

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

Date of AGM	30.09.2015		
Total no. of shareholders on record	2554		
<b>No. of Shareholders present in Meeting in person or through proxy</b>			
Shareholders	In person	Proxy	Total
Promoter & Promoter Group	4	-	4
Public	11	-	11
<b>Total</b>	<b>15</b>	<b>-</b>	<b>15</b>
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 Statements of the Company for the year ended 31<sup>st</sup> March, 2015.

Promoter/ Public	No. of Shares Held	No. of votes Polled	No. Of valid Votes	No. Of Invalid Votes	% of Votes Polled on outsta nding Shares	No. of Valid Votes in Favour	No. of Valid Votes against	% of Votes in Favour on valid votes polled	% of votes against on valid votes polled
(1)	(2)	(3)	(4)	(5)	(6) = [3/2* (100)]	(7)	(8)	(9) = [7/4* (100)]	(10) = [8/4* (100)]
Promoter and Promoter Group	17202760	17202760	17202760	0	100%	17202760	0	100%	0.00%
Public Institutional holders	0	0	0	0	0.00%	0	0	0.00%	0.00%
Public Others	118130570	29538992	29538992	0	25.01%	29538992	0	100%	0.00%
<b>Total</b>	<b>135333330</b>	<b>46741752</b>	<b>46741752</b>	<b>0</b>	<b>34.54%</b>	<b>46741752</b>	<b>0</b>	<b>100%</b>	<b>0.00%</b>

**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 (Excluding interested Party)	No. Of valid Votes	No. Of Invalid Votes	No. Of Votes Polled by Interested Parties	% of Votes Polled on outstanding Shares (7) = $[3/2*(100)]$	No. of Valid Votes in Favour	No. of Valid Votes against	% of Votes in Favour on valid votes polled (10) = $[8/4*(100)]$	% of votes against on valid votes polled (11) = $[9/4*(100)]$
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)	(11)
Promoter and Promoter Group	17202760	15368000	15368000	0	1834760	100%	15368000	0	100%	0.00%
Public Institutional holders	0	0	0	0	0	0.00%	0	0	0.00%	0.00%
Public Others	118130570	29538992	29538992	0	0	25.00%	29538992	0	100%	0.00%
Total	135333330	44906992	44906992	0	1834760	33.18%	44906992	0	100%	0.00%

**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) = $[3/2*(100)]$	No. of Valid Votes in Favour	No. of Valid Votes against	% of Votes in Favour on valid votes polled (9) = $[7/4*(100)]$	% of votes against on valid votes polled (10) = $[8/4*(100)]$
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)
Promoter and Promoter Group	17202760	17202760	17202760	0	100%	17202760	0	100%	0.00%
Public Institutional holders	0	0	0	0	0.00%	0	0	0.00%	0.00%
Public Others	118130570	29538992	29538992	0	25.01%	29538992	0	100%	0.00%
Total	135333330	46741752	46741752	0	34.54%	46741752	0	100%	0.00%





**Resolution No. 4:**

**Resolution Required:** Special Resolution

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

Adoption of New Articles of Association of the Company containing Regulations in conformity with the Companies Act, 2013

Promoter/ Public	No. of Shares Held	No. of votes Polled	No. Of valid Votes	No. of Invalid Votes	% of Votes Polled on outstan- ding Shares	No. of Valid Votes in Favour	No. of Valid Votes against	% of Votes in Favour on valid votes polled	% of votes against on valid votes polled
(1)	(2)	(3)	(4)	(5)	(6) = [3/2*(10 0)]	(7)	(8)	(9) = [7/4*(1 00)]	(10) = [8/4*(100)]
Promoter and Promoter Group	17202760	17202760	17202760	0	100%	17202760	0	100%	0.00%
Public Institutional holders	0	0	0	0	0.00%	0	0	0.00%	0.00%
Public Others	118130570	29538992	29538992	0	25.01%	29529974	9018	99.97%	0.03%
Total	135333330	46741752	46741752	0	34.54%	46732734	9018	99.98%	0.02%

FOR MAHARASHTRA CORPORATION LIMITED

(Tilokchand Kothari)  
Chairman & Director  
DIN: 00413627



FORM NO. MGT-13

Report On Scrutinizer

[Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2) of the  
Companies (Management and Administration) Rules, 2014]

To,

**The Chairman of MAHARASHTRA CORPORATION LIMITED**

The **Thirty Third Annual General Meeting** of the Shareholders of **M/S. MAHARASHTRA CORPORATION LIMITED** held on **Wednesday, 30<sup>th</sup> September, 2015 at 02:00 P.M.** at 1008/1009, Gold Crest Centre, L. T. Road, Borivali (West), Mumbai-400 092.

