

To

Date: 29.03.2022

BSE Limited,
P.J. Towers, Dalal Street,
Mumbai – 400001.

Dear Sir/ Madam,

Sub: Outcome of 01ST/2021-22 Extra-Ordinary General Meeting held on 29.03.2022
Ref: BSE: (Scrip Code: 524752) DECIPHER LABS LIMITED

With reference to the subject cited, this is to inform the Exchange that the 01st Extra-Ordinary General Meeting of Decipher Labs Limited for Financial Year 2021-22 held on Tuesday, 29.03.2022 commenced at 11:00 a.m. concluded at 11:14 a.m. (including the voting period) through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”).

In this regard, please find enclosed the following:

1. Summary of proceedings as required under Regulation 30, Part-A of Schedule – III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as **Annexure – I.**
2. Voting Results of the business transacted at the EGM held on Tuesday, 29.03.2022 as required under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as **Annexure – II.**
3. Report of Scrutinizer pursuant to sec 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as **Annexure – III.**

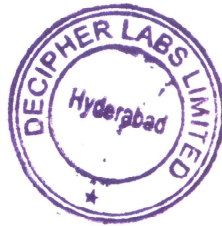
The Meeting concluded at 11:14 a.m.

This is for the information and records of the Exchange.

Thanking You,
Yours Sincerely,
For **DECIPHER LABS LIMITED**



Kumar Raghavan
**COMPANY SECRETARY &
COMPLIANCE OFFICER**



Encl: as above

Annexure - I**Date: 29.03.2022**

To,
The Manager
BSE Limited
P. J. Towers, Dalal Street
Mumbai-400001.

Dear Sir/ Madam,

Sub: Summary of Proceedings of 01st/2021-22 Extra-Ordinary General Meeting held on 29.03.2022 as required under Regulation 30, PART –A of the schedule III of the SEBI (Listing Obligations and Disclosure Requirements), 2015

Ref: BSE: (Scrip Code: 524752) Decipher Labs Limited

Summary of proceedings of the 01st Extra-Ordinary General Meeting for FY 2021-22:

The Extra-Ordinary General Meeting (“EGM”) of the members of Decipher Labs Limited (“**the Company**”) was held on Tuesday, 29.03.2022 at 11.00 A.M (IST) through video conferencing and other audio-visual means (“VC”). The meeting was held in compliance with the General Circulars issued by the Ministry of Corporate Affairs (MCA) and circulars issued by the Securities and Exchange Board of India (SEBI) in this regard and as per the applicable provisions of the Companies Act, 2013 and the Rules made thereunder.

Directors and KMPs present (all present through VC):

S. no	Name	Designation
01	Mr. Sushant Mohan Lal	Director
02	Mr. Janaki Ram Ajarapu	Whole-Time Director
03	Mrs. Vemuri Shilpa	Director
04	Mr. Bhupendralal Waghray	Director
05	Mr. Kumar Raghavan	Company Secretary
06	Mr. Sonam Jalan	Chief Financial Officer

Other Invitees in attendance (all present through VC):

S. No	Name	Designation
1.	Mr. Vivek Surana	Scrutinizer

Quorum of the Meeting:

A total of 61 members attended the meeting through VC.

The meeting commenced at 11:00 A.M. (IST) and concluded at 11:14 A.M. (IST) (including additional time allowed for e- voting at EGM).

Proceedings of the Meeting:

Mr. Sushant Mohan Lal, chaired the meeting. He extended a warm welcome to all the members, fellow Board members and other invitees attending the meeting. He further confirmed that the Company had taken all feasible efforts under the current circumstances to enable members to participate through VC and vote on the items being considered for the meeting.

After declaring that the requisite quorum was present, the Chairperson called the meeting to order.

Mr. Sushant Mohan Lal, Chairman for the Meeting provided the brief general instructions to members regarding participation in the meeting and to cast their votes through insta-poll.

The Chairperson proceeded with the agenda and informed the members about the procedure to be followed for e-voting at the thereafter took the Notice of EGM as read and read out the following items of business, as per the Notice:

Sr. No.	Description of Resolutions	Type of resolution
Special Business		
1	Approval for investment by Promoters of Decipher Labs Limited and Others in ICP Solutions Private Limited, Subsidiary of the Company.	Special
2	Approval of Related Party Transaction Under Section 188 of the Companies Act, 2013 and Regulation 23 of SEBI (LODR) Regulations, 2015.	Ordinary

Since, all the Resolutions have been already put to vote through remote e-voting, there was no proposing and seconding of the Resolutions and no voting by show of hands. Members were then provided with a facility to ask questions or express their views through VC.

The members of the company expressed appreciation towards performance of the company. Suggestions of the members were noted.

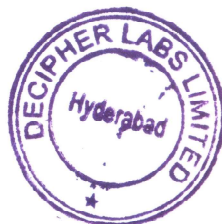
The Chairperson thanked all the members for their queries and views and then announced opening of insta-poll for the members who had not already cast their vote by means of remote e-voting, which was made available for fifteen minutes from the time of conclusion of the proceedings of the EGM.

