



**Span Divergent Ltd.**  
(Formerly Span Diagnostics Ltd.)  
9th Floor, Rajhans Bonista,  
Behind Ram Chowk,  
Ghod-Dod Road,  
Surat-395 007, INDIA  
☎ +91 261 266 32 32  
✉ contact@span.in

Date: September 29, 2021

To,  
Listing Compliance Department  
Bombay Stock Exchange Limited  
Phiroze Jeejeebhoy Tower, 25<sup>th</sup> Floor,  
Dalal Street,  
Mumbai – 400 001

Dear Sir,

**Subject: Declaration of e-voting Results of the 41<sup>st</sup> Annual General Meeting (AGM) of Shareholders of the Company held on Monday, September 27, 2021 through Video Conference (VC)**

**Scrip Code: 524727**

Pursuant to Regulation 44 of SEBI (Listing Obligation and Disclosures Requirement) Regulations, 2015, as amended from time to time, we are submitting herewith details in respect of the e-voting results of the 41<sup>st</sup> Annual General Meeting of the Company held on Monday, September 27, 2021 through Video Conferencing along with consolidated Report of the Scrutinizer on remote e-voting and e-voting done during the course of AGM.

You are requested to take note of the same and disseminate information to the stakeholders.

Thanking you,

Yours faithfully,

For Span Divergent Limited

Viral P. Desai  
Managing Director  
DIN: 00029219



**DISCLOSURE AS PER REGULATION 44(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

<b>Name of the Company:</b>	Span Divergent Limited	
<b>CIN:</b>	L74999GJ1980PLC003710	
<b>Registered Office:</b>	9 <sup>th</sup> Floor, 902 – 904, Rajhans Bonista, Behind Ram Chowk Temple, Ghod Dod Road, Surat – 395 007	
<b>Date of Annual General Meeting (AGM)</b>	Monday, September 27, 2021	
<b>Total No. of Shareholders on record date</b>	Cut Off Date is September 20, 2021 Total No. of Shareholders is 2121	
<b>No. of shareholders present in the meeting either in person or through proxy:</b>	Not Applicable	
<ul style="list-style-type: none"> <li>• Promoters and Promoters Group:</li> <li>• Public</li> </ul>	8	
<b>No. of Shareholders attended the meeting through Video Conferencing</b>	16	
<ul style="list-style-type: none"> <li>• Promoters and Promoters Group:</li> <li>• Public</li> </ul>		

Agenda – wise disclosure (to be disclosed separately for each agenda item)

<b>Resolution required: (Ordinary / Special)</b>	<b>Whether Promoter/Promoter Group are interested in the agenda/resolution?</b>	<b>Mode of Voting</b>	<b>No. of Shares held</b>	<b>No. of Votes Polled</b>	<b>% of Votes Polled on outstanding shares</b>	<b>No. of Votes in favour</b>	<b>No. of Votes against</b>	<b>% of Votes in favour on votes polled</b>	<b>% of Votes against on votes polled</b>
<b>Item No.:1 To receive, consider and adopt:</b> (a) The Audited Financial Statements of the Company for the financial year ended on March 31, 2021, and the Reports of the Board of Directors and Auditor thereon. (b) The Audited Consolidated Financial Statements of the Company for the financial year ended on March 31, 2021 and reports of Auditor thereon. <b>(Ordinary Resolution)</b>	No		(1)	(2)	(3)=[(2)/(1)]*	(4)	(5)	(6)=[(4)/(2)]*	(7)=[(5)/(2)]*1

				100			100	00
Promoter and Promoter Group	E-Voting	3502729	3122211	89.14	3122211	0.00	100.00	0.00
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Public Institutions	Total	3502729	3122211	89.14	3122211	0.00	100.00	0.00
	E-Voting	-	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
Public Non-Institutions	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	-	-	-	-	-	-	-
	E-Voting	1959018	267970	13.68	230420	37550	85.99	14.01
Public Non-Institutions	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	1959018	267970	13.68	230420	37550	85.99	14.01
Total		1959018	267970	13.68	230420	37500	85.99	14.01
		5461747	3390181	62.07	3352631	37550	98.89	1.11

