

To,

Date: 01 Oct, 2015

**The Chairman**  
**Phoenix Realtime Services Limited**  
3<sup>rd</sup> Floor, Gopala Tower, 25  
Rajendra Place, New Delhi  
Pin: 110008

Dear Sir,

**Sub: Scrutinizer's Report on e-voting conducted pursuant to the provisions of section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and the physical ballot forms received from the shareholders who do have access to e-voting.**

I, **Anant Kumar Mishra**, partner of **M/s Anant & Co, Chartered Accountants**, had been appointed as the scrutinizer by the Board of Directors of **Phoenix Realtime Services Limited** vide resolution dated 12<sup>th</sup> August, 2015, pursuant to section 108 of the Companies Act, 2013, to conduct the electronic voting process and to scrutinize the physical ballot forms received from the shareholder in respect of the below mentioned resolution to be passed at the 21<sup>st</sup> Annual General Meeting of the company to be held on 30<sup>th</sup> September, 2015.

The notice dated 12<sup>th</sup> Aug, 2015 Convening Annual General Meeting (AGM) of the company along with statement setting out material facts under section 102 of the act where sent to the shareholder in respect of the below mentioned resolution to be passed at the said AGM of the company to be held in 30<sup>th</sup> September, 2015.

The company has availed the e-voting facility offered by National Securities Depository Limited (NSDL) for conducting e-voting by the shareholder of the company. The company has also provided for voting option by physical mode to the members who do not have access to e-voting facility.

The share holder of the company holding share as on "the cut-off "date 23<sup>rd</sup> September, 2015, were entitled to vote on the proposed resolution as set out at item nos.1 to 5 in the notice of the 21<sup>st</sup> AGM of **Phoenix Realtime Services Limited**.

The voting period for e-voting commenced on Monday, 27<sup>th</sup> September, 2015 at 9:00 AM and ended on Wednesday, 29<sup>th</sup> September, 2015 5:00 PM and the NSDL e-voting platform was blocked thereafter and the votes cast under e-voting facility were then unblocked in the presence of the two witness who were not in the employment of the company. Votes cast through physical ballot forms received upto 30<sup>th</sup> September, 2015 were considered.

I have scrutinized and reviewed the voting through electronic means and physical mode and votes tendered there in based on the date downloaded from the National Securities Depository Limited (NSDL), e-voting system and the ballot forms received respectively.



I now submit my report as under on the result of the voting through electronic means and physical modes in respect of the said resolution.

**1. Resolution no.1:-**

Adoption of audited Balance sheet of company as at 31<sup>th</sup> March, 2015, profit and loss account and cash flow statement for the year ended on that dated and the director's and auditor's report thereon.

**a. Voted in favour of the resolution:**

	Number of member voted through electronic voting system and physical mode	No of Votes Cast (Shares)	% of total number of Valid Votes Cast
E-Voting	0	0	0
Physical	6	3833280	100
<b>Total</b>	<b>6</b>	<b>3833280</b>	<b>100%</b>

**b. Voted against of the resolution:**

	Number of member voted through electronic voting system and physical mode	No of Votes Cast (Shares)	% of total number of Valid Votes Cast
E-Voting	0	0	0%
Physical	0	0	0%
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0%</b>

**c. Invalid Votes:**

	Total No of members whose votes were declared invalid	Total No of Votes Cast (Shares)
E-Voting	0	0
Physical	0	0
<b>Total</b>	<b>0</b>	<b>0</b>

**Resolution no.2:-**

Appoint of Mr. P M Alexander (DIN:00050022) as Director of the Company, who retires by rotation and being eligible offers himself for reappointment.

