

## 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

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### CONSOLIDATED SCRUTINIZER'S REPORT

To

**The Chairman**

**Gobind Sugar Mills Limited**

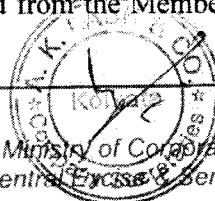
**9/1, R. N. Mukherjee Road**

**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 12<sup>th</sup> May, 2017.
- (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 19<sup>th</sup> May, 2017. 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 through Registered Post on 6<sup>th</sup> and 7<sup>th</sup> day of July, 2017 to its Members whose name(s) appeared on the Register of Members / list of beneficiaries as on the close of business hours on 23<sup>rd</sup> day of June, 2017.
  - (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 Wednesday, 9<sup>th</sup> day of August, 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.



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- (f) All postal ballot forms received on or before 5 p.m. on Wednesday 9<sup>th</sup> August, 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 Wednesday 9<sup>th</sup> day of August, 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](http://www.evotingindia.com)).
- (j) The e-voting period remained open from 10:00 A.M. IST on Tuesday, the 11<sup>th</sup> day of July, 2017 up to 5:00 P.M. IST on Wednesday, the 9<sup>th</sup> day of August, 2017.
- (k) The Shareholders holding shares as on the "cut off" date, i.e. 23<sup>rd</sup> day of June, 2017 were entitled to vote on the proposed resolutions as mentioned in the notice of the postal ballot and e-voting dated 19<sup>th</sup> day of May, 2017.
- (l) The result of the electronic voting was downloaded after 5 p.m. on Wednesday, 9<sup>th</sup> day of August, 2017 from CDSL website providing the platform for e-voting system ([www.evotingindia.com](http://www.evotingindia.com)) and were unblocked in the presence of two witnesses, namely, Mr. Asit Kumar Labh residing at 71, N. D. Road, Kolkata – 700008 and Ms. Amrita Sampat, residing at 59, Kalicharan Ghosh Road, Kolkata – 700050 and has been included in our report.
- (m) The consolidated summary of the votes casted [aggregate of Physical and Electronic Voting System (EVSN: 170627002)] is as follows :-

## **SPECIAL BUSINESS:**

### **(a) Resolution 1 : Special Resolution**

***Rescinding of resolution for increase in authorized share capital of the Company***

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

<b>Mode of voting</b>	<b>Number of Members voted</b>	<b>Number of votes cast by them</b>	<b>% of total number of valid votes cast</b>
E-voting	8	1995632	
Voting by ballot	14	2080	
<b>Total</b>	<b>22</b>	<b>1997712</b>	<b>100.00%</b>



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*(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	
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0.00%</b>

*(iii) Invalid Votes:*

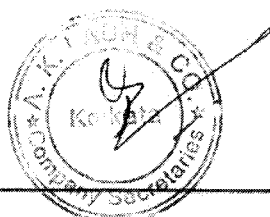
<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
0	0

**(b) Resolution 2 : Special Resolution**

*Rescinding of resolution for Amendment in Capital Clause of Memorandum of Association of the Company*

*(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	14	2080	
<b>Total</b>	<b>22</b>	<b>1997712</b>	<b>100.00%</b>



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(ii) Voted **against** the Resolution:

<b>Mode of voting</b>	<b>Number of Members voted</b>	<b>Number of votes cast by them</b>	<b>% of total number of valid votes cast</b>
E-voting	0	0	
Voting by ballot	0	0	
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0.00%</b>

(iii) Invalid Votes:

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

## (c) **Resolution 3 : Special Resolution**

**Rescinding of resolution for 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:

<b>Mode of voting</b>	<b>Number of Members voted</b>	<b>Number of votes cast by them</b>	<b>% of total number of valid votes cast</b>
E-voting	8	1995632	
Voting by ballot	14	2080	
<b>Total</b>	<b>22</b>	<b>1997712</b>	<b>100.00%</b>



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## (ii) Voted against the Resolution:

<b>Mode of voting</b>	<b>Number of Members voted</b>	<b>Number of votes cast by them</b>	<b>% of total number of valid votes cast</b>
E-voting	0	0	
Voting by ballot	0	0	
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0.00%</b>

## (iii) Invalid Votes:

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

## (d) Resolution 4 : Special Resolution

### *Alteration of Articles of Association of the Company*

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

<b>Mode of voting</b>	<b>Number of Members voted</b>	<b>Number of votes cast by them</b>	<b>% of total number of valid votes cast</b>
E-voting	8	1995632	
Voting by ballot	14	2080	
<b>Total</b>	<b>22</b>	<b>1997712</b>	<b>100.00%</b>



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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	
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0.00%</b>


## (iii) Invalid Votes:

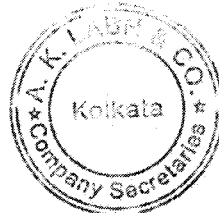
Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

4. The proposed resolutions have therefore been passed unanimously 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: 11.08.2017

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*Witness :*

1. *Asit Kumar Labh*

(Asit Kumar Labh)

71, N. D. Road

Kolkata - 700 008

2. *Amrita Sampat*

(Amrita Sampat)

59, Kalicharan Ghosh Road

Kolkata - 700 050



**Received the Report of the Scrutinizer**

**For Gobind Sugar Mills Limited**

**(Laxman Aggarwal)**

**Company Secretary**