PRADEEP DEBNATH & CO.
Regd office: H-2/2016, Apra North Ex Plaza, Netaji Subhash Place, New Delhi- 1100034.
Ph. No – 011-41500700, Mob: 9910562121

FORM MGT-13

Report of Scrutinizer(s)

[Pursuant to Section 109 of the Companies Act, 2013 and Rule 21 (2) of the Companies (Management and Administration) Rules, 2014]

To
The Chairman
M/s IM+ CAPITALS LIMITED
510, AMBADEEP BUILDING
K.G MARG, NEW DELHI-110001

Ref:28thAnnual General Meeting of Shareholders of M/s. IM+ Capitals Limited held on Thursday, 26thDay of September 2019 at 2.30 PM at Constantia Hall, YWCA,1 Ashoka Road, New Delhi-110001& concluded at 3.15 p.m.

Subject: Consolidated scrutinizer's Report on remote e-voting & voting through polling paper

Dear Sir,

I, Pradeep Debnath, Proprietor of M/s Pradeep Debnath & Co, Practicing Company Secretary was appointed as Scrutinizer(s) by the board of directors of **M/s IM+ CAPITALS LIMITED**(the Company) in the Board meeting held on 13th August 2019 to conduct voting at the Annual General Meeting pursuant to Section 108& 109 of the Companies Act, 2013 read with Rule 20 & 21of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as per the agreement with the Stock Exchanges to seek the approval of the Shareholders for passing of resolutions through remote e-voting/polling paper received in respect of the below mentioned resolutions as per the Notice of the 28th Annual General Meeting of the members of the Company held on Thursday, 26th Sepetember 2019 at 2.30 PM at Constantia Hall, YWCA,1 Ashoka Road, New Delhi-110001.

The Compliance with the provisions of the Companies Act, 2013 and rules made thereunder relating to voting through electronic means (by remote e-voting) and voting by use of polling papers by the shareholders on the resolutions contained in the Notice of the AGM of the Company is the responsibility of the Management. Our responsibility as a Scrutinizer is to ensure that the voting process both through electronic means and by use of polling papers at the meeting are conducted in fair and transparent manner and render 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 Instavote platform of Linkin Time India Pvt Ltd and on the basis of polling papers used at the meeting.

As per Companies (Management and Administration) Rules, 2014 as amended upto date, the remote e-voting opened from 23rdSeptember, 2019(09:00 AM) and remained open up to 25th September, 2019(05:00 P.M).

The Shareholders holding shares as on19th September2019, "cut-off date", were entitled to vote on the Resolutions stated in the notice of AGM of the Company.

Pradeep Debnath & Company Secretaries CP-7313

After declaration of voting by use of polling papers by the Chairman at the meeting, ballot boxes were locked and kept for voting duly marked by identification mark placed on them. The ballot boxes subsequently on close of voting hours were opened in the presence of two witnesses who are not the employees of the Company, and polling papers received were, sorted, signatures verified and were scrutinized and initialled by the scrutinizer. The polling papers were reconciled with the records maintained by the Company/RTA and the authorizations/proxies lodged with the Company/RTA. The voters were also scrutinized for the purpose of eliminating duplicate voting i.e. on remote e-voting as well as by use of polling papers. There was no person who has voted both in e-voting as well as in Annual General Meeting.

The polling papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately, if any. The votes cast by use of ballots at the meeting were first counted.

The votes on remote e-voting were unblocked at New Delhi on 27thSeptember2019 after conclusion of voting at the AGM in the presence of two witnesses who are not the employees of the Company and the e-voting results/ list of equity shareholders who have voted for and against were downloaded from the e-voting website of Instavote platform of Linkin Time India Pvt Ltd and the same are being handed over to the Chairman.

The total votes cast in favour or against all the resolutions proposed in the Notice of AGM are as under:

RESOLUTION NO. 1

ADOPTION OF THE ANNUAL ACCOUNTS FOR THE YEAR ENDED 31ST MARCH, 2019 OF THE COMPANY AND REPORT OF THE DIRECTORS AND AUDITORS THEREON:

Voted in favour of the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	13	40	0.0022
Voting by Poll	21	1839377	99.9978
Total	**34**	**1839417**	**100.00**

Voted against the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	0	0	0
Voting by Poll	0	0	0
Total	**0**	**0**	**0**

Invalid votes:

Total number of members whose votes were declared invalid	Total Number of votes cast by them (as declared in their Ballot Paper)

0	0

RESOLUTION 2:

