

Partners

Mrs. Ragini Chokshi  
Mr. Makarand Patwardhan  
Mr. Umashankar Hegde  
Mr. Girish Desai

**CS Ragini Chokshi & Co.**

Company Secretaries

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Date : 30/09/2015

### Consolidated Scrutinizer's Report

[Pursuant to Section 108 and 109 of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014 as amended]

To,

The Chairman of 23<sup>rd</sup> Annual General Meeting of the Equity Shareholders of Indo-City Infotech Limited held on Wednesday 30<sup>th</sup> September, 2015 at 10.00 a.m. at A6, Mittal Estate, Bldg. No. 2, Andheri-Kurla Road, Andheri (East), Mumbai - 400059.

Dear Sir,

I, Ragini Chokshi, Partner of M/s. Ragini Chokshi & Co., a Company Secretary Firm having its registered office at 34, Kamer Bldg, 5<sup>th</sup> Floor, 38, Cawasji Patel Street, Fort, Mumbai-400001, have been appointed as the Scrutinizer by the Board of Directors of Indo-City Infotech Limited (the Company) for the purpose of:

- (i) Scrutinizing the remote e-voting process under the provisions of Section 108 of the Companies Act, 2013 (the 2013 Act) read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, and
- (ii) Scrutinizing the physical ballot (Poll) voting process under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014, conducted for passing the resolutions contained in the Notice convening the 23<sup>rd</sup> Annual General Meeting of the Equity Shareholders of the Company held on Wednesday 30<sup>th</sup> September, 2015 at 10.00 a.m. at A6, Mittal Estate, Bldg. No. 2, Andheri-Kurla Road, Andheri (East), Mumbai - 400059.

The Notice dated 28<sup>th</sup> August, 2015 convening the Annual General Meeting along with the statement setting out material facts under Section 102 of the Companies Act, 2013 were sent to the shareholders in respect of the below mentioned resolutions to be passed at the Annual General Meeting of the Equity Shareholders of the Company.



The Company had availed the remote e - voting facility offered by National Securities Depository Services (India) Limited (NSDL) for facilitating remote e-voting to the Shareholders of the Company. The Company also provided voting by physical ballot (Poll) at the venue of the Annual General Meeting to those members who attended the Annual General Meeting and who had not voted electronically.

The Shareholders of the Company holding shares of the Company as on the "cut-off" date of 23<sup>rd</sup> September, 2015 were entitled to vote on the resolutions as contained in the Notice of Annual General Meeting of the Company.

The period for remote e-voting commenced on Sunday, 27<sup>th</sup> September, 2015 at 9.00 a.m. (IST) and ended on Tuesday, 29<sup>th</sup> September, 2015 at 5.00 p.m. (IST). The NSDL e-voting platform was blocked thereafter.

On 29<sup>th</sup> September, 2015, after the end of the remote e-voting period, I was provided access to details of the members who had opted for e-voting. The details such as the name of the member, folio no., and number of shares held by the member could be seen to ensure that these members do not vote again at the Annual General Meeting. However the manner in which the votes cast by the members by e-voting were not available.

Further, the Chairman announced the poll at the Annual General Meeting for the Shareholders who attended the meeting and had not cast their vote earlier through remote e-voting.

After the time fixed for closing of the poll by the Chairman, One (1) ballot box kept for polling was locked in our presence with due identification marks placed by me.

The locked ballot box was subsequently opened in the presence of two witnesses, Ms. Bhaviika Bharat Jain (Residing at 340 J.S.S. Road, Thakurdwar Road, Atmaram Building , 3<sup>rd</sup> floor, Rn.25 Mumbai-400 002.) and Ms. Krutika Desai (Residing at 7/Jogesh, Natwar Nagar, Jogeshwari (E), Mumbai 400060.) who are not in the employment of the Company. They have signed below in confirmation of the ballot box being opened in their presence.

*Bhaviika*

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Name: Ms. Bhaviika Bharat Jain

*Krutika*

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Name: Ms. Krutika Desai

The poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by M/s. Sharepro Services (India) Pvt. Ltd, Registrar and Transfer Agents of the Company and the authorization/proxies lodged with the Company.

