

**NANDINI PAREKH**  
B. Com., F.C.S.

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### **SCRUTINIZER'S CONSOLIDATED REPORT ON VOTING**

[Pursuant to applicable provisions of the Companies Act, 2013 and Rules made thereunder]

2<sup>nd</sup> January, 2020

To,  
Macrofil Investments Limited  
Neville House, J.N. Heredia Marg  
Ballard Estate  
Mumbai – 400 001

**Subject:** Consolidated Report on Members' voting through remote e-voting and Ballot Paper at the 36<sup>th</sup> Annual General Meeting.

Dear Sir,

The Board of Directors of Macrofil Investments Limited ("**the Company**") at its meeting held on 2<sup>nd</sup> December, 2019 appointed me as the Scrutinizer in pursuance of section 108 of the Companies Act, 2013 ("**the Act**") read with Rule 20 of the Companies (Management And Administration) Rules, 2014 ("**the Rules**") to scrutinize the voting conducted through the remote e-voting and voting at the meeting on all resolutions set out in the Notice convening the Thirty-Sixth Annual General Meeting ("**AGM**") of the Company, which was duly held on 31<sup>st</sup> December, 2019.

Members of the Company were provided remote e-voting facility whereby they could cast their votes during the e-voting period, which commenced at 9.00 a.m. on the 28<sup>th</sup> December, 2019 and ended at 5.00 p.m. on the 30<sup>th</sup> December, 2019 (both Indian Standard Time - IST). Some members of the Company voted through e-voting during the voting period.

Members attending the AGM and who had not cast votes through remote e-voting; were invited by the Chairman to cast their votes at the Meeting through Ballot Process on all resolutions set out in the Notice convening the AGM, in accordance with sub-rule 4(iii)(B) of Rule 20 of the Rules. Accordingly, some Members casted votes through Ballot Papers mode conducted at AGM.

Upon conclusion of the Ballot voting process by the Chairman, the Ballot Box wherein the Members had dropped their Ballot Papers were opened by me in presence of two witnesses not in employment of the Company. The Ballot Papers were diligently scrutinized by me and reconciled with the records maintained by the Company and relevant authorizations / proxies lodged with the Company. The Ballot Papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.

In pursuance of sub-rule 4(xii) of Rule 20 of the Rules; immediately after the conclusion of voting at the AGM, I first counted the votes casted through Ballot and thereafter unblocked the votes casted through e-voting in the presence of two witnesses not in the employment of the Company. The witnesses' confirmation in this context is submitted herein next along this Report.

Information with respect to AGM as well members' participation in AGM is provided in **Annexure 1** to this Report. And the consolidated result of total votes cast, whether in favour or against, is annexed to this Report and marked as **Annexure 2**.

You are requested to acknowledge receipt of this report.

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**(Nandini Parekh)**

Practicing Company Secretary

Membership No.: FCS 6240

Certificate of Practice No.: 5760

UDIN: F006240B000001378

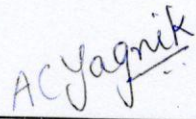
**WITNESSES' CONFIRMATION**

In pursuance of Rule 20 of the Companies (Management and Administration) Rules, 2014 and with respect to the conduct of voting through Ballot Papers and e-voting by members of Macrofil Investments Limited ("the Company") on all resolutions set out in the Notice convening the 36<sup>th</sup> AGM of Company, which was held on 31<sup>st</sup> December, 2019 at 11.30 a.m. at M C Ghia Hall, K Dubash Marg, Mumbai – 400 001; we, Ameer Yagnik (residing at 4A, Ganga Laheri, 19, Banganga Road, Walkeshwar, Mumbai – 400 006) and Krishma Shah (residing at Flat 301, Kush Pearl, Sunita CHS, Sameer Chandawarkar Road, Dahanukarwadi, Kandivali (West), Mumbai – 400 067) hereby confirm our witnessing the following-

- a) after completion of the Voting Process through E-Voting and Ballot Paper at the above mentioned AGM, the Ballot Box wherein the members of the Company have dropped their Ballot Papers was opened by Ms. Nandini Parekh in our presence; and
- b) after completion of voting by Members through Ballot Papers, Ms. Nandini Parekh un-blocked the votes that the members of the Company have casted through e-voting.

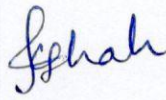
We further state that we are not in the employment of the Company.

Witness 1:



**(Ameer Yagnik)**  
B. Com, ACS

Witness 2:



**(Krishma Shah)**  
B.Com, LL.B, ACS

Date: 2<sup>nd</sup> January, 2020  
Place: Mumbai

**Annexure 1**

Date of the Annual General Meeting	31 <sup>st</sup> December, 2019
Total number of shareholders on record date	9,467
<b>No. of shareholders present in the meeting either in person or through proxy:</b>	
Promoters and Promoter Group:	4
Public:	31
<b>No. of shareholders attended the meeting through Video Conferencing:</b>	
Promoters and Promoter Group:	N.A.
Public:	N.A.

