



**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,

32<sup>nd</sup> Annual General Meeting of the Equity Shareholders of **INDO-CITY INFOTECH LIMITED**, held on Monday, 30<sup>th</sup> September, 2024 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,

**Sub : Scrutinizer's Report on voting through electronic means in terms of Section 108 of the Companies Act, 2013 read with rule 20 of the Companies (Management and Administration) Rules, 2014 for 32<sup>nd</sup> Annual General Meeting of the Company held at the registered office of the company.**

1. I, Nidhi Bajaj (Proprietor of Nidhi Bajaj & Associates), Practicing Company Secretary appointed as Scrutinizer by the Board of Directors for the purpose of Scrutinizing the remote e-voting in a fair and transparent manner on the resolutions contained in the notice dated 12<sup>th</sup> August, 2024 issued in accordance with General Circular No. 14/2020, 17/2020, 33/2020, 39/2020 02/2021 dated 8<sup>th</sup> April, 2020, 13<sup>th</sup> April, 2020, 28<sup>th</sup> September, 2020, 31<sup>st</sup> December, 2020 and 13<sup>th</sup> January, 2021 respectively, issued by Ministry of Corporate Affairs (MCA), Government of India, calling the 32<sup>nd</sup> Annual General Meeting of the Equity Shareholders of **INDO-CITY INFOTECH LIMITED**, held on Monday, 30<sup>th</sup> September, 2024 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, pursuant to section 108 of the Companies Act, 2013 read with rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and in accordance with Regulation 44 of the Securities And Exchange Board Of India (Listing Obligation and Disclosure Requirements) Regulations, 2015.
2. As confirmed by the Company, the notice of 32<sup>nd</sup> AGM, was sent through electronic mode to those members whose email addresses were registered with the Company/the Registrar and Share Transfer Agent of the Company/Depository Participant(s).





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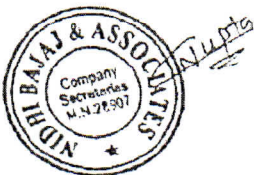
3. The members of the Company as on cut-off date i.e. Friday, 20th September, 2024 were entitled to vote on the resolutions (as set out in the notice of 32<sup>nd</sup> AGM of the Company).

1. 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 (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 M/s. Central Depository Services (India) Limited (CDSL) as the service provider, for extending the facility for the remote e-voting to the Shareholders of the Company from Friday, 27th September, 2024 (9.00 a.m.) and ends on Sunday, 29th September, 2024 (5.00 p.m.).
4. The voting rights were reckoned as on Friday, 20th September, 2024, 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 Monday, 30<sup>th</sup> September, 2024 after the conclusion of the AGM and downloaded from the e-voting website of CDSL.







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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, 2024 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. 6293079
Remote E-voting	83	6292933	99.9977
Voting at AGM	16	146	0.0023
Total	99	6293079	100

**(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
Total	0	0	0

**(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	1	0
Total	0	0





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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:

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

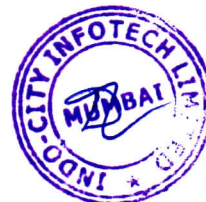
	Number of members voted through electronic voting system	Number of votes casted (Shares)	% total number of valid votes cast i.e. 6293079
Remote E-voting	83	6292933	99.9977
Voting at AGM	16	146	0.0023
<b>Total</b>	<b>99</b>	<b>6293079</b>	<b>100</b>

**(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	1	0
<b>Total</b>	<b>0</b>	<b>0</b>







**SPECIAL BUSINESS:**

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

**Appointment of Mr. Girdharilal Gupta as an Independent Director:**

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

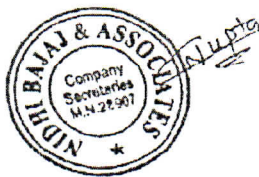
	Number of members voted through electronic voting system	Number of votes casted (Shares)	% total number of valid votes cast i.e. 6293079
Remote E-voting	83	6292933	99.9977
Voting at AGM	16	146	0.0023
Total	99	6293079	100

**(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
Total	0	0	0

**(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	1	0
Total	0	0



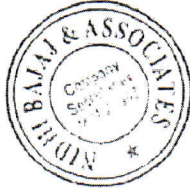


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8. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
9. The consolidated result of the votes cast (by Remote E-Voting and voting at AGM) is provided as **Annexure 1** to this report.

For Nidhi Bajaj & Associates  
Practicing Company Secretaries

Nidhi Bajaj



Practicing Company Secretary

Membership No. 28907

COP No. 14596

Date: 30/09/2024

Peer Reviewed Firm- 2582/2022

Place: Thane

UDIN: A028907F001387605

Countersigned and received the report

For Indo-City Infotech Limited

Ramesh Chandra Pusola

CFO

Date: 30/09/2024

Place: Mumbai



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 Monday, 30<sup>th</sup> day of September, 2024 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	6292933	146	6293079	6292933	146	6293079	100	0	0	0	0
2	6292933	146	6293079	6292933	146	6293079	100	0	0	0	0
3	6292933	146	6293079	6292933	146	6293079	100	0	0	0	0

For Nidhi Bajaj & Associates  
Practicing Company Secretaries

Nidhi Bajaj

Practicing Company Secretary

Membership No. 28907

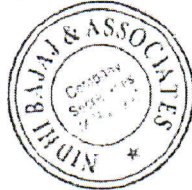
COP No. 14596

Date: 30/09/2024

Peer Reviewed Firm- 2582/2022

Place: Thane

UDIN: A028907F001387605



Countersigned and received the report

For Indo-City Infotech Limited

Ramesh Chandra Pusola

CFO

Date: 30/09/2024

Place: Mumbai

