

Date: March 29, 2024

| To, | To, |
|----------------------------|---|
| BSE Limited, | National Stock Exchange of India Limited, |
| Phiroze Jeejeebhoy Towers, | Exchange Plaza, |
| Dalal Street, Fort, | Bandra Kurla Complex, Bandra (East), |
| Mumbai - 400001 | Mumbai - 400051 |
| | |
| BSE Scrip Code: 543451 | NSE Scrip Symbol: AGSTRA |

Ref: Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Sub: Voting Results in terms of Postal Ballot Notice dated February 7, 2024 alongwith Scrutinizer's Report

This is further to our letter dated February 28, 2024, submitting the Postal Ballot Notice along with the explanatory statement ("Notice"), seeking approval of the Members for the special businesses stated as under:

| Sr. No. | Particulars | Resolution required |
|---------|---|---------------------|
| 1. | To approve revision in remuneration of Mr. Stanley Johnson Panacherry (DIN: 08914900), Executive Director of the Company w.e.f. April 1, 2023 | Special Resolution |
| 2. | To approve revision in remuneration of Mr. Vinayak R. Goyal (DIN: 09199173), Executive Director of the Company w.e.f. April 1, 2023 | Special Resolution |
| 3. | To approve re-appointment of Mr. Stanley Johnson Panacherry (DIN: 08914900) as an Executive Director of the Company | Special Resolution |
| 4. | To approve re-appointment of Mr. Vinayak R. Goyal (DIN: 09199173) as an Executive Director of the Company | Special Resolution |
| 5. | To approve re-appointment of Mr. Kiran B. Goyal (related party), as a Consultant (Software & Technology), holding office or place of profit | Ordinary Resolution |
| 6. | To approve amendments to 'AGS Employee Stock Option Scheme 2015' ("ESOS 2015") as follows: (i) Increase the number of stock options ("options") allocated towards ESOS 2015 by 3,000,000 options from 3,416,000 options to 6,416,000 options; and (ii) Modify the manner of determination of the exercise price for options to be granted under ESOS 2015 | Special Resolution |
| 7. | To approve partial modification to grant of loan to AGSTTL Employee Welfare Trust under the Employee Stock Option Scheme 2012 ("ESOS 2012") and AGS Employee Stock Option Scheme 2015' ("ESOS 2015") to fund the subscription of equity shares | Special Resolution |

Ms. Manisha Maheshwari (Membership No.: A30224), failing her, Mr. S.N. Bhandari (Membership No.: F761), partners of M/s. Bhandari & Associates, Practising Company Secretaries were appointed as Scrutinizers for conducting the Postal Ballot/e-voting process in fair and transparent manner. The e-voting period commenced on Thursday, February 29, 2024 at 9:00 a.m. (IST) and concluded on Friday, March 29, 2024 at 5:00 p.m. (IST).





AGS Transact Technologies Ltd.

www.agsindia.com

REGISTERED OFFICE

601 - 602, B-Wing, Trade World, Kamala City, Senapati Bapat Marg, Lower Parel (W), Mumbai - 400 013

Phone: +91-22-6781 2000 Fax: +91-22-2493 5384 CIN-L72200MH2002PLC138213 CORPORATE OFFICE

1401-A & 1402, One International Centre, Tower-3, 14th Floor, S.B. Marg, Prabhadevi (W), Mumbai - 400 013 Phone: +91-22-7181 8181



In accordance with Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), please find enclosed, the details of voting results and the report of the Scrutinizer thereon. The resolutions as per the Postal Ballot Notice dated February 7, 2024 were approved by the Members with the requisite majority and are deemed to have been passed on last day of voting i.e. March 29, 2024.

The copy of the said voting results is also available on the Company's website at www.agsindia.com. We request you to take the voting results on records.