TO RE-APPOINT STATUTORY AUDITORS OF THE COMPANY FROM THE CONCLUSION OF THIS MEETING TILL THE CONCLUSION OF THE 33RD ANNUAL GENERAL MEETING

Voted in favour of the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	13	40	0.0022
Voting by Poll	21	1839377	99.9978
Total	**34**	**1839417**	**100.00**

Voted against the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	0	0	0
Voting by Poll	0	0	0
Total	**0**	**0**	**0**

Invalid votes:

Total number of members whose votes were declared invalid	Total Number of votes cast by them (as declared in their Ballot Paper)
0	0

RESOLUTION 3:

TO APPOINT A DIRECTOR IN PLACE OF MR. PRADEEP MISRA (DIN 01386739), WHO RETIRES BY ROTATION IN TERMS OF SECTION 152(6) OF COMPANIES ACT, 2013 AND BEING ELIGIBLE OFFERS HIMSELF FOR RE-APPOINTMENT

Voted in favour of the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast

Remote e-voting	13	40	0.002
Voting by Poll	18	232908	99.98
Total	31	232948	100.00

Voted against the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	0	0	0
Voting by Poll	0	0	0
Total	**0**	**0**	**0**

Invalid votes:

Total number of members whose votes were declared invalid	Total Number of votes cast by them (as declared in their Ballot Paper)
0	0

**** Being the votes casted by Mr. Pradeep Misra, Mrs. Richa Misra & M/s Rudrabhishek Infosystem Private Limited (collectively known as the Promoters & Promoters Group) amounting to 1606469 shares interested in the said resolution, are not counted for the purpose of declaring results.**

SPECIAL BUSINESS

RESOLUTION 4:

TO REGULARIZE THE APPOINTMENT OF MS. RICHA MISRA (DIN: 00405282) AS DIRECTOR OF THE COMPANY

Voted in favour of the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	13	40	0.002
Voting by Poll	18	232908	99.98
Total	31	232948	100.00

Voted against the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	0	0	0
Voting by Poll	0	0	0

Pradeep Debnath & Company
CP-7313

Total	0	0	0

Invalid votes:

Total number of members whose votes were declared invalid	Total Number of votes cast by them (as declared in their Ballot Paper)
0	0

** Being the votes casted by Mr. Pradeep Misra, Mrs. Richa Misra & M/s Rudrabhishek Infosystem Private Limited (collectively known as the Promoters & Promoters Group) amounting to 1606469 shares interested in the said resolution, are not counted for the purpose of declaring results.

RESOLUTION 5:

RE-APPOINTMENT OF MR. NILESH KUMAR JAIN, MANAGER OF COMPANY

Voted in favour of the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	13	40	0.002
Voting by Poll	18	232908	99.98
Total	31	232948	100.00

Voted against the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	0	0	0
Voting by Poll	0	0	0
Total	**0**	**0**	**0**

Invalid votes:

Total number of members whose votes were declared invalid	Total Number of votes cast by them (as declared in their Ballot Paper)
0	0

** Being the votes casted by Mr. Pradeep Misra, Mrs. Richa Misra & M/s Rudrabhishek Infosystem Private Limited (collectively known as the Promoters & Promoters Group) amounting to 1606469 shares interested in the said resolution, are not counted for the purpose of declaring results.

RESOLUTION 6:

Voted in favour of the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	13	40	0.002
Voting by Poll	18	232908	99.98
Total	31	232948	100.00

Voted against the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	0	0	0
Voting by Poll	0	0	0
Total	**0**	**0**	**0**

Invalid votes:

Total number of members whose votes were declared invalid	Total Number of votes cast by them (as declared in their Ballot Paper)
0	0

**** Being the votes casted by Mr. Pradeep Misra, Mrs. Richa Misra & M/s Rudrabhishek Infosystem Private Limited (collectively known as the Promoters & Promoters Group) amounting to 1606469 shares interested in the said resolution, are not counted for the purpose of declaring results.**

The Registers all other papers and relevant records relating to voting shall remain in our safe custody until the chairman considers, approves and signs the Minutes of the aforesaid General Meeting and the same are handed over to the Company Secretary for safe keeping.

Thanking you.

Yours faithfully,

PRADEEP DEBNATH
Pradeep Debnath & Company
Company Secretaries
Membership No.6654, Certificate of Practice No.:7313

Place: Delhi
Date: 27.09.2019

Witness:

1. **Name:** CHANDRADEEP. KUMAR
   Address: DAL MILL ROAD, UTTAM NAGAR, NEW DELHI
   Signature: chandradeep. Kr.

