



Report of Scrutinizer
FORM No. MGT-13

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2)
of the Companies (Management and Administration) Rule, 2014]

To
The Chairman of
41st Annual General Meeting of
Gujarat Sidhee Cement Limited

Dear Sir/Madam,

I, Sachin Ahuja, Proprietor of M/S Sachin Ahuja & Associates was appointed as Scrutinizer for the purpose of scrutinizing the remote e-voting process and voting taken by poll on the under mentioned Resolution(s), at the Annual General Meeting of the Equity shareholders of Gujarat Sidhee Cement Limited, held on Tuesday, 22nd September, 2015 at 10.30 a.m. at the Registered Office of the Company, situated at Off Veraval – Kodinar Highway, Sidheegram 362 276, District – Gir Somnath (Gujarat),
submit my report as under:

A. Related to E-Voting

1. The e-voting period commenced on Friday, the 18th September, 2015 (9.00 am) and ended on Monday the 21st September, 2015 (5.00 pm).
2. The Annual Report and the notice was sent by electronic mode to those members whose email ids were registered with the Depository Participants and for other members, hard copy of the annual report containing the notice was sent by post.
3. The votes cast were unblocked on 24th September 2015 in the presence of 2 witnesses, Mr. Deepak Gangwani and Mr. Umesh Rambade who are not in the



employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.



Name: Deepak Gangwani



Name: Umesh Rambade

4. Thereafter the details containing *inter alia*, list of Equity Share Holders, who voted "for", "against" each of the Resolutions that were put to vote, were generated from the e-voting website of Central Depository Services (India) Ltd. i.e. <https://www.evotingindia.com/>

B. Relating to Voting by Poll

1. At the annual general meeting, one empty ballot box was locked by me in the presence of all the members present in person / by proxy. At the time of voting, all members casted their votes and submitted their poll papers in the ballot box.
2. The locked ballot box was subsequently opened by me and poll papers were taken in my custody. Subsequently, the votes cast were reconciled with the records maintained by the Company and the authorizations / proxies lodged with the Company.
3. There was 1 poll paper which was found defective since the DPis / Client id differs from member register.

Results of E-Voting and Voting by Ballot

The following is the Combined of the **E-Voting and the Poll**. The result of the same is as here under:

Item No. 1

Ordinary Resolution to consider and adopt the Audited Balance Sheet, Audited Statement of Profit and Loss Account for the Financial Year ended 31st March 2015 and Director's Report and Auditor's Report thereon.



i. Voted **in favour** of the resolution:

| Method of Voting | Number of members present and voting (in person or by Proxy or E-Voting) | Number of votes cast by them | % of total number of valid votes cast |
|------------------|--|------------------------------|---------------------------------------|
| E-Voting | 10 | 1412 | 99.9292% |
| Ballot Forms | 35 | 31560192 | 99.9960% |
| TOTAL | 45 | 31561604 | 99.9960% |

ii. Voted **against** the resolution:

| Method of Voting | Number of members present and voting (in person or by Proxy or E-Voting) | Number of votes cast by them | % of total number of valid votes cast |
|------------------|--|------------------------------|---------------------------------------|
| E-Voting | 1 | 1 | 0.0708% |
| Ballot Forms | NIL | NIL | NIL |
| TOTAL | 1 | 1 | 0% (rounded) |

iii. **Invalid** votes:

| Method of Voting | Number of members present and voting (in person or by Proxy or E-Voting) | Number of votes cast by them | % of total number of valid votes cast |
|------------------|--|------------------------------|---------------------------------------|
| E-Voting | Not Applicable | Not Applicable | Not Applicable |
| Ballot Forms | 1 | 1250 | 0.0040% |
| TOTAL | 1 | 1250 | 0.0040% |

Item No. 2

Ordinary resolution to appoint a Director in place of Mr. Hemnabh Khatau, (DIN 02390064) who retires by rotation and being eligible has offered himself for re-appointment

i. Voted **in favour** of the resolution:

| Method of Voting | Number of members present and voting (in person or by Proxy or E-Voting) | Number of votes cast by them | % of total number of valid votes cast |
|------------------|--|------------------------------|---------------------------------------|
| E-Voting | 10 | 1412 | 99.9292% |
| Ballot Forms | 35 | 31560192 | 99.9960% |
| TOTAL | 45 | 31561604 | 99.9960% |



ii. Voted **against** the resolution:

| Method of Voting | Number of members present and voting (in person or by Proxy or E-Voting) | Number of votes cast by them | % of total number of valid votes cast |
|------------------|--|------------------------------|---------------------------------------|
| E-Voting | 1 | 1 | 0.0708% |
| Ballot Forms | NIL | NIL | NIL |
| TOTAL | 1 | 1 | 0% (rounded) |

iii. **Invalid** votes:

| Method of Voting | Number of members present and voting (in person or by Proxy or E-Voting) | Number of votes cast by them | % of total number of valid votes cast |
|------------------|--|------------------------------|---------------------------------------|
| E-Voting | Not Applicable | Not Applicable | Not Applicable |
| Ballot Forms | 1 | 1250 | 0.0040% |
| TOTAL | 1 | 1250 | 0.0040% |

