

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
Executive Chairperson
Gabriel India Limited
29th Milestone, Pune-Nashik Highway,
Village Kuruli, Taluka Khed,
Pune - 410 501,
Maharashtra, INDIA

The Fifty Seventh (57th) Annual General Meeting of the Equity Shareholders of Gabriel India Limited held on Tuesday, August 13, 2019 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, 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 57th Annual General Meeting of the Equity Shareholders of Gabriel India Limited held on Tuesday, August 13, 2019 at 2.30 p.m. IST at Auditorium, Gabriel India Limited, 29th Milestone, Pune-Nashik Highway, Village Kuruli, Taluka Khed, Pune 410 501, Maharashtra, INDIA.

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 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
6. The Reports on remote e-voting is based on the data downloaded from the remote e-voting platform provided by Karvy 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.

A. J.

SAVITA JYOTI ASSOCIATES
COMPANY SECRETARIES

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

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**

Savita Jyoti

CS Savita Jyoti
Scrutinizer
FCS 3738; CP 1796

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

Place: Pune

Dated: August 13, 2019

ANNEXURE – A
Remote e-voting Results

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

To receive, consider and adopt the Audited Financial Statements for the year ended March 31, 2019, 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
50	83059606	99.9998

(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	150	0.0002

(iii) Invalid votes/ Abstained :

Number of members voted by remote e-voting	Total number of votes cast by them
0	0

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

To declare final dividend for the financial year 2018-19

(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
50	83059606	99.9998

(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	150	0.0002

A.J.

SAVITA JYOTI ASSOCIATES
COMPANY SECRETARIES

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(iii) Invalid votes/ Abstained:

Number of members voted by remote e-voting	Total number of votes cast by them
0	0

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

To appoint a Director in place of Mr. Jagdish Kumar (DIN: 00318558), who retires by rotation and being eligible offers himself 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
48	83047040	99.9847

(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	12716	0.0153

(iii) Invalid votes/ Abstained:

Number of members voted by remote e-voting	Total number of votes cast by them
0	0

4. Resolution at Item No.4 of the Notice for this AGM: **Special Resolution**

To re-appoint Mr. Pradipta Sen (DIN: 00051758) as an independent Director for the second term of three years from September 18, 2019 to September 17, 2022

(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
47	83047013	99.9847

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COMPANY SECRETARIES

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
6	12743	0.0153

(iii) Invalid votes/ Abstained:

Number of members voted by remote e-voting	Total number of votes cast by them
0	0

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

To re-appoint Mr. Aditya Vij (DIN: 03200194) as an independent Director for the second term of three years from March 31, 2020 to March 30, 2023.

(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
49	83053606	99.9926

(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
4	6150	0.0074

(iii) Invalid votes/ Abstained:

Number of members voted by remote e-voting	Total number of votes cast by them
0	0

A.J.

ANNEXURE – B
Results of Polling at the AGM

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

To receive, consider and adopt the Audited Financial Statements for the year ended March 31, 2019, 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
35	3404	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

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

To declare final dividend for the financial year 2018-19

(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
35	3404	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

A.J.

SAVITA JYOTI ASSOCIATES
COMPANY SECRETARIES

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

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

To appoint a Director in place of Mr. Jagdish Kumar (DIN: 00318558), who retires by rotation and being eligible offers himself 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
35	3404	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

4. Resolution at Item No.4 of the Notice for this AGM: **Special Resolution**

To re-appoint Mr. Pradipta Sen (DIN: 00051758) as an independent Director for the second term of three years from September 18, 2019 to September 17, 2022

(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
35	3404	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

A.J.

SAVITA JYOTI ASSOCIATES COMPANY SECRETARIES

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

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

To re-appoint Mr. Aditya Vij (DIN: 03200194) as an independent Director for the second term of three years from March 31, 2020 to March 30, 2023.

(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
35	3404	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

A.J.

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 16, 2019 is as given below:

Consolidated Results of Item No. 1:

To receive, consider and adopt the Audited Financial Statements for the year ended March 31, 2019, 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	85	83059606	3404	83063010	99.9998
Voted against	3	150	0	150	0.0002
Total	88	83059756	3404	83063160	100

Invalid/Abstained	1	0	5	5
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Thus, the Ordinary Resolution as contained in Item No. 1 of the Notice dated May 16, 2019, is passed with requisite majority.

Consolidated Results of Item No. 2

To declare final dividend for the financial year 2018-19.

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	85	83059606	3404	83063010	99.9998
Voted against	3	150	0	150	0.0002
Total	88	83059756	3404	83063160	100

Invalid/Abstained	1	0	5	5
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Thus, the Ordinary Resolution as contained in Item No. 2 of the Notice dated May 16, 2019, is passed with requisite majority.

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

Consolidated Results of Item No. 3

To appoint a Director in place of Mr. Jagdish Kumar (DIN: 00318558), who retires by rotation and being eligible offers himself 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	83	83047040	3404	83050444	99.9847
Voted against	5	12716	0	12716	0.0153
Total	88	83059756	3404	83063160	100

Invalid/Abstained	1	0	5	5
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Thus, the Ordinary Resolution as contained in Item No. 3 of the Notice dated May 16, 2019, is passed with requisite majority.

Consolidated Results of Item No. 4

To re-appoint Mr. Pradipta Sen (DIN: 00051758) as an independent Director for the second term of three years from September 18, 2019 to September 17, 2022

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	82	83047013	3404	83050417	99.9847
Voted against	6	12743	0	12743	0.0153
Total	88	83059756	3404	83063160	100

Invalid/Abstained	1	0	5	5
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Thus, the Special Resolution as contained in Item No. 4 of the Notice dated May 16, 2019, is passed with requisite majority.

A.J.

Consolidated Results of Item No. 5

To re-appoint Mr. Aditya Vij (DIN: 03200194) as an independent Director for the second term of three years from March 31, 2020 to March 30, 2023.

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	84	83053606	3404	83057010	99.9926
Voted against	4	6150	0	6150	0.0074
Total	88	83059756	3404	83063160	100

Invalid/Abstained	1	0	5	5
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Thus, the Special Resolution as contained in Item No. 5 of the Notice dated May 16, 2019, 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

Place: Pune
Dated: August 13, 2019

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

Witness:

1

Sonam

2

Vishva