2. **Name:** PRACHI JAIN
   Address: 732, Jain Nagar, Delhi-110081
   Signature: Prachi Jain

IM+ CAPITALS LIMITED

27th September, 2019

BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street,
Mumbai -400001

BSE Scrip Code: 511628

Subject: Voting Results under Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015

Dear Sir

We wish to inform you that the 28th Annual General Meeting (AGM) of the Members of the Company was held on September 26, 2019 at 02:30 P.M at YWCA, Constantial Hall, 1 Ashoka Road, Connaught Place, New Delhi-110001.

Pursuant to Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 read with Section 108 of the Companies Act, 2013 and rules made thereunder, the Company had provided e-Voting facility to the members entitled to cast their votes on all resolutions. Further, the Company has provided voting facility at the AGM Venue through Postal Ballot to those members who have not exercised e-voting facility.

Mr. Pradeep Debnath, Company Secretary in whole time practice has been appointed as the Scrutinizer for scrutinizing e-voting & postal ballot process and has submitted his report on all the resolutions contained in the Notice of the AGM.

All the resolutions contained in the notice of the above AGM are approved by requisite majority of shareholders through e-voting and ballot voting at the venue of the AGM

Further in this regard, we enclose the consolidated voting results in the prescribed format along with the scrutinizer's report.

Kindly take the above information into record.

Thanking You

For IM+ Capitals Ltd

Pradeep Misra
Chairman & Director
DIN: 01386739

IM+ CAPITALS LIMITED

RESULT OF ELECTONIC VOTING & THE POLL ON THE ORDINARY & THE SPECIAL BUSINESSES AT THE ANNUAL GENERAL MEETING

On the basis of scrutinizers report dated 26th September, 2019 for the for electronic voting & poll at the Annual General Meeting, the summary of which is mentioned hereunder, the Chairman announced the result of voting on 26th September, 2019 that all the resolutions as set out in Item No. 1 to 6 in the Notice of 28th Annual General Meeting of the Company, have been duly passed by requisite majority.

The result of the Remote e-voting as well as physical ballot is as under:

ORDINARY BUSINESS

Resolution No. 1:

To receive, consider and adopt:

a. the Audited Standalone Financial Statement of the Company for the year ended March 31, 2019 together with the Reports of the Board of Directors and Auditors thereon; and

b. the Audited Consolidated Financial Statements of the Company for the year ended March 31, 2019 together with the Reports of the Board of Directors and Auditors thereon. (**ORDINARY RESOLUTION**)

"**RESOLVED THAT** the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2019 including audited Balance Sheet as at 31st March, 2019 and Statement of Profit and Loss Account & Cash flow Statement for the Financial Year ended 31st March, 2019 including reports of the Board of Directors and Auditors thereon be and is hereby received, considered and adopted."

	Particulars	REMOTE E-VOTING		POLL		TOTAL	
		No. of members voted	Votes held by them	No. of members voted	Votes held by them	No. of members voted	Votes held by them
	Total No. of Members & Shares held by them	13	40	21	1839377	34	1839417
Less	Total No of Members & Invalid/Reject	0	0	0	0	0	0

Less	Total No. of Members & Votes not exercised/partially exercised	0	0	0	0	0	0
	No. of valid votes	**13**	**40**	**21**	**1839377**	**34**	**1839417**

Particulars	**REMOTE E-VOTING**		**POLL**		**TOTAL**		**% of total no. of valid votes cast**
	No. of members voted	**Votes held by them**	**No. of members voted**	**Votes held by them**	**No. of members voted**	**Votes held by them**	
Favour	13	40	21	1839377	34	1839417	100
Against	0	0	0	0	0	0	0
Total	**13**	**40**	**21**	**1839377**	**34**	**1839417**	**100**

The resolution passed with requisite majority.

Resolution No. 2:

To re-appoint Statutory auditors of the Company from the Conclusion of this meeting till the Conclusion of the 33rd Annual General Meeting and to authorise the Board or Committee thereof to fix their remuneration in this regard and to Consider and if thought fit, to pass with or without Modification(s) the following resolution as ordinary resolution.

"**RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act 2013 read with Companies (Audit and Auditors) Rules 2014 (including any Statutory modification (s) or re-enactments thereof for the time being in force and as recommended by the Board of Directors, M/s Doogar and Associates, Chartered Accountants be & is hereby re-appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting to the conclusion of 33rd Annual General Meeting on such remuneration as may be fixed by the board or committee thereof."

