

G. SUMATHI

ADVOCATE

H. No.1-2-593/4/4, Opp. Ramachandra Mission,
Street No.3, Gagan Mahal Colony, Domalaguda
Hyderabad – 500029
Mobile: +91-96034-77388



SCRUTINIZER'S REPORT

To,

Mr. Sachin Sharma,

The Chairperson Appointed by the Hon'ble National Company Law Tribunal,
Hyderabad Bench at Hyderabad, for the meeting of the Equity Shareholders of
Danlaw Technologies India Limited

Dear Sir,

Sub: Submission of Combined Report of Scrutinizer on Voting results for Remote E- Voting & Electronic Voting for the Hon'ble National Company Law Tribunal (NCLT) Convened Meeting of Equity Shareholders of Danlaw Technologies India Limited (Transferee) through Video Conferencing / Other Audio-Visual means.

Ref: As per C.A. (CAA) NO. 34/230/HDB/2021, the Hon'ble Tribunal vide its Order dated 29th July 2021 read with corrigendum Order dated 05th August, 2021 ordered a meeting of the Equity Shareholders of Danlaw Technologies India Limited (Transferee Company).

I, G Sumthi, Advocate, appointed as the Scrutinizer by the Hon'ble National Company Law Tribunal, Hyderabad Bench at Hyderabad vide its order dated 29th July 2021 read with corrigendum Order dated 05th August, 2021, in C.A. (CAA) NO. 34/230/HDB/2021 for the purpose of scrutinizing Remote E- voting process commencing from Wednesday, 15.09.2021 at 09:00 a.m. to Friday, 17.09.2021 at 5.00 p.m. and Electronic -Voting through Video Conferencing (VC)/ Other Audio-Visual Means (OVAM) at the meeting held on Saturday , 18.09.2021 at 12:30 P.M on the resolution seeking approval of Equity Shareholders of Danlaw Technologies India Limited (Transferee Company) for the proposed Scheme of Amalgamation between Danlaw Technologies India Limited (Transferee Company) and Danlaw Electronics Assembly Limited (Transferor Company) and their respective Shareholders and Creditors in terms of the notice dated 16.08.2021 convening the meeting (the "Resolution") in terms of provisions of Section 108 of the Companies Act, 2013 (hereinafter the "Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

G. SUMATHI

ADVOCATE

H. No.1-2-593/4/4, Opp. Ramachandra Mission,

Street No.3, Gagan Mahal Colony, Domalaguda

Hyderabad – 500029

Mobile: +91-96034-77388



I hereby submit my report as under:

1. CUT-OFF DATE

Notices were issued to Equity Shareholders whose names appeared in the Register of Members / Register of Beneficial Owners maintained by the Depositories as on 13.08.2021 and voting rights were reckoned as on 11.09.2021, being the cut-off date for the purpose of deciding the entitlements of Equity Shareholders to cast their vote through e-voting.

2. DISPATCH OF NOTICE

As required under Section 110 of the Companies Act 2013 read with Companies (Management and Administration) Rules, 2014, the notice dated 16.08.2021, as confirmed by the Company was sent to the shareholders in respect of the below mentioned resolution passed at the Hon'ble National Company Law Tribunal (NCLT) Convened Meeting of Equity Shareholders of Danlaw Technologies India Limited through Video Conferencing / Other Audio Visual means along with the process of electronic voting at the meeting and the Remote e- voting through electronic mode to those Members whose email addresses are registered with the Company/ Depositories and through Postal Services whose Email addresses were not registered with the Company and/or Depositories in compliance with the MCA Circular dated May 5, 2020 read with circulars dated 08.04.2020, 13.04.2020 and 13.01.2021 (collectively referred to as "MCA Circulars") and SEBI Circular dated 12.05.2020 and dated 15.01.2021.

3. E- VOTING:

3.1 Agency:

The Company appointed National Securities Depository Limited ("NSDL") as the authorized e-voting agency for providing the e-voting platform, i.e., remote e -voting as well as e- voting at the Meeting.

3.2 Remote E-voting and E-voting at the Meeting:

The Company provided remote e-voting facility to its Equity Shareholders to vote on the Resolution, which commenced at 9.00 a.m. (IST) on Wednesday, 15.09.2021 and closed at

G. SUMATHI

ADVOCATE

H. No.1-2-593/4/4, Opp. Ramachandra Mission,
Street No.3, Gagan Mahal Colony, Domalaguda
Hyderabad – 500029
Mobile: +91-96034-77388



5.00 p.m. (IST) on Friday, 17.09.2021. Further, the e-voting facility was also made available to the Equity Shareholders who did not cast their vote through remote e-voting.

