

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL BENGALURU BENCH
[PURSUANT TO RULE 13(2) AND RULE 14 OF COMPANIES
(COMPROMISES, ARRANGEMENTS AND AMALGAMATIONS), 2016]
COMPANY APPLICATION (CAA) NO. 38/BB/2024
IN THE MATTER OF SECTIONS 230 TO 232 READ WITH SECTION 66 AND
OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013
AND
RULES FRAMED
THERE UNDER AS IN FORCE FROM TIME TO TIME;
AND
IN THE MATTER OF SCHEME OF ARRANGEMENT
AMONGST
SHANKARA BUILDING PRODUCTS LIMITED
(APPLICANT COMPANY NO.1/DEMERGED COMPANY)
AND
SHANKARA BUILDPRO LIMITED
(APPLICANT COMPANY NO.2/RESULTING COMPANY)
AND
THEIR RESPECTIVE SHAREHOLDERS & CREDITORS ("SCHEME")

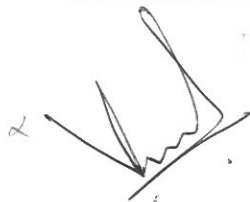
SHANKARA BUILDING PRODUCTS LIMITED

(CIN: L26922KA1995PLC018990)

A company incorporated under the Companies Act, 1956,
having its registered office at G-2 Farah Winsford,
No.133, Infantry Road, Bengaluru, Karnataka, India, 560001.

Represented by Ms. Ereena Vikram, Company Secretary / Authorised Signatory

... Applicant Company No.1/Demerged Company



**VARUN S.
ADVOCATE
KAR/1920/2015**

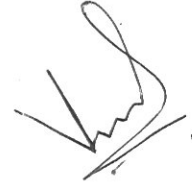
INDEX

Sl. No.	Particulars	Annexure No	Page No.
1	Chairperson's Report (Form No. CAA-4) on the result of the Equity Shareholders Meeting of the Demerged Company and Verifying Affidavit.	-	1 - 10
2	Scrutinizer's Report on the results of voting at Meeting of Equity Shareholders of Demerged Company.	Annexure 1	11 - 16

Date: February 13, 2025

Place: Bengaluru

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Varun S

Chairperson for Meeting of Equity Shareholders
of the Demerged Company



VRUKSHA LAW CHAMBERS

Ground Floor, Chitrapur Bhavan,

15th Cross, 8th Main Road,

Malleshwaram, Bangalore - 560 055.

Mob: 9967 444 008

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BEFORE THE NATIONAL COMPANY LAW TRIBUNAL BENGALURU BENCH

[PURSUANT TO RULE 13(2) AND RULE 14 OF COMPANIES

(COMPROMISES, ARRANGEMENTS AND AMALGAMATIONS), 2016]

COMPANY APPLICATION (CAA) NO. 38/BB/2024

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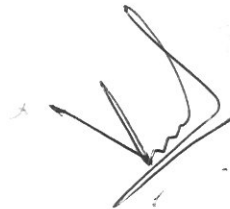
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KAR/1920/2015**

2

CHAIRMAN'S REPORT ON MEETING OF EQUITY SHAREHOLDERS

Form No. CAA-4

[Pursuant to Rule 13(2) and Rule 14 of Companies (Compromises, Arrangements and Amalgamations), 2016]

COMPANY APPLICATION (CAA) NO. 38/BB/2024

SHANKARA BUILDING PRODUCTS LIMITED

... Applicant Company No.1/Demerged Company

REPORT OF RESULT OF THE MEETING OF EQUITY SHAREHOLDERS OF SHANKARA BUILDING PRODUCTS LIMITED (DEMERGED COMPANY) CONVENED PURSUANT TO THE ORDER OF THE NATIONAL COMPANY LAW TRIBUNAL, BENGALURU BENCH ("TRIBUNAL" OR "NCLT") BY THE CHAIRPERSON.

