

## FINTECH COMMUNICATION LIMITED

B-6/3, Navy Colony, Liberty Garden, Malad West, Mumbai 400064. Tel: 9167646424 CIN L72200MH1995PLC087758

29<sup>th</sup> September, 2014.

To  
BSE Limited,  
Corporate Relationship Department,  
1<sup>st</sup> Floor, New Trading Ring,  
PhirozeJeejeebhoy Towers,  
Dalal Street, Mumbai - 400 001.

**Security Code No. 531754**

**Sub : Outcome of Annual General Meeting held on Saturday, September 27, 2014.**

Dear Sirs,

We wish to inform you that at the Annual General Meeting (AGM) of the company held on Saturday, September 27, 2014 at B-6/3, Navy Colony, Liberty Garden, Malad (West), Mumbai-400064, the following business was considered and approved by the shareholders with requisite majority as applicable.

Voting by members :

Sr. No.	Details of Agenda	Resolution (Ordinary / Special)	Mode of Voting : (E-Voting / Poll)	Remarks
1.	Adoption of Financial Statements for the year ended 31 <sup>st</sup> March, 2014 and reports of the Directors and Auditors thereon.	Ordinary	E-voting & Poll	Passed Unanimously
2.	Re-Appointment of M/s S. M. Bhat & Associates, Chartered Accountants as the Auditors and fixing their remuneration.	Ordinary	E-voting & Poll	Passed Unanimously
3.	Appointment of Mr. Nitin Raghav Vithalas as an Director of the Company.	Ordinary	E-voting & Poll	Passed Unanimously
4.	Appointment of Mrs. Vandana Gopichand Gupta as a Director of the Company.	Ordinary	E-voting & Poll	Passed Unanimously



5.	Re-Appointment of Mr. Nitin Raghav Vithal as an Independent Director of the Company for a term of 5 years.	Ordinary	E-voting & Poll	Passed Unanimously
6.	Re-Appointment of Mr. Aniruddha Arun Dandekar as an Independent Director of the Company for a term of 5 years.	Ordinary	E-voting & Poll	Passed Unanimously
7.	Appointment of Mrs. Vandana Gopichand Gupta as an Independent Director of the Company for a term of 3 years.	Ordinary	E-voting & Poll	Passed Unanimously
8.	Approval under Section 180(1)(c) of the Companies Act, 2013 for borrowing money upto Rs.25 crores over and above the aggregate of the paid-up share capital and free reserves of the Company.	Special	E-voting & Poll	Passed Unanimously
9.	Approval under Section 180(1)(a) of the Companies Act, 2013 for Creation of Security.	Special	E-voting & Poll	Passed Unanimously

The mode of voting for all resolution was :

- (i) E-Voting : and
- (ii) Poll conducted at the AGM to facilitate the shareholders who attended the AGM Personally and did not participate in the e-voting process.

Result of voting in the prescribed format is annexed herewith.

Kindly acknowledge receipt.

Yours faithfully,

For **FINTECH COMMUNICATION LTD**

  
**DIRECTOR / COMPLIANCE OFFICER**

Encl : As above.

**COMBINED SCRUTINIZER REPORT FOR E-VOTING & POLL  
FINTECH COMMUNICATION LIMITED**

To,  
The Chairman,  
FINTECH COMMUNICATION LIMITED

**Sub: Passing of Resolution through E-Voting AND Poll conducted at the Annual General Meeting (AGM) of FINTECH COMMUNICATION LIMITED held on Saturday, September 27, 2014**

I, CS Mahesh Kumar Soni, Partner, GMJ & Associates, Company Secretaries hereby submit combined Scrutinizer Report on E-Voting AND Poll conducted at the AGM of FINTECH COMMUNICATION LIMITED held on September 27, 2014.

The Board of Directors of the Company at their meeting held on May 30, 2014 have appointed me as the Scrutinizer for the e-voting held between September 21, 2014 at 9.00 A.M. to September 23, 2014 at 6.00 PM and the Chairman of the AGM has appointed me as the Scrutinizer for the Poll held at the AGM of the Company on the September 27, 2014.

