

BHAVIKA BHARAT JAIN

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Consolidated Scrutinizer's Report

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

To,
The Chairman of 24th Annual General Meeting (AGM) of the Equity Shareholders of **INDO-CITY INFOTECH LIMITED** held on Friday, 30th September, 2016 at 10.00 am at A6, Mittal Estate, Bldg. No. 2, Andheri-Kurla Road, Andheri (E), Mumbai-400059.

Dear Sir,

I, Bhaviika Jain, Company Secretary in Practice having its office at 340, J. S. S. Road, Atmaram Bldg, 3rd Floor, Room No.25, Opp. Ram Mandir, Thakurdwar Road, Mumbai - 400 002, 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 24th AGM of the Equity Shareholders of the Company held on Friday, 30th September, 2016 at 10.00 am.

The Management of the Company is responsible to ensure the compliance with the requirements of The Companies Act, 2013 read with Rules relating to e-voting and poll and Regulations of LODR, 2015 related to e-voting, on the resolution contained in the Notice of 24th Annual General Meeting of the Members of the Company. My responsibility as a Scrutinizer for the e-voting process and poll at the AGM is restricted to make a Scrutinizer Report of the votes cast in "favour" or "against" the resolution as stated in the Notice, based on the reports generated from e voting system provided by National Securities Depository Limited (NSDL), and the details/report provided by Registrar and Transfer Agents of the Company (MCS Share Transfer Agent Limited)



The Notice dated 12th August, 2016 convening the AGM 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 AGM of the Equity Shareholders of the Company.

The Company had availed the remote e - voting facility offered by National Securities Depository 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 23rd September, 2016 were entitled to vote on the resolutions as contained in the Notice of AGM of the Company.

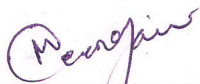
The period for remote e-voting commenced on Tuesday, 27th September, 2016 at 9.00 a.m. and ended on Thursday, 29th September, 2016 at 5.00 p.m. The NSDL e- voting platform was blocked thereafter.

On 29th September, 2016, 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 AGM. However the manner in which the votes were cast by the members was not available.

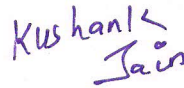
Further, the Chairman announced the e-voting at the AGM Venue for the Shareholders who attended the meeting and had not cast their vote earlier through remote e-voting.

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. Meena Jain (Residing at Chira Bazar) and Mr. Kushank Jain (Residing at Elphinstone Road.) who are not in the employment of the Company. They have signed below in confirmation of the ballot box being opened in their presence.



Name: Ms. Meena Jain



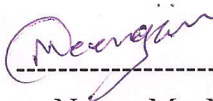
Name: Mr. Kushank Jain



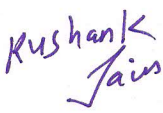
The poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by MCS Share Transfer Agent Limited, Registrar and Transfer Agents of the Company and the authorization/proxies lodged with the Company

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. Meena Jain (Residing at Chira Bazar) and Mr. Kushank Jain (Residing at Elphinstone Road.) who are not in the employment of the Company. They have signed below in confirmation of the ballot box being opened in their presence.



Name: Ms. Meena Jain



Name: Mr. Kushank Jain

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.

Resolution No.1: Ordinary: Adoption of Audited financial statement of the Company for the financial year ended 31st March, 2016 and the reports of Auditors and Directors thereon.

(i) Voted **in favour** 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	10	5614569	100
Physical Ballot	9	154470	100
Total	19	5769039	100

(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	NIL	NIL	NIL
Physical Ballot	NIL	NIL	NIL
Total	NIL	NIL	NIL



(iii) **Invalid votes:**

Particulars	Total number of members voted.	Total number of votes cast by them
Remote e-Voting	NIL	NIL
Physical Ballot	NIL	NIL

Resolution No.2: Ordinary: Appointment of Director in place of Mrs. Shashi Jain who retires by rotation and is eligible for re-appointment.

(i) Voted **in favour** 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	10	5614569	100
Physical Ballot	9	154470	100
Total	19	5769039	100

(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	NIL	NIL	NIL
Physical Ballot	NIL	NIL	NIL
Total	NIL	NIL	NIL

(iii) **Invalid votes:**

Particulars	Total number of members voted.	Total number of votes cast by them
Remote e-Voting	NIL	NIL
Physical Ballot	NIL	NIL



Resolution No.3: Ordinary: Ratification of appointment of M/s S.K.Patodia & Associates, Chartered Accountants as the Statutory Auditors of the Company for audit of financial year 2016-17

(i) Voted **in favour** 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	10	5614569	100
Physical Ballot	9	154470	100
Total	19	5769039	100

(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	NIL	NIL	NIL
Physical Ballot	NIL	NIL	NIL
Total	NIL	NIL	NIL

(iii) **Invalid** votes:

Particulars	Total number of members voted.	Total number of votes cast by them
Remote e-Voting	NIL	NIL
Physical Ballot	NIL	NIL

Resolution No.4: Ordinary: Servicing of Document to Member(s).

