

## **RESULT OF REMOTE E-VOTING AND BALLOT DECLARED BY DIRECTOR FOR THE RESOLUTIONS INCLUDED IN THE NOTICE OF 39<sup>TH</sup> ANNUAL GENERAL MEETING**

Pursuant to the applicable provisions of the Companies Act, 2013 and rules framed thereunder, the 39<sup>th</sup> Annual General Meeting ('AGM') of the Company was held on Thursday, 26<sup>th</sup> September, 2019 at 2.30 p.m. at Shagun Banquet Hall, Devidayal Road, L.B.S. Cross Road, Behind Fire Brigade Office, Mulund (West), Mumbai- 400 080.

On 26<sup>th</sup> September, 2019, Mr. Virendra Bhatt, Scrutinizer, submitted Consolidated Report on Remote e-voting and Ballot with respect to the resolutions included in the Notice of 39<sup>th</sup> AGM. Based on the Scrutinizer's Report, I declare that quorum was present and all the resolutions included in the Notice of 39<sup>th</sup> AGM were passed with requisite majority on the date of AGM under Remote e-voting and voting conducted at AGM by Ballot Paper.

The detailed result of all resolutions is as under:

Details	Remote e-voting	Voting through Ballot Paper at AGM	Total voting
Number of members who cast their votes	17	31	48
Total number of shares held by them	34049120	507	34049627
Valid votes	As per details provided in each one of the Resolution(s) mentioned hereunder.		
Abstained / Invalid votes	As per details provided in each one of the Resolution(s) mentioned hereunder.		

### **ORDINARY BUSINESS**

#### **1) Item No. 1 of the Notice (As an Ordinary Resolution)**

To receive, consider and adopt:

- (a) the Audited Financial Statement of the Company for the financial year ended 31<sup>st</sup> March, 2019 together with the Reports of the Board of Directors and Auditors thereon; and
- (b) the Audited Consolidated Financial Statement of the Company for the financial year ended 31<sup>st</sup> March, 2019 and the Report of Auditors thereon.

Manner of Voting	Total Valid Votes	Votes in favour of the resolution		Votes against the resolution		Abstained/ Invalid votes
	Nos.	Nos.	Percentage	Nos.	Percentage	Nos.
Remote e-voting	34049120	34048106	99.9970	1014	0.0030	0
Ballot Paper	507	507	100.0000	0	0.0000	0
<b>TOTAL</b>	<b>34049627</b>	<b>34048613</b>	<b>99.9970</b>	<b>1014</b>	<b>0.0030</b>	<b>0</b>



# Carol Info Services Limited

Registered Office: Wockhardt Towers, Bandra-Kurla Complex, Bandra (East),  
Mumbai - 400 051 • Phone : 91-22-2653 4444 • Fax : 91-22-2652 3905  
Website : www.carolinfoservices.com • CIN : U74999MH1979PLC021942  
Email : investorrelations@carolinfoservices.com

## 2) Item No. 2 of the Notice (As an Ordinary Resolution)

Appointment of a Director in place of Mr. Stephen D'Souza (DIN: 00045812), who retires by rotation and being eligible, offers himself for re-appointment.

Manner of Voting	Total Valid Votes	Votes in favour of the resolution		Votes against the resolution		Abstained/ Invalid votes
	Nos.	Nos.	Percentage	Nos.	Percentage	Nos.
Remote e-voting	34049120	34047304	99.9947	1816	0.0053	0
Ballot Paper	507	507	100.0000	0	0.0000	0
<b>TOTAL</b>	<b>34049627</b>	<b>34047811</b>	<b>99.9947</b>	<b>1816</b>	<b>0.0053</b>	<b>0</b>

## 3) Item No. 3 of the Notice (As an Ordinary Resolution)

Appointment of Haribhakti & Co. LLP, Chartered Accountants as Statutory Auditors of the Company and Fixation of Remuneration

