

To,

February 18, 2021

The Members,
Aricent Technologies (Holdings) Limited

Sub: Declaration of results of Postal Ballot conducted by Aricent Technologies (Holdings) Limited ("the Company")

Dear Members,

With reference to the above-mentioned subject, we wish to inform you that the Postal Ballot was duly conducted by the Company as per Postal Ballot Notice dated January 14, 2021. The Scrutinizer has submitted its report on the Postal ballot.

As per the Scrutinizer's Report, the following resolution was passed by the Members of the Company with the requisite majority:

1. Appointment of Statutory Auditors to fill the Casual Vacancy.

Please find enclosed herewith the Scrutinizer's Report on the Postal Ballot (vote cast by way of remote e-voting only) that was conducted by the Company containing details of the number of votes cast for and against each resolution.

Thanking You,

Yours faithfully,
For Aricent Technologies (Holdings) Ltd.



Ashwani Lal
Whole Time Director
DIN- 06985241

Encl: as above

CC: KFin Technologies Private Limited
Selenium Tower No. B, Plot No.31-32,
Gachibowli, Financial District,
Nanakramguda, Hyderabad – 500 032

SCRUTINIZER'S REPORT

ON POSTAL BALLOT E-VOTING OF ARICENT TECHNOLOGIES (HOLDINGS) LIMITED

[Pursuant to Section 108 and 110 of the Companies Act, 2013 and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014]

To,

Mr. Ashwani Lal
Wholetime Director
Aricent Technologies (Holdings) Limited
(CIN: U72100DL2006PLC149728)
5, Jain Mandir Marg (Annexe.),
Connaught Place,
New Delhi -110001

Sub: Report of Scrutinizer on Postal Ballot process conducted through Remote E-voting pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013 ('the Act') read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and MCA circulars in respect of passing of the resolutions contained in the Postal Ballot Notice dated January 14, 2021.

Dear Sir,

I, Jayant Gupta, Practicing Company Secretary having office at FA-156, Lajpat Nagar, Sahibabad, Ghaziabad – 201005, Uttar Pradesh, was appointed as a Scrutinizer by the Board of Directors of ARICENT TECHNOLOGIES (HOLDINGS) LIMITED ('the Company') at their Board Meeting held on January 14, 2021 for the purpose of scrutinizing the remote e-voting by the Members of the Company which was proposed through Postal Ballot notice dated January 14, 2021 ('Notice').

In view of COVID-19 pandemic, the Ministry of Corporate Affairs ('MCA') has prescribed guidelines for holding general meetings/conducting postal ballot process through e-voting vide its General Circular Nos. 14/2020, 17/2020, 22/2020, 33/2020 and 39/2020 dated April 8, 2020, April 13, 2020, June 15, 2020, September 28, 2020 and December 31, 2020, respectively ('MCA Circulars') and in compliance with the applicable provisions of the Act, for the time being in force (including any statutory modification(s) or re-enactments thereof), the resolution as appended below were put before the Member(s) of the Company for Voting through Postal Ballot mechanism. The Voting was allowed by remote e-voting only and no physical postal ballot forms were dispatched to the members, in terms of applicable provisions.



The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to voting through electronic means, by the members on the Resolution proposed in the Postal Ballot Notice dated January 14, 2021, is the responsibility of management. My responsibility as a scrutinizer is to ensure that the voting process, through remote e-voting, is conducted in a fair and transparent manner and render scrutinizer's report of the total votes cast 'in favour or against', if any, to the Chairman or any other authorized personnel of the Company, on the resolution, based on the reports generated from the remote e-voting system of KFin Technologies Private Limited ("KFin"), the authorized agency, to provide remote e-voting facilities and engaged by the Company for that purpose.

I hereby report as under:

1. The Company appointed/engaged KFin, the authorised agency, as the service provider for providing facility of remote e-voting to the members of the Company.
2. The Postal Ballot Notice was sent only through electronic mode to all the members whose e-mail addresses are registered with the Company or with the Depositories/Depository Participants.
3. The Public Notice under clause (v) of sub rule 4 of Rule 20 of the Companies (Management and Administration) Rules, 2014 and advertisement about the dispatch of Notice through electronic mode only was published by the Company on January 20, 2021 in 'The Financial Express' in English and 'Jansatta' in Hindi.
4. The Company dispatched the Postal Ballot Notices by email on January 19, 2021 to 4,809 members whose names were recorded in the Register of Members or in the Register of Beneficial Owners maintained in the Depositories as on the cut-off date i.e. January 15, 2021. Members as on cut-off date were considered for dispatch of Notice and entitled to vote on the Resolution as set out at item no. 1 in the said Notice ('Resolution').
5. The voting through remote e-voting facility commenced on January 20, 2021 at 9:00 A.M. (IST) and concluded on February 18, 2021 at 5:00 P.M. (IST), being the last date for remote e-voting. The Voting during this period was considered for my scrutiny.
6. Pursuant to Rule 20 of Companies (Management & Administration) Rules, 2014, the remote E-Voting on KFin Website was unblocked by me on February 18, 2021 at 05:02 P.M. (IST) in the presence of two independent witnesses viz. Mr. Punit Jain and Mrs. Megha Bansal, who are not in employment of the Company.
7. I hereby report that 66 Equity Shareholders holding in aggregate 128,910,138 Equity shares availed remote E-voting facility to cast their votes on the Resolution proposed in the Notice.
8. The results of voting are as under:

a) As an Ordinary Resolution



Item No.1: Appointment of Statutory Auditors to fill the Casual Vacancy

Particulars	No. of Members	No. of Votes
Total e-voting received	66	128,910,138

Mode	Voted in Favour			Voted Against		
	Members	Votes	Voting%	Members	Votes	Voting %
E-Voting	40	128,907,039	99.998	26	3,099	0.002

Based on the above results, the Ordinary Resolution in Item No. 1 mentioned herein above proposed to the Members of ARICENT TECHNOLOGIES (HOLDINGS) LIMITED stand passed as Ordinary Resolution with requisite majority on February 18, 2021.

The Chairman/ Authorised representative may accordingly declare the result of voting through remote E-voting facility in respect of Ordinary Resolution mentioned in the Notice.

All registers, relevant records and other papers related to e-voting which are in my safe custody have been handed over to the Mr. Ashwani Lal, Whole-time Director of the Company for safe keeping, to the extent applicable.

Thanking you,

Yours faithfully,
For Jayant Gupta & Associates


Jayant Gupta
Proprietor

Membership No. :F7288
PCS No. : 9738
PR No. : 759/2020
UDIN :F007288B003053254



Place: Delhi
Date: February 18, 2021