

FORM NO. : MGT-13

**COMBINED SCRUTINIZER'S REPORT (E-VOTING & POLL)
FOR NEO INFRACON LIMITED**

To,
The Chairman,
Annual General Meeting of
Neo Infracon Limited
52/52-A, Nanubhai Desai Road, 9,
Mulji Thakarsi Building, Sindhi Lane
Mumbai-400 004.

Subject: Scrutinizer's Report - Combined Report on E-Voting and Poll process

Ref: M/s. Neo Infracon Limited (CIN: L65910GJ1981PLC004426)

Annual General Meeting held on 22/09/2017 at 12:00 noon (the AGM)

Dear Sir,

We were appointed as scrutinizer vide Board Resolution dated 30/05/2017 to act as such for e-voting and poll in the 34th Annual General Meeting in respect of the resolution proposed to be passed therein and to report result thereon.

Pursuant to board resolution of our appointment of scrutinizer and in compliance of the provisions of section 108 and 109 of the Companies Act, 2013 (the Act) and any other applicable sections of the Act read with rule 20 and 21 of the Companies (Management and



Administration) Rules, 2014 (including amendments) (the Rules), we have completed scrutiny of the e-voting and poll process of the 34th Annual General Meeting. At the request of the management, we hereby submit my combined report on e-voting and poll as under:

1. The Company had completed the dispatch of notice to its members, through speed post, whose e-mail ID was not registered with the Company or its Registrar and Transfer Agent (RTA) & who has requested for physical copy of Annual Report and sent an email copy of notice of meeting through National Security Depository Limited (NSDL) along with the details of login ID and password to its members whose email ID was registered with the Company or its RTA/ Depository.
2. The shareholders of the Company were given option to vote on resolution either in the Annual General Meeting through physical ballot forms or by e-voting. Copy of ballot forms was arranged at venue of the general meeting for members. Shareholders who had opted for e-voting facility casted their votes on the designated website <https://www.evoting.nsdl.com/> of NSDL and were not allowed voting in physical ballot.
3. All votes casted electronically through NSDL portal from 19/09/2017 at 09:00 AM (IST) up to 21/09/2017 at 05:00 PM (IST), the last date and time fixed by the Company, for casting of votes were considered for my scrutiny.
4. At the Annual General Meeting, ballot box was kept for polling which were initially shown to members and sealed in my presence.
5. The locked ballot box was subsequently opened in presence of two independent persons, who are not employees of the Company, and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/ Registrar & Transfer Agents of the Company and the authorizations/ proxies lodged with the Company.



6. NSDL has provided me access to the records in pursuance of rule 20(4)(xiii) of the Companies (Management and Administration) Rules, 2015 so as to ensure the members who have availed the facility of e-voting have not again voted in the Annual General Meeting.
7. Total of 17 members were present in which 15 members casted their votes under poll conducted in the general meeting and 8 members casted their vote through remote e-voting.
8. A summary of the votes casted Electronically as well as under Poll in the AGM are as follows;

Item no. 1 Approval of financial account of company;

To receive, consider, approve and adopt the audited Financial Statement for the Financial Year ended 31st March, 2017 and the Reports of the Board of Directors and the Auditors thereon;

Sr. No.	Particulars of e-voting and poll process	Electronic	Poll	Total
a	Total number of form received/ members voted	8	15	23
b	Less: Invalid number of forms received/ members voted	0	1	1
c	Net valid number of form received/ Members voted	8	14	22
d	Total number of votes cast	28,75,316	8,18,030	36,93,346
e	Less: Number of invalid votes cast	0	2	2
f	Net valid number of votes cast	28,75,316	8,18,028	36,93,344
g	Total number of votes with assent for resolution	28,75,316	8,18,028	36,93,344
h	Total number of votes with dissent for resolution	0	0	0
i	% of votes cast in favour of the resolution	100.00%	100.00%	100.00%
j	% of votes cast against the resolution	0	0	0



Item no. 2 Appointment of Director retire by rotation;