Item No. 3

Ordinary resolution to appoint M/s Manubhai & Shah, Chartered Accountants (Firm Registration No. 106041W) as Statutory Auditors for Financial Year 2014-15 and fixing their remuneration.

i. Voted **in favour** of the resolution:

| Method of Voting | Number of members present and voting (in person or by Proxy or E-Voting) | Number of votes cast by them | % of total number of valid votes cast |
|------------------|--|------------------------------|---------------------------------------|
| E-Voting | 10 | 1412 | 99.9292% |
| Ballot Forms | 34 | 31551566 | 99.9960% |
| TOTAL | 44 | 31552978 | 99.9960% |

ii. Voted **against** the resolution:

| Method of Voting | Number of members present and voting (in person or by Proxy or E-Voting) | Number of votes cast by them | % of total number of valid votes cast |
|------------------|--|------------------------------|---------------------------------------|
| E-Voting | 1 | 1 | 0.0708% |
| Ballot Forms | NIL | NIL | NIL |
| TOTAL | 1 | 1 | 0% (rounded) |



iii. **Invalid votes:**

| Method of Voting | Number of members present and voting (in person or by Proxy or E-Voting) | Number of votes cast by them | % of total number of valid votes cast |
|------------------|--|------------------------------|---------------------------------------|
| E-Voting | Not Applicable | Not Applicable | Not Applicable |
| Ballot Forms | 1 | 1250 | 0.0040% |
| TOTAL | 1 | 1250 | 0.0040% |

Item No.4

Special Resolution for Ratification of Cost Auditors remuneration to be paid to M/S M. Goyal & Co. Cost Accountants.

i. Voted **in favour** of the resolution:

| Method of Voting | Number of members present and voting (in person or by Proxy or E-Voting) | Number of votes cast by them | % of total number of valid votes cast |
|------------------|--|------------------------------|---------------------------------------|
| E-Voting | 10 | 1412 | 99.9292% |
| Ballot Forms | 36 | 31560242 | 99.9960% |
| TOTAL | 46 | 31561654 | 99.9960% |

ii. Voted **against** the resolution:

| Method of Voting | Number of members present and voting (in person or by Proxy or E-Voting) | Number of votes cast by them | % of total number of valid votes cast |
|------------------|--|------------------------------|---------------------------------------|
| E-Voting | 1 | 1 | 0.0708% |
| Ballot Forms | NIL | NIL | NIL |
| TOTAL | 1 | 1 | 0% (rounded) |

iii. **Invalid votes:**

| Method of Voting | Number of members present and voting (in person or by Proxy or E-Voting) | Number of votes cast by them | % of total number of valid votes cast |
|------------------|--|------------------------------|---------------------------------------|
| E-Voting | Not Applicable | Not Applicable | Not Applicable |
| Ballot Forms | 1 | 1250 | 0.0040% |
| TOTAL | 1 | 1250 | 0.0040% |



Item No. 5

Special Resolution for Substitution of existing set of Articles of Association with a new set of Articles of Association of the Company containing regulations in line with the Companies Act 2013.

i. Voted **in favour** of the resolution:

| Method of Voting | Number of members present and voting (in person or by Proxy or E-Voting) | Number of votes cast by them | % of total number of valid votes cast |
|------------------|--|------------------------------|---------------------------------------|
| E-Voting | 10 | 1412 | 99.9292% |
| Ballot Forms | 35 | 31551616 | 99.9960% |
| TOTAL | 45 | 31553028 | 99.9960% |

ii. Voted **against** the resolution:

| Method of Voting | Number of members present and voting (in person or by Proxy or E-Voting) | Number of votes cast by them | % of total number of valid votes cast |
|------------------|--|------------------------------|---------------------------------------|
| E-Voting | 1 | 1 | 0.0708% |
| Ballot Forms | NIL | NIL | NIL |
| TOTAL | 1 | 1 | 0% (rounded) |

iii. **Invalid** votes:

| Method of Voting | Number of members present and voting (in person or by Proxy or E-Voting) | Number of votes cast by them | % of total number of valid votes cast |
|------------------|--|------------------------------|---------------------------------------|
| E-Voting | Not Applicable | Not Applicable | Not Applicable |
| Ballot Forms | 1 | 1250 | 0.0040% |
| TOTAL | 1 | 1250 | 0.0040% |