	Particulars	REMOTE E-VOTING		POLL		TOTAL	
		No. of members voted	Votes held by them	No. of members voted	Votes held by them	No. of members voted	Votes held by them
	Total No. of Members & Shares held by	13	40	21	1839377	34	1839417

	them						
Less	Total No of Members & Invalid/Reject	0	0	0	0	0	0
Less	Total No. of Members & Votes not exercised/partially exercised	0	0	0	0	0	0
	No. of valid votes	**13**	**40**	**21**	**1839377**	**34**	**1839417**

Particulars	REMOTE E-VOTING		POLL		TOTAL		% of total no. of valid votes cast
	No. of members voted	Votes held by them	No. of members voted	Votes held by them	No. of members voted	Votes held by them	
Favour	13	40	21	1839377	34	1839417	100
Against	0	0	0	0	0	0	0
Total	**13**	**40**	**21**	**1839377**	**34**	**1839417**	**100**

The resolution passed with requisite majority.

Resolution No. 3:

To appoint a director in place of Mr. Pradeep Misra (DIN 01386739), who retires by rotation in terms of Section 152(6) of Companies Act, 2013 and being eligible offers himself for re-appointment. **(ORDINARY RESOLUTION)**

"**RESOLVED THAT** Mr. Pradeep Misra (DIN 01386739), Director, who retires by rotation and being eligible, offers himself for re-appointment, be and is hereby reappointed as Director of the Company."

	Particulars	REMOTE E-VOTING		POLL		TOTAL	
		No. of members voted	Votes held by them	No. of members voted	Votes held by them	No. of members voted	Votes held by them
	Total No. of Members & Shares held by them	13	40	18	232908	31	232948

Less	Total No of Members & Invalid/Reject	0	0	0	0	0	0
Less	Total No. of Members & Votes not exercised/partially exercised	0	0	0	0	0	0
	No. of valid votes	**13**	**40**	**18**	**232908**	**31**	**232948**

Particulars	REMOTE E-VOTING		POLL		TOTAL		% of total no. of valid votes cast
	No. of members voted	Votes held by them	No. of members voted	Votes held by them	No. of members voted	Votes held by them	
Favour	13	40	18	232908	31	232948	100
Against	0	0	0	0	0	0	0
Total	**13**	**40**	**18**	**232908**	**31**	**232948**	**100**

The resolution passed with requisite majority.

**** Being the votes casted by Mr. Pradeep Misra, Mrs. Richa Misra & M/s Rudrabhishek Infosystem Private Limited (collectively known as the Promoters & Promoters Group) amounting to 1606469 shares interested in the said resolution, are not counted for the purpose of declaring results.**

SPECIAL BUSINESS

Resolution No. 4

To regularize the appointment of Ms. Richa Misra (DIN: 00405282) as Director of the Company and in this regard to consider and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:

"**RESOLVED THAT** Ms. Richa Misra (DIN: 00405282), who was appointed as an additional director in terms of Section 161 of the Companies Act, 2013 holds the office up to the date of this Annual General Meeting and in respect of whom the company has received a notice from a shareholder of the company under section 160(1) of the Companies Act, 2013 proposing her candidature for the office of the Director be and is hereby appointed as Director of the Company.

	Particulars	REMOTE E-VOTING		POLL		TOTAL	
		No. of members voted	Votes held by them	No. of members voted	Votes held by them	No. of members voted	Votes held by them
	Total No. of Members & Shares held by them	13	40	18	232908	31	232948
Less	Total No of Members & Invalid/Reject	0	0	0	0	0	0
Less	Total No. of Members & Votes not exercised/partially exercised	0	0	0	0	0	0
	No. of valid votes	**13**	**40**	**18**	**232908**	**31**	**232948**

Particulars	REMOTE E-VOTING		POLL		TOTAL		% of total no. of valid votes cast
	No. of members voted	Votes held by them	No. of members voted	Votes held by them	No. of members voted	Votes held by them	
Favour	13	40	18	232908	31	232948	100
Against	0	0	0	0	0	0	0
Total	**13**	**40**	**18**	**232908**	**31**	**232948**	**100**

The resolution passed with requisite majority.