M/s. Vivek Surana & Associates, Practicing Company Secretaries was appointed as the Scrutinizer to supervise the e-voting process and Mr. Sushant Mohan Lal, Director informed that the voting results shall be declared and intimated to BSE Limited and the same shall be placed on the same on the website of the Company. The details of the voting results (remote e-voting and e-voting at the EGM through insta-poll) on all the resolutions as set out in the Notice of EGM along with the Scrutinizer's Report will be disseminated to the exchange and will be placed on the Company's website, in due course.

Thanking You,
Yours Sincerely,
For **DECIPHER LABS LIMITED**



Kumar Raghavan
**COMPANY SECRETARY &
COMPLIANCE OFFICER**



General information about company

Scrip code	524752
NSE Symbol	
MSEI Symbol	
ISIN	INE643N01012
Name of the company	Decipher Labs Limited
Type of meeting	EGM
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	29-03-2022
Start time of the meeting	11:00 AM
End time of the meeting	11:14 AM

Scrutinizer Details

Name of the Scrutinizer	Mr. Vivek Surana
Firms Name	Vivek Surana & Associates
Qualification	CS
Membership Number	24531
Date of Board Meeting in which appointed	07-03-2022
Date of Issuance of Report to the company	29-03-2022

Voting results

Record date	22-03-2022
Total number of shareholders on record date	43316
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	0
b) Public	0
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	0
b) Public	61
No. of resolution passed in the meeting	2
Disclosure of notes on voting results	

Resolution(1)								
Resolution required: (Ordinary / Special)			Special					
Whether promoter/promoter group are interested in the agenda/resolution?			Yes					
Description of resolution considered			APPROVAL FOR INVESTMENT BY PROMOTERS OF DECIPHER LABS LIMITED AND OTHERS IN ICP SOLUTIONS PRIVATE LIMITED, SUBSIDIARY OF THE COMPANY					
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	3452868	0	0	0	0	0	0
	Poll							
	Postal Ballot (if applicable)							
	Total		3452868	0	0	0	0	0
Public- Institutions	E-Voting	300	0	0	0	0	0	0
	Poll							
	Postal Ballot (if applicable)							
	Total		300	0	0	0	0	0
Public- Non Institutions	E-Voting	6646832	395489	5.95	395429	60	99.9848	0.0152
	Poll		6	0.0001	6	0	100	0
	Postal Ballot (if applicable)							
	Total		6646832	395495	5.9501	395435	60	99.9848
Total		10100000	395495	3.9158	395435	60	99.9848	0.0152
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Textual Information(1)	

Text Block

Textual Information(1)

Poll means E-Voting at EGM.

Details of Invalid Votes

Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				APPROVAL OF RELATED PARTY TRANSACTION UNDER SECTION 188 OF THE COMPANIES ACT, 2013 AND REGULATION 23 OF SEBI (LODR) REGULATIONS, 2015.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	3452868	0	0	0	0	0	0
	Poll							
	Postal Ballot (if applicable)							
	Total	3452868	0	0	0	0	0	0
Public- Institutions	E-Voting	300	0	0	0	0	0	0
	Poll							
	Postal Ballot (if applicable)							
	Total	300	0	0	0	0	0	0
Public- Non Institutions	E-Voting	6646832	33469	0.5035	32209	1260	96.2353	3.7647
	Poll		6	0.0001	6	0	100	0
	Postal Ballot (if applicable)							
	Total	6646832	33475	0.5036	32215	1260	96.236	3.764
Total		10100000	33475	0.3314	32215	1260	96.236	3.764
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Textual Information(1)	

Text Block

Textual Information(1)

Poll means E-Voting at EGM.

Details of Invalid Votes

Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	



Vivek Surana & Associates
Practicing Company Secretaries

FORM NO.MGT-13
Report of Scrutinizer(s)

[Pursuant to rule section 108 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman of the Meeting
Decipher Labs Limited
4th Floor, Plot No. 94, Sagar Society,
Banjara Hills, Road No.2,
Hyderabad – 500034
Telangana

Dear Sir,

Sub: Scrutiniser Report for 01st/2021-22 Extra-Ordinary General Meeting of the Shareholders of Decipher Labs Limited held on Tuesday, 29.03.2022 at 11.00 A.M (IST) through video conferencing (VC) / Other Audio-Visual Means (OAVM)

Unit: Decipher Labs Limited

We, M/s Vivek Surana & Associates, Practicing Company Secretaries were appointed as Scrutinizer pursuant to section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the purpose of:

- (i) Scrutinizing the remote e-voting process under the provisions of Section 108 of Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and
- (ii) Voting through electronic voting system (“Instapoll”) at the EGM.



