

Ref: Protean/Secretarial/2023-24/25

February 19, 2024

To,

BSE Limited (“BSE”)
P.J. Towers, Dalal Street,
Fort, Mumbai – 400 001

Scrip Code: 544021
ISIN: INE004A01022

Dear Sir/Madam,

Subject: Voting Results of Postal Ballot and Scrutinizer’s Report

Pursuant to the provisions of Regulation(s) 30, 44 and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”) and in furtherance to our letter dated January 18, 2024 enclosing the Notice of Postal Ballot seeking approval of the Members of the Company by way of special resolution for:

1. Ratification of the Protean eGov Technologies Limited - Employee Stock Option Plan, 2017; and
2. Ratification of the extension of Protean eGov Technologies Limited - Employee Stock Option Plan, 2017 to the employees of subsidiary companies/ associate companies (present or future).

We wish to inform that the Members of the Company have duly passed the above resolutions with requisite majority on February 17, 2024.

We enclose herewith:

- i. Voting Results of Postal Ballot pursuant to Regulation 44 of SEBI Listing Regulations; and
- ii. Scrutinizer’s Report dated February 19, 2024 issued by CS S. N. Viswanathan, Partner, M/s. S. N. Ananthasubramanian & Co., Company Secretaries.

Protean eGov Technologies Limited

(formerly NSDL e-Governance Infrastructure Limited)

1st Floor, Times Tower, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai - 400 013

CIN: U72900MH1995PLC095642 | T: +91 22 4090 4242 | F: +91 22 2491 5217 | E: cs@proteantech.in | W: www.proteantech.in

The Voting Results and Scrutinizer's Report will also be available on the Company's website at www.proteantech.in and on the website of NSDL at www.evoting.nsdl.com.

This is for your information and records.

Thanking you,

Yours truly,

For Protean eGov Technologies Limited
(formerly NSDL e-Governance Infrastructure Limited)

Maulesh Kantharia
Company Secretary & Compliance Officer
FCS 9637

Encl.: As above

Resolution(1)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Ratification of the Protean eGov Technologies Limited - Employee Stock Option Plan, 2017				
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	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public- Institutions	E-Voting	25939147	18963333	73.107	18530126	433207	97.7156	2.2844
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		25939147	18963333	73.107	18530126	433207	97.7156
Public- Non Institutions	E-Voting	14507585	8682329	59.8468	8678895	3434	99.9604	0.0396
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		14507585	8682329	59.8468	8678895	3434	99.9604
Total		40446732	27645662	68.3508	27209021	436641	98.4206	1.5794
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Resolution(2)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Ratification of the extension of Protean eGov Technologies Limited - Employee Stock Option Plan, 2017 to the employees of subsidiary companies / associate companies (present or future)				
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	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public- Institutions	E-Voting	25939147	18963333	73.107	18116200	847133	95.5328	4.4672
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		25939147	18963333	73.107	18116200	847133	95.5328
Public- Non Institutions	E-Voting	14507585	8675459	59.7995	8671877	3582	99.9587	0.0413
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		14507585	8675459	59.7995	8671877	3582	99.9587
Total		40446732	27638792	68.3338	26788077	850715	96.922	3.078
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								



S. N. ANANTHASUBRAMANIAN & CO
Company Secretaries

10/25-26, 2nd Floor, Brindaban,
Thane (W) – 400 601
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E: snaco@snaco.net | W: www.snaco.net
ICSI Unique Code: P1991MH040400

SCRUTINIZER'S REPORT

To,

The Chairman

Protean eGov Technologies Limited

CIN: U72900MH1995PLC095642

1st Floor, Times Tower, Kamala Mills Compound,
Senapati Bapat Marg, Lower Parel, Mumbai – 400 013.

We are pleased to present our report on the Postal Ballot conducted by **Protean eGov Technologies Limited** (“the Company”) seeking consent of its Members for the resolutions as contained in the Notice of Postal Ballot dated **January 18, 2024**.

