

FORM No. MGT-13

Combined Report of Scrutinizer for e-voting & voting through ballot process

[Pursuant to Section 108/109 of the Companies Act, 2013 read with the Rule 20(4) (xii) of the Companies (Management and Administration) Rules, 2014 as amended]

To,
The Chairperson,
INDO-CITY INFOTECH LIMITED
A6, Mittal Estate, Bldg. No. 2, Andheri-Kurla Road,
Andheri (E), Mumbai 400059

Subject: 26th Annual General Meeting of the Shareholders of M/s. Indo-City Infotech Limited held on 28th September, 2018 at 10.00 a.m. at the registered office of the Company situated at A6, Mittal Estate, Bldg. No. 2, Andheri-Kurla Road, Andheri (E), Mumbai 400059.

Dear Sir,

We, M/s. PSS & Associates LLP, Company Secretaries, represented by Miss. Priyanka Singrodia, Partner have been duly appointed by the Board of Directors for the purpose of scrutinizing the Remote e-voting process under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any amendment thereof and voting through Poll at the venue of the Annual General Meeting (AGM) in a fair and transparent manner in respect of the Resolutions contained in the Notice of the 26th AGM of Equity Shareholders of Indo-city Infotech Limited at their Meeting held on 28th September, 2018 at the registered office of the company at A6, Mittal Estate, Bldg. No. 2, Andheri-Kurla Road, Andheri (E), Mumbai 400059:

The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules framed thereunder relating to voting through electronic means (Remote e-voting) and voting by Poll at the venue of AGM on the resolutions contained in the Notice of the 26th AGM of the members of the Company. My responsibility as a scrutinizer for the remote e-voting process and for the Poll at the 26th AGM is restricted to make a Scrutinizer's Report of the Votes Cast "in favour" or "against" the resolutions as stated below on the report generated from the remote e-voting system provided by National Securities Depository Limited (NSDL), the authorised agency engaged by Company to provide remote e-voting facilities and the report generated electronically for voting by Poll at the venue of AGM.

After the time fixed for closing of Poll by the Chairperson, Ballot box kept for polling was locked in my presence with due identification marks placed by me.



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The locked Ballot box was subsequently opened by us in the presence of two witnesses, who are not in employment of the Company, thereafter; the poll papers were diligently scrutinized. The Poll papers were reconciled with the records maintained by the Registrar and Transfer Agents/ the Company and the authorizations/ proxies lodged with the Company. Incomplete, invalid and/or defective Poll papers were rejected by us.

The Consolidated Scrutinizer's Report on the resolutions proposed in the Notice of the AGM with respect to Remote e-voting and Poll Process is as under;

ITEM NO. 1: ORDINARY RESOLUTION:

Adoption of Audited financial statement of the Company for the financial year ended 31st March, 2018 and the reports of Auditors and Directors thereon.

Physical Voting:

Sr. No	Particular's	No. of Physical Ballot Form	No. of Share	% of Assent/Dissent
1.	Total Physical Ballot forms received	12	154817	-
2.	Less- Invalid Physical ballot forms	-	-	-
3.	Net valid Physical valid forms	12	154817	100
4.	Physical ballot valid forms with assent	12	154817	100
5.	Physical ballot valid forms with dissent	-	-	-

E-Voting:

Sr. No	Particular's	No. of E-voters	No. of Share	% of Assent/Dissent
1.	Total E-voting received	9	5681328	-
2.	Less- Invalid E-voting	-	-	-
3.	Net valid E-voting	9	5681328	100
4.	E-voting with assent	9	5681328	100
5.	E-voting with dissent	-	-	-



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Total:

Sr. No	Particular's	No. of E-voters	No. of Share	% of Assent/Dissent
1.	Total voting received	21	5836145	-
2.	Less: Invalid voting	0	0	-
3.	Net valid voting	21	5836145	100
4.	Voting with assent	21	5836145	100
5.	Voting with dissent	-	-	-

ITEM NO. 2: ORDINARY RESOLUTION:

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

Physical Voting:

Sr. No	Particular's	No. of Physical Ballot Form	No. of Share	% of Assent/Dissent
1.	Total Physical Ballot forms received	12	154817	-
2.	Less- Invalid Physical ballot forms	-	-	-
3.	Net valid Physical valid forms	12	154817	100
4.	Physical ballot valid forms with assent	12	154817	100
5.	Physical ballot valid forms with dissent	-	-	-