Dear Sir,

I, Dr. S. K. Jain, Practicing Company Secretary, appointed as Scrutinizer pursuant to section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and pursuant to Clause 35B of the Listing Agreement for the purpose of Scrutinizing the remote e-voting and voting by poll taken at the **33<sup>rd</sup> Annual General Meeting** of the Equity Shareholders of **M/S. MAHARASHTRA CORPORATION LIMITED** held on Wednesday, 30<sup>th</sup> September, 2015 at 02:00 P.M. at 1008/1009, Gold Crest Centre, L. T. Road, Borivali (West), Mumbai-400 092, submit my report as under:

**A. Relating to E-Voting:**

1. The Remote E-Voting period remained open from Sunday, 27<sup>th</sup> September, 2015 at 10:00 a.m. and closed on Tuesday, 29<sup>th</sup> September, 2015 at 5:00 p.m.
2. The Remote E-Voting was unblocked on 30<sup>th</sup> September, 2015 at 07.31 P.M. in presence of two witnesses who were not in the employment of the Company.



Name: Ms. Manisha Lonare



Name: Ms. Rashi Ramuka



**B. Relating to voting by Poll:**

1.

Total Members present in person	15
Members present but did not vote	0
Members who had cast vote through Remote E-voting but present in meeting	1
Members who cast votes at Annual General Meeting through Poll	14

2. After the time fixed for closing of the poll by the Chairman one ballot box kept for polling was locked in my presence with due identification mark placed by me.
3. The locked ballot box was 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.

**C. Result of E-Voting and Poll:**

1. The voting rights were reckoned as on 24<sup>th</sup> September, 2015, being cut-off date for the purpose of deciding the entitlements of Members at the remote e-voting and voting at the Meeting.
2. After the conclusion of the Annual General Meeting, the votes cast through remote e-voting were unblocked. The ballot box was opened and polling papers were removed and examined.
3. Thereafter, the details of Equity shareholders, who voted for or against was extracted from the polling papers and the list of Equity shareholders who voted "For" or "Against" were downloaded from the E-Voting website of National Securities Depository Limited (NSDL) (<https://www.evoting.nsdl.com>)
4. The combined result of remote E-voting and poll is as under:





**RESOLUTION NO. 1: (AS AN ORDINARY RESOLUTION)**

To consider and adopt the Audited Financial Statements including Consolidated Financial Statements of the Company for the financial year ended 31st March, 2015, The Reports of the Board of Directors and Auditors thereon.

**(I) Voted in favour of the resolution:**

	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% total number of valid votes cast
E-voting	08	238230	0.51%
Voting by poll	14	46503522	99.49%
<b>Total</b>	<b>22</b>	<b>46741752</b>	<b>100%</b>

**(II) Voted against the resolution:**

	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% total number of valid votes cast
E-voting	0	0	0.00%
Voting by Poll	0	0	0.00%
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0.00%</b>

**(III) Invalid Votes:**

	Total number of members (in person or in proxy) whose votes were declared invalid	Total Number of votes cast by them
E-voting	0	0
Voting by poll	0	0
<b>Total</b>	<b>0</b>	<b>0</b>



**RESOLUTION NO. 2:** (AS AN ORDINARY RESOLUTION)

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

**(I) Voted in favour of the resolution:**

	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% total number of valid votes cast
E-voting	08	238230	0.53%
Voting by poll	13	44668762	99.47%
<b>Total</b>	<b>21</b>	<b>44906992</b>	<b>100%</b>

**(II) Voted against the resolution:**

	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% total number of valid votes cast
E-voting	0	0	0.00%
Voting by poll	0	0	0.00%
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0.00%</b>

**(III) Invalid Votes:**

	Total number of members (in person or in proxy) whose votes were declared invalid	Total Number of votes cast by them
E-voting	0	0
Voting by poll	0	0
<b>Total</b>	<b>0</b>	<b>0</b>

Note : Votes for 1834760 Equity Shares cast Mr. Tilokchand Kothari not considered as he is interested in Resolution No. 2.



