

MMJB & Associates LLP

Company Secretaries

Ecstasy, 803-804, 8th Floor, Citi of Joy, JSD Road, Mulund (W), Mumbai- 400080, (T) 022-31008600
LLPIN: AAR-9997

Consolidated Report of Scrutinizer on Remote e-voting and electronic voting at the 34th Annual General Meeting (“AGM”)

To,
The Chairman,
Waaree Energies Limited (“the Company”)
602, 6th Floor, Western Edge I, Western Express Highway,
Borivali (East), Mumbai - 400066

Consolidated Scrutinizer’s Report on voting through Remote e-voting and electronic voting at the 34th AGM of the shareholders of the Company, held on Friday, September 27, 2024 at 11:00 a.m. (IST) through video conferencing (“VC”) /other audio-visual means (“OAVM”) in terms of provisions of the Companies Act, 2013 (herein after the “Act”) read with the Rules issued there under.

- A. I, Omkar Dindorkar (Membership No. A43029), Designated Partner M/s. MMJB & Associates LLP, Practicing Company Secretaries, appointed as Scrutinizer in the meeting of Board of Directors of the Company held on September 02, 2024 to conduct the following:
- (i) **Remote e-voting** process done by the shareholders of the Company pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014; and
 - (ii) **Electronic Voting at the AGM** under the provisions of Rule 21 of the Companies (Management and Administration) Rules, 2014 at the 34th AGM of the shareholders of the Company, held on Friday, September 27, 2024 at 11:00 a.m. (IST)
- B. Pursuant to Section 101, 108 of the Act and Rule 20 of Companies (Management & Administration) Rules 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Company has confirmed that the electronic copy of the Notice convening the 34th AGM of the Company and explanatory statement along with the process of electronic voting at the AGM and remote e-voting were sent to the shareholders of the Company whose e-mail addresses were registered with the Company/ Company’s Registrar and Share Transfer Agent /the Depository Participant(s) for communication purposes in compliance with the General Circular No. 09/2023 dated 25th September 2023, other circulars issued by the Ministry of Corporate Affairs from time to time and, the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India. The Company has completed dispatch of Notice along with explanatory statement on September 05, 2024, only through electronic mode, to those members whose name(s) appeared in the Register of Members of the Company or Register of Beneficial Owner maintained by the Depositories as on Friday, August 30, 2024.

- C. The Company had appointed Link Intime India Private Limited (“Linkintime”), the Registrar and Transfer Agent of the Company for the remote e-voting facility and conducting the electronic voting by the shareholders of the Company at the AGM. After the time fixed for closing of electronic voting at AGM by the Chairman, voting was closed by us and votes cast were unblocked.
- D. The remote e-voting commenced on Monday, September 23, 2024 at 9:00 a.m. (IST) and ended on Thursday, September 26, 2024 at 5:00 p.m. (IST) and the Linkintime remote e-voting portal was blocked for voting thereafter.
- E. The Register, in accordance with Rule 20(4)(xiv) of the Companies (Management and Administration) Rules, 2014, has been maintained electronically to record the assent or dissent received, mentioning the particulars of name, address, folio number or client ID of the members, number of shares held by them and and nominal value of such shares. There were no shares with differential voting rights in the Company, hence there is no requirement of maintaining the list of shares with differential voting rights.
- F. On the basis of the votes exercised by the shareholders through remote e-voting and by way of electronic voting at the AGM, I have issued Scrutinizer’s Report dated September 28, 2024.
- G. Based on the votes exercised by the shareholders of the Company through remote e-Voting I have issued separate Scrutinizer’s Report dated September 28, 2024.

Date of AGM	September 27, 2024
Total number of shareholders on record date (i.e. as on September 20, 2024)	9,681
No. of shareholders present in the meeting either in person or through proxy:	
Promoter and Promoter group	NA
Public	NA
No. of shareholders attended the meeting through Video Conferencing:	
Promoter and Promoter group	4
Public	66

Resolution Item No. 1 - Ordinary Resolution:

To receive, consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2024, together with the reports of the Board of Directors and the Auditors thereon.

