Sumit Bajaj & Associates

(Practicing Company Secretaries)

Office Address: Office no.401, Surya Kiran Building, Kasturba Gandhi Marg, New Delhi-110001

Email Id: cssumitbajaj@gmail.com, **Tel:** +91-9910613098

Registration No. S2019DE677200, **Peer Review No.** 6546/2025

SCRUTINIZER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014]

To,
The Board of Directors
Divine Power Energy Limited
Shop No. 19, Annex Mall (Carnival Cinema),
Western Express, HWY, Siddharth Nagar,
Borivali East, Mumbai, Maharashtra, 400066.

Subject: Consolidated Scrutinizer's Report on E-voting conducted for the 25th Annual General Meeting of Divine Power Energy Limited held on Saturday, 27th June, 2026 at 12:00 P.M. (IST) through Video Conferencing (VC) / Other Audio-Visual Means (OVAM).

Dear Sir,

I, **Sumit Bajaj**, Practicing Company Secretary, have been appointed as Scrutinizer by the Board of Directors of Divine Power Energy Limited 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, to conduct the e-voting process in respect of the below mentioned resolutions proposed at the 25th Annual General Meeting of the Company held on Saturday, 27th June, 2026 at 12:00 P.M. (IST) through Video Conferencing (VC) / Other Audio-Visual Means (OVAM).

The Ministry of Corporate Affairs ("MCA") vide its General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, followed by General Circular Nos. 20/2020 dated May 5, 2020, No.02/2021 dated January 13, 2021, 19/2021 dated December 8. 2021, No. 21/2021 dated December 14, 2021, 10/2022 dated December 28, 2022, 09/2023, dated September 25, 2023 and 09/2024, dated September 19, 2024, dated September 22, 2025 (collectively referred to as "MCA Circulars") has permitted the holding of the Annual General Meeting through Video Conferencing ("VC") or through Other Audio-Visual Means ("OAVM"), without the physical presence of the Members at a common venue.

Further, pursuant to the relevant circulars issued by the MCA and SEBI, the Notice of the AGM along with the Annual Report for FY 2025-26 was sent in electronic form only to those Members whose email addresses were registered with the Company/ Depositories. The Notice calling the 25th AGM had been uploaded on the website of the Company at https://www.dpel.in/. The Notice could also be accessed from the websites of the Stock Exchanges i.e. NSE Limited ("NSE") at https://www.nseindia.com/ and the AGM Notice was also available on the website of Central Depository Services (India) Limited (CDSL) (agency for providing the Remote e-Voting facility) i.e. www.evotingindia.com.

Management's Responsibility: The management of the Company is responsible to ensure compliances with the requirements of the relevant provisions of (i) Companies Act, 2013 and the Rules made thereunder and (ii) the Regulation 44 of Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015, as amended, ["SEBI Listing Regulations"] on the resolutions as set-out in the notice of AGM.
Scrutinizer's Responsibility: My responsibility as a scrutinizer is restricted to making a Scrutinizer's report of the votes cast by the members in respect of the resolutions contained in the AGM Notice. My report is based on report generated by voting through electronic means provided by Central Depository Services (India) Limited the authorized agency engaged by the Company to provide voting by electronic means and scrutinizing the voting done through electronic means during the AGM.

SUMIT BAJAJ
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Date: 2026.06.29 17:59:56 +05'30'

Sumit Bajaj & Associates

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Office Address: Office no.401, Surya Kiran Building, Kasturba Gandhi Marg, New Delhi-110001

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I submit my report as under:

1. In terms of Section 108 and Section 110 of Companies Act, 2013 read with rules and SEBI Listing Regulations, 2015, the Company had made arrangement with Central Depository Services (India) Limited (CDSL) for providing facility of voting through electronic means ("Remote e-voting") to its members.

2. As per Rule 22 (3) Companies (Management & Administration) Rules, 2014 the Company published an advertisement on 04th June 2026 about the dispatch of Notice in "Financial Express" (English Newspaper) and "Mumbai Lakshadeep" (Marathi Newspaper).

3. The shareholders of the Company holding shares as on the "cut-off" date 22th June, 2026 were entitled to vote on the resolutions as contained in the Notice of the AGM.

4. The voting period for remote e-voting commenced on 24th June, 2026 (9:00 a.m. IST) and ended on 26th June, 2026 (5:00 p.m. IST) and the NSDL e-voting platform was disabled thereafter.

5. The Company had also provided e-voting facility to the shareholders present at the AGM through VC/OAVM and who had not cast their vote earlier.

6. After the closure of e-voting at the AGM, the report on voting done during the AGM and the votes cast under remote e-voting facility prior to the AGM were unblocked and counted.

