

29/09/2020

To,
The General Manager
Department of Corporate Services - CRD
Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai 400 001

Sub: Scrutinizer Report of 34th Annual General Meeting held on 29th September, 2020

This is with reference to our earlier communication dated 1st September, 2020 regarding the Annual General Meeting (AGM) of the Company and the outcome of the meeting.

Please note that, in accordance with the circulars of Ministry of Corporate Affairs, Securities and Exchange Board of India (SEBI) and applicable provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), the 34th AGM of the Company was held on 29th September, 2020 through Video Conference (VC) / Other Audio Video Means (OAVM).

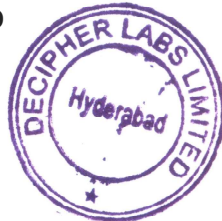
As per the requirements of the Companies Act, 2013, Listing Regulations and the relevant Circulars issued by the Ministry of Corporate Affairs, the Company had provided remote e-voting facility to its Shareholders for voting on the businesses transacted at the AGM. The Company had appointed Mr. Soma Sekhar Marthi, Practising Company Secretary, as the Scrutiniser for remote e-voting and e-voting at the AGM. As per the Scrutiniser's Report, all Resolutions as set out in the Notice of 34th AGM have been duly approved by the Shareholders unanimously. The Scrutinizers Report is enclosed as Annexure 1.

You are requested to kindly take the above information on your records.

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



Kumar Raghavan
**COMPANY SECRETARY &
COMPLIANCE OFFICER**



Encl: As above

SCRUTINIZER'S REPORT

Name of the Company	DECIPHER LABS LIMITED
Meeting	34th Annual General Meeting
Day, Date & Time	Tuesday, 29th September, 2020 at 11:30 a.m.
Deemed Venue	Plot No. 94, 4th Floor, Sagar Society Road No.2, Banjara Hills, Hyderabad-500 034, Telangana. India.
Mode	Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM")

1. Appointment as Scrutinizer

We were appointed as the Scrutinizer for the remote e-voting as well as the e-voting by Members during the 34th Annual General Meeting ("AGM") of M/s. **Decipher Labs Limited** (hereinafter referred to as the Company) scheduled on Tuesday, 29th September, 2020 at 11:30 a.m. held through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM"). Our responsibility as a Scrutinizer was to ensure that the voting process was conducted in a fair and transparent manner and submit a Scrutinizer's report on the voting on the resolutions based on the reports generated from the electronic voting system.

2. Dispatch of Notice convening the AGM

2.1 Pursuant to General Circulars No. 14/2020, 17/2020 and 20/2020 dated 8th April, 2020, 13th April, 2020 and 5th May, 2020 respectively issued by the Ministry of Corporate Affairs, advertisement was published in Business Standard, Hyderabad edition (English news paper) and Navatelangana, Hyderabad Edition (vernacular language newspaper), having electronic editions on 04th September, 2020 respectively specifying the date and time of the AGM, availability of the notice on Company's website and website of the Stock Exchange, manner of registration of email ids by the members (both physical and demat) who are yet to register their email ids with the Company, manner of voting through remote e-voting or through e-voting system at the AGM, etc.



2.2 The Company hosted the notice of AGM on its website, website of the agency providing the platform for remote e-voting and e-voting during the AGM and also intimated the same to BSE Limited on 03rd September, 2020.

2.3 The Company informed that on the basis of the Register of Members made available by M/s. Venture Capital & Corporate Services Private Limited, Registrar and Share Transfer Agents ("RTA") of the Company, and the depositories viz., National Securities Depository Limited ("NSDL") and Central Depository Services (India)Limited ("CDSL") respectively, the Company completed dispatch of Notice of AGM on 02nd September, 2020 by E-mail to 1332 Members who had already registered their email ids with the Company / Depositories out of 11721 total shareholders of the company.

The company has not received any requests from the shareholders whose email ids have not been registered with the company for sending the notice.

3. Cut-off date

Voting rights were reckoned as on Wednesday, 23rd September, 2020, being the cut-off date for the purpose of deciding the entitlements of members for remote e-voting and e-voting during the AGM.

4. Remote e-voting process

4.1 Agency

The Company appointed M/S. National Securities Depositories Limited ("NSDL") as the agency for providing the platform for remote e-voting and e-voting during the AGM.

4.2 Remote e-voting period

Remote e-voting platform was open from 09:00 a.m. on Saturday the 26th September, 2020 till 05:00 p.m. on Monday the 28th September, 2020 and members were required to cast their votes electronically conveying their assent or dissent in respect of the resolutions on the remote e-voting platform provided by NSDL

5. Voting at the AGM

NSDL, the remote e-voting agency provided us with the names, DP ID & Client ID / folios and shareholding of the members who had cast their votes through remote e-voting, pursuant to the provisions of Rule 20(4)(xiii) of the Companies (Management and Administration) Rules, 2014, for the purpose of ensuring that Members who have cast their votes through remote e-voting do not vote again during the general meeting.



