

To,
The Manager (Listing)
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai – 400001

Date: 07th August, 2023

SUBJECT: VOTING RESULTS & SCRUTINIER'S REPORT OF THE 31ST ANNUAL GENERAL MEETING ("AGM") OF BITS LIMITED ("THE COMPANY")

Dear Sir/Ma'am,

The 31ST Annual General Meeting (AGM) of the members of Bits Limited ('the Company') has been duly convened and held on Sunday, 06th August, 2023 at 05:00 P.M. through Video Conferencing in accordance with the applicable provisions of the Companies Act, 2013 read with MCA General Circular No. 14/2020, 17/2020, 20/2020, 02/2021, 19/2021, 21/2021, 02/2022 and 10/2022 dated 08th April, 2020, 13th April, 2020, 05th May, 2020, 13th January, 2021, 08th December, 2021, 14th December, 2021, 05th May, 2022 and 12th December, 2022 respectively and SEBI Circular dated 12/05/2020, 15/01/2021, 13/05/2022 and 15/01/2023 to transact the business as stated in the Notice dated 10th July, 2023 convening the AGM.

In this regard, please find enclosed the following:

- 1) Voting results of the business transacted at the AGM, as required under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – **Annexure-I**.
- 2) Report of the Scrutinizer dated 07th August, 2023 pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 – **Annexure-II**.

The Voting Results along with the Scrutinizer's Report dated 07th August, 2023 are made available on the Company's website at www.bits.net.in

You are requested to kindly take the same on your record and oblige.

Thanking You

Yours Faithfully,
For Bits Limited

Omprakash Ramashankar Pathak
Managing Director
DIN - 01428320

Voting Results

(Disclosure as per Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

Date of AGM	Sunday, 06 th August, 2023
Total Number of Shareholders on Record Date	16844
No. of Shareholders present in the Meeting either in person or through proxy: -	N. A.
Promoters and Promoter Group:	N.A.
Public:	N.A.
No. of Shareholders attended the Meeting through Video Conferencing: -	
Promoters and Promoter Group:	1
Public:	32

Resolution No.			1					
Resolution Required: (Ordinary/Special)			Ordinary Resolution					
Whether Promoter/Promoter Group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of Shares held (1)	No. of Voted Polled (2)	% of Votes Polled on Outstanding Shares (3) = $[(2)/(1)] * 100$	No. of Votes-In favour (4)	No. of Vote s-Agai nst (5)	% of Votes in Favour on Votes Polled (6) = $[(4)/(2)] * 100$	% of Votes Against on votes Polled (7) = $[(5)/(2)] * 100$
Promoter and Promoter Group	Remote E-Voting	72799186	7,27,99,186	100	7,27,99,186	0	100	0
	E-voting at AGM		0	0	0	0	100	0
	Total		72799186	100	72799186	0	100	0
Public-Institutions	Remote E-Voting	77500	0	0	0	0	0	0
	E-voting at AGM		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public - Non-Institutions	Remote E-Voting	38998314	15265	0.04	10765	4500	70.52	29.48
	E-voting at AGM		500	0	500	0	100	0
	Total		38998314	15765	11265	4500	71.45	28.55
TOTAL		111875000	72814951	65.09	72810451	4500	99.99	0.01

Resolution No.			2					
Resolution Required: (Ordinary/Special)			Ordinary Resolution					
Whether Promoter/Promoter Group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of Shares held (1)	No. of Voted Polled (2)	% of Votes Polled on Outstanding Shares (3) = [(2)/ (1)] *100	No. of Votes-In favour (4)	No. of Vote s-Agai nst (5)	% of Votes in Favour on Votes Polled (6) = [(4)/ (2)] *100	% of Votes Against on votes Polled (7) = [(5)/ (2)] *100
Promoter and Promoter Group	Remote E-Voting	72799186	7,27,99,186	100	7,27,99,186	0	100	0
	E-voting at AGM		0	0	0	0	100	0
	Total	72799186	72799186	100	72799186	0	100	0
Public-Institutions	Remote E-Voting	77500	0	0	0	0	0	0
	E-voting at AGM		0	0	0	0	0	0
	Total	77500	0	0	0	0	0	0
Public - Non-Institutions	Remote E-Voting	38998314	15265	0.04	10765	4500	70.52	29.48
	E-voting at AGM		500	0	500	0	100	0
	Total	38998314	15765	0.04	11265	4500	71.45	28.55
TOTAL		111875000	72814951	65.09	72810451	4500	99.99	0.01