Sr. No	Promoter/ Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstandi ng shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
			[1]	[2]	[3]=[2]/(1) *100	[4]	[5]	[6]=[4]/(2 <td>[7]=[5]/(2<br)]="" *100<="" td=""/> </td>	[7]=[5]/(2
1	Promoter and Promoter Group	Remote E-Voting	18,90,82,083	11,90,70,643	62.9730	11,90,70,643	0	100.0000	0.0000
		E- Voting at AGM		0	0.0000	0	0	0.0000	0.0000
		Total		11,90,70,643	62.9730	11,90,70,643	0	100.0000	0.0000
2	Public - Institutional holders	Remote E-Voting	9,09,451	0	0.0000	0	0	0.0000	0.0000
		E- Voting at AGM		0	0.0000	0	0	0.0000	0.0000
		Total		0	0.0000	0	0	0.0000	0.0000
3	Public- Others	Remote E-Voting	7,33,03,072	3,68,87,030	50.3213	3,68,87,023	7	100.0000	0.0000
		E- Voting at AGM		29,451	0.0402	29,451	0	100.0000	0.0000
		Total		3,69,16,481	50.3614	3,69,16,474	7	100.0000	0.0000
Total			26,32,94,606	15,59,87,124	59.2443	15,59,87,117	7	100.0000	0.0000

Resolution Item No. 2 - Ordinary Resolution:

To receive, consider and adopt the audited consolidated financial statement of the Company for the financial year ended March 31, 2024, together with the report of Auditors thereon.

Sr. No	Promoter/ Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstandi ng shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
			[1]	[2]	[3]=[2]/(1) *100	[4]	[5]	[6]=[4]/(2) *100	[7]=[5]/(2) *100
1	Promoter and Promoter Group	Remote E-Voting	18,90,82,083	11,90,70,643	62.9730	11,90,70,643	0	100.0000	0.0000
		E- Voting at AGM		0	0.0000	0	0	0.0000	0.0000
		Total		11,90,70,643	62.9730	11,90,70,643	0	100.0000	0.0000
2	Public - Institutional holders	Remote E-Voting	9,09,451	0	0.0000	0	0	0.0000	0.0000
		E- Voting at AGM		0	0.0000	0	0	0.0000	0.0000
		Total		0	0.0000	0	0	0.0000	0.0000
3	Public- Others	Remote E-Voting	7,33,03,072	3,68,87,030	50.3213	3,68,87,023	7	100.0000	0.0000
		E- Voting at AGM		29,451	0.0402	29,451	0	100.0000	0.0000
		Total		3,69,16,481	50.3614	3,69,16,474	7	100.0000	0.0000
Total			26,32,94,606	15,59,87,124	59.2443	15,59,87,117	7	100.0000	0.0000

Resolution Item No. 3 - Ordinary Resolution:

To appoint a Director in place of Mr. Viren Chimanlal Doshi (DIN: 00207121) who retires by rotation and, being eligible, offers himself for re-appointment.

Sr. No	Promoter/ Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstan ding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
			[1]	[2]	[3]=[2]/(1)*100	[4]	[5]	[6]=[4]/(2)*100	[7]=[5]/(2)*100
1	Promoter and Promoter Group	Remote E-Voting	18,90,82,083	11,90,70,643	62.9730	11,90,70,643	0	100.0000	0.0000
		E- Voting at AGM		0	0.0000	0	0	0.0000	0.0000
		Total		11,90,70,643	62.9730	11,90,70,643	0	100.0000	0.0000
2	Public - Institutional holders	Remote E-Voting	9,09,451	0	0.0000	0	0	0.0000	0.0000
		E- Voting at AGM		0	0.0000	0	0	0.0000	0.0000
		Total		0	0.0000	0	0	0.0000	0.0000
3	Public- Others	Remote E-Voting	7,33,03,072	3,68,87,030	50.3213	3,68,87,023	7	100.0000	0.0000
		E- Voting at AGM		29,451	0.0402	29,451	0	100.0000	0.0000
		Total		3,69,16,481	50.3614	3,69,16,474	7	100.0000	0.0000
Total			26,32,94,606	15,59,87,124	59.2443	15,59,87,117	7	100.0000	0.0000

Resolution Item No. 4 - Ordinary Resolution:

Ratification of Cost Auditors Remuneration for FY 2024-25.