Equity Shareholders, who were present in the Meeting through VC/OAVM facility and who did not cast their vote on the Resolution through remote e-voting and otherwise not barred from doing so, voted through e-voting system available during the Meeting.

3.3 Attendance & Voting:

Total 111 Equity Shareholders of the Danlaw Technologies India Limited voted on the resolution by way of remote e-voting. Out of 111 Equity Shareholder, 107 Equity Shareholder holding 19,55,494 Equity Shares Voted in Favour of the Resolution and 4 Equity Shareholders Holding 22 Equity Shares voted against the Resolution. Further, 46 Equity Shareholders of the Danlaw Technologies India Limited holding 15,88,022/- Equity Shares of Rs. 10/- each attended and participated in the Meeting through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") and none of them voted at the meeting on the resolution as they had already casted there vote through remote E Voting as provided by the Company.

3.4 Counting Process:

On completion of voting at the meeting, NSDL provided us the

i. List containing particulars of Equity Shareholders who voted through remote e – voting.

and

ii. List containing particulars of Equity Shareholders present in the Meeting and voted thereat through e-voting.

I downloaded the said data in the presence of two witness, Mr. R. Krishna and Mr. Avneesh Kanodia both residents of Hyderabad.

I reconciled votes with the records maintained by the Company.

G. SUMATHI

ADVOCATE

H. No.1-2-593/4/4, Opp. Ramachandra Mission,

Street No.3, Gagan Mahal Colony, Domalaguda

Hyderabad – 500029

Mobile: +91-96034-77388



4. E - Voting Result:

Total number of Equity Shareholders who voted either by way of remote e-voting or e-voting during the Meeting	111
Total number of shares held by the Equity Shareholders who voted either by way of remote e-voting or e-voting during the Meeting	19,55,516
Total number of Equity Shareholders present in person or by way of proxy at the meeting.	46
Total number of votes cast by them through e- Voting at the Meeting	0

4.1 Voted in favour of the Resolution:

a. Remote e –voting

Number of Equity Shareholders voted in favour.	Percentage of Total Number of Equity Shareholders voted in favour.	Number of votes cast in favour.	Percentage of Total Number of votes cast.
107	52.74%	19,55,494	99.99%

b. E-voting at the Venue Meeting

Number of Equity Shareholders present and voting (in person or by way of proxy) in favour.	Percentage of total number of Equity Shareholders voted in favour.	Number of votes cast in favour.	Percentage of number of votes cast
46	Out of the said 46 Shareholders, 44 Shareholders had already cast their vote through remote E Voting as provided by the Company Wednesday, 15.09.2021 at 09:00 a.m. to Friday, 17.09.2021 at 5.00 p.m. and the remaining 2 shareholders had not cast their vote at the meeting .		

Total Votes in favour including Remote and Venue E-voting (a+b): 19,55,494 (approx. 99.99 %).

G. SUMATHI

ADVOCATE

H. No.1-2-593/4/4, Opp. Ramachandra Mission,

Street No.3, Gagan Mahal Colony, Domalaguda

Hyderabad – 500029

Mobile: +91-96034-77388



4.2 Voted against the Resolution

a. Remote e –voting

Number of Equity Shareholders voted against.	Percentage of Total Number of Equity Shareholders voted against.	Number of votes cast against.	Percentage of Total Number of votes cast
4	Negligible	22	Negligible

b. E-voting at the Venue Meeting

Number of Equity Shareholders voted against.	Percentage of Total Number of Equity Shareholders voted against.	Number of votes cast against.	Percentage of Total Number of votes cast
0	0	0	0

4.3 Invalid/ Abstain Votes: NIL

Remote E –voting & E-voting at the Venue Meeting.

Total number of Equity Shareholders whose votes were declared invalid	Total Number of votes held
NIL	

- Based on the foregoing, the Resolution as proposed in the Notice of the Hon'ble National Company Law Tribunal (NCLT) Convened Meeting of Equity Shareholders of Danlaw Technologies India Limited through Video Conferencing / Other Audio-Visual Tribunal Convened Meeting stands duly approved, thus satisfying the requirement of majority of Equity Shareholders exercising voting rights representing three-fourths in value held by them and voted in favour through e-voting.
- Lists of Equity Shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for the resolution are enclosed as **Annexure-1**.

G. SUMATHI

ADVOCATE

H. No.1-2-593/4/4, Opp. Ramachandra Mission,
Street No.3, Gagan Mahal Colony, Domalaguda
Hyderabad – 500029
Mobile: +91-96034-77388



7. The electronic data files pertaining to e-voting are being handed over to the Company for safekeeping.

Thanking you,

Yours faithfully



Ms. G Sumathi

Advocate

Scrutinizer for the meeting of the

Equity Shareholders of Danlaw Technologies India Limited

Date: 21.09.2021

Place: Hyderabad