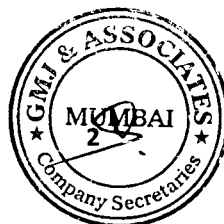
The Company has appointed M/s. Central Depository Services Limited as the Service Provider for providing the facility of electronic voting to the shareholders of the Company from September 21, 2014 at 9.00 A.M. till September 23, 2014 at 6.00 P.M. M/s. Adroit Corporate Services Pvt. Ltd. is the Registrar and Share Transfer Agent of the Company. The e-voting results were unblocked by me on September 24, 2014 in the presence of two witnesses. For further details kindly refer my Scrutinizer's Report dated September 26, 2014 attached herewith.

At the AGM of the Company held on September 27, 2014, the Chairman of the Company had called for a Poll to facilitate the members present at the meeting who could not participate in the e-voting to record their votes through the poll process. The Chairman of the AGM had appointed me as the Scrutinizer for the same. For further details kindly refer to my Scrutinizer's Report in Form MGT 13 dated September 29, 2014.



The results of E-voting together with that of the Poll is as under:

Item of Notice	Particulars of Business	Votes in favour of the resolution		Votes against the resolution		Invalid votes	
		Nos.	%age	Nos.	%age	Nos.	%age
Item No.1 of the Notice (As an Ordinary Resolution)	E-voting	--	--	500	100	--	--
	Poll	1,46,800	100	--	--	--	--
	TOTAL	1,46,800	--	--	--	--	--
Item No.2 of the Notice (As an Ordinary Resolution)	E-voting	--	--	500	100	--	--
	Poll	1,46,800	100	--	--	--	--
	TOTAL	1,46,800	--	--	--	--	--
Item No.3 of the Notice (As an Ordinary Resolution)	E-voting	--	--	500	100	--	--
	Poll	1,46,800	100	--	--	--	--
	TOTAL	1,46,800	--	--	--	--	--
Item No.4 of the Notice (As a Ordinary Resolution)	E-voting	--	--	500	100	--	--
	Poll	1,46,800	100	--	--	--	--
	TOTAL	1,46,800	--	--	--	--	--
Item No.5 of the Notice (As a Ordinary Resolution)	E-voting	--	--	500	100	--	--
	Poll	1,46,800	100	--	--	--	--
	TOTAL	1,46,800	--	--	--	--	--

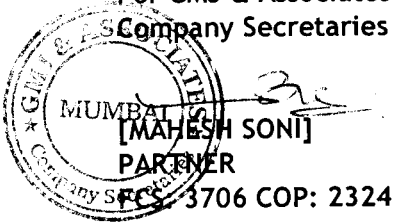


Item of Notice	Particulars of Business	Votes in favour of the resolution		Votes against the resolution		Invalid votes	
		Nos.	%age	Nos.	%age	Nos.	%age
Item No.6 of the Notice (As an Ordinary Resolution)	E-voting	--	--	500	100	--	--
	Poll	1,46,800	100	--	--	--	--
	TOTAL	1,46,800	--	--	--	--	--
Item No.7 of the Notice (As an Ordinary Resolution)	E-voting	--	--	500	100	--	--
	Poll	1,46,800	100	--	--	--	--
	TOTAL	1,46,800	--	--	--	--	--
Item No.8 of the Notice (As a Special Resolution)	E-voting	--	--	500	100	--	--
	Poll	1,46,800	100	--	--	--	--
	TOTAL	1,46,800	--	--	--	--	--
Item No.9 of the Notice (As a Special Resolution)	E-voting	--	--	500	100	--	--
	Poll	1,46,800	100	--	--	--	--
	TOTAL	1,46,800	--	--	--	--	--

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 E-voting and Poll by the shareholders of the Company. I shall be arranging to hand over these records to you or such other person as authorized by you.

Thanking You,

Yours faithfully,  
For GMJ & Associates  
Company Secretaries



PLACE: MUMBAI  
DATE: SEPTEMBER 29, 2014.

**FORM No. MGT-13**

**Report of Scrutinizer**

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rule, 2014]

To,  
The Chairman,  
Annual General Meeting of the Equity Shareholders of Fintech Communication Limited held on Saturday, September 27, 2014 at 11.00 A.M. at B-6/3, Navy Colony, Liberty Garden, Malad (West), Mumbai-400064.