Sr. No	Promoter/ Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstandi ng shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
			[1]	[2]	[3]=[2]/(1) *100	[4]	[5]	[6]=[4]/(2 <td>[7]=[5]/(2) *100</td>	[7]=[5]/(2) *100
1	Promoter and Promoter Group	Remote E-Voting	18,90,82,083	11,90,70,643	62.9730	11,90,70,643	0	100.0000	0.0000
		E- Voting at AGM		0	0.0000	0	0	0.0000	0.0000
		Total		11,90,70,643	62.9730	11,90,70,643	0	100.0000	0.0000
2	Public - Institutional holders	Remote E-Voting	9,09,451	0	0.0000	0	0	0.0000	0.0000
		E- Voting at AGM		0	0.0000	0	0	0.0000	0.0000
		Total		0	0.0000	0	0	0.0000	0.0000
3	Public- Others	Remote E-Voting	7,33,03,072	3,68,87,030	50.3213	3,68,87,023	7	100.0000	0.0000
		E- Voting at AGM		29,451	0.0402	29,451	0	100.0000	0.0000
		Total		3,69,16,481	50.3614	3,69,16,474	7	100.0000	0.0000
Total			26,32,94,606	15,59,87,124	59.2443	15,59,87,117	7	100.0000	0.0000

Resolution Item No. 5-Special Resolution:

To borrow in excess of the limits provided under section 180 (1)(c) of the Companies Act, 2013.

Sr. No	Promoter/ Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstandi ng shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
			[1]	[2]	[3]=[2]/(1) *100	[4]	[5]	[6]=[4]/(2 <th>[7]=[5]/(2) *100</th>	[7]=[5]/(2) *100
1	Promoter and Promoter Group	Remote E-Voting	18,90,82,083	11,90,70,643	62.9730	11,90,70,643	0	100.0000	0.0000
		E- Voting at AGM		0	0.0000	0	0	0.0000	0.0000
		Total		11,90,70,643	62.9730	11,90,70,643	0	100.0000	0.0000
2	Public - Institutional holders	Remote E-Voting	9,09,451	0	0.0000	0	0	0.0000	0.0000
		E- Voting at AGM		0	0.0000	0	0	0.0000	0.0000
		Total		0	0.0000	0	0	0.0000	0.0000
3	Public- Others	Remote E-Voting	7,33,03,072	3,68,87,030	50.3213	3,68,87,023	7	100.0000	0.0000
		E- Voting at AGM		29,451	0.0402	29,451	0	100.0000	0.0000
		Total		3,69,16,481	50.3614	3,69,16,474	7	100.0000	0.0000
Total			26,32,94,606	15,59,87,124	59.2443	15,59,87,117	7	100.0000	0.0000

Resolution Item No. 6 - Special Resolution:

To mortgage / create charge on the assets of the Company as a security towards borrowings.

Sr. No	Promoter/ Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
			[1]	[2]	[3]=[2]/(1)*100	[4]	[5]	[6]=[4]/(2)*100	[7]=[5]/(2)*100
1	Promoter and Promoter Group	Remote E-Voting	18,90,82,083	11,90,70,643	62.9730	11,90,70,643	0	100.0000	0.0000
		E- Voting at AGM		0	0.0000	0	0	0.0000	0.0000
		Total		11,90,70,643	62.9730	11,90,70,643	0	100.0000	0.0000
2	Public - Institutional holders	Remote E-Voting	9,09,451	0	0.0000	0	0	0.0000	0.0000
		E- Voting at AGM		0	0.0000	0	0	0.0000	0.0000
		Total		0	0.0000	0	0	0.0000	0.0000
3	Public-Others	Remote E-Voting	7,33,03,072	3,68,87,030	50.3213	3,68,87,023	7	100.0000	0.0000
		E- Voting at AGM		29,451	0.0402	29,451	0	100.0000	0.0000
		Total		3,69,16,481	50.3614	3,69,16,474	7	100.0000	0.0000
Total			26,32,94,606	15,59,87,124	59.2443	15,59,87,117	7	100.0000	0.0000

