

**April 25, 2023**

Dear Shareholders,

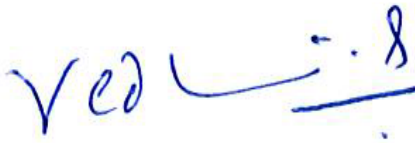
**Sub – Results of Postal Ballot- Notice of Postal Ballot dated March 09, 2023**

The Company has sent Notice of Postal Ballot dated March 09, 2023 seeking the approval of the shareholders through special resolution for the following items:

1. Approval for creation of charge/providing of Security.
2. Approval for the amendment in the object clause of Memorandum of Association

The said special resolutions have been approved by the Shareholders unanimously Please refer to the Scrutiniser Report attached as Annexure 1.

**FOR MICROLAND LIMITED**



**VEDAVALLI S**  
**COMPANY SECRETARY**  
**A15470**



## SCRUTINIZER'S REPORT ON POSTAL BALLOT

To,

The Chairman

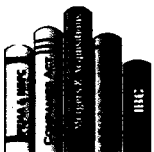
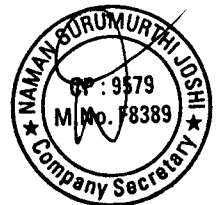
Microland Limited

1B, RMZ Ecospace Belandur

Outer Ring Road Bangalore 560103 IN

Dear Sir,

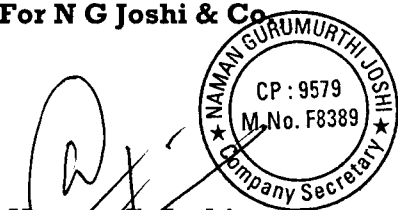
1. In terms of provisions of Section 110 of the Companies Act 2013 read with Companies (Management and Administration Rules), 2014, I was appointed as scrutinizer by the Company on March 9, 2023 to conduct the Postal Ballot as contained in the Notice dated March 9, 2023.
2. I Submit my Report as under:
  - 2.1. The Company has completed the dispatch of Postal Ballot Notice along with Postal Ballot Form and postage business reply envelope on March 21, 2023 by Registered / speed post to its members whose name(s) appeared on the Register of Members as on cut-off date being March 17, 2023.
  - 2.2. The Company has made newspaper advertisement of Notice of Postal Ballot on March 22, 2023 in Local newspaper and English newspaper having wide circulation in the district.
  - 2.3. The Voting period commence on Thursday, March 23, 2023 (09.00 AM) and ended on Friday, April 21, 2023 (05.00 PM).
  - 2.4. Particulars of all the postal ballot forms received from the members have been entered in the register separately maintained for the purpose.
  - 2.5. The postal ballot forms were kept under my safe custody before commencing the scrutiny of such postal ballot forms.
  - 2.6. All postal ballot forms received up to April 21, 2023 being the last date fixed by the Company for receipt of the forms were considered for my scrutiny.
  - 2.7. The postal ballot forms were opened on April 21, 2023 at 5.05 PM in my presence.
  - 2.8. The postal ballot forms were scrutinized and the shareholding was matched/confirmed with the Register of members of the company as on March 17, 2023.
  - 2.9. I did not receive any envelope containing postal ballot form after 5.00 PM April 21, 2023 up to the date of this report.



- 2.10. No envelopes containing postal ballot forms were returned undelivered up to the date of this report.
- 2.11. I noticed and decided to consider Postal Ballot Forms as invalid with the following reasons that,
- 2.11.1. The Shareholding mentioned in the Postal Ballot Form by one of the shareholders was more than the actual holding.
- 2.11.2. A Shareholder had submitted multiple Postal Ballot Forms against the same DP ID and hence only one has been considered. .
- 2.12. I did not find any defaced or mutilated Postal ballot Forms.
3. A Summary of the results of the Postal Ballot forms received is given in **Annexure I**.
4. You may accordingly declare the result of the Voting by Postal Ballot.

