



S. S. Rauthan & Associates

Company Secretaries



SS Surjan Singh Rauthan
B.Com., F.C.S.

29th September, 2017

To,
The Chairman & Managing Director/Company Secretary
INDO-CITY INFOTECH LIMITED
A6, Mittal Estate, Building No. 2,
Andheri-Kurla Road, Andheri (E),
Mumbai - 400059.

Dear Sir,

We would like to thank you for appointing us as the Scrutinizer for remote e-Voting and voting by your Members at the 25th Annual General Meeting (AGM) of INDO-CITY INFOTECH LIMITED held on Friday, 29th September, 2017 at 10.00 a.m.

We are pleased to submit the Scrutinizer's Report, which is comprehensive and self-explanatory in all respects.

Thanking you,

Yours faithfully,

For **S. S. Rauthan & Associates**
Company Secretaries
Firm Registration No.: S1999MH026900

Surjan Singh Rauthan
Proprietor

M.N. FCS:4807

COP No.:3233

Place: Mumbai

Date: 29th September, 2017





SCRUTINIZER'S REPORT CONFIDENTIAL

NAME OF THE COMPANY	:	INDO-CITY INFOTECH LIMITED
MEETING	:	25th Annual General Meeting
DAY, DATE & TIME	:	Friday, 29th September, 2017 at 10.00 a.m.
VENUE	:	A6, Mittal Estate, Building No. 2, Andheri-Kurla Road, Andheri (E), Mumbai - 400059.

1. Appointment as Scrutinizer

We were appointed as the Scrutinizer for the remote e-Voting as well as the voting conducted at the 25th Annual General Meeting (AGM) of **INDO-CITY INFOTECH LIMITED** (hereinafter referred to as **the Company**) held on Friday, 29th September, 2017 at 10.00 a.m. at A6, Mittal Estate, Building No. 2, Andheri-Kurla Road, Andheri (E), Mumbai - 400059.

2. Dispatch of Notice convening the Annual General Meeting (AGM)

The Company has informed that, on the basis of the Register of Members and the List of Beneficiary Owners made available by the depository viz. National Securities Depository Limited (NSDL), the Company completed dispatch of Notice of the Annual General Meeting as under:

- On 1st September, 2017 by e-mail to 1329 members who had registered their email-ids with the Company/ RTA.
- On 2nd September, 2017 by Courier to 1321 members in physical form.





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3. **Cut-off date**

The Voting rights were reckoned as on Friday, 22nd September, 2017, being the cut-off date for purpose of deciding the entitlements of members at the remote e-Voting and voting at the Annual General Meeting.

4. **Remote e-Voting Process**

4.1 **Agency**

The Company has appointed National Securities Depository Limited (**NSDL**) as the agency for providing the remote e-Voting platform.

4.2 **Remote e-Voting Period**

Remote e-Voting platform was open from 9 a.m. on Tuesday, 26th September, 2017 till 5 p.m. on Thursday, 28th September, 2017 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 National Securities Depository Limited (**NSDL**).

5. **Voting at the Annual General Meeting**

5.1 In keeping with Regulation 44(1) and 44(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as prescribed under Rule 20(4)(xiii) of the Companies (Management and Administration) Amendment Rules, 2015, for the purpose of ensuring that Members who have cast their votes through remote e-Voting do not vote again at the Annual General Meeting, the Scrutinizer shall have access after closure of period of remote e-Voting and before the start of Annual General Meeting, to only such details relating to Members who have cast their votes through remote e-Voting, such as their names, DP Id & Client Id/Folios, number of shares held but not the manner in which they have voted.





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- 5.2 Accordingly, National Securities Depository Limited (**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.
- 5.3 The Company had provided poll paper to members who attended the Annual General Meeting for casting votes by poll.

