

NILESH A. PRADHAN & CO.

Nilesh A. Pradhan.
B.COM., F.C.S.

Practicing Company Secretary

B-201, Pratik Industrial
Estate, Near Fortis Hospital,
Mulund-Goregaon Link Road,
Mumbai- 400078.

☎ 91 - 2225662152/53

91 - 2225667226/7/8

Email: info@napco.in

To,
The Chairman,
Mahavir Industries Limited,
22, J.B. House, 2nd Floor,
19, Raghunath Dadaji Street,
Near Handloom House, Fort
Mumbai 400001

Dear Sir,

Subject: Scrutinizer's Report on e-voting process.

I, Nilesh A. Pradhan, Proprietor of Nilesh A. Pradhan & Co., Practicing Company Secretary, was appointed as the scrutinizer by the Board of Directors of Mahavir Industries Limited vide Board Resolution dated 03th September, 2016 to scrutinize the e-voting process in fair & transparent manner in respect of the below mentioned resolution to be passed at 28th Annual General Meeting (AGM) to be held on 30th September, 2016.

The notice dated 3rd September, 2016 convening AGM of the Company along with the statement setting out material facts under Section 102 of Companies Act, 2013 were sent to the shareholders.

The shareholders have been informed about the facility to exercise their vote at AGM by electronic means. The Company has availed the e-voting facility offered by National Depository Services Limited (NSDL) for conducting e-voting by the shareholders of the Company.

The shareholders of the company holding shares at the end of the day, 25th September, 2016 were entitled to vote on proposed resolution as set out in the notice of the AGM.

The voting period for e-voting commenced from 27th September, 2016 at 10.00 A.M. and ended on 29th September, 2016 at 5.00 P.M. and NSDL platform was blocked thereafter and the votes cast under e-voting facility were then unblocked in the presence of two witness who were not in the employment of the Company.



Nilesh A. Pradhan & Co.

I have scrutinized and reviewed the e-voting process and based on the data downloaded from the e-voting platform provided by NSDL, I submit following report on e-voting process.

1) **Resolution No. 1:**

Adoption of audited financial statement including the Balance Sheet, Statement of Profit & Loss, Reports of Board of Directors and Auditors thereon for the year ended March 31, 2016

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

Number of Members voted through electronic means	Number of Votes Cast by them	% of total number of valid votes cast
19	3225966	100

ii) Voted **against** the Resolution:

Number of Members voted through electronic means	Number of Votes Cast by them	% of total number of valid votes cast
0	0	0

iii) **Invalid /Abstained Votes:**

Total Number of Members whose votes were declared invalid/ Abstained	Total Number of Votes Cast by them
0	0



2) **Resolution No. 2:**

Reappointment of Mr. Deepak Bansal (DIN: 3578201), as Director of the Company, who retires by rotation.

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

Number of Members voted through electronic means	Number of Votes Cast by them	% of total number of valid votes cast
19	3225966	100

ii) Voted **against** the Resolution:

Number of Members voted through electronic means	Number of Votes Cast by them	% of total number of valid votes cast
0	0	0

iii) **Invalid /Abstained Votes:**

Total Number of Members whose votes were declared invalid/ Abstained	Total Number of Votes Cast by them
0	0

3) **Resolution No.3:**

Appointment of Auditors and fixing their remuneration

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

Number of Members voted through electronic means	Number of Votes Cast by them	% of total number of valid votes cast
19	3225966	100



ii) Voted **against** the Resolution:

Number of Members voted through electronic means	Number of Votes Cast by them	% of total number of valid votes cast
0	0	0

iii) **Invalid /Abstained Votes:**

Total Number of Members whose votes were declared invalid/ Abstained	Total Number of Votes Cast by them
0	0

4) Resolution No.4:

Appointment of Mr. Vijay Mishra (DIN: 02227881) as Director of the Company.

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

Number of Members voted through electronic means	Number of Votes Cast by them	% of total number of valid votes cast
19	3225966	100

ii) Voted **against** the Resolution:

Number of Members voted through electronic means	Number of Votes Cast by them	% of total number of valid votes cast
0	0	0

iii) **Invalid /Abstained Votes:**

Total Number of Members whose votes were declared invalid/ Abstained	Total Number of Votes Cast by them
0	0



5) **Resolution No.5:**

Appointment of Mr. Naveen Gupta (DIN: 00294881) as an Independent Director of the Company.

