

**Prem Chand Goel**  
**COMPANY SECRETARY.**

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

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

**SCRUTINIZER'S REPORT**

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

- 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 9<sup>th</sup> August, 2014 as the Scrutinizer to scrutinize the e-voting process of (including polling by ballot) the Company which includes votes received on poll with regard to its 29<sup>th</sup> Annual General Meeting scheduled held today i.e. Friday, the 19<sup>th</sup> September, 2014 and report as under:
1. That the voting period with regard to e-voting for the 29<sup>th</sup> Annual General Meeting commenced on 13<sup>th</sup> September, 2014 at 9.00 A.M. and concluded on 15<sup>th</sup> September, 2014 at 5.00 P.M. The e-voting services were provided by Central Depository Securities Limited (CDSL).
  2. That the shareholders holding shares as on the record date i.e. Monday the 11<sup>th</sup> August, 2014 were entitled to vote on the proposed 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.
  3. That the votes received on e-voting were unblocked on 15<sup>th</sup> September, 2014 at 5.30 P. M. in the presence of two (2) witnesses Mr. Nitin Arora R/o D-38, East Uttam Nagar, New Delhi - 110059 and Mr. Sanjay Kumar R/o H. No. 188, Gali No. 8, Joshi Road Karol Bagh, New Delhi who are not in the employment of the company.
  4. That in all 96 shareholders have exercised their right on e-voting and 27 shareholders on poll.
  5. That the results of e-voting are enclosed at Annexure - 1 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 were downloaded from the evoting portal of CDSL.



6. 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.
7. That after scrutiny of the total number of votes received on e-voting and on poll the result is submitted as under:

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

**Voting Details on Agenda Items:**

Resolution No. 1	Adoption of Annual Accounts and Reports thereon for the financial year ended 31 March, 2014.						
Resolution Required	Ordinary (Ordinary Business)						
Mode of Voting	E-Voting / Poll						
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
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	301,624	1,326	99.464	0.437
<b>Total</b>	<b>44,98,26,203</b>	<b>177,831,709</b>	<b>39.533</b>	<b>177,830,083</b>	<b>1,326</b>	<b>99.999</b>	<b>0.001</b>



Resolution No. 2 Re-appointment of Mr. Sushil Suri (DIN: 00012028), who retires by rotation at this Annual General Meeting and, being eligible, offers himself for re-appointment.

Resolution Required		Ordinary (Ordinary Business)						
Mode of Voting		E-Voting / Poll						
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	
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	300,925	2,025	99.233	0.668	
<b>Total</b>	<b>44,98,26,203</b>	<b>177,831,709</b>	<b>39.533</b>	<b>177,829,384</b>	<b>2,025</b>	<b>99.999</b>	<b>0.001</b>	

Resolution No. 3 Appointment of M/s M. Kamal Mahajan And Co., Chartered Accountants (FRN: 006855N) as Statutory Auditors of the Company and to fix their remuneration

Resolution Required		Ordinary (Ordinary Business)						
Mode of Voting		E-Voting / Poll						
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	
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	
<b>Total</b>	<b>44,98,26,203</b>	<b>177,831,709</b>	<b>39.533</b>	<b>177,829,933</b>	<b>1,476</b>	<b>99.999</b>	<b>0.001</b>	



Resolution No. 4	Appointment of Mr. Sukhcharan Singh (DIN: 00041987) as an Independent Director of the Company						
<b>Resolution Required</b>	<b>Ordinary (Special Business)</b>						
<b>Mode of Voting</b>	<b>E-Voting / Poll</b>						
<b>Promoter/Public</b>	<b>No. of Shares held</b>	<b>No. of Votes polled</b>	<b>% of votes polled on outstanding shares (3)=(2)/(1) X100</b>	<b>No. of Votes in favour</b>	<b>No. of Votes against</b>	<b>% of votes in favour on votes polled (6)=(4)/(2) X100</b>	<b>% of votes Against on votes polled (7)=(5)/(2) X100</b>
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
<b>Total</b>	<b>44,98,26,203</b>	<b>177,831,709</b>	<b>39.533</b>	<b>177,829,933</b>	<b>1,476</b>	<b>99.999</b>	<b>0.001</b>

Resolution No. 5	Appointment of Mr. Manoj Joshi (DIN: 00036546) as an Independent Director of the Company						
<b>Resolution Required</b>	<b>Ordinary (Special Business)</b>						
<b>Mode of Voting</b>	<b>E-Voting / Poll</b>						
<b>Promoter/Public</b>	<b>No. of Shares held</b>	<b>No. of Votes polled</b>	<b>% of votes polled on outstanding shares (3)=(2)/(1) X100</b>	<b>No. of Votes in favour</b>	<b>No. of Votes against</b>	<b>% of votes in favour on votes polled (6)=(4)/(2) X100</b>	<b>% of votes Against on votes polled (7)=(5)/(2) X100</b>
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
<b>Total</b>	<b>44,98,26,203</b>	<b>177,831,709</b>	<b>39.533</b>	<b>177,829,933</b>	<b>1,476</b>	<b>99.999</b>	<b>0.001</b>



Resolution No. 6 Appointment of Mr. Bhuppender Raj Wadhwa (DIN: 00012096) as an Independent Director of the Company

Resolution Required		Ordinary (Special Business)						
Mode of Voting		E-Voting / Poll						
Promoter/Public	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	
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	
<b>Total</b>	<b>44,98,26,203</b>	<b>177,831,709</b>	<b>39.533</b>	<b>177,829,933</b>	<b>1,476</b>	<b>99.999</b>	<b>0.001</b>	

Resolution No. 7 Re-appointment of Dr. Arun Kumar Sinha (DIN: 00450783) as a Whole - Time Director, designated as Director - Technical, of the Company

Resolution Required		Ordinary (Special Business)						
Mode of Voting		E-Voting / Poll						
Promoter/Public	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	
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	301,624	1,326	99.464	0.437	
<b>Total</b>	<b>44,98,26,203</b>	<b>177,831,709</b>	<b>39.533</b>	<b>177,830,083</b>	<b>1,326</b>	<b>99.999</b>	<b>0.001</b>	



Resolution No. 8

Approval of remuneration of the Cost Auditors for the financial year ending 31 March, 2015

Resolution Required

Ordinary (Special Business)

Mode of Voting

E-Voting / Poll

Mode of Voting	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
Promoter/Public							
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
<b>Total</b>	<b>44,98,26,203</b>	<b>177,831,709</b>	<b>39.533</b>	<b>177,829,933</b>	<b>1,476</b>	<b>99.999</b>	<b>0.001</b>

Date:

19<sup>th</sup> September, 2014

Place:

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



Prem Chand Goel  
Company Secretary