

VIJAY KUMAR MISHRA

B. Com. (Hons.), A.C.A., F.C.S.

PARESH D PANDYA

B. Com., A.C.S.

**VKM & ASSOCIATES**

**PRACTISING COMPANY SECRETARIES**

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**Form No. MGT-13  
Report of Scrutinizer(s)**

**Combined Scrutinizer's Report (E-Voting & Poll)  
For NEO INFRACON LIMITED**

To,  
Chairman,  
Neo Infracon Limited  
52/52-A, Naunbhai Desai Road ,  
9 Mulji Thakarsi Building,  
Sindhi Lane, Mumbai 400 004

Dear Sir,

**Subject: Consolidated Scrutinizer's Report on remote e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 and voting by poll at the 36<sup>th</sup> Annual General Meeting of Neo Infracon Limited held on Monday, September 23, 2019 at 12.00 Noon at 1<sup>st</sup> Floor, Nilay Life Scapes, Parmanand Wadi Opp. Lohana mahajan Wadi, Charani Road, Mumbai - 400 004, Maharashtra**

I, Vijay Kumar Mishra, of VKM & Associates, Practising Company Secretaries, had been appointed as the Scrutinizer by the Board of Directors of Neo Infracon Limited pursuant



to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, to conduct the remote e-voting process in respect of the below mentioned resolutions proposed at the 36<sup>th</sup> Annual General Meeting (AGM) of Neo Infracon Limited on Monday, September 23, 2019 at 12.00 Noon.

I was also appointed as Scrutinizer on August 14, 2019 to scrutinize the voting process at the said AGM .

At the request of the management, we hereby submit our Combined Scrutinizer report on e-voting and poll as under:

- a. The notice dated August 14, 2019, along with a statement setting out material facts under Section 102 of the Act as confirmed by the Company was sent to the shareholders in respect of the below-mentioned resolutions passed at the 36<sup>th</sup> AGM of the Company.
- b. The Company had availed the e-voting facility offered by National Securities Depository Limited (NSDL) for conducting remote e-voting by the Shareholders of the Company.
- c. The Company had also provided voting by way of the poll to the shareholders present at the 36<sup>th</sup> AGM and who had not cast their vote earlier through remote e-voting facility.
- d. The shareholders of the company holding shares as on the "cut-off" date of 13<sup>th</sup> September, 2019 were entitled to vote on the resolutions as contained in the Notice of the 36<sup>th</sup> AGM.
- e. The voting period for remote e-voting commenced on Friday, 20<sup>th</sup> September, 2019 (9.00 a.m.) and ended on Sunday, 22<sup>th</sup> September, 2019 at (5.00 p.m.) and the NSDL e-voting



platform was blocked thereafter.

- f. After the closure of the voting at the 36<sup>th</sup> AGM, the report on voting done at the meeting was generated in my presence and the voting was diligently scrutinized by me.
- g. The votes cast under remote e-voting facility were thereafter unblocked in the presence of two witnesses who were not in the employment of the Company and after the conclusion of the voting at the 36<sup>th</sup> AGM the votes cast there under were counted.
- h. I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the NSDL e-voting system and voting by the poll at the 36<sup>th</sup> AGM.
- i. The Management of the Company is responsible to ensure compliance with the requirements of the Act and rules relating to remote e-voting and the poll conducted at the venue of the meeting on the resolutions contained in the notice of the 36<sup>th</sup> AGM.
- j. My responsibility as scrutinizer for the remote e-voting and the voting conducted through a poll at the venue of the meeting is restricted to making a Scrutinizer's Report of the votes cast in favour or against the resolutions.

I now submit my consolidated Report as under on the result of the remote e-voting and voting by the electronic voting system at the 36<sup>th</sup> AGM in respect of the said resolutions.



### Resolution No. 1: Ordinary Resolution

To receive, consider, approve and adopt the audited Financial Statement for the Financial Year ended 31st March 2019 and the Reports of the Board of Directors and the Auditors thereon.

**(i) Voted in favour of resolution.**

| Mode of Voting              | Number of Members Voted | Number of valid votes cast by them | % of the total number of valid votes cast |
|-----------------------------|-------------------------|------------------------------------|---|
| Remote e-Voting             | 18                      | 37,40,143                          | 99.99%                                    |
| Voting at AGM by Insta Poll | 17                      | 4522                               | 99.99%                                    |
| Total                       | 35                      | 37,44,665                          | 99.99%                                    |

**(ii) Voted against the resolution.**

| Mode of Voting              | Number of Members Voted | Number of valid votes cast by them | % of the total number of valid votes cast |
|-----------------------------|-------------------------|------------------------------------|---|
| Remote e-Voting             | 1                       | 2                                  | 0.01%                                     |
| Voting at AGM by Insta Poll | 1                       | 1                                  | 0.01%                                     |
| Total                       | 2                       | 3                                  | 0.01%                                     |

**(iii) Invalid votes.**

| Number of Members whose votes were declared invalid | Number of invalid votes cast by them |
|---|--------------------------------------|
| Nil   | NA                                   |



## Resolution No. 2: Ordinary Resolution

To appoint Director in place of Mr. Ankush Mehta (DIN: 06387976), who retires by rotation and been eligible, offers himself for re-appointment.

