

**FORM No. MGT-13**

**Report of Scrutinizer**

[Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2) of the Companies (Management and Administration) Rules, 2014]

**To,**

The Chairman of the Extraordinary General Meeting (EGM) of the members of Sushruta Vishranthi Dhama Limited bearing CIN: U85310KA2004PLC035063, having its registered office at Suvidha, Sy No. 18/4, Thalaghattapura, U.M. Kaval, Uttarahalli Hobli, Bangalore South Taluk, Bangalore – 560010, held on Sunday, 23<sup>rd</sup> June 2024 at 10.30 A.M through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM).

Dear Sir,

**Subject: An EGM of the Equity Shareholders of Sushruta Vishranthi Dhama Limited, was held on Sunday, 23<sup>rd</sup> June 2024 at 10.30 A.M. through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM)**

I, Jayarama Korikkar, Company Secretary, appointed as Scrutinizer by the Board of Directors of Sushruta Vishranthi Dhama Limited (the Company) for the purpose of the scrutinizing e-voting process (remote e-voting) and electronic voting (e-voting) during the EGM pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 and as per General Circular 20/2020 dated 5<sup>th</sup> May 2020 and 10/2022 dated 28<sup>th</sup> December 2022 issued by the Ministry of Corporate Affairs ("MCA"), in respect of the below mentioned resolution proposed at the EGM of the Equity Shareholders of the Company held on Sunday, 23<sup>rd</sup> June 2024 at 10.30 A.M. through VC/OAVM, submit my report as under:

1. The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to voting through electronic means (by remote e-voting) and electronic voting (e-voting) at the by the shareholders on the resolutions proposed in the Notice of the EGM of the Company is the responsibility of the management. My responsibility as a Scrutinizer is to ensure that the voting process both through remote e-voting and by e-voting at the EGM are conducted in a fair and transparent manner and render consolidated Scrutinizer's Report of the total votes cast in favor or against if any, to the Chairman on the resolutions.
2. The e-voting facility both for e-voting prior to the EGM (remote e-voting) and voting at the EGM by electronic means (e-voting) was provided by Right2Vote.



3. In accordance with the Notice of the extraordinary general meeting sent to the shareholders the remote e-voting opened at 9.00 AM on 19<sup>th</sup> June 2024 and remained open up to 5 PM on 22<sup>nd</sup> June 2024.
4. After declaration of voting by the Chairman, the shareholders present at the EGM through VC and who had not exercised their right to vote earlier, voted through e-voting facility provided by Right2Vote.
5. After closure of e-voting at the EGM, the votes cast through e-voting at the EGM and through remote e-voting prior to the date of EGM were unblocked and downloaded from the e-voting website of Right2Vote. The e-voting data/results downloaded from the e-voting system of Right2Vote were scrutinized, reviewed, counted and the results were prepared.

Based on the data downloaded from Right2Vote e-voting system, the total votes cast in favor or against all the resolutions proposed in the Notice of the EGM are as under:

**ITEM NO. 1:**

**Approve issue of 30,000 Equity shares to Mrs. S Shantha**

**To consider and if thought fit to pass with or without modification(s), the following resolution as a Special Resolution:**

**"RESOLVED THAT** pursuant to sections 42 & 62 and all other applicable provisions if any, of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and 13 of the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification thereto or re-enactment thereof for the time being in force) and in accordance with the Foreign Exchange Management Act, 1999, and Articles of Association of the company, the consent of the company be and is hereby accorded to the Board of Directors of the company to offer, issue and allot 30000 equity shares of Rs.100/- each by way of Private Placement at a price of Rs.633.50 per share (including premium of Rs.533.50 /- each) to Smt. S. S Shantha D/o Nelamangala Arkeshwara Shetty, who is identified by the board as the proposed investor and the Equity Shares to be issued and allotted shall rank pari pasu with the existing Equity Shares of the company in all respects".

**"RESOLVED THAT** pursuant to the provisions of section 39, 42 and other application provisions of the Companies Act, 2013, including any statutory modification and re-enactment thereof for the time being in force, and subject to such approvals and permission as necessary, consent of the members be and is hereby provided to allot 30000 equity shares of Rs.100/- each fully paid up of face value with premium Rs. 533.50 on private placement basis to the below applicant and in accordance with Shareholder Agreement"



**Type of resolution: Special**

In favour of the resolution			Against the resolution			Invalid votes	
Number of members	Number of votes	% of total number of valid votes cast	Number of members	Number of votes	% of total number of valid votes cast	Number of members	Number of votes.
129	2355000	92%	9	165000	6%	-	-

Note: 2 shareholders holding 30000 equity shares has abstained from voting on this resolution.

**ITEM NO. 2:**

Recommendation on this resolution was withdrawn by the board of directors and voting was disabled on this item.

