

## CONSOLIDATED REPORT OF THE SCRUTINIZER

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time]

To,  
The Chairman,  
**SYSTEMAIX CORPORATE SERVICES LIMITED**  
206-207, Bansi Trade Centre, 581/5,  
M.G. Road, Indore - 452001,  
Madhya Pradesh.

Dear Sir,

We, Kothari H. & Associates, Company Secretaries, have been appointed by the Board of Directors of **Systematix Corporate Services Limited ("Company")** as Scrutinizer for the purpose of:

- i. Scrutinizing the remote e-voting process in terms of the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended (Rules) and
- ii. Voting by Shareholders at the 31<sup>st</sup> Annual General Meeting (AGM) held on 30<sup>th</sup> September, 2016 ("AGM") for all the resolutions contained in the Notice of AGM.

We pleased to submit our report as under, which is comprehensive and self explanatory in all respect:

1. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and the Rules relating to remote e-voting on the resolutions contained in the Notice of the AGM of the members of the Company and at the meeting. our responsibility as a scrutinizer for the voting process is restricted to make a scrutinizer's report of the votes cast "in favour" "against" or remain "abstain / invalid", if any on the resolutions contained in the Notice of AGM, based on the reports generated from the e-voting system provided by Central Depository Services (India) Limited (hereinafter "CDSL") and based on the voting conducted at the AGM.



2. The Company has completed the dispatch of Notice of Annual General Meeting along with the Annual Report of the Company as on 5<sup>th</sup> September, 2016 to its members whose names appeared on the register of Members/ List of beneficiaries.
3. Advertisement was published by the Company in English in Free Press Journal, Mumbai and Indore Edition dated Wednesday, 7<sup>th</sup> September, 2016 and in Hindi in Choutha Sansar Indore Edition dated Wednesday, 7<sup>th</sup> September, 2016. The notice published in the newspaper carried the required information as specified in Sub Rule 3(v) (a) to (g) of the said Rule 20.
4. The Company has availed services of Central Depository Services (India) Limited (CDSL) as the agency for providing the remote e-voting platform.
5. The Voting rights were reckoned as on Friday, 23<sup>rd</sup> September, 2016, being the cut-off date for the purpose of deciding the entitlements of members at the remote e-voting and voting at the Meeting.
6. The remote e-voting period was open for three days which commenced on Tuesday, 27<sup>th</sup> September, 2016 at 09:00 a.m. and concluded on Thursday, 29<sup>th</sup> September, 2016 at 5:00 p.m. on <https://www.evotingindia.com/>
7. The remote e-voting results on the CDSL E-voting platform were unblocked and downloaded on Friday, 30<sup>th</sup> September, 2016 in the presence of two witnesses Mr. Kalpesh Joshi and Ms. Geetanjali Sharma who are not in the employment of the Company and who have signed below in confirmation of the votes being unblocked in their presence.
8. After the time fixed for closing of the poll by the chairman, ballot boxes kept for polling were locked in our presence with due identification marks placed by me.
9. The locked ballot boxes were subsequently opened in our presence and poll papers were diligently scrutinized. The poll papers were reconcile with the records maintained by the Company/Registrar and transfer agent of the Company and the authorisations / proxies lodged with the Company.
10. On scrutiny, we report that 36 Shareholders were present in the meeting in person and/or through proxy.
11. THE CONSOLIDATED RESULTS OF E-VOTING AND POLL ARE AS UNDER:



The details containing *interalia*, no. of Equity Shareholders, who voted "for", "against" or "abstain", if any on each of the resolutions that were put to vote, were generated from the e-voting website of CDSL. Taking into account the report from CDSL and physical voting at the AGM the consolidated result with respect to each item on the agenda as set out in the Notice of the 31<sup>st</sup> AGM dated 11<sup>th</sup> August, 2016 is enclosed;

**Item No. 1.**

**Ordinary Resolution:** Consider and adopt:

- a. Audited Financial Statement, reports of the Board of Directors and Auditors
- b. Audited Consolidated Financial Statement;

Particulars	Number of Votes Contained in						% of total valid votes cast
	Remote e - voting		Voting at the AGM		Total		
	No. of member voted	Number of votes cast by them	No. of members voted	Number of votes cast by them	No. of members voted	Number of votes cast by them	
Voted in Favour	12	9882327	24	638038	36	10520365	99.998%
Voted Against	1	180	0	0	1	180	0.002%
Abstain / Invalid	0	0	0	0	0	0	0
<b>Total</b>	<b>13</b>	<b>9882507</b>	<b>24</b>	<b>638038</b>	<b>37</b>	<b>10520545</b>	<b>100%</b>

Based on the aforesaid results, Ordinary Resolution as contained in item No. 1 has been passed with requisite majority.

