

A. K. LABH

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



A. K. LABH & Co.

Company Secretaries

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

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SCRUTINIZER'S REPORT

To
The Chairman
Gobind Sugar Mills Limited
9/1, R. N. Mukherjee Road
Kolkata - 700001
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 09th December, 2016.
- (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 10th December, 2016. 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 physical postal ballot forms (containing e-voting instructions) along with postage prepaid self-addressed envelope and postal ballot (containing e-voting instructions) through Registered Post on 14th and 15th day of December, 2016 to its Members whose name(s) appeared on the Register of Members / list of beneficiaries as on the 9th day of December, 2016.
 - (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 p.m. on Tuesday, 17th day of January, 2017, in our presence.
 - (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) All postal ballot forms received on or before 5 p.m. on Tuesday 17th January, 2017, the last date as fixed by the Company for receipt of the forms, were considered for our scrutiny.
- (g) Envelopes containing postal ballot forms received after 5 p.m. on Tuesday 17th day of January, 2017, *if any*, were not considered for our scrutiny.
- (h) We did not find any defaced ballot paper.
- (i) 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).
- (j) The e-voting period remained open from 10:00 A.M. IST on Monday, the 19th day of December, 2016 up to 5:00 P.M. IST on Tuesday, the 17th day of January, 2017.
- (k) The Shareholders holding shares as on the "cut off" date, i.e. 9th day of December, 2016 were entitled to vote on the proposed resolutions as mentioned in the notice of the postal ballot and e-voting dated 10th day of December, 2016.
- (l) The result of the electronic voting was downloaded after 5 p.m. on Tuesday, 17th day of January, 2017 from CDSL website providing the platform for e-voting system (www.evotingindia.com) and were unblocked in the presence of two witnesses, namely, Ms. Amrita Sampat, residing at 59, Kalicharan Ghosh Road, Kolkata – 700050 and Mr. Pallav Choudhary, residing at 119/14, S. D. Road, Liluah, Howrah – 711204 and has been included in our report.
- (m) The consolidated summary of the votes casted [aggregate of Physical and Electronic Voting System (EVS:N: 161121001)] is as follows :-

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 | 8 | 1995632 | |
| Voting by ballot | 3 | 448 | |
| Total | 11 | 1996080 | 100.00% |



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(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 | 0.00% |

(iii) Invalid Votes:

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

(b) Resolution 2 : Ordinary Resolution

Increase in Authorised Share Capital of the Company

(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 | 8 | 1995632 | |
| Voting by ballot | 3 | 448 | |
| Total | 11 | 1996080 | 100.00% |



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(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 | 0.00% |

(iii) Invalid Votes:

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

(c) Resolution 3 : Special Resolution

Amendment in Capital Clause of Memorandum of Association of the Company

(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 | 8 | 1995632 | |
| Voting by ballot | 3 | 448 | |
| Total | 11 | 1996080 | 100.00% |



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(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 | 0.00% |

(iii) Invalid Votes:

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

(d) Resolution 4 : Special Resolution

Issue of up to 5,00,00,000 Preference Shares of Rs 10/- each to persons other than the existing equity shareholders of the Company

(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 | 8 | 1995632 | |
| Voting by ballot | 3 | 448 | |
| Total | 11 | 1996080 | 100.00% |



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(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 | 0.00% |

(iii) Invalid Votes:

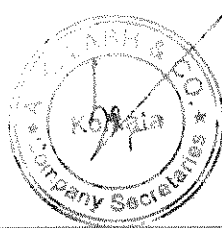
| Total number of members whose votes were declared invalid | Total number of votes cast by them |
|---|------------------------------------|
| 1 | 160 |

(e) Resolution 5 : Special Resolution

Amendment in Objects Clause of Memorandum of Association of the Company

(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 | 8 | 1995632 | |
| Voting by ballot | 3 | 448 | |
| Total | 11 | 1996080 | 100.00% |



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(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 | 0.00% |

(iii) Invalid Votes:

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

- The proposed resolutions have therefore been passed unanimously by the Shareholders of the Company.
- You may accordingly declare the result of e-voting and Postal Ballot.
- 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

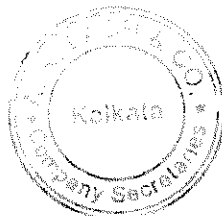
For A. K. LABH & Co.

Company Secretaries

(CS A. K. LABH)

Practicing Company Secretary

FCS - 4848 / CP No. - 3238



Place: Kolkata

Dated: 18.01.2017



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Witness :

1. *Amrita Sampat*

(Amrita Sampat)

59, Kalicharan Ghosh Road
Kolkata - 700 050

2. *Pallav Choudhary*

(Pallav Choudhary)

119/14, S. D. Road, Liluah
Howrah - 711204

Received the Report of the Scrutinizer
For Gobind Sugar Mills Limited

(Laxman Aggarwal)
Company Secretary