



# CS. Nikhil George Pinto

Company Secretary in Practice

F4, First Floor, Lspace, Logic Square, VIP  
Road, Near JLN Stadium Metro station, Kaloore, Ernakulam  
Kerala - 682 017, Mob. No. 9497274805  
Email: caesarpintojohn@gmail.com

## SCRUTINIZER'S REPORT

To

The Chairperson appointed by the Hon'ble National Company Law Tribunal ("NCLT"), Kochi Bench, for the meeting of the Equity Shareholders of **KIMS Health Care Management Limited** pursuant to the Order dated April 28, 2025 in Company Scheme Application CA (CAA) No. 07/KOB/2024.

**Sub: Consolidated Scrutinizer's Report on the results of voting by equity shareholders of KIMS Health Care Management Limited through remote e-voting process prior to Meeting and e-voting process and Ballot voting (Poll) during the Meeting convened by the Hon'ble National Company Law Tribunal, Kochi Bench ('Hon'ble Tribunal' 'NCLT') of KIMS Health Care Management Limited held on Monday, June 09, 2025 at 11:30 a.m. IST ('Meeting'), held at Osler Hall, KIMS North, KIMSHEALTH Hospital, Kumarapuram, Poonthi Road, Anamukham, Anayara P.O., Trivandrum, Kerala - 695029 through hybrid mode including video conferencing/ other audio visual means ('Meeting'), pursuant to Sections 230-232 of the Companies Act, 2013 ('Act') read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 ('Arrangement Rules'), and Sections 108 of the Act read with Rule 20, 21 of Companies (Management and Administration) Rules, 2014 ('Management Rules') as amended read with the applicable general circulars issued by the Ministry of Corporate Affairs and Secretarial Standard on General Meetings as issued by the Institute of Company Secretaries of India ('SS-2') and as per the directions issued by the Hon'ble Tribunal vide Order dated April 28, 2025 in Company Scheme Application CA (CAA) No. 07/KOB/2024.**

Dear Sir,

I, Nikhil George Pinto (FCS 11074, CoP No. 16059) of Company Secretary in Practice, having address at F4, First Floor, LSpace, Logic Square, VIP Road, Near JLN Stadium Metro Station, Kaloore, Ernakulam, Kerala - 682017 have been appointed by the Hon'ble Tribunal, vide its Order dated April 28, 2025 in Company Scheme Application CA (CAA) No. 07/KOB/2024 ('Order'), as the Scrutinizer for the purpose of scrutinizing the remote e-voting process prior to Meeting and e-voting process and Ballot voting (Poll) during the Meeting, in a fair and transparent manner, at the Meeting convened pursuant to the provisions of the Section 230-232 of the Companies Act, 2013 ('Act') read with Arrangement Rules and Sections 108 of the Act read with Management Rules read with the applicable general circulars issued by the Ministry of Corporate Affairs and Secretarial Standard on General Meetings as issued by the Institute of Company Secretaries of India ('SS-2'), on the resolution seeking approval of the equity shareholders to the Scheme of Amalgamation of Condis India Healthcare Private Limited ("Transferor Company") with KIMS Health Care Management Limited ("Transferee Company") and their respective Shareholders and creditors ('Scheme'), in terms of the Notice dated May 09, 2025, convening the said meeting.

NIKHIL GEORGE PINTO  
COMPANY SECRETARY IN PRACTICE  
M.NO. FCS 11074  
COP NO. 16059

I do hereby submit my report as under:

1. The Company had provided its members the facility to exercise their right to vote on the resolution proposed to be considered at the Meeting by electronic means (by using the electronic voting system provided by Central Depository Services (India) Limited (CDSL) by (i) remote e-voting prior to the Meeting (ii) remote e-voting during the Meeting and (iii) Poll during the Meeting.
2. As confirmed by the Company, the Notice dated May 9<sup>th</sup>, 2025 convening the meeting of the Equity shareholders of the Company along with the Scheme and Statement under Sections 230 to 232 of the Act ('Scheme') read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, was sent to the Equity shareholders in respect of the resolution passed at the meeting of the Company. The Notices were issued to the members whose names were appearing in the Register of Members as on 30<sup>th</sup> June 2024 and voting rights were reckoned as on 30<sup>th</sup> June 2024, being the cut off date as per directions issued by Hon'ble NCLT vide order dated 28<sup>th</sup> April, 2025 for the purpose of deciding the eligibility to vote by the shareholders.
3. The voting period for the remote e-voting prior to the meeting commenced on Friday, 6<sup>th</sup> June, 2025 at 09:00 a.m. (IST) and ended on Sunday, 8<sup>th</sup> June, 2025 at 05:00 p.m. (IST).
4. At the NCLT convened meeting, the Chairman after the time fixed for closing of the poll by the Chairman, 1 (one) Ballot Box kept for polling was locked in my presence with due identification marks placed by me in the presence of 2 witnesses who are not in employment of the Company and announced that as per the Notice of the meeting, the members present at the meeting and who have not casted their vote by Remote e-voting, can exercise their voting rights by e-voting facility provided at the venue or can exercise their voting right by Poll, through Ballot Paper made available at the venue of the NCLT convened meeting.
5. The Company had provided e-voting facility and Ballot voting to the Equity Shareholders present at the NCLT Convened meeting held on Monday, 9<sup>th</sup> June, 2025 through video-conferencing/ other audio-visual means and who had not cast their votes through remote e-voting prior to the meeting, from 11:30 a.m. (IST) and ended at 12:30 p.m. (IST).

