



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 31st 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 31st Annual General Meeting (AGM) of the Members of Cadsys (India) Limited ("the Company") held on Friday, 15th September, 2023 at 11.00 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 31st 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 06 as set out in the Notice of the 31st Annual General Meeting (AGM) of the Shareholders of the Company held on Friday, 15th September, 2023 at 11:00 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 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 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 12th May, 2020, the Notice of the 31st 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 Big share 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, 11th August 2023.
 - c. The Company has completed the dispatch of Notice of the 31st AGM dated 17th August, 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, 08th September 2023 were entitled to vote on the Resolutions (Items Nos 1 to 6) as set out in the Notice of the 31st 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, 08th September 2023.



- e. At the 31st AGM held on Friday, 15th September 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 AGM.
- f. The remote e-voting commenced on Tuesday, 12th September 2023 at 09.00 A.M. IST and ended on Thursday, 14th September 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 AGM.
- g. 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 31st AGM is as under:



Summary of the votes at the 31stAGM 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 31stMarch, 2023 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 | 30 | 4961375 | 99.80% |
| E-Voting at AGM | 2 | 10000 | 0.20% |
| Total | 32 | 4971375 | 100% |

ii. Voted "against" the resolution:

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

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 Mrs. Madhavi Chilakamarri (DIN:01067690), 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 | 26 | 1579400 | 99.40% |
| E-Voting at AGM | 2 | 10000 | 0.60% |
| Total | 28 | 1589400 | 100% |

ii. Voted "against" the resolution:

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

iii. Invalid votes:

| Particulars | Total numbers of members whose votes were declared invalid | Total number of Shares held |
|-----------------|--|-----------------------------|
| Remote E-Voting | 4 | 3381975 |
| E-Voting at AGM | -- | -- |
| Total | 4 | 3381975 |

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

Approval to borrow any sum of monies from banks and financial institutions not exceeding Rs. 30.00crores subjected to approval of members 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 | 30 | 4961375 | 99.80% |
| E-Voting at AGM | 2 | 10000 | 0.20% |
| Total | 32 | 4971375 | 100% |

ii. Voted "against" the resolution:

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

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

Approval to create charge on the assets of the company in favour of Banks and Financial Institutions against loan / credit facility, subjected to approval of members 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 | 30 | 4961375 | 99.80% |
| E-Voting at AGM | 2 | 10000 | 0.20% |
| Total | 32 | 4971375 | 100% |

ii. Voted "against" the resolution:

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

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. 5 - Special Resolution

Appointment of Mr. Sripadarajan Nagarajan (DIN: 05262644) as an Executive Director of the Company for a term of five consecutive years.

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 | 29 | 4959375 | 99.80% |
| E-Voting at AGM | 2 | 10000 | 0.20% |
| Total | 31 | 4969375 | 100% |

ii. Voted "against" the resolution:

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

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 | -- | -- |

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.



Resolution No. 6 - Special Resolution

Approval of the limits for the loans and investment by the company in terms of the provisions section 186 of the Companies Act, 2013.

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 | 30 | 4961375 | 99.80% |
| E-Voting at AGM | 2 | 10000 | 0.20% |
| Total | 32 | 4971375 | 100% |

ii. Voted "against" the resolution:

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

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 6 are deemed to have been passed with the requisite majority on the date of the AGM i.e., September 15, 2023.
- b. As confirmed by NSDL, two (2) shareholders of the Company had casted their vote through Voting System during the Annual General Meeting.

For Nitesh Agarwal & Associates
Company Secretaries



CS Nitesh Kumar Agarwal
Proprietor

M. No. 26668; C. P. No. 9727

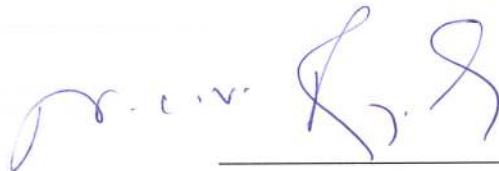
UDIN:A026668E001016008



Place: Hyderabad

Date: 15th September, 2023

Countersigned and received the report:



N.C.V. Rangacharya
Chairman of 31st Annual General Meeting
Cadsys (India) Limited



Place: Hyderabad

Date: 15th September, 2023