

**CONSOLIDATED SCRUTINIZER'S REPORT FOR E-VOTING AND POLL**

To,

The Chairman of the Twenty Sixth Annual General Meeting of the Shareholders of **MACRO INTERNATIONAL LIMITED** held on Thursday, the 26<sup>th</sup> September, 2019 at 11.00 A.M. at the Registered Office of the Company at 'Plaza Kalpana', Ground Floor, 24/147, Birhana Road, Kanpur – 208001 (U.P.).

Dear Sir,

I, S.K. Gupta, Company Secretary in practice, have been appointed as a Scrutinizer by the Board of Directors of **MACRO INTERNATIONAL LIMITED** (the 'Company') for the purpose of Scrutinizing the remote e-voting process under the provisions of Section 108 of the Companies Act, 2013 (the Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (Rules) and on poll under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014, in respect of the resolutions contained in the Notice of the Twenty Sixth Annual General Meeting (AGM) of the Members of the Company held on Thursday, the 26<sup>th</sup> September, 2019 at 11.00 A.M. at the Registered Office of the Company at 'Plaza Kalpana', Ground Floor, 24/147, Birhana Road, Kanpur – 208001 (U.P.).

2. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and the Rules relating to remote e-voting and poll on the resolutions contained in the Notice of the Twenty Sixth Annual General Meeting of the Members of the Company. My responsibility as a Scrutinizer



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for the remote e-voting process and for poll at the AGM is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions contained in the notice of the Twenty Sixth Annual General Meeting, based on the reports generated from the e-voting system provided by Central Depository Services Limited ('CDSL'), the Authorized Agency engaged by the Company to provide remote e-voting facility and physical ballot process at the time of poll at the AGM.

3. In respect of remote e-voting process conducted under my supervision, I hereby report as under:-

(i) In accordance with Rule 20 (4) (v) of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015, the public notice by way of advertisement was published on 5<sup>th</sup> September, 2019 in 'The Financial Express' (English) and Swatantra Chetna (Hindi) and the remote e-voting facility remained opened from Monday, the 23<sup>rd</sup> September, 2019 (10.00 A.M.) to Wednesday, the 25<sup>th</sup> September, 2019 (5.00 P.M.).

(ii) The Members of the Company as on the "cut off" date i.e. 19<sup>th</sup> September, 2019 were entitled to vote on the resolutions (Item Nos. 1 to 7) as set out in the Notice of the Twenty Sixth Annual General Meeting of the Company.

(iii) The remote e-voting process was blocked at 5.00 P.M. on Wednesday, the 25<sup>th</sup> September, 2019.

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- (iv) The votes cast through remote e-voting process were unblocked on 26<sup>th</sup> September, 2019 after the conclusion of the Twenty Sixth Annual General Meeting in the presence of two witnesses, Ms. Divya Saxena and Ms. Anshula Choudhary, who were not in the employment of the Company and who witnessed the unblocking of votes.
- (v) Thereafter, the reports containing inter-alia, list of Equity Shareholders who voted "for, or "against" each resolution that was put to vote were generated from e-voting website of Central Depository Services Limited ('CDSL') [<https://www.evotingindia.com>].
4. At the Annual General Meeting held on Thursday, the 26<sup>th</sup> September, 2019, the Chairman of the Annual General Meeting ('AGM') provided polling papers to enable those Shareholders who did not cast their votes by the remote e-voting facility in respect of resolutions (Item Nos. 1 to 7 as set out in the Notice of the Twenty Sixth Annual General Meeting of the Company), to cast their vote at the said AGM. I as Scrutinizer conducted the poll procedure at the said AGM.
5. In respect of the poll process conducted under my supervision, I hereby report that:-
- (i) The poll box containing the poll papers was opened after the conclusion of the AGM in my presence.
- (ii) The votes were counted and the result of the poll was prepared in my presence.

6. I have recorded details of all the votes casted by the Shareholders through remote e-voting and by poll and have also checked and verified the same. I have also carried out full count of the votes.
7. I hereby report the consolidated results of the votes cast by the Shareholders through remote e-voting and by poll as under:-

**ITEM NO. 1**

**Ordinary Resolution to consider and adopt the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2019 together with the Reports of the Board of Directors and Auditors thereon.**

Particulars of Voting	Number of			Number of votes cast			Percentage
	E-Votes	Poll	Total	E-Votes	Poll	Total	
In favour	02	15	17	07	26,78,202	26,78,209	100.00
Against	--	--	--	--	--	--	--
Total	02	15	17	07	26,78,202	26,78,209	100.00

**Result:** The Ordinary Resolution in respect of Item No. 1 of the Notice of the Annual General Meeting has been passed unanimously.

