

**RANJEET PANDEY & ASSOCIATES**  
Company Secretaries

Annexure 'B' (call)

**CONSOLIDATED SCRUTINIZER'S REPORT**

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To  
Mr. Jayant Mehta  
The Chairman  
Meeting of the Equity Shareholders of  
**INTEGRATED CAPITAL SERVICES LIMITED**  
Called by the Hon'ble National Company Law Tribunal ("NCLT"), New Delhi Bench on 6<sup>th</sup> February,  
2018 at Hotel Check Inn by Oran, New Delhi-110001 at 12:30 P.M.

Ref: Order passed by Hon'ble National Company Law Tribunal, New Delhi Bench on 21<sup>st</sup> December, 2017 in the matter of CA (CAA)-138(ND)/2017 in connection with Scheme of Amalgamation of Deora Associates Private Limited with Integrated Capital Services Limited.

Sub: Consolidated Scrutinizer's report on poll at the NCLT Convened Meeting of the Equity Shareholders of Integrated Capital Services Limited conducted as per the directions of NCLT vide its Order dated 21<sup>st</sup> December, 2017 and e-voting and postal ballot conducted pursuant to the provision of Section 110 of the Companies Act, 2013 ("the Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended up to date, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Respected Sir,

I, CS Ranjeet Pandey, proprietor of Ranjeet Pandey & Associates, Company Secretaries, having office at A-308, LGF, Defence Colony, New Delhi- 110024, was appointed by NCLT vide its order dated 21<sup>st</sup> December, 2017 as scrutinizer to scrutinize the voting process (through postal ballot, e-voting and voting through poll process at the meeting) of the equity shareholders of Integrated Capital Services Limited ("the Company") in order to pass the following resolution:

"RESOLVED THAT pursuant to the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 and the provisions of the Memorandum and Articles of Association of Integrated Capital Services Limited ("the Transferee Company") and as directed by the Hon'ble National Company Law Tribunal, and further subject to the consents, approvals and permissions to be obtained from appropriate authorities to the extent applicable or necessary, approval of the Equity Shareholders be and is hereby accorded to the Scheme of Arrangement amongst Deora Associates Private Limited (the Transferor Company), the Transferee Company and their respective shareholders and creditors ("Scheme of Arrangement")."



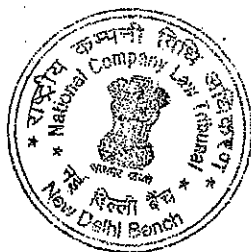
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"RESOLVED FURTHER THAT Mr. Sajeve Deora, (DIN: 00003305), Director of the Transferee Company, be and is hereby authorized to do all such acts, deeds, matters and things, as may be considered requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the arrangements embodied in the Scheme of Arrangement and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the Hon'ble National Company Law Tribunal, New Delhi Bench and/or any other authority(ies) while sanctioning the Scheme of Arrangement or by any authority under law, or as may be required for the purpose of resolving any doubts or difficulties that may arise in giving effect to the Scheme of Arrangement."

In this respect, I submit my report as under:

1. As confirmed by the management of the Company, the notice dated January 5, 2018, along with statement setting out material facts under Section 230(3) r/w Section 102 and other applicable provisions of the Act were sent to the equity shareholders in respect of the below mentioned resolution passed at the NCLT convened meeting.
2. The shareholders of the Company had an option to vote either through the postal ballot form or through electronic voting (remote e-voting) facility to cast their votes on the designated website [www.evoting.nsdl.com](http://www.evoting.nsdl.com) via National Securities Depository Limited (hereinafter to be referred as 'NSDL').
3. I had monitored the process of remote e-voting through Scrutinizer's secured link provided by NSDL on the designated website.
4. The remote e-voting period commenced on Sunday, January 07, 2018 at 09:00 A.M. and ended on Monday, February 05, 2018 at 05:00 P.M.
5. All postal ballot forms received upto Monday, February 05, 2018 at 05:00 P.M., the last date and time fixed by the Company for receipt of the forms, were considered by me for scrutiny.
6. Particulars of all the Postal Ballot forms received from the Equity Shareholders have been entered in a Register separately maintained for the purpose. Similarly, votes cast through remote e-voting have also been recorded in the register maintained for this purpose.
7. The Postal Ballot forms were kept in my safe custody before commencing the scrutiny of such postal ballot forms.

Only One Postal ballot form has been received and said form was duly opened in my presence diligently scrutinised, reconciled with the records maintained by the Company/Registrar and Share transfer agents of the Company and the authorisations/proxies lodged with the Company by equity shareholders as on the cut off date i.e. December 29, 2017.



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8. The ballots, which were incomplete and/or which were otherwise found defective or signature of any shareholder did not match with the records have been treated as invalid and were kept separately.
9. NCLT convened meeting of the equity shareholders of the Company was held on Tuesday, 6<sup>th</sup> February, 2018 at Hotel Check Inn by Oran, New Delhi-110001 at 12:30 P.M. Since the quorum as directed by the Hon'ble NCLT was present, the meeting of the equity shareholders was accordingly called to order.
10. After the time fixed for closing of the poll by the Chairman, 1 (One) ballot box kept for polling was locked in my presence with due identification marks placed by me.
11. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company and the authorisations/proxies lodged with the Company.
12. The summary of results of poll at NCLT convened Meeting of Equity shareholder, postal ballot and e-voting are as under:

i. Voted in favour of the resolution:

Mode of Voting	Number of equity shareholders voted	No. of votes cast by them	% of total number of equity shareholders voted	% of total number of valid votes cast
E-Voting	19	2397484	100	100
Poll	5	167	35.71	40.83
Postal Ballot	1	5000	100	100
Total	25	2402651	73.53	99.99



ii. Voted against of the resolution:

Mode of Voting	Number of equity shareholders voted	No. of votes cast by them	% of total number of equity shareholders voted	% of total number of valid votes cast
E-Voting	NIL	NIL	NIL	NIL
Poll	9	242	64.29	59.17
Postal Ballot	NIL	NIL	NIL	NIL
Total	9	242	26.47	0.01

iii. Invalid votes:

Mode of Voting	Total number of equity shareholders whose votes were declared invalid	Total number of votes cast by them
E-Voting	NIL	NIL
Poll	7	950159
Postal Ballot	NIL	NIL
Total	7	950159

13. The Poll/ballot papers and all other relevant were sealed and handed over to the Company Secretary of the Company, authorised by the Board for safe keeping.

Thanking You.  
Yours faithfully

*Ranjeet Pandey*

CS Ranjeet Pandey  
RANJEET PANDEY & ASSOCIATES  
Company Secretaries  
FCS NO.5922  
CP NO.6087



Place: New Delhi  
Date: 07/02/2018

