

RESULT OF E-VOTING AND POSTAL BALLOT DECLARED FOR RESOLUTION FORMING PART OF THE NOTICE OF POSTAL BALLOT DATED 5TH JANUARY, 2017

Pursuant to the applicable provisions of the Companies Act, 2013, Rules framed thereunder and Secretarial Standard - 2, the resolution of E-voting and Postal Ballot, passed with requisite majority, shall be deemed to have been passed on Sunday, 12th March, 2017, the last date specified by the Company for receipt of duly completed postal ballot forms and e-voting.

Today, on 14th March, 2017, Mr. Virendra Bhatt, Scrutinizer, submitted Consolidated Report on E-voting and Postal Ballot with respect to the resolution included in the Notice of Postal Ballot dated 5th January, 2017. Based on the Scrutinizer's Report, I declare that the resolution included in the Notice of Postal Ballot dated 5th January, 2017 is passed with requisite majority.

The detailed result of resolution is as under:

| Details | E-voting | Postal Ballot | Total voting |
|--|--|---------------|--------------|
| Number of members who cast their votes | 16 | 36 | 52 |
| Total number of shares held by them | 3,40,29,803 | 6,300 | 3,40,36,103 |
| Valid votes | As per details provided in the Resolution mentioned hereunder. | | |
| Abstained / Invalid votes | As per details provided in the Resolution mentioned hereunder. | | |

SPECIAL BUSINESS

1) Item No. 1 of the Notice (As a Special Resolution)


Appointment of Dr. G. B. Parulkar as Managing 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. |
| E-voting | 3,40,29,803 | 3,40,29,648 | - | 155 | - | 0 |
| Postal Ballot | 5,150 | 4,950 | - | 200 | - | 1,150 |
| TOTAL | 3,40,34,953 | 3,40,34,598 | 99.99 | 355 | 0.01 | 1,150 |

Notes:

1. The votes cast does not include invalid and abstained voting
2. The aforesaid resolution is passed with requisite majority.

For CAROL INFO SERVICES LIMITED


SHAHNAWAZ KHAN
DIRECTOR
(DIN: 03053420)

Place: Mumbai
Date: 14th March, 2017



Virendra Bhatt

Company Secretary

Office :

602, Tardeo Airconditioned Market,
Tardeo Main Road, Tardeo,
Mumbai-400 034.

Tel. : 2351 4867 / 2351 2412

Mobile : 98200 48670

e-mail : bhattivirendra1945@yahoo.co.in

Date: 14th March, 2017

To,
THE CHAIRMAN
CAROL INFO SERVICES LIMITED
Wockhardt Towers,
Bandra-Kurla Complex,
Bandra (East), Mumbai – 400 051.

Subject: Scrutinizer's Report u/s 108 & 110 of the Companies Act, 2013 for voting by Equity shareholders through Postal Ballot & Remote e-voting.

The Board of Directors of Carol Info Services Limited (hereinafter referred to as the 'Company') at its meeting held on 31st December, 2016 had appointed me as the Scrutinizer for the Postal Ballot/Remote Electronic Voting pursuant to Sections 108 & 110 of the Companies Act, 2013 (the 'Act') read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and other applicable provisions, if any, for the Resolution in respect of the matter(s) as set out in the Postal Ballot Notice proposed to be transacted by way of postal ballot / e-voting.

Report on Scrutiny

- The Company had 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 through their website www.evoting.nsdl.com.
- Link Intime India Private Limited is the Registrar and Transfer Agent of the Company.
- The cut-off date for determining members for the dispatch of the Notice of Postal Ballot was 3rd February, 2017 (Physical & E-mail) and as on that date, there were 10,654 members of the Company. The Company/Services Provider had sent the Postal Ballot Notice along with Postal Ballot Form and e-voting details by E-mail to 2,197 cases whose E-mail ID were registered with the Company/RTA. In respect of 8,457 cases, the Company had sent the Notice of the Postal Ballot, Postal Ballot Form along with self-addressed pre-paid postage in physical form by Courier / Registered post / Speed Post, as the case may be.
- The Company completed the dispatch of the Notice of Postal Ballot through/by email and physical form to the members on 10th February, 2017.
- The Notices 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 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 3rd February, 2017.
- The remote e-voting facility was kept open from 11th February, 2017 (9:00 a.m.) to 12th March, 2017 (5:00 p.m.).
- As prescribed in clause (v) of sub-rule (4) of Rule 20 read with sub-rule (3) of Rule 22 of the Companies (Management and Administration Rules), 2014, the Company also released an advertisement in 'The Free Press Journal' in English language having country-wide circulation dated 11th February, 2017 and in 'Navshakti', in Marathi language dated 11th February, 2017. The notice published in the Newspapers carried the information as required under the said Rules.
- The votes were unblocked on Sunday, 12th March, 2017 after 5.00 p.m. (IST) in the presence of two witnesses who are not in the employment of the Company.
- All postal ballot forms received up to Sunday, 12th March, 2017, being the last date fixed by the Company for the receipt of the forms, were considered for my scrutiny. All votes cast on NSDL remote e-voting platform up to 5.00 p.m. on Sunday, 12th March, 2017 were considered for my scrutiny.
- The postal ballot forms which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
- Envelopes containing postal ballot forms returned undelivered were also not opened and they are kept separately.

