



# DEEPAK SADHU & Co

COMPANY SECRETARIES

**DEEPAK SADHU**

B.Com, MBA (Finance), A.C.S.

Web: [www.deepaksadhu.com](http://www.deepaksadhu.com)

Email: [info@deepaksadhu.com](mailto:info@deepaksadhu.com),  
[deepak@deepaksadhu.com](mailto:deepak@deepaksadhu.com)

ACS No: **39541**, CP No: **14992**

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**Form No.: MGT-13**

## **SCRUTINIZER'S REPORT**

*(Pursuant to Section 108 of the Companies Act, 2013 and rule 20 of the Companies  
[Management and Administration] Rules, 2014)*

To

The Chairman

**MAHA RASHTRA APEX CORPORATION LIMITED**

**ANNUAL GENERAL MEETING of the Members**

3<sup>RD</sup> FLOOR, FRONT WING NORTH BLOCK, MANIPAL CENTRE

**BENGALURU – 560001**

**Sub: Consolidated Scrutinizer Report on remote e-voting / Physical conducted pursuant to the provision of Section 108 of the Companies Act, 2013 read with rule 20 of the Companies [Management and Administration] Rules, 2014 as amended by the Companies [Management and Administration] Rules, 2015 and voting at the ANNUAL GENERAL MEETING of the Members of MAHA RASHTRA APEX CORPORATION LIMITED held on 30<sup>th</sup> day of September, 2019 at Shri T. Ramesh U. Pai Memorial hall at Kurlon factory, Jalahalli camp road, Yeshwantpur, Bangalore - 560 022, Karnataka, INDIA at 12:30 PM**

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Dear Sir,

1. I, CS DEEPAK SADHU proprietor of DEEPAK SADHU & CO, COMPANY SECRETARIES, Bangalore appointed as the Scrutinizer for the purpose of e-voting & Physical ballot process if any, being carried out, as per Section 108 of the Companies Act, 2013 read with rule 20 of the Companies [Management and Administration] Rules, 2014 as amended by the Companies [Management and Administration] Rules, 2015 for the purpose of scrutinizing, in a fair and transparent manner the remote e-voting process received from the members & Physical ballot forms if any, in respect of the resolutions

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**Address:** No. 450, 9<sup>th</sup> cross, JP Nagar 2<sup>nd</sup> phase, Bangalore – 560 078.

Tel: 080-26596755, Mob: 98860 96664 / 88843 11947, Web: [www.deepaksadhu.com](http://www.deepaksadhu.com)

Email: [info@deepaksadhu.com](mailto:info@deepaksadhu.com) / [deepak@deepaksadhu.com](mailto:deepak@deepaksadhu.com)

passed at the ANNUAL GENERAL MEETING of the Members of the Company held on 30<sup>th</sup> day of September, 2019 at 12:30 PM.

2. The Management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and the rules relating to the voting through electronic means and physical ballot forms on the resolutions contained in the Notice to the ANNUAL GENERAL MEETING (AGM) of the members of the company. My responsibility as a scrutinizer for the e-voting process and physical ballot forms is restricted to make a scrutinizer's report of the votes cast "IN FAVOUR" or "AGAINST" the resolutions as per Annexure, based on the reports generated from the e-voting system provided by Central Depository Services (India) Ltd [CDSL], the authorized agency to provide e-voting facilities, engaged by the Company.
3. The Notice dated 09<sup>th</sup> August, 2019 as per section 101 of the Companies Act, 2013 along with the statement setting out material facts under section 102 of the Act was sent to the Members on 05<sup>th</sup> of September 2019 via Email and physical copies on 07<sup>th</sup> September 2019 in respect of the resolutions passed at the AGM of the Company. The Notice was also published in "The Indian Express" and "Kannada Prabha" on 10<sup>th</sup> September, 2019.
4. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with rule 20 of the Companies [Management and Administration] Rules, 2014 and Regulation 44 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Company provided remote e-voting facility to cast vote through electronic mode which commenced from 9.00 am on 27<sup>th</sup> September, 2019 to 5.00 pm on 29<sup>th</sup> September, 2019 on the resolutions as per Annexure by the members of the company.
5. The Company had availed the e-voting facility offered by Central Depository Services (India) Ltd [CDSL], (i.e., <https://www.evotingindia.com>) for conducting remote e-voting by the members of the company.

6. The votes cast through e-voting process was confirmed by me on 30<sup>th</sup> September 2019 after the completion of ANNUAL GENERAL MEETING.
7. The final report generated was tabulated by me and the data regarding the final e-votes and physical votes was diligently scrutinized. The whole data regarding the members who had voted electronically was reconciled as per the data available on the website of Central Depository Services (India) Ltd [CDSL], (i.e., <https://www.evotingindia.com>)
8. At the ANNUAL GENERAL MEETING (AGM) held on 30<sup>th</sup> September, 2019 the chairman of the Meeting had requested the members to cast their votes by physical ballot form to enable those members who had not casted their votes by e-voting facility in respect of Resolutions (Items No. 1 to 3 as set out in the Notice of the ANNUAL GENERAL MEETING of the Company), to cast their vote at the said AGM.
9. My consolidated report of the votes cast by members through remote e-voting and physical ballot form at the AGM with their pattern of voting is, as per the Annexure annexed to this report.

