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 – <u>173205</u>

Dear Sir,

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

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 Road, Near Baddi, Distt. Solan, Himachal Pradesh – 173205, submit my report as under: 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 Companies (Management and Administration) Rules, 2014 to conduct the poll process and to scrutinize the physical ballots casted by the members Laboratories Limited (hereinafter known as the 'Company') pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the I, Prem Chand Goel, Company Secretary (Membership No. FCS – 1434 & CP No. 457) appointed as Scrutinizer by the Board of Directors of Morepen

- 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.
- National Securities Depository Limited (NSDL) remote e-voting facility was blocked thereafter 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
- gue Identification marks placed by me. 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

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- 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
- 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:

Total	Public - Others	Public-Institutional holders	Promoter and Promoter Group		: 00 V	Promoter/Public	Resolution Required		Resolution No. 1
449,826,203	216,394,624	78,059,991	155,371,588	(1)	held	No. of Shares			
184,083,288	32,619,710	0	151,463,578	(2)	polled	No. of Votes	Ordinary (Ordinary Business)	for the financial y	Receive, consider
40.923	15.074	0.000	97.485	(3)=(2)/(1) X100	outstanding shares	% of votes polled on	ary Business)	for the financial year ended 31st March, 2015 together with the reports of the Directors' and Auditors' thereon	Receive, consider and adopt the Audited Financial Statement, including Consolidated Financial Statement, of the Company
183,982,434	32,518,856	0	151,463,578	(4)	favour	No. of Votes in		15 together with the	nancial Statement, i
803	803	0	0	against (5)	Votes	No. of		reports of the	ncluding Cons
99.945	99.691	0.000	100.000	(6)=(4)/(2) X100	on votes polled	% of votes in favour % of votes Against		Directors' and Auditors	olidated Financial Stater
0.000	0.002	0.000	0.000	(7)=(5)/(2) X100	on votes polled	% of votes Against		thereon.	ment, of the Company

Invalid Votes: 1,00,051



0.005	99.995	10,016	184,069,002	40.922	184,079,068	449,826,203	Total
0.031	99.969	10,016	32,605,424	15.072	32,615,490	216,394,624	Public - Others
0.000	0.000	0	0	0.000	0	78,059,991	Public-Institutional holders
0.000	100.000	0	151,463,578	97.485	151,463,578	155,371,588	Promoter and Promoter Group
(7)=(5)/(2) X100	(6)=(4)/(2) X100	(5)	(4)	(3)=(2)/(1) X100	(2)	(1)	
on votes polled	on votes polled	against	favour	outstanding shares	polled	held	
% of votes Against	No. of Votes % of votes in favour % of votes Against	No. of Votes	No. of Votes in	% of votes polled on	No. of Votes	No. of Shares	Promoter/Public
				nary Business)	Ordinary (Ordinary Business)		Resolution Required
			ment.	being eligible, offers himself for re-appointment	being eligible, of		
General Meeting and	rotation at this Annual	who retires by	(DIN: 00450783),	Re-appointment of Dr. Arun Kumar Sinha (DIN: 00450783), who retires by rotation at this Annual General Meeting and	Re-appointment		Resolution No. 2

Invalid Votes: 50

Resolution No. 3		Ratification of ap	Ratification of appointment of Statutory Auditors,	iditors.			
Resolution Required		Ordinary (Ordinary Business)	nary Business)				
Promoter/Public	No. of Shares	No. of Votes	% of votes polled on	No. of Votes in	No. of	% of votes in favour % of votes Against	% of votes Against
	held	polled	outstanding shares	favour	Votes	on votes polled	on votes polled
	(1)	(2)	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	32,516,459	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



	99.995	8,266	184,071,062	40.922	184,079,378	449,826,203	Total
	99.975	8,266	32,607,484	15.072	32,615,800	216,394,624	Public - Others
	0.000	0	0	0.000	0	78,059,991	Public-Institutional holders
	100.000	0	151,463,578	97.485	151,463,578	155,371,588	Promoter and Promoter Group
(7)=(5)/(2) X100	(6)=(4)/(2) X100	(5)	(4)	(3)=(2)/(1) X100	(2)	(1)	
% of votes Again on votes polled	% of votes in favour % of votes Against on votes polled on votes polled	No. of Votes	No. of Votes in favour	% of votes polled on outstanding shares	No. of Votes polled	No. of Shares held	Promoter/Public
				I Business)	Special (Special Business)		Resolution Required
mpany.	aging Director of the Co	airman & Mana)012028) as the Ch	Re-appointment of Mr. Sushil Suri (DIN: 00012028) as the Chairman & Managing Director of the Company.	Re-appointment		Resolution No. 4

Invalid Votes: 50

st March, 2016. % of votes in favou on votes polled (6)=(4)/(2) x100 100.000	No. of Shares held No. of Votes polled held No. of votes polled on held No. of Votes in held No. of Votes in outstanding shares outstanding shares (3)=(2)/(1) No. of Votes in favour No. of Votes in votes in outstanding shares on votes polled No. of Votes in favour No. of Votes in votes in votes No. of Votes in favour No. of Votes in votes in votes No. of Votes in votes in votes No. of Votes in votes No. of Votes in votes No. of Votes in votes in votes No. of votes in vot	0 0.000 0 0		32,616,660 15.073 32,614,935 1,675	Resolution No. 5 Resolution Required Promoter/Public No Promoter and Promoter Group Public-Institutional
t March, 2016. of votes in favour on votes polled (6)=(4)/(2) X100 100.000 0.000 99.995	of votes in favour on votes polled (6)=(4)/(2) X100 100.000	0.000	99.995		Approval of remuneration of the Cost Auditors for the financial year ending : Ordinary (Special Business) No. of Votes polled polled % of votes polled on testanding shares (3)=(2)/(1) No. of Votes in favour against (5) No. of Votes in favour against (5) 151,463,578 97.485 151,463,578 0 32,616,660 15.073 32,614,935 1,675

Invalid Votes: 50



- 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.

C (CHAZIABAD) CP. No. 454

(Prem Chand Goel)

Company Secretary CP No. 457 Date: 18th September, 2015

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