Dear Sir,

I, CS Mahesh Kumar Soni, Partner, GMJ & Associates, Company Secretaries appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolution(s), at the Annual General Meeting of the Equity Shareholders of Fintech Communication Limited held on September 27, 2014 at 11.00 A.M. at B-6/3, Navy Colony, Liberty Garden, Malad (West), Mumbai - 400064 submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, ONE Ballot Box kept for polling was locked in my presence with due identification marks placed by me.
2. The locked Ballot Box was subsequently opened in my presence and in presence of two witnesses and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
3. A total of 27 shareholders were present at the AGM. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.



The result of the Poll is as under:

(1) As an Ordinary Resolution - Item No. 1. Passed with the requisite majority

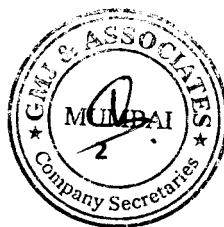
Adoption of Financial Statements for the year ended 31st March, 2014 and reports of the Directors and Auditors thereon.

	Number of members Present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of Valid Votes cast
(i) Voted in favour of the resolution	27	1,46,800	100
(ii) Voted against the resolution	--	--	--
(iii) Invalid Votes	Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them	
	--	--	

(2) As an Ordinary Resolution - Item No. 2. Passed with the requisite majority

Re-Appointment of M/s. M. Bhat & Associates, Chartered Accountants as the Auditors and fixing their remuneration.

	Number of members Present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of Valid Votes cast
(i) Voted in favour of the resolution	27	1,46,800	100
(ii) Voted against the resolution	--	--	
(iii) Invalid Votes	Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them	



(3) As an Ordinary Resolution - Item No. 3. Passed with the requisite majority  
Appointment of Mr. NitinRaghavVithalas Director of the Company.

	Number of members Present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of Valid Votes cast
(i) Voted in favour of the resolution	27	1,46,800	100
(ii)Voted against the resolution	--	--	--
(iii)Invalid Votes	Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them	
	--	--	--

(4) As an Ordinary Resolution - Item No. 4. Passed with the requisite majority  
Appointment of Mrs. VandanaGopichand Gupta as Director of the Company.

	Number of members Present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of Valid Votes cast
(i) Voted in favour of the resolution	27	1,46,800	100
(ii)Voted against the resolution	--	--	--
(iii)Invalid Votes	Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them	
	--	--	--





(5) As an Ordinary Resolution - Item No. 5. Passed with the requisite majority

Re-Appointment of Mr. Nitin Raghav Vithalasan Independent Director of the Company.

	Number of members Present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of Valid Votes cast
(i) Voted in favour of the resolution	27	1,46,800	100
(ii) Voted against the resolution	--	--	--
(iii) Invalid Votes	Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them	
	--	--	

(6) As an Ordinary Resolution - Item No. 6. Passed with the requisite majority

Re-Appointment of Mr. Aniruddha Arun Dandekar as an Independent Director of the Company.

	Number of members Present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of Valid Votes cast
(i) Voted in favour of the resolution	27	1,46,800	100
(ii) Voted against the resolution	--	--	--
(iii) Invalid Votes	Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them	
	--	--	



(7) As an Ordinary Resolution - Item No. 7. Passed with the requisite majority

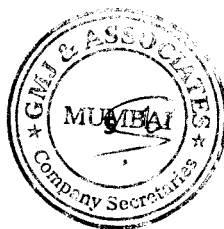
Appointment of Mrs. VandanaGopichand Guptaas an Independent Director of the Company.

	Number of members Present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of Valid Votes cast
(i) Voted in favour of the resolution	27	1,46,800	100
(ii)Voted against the resolution	--	--	--
(iii)Invalid Votes	Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them	
	--	--	

(8) As a Special Resolution - Item No. 8. Passed with the requisite majority

Approval under Section 180(1)(c) of the Companies Act, 2013 for borrowing money upto Rs.25 crores over and above the aggregate of the paid-up share capital and free reserves of the Company.

	Number of members Present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of Valid Votes cast
(i) Voted in favour of the resolution	27	1,46,800	100
(ii)Voted against the resolution	--	--	--
(iii)Invalid Votes	Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them	
	--	--	



(9) As a Special Resolution - Item No. 9. Passed with the requisite majority

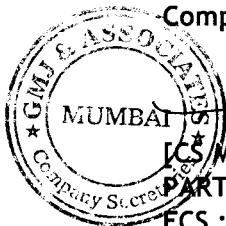
Approval under Section 180(1)(a) of the Companies Act, 2013 for Creation of Security.