### (i) Voted in favour of resolution.

| Mode of Voting              | Number of Members Voted | Number of valid votes cast by them | % of the total number of valid votes cast |
|-----------------------------|-------------------------|------------------------------------|---|
| Remote e-Voting             | 10                      | 13,78,772                          | 99.99%                                    |
| Voting at AGM by Insta Poll | 17                      | 4522                               | 99.99%                                    |
| Total                       | 27                      | 13,83,294                          | 99.99%                                    |

### (ii) Voted against the resolution.

| Mode of Voting              | Number of Members Voted | Number of valid votes cast by them | % of the total number of valid votes cast |
|-----------------------------|-------------------------|------------------------------------|---|
| Remote e-Voting             | 1                       | 2                                  | 0.01%                                     |
| Voting at AGM by Insta Poll | 1                       | 1                                  | 0.01%                                     |
| Total                       | 2                       | 3                                  | 0.01%                                     |

### (i) Invalid votes.

| Number of Members whose votes were declared invalid | Number of invalid votes cast by them |
|---|--------------------------------------|
| 08  | 23,61,371                            |



### Resolution No. 3: Ordinary Resolution

To appoint Mr.bhavik Mehta (DIN:06387976) as an Non - Executive Director, in this Regard, pass the following Resolution as an Ordinary Resolution:

**(i) Voted in favour of resolution.**

| Mode of Voting              | Number of Members Voted | Number of valid votes cast by them | % of the total number of valid votes cast |
|-----------------------------|-------------------------|------------------------------------|---|
| Remote e-Voting             | 10                      | 13,78,772                          | 99.99%                                    |
| Voting at AGM by Insta Poll | 17                      | 4522                               | 99.99%                                    |
| Total                       | 27                      | 13,83,294                          | 99.99%                                    |

**(ii) Voted against the resolution.**

| Mode of Voting              | Number of Members Voted | Number of valid votes cast by them | % of the total number of valid votes cast |
|-----------------------------|-------------------------|------------------------------------|---|
| Remote e-Voting             | 1                       | 2                                  | 0.01%                                     |
| Voting at AGM by Insta Poll | 1                       | 1                                  | 0.01%                                     |
| Total                       | 2                       | 3                                  | 0.01%                                     |

**(i) Invalid votes.**

| Number of Members whose votes were declared invalid | Number of invalid votes cast by them |
|---|--------------------------------------|
| 08  | 23,61,371                            |



#### Resolution No. 4: Ordinary Resolution

To Consider & recommend appointment of Mr. Ankush Mehta (DIN:06387976) as Managing Director of the Company for Period of 5 year:

**(i) Voted in favour of resolution.**

| Mode of Voting              | Number of Members Voted | Number of valid votes cast by them | % of the total number of valid votes cast |
|-----------------------------|-------------------------|------------------------------------|---|
| Remote e-Voting             | 10                      | 13,78,772                          | 99.99%                                    |
| Voting at AGM by Insta Poll | 17                      | 4522                               | 99.99%                                    |
| Total                       | 27                      | 13,83,294                          | 99.99%                                    |

**(ii) Voted against the resolution.**

| Mode of Voting              | Number of Members Voted | Number of valid votes cast by them | % of the total number of valid votes cast |
|-----------------------------|-------------------------|------------------------------------|---|
| Remote e-Voting             | 1                       | 2                                  | 0.01%                                     |
| Voting at AGM by Insta Poll | 1                       | 1                                  | 0.01%                                     |
| Total                       | 2                       | 3                                  | 0.01%                                     |

**(i) Invalid votes.**

| Number of Members whose votes were declared invalid | Number of invalid votes cast by them |
|---|--------------------------------------|
| 08  | 23,61,371                            |



k. The above Resolutions No 1 to No. 4 were passed with majority of Votes.

l. All electronic data and relevant records of voting will remain in my custody until the Chairman considers, approves and sign the Minutes of 36<sup>th</sup> Annual General meeting of the Company and after, the same will be handed over to Managing Director and Chairman, Mr Ankush Mehta for safe keeping.

Thanking you,

Yours Faithfully  
For VKM & Associates  
Practising Company Secretaries



Vijay Kumar Mishra  
Partner  
Mem No.: F 5023 COP: 4279

Date: 24/09/2019  
Place: Mumbai