



Date: 30.09.2018

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

Dear Sir,

We would like to inform you that the 41st Annual General Meeting of the company was held on Saturday, 29th day of September, 2018 at 11:30 A.M. at "Bengal National Chamber of Commerce & Industry, BNCCI House, 23 R.N. Mukherjee Road, Kolkata- 700001" and all the resolutions as proposed were passed with requisite majority through e-voting and ballot papers in term of the Scrutinizers' Report as attached herewith.

Thanking You,

Yours faithfully,
For Marsons Ltd

A.S. PILLAI
Managing Director
(DIN: 07152155)

Encl: as above



Combined Scrutinizer's Report on Remote E-Voting & Voting by Physical Ballot

[Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of The Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,

The Chairman of the 41st Annual General Meeting of the Equity Shareholders of
M/s Marsons Limited

Sub : Consolidated Scrutinizer's Report on remote E-voting process as well as voting through Physical Ballot conducted at the venue of Annual General Meeting (AGM) of the members of M/s Marsons Limited (the Company) held on 29th September, 2018 pursuant to Section 108 of the Companies Act 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Dear Sir,

I, Arun Kumar Jaiswal (ACS: 29827, CP No.: 12281) Company Secretaries in whole-time practice was appointed by the Board of Directors of M/s Marsons Limited ("the Company"), CIN: L31102WB1976PLC030676 to act as the Scrutinizer to scrutinize the remote e-voting process and voting through Physical Ballot conducted at Bengal National Chamber of Commerce & Industry, BNCCI House, 23, R.N. Mukherjee Road, Kolkata-700001 on Saturday, 29th day of September, 2018 at 11.30 A.M. carried out for the Resolutions [(Items No. 1-3) as set out in the notice of Annual General Meeting of the Equity Shareholders of the Company dated 30th May, 2018 proposed to be passed under the provisions of Section 108 of the Companies Act, 2013 read with Rules 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, I submit my report as under

1. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and related Rules in respect of voting through electronic means i.e. Remote E-Voting and voting through Physical Ballot on the Resolution contained in the Notice of the AGM of the Company.
2. As Scrutinizer for Remote E-Voting process and for voting through Physical Ballot conducted at the AGM, my responsibility is to provide the Scrutinizer's Report of the votes cast in "FAVOUR" of "AGAINST" the resolution stated in the Notice, based on the votes casted through Physical Ballot at the meeting and reports generated from the e-voting system provided by the Central Depository Services (India) Limited "CDSL".
3. The shareholders of the Company holding shares as on the "cut-off" date i.e. 22nd September, 2018 were entitled to vote on the Resolution as contained in the notice of the AGM.
4. In accordance with the Notice of the Annual General Meeting sent to the shareholders and the Advertisement' published pursuant to Rule 20(4)(v) of the Companies (Management and Administration) Rules, 2014 as amended by the (Companies Management and Administration) Amendment Rules 2015, the remote e-voting opened at 9:00 a.m. on 26th September, 2018 and remained open up to 5:00 p.m. on 28th September, 2018 preceding the date of the AGM.
5. As on the cut-off date i.e., September 22, 2018, there were 16846 shareholders
6. At the end of the voting period on 28th September, 2018 at 5.00 P.M., the voting portal of the Service Provider was blocked forthwith.



7. At the venue of the AGM of the Company held on 29th September, 2018 the facility to vote through Physical Ballot was provided to facilitate those members present in the meeting but could not participate in the Remote E-voting to record their votes.
8. After declaration of voting by use of ballot by the Chairman at the AGM, one ballot box kept for ballot paper was locked and kept for voting duly marked by identification mark placed by me. The ballot papers was opened and votes were counted and reconciled with the records maintained by the Registrar and Transfer Agent of the Company in the presence of two witnesses being not employees of the Company present at the meeting. The voters were also scrutinized by me for the purpose of eliminating duplicate voting i.e. on remote e-voting as well as by use of ballot. As per the information given by the Company the names of the shareholders who have voted on e-voting through CDSL facility had been blocked and ballots were issued only to those members who were present at the AGM and who had not voted on remote e-voting
9. Thereafter, the results of Remote E-voting was unblocked from the website of M/s. Central Depository Services (India) Limited "CDSL i.e. www.evotingindia.com in the presence of Mr. Pranaya Kumar Behuria and Mr. Kumar Rohit who are not in the employment of the Company.
10. Thereafter, I as a Scrutinizer duly compiled the details of the Remote E-voting carried out by the Members together and the voting done by Physical Ballot at the venue of the AGM, the details of which are as follows:

I now submit my consolidated Report as under on the result of the remote e-voting and voting through ballot papers at the AGM in respect of the said resolution.