7. The votes cast by the members were unblocked 02:54 P.M on 27th June, 2026, in the presence of Two Witnesses who were not in employment of Company.

(Witness 1) (Witness 2)

8. We, have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the Central Depository Services (India) Limited e-voting system. After the time fixed for closing of the e-voting and e-voting after AGM, an electronic report of the e-voting was generated by me by accessing the data available from the website www.evotingindia.com of CDSL. Based on such reports generated by CDSL and relied upon by me, data regarding the e-votes was scrutinized on test check basis.

9. The particulars of Voting and other requisite details have been entered in a separate register maintained for the purpose.
10. The summary of remote e-Voting prior and during the AGM for the following resolutions are as under:

RESOLUTIONS:

ITEM NO. 1 - TO CONSIDER & ADOPT THE AUDITED FINANCIAL STATEMENTS (INCLUDING CONSOLIDATED FINANCIAL STATEMENTS) OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2026 AND THE REPORT OF THE BOARD OF DIRECTORS AND THE AUDITORS REPORT THEREON.

SUMIT BAJAJ

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Means of Voting	Total Votes cast	Invalid Votes	Valid Votes	Total valid Votes cast in favour of the Resolution		Total Votes cast against the Resolution	
				Nos.	% of total number of valid votes cast	Nos.	% of total number of valid votes cast
Remote E-voting	15706080	0	15706080	15706080	100.00	0	0.00
E-voting at AGM	57000	0	57000	57000	100.00	0	0.00
Total	15763080	0	15763080	15763080	100.00	0	0.00

Since total votes casted in favour of the resolution is 100.00 % and total votes casted against the resolution is 0.00 %, the Resolution stands passed as Ordinary Resolution.

ITEM NO. 2. TO APPOINT A DIRECTOR IN PLACE OF MR. VIKAS TALWAR (DIN: 01709711) DIRECTOR WHO RETIRES BY ROTATION AND BEING ELIGIBLE OFFERS HIMSELF FOR RE-APPOINTMENT:

Means of Voting	Total Votes cast	Invalid Votes	Valid Votes	Total valid Votes cast in favour of the Resolution		Total Votes cast against the Resolution	
				Nos.	% of total number of valid votes cast	Nos.	% of total number of valid votes cast
Remote E-voting	15706080	0	15706080	15706080	100.00	0	0.00
E-voting at AGM	57000	0	57000	57000	100.00	0	0.00
Total	15763080	0	15763080	15763080	100.00	0	0.00

Since total votes casted in favour of the resolution is 100.00 % and total votes casted against the resolution is 0.00 %, the Resolution stands passed as Ordinary Resolution.

ITEM NO. 3. TO AUTHORIZE BOARD OF DIRECTORS OF THE COMPANY TO FIX THE REMUNERATION OF THE STATUTORY AUDITORS FOR THE FINANCIAL YEAR 2026-2027:

Means of Voting	Total Votes cast	Invalid Votes	Valid Votes	Total valid Votes cast in favour of the Resolution		Total Votes cast against the Resolution	
				Nos.	% of total number of valid votes cast	Nos.	% of total number of valid votes cast
Remote E-voting	15706080	0	15706080	15706080	100.00	0	0.00
E-voting at AGM	57000	0	57000	57000	100.00	0	0.00
Total	15763080	0	15763080	15763080	100.00	0	0.00

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Since total votes casted in favour of the resolution is 100.00 % and total votes casted against the resolution is 0.00 %, the Resolution stands passed as Ordinary Resolution.

ITEM NO. 4. RATIFICATION OF REMUNERATION PAYABLE TO COST AUDITORS FOR FINANCIAL YEAR 2026-2027

Means of Voting	Total Votes cast	Invalid Votes	Valid Votes	Total valid Votes cast in favour of the Resolution		Total Votes cast against the Resolution	
				Nos.	% of total number of valid votes cast	Nos.	% of total number of valid votes cast
Remote E-voting	15706080	0	15706080	15706080	100.00	0	0.00
E-voting at AGM	57000	0	57000	57000	100.00	0	0.00
Total	15763080	0	15763080	15763080	100.00	0	0.00

Since total votes casted in favour of the resolution is 100.00 % and total votes casted against the resolution is 0.00 %, the Resolution stands passed as Special Resolution.

