

**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 30<sup>th</sup> Annual 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 30<sup>th</sup> Annual General Meeting (AGM) of the Members of Cadsys (India) Limited ("the Company") held on Friday, 30<sup>th</sup> September, 2022 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 30<sup>th</sup> AGM 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 to 04 as set out in the Notice of the 30<sup>th</sup> Annual General Meeting (AGM) of the Shareholders of the Company held on Friday, 30<sup>th</sup> September, 2022 at 09:00 a.m. (IST) through Video Conferencing/Other Audio visual Means.

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 8<sup>th</sup> April, 2020, 13<sup>th</sup> April, 2020 and 5<sup>th</sup> 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 AGM on the resolutions contained in the AGM 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 AGM 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 AGM conducted by the same e-voting system of NSDL, which was used during remote e-voting.

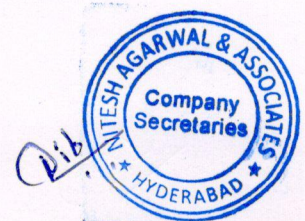
2. Further as per the confirmation received from the Company, we submit our report as under:
  - a. The Ministry of Corporate Affairs ('MCA'), vide its General Circular dated May 5, 2022 read with General Circulars dated April 8, 2020, April 13, 2020, May 5, 2020 and January 13, 2021 ('MCA Circulars') and Circular number SEBI/HO/CFD/CMD1/CIR/P/2020/79 issued by the Securities and Exchange Board of India (SEBI) dated 12<sup>th</sup> May, 2020, the Notice of the 30<sup>th</sup> AGM was sent through electronic mode to all those members whose email addresses was registered with the Company/Depositories along with the Annual Report of the Company and 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, 26<sup>th</sup> August 2022.
  - c. The Company has completed the dispatch of Notice of the 30<sup>th</sup> AGM dated 7<sup>th</sup> September, 2022 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 Board of Directors of the Company at its meeting held on 12<sup>th</sup> September, 2022 has resolved to withdraw and cancel the increase of authorized share capital and issue and allotment of 75,00,000 convertible warrants through Preferential issue which were subject to the approval of the members of the Company at the 30<sup>th</sup> AGM. The Board of Directors also resolved to withdraw In-principle Approval submitted to





the National Stock Exchange of India Limited – Emerge dated 07<sup>th</sup> September, 2022 proposing to allot 75,00,000 convertible warrants on Preferential basis.

- e. The contents of the 30<sup>th</sup> AGM Notice except item No. 3 and Item No. 4 along with their explanatory statement remain unchanged. However, due to withdrawal of Item No. 3 and Item No. 4 from the 30<sup>th</sup> AGM Notice, existing item No.5 and Item No. 6 pertaining to Re-appointment of Mr. Sai Sridhar Sangineni (DIN: 03274134) and Re-appointment of Mr. AppalaCharyuluChilakamarri (DIN: 01601712) as Non-Executive Independent Director, respectively, stands renumbered as item No.3 and Item No. 4, respectively.
- f. The Company has completed the dispatch of Corrigendum Notice of the 30<sup>th</sup> AGM dated 7<sup>th</sup> September, 2022 for withdrawal of item no. 03 pertaining to increase in Authorized Share Capital of the Company and item no. 04 pertaining to issue and allotment of warrants on preferential basis along with their respective explanatory statement (“Corrigendum Notice”) 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. The said copies of Corrigendum notice are also available on the website of the Company, i.e., [www.cadsystech.com](http://www.cadsystech.com).
- g. The Company has published newspaper advertisements dated 14<sup>th</sup> September, 2022 relating to corrigendumNotice of the 30<sup>th</sup>AGM in Business Standard, (all India editions) in English language and Mana Telangana (Telangana editions) in Telugu language. The said copies of newspaper advertisements are also available on the website ofthe Company, i.e., [www.cadsystech.com](http://www.cadsystech.com).
- h. The Company has also informed the National Stock Exchange of India Limited - Emerge (“NSE-Emerge”) vide its letter dated 13<sup>th</sup> September, 2022 with regard to withdrawal of the application for In-principle approval for issue of Preferential Warrants and withdrawal of item no. 03 pertaining to increase in Authorized Share Capital of the Company and item no. 04 pertaining to issue and allotment of warrants on preferential basis along with their respective explanatory statement from the 30<sup>th</sup> AGM Notice.The said copies of intimation to NSE-Emerge are also available on the website ofthe Company, i.e., [www.cadsystech.com](http://www.cadsystech.com).
- i. The members of the Company as on the “Cut-off” date i.e., Friday, 23<sup>rd</sup>September 2022 were entitled to vote on the Resolutions (Items Nos 1 to 4) as set out in the Notice of the 30<sup>th</sup> AGM 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, 23<sup>rd</sup>September 2022.
- j. At the 30<sup>th</sup> AGM held on Friday, 30<sup>th</sup> September 2022, 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 AGM.