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

Sr. No.	Particulars of e-voting and poll process	Electronic	Poll	Total
a	Total number of form received/ members voted	8	15	23
b	Less: Invalid number of forms received/ members voted	0	1	1
c	Net valid number of form received/ Members voted	8	14	22
d	Total number of votes cast	28,75,316	8,18,030	36,93,346
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g	Total number of votes with assent for resolution	28,75,316	8,18,028	36,93,344
h	Total number of votes with dissent for resolution	0	0	0
i	% of votes cast in favour of the resolution	100.00%	100.00%	100.00%
j	% of votes cast against the resolution	0	0	0

Item no. 3 Appointment of Statutory Auditor of the Company;


To appoint M/s. D. Kothary & Co, Chartered Accountants, Mumbai (Firm Registration No.: 105335W) as a statutory auditor of the company from the conclusion of this Annual General Meeting till the conclusion of 36th Annual General Meeting;

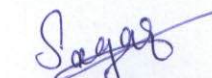
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g	Total number of votes with assent for resolution	28,75,316	8,18,028	36,93,344
h	Total number of votes with dissent for resolution	0	0	0
i	% of votes cast in favour of the resolution	100.00%	100.00%	100.00%
j	% of votes cast against the resolution	0	0	0

9. I am pleased to inform you that the Ordinary Resolution in Item No. 1 to Item No. 3 of the notice dated 30/05/2017 has been duly passed with requisite majority.
10. Accordingly, you may take on record the result of the remote e-voting and poll process in the AGM as described above and declare the results.
11. I have issued separate reports of e-voting and poll conducted at the AGM of even date.
12. I have kept the register of assent or dissent in electronic mode as well as physical mode for recording votes under remote e-voting and poll process in the AGM. The same shall be handed over to Mr. Naresh K Mehta, Director for the purpose of safe keeping in compliance with the provisions of the Companies Act, 2013 and rules made there under.


Vikash Jain
In presence


Sagar Shah
In presence



E-VOTING SUMMARY

ELECTRONIC VOTING FROM TUESDAY, 19/09/2017 {09:00 AM IST} TO THURSDAY, 21/09/2017 (05:00 PM IST)

EVEN	ISIN	ISIN NAME	START DATE	END DATE	RESULT DATE
107579	INE216I01017	NEO INFRA CON LIMITED - EQ	19/09/2017 09:00	21/09/2017 17:00	23/09/2017

Resolution No. 1	Option Name	Option ID	Voters Count	Vote Count
1. Approval of financial account of company	I/ We assent to the resolution	1	8	28,75,316
	I/ We dissent to the resolution	2	0	0

Resolution No. 2	Option Name	Option ID	Voters Count	Vote Count
2. Appointment of Director retire by rotation	I/ We assent to the resolution	1	8	28,75,316
	I/ We dissent to the resolution	2	0	0

Resolution No. 3	Option Name	Option ID	Voters Count	Vote Count
3. Appointment of Statutory Auditor of the Company	I/ We assent to the resolution	1	8	28,75,316
	I/ We dissent to the resolution	2	0	0

Thanking you

Date: 23/09/2017
Place: Mumbai

For VKM & ASSOCIATES
Practising Company Secretaries



(Signature)
(Vijay Kumar Mishra)
Partner

SUMMARY OF POLL

REF: ANNUAL GENERAL MEETING HELD ON 22/09/2017

Resolution No. 1	Option Name	Voters Count	Vote Count
1. Approval of financial account of company	In assent	14	8,18,028
	In dissent	0	0

Resolution No. 2	Option Name	Voters Count	Vote Count
2. Appointment of Director retire by rotation	In assent	14	8,18,028
	In dissent	0	0

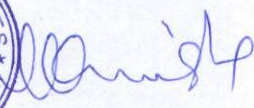
Resolution No. 3	Option Name	Voters Count	Vote Count
3. Appointment of Statutory Auditor of the Company	In assent	14	8,18,028
	In dissent	0	0

Thanking you

Date: 23/09/2017
Place: Mumbai

For VKM & ASSOCIATES
Practising Company Secretaries




(Vijay Kumar Mishra)
Partner