



**FORM NO. MGT-13**

**Report of Scrutinizer**

**[Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2) of the Companies (Management and Administration) Rules, 2014]**

**To,  
The Chairman,**

31<sup>st</sup> Annual General Meeting of the Equity Shareholders of **INDO-CITY INFOTECH LIMITED**, held on Saturday, 30<sup>th</sup> September, 2023 at 10:00 A.M. (IST) at the registered office of the company, A6, Mittal Estate, Bldg No. 2, Andheri Kurla Road, Andheri (East), Mumbai-400 059.

Dear Sir,

1. I, **Nidhi Bajaj**, Practicing Company Secretary appointed as Scrutinizer by the Board of Directors for the purpose of scrutinizing of voting process i.e. remote e-voting and e-voting at Annual General Meeting (AGM) in pursuance of the Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management & Administration) Rules 2014 as substituted by the Companies (Management & Administration) Rules 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 on the Agenda items mentioned in the notice dated 21<sup>st</sup> August, 2023 of the Annual General Meeting of the members of the company.

2. As the Scrutinizer, I have to scrutinize:

- i. The process of e-voting remotely, before the AGM, using an electronic voting system on the dates referred to in the Notice calling the AGM ("Remote e-voting"); and
- ii. The process of e-voting at the AGM through electronic voting system ("E-voting").

**I submit my report as under:**

1. The management of the Company is responsible to ensure compliance with the requirement of (i) the Act and the Rule made thereunder, (ii) the MCA circulars; and





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(iii) the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, ("LODR") relating to e-voting on the resolutions contained in the Notice calling the

AGM. The management of the Company is responsible for ensuring a secured framework and robustness of the electronic voting systems.

2. My responsibility as Scrutinizer for e-voting process (i.e Remote e-voting and e-voting) is restricted to making a Consolidated Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions contained in the Notice, based on the reports generated from the e-voting system provided by the CDSL; the agency authorised under the Rules and engaged by the Company to provide e-voting facility and attendant papers / documents furnished to me electronically by the Company and /or CDSL for my verification.
3. The Company had appointed Central Depository Securities Limited (CDSL) as the service provider, for extending the facility for the remote e-voting to the Shareholders of the Company from Wednesday, 27<sup>th</sup> September, 2023 (9.00 a.m.) and ends on Friday, 29<sup>th</sup> September, 2023 (5.00 p.m.).
4. The voting rights were reckoned as on 20<sup>th</sup> September, 2023, being cut-off date for the purpose of deciding the entitlements of Members at the remote e-voting and voting at the Meeting.
5. The Company facilitated the Members present in the Meeting who could not participate in the remote e-voting to cast their votes at the Meeting. The votes cast were unblocked on Saturday, 30<sup>th</sup> September, 2023 after the conclusion of the AGM and downloaded from the e-voting website of CDSL.
6. Thereafter, the details containing, inter alia, the list of Equity Shareholders who voted in "in favour" or "against" on each of the resolutions that was put to vote, were generated from the e-voting website of CDSL. Based on the report generated by the CDSL and relied upon by me, data regarding the remote e-voting was scrutinized on the test check basis.
7. I submit herewith the Scrutinizer's Report on the results of the remote e-voting and e-voting, based on the reports generated by the CDSL, scrutinized on test check basis and relied upon are as under:





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**ORDINARY BUSINESS:**

**RESOLUTION NO. 1: (AS AN ORDINARY RESOLUTION)**

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2023 together with the reports of Auditors and Directors thereon.

