

**CONSOLIDATED REPORT OF THE SCRUTINIZER  
(FOR E-VOTING and BALLOT)**

**(Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(3) (xi) of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015**

**2<sup>nd</sup> January 2016**

To,

**The Chairman of the Twenty Second Annual General Meeting  
Of the Equity Share Holders of MARG Projects and Infrastructure Limited  
held on 30<sup>th</sup> December 2015**

**Sub.:Consolidated Report of the Scrutinizer on E-voting and Ballot conducted,for AGM held on 30<sup>th</sup>December 2015,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 as amended and Securities and Exchange Board of India (Listing Obligations And Disclosure Requirements) Regulations, 2015**

Dear Sir,

I, Satyaki Praharaaj, Practicing Company Secretary (Membership No.FCS 6458 and CoP No. 10755) have been appointed as Scrutinizer, for the 2<sup>nd</sup> Annual General Meeting (“AGM”) of the Equity Shareholders of MARG Projects and Infrastructure Limited (“MPIL”) held on 30<sup>th</sup> December 2015 at 9.00 A.M. at Sri Sai Subhodhaya Apartments, Basement,No.57/2B, East Coast Road, Thiruvanmiyur, Chennai-600 041, for the purpose of scrutinizing the remote e-voting process and ballot at the venue of the meeting in a fair and transparent manner and ascertaining the requisite majority on e-voting carried out in terms of the provisions of Companies Act, 2013 (“The Act”) and Rule 20(3)(xi) of the Companies (Management and Administration) Rules, 2014 (“The Rules”) and also in terms of Regulation 44 of Securities and Exchange Board of India (Listing Obligations And Disclosure Requirements) Regulations, 2015, in respect of the resolutions passed in the said AGM as contained in the Notice of AGM dated 14<sup>th</sup> November, 2015 (“The Notice”), as referred to in this report.

The Management of the Company is responsible to ensure the compliance with the requirements of the Act and the Rules relating to voting through electronic means on the resolutions contained in the Notice of the said AGM. My responsibility as Scrutinizer for e-voting is restricted to making Scrutinizer’s Report of the votes cast in “Favour” or “Against” the resolutions as stated in the Notice , based on the reports generated from the e-voting system provided by National Securities

Depository Limited, (NSDL), the authorised agency providing the e-voting facilities for this AGM and ballot at venue.

The Company had uploaded the Notice of AGM including all the items of the business to be transacted at the AGM, on the website of the Company as well as of its authorised agency (NSDL) to facilitate its shareholders to cast their votes through e-Voting.

The Company has mentioned the procedure and manner for voting through electronic means in the Notice of the AGM.

I submit my report as under:

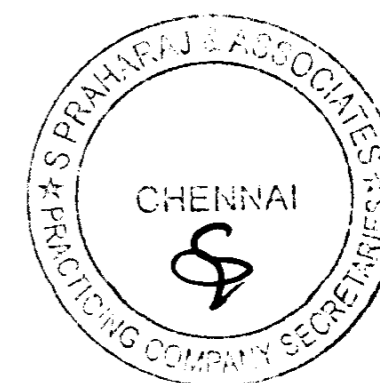
1. The e-Voting period remained open from 27<sup>th</sup> December 2015 (9.00 a.m.) upto 29<sup>th</sup> December 2015 (6.00 p.m.).
2. The shareholders holding shares as on the "cut off" date i.e. 4<sup>th</sup> December 2015 were entitled to vote on the proposed 5 (Five) Resolutions as mentioned in the Notice of the AGM of MPIL (i.e. Item No.1 to 5 of the said Notice).
3. The votes were unblocked by me on 31<sup>st</sup> December 2015 in the presence of two witnesses, Mr. P J Sunderarajan and Mr. M Thiyagu who are not in the employment of the Company. The Complete information on the voting was however assessed on 1<sup>st</sup> January 2016.

They have signed below in confirmation of the votes being unblocked in their presence.

Signature: P.J. Sunderarajan  
 Name: **Mr. P J Sunderarajan**

Signature: M. Thiyagu  
 Name: **Mr. M Thiyagu**

4. Thereafter, the details, containing, inter-alia, list of equity shareholders, who voted "For" and "Against", were downloaded from the e-voting website of NSDL i.e. <https://www.evoting.nsdl.com>



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

**A. Resolution No. 1: (ORDINARY RESOLUTION)**

To receive, consider and adopt the Financial Statements of the Company for the year ended 31st March, 2015, including the Audited Balance Sheet as at 31st March 2015, the Statement of Profit and Loss Account for the year ended 31st March 2015 and the Report of the Board of Directors and the Auditors thereon.