I, **Shri Varun S.**, Advocate & Legal Consultant, appointed by the Hon'ble Tribunal by an order dated **18th December, 2024** to act as the Chairperson of the meeting of Equity Shareholders of the Demerged Company, summoned by notice served individually upon them on 10th January 2025 and by publishing an advertisement in "Business Standard" (English) and "Kannada Prabha" (Kannada) on 11th January 2025. The meeting of Equity Shareholders was held on **Wednesday, 12th February, 2025** at **11.00 a.m. (IST)** through Video Conferencing ("**VC**") / Other Audio-Visual Means ("**OAVM**").

I do hereby report to this Hon'ble Tribunal as follows:

1. Pursuant to the Order dated 18th December, 2024, the meeting was convened for the purpose of considering and if thought fit, approving, with or without modification arrangement proposed to be made in the Scheme of Arrangement amongst Shankara Building Products Limited (Demerged Company) and Shankara Buildpro Limited (Resulting Company) and their respective shareholders and Creditors under section 230 to 232 and other applicable provisions of the Companies Act, 2013 ("**the Act**") and relevant rules framed thereunder ("**Scheme**").
2. The report hereunder pertains to the aforesaid meeting of Equity Shareholders of the Demerged Company.



VARUN S.
ADVOCATE
KAR/1920/2015

(3)

3. As directed by this Hon'ble Tribunal vide its order dated **18th December, 2024**, the individual notices were sent to all the Equity Shareholders of the Demerged Company on 10th January, 2025 through E-mail whose email addresses were registered with the Demerged Company / Depositories, and through Registered Post whose email addresses were not registered with the Demerged Company / Depositories. As directed, notices were also sent to the (a) Central Government through the office of the Regional Director (South East Region); (b) Registrar of Companies, Bengaluru; (c) Principal Chief Commissioner of Income Tax, Karnataka & Goa - Nodal Officer of Income Tax Department (d) Jurisdictional Income Tax Authorities; (e) Reserve Bank of India, Bengaluru (f) Bombay Stock Exchange; (g) National Stock Exchange; (h) Securities and Exchange Board of India; (i) Competition Commission of India; pursuant to Section 230(5) of the Act as per Rule 8 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 calling upon their representations/objections, if any, within thirty days of the receipt of the notice. In addition, the advertisement containing notice of the aforesaid meeting was published in the following two newspapers, in accordance with direction of the Hon'ble Tribunal.
- Kannada Prabha (Kannada) on 11th January 2025.
 - Business Standard (English) on 11th January 2025.
4. In compliance of the order of this Hon'ble Tribunal, the meeting of the Equity Shareholders of the Demerged Company was convened on Wednesday, 12th February, 2025 at 11.00 a.m. (IST) through **VC/ OAVM** and I presided over the said meeting. The said meeting was attended by **44 (Forty-Four) Equity Shareholders** holding shares constituting **50.91%** of the total paid up capital.
5. The Minimum quorum for the said meeting was **30 (Thirty)** Equity Shareholders being personally present in the meeting in accordance with Section 103(1)(a)(iii) of the Act. 44 (Forty-Four) Equity Shareholders were personally present in the meeting through VC/OAVM. The notice convening the meeting, the Explanatory Statement under Section 230(3) read with Section 102 and other applicable provisions of the Act and the proposed Scheme were taken as received, read and understood.


**VARUN S.
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KAR/1920/2015**

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6. The Scheme was read out at the meeting and explained by the Managing Director during the meeting, and the question put to the Equity Shareholders was whether they agreed to the Scheme as submitted at the meeting. I then put the following Resolution to vote:

“RESOLVED THAT in accordance with the provisions of Sections 230 to 232 read with Section 66 and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the rules including the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, circulars and notifications made thereunder and the Securities and Exchange Board of India (“SEBI”) (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time), read with the Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated 20th June 2023 issued by the SEBI and other circulars / guidelines issued by SEBI as may be applicable to the scheme of arrangement from time to time, the observation letters dated 1st July 2024 and 6th July 2024 issued by BSE Limited and National Stock Exchange of India Limited respectively and other relevant provisions of the Income Tax Act, 1961 and rules made thereunder and all other provisions of the applicable laws, or any amendments thereto or modifications thereof, the Memorandum and Articles of Association of the Company, and subject to the approval of the Hon'ble NCLT and such other approvals as may be necessary or as may be directed by the Hon'ble NCLT or by any regulatory or other authorities, while granting such approvals, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to mean and include one or more Committee(s) constituted / to be constituted by the Board or any person(s) which the Board may nominate to exercise its powers including the powers conferred by this resolution), the Scheme of Arrangement amongst Shankara Building Products Limited and Shankara Buildpro Limited and their respective shareholders & creditors (“Scheme”) be and is hereby approved.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution and for removal of any difficulties or doubts, the Board, be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem desirable, necessary, expedient, usual or proper, and to settle any questions or difficulties or doubts that may arise, including



**VARUN S.
ADVOCATE
KAR/1920/2015**

(15)

passing of such accounting entries and / or making such adjustments in the books of accounts, transfer / vesting of such assets and liabilities as considered necessary to give effect to the above resolution, settling of any questions or difficulties arising under the Scheme or in regard to and of the meaning or interpretation of the Scheme or implementation thereof or in any matter whatsoever connected therewith, or to review the position relating to the satisfaction of various conditions of the Scheme and if necessary, to waive any of those, and to make modifications, amendments, revisions, edits and all other actions as may be required to finalise the Scheme and do all acts, deeds and things as may be necessary, desirable or expedient for carrying the Scheme into effect or to carry out such modifications / directions as may be required and / or imposed and/or permitted by the NCLT while sanctioning the Scheme, or by any governmental authorities, to do and perform and to authorize the performance of all such acts and deeds which are necessary or advisable for the implementation of the Scheme and upon the sanction of the Scheme by, amongst others, the NCLT and/or SEBI and/or any other regulatory/government authorities, to implement and to make the Scheme effective, without any further approval of the Board or to approve withdrawal (and where applicable, re-filing) of the Scheme at any stage for any reason including in case any changes and/or modifications are suggested/ required to be made in the Scheme or any condition suggested, required or imposed, whether by any shareholder and/or creditor of the Company, the SEBI, the NCLT, and/or any other authority, are in its view not acceptable to the Company, and/or if the Scheme cannot be implemented otherwise, and to do all such acts, deeds and things as it may deem necessary and desirable in connection therewith and incidental thereto, to approve and authorize execution of any agreements, deeds, documents, declarations, affidavits, writings, etc. (including any alterations or modifications in the documents executed or to be executed), whether or not under the Common Seal of the Company, as may be required from time to time in connection with the Scheme.”

7. I informed the Equity Shareholders present at the meeting that **Mr. ND Satish**, Practicing Company Secretary has been appointed as Scrutinizer and he will give the Scrutinizer's Report about the outcome of the meeting. I informed the Equity Shareholders that they could, if they so desire, remain present at the time of scrutiny of voting.


**VARUN S.
ADVOCATE
KAR/1920/2015**

(6)

8. The Equity Shareholders cast their votes through remote e-voting which **commenced on Friday, 7th February, 2025 at 9:00 A.M. (IST) and ended on Tuesday, 11th February, 2025 at 5:00 P.M. (IST)**. Further, all Shareholders present at the meeting through **VC / OAVM** were permitted to cast their votes if they had not already exercised their voting rights through the remote e-voting facility.
9. With regard to approval of Resolution for the Scheme of Arrangement, on scrutiny by the Scrutinizer, a total of **111 (One Hundred Eleven)** Equity Shareholders participated in the voting (including remote e-voting and e-voting at the meeting). Out of these, **105 (One Hundred Five) Equity Shareholders voted in favour**, constituting **99.9941%** of the total votes cast, while **6 (Six) Equity Shareholders voted against**, constituting **0.0059%** of the total votes cast. The result of the voting upon the said question was as follows:

