



N. Sridharan & Associates

Company Secretaries

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Consolidated Report of Scrutinizer on remote e-voting and voting through polling paper

[Pursuant to section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015]

To
The Chairman
MARIS SPINNERS LIMITED,
No-9, Cathedral Road,
Chennai - 600 086.

Dear Sir,

Reg: Scrutinizer's report in connection with 36th Annual General Meeting of the Company held on Friday the 18th September 2015 at 09.30 a.m. at Hotel Maris, I Floor, No-11, Cathedral Road, Chennai -600086.

I, N. Sridharan, Company Secretary in Practice, has been appointed by the Board of Directors of Maris Spinners Limited ("the Company"), as Scrutinizer for the purpose of scrutinizing the remote e-voting process and voting through polling paper at 36th Annual general Meeting (AGM) of the members of the Company, in a fair and transparent manner and ascertaining the requisite majority on remote e-voting and voting through polling paper carried out, as per the provisions of the Companies Act, 2013 and rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015, on the resolutions set out in the Notice dated 30th May, 2015 of the 36th AGM of the members of Maris Spinners Limited , held on 18th day of September, 2015 at 09.30 a.m. at Hotel Maris, I Floor, No-11, Cathedral Road, Chennai – 600086. Accordingly, I submit the report, on completion of remote e-voting process and voting through polling paper, as under:-

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1. The Company has engaged the services of CDSL as the Authorised Agency to provide secured system for remote e-voting process.
2. The remote e-voting period remained open from 09.00 a.m. on September 15, 2015 up to 05.00 p.m. on September 17, 2015.
3. The cut-off date for the purpose of determining the entitlement for voting, by remote e-voting or voting through polling paper, on the proposed resolutions was 11th September, 2015.
4. After the close of period for remote e-voting, the details of members, such as their names, folio numbers, numbers of shares held, who had casted votes through remote e-voting, were downloaded from the e-voting website of CDSL, for the purpose of ensuring that members who have casted their votes through remote e-voting do not vote again at the 36th AGM.
5. At the 36th AGM, one ballot box kept for polling was locked in my presence with due identification marks placed by me but no shareholder cast their votes through poll.
6. After the end of 36th AGM, the votes casted through remote e-voting were unblocked on 18th September, 2015, around 11.40 A.M in the presence of two witnesses; Ms. Neha Mohta and Ms. D Meena who are not in the employment of the Company.
7. Thereafter, the details containing, inter alia, the information about equity shareholders voting 'For' and 'Against' the resolutions, were generated from the e-voting website of CDSL.
8. Based on reports generated from the e-voting website of CDSL and voting through polling paper at the 36th AGM , the consolidated report on the result of voting on each resolution are given hereunder:



Item No.1**Resolution: Ordinary****To consider and adopt:**

The audited financial statement of the Company for the financial year ended March 31, 2015, the Reports of the Board of Directors and Auditors.

(i) Voted '**FOR**' the resolution:

Mode of Voting	Number of members voted	Number of votes cast in 'Favor' of resolution	% of total number of valid votes cast
Remote e-voting	51	5736945	99.99%
Voting through polling paper (in person or by proxy)	0	0	0
Total	51	5736945	99.99%

(ii) Voted '**AGAINST**' the resolution:

Mode of Voting	Number of members voted	Number of votes cast in 'Against' of resolution	% of total number of valid votes cast
Remote e-voting	2	600	0.01%
Voting through polling paper (in person or by proxy)	0	0	0
Total	2	600	0.01%

(iii) Votes '**Invalid**'

Mode of Voting	Total number of members whose votes were declared 'Invalid'	Total number of votes cast by them declared 'Invalid'
Remote e-voting	0	0
Voting through polling paper (in person or by proxy)	0	0
Total	0	0

Item No.2
Resolution – Ordinary

Declaration of Dividend for the year 2014-15

(i) Voted '**FOR**' the resolution:

Mode of Voting	Number of members voted	Number of votes cast in 'Favor' of resolution	% of total number of valid votes cast
Remote e-voting	49	5672945	98.87%
Voting through polling paper (in person or by proxy)	0	0	0
Total	49	5672945	98.87%

(ii) Voted '**AGAINST**' the resolution:

Mode of Voting	Number of members voted	Number of votes cast in 'Against' of resolution	% of total number of valid votes cast
Remote e-voting	4	64600	1.13%
Voting through polling paper (in person or by proxy)	0	0	0
Total	4	64600	1.13%

(iii) Votes '**Invalid**'

Mode of Voting	Total number of members whose votes were declared 'Invalid'	Total number of votes cast by them declared 'Invalid'
Remote e-voting	0	0
Voting through polling paper (in person or by proxy)	0	0
Total	0	0



Item No.3**Resolution – Ordinary****Re-appointment of Sri. T.Jayaraman who retires by rotation**(i) Voted '**FOR**' the resolution:

Mode of Voting	Number of members voted	Number of votes cast in 'Favor' of resolution	% of total number of valid votes cast
Remote e-voting	50	5736645	99.984%
Voting through polling paper (in person or by proxy)	0	0	0
Total	50	5736645	99.984%

