



## ***Shilpa Medicare Limited***

### **Corporate & Admin Office:**

“Shilpa House”, # 12-6-214/A-1, Hyderabad Road,  
Raichur – 584 135, Karnataka, India  
Tel: +91-8532-238704, Fax: +91-8532-238876  
Email: info@vbshilpa.com, Web: www.vbshilpa.com  
CIN: L85110KA1987PLC008739

31<sup>st</sup> May 2022

Corporate Relationship Department,  
BSE Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort,  
**Mumbai-400 001**

National Stock Exchange of India Limited  
Exchange Plaza, 5<sup>th</sup> Floor,  
Plot No.C/1, G Block  
Bandra Kurla Complex, Bandra (E)  
**Mumbai-400 051**

Dear Sir/Madam,

**Sub: Scrutinizer Report for NCLT convened Trade Creditors meeting - U/R 30 of the SEBI(LODR) Regulations, 2015**

**Ref: Stock Code: NSE: SHILPAMED/BSE-530549**

Please find enclosed the Scrutinizer's Report dated 30<sup>th</sup> May 2022 for the Trade Creditors meeting of Shilpa Medicare Limited convened by the Hon'ble National Company Law Tribunal (“NCLT”), Bengaluru Bench held on Friday the 27<sup>th</sup> day of May 2022 at 11.00 a.m. through Video Conference (“VC”)/ Other Audio-Visual Means (“OAVM”) at “Shilpa House”, # 12-6-214/A-1, Hyderabad road, Raichur – 584 135, Karnataka for the purpose of sanctioning the Scheme of Amalgamation between INM Technologies Private Limited (Transferor Company) and Shilpa Medicare Limited (Transferee Company).

This is for your information and record.

Thanking you,

For **SHILPA MEDICARE LIMITED**

**Ritu Tiwary**  
**Company Secretary & Compliance Officer**



**Report of Scrutinizer on meeting of Trade Creditors**

To,

Mr. Vivekananda, Advocate

Chairman appointed by National Company Law Tribunal

Vide order dated 08<sup>th</sup> April, 2022

M/s. Shilpa Medicare Limited

#12-6-214/A1, Hyderabad Road,

Raichur, Karnataka - 584135

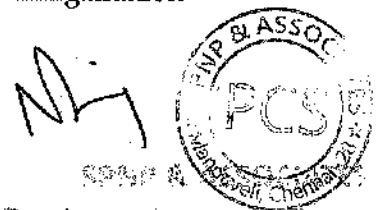
Sub. : Report of Scrutinizer, appointed by the Hon'ble National Company Law Tribunal, Bengaluru Bench ("NCLT"), for the meeting of Trade Creditors of M/s. Shilpa Medicare Limited held on 27<sup>th</sup> May, 2022 in respect of the Amalgamation embodied in the Scheme of Amalgamation of M/s. INM Technologies Private Limited (Non-Applicant / Transferor Company) with M/s. Shilpa Medicare Limited (Applicant / Transferee Company) and their respective Shareholders and Creditors.

Dear Sir,

I, Ms. Nithya Pasupathy, Practising Company Secretary (Membership No. 10601) was appointed by the Hon'ble National Company Law Tribunal, Bengaluru Bench vide its order dated 08<sup>th</sup> April, 2022 passed in Company Application No. CA(CAA)No.36/BB/2021 as Scrutinizer for the purpose of conducting the remote e-voting at the Meeting of Trade Creditors of the M/s. Shilpa Medicare Limited (Transferee Company) was held on 27<sup>th</sup> May, 2022 at 11.00 A.M through Video Conference, pursuant to the provisions of the companies Act, 2013 (the 'Act') read with the applicable rules made thereunder and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 on the resolution seeking approval of the Trade Creditors to the Scheme of Amalgamation

**SPNP & ASSOCIATES**

**Practising Company Secretaries**



No.10/28, II Floor, 3rd Cross Street, R.K. Nagar, Raja Annamalaipuram, Chennai - 600 028.  
snpnassociates@gmail.com # Phone: 044 4215 3510, 4320 1250, Mobile : 95660 33011

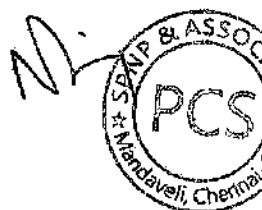


between M/s. INM Technologies Private Limited (Transferor Company) with M/s. Shilpa Medicare Limited (Transferee Company) and their respective Shareholders and Creditors under section 230 to 232 and other applicable provisions of the Companies Act, 2013 in terms of the notice dated on 08<sup>th</sup> April,2022 convening the meeting.

