



# SHARATKUMAR K SHETTY & ASSOCIATES

PRACTISING COMPANY SECRETARY

Email: [sksi.consultancy@gmail.com](mailto:sksi.consultancy@gmail.com)

Mob: +919820746792

Office Address: A2-203, Kailas Complex,  
LBS Marg, Bhandup West, Mumbai -400078

Website: [www.sksiassociates.com](http://www.sksiassociates.com)

## Scrutinizer Report

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies  
(Management and Administration) Rules, 2014]

To,  
The Chairman,  
(Appointed by Hon'ble National Company Law Tribunal, Mumbai)  
Incred Capital Financial Services Private Limited  
Unit No. 1203, 12th Floor, B Wing, The Capital,  
Bandra Kurla Complex, Mumbai – 400051

Dear Sir,

**Re: Scrutinizer's Report on E-Voting conducted for the Tribunal convened meeting held on Friday, 28 January, 2022 pursuant to the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014**

I, Sharatkumar Shetty, Proprietor of Sharatkumar K Shetty & Associates, Practicing Company Secretary had been appointed as Scrutinizer pursuant to the order of National Company Law Tribunal ('Tribunal'), Mumbai Bench ('Tribunal') dated November 23, 2021 for the purpose of scrutinizing the remote e- voting and voting at the meeting in fair and transparent manner and ascertaining the requisite majority on remote e-voting and voting at the meeting in respect of the passing of the resolution contained in the Notice of the Company dated December 10, 2021 to approve Composite Scheme of Arrangement between Clamant Tech Services Private Limited ("Transferor Company"), InCred Wealth Private Limited ("Demerged Company 1"), MAPE Advisory Group Private Limited ("Demerged Company 2"), InCred Wealth and Investment Services Private Limited ("Resulting Company 1"), InCred Capital Financial Services Private Limited ("Resulting Company 2" or "Transferee Company") and their respective shareholders under Sections 230 to 232 of the Companies Act, 2013.

The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to e-voting on the resolution contained in the notice of the meeting of equity shareholders of Incred Capital Financial Services Private Limited. My responsibility as a Scrutinizer for the e-voting process is to make a Scrutinizers Report of the votes cast "in favour" or "against" the resolution stated, based on the reports generated from the E-voting done by the shareholders of the Company.



# SHARATKUMAR K SHETTY & ASSOCIATES

PRACTISING COMPANY SECRETARY

Email: [sksi.consultancy@gmail.com](mailto:sksi.consultancy@gmail.com)

Mob: +919820746792

Office Address: A2-203, Kailas Complex,  
LBS Marg, Bhandup West, Mumbai -400078

Website: [www.sksiassociates.com](http://www.sksiassociates.com)

The notice dated December 10, 2021 along with the statement setting out material facts under Section 102 of the Companies Act, 2013 were sent to the members of the Company.

The members of the Company holding shares as on January 21, 2022 were entitled to vote on the resolution proposed as set out in the notice.

The Company has made arrangement with National Securities Depository Limited, for providing facility of voting through electronic means (E-Voting) to its members.

The votes cast through E- Voting was scrutinized by me for verification of votes cast in favour / against the resolution.

In this regard, I submit my report of the E-voting done for the Tribunal convened meeting as under:

## 1. Resolution

The Composite Scheme of Arrangement between Clamant Tech Services Private Limited ("Transferor Company"), InCred Wealth Private Limited ("Demerged Company 1"), MAPE Advisory Group Private Limited ("Demerged Company 2"), InCred Wealth and Investment Services Private Limited ("Resulting Company 1"), InCred Capital Financial Services Private Limited ("Resulting Company 2" or "Transferee Company") and their respective shareholders under Sections 230 to 232 of the Companies Act, 2013.

**"RESOLVED THAT** pursuant to the provisions of Sections 230 to 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 thereunder (including any statutory modification or re-enactment(s) thereof for the time being in force) 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, Mumbai Bench ("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 authorised by it to exercise its powers including the powers conferred by this Resolution), the arrangement embodied in the Composite Scheme of Arrangement between Clamant Tech Services Private Limited ("Transferor



## SHARATKUMAR K SHETTY & ASSOCIATES

PRACTISING COMPANY SECRETARY

Email: sksi.consultancy@gmail.com

Mob: +919820746792

Office Address: A2-203, Kailas Complex,  
LBS Marg, Bhandup West, Mumbai -400078

Website: www.sksiassociates.com

Company”), InCred Wealth Private Limited (“Demerged Company 1”), MAPE Advisory Group Private Limited (“Demerged Company 2”), InCred Wealth and Investment Services Private Limited (“Resulting Company 1”), InCred Capital Financial Services Private Limited (“Resulting Company 2” or “Transferee Company”) and their respective shareholders (“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 arrangement 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.”

(a) Voted in **favour** of the resolution:

Means of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-Voting	9	6,084,951	100
E-Voting at the meeting	0	0	0
<b>Total</b>	<b>9</b>	<b>6,084,951</b>	<b>100</b>

(b) Voted **against** the resolution:

Means of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-Voting	--	--	--
E-Voting at the meeting	--	--	--
<b>Total</b>	<b>--</b>	<b>--</b>	<b>--</b>



## SHARATKUMAR K SHETTY & ASSOCIATES

PRACTISING COMPANY SECRETARY

Email: sksi.consultancy@gmail.com

Mob: +919820746792

Office Address: A2-203, Kailas Complex,  
LBS Marg, Bhandup West, Mumbai -400078

Website: www.sksiassociates.com

(c) **Invalid votes :**

Means of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
Remote E-Voting	--	--
E-Voting at the meeting	--	--
<b>Total</b>	--	--

I hereby declare that resolution set out in the notice dated December 10, 2021 has been passed with requisite majority.

The records of votes cast through E-Voting were sealed and handed over to the Chairman appointed for the meeting for safe keeping.

Thanking you,

Yours faithfully,

For Sharatkumar K Shetty & Associates  
Practising Company Secretary

Sharatkumar Shetty  
Proprietor  
COP no. 18123  
Membership No. A31888  
Place: Mumbai  
Date: January 28, 2022

