

1<sup>st</sup> September 2021

To  
The Secretary  
Bombay Stock Exchange Limited,  
P. J. Towers,  
Dalal Street, Fort,  
Mumbai 400 001

**Scrip Code: 523566**

**Subject: Voting results of the 73<sup>rd</sup> Annual General Meeting (the 73<sup>rd</sup> AGM) of the Members of Martin Burn Limited (the Company) held on 31<sup>st</sup> August 2021 in terms of Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations)**

Dear Sir,

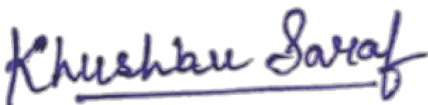
This is to inform you that the 73<sup>rd</sup> Annual General Meeting of the members of the Company was held through Video Conferencing / Other Audio Visual Means on Tuesday, August 31, 2021.

Please find enclosed Voting Results in the prescribed format, in terms of Regulation 44(3) of the Listing Regulations, as provided to us by the scrutinizer, Ms. Binita Pandey, Company Secretary in Whole-time Practice, appointed by the Company for the purpose.

You are requested to take the same on records.

Thanking You.

Yours Faithfully,  
**For Martin Burn Limited**



**Khushbu Saraf**  
**Company Secretary**

**Address**

Martin Burn House,  
1<sup>st</sup> Floor, 1, R. N. Mukherjee Road,  
Kolkata - 700 001

**Contact**

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**CIN**  
L51109WB1946PLC013641

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**CONSOLIDATED SCRUTINIZER'S REPORT**

[Pursuant to Regulation 44(3) of the of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

To  
The Chairman  
**Martin Burn Limited**  
**(L51109WB1946PLC013641)**  
Martin Burn House,  
1 R.N. Mukherjee Road,  
Kolkata - 700 001,  
West Bengal

Sir,

1. I, Binita Pandey , Practicing Company Secretary, ACS 41594, CP 19730, Partner of **M/s. T. Chatterjee & Associates**, FRN – P2007WB067100, Company Secretaries Firm in Practice, have been appointed by the Board of Directors of Martin Burn Limited, (hereinafter referred as **the Company**) at its meeting held on 30<sup>th</sup> June 2021, as the Scrutinizer to scrutinize the remote e-Voting and electronic voting during 73<sup>rd</sup> Annual General Meeting (**AGM**) of the Company held through Video Conferencing (VC) / Other Audio Video Means (OAVM) on 31<sup>st</sup> August 2021, in a fair and transparent manner as per the provisions of Section 108 of the Companies Act, 2013 read with Rules 20 and 21 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Rules, 2015 and Secretarial Standards on General Meetings , on the resolutions contained in the Notice dated 30<sup>th</sup> June 2021 of the 73<sup>rd</sup> AGM of the members of the Company.
2. The Company had provided remote e-voting facility for its members as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 which remained open from Saturday, 28<sup>th</sup> August 2021 (10:00 A.M IST) to Monday, 30<sup>th</sup> August 2021 (5:00 P.M IST).



3. The Company had also provided e-voting facility for voting during the AGM for the members who attended the meeting through VC/OAVM and had not voted through remote e-voting, to cast their vote during the AGM.
4. After the closure of e-voting at the AGM, the report on voting done during the AGM and the votes cast under remote e-voting facility prior to the AGM were unblocked on 31<sup>st</sup> August 2021 at 2.20 PM and were counted.
5. I have scrutinized and reviewed the remote e-voting, e-voting during the AGM and votes cast therein based on the data downloaded from the NSDL e-voting system.
6. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules thereto relating to remote e-voting and voting through electronic voting system during the AGM held on the resolutions contained in the Notice dated 30<sup>th</sup> June 2021 of the 73<sup>rd</sup> AGM of the members of the Company.

My responsibility as a Scrutinizer of remote e-voting and e-voting during the AGM is limited to prepare and submit the Scrutinizer's report of the votes casted "in favour" or "against" the resolutions by the members of the Company.

7. I do hereby submit the Consolidated Report of votes cast through electronic voting system during the meeting and on remote e-voting on the resolutions contained in the Notice dated 30<sup>th</sup> June 2021 of 73<sup>rd</sup> AGM.