I, the undersigned, having been appointed as the Scrutinizer by the Hon'ble National Company Law Tribunal, Bengaluru Bench, submit my report as under:

1. The Company had appointed Central Depository Services (India) Limited ("CDSL") as the Agency for providing the e-voting platform to the Trade Creditors of the company.
2. The Management of the Company is responsible for ensuring compliance with the requirements of the Companies Act, 2013 and the Rules made thereunder, and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to voting done through e-voting and voting conducted through poll at the venue of the meeting on the resolution contained in the Notice of the meeting.
3. The Cut-off date was 31<sup>st</sup> March, 2022 for the purpose of deciding the Trade creditors entitled to vote through remote e-voting and voting conducted through Insta- poll during the course of the meeting by the Trade creditors on the resolution seeking the approval.
4. The voting by the Trade creditors through the e-voting commenced at 9.00 AM on 24<sup>th</sup> May, 2022 A.M (IST) on Tuesday and has closed at 17.00 P.M (IST) on Thursday , 26<sup>th</sup> May, 2022.
5. Our responsibility as a Scrutinizer for the voting process (Through E-voting and voting conducted Insta- Poll) is restricted to scrutinize the e-voting process and voting conducted through Insta-poll 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,

SPNP & Associates  
Practising Company Secretaries  
No.10/28, II floor, 3<sup>rd</sup> Cross street, R.K.Nagar, Raja Annamalaiapuram, Chennai – 600028.  
snpnassociates@gmail.com # Phone: 044 42153510, 43201250, Mobile: 9566033011.

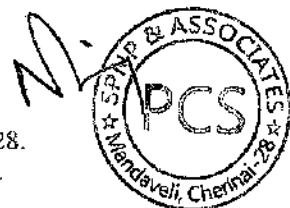




based on the report generated from the e-voting system provided by CDSL and voting conducted through Insta- Poll at the meeting.

6. The Company has, on the basis of the list of Creditors as at 31<sup>st</sup> March, 2022 and as certified by the Auditor, completed the dispatch of the notice of the meeting to the Trade Creditors of the company and also published an advertisement in this regard in English Newspaper "Hindu Business Line" and Kannada Daily Newspaper "Udayavani", both dated 23<sup>rd</sup> April, 2022 having wide circulation in the state of Karnataka where the Registered Office of the Transferee Company is situated.
7. The e-voting module was disabled and blocked by CDSL for voting on 17.00 P.M (IST) on 26<sup>th</sup> May, 2022.
8. On Friday, 27<sup>th</sup> May, 2022, the Meeting of the Trade Creditors was conducted through video conference. At the end of the discussions, the Chairman for the Trade Creditors' Meeting as appointed by the Hon'ble Tribunal directed the conducting of the voting through video conference and allowed the voting by Insta - Poll of creditors who were present at the meeting but who had not cast their vote earlier through e-voting module of CDSL. The Meeting was concluded at 11.22 AM.
9. On completion of the Insta- Poll voting at the NCLT convened Meeting, the undersigned downloaded from the CDSL portal, the list of Trade Creditors who had cast their votes through e-voting, and through Insta- Poll along with their holding details and details of the votes cast on the Resolution.
10. I also counted the votes cast through Insta- Poll /E-voting. The votes cast through Insta- Poll /E-voting were reconciled with the records maintained by the company and the authorizations / proxies lodged with the company.

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11. I then unblocked the votes cast through the e-voting module of CDSL in the presence of two witnesses Mr .Ranganath and\_Mr. Avinash Kulkarni who are not in employment of the company.
12. The consolidated result of the voting on the resolution through remote e-voting and voting conducted through Insta- Poll seeking the approval of the Trade Creditors of the company to the Scheme of Amalgamation is as under:

**Result of the voting conducted through Remote e-voting /Insta- Poll of Trade Creditor of M/s. Shilpa Medicare Limited ("Transferee Company")**

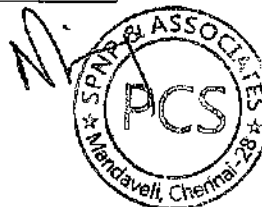
**A. - VOTES IN FAVOUR OF THE RESOLUTION**

Manner of Voting	Number of Trade Creditors Voted	Number of Votes cast by Trade Creditors	Percentage (%) of Total number of votes cast
Remote e-voting	209	1085216396	99.55%
Insta- Poll	-	-	-
<b>Total:</b>	<b>209</b>	<b>1085216396</b>	<b>99.55%</b>

**B. - VOTES AGAINST THE RESOLUTION**

Manner of Voting	Number of Trade Creditors Voted	Number of Votes cast by Trade Creditors	Percentage (%) of Total number of votes cast
Remote e-voting	1	2113794	0.19%

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Insta- Poll	1	2737901	0.26%
<b>Total:</b>	<b>2</b>	<b>4851695</b>	<b>0.45%</b>

13. The List of Trade Creditors who Voted "FOR / AGAINST" the above resolution through remote e-voting conducted through video conference, is handed over to the Chairman appointed for the meeting.

14. All relevant records of the voting conducted through remote e-voting, were handed over to Ms. Ritu Tiwari, Company Secretary of the Company for safe keeping.

Thanking you,

Yours faithfully,



Ms. Nithya Pasupathi  
Practising Company Secretary

M.NO. 10601

CP NO. 22562

UDIN: F010601D000437907

Place: Chennai

Date: 30.05.2022

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