

**SCRUTINIZERS' REPORT
(FOR E-VOTING)**

(Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(3) (xi) of the Companies (Management and Administration) Rules, 2014 and Clause 35B of Listing Agreement)

27th September 2014

To,

**The Chairman
MARG Limited
'Marg Axis'
4/318, Rajiv Gandhi Salai
Kottivakkam
Chennai – 600 041**

Dear Sir,

Sub. : Report of the Scrutinizer on E-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of Listing Agreement (for AGM 30th September 2014)

I, Satyaki Praharaj, Practicing Company Secretary (Membership No.FCS 6458 and CoP No. 10755) have been appointed as Scrutinizer, for the 19th Annual General Meeting ("AGM") of the Equity Shareholders of MARG Limited ("MARG") to be held on 30th September 2014 at 3.00 P.M. at the Auditorium of Exemplarr Worldwide Limited, 141, Rajiv Gandhi Salai, Kottivakkam, Chennai – 600 041, for the purpose of scrutinizing the e-voting process in a fair and transparent manner and ascertaining the requisite majority on e-voting carried out in terms of the provisions of Companies Act, 2013 ("The Act") and Rule 20(3)(xi) of the Companies (Management and Administration) Rules, 2014 ("The Rules") and also in terms of Clause 35B of the Listing Agreement, in respect of the resolutions proposed to be passed in the said AGM as contained in the Notice of AGM dated 14th August, 2014 ("The Notice"), as referred to in this report.

The Management of the Company is responsible to ensure the compliance with the requirements of the Act and the Rules relating to voting through electronic means on the resolutions contained in the Notice of the said AGM. My responsibility as Scrutinizer for e-voting is restricted to making Scrutinizer's Report of the votes cast in "Favour" or "Against" the resolutions as stated in the Notice, based on the reports generated from the e-voting system provided by Central Depository Services (India) Limited, (CDSL), the authorised agency providing the e-voting facilities for this AGM.



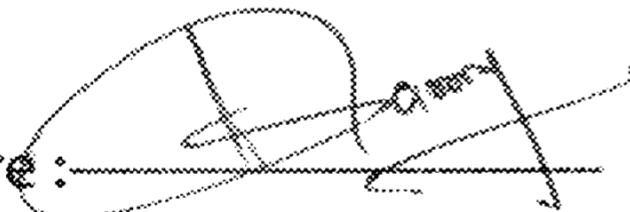
The Company had uploaded the Notice of AGM including all the items of the business to be transacted at the AGM, on the website of the Company as well as of its authorised agency (CDSL) to facilitate its shareholders to cast their votes through e-Voting.

The Company has mentioned the procedure and manner for voting through electronic means in the Notice of the AGM.

I submit my report as under:

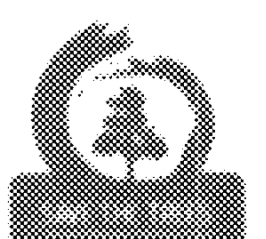
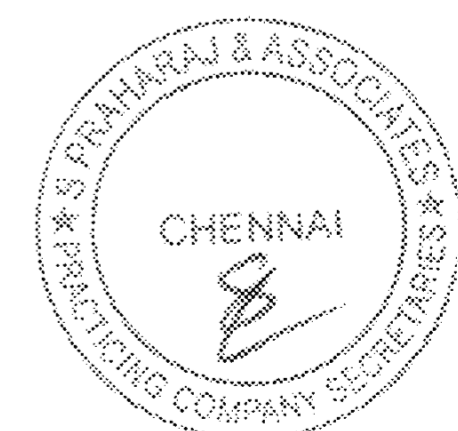
1. The e-Voting period remained open from 24th September 2014 (9.00 a.m.) upto 26th September 2014 (6.00 p.m.).
2. The shareholders holding shares as on the "cut off" date i.e. 29th August 2014 were entitled to vote on the proposed 6 (Six) Resolutions as mentioned in the Notice of the AGM of MARG (i.e. Item No.1 to 6 of the said Notice).
3. The votes were unblocked by me on 27th September 2014 in the presence of two witnesses, Mr. S Arul Kumar and Mr. M Thiyagu who are not in the employment of the Company.

They have signed below in confirmation of the votes being unblocked in their presence.

Signature: 
 Name: **Mr. S Arul Kumar**

Signature: 
 Name: **Mr. M Thiyagu**

4. Thereafter, the details, containing, inter-alia, list of equity shareholders, who voted "For" and "Against", were downloaded from the e-voting website of CDSL i.e. www.evotingindia.com



5. The results of the e-voting are as under:

A. Resolution No. 1: (ORDINARY RESOLUTION)

To receive, consider and adopt the Financial Statements of the Company for the year ended 31st March, 2014, including the Audited Balance Sheet as at 31st March 2014, the Statement of Profit and Loss Account for the year ended 31st March 2014 and the Report of the Board of Directors and the Auditors thereon.

(i) Voted in Favour of the Resolution:

No of Members voted through e-Voting System	No of Votes cast by them	%age of Total Valid Vote cast
33	8,342,363	99.27%

(ii) Voted Against the Resolution:

No of Members voted through e-Voting System	No of Votes cast by them	%age of Total Valid Vote cast
6	61,683	0.73%

B. Resolution No. 2: (ORDINARY RESOLUTION)

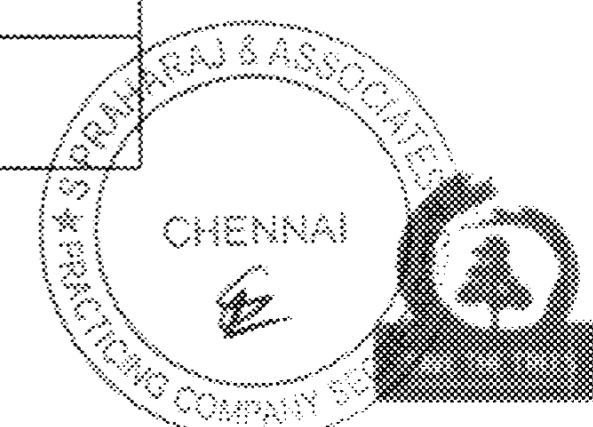
To appoint a director in place of Mrs. V P Rajini Reddy (DIN: 00904123), Director, who retires by rotation and being eligible, offers herself for re-appointment.

