

A Summary of proceedings of 54th Annual General Meeting

The 54th Annual General Meeting (AGM) of the Members of Gabriel India Limited ('the Company') was convened at 2.30 P.M (IST) on Friday, July 29, 2016 at the Auditorium, Gabriel India Limited, 29th Milestone, Pune-Nashik Highway, Village Kuruli, Taluka Khed, Pune - 410 501 and concluded at 4.15 p.m.

Mrs. Anjali Singh, chaired the meeting. She introduced the Directors, CFO and CS on dais, Statutory Auditors and Secretarial Auditors to the Members and she further informed that the statutory registers are available for Inspection.

The requisite quorum being present, the Chairperson called the meeting to order. All the directors of the Company attended the meeting. The quorum was present throughout the meeting. 64 Members were present in person and 1 proxy attended the meeting.

The Chairperson delivered her speech followed by presentations by Mr. Manoj Kolhatkar, Managing Director of the Company. Mr. Nilesh Jain, Company Secretary, read the Auditors' Report.

As authorised by the Chairperson, the Managing Director covered the items of Ordinary business and Special Business, explaining the objective and implications of the resolutions before they were put to vote.

The Chairperson gave the opportunity to ask questions and seek clarifications on the resolutions set out in the Notice and Financials of the Company. Thereafter, queries / clarifications were responded by the Board Members.

The Managing Director informed that the Company has provided remote e-voting facility to the members from July 26, 2016 (09.00 A.M.) to July 28, 2016 (05.00 P.M.) and the voting through ballot was also provided at AGM Venue. It was informed that there would be no voting by show of hands.



The following items of business as per the Notice of 54th AGM were transacted at the meeting :

Ordinary Business :

1. Adoption of Audited Financial Statements along with Directors' Report and Auditors Report
2. Declaration of final Dividend for the financial year 2015-16.
3. Appointment of a Director in place of Mrs. Anjali Singh (DIN: 02082840), who retires by rotation and being eligible offers herself for re-appointment.
4. Appointment of M/s. B. K. Khare & Co., Chartered Accountants, Mumbai (Registration No. 105102W) as Statutory Auditors of the Company to hold the office for a period of 5 (Five) consecutive years from the conclusion of this Annual General Meeting.

Special Business :

5. Appointment of Mr. Jagdish Kumar (DIN: 00318558) as Non-Executive Director, eligible to retire by rotation as Ordinary resolution.
6. Re-appointment of Mr. Manoj Kolhatkar (DIN: 03553983), as Managing Director of the Company for a period of 5 (five) years with effect from May 27, 2016 as Special resolution.

Ms. Savita Jyothi was appointed as the Scrutinizer to supervise the remote e -voting and voting through ballot at the venue of AGM. The Chairperson authorized the Company secretary to declare the results of voting.

As per the scrutinizers report, all the resolutions as set forth in the 54th Annual General Meeting were passed by the members with requisite majority.

Thanking you,

Yours faithfully,

For Gabriel India Limited



Nilesh Jain
Company Secretary



CS. SAVITA JYOTI, B.Com., F.C.S.

Consolidated Scrutinizer's Report

[Pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and provisions of Section 108 and 109 of the Companies Act, 2013 read with Rule 20 and 21 of Companies (Management and Administration) Rules, 2014 as amended from time to time.]

To,
Mrs Anjali Singh
Chairperson
Gabriel India Limited
29th Milestone, Pune-Nashik Highway,
Village Kuruli, Taluka Khed,
Pune - 410 501, Maharashtra, India

The Fifty Fourth (54th) Annual General Meeting of the Equity Shareholders of Gabriel India Limited held on Friday, July 29, 2016 at 2.30 p.m. at 29th Milestone, Pune-Nashik Highway, Village Kuruli, Taluka Khed, Pune 410 501, Maharashtra

Dear Madam,

I, Savita Jyoti, Practicing Company Secretary, appointed as Scrutinizer(s) for the purpose of the remote e-voting and poll taken on the below mentioned resolution(s), in connection with the 54th Annual General Meeting of the Equity Shareholders of Gabriel India Limited held on Friday, July 29, 2016 at 2.30 p.m. at 29th Milestone, Pune-Nashik Highway, Village Kuruli, Taluka Khed, Pune 410 501, Maharashtra, report as under :

1. After the time fixed for closing of the voting by the Chairperson of the Meeting, the polling papers were taken into my custody for scrutiny of the votes.
2. The logged in votes were subsequently diligently scrutinised. The logged-in details of the shareholders were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorisations lodged with the Company.
3. The Consolidated result resolution-wise of e-voting and polling is annexed herewith: Annexure A
4. The Reports on remote e-voting is based on the data downloaded from the remote e-voting platform provided by Karvy Computershare Private Limited ("Karvy") and poll as per the ballot in the Annual General Meeting of the Company.


