

**SCRUTINIZER'S REPORT**

To  
The Chairman  
IMPEX SERVICES LIMITED  
10, Raja Santosh Road,  
Kolkata- 700 027

Dear Sir,

**Sub: Scrutinizer's Report on voting through remote e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, and voting at the Annual General Meeting of Impex Services Limited held on Wednesday, 28<sup>th</sup> September, 2016 at 10.00 a.m.**

The Board of Directors at their meeting held on Monday, the 30<sup>th</sup> day of May, 2016, have appointed me as the scrutinizer for scrutinizing the voting process (remote e-voting and voting by ballot), in a fair and transparent manner in respect of the resolutions proposed at the 31<sup>st</sup> Annual General Meeting (hereinafter referred to as the "AGM") of the Company, held on Wednesday, 28<sup>th</sup> September, 2016 at 10.00 a.m. at the registered office of the Company at 10, Raja Santosh Road, Kolkata-700 027.

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with the Companies(Management and Administration) Rules, 2014, as amended by the Companies(Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company provided e-voting facility ("remote e-voting") for the members so as to enable them to cast their votes electronically from a place other than venue of the AGM. The Company, accordingly made arrangements to provide the e-voting platform on the e-voting website of National Securities Depository Limited (NSDL). Further, members who were present at the AGM (in person, or through proxy or through Corporate Representative(s)), but did not cast their votes through remote e-voting, were allowed to cast their votes at the AGM through Ballot Paper.

The Annual Report containing the AGM Notice dated 30<sup>th</sup> May, 2016, and other statements and reports, were sent through courier.

The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder and the relevant provisions of various regulations and laws in force 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 31<sup>st</sup> AGM 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 consolidated scrutinized 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 NSDL and on the voting by use of ballots at the meeting.

I submit my report in respect of the resolutions passed at the AGM of the Company as under:

**A. Relating to E-Voting**

1. The Company had availed the e-voting facility provided by National Securities Depository Limited (NSDL) for conducting remote e-voting by the Shareholders of the Company.



2. The shareholders of the Company holding shares as on the "cut-off" date, i.e., 21<sup>st</sup> September, 2016, were entitled to vote on the resolutions as contained in the Notice of the AGM.
3. The voting period for remote e-voting commenced at 9.00 a.m. on Sunday, 25<sup>th</sup> September, 2016 and ended at 5.00 p.m. on Tuesday, 27<sup>th</sup> September, 2016, and the NSDL e-voting platform was blocked thereafter.

**B. Relating to voting by ballot**

1. The Company had also provided facility to vote through ballot paper to the shareholders present at the AGM and who had not cast their vote earlier through remote e-voting facility.
2. However, none of the members present at the AGM were choose to vote through ballot wherein some members already exercised their votes through remote e-voting

**C. Result of remote e-voting and ballot are as under:**

1. The voting rights of the members were reckoned as on the "cut-off" date, i.e., 21<sup>st</sup> September, 2016, for the purpose of determining entitlement of the members to vote on the resolutions as contained in the Notice of the AGM.
2. After the conclusion of the AGM, the votes cast through remote e-voting were unblocked at 12.51 p.m. in presence of two witnesses, namely, and Mr. Shakeel Ahmed residing at 1 /2/1H/6, J.K. Ghosh Road, Belgachia, Kolkata- 700 037 and Mr. Saheb Alam residing at 24/2, Jolapara Masjid Lane, Howrah-711 101, who are not in the employment of the Company.

They have signed below in confirmation of the votes being unblocked in their presence:

Shakeel Ahmed

Saheb Alam

3. There was no voting through ballots at the AGM as the members present at the AGM had already exercised their votes through remote e-voting or not exercised to vote through ballot.
4. The details of the voting by the members, who voted "For" or "Against" through remote e-voting were diligently scrutinized.
5. The results of voting are as under:

**Resolution 1: Ordinary Resolution**

To Consider and adopt the Audited Financial Statements for the Financial Year ended March 31, 2016 and the Reports of Auditors and Directors thereon.

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

	Voting by Remote e-voting	Voting by Ballot Paper	Total
Number of Members voted	15	Nil	15
No. of Votes cast by them	1246750	Nil	1246750
% of total no. of valid vote cast	100.00%	Nil	100.00%



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

	Voting by Remote e-voting	Voting by Ballot Paper	Total
Number of Members voted	Nil	Nil	Nil
No. of Votes cast by them	Nil	Nil	Nil
% of total no. of valid vote cast	Nil	Nil	Nil

(iii) **Invalid** Votes:

	Voting by Remote e-voting	Voting by Ballot Paper	Total
Number of Members voted	Nil	Nil	Nil
Total No. of votes cast by them	Nil	Nil	Nil

### Resolution 2: Ordinary Resolution

Re-appointment of Mr. Rajendra Kumar Maheshwari (DIN: 00566387), who retires by rotation, and being eligible, seeks re-appointment as Director of the Company.

