

FORM NO. MGT-13
SCRUTINIZER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015]

To,
The Chairman,
37th Annual General Meeting of the
Sat Industries Limited
121, B-Wing, Mittal Tower,
Nariman Point,
Mumbai - 400021.

Dear Sir,

I, **Dr. S. K. Jain**, Practicing Company Secretary, at 11, Friend's Union Premises Co-operative Society Ltd, 2nd Floor, 227, P. D'Mello Road, Mumbai- 400001 was appointed as Scrutinizer by the Board of Directors of **Sat Industries Limited** (the Company) for the purpose of scrutinizing e-Voting process (remote e-Voting pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the below mentioned Resolutions proposed at the 37th Annual General Meeting of the Equity Shareholders of the Company held on Friday, 16th September, 2022 at 11:00 a.m. IST through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), submit my report as under:

In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed. The Annual General Meeting ("AGM") of the Company was held through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") and the voting for items had been transacted as per the Notice to this AGM was only through remote electronic voting process and electronic voting during the AGM, in compliance with applicable provisions of the Companies Act, 2013 (including any statutory modification or re-enactments thereof).



1

and the General Circular No. 14/2020 dated April 8, 2020, the General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 5, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No 02/2021 dated January 13, 2021, General Circular No. 19/2021 dated December 08, 2021, General Circular No. 21/2021 dated December 14, 2021 and General Circular No. 2/2022 dated May 05, 2022 all issued by the Ministry of Corporate, Government of India (the "MCA Circulars" and Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 "(Listing Regulations)") read with Circular dated May 12, 2020 in relation to "Additional relaxations in relation to compliance with certain provisions of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, COVID -19 pandemic", Circular dated January 15, 2021 in relation to "Relaxation for compliance with certain provisions of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, Covid -19 pandemic" and Circular dated May 13, 2022 in relation to "Relaxation from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015." The venue for the AGM was the place from where the Chairman of the Board conducted the meeting.

1. Dispatch of Notice convening the Meeting.

Pursuant to the MCA and SEBI Circulars, the Notice of the AGM along with the Annual Report for FY 2021-22 was sent on 22nd August, 2022 by e-mail to 3087 Shareholders who had registered their email- id's with Depositories/the Company, out of which 182 emails were bounced back and 2905 e-mails were delivered. The Notice and Annual Report is also available on company's website www.satgroup.in.

2. Newspaper Publication

The Company had published Notice in All India edition of "The Free Press Journal" (English Newspaper) & Navshakti (Marathi edition Newspaper) on August 24, 2022 in terms of MCA General Circular No. 20/2020 pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 regarding holding of Annual General Meeting on Friday, September 16, 2022 through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") means.



3. Cut-off Date

The Voting rights were reckoned as on **Friday, September 09th 2022** being the cut-off date for the purpose of deciding the entitlements of Shareholders at the remote e-Voting.

4. e-Voting

i. Agency:

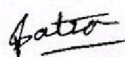
The Company has appointed Central Depository Services (India) Limited (CDSL) as the Agency for providing the e-Voting platform.

ii. Remote-Voting:

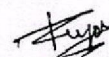
The remote e-Voting platform was open from 09:00 A.M. on Tuesday, September 13, 2022 upto 5:00 p.m. on Thursday, September 15, 2022 and shareholders were required to cast their votes electronically conveying their assent or dissent in respect of the Ordinary Resolutions and Special Resolutions, on the e-Voting platform provided by CDSL.

5. Counting Process:

- i. The vote cast under remote e-Voting facility was thereafter unblocked in the presence of two witnesses who were not in the employment of the Company. I have scrutinized and reviewed the remote e-Voting and votes tendered therein based on the data downloaded from the CDSL e-Voting system.



Name: Ms. Payal Satra



Name: Ms. Riya Jain

- ii. Thereafter, the details of equity shareholders, who voted for or against was extracted from the list of equity shareholders who voted.
- iii. "For" or "Against" were downloaded from the e-Voting website of Central Depository Services (India) Limited (CDSL) (<https://www.evotingindia.com>).



