

MARSONS

Date: 24.12.2015

To
The Department of Corporate Services
Bombay Stock Exchange Limited
PhirozeJeejeebhoy Tower
Dalal Street,
Mumbai-400001.


Dear Sir,

Please find enclosed the copy of the scrutinizer report pertaining to 38th AGM of the Company as held today and the same is self explanatory and in terms of the said report all the resolutions have been passed with requisite majority.

This is for your information and record.

Thanking You
Yours faithfully

FOR MARSONS LIMITED


(A.S.PILLAI)

CEO & Director
(DIN: 07152155)

Encl: as above

Marsons Limited

CIN : - L31102WB1976PLC030676

Regd. Off. & Works: Budge Budge Trunk Road, Maheshtala, Kolkata – 700 142

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SCRUTINIZER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies
(Management and Administration) Rules, 2014, as amended]

The Chairman
Marsons Limited
Marsons House
Budge Budge Trunk Road
Vill. – Chakmir, P.O. - Maheshtala
Kolkata – 700 142

Dear Sir,

I, Atul Kumar Labh, Practicing Company Secretary (FCS – 4848 / CP - 3238) and proprietor of M/s. A. K. Labh & Co., Company Secretaries, Kolkata was appointed as the scrutinizer in connection with the 38th Annual General Meeting of the Members of **Marsons Limited** (“Company”) held on Thursday, 24th day of December, 2015 at 11:30 A.M. at “Bharatiya Bhasha Parishad”, 36A, Shakespeare Sarani, Kolkata -700 017 for the purpose of scrutinizing the remote e-voting and voting through physical ballot process in a fair and transparent manner and ascertaining the requisite majority on remote e-voting and voting through physical ballot process carried out as per the provisions of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, *as amended*, on the resolutions referred to in this report.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to e-voting and voting through physical ballot process on the resolutions contained in the Notice of the Annual General Meeting dated the 14th November, 2015. My responsibility as a scrutinizer for the voting process through electronic means and physical ballots is restricted to make a Scrutinizer's Report of the votes cast “in favour” or “against” the resolutions, based on the reports generated from the e-voting system of Central Depository Services (India) Limited (CDSL) and of voting through physical ballots as provided by M/s Maheshwari Datamatics Private Limited, the agencies engaged by the Company to provide e-voting and physical ballot facilities.

I submit my report as under:

1. The remote e-voting period remained open from 10:00 AM IST on Monday, the 21st December, 2015 up to 5.00 PM IST on Wednesday, the 23rd December, 2015.





2. The Shareholders holding shares as on the “cut off” date, i.e. 20th November, 2015 were entitled to vote on the proposed 4 (Four) resolutions as mentioned in the notice dated 14th day of November, 2015 of the Annual General Meeting of the Company.
3. The votes were unblocked on Thursday, the 24th day of December, 2015 around 4.00 PM after the completion of the Annual General Meeting in the presence of two witnesses, namely, Mr. Narayan Chandra Saha, residing at 108, Sarat Chatterjee Road, Howrah – 711 102 and Mr. Raju Chowdhury residing at The C.A.B. Dr. B. C. Roy Club House, Eden Gardens, Kolkata – 700 021 who are not in employment of the Company.
4. Thereafter the details containing, inter-alia, list of equity shareholders, who voted “For” and “Against”, were downloaded from the e-Voting website of CDSL (<https://www.evotingindia.com>).
5. The result of the remote e-voting [EVSN : 151124008] is as under:

<A> ORDINARY BUSINESS:**a) Resolution 1**

To consider and adopt the Audited Financial Statements of the Company for the period ended June 30, 2015, the Reports of the Board of Directors' and the Auditors' thereon

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
1375	1375	0

b) Resolution 2

To appoint a Director in place of Mr. Akhilesh Kotia (DIN: 00076777) who retires by rotation and being eligible, offers himself for re-appointment

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
1375	1375	0



**c) Resolution 3****Type of Resolution : Ordinary Resolution**

To appoint M/s. K. M. Roy, Chartered Accountants as the Statutory Auditors of the Company and to fix their remuneration

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
1375	1375	0

** SPECIAL BUSINESS:****d) Resolution 4****Type of Resolution : Ordinary Resolution**

Appointment of Mr. Ananchaperumal Pillai Subramonia Pillai (DIN: 07152155) as a Director of the Company

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
1375	1375	0

6. The Company has also distributed the physical ballot forms at the venue of the Annual General Meeting to enable the shareholders to cast the votes physically in case the same has not been casted by them through remote e-voting.
7. The result of the voting through ballot forms are as under :

<A> ORDINARY BUSINESS:**a) Resolution 1**

To consider and adopt the Audited Financial Statements of the Company for the period ended June 30, 2015, the Reports of the Board of Directors' and the Auditors' thereon

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
2400	2365	35



**b) Resolution 2**

To appoint a Director in place of Mr. Akhilesh Kotia (DIN: 00076777) who retires by rotation and being eligible, offers himself for re-appointment

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
2400	2395	5

c) Resolution 3

Type of Resolution : Ordinary Resolution

To appoint M/s. K. M. Roy, Chartered Accountants as the Statutory Auditors of the Company and to fix their remuneration

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
2400	2390	10

** SPECIAL BUSINESS:**

d) Resolution 4

Type of Resolution : Ordinary Resolution

Appointment of Mr. Ananchaperumal Pillai Subramonia Pillai (DIN: 07152155) as a Director of the Company

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
2312	2312	0

8. Thus, the combined result of the remote e-voting [EVSN : 151124008] and votes casted through physical ballot papers distributed at the venue are as under:



**<A> ORDINARY BUSINESS:****a) Resolution 1**

To consider and adopt the Audited Financial Statements of the Company for the period ended June 30, 2015, the Reports of the Board of Directors' and the Auditors' thereon

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
3775	3740 (99.07%)	35 (0.93%)

b) Resolution 2

To appoint a Director in place of Mr. Akhilesh Kotia (DIN: 00076777) who retires by rotation and being eligible, offers himself for re-appointment

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
3775	3770 (99.87%)	5 (0.13%)

c) Resolution 3**Type of Resolution : Ordinary Resolution**

To appoint M/s. K. M. Roy, Chartered Accountants as the Statutory Auditors of the Company and to fix their remuneration

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
3775	3765 (99.74%)	10 (0.26%)



A. K. LABH

M.Com., MBA, FCS, ACMA (ICAI), ACSI (Lond)
DIM, DHRD, PGHDSM, DIRPM
Practicing Company Secretary



A. K. LABH & Co.

Company Secretaries

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Mobile : 98300-55689 / 98300-57689
e-mail : aklabh@aklabh.com / aklabhcs@gmail.com
Website : www.aklabh.com

 SPECIAL BUSINESS:

d) Resolution 4

Type of Resolution : Ordinary Resolution

***Appointment of Mr. Ananchaperumal Pillai Subramonia Pillai (DIN: 07152155)
as a Director of the Company***

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
3687	3687 (100.00%)	0 (0.00%)

9. All the resolutions proposed hereinabove have been passed with requisite majority.
10. The physical ballot forms, remote e-voting register and other related papers / registers and records shall remain in our safe custody until the Chairman considers, approves and signs the minutes in this regard.

Thanking You,

Yours truly



(CS A. K. LABH)
Practicing Company Secretary
FCS - 4848 / CP No. - 3238

Place: Kolkata
Dated: 24.12.2015

**Verified the contents and received the Report of the Scrutinizer
For Marsons Limited**

(Akhilesh Kotia)
Chairman