SAVITA JYOTHI, FCS 3738
Practicing Company Secretary
Certificate of Practice No.1796

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SAVITA JYOTI ASSOCIATES

COMPANY SECRETARIES

CS. SAVITA JYOTI, B.Com., F.C.S.

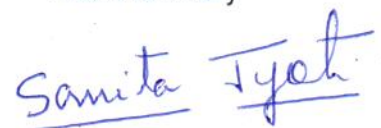
5. Soft Copy of the list of equity shareholders who voted "FOR"/"AGAINST" for each resolution has been emailed to the Company Secretary.
6. The poll results and all other relevant records were sealed and handed over to the Company Secretary authorised by the Board of Directors for safe keeping.

Thanking you,

Place: Pune

Dated: July 29, 2016

Yours faithfully



Ms. Savita Jyoti
Scrutiniser
Practicing Company Secretary

ANNEXURE A
Consolidated Results

Based on the result of remote e-voting and polling at the Annual General Meeting, consolidated results of each item of the Agenda as set out in the Notice dated May 20, 2016 is as given below:

Consolidated Results of Item No. 1:

To receive, consider and adopt the Financial Statements of the Company for the year ended March 31, 2016 and Reports of Board of Directors and Auditors thereon;

Particulars	Number of Votes contained in			Percentage
	Remote e-votes	Poll at AGM	Total	
Assent	90689499	5314	90694813	100
Dissent	0	0	0	0
Total	90689499	5314	90694813	100

Thus, the Ordinary Resolution as contained in Item No. 1 of the Notice dated May 20, 2016, is passed with requisite majority.

Consolidated Results of Item No. 2

To declare final dividend for the financial year 2015-16

Particulars	Number of Votes contained in			Percentage
	Remote e-votes	Poll at AGM	Total	
Assent	90689899	5314	90695213	100
Dissent	0	0	0	0
Total	90689899	5314	90695213	100

Thus, the Ordinary Resolution as contained in Item No. 2 of the Notice dated May 20, 2016, is passed with requisite majority.

Savita Jyoti

SAVITA JYOTHI, FCS 3738
Practicing Company Secretary
Certificate of Practice No.1796

Consolidated Results of Item No. 3

To appoint a Director in place of Mrs. Anjali Singh (DIN: 02082840), who retires by rotation and being eligible offers herself for re-appointment.

Particulars	Number of Votes contained in			Percentage
	Remote e-votes	Poll at AGM	Total	
Assent	90598225	5314	90603539	99.8994
Dissent	91274	0	91274	0.1006
Total	90689499	5314	90694813	100

Thus, the Ordinary Resolution as contained in Item No. 3 of the Notice dated May 20, 2016, is passed with requisite majority.

Consolidated Results of Item No. 4

To appoint M/s. B. K. Khare & Co., Chartered Accountants, Mumbai (Registration No.105102W) as Statutory Auditors of the Company to hold the office for a period of 5 (Five) consecutive years from the conclusion of this Annual General Meeting.

Particulars	Number of Votes contained in			Percentage
	Remote e-votes	Poll at AGM	Total	
Assent	90537646	5314	90542960	99.8321
Dissent	152253	0	152253	0.1679
Total	90689899	5314	90695213	100

Thus, the Ordinary Resolution as contained in Item No. 4 of the Notice dated May 20, 2016, is passed with requisite majority.

Consolidated Results of Item No. 5

To appoint Mr. Jagdish Kumar (DIN: 00318558) as Non-Executive Director, eligible to retire by rotation.

Particulars	Number of Votes contained in			Percentage
	Remote e-votes	Poll at AGM	Total	
Assent	90518852	5314	90524166	99.8162
Dissent	166647	0	166647	0.1838
Total	90685499	5314	90690813	100

Thus, the Ordinary Resolution as contained in Item No. 5 of the Notice dated May 20, 2016, is passed with requisite majority.