ORDINARY BUSINESS:

Item No. 1 – (Ordinary Resolution)

To consider and adopt audited financial statements and the Audited Consolidated Financial Statements of the Company for the year ended 31st March, 2018 together with the Reports of the Directors and the Auditors thereon):

	Remote e-voting		Voting through Physical Ballot at the AGM		Consolidated voting results		
	Number of Members who voted	Number of shares for which votes cast	Number of Members who voted (in person or by proxy)	Number of shares for which votes cast	Total number of Members who voted	Total number of shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the Resolution	10	705620	23	2504839	33	3210459	86.00108
Voted against the Resolution	6	522586	0	0	6	522586	13.99892
Invalid votes	-	-	2	154	2	154	-



Item No. 2 – (Ordinary Resolution)

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

	Remote e-voting		Voting through Physical Ballot at the AGM		Consolidated voting results		
	Number of Members who voted	Number of shares for which votes cast	Number of Members who voted (in person or by proxy)	Number of shares for which votes cast	Total number of Members who voted	Total number of shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the Resolution	10	705620	23	2504839	33	3210459	86.00108
Voted against the Resolution	6	522586	0	0	6	522586	13.99892
Invalid votes	-	-	2	154	2	154	-

Note : Mr. Akhilesh Kotia, being promoter of the Company was interested in Resolution No.- 2

SPECIAL BUSINESS:

Item No. 3 – (Ordinary Resolution)

To appoint Ms. Uttara Sharma holding Din:00233174 as an Independent Director

	Remote e-voting		Voting through Physical Ballot at the AGM		Consolidated voting results		
	Number of Members who voted	Number of shares for which votes cast	Number of Members who voted (in person or by proxy)	Number of shares for which votes cast	Total number of Members who voted	Total number of shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the Resolution	10	705620	23	2504839	33	3210459	86.00108
Voted against the Resolution	6	522586	0	0	6	522586	13.99892
Invalid votes	-	-	2	154	2	154	-



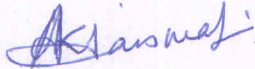
All the papers relating to voting by remote e-voting and voting through Physical Ballot shall remain in the safe custody of the Scrutinizer until the Chairman, considers, approves and signs the Minutes of the AGM and thereafter, the Scrutinizer shall hand over the related papers to the Company Secretary/Chairman, authorised by the Board for safe keeping.

Soft copy containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared "INVALID / ABSTAINED", for resolution is being delivered to the Company Secretary/Chairman, authorised by the Board for safe keeping separately.

Resolution mentioned hereinabove stand passed with the required majority through Remote e-voting and voting through Physical Ballot and deemed to have been passed as on the date of the AGM, accordingly I request the Chairman of the Company to announce the result of the meeting.

Thanking you,

Yours faithfully,
For **JAIHWAL A & CO.**
Company Secretaries



ARUN KUMAR JAISWAL
Proprietor
ACS 29827, CP No.: 12281
SCRUTINIZER




Place: Kolkata
Date: 30th September, 2018

We the undersigned have witnessed that the votes in respect of e-voting of shareholders of M/s Marsons Limited were unblocked from CDSL's e-voting website [www. www.evotingindia.com](http://www.evotingindia.com) in our presence on 29th September, 2018.



Kumar Rohit
14/G/3, N.N. Ghosh Lane
Kolkata- 700040
West Bengal



Pranaya Kumar Behuria
47, 2nd Lane, Bhatsala, Brace Bridge
Kolkata- 700018
West Bengal