

**SCRUTINIZER'S REPORT**

To,  
Ms. Shristi Widge,  
[Chairperson appointed by the Hon'ble National Company Law Tribunal,  
Bengaluru Bench (NCLT), in Company Application CA (CAA) No. 50/BB/2022]

Dear Madam,

Report of the Scrutinizer on the results of voting by way Show of hands in the Meeting conducted via Video Conferencing of the Preference Shareholders of Exotel Techcom Private Limited, pursuant to the directions dated January 24, 2023 issued by the Hon'ble National Company Law Tribunal, Bengaluru Bench, in CA (CAA) No. 50/BB/2022

I, Arjun NA, Company Secretary in Practice had been appointed as the Scrutinizer by the Hon'ble National Company Law Tribunal, Bengaluru Bench ("NCLT") vide the order dated 24th January 2023 ("the Order"), in Company Application CA (CAA) No. 50/BB/2022, for the meeting of the Preference Shareholders of Drishti-Soft Solutions Private Limited ("Transferor Company") with Exotel Techcom Private Limited Private Limited ("Transferee Company") and their respective shareholders and creditors, pursuant to the provisions of Sections 230 to 232 of the Companies Act, 2013 ("Scheme"), and provisions of Section 230(4) and rules made thereunder and Secretarial Standard-2 issued by the Institute of the Company Secretaries of India, for the purpose of scrutinizing the votes cast through show of hands (followed by email confirmation) at the meeting by the Preference Shareholders of the Company in respect of the resolution proposed to be passed at the meeting of the Preference Shareholders, held on Friday, March 10, 2023 at 12:00 PM (IST), through videoconferencing/other audio-visual means ("VC/ OAVM"), do hereby submit my report as follows:

1. The management of the Company is responsible to ensure compliance with the requirements of the Act and rules made thereunder and the Order relating to voting through show of hands at the meeting on the resolution stated in the said Notice.



2. The responsibility of the undersigned as the Scrutinizer for the voting process is restricted to ensure that the voting process is conducted in a fair and transparent manner and submit a Scrutinizer's Report on the votes cast "in favour" or "against" the resolution stated in the notice, based on the show of hands (as prescribed in General Circular no. 14/2020 dated 8<sup>th</sup> April, 2020) at the meeting.
3. The quorum was duly complied as prescribed under the Section 103 of the Companies Act, 2013 read with Articles of Association of the Company and the Meeting was called "to order" at 12:03 P.M (IST).
4. The Preference Shareholders who cast their votes through show of hands (followed by email confirmation) at the meeting, were the Preference Shareholders as on the cut-off date being January 24, 2023.
5. I now submit my consolidated report as under on the result of the voting by show of hands (followed by email confirmation) conducted at the meeting.

i. Voted in favour of the Resolution

No. of shareholders	No. of votes cast by shareholders	% of total no. of valid votes cast
7	1,51,443	100%

ii. Voted against the Resolution - Nil

iii. Invalid votes - Nil

*Since majority of the Preference Shareholders, representing more than three-fourths in value of the Preference shares of the Company, have voted for the resolution, the proposed resolution stated hereunder is declared as passed with requisite majority:*

**"RESOLVED THAT** pursuant to the provisions of Section 230 read with section 232 of the Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and other applicable provisions of the Companies Act, 2013, the rules, circulars, and notifications made there under (including any statutory modification or re-enactment thereof) as may be applicable, and subject to provisions of the Memorandum and Articles of Association of the Company and subject to approval of the Hon'ble National Company Law Tribunal, Bengaluru Bench ("Hon'ble 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 Hon'ble 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 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), the arrangement embodied in the Scheme of Amalgamation of Drishti -Soft Solutions Private Limited with Exotel Techcom Private Limited and their respective Shareholders and creditors ('Scheme'), 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 amalgamation 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 Hon'ble NCLT while sanctioning the arrangement embodied in 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 in giving effect to the Scheme, as the Board may deem fit and proper."

Thanking you,

*NAJ*

Arjun NA  
Practicing Company Secretary  
Scrutinizer  
Membership No. F11547  
CP No. 15577  
Place: Bangalore  
Date: 15<sup>th</sup> March 2023





**Arjun & Co**  
**Company Secretaries**  
**No 52, Majeeth Street**  
**Denkanikottai – 635107**  
**Mobile: 8050324024**  
**Email: cs.arjuna@gmail.com**



**ARJUN NA** BBM, LLB, FCS

**Exotel Techcom Private Limited - List of Preference Shareholders voted in favour**

Sr. No.	Name of the Shareholder	Votes Casted
1	Vistra ITCL (India) Limited - Trustee - Blume Ventures Fund IX	33,209*
2	A91 Emerging Fund 1 LLP	81,189*
3	IIFL Special Opportunities Fund – Series 8 (a scheme of IIFL Private Equity Fund)	13,251
4	IIFL Monopolistic Market Intermediaries Fund (a scheme of IIFL Private Equity Fund)	7,135
5	Sistema Asia Fund Pte Limited	9,154
6	CX Alternative Investment Fund	1,035
7	Chives Private Limited	6,470
	<b>Total</b>	<b>1,51,443</b>

\* As per the terms of issue



Place: Bangalore  
Date: 15<sup>th</sup> March 2023

*NPA Arjun.*  
Arjun NA  
Practicing Company Secretary  
Scrutinizer  
Membership No. F11547  
CP No. 15577