**Item No. 2**

**Ordinary Resolution:** Re- Appointment of Chandra Prakash Khandelwal (DIN 00016373), who retires by rotation.

Particulars	Number of Votes Contained in			% of total valid votes cast
	Remote e - voting	Voting at the AGM	Total	



	No. of member voted	Number of votes cast by them	No. of members voted	Number of votes cast by them	No. of members voted	Number of votes cast by them	
Voted in Favour	11	9744112	24	638038	35	10382150	99.998%
Voted Against	1	180	0	0	1	180	0.002%
Abstain / Invalid	0	0	0	0	0	0	0
<b>Total</b>	<b>12</b>	<b>9744292</b>	<b>24</b>	<b>638038</b>	<b>36</b>	<b>10382330</b>	<b>100%</b>

Based on the aforesaid results, Ordinary Resolution as contained in item No. 2 has been passed with requisite majority.

**Item No. 3.**

**Ordinary Resolution:** Ratification of appointment of auditors and fixing their remuneration.

Particulars	Number of Votes Contained in						% of total valid votes cast
	Remote e - voting		Voting at the AGM		Total		
	No. of member voted	Number of votes cast by them	No. of members voted	Number of votes cast by them	No. of members voted	Number of votes cast by them	
Voted in Favour	12	9882327	24	638038	36	10520365	99.998%
Voted Against	1	180	0	0	1	180	0.002%
Abstain / Invalid	0	0	0	0	0	0	0
<b>Total</b>	<b>13</b>	<b>9882507</b>	<b>24</b>	<b>638038</b>	<b>37</b>	<b>10520545</b>	<b>100%</b>

Based on the aforesaid results, Ordinary Resolution as contained in item No. 3 has been passed with requisite majority.



**Item No. 4.**

**Ordinary Resolution:** Appointment of Mr. Pradeep Gotecha as Director.

Particulars	Number of Votes Contained in						% of total valid votes cast
	Remote e - voting		Voting at the AGM		Total		
	No. of member voted	Number of votes cast by them	No. of members voted	Number of votes cast by them	No. of members voted	Number of votes cast by them	
Voted in Favour	12	9882327	24	638038	36	10520365	99.998%
Voted Against	1	180	0	0	1	180	0.002%
Abstain / Invalid	0	0	0	0	0	0	0
Total	13	9882507	24	638038	37	10520545	100%

Based on the aforesaid results, Ordinary Resolution as contained in item No. 4 has been passed with requisite majority.

**Item No. 5.**

**Ordinary Resolution:** for determine fees for service of documents under section 20 of the Companies Act, 2013.

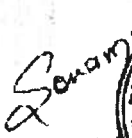
Particulars	Number of Votes Contained in						% of total valid votes cast
	Remote e - voting		Voting at the AGM		Total		
	No. of member voted	Number of votes cast by them	No. of members voted	Number of votes cast by them	No. of members voted	Number of votes cast by them	
Voted in Favour	12	9882327	24	638038	36	10520365	99.998%
Voted Against	1	180	0	0	1	180	0.002%
Abstain /	0	0	0	0	0	0	0




Invalid							
Total	13	9882507	24	638038	37	10520545	100%

Based on the aforesaid results, Ordinary Resolution as contained in item No. 5 has been passed with requisite majority

For Kothari H.& Associates  
Company Secretaries

  
Sonam Jain  
Partner




ACS 31862 / COP No. 12402

Date : 30<sup>th</sup> September, 2016

Place: Mumbai

We the undersigned witnesses that the votes were unblocked from e voting website of CDSL (<https://www.evotingindia.com/>) in our presence at 2.00 p.m. on Friday, 30<sup>th</sup> September, 2016.

  
\_\_\_\_\_  
(Kalpesh Joshi)

  
\_\_\_\_\_  
(Geetanjali Sharma)

Counter Signature by the Chairman of the Company:

  
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