1. In terms of the provisions of Section 110 of the Companies Act, 2013 (“the Act”) read with Companies (Management and Administration) Rules, 2014, we were appointed as the Scrutinizer by the Company on November 30, 2023 to conduct the Postal Ballot as contained in the Notice of Postal Ballot dated **January 18, 2024** (“Postal Ballot Notice”).
2. In terms of Sections 110 and 108 of the Act and all other applicable provisions, if any, read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and in accordance with the relevant circulars issued by Ministry of Corporate Affairs (“MCA”) from time to time on “Clarification on passing of Ordinary and Special resolutions by companies under the Companies Act, 2013 read with rules made thereunder”, Members’ approval was sought for the two (2) Special Resolutions as contained in the Postal Ballot Notice through e-voting only.
3. **Notice of the Postal Ballot**
 - 3.1. The Company has informed that, on the basis of the Register of Members and the List of Beneficial Owners made available by the Depositories viz., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), as on **Friday, January 12, 2024 (“the cut-off date”)**, the

Viswanathan
Narayanan
Satyamangalam

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Viswanathan Narayanan
Satyamangalam
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*Scrutinizer's Report on Postal Ballot conducted by Protean eGov Technologies Limited
vide Notice dated January 18, 2024.*



S. N. ANANTHASUBRAMANIAN & CO **Company Secretaries**

Company had completed the dispatch of Postal Ballot Notice on **January 18, 2024** through e-mail to **92,746** Members who had registered their email-ids with the Company/ Depositories/ Depository Participants/ Registrar and Transfer Agent (RTA).

- 3.2. The Company had hosted the Postal Ballot Notice on its website and the website of NSDL (“e-voting Agency”) and also intimated the same to BSE Limited on **January 18, 2024**.
- 3.3. Pursuant to Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and the relevant MCA Circulars, an advertisement regarding the Postal Ballot was published on **January 19, 2024** in all editions of **Financial Express (English newspaper) and Loksatta (Marathi newspaper)**.
4. In terms of the aforesaid notice, Members’ were required to convey their assent or dissent, only through e-voting system, on the e-voting platform provided by NSDL, from **9:00 A.M. (IST) on Friday, January 19, 2024 till 5:00 P.M. (IST) on Saturday, February 17, 2024**.
5. Members’ demographic details, their voting rights and voting pattern were downloaded by us from the NSDL e-voting platform.
6. After scrutiny of votes cast, all the votes cast by Members were found to be valid.
7. After the scrutiny of the e-voting results, we report that the two (2) Special Resolutions contained in the Postal Ballot Notice have been passed with requisite majority.

We have annexed with this report, the analysis of the results of the resolutions as contained in the Postal Ballot Notice dated **January 18, 2024**.

For S. N. ANANTHASUBRAMANIAN & CO.

Company Secretaries

Digitally signed by
Viswanathan
Narayanan
Satyamangalam
Date: 2024.02.19
12:30:25 +05'30'



S. N. Viswanathan

Partner

ACS: 61955 | COP No.: 24335

ICSI UDIN: A061955E003451616

February 19, 2024 | Thane



S. N. ANANTHASUBRAMANIAN & CO
Company Secretaries

Result of Postal Ballot

Item No. 1: Ratification of the Protean eGov Technologies Limited - Employee Stock Option Plan, 2017.

Particulars	Number of valid		Percentage (%)
	Voters	Votes	
Assent	611	2,72,09,021	98.4206
Dissent	94	4,36,641	1.5794
Total	705	2,76,45,662	100.0000

Based on the aforesaid results, we report that the **Special Resolution** as contained in the Postal Ballot Notice dated January 18, 2024 has been passed with **requisite majority**.

For S. N. ANANTHASUBRAMANIAN & CO.

Company Secretaries

Viswanathan
Narayanan
Satyamangalam
Satyamangalam

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Viswanathan Narayanan
Satyamangalam
Date: 2024.02.19
12:31:00 +05'30'



S. N. Viswanathan

Partner

ACS: 61955 | COP No.: 24335

ICSI UDIN: A061955E003451616

February 19, 2024 | Thane



Result of Postal Ballot

Item No. 2: Ratification of the extension of Protean eGov Technologies Limited - Employee Stock Option Plan, 2017 to the employees of subsidiary companies / associate companies (present or future).

Particulars	Number of valid		Percentage (%)
	Voters	Votes	
Assent	596	2,67,88,077	96.9220
Dissent	103	8,50,715	3.0780
Total	699	2,76,38,792	100.0000

Based on the aforesaid results, we report that the **Special Resolution** as contained in the Postal Ballot Notice dated January 18, 2024 has been passed with **requisite majority**.

For S. N. ANANTHASUBRAMANIAN & CO.

Company Secretaries

Viswanathan
Narayanan
Satyamangalam
Date: 2024.02.19
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S. N. Viswanathan

Partner

ACS: 61955 | COP No.: 24335

ICSI UDIN: A061955E003451616

February 19, 2024 | Thane