(i) Voted **in favour** 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	10	5614569	100
Physical Ballot	9	154470	100
Total	19	5769039	100



(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	NIL	NIL	NIL
Physical Ballot	NIL	NIL	NIL
Total	NIL	NIL	NIL

(iii) **Invalid** votes:

Particulars	Total number of members voted.	Total number of votes cast by them
Remote e-Voting	NIL	NIL
Physical Ballot	NIL	NIL

The electronic data and all other relevant records relating to remote e-voting and electronic voting system at the AGM venue is under our safe custody and will be handed over to the Company Secretary for preserving safely after the chairman considers, approves and signs the minutes of the Annual General Meeting.

Thanking You,

Yours faithfully,

Place: Mumbai

Date: 30/09/2016



Bhaviika

MS.BHAVIIKA JAIN
(Practicing Company Secretary)
C.P. Number: 14481
Membership number: 35718

For INDO-CITY INFOTECH LIMITED

Anand Jain

CHAIRMAN
24th ANNUAL GENERAL MEETING



Indo-City Infotech Limited

CIN : L51900MH1992PLC068670

Voting Results

Date of the AGM	30th September, 2016.
Total number of shareholders on record date	2699
No. of shareholders present in the meeting either in person or through proxy:	16
Promoters and Promoter Group:	5
Public:	11
No. of shareholders attended the meeting through Vedio Conferencing :	Nil
Promoters and Promoter Group:	Nil
Public:	Nil

Indo-City Infotech Limited (L51900MH1992PLC068670)

Resolution Required : (Ordinary)		Adoption of Audited financial statement of the Company for the financial year ended 31st March, 2016 and the reports of the Auditors and Directors thereon.						
Whether promoter/ promoter group are interested in the agenda/resolution?								
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	5606876	5606876	100.0000	5606876	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		5606876	100.0000	5606876	0	100.0000	0.0000
Public Institutions	E-Voting	0	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	4793124	7693	0.1605	7693	0	100.0000	0.0000
	Poll		154470	3.2227	154470	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		162163	3.3832	162163	0	100.0000	0.0000
Total		10400000	5769039	55.4715	5769039	0	100.0000	0.0000

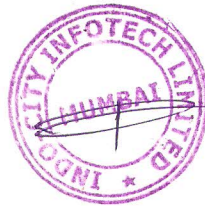




Indo-City Infotech Limited

CIN : L51900MH1992PLC068670

Resolution Required : (Ordinary)			2 - ReAppointment of Director in place of Mrs. Shashi Jain who retires by rotation and is eligible for re-appointment.					
Whether promoter/ promoter group are interested in the agenda/resolution?								
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	5606876	5606876	100.0000	5606876	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		5606876	100.0000	5606876	0	100.0000	0.0000
Public Institutions	E-Voting	0	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	4793124	7693	0.1605	7693	0	100.0000	0.0000
	Poll		154470	3.2227	154470	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		162163	3.3832	162163	0	100.0000	0.0000
Total		10400000	5769039	55.4715	5769039	0	100.0000	0.0000



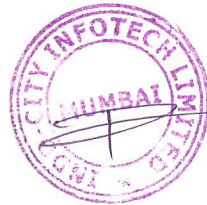


Indo-City Infotech Limited

CIN : L51900MH1992PLC068670

Indo-City Infotech Limited

Resolution Required : (Ordinary)		3 - Ratification of appointment of M/s. S.K.Patodia & Associates, Chartered Accountants as the Statutory Auditors of the Company for audit of financial year 2016-17.						
Whether promoter/ promoter group are interested in the agenda/resolution?								
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
Promoter and Promoter Group	E-Voting	5606876	5606876	100.0000	5606876	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		5606876	100.0000	5606876	0	100.0000	0.0000
Public Institutions	E-Voting	0	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	4793124	7693	0.1605	7693	0	100.0000	0.0000
	Poll		154470	3.2227	154470	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		162163	3.3832	162163	0	100.0000	0.0000
Total		10400000	5769039	55.4715	5769039	0	100.0000	0.0000





Indo-City Infotech Limited

CIN : L51900MH1992PLC068670

Resolution Required : (Ordinary)		4 -Servicing of Document to Member(s).						
Whether promoter/ promoter group are interested in the agenda/resolution?								
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	5606876	5606876	100.0000	5606876	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		5606876	100.0000	5606876	0	100.0000	0.0000
Public Institutions	E-Voting	0	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	4793124	7693	0.1605	7693	0	100.0000	0.0000
	Poll		154470	3.2227	154470	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		162163	3.3832	162163	0	100.0000	0.0000
Total		10400000	5769039	55.4715	5769039	0	100.0000	0.0000