Manner of Voting	Total Valid Votes	Votes in favour of the resolution		Votes against the resolution		Abstained/ Invalid votes
	Nos.	Nos.	Percentage	Nos.	Percentage	Nos.
Remote e-voting	34049118	34048106	99.9970	1012	0.0030	2
Ballot Paper	507	507	100.0000	0	0.0000	0
<b>TOTAL</b>	<b>34049625</b>	<b>34048613</b>	<b>99.9970</b>	<b>1012</b>	<b>0.0030</b>	<b>2</b>

## 4) Item No. 4 of the Notice (As a Special Resolution)

Re-appointment of Dr. G. B. Parulkar (DIN: 00015668) as Managing Director of the Company and Fixation of Remuneration

Manner of Voting	Total Valid Votes	Votes in favour of the resolution		Votes against the resolution		Abstained/ Invalid votes
	Nos.	Nos.	Percentage	Nos.	Percentage	Nos.
Remote e-voting	34049120	34047304	99.9947	1816	0.0053	0
Ballot Paper	507	507	100.0000	0	0.0000	0
<b>TOTAL</b>	<b>34049627</b>	<b>34047811</b>	<b>99.9947</b>	<b>1816</b>	<b>0.0053</b>	<b>0</b>



*Abdul Halim*

5) Item No. 5 of the Notice (As a Special Resolution)

**Re-appointment of Mr. Akhtar Shamsi (DIN: 00045731) as an Independent Director of the Company**

Manner of Voting	Total Valid Votes	Votes in favour of the resolution		Votes against the resolution		Abstained/ Invalid votes
	Nos.	Nos.	Percentage	Nos.	Percentage	Nos.
Remote e-voting	34049120	34046304	99.9917	2816	0.0083	0
Ballot Paper	507	507	100.0000	0	0.0000	0
<b>TOTAL</b>	<b>34049627</b>	<b>34046811</b>	<b>99.9917</b>	<b>2816</b>	<b>0.0083</b>	<b>0</b>

6) Item No. 6 of the Notice (As a Special Resolution)

**Re-appointment of Ms. Vijaya Nair (DIN: 01173582) as an Independent Director of the Company**

Manner of Voting	Total Valid Votes	Votes in favour of the resolution		Votes against the resolution		Abstained/ Invalid votes
	Nos.	Nos.	Percentage	Nos.	Percentage	Nos.
Remote e-voting	34049120	34046304	99.9917	2816	0.0083	0
Ballot Paper	507	507	100.0000	0	0.0000	0
<b>TOTAL</b>	<b>34049627</b>	<b>34046811</b>	<b>99.9917</b>	<b>2816</b>	<b>0.0083</b>	<b>0</b>

**Note:** All the aforesaid resolutions were passed with requisite majority.

For **CAROL INFO SERVICES LIMITED**

*Nikhil Malpani*

**Nikhil Malpani**  
Company Secretary



Place: Mumbai  
Date: 27<sup>th</sup> September, 2019

# Virendra Bhatt

Company Secretary

Office :

Office No. 03, A Wing, 9th Floor,  
Pinnacle Corporate Park,  
BKC CST Link Rd., MMRDA Area,  
Bandra Kurla Complex,  
Bandra East, Mumbai - 400 051.

Tel. : 022 - 2652 9367 / 68

Mobile : +91 - 98200 48670

E-mail : bhattvirendra1945@yahoo.co.in

To,

The Chairman

**CAROL INFO SERVICES LIMITED**

**39<sup>th</sup> Annual General Meeting** of the members of **CAROL INFO SERVICES LIMITED** (CIN: U74999MH1979PLC021942) held at Shagun Banquet Hall, Devidayal Road, L.B.S. Cross Road, Behind Fire Brigade Office, Mulund (West), Mumbai- 400 080 on Thursday, 26<sup>th</sup> September, 2019 at 2.30 p.m.

