



MORARKA FINANCE LIMITED

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www.morarkafinance.in , investor@morarkafinance.in
CIN : L67120MH1985PLC035632

REF: MFL/2018-19/073

September 28, 2018

Corporate Relationship Department
BSE Limited
1st Floor, New Trading Ring
Rotunda Building, P. J. Towers
Dalal Street, Fort
Mumbai - 400 001

Dear Sirs,

Subject: Scrutinizers Report (33rd Annual General Meeting)

We are pleased to enclose herewith the consolidated scrutinizer report provided by the scrutinizer consisting of results of e-voting and voting through ballot papers at the AGM venue for all the business transacted in the 33rd Annual General Meeting of the company held on September 28, 2018 at Kilachand Conference Room, IMC Trust Building, IMC Marg, Churchgate, Mumbai -400020.

The above document is uploaded on the website company - www.morarkafinance.in.

This is for your information and record.

Thanking you,

Yours faithfully,

For Morarka Finance Ltd.


Hemalkumar H Shah

Company Secretary & Compliance Officer

Encl: a/a

**Form No. MGT-13
Report of Scrutinizer(s).**

**Combined Scrutinizer's Report (E-Voting & Poll)
For MORARKA FINANCE LIMITED**

To,
The Chairman,
Annual General Meeting of
MORARKA FINANCE LIMITED
511-Makers Chambers, V,
221-Nariman Point
Mumbai - 400021
Maharashtra, India.

Dear Sir,

Subject: Consolidated Scrutinizer's Report on remote e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 and voting by poll at the Thirty Third Annual General Meeting of Morarka Finance Limited held on Friday, September 28, 2018 at 12.00 noon at Kilachand Conference Room, Indian Merchant Chambers Building Trust, IMC Building, IMC Marg, Churchgate, Mumbai-400020.

I, Vijay Kumar Mishra, of VKM & Associates, Practising Company Secretaries, had been appointed as the Scrutinizer by the Board of Directors of Morarka Finance Limited pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the



Companies (Management and Administration) Rules, 2014, as amended, to conduct the remote e-voting process in respect of the below mentioned resolutions proposed at the 33rd Annual General Meeting (AGM) of Morarka Finance Limited on September 28, 2018 at 12.00 noon

I was also appointed as Scrutinizer to scrutinize the voting process at the said AGM held on September 28, 2018.

At the request of the management, we hereby submit our Combined Scrutinizer report on e-voting and poll as under:

- a. The notice dated May 28, 2018, along with a statement setting out material facts under Section 102 of the Act as confirmed by the Company was sent to the shareholders in respect of the below-mentioned resolutions passed at the AGM of the Company.
- b. The Company had availed the e-voting facility offered by Central Depository Services Limited (CDSL) for conducting remote e-voting by the Shareholders of the Company.
- c. The Company had also provided voting by way of the poll to the shareholders present at the AGM and who had not cast their vote earlier through remote e-voting facility.
- d. The shareholders of the company holding shares as on the "cut-off" date of 21st September, 2018 were entitled to vote electronically on remote e-voting for the resolutions contained in the Notice of the AGM.
- e. The physical dispatch of notice of AGM to shareholders has been completed on August 29, 2018.
- f. The voting period for remote e-voting commenced on Tuesday, 25th September, 2018 (9.00 a.m.) and ends on Thursday, 27th September, 2018 at (5.00 p.m.) and the CDSL e-voting platform was blocked thereafter.



- g. After the closure of the voting at the AGM, the report on voting done at the meeting was generated in my presence and the voting was diligently scrutinized by me.
- h. The votes cast under remote e-voting facility were thereafter unblocked in the presence of two witnesses who were not in the employment of the Company and after the conclusion of the voting at the AGM the votes cast there under were counted.
- i. I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the CDSL e-voting system and voting by the poll at the AGM.
- j. The Management of the Company is responsible to ensure compliance with the requirements of the Act and rules relating to remote e-voting and the poll conducted at the venue of the meeting on the resolutions contained in the notice of the AGM.
- k. My responsibility as scrutinizer for the remote e-voting and the voting conducted through a poll at the venue of the meeting is restricted to making a Scrutinizer's Report of the votes cast in favour or against the resolutions.

I now submit my consolidated Report as under on the result of the remote e-voting and voting by the electronic voting system at the AGM in respect of the said resolutions.

Resolution No. 1: Ordinary Resolution

To receive, consider, approve and adopt the Audited Financial Statement of the Company for the Financial Year ended 31st March 2018 and the Reports of the Board of Directors and the Auditors thereon.

(i) Voted in favour of resolution.

Number of Members Voted	Number of valid votes cast by them	% of the total number of valid votes cast
28	29,48,446	100.00%

(ii) Voted against the resolution.