Plot No. 8-2-603/23/3, 2nd Floor, Banjara Hills, Road No. 10, Hyderabad - 500034, Telangana
Ph: +91 9959581348, Email: viveksurana24@gmail.com

The management of the Company is responsible to ensure compliance with the requirement of the Companies Act, 2013, Rules and circulars issued by MCA and SEBI relating to conducting of EGM through VC/OAVM and voting by electronic means for the resolutions contained in the Notice of 01st /FY 2021-22 Extra-Ordinary General Meeting of the Shareholders dated 07.03.2022. Our responsibility as a Scrutinizer for the voting process of voting by electronic means is restricted to making a Consolidated Scrutinizer's Report of the votes cast "in favor" and/or "against" the resolution stated in the notice of the EGM, based on the report generated from e-voting system provided by NSDL, the agency authorized under the Rules and engaged by the Company to provide remote e-voting facilities and e-voting facilities to vote at the EGM ("Instapoll").

We submit our report as under:

1. The remote E-Voting period remained open from 9.00 a.m. Saturday, March 26th, 2022 up to 5.00 p.m. Monday, March 28th, 2022.
2. The Notice of Extra-Ordinary General Meeting and the e-voting instructions were sent only by the electronic mode (e-mail) to those members whose email addresses were registered with the Company / Depository Participants / Depositories pursuant to General Circular No. 02/2021 read with General Circular Nos. 14/2020, 17/2020, 20/2020 issued by Ministry of Corporate Affairs and Circular dated 15th January, 2021 read with Circular dated 12th May, 2020 issued by the Securities and Exchange Board of India (collectively referred to as "Circulars").
3. The voting rights were reckoned as on Tuesday, March 22nd, 2022 being the Cut-off date for the purpose of deciding the entitlements of members at the remote e-Voting.
4. After the conclusion of the Extra-Ordinary General Meeting, the votes cast through remote e-voting were unblocked on March 29th, 2022 at 11.29 a.m. in the presence of two witnesses.
5. After the Chairperson put the resolutions in the notice of the EGM to vote, the shareholders present at the EGM through VC cast their respective votes through e-voting facility provided by NSDL.
6. As per the information given by the RTA, the names of the shareholders who had voted by remote e-voting through the facility provided by NSDL had been blocked and only those members who were present at the EGM through VC and who had not voted on remote e-voting were allowed to cast their votes through e-voting system during the EGM.
7. In accordance with the Notice of the Extra Ordinary General Meeting sent to the shareholders and the 'Advertisement' published pursuant to Rule 20 (4) (v) of the



Companies (Management and Administration) Rules 2014, (Amendment Rules 2015) and the e-voting opened at 9.00 a.m. on 26.03.2022 and remained open up to 05.00 p.m. on 28.03.2022.

8. Based on the data provided by NSDL e-voting system, the total votes cast in favour or against all the resolutions proposed in the Notice of the EGM are as under:

a) Resolution No. 1 (SPECIAL RESOLUTION):

Approval for investment by Promoters of Decipher Labs Limited and Others in ICP Solutions Private Limited, Subsidiary of the Company.

(i) Voted in favour of the resolution:

Mode of Voting	No. of Members Voted	Number of Votes cast in favour of the resolution	% of Total number of Valid Votes cast
Remote E- Voting	88	395429	99.9833
Electronic voting (e-voting at the EGM)	4	6	0.0015
Total	92	395435	99.9848

(ii) Voted against the resolution:

Mode of Voting	No. of Members Voted	Number of Votes cast against the resolution	% of Total number of Valid Votes cast
Remote E- Voting	2	60	0.0152
Electronic voting (e-voting at the EGM)	Nil	Nil	Nil
Total	2	60	0.0152

(iii) Invalid Votes:

Mode of Voting	Total number of members Whose votes were declared invalid	Total Number of Votes cast by them
Remote E- Voting	-	-
Electronic voting (e-voting at the EGM)	-	-
Total	-	-



b) **Resolution No. 2 (ORDINARY RESOLUTION):**

Approval of Related Party Transaction Under Section 188 of The Companies Act, 2013 and Regulation 23 of SEBI (LODR) Regulations, 2015.

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

Mode of Voting	No. of Members Voted	Number of Votes cast in favour of the resolution	% of Total number of Valid Votes cast
Remote E- Voting	84	32209	96.2180
Electronic voting (e-voting at the EGM)	4	6	0.0180
Total	88	32215	96.2360

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

Mode of Voting	No. of Members Voted	Number of Votes cast against the resolution	% of Total number of Valid Votes cast
Remote E- Voting	3	1260	3.7640
Electronic voting (e-voting at the EGM)	Nil	Nil	Nil
Total	3	1260	3.7640

(iii) **Invalid Votes:**

Mode of Voting	Total number of members Whose votes were declared invalid	Total Number of Votes cast by them
Remote E- Voting	-	-
Electronic voting (e-voting at the EGM)	-	-
Total	-	-



9. A list of Equity Shareholders who voted "FOR" and "AGAINST" the resolutions (Both through Remote E-Voting and E-Voting at the EGM) has been handed over to the Company.
10. The electronic data and all other relevant records relating to the e-voting shall remain in our safe custody and shall be handed over to the Company for preserving safely after the Chairperson considers, approves and sign the Minutes of the aforesaid Extra Ordinary General Meeting.

Place: Hyderabad
Date: 29.03.2022

For Vivek Surana & Associates



Vivek Surana
Proprietor

M. No. A24531, CP No: 12901
UDIN: A024531C003278463