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

Number of Members voted through electronic means	Number of Votes Cast by them	% of total number of valid votes cast
19	3225966	100

ii) Voted **against** the Resolution:

Number of Members voted through electronic means	Number of Votes Cast by them	% of total number of valid votes cast
0	0	0

iii) **Invalid /Abstained Votes:**

Total Number of Members whose votes were declared invalid/ Abstained	Total Number of Votes Cast by them
0	0



Nilesh A. Pradhan & Co.

The register and all other papers and relevant records relating to electronic voting shall remain in our custody until the Chairman considers, approves & signs the minutes of the aforesaid AGM and the same are handed over to the Chairman.

Thanking You,

Yours Faithfully,

For Nilesh A. Pradhan & Co.,
Practicing Company Secretary

Nilesh A. Pradhan
Proprietor

CP: 3659
FCS: 5445

Place: Mumbai
Date: 1st October, 2016



NILESH A. PRADHAN & CO.

Nilesh A. Pradhan.

B.COM., F.C.S.

Practicing Company Secretary

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FORM No. MGT-13

Report of Scrutinizer(s)

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

To,
The Chairman,
Mahavir Industries Limited,
22, J.B. House, 2nd Floor,
19, Raghunath Dadaji Street,
Near Handloom House,
Fort, Mumbai - 400001.

28th Annual General Meeting of the Equity Shareholders of Mahavir Industries Limited
held on Friday, 30th September, 2016 at 22, J.B. House, 2nd Floor, 19, Raghunath Dadaji
Street, Near Handloom House, Fort, Mumbai - 400001 at 03.00 P.M.

Dear Sir,

I Mr. Nilesh A. Pradhan, Proprietor of M/s Nilesh A. Pradhan & Co., Practicing Company Secretary appointed as Scrutinizer(s) for the purpose of the poll taken on the below mentioned resolution(s), at the 28th Annual General Meeting of the Equity Shareholders of Mahavir Industries Limited held on Friday, 30th September, 2016 at 22, J.B. House, 2nd Floor, 19, Raghunath Dadaji Street, near Handloom House, Fort, Mumbai - 400001 at 03.00 P.M. submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, one ballot box kept for polling was locked in presence of my representative with due identification marks placed by my representative.
2. The locked ballot boxes were subsequently opened in presence of my representative and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company and the authorizations / proxies lodged with the Company.



3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.

4. The result of the Poll is as under:

(a) Resolution 1 - Adoption of audited financial statement including the Balance Sheet, Statement of Profit & Loss, Reports of Board of Directors and Auditors thereon for the year ended March 31, 2016

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
12	6659228	100

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) **Invalid/abstained votes:**

Total number of members (in person or by proxy) whose votes were declared invalid/abstained	Total number of votes cast by them
2	600001



(b) Resolution 2: Reappointment of Mr. Deepak Bansal (DIN: 3578201), as Director of the Company, who retires by rotation

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
11	6350628	100

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) **Invalid/abstained votes:**

Total number of members (in person or by proxy) whose votes were declared invalid/abstained	Total number of votes cast by them
3	908601

(c) Resolution 3: Appointment of M/s Devesh Mishra & Co., Chartered Accountants Auditors and Directors fixing their remuneration

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
12	6659228	100



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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) **Invalid/abstained votes:**

Total number of members (in person or by proxy) whose votes were declared invalid/abstained	Total number of votes cast by them
2	600001

(d) Resolution 4: Appointment of Mr. Vijay Mishra (DIN: 02227881) as a Director of the Company

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
12	6659228	100

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0



(iii) **Invalid/abstained votes:**

Total number of members (in person or by proxy) whose votes were declared invalid/abstained	Total number of votes cast by them
2	600001

(e) Resolution 5 : Appointment of Mr. Naveen Gupta (DIN: 00294881) as Independent Director of the Company

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
12	6659228	100

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) **Invalid/abstained** votes:

Total number of members (in person or by proxy) whose votes were declared invalid/abstained	Total number of votes cast by them
2	600001



Nilesh A. Pradhan & Co.

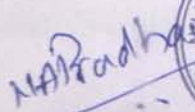
5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.

6. The poll papers and all other relevant records were sealed and handed over to the Chairman of the Company.

Thanking you,

Yours faithfully,

For Nilesh A. Pradhan & Co.,
Practicing Company Secretary


Nilesh A. Pradhan
Proprietor



CP: 3659
FCS: 5445

Place: Mumbai
Date: 1st October, 2016