**Sub: Passing of Resolution(s) through remote e-voting and ballot papers pursuant to Sections 108 and 109 of the Companies Act, 2013 read with Rules 20 and 21 of the Companies (Management and Administration) Rules, 2014, as amended.**

The Board of Directors of **Carol Info Services Limited** (hereinafter referred to as 'the Company') at its meeting held on 26<sup>th</sup> August, 2019 has appointed me as the Scrutinizer for the remote e-voting as well as to scrutinize the voting through ballot papers received from the members at the venue of the Annual General Meeting pursuant to Section 108 and 109 of the Companies Act, 2013 read with Rules 20 and 21 of the Companies (Management and Administration) Rules, 2014, as amended from time to time. I say, I am familiar and well versed with the concept of electronic voting system as prescribed under the said Rules.

## **Report on Scrutiny:**

- The Company has appointed National Securities Depository Limited ('NSDL') as the Service Provider for the purpose of extending the facility of remote e-voting to the Members of the Company.
- M/s Link Intime India Private Limited is the Registrar and Transfer Agent ('RTA') of the Company.
- The Service Provider had provided a system for recording the votes of the Members electronically on all items of the business (Ordinary and Special business) sought to be



transacted at the 39<sup>th</sup> Annual General Meeting of the Company, which was held on Thursday, 26<sup>th</sup> September, 2019.

- The Service Provider had set up electronic voting facility on their website, [https:// www.evoting.nsdl.com/](https://www.evoting.nsdl.com/). The Company has uploaded all the items of the business to be transacted at the Annual General Meeting on the website of the Company and also its Service Provider to facilitate their members to cast their vote through remote e-voting.
- The cut-off date for determining members for the dispatch of the Notice of Annual General Meeting was 23<sup>rd</sup> August, 2019 (Physical & E-mail) and as on that date, there were 7729 members of the Company. The Company/Service Provider had sent the Notice of Annual General Meeting including Proxy Form along with Annual Report and Attendance Slip by E-mail to 2634 cases whose e-mail id were registered with the Company / RTA. However, amongst 2634 e-mail cases, the Company received 502 E-mails as bounced back for which the Notice of Annual General Meeting including Proxy Form along with Annual Report and attendance slip in physical form were sent separately by speed post. There were 5095 cases, whose e-mail ID were not registered with the Company/ RTA, for which the Company had sent Notice of Annual General Meeting including Proxy Form along with Annual Report and Attendance slip in physical form by speed post/ registered air mail.

In view of this, effectively, Notice of Annual General Meeting including Proxy Form along with Annual Report and Attendance slip were sent through e-mail to 2132 shareholders and Notice of Annual General Meeting including Proxy Form along with Annual Report and Attendance Slip in physical form by speed post/ registered post to 5597 shareholders.

- The Company has completed the dispatch of the Notice of the Annual General Meeting along with Annual Reports through E-mail on 30<sup>th</sup> August, 2019 and in physical form to the members on 31<sup>st</sup> August, 2019.
- The Notice sent (both through E-mail and physical form) contained the detailed procedure to be followed by the members who were desirous of casting their votes electronically as provided in the Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time.
- The cut-off date for the purposes of identifying the Members who will be entitled to vote on the resolutions placed for approval of the Members was Thursday, 19<sup>th</sup> September, 2019.



