



SCRUTINIZER'S REPORT

To,
Mr. Abhijit Attur
Chairman Appointed by NCLT
Convened meeting of Equity Shareholders

The Chairman appointed by the Hon'ble National Company Law Tribunal ("NCLT"), Bengaluru Bench, for the Meeting of the Equity Shareholders of **SHILPA MEDICARE LIMITED** (the "Company") pursuant to the Orders dated 8th April, 2022 under Company Application No. **CA(CAA) No.36/BB/2021**

Sub: Consolidated report of Scrutinizer on the results of voting of "Equity Shareholders" through remote e-voting and e-voting during the meeting at the NCLT convened meeting of Equity Shareholders SHILPA MEDICARE LIMITED held through Video Conference ("VC")/ Other Audio-Visual Means ("OAVM") on Friday, 27th May, 2022 at 9.00 A.M. (IST)

Sir,

I, Dakshayani Padmannagari, Practicing Company Secretary have been appointed by the Hon'ble NCLT, by its Order dated 8th April, 2022 as "the Scrutinizer" for the purpose of conducting the voting done through remote e-voting and e-voting during the meeting of the Equity Shareholders of SHILPA MEDICARE LIMITED (Transferee Company) convened by the Order of NCLT and held on 27th May, 2022 at 9.00 A.M. (IST) through video conferencing (VC)/ other audio visual means (OAVM) pursuant to Section 108 of the Companies Act, 2013 ("Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and in accordance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended and read with applicable Rules made there under collectively referred to as ["MCA & SEBI Circulars"], on the resolution **seeking approval of the Equity Shareholders to the scheme of Amalgamation of INM Technologies Private Limited with Shilpa Medicare Limited and their respective Shareholders and Creditors** under sections 230 to 232 and other applicable provisions of Companies Act, 2013 (the "Act") in terms of the notice dated 25th April 2022 convening the said meeting.

I do hereby submit my report as under:

1. The notice of the said meeting dated 25th April 2022 along with statement setting out material facts under section 230(3) read with section 102 and other applicable provisions of Companies Act, 2013 as confirmed by the Company were sent to all the Equity Shareholders as on the cut-off date (i.e. 20th May 2022) through email.



2. The Company has appointed the service of KFin Technologies Private Limited ("**KFintech**") as **Service Provider** for providing facility to vote by electronic means both through remote e-voting and e-voting during the meeting (Insta Poll) to the Equity Shareholders of the Company.
3. KFinTech had provided a system for recording the votes of the equity shareholders electronically through remote e-voting as well as at the meeting on the item of the business sought to be transacted at the meeting of the Company, which was held on Friday, 27th May 2022.
4. KFinTech had set up remote e-voting facility at <https://evoting.kfintech.com>. The Company had uploaded Notice of the meeting, inter-alia, containing the item of the business to be transacted at the meeting on the website of the Company and also its Service Provider and also on the websites of Stock Exchanges viz BSE Limited and National Stock Exchange of India Limited to facilitate their equity shareholders to cast their vote through remote e-voting.
5. The Management of the Company is responsible for ensuring compliance with the requirements of the Act and the Rules made there under and SEBI Listing Regulations relating to the voting done through the remote e-voting and e-voting at the Meeting (Insta Poll) on the resolution contained in the Notice of the Meeting.
6. My responsibility as a Scrutinizer for the voting process [through remote e-voting and e-voting at the Meeting (Insta Poll)], was restricted to scrutinize the e-voting process, in a fair and transparent manner and to prepare a consolidated Scrutinizer's Report of the votes cast in **Favour or Against** the resolution stated in the Notice, based on the reports generated from the e-voting system provided by KFinTech.
7. The Company has completed the dispatch of the Notice of the Meeting along with the relevant annexures referred thereto, to the Equity Shareholders of the Company by 25th April 2022 and also published an advertisement which appeared in English daily "**Hindu Business Line**" on 23rd April 2022 and in Kannada daily "**Udayavani**" on 23rd April 2022.
8. The voting period for remote e-voting facility to Equity Shareholders as on cut-off date i.e. 20th May 2022 to approve with or without modification the scheme of Amalgamation commenced at 24th May 2022 at 9.00 A.M (IST) and has closed on 26th May 2022 at 5.00 P.M. (IST) .
9. The e-voting module was disabled and blocked by KFinTech for voting on Thursday, 26th May 2022 at 5.00 P.M. (IST).
10. KFinTech provided me the names, DP ID/ folio numbers and shareholding of equity shareholders who had cast their votes through remote e-voting.

