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MORARKA FINANCE LIMITED

Redg. Office : 511, Maker Chambers V, 221, Nariman Point, Mumbai - 400 021.
www.morarkafinance.in , investor@morarkafinance.in
CIN : L67120MH1985PLC035632

REF: MFL/2016-17/064.

September 28, 2016

Corporate Relationship Department
Bombay Stock Exchange
1st Floor, New Trading Ring
Rotunda Building, P. J. Towers
Dalal Street, Fort
Mumbai - 400 001

Dear Sirs,

Subject: Regulation 30, 44 (3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 – Proceedings and details of voting results of the 31st Annual General Meeting.

Pursuant to regulation 30 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, we are submitting herewith the proceedings of the 31st Annual General Meeting of the company held on September 26, 2016 at 12.00 pm at Kilachand Conference Room, Indian Merchant Chambers Building, IMC Marg, Churchgate, Mumbai – 400020.

Further, pursuant to regulation 44(3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, we are also submitting herewith the details of voting results of the business transacted at the AGM in manner prescribed.

Furthermore, please find enclosed herewith the consolidated report of Scrutinizer on e- voting and physical voting through ballot paper at AGM. The same is being uploaded on the website of the company – www.morarkafinance.in.

Thanking you,

Yours faithfully,
For Morarka Finance Ltd.

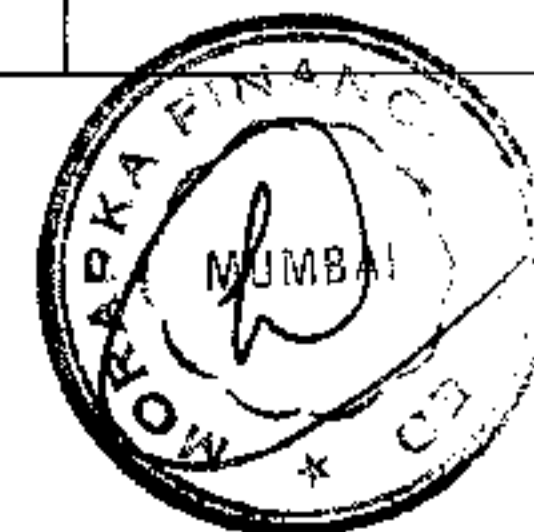

Hemankumar H Shah
Company Secretary & Compliance Officer

Encl: a/a



A. Details of proceedings of the meeting		
Sr.No.	Particulars	Details
1	Date of AGM	Annual General Meeting dated September 26, 2016
2	Total numbers of shareholders as on record date	2,286 as on cut off date – viz. September 19, 2016
3	Numbers of shareholders present in the meeting either in person or through proxy: Promoters & Promoter Group: Public:	 4 35
4	Number of shareholders attended the meeting through video conferencing : Promoters & Promoter Group: Public:	 Not Applicable

B. Results of the meeting				
Sr No	Agenda	Resolution required Ordinary / Special	Mode of voting	Remarks
1	To receive, consider and adopt the audited financial statements for the year ended 31st March, 2016 together with the Directors' Report and the Auditors' Report thereon.	Ordinary	E voting and Ballot paper	Passed with requisite majority
2	To appoint a Director in place of Shri G R Morarka, who retires by rotation and being eligible offers himself for re-appointment.	Ordinary	E voting and Ballot paper	Passed with requisite majority
3	To appoint a Director in place of Ms Priyanka G Morarka, who retires by rotation and being eligible offers herself for re-appointment.	Ordinary	E voting and Ballot paper	Passed with requisite majority
4	Ratification of appointment of auditor	Ordinary	E voting and Ballot paper	Passed with requisite majority
5	To approve related party transaction with Dwarikesh Sugar Industries Limited	Special	E voting and Ballot paper	Passed with 3/4 majority



