

Date: September 13, 2024

To,

**Listing Department
National Stock Exchange of India Limited**
Exchange Plaza, C-1, G Block, Bandra Kurla Complex,
Bandra (East), Mumbai - 400 051.
Symbol: SYRMA

**Department of Corporate Service
BSE Limited**
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai - 400 001.
Scrip Code: 543573

Sub: Pursuant to Regulation 30 of the SEBI (LODR) Regulations, 2015 - Scrutinizers Report of the meeting of Unsecured Creditors of SGS Teknics Manufacturing Private Limited held on 12th September 2024, pursuant to the order of the Hon'ble National Company Law Tribunal, Mumbai ("NCLT").

Ref: Scheme of Amalgamation between (i) SGS Infosystems Private Limited and (ii) SGS Teknics Manufacturing Private Limited ("Transferor Companies") with Syrma SGS Technology Limited ("Transferee Company")

Dear Sir/ Ma'am,

Pursuant to the order dated 31st July, 2024 passed by the NCLT ("Order"), the Meeting of the Unsecured Creditors of SGS Teknics Manufacturing Private Limited the wholly owned subsidiary of Transferee Company, was held on Thursday, 12th September, 2024 at 11:00 A.M., through audio-visual means for approving the Scheme of Amalgamation between (i) SGS Infosystems Private Limited and (ii) SGS Teknics Manufacturing Private Limited ("Transferor Companies") into and with Syrma SGS Technology Limited ("Transferee Company") and their respective Shareholders ("Scheme")

The Scrutinizer's Report on the results of the Meeting of Unsecured Creditors of SGS Teknics Manufacturing Private Limited is enclosed herewith. The resolution has been passed unanimously by the Unsecured Creditors of the Company.

Kindly take the same on record.

Thank You,
For **Syrma SGS Technology Limited**

Komal Malik
Company Secretary & Compliance Officer
Membership No: F6430
Place: Gurgaon

Encl:

1. Copy of the Scrutinizers Report dated September 12, 2024



To,
The Chairman appointed by the Hon'ble National Company Law Tribunal, Mumbai Bench for the Meeting of Unsecured Creditors of SGS Teknics Manufacturing Private Limited, Unit No. 406, 4th Floor, Dalamal Tower Premises Cooperative Housing Society Ltd, Plot No. 211, Free Press Journal Marg, Nariman Point, Mumbai Maharashtra – 400021.

Dear Sir,

Sub: Consolidated Scrutinizers Report on remote e-voting and e-voting at the meeting of the Unsecured Creditors of SGS Teknics Manufacturing Private Limited, convened as per the order passed by the National Company Law Tribunal, Mumbai Bench (“NCLT”), held on Thursday, September 12, 2024 at 11.00 a.m. through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) as well as physically at Unit No. 406, 4th Floor, Dalamal Tower Premises Co-operative Housing Society Ltd, Plot No. 211, Free Press Journal Marg, Nariman Point, Mumbai Maharashtra - 400 021.

I, Mitesh Dhaliwala of Parikh & Associates, Practising Company Secretaries, have been appointed as the Scrutinizer, for the purpose of conducting the remote e-voting and e-voting at the meeting of the Unsecured Creditors of the SGS Teknics Manufacturing Private Limited (“the Company”) convened pursuant to the said Order of Hon'ble NCLT.

The meeting of the SGS Teknics Manufacturing Private Limited was held through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) as well as physically at Unit No. 406, 4th Floor, Dalamal Tower Premises Co-operative Housing Society Ltd, Plot No. 211, Free Press Journal Marg, Nariman Point, Mumbai Maharashtra - 400 021 on Thursday, September 12, 2024 at 11.00 a.m., pursuant to order dated July 31, 2024 issued by the NCLT and the provisions of the Companies Act, 2013 read with applicable rules made thereunder, for seeking approval to the Scheme of Amalgamation of SGS Infosystems Private Limited (“Amalgamating/Transferor Company No. 1”) and SGS Teknics Manufacturing Private Limited (“Amalgamated/Transferor Company No. 2”) with SYRMA SGS Technology Limited (“Transferee Company” or “Company”) (“Scheme”) and their respective Shareholders and Creditors as per the Notice dated August 06, 2024, convening the said meeting.

The Notice of the meeting dated August 06, 2024 along with statement setting out material facts under Section 230(3) read with Section 102 and other applicable provisions of the Companies Act, 2013 were sent to the Unsecured Creditors in respect of the below mentioned resolution proposed to be passed at the meeting of Unsecured Creditors.