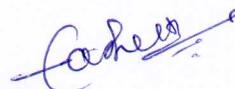


11. At the meeting of the Company held through VC/OAVM, on Friday, 27th May 2022, after considering the item of business, the facility to vote electronically through Insta Poll was provided to facilitate those equity shareholders who are attending the meeting through VC/OAVM but could not exercise their vote through remote e-voting, to cast their votes electronically.

12. The votes were unblocked on 27.05.2022 at around 9.30 a.m. in the presence of two witnesses who were not in the employment of the Company.



Mr. Dhanush



Mr. Akshay

13. I have scrutinized and reviewed the remote e-voting and e-voting during the Meeting (Insta Poll) based on the data downloaded from the website of Kfintech – e Voting System i.e. <https://evoting.kfintech.com>.

14. In terms of the Companies Act, 2013 and NCLT Order – consolidated Voting results of the **equity shareholders** of the business transacted through remote e-voting and through e-voting during meeting (Insta Poll) as under:

Item No. 1

Approval of the scheme of Amalgamation of INM TECHNOLOGIES PRIVATE LIMITED with SHILPA MEDICARE LIMITED and their respective Shareholders and Creditors.

Consolidated Report on result of voting through remote e-voting and e-voting at the Meeting (Insta Poll) by the equity shareholders:

(i) Votes in favour of the Resolution:

Manner of voting	Number of Equity Shareholders voted*	No. of votes cast by Equity Shareholders	Annexure No.
Remote e-voting	108	44341340	"A"
e-voting at the meeting (Insta Poll)	8	710372	
Total	116	45051712	
% of total value of valid votes cast		99.9974%	
% of total number of Equity Shareholders voted		51.9017%	



(ii) Votes **against** the resolution:

Manner of voting	Number of Equity Shareholders voted*	No. of votes cast by Equity Shareholders	Annexure No.
Remote e-voting	2	1190	"B"
e-voting at the meeting (Insta Poll)	0	0	
Total	2	1190	
% of total value of valid votes cast		0.0026%	
% of total number of Equity Shareholders voted		0.0014	

(iii) **Invalid** votes:

Manner of voting	Number of Equity Shareholders voted*	No. of votes cast by Equity Shareholders	Annexure No.
Remote e-voting	0	0	NA
e-voting at the meeting (Insta Poll)	0	0	
Total	0	0	
% of total value of valid votes cast		0	
% of total number of Equity Shareholders voted		0	

***No. of Equity Shareholders is equivalent to No. of folios/Accounts**

Out of 34 equity shareholders who attended the meeting

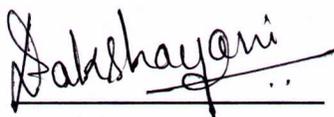
- 17 equity shareholders holding 27851279 equity shares and who attended the meeting through VC/OAVM had already cast their vote by remote e-voting and therefore were not entitled to vote through e-voting at the meeting (Insta Poll) as per "Annexure C"
- 9 equity shareholders holding 749479 equity shares, who attended the meeting through VC/OAVM, did not cast their votes as per "Annexure D".
- 8 equity shareholders holding 710372 equity shares, cast their vote through e-voting at the meeting (Insta Poll) as per "Annexure E".

15. The combined list of Equity shareholders who voted "FOR/AGAINST/INVALID" for above resolution through remote e-voting process and e-voting at the meeting (Insta Poll) has been sent to Mr. Abhijit Attur, Chairman for the meeting.



16. All relevant records of the voting conducted through remote e-voting and e-voting at the meeting (Insta Poll) are handed over to Mr. Abhijit Attur, Chairman for the meeting for safe keeping.

You may accordingly declare the results of the Electronic Voting conducted in the meeting & voting done by the equity shareholders through remote e-voting.



