



Date: 26.09.2017

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

Ref: Scrip code: 517467

Dear Sir,

In terms of Regulation 30 of the SEBI (LODR) Regulation, 2015 please find enclosed the proceedings of 40th Annual General Meeting of the Company:

- (i) Date of the meeting : Tuesday, 26th September, 2017.
(ii)

Brief details of items deliberated and results thereof	Manner of approval proposed
Ordinary Business:	
1. Adoption of Audited financial Statements (Standalone) and Audited Consolidated financial statements of the Company for the year ended 31st March, 2017 and the report of Directors' and Auditors' thereon.	e-voting and physical ballot voting at the venue of AGM (Carried by requisite majority)
2. Appointment of Director in place of Mr. A.S. Pillai (DIN: 07152155) who retires by rotation and being eligible, seeks re-appointment.	e-voting and physical ballot voting at the venue of AGM (Carried by requisite majority)
3. Appointment of Auditors & fixation of their remuneration.	e-voting and physical ballot voting at the venue of AGM (Carried by requisite majority)
Special Business:	
4. To keep the register of members and index of members at other place than the registered office of the Company.	e-voting and physical ballot voting at the venue of AGM (Carried by requisite majority)

**A copy of Scrutinizer report is enclosed herewith which is self-explanatory.
Please acknowledge receipt.**

Thanking You,
Yours faithfully,
For **MARSONS LTD**

Sultana Khan

Sultana Khan
Company Secretary
(Membership no: ACS44373)

A. K. LABH

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



A. K. LABH & Co.

Company Secretaries

40, Weston Street, 3rd Floor, Kolkata - 700 013

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CONSOLIDATED SCRUTINIZER'S REPORT

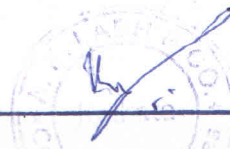
[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014]

**The Chairman
of the 40th Annual General Meeting of
Marsons Limited
Marsons House
Budge Budge Trunk Road
Chakmir, Maheshtala
Kolkata - 700142**

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 40th Annual General Meeting of the members of “*Marsons Limited*” (“*Company*”) held on Tuesday, 26th September, 2017 at Bharatiya Bhasha Parishad, 36A, Shakespeare Sarani, Kolkata – 700 017 at 11.00 A.M. 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 for the said voting 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 remote e-voting and voting through physical ballot process on the resolutions contained in the Notice of the Annual General Meeting dated 02nd June, 2017. My responsibility as a scrutinizer for remote e-voting and voting through 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 Maheshwari Datamatics Private Limited, the agencies engaged by the Company to provide remote e-voting / physical ballot facilities.



A. K. LABH

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



A. K. LABH & Co.

Company Secretaries

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I submit my report as under:

1. The remote e-voting period remained open from 9.00 A.M. IST on Saturday, the 23rd September, 2017 up to 5.00 P.M. IST on Monday, the 25th September, 2017.
2. The Shareholders holding shares as on the "cut off" date, i.e. 19th September, 2017 were entitled to vote on the proposed 4 (Four) resolutions as mentioned in the notice dated 2nd June, 2017 of the Annual General Meeting of the Company.
3. 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.
4. The locked ballot boxes were subsequently opened in my presence and poll/ballot papers were diligently scrutinized. The poll/ballot papers were reconciled with the records maintained by the Registrar and Share Transfer Agents of the Company and the authorizations/ proxies lodged with the Company.
5. The votes were unblocked on Tuesday, the 26th September, 2017 around 11:55 AM after the completion of the Annual General Meeting in the presence of two witnesses, namely, Ms. Sunayna Jaiswal, residing at 17, Karbala Tank Lane Kolkata -700006 and Ms. Amrita Sampat, residing at 59, Kalicharan Ghosh Road, Kolkata - 700050 who are not in employment of the Company.
6. The ballots which were incomplete and/or which were otherwise found defective have been treated as invalid.
7. The combined result of the remote e-voting [EVSN : 170901024] and votes casted through physical ballot papers distributed at the AGM venue are as under:



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

To consider and adopt the Audited Financial Statements and the Audited Consolidated Financial Statements of the Company for the year ended 31st March, 2017 together with the Reports of the Directors and Auditors thereon

(i) *Voted in favour of the Resolution:*

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	15	5508401	
Voting by ballot	25	354562	
Total	40	5862963	100.00%

(ii) *Voted against the Resolution:*

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	0	0	
Voting by ballot	0	0	
Total	0	0	0.00%

(iii) *Invalid Votes:*

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0



**b) Resolution 2**

To appoint a Director in place of Mr. A. S. Pillai (DIN: 07152155), who retires by rotation and being eligible, offers himself for re-appointment

(i) *Voted in favour of the Resolution:*

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	15	5508401	
Voting by ballot	25	354562	
Total	40	5862963	100.00%

(ii) *Voted against the Resolution:*

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	0	0	
Voting by ballot	0	0	
Total	0	0	0.00%

(iii) *Invalid Votes:*

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
0	0



**c) Resolution 3 : Ordinary Resolution**

Appointment of Mr. K. M. ROY, Chartered Accountants, (Membership no. 053720) as Statutory Auditors of the Company from the conclusion of this Annual General Meeting until the conclusion of 42nd Annual General Meeting and fixation of their remuneration

(i) *Voted in favour of the Resolution:*

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	15	5508401	
Voting by ballot	25	354562	
Total	40	5862963	100.00%

(ii) *Voted against the Resolution:*

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	0	0	
Voting by ballot	0	0	
Total	0	0	0.00%

(iii) *Invalid Votes:*

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
0	0



 SPECIAL BUSINESS:**d) Resolution 4 : Special Resolution**

To keep the register of members and index of members at other place than the registered office of the Company

(i) *Voted in favour of the Resolution:*

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	15	5508401	
Voting by ballot	25	354562	
Total	40	5862963	100.00%

(ii) *Voted against the Resolution:*

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	0	0	
Voting by ballot	0	0	
Total	0	0	0.00%

(iii) *Invalid Votes:*

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
0	0



A. K. LABH

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8. All the resolutions proposed hereinabove have been passed unanimously.
9. The physical ballot forms, remote e-voting register and other related papers / registers and records shall remain in my safe custody until the Chairman of the meeting considers, approves and signs the minutes in this regard and thereafter it will be handed over to Company Secretary as authorised by the Board of Directors for safe keeping.

Thanking You,

Yours truly
For A. K. LABH & Co.
Company Secretaries


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



Place: Kolkata

Dated: 26.09.2017

A. K. LABH

FCS, ACMA (ICAI), MBA, M.Com., ACSI (Lond)
DIM, DHRD, PGHDSM, DIRPM
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Witness:

1. *Sunayna Jaiswal*

(Sunayna Jaiswal)

17, Karbala Tank Lane,
Kolkata - 700006

2. *Amrita Sampat*

(Amrita Sampat)

59, Kalicharan Ghosh Road
Kolkata - 700 050



Received the Report of the Scrutinizer

For Marsons Limited

Sultana Khan

(Sultana Khan)

Company Secretary

