

RESULT OF REMOTE E-VOTING AND BALLOT DECLARED BY DIRECTOR FOR THE RESOLUTIONS INCLUDED IN THE NOTICE OF 38TH ANNUAL GENERAL MEETING

Pursuant to the applicable provisions of the Companies Act, 2013 and rules framed thereunder, the 38th Annual General Meeting ('AGM') of the Company is held on Friday, 28th September, 2018 at 11.00 a.m. at Shagun Banquet Hall, Devidayal Road, L.B.S. Cross Road, Behind Fire Brigade Office, Mulund (West), Mumbai- 400 080.

Today, on 28th September, 2018, Mr. Virendra Bhatt, Scrutinizer, submitted Consolidated Report on Remote e-voting and Ballot with respect to the resolutions included in the Notice of 38th AGM. Based on the Scrutinizer's Report, I declare that all the resolutions included in the Notice of 38th AGM are passed with requisite majority on the date of AGM under Remote e-voting and voting conducted at AGM by Ballot Paper.

The detailed result of all resolutions is as under:

Details	Remote e-voting	Voting through Ballot Paper at AGM	Total voting
Number of members who cast their votes	16	33	49
Total number of shares held by them	34047016	416	34047432
Valid votes	As per details provided in each one of the Resolution(s) mentioned hereunder.		
Abstained / Invalid votes	As per details provided in each one of the Resolution(s) mentioned hereunder.		

ORDINARY BUSINESS

1) Item No. 1 of the Notice (As an Ordinary Resolution)

To receive, consider and adopt:

- the Audited Financial Statement of the Company for the financial year ended 31st March, 2018 together with the Reports of the Board of Directors and Auditors thereon; and
- the Audited Consolidated Financial Statement of the Company for the financial year ended 31st March, 2018 and the Report of Auditors thereon.

Manner of Voting	Total Valid Votes	Votes in favour of the resolution		Votes against the resolution		Abstained/ Invalid votes
	Nos.	Nos.	Percentage	Nos.	Percentage	
Remote e-voting	34046996	34045983	-	1013	-	20
Ballot Paper	416	413	-	3	-	0
TOTAL	34047412	34046396	99.9970	1016	0.0030	20





Carol Info Services Limited

Registered Office: Wockhardt Towers, Bandra-Kurla Complex, Bandra (East),
Mumbai - 400 051 • Phone : 91-22-2653 4444 • Fax : 91-22-2652 3905
Website : www.carolinfoservices.com • CIN : U74999MH1979PLC021942
Email : investorrelations@carolinfoservices.com

2) Item No. 2 of the Notice (As an Ordinary Resolution)

Appointment of a Director in place of Mr. Stephen D'Souza (DIN: 00045812), who retires by rotation and being eligible, offers himself for re-appointment.

Manner of Voting	Total Valid Votes	Votes in favour of the resolution		Votes against the resolution		Abstained/ Invalid votes
	Nos.	Nos.	Percentage	Nos.	Percentage	Nos.
Remote e-voting	34046996	34045983	-	1013	-	20
Ballot Paper	416	413	-	3	-	0
TOTAL	34047412	34046396	99.9970	1016	0.0030	20

3) Item No. 3 of the Notice (As an Ordinary Resolution)

Appointment of Mr. Neeraj Jain (DIN: 08118877) as Director (Non-Executive Non-Independent) of the Company

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	Nos.	Nos.	Percentage	Nos.	Percentage	Nos.
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Ballot Paper	416	413	-	3	-	0
TOTAL	34047412	34046396	99.9970	1016	0.0030	20

4) Item No. 4 of the Notice (As a Special Resolution)

To advance any loan including any loan represented by book debt, or give any guarantee or provide any security in connection with any loans/debentures/ bonds etc. raised by subsidiary company(ies) / associate company(ies) / body corporate(s) in whom any of the Director of the Company is interested upto Rs. 2,000 crore

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TOTAL	34047412	34046396	99.9970	1016	0.0030	20



5) Item No. 5 of the Notice (As a Special Resolution)

Alteration in Clause V. Authorised Share Capital of the Memorandum of Association

Manner of Voting	Total Valid Votes	Votes in favour of the resolution		Votes against the resolution		Abstained/ Invalid votes
	Nos.	Nos.	Percentage	Nos.	Percentage	Nos.
Remote e-voting	34047016	34046003	-	1013	-	0
Ballot Paper	416	413	-	3	-	0
TOTAL	34047432	34046416	99.9970	1016	0.0030	0

Note: All the aforesaid resolutions are passed with requisite majority.

