

Virendra Bhatt

Company Secretary

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To
The Chairman
Carol Info Services Limited

Sub: Scrutinizer's Report on the electronic voting and poll with respect to the resolutions included in the Notice of 35th 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-400080.

Dear Sir,

Pursuant to Section 108 and 109 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended (hereinafter referred to as 'the said rule'), the Board of Directors of Carol Info Services Limited (hereinafter referred to as the '**Company**') has appointed me as the Scrutinizer for the Remote E-Voting process as well as to scrutinize the poll papers received from the members at the venue of the Annual General Meeting (AGM). 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 Central Depository Services (India) Limited ('CDSL') as the Agency / Service Provider, for the purpose of extending the facility of Remote E-Voting to the Members of the Company. Link Intime India Private Limited is the Registrar and Share Transfer Agent (RTA) of the Company.
- The Agency / Service Provider had provided an electronic voting system for e-voting by members on all items of the business (both Ordinary and Special business) sought to be transacted in the 35th Annual General Meeting (AGM) of the Company, which was held on Wednesday, 30th September, 2015.
- The Agency / Service Provider had set up electronic voting facility through the website www.evotingindia.com. The RTA had uploaded all the items of the business to be transacted at the AGM on the website of CDSL to facilitate the members to cast their vote through Remote E-Voting.
- The cut-off date for the dispatch of the Notice of the Annual General Meeting (AGM) was 28th August, 2015 and as on that date, there were 10,711 members of the Company. On 4th September, 2015, RTA had sent physical copies of Annual Report and the notice of the AGM containing inter-alia process and manner for availing e-voting facility to all the members, holding shares in physical / demat form by Speed Post/Air Mail.
- The Notice of AGM contained the detailed procedure to be followed by the Members who were desirous of casting their votes electronically as provided in the said rule.



- The Cut-off date for the purposes of identifying the Members who will be entitled to vote on the resolutions was 23rd September, 2015.
- As prescribed in the aforesaid Rules, the Remote E-voting facility was kept open for three days from Sunday, 27th September, 2015 at 9.00 a.m. to Tuesday, 29th September, 2015 at 5.00 p.m.
- As prescribed in clause (v) of sub rule 4 of the said Rule, the Company also published an advertisement on 8th September 2015 in "Business Standard" English newspaper having country-wide circulation and in Maharashtra (Mumbai) in "Maharashtra Times" newspaper in Marathi language on 9th September, 2015. The advertisement published in the newspapers included the required information as specified in Sub Rule 4(v) (a) to (h) of the said Rule.
- At the venue of the 35th AGM of the Company held on 30th September, 2015, the facility to vote through Poll Paper was made available to those members who were present at the meeting but who did not participate in the process of Remote E-voting to cast their vote.
- On 30th September, 2015, after counting of the votes conducted at the venue of the AGM through Poll paper, the votes cast through Remote E-voting facility was duly unblocked by me as a Scrutinizer in the presence of Ms. Meghna S. Mistry and Ms. Vidhi S. Shah, who acted as the witnesses, as prescribed in Sub Rule 4(xii) of the said Rule.
- 1 (One) Polling Box kept for the purpose of casting of votes was locked in my presence with due identification marks placed by me. After the voting by Poll was over, the Locked Poll Box was opened in my presence and in presence of two witnesses, as mentioned above, and Polling papers were diligently scrutinized. The Polling papers were reconciled with records maintained by the RTA of the Company and the authorizations/proxies lodged with the Company. I did not find any poll papers invalid.
- Thereafter, I as a Scrutinizer duly compiled details of Remote E-voting and physical voting provided at the venue of the AGM by way of Poll paper.
- 33 persons voted through e-voting and poll.

The results of the Remote E-voting together with that of the voting conducted at venue of the AGM by way of Poll papers are as under:

Details	Remote E-voting	Voting through poll paper	Total voting
Number of member who cast their votes	21	12	33
Total number of shares held by them	34020687	264	34020951
Valid votes	As per details provided in each one of the Resolution(s) mentioned hereunder.		
Invalid votes	As per details provided in each one of the Resolution(s) mentioned hereunder.		