Particulars	No. of votes contained in						Percentage on Valid votes
	Remote e-voting		e-voting at the Meeting of Equity Shareholders (Instapoll)		Total		
	No of members voted	No. of Votes cast (shares)	No of members voted	No. of Votes cast (shares)	No of members voted	No. of Votes cast (shares)	
Assent	103	1,67,03,331	2	70	105	1,67,03,401	99.9941
Dissent	6	982	0	0	6	982	0.0059
Total	109	1,67,04,313	2	70	111	1,67,04,383	100.0000

As per the requirement in the Act, the proposed resolution approving the Scheme was passed by the requisite majority i.e., majority in number and representing more than three-fourths in value of the Equity Shareholders of the Demerged Company. Further, as per the requirement in SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated 20th June 2023, the Scheme was approved by the requisite majority of Public Shareholders, meaning the votes cast in favor of the Scheme by public shareholders exceeded those cast against it.



**VARUN S.
ADVOCATE
KAR/1920/2015**

7

10. Accordingly, the resolution for the Scheme stands **approved**. The Scrutinizer's Report showing the number and the value of the Equity Shareholders who voted in favour of the resolution and those who voted against the resolution are annexed hereto as **Annexure 1**.

Dated this 13th Day of **February, 2025** at **Bengaluru**.

**VARUN S.
ADVOCATE
KAR/1920/2015**



Varun S

Chairperson for Meeting of Equity Shareholders
of the Demerged Company



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15th Cross, 8th Main Road,
Mallechwaram, Bangalore - 560 055.
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9

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[PURSUANT TO RULE 13(2) AND RULE 14 OF COMPANIES

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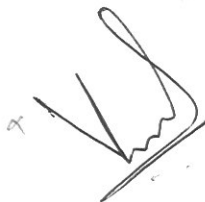
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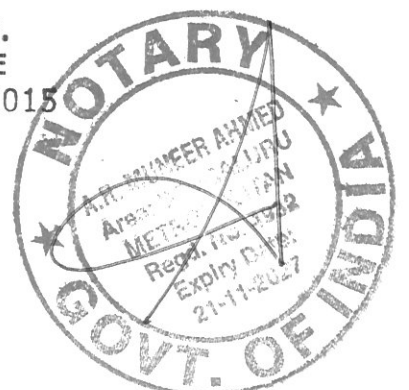
No.133, Infantry Road, Bengaluru, Karnataka, India, 560001.

Represented by Ms. Ereena Vikram, Company Secretary / Authorised Signatory

... Applicant Company No.1/Demerged Company



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KAR/1920/2015

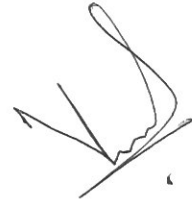


VERIFYING AFFIDAVIT

I, **Shri Varun S.**, S/o G. Sreenivas, aged about 32 years, having office at Vruksha Law Chambers, Ground Floor, Chitrapur Bhavan, 15th Cross, 8th Main Road, Malleshwaram, Bengaluru, 560055, Advocate & Legal Consultant, and appointed as Chairperson of the meeting of Equity Shareholders of the Demerged Company by the Hon'ble National Company Law Tribunal, Bengaluru Bench ("Tribunal" or "NCLT") vide order dated 18th December 2024, do hereby solemnly affirm and state on oath as follows:

1. The meeting of Equity Shareholders of the Applicant Company No.1/Demerged Company was held on Wednesday, February 12, 2025 at 11.00 A.M. (IST) and I have filed my report on the result of the meeting.
2. The contents of the report in **Form No. CAA-4** dated February 13, 2025 filed by me as the Chairperson of the meeting of Equity Shareholders of the Applicant Company No.1/Demerged Company, is true to the best of my knowledge and information and belief. The Annexures furnished therein are Originals.