For CAROL INFO SERVICES LIMITED

Nikhil Malpani

Nikhil Malpani
Company Secretary



Place: Mumbai
Date: 28th September, 2018

Virendra G. Bhatt

Company Secretary

Office :

Office No. 03, A Wing, 9th Floor,
Pinnacle Corporate Park,
BKC CST Link Rd., MMRDA Area,
Bandra Kurla Complex,
Bandra East, Mumbai - 400 051.
Tel. : 022 - 2652 9367
Mobile : +91 - 98200 48670
e-mail : bhattvirendra1945@yahoo.co.in

To,
The Chairman
CAROL INFO SERVICES LIMITED

38th Annual General Meeting of the members of **CAROL INFO SERVICES LIMITED** (CIN: U74999MH1979PLC021942) held at Shagun Banquet Hall, Devidayal Road, L.B.S. Cross Road, Behind Fire Brigade Office, Mulund (West), Mumbai- 400 080 on Friday, 28th September, 2018 at 11.00 a.m.

Sub: Passing of Resolution(s) through Remote E-Voting and Ballot pursuant to Section 108 and 109 of the Companies Act, 2013 read with Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014, as amended.

The Board of Directors of Carol Info Services Limited (hereinafter referred to as the 'Company') at its meeting held on 21st August, 2018 has appointed me as the Scrutinizer for the Remote E-Voting as well as to scrutinize the voting through Ballot papers received from the members at the venue of the AGM pursuant to Section 108 and 109 of the Companies Act, 2013 read with Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014, as amended from time to time. I say, I am familiar and well versed with the concept of electronic voting system as prescribed under the said Rules.

Report on Scrutiny:

- The Company has appointed National Securities Depository Limited ('NSDL') as the Service Provider for the purpose of extending the facility of Remote E-Voting to the Members of the Company.
- Link Intime India Private Limited is the Registrar and Transfer Agent ('RTA') of the Company.
- NSDL had provided a system for recording the votes of the Members electronically on all items of the business (Ordinary business) sought to be transacted in the 38th Annual General Meeting ('AGM') of the Company, which was held on Friday, 28th September, 2018.
- NSDL had set up electronic voting facility on their website, [https:// www.evoting.nsdl.com/](https://www.evoting.nsdl.com/). The Company has uploaded all the items of the business to be transacted at the AGM on the



website of the Company and also its Service Provider to facilitate their members to cast their vote through Remote E-Voting.

- The cut-off date for determining members for the dispatch of the Notice of Annual General Meeting was 24th August, 2018 (Physical & E-mail) and as on that date, there were 8460 members of the Company. Company /NSDL had sent the Notice of Annual General Meeting including Proxy Form along with Annual Report and Attendance Slip by E-mail to 2474 cases whose e-mail id were registered with the Company / RTA. However, amongst 2474 e-mail cases, the Company received 230 E-mails as bounced back for which the Notice of Annual General Meeting including Proxy Form along with Annual Report and attendance slip in physical form were sent separately by speed post/ registered post. There were 5986 cases, whose e-mail ID were not registered with the Company/ RTA, for which the Company had sent Notice of Annual General Meeting including Proxy Form along with Annual Report and Attendance slip in physical form by speed post/ registered post.

In view of this, Notice of Annual General Meeting including Proxy Form along with Annual Report and Attendance slip were sent through e-mail to 2244 shareholders; and Notice of Annual General Meeting including Proxy Form along with Annual Report and Attendance Slip in physical form by speed post/ registered post to 6216 shareholders.