- As prescribed in the aforesaid Rules, the remote e-voting facility was kept open for three days from Monday, 23<sup>rd</sup> September, 2019 at 09:00 a.m. (IST) to Wednesday, 25<sup>th</sup> September, 2019 till 5:00 p.m. (IST).
- As prescribed in clause (v) of sub-rule (4) of the Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, the Company also released an advertisement, which was published at least 21 days before the date of the Annual General Meeting in English language in 'Business Standard' Newspaper dated 1<sup>st</sup> September, 2019 having country-wide circulation and in Marathi language 'Maharashtra Times' Newspaper for Mumbai location dated 1<sup>st</sup> September, 2019. The notice published in the Newspapers carried the required information as specified in sub-rule 4 (v) (a) to (h) of the said Rule 20.
- At the end of e-voting period on 25<sup>th</sup> September, 2019 at 5.00 p.m., the voting portal of the Service Provider was blocked forthwith.
- At the venue of the 39<sup>th</sup> Annual General Meeting of the Company held on 26<sup>th</sup> September, 2019, the facility to vote through ballot papers was made available to facilitate those members present in the meeting but could not participate in the remote e-voting to record their votes.
- On 26<sup>th</sup> September, 2019, after counting of the votes conducted at the venue of the Annual General Meeting through ballot papers, the votes cast through remote e-voting facility was duly unblocked by me as a Scrutinizer in the presence of Ms. Ruchita Panchal and Mr. Parbat Chaudhari who acted as the witnesses, as prescribed in sub-rule 4(xii) of the said Rule 20.
- After the voting at the Annual General Meeting was concluded, the locked ballot box was subsequently opened in the presence of two persons as witnesses, as mentioned above, and ballot papers were diligently scrutinized.
- Thereafter, I as a Scrutinizer, duly compiled details of remote e-voting and the facility of voting through ballot papers provided at the venue of the Annual General Meeting, the details of which are as follows:



The combined results of the remote e-voting together with that of the voting conducted at venue of the Annual General Meeting by way of ballot papers are as under:

Details	Remote E-Voting	Voting through Ballot Papers at the Annual General Meeting	Total voting
Number of members who cast their votes	17	31	48
Total number of shares held by them	34049120	507	34049627
Valid votes	As per details provided in each one of the Resolution(s) mentioned hereunder.		
Abstained / Invalid votes	As per details provided in each one of the Resolution(s) mentioned hereunder.		



## ORDINARY BUSINESS

### 1) Item No. 1 of the Notice (As an Ordinary Resolution)

To receive, consider and adopt:

- a. the Audited Financial Statement of the Company for the financial year ended 31<sup>st</sup> March, 2019 together with the Reports of the Board of Directors and Auditors thereon; and
- b. the Audited Consolidated Financial Statement of the Company for the financial year ended 31<sup>st</sup> March, 2019 and the Report of Auditors thereon.

Manner of Voting	Total Votes	Invalid /Not Voted	Valid Votes	Votes in favour of the resolution		Votes against the resolution	
	Nos.			Nos.	Nos.	Percentage	Nos.
E-Voting	34049120	0	34049120	34048106	99.9970	1014	0.0030
Ballots	507	0	507	507	100.0000	0	0.0000
<b>Total</b>	<b>34049627</b>	<b>0</b>	<b>34049627</b>	<b>34048613</b>	<b>99.9970</b>	<b>1014</b>	<b>0.0030</b>

### 2) Item No. 2 of the Notice (As an Ordinary Resolution)

To appoint a Director in place of Mr. Stephen D'Souza (DIN: 00045812), who retires by rotation and being eligible, offers himself for re-appointment.

Manner of Voting	Total Votes	Invalid /Not Voted	Valid Votes	Votes in favour of the resolution		Votes against the resolution	
	Nos.			Nos.	Nos.	Percentage	Nos.
E-Voting	34049120	0	34049120	34047304	99.9947	1816	0.0053
Ballots	507	0	507	507	100.0000	0	0.0000
<b>Total</b>	<b>34049627</b>	<b>0</b>	<b>34049627</b>	<b>34047811</b>	<b>99.9947</b>	<b>1816</b>	<b>0.0053</b>

### 3) Item No. 3 of the Notice (As an Ordinary Resolution)

Appointment of Haribhakti & Co. LLP, Chartered Accountants as Statutory Auditors of the Company and Fixation of Remuneration