**(I) Voted in favour of the resolution:**

	Number of members voted through electronic voting system	Number of votes casted (Shares)	% total number of valid votes cast i.e. 5992821
Remote E-voting	55	6211066	99.97
Voting at AGM	26	1481	0.03
<b>Total</b>	<b>81</b>	<b>6212547</b>	<b>100</b>

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

	Number of members voted through electronic voting system	Number of votes casted (Shares)	% total number of valid votes cast
Remote E-voting	0	0	0
Voting at AGM	0	0	0
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>

**(III) Invalid Votes:**

	Total number of members whose votes were declared invalid	Total Number of votes cast by them
Remote E-voting	0	0
Voting at AGM	0	0
<b>Total</b>	<b>0</b>	<b>0</b>





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**RESOLUTION NO. 2: (AS AN ORDINARY RESOLUTION)**

**To appoint a director in place of Mrs. Shashi Aneel Jain (DIN: 00103505), who retires by rotation and being eligible, offers herself for re-appointment.**

**Voted in favour of the resolution:**

	Number of members voted through electronic voting system	Number of votes casted (Shares)	% total number of valid votes cast i.e. 5992821
Remote E-voting	55	6211066	99.97
Voting at AGM	26	1481	0.03
<b>Total</b>	<b>81</b>	<b>6212547</b>	<b>100</b>

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

	Number of members voted through electronic voting system	Number of votes casted (Shares)	% total number of valid votes cast
Remote E-voting	0	0	0
Voting at AGM	0	0	0
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>

**(II) Invalid Votes:**

	Total number of members whose votes were declared invalid	Total Number of votes cast by them
Remote E-voting	0	0
Voting at AGM	0	0
<b>Total</b>	<b>0</b>	<b>0</b>





**SPECIAL BUSINESS**

**RESOLUTION NO. 3: (AS AN SPECIAL RESOLUTION)**

**To reappoint Mr. Arun Hariram Bubna as an Independent Director:**

**Voted in favour of the resolution:**

	Number of members voted through electronic voting system	Number of votes casted (Shares)	% total number of valid votes cast i.e. 5992821
Remote E-voting	55	6211066	99.97
Voting at AGM	26	1481	0.03
<b>Total</b>	<b>81</b>	<b>6212547</b>	<b>100</b>

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

	Number of members voted through electronic voting system	Number of votes casted (Shares)	% total number of valid votes cast
Remote E-voting	0	0	0
Voting at AGM	0	0	0
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>

**(II) Invalid Votes:**

	Total number of members whose votes were declared invalid	Total Number of votes cast by them
Remote E-voting	0	0
Voting at AGM	0	0
<b>Total</b>	<b>0</b>	<b>0</b>





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8. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
9. The poll papers and other relevant records were sealed and handed over to the Chairman authorized by the Board for safe keeping.
10. The consolidated result of the votes cast (by Remote E-Voting and voting at AGM) is provided as **Annexure 1** to this report.

Thanking You,  
Yours Faithfully,

**Nidhi Bajaj**  
Proprietor  
ACS : A28907, COP : 14596



UDIN : A028907E001145957

Place: Mumbai  
Date: 30<sup>th</sup> September, 2023

**Note: Members who exercised their voting through remote e-voting were not considered in voting at AGM.**



**Annexure - 1**

**Consolidated result of voting (by Remote e-voting and voting at AGM) for resolution numbers 1 to 3 of the notice of the Annual General Meeting of "INDO-CITY INFOTECH LIMITED" held on Saturday, 30<sup>th</sup> day of September, 2023 at 10.00 A.M (IST).**

Res oln No.	Total Valid Votes Cast			Voted in favour of resolution				Voted against the resolution			
	Remote E-voting	Voting at AGM	Total	Remote E- voting	Voting at AGM	Total	%	Remote E-voting	Voting at AGM	Total	%
1	6211066	1481	6212547	6211066	1481	6212547	100	0	0	0	0
2	6211066	1481	6212547	6211066	1481	6212547	100	0	0	0	0
3	6211066	1481	6212547	6211066	1481	6212547	100	0	0	0	0

Thanking You,  
Yours Faithfully,

**Nidhi Bajaj**  
Proprietor

ACS : A28907, COP : 14596



UDIN : A028907E001145957

Place: Mumbai

Date: 30<sup>th</sup> September, 2023