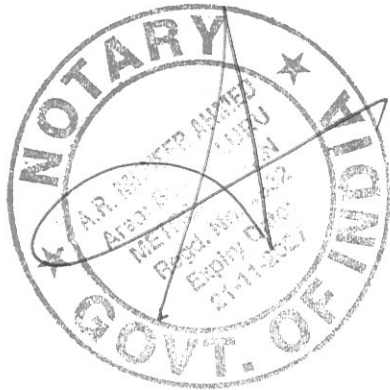
Solemnly affirm and stated on oath on this 13th Day of **February, 2025** at **Bengaluru**.



**VARUN S.
ADVOCATE
KAR/1920/2015**

Varun S

Chairperson for Meeting of Equity Shareholders
of the Demerged Company



 **VRUKSHA LAW CHAMBERS**

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15th Cross, 8th Main Road,
Malleshwaram, Bangalore - 560 055.
Mob: 9967 444 008

E-mail: varun@vrukshalawchambers.com


SWORN TO BEFORE ME

A.R. MUNEER AHMED

M.Com., LL.B., DPM & IR,
ADVOCATE & NOTARY PUBLIC
Reg. No. 4932

My Commission Expires On 21-11-2027

Mobile : 9845712075



13 FEB 2025



(11)

ND SATISH
Practising Company Secretary

Annexure 1

No. 160 "Abhyudaya" First floor,
2nd Main, 10th Cross, Nrupattunganagar,
NGEF layout, Nagarbhavi,
Bangalore 560 072
Mobile: 08971403035, 09480709752
e-mail: cs.ndsatish@gmail.com
Peer Review Certificate No. 1737/2022

SCRUTINIZER'S REPORT

To,
The Chairman,
Shri Varun S., Advocate & Legal Consultant,
Vruksha Law Chambers, Ground Floor, Chitrapur Bhavan,
15th Cross, 8th Main Road, Malleshwaram,
Bengaluru 560 055

Shankara Building Products Limited
Registered office: G2 Farah Winsford,
No.133, Infantry Road, Bengaluru 560 001

Dear Sir,

Sub: Scrutinizer's Report on the results of voting at Meeting of Equity Shareholders of Shankara Building Products Limited ("Demerged Company/ Applicant Company No.1"/ "Company") held on Wednesday, 12 February 2025 at 11.00 A.M. (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), pursuant to directions of the Hon'ble National Company Law Tribunal ("NCLT"), Bengaluru Bench, vide order dated December 18, 2024.

I, N.D Satish, Practising Company (FCS-10003), having address at No.160, Abhyudaya First Floor, 2nd Main, 10th Cross, Nrupattunganagar, NGEF Layout, Nagarbhavi, Bangalore 560072, duly appointed as Scrutinizer by NCLT vide order dated 18th December, 2024 for the Meeting of Equity Shareholders of the Company for the purpose of scrutinizing the e-voting held prior to the Meeting of Equity Shareholders ('remote e-voting') and electronic voting ('e-voting') at the Meeting of Equity Shareholders held on Wednesday, February 12, 2025 at 11:00 A.M. (IST) held through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM'), pursuant to Sections 108 and 109 of the Companies Act, 2013 (the Act), read with Rules 20 and 21 of the Companies (Management & Administration) Rules, 2014 (the Rules) as amended from time to time and the provisions of Regulation 44 of the Securities and

Page 1 of 6





Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations) hereby furnish my Report to you.