The Company had availed the e-voting facility offered by National Securities Depository Limited's ('NSDL') for conducting remote e-voting and e-voting at the meeting by the Unsecured Creditors of the Company.

The voting period for remote e-voting commenced on September 08, 2024 at 9:00 A.M. (IST) and ended on September 11, 2024 at 5:00 P.M. (IST) and the NSDL e-voting platform was disabled thereafter.

The Company had also provided e-voting facility to the Unsecured Creditors present at the meeting through VC/OAVM and physically and who had not cast their votes earlier.

The shareholders of the Company holding shares as on the "cut-off" date of November 01, 2023 were entitled to vote on the resolution as contained in the Notice of the meeting.

After the closure of e-voting at the meeting, the report on voting done during the meeting and the votes cast under remote e-voting facility prior to the meeting were unblocked and counted.

The Management of the Company is responsible to ensure compliance with the requirements of the Act and rules relating to remote e-voting and e-voting during the meeting on the resolution contained in the notice of the meeting.

My responsibility as scrutinizer for the remote e-voting and e-voting during the meeting is restricted to making a Scrutinizer's Report of the votes cast in favour or against the resolution.

I now submit my consolidated report as under on the results of the remote e-voting and e-voting during the meeting in respect of the said resolution.

Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 (including any statutory modification(s) or re-enactment thereof for the time being in force), and other applicable provisions, if any, of the Companies Act, 2013 and the provisions of the Memorandum and Articles of Association of the Company and subject to the approval of the National Company Law Tribunal, Mumbai Bench at Mumbai (**“NCLT”**) and subject to such other approvals, permissions and sanctions of regulatory and other authorities as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by the NCLT or by any regulatory or other authorities, while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the **“Board”**, which term shall be deemed to mean and include one or more Committee(s) constituted/ to be constituted by the Board or any other person authorized by it to exercise its powers including the powers conferred by this Resolution), approval of Unsecured creditors of SGS Teknics Manufacturing Private Limited (**“Amalgamating/ Transferor Company No. 2”**) be and is hereby accorded to the Scheme of Amalgamation (**“Scheme”**) amongst (i) SGS Infosystems Private Limited (**“Amalgamating /Transferor Company No. 1”**); (ii) SGS Teknics Manufacturing Private Limited (**“Amalgamating /Transferor Company No. 2”**); and (iii) SYRMA SGS Technology Limited (**“Amalgamated / Transferee Company”**) and their respective Shareholders and Creditors, as enclosed with this Notice of the NCLT convened meetings of the unsecured creditors, be and is hereby approved.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the arrangement embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the NCLT while sanctioning the Scheme or by any authorities under law, or as may be required for the purpose of resolving any doubts or difficulties that may arise including passing of such accounting entries and /or making such adjustments in the books of accounts as considered necessary in giving effect to the Scheme, as the Board may deem fit and proper.”

(i) Voted **in favour** of the resolution:-

Number of Unsecured Creditors present via VC as well as physically and voting (through Authorised Representative)	Value of votes (in terms of amount outstanding) cast by them (in Rs.)	% of total value of valid votes cast
39	1,13,88,09,175	100.00

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

Number of Unsecured Creditors present via VC as well as physically and voting (through Authorised Representative)	Value of votes (in terms of amount outstanding) cast by them (in Rs.)	% of total value of valid votes cast
NIL	NIL	0.00

(iii) **Invalid** votes:

Total number of Unsecured Creditors (through Authorised Representative) whose votes were declared invalid	Total value of votes (in terms of amount outstanding) cast by them (in Rs.)
NIL	NIL

Thanking you,
Yours faithfully,

Mitesh Dilip Dhabliwala
Digitally signed by Mitesh Dilip Dhabliwala
Date: 2024.09.12 12:35:17 +05'30'

Mitesh Dhabliwala
Scrutinizer

Parikh & Associates
Practising Company Secretaries

FCS: 8331 CP No.: 9511

111,11th Floor, Sai Dwar CHS Ltd
Sab TV Lane, Opp. Laxmi Indl. Estate,
Off Link Road, Above Shabari Restaurant,
Andheri (West), Mumbai – 400053

Place: Mumbai

Dated: September 12, 2024

UDIN: F008331F001201237

P/R No.: 1129/2021