<b>Date of the AGM</b>	<b>31-08-2021</b>
<b>Total number of shareholders on record date</b>	<b>8577</b>
<b>No. of Shareholders present in the meeting either in person or through proxy:</b>  Promoters and Promoter Group: Public:	<b>NOT APPLICABLE</b>
<b>No. of Shareholders attended the meeting through video Conferencing:</b> Promoters and Promoter Group Public	<b>4</b> <b>37</b>



**ORDINARY BUSINESS**

**Item No. 1: Adoption of Accounts for the financial year ended 31<sup>st</sup> March 2021  
Ordinary Resolution**

Resolution Required:					Ordinary Resolution			
Whether promoter/promoter group are interested in the resolution					No			
Category	Mode of Voting	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes- in favour (4)	No. of Votes- against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	3387796	3387002	99.97656	3387002	0	100.00	0.00
	E-Voting at AGM		0	0	0	0	0	0
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	<b>Total</b>		<b>3387796</b>	<b>3387002</b>	<b>99.97656</b>	<b>3387002</b>	<b>0</b>	<b>100.00</b>
Public-Institution	E-Voting	13987	0	0	0	0	0	0
	E-Voting at AGM		0	0	0	0	0	
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	<b>Total</b>		<b>13987</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public- Non Institution	E-Voting	1752076	5365	0.30621	4753	612	88.59273	11.40727
	E-Voting at AGM		0	0	0	0	0	0
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	<b>Total</b>		<b>1752076</b>	<b>5365</b>	<b>0.30621</b>	<b>4753</b>	<b>612</b>	<b>88.59273</b>
<b>Total</b>		<b>5153859</b>	<b>3392367</b>	<b>65.82188</b>	<b>3391755</b>	<b>612</b>	<b>99.98196</b>	<b>0.01804</b>



**Item No. 2: Re-Appointment of Mrs. Sarika Fatehpuria (DIN: 03570828), Director retiring by rotation  
Ordinary Resolution**

Resolution Required:					Ordinary Resolution			
Whether promoter/promoter group are interested in the resolution					Yes			
Category	Mode of Voting	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes- in favour (4)	No. of Votes- against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	3387796	3387002	99.97656	3387002	0	100.00	0.00
	E-Voting at AGM		0	0	0	0	0	0
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	<b>Total</b>		<b>3387796</b>	<b>3387002</b>	<b>99.97656</b>	<b>3387002</b>	<b>0</b>	<b>100.00</b>
Public-Institution	E-Voting	13987	0	0	0	0	0	0
	E-Voting at AGM		0	0	0	0	0	
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	<b>Total</b>		<b>13987</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public-Non Institution	E-Voting	1752076	5365	0.30621	4632	733	86.33737	13.66263
	E-Voting at AGM		0	0	0	0	0	0
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	<b>Total</b>		<b>1752076</b>	<b>5365</b>	<b>0.30621</b>	<b>4632</b>	<b>733</b>	<b>86.33737</b>
<b>Total</b>		<b>5153859</b>	<b>3392367</b>	<b>65.82188</b>	<b>3391634</b>	<b>733</b>	<b>99.97839</b>	<b>0.02161</b>



**SPECIAL BUSINESS**

**Item No. 3: Re-appointment of Mr. Mahesh Kumar Tibrewal (DIN: 00987782) as a Non-Executive Independent Director for a second term of five consecutive years with effect from 30<sup>th</sup> May 2021  
Special Resolution**

Resolution Required:					Special Resolution			
Whether promoter/promoter group are interested in the resolution					No			
Category	Mode of Voting	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes- in favour (4)	No. of Votes- against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	3387796	3387002	99.97656	3387002	0	100.00	0.00
	E-Voting at AGM		0	0	0	0	0	0
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	<b>Total</b>		<b>3387796</b>	<b>3387002</b>	<b>99.97656</b>	<b>3387002</b>	<b>0</b>	<b>100.00</b>
Public-Institution	E-Voting	13987	0	0	0	0	0	0
	E-Voting at AGM		0	0	0	0	0	
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	<b>Total</b>		<b>13987</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public-Non Institution	E-Voting	1752076	5365	0.30621	4632	733	86.33737	13.66263
	E-Voting at AGM		0	0	0	0	0	0
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	<b>Total</b>		<b>1752076</b>	<b>5365</b>	<b>0.30621</b>	<b>4632</b>	<b>733</b>	<b>86.33737</b>
<b>Total</b>		<b>5153859</b>	<b>3392367</b>	<b>65.82188</b>	<b>3391634</b>	<b>733</b>	<b>99.97839</b>	<b>0.02161</b>



