

**Report of Scrutinizer(s)**

[Pursuant to section 108 of the Companies Act, 2013 read with rule 20(4) (xii) of the Companies (Management and Administration) Rules, 2014]

To  
The Chairman of the Meeting,  
M/s. NCL Holdings (A&S) Limited  
CIN: U65920TG2018PLC121664  
10-3-162, 5th Floor, NCL Pearl,  
Sarojini Devi Road, East Maredpally,  
Secunderabad, Hyderabad,  
Telangana-500026.

Dear Sir,

Sub: **Scrutinizer Report on passing of the resolution by way of the remote e-voting & e-voting conducted at the Extra Ordinary General Meeting of the members of M/s. NCL Holdings (A&S) Limited, held on Saturday, 29<sup>th</sup> May, 2021 at 04:00P.M. through Video Conferencing ("VC") facility at 10-3-162, 5th Floor, NCL Pearl, Sarojini Devi Road, East Maredpally, Secunderabad, Hyderabad, Telangana-500026.**

I, Desina Balarama Krishna, Company Secretary in whole-time Practice, having office at Hyderabad, Telangana was appointed as the scrutinizer by the Board of Directors of NCL Holdings (A&S) Limited CIN: U65920TG2018PLC121664, having registered office at 10-3-162, 5th Floor, NCL Pearl, Sarojini Devi Road, East Maredpally, Secunderabad, Hyderabad, Telangana-500026 (the "Company") in the Board Meeting of the Company dated 22<sup>nd</sup> April 2021, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014; for the purpose of Scheme of Arrangement pursuant to Section 230 to 232 and other applicable provisions of the Companies Act, 2013 among NCL Green Habitats Private Limited (Transferor Company 1), Eastern Ghat Renewable Energy Limited (Transferor Company 2) and NCL Holdings (A&S) Limited (Transferee Company) and their respective shareholders and process of scrutinizing the e- voting process at the said Extra Ordinary General Meeting held on 29<sup>th</sup> May, 2021 at 04:00P.M. Through Video Conferencing ("VC") facility.

The notice dated April 22<sup>nd</sup>, 2021 along with statement setting out material facts under Section 102 of the Act as confirmed by the Company were sent to the shareholders in respect of the below mentioned resolutions passed at the Extra Ordinary General Meeting of the Company.

The Company had availed the e-voting facility offered by Central Depository Services (India) Limited ("CDSL") for conducting remote e-voting as well as venue e-voting by the Shareholders of the Company.

The Company had also provided voting by electronic voting system to the shareholders present at the Extra Ordinary General Meeting through Video Conference facility and who had not cast their vote earlier through remote e-voting facility.

*D. Balarama Krishna*



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The shareholders of the company holding shares as on the "cut-off" date i.e., Friday, May 21, 2021 were entitled to vote on the resolutions as contained in the Notice of the Extra Ordinary General Meeting.

The voting period for remote e-voting commenced on Wednesday, May 26, 2021 at (9.00 a.m. IST) and ended on Friday, May 28, 2021 at (5.00 p.m. IST) and the CDSL e-voting platform was blocked thereafter.

After the closure of the voting at the Extra Ordinary General Meeting, the report on voting done at the meeting was generated in my presence and the voting was diligently scrutinized by me.

The votes cast under remote e-voting facility were thereafter unblocked in the presence of two witnesses who were not in the employment of the Company and after the conclusion of the voting at the Extra Ordinary General Meeting the votes cast there under were counted.

I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the CDSL e-voting system and voting by electronic voting system at the Extra Ordinary General Meeting.

The Management of the Company is responsible to ensure compliance with the requirements of the Act and rules relating to remote e-voting and the voting conducted through electronic voting system at the venue of the meeting (through video conferencing facility) on the resolutions contained in the notice of the Extra Ordinary General Meeting.

My responsibility as scrutinizer for the remote e-voting and the voting conducted through electronic voting system at the venue of the meeting (through video conferencing facility) is restricted to making a Scrutinizer's Report of the votes cast in favour or against the resolutions.

I now submit my consolidated Report as under on the result of the remote e-voting and voting by electronic voting system at the Extra Ordinary General Meeting in respect of the said resolution.

**ITEM NO. 1: Approval of the scheme of Amalgamation of NCL Green Habitats Private Limited (Transferor Company 1), Eastern Ghat Renewable Energy Limited (Transferor Company 2) and NCL Holdings (A&S) Limited (Transferee Company).**

**"RESOLVED THAT** pursuant to the provisions of Section 233 of the Companies Act, 2013 read with Rule 25 of the Companies (Compromises, Arrangement and Amalgamation) Rules, 2016 and subject to such conditions and modifications as may be prescribed or imposed by the Hon'ble Regional Director, South-East Region, Ministry of Corporate Affairs, Hyderabad or by any regulatory or other authorities, if and when applicable, while granting such consents, approvals and permissions and subject to Creditors approvals at their respective meetings, consent of the members be and is hereby accorded for Merger of the Wholly Owned subsidiaries Viz., NCL Green Habitats Pvt. Limited (Transferor Company 1), Eastern Ghat Renewable Energy Limited (Transferor Company 2) with the Company i.e NCL Holdings (A&S) Limited and the Scheme of amalgamation for the same be and is hereby approved and shall become effective from 01st April, 2020 (the Appointed Date)."

**"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 Scheme of Amalgamation and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the Hon'ble Regional Director, Southeast Region, Ministry of Corporate Affairs, Hyderabad, if and when applicable while sanctioning the Scheme of Amalgamation or by any authorities under law and delegate such powers as the Board may deem fit and proper."

D. Balarama Krishna  
  




**Type of Resolution: Special Resolution**

Particulars	Number of Votes						Percentage (%) of votes
	Remote e-votes		Venue e-votes		Total		
	Number of members	Number of Votes	Number of members	Number of Votes	Number of members	Number of Votes	
Favour	88	41,50,247	1	5	89	41,50,252	100%
Against	-	-	-	-	-	-	0%
Abstain/ Invalid	-	-	-	-	-	-	-
Total	88	41,50,247	1	5	89	41,50,252	100%

**RESULT:**

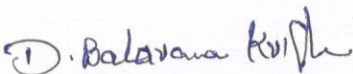
As all the members casted their votes in favour of the Resolution in both Remote and Venue voting, I report that the Resolution with regard to the item No 1 as set out in the E Voting Notice is passed with requisite majority and also note that 100 % of the members participated in voting casted their votes in favour of the Resolution.

All relevant records relating to remote electronic voting and venue e-voting shall remain in my custody until the Chairman considers, approves and signs the Minutes of the Extra Ordinary General Meeting held on 29<sup>th</sup> May, 2021 at 04:00 P.M. through Video Conferencing (VC) facility, and the same shall be handed over thereafter to the Chairman/ Company Secretary for the safe keeping.

Thanking You,

Yours faithfully,

UDIN: F008168C000403574

  
**Desina Balarama Krishna**

Practicing Company Secretary  
FCS No: 8168 C.P No.: 22414  
302/A, Jade Arcade Building, Opp. to Paradise Hotel,  
M. G Road, Secunderabad, Telangana - 500003



Date: 31.05.2021

Place: Hyderabad