting period on August 30, 2024 at 5.00 p.m., I was provided access to details of the Members who had opted for Remote e-voting. The details of such member like name and membership id of the Member could be seen to ensure that these Members do not vote again at the EGM. However, the manner in which the votes were cast by the Members were not available.

Further, the E-voting was announced during the EGM for those Members who attended the EGM and had not cast their vote earlier through Remote e-voting.

After the closure of the E-voting at the EGM, the report on the E-voting done during the EGM was generated and the voting was diligently scrutinized and reconciled with the vote’s casts under Remote e-voting facility which was unblocked in the presence of two witnesses who were not in employment of the Company.

I, have scrutinized and reviewed the Remote e-voting and E-voting tendered during EGM based on the data downloaded from the e-voting system of CDSL.

**The Consolidated Report on the result of the Remote e-voting and E-voting during the EGM in respect of the Resolution set out in the Notice of the EGM is as under:**

**Item No. 1: Special Resolution**

**APPROVAL AND ADOPTION OF RESTATED ARTICLE OF ASSOCIATION**

(i) Voted **in favor** of the resolution:

Type of Voting	Number of votes	% of total number of valid votes cast
Remote e-Voting	25	96.15
E-Voting during EGM	1	3.85
<b>Total</b>	<b>26</b>	<b>100</b>

(ii) Voted **against** the resolution:

Type of Voting	Number of votes	% of total number of valid votes cast
Remote e-Voting	0	0
E-Voting during EGM	0	0
<b>Total</b>	<b>0</b>	<b>0</b>

(iii) **Invalid** votes:

Particulars	Total number of members voted	Total number of votes cast by them
Remote e-Voting	-	-
E-Voting during EGM	-	-

The resolution stated above i.e Item No. 1 have been passed with requisite majority.

The records relating to electronic voting (Remote e-voting and E-voting during EGM) containing details has been provided to the Company for safe keeping.

Thanking You,

**Sd/-**  
**Umashankar K Hegde**  
**(Scrutinizer)**  
**Practicing Company Secretary**  
**M. No- ACS 22133# C.P No- 11161**  
**ICSI UDIN: A022133F001092477**  
Place: Mumbai  
Date: 31/08/2024

Countersigned  
**For Association of Portfolio Managers in India**

**Sd/-**  
**Neeraj Choksi**  
**Chairman**  
**DIN:00335569**  
Place: Mumbai  
Date: 31/08/2024