- k. The remote e-voting commenced on Tuesday, 27<sup>th</sup>September 2022 at 09.00 A.M. IST and ended on Thursday, 29<sup>th</sup>September 2022 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 AGM.
- l. After the closure of e-voting at the AGM, 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 AGM 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 AGM is as under:





Summary of the votes at the AGM is as follows:

**A. ORDINARY BUSINESS**

**Resolution No.1-Ordinary Resolution**

To receive, consider, discuss and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2022 together with the Board's Report and Auditor's Report thereon.

**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	33	5117875	94.30%
E-Voting at AGM	--	--	--
Total	33	5117875	94.30%

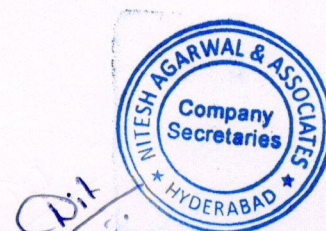
**ii. Voted "against" the resolution:**

Particulars	Number of Members Voted	Number of Shares held	% of total number of valid votes cast
Remote E-Voting	2	16000	5.70%
E-Voting at AGM	--	--	--
Total	2	16000	5.70%

**iii. Invalid votes:**

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

**Result: Considered as passed by requisite majority.**





## Resolution No. 2-Ordinary Resolution

To appoint a Director in place of Mr.Sripadarajan Nagarajan (DIN: 05262644), who retires by rotation and being eligible, offers himself for re- appointment as a Director.

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	32	5115875	94.18%
E-Voting at AGM	--	--	--
Total	32	5115875	94.18%

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	5.88%
E-Voting at AGM	--	--	--
Total	2	16000	5.88%

iii. Invalid votes:

Particulars	Total numbers of members whose votes were declared invalid	Total number of Shares held
Remote E-Voting	1	2000
E-Voting at AGM	--	--
Total	1	2000

Note: Being interested in the said resolution, vote casted by Directors/Relatives of Directors has not been considered while declaring that the Resolution No. 2 as approved with requisite majority.

**Result: Considered as passed by requisite majority.**





## B. SPECIAL BUSINESS

### Resolution No. 3 - Special Resolution

To Consider and approve the re-appointment of Mr. Sai Sridhar Sangineni (DIN: 03274134) as Non-Executive Independent Director.

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	33	5117875	94.30%
E-Voting at AGM	--	--	--
Total	33	5117875	94.30%

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	5.70%
E-Voting at AGM	--	--	--
Total	2	16000	5.70%

iii. Invalid votes:

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

Result: Considered as passed by requisite majority.





**Resolution No. 4 - Special Resolution**

To Consider and approve the re-appointment of Mr. Appalacharyulu Chilakamarri (DIN: 01601712) as Non-Executive Independent Director.

**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	33	5117875	94.30%
E-Voting at AGM	--	--	--
Total	33	5117875	94.30%

**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	5.70%
E-Voting at AGM	--	--	--
Total	2	16000	5.70%

**iii. Invalid votes:**

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

Result: Considered as passed by requisite majority.





We, further report that:

- a. Based on the above voting results, the Resolution No's 1 to 4 are deemed to have been passed with the requisite majority on the date of the AGM i.e., September 30, 2022.
- b. As confirmed by NSDL, none of the shareholders of the Company had cast vote through Voting System during the Annual 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:A026668D001089422



Place: Hyderabad  
Date: 30<sup>th</sup> September, 2022.

Countersigned and received the report:

Place: Hyderabad  
Date: 30<sup>th</sup> September, 2022

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N.C.V. Rangacharya  
Chairman of 30th Annual General Meeting  
Cadsys (India) Limited