The combined results of the Remote e-voting together with voting conducted by Postal Ballot are as under:

| Details | Remote E-voting | Postal Ballot | Total voting |
|---------------------------------------|--|---------------|--------------|
| Number of member who cast their votes | 16 | 36 | 52 |
| Total number of shares held by them | 3,40,29,803 | 6,300 | 3,40,36,103 |
| Valid votes | As per details provided in each one of the Resolution mentioned hereunder. | | |
| Invalid votes | As per details provided in each one of the Resolution mentioned hereunder. | | |

Note: Percentage of votes cast in favour or against the resolution are calculated based on the valid votes cast through Remote e-voting or Physical Postal Ballot.



Item no. 1 of the Notice (As a Special Resolution)

Appointment of Dr. G. B. Parulkar as Managing 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. | Nos. | Percentage | Nos. | Percentage |
| E-Voting | 3,40,29,803 | 0 | 3,40,29,803 | 3,40,29,648 | -- | 155 | -- |
| Postal Ballot | 6,300 | 1,150 | 5,150 | 4,950 | -- | 200 | -- |
| Total | 3,40,36,103 | 1,150 | 3,40,34,953 | 3,40,34,598 | 99.99 | 355 | 0.01 |


Table showing Bifurcations of Promoters, Financial Institutions and Others for Item No. 1 - as per Annexure A

Resolution 1 of the notice stand passed with requisite majority. I consider that Resolution no. 1 relating to appointment of Dr. G. B. Parulkar as Managing Director of the Company would not attract the provisions of Section 188 of the Companies Act, 2013.

The resolution mentioned in the notice as per the details given above stand passed under remote e-voting and voting conducted by postal ballot with the requisite majority and hence deemed to be passed at the 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 conducted by postal ballot by the members of the Company. The postal ballot papers and all other relevant records relating to remote e-voting and physical postal ballot are under my safe custody and will be handed to the Company Secretary for safe keeping.

Thanking You,
Yours Faithfully


Virendra Bhatt
ACS- 1157
COP-124

Date: 14th March, 2017
Place: Mumbai

Witnesses:


Kashyap V. Patel


Megha Shah

Countersigned and received the Report

For Carol Info Services Limited (on behalf of the Board)


Chairman
Date: 14th March, 2017
Place: Mumbai

CAROL INFO SERVICES LIMITED

| Resolution Required : | | | Special Resolution | | | | | |
|---|----------------|--------------------|---------------------|---|--------------------------|-----------------------|--------------------------------------|------------------------------------|
| Whether promoter/ promoter group are interested in the agenda/resolution? | | | No | | | | | |
| Category | Mode of Voting | No. of shares held | No. of votes polled | % of Votes Polled on outstanding shares | No. of Votes – in favour | No. of Votes –Against | % of Votes in favour on votes polled | % of Votes against on votes polled |
| | | [1] | [2] | $[3]=\{[2]/[1]\} * 100$ | [4] | [5] | $[6]=\{[4]/[2]\} * 100$ | $[7]=\{[5]/[2]\} * 100$ |
| Promoter and Promoter Group | E-Voting | 3,40,29,288 | 3,40,29,288 | - | 3,40,29,288 | - | 100 | - |
| | Postal Ballot | | 0 | - | 0 | - | - | - |
| | Total | | 3,40,29,288 | 100 | 3,40,29,288 | 0 | 100 | 0 |
| Public Institutions | E-Voting | 6,700 | 0 | - | 0 | 0 | - | - |
| | Postal Ballot | | 0 | - | 0 | 0 | - | - |
| | Total | | 0 | 0 | 0 | 0 | 0 | 0 |
| Public Non-Institutions | E-Voting | 14,00,484 | 515 | - | 360 | 155 | - | - |
| | Postal Ballot | | 5150 | - | 4,950 | 200 | - | - |
| | Total | | 5,665 | 0.40 | 5,310 | 355 | 93.73 | 6.27 |
| Total | | 3,54,36,472 | 3,40,34,953 | 96.04 | 3,40,34,598 | 355 | 99.99 | 0.01 |