(i) Voted in Favour of the Resolution:

No of Members voted through e-Voting System and Ballot	No of Votes cast by them	%age of Total Valid Vote cast
2	2,696,440	100.00%

(ii) Voted Against the Resolution:

No of Members voted through e-Voting System and Ballot	No of Votes cast by them	%age of Total Valid Vote cast
Nil	Nil	Nil

**B. Resolution No. 2: (ORDINARY RESOLUTION)**

To appoint a director in place of Mr. G Srinivasa Reddy, Director, who retires by rotation and being eligible, offers himself for re-appointment.

(i) Voted in Favour of the Resolution:

No of Members voted through e-Voting System and Ballot	No of Votes cast by them	%age of Total Valid Vote cast
2	2,696,440	100.00%

(ii) Voted Against the Resolution:

No of Members voted through e-Voting System and Ballot	No of Votes cast by them	%age of Total Valid Vote cast
Nil	Nil	Nil

**C. Resolution No. 3: (ORDINARY RESOLUTION)**

**To appoint auditors to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting and to fix their remuneration.**

**(i) Voted in Favour of the Resolution:**

No of Members voted through e-Voting System and Ballot	No of Votes cast by them	%age of Total Valid Vote cast
2	2,696,440	100.00%

**(ii) Voted Against the Resolution:**

No of Members voted through e-Voting System and Ballot	No of Votes cast by them	%age of Total Valid Vote cast
Nil	Nil	Nil

**D. Resolution No. 4: (ORDINARY RESOLUTION)**

**To appoint Mr. S Chandrashekar (DIN: 01419613) as an Independent Director.**

**(i) Voted in Favour of the Resolution:**

No of Members voted through e-Voting System and Ballot	No of Votes cast by them	%age of Total Valid Vote cast
2	2,696,440	100.00%

**(ii) Voted Against the Resolution:**

No of Members voted through e-Voting System and Ballot	No of Votes cast by them	%age of Total Valid Vote cast
Nil	Nil	Nil



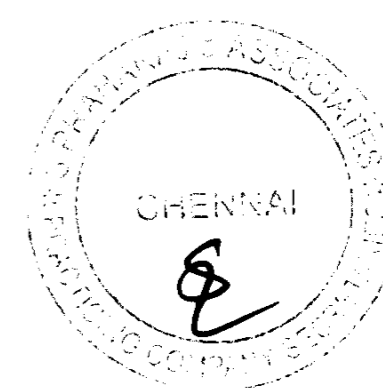
**E. Resolution No. 5: (ORDINARY RESOLUTION)**
**To appoint Mrs. Jayashri Samal (DIN: 06786667) as Director**
**(i) Voted in Favour of the Resolution:**

No of Members voted through e-Voting System and Ballot	No of Votes cast by them	%age of Total Valid Vote cast
2	2,696,440	100.00%

**(ii) Voted Against the Resolution:**

No of Members voted through e-Voting System and Ballot	No of Votes cast by them	%age of Total Valid Vote cast
Nil	Nil	Nil

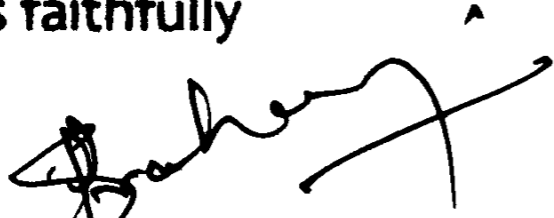
6. We wish to report that there was no Vote which were declared invalid by the NSDL System or me while scrutinizing.
7. Registers have been maintained electronically to record the assent or dissent received, mentioning the particulars of Name, Folio number / Client ID of the shareholders, number of shares held by them, nominal value of such shares. As there were no shares with differential voting rights, the question of maintaining the list of shares with differential voting right did not arise.



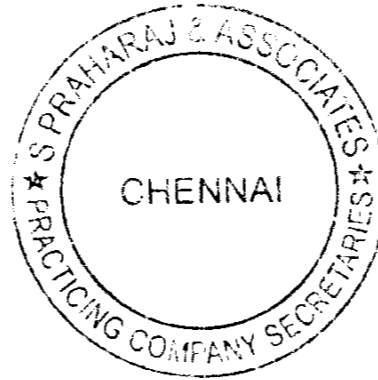
8. All records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and signs the minutes of the aforesaid Annual General Meeting and thereafter the same shall be handed over to the Chairman.

Thanking you,

Yours faithfully



**SATYAKI PRAHARAJ, FCS**  
**Scrutinizer**  
C. P. No.10755  
Membership No.FCS6458



**Place : Chennai**  
**Date : 2<sup>nd</sup> January 2016**

**Countersigned by:**



**Mr. G Srinivasa Reddy**  
**Director**