1. I have been appointed as the scrutinizer to scrutinize the voting process at the said NCLT convened Meeting of Equity Shareholders of the Company held virtually for the purpose of considering the Scheme of Arrangement amongst Shankara Building Products Limited (Demerged Company) and Shankara Buildpro Limited (Resulting Company) and their respective Shareholders and Creditors under Sections 230-232 and other applicable provisions of the Act ("**Scheme**").
2. The notice of Meeting of Equity Shareholders has been sent to the Shareholders in respect of the below mentioned resolution passed at the Meeting of Equity Shareholders of the Company:
 - a. through electronic mode to those Members whose email addresses are registered with the Company/ Depositories.
 - b. through Registered Post to those Members whose email addresses are not registered and with the Company.
3. The notice of the Meeting along with the statement setting out material facts under Section 230(3) read with Section 102 and other applicable provisions of the Companies Act, 2013 as confirmed by the Company were sent to the Equity Shareholders on 10 January 2025 in respect of the below mentioned resolution proposed at the Meeting of Equity Shareholders:

"RESOLVED THAT in accordance with the provisions of Sections 230 to 232 read with Section 66 and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the rules including the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, circulars and notifications made thereunder and the Securities and Exchange Board of India ("**SEBI**") (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time), read with the Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated 20th June 2023 issued by the SEBI and other circulars/guidelines issued by SEBI as may be applicable to the scheme of arrangement from time to time, the observation letters dated 1st July 2024 and 6th July 2024 issued by BSE Limited





13

ND SATISH
Practicing Company Secretary

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2nd Main, 10th Cross, Nrupattunganagar,
NGEF layout, Nagarbhavi,
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e-mail: cs.ndsatish@gmail.com
Peer Review Certificate No. 1737/2022

and National Stock Exchange of India Limited respectively and other relevant provisions of the Income-tax Act, 1961 and rules made thereunder and all other provisions of the applicable laws, or any amendments thereto or modifications thereof, the Memorandum and Articles of Association of the Company, and subject to the approval of the Hon'ble NCLT and such other approvals as may be necessary or as may be directed by the Hon'ble NCLT or by any regulatory or other authorities, while granting such approvals, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "**Board**", which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board or any person(s) which the Board may nominate to exercise its powers including the powers conferred by this resolution), the Scheme of Arrangement amongst Shankara Building Products Limited and Shankara Buildpro Limited and their respective shareholders & creditors ("**Scheme**") be and is hereby approved.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution and for removal of any difficulties or doubts, the Board, be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem desirable, necessary, expedient, usual or proper, and to settle any questions or difficulties or doubts that may arise, including passing of such accounting entries and /or making such adjustments in the books of accounts, transfer/vesting of such assets and liabilities as considered necessary to give effect to the above resolution, settling of any questions or difficulties arising under the Scheme or in regard to and of the meaning or interpretation of the Scheme or implementation thereof or in any matter whatsoever connected therewith, or to review the position relating to the satisfaction of various conditions of the Scheme and if necessary, to waive any of those, and to make modifications, amendments, revisions, edits and all other actions as may be required to finalise the Scheme and do all acts, deeds and things as may be necessary, desirable or expedient for carrying the Scheme into effect or to carry out such modifications/directions as may be required and/or imposed and/or permitted by the NCLT while sanctioning the Scheme, or by any governmental authorities, to do and perform and to

Page 3 of 6





ND SATISH
Practicing Company Secretary

114

No. 160 "Abhyudaya" First floor,
2nd Main, 10th Cross, Nrupattunganagar,
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authorize the performance of all such acts and deeds which are necessary or advisable for the implementation of the Scheme and upon the sanction of the Scheme by, amongst others, the NCLT and/or SEBI and/or any other regulatory/government authorities, to implement and to make the Scheme effective, without any further approval of the Board or to approve withdrawal (and where applicable, re-filing) of the Scheme at any stage for any reason including in case any changes and/or modifications are suggested/ required to be made in the Scheme or any condition suggested, required or imposed, whether by any shareholder and/or creditor of the Company, the SEBI, the NCLT, and/or any other authority, are in its view not acceptable to the Company, and/or if the Scheme cannot be implemented otherwise, and to do all such acts, deeds and things as it may deem necessary and desirable in connection therewith and incidental thereto, to approve and authorize execution of any agreements, deeds, documents, declarations, affidavits, writings, etc. (including any alterations or modifications in the documents executed or to be executed), whether or not under the Common Seal of the Company, as may be required from time to time in connection with the Scheme."