  
**NIKHIL GEORGE PINTO**  
COMPANY SECRETARY IN PRACTICE  
M.NO. FCS 11074  
COP NO. 16059



6. After the closure of the voting at the NCLT convened meeting of the Equity Shareholders, the Ballot Box was unlocked in the presence of 2 witnesses who are not in employment of the Company. Subsequently, the votes casted through Remote e-voting facility prior to the NCLT convened meeting and e-voting facility at the meeting were unblocked in the presence of two witnesses who are not in employment of the Company from the e-voting system provided by the CDSL.
7. I have scrutinized and reviewed the e-voting and votes tendered therein based on the data downloaded from the CDSL e-voting system. The downloaded data was reconciled with the records maintained by the Company's Registrar and Transfer Agents ('RTA') and the authorisations lodged with the Company/ Company's RTA.
8. Further we have relied on the information provided by the Company in relation to the details of number of shares held and signature of shareholders.
9. The Management of the Company is responsible to ensure the compliance with the requirements of the Act and Rules thereunder relating to voting through remote e-voting, and e-voting at the meeting and Ballot voting on the resolution contained in the Notice convening NCLT convened meeting of the Equity shareholders.
10. My responsibility as the Scrutinizer for the remote e-voting process prior to Meeting and e-voting process and Ballot voting (Poll) during the Meeting is restricted to scrutinize remote e-voting process prior to Meeting, e-voting process and poll process during the Meeting in a fair and transparent manner and to submit a consolidated Scrutinizer's Report of the votes cast 'in favour' or 'against' the Resolution and 'invalid' votes to the Chairman of this meeting, based on the reports generated from the e-voting system provided by CDSL and ballot voting (Poll) conducted at the NCLT convened meeting.
11. The consolidated result of the voting by the equity shareholders through remote e-voting process prior to Meeting and e-voting process and Ballot voting (Poll) during the Meeting with respect to the resolution proposed in the Notice dated May 09<sup>th</sup>, 2025 are as under:

  
**NIKHIL GEORGE PINTO**  
COMPANY SECRETARY IN PRACTICE  
M.NO. FCS 11074  
COP NO. 16059

**To approve and authorise the Scheme of Amalgamation of Condis India Healthcare Private Limited ("Transferor Company")  
with KIMS Health Care Management Limited ("Transferee Company") under Sections 230 to 232 of the Companies Act, 2013**

Mode of Voting	Total No. of share-holders voted	Total No. of votes cast (Shares)	Assent/ In Favour of the resolution		Dissent/ Against the resolution			Invalid Votes
			No. of share-holders	No. of Votes – in favour	% of Votes in favour	No. of share-holders	No. of Votes – Against	% of Votes against
<b>Remote E-Voting</b>	51	92,312,681	51	92,312,681	100%	0	0	0
<b>E-Voting at the Venue</b>	2	64,200	0	0	0	2	64,200	100%
<b>Ballot Voting (Poll)</b>	12	816,877	12	816,877	100%	0	0	0
<b>Total</b>	<b>65</b>	<b>93,193,758</b>	<b>63</b>	<b>93,129,558</b>	<b>99.93%</b>	<b>2</b>	<b>64,200</b>	<b>0.07%</b>
								<b>0</b>

Based on the above, the afore-mentioned resolution as proposed in the Notice of the meeting of equity shareholders convened by the Hon'ble NCLT approving the Scheme shall be deemed to have been approved on the date of meeting of equity shareholders i.e. June 09<sup>th</sup>, 2025 with majority of equity shareholders exercising voting rights representing three-fourth in value in shares held by them and voted in favour by way of remote e-voting process prior to Meeting and e-voting process and Ballot voting (Poll) conducted during the Meeting.



**NIKHIL GEORGE PINTO**  
COMPANY SECRETARY IN PRACTICE  
M.NO. FCS 11074  
COP NO. 16059

12. All registers, relevant records and other incidental papers related to remote e-voting process prior to Meeting and e-voting process and Ballot voting (Poll) conducted during the Meeting were handed over to the Chairman for safe keeping.

Thanking you,

Yours faithfully,



**NIKHIL GEORGE PINTO**  
COMPANY SECRETARY IN PRACTICE  
M.NO. FCS 11074  
COP NO. 16059

**CS. Nikhil George Pinto**

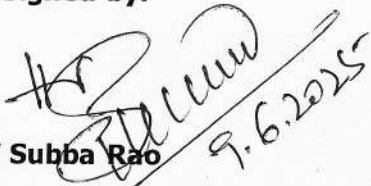
**Scrutinizer appointed for the NCLT Convened Meeting of Equity Shareholders**

**UDIN: F011074G000567806**

**Place: Trivandrum**

**Date: 09.06.2025**

**Counter Signed by:**



**Shri. H V Subba Rao**

**Chairman appointed for the NCLT Convened Meeting of Equity Shareholders**