(i) Voted in Favour of the Resolution:

No of Members voted through e-Voting System	No of Votes cast by them	%age of Total Valid Vote cast
27	8,265,479	98.35%

(ii) Voted Against the Resolution:

No of Members voted through e-Voting System	No of Votes cast by them	%age of Total Valid Vote cast
12	138,567	1.65%



C. Resolution No. 3: (ORDINARY RESOLUTION)

To appoint auditors to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting and to fix their remuneration.

(i) Voted in Favour of the Resolution:

No of Members voted through e-Voting System	No of Votes cast by them	%age of Total Valid Vote cast
29	8,312,979	98.92%

(ii) Voted Against the Resolution:

No of Members voted through e-Voting System	No of Votes cast by them	%age of Total Valid Vote cast
10	91,067	1.08%

D. Resolution No. 4: (ORDINARY RESOLUTION)

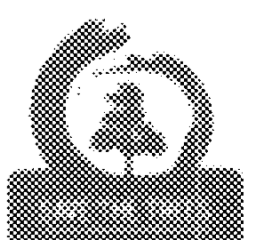
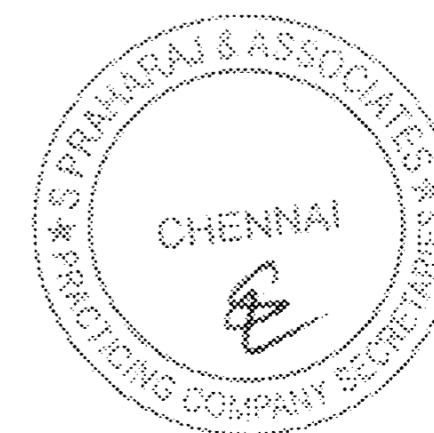
To appoint Mr. Bahushrut Lugani (DIN: 00052387) as an Independent Director.

(i) Voted in Favour of the Resolution:

No of Members voted through e-Voting System	No of Votes cast by them	%age of Total Valid Vote cast
31	8,339,478	99.23%

(ii) Voted Against the Resolution:

No of Members voted through e-Voting System	No of Votes cast by them	%age of Total Valid Vote cast
8	64,568	0.77%



E. Resolution No. 5: (SPECIAL RESOLUTION)**Alteration of Articles of Association.**

(i) Voted in Favour of the Resolution:

No of Members voted through e-Voting System	No of Votes cast by them	%age of Total Valid Vote cast
27	8,265,479	98.35%

(ii) Voted Against the Resolution:

No of Members voted through e-Voting System	No of Votes cast by them	%age of Total Valid Vote cast
12	138,567	1.65%

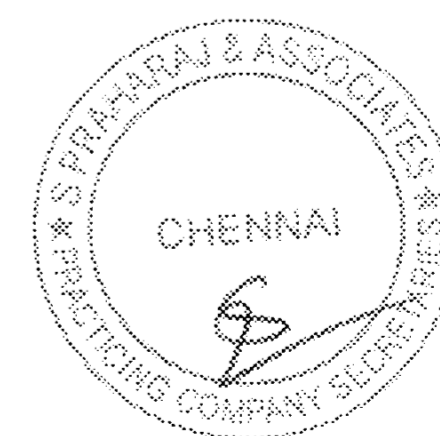
F. Resolution No. 6: (SPECIAL RESOLUTION)**Approval for Borrowing Limits.**

(i) Voted in Favour of the Resolution:

No of Members voted through e-Voting System	No of Votes cast by them	%age of Total Valid Vote cast
27	8,265,479	98.35%

(ii) Voted Against the Resolution:

No of Members voted through e-Voting System	No of Votes cast by them	%age of Total Valid Vote cast
12	138,567	1.65%



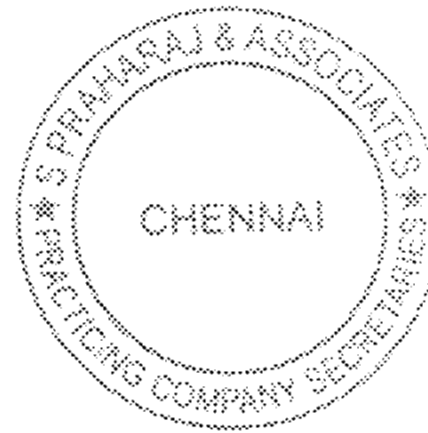
6. We wish to report that there was no Vote which were declared invalid by the CDSL System or me while scrutinizing.
7. Registers have been maintained electronically to record the assent or dissent received, mentioning the particulars of Name, Folio number / Client ID of the shareholders, number of shares held by them, nominal value of such shares. As there were no shares with differential voting rights, the question of maintaining the list of shares with differential voting right did not arise.
8. All records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and signs the minutes of the aforesaid Annual General Meeting and thereafter the same shall be handed over to the Chairman.

Thanking you,

Yours faithfully



SATYAKI PRAHARAJ, FCS
Scrutinizer
C. P. No.10755
Membership No.FCS6458



Place : Chennai

Date : 27th September 2014