	Number of members Present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of Valid Votes cast
(i) Voted in favour of the resolution	27	1,46,800	100
(ii) Voted against the resolution	--	--	--
(iii) Invalid Votes	Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them	
	--	--	

4. A statement containing the list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is being sent separately.
5. The poll papers and all other relevant records were sealed and handed over to the Director authorized by the Board for safe keeping.

Thanking you,

Yours faithfully,  
For GMJ & ASSOCIATES  
Company Secretaries



*[Signature]*  
[CS MAHESH SONI]  
PARTNER  
FCS : 3706; COP : 2324

PLACE : MUMBAI  
DATE: SEPTEMBER 29, 2014.

---

**Scrutinizer's Report on E-voting carried out For FINTECH COMMUNICATION LIMITED**

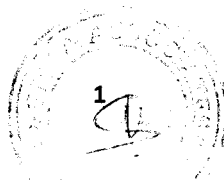
To,  
The Chairman,  
**FINTECH COMMUNICATION LIMITED**

Annual General Meeting of the Equity Shareholders of M/s. FINTECH COMMUNICATION LIMITED to be held on September 27, 2014 at 11.00 A.M. at B-6/3, Navy Colony, Liberty Garden, Malad (West), Mumbai-400064.

**Sub: Passing of Resolution(s) through electronic voting pursuant to section 108 of the Companies Act 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014.**

Pursuant to the Resolution passed by the Board of **FINTECH COMMUNICATION LIMITED** (hereinafter referred to as the "Company") on May 30, 2014. I, CS Mahesh Kumar Soni, Partner, GMJ & Associates, Company Secretaries have been appointed as the Scrutinizer for the e-voting process as mentioned under clause (ix) of sub rule 3 of Rule 20 of the Companies (Management and Administration) Rules, 2014. I say, I am familiar and well versed with the concept of electronic voting system as prescribed under the said Rules and the SEBI circular dated 17<sup>th</sup> April 2014 issued in this regard.

The Company has appointed M/s. Central Depository Services Limited as the Service Provider for providing the facility of electronic voting to the shareholders of the Company. M/s. ADROIT CORPORATE SERVICES PVT. LTD are Registrar and Share Transfer Agent (RTA) of the Company. The Service Provider, had provided a system for recording the votes of the shareholders electronically on all the items of the business (both Ordinary and Special businesses) sought to be transacted in the Annual General Meeting (AGM) of the Company, which is scheduled to be held on September 27, 2014. The Service Provider accordingly had set up e-Voting facility on their website, <https://evotingindia.com>. The Company had uploaded all the items of the business to be transacted on the website of the Company and also its Service Provider to facilitate their shareholders to cast their vote through e-Voting.



As on August 22, 2014, the Cut-off date (record date) there were 5,215 shareholders of the Company who were entitled to vote on the resolutions placed for approval. As prescribed in the aforesaid Rules, the e-Voting facility was kept open for three days from September 21, 2014 at 9:00 A.M. to September 23, 2014 at 6:00 P.M.

At the end of the voting period on September 23, 2014 at 6:00 P.M., the voting portal of the Service Provider was blocked forthwith. On September 25, 2014, the votes cast through e-Voting facility was duly unblocked by me as a Scrutinizer in the presence of two witnesses, as prescribed in Sub Rule 3(xi) of the said Rule 20.

As a Scrutinizer the report of the e-Voting carried out by the shareholders was duly compiled, the details of which are as follows:

Only 1 Shareholder holding 500 equity shares availed the e-Voting process carried out by the Company.

The result of the E-voting is as under:

(1) As an Ordinary Resolution - Item No. 1.

Adoption of Financial Statements for the year ended 31<sup>st</sup> March, 2014 and reports of the Directors and Auditors thereon.

	Number of members Who have cast their votes through E-voting	Number of Votes cast by them	% of total number of Valid Votes cast
(i) Voted in favour of the resolution	---	---	---
(ii)Voted against the resolution	1	500	100
(iii)Invalid Votes	Total number of members whose votes were declared invalid	Total number of votes cast by them	
	--	--	



(2) As an Ordinary Resolution - Item No. 2.

Re-Appointment of M/s S. M. Bhat & Associates, Chartered Accountants as the Auditors and fixing their remuneration.