Whether resolution is Pass or Not

Yes

Resolution required: (Ordinary / Special)

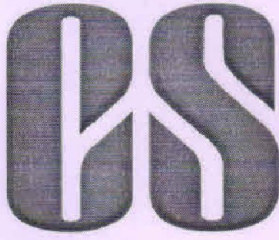
Item No.:2 To appoint a director in place of Mr. Sanjay N Mehta (DIN: 000 00002817) who retires by rotation and being eligible, offer offers himself for reappointment. (Ordinary Resolution)

Whether Promoter/Promoter Group are interested in the agenda/resolution?	No		Yes		No		Yes	
Promoter and Promoter Group	E-Voting	3502729	3122211	89.14	3122211	0.00	100.00	0.00
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Public Institutions	Total	3502729	3122211	89.14	3122211	0.00	100.00	0.00
	E-Voting	-	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
Public Non-Institutions	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	-	-	-	-	-	-	-
	E-Voting	1959018	57470	2.93	18930	38540	32.94	67.06
Public Non-Institutions	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	1959018	57470	2.93	18930	38540	32.94	67.06
Total		5461747	3179681	58.22	3141141	38540	98.79	1.21

Whether resolution is Pass or Not

Yes

Resolution required: (Ordinary / Special)		Item No.:3 To consider regularization and appointment of Mr. Paras Desai (DIN 08293906) as a Whole Time Director designated as Executive Director and Chief Finance Officer (CFO) and payment of remuneration (Special Resolution)							
Whether Promoter/Promoter Group are interested in the agenda/resolution?	Category	Mode of Voting	No. of Shares held	No. of Votes Polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
	Promoter and Promoter Group	E-Voting	3502729	3122211	89.14	3122211	0.00	100.00	0.00
		Poll	-	-	-	-	-	-	-
		Postal Ballot (if applicable)	-	-	-	-	-	-	-
		Total	3502729	3122211	89.14	3122211	0.00	100.00	0.00
	Public Institutions	E-Voting	-	-	-	-	-	-	-
		Poll	-	-	-	-	-	-	-
		Postal Ballot (if applicable)	-	-	-	-	-	-	-
		Total	-	-	-	-	-	-	-
	Public Non-Institutions	E-Voting	1959018	265970	13.58	227430	38540	85.51	14.49
		Poll	-	-	-	-	-	-	-
		Postal Ballot (if applicable)	-	-	-	-	-	-	-
		Total	1959018	265970	13.58	227430	38540	85.51	14.49
	Total		5461747	3388181	62.03	3349641	38540	98.86	1.14
Whether resolution is Pass or Not									Yes



**MITESH RANA & CO.**

Company Secretaries

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Email: [csmiteshrana@gmail.com](mailto:csmiteshrana@gmail.com)

Address: Office No. 38, Second Floor, Samanvay Status II, Atladra, Padra Road, Vadodara – 390 012

**CONSOLIDATED REPORT OF SCRUTINIZER**

[Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

To,  
The Chairman / Managing Director  
41<sup>st</sup> Annual General Meeting of the Equity Shareholders of  
Span Divergent Limited  
CIN: L74999GJ1980PLC003710  
9<sup>th</sup> Floor, 902 – 904,  
Rajhans Bonista, Behind Ram Chowk Temple,  
Ghod Dod Road, Surat – 395 007

