

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]

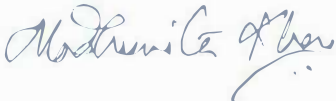
To
The Chairman
MARTIN BURN LIMITED
"Martin Burn House"
1, R.N Mukherjee Road,
Kolkata-7000201

Sir,

1. I, Binita Pandey, Partner of, M/s. T. Chatterjee & Associates, FRN-P2007WB067100 Company Secretaries firm in Practice, has been appointed by the Board of Directors of Martin Burn Limited (the "Company") as a Scrutinizer for the purpose of Scrutinizing the remote e-voting process carried out 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 Companies (Management and Administration) Rules, 2015 and Secretarial Standards on General Meetings and read with Regulation 44(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR"), and scrutinizing the e-voting conducted at the venue of 70th Annual General Meeting (AGM) of the Members of the Company held on Saturday, 15th September, 2018 at "Kala Kunj", 48, Shakespeare Sarani, Kolkata- 700017, for all the Resolutions contained in the notice dated 24th May, 2018.
2. After the declaration of voting by ballot by the Chairman, the ballot box kept for voting was locked in the presence of the members present with due identification mark placed by me.



3. The locked ballot box was subsequently opened in the presence of the following two witnesses not in the employment of the Company and ballot papers were diligently scrutinized. The ballot papers were reconciled with the records maintained by the Registrar and Share Transfer Agents of the Company.

a) Madhumita Khan : 
b) Shane Andrews : Shane Andrews .

4. The ballot papers, which were incomplete, and /or which were otherwise found defective have been treated as invalid and kept separately.
5. The ballots were diligently scrutinized. The ballots were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the company.
6. The Company had also provided 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 12th September, 2018 (9:00 A.M) to 14th September, 2018 (5.00 P.M). The Board of Directors of Martin Burn Limited, appointed me as a Scrutinizer for the purpose of scrutinizing the e-voting process and voting on ballot in respect of resolutions contained in the Notice calling 70th Annual General Meeting dated 15-09-2018.
7. The votes cast were unblocked on 15th September 2018 at 12.30 p.m. in the presence of 2 witnesses, Madhumita Khan and Shane Andrews who are not in the employment of the Company. They have given confirmation that the votes being unblocked in their presence.
8. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules thereto relating to e-voting, voting by ballot at Annual General Meeting on the resolutions contained in the Notice dated 24th May, 2018 of the 70th Annual General Meeting (AGM) of the members of the Company.



My responsibility as a Scrutinizer of remote e-voting and ballots is limited to prepare and submit Scrutinizer's report of the votes casted "in favor" or "against" the resolutions passed by the members of the Company, as required by the Act.

9. I do hereby submit the Consolidated Report of vote casted on ballot at the meeting and on e-voting on the resolutions contained in the Notice of the 70th Annual General Meeting (AGM) dated 15th September, 2018.

Date of the AGM/EGM	15-09-2018
Total number of shareholders on record date	8871
No. of Shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group	3
Public	218
No. of Shareholders attended the meeting through video Conferencing:	
Promoters and Promoter Group	NIL
Public	NIL



Ordinary Business

Item No. 1: To receive consider and adopt the Audited Financial Statement

To receive, consider and adopt the Audited Financial Statements for the year ended on 31st March 2018 together with the Reports of the Directors and the Auditors thereon.

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	3373594	3373594	100	3373594	0	100	0
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		3373594	100	3373594	0	100	0
Public-Institution	E-Voting	13987	0	0	0	0	0	0
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		0	0	0	0	0	0
Public-Non Institution	E-Voting	1766278	2267	0.12830	2267	0	100	0
	Poll		731	0.04140	730	1	99.86	0.14
	Postal Ballot		-	-	-	-	-	-
	Total		2998	0.16794	2997	1	99.97	0.03
TOTAL		5153859	3376592	65.51	3376591	1	100	0

The above resolution was carried by requisite majority of votes.



Item No. 2: Declaration of Dividend

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 favor (4)	No. of Votes-against (5)	% of Votes in favor on votes polled (6) = $[(4)/(2)] * 100$	% of Votes against on votes polled (7) = $[(5)/(2)] * 100$
-	E-Voting	3373594	3373594	100	3373594	0	100	0
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		3373594	100	3373594	0	100	0
Public-Institution	E-Voting	13987	0	0	0	0	0	0
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		0	0	0	0	0	0
Public-Non Institution	E-Voting	1766278	2267	0.13	2267	0	100	0
	Poll		731	0.04	728	3	99.59	0.41
	Postal Ballot		-	-	-	-	-	-
	Total		2998	0.17	2995	3	99.90	0.10
TOTAL		5153859	3376592	65.51	3376589	3	100	0

The above resolution was carried by requisite majority of votes.



Special Business

Item No. 3: To Re-Appoint Mr. Kedar Nath Fatehpuria as a Managing Director (DIN: 00711971)

To re-appoint Mr. Kedar Nath Fatehpuria (DIN: 00711971) as a Managing Director of the Company, pursuant to provisions of Sections 16, 17 and 203 read with schedule V and other applicable provisions of the Companies Act, 2013.

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 favor (4)	No. of Votes-against (5)	% of Votes in favor on votes polled (6) = $[(4)/(2)] * 100$	% of Votes against on votes polled (7) = $[(5)/(2)] * 100$
Promoter and Promoter Group	E-Voting	3373594	3373594	100	3373594	0	100	0
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		3373594	100	3373594	0	100	0
Public-Institution	E-Voting	13987	0	0	0	0	0	0
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		0	0	0	0	0	0
Public-Non Institution	E-Voting	1766278	2267	0.13	2267	0	100	0
	Poll		731	0.04	730	1	99.86	0.14
	Postal Ballot		-	-	-	-	-	-
	Total		2998	0.17	2997	1	99.97	0.03
TOTAL		5153859	3376592	65.51	3376591	1	100	0

The above resolution was carried by requisite majority of votes.




Total Number of Ballots Rejected

Number of Ballots rejected	Reason of Rejection
1	Invalid

10. A compact Disc (CD) containing list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is submitted with the report.
11. The Ballots and all other relevant records were sealed and handed over to the Company Secretary authorised by the Board for safe keeping.

Thanking you,
Yours faithfully

Yours faithfully,
M/s. T. Chatterjee & Associates
Practicing Company Secretaries Firm
(FRN No. P2007WB067100)


Binita Pandey, Partner
Practising Company Secretary
Certificate of Practice No. 19730

Place: Kolkata
Date: 18/9/18