Scrutinizer

Name: Dakshayani Padmannagari

Practicing Company Secretary

Mem.No. F8993 and COP No. 8411

UDIN: F008993D000428852



Countersigned by

Mr Abhijit Attur

Chairman Appointed by NCLT

Convened meeting of Equity Shareholders

Place: Bangalore

Date: 30/05/2022

ANNEXURE "A"**Details of equity shareholders who voted in favour of the Resolution**

Sl.No	Folio. No	Shareholders Name	Votes	Votes in Favour
1	IN30051380674249	Sumit Kumar	2	2
2	1208870014088964	Praveen Kumar Agarwal	4	4
3	IN30267934282487	K B Koteswara	100	100
4	IN30051310089129	Narendra S Trivedi	30	30
5	1201090008006675	Ramakant Innani .	1272778	1272778
6	IN30163760073459	Ravindranathan B	70	70
7	IN30154918867238	Badrinath Mudlapur	75	75
8	1208160034336017	Sudeb Mondal	20	20
9	IN30267935944822	Chiranjeevi Kondapaka	10	10
10	IN30302826946611	Sunil Kumar Anumalasetty	8	8
11	IN30267930447783	Bomi Karkaria	3000	3000
12	IN30437510000764	Divya Agarwal	495	495
13	IN30087010161603	M. Seshagiri Rao.	21	21
14	IN30302853444675	Rupesh Kumar	2	2
15	1204720006121117	Pramod Kumar Singh	6	6
16	IN30290244899745	Dnyandeo Balasaheb Shendge	2	2
17	1208160003124732	Prabhu Bhagwanji Patel	95	95
18	IN30302860224105	Tuhin Roy	2	2
19	IN30131321740902	Vanaja Lakshmanan Iyer	3	3
20	IN30223612396150	Satyamu Naidu Kota	100	100
21	1208160000133052	Bhuvan N	508	508
22	IN30046810083253	Ankita Agrawal	350	350
23	1208160062850384	Shilpa Sivadasan	70	70
24	1206420000725402	Harishankar J Agrawal	700	700
25	1206420000725396	Shweta P Agrawal	540	540
26	IN30154955529507	Alok Shubhkar Kapoor	800	800
27	1203600001627475	Chapalamadugu Srilakshmi .	9	9
28	1201090017868040	Ramakant Innani	225000	225000
29	IN30133040398689	Manjulatha Innani	157546	157546
30	1201090015461965	Pavan Hosalli	13	13
31	1201090011674934	Om Prakash Inani	2867691	2867691
32	1201090011696798	Kantadevi Inani	2540096	2540096
33	1201060003691539	Deepak Kumar Innani	1858960	1858960
34	1201090007162322	Deepak Kumar Innani .	875000	875000
35	1201090017868036	Brijgopal Innani	850000	850000
36	1201090011693330	Brijgopal Innani	324866	324866
37	1201090011675197	Triveni Inani	294810	294810
38	IN30133040398074	Ravi Kumar Innani	4006370	4006370
39	1201090017868492	Vishnukanta Inani	112500	112500
40	1201090011640252	Vishnukanta Inani	1099998	1099998



