

Consolidated Scrutinizer's Report
[Pursuant to Section 108 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014 as amended]

To,
The Members,
Gem Spinners India Limited
No 14, Mangalam village Madurathagam Taluk
Kancheepuram district - 603107

Dear Sir,

1. M/s. Gem Spinners India Limited at the Board meeting held on 14th August, 2023 (The Company) I, Mrs. Lakshmmi Subramanian, Practising Company Secretary, have been appointed as scrutinizer for e-voting and ballot process by the Board of Directors
 - (i) Scrutinizing the E-voting process (Remote e-voting) under the provisions of section 108 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014 as amended (Rules) AND,
 - (ii) Poll under the provisions of section 109 of the Companies Act, 2013 read with Rule 21 of the rules, on the resolutions contained in the notice to the 33rd Annual General Meeting of the Shareholders of M/s. Gem Spinners India Limited, held on Thursday, 21st September, 2023 at 10.30 A.M. at No. 14 Mangalam Village, Madhuranthagam Taluk, Kancheepuram District, Tamil Nadu - 603 107.

The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means (i.e., by remote e-voting and voting by poll at the AGM) for the resolutions contained in the notice to the 33rd Annual General Meeting (AGM) of the Shareholders of the Company. My responsibility as a scrutinizer for the voting process of voting through electronic means (i.e. by remote e-voting and poll at the AGM) is restricted to make a consolidated Scrutinizer's report of the votes cast; in favour or against the resolution based on the reports generated from the e-voting system provided by M/s Central Depository Services Limited, the agency authorized under the Rules and engaged by the Company to provide e-voting facilities for voting through electronic means (i.e. by remote e-voting) and the Physical Ballot voting data compiled, generated and provided by M/s Cameo Corporate Services Limited, (the Registrar and Transfer Agent).



The Company has availed the e-voting facility of M/s Central Depository Services (India) Limited (CDSL) for the shareholders to cast their votes to the aforesaid resolution through electronic mode. Section 108 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 recognizes voting by electronic mode, which prescribed the appropriate mechanism for e-Voting.

- The Company has dispatched the notice under section 108 of the Companies Act, 2013, through E-Mail on 30th August, 2023 to 1105 members only of the Company whose e-mail ids are registered with the RTA. However no physical dispatch was made to the other shareholders
 - The Company issued an advertisement in Trinity Mirror and Makkal Kural about the dispatch of e-voting notice on 31st August 2023.
 - The remote e-voting commenced on 18th September 2023 at 09.00 hours IST and was open up to the close of working hours at 17.00 hours IST on 20th September, 2023 and the poll process at the time of AGM commenced on 21st September, 2023 from 10.30 AM IST to 11.05 AM IST, provided 15 minutes time for venue voting.
 - All electronic votes received up to the close of working hours at 17.00 hours IST on 20th September 2023 and Physical Ballots received at the time of the Annual General Meeting were considered for my scrutiny.
 - The votes cast by the members through electronic voting system was downloaded and collected from the website www.evotingindia.com on 21st September, 2023 and the consolidated summary of physical ballots casted through poll along with e-voting was handed over to me by (RTA) Cameo Corporate Services Limited.
 - A file containing the details of assent or dissent, received, mentioning the particulars of name, address, folio number / client ID of the shareholders, the number of shares held by them, the nominal value of shares held etc. is maintained in electronic form.
2. I have issued a separate Scrutinizer's Report dated 22nd September 2023 on the poll on the resolutions contained in the notice to the AGM. I submit herewith my consolidated scrutinizer's report on the results of voting through electronic means (i.e., by remote e-voting) and poll at the AGM as follows:



ITEM NO. 1.

RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2023 TOGETHER WITH THE REPORTS OF THE BOARD OF DIRECTORS AND THE AUDITORS THEREON:

Nature of resolution: Ordinary Resolution
Voting requirement: Simple majority

Particulars	Number of Members	Representative Number of Shares
Total number of E-Voting options received (E-Voting)	17	2,81,40,704
Total Number of Ballot Papers Received (Physical Voting)	15	1,02,06,038
Abstained Votes	1	100
Invalid Votes:		
E-voting	0	0
Physical Voting	0	0
Out of the above:		
Number of valid votes cast in favour of the Resolution (E-Voting)	17	2,81,40,704
Number of valid votes cast in favour of the Resolution (Physical Voting)	14	1,02,05,938
Number of valid votes cast against the Resolution (only under E-voting)	0	0
Percentage to the total valid votes received in favour of the resolution (Both under E-voting and Physical Voting)	100%	

Result: The requisite majority for passing the resolution as an Ordinary Resolution was received.

ITEM NO. 2

APPOINTMENT OF A DIRECTOR IN PLACE OF MR. R. VEERAMANI (DIN: 00032895) WHO RETIRES FROM OFFICE BY ROTATION AND BEING ELIGIBLE OFFERS HIMSELF FOR REAPPOINTMENT.

Nature of resolution: Ordinary Resolution
Voting requirement: Simple majority



Particulars	Number of Members	Representative Number of Shares
Total number of E-Voting options received (E-Voting)	17	2,81,40,704
Total Number of Ballot Papers Received (Physical Voting)	15	1,02,06,038
Abstained Votes	1	100
Invalid Votes:		
E-voting	0	0
Physical Voting	0	0
Out of the above:		
Number of valid votes cast in favour of the Resolution (E-Voting)	17	2,81,40,704
Number of valid votes cast in favour of the Resolution (Physical Voting)	14	1,02,05,938
Number of valid votes cast against the Resolution (only under E-voting)		100%

Result: The requisite majority for passing the resolution as an Ordinary Resolution was received.

ITEM NO. 3

APPOINTMENT OF M/S. VIVEKANANDAN ASSOCIATES, CHARTERED ACCOUNTANTS AS THE STATUTORY AUDITORS OF THE COMPANY AND TO AUTHORIZE BOARD OF DIRECTORS OF THE COMPANY TO FIX THEIR REMUNERATION:

Nature of resolution: Ordinary Resolution

Voting requirement: Simple majority

Particulars	Number of Members	Representative Number of Shares
Total number of E-Voting options received (E-Voting)	17	2,81,40,704
Total Number of Ballot Papers Received (Physical Voting)	15	1,02,06,038
Abstained Votes	1	100
Invalid Votes:		
E-voting	0	0
Physical Voting	0	0
Out of the above:		
Number of valid votes cast in favour of the Resolution (E-Voting)	17	2,81,40,704
Number of valid votes cast in favour of the Resolution (Physical Voting)	14	1,02,05,938



Number of valid votes cast against the Resolution (only under E-voting)	100%
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Result: The requisite majority for passing the resolution as an Ordinary Resolution was received.

Therefore, I am forwarding the consolidated voting results casted through E-voting and Poll for the 33rd Annual General Meeting of the Shareholders of M/s. Gem Spinners India Limited held on Thursday, 21st September, 2023 at 10.30 A.M. at No. 14 Mangalam Village, Madhuranthagam Taluk, Kancheepuram District, Tamil Nadu - 603 107

For LAKSHMMI SUBRAMANIAN & ASSOCIATES


Lakshmi Subramanian
Senior Partner
FCS No. 3534
C.P. No. 1087

UDIN: F003534E001044112

Peer Review Certificate No. 1670/2022

Date: 22-09-2023

Place: Chennai