## Prem Chand Goel COMPANY SECRETARY.

1405, YUCCA, Paramount Symphony Crossing Republic Township, NH - 24 Dundahera, Ghaziabad - 201016, INDIA Mobile:9810000471, Email: peeceegoel@gmail.com

## SCRUTINIZER'S REPORT

For 29<sup>th</sup> Annual General Meeting held on 19<sup>TH</sup> September, 2014

Morepen Laboratories Limited Morepen Village, Nalagarh Road, Near Baddi, Distt. Solan Himachal Pradesh - <u>173205</u>

scheduled held today i.e. Friday, the 19<sup>th</sup> September, 2014 and report as under: (including polling by ballot) the Company which includes votes received on poll with regard to its 29<sup>th</sup> Annual General Meeting I, Prem Chand Goel, Company Secretary (Membership No. FCS - 1434 & CP No. 457) appointed by the Board of Directors of Morepen Laboratories Ltd. in their meeting held on 9th August, 2014 as the Scrutinizer to scrutinize the e-voting process of

- That the voting period with regard to e-voting for the 29th Annual General Meeting commenced on 13th September, 2014 at 9.00 A.M. and concluded on 15th September, 2014 at 5.00 P.M. The e-voting services were provided by Centra Depository Securities Limited (CDSL).
- Meeting scheduled to be held on 19th September, 2014. the proposed resolutions as stated in the Notice of the Company dt. 9th August, 2014 for the 29th Annual Genera That the shareholders holding shares as on the record date i.e. Monday the 11th August, 2014 were entitled to vote on
- witnesses Mr. Nitin Arora R/o D-38, East Uttam Nagar, New Delhi 110059 and Mr. Sanjay Kumar R/o H. No. 188, Gal No. 8, Joshi Road Karol Bagh, New Delhi who are not in the employment of the company. That the votes received on e-voting were unblocked on 15th September, 2014 at 5.30 P. M. in the presence of two (2)
- That in all 96 shareholders have exercised their right on e-voting and 27 shareholders on poll.
- That the results of e-voting are enclosed at Annexure 1 along with the list of shareholders who voted 'For' and Meeting scheduled to be held on 19th September, 2014 were downloaded from the evoting portal of CDSL. 'Against' the resolutions as stated in the Notice of the Company dt. 9th August, 2014 for the 29th Annual Genera



That the result of votes received on poll is annexed as Annexure – 2 along with the list of shareholders who voted `For' and `Against' the resolutions as stated in the Notice of the Company dt. 9<sup>th</sup> August, 2014 for the 29<sup>th</sup> Annual General Meeting scheduled to be held on 19<sup>th</sup> September, 2014.

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That after scrutiny of the total number of votes received on e-voting and on poll the result is submitted as under:

Total No. of Votes polled through e-voting	177550089
Total No. of Votes polled through Ballot	281620
Total No. of Valid Votes	177831409
Total No. of Invalid Votes	300

## **Voting Details on Agenda Items:**

Resolution No. 1		Adoption of Annu	Adoption of Annual Accounts and Reports thereon for the financial year ended 31 March, 2014.	ports thereon for t	he financia	year (
<b>Resolution Required</b>		Ordinary (Ordinary Business)	nary Business)			
Mode of Voting		E-Voting / Poll				
Promoter/Public	No. of Shares	No. of Votes	% of votes	No. of Votes i	2	in No. of
	held	polled	polled on outstanding	favour		Votes favour on votes against polled
	(1)	(2)	shares (3)=(2)/(1) X100	(4)		(5)
Promoter and Promoter Group	15,53,71,588	155,366,568	99.997	155,366,568	89	68 0
Public-Institutional holders	8,73,82,510	22,161,891	25.362	22,161,891	391	391 0
Public – Others	20,70,72,105	303,250	0.146	301,624	,624	,624 1,326
Total	44,98,26,203	177,831,709	39.533	177,830,083	,083	,083 1,326

