

Prem Chand Goel
COMPANY SECRETARY.

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Scrutinizers Report

[Pursuant to Section 108 & 109 of the Companies Act, 2013 and Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014]

The Chairman
Morepen Laboratories Limited
Morepen Village, Nalagarh Road,
Near Baddi, Distt. Solan,
Himachal Pradesh - 173205

Dear Sir,

Reg.: 30th Annual General Meeting of the members of Morepen Laboratories Limited, held on Friday, 18th September, 2015 at 10.30 A.M.

I, Prem Chand Goel, Company Secretary (Membership No. FCS - 1434 & CP No. 457) appointed as Scrutinizer by the Board of Directors of **Morepen Laboratories Limited** (hereinafter known as the 'Company') pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 to conduct the poll process and to scrutinize the physical ballots casted by the members as well as e-voting done during the remote e-voting period, on the below mentioned resolution(s) at the 30th Annual General Meeting ('AGM') of the members of the Company held on Friday, 18th September, 2015 at 10.30 A.M. at the Registered office of the Company at Morepen Village, Nalagarh Road, Near Baddi, Distt. Solan, Himachal Pradesh - 173205, submit my report as under:

1. The members of the Company holding shares as on the cut off date of 11th September, 2015 were entitled to vote on the proposed resolutions as set out in item no's 1 to 5 in the notice of the 30th AGM of the Company.
2. The e-voting commenced on Monday, 14th September, 2015 at 9.00 A.M. and ended on Thursday, 17th September, 2015 at 5.00 P.M. The National Securities Depository Limited (NSDL) remote e-voting facility was blocked thereafter.
3. After the time fixed for closing of the poll by the Chairman of the Company the ballot boxes kept for polling were locked in my presence with the identification marks placed by me.



4. The locked ballot boxes were subsequently opened in my presence and ballot papers were diligently scrutinized. The ballot papers were reconciled with the records maintained by the Company and the authorizations/proxies lodged with the Company.
5. The ballot papers which were incomplete and/or otherwise found defective have been treated as invalid and kept separately.
6. I have scrutinized and reviewed the remote e-voting based on the data downloaded from the NSDL E-Voting system and ballots casted at the 30th AGM.
7. I now submit my Consolidated Report as under on the Result of remote e-voting and poll process in respect of the resolutions proposed in the notice dt. 7th August, 2015 for the 30th AGM of the Company.

Voting Details on Agenda Items:

Resolution Required	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
Resolution No. 1							
		Receive, consider and adopt the Audited Financial Statement, including Consolidated Financial Statement, of the Company for the financial year ended 31st March, 2015 together with the reports of the Directors' and Auditors' thereon.					
Promoter/Public		Ordinary (Ordinary Business)					
	(1)	(2)	(3)=(2)/(1) X100	(4)	(5)	(6)=(4)/(2) X100	(7)=(5)/(2) X100
Promoter and Promoter Group	155,371,588	151,463,578	97.485	151,463,578	0	100.000	0.000
Public-Institutional holders	78,059,991	0	0.000	0	0	0.000	0.000
Public – Others	216,394,624	32,619,710	15.074	32,518,856	803	99.691	0.002
Total	449,826,203	184,083,288	40.923	183,982,434	803	99.945	0.000

Invalid Votes: 1,00,051



Resolution No. 2 Re-appointment of Dr. Arun Kumar Sinha (DIN: 00450783), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.

Resolution Required		Ordinary (Ordinary Business)						
Promoter/Public	No. of Shares held	No. of Votes polled	% of votes polled on outstanding shares (3)=(2)/(1) X100	No. of Votes in favour	No. of Votes against	% of votes in favour on votes polled (6)=(4)/(2) X100	% of votes Against on votes polled (7)=(5)/(2) X100	
	(1)	(2)		(4)	(5)			
Promoter and Promoter Group	155,371,588	151,463,578	97.485	151,463,578	0	100.000	0.000	
Public-Institutional holders	78,059,991	0	0.000	0	0	0.000	0.000	
Public – Others	216,394,624	32,615,490	15.072	32,605,424	10,016	99.969	0.031	
Total	449,826,203	184,079,068	40.922	184,069,002	10,016	99.995	0.005	

Invalid Votes: 50

Resolution No. 3 Ratification of appointment of Statutory Auditors.

Resolution Required		Ordinary (Ordinary Business)						
Promoter/Public	No. of Shares held	No. of Votes polled	% of votes polled on outstanding shares (3)=(2)/(1) X100	No. of Votes in favour	No. of Votes against	% of votes in favour on votes polled (6)=(4)/(2) X100	% of votes Against on votes polled (7)=(5)/(2) X100	
	(1)	(2)		(4)	(5)			
Promoter and Promoter Group	155,371,588	151,463,578	97.485	151,463,578	0	100.000	0.000	
Public-Institutional holders	78,059,991	0	0.000	0	0	0.000	0.000	
Public – Others	216,394,624	32,516,459	15.026	32,515,106	1,303	99.996	0.004	
Total	449,826,203	183,980,037	40.900	183,978,684	1,303	99.999	0.001	

Invalid Votes: 50



Resolution No. 4		Re-appointment of Mr. Sushil Suri (DIN: 00012028) as the Chairman & Managing Director of the Company.						
Resolution Required		Special (Special Business)						
Promoter/Public	No. of Shares held	No. of Votes polled	% of votes polled on outstanding shares (3)=(2)/(1) X100	No. of Votes in favour	No. of Votes against	% of votes in favour on votes polled (6)=(4)/(2) X100	% of votes Against on votes polled (7)=(5)/(2) X100	
	(1)	(2)		(4)	(5)			
Promoter and Promoter Group	155,371,588	151,463,578	97.485	151,463,578	0	100.000	0.000	
Public-Institutional holders	78,059,991	0	0.000	0	0	0.000	0.000	
Public – Others	216,394,624	32,615,800	15.072	32,607,484	8,266	99.975	0.025	
Total	449,826,203	184,079,378	40.922	184,071,062	8,266	99.995	0.004	

Invalid Votes: 50

Resolution No. 5		Approval of remuneration of the Cost Auditors for the financial year ending 31st March, 2016.						
Resolution Required		Ordinary (Special Business)						
Promoter/Public	No. of Shares held	No. of Votes polled	% of votes polled on outstanding shares (3)=(2)/(1) X100	No. of Votes in favour	No. of Votes against	% of votes in favour on votes polled (6)=(4)/(2) X100	% of votes Against on votes polled (7)=(5)/(2) X100	
	(1)	(2)		(4)	(5)			
Promoter and Promoter Group	155,371,588	151,463,578	97.485	151,463,578	0	100.000	0.000	
Public-Institutional holders	78,059,991	0	0.000	0	0	0.000	0.000	
Public – Others	216,394,624	32,616,660	15.073	32,614,935	1,675	99.995	0.005	
Total	449,826,203	184,080,238	40.923	184,078,513	1,675	99.999	0.001	

Invalid Votes: 50



8. A Compact Disc (CD) containing a list of members who voted "FOR" or "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
9. The ballot papers and all other relevant records were sealed and handed over to the Company Secretary authorized by the Board for safe keeping.

Thanking you.

Yours faithfully



(Prem Chand Goel)

Company Secretary
CP No. 457

Date: 18th September, 2015

Place: Morepen Village, Nalagarh Road,
Near Baddi, Distt. Solan,
Himachal Pradesh - **173205**