

07th August 2024

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

Scrip Code: 523566

Dear Sir,

Subject: Disclosure of Voting Results of 76th Annual General Meeting held on 6th August, 2024

Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, we are hereby submitting the details of voting results in the prescribed format of the businesses transacted at the 76th Annual General Meeting (AGM) of the company held on August 06, 2024, at 12:30 P.M. through video conferencing/other audio-visual means.

Scrutinizer's Report dated August 06, 2024, issued by Ms. Binita Pandey, Practising Company Secretary, is enclosed.

You are requested to take the same on records.

Thanking You.

Yours Faithfully,
For Martin Burn Limited

Khushbu Saraf
Company Secretary

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 29th May 2024 as the Scrutinizer to scrutinize the remote e-Voting and electronic voting during 76th Annual General Meeting (**AGM**) of the Company held through Video Conferencing (VC) / Other Audio Video Means (OAVM) on 06th August 2024 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 29th May 2024 of the 76th 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, 03rd August 2024 at 10:00 A.M. and ends on Monday, 05th August 2024 at 5:00 P.M.
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 06th August, 2024 at 1:56 PM, in the presence of 2 witnesses i.e., Mr. Dinesh Gupta and Ms. Snehal Singh, who are not in employment of the Company 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 29th May 2024 of the 76th 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 29th May 2024 of 76th AGM.

ORDINARY BUSINESS

Item No. 1: **To consider and adopt the Financial Statements of the Company for the financial year ended March 31, 2024, and the Reports of the Board of Directors and the Auditors thereon. (Ordinary Resolution)**

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

No. of members	No. of votes cast by them	% of total number of valid votes cast
54	3398818	99.95

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

No. of members	No. of votes cast by them	% of total number of valid votes cast
12	1579	00.05

Item No. 2: To appoint a Director in place of Ms. Sarika Fatehpuria (DIN: 03570828), who retires by rotation and being eligible, offers herself for re-appointment (Ordinary Resolution)

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

No. of members	No. of votes cast by them	% of total number of valid votes cast
54	3398818	99.95

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

No. of members	No. of votes cast by them	% of total number of valid votes cast
11	1578	00.05

SPECIAL BUSINESS

Item No. 3: **To approve the appointment of Mr. Prakash Khetan (DIN: 01143678) as an Independent Director and in this regard, pass the following resolution as a (Special Resolution)**

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

No. of members	No. of votes cast by them	% of total number of valid votes cast
53	3398797	99.95

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

No. of members	No. of votes cast by them	% of total number of valid votes cast
13	1600	00.05

Item No. 4: **Approval for waiver of excess managerial remuneration paid to Mr. Kedar Nath Fatehpuria, Chairman and Managing Director of the company (Special Resolution)**

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

No. of members	No. of votes cast by them	% of total number of valid votes cast
52	3398697	99.95

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

No. of members	No. of votes cast by them	% of total number of valid votes cast
14	1700	00.05

Item No. 5: **Approval for waiver of excess managerial remuneration paid to Mr. Manish Fatehpuria, Whole Time Director of the company (Special Resolution).**

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

No. of members	No. of votes cast by them	% of total number of valid votes cast
52	3398697	99.95

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

No. of members	No. of votes cast by them	% of total number of valid votes cast
14	1700	00.05

Item No. 6: **Member's approval to make loan and investment exceeding the ceiling prescribed under section 186 of the companies act, 2013. (Special Resolution).**

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

No. of members	No. of votes cast by them	% of total number of valid votes cast
53	3398718	99.95

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

No. of members	No. of votes cast by them	% of total number of valid votes cast
12	1579	00.05

Item No. 7: **Appointment of M/s. S D & Associates, Chartered Accountants (Firm Registration Number: 016223C) as the Statutory Auditor of the Company to consider and if thought fit, to pass with or without modification(s), the following resolution as an (Ordinary Resolution)**

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

No. of members	No. of votes cast by them	% of total number of valid votes cast
54	3398818	99.95

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

No. of members	No. of votes cast by them	% of total number of valid votes cast
12	1579	00.05

Item No. 8: **To make contributions or donations to charitable or other funds/institutions in terms of section 181 of the companies act, 2013. (Ordinary Resolution):**

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

No. of members	No. of votes cast by them	% of total number of valid votes cast
52	3398697	99.95

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


No. of members	No. of votes cast by them	% of total number of valid votes cast
14	1700	00.05

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: A041594F000912332

Place: Kolkata

Date: 06/08/2024