

**A. K. LABH**

Com., MBA, FCS, ACMA (ICAI), ACSI (Lond)  
DIM, DHRD, PGHDSM, DIRPM  
**Practicing Company Secretary**



**A. K. LABH & Co.**

**Company Secretaries**

40, Weston Street, 3rd Floor, Kolkata - 700 013  
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Website : [www.aklabh.com](http://www.aklabh.com)

## **SCRUTINIZER'S REPORT**

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

**The Chairman  
Marsons Limited  
Marsons House  
Budge Budge Trunk Road  
Vill. - Chakmir, P.O. - Maheshtala  
Kolkata - 700 142**

*Dear Sir,*

I, Atul Kumar Labh, Practicing Company Secretary (FCS - 4848 / CP - 3238) and proprietor of M/s. A. K. Labh & Co., Company Secretaries, Kolkata was appointed as the scrutinizer in connection with the Extra-Ordinary General Meeting of the Members of **Marsons Limited** ("Company") held on Monday, 28<sup>th</sup> day of March, 2016 at 11:30 A.M. at the Registered Office of the Company at Marsons House, Budge Budge Trunk Road, Vill. - Chakmir, P.O. - Maheshtala, Kolkata - 700142 for the purpose of scrutinizing the remote e-voting and voting through physical ballot process in a fair and transparent manner and ascertaining the requisite majority on remote e-voting and voting through physical ballot process carried out as per the provisions of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, *as amended*, on the resolutions referred to in this report.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to e-voting and voting through physical ballot process on the resolutions contained in the Notice of the Extra-Ordinary General Meeting dated the 26<sup>th</sup> February, 2016. My responsibility as a scrutinizer for the voting process through electronic means and physical ballots is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions, based on the reports generated from the e-voting system of Central Depository Services (India) Limited (CDSL) and of voting through physical ballots as provided by M/s Maheshwari Datamatics Private Limited, the agencies engaged by the Company to provide e-voting and physical ballot facilities.

I submit my report as under:

1. The remote e-voting period remained open from 9:00 AM IST on Friday, the 25<sup>th</sup> March, 2016 up to 5.00 PM IST on Sunday, the 27<sup>th</sup> March, 2016.



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2. The Shareholders holding shares as on the "cut off" date, i.e. 21<sup>st</sup> March, 2016 were entitled to vote on the proposed 2 (Two) resolutions as mentioned in the notice dated 26<sup>th</sup> day of February, 2016 of the Extra-Ordinary General Meeting of the Company.
3. The votes were unblocked on Monday, the 28<sup>th</sup> day of March, 2016 around 4.00 PM after the completion of the Extra-Ordinary General Meeting in the presence of two witnesses, namely, Mr. Narayan Chandra Saha, residing at 108, Sarat Chatterjee Road, Howrah – 711 102 and Mr. Raju Chowdhury residing at The C.A.B. Dr. B. C. Roy Club House, Eden Gardens, Kolkata – 700 021 who are not in employment of the Company.
4. Thereafter the details containing, inter-alia, list of equity shareholders, who voted "For" and "Against", were downloaded from the e-Voting website of CDSL (<https://www.evotingindia.com>).
5. The result of the remote e-voting [EVSN : 160305002] is as under:

**<A> SPECIAL BUSINESS:****a) Resolution 1****Type of Resolution : Ordinary Resolution****Increase of Authorised share capital of the Company**

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
1946225	1946225	0

**b) Resolution 2****Type of Resolution : Special Resolution****Allotment of equity shares to Creditors for consideration other than cash**

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
1946225	1946225	0

6. The Company has also distributed the physical ballot forms at the venue of the Extra-Ordinary General Meeting to enable the shareholders to cast the votes physically in case the same has not been casted by them through remote e-voting.



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7. The result of the voting through ballot forms are as under :

<A> **SPECIAL BUSINESS:**

a) **Resolution 1**

**Type of Resolution : Ordinary Resolution**

**Increase of Authorised share capital of the Company**

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
4547896	4547886	10

b) **Resolution 2**

**Type of Resolution : Special Resolution**

**Allotment of equity shares to Creditors for consideration other than cash**

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
4547859	4547849	10

8. Thus, the combined result of the remote e-voting [EVSN : 160305002] and votes casted through physical ballot papers distributed at the venue are as under:

<A> **SPECIAL BUSINESS:**

a) **Resolution 1**

**Type of Resolution : Ordinary Resolution**

**Increase of Authorised share capital of the Company**

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
6494121	6494111 (99.9998%)	10 (0.0002%)



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## b) Resolution 2

### Type of Resolution : Special Resolution

#### *Allotment of equity shares to Creditors for consideration other than cash*

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
6494084	6494074 (99.9998%)	10 (0.0002%)

9. All the resolutions proposed hereinabove have been passed with requisite majority.
10. The physical ballot forms, remote e-voting register and other related papers / registers and records shall remain in our safe custody until the Chairman considers, approves and signs the minutes in this regard.

Thanking You,

Yours truly

(CS A. K. LABH)  
Practicing Company Secretary  
FCS - 4848 / CP No. - 3238



Place: Kolkata  
Dated: 28.03.2016

#### Verified the contents and received the Report of the Scrutinizer

For Marsons Limited

A ✓

(Akhilesh Kotia)  
Chairman