**RESOLUTION NO. 3: (AS AN ORDINARY RESOLUTION)**

**To re-appoint M/s. Lakhpatt M Trivedi & Co., Chartered Accountants (Reg. No. 109047), Mumbai.**

**(I) Voted in favour of the resolution:**

	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% total number of valid votes cast
E-voting	08	238230	0.51%
Voting by poll	14	46503522	99.49%
<b>Total</b>	<b>22</b>	<b>46741752</b>	<b>100%</b>

**(II) Voted against the resolution:**

	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% total number of valid votes cast
E-voting	0	0	0.00%
Voting by poll	0	0	0.00%
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0.00%</b>

**(III) Invalid Votes:**

	Total number of members (in person or in proxy) whose votes were declared invalid	Total Number of votes cast by them
E-voting	0	0
Voting by poll	0	0
<b>Total</b>	<b>0</b>	<b>0</b>





**RESOLUTION NO. 4: (AS A SPECIAL RESOLUTION)**

**Adoption of New Articles of Association of the Company containing Regulations in conformity with the Companies Act, 2013.**

**(I) Voted in favour of the resolution:**

	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% total number of valid votes cast
E-voting	08	229212	0.49%
Voting by poll	14	46503522	99.49%
<b>Total</b>	<b>22</b>	<b>46732734</b>	<b>99.98%</b>

**(II) Voted against the resolution:**

	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% total number of valid votes cast
E-voting	1	9018	0.02%
Voting by poll	0	0	0
<b>Total</b>	<b>1</b>	<b>9018</b>	<b>0.02%</b>

**(III) Invalid Votes:**

	Total number of members (in person or in proxy) whose votes were declared invalid	Total Number of votes cast by them
E-voting	0	0
Voting by poll	0	0
<b>Total</b>	<b>0</b>	<b>0</b>



SR. NO.	RESOLUTION	NATURE OF RESOLUTION	FAVOUR IN (%)	AGAINST IN (%)
1.	To consider and adopt the Audited Financial Statements including Consolidated Financial Statements of the Company for the financial year ended 31st March, 2015, The Reports of the Board of Directors and Auditors thereon.	Ordinary Resolution	100%	0.00%
2.	To appoint a Director in place of Mr. Tilokchand Kothari (DIN: 00413627), who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary Resolution	100%	0.00%
3.	To re-appoint M/s. Lakhpat M Trivedi & Co., Chartered Accountants (Reg. No. 109047), Mumbai.	Ordinary Resolution	100%	0.00%
4.	Adoption of New Articles of Association of the Company containing Regulations in conformity with the Companies Act, 2013.	Special Resolution	99.98%	0.02%



Result of Remote E-voting and by Poll as per **Clause 35A** of the Listing Agreement is as under:

In accordance with the amended Clause 35A of the Listing Agreement with the Stock Exchanges, this is to inform you that the Members of the Company at the 33<sup>rd</sup> Annual General Meeting held on 30<sup>th</sup> September, 2015 transacted the following business:

Sr. No.	Description	Particulars		
1.	Date of the AGM	30 <sup>th</sup> September 2015		
2.	Book Closure Date	24 <sup>st</sup> September, 2015 to 30 <sup>th</sup> September, 2015 (both days inclusive)		
3.	Total number of Shareholders on record date	<b>2554</b>		
4.	No. of Shareholders present in the Meeting either in person or through proxy:			
	<b>Category of Shareholders</b>	<b>In Person</b>	<b>Proxy</b>	<b>Total</b>
	Promoter and Promoter Group	4	0	4
	Financial Institution	0	0	0
	Public	11	0	11
	<b>Total</b>	<b>15</b>	<b>0</b>	<b>15</b>
5.	No. of Shareholders attended the Meeting through Video Conference – Not Applicable			





Outcome of the Annual General Meeting of the Members of the Company

The Annual General Meeting of the Members of the Company was held on Wednesday, the 30<sup>th</sup> day of September, 2015 at 02.00 P.M. at 1008/1009, Gold Crest Centre, L. T. Road, Borivali (West), Mumbai-400 092. The mode of voting was by way of Poll/E-Voting. The Shareholders transacted the business provided as under:

**Resolution No. 1**

**To consider and adopt the Audited Financial Statements including Consolidated Financial Statements of the Company for the financial year ended 31st March, 2015, The Reports of the Board of Directors and Auditors thereon.**