**ANNEXURE:**

The consolidated result of e-voting & physical ballot is as under:

1. RESOLUTION NO.1 [(RESOLUTION – ORDINARY, BUSINESS – ORDINARY)] :-

**To receive, consider and adopt the Standalone and Consolidated Audited Financial Statement for the year ended 31st March, 2019 together with the Reports of the Board of Directors and Auditors thereon.**

<b>(i) Voted in FAVOUR of the Resolution:</b>		
<b>Total e-votes cast and members present and voting (in person or by proxy)</b>	<b>Number of Votes cast</b>	<b>% of total number of valid votes cast</b>
28	6925187	99.3523%

<b>(ii) Voted AGAINST the Resolution:</b>		
<b>Total e-votes cast and members present and voting (in person or by proxy)</b>	<b>Number of Votes cast</b>	<b>% of total number of valid votes cast</b>
02	45150	0.6477%

<b>(iii) INVALID Votes:</b>	
<b>Total e-votes cast and members present and voting (in person or by proxy)</b>	<b>Number of Votes cast</b>
00	00

<b>(iv) ABSTAIN Votes:</b>	
<b>Total e-votes cast and members present and voting (in person or by proxy)</b>	<b>Number of Votes cast</b>
0	0

NOTE: Based on the aforesaid results we report that the ordinary resolution as contained in item#1 in the notice to AGM dated 09<sup>th</sup> August 2019 has been passed unanimously.

2. RESOLUTION NO.2 [(RESOLUTION – ORDINARY, BUSINESS – ORDINARY)] :-

To appoint Director in place of Sri Manjunath Manohar Singh (DIN -01111861) who retires by rotation and being eligible, offers himself for re-appointment.

(i) Voted in <b>FAVOUR</b> of the Resolution:		
Total e-votes cast and members present and voting (in person or by proxy)	Number of Votes cast	% of total number of valid votes cast
29	6970187	99.9978%

(ii) Voted <b>AGAINST</b> the Resolution:		
Total e-votes cast and members present and voting (in person or by proxy)	Number of Votes cast	% of total number of valid votes cast
01	150	0.0022%

(iii) <b>INVALID</b> Votes:	
Total e-votes cast and members present and voting (in person or by proxy)	Number of Votes cast
00	00

(iv) <b>ABSTAIN</b> Votes:	
Total e-votes cast and members present and voting (in person or by proxy)	Number of Votes cast
00	00

NOTE: Based on the aforesaid results we report that the ordinary resolution as contained in item#2 in the notice to AGM dated 09<sup>th</sup> August 2019 has been passed unanimously.

3. RESOLUTION NO.3 [(RESOLUTION – SPECIAL, BUSINESS – SPECIAL)] : -

**Consent for Continuation of Mr. Kudi Bhoja Shetty (DIN 01451944), as a Non-Executive Independent Director.**

(i) Voted in <b>FAVOUR</b> of the Resolution:		
<b>Total e-votes cast and members present and voting (in person or by proxy)</b>	<b>Number of Votes cast</b>	<b>% of total number of valid votes cast</b>
29	6970187	99.9978%

(ii) Voted <b>AGAINST</b> the Resolution:		
<b>Total e-votes cast and members present and voting (in person or by proxy)</b>	<b>Number of Votes cast</b>	<b>% of total number of valid votes cast</b>
01	150	0.0022%

(iii) <b>INVALID</b> Votes:	
<b>Total e-votes cast and members present and voting (in person or by proxy)</b>	<b>Number of Votes cast</b>
00	00

(iv) <b>ABSTAIN</b> Votes:	
<b>Total e-votes cast and members present and voting (in person or by proxy)</b>	<b>Number of Votes cast</b>
00	00

NOTE: Based on the aforesaid results we report that the special resolution as contained in item#3 in the notice to AGM dated 09<sup>th</sup> August 2019 has been passed unanimously.

A Compilation of data containing a list of members/custodians/proxies who voted in “FAVOUR”, “AGAINST” “ABSTAIN” and “INVALID VOTES” for each resolution is mentioned as above.

All the relevant records of e-voting and physical through show of hands will remain in my safe custody until the Chairman considers, approves and signs the minutes of the ANNUAL GENERAL General Meeting and the same shall be handed over thereafter to the Chairman / Company Secretary for safe custody.

Thanking You,

Place : **Bangalore**

Date : **01<sup>st</sup> October, 2019**

**Yours Faithfully,**

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**(CS DEEPAK SADHU)**

Proprietor

**DEEPAK SADHU & CO, COMPANY SECRETARIES**

**Scrutinizer**