SAVITA JYOTHI, FCS 3738
Practicing Company Secretary
Certificate of Practice No.1796

Consolidated Results of Item No. 6

To re-appoint Mr. Manoj Kolhatkar (DIN: 03553983), as Managing Director of the Company for a period of 5 (five) years with effect from May 27, 2016.

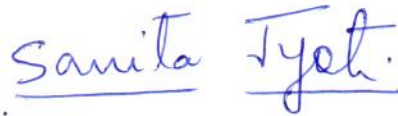
Particulars	Number of Votes contained in			Percentage
	Remote e-votes	Poll at AGM	Total	
Assent	90689499	5314	90694813	100
Dissent	0	0	0	0
Total	90689499	5314	90694813	100

Thus, the Special Resolution as contained in Item No. 6 of the Notice dated May 20, 2016, is passed with requisite majority.

Thanking you,

Yours faithfully,

For **Savita Jyoti Associates**



CS Savita Jyoti

Practicing Company Secretary

FCS 3738; CP 1796

SAVITA JYOTHI, FCS 3738

Practicing Company Secretary

Certificate of Practice No.1796

Place: Pune

Dated: July 29, 2016

GABRIEL INDIA LIMITED

Date of the AGM	29-07-2016
Total number of shareholders on record date	55914
No. of shareholders present in the meeting either in person or Promoters and Promoter Group:	2
Public:	63
No. of Shareholders attended the meeting through Video	0
Promoters and Promoter Group:	0
Public:	0

ORDINARY - To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2016 and Reports of Board of Directors and Auditors thereon.									
Resolution required: (Ordinary/ Special)	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	
Whether promoter/ promoter group are interested in the agenda/resolution? Category	No								
Promoter and Promoter Group	E-Voting	78475368	75292556	95.9442	75292556	0	100.0000	0.0000	
	Poll	78475368	0	0.0000	00	0	0.0000	0.0000	
Public- Institutions	Postal Ballot (if applicable)	78475368	0	0.0000	00	0	0.0000	0.0000	
	E-Voting	26118928	15369738	58.8452	15369738	0	100.0000	0.0000	
Public- Non Institutions	Poll	26118928	0	0.0000	00	0	0.0000	0.0000	
	Postal Ballot (if applicable)	26118928	0	0.0000	00	0	0.0000	0.0000	
Total	E-Voting	39049644	27205	0.0697	27205	0	100.0000	0.0000	
	Poll	39049644	5314	0.0136	5314	0	100.0000	0.0000	
	Postal Ballot (if applicable)	39049644	0	0.0000	00	0	0.0000	0.0000	
	Total	143643940	90694813	63.1386	90694813	0	100.0000	0.0000	

ORDINARY - To declare final dividend for the financial year 2015-16.									
Resolution required: (Ordinary/ Special)	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	
Whether promoter/ promoter group are interested in the agenda/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	78475368	75292556	95.9442	75292556	0	100.0000	0.0000
	Poll	78475368	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	78475368	0	0.0000	00	0	0.0000	0.0000
Public- Institutions	E-Voting	26118928	15369738	58.8452	15369738	0	100.0000	0.0000
	Poll	26118928	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	26118928	0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	39049644	27605	0.0707	27605	0	100.0000	0.0000
	Poll	39049644	5314	0.0136	5314	0	100.0000	0.0000
	Postal Ballot (if applicable)	39049644	0	0.0000	00	0	0.0000	0.0000
	Total	143643940	90695213	63.1389	90695213	0	100.0000	0.0000

Resolution required: (Ordinary/ Special)	Whether promoter/ promoter group are interested in the agenda/resolution?	Yes	No	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
ORDINARY - To appoint a Director in place of Mrs. Anjali Singh (DIN : 02082840), who retires by rotation and being eligible offers herself for re-appointment.										
Promoter and Promoter Group	E-Voting	78475368	75292556	95.9442	75292556	0	75292556	0	100.0000	0.0000
	Poll	78475368	0	0.0000	00	0	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	78475368	0	0.0000	00	0	00	0	0.0000	0.0000
Public- Institutions	E-Voting	26118928	15369738	58.8452	15369738	91074	15278664	91074	99.4074	0.5925
	Poll	26118928	0	0.0000	00	0	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	26118928	0	0.0000	00	0	00	0	0.0000	0.0000
	Total	143643940	90695213	63.1389	90695213	0	90695213	0	100.0000	0.0000



