

**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 Chairperson of the Extraordinary General Meeting 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, 02 March 2025 at 10.30 A.M through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM).

Dear Madam,

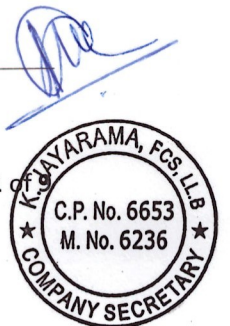
**Subject: Extraordinary General Meeting (EGM) of the Equity Shareholders of Sushruta Vishranthi Dhama Limited, held on Sunday, 02 March 2025 at 10.30 A.M. through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM)**

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 resolutions proposed at the EGM of the Equity Shareholders of the Company held on Sunday, 02 March 2025 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 EGM 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 26<sup>th</sup> February 2025 and remained open up to 5:00 PM on 01<sup>st</sup> March 2025.
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.

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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.
6. 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:**

**“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 Articles of Association of the company, the consent of the members be and is hereby accorded to the Board of Directors of the company to offer, issue and allot 15000 equity shares of Rs.100/- each by way of Private Placement at a price of Rs. 635 per share (including premium of Rs. 535 /- each) to Mr. Narayanan Raghavan s/o Raghavan Narayanan, jointly held with Mrs. Gomathy Narayanan w/o Narayanan Raghavan who are identified by the board as the proposed investors and the Equity Shares to be issued and allotted shall rank pair passu with the existing Equity Shares of the company in all respects”.

**“FURTHER RESOLVED THAT** pursuant to the provisions of Section 39, 42 and other applicable 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 15000 equity shares of Rs.100/- each fully paid up of face value with premium Rs.535 on private placement basis to the below applicants and in accordance with Shareholder Agreement”

Sl. No.	Name of person to whom shares allotted	Joint Holder	Type of cottage on allotment subject to SH Agreement	Number of Shares allotted	Face value (premium)per share	Value of each Share allotted	Total value of Shares allotted
1	Narayanan Raghavan	Gomathy Narayanan	Number of Units: One	15,000	100 (535)	635	Rs. 95,25,000



**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.
140	2550000	99%	-	-	-	-	-

*Note: 1 shareholder who held 15000 equity shares abstained from voting.*

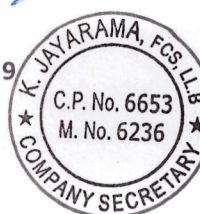
**Item No. 2:**

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 203 and any other applicable provisions of the Companies Act, 2013 ("the Act"), rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and on the recommendation of the Nomination & Remuneration Committee ("NRC") and approval of the Board of Directors of the Company, the appointment of Dr. Nilima Kadambi (DIN: 01553825), as a Managing Director of the Company with effect from 11.10.2024, for a period of 5 years or till completion of 70 years of age whichever is earlier, be and is hereby ratified by the members of the Company and whose office shall not be liable to retirement by rotation"

**"RESOLVED FURTHER THAT** pursuant to the provisions of Sections 196, 197, 198, 203, Schedule V and all other applicable provisions, if any, of the Act, rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, Dr. Nilima Kadambi (DIN: 1553825) designated as a Key Managerial Personnel, upon the terms and conditions as agreed with Nil remuneration by the Company.

**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	Number of members	Number of votes	% of total number of valid	Number of members	Number of votes.



		votes cast			votes cast		
93	1680000	65%	47	870000	34%	-	-

*Note: 1 shareholder who held 15000 equity shares abstained from voting.*

**Item No. 3:**

**“RESOLVED THAT** pursuant to the provisions of section 14 of the Companies Act, 2013 and other applicable provision if any of the Companies Act, 2013, read with the Companies (Incorporation) Rules, 2014, including any statutory modification(s) and re-enactment(s) thereof for the time being in force, and subject to such approvals, consents, sanctions and permissions from any appropriate authority(ies) as may be necessary, the consent of the shareholders of the company be and is hereby accorded to alter the articles of association of the company in the following manner:

**The existing Article No 82 be deleted and substituted by the following new Article:**  
*82. Unless otherwise determined by the Company in general meeting, the number of directors shall not be less than 3 (Three) and shall not be more than 10 (Ten) including a minimum of 2(Two) Independent Directors.*

**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.
85	1545000	60%	54	990000	39%	-	-

*Note: 2 shareholders who held 30000 equity shares abstained from voting.*

**Item No. 4:**

**“RESOLVED THAT** pursuant to the Companies Act, 2013 and Articles of the Company, including any statutory modification(s) and re-enactment(s) thereof for the time being in force, the consent of the shareholders of the company be and is hereby accorded to alter the Residents and Visitors Manual in the following manner:

**The existing Point 3.1 be modified as follows:**

*3.1 Every shareholder shall pay monthly MF charges as approved by the Board for services provided in the village. The MF includes services provided to individual cottages and maintenance of common areas and security charges for the entire village but excludes house-keeping charges provided to individual cottages, which is being provided as an essential service*



*for senior citizens residing in Suvidha, will be billed separately based on utilization along with other utilities.*

**The existing Point 14 be modified as follows:**

*14 At present, Suvidha employs house-keeping staff to clean cottages regularly. The cottages that are occupied are cleaned every day. The maids do the dusting, sweeping and swabbing of the cottages. The cooking vessels are cleaned once a day. Unoccupied cottages are cleaned at least once a week and additionally on request by the resident.*

