

**Report on Clause 35A of the Listing Agreement**

Date of AGM	30.09.2014		
Total no. of shareholders on record	2189		
<b>No. of Shareholders present in Meeting in person or through proxy</b>			
Shareholders	In person	Proxy	Total
Promoter & Promoter Group		-	
Public		-	
Total		-	
No. of Shareholders attend the meeting through Video Conferencing	-		

**Details of agenda**

**Resolution no. 1:**

**Resolution Required:** Ordinary Resolution

**Mode of voting:** Poll & E-voting

To consider and adopt the audited financial statement of the Company for the year ended 31<sup>st</sup> March, 2014.

Promoter/ Public	No. of Shares Held	No. of votes Polled	No. Of valid Votes	No. Of Invalid Votes	% of Votes Polled on outstanding Shares  (6 = 3/2)	No. of Votes in Favour	No. of Votes against	% of Votes in Favour on valid votes  (9 = 7/4)	% of votes against on valid votes  (10 = 8/4)
(1)	(2)	(3)	(4)	(5)		(7)	(8)		
Promoter and Promoter Group	1795304	1183476	1183476	0	65.92%	1183476	0	100%	0
Public Institutional holders	0	0	0	0	0	0	0	0	0
Public Others	11738029	3060772	2975172	85600	26.08%	2973897	1275	99.96%	0.04%
Total	13533333	4244248	4158648	85600	31.36%	4157373	1275	99.97%	0.03%

**Resolution no. 2 :**

**Resolution Required:** Ordinary Resolution

**Mode of voting:** Poll & E-voting



To appoint a Director in place of Mr. Tilokchand Kothari (DIN: 00413627), who retires by rotation and being eligible, offers himself for re-appointment.

Promoter/ Public	No. of Shares Held	No. of votes Polled	No. Of valid Votes	No. Of Invalid Votes	% of Votes Polled on outstanding Shares  (6 = 3/2)	No. of Votes in Favour	No. of Votes against	% of Votes in Favour on valid votes  (9 = 7/4)	% of votes against on valid votes  (10 = 8/4)
(1)	(2)	(3)	(4)	(5)		(7)	(8)	(9 = 7/4)	(10 = 8/4)
Promoter and Promoter Group	1795304	1183476	1183476	0	65.92%	1183476	0	100%	0
Public Institutional holders	0	0	0	0	0	0	0	0	0
Public Others	11738029	3059497	2973897	85600	26.06%	2973897	0	100%	0
Total	13533333	4242973	4157373	85600	31.35%	4157373	0	100%	0

**Resolution No. 3:**

**Resolution Required:** Ordinary Resolution

**Mode of voting:** Poll & E-voting

To re-appoint M/s. Lakpat M Trivedi & Co., Chartered Accountants (Reg.No. 109047) as the Statutory Auditors of the Company.

Promoter/ Public	No. of Shares Held	No. of votes Polled	No. Of valid Votes	No. Of Invalid Votes	% of Votes Polled on outstanding Shares  (6 = 4/2)	No. of Votes in Favour	No. of Votes against	% of Votes in Favour on valid votes  (9 = 7/4)	% of votes against on valid votes  (10 = 8/4)
(1)	(2)	(3)	(4)	(5)		(7)	(8)	(9 = 7/4)	(10 = 8/4)
Promoter and Promoter Group	1795304	1183476	1183476	0	65.92%	1183476	0	100%	0
Public Institutional holders	0	0	0	0	0	0	0	0	0
Public Others	11738029	3059497	2973897	85600	26.06%	2973897	0	100%	0
Total	13533333	4242973	4157373	85600	31.35%	4157373	0	100%	0

**Resolution No. 4:**

**Resolution Required:** Ordinary Resolution

**Mode of voting:** Poll & E-voting

To appoint Mr. Kanwarlal Rathi (DIN: 06441986) as a Whole-time Director.



Promoter/ Public	No. of Shares Held	No. of votes Polled	No. Of valid Votes	No. Of Invalid Votes	% of Votes Polled on outstanding Shares  (6 = 4/2)	No. of Votes in Favour	No. of Votes against	% of Votes in Favour on valid votes  (9 = 7/4)	% of votes against on valid votes  (10 = 8/4)
(1)	(2)	(3)	(4)	(5)		(7)	(8)		
Promoter and Promoter Group	1795304	1183476	1183476	0	65.92%	1183476	0	100%	0
Public Institutional holders	0	0	0	0	0	0	0	0	0
Public Others	11738029	3059497	2973897	85600	26.06%	2973897	0	100%	0
<b>Total</b>	<b>13533333</b>	<b>4242973</b>	<b>4157373</b>	<b>85600</b>	<b>31.35%</b>	<b>4157373</b>	<b>0</b>	<b>100%</b>	<b>0</b>

**Resolution no. 5 :**

**Resolution Required:** Ordinary Resolution

**Mode of voting:** Poll & E-voting

To re-appoint Mr. Ravi Grover (DIN:00004472) as an Independent Director.