The poll papers, which were incomplete and /or which were otherwise found defective have been treated as invalid and kept separately.

The votes cast through e-voting were unblocked after the Annual General Meeting in the presence of two witnesses, Ms. Bhaviika Bharat Jain (Residing at 340 J.S.S. Road, Thakurdwar Road, Atmaram Building , 3<sup>rd</sup> floor, Rn.25 Mumbai-400 002.) and Ms. Krutika Desai (Residing





at 7/Jogesh, Natwar Nagar, Jogeshwari (E), Mumbai 400060.). They have signed below in confirmation of the votes being unblocked in their presence.

*Bhaviika*

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Name: Ms. Bhaviika Bharat Jain

*Krutika*

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Name: Ms. Krutika Desai.

I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the e-voting website of NSDL and also the ballot forms received during the poll process at the Annual General Meeting.

**The Consolidated Report on the result of the remote e-voting and voting at the meeting through poll (physical ballot) in respect of the said Resolutions is as under:**

**Resolution No.1: Ordinary:** To consider and adopt the Audited Balance Sheet as at March 31, 2015, the Statement of Profit & Loss for the year ended on that date and the Reports of the Board of Directors and the Auditors thereon.

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

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	3	3100100	100.00
Physical Ballot	15	2596620	100.00
Total	18	5696720	100.00

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

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	--	--	--
Physical Ballot	--	--	--
Total	--	--	--

(iii) **Invalid** votes:

Particulars	Total number of members voted.	Total number of votes cast by them
Remote e-voting	-	-
Physical Ballot	1	0



**Resolution No.2: Ordinary:** Re-appointment of Mrs. Shashi Jain, who retires by rotation.

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

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	3	3100100	100.00
Physical Ballot	15	2596620	100.00
Total	18	5696720	100.00

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

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	--	--	--
Physical Ballot	--	--	--
Total	--	--	--

(iii) **Invalid** votes:

Particulars	Total number of members voted.	Total number of votes cast by them
Remote e-voting	-	-
Physical Ballot	1	0

**Resolution No.3: Ordinary:** Re-appointment of M/s. S K Patodia & Associates, Chartered Accountant, as the Statutory Auditor.

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

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	3	3100100	100.00
Physical Ballot	15	2596620	100.00
Total	18	5696720	100.00



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

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	--	--	--
Physical Ballot	--	--	--
Total	--	--	--

(iii) **Invalid** votes:

Particulars	Total number of members voted.	Total number of votes cast by them
Remote e-voting	-	-
Physical Ballot	1	0

**Resolution No.4: Special:** Appointment of Mr. Brij Kishor Gupta as an Independent Director.

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

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	3	3100100	100.00
Physical Ballot	15	2596620	100.00
Total	18	5696720	100.00

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

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	--	--	--
Physical Ballot	--	--	--
Total	--	--	--





(iii) **Invalid votes:**

Particulars	Total number of members voted.	Total number of votes cast by them
Remote e-voting	-	-
Physical Ballot	1	0

**Resolution No.5: Special:** Appointment of Mr. Ashwani Maheshwari as an Independent Director.

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

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	3	3100100	100.00
Physical Ballot	15	2596620	100.00
Total	18	5696720	100.00

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

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	--	--	--
Physical Ballot	--	--	--
Total	--	--	--

(iii) **Invalid votes:**

Particulars	Total number of members voted.	Total number of votes cast by them
Remote e-voting	-	-
Physical Ballot	1	0



The register, all other papers and relevant records relating to remote e-voting/physical ballot forms and voting at the meeting shall remain in our safe custody until the Chairman considers, approves and signs the minutes of the aforesaid Annual General Meeting, after which the same will be handed over to the Company Secretary for safe keeping.

Thanking You,

Place: Mumbai

Date: 30<sup>th</sup> September, 2015

*Anand Jais*  
CHAIRMAN

FOR INDO-CITY INFOTECH LIMITED



Yours faithfully,

FOR RAGINI CHOKSHI & CO.



*R. K. Chokshi*

MRS. RAGINI CHOKSHI

(Partner)

C.P. Number : 1436

Membership number: 2390