

A. K. LABH

FCS, ACMA (ICAI), MBA, M.Com., ACSI (Lond)
DIM, DHRD, PGHDSM, DIRPM
Practicing Company Secretary



A. K. LABH & Co.

Company Secretaries

40, Weston Street, 3rd Floor, Kolkata - 700 013

☎ (033) 2221-9381, Fax : (033) 2221-9381

Mobile : 98300-55689

e-mail : aklabh@aklabh.com / aklabhcs@gmail.com

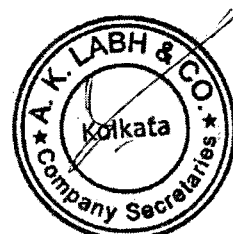
Website : www.aklabh.com

CONSOLIDATED SCRUTINIZER'S REPORT

To
The Chairman
Gobind Sugar Mills Limited
9/1, R N Mukherjee Road,
Kolkata - 700 001
West Bengal

Dear Sir,

- (1) We have been appointed as Scrutinizer by the Company for conducting the postal ballot and e-voting process in a fair and transparent manner in terms of the resolution of the Board of Directors of the Company dated 25th July 2018.
- (2) The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to e-voting and postal ballot on the resolutions contained in the Notice of the postal ballot and e-voting dated the 22nd September, 2018. Our responsibility as a scrutinizer for the voting process through electronic means and postal ballots is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions, based on the reports generated from the e-voting system of Central Depository Services (India) Limited (CDSL) and of voting received through postal ballots as provided by M/s Link Intime India Private Limited, Kolkata, the agencies engaged by the Company to provide e-voting / postal ballot facilities.
- (3) We submit our report as under :
 - (a) The Company has completed the dispatch of Postal Ballot Notice and Postal Ballot forms (containing e-voting instructions) through Registered Post on 26th and 27th September, 2018 to its Members, whose name(s) appeared on the Register of Members / list of beneficiaries as on the close of business hours on 21st day of September, 2018.
 - (b) The postal ballot forms were kept under our safe custody in sealed and tamper proof ballot boxes.
 - (c) The ballot boxes were opened after 5:00 p.m. on Tuesday, 30th day of October, 2018 in our presence.



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- (d) The postal ballot forms were duly opened in our presence and scrutinized.
- (e) Particulars of all the postal ballot forms received from the Members have been entered in a register separately maintained for the purpose.
- (f) Preference Shareholders of the Company were also provided the facility to cast their vote through physical ballot in terms of Section 47 of the Companies Act, 2013.
- (g) All postal ballot forms received on or before 5:00 p.m. on Tuesday, 30th day of October, 2018 the last date as fixed by the Company for receipt of the forms, were considered for our scrutiny.
- (h) Envelopes containing postal ballot forms received after 5:00 p.m. on Tuesday, 30th day of October, 2018, *if any*, were not considered for our scrutiny.
- (i) We did not find any defaced ballot paper.
- (j) Members were provided the opportunity to cast their vote(s) through electronic voting system in terms of the platform as provided by CDSL e-voting system (www.evotingindia.com).
- (k) The e-voting period remained open from 9:00 A.M. IST on Monday, the 1st day of October, 2018 up to 5:00 P.M. IST on Tuesday, the 30th day of October, 2018.
- (l) The Shareholders holding shares as on the "cut off" date, i.e. 21st day of September, 2018 were entitled to vote on the proposed resolutions as mentioned in the notice of the postal ballot and e-voting dated 22nd day of September, 2018.
- (m) The result of the electronic voting was downloaded after 5:00 p.m. on Tuesday, the 30th day of October, 2018 from CDSL website providing the platform for e-voting system (www.evotingindia.com) and were unblocked in the presence of two witnesses, namely, Ms. Vinita Sampat, residing at 59, Kalicharan Ghosh Road, Kolkata – 700050 and Ms. Priti Priya Singh residing at 8/A, Kailash Saha Lane, Kolkata – 700007 and has been included in our report.
- (n) The consolidated summary of the votes casted [aggregate of Physical and Electronic Voting System (EVSN: INE246E01013)] is as follows :-



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SPECIAL BUSINESS:

(a) Resolution 1 : Special Resolution

Shifting of Registered Office of the Company from Kolkata, the State of West Bengal to National Capital Territory of Delhi

(i) *Voted in favour of the Resolution:*

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
E-voting	10	2075642	
Voting by ballot	7	933	
Total	17	2076575	100.00

(ii) *Voted against the Resolution:*

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
E-voting	0	0	
Voting by ballot	0	0	
Total	0	0	0

(iii) *Invalid Votes:*

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
1	160



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(b) Resolution 2 : Special Resolution

Re-classification of the Authorized Share Capital of the Company, with consequential amendments in the Memorandum of Association

(i) Voted in favour of the Resolution:

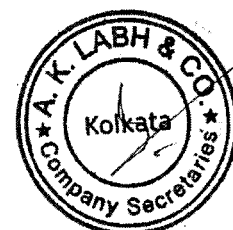
Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	10	2075642	
Voting by ballot	7	933	
Total	17	2076575	100.00

(ii) Voted against the Resolution:

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	0	0	
Voting by ballot	0	0	
Total	0	0	0

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
1	160



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(c) Resolution 3 : Special Resolution

Issue of Equity Shares to Promoter of the Company on preferential basis

(i) *Voted in favour of the Resolution:*

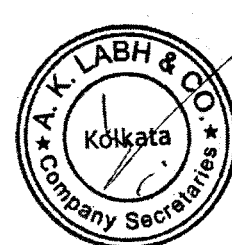
Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	10	2075642	
Voting by ballot	7	933	
Total	17	2076575	100.00

(ii) *Voted against the Resolution:*

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	0	0	
Voting by ballot	0	0	
Total	0	0	0

(iii) *Invalid Votes:*

Total number of members whose votes were declared invalid	Total number of votes cast by them
1	160



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(d) Resolution 4 : Special Resolution

Issue of Equity Shares to Promoter of the Company on preferential basis

(i) *Voted in favour of the Resolution:*

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
E-voting	10	2075642	
Voting by ballot	7	933	
Total	17	2076575	100.00

(ii) *Voted against the Resolution:*

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
E-voting	0	0	
Voting by ballot	0	0	
Total	0	0	0

(iii) *Invalid Votes:*

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
1	160



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- (o) The result of the voting by Preference Shareholders through physical ballot paper are as under :

SPECIAL BUSINESS:

(e) Resolution 1 : Special Resolution

Shifting of Registered Office of the Company from Kolkata, the State of West Bengal to National Capital Territory of Delhi

- (i) Voted in favour of the Resolution:

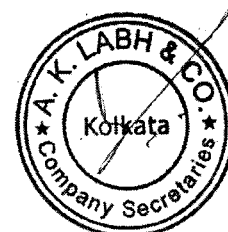
Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	0	0	
Voting by ballot	19	123259368	
Total	19	123259368	100.00

- (ii) Voted against the Resolution:

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	0	0	
Voting by ballot	0	0	
Total	0	0	0

- (iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0



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(f) Resolution 2 : Special Resolution

Re-classification of the Authorized Share Capital of the Company, with consequential amendments in the Memorandum of Association

(i) *Voted in favour of the Resolution:*

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	0	0	
Voting by ballot	19	123259368	
Total	19	123259368	100.00

(ii) *Voted against the Resolution:*

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	0	0	
Voting by ballot	0	0	
Total	0	0	0

(iii) *Invalid Votes:*

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0



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(g) Resolution 3 : Special Resolution

Issue of Equity Shares to Promoter of the Company on preferential basis

(i) Voted in favour of the Resolution:

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	0	0	
Voting by ballot	19	123259368	
Total	19	123259368	100.00

(ii) Voted against the Resolution:

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	0	0	
Voting by ballot	0	0	
Total	0	0	0

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0



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(h) Resolution 4 : Special Resolution

Issue of Equity Shares to Promoter of the Company on preferential basis

(i) *Voted in favour of the Resolution:*

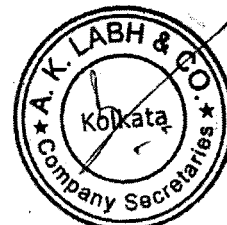
<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
E-voting	0	0	
Voting by ballot	19	123259368	
Total	19	123259368	100.00

(ii) *Voted against the Resolution:*

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
E-voting	0	0	
Voting by ballot	0	0	
Total	0	0	0

(iii) *Invalid Votes:*

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
0	0



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4. The proposed resolutions have therefore been passed with requisite majority by the Shareholders of the Company.
5. You may accordingly declare the result of e-voting and Postal Ballot.
6. The postal ballot forms, e-voting register and other related papers / registers and records shall remain in our safe custody until the Chairman considers, approves and signs the minutes of postal ballot and e-voting.

Thanking You,

Yours truly
For A. K. LABH & Co.
Company Secretaries


(CS A. K. LABH)
Practicing Company Secretary
FCS - 4848 / CP No. - 3238



Place: Kolkata
Dated: 31.10.2018



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Witness :

1. V. Sampat

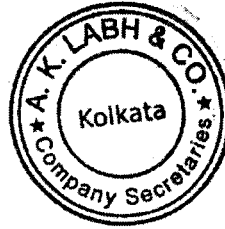
(Vinita Sampat)

59, Kalicharan Ghosh Road
Kolkata - 700 050

2. Priya Singh

(Priti Priya Singh)

8/A, Kailash Saha Lane
Kolkata - 700007



Received the Report of the Scrutinizer
For Gobind Sugar Mills Limited

(Laxman Aggarwal)
Company Secretary