Thanking you  
Yours faithfully,

**For N G Joshi & Co.**



**Naman G. Joshi**  
Proprietor  
FCS 8389 CP 9579  
Place: Bangalore  
Date: 25.04.2023  
UDIN: F008389E000191319

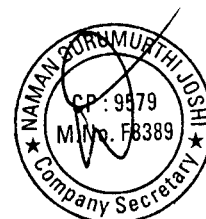
## **Annexure I**

### **(a) RESOLUTION NO 1: (As Special Resolution)**

#### **Approval for creation of charge/providing of Security.**

**“RESOLVED THAT** in supersession to the earlier resolutions, if any, passed in this regard, the consent of the Shareholders be and is hereby accorded, in terms of Section 180(1)(a) and all other applicable provisions , if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) to mortgage, pledge, create charges or hypothecation and to provide securities as may be necessary on all movable and/or immovable properties wherever situated, both present and future, or to sell, lease or otherwise dispose off the whole or substantially the whole of the undertaking of the Company, or where the Company owns more than one undertaking, of the whole or substantially the whole of any such undertaking(s) on such terms and conditions at such time(s) and in such form and manner, and with such ranking as to priority, as the Board in its absolute discretion thinks fit on the whole or substantially the whole of the Company's any one or more of the undertakings or all of the undertakings of the Company in favour of any Bank(s) or Financial Institution(s) or any other Lender(s), Agent(s) and Trustee(s), whether shareholders of the Company or not, to secure borrowing availed or to be availed by the Company, whether by way of debentures, loans, credit facilities, debts, financial obligations or any other securities or otherwise by the Company upto a limit of Rs. 325,00,00,000/- (Rupees Three Hundred and Twenty-Five Crore Only).

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors be and are hereby authorized to finalize with the Bank(s) or Financial Institution(s) or any other Lender(s), Agent(s) and Trustee(s) all such deeds, contracts, instruments, agreements and any other documents for creating the aforesaid mortgages, pledge, charges and /or hypothecations and to accept any modifications to, or to modify, alter or vary, the terms and conditions of the existing deeds, contracts, instruments, agreements, documents and to do all such acts, deeds, matters, things as may be deemed necessary, expedient and incidental thereto and to delegate all or any of its powers herein conferred by this resolution to any Committee of Directors and/ or Directors and/or Officers of the Company to give effect to this resolution”.



**The result of Postal ballot is as under:**

Particulars	Postal ballot		
	No. of members	No. of votes cast	% of valid votes casted
	(Equity shares of Re.1/- each)		
(1) Total Postal ballot forms	53	9,91,25,835	-
(2) Less: invalid postal ballot forms	2	84,000	-
(3) = (1) -(2) Net valid postal ballot forms	51	9,90,41,835	100
(4) Postal ballot forms with assent for the resolution as a percentage of net valid shares	51	9,90,41,835	100
(5) Postal ballot forms with dissent for the Resolution as a percentage of net valid shares.	0	0	0

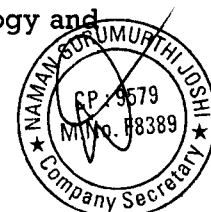
**b) RESOLUTION NO 2: (As Special Resolution)**

**Approval for the amendment in the object clause of Memorandum of Association**

**“RESOLVED THAT** pursuant to Section 13 of the Companies Act, 2013 and the Rules framed thereunder and such other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the consent of the Members be and is hereby granted for alteration of the Object Clause of the Memorandum of Association of the Company by including the following clause (s) in the main Objects of the Company:

**3(A) MAIN OBJECTS OF THE COMPANY TO BE PURSUED ON ITS INCORPORATION:**

6. To be in the business of providing Management Consultancy covering all the branches in areas of business operations, process analysis, strategy development and operational improvement services. including management, commercial, business, statistical, financial, accountancy, information technology, medical, legal, educational, engineering, data processing, communication and other technological social or other services and products towards designing, building and managing business process, technology and people to enable good business outcomes.
7. To establish, design, develop, maintain, organize, conduct, provide, procure or make available consulting services, trainings, coaching programs and products in and outside of India covering all branches of services including management, commercial, business, statistical, financial, accountancy, information technology, medical, legal, educational, engineering, data processing, communication and other technological social or other services and products towards designing, building and managing business process, technology and



people to enable good business outcomes.

**RESOLVED FURTHER THAT** the Board of Directors, Chief Financial Officer and Company Secretary be and are hereby severally authorised to sign all such forms and returns and other documents and to do all such acts, deeds and things as may be necessary to give effect to the aforesaid resolution".

**The result of Postal ballot is as under:**

Particulars	Postal ballot		
	No. of members	No. of votes cast	% of valid votes casted
	(Equity shares of Re.1/- each)		
(6) Total Postal ballot forms	53	9,91,25,835	-
(7) Less: invalid postal ballot forms	2	84,000	-
(8) = (1) -(2) Net valid postal ballot forms	51	9,90,41,835	100
(9) Postal ballot forms with assent for the resolution as a percentage of net valid shares	51	9,90,41,835	100
(10) Postal ballot forms with dissent for the Resolution as a percentage of net valid shares.	0	0	0

Thanking you  
Yours faithfully,  
**For N G Joshi & Co.,**

  
**Naman G. Joshi**  
Proprietor

FCS 8389 CP 9579  
Place: Bangalore  
Date: 25.04.2023  
UDIN: F008389E000191319