- iv. The Management of the Company is responsible to ensure compliance with the requirements of the Act and Rules relating to remote e-Voting and at the Meeting on the Resolutions contained in the Notice of the AGM.
- v. My responsibility as scrutinizer for the remote e-Voting and the voting conducted through electronic voting (remote) at the meeting is restricted to make Scrutinizer's Report of the Votes cast in favour or against the Resolutions.
- vi. Based on the result made available to me, 73 Members have cast their votes through remote e-Voting and 7 Members have cast their votes during the meeting. The AGM was concluded at 11.31 a.m. and e-voting was closed at 11.46 a.m.
- vii. The combined result of remote E-voting and e-voting during the AGM is as under:

VOTING RESULTS

[Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Company Name	SAT INDUSTRIES LIMITED
Date of the AGM	Friday, 16 th September, 2022
Total number of Shareholders on cut-off date:	3538
No. of shareholders present in the meeting either in person or through proxy	Not Applicable (Meeting was held through VC/OAVM)
No. of shareholders attended the meeting in the meeting through VC/OAVM:	53
Promoters and Promoter Group:	2
Public:	51



Resolution No. 1

To receive, consider and adopt:

- the Audited Financial Statement of the Company for the year ended March 31, 2022 together with the Reports of the Board of Directors and Auditors thereon; and
- the Audited Consolidated Financial Statement of the Company for the year ended March 31, 2022 together with the Report of the Auditors thereon.

Resolution required:		ORDINARY RESOLUTION						
Whether promoter/ promoter group are interested in the agenda/resolution?		NO						
Category	Mode of Voting	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) = $[(2)/(1)] \times 100$	(4)	(5)	(6) = $[(4)/(2)] \times 100$	(7) = $[(5)/(2)] \times 100$
Promoter and Promoter Group	E-Voting	58335000	58335000	100	58335000	0	100	0
	Poll		0	0	0	0	0	0
	Total	58335000	58335000	100	58335000	0	100	0
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public- Non Institutions	E-Voting	54750000	19434939	35.50	19434934	5	100	0.00
	Poll		0	0	0	0	0	0
	Total	54750000	19434939	35.50	19434934	5	100	0.00
Total		113085000	77769939	68.77	77769934	5	100	0



Resolution No. 2-

To declare a Final Dividend on Equity Shares for the financial year 2021-22.

Resolution required: Whether promoter/ promoter group are interested in the agenda/resolution?			ORDINARY RESOLUTION					
			NO					
Category	Mode of Voting	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
Promoter and Promoter Group	E-Voting	58335000	58335000	100	58335000	0	100	0
	Poll		0	0	0	0	0	0
	Total	58335000	58335000	100	58335000	0	100	0
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public- Non Institutions	E-Voting	54750000	19434964	35.50	19434934	30	100	0
	Poll		0	0	0	0	0	0
	Total	54750000	19434964	35.50	19434934	30	100	0
Total		113085000	77769964	68.77	77769934	30	100	0



Resolution No. 3

To re-appoint a Director in place of Mr. Harikant Turgalia (DIN: 00049544), who retires by rotation and, being eligible, offers himself for re-appointment :

Resolution required: Whether promoter/ promoter group are interested in the agenda/resolution?			ORDINARY RESOLUTION					
			NO					
Category	Mode of Voting	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
Promoter and Promoter Group	E-Voting	58335000	58335000	100	58335000	0	100	0
	Poll		0	0	0	0	0	0
	Total	58335000	58335000	100	58335000	0	100	0
Public- Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public- Non Institutions	E-Voting	54750000	19434939	35.50	19434934	5	100	0
	Poll		0	0	0	0	0	0
	Total	54750000	19434939	35.50	19434934	5	100	0
Total		113085000	77769939	68.77	77769934	5	100	0



Resolution No. 4

To appoint and fix the remuneration of Statutory Auditors of the Company.

