

# **NITIN BHATIA & CO.**

*Company Secretaries*

201, IInd, Floor, Pooja Complex, V. S. Block, Nirman Vihar, Delhi – 110 092

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## **Scrutinizer's Report**

[Pursuant to Section 108 of Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and section 109 of the Companies Act 2013 and rule 21 of Companies (Management and Administration) Rules, 2014]

To,

**The Chairman of the meeting  
Southern Infosys Limited  
402 - A, Arunachal Building 19, Barakhamba Road,  
Connaught Place, New Delhi -110001**

Sir,

I, Nitin Bhatia, Proprietor of M/s Nitin Bhatia & Co, Practicing Company Secretaries, New Delhi, has been appointed as a Scrutinizer for 23<sup>rd</sup> Annual General Meeting of **Southern Infosys Limited** ("the Company") held on 29<sup>th</sup> September 2017 at 10.00 A.M at Ground Floor, Mini Hall of Arunachal Building, 19, Barakhamba Road, New Delhi-110001, for the purpose of scrutinizing the E-voting and poll process in a fair and transparent manner and ascertaining the requisite majority on e-voting and poll carried out pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, for the purpose of scrutinizing voting process.

I submit my report as under:-

1. The remote e-voting period Commenced on Tuesday 26<sup>th</sup> September, 2017 at 9.00 A.M and ended on Thursday 28<sup>th</sup> September, 2017 at 05.00 P.M via E-voting platform on the designated website of CDSL viz. [www.evotingindia.com](http://www.evotingindia.com).
2. The votes were unblocked on 28<sup>th</sup> September 2017 in the presence of two witnesses, namely Mr. Anmol Pandey, R/o 206, House No.-1, Vats Market, Pitampura and Ms.

Shilpa Mehra, R/o B-4/538, Baba Colony, Sant Nagar, Delhi-110084, who are not employees of the company.

3. The Shareholders of the Company as on the "cut off" date i.e. 22<sup>nd</sup> September 2017 were entitled to vote on the proposed resolution(s) (Item no. 1 to 4 as set out in the Notice dated 01.09.2017 of Southern Infosys Limited.)
4. After the time fixed for closing of poll by the chairman, the ballot box kept for polling was locked in my presence with due identification marks placed by me.
5. The locked ballot box was opened by me in the presence of two Witness and poll papers were diligently scrutinized. Thereafter, ballots were reconciled with the records maintained by the Registrar and Transfer Agents of the Company. No proxies were lodged with the company.
6. A detailed register was maintained containing the particulars of the shareholders who participated in poll at AGM.
7. There were no invalid ballots;
8. Based on the report generated from the remote e-voting system provided by CDSL and vote cast at the (Annual General Meeting)AGM; I hereby submit the results of remote e-voting and voting bypoll as under:

**Item No 1: Adoption of Financial Statement for the Financial Year 31st March 2017**  
**(Ordinary Resolution)**

(i) **Voted in favour of the resolution:**

	Number of Members voted	Number of votes cast	% of total number of votes cast
E-Voting	10	379044	4.62%
Poll at the AGM	14	3528800	95.38%
Total	24	8209480	100%

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

	Number of Members voted	Number of votes cast	% of total number of votes cast
E-voting	0	0	0
Poll at the AGM	0	0	0

Total	0	0	0
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(iii) **Invalid Votes:**

<b>Total number of members whose votes were declared invalid</b>	<b>Total numbers of votes cast by them</b>
Nil	Nil

**Item No. 2: Appointment of Mr. Rakesh Mohan Sharma (DIN-02459885), liable to retire by rotation**

(i) **Voted in favour of the resolution:**

	<b>Number of Members voted</b>	<b>Number of votes cast</b>	<b>% of total number of votes cast</b>
E-Voting	9	94	0.02%
Poll at the AGM	8	335490	99.92%
<b>Total</b>	<b>17</b>	<b>335584</b>	<b>77.84%</b>

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

	<b>Number of Members voted</b>	<b>Number of votes cast</b>	<b>% of total number of votes cast</b>
E-voting	0	0	0
Poll at the AGM	0	0	0
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>

(iii) **Invalid Votes:**

<b>Total number of members whose votes were declared invalid</b>	<b>Total numbers of votes cast by them</b>
1	378950

**Item No. 3: Ratification of M/s V. Sahai Tripathi & Co., (FRN-000262N) Chartered Accountants, Statutory Auditors of the company.**

(i) Voted in favour of the resolution:

	Number of Members voted	Number of votes cast	% of total number of votes cast
E-Voting	10	379044	7.55%
Poll at the AGM	14	3528800	70.29%
Total	24	8209480	77.84%

(ii) Voted against the resolution:

	Number of Members voted	Number of votes cast	% of total number of votes cast
E-voting	0	0	0
Poll at the AGM	0	0	0
Total	0	0	0

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total numbers of votes cast by them
Nil	Nil

**Item No. 4: Appointment of Mrs. Poonam Sharma (DIN-03553479) as Managing Director of the company for the period of five years**

(i) Voted in favour of the resolution:

	Number of Members voted	Number of votes cast	% of total number of votes cast
E-Voting	9	94	0.02%

Poll at the AGM	8	335490	99.92%
Total	17	335584	77.84%

(i) Voted against the resolution:

	Number of Members voted	Number of votes cast	% of total number of votes cast
E-voting	0	0	0
Poll at the AGM	0	0	0
Total	0	0	0

(ii) Invalid Votes:

Total number of members whose votes were declared invalid	Total numbers of votes cast by them
1	378950

For Nitin Bhatia & Co  
Company Secretaries



Company Secretary  
M.No. 34405  
C.P.No. 12902

countersigned  
Rakesh Mohan Sharma  
Chairman

(Nitin Bhatia)  
M. No. A34405  
C.P. No. 12902  
Date: 30.09.2017  
Place: New Delhi