**Insertion of Point No. 14A after point no 14 be as follows:**

*14 A. Further to the above, any shareholder/resident of the occupied/ unoccupied cottages who are keen to avail the house-keeping services for a limited number of days per week may choose to avail services for seven, six, three, or one day per week. The request for availing limited services shall be made to the Board in writing and such request, once approved, shall be effective prospectively for a minimum of six months. If there is no further communication in writing to the BOD on this, the same will continue. The charges for the services shall thus be on a pro – rata basis i.e., based on actual usage, and shall be billed in the beginning of the following month as provided in Point No. 3.1 above. Any additional cleaning / other services availed shall be at an additional charge as specified in Article 14 above.*

**“FURTHER RESOLVED THAT** the above resolution if passed will be implemented from 1<sup>st</sup> April 2025”

**“FURTHER RESOLVED THAT** the Board of Directors be and is hereby authorised to make necessary changes in the Residents and Visitors’ Manual and take all steps to give effect to this Resolution”

**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.
90	1620000	63%	51	945000	37%	-	-

**Item No. 5:**

**“RESOLVED THAT** pursuant to the Companies Act, 2013 and Articles of the Company, including any statutory modification(s) and re-enactment(s) thereof for the time being in force, the consent of the

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

shareholders of the company be and is hereby accorded to alter the clause 9a and 9b of the shareholder's agreement in the following manner:

**The existing Clause 9.a(ii) be modified as follows:**

- ii. *Maintenance charges shall include all expenditure of revenue nature excluding any taxes or other statutory dues paid or payable to any government or local authority and shall not include any expenses of capital nature.*

**An additional Clause 9.a(ii-a) be added as follows:**

- ii.a. *Taxes and other statutory payments, if any, paid or payable by the company will be apportioned to each cottage based on the floor area of the units and the same must be borne by the shareholders of the company.*

**The existing Clause 9.b be modified as follows:**

*9.b. It is the obligation of all the shareholders to pay their respective share of maintenance charges, taxes, and other statutory payments as well as housekeeping charges and other utilities and/or any other dues as defined in the agreement, fully and in time. The same interest of 18% per annum which is 1.5% per month will apply to all pending dues, as applicable to pending MF.*

**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.
84	1515000	59%	56	1035000	40%	-	-

*Note: 1 shareholder who held 15000 equity shares abstained from voting.*

**Item No. 6:**

**"RESOLVED THAT** the consent of the shareholders of the Company be and is hereby accorded to amend the Shareholders Agreement in accordance with the annexure approved by the Board of Directors in their meeting held on 6<sup>th</sup> February 2025, a copy of which is attached to the notice of this extraordinary general meeting."

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**“FURTHER RESOLVED THAT** the Annexure I and Annexure II approved by the members be amalgamated into the original shareholder agreement and termed Share Holders 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.
83	1500000	58%	55	1020000	40%	-	-

*Note: 3 shareholders who cumulatively held 45000 equity shares abstained from voting.*

**Item No. 7:**

**“RESOLVED THAT** to facilitate regularization of accumulated dues of maintenance fee of the residential units and to augment the finances of the company, board of directors of the company be and is authorised to facilitate one-time relaxation of accumulated interest as per the following formula:

*Interest on delayed payment of maintenance fee will be charged either at a flat rate of Rs. 25,000 or 25% of the actual amount of accumulated interest, as on date of making payment, whichever is higher.*

**“FURTHER RESOLVED THAT** the above concessional interest rate applicable on accumulated interest on maintenance fee pertaining to earlier periods, be provided only to those units who clear their entire outstanding towards maintenance fee within a period of 30 days from the date of this resolution.”

**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.
78	1395000	54%	62	1155000	45%	-	-

*Note: One shareholder who held 15000 equity shares abstained from voting.*

**Item No. 8:**

**"RESOLVED THAT** consent of the members be and is hereby accorded to the board of directors to waive the collection of property taxes paid to BBMP in July 2024 on the 30 Acre property of the company located at Suvidha, Sy. No. 18/4, Thalaghattapura, U.M.Kaval, Uttarahalli Hobli, Bangalore South Taluk, Bangalore, Karnataka, India, 560109, for the period of financial years 2019-20 till 2024-25 amounting to a total sum of Rs. Rs. 79,97,869/- (**Rupees Seventy Nine Lakhs Ninety Seven Thousand Eight Hundred and Sixty Nine only**)"

**"RESOLVED FURTHER THAT** this one-time consent is accorded to facilitate the waiver of collection of the said amounts from the members as stipulated in Clause 20 of the Shareholders Agreement which will be warranted in the event of passage of the resolution proposed by the requisition of the shareholders vide Resolution No. 9 below."

**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.
132	2415000	94%	8	135000	5%	-	-

*Note: 1 shareholder who held 15000 equity shares abstained from voting.*

**Item No. 9:**

**"RESOLVED THAT** the decision of the Board of Directors to collect the sum of Rs. 80 Lakhs, (representing Rs. 36,866 per cottage) from the shareholders, towards the arrears of Property Taxes and Penalty already paid by the company for the previous years, be and is hereby reversed and revoked."

**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.
118	2145000	84%	22	405000	16%	-	-

*Note: 1 shareholder who held 15000 equity shares abstained from voting.*



**Jayarama Korikkar, FCS, LLB**

**Company Secretary**

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: F006236F004035558

Place: Bangalore

Date: March 03, 2025