E-Voting:

Sr. No	Particular's	No. of E-voters	No. of Share	% of Assent/Dissent
1.	Total E-voting received	9	5681328	-
2.	Less- Invalid E-voting	-	-	-
3.	Net valid E-voting	9	5681328	100
4.	E-voting with assent	9	5681328	100
5.	E-voting with dissent	-	-	-



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Sr. No	Particular's	No. of E-voters	No. of Share	% of Assent/Dissent
1.	Total voting received	21	5836145	-
2.	Less: Invalid voting	0	0	-
3.	Net valid voting	21	5836145	100
4.	Voting with assent	21	5836145	100
5.	Voting with dissent	-	-	-

ITEM NO. 3: ORDINARY RESOLUTION:

Appointment of M/s. Tibrewal Chand & Co.; Chartered Accountants as the Statutory Auditor of the Company without any ratification for the consecutive period of five years till the conclusion of the 31st Annual General Meeting of the Company:

Physical Voting:

Sr. No	Particular's	No. of Physical Ballot Form	No. of Share	% of Assent/Dissent
1.	Total Physical Ballot forms received	12	154817	-
2.	Less- Invalid Physical ballot forms	-	-	-
3.	Net valid Physical valid forms	12	154817	100
4.	Physical ballot valid forms with assent	12	154817	100
5.	Physical ballot valid forms with dissent	-	-	-

E-Voting:

Sr. No	Particular's	No. of E-voters	No. of Share	% of Assent/Dissent
1.	Total E-voting received	9	5681328	-
2.	Less- Invalid E-voting	-	-	-
3.	Net valid E-voting	9	5681328	100
4.	E-voting with assent	9	5681328	100
5.	E-voting with dissent	-	-	-



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Total:

Sr. No	Particular's	No. of E-voters	No. of Share	% of Assent/Dissent
1.	Total voting received	21	5836145	-
2.	Less: Invalid voting	0	0	-
3.	Net valid voting	21	5836145	100
4.	Voting with assent	21	5836145	100
5.	Voting with dissent	-	-	-

ITEM NO. 4: SPECIAL RESOLUTION:

Re-appointment of Mr. Aneel Jain as a Managing Director till the conclusion of 29th Annual General Meeting of the Company.

Physical Voting:

Sr. No	Particular's	No. of Physical Ballot Form	No. of Share	% of Assent/Dissent
1.	Total Physical Ballot forms received	12	154817	-
2.	Less- Invalid Physical ballot forms	-	-	-
3.	Net valid Physical valid forms	12	154817	-
4.	Physical ballot valid forms with assent	11	154792	100
5.	*Abstain from Voting	1	25	-
6.	Physical ballot valid forms with dissent	-	-	-

*Note: Mr. Vikram Jain being interested in the said resolution remained abstained from Voting.

E-Voting:

Sr. No	Particular's	No. of E-voters	No. of Share	% of Assent/Dissent
1.	Total E-voting received	9	5681328	-
2.	Less- Invalid E-voting	-	-	-
3.	Net valid E-voting	9	5681328	-
4.	E-voting with assent	2	3313	100
5.	*Abstain from Voting	7	5678098	-
6.	E-voting with dissent	-	-	-



*Note: Mr. Aneel Banwari Jain, Mrs. Shashi Anil Jain, Mr. Ramesh Chandra Pusola, Mr. Anil Banwarilal Jain, Aneel Jain Huf, Mrs. Shashi Aneel Jain, Ms. Ishu Jain being interested in the said resolution remained abstained from Voting.

Total:

Sr. No	Particular's	No. of E-voters	No. of Share	% of Assent/Dissent
1.	Total voting received	21	5836145	-
2.	Less: Invalid voting	0	0	-
3.	Net valid voting	21	5836145	-
4.	Voting with assent	12	158022	100
5.	Voting with dissent	0	0	-
6.	Abstain from voting	9	5678123	-

All the resolutions voted through Remote e-voting and Poll was passed with requisite majority.

The Poll papers and all other relevant records were sealed and handed over to the Company Chairperson authorised by the Board for safe keeping.

For PSS & ASSOCIATES LLP
Company Secretaries
LLP Registration No: AAK-0876



CS Priyanka Singrodia

Partner

ACS: 50300; COP: 18485



Place: Mumbai

Date: 28th September, 2018.