

CONSOLIDATED SCRUTINIZER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India]

To,
The Chairman
B9 Beverages Limited
7, Scindia House, 1st Floor,
K. G. Marg, Connaught Place,
New Delhi - 110001

Dear Sir,

Subject: Consolidated Scrutinizer's Report on remote e-voting and e-voting at the 12th Annual General Meeting ("AGM") of Members of B9 Beverages Limited held on Wednesday, March 05, 2025 at 02:30 P.M. (IST) conducted through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM")

- 1) I, Mohit Chaurasia, Advocate of M/s Mohit Chaurasia & Associates, Corporate and Legal Advisors, New Delhi, was appointed as Scrutinizer by the Board of Directors of B9 Beverages Limited ("the Company") for the purpose of scrutinizing the e-voting process (i.e. remote e-voting and e-voting during AGM) in respect of resolutions set out at the 12th AGM of the Company held on Wednesday, March 05, 2025, at 02:30 pm (IST) conducted through VC/ OAVM, in accordance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, and the Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India (as amended from time to time).
- 2) The 12th AGM of the Company was conducted as per the directives issued by the Ministry of Corporate Affairs through General Circular Nos. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 5, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No. 19/2021 dated December 8, 2021, Circular No. 21/2021 dated December 14, 2021, Circular No. 2/2022 dated May 5, 2022, Circular No. 10/2022 dated December 28, 2022, Circular No. 09/2023 dated September 25, 2023 and Circular No. 09/2024 dated September 19, 2024 in relation to "Clarification on holding of AGM through video conferencing ("VC") or Other Audio Visual Means ("OAVM") read with other Circulars, as may be applicable (collectively referred to as "MCA Circulars").



- 3) The Shareholders holding shares as on the cut-off date, i.e. Friday, February 21, 2025 were entitled to vote on the proposed 07 (Seven) resolutions as mentioned in the Notice of the 12th AGM read with Corrigendum to the Notice of 12th AGM of the Company. The notice of the 12th Annual General Meeting of the Company originally included 10(Ten) resolutions for shareholder's consideration. However, as per the Corrigendum to the Notice of the 12th AGM issued on Friday, February 28, 2025, followings changes were introduced:
- The date of the 12th AGM of the Company was rescheduled to Wednesday, March 05, 2025 at 02:30 P.M. IST, instead of Friday, February 28, 2025;
 - Change in the voting period, i.e. from Tuesday, February 25, 2025 - Thursday, February 27, 2025 to Sunday, March 02, 2025 - Tuesday, March 04, 2025;
 - Item(s) No. 5, 6 and 7 were withdrawn and declared not to be considered/passed at this AGM.

Accordingly, only 07 (Seven) resolutions, were placed before the shareholders for voting. Therefore, the results of the remote e-voting and e-voting conducted at the AGM are based on these 07 resolutions.

- The Company had availed the facility offered by CDSL for providing remote e-voting and e-voting during the 12th AGM of the Company.
- CDSL had provided the e-voting facility for voting conducted during the remote e-voting period (i.e. from March 02, 2025 to March 04, 2025) and during the 12th AGM i.e. on March 05, 2025 on all the items of the business sought to be transacted at the 12th AGM. The electronic voting facility was set up by CDSL on their website, www.evotingindia.com.
- The Members of the Company as on the "Cut-off Date" i.e. Friday February 21, 2025 were entitled to avail the facility of remote e-voting as well as e- voting during the 12th AGM on the proposed resolution(s) as set out in the Notice of the 12th AGM.
- The facility to vote electronically (e-voting) during the 12th AGM, was provided to facilitate only those Members who attended the 12th AGM through VC/OAVM but could not participate in the remote e-voting to record their votes.
- The Company has received various representations regarding technical issues being faced by few shareholders of the Company while casting their votes through electronic platform and who had not able to cast their vote, to which, it has been agreed and decided upon confirmation from the Chairman of the meeting and in due discussion with us as Scrutinizer to the meeting, to circulate the Polling Papers and to obtain the voting results from them, the Polling papers were duly circulated and

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the votes had been casted by the relevant shareholders. However, the facility of casting their votes through Polling paper(s) at the Annual General Meeting has been provided to only those shareholders present at the Annual General Meeting and who have not casted their vote(s) through remote e-voting and e-voting facility due to the non- working of the link provided by CDSL.

