

CS. SAVITA JYOTI, B.Com., F.C.S. **Consolidated Scrutinizer's Report**

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

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

The Fifty Sixth (56th) Annual General Meeting of the Equity Shareholders of Gabriel India Limited held on Wednesday, August 08, 2018 at 2.30 p.m. IST at Auditorium, Gabriel India Limited, 29th Milestone, Pune-Nashik Highway, Village Kuruli, Taluka Khed, Pune 410 501, Maharashtra

Dear Madam,

I, Savita Jyoti, Practicing Company Secretary, was 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 56th Annual General Meeting of the Equity Shareholders of Gabriel India Limited held on Wednesday, August 08, 2018 at 2.30 p.m. IST at Auditorium, Gabriel India Limited, 29th Milestone, Pune-Nashik Highway, Village Kuruli, Taluka Khed, Pune 410 501, Maharashtra.

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 Karvy Computershare Private Limited (KARVY), Registrar and Transfer Agents of the Company and the authorisations lodged with the Company.
3. The result of the remote e-voting resolution-wise is annexed herewith : Annexure A
4. The result of the polling resolution-wise is annexed herewith : Annexure B
5. The Consolidated result resolution-wise of e-voting and polling is annexed herewith: Annexure C


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

6. The Reports on remote e-voting is based on the data downloaded from the remote e-voting platform provided by Karvy (Registrar and Transfer Agents) and poll as per the ballot in the Annual General Meeting of the Company.
7. Soft Copy of the list of equity shareholders who voted "FOR"/"AGAINST" for each resolution has been emailed to the Company Secretary.
8. 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,

Yours faithfully,
for **Savita Jyoti Associates**


CS Savita Jyoti
Scrutinizer
FCS 3738; CP 1796

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

Place: Pune

Dated: August 8, 2018

ANNEXURE – A
Remote e-voting Results

a) Resolution at Item No.1 of the Notice for the AGM: **Ordinary Resolution**

To receive, consider and adopt the Financial Statements for the year ended March 31, 2018 and Reports of Board of Directors and Auditors thereon.

(i) Voted in favour of the resolution:

Number of members voted by remote e-voting	Number of votes cast by them	% of total number of valid votes cast
74	83429657	100

(ii) Voted against the resolution:

Number of members voted by remote e-voting	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid votes/ Abstained :

Number of members voted by remote e-voting	Total number of votes cast by them
1	10

b) Resolution at Item No.2 of the Notice for this AGM: **Ordinary Resolution**

To declare final dividend for the financial year 2017-18

(i) Voted in favour of the resolution:

Number of members voted by remote e-voting	Number of votes cast by them	% of total number of valid votes cast
74	83429658	100

(ii) Voted against the resolution:

Number of members voted by remote e-voting	Number of votes cast by them	% of total number of valid votes cast
0	0	0

X.J.

(iii) Invalid votes/ Abstained:

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

Number of members voted by remote e-voting	Total number of votes cast by them
1	10

c) Resolution at Item No. 3 of the Notice for this AGM: **Ordinary Resolution**

To appoint a Director in place of Mrs. Anjali Singh (DIN No.02082840), who retires by rotation and being eligible offers herself for re-appointment.

(i) Voted in favour of the resolution:

Number of members voted by remote e-voting	Number of votes cast by them	% of total number of valid votes cast
69	83429414	99.9999

(ii) Voted against the resolution:

Number of members voted by remote e-voting	Number of votes cast by them	% of total number of valid votes cast
5	80	0.0001

(iii) Invalid votes/ Abstained:

Number of members voted by remote e -voting	Total number of votes cast by them
2	172

d) Resolution at Item No.4 of the Notice for this AGM: **Ordinary Resolution**

To Consider and Approve appointment of Mr. Pradeep Banerjee as Non-Executive Independent Director for five years

(i) Voted in favour of the resolution:

Number of members voted by remote e-voting	Number of votes cast by them	% of total number of valid votes cast
70	83429414	99.9999

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

(ii) Voted against the resolution:

Number of members voted by remote e-voting	Number of votes cast by them	% of total number of valid votes cast
3	61	0.0001

(iii) Invalid votes/ Abstained:

Number of members voted by remote e-voting	Total number of votes cast by them
3	192

e) Resolution at Item No.5 of the Notice for this AGM: **Special Resolution**

To consider and approve re-classification of promoters Ms. Prem Anand and Mr. Kuldip Chand Anand as Non-promoters

(i) Voted in favour of the resolution:

Number of members voted by remote e-voting	Number of votes cast by them	% of total number of valid votes cast
68	83429220	99.9997

(ii) Voted against the resolution:

Number of members voted by remote e-voting	Number of votes cast by them	% of total number of valid votes cast
3	241	0.0003

(iii) Invalid votes/ Abstained:

Number of members voted by remote e-voting	Total number of votes cast by them
4	204

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ANNEXURE – B
Results of Polling at the AGM

a) Resolution at Item No.1 of the Notice for the AGM: **Ordinary Resolution**

To receive, consider and adopt the Financial Statements for the year ended March 31, 2018 and Reports of Board of Directors and Auditors thereon.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
25	4954	100

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid votes / Abstained :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by Them
1	5

b) Resolution at Item No.2 of the Notice for this AGM: **Ordinary Resolution**

To declare final dividend for the financial year 2017-18

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
25	4954	100

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

X.J.