Promoter/ Public	No. of Shares Held	No. of votes Polled	No. Of valid Votes	No. Of Invalid Votes	% of Votes Polled on outstanding Shares  (6 = 4/2)	No. of Votes in Favour	No. of Votes against	% of Votes in Favour on valid votes  (9 = 7/4)	% of votes against on valid votes  (10 = 8/4)
(1)	(2)	(3)	(4)	(5)		(7)	(8)		
Promoter and Promoter Group	1795304	1183476	1183476	0	65.92%	1183476	0	100%	0
Public Institutional holders	0	0	0	0	0	0	0	0	0
Public Others	11738029	3059497	2973897	85600	26.06%	2973897	0	100%	0
<b>Total</b>	<b>13533333</b>	<b>4242973</b>	<b>4157373</b>	<b>85600</b>	<b>31.35%</b>	<b>4157373</b>	<b>0</b>	<b>100%</b>	<b>0</b>

**Resolution no. 6 :**

**Resolution Required:** Ordinary Resolution

**Mode of voting:** Poll & E-voting

To re-appoint Mr. Rajendra Mehta (DIN 00380904) as an Independent Director.



Promoter/ Public	No. of Shares Held	No. of votes Polled	No. Of valid Votes	No. Of Invalid Votes	% of Votes Polled on outstanding Shares	No. of Votes in Favour	No. of Votes against	% of Votes in Favour on valid votes	% of votes against on valid votes
(1)	(2)	(3)	(4)	(5)	(6 = 4/2)	(7)	(8)	(9 = 7/4)	(10 = 8/4)
Promoter and Promoter Group	1795304	1183476	1183476	0	65.92%	1183476	0	100%	0
Public Institutiona l holders	0	0	0	0	0	0	0	0	0
Public Others	11738029	3059497	2973897	85600	26.06%	2973897	0	100%	0
Total	13533333	4242973	4157373	85600	31.35%	4157373	0	100%	0

**Resolution no. 7 :**

**Resolution Required:** Special Resolution

**Mode of voting:** Poll & E-voting

To re-appoint Mr. Jayanti Sharma (DIN 05285845) as an Independent Director.

Promoter/ Public	No. of Shares Held	No. of votes Pollèd	No. Of valid Votes	No. Of Invalid Votes	% of Votes Polled on outstanding Shares	No. of Votes in Favour	No. of Votes against	% of Votes in Favour on valid votes	% of votes against on valid votes
(1)	(2)	(3)	(4)	(5)	(6 = 4/2)	(7)	(8)	(9 = 7/4)	(10 = 8/4)
Promoter and Promoter Group	1795304	1183476	1183476	0	65.92%	1183476	0	100%	0
Public Institutiona l holders	0	0	0	0	0	0	0	0	0
Public Others	11738029	3059497	2973897	85600	26.06%	2973897	0	100%	0
Total	13533333	4242973	4157373	85600	31.35%	4157373	0	100%	0

FOR MAHARASHTRA CORPORATION LIMITED

  
(Tilokchand Kothari)

Director  
Encl: A/a.



**Scrutinizer's Report - Combined**

To,

The Chairman of **Maharashtra Corporation Limited**  
32<sup>nd</sup> Annual General Meeting of the Members of **Maharashtra Corporation Limited** held on Tuesday, 30th September, 2014 at Gold Crest Centre, L T Road, Borivali West, Mumbai - 400092 at 11 a.m.

Dear Sir,

I, S.K.Jain, Practicing Company Secretary, have been appointed as a Scrutinizer by the Board of Directors of **Maharashtra Corporation Limited** for the purpose of scrutinizing the e-voting process under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and on poll under the at the 32nd Annual General Meeting under provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of Companies (Management and Administration) Rules, 2014er, on the Resolutions contained in the Notice to the 32nd Annual Gen al Meeting of the Members of the Company held on, Tuesday, 30th September, 2014 at Gold Crest Centre, L T Road, Borivali West, Mumbai - 400092 at 11 a.m.