Resolution No.			3					
Resolution Required: (Ordinary/Special)			Ordinary Resolution					
Whether Promoter/Promoter Group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of Shares held (1)	No. of Voted Polled (2)	% of Votes Polled on Outstanding Shares (3) = [(2)/(1)] *100	No. of Votes-In favour (4)	No. of Votes- Against (5)	% of Votes in Favour on Votes Polled (6) = [(4)/(2)] *100	% of Votes Against on votes Polled (7) = [(5)/(2)] *100
Promoter and Promoter Group	Remote E-Voting	72799186	7,27,99,186	100	7,27,99,186	0	100	0
	E-voting at AGM		0	0	0	0	100	0
	Total	72799186	72799186	100	72799186	0	100	0
Public-Institutions	Remote E-Voting	77500	0	0	0	0	0	0
	E-voting at AGM		0	0	0	0	0	0
	Total	77500	0	0	0	0	0	0
Public - Non-Institutions	Remote E-Voting	38998314	15265	0.04	10765	4500	70.52	29.48
	E-voting at AGM		500	0	500	0	100	0
	Total	38998314	15765	0.04	11265	4500	71.45	28.55
TOTAL		111875000	72814951	65.09	72810451	4500	99.99	0.01

Annexure - III

Consolidated Report of Scrutinizer on remote e -voting and voting at the Annual General Meeting

[Pursuant to section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014]

To,

The Chairman of the 31st Annual General Meeting of Members of Bits Limited held on Sunday, 06th August, 2023 at 05:00 P.M. through Video Conferencing in accordance with the applicable provisions of the Companies Act, 2013 read with MCA General Circular No. 14/2020, 17/2020, 20/2020, 02/2021, 19/2021, 21/2021, 02/2022 and 10/2022 dated 08th April, 2020, 13th April, 2020, 05th May, 2020, 13th January, 2021, 08th December, 2021, 14th December, 2021, May 05, 2022 and 12th December, 2022 respectively and SEBI Circular dated 12/05/2020, 15/01/2021, 13/05/2022 and 05/01/2023.

Consolidated Report on the 31st AGM, Notice dated 10th day of July, 2023 of M/s Bits Limited conducted through remote e-voting and e-voting at AGM as per provisions of Section 108 of Companies Act, 2013 read with Rule 20 of the Companies (Management & Administration) Rules, 2014.

Dear Sir,

I, Pritika Nagi, Practicing Company Secretary (Membership No ACS 29544, CP No: 11279), being the proprietor of M/s Pritika Nagi & Associates, Company Secretaries, having office at 3041, Street No. 12A, Ranjit Nagar, South Patel Nagar, New Delhi- 110008, has been appointed by the board of directors of M/s Bits Limited ("the Company") as Scrutinizer for the purpose of scrutinizing remote e-voting process and e-voting at AGM as per the provisions of Section 108 of Companies Act, 2013 and Rule 20 of the Companies (Management & Administration) Rules, 2014 on the resolutions set out in the Notice dated 10th day of July, 2023 for 31st Annual General Meeting (AGM) of the members of M/s Bits Limited held on Sunday, 06th August, 2023 at 05:00 P.M. through Video Conferencing.



I hereby submit the report as under:

1. The remote-e voting period commenced on Thursday, 03rd August, 2023 at 09:00 A.M. and ended on Saturday, 05th August, 2023 at 05:00 P.M. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, the Annual Report including audited financial statements for the financial year 2023 including notice of 31st AGM is being sent only through electronic mode to the shareholders whose names appear on the Register of members/ list of Beneficial Owners, as received from National Securities Depository Limited (NSDL)/ Central Depository Services Limited (CDSL) on 07th July, 2023.

The required paper advertisement with respect to the shareholders (whose Email-Id was not registered), inter alia by way of seeking updation of mail ids to a dedicated email id/on-line process was published in newspapers in English in Financial Express and in Hindi in Jansatta on 10th July, 2023.

2. The Company has engaged the services of National Securities Depository Limited (NSDL) as the Authorized Agency to provide secured system for remote e- voting process.
3. The Cut-off date for the purpose of determining the entitlement for voting, by remote e- voting or e-voting at the AGM on the proposed resolutions was 29th July, 2023.
4. The votes casted through e-voting system at the AGM and the votes casted through remote E-voting were unblocked on 06th August, 2023 around 05:35 P.M. in my presence along with two witnesses.