(ii) Voted '**AGAINST**' the resolution:

Mode of Voting	Number of members voted	Number of votes cast in 'Against' of resolution	% of total number of valid votes cast
Remote e-voting	3	900	0.016%
Voting through polling paper (in person or by proxy)	0	0	0
Total	3	900	0.016%

(iii) Votes '**Invalid**'

Mode of Voting	Total number of members whose votes were declared 'Invalid'	Total number of votes cast by them declared 'Invalid'
Remote e-voting	0	0
Voting through polling paper (in person or by proxy)	0	0
Total	0	0



Item No.4
Resolution – Ordinary

Re-appointment of Sri. S Srivatsan who retires by rotation

(i) Voted '**FOR**' the resolution:

Mode of Voting	Number of members voted	Number of votes cast in 'Favor' of resolution	% of total number of valid votes cast
Remote e-voting	49	5672945	98.874%
Voting through polling paper (in person or by proxy)	0	0	0
Total	49	5672945	98.874%

(ii) Voted '**AGAINST**' the resolution:

Mode of Voting	Number of members voted	Number of votes cast in 'Against' of resolution	% of total number of valid votes cast
Remote e-voting	4	64600	1.126%
Voting through polling paper (in person or by proxy)	0	0	0
Total	4	64600	1.126%

(iii) Votes '**Invalid**'

Mode of Voting	Total number of members whose votes were declared 'Invalid'	Total number of votes cast by them declared 'Invalid'
Remote e-voting	0	0
Voting through polling paper (in person or by proxy)	0	0
Total	0	0

Item No.5
Resolution – Ordinary

Appointment of M/s. N.C.S. Raghavan & Co., Chartered Accountants as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting of the Company and to fix their remuneration.

(iv) Voted 'FOR' the resolution:

Mode of Voting	Number of members voted	Number of votes cast in 'Favor' of resolution	% of total number of valid votes cast
Remote e-voting	49	5672945	98.874%
Voting through polling paper (in person or by proxy)	0	0	0
Total	49	5672945	98.874%

(v) Voted 'AGAINST' the resolution:

Mode of Voting	Number of members voted	Number of votes cast in 'Against' of resolution	% of total number of valid votes cast
Remote e-voting	4	64600	1.126%
Voting through polling paper (in person or by proxy)	0	0	0
Total	4	64600	1.126%

(vi) Votes 'Invalid'

Mode of Voting	Total number of members whose votes were declared 'Invalid'	Total number of votes cast by them declared 'Invalid'
Remote e-voting	0	0
Voting through polling paper (in person or by proxy)	0	0
Total	0	0

**Item No.6
Resolution – Special**

Appointment of Smt. T Kamala as Director

(i) Voted ‘FOR’ the resolution:

Mode of Voting	Number of members voted	Number of votes cast in ‘Favor’ of resolution	% of total number of valid votes cast
Remote e-voting	50	5736645	99.984%
Voting through polling paper (in person or by proxy)	0	0	0
Total	50	5736645	99.984%

(ii) Voted ‘AGAINST’ the resolution:

Mode of Voting	Number of members voted	Number of votes cast in ‘Against’ of resolution	% of total number of valid votes cast
Remote e-voting	3	900	0.016%
Voting through polling paper (in person or by proxy)	0	0	0
Total	3	900	0.016%

(iii) Votes ‘Invalid’

Mode of Voting	Total number of members whose votes were declared ‘Invalid’	Total number of votes cast by them declared ‘Invalid’
Remote e-voting	0	0
Voting through polling paper (in person or by proxy)	0	0
Total	0	0

Item No.7**Resolution – Special****Authorizing Board of Directors with Borrowings Limit not Exceeding Rs.500 Crores**(i) Voted '**FOR**' the resolution:

Mode of Voting	Number of members voted	Number of votes cast in 'Favor' of resolution	% of total number of valid votes cast
Remote e-voting	47	5670745	98.836%
Voting through polling paper (in person or by proxy)	0	0	0
Total	47	5670745	98.836%

(ii) Voted '**AGAINST**' the resolution:

Mode of Voting	Number of members voted	Number of votes cast in 'Against' of resolution	% of total number of valid votes cast
Remote e-voting	6	66800	1.164%
Voting through polling paper (in person or by proxy)	0	0	0
Total	6	66800	1.164%

(iii) Votes '**Invalid**'

Mode of Voting	Total number of members whose votes were declared 'Invalid'	Total number of votes cast by them declared 'Invalid'
Remote e-voting	0	0
Voting through polling paper (in person or by proxy)	0	0
Total	0	0

**Item No.8
Resolution – Special**

Approval of Related Party Transaction

(i) Voted '**FOR**' the resolution:

Mode of Voting	Number of members voted	Number of votes cast in 'Favor' of resolution	% of total number of valid votes cast
Remote e-voting	48	5672645	98.87%
Voting through polling paper (in person or by proxy)	0	0	0
Total	48	5672645	98.87%

(ii) Voted '**AGAINST**' the resolution:

Mode of Voting	Number of members voted	Number of votes cast in 'Against' of resolution	% of total number of valid votes cast
Remote e-voting	5	64900	1.13%
Voting through polling paper (in person or by proxy)	0	0	0
Total	5	64900	1.13%

(iii) Votes '**Invalid**'

Mode of Voting	Total number of members whose votes were declared 'Invalid'	Total number of votes cast by them declared 'Invalid'
Remote e-voting	0	0
Voting through polling paper (in person or by proxy)	0	0
Total	0	0

Item No.9
Resolution – Special

Adoption of New Articles of Association as per the Companies Act, 2013.