0.001	99.999	2,025	177,829,384	39.533	177,831,709	44,98,26,203	Total
0.668	99.233	2,025	300,925	0.146	303,250	20,70,72,105	Public - Others
0.000	100.000	0	22,161,891	25.362	22,161,891	8,73,82,510	Public-Institutional holders
0.000	100.000	0	155,366,568	99.997	155,366,568	15,53,71,588	Promoter and Promoter Group
(7)=(5)/(2) X100	(6)=(4)/(2) X100	(5)	(4)	(3)=(2)/(1) X100	(2)	(1)	
Against on votes polled	favour on votes polled	Votes against	favour	polled on outstanding	polled	held	2
% of votes	% of votes in	No. of	No. of Votes in	% of votes	No. of Votes	No. of Shares	Promoter/Public
					E-Voting / Poll		Mode of Voting
				nary Business)	Ordinary (Ordinary Business)		<b>Resolution Required</b>
s Annual General	who retires by rotation at this Annual General ntment.	who retires	DIN: 00012028), mself for re-appoir	Re-appointment of Mr. Sushil Suri (DIN: 00012028), who remeeting and, being eligible, offers himself for re-appointment.	Re-appointment Meeting and, beir		Resolution No. 2

Resolution No. 3		Appointment of №	Appointment of M/s M. Kamal Mahajan And Co., Chartered Accountants (FRN: 006855N) as	an And Co., Charte	ered Accour	ntants (FRN: 00685	5N) as
		Statutory Auditor	Statutory Auditors of the Company and to fix their remuneration	and to fix their rem	uneration		
<b>Resolution Required</b>		Ordinary (Ordinary Business)	ary Business)	*			
Mode of Voting		E-Voting / Poll	ī				
Promoter/Public	No. of Shares	No. of Votes	% of votes	No. of Votes in	No. of	% of votes in	% of votes
	held	polled	polled on outstanding	favour	Votes against	favour on votes polled	Against on votes polled
^	3	(3)	shares (3)=(2)/(1)	(4)	(5)	(6)=(4)/(2)	(7)=(5)/(2)
			X100			X100	X100
Promoter and Promoter Group	15,53,71,588	155,366,568	99.997	155,366,568	0	100.000	0.000
Public-Institutional holders	8,73,82,510	22,161,891	25.362	22,161,891	0	100.000	0.000
Public – Others	20,70,72,105	303,250	0.146	301,474	1,476	99.414	0.487
Total	44,98,26,203	177,831,709	39.533	177,829,933	1,476	99.999	0.001

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NO. 4

Resolution No. 4		Appointment of № Company	Appointment of Mr. Sukhcharan Singh (DIN: 0004198) Company	jh (DIN: 00041987	) as an Inc	7) as an Independent Director of the	of the
Resolution Required		Ordinary (Special Business)	al Business)				
Mode of Voting		E-Voting / Poll					
Promoter/Public	No. of Shares	No. of Votes	% of votes	No. of Votes in	No. of	% of votes in	% of votes
	held	polled	polled on outstanding	favour	Votes against	favour on votes polled	Against on votes polled
	(1)	(2)	(3)=(2)/(1) $\times 100$	(4)	(5)	(6)=(4)/(2) X100	(7)=(5)/(2) X100
Promoter and Promoter Group	15,53,71,588	155,366,568	99.997	155,366,568	0	100.000	0.000
Public-Institutional holders	8,73,82,510	22,161,891	25.362	22,161,891	0	100.000	0.000
Public - Others	20,70,72,105	303,250	0.146	301,474	1,476	99.414	0.487
Total	44,98,26,203	177,831,709	39.533	177,829,933	1,476	99.999	0.001

Resolution No. 5	. <	Appointment of N	Appointment of Mr. Manoj Joshi (DIN: 00036546) as an	V: 00036546) as ar		Independent Director of the Company	Company
<b>Resolution Required</b>		Ordinary (Special Business)	ial Business)				
Mode of Voting	E	E-Voting / Poll					
Promoter/Public	No. of Shares	No. of Votes	% of votes	No. of Votes in	No. of	% of votes in	% of votes
	held	polled	polled on outstanding	favour	Votes against	favour on votes polled	Against on votes polled
¥.	(1)	(2)	snares (3)=(2)/(1) X100	(4)	(5)	(6)=(4)/(2) X100	(7)=(5)/(2) X100
Promoter and Promoter Group	15,53,71,588	155,366,568	99.997	155,366,568	0	100.000	0.000
Public-Institutional holders	8,73,82,510	22,161,891	25.362	22,161,891	0	100.000	0.000
Public – Others	20,70,72,105	303,250	0.146	301,474	1,476	99.414	0.487
Total	44,98,26,203	177,831,709	39.533	177,829,933	1,476	99.999	0.001