1. The Management of the Company is responsible to ensure the Compliance with the requirements of the Companies Act, 2013 and the Rules relating to e-voting and poll on the resolutions contained in the Notice to the 32nd Annual General Meeting of the Members of the Company. My responsibility as a Scrutinizer for the e-voting process and for poll at the AGM is restricted to make Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions stated above, based on the reports generated from the e-voting system provided by Central Depository Services (India) Limited, the Authorised Agency engaged by the Company to provide e-voting facilities for e-voting and at the time of poll at AGM.
2. I have issued separately my reports on E-voting and voting through poll at the AGM held on 30<sup>th</sup> September, 2014. The Details are as under:



(i) My report dated 25th September,2014 on Evoting.

(ii) My report dated 1st October, 2014 on voting through poll at AGM held on 30th September, 2014.

I,submit herewith my combined reports on the results of Evoting together with that pole as under:

**Item No. 1**

**Ordinary Resolution: To consider and adopt the Audited Financial Statement of the Company for the year ended 31<sup>st</sup> March,2014**

Promoter/ Public	No. of Shares Held	No. of votes Polled	No. Of valid Votes	No. Of Invalid Votes	% of Votes Polled on outstanding Shares  (6 = 3/2)	No. of Votes in Favour	No. of Votes against	% of Votes in Favour on valid votes  (9 = 7/4)	% of votes against on valid votes  (10 = 8/4)
(1)	(2)	(3)	(4)	(5)		(7)	(8)		
Promoter and Promoter Group	1795304	1183476	1183476	0	65.92%	1183476	0	100%	0
Public Institutional holders	0	0	0	0	0	0	0	0	0
Public Others	11738029	3060772	2975172	85600	26.08%	2973897	1275	99.96%	0.04%
Total	13533333	4244248	4158648	85600	31.36%	4157373	1275	99.97%	0.03%



**Item No. 2**

Ordinary Resolution: To appoint Mr. Tilokchand Kothari (DIN: 00413627) who retires by rotation and being eligible, has offered himself for re-appointment.

Promoter/ Public	No. of Shares Held	No. of votes Polled	No. Of valid Votes	No. Of Invalid Votes	% of Votes Polled on outstanding Shares  (6 = 3/2)	No. of Votes in Favour	No. of Votes against	% of Votes in Favour on valid votes  (9 = 7/4)	% of votes against on valid votes  (10 = 8/4)
(1)	(2)	(3)	(4)	(5)		(7)	(8)		
Promoter and Promoter Group	1795304	1183476	1183476	0	65.92%	1183476	0	100%	0
Public Institutional holders	0	0	0	0	0	0	0	0	0
Public Others	11738029	3059497	2973897	85600	26.06%	2973897	0	100%	0
Total	13533333	4242973	4157373	85600	31.35%	4157373	0	100%	0

**Item No. 3**

Ordinary Resolution: To re-appoint M/s. Lakhpat M Trivedi & Co., Chartered Accountants (Reg.No. 109047) as the Statutory Auditors of the Company and to fix their remuneration.

Promoter/ Public	No. of Shares Held	No. of votes Polled	No. Of valid Votes	No. Of Invalid Votes	% of Votes Polled on outstanding Shares  (6 = 4/2)	No. of Votes in Favour	No. of Votes against	% of Votes in Favour on valid votes  (9 = 7/4)	% of votes against on valid votes  (10 = 8/4)
(1)	(2)	(3)	(4)	(5)		(7)	(8)		
Promoter and Promoter Group	1795304	1183476	1183476	0	65.92%	1183476	0	100%	0
Public Institutional holders	0	0	0	0	0	0	0	0	0
Public Others	11738029	3059497	2973897	85600	26.06%	2973897	0	100%	0
Total	13533333	4242973	4157373	85600	31.35%	4157373	0	100%	0



**Item No. 4**

**Ordinary Resolution: To appoint Mr. Kanwarlal Rathi (DIN:06441986) as a Whole-time Director of the Company.**

Promoter/ Public	No. of Shares Held	No. of votes Polled	No. Of valid Votes	No. Of Invalid Votes	% of Votes Polled on outstanding Shares  (6 = 4/2)	No. of Votes in Favour	No. of Votes against	% of Votes in Favour on valid votes  (9 = 7/4)	% of votes against on valid votes  (10 = 8/4)
(1)	(2)	(3)	(4)	(5)		(7)	(8)		
Promoter and Promoter Group	1795304	1183476	1183476	0	65.92%	1183476	0	100%	0
Public Institutional holders	0	0	0	0	0	0	0	0	0
Public Others	11738029	3059497	2973897	85600	26.06%	2973897	0	100%	0
<b>Total</b>	<b>13533333</b>	<b>4242973</b>	<b>4157373</b>	<b>85600</b>	<b>31.35%</b>	<b>4157373</b>	<b>0</b>	<b>100%</b>	<b>0</b>