Note: Percentage of votes cast in favour or against the resolutions are calculated based on the Valid Votes cast through Remote E-Voting and Physical Voting.



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

Adoption of:

- (a) the Audited Financial Statements of the Company for the year ended 31st March, 2015 and the Reports of the Board's Report and Auditors thereon; and
- (b) the Audited Consolidated Financial Statements of the Company for the year ended 31st March, 2015 and the Report of Auditors thereon.

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Not Voted	Invalid votes
	No. of shares	% of valid votes	No. of shares	% of valid votes	No of shares	No. of shares
Remote E-Voting	34020682	-	5	-	0	0
Physical Voting	264	-	0	-	0	0
TOTAL	34020946	99.99	5	0.01	0	0

The Votes cast in favour are more than the votes cast against the resolution.

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	Votes in favour of the resolution		Votes against the resolution		Not Voted	Invalid votes
	No. of shares	% of valid votes	No. of shares	% of valid votes	No of shares	No. of shares
Remote E-Voting	34020682	-	5	-	0	0
Physical Voting	264	-	0	-	0	0
TOTAL	34020946	99.99	5	0.01	0	0

The Votes cast in favour are more than the votes cast against the resolution.

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

Ratification of appointment of M/s M.P.Chitale & Co., Chartered Accountants as the statutory Auditors

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Not Voted	Invalid votes
	No. of shares	% of valid votes	No. of shares	% of valid votes	No of shares	No. of shares
Remote E-Voting	34020687	-	0	-	0	0
Physical Voting	264	-	0	-	0	0
TOTAL	34020951	100.00	0	0.00	0	0

The Votes cast in favour are more than the votes cast against the resolution.



4) Item No. 4 of the Notice (As an Ordinary Resolution)

Appointment of Mr. Akhtar Shamsi as an Independent Director

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Not Voted	Invalid votes
	No. of shares	% of valid votes	No. of shares	% of valid votes	No of shares	No. of shares
Remote E-Voting	34020682	-	5	-	0	0
Physical Voting	264	-	0	-	0	0
TOTAL	34020946	99.99	5	0.01	0	0

The Votes cast in favour are more than the votes cast against the resolution.

5) Item No. 5 of the Notice (As an Ordinary Resolution)

Appointment of Ms. Vijaya Nair as an Independent Director

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Not Voted	Invalid votes
	No. of shares	% of valid votes	No. of shares	% of valid votes	No of shares	No. of shares
Remote E-Voting	34020682	-	5	-	0	0
Physical Voting	264	-	0	-	0	0
TOTAL	34020946	99.99	5	0.01	0	0

The Votes cast in favour are more than the votes cast against the resolution.

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

Adoption of new set of Articles of Association of the Company pursuant to the provisions of new Companies Act, 2013

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Not Voted	Invalid votes
	No. of shares	% of valid votes	No. of shares	% of valid votes	No of shares	No. of shares
Remote E-Voting	34020682	-	5	-	0	0
Physical Voting	264	-	0	-	0	0
TOTAL	34020946	99.99	5	0.01	0	0

The Votes cast in favour are more than the votes cast against the resolution.

All the Resolutions mentioned in the Notice of AGM as detailed above stand passed under Remote E-Voting and voting conducted at AGM by way of Poll Papers with the requisite majority on the date of the AGM.



I hereby confirm that I am maintaining the Registers received from the Agency/ Service Provider both electronically and manually, in respect of the votes cast through Remote E-Voting and voting conducted at the AGM by way of Poll Papers by the Members of the Company. The Poll 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 of the Company for safe keeping, after the Chairman signs the Minutes.

Thanking You,


Virendra Bhatt
ACS:UM/157
COP-124


Place: Mumbai

Date: 1st October, 2015

Witnesses:


Ms. Meghna S. Mistry


Ms. Vidhi S. Shah

Countersigned

For **Carol Info Services Limited**


Dr. G.B. Parulkar
Chairman