



CONSOLIDATED SCRUTINIZERS' REPORT

*[Pursuant to Section 108 of the Companies Act, 2013 and
Rule 20 and 21 of Companies (Management and Administration) Rules, 2014]*

To,
The Chairman of 34th Annual General Meeting,
Intellivate Capital Ventures Limited
66/1, Hansa Villa, Bhaudaji Cross Road,
Opp. South Indian Gymkhana, Matunga (CR),
Mumbai - 400019

Respected Sir,

Sub.: Consolidated Scrutinizer's Report for passing of Resolutions through Remote E-voting Process and Voting by Poll at 34th Annual General Meeting (AGM) of the Members of Intellivate Capital Ventures Limited (the Company) held on Friday 22nd September, 2017.

1. I, PCS Sandhya Malhotra, Proprietor, M/s. SRM & Co., Company Secretaries, Mumbai was appointed as Scrutinizer by the Board of Directors of the Company for the purpose of:
 - a) Conducting Poll through polling papers under the provisions of Section 109 of the Companies Act, 2013 ('the Act') read with Rule 21 of the Companies (Management and Administration) Rules, 2014;
 - b) Scrutinizing the remote e-voting process in terms of the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015; and
 - c) Scrutinizing the votes cast through Polling Paper (at the AGM) for those shareholders, who did not cast their votes through e-voting facility in terms of provisions of Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;

in a fair and transparent manner, for passing of the Resolutions as mentioned under item numbers 1 to 5 as set out in the Notice of 34th AGM of the members of the Company dated 11th August, 2017.

2. The management of the Company is responsible to ensure the compliances with the requirements of the Act and Rules relating to remote e-voting and polling papers on the resolutions contained in the notice of AGM of the members/shareholders of the Company. My responsibility as a Scrutinizer for the remote e-voting process and poll

Page 1 of 6





conducted at the AGM is restricted to make a Consolidated Scrutinizer's Report of the votes cast 'in favour' or 'against' the resolutions stated in the said notice, based on the reports generated from the e-voting system provided by Central Depository Services (India) Limited (CDSL), the agency engaged by the Company to provide remote e-voting facility for e-voting and poll conducted at the AGM.

3. The Company has confirmed to me that Notice dated 11th August, 2017 alongwith Statement setting out material facts under Section 102 of the Act was dispatched on Tuesday, 29th August, 2017 to the shareholders by courier at their registered addresses and by e-mail to those shareholders, whose e-mail id is registered with the Registrar and Share Transfer Agent / Company / Depositories. The said notice was dispatched on the basis of Register of Members made available by the Registrar & Share Transfer Agent of the Company and the list of beneficial owners made available by the depositories viz., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on Friday, 18th August, 2017.
4. As per the provisions of Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company has published advertisement about completion of dispatch of AGM Notice and providing remote e-voting facility in the English newspaper "Active Times" and Marathi newspaper "Mumbai Lakshdeep" on Wednesday, 30th August, 2017.
5. In terms of the aforesaid Notice, voting through electronic means was kept open for 3 (three) days from Tuesday, 19th September, 2017 (09:00 a.m.) till Thursday, 21st September, 2017 (05:00 p.m.).
6. The voting rights of members was considered in proportion to their shares in the paid up equity share capital of the Company as on the cut-off date i.e. Friday, 15th September, 2017.
7. As required under the said rules, after the closure of the voting at the AGM, the votes cast through poll were counted, thereafter the votes cast under remote e-voting facility were unblocked in the presence of two witnesses who are not in employment with the Company.

Summary of the remote e-voting and poll at the AGM is as follows:





Resolution No. 1

Ordinary Resolution for adoption of Audited Financial Statements for the year ended 31 st March, 2017 along with Boards' Report and Auditors' Report thereon.									
Particulars	Category	Mode of Voting	No. of shares held	No. of valid 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
Promoter and Promoter Group	E-Voting		20,154,500	14,394,500	71.42	14,394,500	0	71.42	0.00
	Poll			5,760,000	28.58	5,760,000	0	28.58	0.00
	Total (A)		20,154,500	20,154,500	100.00	20,154,500	0	100.00	0.00
Public-Institutions	E-Voting		0	0	0	0	0	0	0
	Poll			0	0	0	0	0	0
	Total (B)		0	0	0	0	0	0	0
Public- Non Institutions	E-Voting		8,945,500	6,057,823	67.72	6,057,823	0	100.00	0.00
	Poll			0	0	0	0	0	0
	Total (C)		8,945,500	6,057,823	67.72	6,057,823	0	100.00	0.00
Total (A+B+C)			29,100,000	26,212,323	90.08	26,212,323	0	100.00	0.00

Result: May be considered passed unanimously.