Item No. 6

Special Resolution for Waiver of Excess remuneration paid to Mr. Jay Mehta, Executive Vice Chairman of the Company for the financial year 2014-15



i. Voted **in favour** of the resolution:

| Method of Voting | Number of members present and voting (in person or by Proxy or E-Voting) | Number of votes cast by them | % of total number of valid votes cast |
|------------------|--|------------------------------|---------------------------------------|
| E-Voting | 8 | 1340 | 94.8337% |
| Ballot Forms | 36 | 31560242 | 99.9960% |
| TOTAL | 44 | 31561582 | 99.9958% |

ii. Voted **against** the resolution:

| Method of Voting | Number of members present and voting (in person or by Proxy or E-Voting) | Number of votes cast by them | % of total number of valid votes cast |
|------------------|--|------------------------------|---------------------------------------|
| E-Voting | 3 | 73 | 5.1663% |
| Ballot Forms | NIL | NIL | NIL |
| TOTAL | 3 | 73 | 0.0002% |

iii. **Invalid** votes:

| Method of Voting | Number of members present and voting (in person or by Proxy or E-Voting) | Number of votes cast by them | % of total number of valid votes cast |
|------------------|--|------------------------------|---------------------------------------|
| E-Voting | Not Applicable | Not Applicable | Not Applicable |
| Ballot Forms | 1 | 1250 | 0.0040% |
| TOTAL | 1 | 1250 | 0.0040% |

Item No.7

Special Resolution for Revision in remuneration to Mr. Jay Mehta, Executive Vice Chairman for the period 1.4.2015 to 31.12.2015

i. Voted **in favour** of the resolution:

| Method of Voting | Number of members present and voting (in person or by Proxy or E-Voting) | Number of votes cast by them | % of total number of valid votes cast |
|------------------|--|------------------------------|---------------------------------------|
| E-Voting | 8 | 1340 | 94.8337% |
| Ballot Forms | 36 | 31560242 | 99.9960% |
| TOTAL | 44 | 31561582 | 99.9958% |



ii. Voted **against** the resolution:

| Method of Voting | Number of members present and voting (in person or by Proxy or E-Voting) | Number of votes cast by them | % of total number of valid votes cast |
|------------------|--|------------------------------|---------------------------------------|
| E-Voting | 3 | 73 | 5.1663% |
| Ballot Forms | NIL | NIL | NIL |
| TOTAL | 3 | 73 | 0.0002% |

iii. **Invalid** votes:

| Method of Voting | Number of members present and voting (in person or by Proxy or E-Voting) | Number of votes cast by them | % of total number of valid votes cast |
|------------------|--|------------------------------|---------------------------------------|
| E-Voting | Not Applicable | Not Applicable | Not Applicable |
| Ballot Forms | 1 | 1250 | 0.0040% |
| TOTAL | 1 | 1250 | 0.0040% |

Item No. 8

Special Resolution for Re-appointment of Mr. Jay Mehta as a Executive Vice Chairman for a further period of 5 years w.e.f 1st January 2016 to 31st December 2020 and remuneration payable over a period of 3 years from 1st January 2016 to 31st December 2018

i. Voted **in favour** of the resolution:

| Method of Voting | Number of members present and voting (in person or by Proxy or E-Voting) | Number of votes cast by them | % of total number of valid votes cast |
|------------------|--|------------------------------|---------------------------------------|
| E-Voting | 8 | 1340 | 94.8337% |
| Ballot Forms | 36 | 31560242 | 99.9960% |
| TOTAL | 44 | 31561582 | 99.9958% |

ii. Voted **against** the resolution:

| Method of Voting | Number of members present and voting (in person or by Proxy or E-Voting) | Number of votes cast by them | % of total number of valid votes cast |
|------------------|--|------------------------------|---------------------------------------|
| E-Voting | 3 | 73 | 5.1663% |
| Ballot Forms | NIL | NIL | NIL |
| TOTAL | 3 | 73 | 0.0002% |



iii. **Invalid** votes:

| Method of Voting | Number of members present and voting (in person or by Proxy or E-Voting) | Number of votes cast by them | % of total number of valid votes cast |
|------------------|--|------------------------------|---------------------------------------|
| E-Voting | Not Applicable | Not Applicable | Not Applicable |
| Ballot Forms | 1 | 1250 | 0.0040% |
| TOTAL | 1 | 1250 | 0.0040% |