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

	Voting by Remote e-voting	Voting by Ballot Paper	Total
Number of Members voted	15	Nil	15
No. of Votes cast by them	1246750	Nil	1246750
% of total no. of valid vote cast	100.00%	Nil	100.00%

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

	Voting by Remote e-voting	Voting by Ballot Paper	Total
Number of Members voted	Nil	Nil	Nil
No. of Votes cast by them	Nil	Nil	Nil
% of total no. of valid vote cast	Nil	Nil	Nil

(iii) **Invalid** Votes:

	Voting by Remote e-voting	Voting by Ballot Paper	Total
Number of Members voted	Nil	Nil	Nil
Total No. of votes cast by them	Nil	Nil	Nil

### Resolution 3: Ordinary Resolution

Ratify the appointment of M/s. Virendra Surana & Co., Chartered Accountants (Firm's Regn. No. 319179E) of Swaika Centre, 4A Pollock Street, 3rd Floor, Room No. 308, Kolkata – 700 001, as the Statutory Auditors of the Company from the conclusion of the 31<sup>st</sup> Annual General Meeting till the conclusion of the 35<sup>th</sup> Annual General Meeting of the Company and to authorise the Board of Directors to fix their remuneration and in this regard, following Resolution as an Ordinary Resolution:-

“**RESOLVED THAT** pursuant to the provisions of Section 139 and all other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, including any statutory modification(s) or re-enactment thereof for the time being in force, the Company hereby ratifies the appointment of M/s. Virendra Surana & Co., Chartered Accountants (Firm's Regn. No. 319179E) of Swaika Centre, 4A



Pollock Street, 3<sup>rd</sup> Floor, Room No. 308, Kolkata – 700 001, as the Statutory Auditors of the Company from the conclusion of the 31<sup>st</sup> Annual General Meeting till the conclusion of the 35<sup>th</sup> Annual General Meeting at such remuneration as may be mutually agreed upon between the Board of Directors of the Company and the Auditors, based on the recommendation of the Audit Committee, plus applicable service tax.”

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

	Voting by Remote e-voting	Voting by Ballot Paper	Total
Number of Members voted	15	Nil	15
No. of Votes cast by them	1246750	Nil	1246750
% of total no. of valid vote cast	100.00%	Nil	100.00%

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

	Voting by Remote e-voting	Voting by Ballot Paper	Total
Number of Members voted	Nil	Nil	Nil
No. of Votes cast by them	Nil	Nil	Nil
% of total no. of valid vote cast	Nil	Nil	Nil

(iii) **Invalid** Votes:

	Voting by Remote e-voting	Voting by Ballot Paper	Total
Number of Members voted	Nil	Nil	Nil
Total No. of votes cast by them	Nil	Nil	Nil

#### Resolution 4: Ordinary Resolution

Appointment of Mr. Dipu Sumer (DIN-07312284) as an Independent Director. and in this regard, to pass the following resolution:

“**RESOLVED THAT** pursuant to provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and applicable regulation of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Dipu Sumer (DIN-07312284), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 13<sup>th</sup> October, 2015, in terms of Section 161(1) of the Act and whose term of office expires at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Non-Executive Director of the Company to hold office for a term up to 12<sup>th</sup> October, 2020”.

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

	Voting by Remote e-voting	Voting by Ballot Paper	Total
Number of Members voted	15	Nil	15
No. of Votes cast by them	1246750	Nil	1246750
% of total no. of valid vote cast	100.00%	Nil	100.00%



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

	Voting by Remote e-voting	Voting by Ballot Paper	Total
Number of Members voted	Nil	Nil	Nil
No. of Votes cast by them	Nil	Nil	Nil
% of total no. of valid vote cast	Nil	Nil	Nil

(iii) **Invalid** Votes:

	Voting by Remote e-voting	Voting by Ballot Paper	Total
Number of Members voted	Nil	Nil	Nil
Total No. of votes cast by them	Nil	Nil	Nil

6. In my opinion, based on the above scrutiny, all the resolutions under Item Nos. 1 to 4 have been passed through e-voting with requisite majority.

7. A pen drive containing list of members who have voted either "For" or "Against" is enclosed with this report.

8. All relevant records of remote e-voting will remain in my safe custody until the Chairman considers, approves and signs the minutes of the 31<sup>st</sup> AGM and the same shall be handed over, thereafter, to Mr. Dipu Sumer, Compliance Officer, who has been authorised by the Board of Directors at its meeting held on the 30<sup>th</sup> day of May, 2016, to preserve such documents safely.

Thanking you,  
Yours faithfully,

  
  
**Niaz Ahmed**  
Practising Company Secretary  
C.P. No. **5965**  
Membership No. **15555**

Date: 29<sup>th</sup> September, 2016