



REPORT OF THE SCRUTINIZER

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

To

Mr. Nallani Chakravarthi Venkata Rangacharya,
Chairman of 01/2022-23 Extra Ordinary General Meeting,
Cadsys (India) Limited,
3-6-262, 2nd floor, Tirumala Estates,
Himayatnagar, Hyderabad- 500029,
Telangana, India.

Dear Sir,

Sub: Scrutinizer's Report for resolutions passed through remote e-voting and e-voting pursuant to provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, at the 01/ 2022-23 Extra Ordinary General Meeting (EGM) of the Members of Cadsys (India) Limited ("the Company") held on Friday, 03rd March, 2023 at 09.00 A.M. (IST) through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM").

We, Nitesh Agarwal & Associates, Company Secretaries, Hyderabad were appointed as Scrutinizer by the Board of Directors of the Company for the purpose of Scrutinizing the votes cast through remote e-voting and e-voting during the EGM of the Company in terms of the provisions of Section 108 of the Companies Act, 2013 ('the Act') read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India in a fair and transparent manner and ascertaining the requisite majority, for passing of the Resolutions as mentioned hereunder for item numbers 01 and 02 as set out in the Notice of the EGM of the Shareholders of the Company held on Friday, 03rd March, 2023 at 09:00 a.m. (IST) through Video Conferencing/Other Audio visual Means.

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1. The Management of the Company is responsible to ensure the compliances with the requirements of the Companies Act, 2013 and Rules made there under and General Circulars Nos. 14/2020, 17/2020 and 20/2020 dated 8th April, 2020, 13th April, 2020 and 5th May, 2020 respectively, issued by the Ministry of Corporate Affairs ("MCA") (hereinafter referred to as "MCA Circulars") relating to remote e-voting and e-voting during the EGM on the resolutions contained in the EGM Notice. Our responsibility as a Scrutinizer for the process of voting was to ensure that voting process was conducted in a fair and transparent manner and submit a Scrutinizer's Report of the votes cast 'in favour' or 'against' on resolutions as stated in the said Notice of EGM of the Members of the Company based on the reports generated from the electronic voting system provided by the National Securities Depository Limited (NSDL), the agency appointed to provide remote e-voting facilities and voting at the EGM conducted by the same e-voting system of NSDL, which was used during remote e-voting.
2. Further as per the confirmation received from the Company, we submit our report as under:
 - a. The Ministry of Corporate Affairs ('MCA'), vide its General Circular dated May 5, 2022 read with General Circulars dated April 8, 2020, April 13, 2020, May 5, 2020 and January 13, 2021 ('MCA Circulars') and Circular number SEBI/HO/CFD/CMD1/CIR/P/2020/79 issued by the Securities and Exchange Board of India (SEBI) dated 12th May, 2020, the Notice of the EGM was sent through electronic mode to all those members whose email addresses was registered with the Company/Depositories along with the detailed procedure to be followed by the members for casting their votes electronically as provided under the Rules and MCA Circulars.
 - b. The said notice was sent on the basis of Register of Members made available by Bigshare Services Private Limited, the Registrar and Share Transfer Agent of the Company 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, 03rd February 2023.
 - c. The Company has completed the dispatch of Notice of the EGM dated 09th February, 2023 along with statement setting out material facts pursuant to Section 102 of the Companies Act, 2013 to its Members through e-mails whose E-mail ID is registered with the Registrar and Share Transfer Agent/ Company/Depositories within the stipulated time.
 - d. The members of the Company as on the "Cut-off" date i.e., Friday, 24th February 2023 were entitled to vote on the Resolutions (Item Nos 1 and 2) as set out in the Notice of the EGM and the voting rights of Members was considered in proportion to the shares held in the paidup Equity Share Capital of the Company as on the cut-off date i.e., Friday, 24th February 2023.

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- e. At the EGM held on Friday, 03rd March 2023, an announcement was made that the members who have not exercised their votes through remote e-voting facility provided by NSDL may, if they wish to, exercise their votes through e-voting system through which was provided by NSDL, during the EGM.
- f. The remote e-voting commenced on Tuesday, 28th February 2023 at 09.00 A.M. IST and ended on Thursday, 02nd March 2023 at 05:00 P.M. IST. The remote e-voting platform was disabled by NSDL thereafter and the facility for casting the votes through e-voting was available during the EGM.
- g. After the closure of e-voting at the EGM, the report on e-voting was diligently scrutinized and the votes cast under remote e-voting facility were thereafter unblocked. We have scrutinized and reviewed the remote e-voting and voting during the EGM and the votes cast therein based on the data downloaded from the NSDL e-voting system.

Our consolidated report on the results of voting through remote e-voting and e-voting during the EGM is as under:

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Summary of the votes at the EGM is as follows:

Resolution No.1-Ordinary Resolution

To Increase the Authorized Share Capital of the Company

i. Voted "in favour" of the resolution:

Particulars	Number of Members Voted	Number of Shares held	% of total number of valid votes cast
Remote E-Voting	42	5213375	99.70%
E-Voting at EGM	--	--	--
Total	42	5213375	99.70%

ii. Voted "against" the resolution:

Particulars	Number of Members Voted	Number of Shares held	% of total number of valid votes cast
Remote E-Voting	2	16000	0.30%
E-Voting at EGM	--	--	--
Total	2	16000	0.30%

iii. Invalid votes:

Particulars	Total numbers of members whose votes were declared invalid	Total number of Shares held
Remote E-Voting	--	--
E-Voting at EGM	--	--
Total	--	--

Result: Considered as passed by requisite majority.

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Resolution No. 2-Special Resolution

Issuance of warrants convertible into Equity shares on preferential basis.

i. Voted "in favour" of the resolution:

Particulars	Number of Members Voted	Number of Shares held	% of total number of valid votes cast
Remote E-Voting	42	5213375	99.70%
E-Voting at EGM	--	--	--
Total	42	5213375	99.70%

ii. Voted "against" the resolution:

Particulars	Number of Members Voted	Number of Shares held	% of total number of valid votes cast
Remote E-Voting	2	16000	0.30%
E-Voting at EGM	--	--	--
Total	2	16000	0.30%

iii. Invalid votes:

Particulars	Total numbers of members whose votes were declared invalid	Total number of Shares held
Remote E-Voting	--	--
E-Voting at EGM	--	--
Total	--	--

Note: Being interested in the said resolution only to the extent that few of the allottees are related to promoter/promoter group.

Result: Considered as passed by requisite majority.

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We, further report that:

- a. Based on the above voting results, the Resolution No's 1 and 2 are deemed to have been passed with the requisite majority on the date of the EGM i.e., March 03, 2023.
- b. As confirmed by NSDL, none of the shareholders of the Company had cast vote through Voting System during the Extra Ordinary General Meeting.

For Nitesh Agarwal & Associates
Company Secretaries

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CS Nitesh Kumar Agarwal
Proprietor

M. No. 26668; C. P. No. 9727
UDIN: A026668D003230330

Place: Hyderabad
Date: 03rd March, 2023

Countersigned and received the report:

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Place: Hyderabad
Date: 03rd March, 2023

N.C.V. Rangacharya
Chairman of 01/2022-23 Extra Ordinary General Meeting
Cadsys (India) Limited