C. Details of voting results – Items of resolution wise

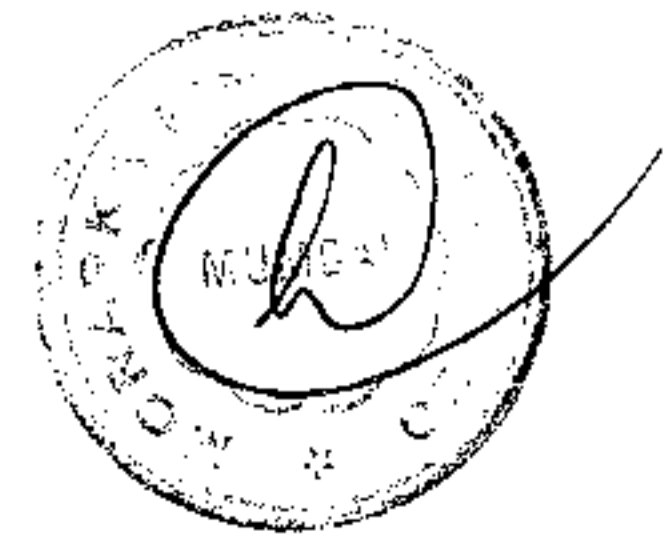
Adoption of financial statement, Directors Report, Auditors Report for the year ended March 31, 2016										
Resolution Required - Ordinary / Special : Ordinary										
Whether promoters / promoters group are interested in the agenda / resolution? : No										
Resolution No. 1										
Sr No	Promoter / Public	Mode of voting	Total No. of shares held	No of votes polled	% of votes polled on outstanding shares	No of votes in favour	No of votes against	% of votes in favour on votes polled	% of votes against on votes polled	
			[1]	[2]	$[3]=\frac{[2]}{[1]}\times 100$	[4]	[5]	$[6]=\frac{[4]}{[2]}\times 100$	$[7]=\frac{[5]}{[2]}\times 100$	
1	Promoters & Promoters group	Evoting Poll *	2884863 0	2884563 0	99.98 0	2884563 0	0 0	100 0	0 0	
		Total	2884863	2884563	99.98	2884563	0	100	0	
2	Public -- institutional holders	Evoting Poll *	0 0	0 0	0 0	0 0	0 0	0 0	0 0	
		Total	0	0	0	0	0	0	0	
3	Public - others	Evoting Poll *	1617237 1617237	21062 4964	1.30 0.31	21062 4964	0 0	100 100	0 0	
		Total	1617237	26026	1.61	26026	0	100	0	
	TOTAL	Evoting Poll *	4502100 4502100	2905625 4964	64.53 0.11	2905625 4964	0 0	100 100	0 0	
		Total	4502100	2910589	64.64	2910589	0	100	0	

*voting through ballot form at AGM.



Appointment of Mr G R Morarka (DIN 00002078); who retires by rotation.										
Resolution Required - Ordinary / Special : Ordinary										
Whether promoters / promoters group are interested in the agenda / resolution? : Yes										
Resolution No. 2										
Sr No	Promoter / Public	Mode of voting	Total No. of shares held	No of votes polled	% of votes polled on outstanding shares	No of votes in favour	No of votes against	% of votes in favour on votes polled	% of votes against on votes polled	
			[1]	[2]	$[3]=\frac{[2]}{[1]}*100$	[4]	[5]	$\frac{[6]}{[2]}*100$	$\frac{[7]}{[5]}*100$	
1	Promoters & Promoters group	Evoting	2884863	2784763	96.53	2784763	0	100	0	
		Poll *	0	0	0	0	0	0	0	
		Total	2884863	2784763	96.53	2784763	0	100	0	
2	Public – institutional holders	Evoting	0	0	0	0	0	0	0	
		Poll *	0	0	0	0	0	0	0	
		Total	0	0	0	0	0	0	0	
3	Public - others	Evoting	1617237	21062	1.30	21062	0	100	0	
		Poll *	1617237	4964	0.31	4964	0	100	0	
		Total	1617237	26026	1.61	26026	0	100	0	
	TOTAL	Evoting	4502100	2805825	62.32	2805825	0	100	0	
		Poll *	4502100	4964	0.31	4964	0	100	0	
		Total	4502100	2810789	62.63	2810789	0	100	0	

*voting through ballot form at AGM.



