

29 September 2020

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

Scrip Code: 523566

Subject: Proceedings of the 72nd Annual General Meeting (the 72nd AGM) of the Members of Martin Burn Limited (the Company) held on 29th September 2020 pursuant to Regulation 30 read with Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations)

Dear Sir,

We would like to inform you that all the Resolutions for approval of the 72nd Annual General Meeting of the members of the Company, as set out in the notice dated 26th August 2020, put to vote by remote e-voting prior to the AGM and e-voting during the AGM, were passed with requisite majority.


We are enclosing the consolidated report of the Scrutinizer on e-voting prior (remote) and during the AGM. The same is also being uploaded on the Company's website www.martinburnltd.com and on the website of NSDL at www.evoting.nsdl.com.

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,
1st 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 Sections 108 of the Companies Act, 2013 read with Rules 20 and 21(1) of the Companies (Management and Administration) Rules, 2014]

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 26-08-2020 as the Scrutinizer to scrutinize the remote e-Voting and electronic voting during 72nd Annual General Meeting (**AGM**) of the Company held through Video Conferencing (VC) / Other Audio Video Means (OAVM) on 29th September 2020 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 26th August 2020 of the 72nd 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, 26th September 2020 (10:00 A.M IST) to Monday, 28th September 2020 (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 29th September 2020 at 11:48 A.M. 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 26th August 2020 of the 72nd 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 26th August 2020 of 72nd AGM.

ORDINARY BUSINESS

Item No. 1: Adoption of Accounts for the financial year ended 31st March 2020 Ordinary Resolution

“**RESOLVED THAT** the Audited Financial Statement of the Company for the year ended 31st March 2020, and the Reports of the Directors and Auditors thereon, placed before this meeting, be and are hereby considered and adopted”

- (I) Vote **in favour** of the Resolution:

No. of members	No. of votes cast by them	% of total number of valid votes cast
46	3390425	99.99

- (II) Vote **against** the Resolution:

No. of members	No. of votes cast by them	% of total number of valid votes cast
3	6	0.01



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

“RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Mrs. Sarika Fatehpuria (DIN: 03570828), who retires by rotation at this meeting, be and is hereby reappointed as Director of the Company.”

(I) **Vote in favour** of the Resolution:

No. of members	No. of votes cast by them	% of total number of valid votes cast
44	3390304	99.99

(II) **Vote against** the Resolution:

No. of members	No. of votes cast by them	% of total number of valid votes cast
5	127	0.01



Item No. 3: **Appointment of M/s. Saraf & Co., Chartered Accountants, (Firm Registration Number 312045E), Statutory Auditor for a second term of five years**
Ordinary Resolution

“**RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s. Saraf & Co., Chartered Accountants, (Firm Registration Number 312045E), be and are hereby re-appointed as the Statutory Auditors of the Company to hold the office for a second term of five years from the conclusion of this Annual General Meeting till the conclusion of the Annual General Meeting of the Company, to be held in the year 2025, at a remuneration decided by the Board of Directors from time to time.”

(I) Vote **in favour** of the Resolution:

No. of members	No. of votes cast by them	% of total number of valid votes cast
44	3390304	99.99

(II) Vote **against** the Resolution:

No. of members	No. of votes cast by them	% of total number of valid votes cast
5	127	0.01



SPECIAL BUSINESS

Item No. 4: **Reappointment of Mr. Kedar Nath Fatehpuria (DIN:00711971) as Managing Director of the Company** **Special Resolution**

“**RESOLVED THAT** pursuant to provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act 2013, as amended from time to time thereto and the Articles of Association of the Company, and subject to such modifications, variations as may be approved and acceptable, approval of the Company be and is hereby accorded for the reappointment of Mr. Kedar Nath Fatehpuria (DIN:00711971) as Managing Director of the Company, whose office will be liable to determination by retirement by rotation, for a period of Twenty Four months from April 1, 2020, to March 31, 2022 and payment of remuneration for the aforesaid period on the terms and conditions which are set out in Explanatory Statement annexed to the notice convening this meeting, as approved by the Nomination & Remuneration Committee in its meeting held on July 15th, 2020.

RESOLVED FURTHER THAT any Director or the Company Secretary of the Company be and are hereby authorised to take such steps and do all other acts, deeds and things as may be necessary or desirable to give effect to this resolution.”

(I) **Vote in favour** of the Resolution:

No. of members	No. of votes cast by them	% of total number of valid votes cast
46	3390425	99.99

(II) **Vote against** the Resolution:

No. of members	No. of votes cast by them	% of total number of valid votes cast
3	6	0.01



Item No. 5: **Appointment of Mr. Rajendra Kumar Khetan (DIN:02472977) as an Independent Director of the Company for a term of three (3) consecutive years Ordinary Resolution**

“RESOLVED THAT pursuant to the provisions of Sections 149, 152, read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Rajendra Kumar Khetan (DIN:02472977), who was appointed as an Additional Director (Independent) with effect from 14 November 2019 and who holds office of Director up to the date of this Annual General Meeting pursuant to the provisions of Section 161 of the Companies Act, 2013, read with Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013, from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of three (3) consecutive years up to 13 November 2022.”

(I) Vote **in favour** of the Resolution:

No. of members	No. of votes cast by them	% of total number of valid votes cast
46	3390425	99.99

(II) Vote **against** the Resolution:

No. of members	No. of votes cast by them	% of total number of valid votes cast
3	6	0.01



Item No. 6: **Appointment of Mr. Devesh Hansraj Poddar (DIN 08664698) as an Independent Director of the Company for a term of five (5) consecutive years Ordinary Resolution**

“RESOLVED THAT pursuant to the provisions of Sections 149, 152, read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Devesh Hansraj Poddar (DIN 08664698), who was appointed as an Additional Director (Independent) with effect from 1 July 2020 and who holds office of Director up to the date of this Annual General Meeting pursuant to the provisions of Section 161 of the Companies Act, 2013, read with Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013, from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five (5) consecutive years up to 30 June 2025.”

(I) Vote **in favour** of the Resolution:

No. of members	No. of votes cast by them	% of total number of valid votes cast
46	3390425	99.99

(II) Vote **against** the Resolution:

No. of members	No. of votes cast by them	% of total number of valid votes cast
3	6	0.01

A compact Disc (CD) containing list of equity shareholders who vote “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: A041594B000801705
Place: Kolkata
Date: 29-09-2020**