

SNEHAL SHALIGRAM,

Practicing Company Secretary

Scrutinizer's Report

[Pursuant to section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014

**To,
The Chairman,**

NAME OF THE COMPANY	Marathwada Refractories Limited
MEETING	39 th Annual General Meeting
DATE & TIME	Monday, 24 th September, 2018
VENUE	Chequers, Hotel Ivory Tower, Ebony, 13 th Floor, Barton Centre, Mahatma Gandhi Road, Bangalore – 560001

Dear Sir,

I, Snehal Vinayak Shaligram, Practicing Company Secretary having the office address at B4, F No. 16, Giridharnagar, Warje, Pune 411058, having been appointed as Scrutinizer of **Marathwada Refractories Limited** ("The Company") to scrutinize the e-voting and voting process by use of ballot paper pursuant to Section 108 and 109 of the Companies Act, 2013 read with Rules 20 & 21 of the Companies (Management and Administration) Rules, 2014 (Amendment Rules, 2015) and pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the below mentioned Resolutions proposed at its 39th Annual General Meeting held on 24th September, 2018 at 3:00 p.m. at Chequers, Hotel Ivory Tower, Ebony, 13th Floor, Barton Centre, Mahatma Gandhi Road, Bangalore – 560001 submit my report as under:

1. After the time fixed for closing of the poll by the Chairperson, one ballot box kept for polling was locked in my presence with due identification marks placed by me.
2. The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
3. There were no poll papers, which were incomplete and/or which were otherwise found defective. Hence no poll papers have been treated as invalid.
4. The e-voting facility to shareholders was kept open for a period of 3 days from September 21, 2018 (9.00 a.m. IST) till September 23, 2018 (05.00 p.m. IST).

5. With the support of M/s Link Intime India Pvt Ltd, Registrar and Share Transfer Agent ('RTA') of the Company, the poll papers were scrutinized and signatures of members who had cast their votes were verified with specimen signatures registered with RTA as provided by depositories.
6. A final electronic report of the e-voting was generated by me accessing the data available to me from the website www.eveotingindia.com of CDSL. The votes were unblocked by me in the presence of two witnesses, Mr. Subodh Dandawate and Ms. Sonu Agarwal, who are not in employment of the Company. They have signed below in confirmation of votes being unblocked in their presence.
7. The consolidated result of E-Voting and Poll is as under:

Resolution No. 1

To receive, consider and adopt the Audited Financial Statements for the year ended 31st March, 2018 together with the Board's and Auditor's Reports thereon.

Type of Resolution: **Ordinary**

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

Number of Members present and voting (in person or by proxy or electronic mode)	Number of votes cast by them	% of total number of valid vote cast
5	527719	75.38

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

Number of Members present and voting (in person or by proxy or electronic mode)	Number of votes cast by them	% of total number of valid vote cast
5	NIL	NIL

(iii) Invalid / Abstained Votes:

Total number of Members (in person or by proxy or through electronic mode whose votes were declared invalid or abstained from voting)	Total number of votes cast by them / eligible to be casted by them.
NIL	NIL

Resolution No. 2

Appointment of a Director in place of Ms. Aparna Goel (DIN: 00142961), who retires by rotation and being eligible has offered herself for reappointment

Type of Resolution: **Ordinary**

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

Number of Members present and voting (in person or by proxy or electronic mode)	Number of votes cast by them	% of total number of valid vote cast
5	527719	75.38

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

Number of Members present and voting (in person or by proxy or electronic mode)	Number of votes cast by them	% of total number of valid vote cast
5	NIL	NIL

(iii) Invalid / Abstained Votes:

Total number of Members (in person or by proxy or through electronic mode whose votes were declared invalid or abstained from voting)	Total number of votes cast by them / eligible to be casted by them.
NIL	NIL

Resolution No. 3

Appointment of Mr. Shao Xing Max Yang (DIN: 08114973) as a Director and Executive Director of the Company

Type of Resolution: **Ordinary**

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

Number of Members present and voting (in person or by proxy or electronic mode)	Number of votes cast by them	% of total number of valid vote cast
5	527719	75.38

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

Number of Members present and voting (in person or by proxy or electronic mode)	Number of votes cast by them	% of total number of valid vote cast
5	NIL	NIL

(iii) Invalid / Abstained Votes:

Total number of Members (in person or by proxy or through electronic mode whose votes were declared invalid or abstained from voting)	Total number of votes cast by them / eligible to be casted by them.
NIL	NIL

