

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,
38th 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 38th Annual General Meeting of the Equity Shareholders of the Company held on Tuesday, 18th July, 2023 at 11:00 a.m. IST through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), submit my report as under:

The Annual General Meeting ("AGM") of the Company was held through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") and the voting for agenda items as per the Notice of AGM were transacted 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).



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, General Circular No. 2/2022 dated May 05, 2022 and General Circular No. 10/2022 dated December 12, 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 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. and Circular dated January 05, 2023 in relation to "Relaxation for compliance with certain provisions of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015." The venue for the AGM was deemed as the Registered Office of the Company.

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 2022-23 was sent on 23rd June, 2023 by e-mail to 6402 Shareholders who had registered their email- id's with Depositories/the Company, out of which 248 emails were bounced back and 6154 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 June 22, 2023 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 Tuesday, July 18, 2023 through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") means.



3. Cut-off Date

The Voting rights were reckoned as on **Tuesday, July 11th 2023** 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 Saturday, July 15, 2023 upto 5:00 p.m. on Monday, July 17, 2023 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 were 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.



Sakshi Patel

Name: Ms. Sakshi Patel

Vidhi Shah

Name: Ms. Vidhi Shah

- 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, 50 Members have cast their votes through remote e-Voting and 4 Members have cast their votes during the meeting. The AGM was concluded at 11:35 a.m. and e-voting was closed at 11.50 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	Tuesday, 18 th July, 2023
Total number of Shareholders on cut-off date:	8628
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:	51
Promoters and Promoter Group:	2
Public:	49



Resolution No. 1

To receive, consider and adopt:

- the Audited Standalone Financial Statement of the Company for the year ended March 31, 2023 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, 2023 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)]*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	3833994**	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Total	3833994	0	0	0	0	0	0
Public- Non Institutions	E-Voting		11990378	23.55	11990150	228	100	0
	Poll	50916006	0	0	0	0	0	0
	Total	50916006	11990378	23.55	11990150	228	100	0
Total		113085000	70325378	62.19	70325150	228	100	0

**** Public Institutions includes Foreign Portfolio Investor and Non Public Institutions includes other than Foreign Portfolio Investor.**



Resolution No. 2–

To declare a Final Dividend on Equity Shares for the financial year 2022-23.

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)]*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	3833994**	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Total	3833994	0	0	0	0	0	0
Public- Non Institutions	E-Voting		11990378	23.55	11990150	228	100	0
	Poll	50916006	0	0	0	0	0	0
	Total	50916006	11990378	23.55	11990150	228	100	0
Total		113085000	70325378	62.19	70325150	228	100	0

**** Public Institutions includes Foreign Portfolio Investor and Non Public Institutions includes other than Foreign Portfolio Investor.**



Resolution No. 3

To re-appoint a Director in place of Mr. Asad Daud (DIN: 02491539), who retires by rotation and, being eligible, offers himself for re-appointment:

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)]*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	3833994**	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Total	3833994	0	0	0	0	0	0
Public- Non Institutions	E-Voting	50916006	11990378	23.55	11990150	228	100	0
	Poll		0	0	0	0	0	0
	Total	50916006	11990378	23.55	11990150	228	100	0
Total		113085000	70325378	62.19	70325150	228	100	70325378

** Public Institutions includes Foreign Portfolio Investor and Non Public Institutions includes other than Foreign Portfolio Investor.



Resolution No. 4

To re-appoint Mr. Arpit Khandelwal (DIN: 09684341) as an Independent Director of the Company for a second term of Five years.

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	3833994**	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Total	3833994	0	0	0	0	0	0
Public- Non Institutions	E-Voting	50916006	11990378	23.55	11990150	228	100	0
	Poll		0	0	0	0	0	0
	Total	50916006	11990378	23.55	11990150	228	100	0
Total		113085000	70325378	62.19	70325150	228	100	0

**** Public Institutions includes Foreign Portfolio Investor and Non Public Institutions includes other than Foreign Portfolio Investor.**



Resolution No. 5

Material Related Party Transactions with Aeroflex Industries Limited, a related party of the Company:

Resolution required:			ORDINARY RESOLUTION					
Whether promoter/ promoter group are interested in the agenda/resolution?			YES					
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	0*	0*	0*	0*	0*	0*
	Poll		0*	0*	0*	0*	0*	0*
	Total	58335000	0*	0*	0*	0*	0*	0*
Public- Institutions	E-Voting	3833994**	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Total	3833994	0	0	0	0	0	0
Public- Non Institutions	E-Voting	50916006	11990378	23.55	11990150	228	100	0
	Poll		0	0	0	0	0	0
	Total	50916006	11990378	23.55	11990150	228	100	0
Total		113085000	11990378	10.6	11990150	228	100	0

***Voting by Promoter is excluded as the Promoter is related party.**

**** Public Institutions includes Foreign Portfolio Investor and Non Public Institutions includes other than Foreign Portfolio Investor.**



Resolution No. 6

Material Related Party Transactions with Sah Polymers Limited, a related party of the Company;

Resolution required:			ORDINARY RESOLUTION					
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes					
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	0*	0*	0*	0*	0*	0*
	Poll		0*	0*	0*	0*	0*	0*
	Total	58335000	0*	0*	0*	0*	0*	0*
Public-Institutions	E-Voting	3833994**	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Total	3833994	0	0	0	0	0	0
Public- Non Institutions	E-Voting	50916006	11990378	23.55	11990150	228	100	0
	Poll		0	0	0	0	0	0
	Total	50916006	11990378	23.55	11990150	228	100	0
Total		113085000	11990378	10.60	11990150	228	100	0

*Voting by Promoter is excluded as the Promoter is related party.

** Public Institutions includes Foreign Portfolio Investor and Non Public Institutions includes other than Foreign Portfolio Investor.



RESULT SUMMARY

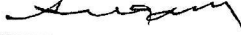
SR. NO.	RESOLUTION	TYPE OF RESOLUTION	FAVOUR (%)	AGAINST (%)
1. (a)	To receive, consider and adopt: the Audited Standalone Financial Statement of the Company for the year ended March 31, 2023 together with the Reports of the Board of Directors and Auditors thereon; and	Ordinary Resolution	100	0
1. (b)	The Audited Consolidated Financial Statement of the Company for the year ended March 31, 2023 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 2022-23.	Ordinary Resolution	100	0
3.	To re-appoint a Director in place of Mr. Asad Daud (DIN: 02491539), who retires by rotation and, being eligible, offers himself for re-appointment	Ordinary Resolution	100	0
4.	To re-appoint Mr. Arpit Khandelwal (DIN: 09684341) as an Independent Director of the Company for a second term of Five years	Special Resolution	100	0
5.	Material Related Party Transactions with Aeroflex Industries Limited, a related party of the Company.	Ordinary Resolution	100	0
6.	Material Related Party Transactions with Sah Polymers Limited, a related party of the Company.	Ordinary 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: 18-07-2023

UDIN: F001473E000612248