

**KANWALJIT SINGH**  
B. Com., F.C.S.

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### **Consolidated Report of Scrutinizer**

[Pursuant to section 108 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014 as amended]

**To,**  
**The Chairman,**  
**Syschem (India) Limited**

**25<sup>th</sup> Annual General Meeting of the Equity Shareholders of Syschem (India) Limited held on Friday, the 28<sup>th</sup> September, 2018 at 01.00 P.M. at its registered office Tehsil Kalka, Distt. Panchkula, Haryana.**

Dear Sir,

1. I, Kanwaljit Singh, Practicing Company Secretary, at S.C.O. 64-65, 1<sup>st</sup> Floor, Sector 17 A, Madhya Marg, Chandigarh was appointed as Scrutinizer by the Board of Directors of **Syschem (India) Limited** (the Company) for the purpose of scrutinizing the e-voting process (remote e-voting) and voting by use of ballot at the meeting pursuant to section 108 of the Companies Act, 2013 read with rule 20 & 21 of the Companies (Management and Administration) Rules, 2014, as amended, in respect of the below mentioned resolutions proposed at the 25<sup>th</sup> Annual General Meeting (AGM) of the Equity Shareholders of Syschem (India) Limited held on 28<sup>th</sup> September, 2018 at 01.00 P.M. at its registered office Tehsil Kalka, Distt. Panchkula, Haryana.
2. The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to voting through electronic means (by remote e-voting) and voting by using ballots by the shareholders on the resolutions proposed in the Notice of the 25<sup>th</sup> Annual General Meeting of the Company is the responsibility of the management. My responsibility as a Scrutinizer is to ensure that the voting process both through electronic means and by use of ballot at the meeting are conducted in a fair and transparent manner and render a



consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman on the resolutions, based on the reports generated from the electronic voting system provided by Central Depository Securities Limited (CDSL) and the report for voting by use of ballots at the meeting.

3. The Company had arranged the services of CDSL for extending the facility of remote e-voting to the Members of the Company from 25<sup>th</sup> September, 2018 (from 09.00 A.M.) to 27<sup>th</sup> September, 2018 (upto 5.00 P.M.).
4. At the 25<sup>th</sup> AGM of the Company held on 28<sup>th</sup> September, 2018, the Chairman announced a Poll through Ballot to facilitate the Members present in the Meeting who have not exercised remote e-voting facility earlier, for exercising their right through the Ballot available at AGM venue.
5. I have rendered Scrutinizer's Report separately on the remote e-voting and on use of ballots at the Meeting and I hereby submit Consolidated Report of Scrutinizer pursuant to Rule 20(4)(xii) on all the resolutions contained in the Notice of the aforesaid AGM.

The consolidated results of voting are as under:

**ORDINARY BUSINESS:**

**(1) As an Ordinary Resolution-Item no. 1**

To receive, consider and adopt the Audited Balance Sheet as at 31st March 2018 and the Profit and Loss Account for the year ended on that date and the Reports of the Board of Directors and Auditor's thereon.

Particulars	Consolidated Details of Valid Votes		Votes Cast in Favour		Votes Cast Against		Invalid Votes	
	Total No. of Members	Total No. of shares/ votes held	No. of Members	No. of shares/ Votes	No. of Members	No. of shares/Votes	No. of Members	No. of shares/Votes
Detail of voting	45	5047954	24	5047854	1	100	0	0
% to total valid votes				99.999%		0.001%		



**(2) As an Ordinary Resolution-Item no. 2**

To appoint a Director in place of Ms Neena Batra (DIN 07846399), who retires by rotation and being eligible, offers herself for re-appointment.

Particulars	Consolidated Details of Valid Votes		Votes Cast in Favour		Votes Cast Against		Invalid Votes	
	Total No. of Members	Total No. of shares/ votes held	No. of Members	No. of shares/ Votes	No. of Members	No. of shares/V otes	No. of Members	No. of shares/Votes
Detail of voting	45	5047954	24	5047854	1	100	0	0
% to total valid votes				99.999%		0.001%		

**(3) As an Ordinary Resolution-Item no. 3**

To ratify the appointment of Auditors and to fix their remuneration and for this purpose to consider and, if thought fit, to pass the following resolution with or without modification(s) as an ordinary resolution.

Particulars	Consolidated Details of Valid Votes		Votes Cast in Favour		Votes Cast Against		Invalid Votes	
	Total No. of Members	Total No. of shares/ votes held	No. of Members	No. of shares/ Votes	No. of Members	No. of shares/V otes	No. of Members	No. of shares/Votes
Detail of voting	45	5047954	24	5047854	1	100	0	0
% to total valid votes				99.999%		0.001%		

**SPECIAL BUSINESS:****(4) As an Ordinary Resolution-Item no. 4**

To approve Related Party Transactions

Particulars	Consolidated Details of Valid Votes		Votes Cast in Favour		Votes Cast Against		Invalid Votes	
	Total No. of Members	Total No. of shares/ votes held	No. of Members	No. of shares/ Votes	No. of Members	No. of shares/V otes	No. of Members	No. of shares/Votes
Detail of voting	45	5047954	24	5044454	1	100	35000	0
% to total valid votes				99.930%		0.001%	0.69%	



**(5) As an Ordinary Resolution-Item no. 5**

To approve the remuneration of the Cost Auditors for the financial year ending March 31, 2019.

Particulars	Consolidated Details of Valid Votes		Votes Cast in Favour		Votes Cast Against		Invalid Votes	
	Total No. of Members	Total No. of shares/ votes held	No. of Members	No. of shares/ Votes	No. of Members	No. of shares/V otes	No. of Members	No. of shares/V otes
Detail of voting	45	5047954	24	5047854	1	100	0	0
% to total valid votes				99.999%		0.001%		

**(6) As an Ordinary Resolution-Item no. 6**

To re-classify the status of M/s Classic Securities Pvt. Ltd. from `Promoter` category to `Public` category of the Company.

Particulars	Consolidated Details of Valid Votes		Votes Cast in Favour		Votes Cast Against		Invalid Votes	
	Total No. of Members	Total No. of shares/ votes held	No. of Members	No. of shares/ Votes	No. of Members	No. of shares/V otes	No. of Members	No. of shares/V otes
Detail of voting	45	5047954	24	5047854	1	100	0	0
% to total valid votes				99.999%		0.001%		

**Based on the above details of votes cast, the Chairman may declare the result.**



6. I hereby confirm that the electronic data, registers and all other relevant records related to remote e-voting and poll is under my safe custody and will be handed over to the Company Secretary for preserving safely after the Chairman consider, approves and signs the minutes of the AGM.

Thanking you,

Yours Sincerely,



**Kanwaljit Singh**  
**Company Secretary in Practice**  
**CP No. 5870**  
**FCS No. 5901**  
**Date: 30-09-2018**  
**Place : Chandigarh**

**Note: This report is based on the votes casted in through remote E-Voting and Poll. The applicability of the provisions of Section 188 and rules made thereunder regarding the non-voting by the interested parties on the resolutions covered in the Notice, if any, have not been taken into account while compiling this report. The management may declare the result after taking into consideration the applicability of provisions of Section 188.**