



Ashish O. Lalpuria & Co.

Practising Company Secretaries

14, Adarsh, 9/83, Nehru Road, Near HDFC Bank, Vile Parle (East), Mumbai-400 057.
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Scrutinizer's Report

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014]

To
The Chairman
Maha Rashtra Apex Corporation Limited,
3rd Floor, Front Wing, North Block, Manipal Centre,
Bangalore – 560 001.

Dear Sir,

1. I, Ashish O. Lalpuria, Practising Company Secretary, having office at 14, Adarsh, 83, Nehru Road, Near HDFC Bank, Vile Parle (East), Mumbai -400 057, have been appointed as the Scrutinizer by the Board of Directors of Maha Rashtra Apex Corporation Limited, ("the Company") for the purpose of scrutinizing the remote e-voting process in a fair and transparent manner and ascertaining the requisite majority on remote e-voting carried out as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014, as amended by Companies (Management and Administration) Amendment Rules, 2015 on the 4 (Four) resolutions contained in the notice dated 14th August, 2017 convening the 73rd Annual General Meeting (AGM) of the Members of the Company, held on Friday, 29th September, 2017 at 12.00 noon at Sri T Ramesh Pai Memorial Hall at Kurlon Factory, Jalahalli Camp Road, Yashwantpur, Bengaluru – 560 022.
2. I was also appointed as the Scrutinizer to scrutinize the voting process at the said Annual General Meeting held on 29th September, 2017.
3. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and rules relating to voting through electronic means (by remote e-voting) and voting by using ballots by the shareholder at the said AGM on the resolutions contained in the notice to the said AGM. My responsibility as the 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 Scrutinizers' 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 remote e-voting system provided by Central Depository Services (India) Limited, the authorized agency to provide e-voting facilities, engaged by the Company and the report for voting by use of ballots at the meeting.
4. Further to above, I submit my report as under:



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- 4.1 The remote e-voting period remained open from 9.00 a.m. on Tuesday, 26th September, 2017 up to 5.00 p.m. on Thursday, 28th September, 2017.
- 4.2 The Shareholders holding shares as on the cut-off date i.e. 22nd September, 2017, were entitled to vote on the proposed 4 (Four) resolutions set out in the Notice convening 73rd Annual General Meeting of the Company.
- 4.3 The Chairman at the 73rd Annual General Meeting, at the end of discussions on the resolutions contained in the Notice, allowed voting through ballot at the venue to all those members who were present at the meeting but have not cast their vote by availing remote E-voting.
- 4.4 After conclusion of the voting at the AGM, the poll papers were reconciled with the records maintained by the Company and Registrar & Transfer Agents with respect to the Authorization/proxies lodged with the Company.
- 4.5 The votes cast under remote e-voting facility were thereafter unblocked in presence of two witnesses, namely, Ms. Kalpita Poojary and Ms. Karishma Bhandari who are not in the employment of the Company. Thereafter, the e-voting results containing, inter-alia the list of Shareholders who have voted in favour or against the resolutions or who have abstained from voting were downloaded from the e-voting website of Central Depository Services (India) Limited i.e (<https://www.evotingindia.com>)



4.6 The consolidated result of the remote e-voting and voting at the meeting is as under:

a) Resolution No. 1 – Ordinary Resolution - Adoption of Standalone and Consolidated Audited Financial Statements for the year ended 31st March, 2017, the reports of the Board of Directors and Auditors thereon.

i) Voted in favour of the Resolution:

Voting process	Number of members voted through e-voting system and physical ballots	Number of votes cast by them	% of total number of valid votes cast
E-voting	2	478	0.01
Physical ballots	31	8159160	99.99
Total	33	8159638	100.00

ii) Voted against the Resolution:

Voting process	Number of members voted through e-voting system and physical ballots	Number of votes cast by them	% of total number of valid votes cast
E-voting	0	0	0
Physical ballots	0	0	0
Total	0	0	0

iii) Invalid Votes:

Voting process	Total number of Members whose votes were declared invalid	Total number of votes cast by them
E-voting	0	0
Physical ballots	0	0
Total	0	0



b) Resolution No. 2 – Ordinary Resolution – Appointment of Director in place of Sri Subrame Gowda (DIN: 00046329), who retires by rotation and being eligible, offers himself for re-appointment.

i) Voted in **favour** of the Resolution:

Voting process	Number of members voted through e-voting system and physical ballots	Number of votes cast by them	% of total number of valid votes cast
E-voting	2	478	0.01
Physical ballots	31	8159160	99.99
Total	33	8159638	100.00

ii) Voted **against** the Resolution:

Voting process	Number of members voted through e-voting system and physical ballots	Number of votes cast by them	% of total number of valid votes cast
E-voting	0	0	0
Physical ballots	0	0	0
Total	0	0	0

iii) **Invalid** Votes:

Voting process	Total number of Members whose votes were declared invalid	Total number of votes cast by them
E-voting	0	0
Physical ballots	0	0
Total	0	0



c) Resolution No. 3 – Ordinary Resolution –Appointment of M/s. Maiya & Maiya, Chartered Accountants (ICAI Firm Registration No. 001944S) as Statutory Auditors of the Company and to fix their remuneration.

i) Voted in **favour** of the Resolution:

Voting process	Number of members voted through e-voting system and physical ballots	Number of votes cast by them	% of total number of valid votes cast
E-voting	2	478	0.01
Physical ballots	31	8159160	99.99
Total	33	8159638	100.00

ii) Voted **against** the Resolution:

Voting process	Number of members voted through e-voting system and physical ballots	Number of votes cast by them	% of total number of valid votes cast
E-voting	0	0	0
Physical ballots	0	0	0
Total	0	0	0

iii) **Invalid** Votes:

Voting process	Total number of Members whose votes were declared invalid	Total number of votes cast by them
E-voting	0	0
Physical ballots	0	0
Total	0	



d) **Resolution No. 4 – Special Resolution – Re-appointment of Sri Subbarama Gowda (DIN: 00046329) as the Whole-Time Director of the Company.**

i) Voted in **favour** of the Resolution:

Voting process	Number of members voted through e-voting system and physical ballots	Number of votes cast by them	% of total number of valid votes cast
E-voting	2	478	0.01
Physical ballots	31	8159160	99.99
Total	33	8159638	100.00

ii) Voted **against** the Resolution:

Voting process	Number of members voted through e-voting system and physical ballots	Number of votes cast by them	% of total number of valid votes cast
E-voting	0	0	0
Physical ballots	0	0	0
Total	0	0	0

iii) **Invalid Votes:**

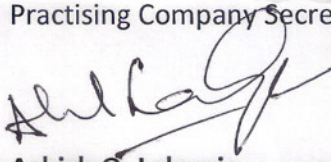
Voting process	Total number of Members whose votes were declared invalid	Total number of votes cast by them
E-voting	0	0
Physical ballots	0	0
Total	0	0



- e) The register and all other papers 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 thereafter, the same will be handed over to the Company.

Thanking you,

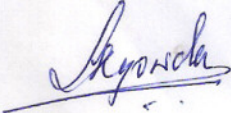
Yours faithfully,
For **Ashish O. Lalpuria & Co.**
Practising Company Secretary,



Ashish O. Lalpuria
(Proprietor)



Date: 30th September, 2017
Place: Mumbai



Chairman of the Meeting
Maha Rashtra Apex Corporation Limited