Item No. 9

Special Resolution for Revision in remuneration to Mr. M.S. Gilotra, Managing Director for the period 1.4.2015 to 31.12.2015

i. Voted **in favour** of the resolution:

| Method of Voting | Number of members present and voting (in person or by Proxy or E-Voting) | Number of votes cast by them | % of total number of valid votes cast |
|------------------|--|------------------------------|---------------------------------------|
| E-Voting | 9 | 1362 | 96.3907% |
| Ballot Forms | 35 | 31551616 | 99.9687% |
| TOTAL | 44 | 31552978 | 99.9685% |

ii. Voted **against** the resolution:

| Method of Voting | Number of members present and voting (in person or by Proxy or E-Voting) | Number of votes cast by them | % of total number of valid votes cast |
|------------------|--|------------------------------|---------------------------------------|
| E-Voting | 2 | 51 | 3.6093% |
| Ballot Forms | 1 | 8626 | 0.0273% |
| TOTAL | 3 | 8677 | 0.0275% |

iii. **Invalid** votes:

| Method of Voting | Number of members present and voting (in person or by Proxy or E-Voting) | Number of votes cast by them | % of total number of valid votes cast |
|------------------|--|------------------------------|---------------------------------------|
| E-Voting | Not Applicable | Not Applicable | Not Applicable |
| Ballot Forms | 1 | 1250 | 0.0040% |
| TOTAL | 1 | 1250 | 0.0040% |



Item No. 10

Special Resolution for Re-appointment of Mr. M.S. Gilotra as Managing Director for a further period of 5 years w.e.f 1st January 2016 to 31st December 2020 and remuneration payable over a period of 3 years from 1st January 2016 to 31st December 2018

i. Voted **in favour** of the resolution:

| Method of Voting | Number of members present and voting (in person or by Proxy or E-Voting) | Number of votes cast by them | % of total number of valid votes cast |
|------------------|--|------------------------------|---------------------------------------|
| E-Voting | 9 | 1362 | 96.3907% |
| Ballot Forms | 35 | 31551616 | 99.9960% |
| TOTAL | 44 | 31552978 | 99.9959% |

ii. Voted **against** the resolution:

| Method of Voting | Number of members present and voting (in person or by Proxy or E-Voting) | Number of votes cast by them | % of total number of valid votes cast |
|------------------|--|------------------------------|---------------------------------------|
| E-Voting | 2 | 51 | 3.6093% |
| Ballot Forms | NIL | NIL | NIL |
| TOTAL | 2 | 51 | 0.0002% |

iii. **Invalid** votes:

| Method of Voting | Number of members present and voting (in person or by Proxy or E-Voting) | Number of votes cast by them | % of total number of valid votes cast |
|------------------|--|------------------------------|---------------------------------------|
| E-Voting | Not Applicable | Not Applicable | Not Applicable |
| Ballot Forms | 1 | 1250 | 0.0040% |
| TOTAL | 1 | 1250 | 0.0040% |

Item No. 11

Special Resolution for Section 188 of the Companies Act 2013 for Related Party transactions



i. Voted **in favour** of the resolution:

| Method of Voting | Number of members present and voting (in person or by Proxy or E-Voting) | Number of votes cast by them | % of total number of valid votes cast |
|------------------|--|------------------------------|---------------------------------------|
| E-Voting | 9 | 1362 | 96.3907% |
| Ballot Forms | 33 | 31551566 | 99.9960% |
| TOTAL | 42 | 31552928 | 99.9959% |

ii. Voted **against** the resolution:

| Method of Voting | Number of members present and voting (in person or by Proxy or E-Voting) | Number of votes cast by them | % of total number of valid votes cast |
|------------------|--|------------------------------|---------------------------------------|
| E-Voting | 2 | 51 | 3.6093% |
| Ballot Forms | NIL | NIL | NIL |
| TOTAL | 2 | 51 | 0.0002% |

iii. **Invalid** votes:

| Method of Voting | Number of members present and voting (in person or by Proxy or E-Voting) | Number of votes cast by them | % of total number of valid votes cast |
|------------------|--|------------------------------|---------------------------------------|
| E-Voting | Not Applicable | Not Applicable | Not Applicable |
| Ballot Forms | 1 | 1250 | 0.0040% |
| TOTAL | 1 | 1250 | 0.0040% |

The poll paper and the relevant records were sealed and handed over to the Company Secretary / Director authorised by the Board for safekeeping.

Yours faithfully

For Sachin Ahuja & Associates

Sachin Ahuja

Practicing Chartered Accountant

Membership No. 109019

Firm Regn. No. 133448W



Place: MUMBAI

Date: 24th SEPT 2015.