**** Being the votes casted by Mr. Pradeep Misra, Mrs. Richa Misra & M/s Rudrabhishek Infosystem Private Limited (collectively known as the Promoters & Promoters Group) amounting to 1606469 shares interested in the said resolution, are not counted for the purpose of declaring results.**

<u>Resolution No. 5</u>

Re-appointment of Mr. Nileshkumar Jain, Manager of Company and in this regard to consider and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:

"**RESOLVED THAT** pursuant to provisions of Section 196, 197, 203 and other applicable provisions of the Companies Act, 2013 read with Schedule V thereof, the recommendations of Nomination & Remuneration Committee and the Board of Directors, the consent of Members of the Company be and is hereby accorded to the re-appointment of Mr. Nileshkumar Jain as Manager of the Company for the period of (03) three years with effect from 11th February 2019 on such terms and conditions as set out in the Explanatory Statement annexed to this Notice convening this meeting, with liberty and power to the board of directors, in the exercise of discretion, to grant increments and to alter and vary from time to time the terms and conditions of the said appointment, subject to the same not exceeding the limits specified under schedule V of the Companies Act 2013 or any statutory modifications or re- enactment thereof."

	Particulars	REMOTE E-VOTING		POLL		TOTAL	
		No. of members voted	Votes held by them	No. of members voted	Votes held by them	No. of member s voted	Votes held by them
	Total No. of Members & Shares held by them	13	40	18	232908	31	232948
Less	Total No of Members & Invalid/Reject	0	0	0	0	0	0
Less	Total No. of Members & Votes not exercised/partially exercised	0	0	0	0	0	0
	No. of valid votes	**13**	**40**	**18**	**232908**	**31**	**232948**

Particulars	REMOTE E-VOTING		POLL		TOTAL		% of total no. of valid votes cast
	No. of members voted	Votes held by them	No. of members voted	Votes held by them	No. of member s voted	Votes held by them	
Favour	13	40	18	232908	31	232948	100
Against	0	0	0	0	0	0	0
Total	13	40	18	232908	31	232948	100

The resolution passed with requisite majority.

**** Being the votes casted by Mr. Pradeep Misra, Mrs. Richa Misra & M/s Rudrabhishek Infosystem Private Limited (collectively known as the Promoters & Promoters Group) amounting to 1606469 shares interested in the said resolution, are not counted for the purpose of declaring results.**

Resolution No. 6

Approval/ Ratification of Related Party Transactions:
To consider and if thought fit, to pass with or without modification, the following resolution as **Special resolution**:

RESOLVED THAT pursuant to the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 188 of the Companies Act, 2013 ("Act") & other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 & Related Party transaction policy of the company, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to enter into contract(s)/ arrangement(s)/ transaction(s) with Paarth Infrabuild Private Limited, related parties of Company within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, for providing Sale advisory service to various projects of PIPL or such other services, for a period of 03 (Three) years, i.e. for F.Y 2019-20, F.Y 2020-21 & F.Y 2021-22 or thereafter, up to such maximum amounts as provided below & on such terms & conditions as the Board may think proper in the best interests of the Company, provided that the said contract(s)/ arrangement(s)/ transaction(s) so carried out shall be at arm's length basis and in the ordinary course of business of the Company.

S.No	Name of the Related Party	Relationship	Maximum Value of Transaction	Nature of Transaction	Proposed time for transaction
1	Paarth Infrabuild Private Limited (PIPL)	Enterprise having significant influence	3 Crores	Providing Sale advisory service to various projects of PIPL	F.Y 2019-20, 2020-21 & 2021-22

	Particulars	REMOTE E-VOTING		POLL		TOTAL	
		No. of members voted	Votes held by them	No. of members voted	Votes held by them	No. of members voted	Votes held by them
	Total No. of Members & Shares held by them	13	40	18	232908	31	232948

Less	Total No of Members & Invalid/Reject	0	0	0	0	0	0
Less	Total No. of Members & Votes not exercised/partially exercised	0	0	0	0	0	0
	No. of valid votes	**13**	**40**	**18**	**232908**	**31**	**232948**

Particulars	REMOTE E-VOTING		POLL		TOTAL		% of total no. of valid votes cast
	No. of members voted	Votes held by them	No. of members voted	Votes held by them	No. of members voted	Votes held by them	
Favour	13	40	18	232908	31	232948	100
Against	0	0	0	0	0	0	0
Total	**13**	**40**	**18**	**232908**	**31**	**232948**	**100**

The resolution passed with requisite majority.

** Being the votes casted by Mr. Pradeep Misra, Mrs. Richa Misra & M/s Rudrabhishek Infosystem Private Limited (collectively known as the Promoters & Promoters Group) amounting to 1606469 shares interested in the said resolution, are not counted for the purpose of declaring results.

FOR & ON BEHALF OF IM+ CAPITALS LIMITED

(Pradeep Misra)
Chairman& Director
DIN: 01386739

Date: 27/09/2019
Place: New Delhi