Appointment of Ms Priyanka G Morarka (DIN 00001088); who retires by rotation.										
Resolution Required - Ordinary / Special : Ordinary										
Whether promoters / promoters group are interested in the agenda / resolution? : Yes										
Resolution No. 3										
Sr No	Promoter / Public	Mode of voting	Total No. of shares held	No of votes polled	% of votes polled on outstanding shares	No of votes in favour	No of votes against	% of votes in favour on votes polled	% of votes against on votes polled	
			[1]	[2]	$[3]=\frac{[2]}{[1]}*100$	[4]	[5]	$[6]=\frac{[4]}{[2]}*100$	$[7]=\frac{[5]}{[2]}*100$	
1	Promoters & Promoters group	Evoting Poll *	2884863 0	2884563 0	99.98 0	2884563 0	0	100 0	0 0	
		Total	2884863	2884563	99.98	2884563	0	100	0	
2	Public – institutional holders	Evoting Poll *	0 0	0 0	0 0	0 0	0 0	0 0	0 0	
		Total	0	0	0	0	0	0	0	
3	Public - others	Evoting Poll *	1617237 1617237	21062 4964	1.30 0.31	21062 4964	0	100 100	0 0	
		Total	1617237	26026	1.61	26026	0	100	0	
	TOTAL	Evoting Poll *	4502100 4502100	2905625 4964	64.53 0.11	2905625 4964	0	100 100	0 0	
		Total	4502100	2910589	64.64	2910589	0	100	0	

*voting through ballot form at AGM.



Approval of appointment of Statutory Auditors											
Resolution Required - Ordinary / Special : Ordinary											
Whether promoters / promoters group are interested in the agenda / resolution? : No											
Resolution No. 4											
Sr No	Promoter / Public	Mode of voting	Total No. of shares held	No of votes polled	% of votes polled on outstanding shares	No of votes in favour	No of votes against	% of votes in favour on votes polled	% of votes against on votes polled		
			[1]	[2]	$[3]=\frac{[2]}{[1]}*100$	[4]	[5]	$[6]=\frac{[4]}{[2]}*100$	$[7]=\frac{[5]}{[2]}*100$		
1	Promoters & Promoters group	Evoing Poll *	2884863 0	2884563 0	99.98 0	2884563 0	0 0	100 0	0 0		
	Total		2884863	2884563	99.98	2884563	0	100	0		
2	Public – institutional holders	Evoing Poll *	0 0	0 0	0 0	0 0	0 0	0 0	0 0		
	Total		0	0	0	0	0	0	0		
3	Public - others	Evoing Poll *	1617237 1617237	21062 4964	1.30 0.31	21062 4964	0 0	100 100	0 0		
	Total		1617237	26026	1.61	26026	0	100	0		
	TOTAL	Evoing Poll *	4502100 4502100	2905625 4964	64.53 0.11	2905625 4964	0 0	100 100	0 0		
	Total		4502100	2910589	64.64	2910589	0	100	0		

*voting through ballot form at AGM.





Approval of related party transaction										
Resolution Required - Ordinary / Special / Special : Special										
Whether promoters / promoters group are interested in the agenda / resolution? : No										
Resolution No. 5										
Sr No	Promoter / Public	Mode of voting	Total No. of shares held	No of votes polled	% of votes polled on outstanding shares	No of votes in favour	No of votes against	% of votes in favour on votes polled	% of votes against on votes polled	
			[1]	[2]	$[3]=\frac{[2]}{[1]}*100$	[4]	[5]	$\frac{[6]}{[2]}*100$	$\frac{[7]}{[5]}*100$	
1	Promoters & Promoters group	Evoting Poll *	2884863 0	0 0	0 0	0 0	0 0	0 0	0 0	
		Total	2884863	0	0	0	0	0	0	
2	Public – institutional holders	Evoting Poll *	0 0	0 0	0 0	0 0	0 0	0 0	0 0	
		Total	0	0	0	0	0	0	0	
3	Public - others	Evoting Poll *	1617237 1617237	20949 4964	1.30 0.30	20949 4964	0 0	100 100	0 0	
		Total	1617237	25913	1.60	25913	0	100	0	
	TOTAL	Evoting Poll *	4502100 4502100	20949 4964	1.30 0.30	20949 4964	0 0	100 100	0 0	
		Total	4502100	25913	1.60	25913	0	100	0	

*voting through ballot form at AGM.



VIJAY KUMAR MISHRA
B. Com. (Hons.), A.C.A., F.C.S.
PARESH D PANDYA
B. Com., A.C.S.