**a. Voted in favour of the resolution:**

	Number of member voted through electronic voting system and physical mode	No of Votes Cast (Shares)	% of total number of Valid Votes Cast
E-Voting	0	0	0
Physical	6	3833280	100
<b>Total</b>	<b>6</b>	<b>3833280</b>	<b>100%</b>



**b. Voted against of the resolution:**

	Number of member voted through electronic voting system and physical mode	No of Votes Cast (Shares)	% of total number of Valid Votes Cast
E-Voting	0	0	0%
Physical	0	0	0%
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0%</b>

**c. Invalid Votes:**

	Total No of members whose votes were declared invalid	Total No of Votes Cast (Shares)
E-Voting	0	0
Physical	0	0
<b>Total</b>	<b>0</b>	<b>0</b>

**Resolution no.3:-**

Appointment of M/s Pradip Bhardwaj & Co., Chartered Accountants (Registration No.013697C) as statutory auditor of the company.

**a. Voted in favour of the resolution:**

	Number of member voted through electronic voting system and physical mode	No of Votes Cast (Shares)	% of total number of Valid Votes Cast
E-Voting	0	0	0
Physical	6	3833280	100
<b>Total</b>	<b>6</b>	<b>3833280</b>	<b>100%</b>

**b. Voted against of the resolution:**

	Number of member voted through electronic voting system and physical mode	No of Votes Cast (Shares)	% of total number of Valid Votes Cast
E-Voting	0	0	0%
Physical	0	0	0%
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0%</b>

**c. Invalid Votes:**

	Total No of members whose votes were declared invalid	Total No of Votes Cast (Shares)
E-Voting	0	0
Physical	0	0
<b>Total</b>	<b>0</b>	<b>0</b>



**Resolution no.4:-**

Appointment of Shri. Arun Kumar Sinha having DIN: 00925589 as an independent director.

**a. Voted in favour of the resolution:**

	Number of member voted through electronic voting system and physical mode	No of Votes Cast (Shares)	% of total number of Valid Votes Cast
E-Voting	0	0	0
Physical	6	3833280	100
<b>Total</b>	<b>6</b>	<b>3833280</b>	<b>100%</b>

**b. Voted against of the resolution:**

	Number of member voted through electronic voting system and physical mode	No of Votes Cast (Shares)	% of total number of Valid Votes Cast
E-Voting	0	0	0%
Physical	0	0	0%
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0%</b>

**c. Invalid Votes:**

	Total No of members whose votes were declared invalid	Total No of Votes Cast (Shares)
E-Voting	0	0
Physical	0	0
<b>Total</b>	<b>0</b>	<b>0</b>

**Resolution no.5:-**

To appoint Mrs. Rupali Chawla (DIN: 06895504) as an independent director.

**a. Voted in favour of the resolution:**

	Number of member voted through electronic voting system and physical mode	No of Votes Cast (Shares)	% of total number of Valid Votes Cast
E-Voting	0	0	0
Physical	6	3833280	100
<b>Total</b>	<b>6</b>	<b>3833280</b>	<b>100%</b>

**b. Voted against of the resolution:**

	Number of member voted through electronic voting system and physical mode	No of Votes Cast (Shares)	% of total number of Valid Votes Cast
E-Voting	0	0	0%
Physical	0	0	0%
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0%</b>





**c. Invalid Votes:**

	Total No of members whose votes were declared invalid	Total No of Votes Cast (Shares)
E-Voting	0	0
Physical	0	0
<b>Total</b>	<b>0</b>	<b>0</b>

The Register, all other papers and relevant records relating to electronic voting and physical mode shall remain in our custody until the chairman considers, approves and signs the minutes aforesaid Annual General Meeting and the same are handed over to the company secretary for safe custody.

Thanking You,  
Yours Faithfully

**For Anant & Co**

Firm Registration No.: 024845M.O.

Chartered Accountants

per Anant Kumar Mishra  
Partner

Membership No.: 519542

Place: New Delhi

Date: 01/10/2015

Witnesses to the blocking of votes:

1. Ramesh Jha  
S/o: Nasib Narayan Jha  
Add: Laxmi Nagar, Delhi 110092

2. Suraj Narayan Das  
S/O: Naval Narayan Das  
1/38, Laxmi Nagar,  
Delhi - 110092