Resolution No. 2

Ordinary Resolution for appointment of Director in place of Mrs. Leena Modi, Director of the Company (DIN: 00796382), who retires by rotation and being eligible, offers herself for re-appointment.									
Particulars	Category	Mode of Voting	No. of shares held	No. of valid 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
Promoter and Promoter Group	E-Voting		20,154,500	14,394,500	71.42	14,394,500	0	71.42	0.00
	Poll			5,760,000	28.58	5,760,000	0	28.58	0.00
	Total (A)		20,154,500	20,154,500	100.00	20,154,500	0	100.00	0.00
Public-Institutions	E-Voting		0	0	0	0	0	0	0
	Poll			0	0	0	0	0	0
	Total (B)		0	0	0	0	0	0	0
Public- Non Institutions	E-Voting		8,945,500	6,057,823	67.72	6,057,823	0	100.00	0.00
	Poll			0	0	0	0	0	0
	Total (C)		8,945,500	6,057,823	67.72	6,057,823	0	100.00	0.00
Total (A+B+C)									

Result: May be considered passed unanimously.





Resolution No. 3

Particulars		Ordinary Resolution for appointment of M/s K. J. Shah & Associates, Chartered Accountants, Mumbai (FRN: 127308W) as Statutory Auditors of the Company to hold office from the conclusion of 34 th Annual General Meeting until the conclusion of 39 th Annual General Meeting.						
Category	Mode of Voting	No. of shares held	No. of valid 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
Promoter and Promoter Group	E-Voting	20,154,500	14,394,500	71.42	14,394,500	0	71.42	0.00
	Poll		5,760,000	28.58	5,760,000	0	28.58	0.00
	Total (A)	20,154,500	20,154,500	100.00	20,154,500	0	100.00	0.00
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Total (B)	0	0	0	0	0	0	0
Public- Non Institutions	E-Voting	8,945,500	6,057,823	67.72	6,057,823	0	100.00	0.00
	Poll		0	0	0	0	0	0
	Total (C)	8,945,500	6,057,823	67.72	6,057,823	0	100.00	0.00
Total (A+B+C)		29,100,000	26,212,323	90.08	26,212,323	0	100.00	0.00
Result: May be considered passed unanimously.								

Resolution No. 4

Particulars		Special Resolution for approval to increase the borrowing powers of the Company in excess of Limits prescribed under Section 180(1)(c) of the Companies Act, 2013 upto Rs. 100 Crores (Rupees One Hundred Crores only).						
Category	Mode of Voting	No. of shares held	No. of valid 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
Promoter and Promoter Group	E-Voting	20,154,500	14,394,500	71.42	14,394,500	0	71.42	0.00
	Poll		5,760,000	28.58	5,760,000	0	28.58	0.00
	Total (A)	20,154,500	20,154,500	100.00	20,154,500	0	100.00	0.00
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Total (B)	0	0	0	0	0	0	0
Public- Non Institutions	E-Voting	8,945,500	6,057,823	67.72	6,057,823	0	100.00	0.00
	Poll		0	0	0	0	0	0
	Total (C)	8,945,500	6,057,823	67.72	6,057,823	0	100.00	0.00





Total (A+B+C)	29,100,000	26,212,323	90.08	26,212,323	0	100.00	0.00
Result: May be considered passed unanimously.							

Resolution No. 5

Special Resolution for approval to authorize the Board of Directors of the Company to grant loans or make investments in bodies corporates or to give guarantee or provide Security in connection with a loan in excess of Limits prescribed under Section 186 of the Companies Act, 2013 upto Rs. 100 Crores (Rupees One Hundred Crores only).								
Particulars								
Category	Mode of Voting	No. of shares held	No. of valid 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
Promoter and Promoter Group	E-Voting	20,154,500	14,394,500	71.42	14,394,500	0	71.42	0.00
	Poll		5,760,000	28.58	5,760,000	0	28.58	0.00
	Total (A)	20,154,500	20,154,500	100.00	20,154,500	0	100.00	0.00
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Total (B)	0	0	0	0	0	0	0
Public- Non Institutions	E-Voting	8,945,500	6,057,823	67.72	6,057,823	0	100.00	0.00
	Poll		0	0	0	0	0	0
	Total (C)	8,945,500	6,057,823	67.72	6,057,823	0	100.00	0.00
Total (A+B+C)		29,100,000	26,212,323	90.08	26,212,323	0	100.00	0.00
Result: May be considered passed unanimously.								

I further report that:

- I have received all the documents as mentioned in Sections 105 and 113 of the Act and such other applicable provisions under the relevant Rules, thereunder, together with Attendance Register/s, and also the Ballot Box used at the venue of the AGM, duly sealed; and
- The Register/s, all other papers and relevant records relating to Remote e-voting and Poll at the AGM, shall remain in my safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid AGM and thereafter the same will be handed over to the Chairman / Company Secretary & Compliance Officer of the Company for safe keeping.





SRM & CO.
COMPANY SECRETARIES

For M/s SRM & Co.
Company Secretaries



Sandhya Malhotra
Proprietor

M. No. FCS 6715 C.P. No. 9928

Place: Mumbai
Date: 22nd September, 2017

Countersigned by:

Mr. Venkateswara Rao
Chairman,
34th Annual General Meeting
Intellivate Capital Ventures Limited



Place: Mumbai
Date: 22nd September, 2017