Dear Sir

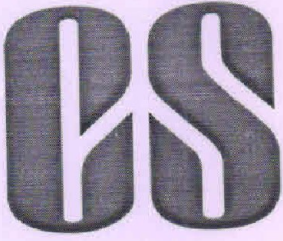
I Mitesh Rana, Practicing Company Secretary had been appointed as the Scrutinizer by the Board of Directors of Span Divergent Limited (**“the Company”**) under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended from time to time) for the purpose of scrutinizing the process of remote e-voting by electronic means and e-voting contained in the Notice dated June 11, 2021 (**“Notice”**) issued in accordance with the General Circular No. 14/2020, 17/2020, 20/2020, 22/2020 and 02/2021 issued by the Ministry of Corporate Affairs on April 08, 2020, April 13, 2020, May 05, 2020, June 15, 2020 and January 13, 2021 respectively and SEBI Circular dated May 12, 2020 and January 15, 2021 (**“MCA and SEBI Circular”**) calling the 41<sup>st</sup> Annual General Meeting of its Equity Shareholders (**“41<sup>st</sup> AGM”**) through Video Conferencing (**“VC”**) / Other Audio Visual Means (**“OVAM”**) facility. The AGM was convened on Monday, September 27, 2021 at 11:30 A.M. Indian Standard Time (**“IST”**) through VC / OVAM. I submit my Scrutinizer’s report as under:

1. The Company had sent Notice dated June 11, 2021 convening the 41<sup>st</sup> AGM along with Statement setting out material facts under Section 102 of the Companies Act, 2013 and Annual Report 2020-2021 by electronic means i.e. on the registered e-mail IDs of the Shareholders on September 03, 2021 as the case may be, to those members whose names appeared in the Register of Members / List of beneficiaries as on August 27, 2021 (being the cut off date for sending Annual Report to the shareholders).

As per the provisions of the Companies Act, 2013, the numbers of votes cast in respect of each resolution have been counted according to the numbers of shares held by the concerned shareholders. One share held equal to one vote.

2. The Company had appointed NSDL as the Service Provider for extending the facility of electronic voting i.e. remote e-voting from Friday, September 24, 2021 at 9:00 a.m. till September 26, 2021 at 5:00 p.m. The Company has also provided e-voting facility as provided by NSDL to the shareholders during the AGM to vote on the resolutions set out in the Notice of the said AGM, if they had not casted their vote earlier through remote e-voting. The Notice clearly indicated the process and manner for voting through remote e-voting and e-voting during the AGM.
3. The above notice was also placed on the website of the Company [www.span.in](http://www.span.in) forthwith after it was sent to the members.





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4. As prescribed in the aforesaid rules and MCA and SEBI Circulars, the Company has also published an advertisement in daily Newspaper "Financial Express" (English Language) and in "Dhabkar" (Gujarati Language) on September 04, 2021 and it carried the required information as specified in the said rules.
5. The Equity Shareholders holding shares as on the cut off date i.e. Monday, September 20, 2021 were entitled to vote on the proposed resolutions (Item Nos. 1 to 3) as set out in the Notice of the 41<sup>st</sup> Annual General Meeting of the Span Divergent Limited either through remote e-voting or through e-voting during the AGM.
6. The attendance of Twenty-Four (24) Members was registered who attended the AGM through VC / OAVM as per the MCA Circular.
7. After completion of e-voting during the AGM, the data of e-voting was diligently scrutinised. Thereafter, data of e-voting were reconciled with the records and the authorisations lodged with the Company. Detailed registers were maintained containing the summary of results of remote e-voting and e-voting during the AGM.
8. Thereafter, the vote cast through remote e-voting as well as e-voting at the AGM were unblocked after completion of e-voting during the AGM in presence of two witnesses who are not in the employment of Company. They have signed below mentioned confirmation of the votes being unblocked in their presence.

Kanu Mali  
(Witness No. 1)

Nilesh Patel  
(Witness No. 2)

9. Thereafter, the details containing, inter alia, list of equity shareholders who voted "for" or "against" each of the resolutions that were put to vote, were generated from the remote e-voting website of NSDL i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

The remote e-voting data was scrutinised by the undersigned for verification of the votes cast in favour of or against the resolutions.