4. The e-voting facility both for remote e-voting and e-voting at the Meeting of Equity Shareholders were provided by KFin Technologies Limited ("KFin").
5. In terms of the aforesaid Notice and as per the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, the remote e-voting was kept open for five days from 9.00 A.M. (IST) on Friday, 7 February 2025 and ended at 5.00 P.M. (IST) on Tuesday, 11 February 2025. Members were requested to cast their votes electronically conveying their assent or dissent in respect of the resolutions on the e-voting platform.
6. The shareholders present at the Meeting of Equity Shareholders through VC/OAVM voted through e-voting facility at the Meeting provided by KFin at the Meeting of Equity Shareholders.
7. The Members holding Equity Shares as on the "cut-off date" i.e., the Tuesday, 4 February 2025 were entitled to vote on the Resolution proposed in the Notice calling the Meeting of Equity Shareholders.

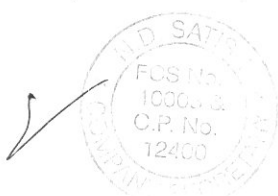




8. After the conclusion of e-voting at the Meeting of Equity Shareholders, the votes cast under remote e-voting and votes cast through e-voting at Meeting of Equity Shareholders were unblocked on Wednesday, February 12, 2025 at 11:46 A.M.(IST) in presence of two witnesses, Ms. Meghana H.L. and Mr. Sriram who are not in the employment of the Company as prescribed under sub-rule 3 (xii) of Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and thereafter the votes cast there under were counted.

Names of witnesses	Signatures
Meghana H.L.	
Kishore N.	

9. Thereafter, the details containing *inter alia*, the list of the members, who voted "for" or "against" each of the resolution that were put to vote, were derived from the report generated from the e-voting portal of KFin i.e <https://evoting.kfintech.com> and based on such reports.
10. The quorum fixed for the Meeting was as per section 103 of the Companies Act, 2013. The meeting was attended by 44 (forty-four) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"). Since the said quorum was present, the Meeting of Equity Shareholders was duly called to order.
11. Based on the report generated from the e-voting portal of KFin the results of the remote e-voting and e-voting at Meeting of Equity Shareholders are as under:





ND SATISH
Practicing Company Secretary

(16)

No. 160 "Abhyudaya" First floor,
2nd Main, 10th Cross, Nrupattunganagar,
NGEF layout, Nagarbhavi,
Bangalore 560 072
Mobile: 08971403035, 09480709752
e-mail: cs.ndsatish@gmail.com
Peer Review Certificate No. 1737/2022

Particulars	No. of votes contained in						Percentage on Valid votes
	Remote e-voting		e-voting at the Meeting of Equity Shareholders (Instapoll)		Total		
	No of members voted	No. of Votes cast (shares)	No of members voted	No. of Votes cast (shares)	No of members voted	No. of Votes cast (shares)	
Assent	103	16703331	2	70	105	16703401	99.9941
Dissent	6	982	0	0	6	982	0.0059
Total	109	16704313	2	70	111	16704383	100

12. Based on the foregoing, the Resolution as proposed in the Notice of the NCLT Convened Meeting shall be deemed to have been approved on the date of the NCLT Convened Meeting of Equity Shareholders of the Company i.e., 12 February 2025 with a majority of Equity Shareholders exercising voting rights representing three-fourths in value in shares held by them and voted in favour through remote e-voting or by way of e-voting at the meeting. The Chairman may accordingly declare the result of the Meeting of Equity Shareholders.

13. The electronic data and all other relevant records relating to remote e-voting and e-voting at the meeting of Equity Shareholders were handed over to the Company Secretary of the Company for safe keeping.

Thanking You.

Yours sincerely,


ND Satish
Scrutinizer
Company Secretary
UDIN: F010003F003924254



Date: 12 February 2025
Place: Bengaluru