

# 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.

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To,  
The Chairman,  
**MAHAVIR INDUSTRIES LIMITED,**  
324, Neo Corporate Plaza,  
3 Floor, Ramchandra Lane Extension,  
Malad (West), Mumbai- 400064

Dear Sir,

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

I, Nilesh A. Pradhan, Proprietor of Nilesh A. Pradhan & Co., Practicing Company Secretary, has been appointed as the scrutinizer by the Board of Directors of **MAHAVIR INDUSTRIES LIMITED** vide Board Resolution dated 3<sup>rd</sup> September, 2014 to scrutinize the e-voting process in fair & transparent manner in respect of the below mentioned resolution to be passed at 26<sup>th</sup> Annual General Meeting (AGM) to be held on 30<sup>th</sup> September, 2014.

The notice dated 3<sup>rd</sup> September, 2014 convening AGM of the Company alongwith the statement setting out material facts under Section 102 of Companies Act, 2013 were sent to the shareholders and it was also placed on the website of the Company.

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 Securities Depository 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, 28<sup>th</sup> August, 2014 were entitled to vote on proposed resolution as set out at items no. 1 to 9 in the notice of the AGM.

The voting period for e-voting commenced from 23<sup>rd</sup> September, 2014 at 10.00 a.m. and ended on 25<sup>th</sup> September, 2014 at 5.00 p.m. and platform provided by NSDL 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 Karvy, I submit my following report on e-voting process.

**1) Resolution No. 1:**

**To receive, consider and adopt the Audited Balance Sheet as at 31<sup>st</sup> March, 2014 and Profit and Loss Account for the year ended on that date, together with the Directors' Report and the Auditors' Report thereon:**

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
24	1521474	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
Nil	Nil	Nil

iii) **Invalid** Votes:

Total Number of Members whose votes were declared invalid	Total Number of Votes Cast by them
Nil	Nil



2) **Resolution No. 2:**

**To appoint a Director in place of Mr. Rajesh Sharma, who retires by rotation and being eligible, offers himself for reappointment:**

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
24	1521474	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
Nil	Nil	Nil

iii) **Invalid Votes:**

Total Number of Members whose votes were declared invalid	Total Number of Votes Cast by them
Nil	Nil

3) **Resolution No.3:**

**To re-appoint M/s. Solanki & Associates, Chartered Accountants, retiring auditors of the Company as the Statutory Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting 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
23	1521364	99.99



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
1	110	0.01

iii) **Invalid** Votes:

Total Number of Members whose votes were declared invalid	Total Number of Votes Cast by them
Nil	Nil

4) Resolution No.4:

**To appoint Mrs. Nirmla D. Bansal as a 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
23	1521364	99.99

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
1	110	0.01

iii) **Invalid** Votes:

Total Number of Members whose votes were declared invalid	Total Number of Votes Cast by them
Nil	Nil



5) Resolution No.5:

**To appoint Mr. Nirav M. Shah 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
23	1521364	99.99

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
1	110	0.01

iii) **Invalid** Votes:

Total Number of Members whose votes were declared invalid	Total Number of Votes Cast by them
Nil	Nil

6) Resolution No.6:

**To appoint Mr. Prabhu K Chettiyar 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
23	1521364	99.99



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
1	110	0.01

iii) **Invalid** Votes:

Total Number of Members whose votes were declared invalid	Total Number of Votes Cast by them
Nil	Nil

**7) Resolution No.7:**

**To appoint Mr. Harsh V. Mehrotra 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
24	1521474	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
Nil	Nil	Nil

iii) **Invalid** Votes:

Total Number of Members whose votes were declared invalid	Total Number of Votes Cast by them
Nil	Nil



8) **Resolution No.8:**

**To insert an additional clause in main object clause in Memorandum of Association 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
23	1521364	99.99

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
1	110	0.01

iii) **Invalid** Votes:

Total Number of Members whose votes were declared invalid	Total Number of Votes Cast by them
Nil	Nil

9) **Resolution No.9:**

**To adopt 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 voted through electronic means	Number of Votes Cast by them	% of total number of valid votes cast
23	1521364	99.99



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
1	110	0.01

iii) **Invalid** Votes:

Total Number of Members whose votes were declared invalid	Total Number of Votes Cast by them
Nil	Nil

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 Company Secretary.

Thanking You,

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

*N A Pradhan*

Nilesh A. Pradhan  
Proprietor  
CP: 3659  
FCS: 5445



Place: Mumbai  
Date: 27<sup>th</sup> September, 2014