Thanking You, Yours Sincerely, For AGS Transact Technologies Limited

Sneha Kadam Company Secretary (Mem No: ACS 31215) Place: Mumbai

Encl: As above











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Phone: +91-22-6781 2000 Fax: +91-22-2493 5384 CIN-L72200MH2002PLC138213 CORPORATE OFFICE

1401-A & 1402, One International Centre, Tower-3, 14th Floor, S.B. Marg, Prabhadevi (W), Mumbai - 400 013 Phone: +91-22-7181 8181

| | AGS Transact Technologies Limited | | | | | | | | | |
|--|-----------------------------------|---------------|--------------|---|--------------------------------|-----------------------------|--------------------------------------|------------------------------------|--|--|
| Resolution Required :Special Whether promoter/ promoter group are interested in the | | | | L - To approve revision in remuneration of Mr. Stanley Johnson Panacherry (DIN: 08914900), Executive Director of the Company w.e.f. April 1, 2023 | | | | | | |
| agenda/resolution? | . | | NO | | | | | | | |
| Category | Mode of Voting | No. of shares | No. of votes | % 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 | E-Voting | 79547421 | 79545319 | 99.9974 | 79545319 | 0 | 100.0000 | 0.0000 | | |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | | |
| Group | Postal Ballot | 75547421 | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | | |
| | Total | | 79545319 | 99.9974 | 79545319 | 0 | 100.0000 | 0.0000 | | |
| | E-Voting | | 4587241 | 76.7419 | 4587241 | 0 | 100.0000 | 0.0000 | | |
| Public Institutions | Poll | 5977493 | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | | |
| r abile institutions | Postal Ballot |] 33/7433 | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | | |
| | Total | | 4587241 | 76.7419 | 4587241 | 0 | 100.0000 | 0.0000 | | |
| | E-Voting | | 340960 | 0.9503 | 325147 | 15813 | 95.3622 | 4.6378 | | |
| Public Non Institutions | Poll | 35878162 | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | | |
| T done Non institutions | Postal Ballot | 358/8162 | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | | |
| | Total | | 340960 | 0.9503 | 325147 | 15813 | 95.3622 | 4.6378 | | |
| Total | | 121403076 | 84473520 | 69.5810 | 84457707 | 15813 | 99.9813 | 0.0187 | | |

| | | AGS | Transac | t Technologie | s Limite | d | | |
|--|-------------------|--------------------|---------------------------|---|--------------------------------|-----------------------------|--------------------------------------|------------------------------------|
| Resolution Required :Spec | ial | | | ove revision in remuno pany w.e.f. April 1, 20 | | r. Vinayak R | . Goyal (DIN: 0919917 | 3), Executive Director |
| Whether promoter/ promoter/ agenda/resolution? | oter group are in | terested in the | YES | | | | | |
| Category | Mode of Voting | No. of shares | 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 |
| | E-Voting | - 79547421 - | 79545319 | 99.9974 | 79545319 | 0 | 100.0000 | 0.0000 |
| Promoter and Promoter Group | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 79545319 | 99.9974 | 79545319 | 0 | 100.0000 | 0.0000 |
| | E-Voting | | 4587241 | 76.7419 | 4587241 | 0 | 100.0000 | 0.0000 |
| Public Institutions | Poll | 5977493 | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| Public Institutions | Postal Ballot | 7 5977495 | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | 7 | 4587241 | 76.7419 | 4587241 | 0 | 100.0000 | 0.0000 |
| | E-Voting | | 472911 | 1.3181 | 457152 | 15759 | 96.6677 | 3.3323 |
| Dublic Non Institutions | Poll | 25070163 | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| Public Non Institutions | Postal Ballot | 35878162 | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | 1 | 472911 | 1.3181 | 457152 | 15759 | 96.6677 | 3.3323 |
| Total | | 121403076 | 84605471 | 69.6897 | 84589712 | 15759 | 99.9814 | 0.0186 |