	Number of members Who have cast their votes through E-voting	Number of Votes cast by them	% of total number of Valid Votes cast
(i) Voted in favour of the resolution	---	---	---
(ii)Voted against the resolution	1	500	100
(iii)Invalid Votes	Total number of members whose votes were declared invalid	Total number of votes cast by them	
	---	---	

(3) As an Ordinary Resolution - Item No. 3.

Appointment of Mr. Nitin Raghav Vithal as an Director of the Company.

	Number of members Who have cast their votes through E-voting	Number of Votes cast by them	% of total number of Valid Votes cast
(i) Voted in favour of the resolution	---	---	---
(ii)Voted against the resolution	1	500	100
(iii)Invalid Votes	Total number of members whose votes were declared invalid	Total number of votes cast by them	
	---	---	



(4) As an Ordinary Resolution - Item No. 4.

Appointment of Mrs. Vandana Gopichand Gupta as an Director of the Company.

	Number of members Who have cast their votes through E-voting	Number of Votes cast by them	% of total number of Valid Votes cast
(i) Voted in favour of the resolution	---	---	---
(ii)Voted against the resolution	1	500	100
(iii)Invalid Votes	Total number of members whose votes were declared invalid	Total number of votes cast by them	
	---	---	

(5) As an Ordinary Resolution - Item No. 5.

Re-Appointment of Mr. Nitin Raghav Vithalasan as an Independent Director of the Company  
for a term of 5 years.

	Number of members Who have cast their votes through E-voting	Number of Votes cast by them	% of total number of Valid Votes cast
(i) Voted in favour of the resolution	---	---	---
(ii)Voted against the resolution	1	500	100
(iii)Invalid Votes	Total number of members whose votes were declared invalid	Total number of votes cast by them	
	---	---	



(6) As an Ordinary Resolution - Item No. 6.

Re-Appointment of Mr. Aniruddha Arun Dandekar as an Independent Director of the Company for a term of 5 years.

	Number of members Who have cast their votes through E-voting	Number of Votes cast by them	% of total number of Valid Votes cast
(i) Voted in favour of the resolution	---	---	---
(ii)Voted against the resolution	1	500	100
(iii)Invalid Votes	Total number of members whose votes were declared invalid	Total number of votes cast by them	
	---	---	

(7) As an Ordinary Resolution - Item No. 7.

Appointment of Mrs. Vandana Gopichand Gupta as an Independent Director of the Company for a term of 3 years.

	Number of members Who have cast their votes through E-voting	Number of Votes cast by them	% of total number of Valid Votes cast
(i) Voted in favour of the resolution	---	---	---
(ii)Voted against the resolution	1	500	100
(iii)Invalid Votes	Total number of members whose votes were declared invalid	Total number of votes cast by them	
	---	---	





(8) As an Special Resolution - Item No. 8.

Approval under Section 180(1)(c) of the Companies Act, 2013 for borrowing money upto Rs.25 crores over and above the aggregate of the paid-up share capital and free reserves of the Company.

	Number of members Who have cast their votes through E-voting	Number of Votes cast by them	% of total number of Valid Votes cast
(i) Voted in favour of the resolution	---	---	---
(ii)Voted against the resolution	1	500	100
(iii)Invalid Votes	Total number of members whose votes were declared invalid	Total number of votes cast by them	
	---	---	

(9) As an Special Resolution - Item No. 9.

Approval under Section 180(1)(a) of the Companies Act, 2013 for Creation of Security.

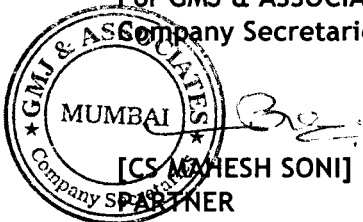
	Number of members Who have cast their votes through E-voting	Number of Votes cast by them	% of total number of Valid Votes cast
(i) Voted in favour of the resolution	---	---	---
(ii)Voted against the resolution	1	500	100
(iii)Invalid Votes	Total number of members whose votes were declared invalid	Total number of votes cast by them	
	---	---	



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 e-Voting by the shareholders of the Company. I shall be arranging to hand over these records to the Chairman of the Company or such person to be authorized by him in due course as prescribed in the said Rules.

Thanking you,

Yours Faithfully  
For GMJ & ASSOCIATES  
Company Secretaries



[CS MAHESH SONI]  
PARTNER

FCS : 3706; COP : 2324

PLACE : MUMBAI

DATE: SEPTEMBER 26, 2014.