VKM & ASSOCIATES

PRACTISING COMPANY SECRETARIES

116, Trinity Building, 1st Floor, 227, Dr. C. H. Street,
Behind Parsi Dairy, Marine Lines (E), Mumbai - 2.
Tel. : 2207 7267 ♦ Fax : 2207 7542
Mob : 93229 77388 ♦ E-mail : vkmassociates@yahoo.com

FORM NO. : MR-13

**COMBINED SCRUTINIZER'S REPORT (E-VOTING & POLL)
FOR MORARKA FINANCE LIMITED**

To,
The Chairman,
Morarka Finance Limited
511- Maker Chamber V,
221, Nariman Point,
Mumbai-400021

Dear Sir,

Sub: Passing of resolution through electronic and poll conducted at the 31st Annual General Meeting of Morarka Finance Limited held on 26th September, 2016.

SCRUTINIZER'S REPORT

Name of the Company	Morarka Finance Limited
Meeting	Annual General Meeting(AGM)
Date & Time	Monday, 26th September, 2016 at 12.00 p.m.
Venue	Kilachand Conference Room, Indian Merchants' Chambers Building Trust, IMC Building, IMC Marg, Churchgate, Mumbai – 400 020

Report of Scrutinizer on remote e-voting & voting by member of Morarka Finance Limited at 31st AGM.



1. Appointment of Scrutinizer

I was appointed as the Scrutinizer for the remote e-voting as well as the ballot Voting conducted at the 31st Annual General Meeting (AGM) of Morarka Finance Limited (hereinafter referred to as the "Company") held on Monday, 26th September, 2016 at 12.00 p.m. at Kilachand Conference Room, Indian Merchants' Chambers Building Trust, IMC Building, IMC Marg, Churchgate, Mumbai – 400 020.

2. Cut- off date

The Voting right were reckoned as on Monday, 19th day of September, 2016 being the Cut-off date for the purpose of deciding the entitlements of members at the remote e-voting and at the meeting.

3. Remote E-Voting

i. Agency:

The Company had appointed Central Depository Services (India) Limited (CDSL) as the agency for providing the remote e-voting platform.

ii. Remote E-voting:

Remote e-voting platform was open from Friday, September 23, 2016 at 9.00 a.m. and ends on Sunday, September 25, 2015 at 5.00 p.m. and members were required to cast their votes electronically conveying their assent or dissent in respect of the resolutions, on the e-voting platform provided by CDSL.

4. Voting at the AGM:

- i. As prescribed under Rule 20(4)(xiii) of the Companies (Management and Administration) Amendment Rule, 2015, for the purpose of ensuring that member who have cast their votes through remote e-voting do not vote again at the general meeting, the scrutinizer shall have access after closure of the period of remote e-voting and before the start of general meeting, to only such details relating to members who have cast their votes through remote e-voting, such as their names,



DP id/ client id, folio, number of shares held but not the manner in which they have voted.

- ii. According, CSDL, the remote e-voting agency provided us with the name DP Id/ Client Id, folio and shareholding of the members who had cast their votes through remote e-voting.
- iii. Considering the aforesaid, the company issued ballot paper to the member who attended the meeting.

5. Counting Process:

- i. On completion of voting at the meeting, Universal Capital Securities Private Limited, Registrar and Transfer Agent (RTA) of the Company provided me with the list of member who had cast their votes, their holding details and details of votes cast on each of the resolutions.
- ii. The votes were reconciled with the records maintained by the Company and RTA with respect to the authorizations/ proxies lodged with the Company.
- iii. I unblocked the remote e-voting results on the CDSL e-voting platform in the presence of Ms. Priyanka Bang and Mr. Vikash Jain and downloaded the e-voting results.

6. Results:

- i. I observed that
 - a. 17 (Seventeen) Members had casted their votes at the meeting, out of which Nil votes cast by members found to be invalid.
 - b. 16 (Sixteen) Members had casted their votes through remote e-voting.



- ii. The consolidated Results with respect to each item on the agenda as set out in Notice of the 31st AGM dated 26th September, 2016 is enclosed.
- iii. Based on the aforesaid results, I report that 4 (Four) Ordinary Resolutions as contained in Item No.1 to Item No. 4 and 1 (One) Special Resolution in item No. 5 of the Notice dated 26th September, 2016, have been passed with required majority.

Thanking you

**For VKM & ASSOCIATES
Practicing Company Secretaries**



Date: 27. 09.2016

Place: Mumbai

**(Vijay Kumar Mishra)
Partner**

Consolidated Results

1. Adoption of the Audited Financial Statement of the company for the financial year ended 31st March, 2016, together with the Directors' Report and Auditors' Report thereon.