Ms. Raini Nagi
711, 7th Floor, New Delhi
House, Barakhamba Road, New
Delhi-110001

Mr. Vijay Pal Shukla
Add: 4/18. Shashi Building. Asaf
Ali Road, New Delhi - 110001

who are not in the employment of the Company. They have signed below in confirmation of the remote e-votes being unblocked in their presence.



Name: Ms. Raini Nagi

Name: Mr. Vijay Pal Shukla

5. Based on the reports generated from the remote e-voting website National Securities Depository Limited (NSDL) www.evoting.nsdl.com and e-voting at the 31st AGM, the consolidated report on the result of voting on each resolution are given hereunder:

Resolution 1 - Proposed as Ordinary Resolution

To receive, consider and adopt: -

- a) The Standalone Audited Financial Statements of the company for the Financial Year ended 31st March, 2023 along with the Reports of the Directors and Auditors' thereon;
- b) The Consolidated Audited Financial Statements of the company for the Financial Year ended 31st March, 2023 along with the Reports of the Directors and Auditors' thereon

i. Voted In Favour of Resolution:

Mode of Voting	Number of Members voted	Number of Votes Cast in favour of resolution	% of total number of valid votes cast
a) Remote E-voting	23	72809951	100
b) E- Voting at AGM	1	500	100
Total	24	72810451	100

ii. Voted against the Resolution:

Mode of Voting	Number of Members voted	Number of Votes Cast against of resolution	% of total number of valid votes cast
a) Remote E-voting	15	4500	100
b) E- Voting at AGM	0	0	0
Total	15	4500	100

Resolution 2 - Proposed as Ordinary Resolution

To appoint a Director in place of Mr. Ankit Rathi (DIN - 01379134) Director, who retires by rotation and being eligible, offers himself for re-appointment.

i. Voted In Favour of Resolution:

Mode of Voting	Number of Members voted	Number of Votes Cast in favour of resolution	% of total number of valid votes cast
a) Remote E-voting	23	72809951	100
b) E- Voting at AGM	1	500	100
Total	24	72810451	100

H.NO. 3041, RANJEET NAGAR, SOUTH PATEL NAGAR, NEW DELHI-110008
Ph# 9873186498, 9891271137. E-Mail- cspritikanagi@gmail.com



ii. Voted against the Resolution:

Mode of Voting	Number of Members voted	Number of Votes Cast against of resolution	% of total number of valid votes cast
a) Remote E-voting	15	4500	100
b) E- Voting at AGM	0	0	0
Total	15	4500	100

Resolution 3 - Proposed as Ordinary Resolution

To re-appoint M/s. R. C. Chadda & Co. LLP, Chartered Accountants as Statutory Auditors of the Company and to fix their remuneration. Voted In Favour of Resolution:

Mode of Voting	Number of Members voted	Number of Votes Cast in favour of resolution	% of total number of valid votes cast
a) Remote E-voting	23	72809951	100
b) E- Voting at AGM	1	500	100
Total	24	72810451	100

iii. Voted against the Resolution:

Mode of Voting	Number of Members voted	Number of Votes Cast against of resolution	% of total number of valid votes cast
a) Remote E-voting	15	4500	100
b) E- Voting at AGM	0	0	0
Total	15	4500	100

6. The data sheet relating to remote e-voting and e-voting during the AGM and all other relevant records will remain in my custody until the chairman considers, approves the same and thereafter the same shall be handed over to the Chairman/ Director authorized by the Board for safe keeping.

Thanking You

Yours faithfully,
For M/s Pratik Nagi & Associates
Company Secretaries

H.NO. 3041, RANJEET NAGAR, SOUTH PATEL NAGAR, NEW DELHI-110008
Ph# 9873186498, 9891271137. E-Mail- cspritanagi@gmail.com



Date: 07/08/2023

Place: New Delhi



Pritika

Pritika Nagi
(Scrutinizer)

Add: 3041, Street No. 12A,
Ranjit Nagar, South Patel Nagar,
New Delhi-110008

Peer Review No. 3529/2023
UDIN: A029544E000756556

Counter Signed By:
For Bits Limited

Ankit Rathi
(Chairman & Director)
DIN: 01379134