10. Based on the reports generated from the e-voting website of NSDL at the 41<sup>st</sup> Annual General Meeting of Span Divergent Limited, I hereby submit my consolidated report on the results of the remote e-voting together with that of e-voting during the 41<sup>th</sup> Annual General Meeting in respect of the said resolutions as under:

## ORDINARY BUSINESS

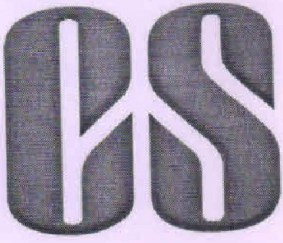
### Resolution No. 1 – As an Ordinary Resolution:

To receive, consider and adopt:

(a) The Audited Financial Statements of the Company for the financial year ended on March 31, 2021, and the Reports of the Board of Directors and Auditor thereon.

(b) The Audited Consolidated Financial Statements of the Company for the financial year ended on March 31, 2021 and reports of Auditor thereon.





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Particulars of Mode of Voting	Total Number of valid votes cast	Votes in favour of the resolution		Votes in against the resolution	
		Number	% of total number of valid votes cast	Number	% of total number of valid votes cast
Remote E-voting	3390181	3352631	98.89	37550	1.11
E-voting during AGM	Nil	Nil	Nil	Nil	Nil
<b>Total Voting</b>	<b>3390181</b>	<b>3352631</b>	<b>98.89</b>	<b>37550</b>	<b>1.11</b>

### Resolution No. 2 – As an Ordinary Resolution:

To appoint a director in place of Mr. Sanjay N Mehta (DIN: 000 00002817) who retires by rotation and being eligible, offer offers himself for reappointment.

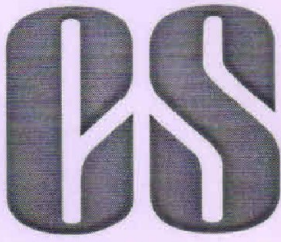
Particulars of Mode of Voting	Total Number of valid votes cast	Votes in favour of the resolution		Votes in against the resolution	
		Number	% of total number of valid votes cast	Number	% of total number of valid votes cast
Remote E-voting	3179681	3141141	98.79	38540	1.21
E-voting during AGM	Nil	Nil	Nil	Nil	Nil
<b>Total Voting</b>	<b>3179681</b>	<b>3141141</b>	<b>98.79</b>	<b>38540</b>	<b>1.21</b>

### Resolution No. 3 – As a Special Resolution:

To consider regularization and appointment of Mr. Paras Desai (DIN 08293906) as a Whole Time Director designated as Executive Director and Chief Finance Officer (CFO) and payment of remuneration

Particulars of Mode of Voting	Total Number of valid votes cast	Votes in favour of the resolution		Votes in against the resolution	
		Number	% of total number of valid votes cast	Number	% of total number of valid votes cast
Remote E-voting	3388181	3349641	98.89	38540	1.21
E-voting during AGM	Nil	Nil	Nil	Nil	Nil
<b>Total Voting</b>	<b>3388181</b>	<b>3349641</b>	<b>98.89</b>	<b>38540</b>	<b>1.21</b>





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11. All the above mentioned resolutions are deemed to have been passed with requisite majority.
12. I hereby confirmed that I am maintaining the Registers received from the Service Provider in respect of votes cast through e-Voting and e-voting during the AGM. I shall be arranging to hand over these records to the Chairman / Managing Director of the Company or to such person to be authorised by him in due course as prescribed in the said Rules.
13. The Management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and Rules relating to Remote e-Voting and e-voting during the AGM for resolutions contained in the Notice to the 41<sup>st</sup> Annual General Meeting of the members of the Company. My responsibility as scrutinizer for the Remote e-Voting process and E-voting at the Annual General Meeting is restricted to make scrutinizer's Report of the votes cast "in favour" or "against" the resolutions stated above based on reports generated from the e-Voting system provided by NSDL, the authorised agency engaged by the Company to provide e-Voting facilities for e-Voting.

Thanking you,

Yours faithfully,

For Mitesh Rana & Co.  
Company Secretaries



  
Mitesh Rana

Proprietor

COP No.: 12364

Membership No.: A28113

UDIN: A028113C001029454

Place: Vadodara

Date: September 28, 2021