ITEM NO. 5 TO APPOINT M/S SUMIT BAJAJ & ASSOCIATES, COMPANY SECRETARIES AS A SECRETARIAL AUDITOR OF COMPANY FOR THE FY 2026-2027:

Means of Voting	Total Votes cast	Invalid Votes	Valid Votes	Total valid Votes cast in favour of the Resolution		Total Votes cast against the Resolution	
				Nos.	% of total number of valid votes cast	Nos.	% of total number of valid votes cast
Remote E-voting	15706080	0	15706080	15706080	100.00	0	0.00
E-voting at AGM	57000	0	57000	57000	100.00	0	0.00
Total	15763080	0	15763080	15763080	100.00	0	0.00

Since total votes casted in favour of the resolution is 100.00 % and total votes casted against the resolution is 0.00 %, the Resolution stands passed as Special Resolution.

ITEM NO. 6 APPROVAL OF THE DIVINE POWER ENERGY LIMITED EMPLOYEE STOCK OPTION PLAN 2026 ("ESOP 2026"/" PLAN") FOR ELIGIBLE EMPLOYEES OF DIVINE POWER ENERGY LIMITED

Means of Voting	Total Votes cast	Invalid Votes	Valid Votes	Total valid Votes cast in favour of the Resolution		Total Votes cast against the Resolution	
				Nos.	% of total number of valid votes cast	Nos.	% of total number of valid votes cast

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Sumit Bajaj & Associates

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Remote E-voting	15706080	0	15706080	15702080	99.97	4000	0.03
E-voting at AGM	57000	0	57000	57000	100.00	0	0.00
Total	15763080	0	15763080	15759080	99.97	4000	0.03

Since total votes casted in favour of the resolution is **99.97** % and total votes casted against the resolution is **0.03** %, the Resolution stands passed as Special Resolution.

ITEM NO. 7 TO OBTAIN APPROVAL TO ADVANCE ANY LOAN/GIVE GUARANTEE/PROVIDE SECURITY UNDER SECTION 185 OF THE COMPANIES ACT, 2013

Means of Voting	Total Votes cast	Invalid Votes	Valid Votes	Total valid Votes cast in favour of the Resolution		Total Votes cast against the Resolution	
				Nos.	% of total number of valid votes cast	Nos.	% of total number of valid votes cast
Remote E-voting	15706080	0	15706080	15706080	100.00	0	0.00
E-voting at AGM	57000	0	57000	57000	100.00	0	0.00
Total	15763080	0	15763080	15763080	100.00	0	0.00

Since total votes casted in favour of the resolution is 100.00 % and total votes casted against the resolution is 0.00 %, the Resolution stands passed as Special Resolution.

ITEM NO.8 TO APPROVE THE INCREASE IN LIMIT TO BORROW MONEY ABOVE THE LIMIT PRESCRIBED U/S 180(1)(C) OF THE COMPANIES ACT, 2013.

Means of Voting	Total Votes cast	Invalid Votes	Valid Votes	Total valid Votes cast in favour of the Resolution		Total Votes cast against the Resolution	
				Nos.	% of total number of valid votes cast	Nos.	% of total number of valid votes cast
Remote E-voting	15706080	0	15706080	15706080	100.00	0	0.00
E-voting at AGM	57000	0	57000	57000	100.00	0	0.00
Total	15763080	0	15763080	15763080	100.00	0	0.00

Since total votes casted in favour of the resolution is 100.00 % and total votes casted against the resolution is 0.00 %, the Resolution stands passed as Special Resolution.

ITEM NO. 9 TO APPROVE THE INCREASE IN LIMIT OF PROVIDING LOAN, GUARANTEES AND MAKING INVESTMENT UNDER SECTION 186 OF THE COMPANIES ACT, 2013

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Sumit Bajaj & Associates

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Means of Voting	Total Votes cast	Invalid Votes	Valid Votes	Total valid Votes cast in favour of the Resolution		Total Votes cast against the Resolution	
				Nos.	% of total number of valid votes cast	Nos.	% of total number of valid votes cast
Remote E-voting	15706080	0	15706080	15702080	99.97	4000	0.03
E-voting at AGM	57000	0	57000	57000	100.00	0	0.00
Total	15763080	0	15763080	15759080	99.97	4000	0.03

Since total votes casted in favour of the resolution is **99.97** % and total votes casted against the resolution is **0.03** %, the Resolution stands passed as Special Resolution.

11. The remote e-voting register and other records shall remain in my safe custody until the Chairman of the meeting considers, approves and signs the minutes in this regard and thereafter it will be handed over to the Compliance Officer for safe keeping.

For Sumit Bajaj & Associates
(Practicing Company Secretary)

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Date: 2026.06.29 18:06:43 +05'30'

CS Sumit Bajaj
(Proprietor)
C. P. No: 23948
M. No.: 45042

UDIN: A045042H000707253
Date: 29.06.2026
Place: New Delhi