Public- Non Institutions	Postal Ballot (if applicable)	39049644	0	0.0000	00	0	0.0000	0.0000	0.0000
	Total	143643940	90694813	63.1386	90603539	91274	99.8994	99.8994	0.1006

ORDINARY - To appoint M/s. B.K. Khare & Co., Chartered Accountants, Mumbai (Registration No. 105102W) as Statutory Auditors of the Company to hold the office for a period of 5 (five) consecutive years from the conclusion of this AGM.									
Resolution required: (Ordinary/ Special)	Whether promoter/ promoter group are interested in the agenda/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	78475368	75292556	95.9442	75292556	0	100.0000	0.0000	
	Poll	78475368	0	0.0000	00	0	0.0000	0.0000	
	Postal Ballot (if applicable)	78475368	0	0.0000	00	0	0.0000	0.0000	
Public- Institutions	E-Voting	26118928	15369738	58.8452	15217535	152203	99.0097	0.9902	
	Poll	26118928	0	0.0000	00	0	0.0000	0.0000	
	Postal Ballot (if applicable)	26118928	0	0.0000	00	0	0.0000	0.0000	
Public- Non Institutions	E-Voting	39049644	27605	0.0707	27555	50	99.8188	0.1811	
	Poll	39049644	5314	0.0136	5314	0	100.0000	0.0000	
	Postal Ballot (if applicable)	39049644	0	0.0000	00	0	0.0000	0.0000	
	Total	143643940	90695213	63.1389	90542960	152253	99.8321	0.1679	

ORDINARY - To appoint Mr. Jagdish Kumar (DIN : 00318558) as Non-Executive Director, eligible to retire by rotation.									
Resolution required: (Ordinary/ Special)	Whether promoter/ promoter group are interested in the agenda/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	
	E-Voting	78475368	75292556	95.9442	75292556	0	100.0000	0.0000	
	Poll	78475368	0	0.0000	00	0	0.0000	0.0000	



Promoter and Promoter Group	Postal Ballot (if applicable)	78475368	0	0.0000	00	0	0.0000	0	0.0000	0.0000
	E-Voting	26118928	15369738	58.8452	15203591	166147	98.9189	1.0810	0.0000	0.0000
	Poll	26118928	0	0.0000	00	0	0.0000	0.0000	0.0000	0.0000
Public- Institutions	Postal Ballot (if applicable)	26118928	0	0.0000	00	0	0.0000	0.0000	0.0000	0.0000
	E-Voting	39049644	23205	0.0594	22705	500	97.8452	2.1547	0.0000	0.0000
	Poll	39049644	5314	0.0136	5314	0	100.0000	0.0000	0.0000	0.0000
Public- Non Institutions	Postal Ballot (if applicable)	39049644	0	0.0000	00	0	0.0000	0.0000	0.0000	0.0000
	Total	143643940	90690813	63.1358	90524166	166647	99.8162	0.1838	0.0000	0.1838

SPECIAL - To re-appoint Mr. Manoj Kolhatkar (DIN : 03553983), as Managing Director of the Company for a period of 5 (five) years with effect from May 27, 2016.

Resolution required: (Ordinary/ Special)	No									
Whether promoter/ promoter group are interested in the agenda/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	78475368	75292556	95.9442	75292556	0	100.0000	0.0000	0.0000	0.0000
	Poll	78475368	0	0.0000	00	0	0.0000	0.0000	0.0000	0.0000
	Postal Ballot (if applicable)	78475368	0	0.0000	00	0	0.0000	0.0000	0.0000	0.0000
Public- Institutions	E-Voting	26118928	15369738	58.8452	15369738	0	100.0000	0.0000	0.0000	0.0000
	Poll	26118928	0	0.0000	00	0	0.0000	0.0000	0.0000	0.0000
	Postal Ballot (if applicable)	26118928	0	0.0000	00	0	0.0000	0.0000	0.0000	0.0000
	E-Voting	39049644	27205	0.0697	27205	0	100.0000	0.0000	0.0000	0.0000
	Poll	39049644	5314	0.0136	5314	0	100.0000	0.0000	0.0000	0.0000
Public- Non Institutions	Postal Ballot (if applicable)	39049644	0	0.0000	00	0	0.0000	0.0000	0.0000	0.0000
	Total	143643940	90694813	63.1386	90694813	0	100.0000	0.0000	0.0000	0.0000

For GABRIEL INDIA LTD.


Nitesh Jain
Company Secretary