Resolution Item No. 7 - Ordinary Resolution:

To approve Material Related Party Transactions with Waaree Renewables Technologies Limited a subsidiary of the Company.

Sr. No	Promoter/ Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
			[1]	[2]	[3]=[(2)/(1)]*100	[4]	[5]	[6]=[(4)/(2)]*100	[7]=[(5)/(2)]*100
1	Promoter and Promoter Group	Remote E-Voting	18,90,82,083	0	0.0000	0	0	0.0000	0.0000
		E- Voting at AGM		0	0.0000	0	0	0.0000	0.0000
		Total		0	0.0000	0	0	0.0000	0.0000
2	Public - Institutional holders	Remote E-Voting	9,09,451	0	0.0000	0	0	0.0000	0.0000
		E- Voting at AGM		0	0.0000	0	0	0.0000	0.0000
		Total		0	0.0000	0	0	0.0000	0.0000
3	Public- Others	Remote E-Voting	7,33,03,072	3,50,25,419	47.7816	3,50,25,412	7	100.0000	0.0000
		E- Voting at AGM		29,451	0.0402	29,451	0	100.0000	0.0000
		Total		3,50,54,870	47.8218	3,50,54,863	7	100.0000	0.0000
Total			26,32,94,606	3,50,54,870	13.3139	3,50,54,863	7	100.0000	0.0000

Resolution Item No. 8 - Ordinary Resolution:

To approve Material Related Party Transactions with Indosolar Limited a subsidiary of the Company.

Sr. No	Promoter/ Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstan- ding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
			[1]	[2]	[3]=[2]/(1)*100	[4]	[5]	[6]=[4]/(2)*100	[7]=[5]/(2)*100
1	Promoter and Promoter Group	Remote E-Voting	18,90,82,083	0	0.0000	0	0	0.0000	0.0000
		E- Voting at AGM		0	0.0000	0	0	0.0000	0.0000
		Total		0	0.0000	0	0	0.0000	0.0000
2	Public - Institutional holders	Remote E-Voting	9,09,451	0	0.0000	0	0	0.0000	0.0000
		E- Voting at AGM		0	0.0000	0	0	0.0000	0.0000
		Total		0	0.0000	0	0	0.0000	0.0000
3	Public- Others	Remote E-Voting	7,33,03,072	3,50,25,419	47.7816	3,50,25,412	7	100.0000	0.0000
		E- Voting at AGM		29,451	0.0402	29,451	0	100.0000	0.0000
		Total		3,50,54,870	47.8218	3,50,54,863	7	100.0000	0.0000
Total			26,32,94,606	3,50,54,870	13.3139	3,50,54,863	7	100.0000	0.0000

H. As requested by the management, I am submitting herewith a consolidated report on the results of remote e-voting together with the results of the electronic voting facilitated at the AGM.

It is to be noted that:

1. The votes cast does not include abstained votes.
2. Votes Cast by the related parties and interested parties are excluded in respective resolutions.
3. All the aforesaid resolutions were passed with requisite majority.

Thanking you,
Yours faithfully,

**For MMJB & Associates LLP
Company Secretaries**

For Waaree Energies Limited

**Omkar Dindorkar
Designated Partner
ACS: 43029
CP: 24580
PR: 2826/2022
UDIN: A043029F001363920
Place: Mumbai
Date: 28.09.2024**

**Rajesh Ghanshyam Gaur
Company Secretary
Membership No.: 34629
Place: Mumbai
Date: 28.09.2024**