| | | AGS | Transac | t Technologie | s Limite | ed | | | |
|---|---------------------|---------------|---------------------------|---|--------------------------------|-----------------------------|--------------------------------------|------------------------------------|--|
| Resolution Required :Special Whether promoter/ promoter group are interested in the | | | | 3 - To approve re-appointment of Mr. Stanley Johnson Panacherry (DIN: 08914900) as an Executive Director of the Company | | | | | |
| agenda/resolution? | oter group are into | | NO | | | | | | |
| Category | Mode of Voting | No. of shares | 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 | |
| | E-Voting | 79547421 | 79545319 | | 79545319 | 0 | 100.0000 | | |
| Promoter and Promoter | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | |
| Group | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | |
| | Total | | 79545319 | 99.9974 | 79545319 | 0 | 100.0000 | 0.0000 | |
| | E-Voting | | 4587241 | 76.7419 | 4587241 | 0 | 100.0000 | 0.0000 | |
| Public Institutions | Poll | 5977493 | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | |
| Public institutions | Postal Ballot | 3577453 | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | |
| | Total | | 4587241 | 76.7419 | 4587241 | 0 | 100.0000 | 0.0000 | |
| | E-Voting | | 340962 | 0.9503 | 325247 | 15715 | 95.3910 | 4.6090 | |
| Public Non Institutions | Poll | 35878162 | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | |
| Public Non institutions | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | |
| 1 | Total | | 340962 | 0.9503 | 325247 | 15715 | 95.3910 | 4.6090 | |
| Total | | 121403076 | 84473522 | 69.5810 | 84457807 | 15715 | 99.9814 | 0.0186 | |

| | | AGS | Transac | t Technologie | s Limite | ed | | | |
|--|---------------------|---------------|---------------------------|---|--------------------------------|-----------------------------|--------------------------------------|------------------------------------|--|
| Resolution Required :Special | | | | 4 - To approve re-appointment of Mr. Vinayak R. Goyal (DIN: 09199173) as an Executive Director of the Company | | | | | |
| Whether promoter/ promo agenda/resolution? | oter group are into | | YES | | | | | | |
| Category | Mode of Voting | No. of shares | 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 | E-Voting | 79547421 | 79545319 | 99.9974 | 79545319 | 0 | 100.0000 | 0.0000 | |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | |
| Group | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | |
| | Total | | 79545319 | 99.9974 | 79545319 | 0 | 100.0000 | 0.0000 | |
| | E-Voting | | 4587241 | 76.7419 | 4587241 | 0 | 100.0000 | 0.0000 | |
| Public Institutions | Poll | 5977493 | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | |
| Public institutions | Postal Ballot |] 35//433 | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | |
| | Total | | 4587241 | 76.7419 | 4587241 | 0 | 100.0000 | 0.0000 | |
| | E-Voting | | 472963 | 1.3182 | 457297 | 15666 | 96.6877 | 3.3123 | |
| Public Non Institutions | Poll | 35878162 | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | |
| Public Non institutions | Postal Ballot | 33878102 | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | |
| | Total | | 472963 | 1.3182 | 457297 | 15666 | 96.6877 | 3.3123 | |
| Total | | 121403076 | 84605523 | 69.6898 | 84589857 | 15666 | 99.9815 | 0.0185 | |

| | | AGS | Transac | t Technologie | s Limite | d | | |
|----------------------------|--------------------|------------------|---------------------------|---|--------------------------------|-----------------------------|--------------------------------------|------------------------------------|
| Resolution Required :Ordin | <u> </u> | | | ove re-appointment of), holding office or pla | | . Goyal (rela | nted party), as a Consi | ultant (Software & |
| agenda/resolution? | itel group are int | eresteu iii tiie | YES | | | | | |
| Category | Mode of Voting | No. of shares | 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 | E-Voting | 79547421 | 79545319 | | 79545319 | 0 | 100.0000 | |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| Group | Postal Ballot | 79347421 | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 79545319 | 99.9974 | 79545319 | 0 | 100.0000 | 0.0000 |
| | E-Voting | | 4587241 | 76.7419 | 4587241 | 0 | 100.0000 | 0.0000 |
| Public Institutions | Poll | 5977493 | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| rubiic iristitutions | Postal Ballot |] 3977493 | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 4587241 | 76.7419 | 4587241 | 0 | 100.0000 | 0.0000 |
| | E-Voting | | 472964 | 1.3183 | 457052 | 15912 | 96.6357 | 3.3643 |
| Public Non Institutions | Poll |] 35878162 | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| T abile Noil Histitutions | Postal Ballot | 358/8162 | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 472964 | 1.3183 | 457052 | 15912 | 96.6357 | 3.3643 |
| Total | | 121403076 | 84605524 | 69.6898 | 84589612 | 15912 | 99.9812 | 0.0188 |