Resolution No. 4

Appointment of Mr. Jayant Goel (DIN: 01925642) as a Director and Executive Director of the Company

Type of Resolution: **Ordinary**(i) Voted **in favour** of Resolution:

Number of Members present and voting (in person or by proxy or electronic mode)	Number of votes cast by them	% of total number of valid vote cast
5	527719	75.38

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

Number of Members present and voting (in person or by proxy or electronic mode)	Number of votes cast by them	% of total number of valid vote cast
5	NIL	NIL

(iii) Invalid / Abstained Votes:

Total number of Members (in person or by proxy or through electronic mode whose votes were declared invalid or abstained from voting)	Total number of votes cast by them / eligible to be casted by them.
NIL	NIL

Resolution No. 5

Appointment of Ms. Ntasha Berry (DIN: 08145471) as a Non-executive Independent Director of the Company.

Type of Resolution: **Ordinary**(i) Voted **in favour** of Resolution:

Number of Members present and voting (in person or by proxy or electronic mode)	Number of votes cast by them	% of total number of valid vote cast
5	527719	75.38

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

Number of Members present and voting (in person or by proxy or electronic mode)	Number of votes cast by them	% of total number of valid vote cast
5	NIL	NIL

(iii) Invalid / Abstained Votes:

Total number of Members (in person or by proxy or through electronic mode whose votes were declared invalid or abstained from voting)	Total number of votes cast by them / eligible to be casted by them.
NIL	NIL

Resolution No. 6

Re-classification of Mr. Shushil Mantri from “Promoter and Promoter Group” to “Public Shareholder”

Type of Resolution: **Ordinary**

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

Number of Members present and voting (in person or by proxy or electronic mode)	Number of votes cast by them	% of total number of valid vote cast
5	527719	75.38

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

Number of Members present and voting (in person or by proxy or electronic mode)	Number of votes cast by them	% of total number of valid vote cast
5	NIL	NIL

(iii) Invalid / Abstained Votes:

Total number of Members (in person or by proxy or through electronic mode whose votes were declared invalid or abstained from voting)	Total number of votes cast by them / eligible to be casted by them.
NIL	NIL

Resolution No. 7

Alteration of objects clause of the memorandum of association of the Company.

Type of Resolution: **Special**

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

Number of Members present and voting (in person or by proxy or electronic mode)	Number of votes cast by them	% of total number of valid vote cast
5	527719	75.38

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

Number of Members present and voting (in person or by proxy or electronic mode)	Number of votes cast by them	% of total number of valid vote cast
5	NIL	NIL

(iii) Invalid / Abstained Votes:

Total number of Members (in person or by proxy or through electronic mode whose votes were declared invalid or abstained from voting)	Total number of votes cast by them / eligible to be casted by them.
NIL	NIL

Resolution No. 8

Change of name of the Company from "Marathwada Refractories Limited" to "Lerthai Finance Limited"

Type of Resolution: **Special**

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

Number of Members present and voting (in person or by proxy or electronic mode)	Number of votes cast by them	% of total number of valid vote cast
5	527719	75.38

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

Number of Members present and voting (in person or by proxy or electronic mode)	Number of votes cast by them	% of total number of valid vote cast
5	NIL	NIL

(iii) Invalid / Abstained Votes:

Total number of Members (in person or by proxy or through electronic mode whose votes were declared invalid or abstained from voting)	Total number of votes cast by them / eligible to be casted by them.
NIL	NIL

Resolution No. 9

Shifting of Registered Office of the Company from the "State of Karnataka" to the "State of Maharashtra"

Type of Resolution: **Special**

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

Number of Members present and voting (in person or by proxy or electronic mode)	Number of votes cast by them	% of total number of valid vote cast
5	527719	75.38

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

Number of Members present and voting (in person or by proxy or electronic mode)	Number of votes cast by them	% of total number of valid vote cast
5	NIL	NIL

(iii) Invalid / Abstained Votes:

Total number of Members (in person or by proxy or through electronic mode whose votes were declared invalid or abstained from voting)	Total number of votes cast by them / eligible to be casted by them.
NIL	NIL

8. The poll papers and all other relevant records were sealed and handed over to the Company Secretary / Director authorized by the Board for safe keeping.

Yours faithfully,



Snehal Shaligram

Practicing Company Secretary

CP No. 10213

24.09.2018, Bangalore.