**Item No. 5**

**Ordinary Resolution: To appoint Mr. Ravi Grover (DIN 00004472) as an Independent Director of the Company.**

Promoter/ Public	No. of Shares Held	No. of votes Polled	No. Of valid Votes	No. Of Invalid Votes	% of Votes Polled on outstanding Shares  (6 = 4/2)	No. of Votes in Favour	No. of Votes against	% of Votes in Favour on valid votes  (9 = 7/4)	% of votes against on valid votes  (10 = 8/4)
(1)	(2)	(3)	(4)	(5)		(7)	(8)		
Promoter and Promoter Group	1795304	1183476	1183476	0	65.92%	1183476	0	100%	0
Public Institutional holders	0	0	0	0	0	0	0	0	0
Public Others	11738029	3059497	2973897	85600	26.06%	2973897	0	100%	0
<b>Total</b>	<b>13533333</b>	<b>4242973</b>	<b>4157373</b>	<b>85600</b>	<b>31.35%</b>	<b>4157373</b>	<b>0</b>	<b>100%</b>	<b>0</b>





Item No. 6

Ordinary Resolution: To appoint Mr. Rajendra Mehta (DIN 00380904) as an Independent Director of the Company.

Promoter/ Public	No. of Shares Held	No. of votes Polled	No. Of valid Votes	No. Of Invalid Votes	% of Votes Polled on outstanding Shares  (6 = 4/2)	No. of Votes in Favour	No. of Votes against	% of Votes in Favour on valid votes  (9 = 7/4)	% of votes against on valid votes  (10 = 8/4)
(1)	(2)	(3)	(4)	(5)		(7)	(8)		
Promoter and Promoter Group	1795304	1183476	1183476	0	65.92%	1183476	0	100%	0
Public Institutional holders	0	0	0	0	0	0	0	0	0
Public Others	11738029	3059497	2973897	85600	26.06%	2973897	0	100%	0
<b>Total</b>	<b>13533333</b>	<b>4242973</b>	<b>4157373</b>	<b>85600</b>	<b>31.35%</b>	<b>4157373</b>	<b>0</b>	<b>100%</b>	<b>0</b>

Item No. 7

Ordinary Resolution: To re-appoint Ms. Jayanti Sharma (DIN 05285845) as an Independent Director of the Company.

Promoter/ Public	No. of Shares Held	No. of votes Polled	No. Of valid Votes	No. Of Invalid Votes	% of Votes Polled on outstanding Shares  (6 = 4/2)	No. of Votes in Favour	No. of Votes against	% of Votes in Favour on valid votes  (9 = 7/4)	% of votes against on valid votes  (10 = 8/4)
(1)	(2)	(3)	(4)	(5)		(7)	(8)		
Promoter and Promoter Group	1795304	1183476	1183476	0	65.92%	1183476	0	100%	0
Public Institutional holders	0	0	0	0	0	0	0	0	0
Public Others	11738029	3059497	2973897	85600	26.06%	2973897	0	100%	0
<b>Total</b>	<b>13533333</b>	<b>4242973</b>	<b>4157373</b>	<b>85600</b>	<b>31.35%</b>	<b>4157373</b>	<b>0</b>	<b>100%</b>	<b>0</b>



Sr. No.	Resolution	Nature of Resolution	Favour (in %)	Against (in%)
1.	To receive, consider and adopt the Directors Report, Auditors Report, Audited Balance Sheet and Profit & Loss Account for the Year ended 31 <sup>st</sup> March 2014.	Ordinary Resolution	99.97%	0.03%
2.	: To appoint Mr. Tilokchand Kothari (DIN: 00413627) who retires by rotation and being eligible, has offered himself for re-appointment.	Ordinary Resolution	100%	0
3.	To re-appoint M/s. Lakhpat M Trivedi & Co., Chartered Accountants (Reg.No. 109047) as the Statutory Auditors of the Company and to fix their remuneration.	Ordinary Resolution	100%	0
4.	To appoint Mr. Kanwarlal Rathi (DIN:06441986) as a Whole-time Director of the Company.	Ordinary Resolution	100%	0
5..	To appoint Mr. Ravi Grover (DIN 00004472) as an Independent Director of the Company.	Ordinary Resolution	100%	0
6.	To appoint Mr. Rajendra Mehta (DIN 00380904) as an Independent Director of the Company.	Ordinary Resolution	100%	0
7.	To re-appoint Ms. Jayanti Sharma (DIN 05285845) as an Independent Director of the Company.	Ordinary Resolution	100%	0

For Maharashtra Corporation Limited

Thanking You,  
Yours faithfully,

Chairman




Name and Signature of the Scrutinizer  
S.K. Jain  
Practising Company Secretary

Place: Mumbai

Dated: 01/10/2014