| | | AGS | Transac | t Technologie | s Limite | ed | | |
|---|-----------------------------|---------------|--|---|--------------------------------|-------------------|--------------------------------------|---------------------------------------|
| Resolution Required :Special Whether promoter/ promoter group are interested in the agenda/resolution? | | | follows: (i)Increase to options from | i)Increase the number of stock options ("options") allocated towards ESOS 2015 by 3,000,000 options from 3,416,000 options to 6,416,000 options; and ii)Modify the manner of determination of the exercise price for options to be granted under ESOS | | | | |
| | | | NO | | | | | |
| Category | Mode of Voting | No. of shares | No. of votes polled | % of Votes Polled on outstanding shares | No. of Votes – in favour | –Against | % of Votes in favour on votes polled | % of Votes against on votes polled |
| | E-Voting | [1] | [2] 79545319 | [3]={[2]/[1]}*100 | [4] 79545319 | [5] | [6]={[4]/[2]}*100 100.0000 | [7]={[5]/[2]}*100 0.0000 |
| Promoter and Promoter Group | | 79547421 | 0 | 0.0000 0.0000 | 0 | 0 | 0.0000 0.0000 | 0.0000 |
| | Total | | 79545319 | 99.9974 | 79545319 | 0 | 100.0000 | 0.0000 |
| Public Institutions | E-Voting Poll Postal Ballot | 5977493 | 4587241 0 0 | 76.7419 0.0000 0.0000 | 0 | 0 0 | 100.0000 0.0000 0.0000 | 0.0000 |
| | Total | 1 | 4587241 | 76.7419 | 4587241 | 0 | 100.0000 | 0.0000 |
| | E-Voting | | 472965 | 1.3183 | 457782 | 15183 | 96.7898 | |
| Public Non Institutions | Poll | 35878162 | 0 | 0.0000 | | 0 | 0.0000 | |
| | Postal Ballot Total | | 472965 | 0.0000 1.3183 | | 0 15183 | 0.0000 96.7898 | |
| Total | | 121403076 | 84605525 | 69.6898 | 84590342 | 15183 | 99.9821 | 0.0179 |

| | | AGS | Transac | t Technologie | s Limite | d | | | |
|---|-------------------|---------------|---------------------------|---|--------------------------------|-----------------------------|--------------------------------------|------------------------------------|--|
| Resolution Required :Special | | | Employee S | 7 - To approve partial modification to grant loan to AGSTTL Employee Welfare Trust under the Employee Stock Option Scheme 2012 ("ESOS 2012") and AGS Employee Stock Option Scheme 2015' ("ESOS 2015") to fund the subscription of equity shares | | | | | |
| Whether promoter/ promoter group are interested in the agenda/resolution? | | NO | | | | | | | |
| Category | Mode of Voting | No. of shares | 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 | E-Voting | 79547421 | 79545319 | 99.9974 | 79545319 | 0 | 100.0000 | 0.0000 | |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | |
| Group | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | |
| | Total | | 79545319 | 99.9974 | 79545319 | 0 | 100.0000 | 0.0000 | |
| | E-Voting | | 4587241 | 76.7419 | 4587241 | 0 | 100.0000 | 0.0000 | |
| Public Institutions | Poll | 5977493 | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | |
| Public institutions | Postal Ballot | 3977493 | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | |
| | Total | | 4587241 | 76.7419 | 4587241 | 0 | 100.0000 | 0.0000 | |
| | E-Voting | | 472966 | 1.3183 | 457757 | 15209 | 96.7843 | 3.2157 | |
| Public Non Institutions | Poll | 35878162 | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | |
| ר עטווכ ואטוו ווואנונענוטווא | Postal Ballot | 358/8162 | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | |
| | Total | | 472966 | 1.3183 | 457757 | 15209 | 96.7843 | 3.2157 | |
| Total | | 121403076 | 84605526 | 69.6898 | 84590317 | 15209 | 99.9820 | 0.0180 | |