41	1201090011673871	Taradevi Innani	1249998	1249998
42	IN30133040398701	Keerti Innani	155021	155021
43	IN30133040398486	Suraj Kumar Innani	3980695	3980695
44	IN30133040398435	Priya Innani	180696	180696
45	1201090015031567	Sagar Innani	1000000	1000000
46	1203840001598731	Arjun Kumar M H	4	4
47	IN30021442079796	Anchal Ritesh Bharuka	334	334
48	1208160031424217	Tanmaysingh Jagmalsingh Choudhary	11	11
49	1201090011691371	Shakuntalabai Innani	1129186	1129186
50	1201090011743161	Natamal Innani	1131232	1131232
51	IN30133040398322	Kamalkishore Innani	165236	165236
52	1201090017870731	Vishnukant Chaturbhuj Bhutada	3793500	3793500
53	1201090011676251	Vishnukant Chaturbhuj Bhutada	2572110	2572110
54	1201090011988914	Vishnukanth C Bhutada .	1336130	1336130
55	1201090011676420	Dharmavati Bhutada	6207796	6207796
56	1201090011688964	Keshav Bhutada	2000000	2000000
57	1201090011676509	Madhav Vishnukant Bhutada	2000000	2000000
58	1201090011676473	Namrata Bhutada	22500	22500
59	1202890000120469	Vasudev Jhavar (Huf) .	2518	2518
60	1201060000425186	Navin Kumar	4291	4291
61	1204450000574694	Mohammed Irfan	35	35
62	1204450000118603	Amith Raj Mootha	35	35
63	1201090007653451	Sampatraj Bohara .	381	381
64	1208160008974833	Gopal Soni	10	10
65	IN30286310388137	Dorababu U	10	10
66	1201090000022934	Shiva Prasad H C	3	3
67	IN30302870402056	Murali Gopal Ramchandran	12	12
68	IN30016710158449	Motilal Oswal Nifty Smallcap 250 Index Fund	11924	11924
69	IN30016710158457	Motilal Oswal Nifty 500 Fund	990	990
70	IN30343810006451	Ishares Emerging Markets Imi Equity Index Fund	3464	3464
71	IN30343810016679	Emerging Markets Small Capitalization Equity Index	5797	5797
72	IN30343810016687	Emerging Markets Small Capitalization Equity Index	134210	134210
73	IN30343810017116	Emerging Markets Small Capitalization Equity Index	62547	62547
74	IN30012611290256	Icici Prudential Smallcap Index Fund	2320	2320
75	IN30378610005635	Icici Prudential S&P Bse 500 Etf	200	200



76	IN30014210743212	Public Employees Retirement Association Of New Mex	2537	2537
77	IN30014210779541	Public Employees Retirement System Of Ohio	8774	8774
78	IN30014220772107	Spdr S And P Emerging Asia Pacific Etf	12485	12485
79	IN30014220772123	Spdr Portfolio Emerging Markets Etf	103051	103051
80	IN30014220772140	Spdr S&P Emerging Markets Small Cap Etf	28517	28517
81	IN30014220772391	State Street Global Small Cap Equity Ex-U.S. Index	51664	51664
82	IN30014220772406	State Street Msci Acwi Ex Usa Imi Screened Non-Len	12363	12363
83	IN30014220772422	State Street Msci Emerging Markets Small Cap Index	15734	15734
84	IN30014220772439	State Street Msci Emerging Markets Small Cap Index	11113	11113
85	IN30014220774577	City Of New York Group Trust	21329	21329
86	IN30016710021055	Alaska Permanent Fund	7285	7285
87	IN30016710049693	College Retirement Equities Fund - Stock Account	33356	33356
88	IN30016710078107	Ups Group Trust	22761	22761
89	IN30016710121383	Ssga Spdr Etf Europe I Public Limited Company - S	2454	2454
90	IN30016710135343	Oregon Public Employees Retirement System Managed	2452	2452
91	IN30016710146165	The Regents Of The University Of California - Stat	2181	2181
92	IN30016710159933	American Century Etf Trust-Avantis Emerging Market	9817	9817
93	IN30016710163462	Nippon Life India Trustee Ltd-A/C Nippon India Nif	13448	13448
94	IN30016710169081	American Century Etf Trust-Avantis Responsible Eme	19	19
95	IN30005410009298	Los Angeles City Employees Retirement System	4111	4111
96	IN30005410013410	Emerging Markets Core Equity Portfolio (The Portfo	113371	113371
97	IN30005410023614	Utah State Retirement Systems	985	985
98	IN30005410032536	City Of Los Angeles Fire And Police Pension Plan	6528	6528
99	IN30005410038629	Northern Trust Common All Country World Ex-Us Inve	788	788