9) Scrutinizer's Responsibility:

The management of the Company is responsible to ensure the compliance with the requirements of the Act and Rules relating to remote e-voting and e-voting during the AGM on the resolutions contained in the Notice of the 12th AGM of the Company. My responsibility as a Scrutinizer for the remote e-voting process and for the process of e-voting during the 12th AGM, is restricted to make a Scrutinizer's Report of the votes cast in "FAVOR" or "AGAINST" the resolution(s) stated in the Notice of the 12th AGM of the Company, based on the reports generated from the electronic voting system provided by NSDL.

10) On Wednesday, March 05, 2025, after completion of the e-voting at the 12th AGM, the system provided by the CDSL was duly unblocked by me as a Scrutinizer in the presence of Ms. Kumkum Sharma and Ms. Madhuri Gupta who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence:

Name of the Witness	Kumkum Sharma	Madhuri Gupta
Signature of the Witness		

Thereafter, I as a Scrutinizer duly compiled the details of the remote e-voting and the e-voting during the 12th AGM, the voting results are summarized below:

Details	Remote E-Voting	E-Voting at AGM	Polling Papers	Total
Number of Shareholders who casted their votes	27	NIL	12	39
Total votes casted	13896027	NIL	38135204	52031231
Valid votes	As per details provided under each Resolution(s) mentioned below.			

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Invalid/Abstain Votes	9250186
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- 11) After completion of e-voting at the 12th AGM, the data of remote e-voting and e-voting at AGM was diligently scrutinized. Thereafter, data of remote e-voting and e-voting at 12th AGM were reconciled with the records maintained by the Registrar and Share Transfer Agent of the Company. Detailed registers were maintained containing the summary of results of remote e-voting and e-voting at AGM.
- 12) The Members exercised their voting either by remote e-voting or e-voting at the 12th AGM. There was no member who opted for both the facilities.
- 13) As requested by the management, I submit herewith my consolidated report on the results of remote e-voting together with that of e-voting at the 12th AGM as under:

(a) ITEM 1 OF THE NOTICE

TO RECEIVE, CONSIDER AND ADOPT: -

- (a) THE STANDALONE AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024 AND THE REPORT OF THE BOARD OF DIRECTORS AND AUDITORS THEREON.
- (b) THE CONSOLIDATED AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024 AND THE REPORTS OF THE AUDITORS THEREON.

Ordinary Resolution					
Number of Valid Votes					
Particulars	E-Voting at the AGM	Remote e-voting	Polling Papers	Total	Percentage
Assent	NIL	13876027	27744210	41620237	97.29
Dissent	NIL	20000	1140808	1160808	2.71
TOTAL	NIL	13896027	28885018	42781045	100

Therefore, the Resolution No. 1 has been approved with requisite majority.

(b) ITEM 2 OF THE NOTICE

APPROVAL OF MEMBERS FOR THE WAIVER OF RECOVERY OF REMUNERATION PAID TO MR. ANKUR JAIN (DIN 01846010), MANAGING DIRECTOR OF THE COMPANY.

Ordinary Resolution

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Particulars	Number of Valid Votes				Percentage
	E-Voting at the AGM	Remote e-voting	Polling Papers	Total	
Assent	NIL	13725240	38135204	51860444	99.67
Dissent	NIL	170787	NIL	170787	0.33
TOTAL	NIL	13896027	38135204	52031231	100

Therefore, the Resolution No. 2 has been approved with requisite majority.