BHANDARI & ASSOCIATES

COMPANY SECRETARIES

SCRUTINIZER'S REPORT

[Pursuant to section 110 of the Companies Act, 2013 and Rule 22 of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman

AGS Transact Technologies Limited
CIN: L72200MH2002PLC138213
601-602, Trade World, B-Wing,
Kamala Mill Compound,
Senapati Bapat Marg, Lower Parel,
Mumbai-400013

Dear Sir,

Pursuant to the resolution passed by the Board of Directors of AGS Transact Technologies Limited (hereinafter referred as "the Company") on, February 07, 2024, I, Manisha Maheshwari, Partner of M/s Bhandari and Associates, Company Secretaries, have been appointed as a Scrutinizer for conducting Postal Ballot including voting by electronic means in respect of passing of the resolutions contained in the Postal Ballot Notice dated February 07, 2024 ("Notice") in a fair and transparent manner.

The Management of the Company is responsible to ensure compliance with Section 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") (including any statutory modification or re-enactment thereof for the time being in force) read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules"), as amended from time to time, including General Circular No. 14/2020 dated April 08, 2020, No. 17/2020 dated April 13, 2020 and the subsequent circulars issued in this regard the latest being Circular No. 9/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs (collectively referred to as "MCA Circulars") and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and other applicable laws and regulations, relating to postal ballot including voting by electronic means.

My responsibility as a scrutinizer for the voting process is restricted to make a scrutinizer report on the votes cast "in favour" or "against" the resolution based on the reports generated from the e-voting system provided by the Registrar and Share Transfer Agent of the Company viz. Link Intime India Private Limited ("Link Intime" or "RTA"), the authorized service provider for extending the facility of electronic voting to the members of the Company.

Further to the above, I submit my report as under:

- 1. In terms of Section 110 of the Companies Act, 2013, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, the Company has issued a Postal Ballot Notice dated February 07, 2024 for passing of Resolutions mentioned in the said Notice to its members.
- 2. In terms of MCA Circulars, the Company had sent the notice in electronic form only to its members whose name(s) appeared in the Register of members/ list of beneficiaries as on Friday, February 23, 2024. The hard copy of postal ballot notice along with postal ballot forms and pre-paid business envelope was not sent to the members for the postal ballot in accordance with the provisions specified

under the MCA Circulars. Accordingly, the communication of the assent or dissent of the members had taken place through the remote e-voting system only.

- 3. In accordance with the Companies Act, 2013, MCA Circulars and applicable Circulars issued by the Securities and Exchange Board of India, the Company has published an advertisement in 'The Free Press Journal' (English Newspaper) and 'Navshakti' (Vernacular Newspaper) in their respective editions dated February 29, 2024, giving due notice to the members of the Company including those who were either holding shares in physical or in respect of whom, the email address was not available in the records of Depositories or the RTA, as to the manner in which they can register their email id and receive the notice of postal ballot and necessary instructions to vote electronically on the resolution forming part of the notice.
- 4. Pursuant to Sections 108, 110 and other applicable provisions, if any of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any amendments thereto), Regulation 44 of the SEBI Listing Regulations, the Secretarial Standard on General Meetings ('SS-2') issued by the Institute of Company Secretaries of India, MCA Circulars and any amendments thereto, the Company had provided electronic voting facility ("e-voting") to the members of the Company whose names were recorded in the Register of Members of the Company / Register of Beneficial Owners maintained by the Depositories as on the cut-off date i.e. Friday, February 23, 2024 and had engaged Link Intime for providing e-voting platform.
- 5. The e-voting commenced on Thursday, February 29, 2024 at 9.00 a.m. (IST) and concluded on Friday, March 29, 2024 at 5.00 p.m. (IST) and thereafter e-voting portal was blocked forthwith.
- 6. After completion of e-voting, votes cast by members, were unblocked in the presence of two witnesses Ms. Palak Vora and Mr. Mit Shah who are not in the employment of the Company and the details containing, *inter-alia*, list of the members, who voted "In favour" or "against" on the resolution were derived from report generated from the e-voting website of Link Intime i.e. https://instavote.linkintime.co.in/
- 7. A summary of electronic voting confirmations received for the following resolution is as under:

Item No. 1: Special Resolution

Revision in remuneration of Mr. Stanley Johnson Panacherry (DIN: 08914900), Executive Director of the Company w.e.f. April 01, 2023.

(i) Voted for the Resolution: -

| Mode | members | Number of votes cast in favour of the resolution | % of total number of valid votes cast |
|----------|---------|--|---------------------------------------|
| E-voting | 106 | 8,44,57,707 | 99.98 |

(ii) Voted against the Resolution: -

| Mode | Number of | members | cast | % of total number of | | | |
|----------|-----------|---------|------------|----------------------|----------|-------|------------------|
| , | voted | | against th | e res | solution | | valid votes cast |
| E-voting | | 24 | | | 1: | 5,813 | 0.02 |

| Mode | Number of Members | Number of votes cast | |
|----------|-------------------|----------------------|--|
| E-voting | 0 | 0 | |



Item No. 2: Special Resolution

Revision in remuneration of Mr. Vinayak R. Goyal (DIN: 09199173), Executive Director of the Company w.e.f. April 01, 2023.

(i) Voted for the Resolution: -

| Mode | Number of mem | | Number of votes cast in favour of the resolution | % of total number of valid votes cast | |
|----------|---------------|-----|--|---------------------------------------|--|
| E-voting | | 107 | 8,45,89,712 | 99.98 | |

(ii) Voted against the Resolution: -

| Mode Mode | | | Number of against the re | | | % of total number of valid votes cast |
|-----------|------|----|--------------------------|----|-------|---------------------------------------|
| E-voting | 7000 | 23 | | 15 | 5,759 | 0.02 |

(iii) Invalid votes: -

| Mode | Number of Members | Number of votes cast | |
|----------|-------------------|----------------------|---|
| E-voting | 0 | 0 |) |

Item No. 3: Special Resolution

Re-appointment of Mr. Stanley Johnson Panacherry (DIN: 08914900) as an Executive Director of the Company for a period of 3 years with effect from June 9, 2024 and payment of remuneration.

(i) Voted for the Resolution: -

| Mode | Number of voted | members | Number of votes cast in favour of the resolution | % of total number of valid votes cast |
|----------|-----------------|---------|--|---------------------------------------|
| E-voting | | 107 | 8,44,57,807 | 99.98 |

(ii) Voted against the Resolution: -

| Mode | Number of voted | members | Number against the | | % of total number of valid votes cast |
|----------|-----------------|---------|--------------------|--------|---------------------------------------|
| E-voting | | 22 | | 15,715 | 0.02 |

| Mode | Number of Members | Number of votes cast | |
|----------|-------------------|----------------------|---|
| E-voting | 0 | , | 0 |



Item No. 4: Special Resolution

Re-appointment of Mr. Vinayak R. Goyal (DIN: 09199173) as an Executive Director of the Company for a period of 3 years with effect from June 9, 2024 and payment of remuneration.

(i) Voted for the Resolution: -

| Mode | Number of members voted | Number of votes cast in favour of the resolution | % of total number of valid votes cast |
|----------|-------------------------|--|---------------------------------------|
| E-voting | 109 | 8,45,89,857 | 99.98 |

(ii) Voted against the Resolution: -

| Mode | | Number of votes against the resolution | | % of total number of valid votes cast |
|----------|----|--|--------|---------------------------------------|
| E-voting | 21 | <u>s</u> | 15,666 | 0.02 |

(iii) Invalid votes: -

| Mode | Number of Members | Number of votes cast |
|----------|-------------------|----------------------|
| E-voting | 0 | 0 |

Item No. 5: Ordinary Resolution

Re-appointment of Mr. Kiran B. Goyal (Related Party) as a Consultant (Software and Technology), holding office or place of profit for a period of 3 years with effect from July 7, 2024.

