

December 20, 2024

Dear Shareholders,

Subject – Results of Postal Ballot- Notice of Postal Ballot dated October 17, 2024

The Company has sent Notice of Postal Ballot dated October 17, 2024 seeking the approval of the Shareholders through ordinary resolution for the following item:

1. Approval for the Appointment of Mr. Aniruddha Gopalakrishnan as Independent Director.

The said ordinary resolution has been approved by the Shareholders unanimously Please refer to the Scrutinizer Report attached as Annexure 1.

**FOR MICROLAND LIMITED**

**VEDAVALLI S**  
**COMPANY SECRETARY**  
**A15470**



**Scrutinizer's Report**

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended]

To,  
The Chairman  
Microland Limited  
CIN: U85110KA1989PLC014450  
1B, RMZ Ecospace, Belandur Outer Ring Road,  
Bangalore, Karnataka-560103

Scrutinizer's Report on the voting by means of postal ballot on the resolutions set out in the Postal Ballot Notice dated October 17, 2024.

Dear Sir,

I, J Sundharesan, Company Secretary in Practice, have been appointed as Scrutinizer by the Board of Directors of Microland Limited ("the Company") for the purpose of scrutinizing the physical voting by means of Postal Ballot, in compliance with the provisions of Section 110 of the Companies Act, 2013 (hereinafter referred to as "the Act") read with Rule 22 of Companies (Management and Administration) Rules, 2014 and as per the provisions of Secretarial Standard-2 (SS-2) on "General Meetings", issued by the Institute of Company Secretaries of India (ICSI) pursuant to Section 118 (10) of the Companies Act, 2013, in a fair and transparent manner on the resolution contained in the postal ballot notice dated October 17, 2024 ("Notice")

The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder (including any amendment thereto for the time being in force) with regard to physical voting by means of Postal Ballot on the resolutions as set out in the Postal Ballot Notice is the responsibility of the Company's management.

My responsibility as a Scrutinizer is to render Scrutinizer's Report of the votes cast "in favour" or "against" or "invalid" votes, if any on the resolutions contained in the Postal Ballot Notice, based on postal ballots received, in tandem with the reconciliation of the records maintained by the Company / Registrar and Share Transfer Agent (RTA) of the Company.

DISPATCH OF POSTAL BALLOT NOTICE:

I understand that the said Postal Ballot Notice along with Explanatory Statement, Postal Ballot Papers and Postage prepaid self-addressed Business Reply Envelope were sent through permitted mode as prescribed under the Companies Act, 2013 to all the Shareholders at the addresses registered with the Company. Accordingly, the assent or dissent of the Members have been casted through physical voting by means of Postal Ballot. The notice was also placed on the website of the company

voting by means of Postal Ballot. The notice was also placed on the website of the company <https://www.microland.com/notice-of-postal-ballot-2024/docs>. An advertisement about the dispatched of ballot papers was published on November 20, 2024, in Business Standard and Kannada Prabha newspapers.

#### CUT-OFF DATE

The members of the Company holding shares either in physical form or in dematerialized form as on the cut-off date i.e. Friday, November 15, 2024, were entitled to vote on the resolutions contained in the Postal Ballot Notice. The voting rights of members were in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date i.e. Friday, November 15, 2024.

#### PHYSICAL VOTING PROCESS BY POSTAL BALLOT

The physical voting through Postal Ballot commenced on Wednesday, November 20, 2024, and ended on Thursday, December 19, 2024 at 5:00 PM (IST). Members were requested to carefully read the instructions printed below the Postal Ballot Form before recording their assent ("FOR") or dissent ("AGAINST") on the proposed Resolution.

I submit herewith the Scrutinizer's Report on the results of the voting for postal ballot, scrutinized:-

#### SPECIAL BUSINESS:

#### 1. APPROVAL FOR THE APPOINTMENT OF MR. ANIRUDDHA GOPALAKRISHNAN AS INDEPENDENT DIRECTOR - ORDINARY RESOLUTION

*"RESOLVED THAT Mr. Aniruddha Gopalakrishnan (DIN: 10749421), who was appointed as an Additional (Independent) Director of the Company, with effect from September 05, 2024 by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee in terms of Section 161 of the Companies Act, 2013 ("Act") read with the Articles of Association of the Company, who is eligible for appointment and who has also consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of a Director, be and is hereby appointed as a Director of the Company.*

*RESOLVED FURTHER THAT pursuant to the provision of section 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 read with schedule IV to the Act, the Companies (Appointment and Qualification of*

amended from time to time, as recommended and approved by the Nomination and Remuneration Committee (NRC) and the Board of Directors, the appointment of Mr. Aniruddha Gopalakrishnan (DIN: 10749421), who meets the criteria for Independence as provided in the Companies Act, 2013, who has submitted a declaration to that effect, and who is eligible for appointment as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 (five) consecutive years commencing from September 05, 2024 to September 04, 2029 be and is hereby approved.

**RESOLVED FURTHER THAT** the Board of Directors or the Chief Financial Officer or the Company Secretary be and are hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to the above resolution."

Total Number of Votes Polled	Votes in favour of the resolution		Votes against the resolution		Invalid votes (due to lack of proper authorisation) Nos.^
	Number of valid votes	As a % of total number of valid votes (in Favour and against)	Number of valid votes	As a % of total number of valid votes (in Favour and against)	
(i)	(ii)	(iii)=(ii)/(i)*100	(iv)	(v)=(iv)/(i)*100	(vi)
9,56,27,847	9,56,27,847	100%	0	0	0

^ One postal ballot from a shareholder was received twice. Therefore, it is considered as one postal ballot.

The ordinary resolution mentioned in the Postal Ballot notice has been passed with requisite majority by the Shareholders who have physically voted through postal ballot.

I hereby confirm that the relevant records in respect of the physical votes cast through postal ballot on the resolution containing in the Postal Ballot Notice by the members of the Company shall remain in my safe custody until the Chairman or a Director/person authorized in this regard considers, approves and signs the minutes/report on Postal Ballot and thereafter, I shall return the relevant records for safe keeping to the Company Secretary or any other person authorized by the Board for this purpose.

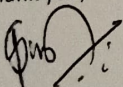
This report is issued in accordance with the terms of the Engagement Letter.

I have conducted my examination in accordance with the Guidance Note on Reports or Certificates for Special Purposes issued by the Institute of Company Secretaries of India ("ICSI") and Standards on Auditing specified under Section 143(10) of the Act. The Guidance Note requires that I comply with the ethical requirements of the Code of Ethics issued by ICSI.

This report has been issued at the request of the Company for placing on website of the Company

This report is not to be used for any other purpose or to be distributed by the Company to any other parties. Accordingly, I do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without my prior consent in writing.

Thank you,



**J SUNDHARESAN**

Practicing Company Secretary

Membership Number: 5229

Certificate of Practice Number: 5164

UDIN: F005229F003439165



Date: December 20, 2024

Place: Bengaluru