

MAHESH GUPTA & COMPANY

Company Secretaries

Wadhwa Complex Chamber No. 110, G.F., D-288-289/10, Laxmi Nagar, Delhi 110 092

SCRUTINIZER'S REPORT

(Pursuant to rule section 108 of the Companies Act, 2013 and rule 20(3)(xi) of the Companies (Management and Administration) Rules, 2014)

To,

The Chairman
25th Annual General Meeting of the Equity shareholders
M/s. Maral Overseas Limited
V. & P.O. Khalbujurg, Tehsil Kasrawad,
Distt. Khargone, Madhya Pradesh


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.

I, Mahesh Kumar Gupta, Company Secretary in wholetime practice, having office at 110, Wadhwa Complex, D-288-289/10, Laxmi Nagar Delhi-110092, was appointed as a Scrutinizer of Ms. Maral Overseas Limited ("the Company"), pursuant to section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and administration) Rules, 2014, for the purpose of Scrutinizing the e-voting process in a fair and transparent manner and ascertaining the requisite majority on e-voting and poll carried out as per the provision of Companies Act,2013 on the below mentioned resolution(s). We submit our report as under:

1. The e-voting period remained open from 18th September, 2014 (9:00 a.m.) to 20th September, 2014 (6:00 p.m.).
2. The shareholders holding shares either in physical form or in dematerialized form as on the "cut off" date i.e. 8th August 2014 were entitled to vote on the proposed resolutions item no.1 to 9 as set out in the Notice of Annual General Meeting of Maral Overseas Limited.
3. The votes were unblocked on 20th September, 2014 after 6.00 p.m. in the presence of two witnesses, **Ms. Meenakshi Jain** (1/2 Block – 41, Singh Sabha Road, Shakti Nagar, Delhi – 110 007) and **Ms. Shweta Jain** (24, Devi Murti Colony, Near Asian Public school, Panipat (Haryana) – 132 103) who are not in the employment of the Company. They have signed below in Confirmation of the votes being unblocked in their presence.

Signatures 
Name **Ms. Meenakshi Jain**

Signatures 
Name **Ms. Shweta Jain**

4. Thereafter, the details, containing, inter-alia, list of equity shareholders, who voted "For" and "Against", were downloaded from the e-voting website of **National Securities Depository Limited**.

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5. The results of the e-voting is as under:

A) Resolution 1:- To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2014 and Statement of Profit and Loss for the period ended on that date and the Report of Directors and Auditors thereon.

(i) Voted in favour of the resolution:

	Number of Members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
E-Voting	36	31136352	100
Total	36	31136352	100

(ii) Voted against the resolution:

	Number of Members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
E-voting	0	0	0
Total	0	0	0

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total numbers of votes cast by them
0	0

B) Resolution 2:- To declare the Dividend on Cumulative Redeemable Preference Shares for the year ended 31st March, 2014.

(i) Voted in favour of the resolution:

	Number of Members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
E-voting	36	31136352	100
Total	36	31136352	100



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Company Secretaries

Wadhwa Complex Chamber No. 110, G.F., D-288-289/10, Laxmi Nagar, Delhi 110 092

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

	Number of Members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
E-voting	0	0	0

(iii) **Invalid Votes:**

Total number of members whose votes were declared invalid	Total numbers of votes cast by them
0	0

C) Resolution 3:- To appoint a Director in place of Shri Ravi Jhunjunwala (DIN : 00060972) who retires by rotation and being eligible, offers himself for re-appointment.

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

	Number of Members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
E-voting	36	31136352	100
Total	36	31136352	100

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

	Number of Members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
E-voting	0	0	0
Total	0	0	0

(iii) **Invalid Votes:**

Total number of members whose votes were declared invalid	Total numbers of votes cast by them
0	0



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D) Resolution 4:- Appointment of M/s. Doogar & Associates, Chartered Accountants (Firm Registration No. 000561N) and M/s Ashim & Associates, Chartered Accountants (Firm Registration No. 006064N) as Joint Auditors and to fix their remuneration.

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

	Number of Members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
E-voting	35	31136152	100
Total	35	31136152	100

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

	Number of Members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
E-voting	0	0	0
Total	0	0	0

(iii) **Invalid Votes:**

Total number of members whose votes were declared invalid	Total numbers of votes cast by them
0	0

E) Resolution 5:- Appointment of Shri Shantanu Agarwal (DIN : 02314304), (who was appointed as Additional Director and who holds office upto the date of this Annual General Meeting) as Director of the Company, liable to retire by rotation.

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

	Number of Members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
E-voting	35	31134752	100
Total	35	31134752	100



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

	Number of Members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
E-voting	0	0	0
Total	0	0	0

(iii) **Invalid Votes:**

Total number of members whose votes were declared invalid	Total numbers of votes cast by them
0	0

F) Resolution 6:- Appointment of Dr. Kamal Gupta (DIN: 00038490) as Independent Director for one more term of 5 (five) consecutive years commencing from the ensuing AGM.

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

	Number of Members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
E-voting	36	31136352	100
Total	36	31136352	100

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

	Number of Members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
E-voting	0	0	0
Total	0	0	0

(iii) **Invalid Votes:**

Total number of members whose votes were declared invalid	Total numbers of votes cast by them
0	0



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Company Secretaries

Wadhwa Complex Chamber No. 110, G.F., D-288-289/10, Laxmi Nagar, Delhi 110 092

G) Resolution 7:- Appointment of Shri D.N. Davar (DIN: 00002008) as Independent Director for one more term of 5 (five) consecutive years commencing from the ensuing AGM.

(i) Voted in favour of the resolution:

	Number of Members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
E-voting	35	31134752	100
Total	35	31134752	100

(ii) Voted against the resolution:

	Number of Members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
E-voting	0	0	0
Total	0	0	0

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total numbers of votes cast by them
0	0

H) Resolution 8:- Appointment of Shri P.S. Dasgupta (DIN: 00012552) as Independent Director for one more term of 5 (five) consecutive years commencing from the ensuing AGM.

(i) Voted in favour of the resolution:

	Number of Members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
E-voting	34	31134252	100
Total	34	31134252	100

(ii) Voted against the resolution:

	Number of Members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
E-voting	0	0	0
Total	0	0	0



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Company Secretaries

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(iii) **Invalid Votes:**

Total number of members whose votes were declared invalid	Total numbers of votes cast by them
0	0

1) Resolution 9:- Approval of the remuneration payable to M/s. K. G. Goyal & Co. Cost Auditor of the Company for the financial year 2014-15 (subject to applicability of Cost Audit on the Company).

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

	Number of Members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
E-voting	35	31134752	100
Total	35	31134752	100

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

	Number of Members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
E-voting	0	0	0
Total	0	0	0

(iii) **Invalid Votes:**

Total number of members whose votes were declared invalid	Total numbers of votes cast by them
0	0



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6. The register, all other papers and relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and signs the minutes of the aforesaid Annual General Meeting and the same are handed over to the Company Secretary for safe keeping.

Thanking You,

Yours faithfully,
For Mahesh Gupta & Co.



Mahesh Kumar Gupta
Proprietor
FCS.2870 CP: 1999



Place: New Delhi

Dated: 22nd September 2014