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

(iii) Invalid votes / Abstained :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by Them
1	5

c) Resolution at Item No. 3 of the Notice for this AGM: **Ordinary Resolution**

To appoint a Director in place of Mrs. Anjali Singh (DIN No.02082840), who retires by rotation and being eligible offers herself for re-appointment.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
25	4954	100

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid votes / Abstained :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by Them
1	5

d) Resolution at Item No.4 of the Notice for this AGM: **Ordinary Resolution**

To Consider and Approve appointment of Mr. Pradeep Banerjee as Non-Executive Independent Director for five years.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
25	4954	100

A.J.

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

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid votes / Abstained :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by Them
1	5

e) Resolution at Item No.5 of the Notice for this AGM: **Special Resolution**

To consider and approve re-classification of promoters Ms. Prem Anand and Mr. Kuldip Chand Anand as Non-promoters

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
25	4954	100

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid votes / Abstained :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by Them
1	5

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

ANNEXURE C
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 11, 2018 is as given below:

Consolidated Results of Item No. 1:

To receive, consider and adopt the Financial Statements for the year ended March 31, 2018 and Reports of Board of Directors and Auditors thereon.

Particulars	Number of members voted	Number of Votes cast in			% of total number of valid votes cast
		Remote e-votes	votes by Poll at AGM	Total	
Voted in favour	99	83429657	4954	83434611	100
Voted against	0	0	0	0	0
Total	99	83429657	4954	83434611	100

Invalid/Abstained	2	10	5	15
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Thus, the **Ordinary Resolution** as contained in Item No. 1 of the Notice dated May 11, 2018, is passed with requisite majority.

Consolidated Results of Item No. 2

To declare final dividend for the financial year 2017-18.

Particulars	Number of members voted	Number of Votes cast in			% of total number of valid votes cast
		Remote e-votes	votes by Poll at AGM	Total	
Voted in favour	99	83429658	4954	83434612	100
Voted against	0	0	0	0	0
Total	99	83429658	4954	83434612	100

Invalid/Abstained	2	10	5	15
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Thus, the **Ordinary Resolution** as contained in Item No. 2 of the Notice dated May 11, 2018, is passed with requisite majority.

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Consolidated Results of Item No. 3

To appoint a Director in place of Mrs. Anjali Singh (DIN No.02082840), who retires by rotation and being eligible offers herself for re-appointment.

Particulars	Number of members voted	Number of Votes cast in			% of total number of valid votes cast
		Remote e-votes	votes by Poll at AGM	Total	
Voted in favour	94	83429414	4954	83434368	99.9999
Voted against	5	80	0	80	0.0001
Total	99	83429494	4954	83434448	100

Invalid/Abstained	3	172	5	177
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Thus, the **Ordinary Resolution** as contained in Item No. 3 of the Notice dated May 11, 2018, is passed with requisite majority.

Consolidated Results of Item No. 4

To Consider and Approve appointment of Mr. Pradeep Banerjee as Non-Executive Independent Director for five years.

Particulars	Number of members voted	Number of Votes cast in			% of total number of valid votes cast
		Remote e-votes	votes by Poll at AGM	Total	
Voted in favour	95	83429414	4954	83434368	99.9999
Voted against	3	61	0	61	0.0001
Total	98	83429475	4954	83434429	100

Invalid/Abstained	4	192	5	197
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Thus, the **Ordinary Resolution** as contained in Item No. 4 of the Notice dated May 11, 2018, is passed with requisite majority.

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Consolidated Results of Item No. 5

To consider and approve re-classification of promoters Ms. Prem Anand and Mr. Kuldip Chand Anand as Non-promoters.

Particulars	Number of members voted	Number of Votes cast in			% of total number of valid votes cast
		Remote e-votes	votes by Poll at AGM	Total	
Voted in favour	93	83429220	4954	83434174	99.9997
Voted against	3	241	0	241	0.0003
Total	96	83429461	4954	83434415	100

Invalid/Abstained	5	204	5	209
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Thus, the **Special Resolution** as contained in Item No. 5 of the Notice dated May 11, 2018, is passed with requisite majority.

Thanking you,

Yours faithfully,

For **Savita Jyoti Associates**

Savita Jyoti

CS Savita Jyoti

Practicing Company Secretary

FCS 3738; CP 1796

Witness 1:

Sanam

Witness 2:

Vibha

Place: Pune

Dated: August 8, 2018

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