6. Counting Process

- 6.1 On completion of voting at the Annual General Meeting (AGM), **MCS Share Transfer Agent Limited**, the Registrar and Share Transfer Agent of the Company (RTA) provided us with the list of members who had attended the Annual General Meeting and cast their votes.
- 6.2 The votes were reconciled with the records maintained by the Company and RTA with respect to authorizations/ proxies lodged with the Company.
- 6.3 We unblocked the remote e-Voting results on the National Securities Depository Limited (**NSDL**) e-Voting platform in the presence of Mr. Shankar Shinde and Mr. Saurabh Parikh and downloaded the remote e-Voting results.

7. Results

- 7.1 I observed that
- At the Annual General Meeting out of 17 Members present 10 Members had cast their votes at the Annual General Meeting.
 - 9 Members had cast their votes through remote e-Voting.





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7.2 The Consolidated Results with respect to each item on the agenda as set out in the Notice of the Annual General Meeting dated 11th August, 2017 is enclosed herewith.

7.3 Based on the aforesaid results, we report that Three Ordinary Resolutions as contained in Item No. 1 to Item No. 3 and One Special Resolution as contained in Item No. 4 of the Notice of the Annual General Meeting dated 11th August, 2017 have been passed with requisite majority.

Thanking you,

Yours faithfully,

For **S. S. Rauthan & Associates**

Company Secretaries

Firm Registration No.:S1999MH026900

Surjan Singh Rauthan

Proprietor

M.N. FCS:4807

COP No.:3233



Place: Mumbai

Date: 29th September, 2017



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Consolidated Results

Item No. 1 – Ordinary Resolution

Adoption of Audited financial statement of the Company for the financial year ended 31st March, 2017 and the reports of Auditors and Directors thereon :

Result of remote E-Voting and Poll

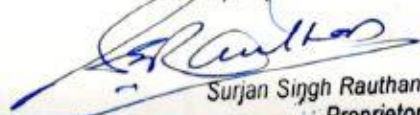
Category	Mode of Voting	No. of Shares Held (1)	No. of Votes polled (2)	% of Votes Polled on Outstanding shares (3)=[(2)/(1)*100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	5649070	5649070	100.00	5649070	0	100.00	0.00
	Poll	5649070	0	0	0	0	0	0
	Postal Ballot (if applicable)	5649070	0	0	0	0	0	0
	TOTAL	5649070	5649070	100.00	5649070	0	100.00	0.00
Public - Institutions	E-voting	0	0	0	0	0	0	0
	Poll	0	0	0	0	0	0	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	TOTAL	0	0	0	0	0	0	0
Public -Non Institutions	E-voting	4750930	7676	0.16	7676	0	100.00	0.00
	Poll	4750930	158172	3.33	158172	0	100.00	0.00
	Postal Ballot (if applicable)	4750930	0	0	0	0	0	0.00
	TOTAL	4750930	165848	3.49	165848	0	100.00	0.00
TOTAL		10400000	5814918	55.91	5814918	0	100.00	0.00

Percentage of votes in favour 100% & Percentage of votes cast against NIL

RESULTS:-

As the percentage of votes casted in favour of the said Resolution is 100 and percentage of votes casted against the resolution is NIL, I report that the Ordinary Resolution as set out in the Notice dated 11th August, 2017 has been passed by the shareholders unanimously. The Resolution is deemed to be passed as on the date of the announcement of the results.

For S. S. Rauthan & Associates
Company Secretaries,


Surjan Singh Rauthan
Proprietor





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Item No. 2 - Ordinary Resolution

Appointment of Director in place of Mrs. Shashi Anel Jain (DIN: 00103505) who retires by rotation and, being eligible, offers herself for re-appointment

Result of remote E-Voting and Poll

Category	Mode of Voting	No. of Shares Held (1)	No. of Votes polled (2)	% of Votes Polled on Outstanding shares (3)=[(2)/(1)*100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	5649070	5649070	100.00	5649070	0	100.00	0.00
	Poll	0	0	0	0	0	0	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	TOTAL	5649070	5649070	100.00	5649070	0	100.00	0.00
Public - Institutions	E-voting	0	0	0	0	0	0	0
	Poll	0	0	0	0	0	0	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	TOTAL	0	0	0	0	0	0	0
Public -Non Institutions	E-voting	4750930	7676	0.16	7676	0	100.00	0.00
	Poll		158172	3.33	158172	0	100.00	0.00
	Postal Ballot (if applicable)		0	0	0	0	0	0.00
	TOTAL	4750930	165848	3.49	165848	0	100.00	0.00
TOTAL		10400000	5814918	55.91	5814918	0	100.00	0.00