**ITEM NO. 3:**

**To Ratify appointment of Mrs. Usha Kurpad (DIN 10569580) as a director:**

**To consider and if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Sections 152, 160 & 161 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Rules made there under (including any statutory modification(s) or re-enactments thereof for the time being in force), Mrs. Usha Kurpad (DIN 10569580) who was appointed as an Additional Director of the Company on 31.03.2024 by the Board of Directors and who holds office as such up to the next Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company with immediate effect, who is liable to retire by rotation".

**"FURTHER RESOLVED THAT** Director and the Company Secretary of the Company, be and is hereby severally authorized to file necessary forms to the Registrar of Companies and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution."

**Type of resolution: Ordinary**





**Jayarama Korikkar, FCS, LLB**  
**Company Secretary**

In favour of the resolution			Against the resolution			Invalid votes	
Number of members	Number of votes	% of total number of valid votes cast	Number of members	Number of votes	% of total number of valid votes cast	Number of members	Number of votes.
116	2130000	84%	21	360000	14%	-	-

Note: 3 shareholders holding 60000 equity shares has abstained from voting on this resolution.

**ITEM NO. 4:**

**To Ratify appointment of Mrs. Geetha Sudarshan (DIN :10570036) as a director.**

**To consider and if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Sections 152, 160 & 161 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Rules made there under (including any statutory modification(s) or re-enactments thereof for the time being in force), Mrs. Geetha Sudarshan (DIN 10570036) who was appointed as an Additional Director of the Company on 31.03.2024 by the Board of Directors and who holds office as such up to the next Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company with immediate effect, who is liable to retire by rotation".

**"RESOLVED FURTHER THAT** Directors/Company Secretary of the Company, be and is hereby severally authorized to file necessary returns/forms to the Registrar of Companies and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution."

**Type of resolution: Ordinary**

In favour of the resolution			Against the resolution			Invalid votes	
Number of members	Number of votes	% of total number of valid votes cast	Number of members	Number of votes	% of total number of valid votes cast	Number of members	Number of votes.
110	2040000	80%	26	435000	17%	-	-

Note: 4 shareholders holding 75000 equity shares has abstained from voting on this resolution.

**ITEM NO. 5:**

**To Ratify appointment of Mr. N Sreeramaiah (DIN: 07174481) as a director.**

**To consider and if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Sections 152, 160 & 161 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Rules made there under (including any statutory modification(s) or re-enactments thereof for the time being in force), Mr. N Sreeramaiah (DIN: 07174481) who was appointed as an Additional Director of the Company on 31.05.2024 by the Board of Directors and who holds office as such up to the next Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company with immediate effect, who is liable to retire by rotation".

**"FURTHER RESOLVED THAT** Directors/Company Secretary of the Company, be and is hereby severally authorized to file necessary returns/forms to the Registrar of Companies and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution."

**Type of resolution: Ordinary**

In favour of the resolution			Against the resolution			Invalid votes	
Number of members	Number of votes	% of total number of valid votes cast	Number of members	Number of votes	% of total number of valid votes cast	Number of members	Number of votes.
96	1755000	69%	41	735000	29%	-	-

Note: 3 shareholders holding 60000 equity shares has abstained from voting on this resolution.

**ITEM NO. 6:**

**To designate Mr. N Sreeramaiah (DIN: 07174481) as an Independent Director.**

**To consider and if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"). The Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications or re-enactment(s) thereof for the time being in force), Mr. N Sreeramaiah who has been recommended by a Shareholder and who has submitted a declaration that he meets the criteria of independent Director under Section 149(6) of the Act, and who is already an director on the Board be and is hereby appointed as an Independent Director of the Company with immediate effect as per the agreed terms for a period of 5 years"

**"RESOLVED FURTHER THAT** Directors and Company Secretary of the Company, be and is hereby severally authorized to file necessary forms to the Registrar of Companies and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution."

**Type of resolution: Ordinary**

In favour of the resolution			Against the resolution			Invalid votes	
Number of members	Number of votes	% of total number of valid votes cast	Number of members	Number of votes	% of total number of valid votes cast	Number of members	Number of votes.
90	1650000	65%	45	810000	32%	-	-

Note: 5 shareholders holding 90000 equity shares has abstained from voting on this resolution.

The electronic data and all other relevant records relating to remote e-voting and voting at the meeting are under my safe custody and will be handed over to Ms. Lakshmi Rathnam, Company Secretary, for preserving safely after the Chairman considers, approves and signs the minutes of the EGM.

  
Jayarama Korikkar  
Company Secretary  
Membership No.: F6236  
C.P. No.: 6653  
Peer Review No.: 1458/2021



UDIN: F006236F000607804

Place: Bangalore  
Date: June 24, 2024