(c) ITEM 3 OF THE NOTICE

APPROVAL FOR THE WAIVER OF RECOVERY OF REMUNERATION PAID TO MS. ANKEETA PAWA (DIN 08262657), DIRECTOR OF THE COMPANY

Particulars	Special Resolution Number of Valid Votes				Percentage
	E-Voting at the AGM	Remote e-voting	Polling Papers	Total	
Assent	NIL	13725230	38135204	51860434	99.67
Dissent	NIL	170797	NIL	170797	0.33
TOTAL	NIL	13896027	38135204	52031231	100

Therefore, the Resolution No. 3 has been approved with requisite majority.

(d) ITEM 4 OF THE NOTICE

APPROVAL FOR THE WAIVER OF RECOVERY OF REMUNERATION PAID TO MS. SHASHI JAIN (DIN 02040476), DIRECTOR OF THE COMPANY

Particulars	Special Resolution Number of Valid Votes				Percentage
	E-Voting at the AGM	Remote e-voting	Polling Papers	Total	
Assent	NIL	13725230	38135204	51860434	99.67
Dissent	NIL	170797	NIL	170797	0.33
TOTAL	NIL	13896027	38135204	52031231	100

Therefore, the Resolution No. 4 has been approved with requisite majority.

(e) ITEM 8 OF THE NOTICE

APPOINTMENT OF MR. RAMASWAMY PARTHASARATHY AS AN INDEPENDENT

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DIRECTOR

Special Resolution					
Number of Valid Votes					
Particulars	E-Voting at the AGM	Remote e-voting	Polling Papers	Total	Percentage
Assent	NIL	13875877	38135204	52011081	99.96
Dissent	NIL	20150	NIL	20150	0.04
TOTAL	NIL	13896027	38135204	52031231	100

Therefore, the Resolution No. 8 has been approved with requisite majority.

(f) ITEM 9 OF THE NOTICE

APPOINTMENT OF MR. ASHUTOSH GUPTA AS AN INDEPENDENT DIRECTOR

Special Resolution					
Number of Valid Votes					
Particulars	E-Voting at the AGM	Remote e-voting	Polling Papers	Total	Percentage
Assent	NIL	13876027	38135204	52011231	99.96
Dissent	NIL	20000	NIL	20000	0.04
TOTAL	NIL	13896027	38135204	52031231	100

Therefore, the Resolution No. 9 has been approved with requisite majority.

(g) ITEM 10 OF THE NOTICE

APPROVAL TO ISSUE FULLY PAID UP, UNLISTED, SECURED, REDEEMABLE NON-CONVERTIBLE DEBENTURES (DEBENTURES) FOR AN AMOUNT OF UPTO INR 100,00,00,000/- (INDIAN RUPEES ONE HUNDRED CRORES ONLY) IN ONE OR MORE TRANCHES

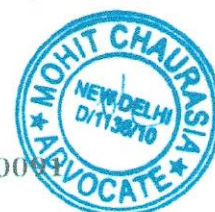
Special Resolution					
Number of Valid Votes					
Particulars	E-Voting at the AGM	Remote e-voting	Polling Papers	Total	Percentage
Assent	NIL	13876027	38135204	52011231	99.96
Dissent	NIL	20000	NIL	20000	0.04
TOTAL	NIL	13896027	38135204	52031231	100

Therefore, the Resolution No. 10 has been approved with requisite majority.

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- 14) Based on the foregoing, all the resolutions as stated in the Notice of the 12th AGM read with the Corrigendum to the Notice of 12th AGM are deemed to have been passed with the requisite majority on the date of the 12th AGM i.e. Wednesday, March 05, 2025.
- 15) The electronic data and all other relevant records relating to the remote e-voting and e-voting at the 12th AGM is under my safe custody and will be handed over to the Company Secretary and Compliance Officer for preserving safely after the Chairman considers, approves and signs the minutes of the 12th AGM.

Thanking You,
Yours Faithfully

For Mohit Chaurasia & Associates,
Corporate and Legal Advisors


Mohit Chaurasia
Advocate
Regn No.- D/1136/2010



Counter-signed by:
For B9 Beverages Limited


Ankur Jain
Managing Director



Date: March 07,2025
Place: New Delhi

Date: March 07,2025
Place: New Delhi

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