Particulars	Remote e-votes		Voting at the AGM		Total		
	Numbers	Votes	Numbers	Votes	Numbers	Votes	Percentage (%)
Assent	16	29,05,625	17	4,964	33	29,10,589	100.00%
Dissent	0	0	0	0	0	0	0
Invalid	0	0	0	0	0	0	0
Total	16	29,05,625	17	4,964	33	29,10,589	100.00%

Based on the aforesaid results, I report that the Ordinary Resolution as contained in Item No. 1 of the Notice dated 26th September, 2016 has been passed with requisite majority.



Vijay Kumar Mishra
C. P. No. 4279



Date: 27/09/2016

Place: Mumbai

Report of Scrutinizer on remote e-voting & voting by member of M/s. Morarka Finance Limited at 31st AGM.

Consolidated Results

2. To reappoint a Director in place of G. R. Morarka who retires by rotation and being eligible offers himself for re-appointment.

Particulars	Remote e-votes		Voting at the AGM		Total		Percentage (%)
	Numbers	Votes	Numbers	Votes	Numbers	Votes	
Assent	15	28,05,825	17	4,964	32	28,10,789	100.00%
Dissent	0	0	0	0	0	0	0
Invalid	0	0	0	0	0	0	0
Total	15	28,05,825	17	4,964	32	28,10,789	100.00%

Based on the aforesaid results, I report that the Ordinary Resolution as contained in Item No. 2 of the Notice dated 26th September, 2016 has been passed with requisite majority.



Vijay Kumar Mishra
Vijay Kumar Mishra
C. P. No. 4279

Date: 27/09/2016

Place: Mumbai

Consolidated Results

3. To reappoint a Director in place of Ms. Priyanka G. Morarka who retires by rotation and being eligible offers himself for re-appointment.

Particulars	Remote e-votes		Voting at the AGM		Total		
	Numbers	Votes	Numbers	Votes	Numbers	Votes	Percentage (%)
Assent	16	29,05,625	17	4,964	33	29,10,589	100.00%
Dissent	0	0	0	0	0	0	0
Invalid	0	0	0	0	0	0	0
Total	16	29,05,625	17	4,964	33	29,10,589	100.00%

Based on the aforesaid results, I report that the Ordinary Resolution as contained in Item No. 3 of the Notice dated 26th September, 2016 has been passed with requisite majority.



Vijay Kumar Mishra
C. P. No. 4279



Date: 27/09/2016

Place: Mumbai

Consolidated Results

4. Appointment of M/s. D P Agarwal & Co. Chartered Accountant (Registration No. 100068W)) as a Statutory Auditor of the company.

Particulars	Remote e-votes		Voting at the AGM		Total		
	Numbers	Votes	Numbers	Votes	Numbers	Votes	Percentage (%)
Assent	16	29,05,625	17	4,964	33	29,10,589	100.00%
Dissent	0	0	0	0	0	0	0
Invalid	0	0	0	0	0	0	0
Total	16	29,05,625	17	4,964	33	29,10,589	100.00%

Based on the aforesaid results, I report that the Ordinary Resolution as contained in Item No. 4 of the Notice dated 26th September, 2016 has been passed with requisite majority.

Vijay Kumar Mishra

Vijay Kumar Mishra
C. P. No. 4279



Date: 27/09/2016

Place: Mumbai

Report of Scrutinizer on remote e-voting & voting by member of M/s. Morarka Finance Limited at 31st AGM.

Consolidated Results

5. Approval of Related Party Transaction as per section 188 of Company Act, 2013 with M/s. Dwarikesh Sugar Industries Limited (DSIL).

Particulars	Remote e-votes		Voting at the AGM		Total		
	Numbers	Votes	Numbers	Votes	Numbers	Votes	Percentage (%)
Assent	8	20,949	17	4,964	25	25,913	00.90%
Dissent	0	0	0	0	0	0	0
Invalid	8	28,84,676	0	0	8	28,84,676	99.10%
Total	16	29,05,625	17	4,964	25	29,10,589	100.00%

Based on the aforesaid results, I report that the Ordinary Resolution as contained in Item No. 5 of the Notice dated 26th September, 2016 has been passed with three-fourth majority.



Vijay Kumar Mishra

Vijay Kumar Mishra
C. P. No. 4279

Date: 27/09/2016

Place: Mumbai