(i) Voted '**FOR**' the resolution:

Mode of Voting	Number of members voted	Number of votes cast in 'Favor' of resolution	% of total number of valid votes cast
Remote e-voting	49	5672945	98.87%
Voting through polling paper (in person or by proxy)	0	0	0
Total	49	5672945	98.87%

(ii) Voted '**AGAINST**' the resolution:

Mode of Voting	Number of members voted	Number of votes cast in 'Against' of resolution	% of total number of valid votes cast
Remote e-voting	4	64600	1.13%
Voting through polling paper (in person or by proxy)	0	0	0
Total	4	64600	1.13%

(iii) Votes '**Invalid**'

Mode of Voting	Total number of members whose votes were declared 'Invalid'	Total number of votes cast by them declared 'Invalid'
Remote e-voting	0	0
Voting through polling paper (in person or by proxy)	0	0
Total	0	0

Item No.10
Resolution – Special

Re appointment of Managing Director for a period of three years.

(i) Voted '**FOR**' the resolution:

Mode of Voting	Number of members voted	Number of votes cast in 'Favor' of resolution	% of total number of valid votes cast
Remote e-voting	52	5737245	99.995%
Voting through polling paper (in person or by proxy)	0	0	0
Total	52	5737245	99.995%

(ii) Voted '**AGAINST**' the resolution:

Mode of Voting	Number of members voted	Number of votes cast in 'Against' of resolution	% of total number of valid votes cast
Remote e-voting	1	300	0.005%
Voting through polling paper (in person or by proxy)	0	0	0
Total	1	300	0.005%

(iii) Votes '**Invalid**'

Mode of Voting	Total number of members whose votes were declared 'Invalid'	Total number of votes cast by them declared 'Invalid'
Remote e-voting	0	0
Voting through polling paper (in person or by proxy)	0	0
Total	0	0

Item No.11
Resolution – Special

Creation of Mortgage /Charge on the Movable and Immovable Properties of the Company:-

(i) Voted '**FOR**' the resolution:

Mode of Voting	Number of members voted	Number of votes cast in 'Favor' of resolution	% of total number of valid votes cast
Remote e-voting	48	5671745	98.853%
Voting through polling paper (in person or by proxy)	0	0	0
Total	48	5671745	98.853%

(ii) Voted '**AGAINST**' the resolution:

Mode of Voting	Number of members voted	Number of votes cast in 'Against' of resolution	% of total number of valid votes cast
Remote e-voting	5	65800	1.147%
Voting through polling paper (in person or by proxy)	0	0	0
Total	5	65800	1.147%

(iii) Votes '**Invalid**'

Mode of Voting	Total number of members whose votes were declared 'Invalid'	Total number of votes cast by them declared 'Invalid'
Remote e-voting	0	0
Voting through polling paper (in person or by proxy)	0	0
Total	0	0

Item No.12
Resolution – Special

Appointment of M/s. A Gopala Iyengar as Cost Auditors of the Company

(i) Voted 'FOR' the resolution:

Mode of Voting	Number of members voted	Number of votes cast in 'Favor' of resolution	% of total number of valid votes cast
Remote e-voting	49	5672945	98.874%
Voting through polling paper (in person or by proxy)	0	0	0
Total	49	5672945	98.874%

(ii) Voted 'AGAINST' the resolution:

Mode of Voting	Number of members voted	Number of votes cast in 'Against' of resolution	% of total number of valid votes cast
Remote e-voting	4	64600	1.126%
Voting through polling paper (in person or by proxy)	0	0	0
Total	4	64600	1.126%

(iii) Votes 'Invalid'

Mode of Voting	Total number of members whose votes were declared 'Invalid'	Total number of votes cast by them declared 'Invalid'
Remote e-voting	0	0
Voting through polling paper (in person or by proxy)	0	0
Total	0	0

All the resolutions are passed with requisite majority.

3

9. The Register, all other papers and relevant records relating to remote e-voting at the 36th AGM shall remain in my safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and thereafter the same will be handed over to the Company Secretary for safe Keeping.

Thanking You.

For N.SRIDHARAN & ASSOCIATES,

N. Sridharan

N.SRIDHARAN
COMPANY SECRETARY
CP NO- 7469



Place: Chennai
Date: 19.09.2015