Resolution required: Whether promoter/ promoter group are interested in the agenda/resolution?			ORDINARY RESOLUTION					
			NO					
Category	Mode of Voting	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
Promoter and Promoter Group	E-Voting	58335000	58335000	100	58335000	0	100	0
	Poll		0	0	0	0	0	0
	Total	58335000	58335000	100	58335000	0	100	0
Public- Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public- Non Institutions	E-Voting	54750000	19434939	35.50	19434834	105	100	0
	Poll		0	0	0	0	0	0
	Total	54750000	19434939	35.50	19434834	105	100	0
Total		113085000	77769939	68.77	77769834	105	100	0



Resolution No. 5

To appoint Mr. Partha Sarathi Sarkar (DIN: 00047272) as an Independent Director of the Company:

Resolution required:			SPECIAL RESOLUTION					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	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
Promoter and Promoter Group	E-Voting	58335000	58335000	100	58335000	0	100	0
	Poll		0	0	0	0	0	0
	Total	58335000	58335000	100	58335000	0	100	0
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public- Non Institutions	E-Voting	54750000	19364739	35.37	19364734	5	100	0
	Poll		0	0	0	0	0	0
	Total	54750000	19364739	35.37	19364734	5	100	0
Total		113085000	77699739	68.71	77699734	5	100	0



Resolution No. 6

To appoint Mr. Arpit Khandelwal (DIN: 09684341) as an Independent Director of the Company:

Resolution required:			SPECIAL RESOLUTION					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	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
Promoter and Promoter Group	E-Voting	58335000	58335000	100	58335000	0	100	0
	Poll		0	0	0	0	0	0
	Total	58335000	58335000	100	58335000	0	100	0
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public- Non Institutions	E-Voting	54750000	19434939	35.50	19434934	5	100	0
	Poll		0	0	0	0	0	0
	Total	54750000	19434939	35.50	19434934	5	100	0
Total		113085000	77769939	68.77	77769934	5	100	0



Resolution No. 7

Disinvestment in material subsidiary Aeroflex Industries Limited ("AIL") under Section 180(1)(a) of the Companies Act, 2013 either before Offer For Sale ("OFS") in IPO of AIL and/or through OFS in IPO of AIL:

Resolution required:			SPECIAL RESOLUTION					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	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
Promoter and Promoter Group	E-Voting	58335000	58335000	100	58335000	0	100	0
	Poll		0	0	0	0	0	0
	Total	58335000	58335000	100	58335000	0	100	0
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public- Non Institutions	E-Voting	54750000	19434964	35.50	19434932	32	100	0
	Poll		0	0	0	0	0	0
	Total	54750000	19434964	35.50	19434932	32	100	0
Total		113085000	77769964	68.77	77769932	32	100	0



RESULT SUMMARY

SR. NO.	RESOLUTION	TYPE OF RESOLUTION	FAVOUR (%)	AGAINST (%)
1. (a)	To receive, consider and adopt: the Audited Financial Statement of the Company for the year ended March 31, 2022 together with the Reports of the Board of Directors and Auditors thereon; and	Ordinary Resolution	100	0
1. (b)	the Audited Consolidated Financial Statement of the Company for the year ended March 31, 2022 together with the Report of the Auditors thereon.	Ordinary Resolution	100	0
2.	To declare a Final Dividend on Equity Shares for the financial year 2021-22.	Ordinary Resolution	100	0
3.	To re-appoint a Director in place of Mr. Harikant Turgalia (DIN: 00049544), who retires by rotation and, being eligible, offers himself for re-appointment.	Ordinary Resolution	100	0
4.	To appoint and fix the remuneration of Statutory Auditors of the Company	Ordinary Resolution	100	0
5.	To appoint Mr. Partha Sarathi Sarkar (DIN: 00047272) as an Independent Director of the Company.	Special Resolution	100	0
6.	To appoint Mr. Arpit Khandelwal (DIN: 09684341) as an Independent Director of the Company.	Special Resolution	100	0
7.	Disinvestment in material subsidiary Aeroflex Industries Limited ("AIL") under Section 180(1)(a) of the Companies Act, 2013 either before Offer For Sale ("OFS") in IPO of AIL and/or through OFS in IPO of AIL.	Special Resolution	100	0



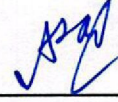
All other relevant records of voting were sealed and handed over to the Company Secretary/Director authorized by the Board for safe keeping.

Thanking You,

Yours Faithfully,



Dr. S.K. Jain
Practicing Company Secretary



Asad Daud
Chairman



Place: Mumbai
Date: 16-09-2022
UDIN: F001473D000988021