(i) Voted for the Resolution: -

| Mode | Number of members voted | Number of votes cast in favour of the resolution | % of total number of valid votes cast |
|----------|-------------------------|--|---------------------------------------|
| E-voting | 107 | 8,45,89,612 | 99.98 |

(ii) Voted against the Resolution: -

| ` ' | (ii) Voted against the resortation. | | | | | | |
|----------|-------------------------------------|-----------|------------------------|----------------------|--|--|--|
| Mode | Number o | f members | Number of votes cast | % of total number of | | | |
| | voted | | against the resolution | valid votes cast | | | |
| E-voting | | 24 | 15,912 | 0.02 | | | |

| Mode | Number of Members | Number of votes cast | |
|----------|-------------------|----------------------|---|
| E-voting | 0 | U. | 0 |



Item No. 6: Special Resolution

Amendments to 'AGS Employee Stock Option Scheme 2015' ("ESOS 2015") to

- (i) Increase the number of stock options ("options") allocated towards ESOS 2015 by 3,000,000 options from 3,416,000 options to 6,416,000 options and
- (ii) Modify the manner of determination of the exercise price for options to be granted under ESOS 2015.

(i) Voted for the Resolution: -

| Mode | Number of members | Number of votes cast in | % of total number of |
|----------|-------------------|--------------------------|----------------------|
| | voted | favour of the resolution | valid votes cast |
| E-voting | 108 | 8,45,90,342 | 99.98 |

(ii) Voted against the Resolution: -

| Mode | members | Number of votes cast against the resolution | % of total number of valid votes cast |
|----------|---------|---|---------------------------------------|
| E-voting | 22 | 15,183 | 0.02 |

(iii) Invalid votes: -

| Mode | Number of Members | Number of votes cast | |
|----------|-------------------|----------------------|---|
| E-voting | 0 | | 0 |

Item No. 7: Special Resolution

To approve partial modification to grant loan to AGSTTL Employee Welfare Trust under the Employee Stock Option Scheme 2012 ("ESOS 2012") and Employee Stock Option Scheme 2015 ("ESOS 2015") to fund the subscription of equity shares.

(i) Voted for the Resolution: -

| Mode | members | Number of votes cast in favour of the resolution | % of total number of valid votes cast |
|----------|---------|--|---------------------------------------|
| E-voting | 108 | 8,45,90,317 | 99.98 |

(ii) Voted against the Resolution: -

| Mode | Number | of members | Number of vot | es cast | % of total number | r of |
|----------|--------|------------|---------------------|---------|-------------------|------|
| | voted | | against the resolut | ion | valid votes cast | - |
| E-voting | | 23 | | 15,209 | | 0.02 |

| Mode | Number of Members | Number of votes cast | |
|----------|-------------------|----------------------|--|
| E-voting | 0 | 0 | |



- 8. The Resolutions mentioned in the Postal Ballot Notice dated February 07, 2024 as per the details above stands passed with requisite majority on March 29, 2024.
- 9. The relevant records relating to voting shall be under my safe custody till the Chairman or person authorized by him, considers, approves and signs the minutes of this Postal Ballot and thereafter, the same shall be returned to the Company Secretary of the Company.

You may accordingly declare the result of the "voting by Postal Ballot."

MUMBAI

Thanking you, Yours truly,

For Bhandari & Associates Company Secretaries

Manisha Maheshwari

Partner

ACS No. 30224 | C. P. No. 11031

Mumbai | March 29, 2024

Witness 1: Palak Vora

ICSI UDIN: A030224E003650775

Witness 2: Mit Shah

COUNTER SIGNED BY: For AGS Transact Technologies Limited

Ms. Sneha Kadam Company Secretary (Under Authority by the Chairman)