6. Counting Process

On completion of e-voting during the AGM, we unblocked the results of the remote e-voting and e-voting by members at the AGM, on the NSDL e-voting platform and downloaded the results.

7. Results

7.1 We observed that:

- a) 01 Members had cast their votes through e-voting during the AGM;
- b) 50 Members had cast their votes through remote e-voting.

7.2 Consolidated results with respect to each item on the agenda as set out in the Notice of the AGM dated 01st September, 2020 is enclosed herewith

7.3 Based on the aforesaid results, we report that 03 Ordinary Resolutions and 04 Special Resolutions as set out in Item Nos. 1, 2, 4, and 3, 5, 6, 7, of the Notice of the AGM dated 01st September, 2020 have been passed unanimously.

Date: 29-09-2020

Place: Hyderabad

UDIN: F001989B000805440



CONSOLIDATED RESULTS

Item No.1. To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2020 together with the Reports of the Board of Directors and the Auditors thereon.

Particular	Remote e-voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	50	5462534	1	335	51	5462869	100%
Dissent	0	0	0	0	0	0	0
Total	50	5462534	1	335	51	5462869	100%

Based on the aforesaid results, we report that the Ordinary Resolution as set out in Item No. 1 of the AGM Notice of the Company dated 01st September 2020 has been passed unanimously.

Item No. 2 – Appointment of Auditor M/s M. Anandam & Company, Chartered Accountants as Statutory Auditors of the Company.

Particular	Remote e-voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	50	5462534	1	335	51	5462869	100%
Dissent	0	0	0	0	0	0	0
Total	50	5462534	1	335	51	5462869	100%

Based on the aforesaid results, we report that the Ordinary Resolution as set out in Item No. 2 of the AGM Notice of the Company dated 01st September 2020 has been passed unanimously.

Item No. 3 – Re-Appointment of Mrs. Vemuri Shilpa as an Independent Director.

Particular	Remote e-voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	50	5462534	1	335	51	5462869	100%
Dissent	0	0	0	0	0	0	0
Total	50	5462534	1	335	51	5462869	100%

Based on the aforesaid results, we report that the Special Resolution as set out in Item No. 3 of the AGM Notice of the Company dated 01st September 2020 has been passed unanimously.

**For MARTHI & CO.
COMPANY SECRETARIES**

**S. S. MARTHI
COMPANY SECRETARY
F.C.S-1989 CP-1937**

Item No. 4 – Appointment of Mr. Bhupendralal Waghray as an Independent Director.

Particular	Remote e-voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	50	5462534	1	335	51	5462869	100%
Dissent	0	0	0	0	0	0	0
Total	50	5462534	1	335	51	5462869	100%

Based on the aforesaid results, we report that the Special Resolution as set out in Item No. 4 of the AGM Notice of the Company dated 01st September 2020 has been passed unanimously.

Item No. 5 – Re-Appointment of Sri Sushant Mohanlal as Director of the Company

Particular	Remote e-voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	50	5462534	1	335	51	5462869	100%
Dissent	0	0	0	0	0	0	0
Total	50	5462534	1	335	51	5462869	100%

Based on the aforesaid results, we report that the Special Resolution as set out in Item No. 5 of the AGM Notice of the Company dated 01st September 2020 has been passed unanimously.

Item No. 6 – Increase in Aggregate Limit of Investment and Holding by Non-Resident Indians (NRI)/ Overseas Citizens of India (OCI) in the Equity Share Capital of the Company.

Particular	Remote e-voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	50	5462534	1	335	51	5462869	100%
Dissent	0	0	0	0	0	0	0
Total	50	5462534	1	335	51	5462869	100%

Based on the aforesaid results, we report that the Special Resolution as set out in Item No. 6 of the AGM Notice of the Company dated 01st September 2020 has been passed unanimously.

For MARTHI & CO.
COMPANY SECRETARIES

S.S. MARTHI
COMPANY SECRETARY
F.C.S-1989 CP-1937

Item No. 7 – Increase of FPI holding in the Company.

Particular	Remote e-voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	50	5462534	1	335	51	5462869	100%
Dissent	0	0	0	0	0	0	0
Total	50	5462534	1	335	51	5462869	100%

Based on the aforesaid results, we report that the Special Resolution as set out in Item No. 7 of the AGM Notice of the Company dated 01st September 2020 has been passed unanimously.

Date: 29-09-2020

Place: Hyderabad

UDIN: F001989B060805440

For MARTHI & CO.
COMPANY SECRETARIES


S.S. MARTHI
COMPANY SECRETARY
F.C.S-1989 CP-1937