Resolution No. 6		Appointment of I Company	Appointment of Mr. Bhupender Raj Wadhwa (DIN: Company		0012096)	00012096) as an Independent Director of the	Director of the
Resolution Required		Ordinary (Special Business	ial Business)				
Mode of Voting		E-Voting / Poll					
Promoter/Public	No. of Shares	No. of Votes	% of votes	No. of Votes in	No. of	% of votes in	% of votes
	held	polled	polled on outstanding	favour	Votes against	favour on votes polled	Against on votes polled
	(1)	(2)	(3)=(2)/(1) X100	(4)	(5)	(6)=(4)/(2) X100	(7)=(5)/(2) $\times 100$
Promoter and Promoter Group	15,53,71,588	155,366,568	99.997	155,366,568	0	100.000	0.000
Public-Institutional holders	8,73,82,510	22,161,891	25.362	22,161,891	0	100.000	0.000
Public - Others	20,70,72,105	303,250	0.146	301,474	1,476	99.414	0.487
Total	44,98,26,203	177,831,709	39.533	177,829,933	1,476	99.999	0.001

Resolution No. 7	21	Re-appointment	Re-appointment of Dr. Arun Kumar Sinha (DIN: 00450783) as a Whole - Time Director, designated	Sinha (DIN: 0045	0783) as a	Whole - Time Dire	ector, designated
		as Director - Tecl	as Director - Technical, of the Company	any	2		. 1
<b>Resolution Required</b>		Ordinary (Special Business)	ial Business)				
Mode of Voting		E-Voting / Poll					
Promoter/Public	No. of Shares	No. of Votes	% of votes	No. of Votes in	No. of	% of votes in	% of votes
*	held	polled	polled on	favour	Votes	favour on votes	Against on
			shares				
2	(1)	(2)	(3)=(2)/(1)	(4)	(5)	(6)=(4)/(2)	(7)=(5)/(2)
			X100			X100	X100
Promoter and	15 53 71 588	155 366 568	99 997	122 366 568	0	100 000	0 000
Promoter Group	10,00,11,000	100,000,000	00.00	100,000,000		100.000	0.000
Public-Institutional holders	8,73,82,510	22,161,891	25.362	22,161,891	0	100.000	0.000
Public – Others	20,70,72,105	303,250	0.146	301,624	1,326	99.464	0.437
Total	44,98,26,203	177,831,709	39.533	177,830,083	1,326	99.999	0.001

0.001	99.999	1,476	177,829,933	39.533	177,831,709	44,98,26,203	Total
0.487	99.414	1,476	301,474	0.146	303,250	20,70,72,105	Public - Others
0.000	100.000	0	22,161,891	25.362	. 22,161,891	8,73,82,510	Public-Institutional holders
0.000	100.000	0	155,366,568	99.997	155,366,568	15,53,71,588	Promoter and Promoter Group
(7)=(5)/(2) X100	(6)=(4)/(2) X100	(5)	(4)	shares (3)=(2)/(1) X100	(2)	(1)	N.
Against on votes polled	favour on votes polled	Votes against	favour	polled on outstanding	polled	held	
% of votes	% of votes in	No. of	No. of Votes in	% of votes	No. of Votes	No. of Shares	Promoter/Public
					E-Voting / Poll		Mode of Voting
				al Business)	Ordinary (Special Business)		<b>Resolution Required</b>
CIOZ	ar ending 31 March	inancial year	t Auditors for the f	Approval of remuneration of the Cost Auditors for the financial year ending 31 March, 2015	Approval of remu		Resolution No. 8

Date: Place:

19<sup>th</sup> September, 2014 Morepen Village, Nalagarh Road, Near Baddi, Distt. Solan, Himachal Pradesh - <u>173205</u>

Company Secretary Prem Chand Goel