100	IN30005410040054	Dimensional Emerging Markets Value Fund	6060	6060
101	IN30005410085015	Northern Trust Collective Emerging Markets Small C	29601	29601
102	IN30005410102206	Wisdomtree India Investment Portfolio, Inc.	8170	8170
103	IN30005410104453	Ishares India Sc Mauritius Company	46963	46963
104	IN30005410105132	Ishares Msci Em Small Cap Ucits Etf	12053	12053
105	IN30005410105204	Ishares Core Msci Em Imi Ucits Etf	74369	74369
106	IN30005410112315	International Monetary Fund	2326	2326
107	IN30005410115788	Dimensional World Ex U.S. Core Equity 2 ETF Of Dim	13896	13896
108	IN30005410120479	Mercer Qif Fund Plc-Mercer Investment Fund 1	14933	14933
109	1201090011808446	Alkadevi Jhavar	2740	2740
110	1201090012258732	Shyamsunder Mundada	3441	3441
111	1201090012258770	Prakash Mundada	4492	4492
112	1201090012258810	Sapna Mundada	5128	5128
113	1204450000341487	Premlatha Doba	2608	2608
114	IN30021411944582	Venkatesh	2966	2966
115	IN30021419378417	Karur Ramakrishna Rajyashri	686997	686997
116	IN30302854694558	Alpesh Maheshkumar Dalal	2000	2000
TOTAL			45051712	45051712

ANNEXURE "B"

Details of equity shareholders who voted against the Resolution

Sl.No	Folio. No	Shareholders Name	Votes	Votes Against
1	1203390000223353	Prasanna Krishna	500	500
2	1203390000145294	Dhananjay Communications Private Limited	690	690
TOTAL			1190	1190



ANNEXURE "C"

**Details of equity shareholders who attended the meeting through VC/OAVM and
already cast their vote by remote e-voting**

Sl.No	Folio. No	Shareholders Name	Votes
1.	IN30133040398689	Manjulatha Innani	157546
2.	1201090011674934	Om Prakash Inani	2867691
3.	1201060003691539	Deepak Kumar Innani	1858960
4.	1201090007162322	Deepak Kumar Innani .	875000
5.	1201090011675197	Triveni Inani	294810
6.	IN30133040398074	Ravi Kumar Innani	4006370
7.	1201090011673871	Taradevi Innani	1249998
8.	IN30133040398435	Priya Innani	180696
9.	1201090011691371	Shakuntalabai Innani	1129186
10.	1201090011743161	Natamal Innani	1131232
11.	IN30133040398322	Kamalkishore Innani	165236
12.	1201090017870731	Vishnukant Chaturbhuj Bhutada	3793500
13.	1201090011676251	Vishnukant Chaturbhuj Bhutada	2572110
14.	1201090011988914	Vishnukanth C Bhutada .	1336130
15.	1201090011676420	Dharmavati Bhutada	6207796
16.	1201090011676473	Namrata Bhutada	22500
17.	1202890000120469	Vasudev Jhawar (HUF) .	2518
TOTAL			27851279

ANNEXURE "D"

**Details of equity shareholders who attended the meeting through VC/OAVM but did
not cast their votes**

Sl.No	Folio. No	Shareholders Name	No of Shares held
1.	1201090007669016	Kalakota Sharath Reddy .	28089
2.	1201060002663900	Nisha Doba	547
3.	1201090012258732	Shyamsunder Mundada	3441
4.	1201090016107711	Vasudev Jawar .	3530
5.	1204450000195381	Anjali Doba	5031
6.	1204450000227106	Rakeshkumar Doba	3150
7.	1201090008156850	Himaja Kalakota .	2988
8.	1201060002754111	Sriram Bhutada	2706
9.	IN30281411541975	Vinay Konaje	699997
TOTAL			749479



ANNEXURE "E"

**Details of equity shareholders who cast their vote through e-voting at the meeting
(Insta Poll)**

S. No	Folio No	Name of Shareholder	No of Votes	No of votes casted at Instapoll
1.	1201090011808446	Alkadevi Jhwar	2740	2740
2.	1201090012258732	Shyamsunder Mundada	3441	3441
3.	1201090012258770	Prakash Mundada	4492	4492
4.	1201090012258810	Sapna Mundada	5128	5128
5.	1204450000341487	Premlatha Doba	2608	2608
6.	IN30021411944582	Venkatesh	2966	2966
7.	IN30021419378417	Karur Ramakrishna Rajyashri	686997	686997
8.	IN30302854694558	Alpesh Maheshkumar Dalal	2000	2000
TOTAL			710372	710372


Dakshayani