Promoter/ Public	No. of Shares Held	No. of votes Polled	No. Of valid Votes	No. Of Invalid Votes	% of Votes Polled on outstandin g Shares	No. of Valid Votes in Favour	No. of Valid Votes against	% of Votes in Favour on valid votes polled	% of votes against on valid votes polled
(1)	(2)	(3)	(4)	(5)	(6) = [3/2*(100)]	(7)	(8)	(9) = [7/4*(100)]	(10) = [8/4*(100)]
Promoter and Promoter Group	17202760	17202760	17202760	0	100%	17202760	0	100%	0.00%
Public Institutio nal holders	0	0	0	0	0.00%	0	0	0.00%	0.00%
Public Others	118130570	29538992	29538992	0	25.01%	29538992	0	100%	0.00%
<b>Total</b>	<b>135333330</b>	<b>46741752</b>	<b>46741752</b>	<b>0</b>	<b>34.54%</b>	<b>46741752</b>	<b>0</b>	<b>100%</b>	<b>0.00%</b>



**Resolution No. 2**

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 (Excluding interested Party)	No. Of valid Votes  (4)	No. Of Inv alid Vot es  (5)	No. Of Votes Polled by Intereste d Parties  (6)	% of Votes Polled on outstand ing Shares  (7) = [3/2*(10 0)]	No. of Valid Votes in Favour  (8)	No. of Valid Votes again st  (9)	% of Votes in Favour on valid votes polled  (10) = [8/4*(100 )]	% of votes against on valid votes polled  (11) = [9/4*(100)]
Promoter and Promoter Group	17202760	15368000	15368000	0	1834760	100%	15368000	0	100%	0.00%
Public Institutional holders	0	0	0	0	0	0.00%	0	0	0.00%	0.00%
Public Others	118130570	29538992	29538992	0	0	25.00%	29538992	0	100%	0.00%
Total	135333330	44906992	44906992	0	1834760	33.18%	44906992	0	100%	0.00%



**Resolution No. 3**

**To re-appoint M/s. Lakhpat M Trivedi & Co., Chartered Accountants (Reg. No. 109047), Mumbai.**

Promoter/ Public	No. of Shares Held	No. of votes Polled	No. Of valid Votes	No. Of Invalid Votes	% of Votes Polled on outstandin g Shares	No. of Valid Votes in Favour	No. of Valid Votes against	% of Votes in Favour on valid votes polled	% of votes against on valid votes polled
(1)	(2)	(3)	(4)	(5)	(6) = [3/2*(100)]	(7)	(8)	(9) = [7/4*(100)]	(10) = [8/4*(100)]
Promoter and Promoter Group	17202760	17202760	17202760	0	100%	17202760	0	100%	0.00%
Public Institutio nal holders	0	0	0	0	0.00%	0	0	0.00%	0.00%
Public Others	118130570	29538992	29538992	0	25.01%	29538992	0	100%	0.00%
Total	135333330	46741752	46741752	0	34.54%	46741752	0	100%	0.00%





**Resolution No. 4**

**Adoption of New Articles of Association of the Company containing Regulations in conformity with the Companies Act, 2013.**

Promoter/ Public	No. of Shares Held	No. of votes Polled	No. Of valid Votes	No. Of Invalid Votes	% of Votes Polled on outstandin g Shares	No. of Valid Votes in Favour	No. of Valid Votes against	% of Votes in Favour on valid votes polled	% of votes against on valid votes polled
(1)	(2)	(3)	(4)	(5)	(6) = [3/2*(100)]	(7)	(8)	(9) = [7/4*(100)]	(10) = [8/4*(100)]
Promoter and Promoter Group	17202760	17202760	17202760	0	100%	17202760	0	100%	0.00%
Public Institutio nal holders	0	0	0	0	0.00%	0	0	0.00%	0.00%
Public Others	118130570	29538992	29538992	0	25.01%	29529974	9018	99.97%	0.03%
Total	135333330	46741752	46741752	0	34.54%	46732734	9018	99.98%	0.02%



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.

Thanking You,

Yours Faithfully,



*S.K. Jain*

**Name and Signature of the Scrutinizer**  
**S.K. Jain**  
**Practicing Company Secretary**  
**COP No. - 3076**

**MAHARASHTRA CORPORATION LIMITED**

*Tilokchand Kothari*

**Chairman**  
**Tilokchand Kothari**



Place: Mumbai

Date: 30<sup>th</sup> September, 2015