Manner of Voting	Total Votes	Invalid /Not Voted	Valid Votes	Votes in favour of the resolution		Votes against the resolution	
	Nos.			Nos.	Nos.	Percentage	Nos.
E-Voting	34049120	2	34049118	34048106	99.9970	1012	0.0030
Ballots	507	0	507	507	100.0000	0	0.0000
<b>Total</b>	<b>34049627</b>	<b>2</b>	<b>34049625</b>	<b>34048613</b>	<b>99.9970</b>	<b>1012</b>	<b>0.0030</b>





**SPECIAL BUSINESS**

**4) Item No. 4 of the Notice (As a Special Resolution)**

Re-appointment of Dr. G. B. Parulkar as Managing Director of the Company and Fixation of Remuneration.

Manner of Voting	Total Votes	Invalid /Not Voted	Valid Votes	Votes in favour of the resolution		Votes against the resolution	
	Nos.			Nos.	Nos.	Percentage	Nos.
E-Voting	34049120	0	34049120	34047304	99.9947	1816	0.0053
Ballots	507	0	507	507	100.0000	0	0.0000
<b>Total</b>	<b>34049627</b>	<b>0</b>	<b>34049627</b>	<b>34047811</b>	<b>99.9947</b>	<b>1816</b>	<b>0.0053</b>

**5) Item No. 5 of the Notice (As a Special Resolution)**

Re-appointment of Mr. Akhtar Shamsi as an Independent Director of the Company.

Manner of Voting	Total Votes	Invalid /Not Voted	Valid Votes	Votes in favour of the resolution		Votes against the resolution	
	Nos.			Nos.	Nos.	Percentage	Nos.
E-Voting	34049120	0	34049120	34046304	99.9917	2816	0.0083
Ballots	507	0	507	507	100.0000	0	0.0000
<b>Total</b>	<b>34049627</b>	<b>0</b>	<b>34049627</b>	<b>34046811</b>	<b>99.9917</b>	<b>2816</b>	<b>0.0083</b>

**6) Item No. 6 of the Notice (As a Special Resolution)**

Re-appointment of Ms. Vijaya Nair as an Independent Director of the Company.

Manner of Voting	Total Votes	Invalid /Not Voted	Valid Votes	Votes in favour of the resolution		Votes against the resolution	
	Nos.			Nos.	Nos.	Percentage	Nos.
E-Voting	34049120	0	34049120	34046304	99.9917	2816	0.0083
Ballots	507	0	507	507	100.0000	0	0.0000
<b>Total</b>	<b>34049627</b>	<b>0</b>	<b>34049627</b>	<b>34046811</b>	<b>99.9917</b>	<b>2816</b>	<b>0.0083</b>



All the resolutions mentioned in the Notice of Annual General Meeting dated 26<sup>th</sup> August, 2019 as per the details above stand passed under remote e-voting and voting conducted at Annual General Meeting by way of ballot papers with the requisite majority and hence deemed to be passed as on date of the Annual General Meeting.

I hereby confirm that I am maintaining the registers received from the Service Provider both electronically and manually, in respect of the votes cast through remote e-voting and voting conduct at Annual General Meeting by way of ballot papers by the Members of the Company. The ballot papers and all other relevant records relating to e-voting and physical voting is under my safe custody and will be handed over to the Company Secretary for safe keeping, after the Chairman signs the Minutes.

Thanking You,

Virendra Bhatt  
ACS- 1157  
COP-124



**Date:** 26<sup>th</sup> September, 2019

**Place:** Mumbai

**Witnesses:**

A handwritten signature in blue ink, appearing to read "Ruchita Panchal".

Ms. Ruchita Panchal

A handwritten signature in blue ink, appearing to read "Parbat Chaudhari".

Mr. Parbat Chaudhari

**Countersigned and received the Report**

**For Carol Info Services Limited**

A handwritten signature in blue ink, appearing to read "Stephen D'Souza".  
Stephen D'Souza (DIN: 00045812)

Director

Date: 27/09/2019

Place: Mumbai