Percentage of votes in favour 100% & Percentage of votes cast against NIL

RESULTS:-

As the percentage of votes casted in favour of the said Resolution is 100 and percentage of votes casted against the resolution is NIL, I report that the Ordinary Resolution as set out in the Notice dated 11th August, 2017 has been passed by the shareholders unanimously. The Resolution is deemed to be passed as on the date of the announcement of the results.

For S. S. Rauthan & Associates
Company Secretaries,

Surjan Singh Rauthan





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B.Com., F.C.S.

Item No. 3 – Ordinary Resolution

Ratification of appointment of M/s. S. K. Patodia & Associates, Chartered Accountants as the Statutory Auditors of the Company for audit of financial year 2017-18:

Result of remote E-Voting and Poll

Category	Mode of Voting	No. of Shares Held (1)	No. of Votes polled (2)	% of Votes Polled on Outstanding shares (3)=[(2)/(1)*100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	5649070	5649070	100.00	5649070	0	100.00	0.00
	Poll	0	0	0	0	0	0	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	TOTAL	5649070	5649070	100.00	5649070	0	100.00	0.00
Public - Institutions	E-voting	0	0	0	0	0	0	0
	Poll	0	0	0	0	0	0	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	TOTAL	0	0	0	0	0	0	0
Public -Non Institutions	E-voting	4750930	7676	0.16	7676	0	100.00	0.00
	Poll		158172	3.33	158172	0	100.00	0.00
	Postal Ballot (if applicable)		0	0	0	0	0	0.00
	TOTAL		165848	3.49	165848	0	100.00	0.00
TOTAL		10400000	5814918	55.91	5814918	0	100.00	0.00

Percentage of votes in favour 100% & Percentage of votes cast against NIL

RESULTS:-

As the percentage of votes casted in favour of the said Resolution is 100 and percentage of votes casted against the resolution is NIL, I report that the Ordinary Resolution as set out in the Notice dated 11th August, 2017 has been passed by the shareholders unanimously. The Resolution is deemed to be passed as on the date of the announcement of the results.

For S. S. Rauthan & Associates
Company Secretaries,





CS Surjan Singh Rauthan

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Item No. 4 – Special Resolution

Change of Name of the Company:

Result of remote E-Voting and Poll

Category	Mode of Voting	No. of Shares Held (1)	No. of Votes polled (2)	% of Votes Polled on Outstanding shares (3)=[(2)/(1)*100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	5649070	5649070	100.00	5649070	0	100.00	0.00
	Poll	0	0	0	0	0	0	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	TOTAL	5649070	5649070	100.00	5649070	0	100.00	0.00
Public - Institutions	E-voting	0	0	0	0	0	0	0
	Poll	0	0	0	0	0	0	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	TOTAL	0	0	0	0	0	0	0
Public -Non Institutions	E-voting	4750930	7676	0.16	93	7583	1.21	98.79
	Poll		158172	3.33	158172	0	100.00	0.00
	Postal Ballot (if applicable)		0	0	0	0	0	0
	TOTAL	4750930	165848	3.49	158265	7583	95.43	4.57
TOTAL		10400000	5814918	55.91	5807335	7583	99.87	0.13

Percentage of votes in favour 99.87 & Percentage of votes cast against 0.13

RESULTS:-

As the percentage of votes casted in favour of the said Resolution is 99.87 and percentage of votes casted against the resolution is 0.13, I report that the Ordinary Resolution as set out in the Notice dated 11th August, 2017 has been passed by the shareholders unanimously. The Resolution is deemed to be passed as on the date of the announcement of the results.

For S. S. Rauthan & Associates
Company Secretaries,

Surjan Singh Rauthan
Proprietor

C.P. No. 3233 MN-FCS-4807