**Item No. 4: To consider and approve the waiver of excess managerial remuneration paid to Mr. Kedar Nath Fatehpuria (DIN:00711971), Chairman & Managing Director of the Company for the Financial Year 2020-21 which was in excess of the maximum remuneration permissible under the Companies Act, 2013  
Special Resolution**

Resolution Required:					Special Resolution			
Whether promoter/promoter group are interested in the resolution					Yes			
Category	Mode of Voting	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes- in favour (4)	No. of Votes- against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]*100
<b>Promoter and Promoter Group</b>	<b>E-Voting</b>	3387796	3387002	99.97656	3387002	0	100.00	0.00
	<b>E-Voting at AGM</b>		0	0	0	0	0	0
	<b>Postal Ballot (if applicable)</b>		NA	NA	NA	NA	NA	NA
	<b>Total</b>		<b>3387796</b>	<b>3387002</b>	<b>99.97656</b>	<b>3387002</b>	<b>0</b>	<b>100.00</b>
<b>Public-Institution</b>	<b>E-Voting</b>	13987	0	0	0	0	0	0
	<b>E-Voting at AGM</b>		0	0	0	0	0	0
	<b>Postal Ballot (if applicable)</b>		NA	NA	NA	NA	NA	NA
	<b>Total</b>		<b>13987</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Public-Non Institution</b>	<b>E-Voting</b>	1752076	5365	0.30621	4170	1195	77.72600	22.27400
	<b>E-Voting at AGM</b>		0	0	0	0	0	0
	<b>Postal Ballot (if applicable)</b>		NA	NA	NA	NA	NA	NA
	<b>Total</b>		<b>1752076</b>	<b>5365</b>	<b>0.30621</b>	<b>4170</b>	<b>1195</b>	<b>77.72600</b>
<b>Total</b>		<b>5153859</b>	<b>3392367</b>	<b>65.82188</b>	<b>3391172</b>	<b>1195</b>	<b>99.96477</b>	<b>0.03523</b>





**Item No. 5: To consider and approve the waiver of excess managerial remuneration paid to Mr. Manish Fatehpuria (DIN:00711992), Whole time Director of the Company for the Financial Year 2020-21, which was in excess of the maximum remuneration permissible under the Companies Act, 2013  
Special Resolution**

Resolution Required:					Special Resolution			
Whether promoter/promoter group are interested in the resolution					Yes			
Category	Mode of Voting	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes- in favour (4)	No. of Votes- against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	3387796	3387002	99.97656	3387002	0	100.00	0.00
	E-Voting at AGM		0	0	0	0	0	0
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	<b>Total</b>		<b>3387796</b>	<b>3387002</b>	<b>99.97656</b>	<b>3387002</b>	<b>0</b>	<b>100.00</b>
Public-Institution	E-Voting	13987	0	0	0	0	0	0
	E-Voting at AGM		0	0	0	0	0	
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	<b>Total</b>		<b>13987</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public-Non Institution	E-Voting	1752076	5365	0.30621	4170	1195	77.72600	22.27400
	E-Voting at AGM		0	0	0	0	0	0
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	<b>Total</b>		<b>1752076</b>	<b>5365</b>	<b>0.30621</b>	<b>4170</b>	<b>1195</b>	<b>77.72600</b>
<b>Total</b>		<b>5153859</b>	<b>3392367</b>	<b>65.82188</b>	<b>3391172</b>	<b>1195</b>	<b>99.96477</b>	<b>0.03523</b>



A compact Disc (CD) containing list of equity shareholders who voted "FOR" and "AGAINST" each resolution is submitted with the report.

Thanking you,

Yours faithfully

**For M/s. T. Chatterjee & Associates  
Practicing Company Secretaries Firm  
(FRN No. P2007WB067100)**



**Binita Pandey, Partner  
Membership No. 41594  
Certificate of Practice: 19730**

**UDIN: A041594C000869951  
Place: Kolkata  
Date: 01-09-2021**