## Annexure 2

1.	Resolution required : Ordinary		To receive, consider and adopt the audited Financial Statements (including consolidated Financial Statement) of the Company for the Financial Year ended 31 <sup>st</sup> March, 2019 together with the Reports of the Board of Directors and Auditors thereon.					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares  (1)	No. of votes polled  (2)	% of Votes Polled on outstanding shares  (3)=[(2)/(1)]*100	No. of Votes – in favour  (4)	No. of Votes – against  (5)	% of Votes in favour on votes polled  (6)=[(4)/(2)]*100	% of Votes against on votes polled  (7)=[(5)/(2)]*100
Promoter And Promoter Group	E-Voting	3,95,076	3,95,076	100.00	3,95,076	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>3,95,076</b>	<b>3,95,076</b>	<b>100.00</b>	<b>3,95,076</b>	<b>0</b>	<b>100.00</b>
Public Institutions	E-Voting	196	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>196</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>
Public - Non Institutions	E-Voting	47,676	2,578	5.41	2,578	0	100.00	0.00
	Poll		70	0.15	17	53	24.29	75.71
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>47,676</b>	<b>2,648</b>	<b>5.55</b>	<b>2,595</b>	<b>53</b>	<b>98.00</b>
<b>Total</b>		<b>4,42,948</b>	<b>3,97,724</b>	<b>89.79</b>	<b>3,97,671</b>	<b>53</b>	<b>99.99</b>	<b>0.01</b>

2. Resolution required : Ordinary		Declaration of Dividend for the Financial Year ended 31 <sup>st</sup> March, 2019.						
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter And Promoter Group	E-Voting	3,95,076	3,95,076	100.00	3,95,076	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	<b>3,95,076</b>	<b>3,95,076</b>	<b>100.00</b>	<b>3,95,076</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public Institutions	E-Voting	196	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	<b>196</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
Public - Non Institutions	E-Voting	47,676	2,578	5.41	2,578	0	100.00	0.00
	Poll		70	0.15	17	53	24.29	75.71
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	<b>47,676</b>	<b>2,648</b>	<b>5.55</b>	<b>2,595</b>	<b>53</b>	<b>98.00</b>	<b>2.00</b>
<b>Total</b>		<b>4,42,948</b>	<b>3,97,724</b>	<b>89.79</b>	<b>3,97,671</b>	<b>53</b>	<b>99.99</b>	<b>0.01</b>

3. Resolution required : Ordinary		To appoint a Director in place of Mr. S. S. Kelkar[DIN: 00015883], who retires by rotation and being eligible, offers himself for re-appointment.						
Whether promoter/promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter And Promoter Group	E-Voting	3,95,076	3,95,076	100.00	3,95,076	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>3,95,076</b>	<b>3,95,076</b>	<b>100.00</b>	<b>3,95,076</b>	<b>0</b>	<b>100.00</b>
Public Institutions	E-Voting	196	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>196</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>
Public - Non Institutions	E-Voting	47,676	2,578	5.41	2,578	0	100.00	0.00
	Poll		70	0.15	17	53	24.29	75.71
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>47,676</b>	<b>2,648</b>	<b>5.55</b>	<b>2,595</b>	<b>53</b>	<b>98.00</b>
<b>Total</b>		<b>4,42,948</b>	<b>3,97,724</b>	<b>89.79</b>	<b>3,97,671</b>	<b>53</b>	<b>99.99</b>	<b>0.01</b>

4. Resolution required : Special		To appoint M/s Sandip Shah & Co., Chartered Accountants (ICAI Firm Registration Number - 133680W) as Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the 41 <sup>st</sup> Annual General Meeting of the Company and to fix their remuneration.						
Whether promoter/promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter And Promoter Group	E-Voting	3,95,076	3,95,076	100.00	3,95,076	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>	<b>3,95,076</b>	<b>3,95,076</b>	<b>100.00</b>	<b>3,95,076</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public Institutions	E-Voting	196	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>	<b>196</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
Public - Non Institutions	E-Voting	47,676	2,578	5.41	2,578	0	100.00	0.00
	Poll		70	0.15	17	53	24.29	75.71
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>	<b>47,676</b>	<b>2,648</b>	<b>5.55</b>	<b>2,595</b>	<b>53</b>	<b>98.00</b>	<b>2.00</b>
<b>Total</b>		<b>4,42,948</b>	<b>3,97,724</b>	<b>89.79</b>	<b>3,97,671</b>	<b>53</b>	<b>99.99</b>	<b>0.01</b>

**(Nandini Parekh)**

Practicing Company Secretary / Membership No.: FCS 6240/Certificate of Practice No.: 5760