- The Company completed the dispatch of the Notice of the Annual General Meeting along with Annual Reports in physical form to the members on 4th September, 2018 and through E-mail on 4th September, 2018.
- The Notice sent (both through E-mail and physical form) contained the detailed procedure to be followed by the members who were desirous of casting their votes electronically as provided in the Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time.
- The cut-off date for the purposes of identifying the Members who will be entitled to vote on the resolutions placed for approval of the Members was Tuesday, 21st September, 2018.
- As prescribed in the aforesaid Rules, the Remote E-voting facility was kept open for Four days: Monday, 24th September, 2018 at 09:00 a.m. (IST) to Thursday, 27th September, 2018 till 5:00 p.m. (IST).
- As prescribed in clause (v) of sub-rule (4) of the said Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, the Company also released an advertisement, which was published at least 21 days before the date of the Annual General Meeting in English in 'Business Standard' Newspaper dated 5th September, 2018 having country-wide circulation and in 'Maharashtra Times' newspaper for Mumbai location dated 5th September, 2018. The notice published in the Newspaper carried the required information as specified in sub-rule 4 (v) (a) to (h) of the said Rule 20.



- At the end of E-Voting period on 27th September, 2018 at 5.00 p.m., the voting portal of the NSDL was blocked forthwith.
- At the venue of the 38th Annual General Meeting of the Company held on 28th September, 2018, the facility to vote through Ballot was made available to facilitate those members present in the meeting but could not participate in the Remote e-voting to record their votes.
- On 28th September, 2018, after counting of the votes conducted at the venue of the Annual General Meeting through Ballot, the votes cast through Remote E-Voting facility was duly unblocked by me as a Scrutinizer in the presence of Ms. Poonam Gupta and Ms. Rupali Nagarkar who acted as the witnesses, as prescribed in Sub Rule 4(xii) of the said Rule 20.
- After the voting at the Annual General Meeting was concluded, the locked Ballot box was subsequently opened in the presence of two persons as witnesses, as mentioned above, and Ballot papers were diligently scrutinized. The Ballot papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
- Thereafter, I as a Scrutinizer, duly compiled details of Remote e-voting and the facility of voting through Ballot papers provided at the venue of the AGM, the details of which are as follows:

The results of the Remote E-voting together with that of the voting conducted at venue of the AGM by way of Ballot papers are as under:

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Number of members who cast their votes	16	33	49
Total number of shares held by them	34047016	416	34047432
Valid votes	As per details provided in each one of the Resolution(s) mentioned hereunder.		
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Ballots	416	0	416	413	99.2788	3	0.7212
Total	34047432	20	34047412	34046396	99.9970	1016	0.0030

2) Item no. 2 of the Notice (As an Ordinary Resolution)

To appoint a Director in place of Mr. Stephen D'Souza (DIN: 00045812), who retires by rotation and being eligible, offers himself for re-appointment.

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SPECIAL BUSINESS

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Appointment of Mr. Neeraj Jain as Director (Non-Executive Non- Independent) of the Company.



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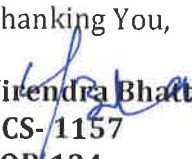
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Total	34047432	0	34047432	34046416	99.9970	1016	0.0030



All the Resolutions mentioned in the AGM Notice as per the details above stand passed under Remote e-voting and voting conducted at AGM by way of Ballot Papers with the requisite majority and hence deemed to be passed as on date of the AGM.

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 Remote e-voting and voting conduct at AGM by way of Ballot papers by the Members of the Company. The Ballot papers and all other relevant records relating to e-voting and physical voting is under my safe custody and will be handed over to the Company Secretary for safe keeping, after the Chairman signs the Minutes.

Thanking You,


Virendra Bhatt
ACS-1157
COP-124



Date: 28th September, 2018

Place: Mumbai

Witnesses:


Ms. Poonam Gupta


Ms. Rupali Nagarkar

Countersigned and received the Report

For Carol Info Services Limited


Director - NEERAJ JAIN (DIN: 08118877)

Date: 28th September, 2018

Place: Mumbai