Number of Members Voted	Number of valid votes cast by them	% of the total number of valid votes cast
0	0	0



(iii) Invalid votes.

Number of Members whose votes were declared invalid	Number of invalid votes cast by them
0	0

Resolution No. 2: Ordinary Resolution

To declare dividend on equity shares

(i) Voted in favour of resolution.

Number of Members Voted	Number of valid votes cast by them	% of the total number of valid votes cast
28	29,48,446	100.00%

(ii) Voted against the resolution.

Number of Members Voted	Number of valid votes cast by them	% of the total number of valid votes cast
0	0	0

(iii) Invalid votes.

Number of Members whose votes were declared invalid	Number of invalid votes cast by them
0	0

Resolution No. 3: Ordinary Resolution

To appoint Director in place of Mr. Shri. G R. Morarka (DIN: 00002078), who retires by rotation and been eligible, offers himself for re-appointment;

(i) Voted in favour of resolution.

Number of Members Voted	Number of valid votes cast by them	% of the total number of valid votes cast
24	28,004	100.00%

(ii) Voted against the resolution.



Number of Members Voted	Number of valid votes cast by them	% of the total number of valid votes cast
0	0	0

(iii) Invalid votes.

Number of Members whose votes were declared invalid	Number of invalid votes cast by them
0	0

Resolution No. 4: Ordinary Resolution

To appoint Director in place of Ms. Priyanka G. Morarka (DIN: 00001088), who retires by rotation and been eligible, offers himself for re-appointment;

(i) Voted in favour of resolution.

Number of Members Voted	Number of valid votes cast by them	% of the total number of valid votes cast
24	28,004	100.00%

(ii) Voted against the resolution.

Number of Members Voted	Number of valid votes cast by them	% of the total number of valid votes cast
0	0	0

(iii) Invalid votes.

Number of Members whose votes were declared invalid	Number of invalid votes cast by them
0	0



Resolution No. 5: Ordinary Resolution

Providing of Management Consultancy Fees to Dwarikesh Sugar Industries Limited;
Pursuant to Section 188 of the Companies Act, 2013, the Company to provide management consultancy services to Dwarikesh Sugar Industries Limited for a period up to March 31, 2019 at a monthly charges of Rs. 2,80,000/- per month, plus applicable levies, taxes, duties and cess as is mutually agreed between the parties subject to such extension as may be agreed upon mutually by the parties;

(i) Voted in favour of resolution.

Number of Members Voted	Number of valid votes cast by them	% of the total number of valid votes cast
24	28,004	100.00%

(ii) Voted against the resolution.

Number of Members Voted	Number of valid votes cast by them	% of the total number of valid votes cast
0	0	0

(iii) Invalid votes.

Number of Members whose votes were declared invalid	Number of invalid votes cast by them
0	0

Resolution No. 6: Ordinary Resolution

Pursuant to Section 20 and other applicable, if any, of the Companies Act, 2013 and the rules made there under, the consent of the Company be and is hereby accorded to charge from a member in advance a sum equivalent to the estimated actual expenses for delivery of the document(s) through a particular mode upon receipt of such request from a member.

(i) Voted in favour of resolution.

Number of Members Voted	Number of valid votes cast by them	% of the total number of valid votes cast
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28	29,48,446	100.00%
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(ii) Voted against the resolution.

Number of Members Voted	Number of valid votes cast by them	% of the total number of valid votes cast
0	0	0

(iii) Invalid votes.

Number of Members whose votes were declared invalid	Number of invalid votes cast by them
0	0

Resolution No. 7: Ordinary Resolution

Pursuant to Section 188 and all other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) thereof, for the time being in force, consent of the Company be and is hereby accorded to negotiate & finalise the terms & conditions of renewal of leave and licenses Agreement of property

(i) Voted in favour of resolution.

Number of Members Voted	Number of valid votes cast by them	% of the total number of valid votes cast
24	28,004	100.00%

(ii) Voted against the resolution.

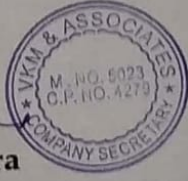
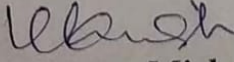
Number of Members Voted	Number of valid votes cast by them	% of the total number of valid votes cast
0	0	0

(iii) Invalid votes.

Number of Members whose votes were declared invalid	Number of invalid votes cast by them
0	0



Thanking you,
Yours Faithfully



Vijay Kumar Mishra
Partner
VKM & Associates
Practising Company Secretaries
FSC: 5023 COP: 4279
116, Trinity Bldg, 1st Floor,
Dr. C H Street, Behind Parsi Dairy,
Marine Lines (E), Mumbai -400002.
Date: 28/09/2018
Place: Mumbai