**ITEM NO. 2**

**Ordinary Resolution to appoint a Director in place of Smt. Parwati Parasrampurua (DIN:00359065), who retires by rotation at the Annual General Meeting and being eligible has offered herself for re-appointment**

Particulars of Voting	Number of			Number of votes cast			Percentage
	E-Votes	Poll	Total	E-Votes	Poll	Total	
In favour	02	15	17	07	26,78,202	26,78,209	100.00
Against	--	--	--	--	--	--	--
Total	02	15	17	07	26,78,202	26,78,209	100.00



**Result:** The Ordinary Resolution in respect of Item No. 2 of the Notice of the Annual General Meeting has been passed unanimously.

**ITEM NO. 3**

**Ordinary Resolution for ratification of the Appointment of M/s. Om P. Agarwal & Associates, Chartered Accountants, as Statutory Auditors of the Company from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting of the Company**

Particulars of Voting	Number of			Number of votes cast			Percentage
	E-Votes	Poll	Total	E-Votes	Poll	Total	
In favour	02	15	17	07	26,78,202	26,78,209	100.00
Against	--	--	--	--	--	--	--
Total	02	15	17	07	26,78,202	26,78,209	100.00

**Result:** The Ordinary Resolution in respect of Item No. 3 of the Notice of the Annual General Meeting has been passed unanimously.

**ITEM NO. 4**

**Special Resolution for approval of Re-appointment of Shri Sudhir Kumar Parasrampurua (DIN: 00358982) as the Managing Director of the Company for a period of three years with effect from 7<sup>th</sup> January, 2019.**

Particulars of Voting	Number of			Number of votes cast			Percentage
	E-Votes	Poll	Total	E-Votes	Poll	Total	
In favour	02	15	17	07	26,78,202	26,78,209	100.00
Against	--	--	--	--	--	--	--
Total	02	15	17	07	26,78,202	26,78,209	100.00



**Result:** The Special Resolution in respect of Item No. 4 of the Notice of the Annual General Meeting has been passed unanimously.

**ITEM NO. 5**

**Special Resolution for approval of Re-appointment of Shri Manoj Kumar Poddar (DIN: 02540514) as an Independent Director of the Company to hold office for a second term of 5 (Five) consecutive years with effect from the date of this Annual General Meeting.**

Particulars of Voting	Number of			Number of votes cast			Percentage
	E-Votes	Poll	Total	E-Votes	Poll	Total	
In favour	02	15	17	07	26,78,202	26,78,209	100.00
Against	--	--	--	--	--	--	--
Total	02	15	17	07	26,78,202	26,78,209	100.00

**Result:** The Special Resolution in respect of Item No. 5 of the Notice of the Annual General Meeting has been passed unanimously.

**ITEM NO. 6**

**Special Resolution for approval of Re-appointment of Shri Gautam Lhila (DIN: 06956667) as an Independent Director of the Company to hold office for a second term of 5 (Five) consecutive years with effect from the date of this Annual General meeting.**



Particulars of Voting	Number of			Number of votes cast			Percentage
	E-Votes	Poll	Total	E-Votes	Poll	Total	
In favour	02	15	17	07	26,78,202	26,78,209	100.00
Against	--	--	--	--	--	--	--
Total	02	15	17	07	26,78,202	26,78,209	100.00

**Result:** The Special Resolution in respect of Item No. 6 of the Notice of the Annual General Meeting has been passed unanimously.

**ITEM NO. 7**

**Special Resolution for approval for entering into contracts / arrangement with related parties under Section 188 of the Companies Act, 2013.**

Particulars of Voting	Number of			Number of votes cast			Percentage
	E-Votes	Poll	Total	E-Votes	Poll	Total	
In favour	02	09	11	07	18,111*	18,118	100.00
Against	--	--	--	--	--	--	--
Total	02	09	11	07	18,111	18,118	100.00

\* Related parties in the contracts/arrangements abstained from voting on the resolution.

**Result:** The Special Resolution in respect of Item No. 7 of the Notice of the Annual General Meeting has been passed unanimously.

8. I further report that there were no invalid Ballot papers.
9. The above results may accordingly be declared by the Chairman of the Company / person duly authorized by Chairman in writing. The Company is also hereby

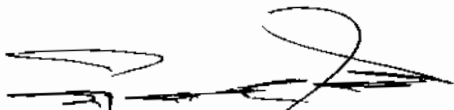


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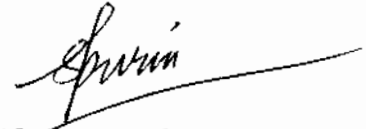
instructed to put up the results on its Website and also that of "CDSL" and inform the Stock Exchanges accordingly.

10. All the relevant records of e-voting and poll papers will remain in my safe custody until the Chairman considers, approves and sign the Minutes of the Twenty Sixth Annual General Meeting and the same shall be handed over thereafter to the Chairman for safe keeping.



(S.K.GUPTA)  
Practising Company Secretary

F.C.S -2589  
C.P – 1920



(SUDHIR KUMAR PARASRAMPURIA)  
Chairman-cum- Managing Director

Place: Kanpur  
Date: 26<sup>th</sup> September, 2019