



GLOSTER LIMITED

(Formerly Kettlewell Bullen & Company Limited)

21, Strand Road, Kolkata-700 001 (India)

Phone : +91 (33) 2230-9601 (4 Lines), Fax : +91(33)2231 4222/2210 6167, E-mail : info@glosterjute.com, Web : www.glosterjute.com
CIN: L17100WB1923PLC004628

Dated: 14.08.2019

Corporate Relationship Department
BSE Ltd.
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai – 400 001
Scrip Code - 538595

The Secretary
Listing Department
The Calcutta Stock Exchange Ltd.
7, Lyons Range
Kolkata – 700 001

Re: Outcome of the 97th Annual General Meeting ('AGM') along with voting results and Scrutinizer's Report

Dear Sir,

We are pleased to submit herewith the following with respect to 97th Annual General Meeting ('AGM') of the Company held on Tuesday, the 13th August 2019:

1. Voting Results pursuant to Regulation 44 (3) of the SEBI (Listing Obligations and disclosure Requirements) Regulations, 2015
2. Scrutinizer's Report dated 14th August 2019 pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014

Thanking you

Yours faithfully
For Gloster Limited

Ajay Kumar Agarwal
Company Secretary

SCRUTINIZER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies
(Management and Administration Rules, 2014)]

NAME OF THE COMPANY	Gloster Limited (Formerly: Kettlewell Bullen & Company Limited)
MEETING	97 th Annual General Meeting
DATE & TIME	Tuesday, 13 th August, 2019 at 11 a.m.
VENUE	Shripati Singhania Hall, Rotary Sadan, 94/2, Chowringhee Road, Kolkata - 700 020

1. **Appointment of Scrutinizer**

I was appointed as the Scrutinizer for the remote e-Voting as well as Poll conducted at the 97th Annual General Meeting ("97th AGM") of Gloster Limited (Formerly: Kettlewell Bullen & Company Limited) (hereinafter referred to as the Company) held on Tuesday, 13th August, 2019 at 11 a.m. at Shripati Singhania Hall, Rotary Sadan, 94/2, Chowringhee Road, Kolkata - 700 020.

The Management of the Company is responsible to ensure compliance with the requirements of the relevant provisions of (i) The Companies Act, 2013 and the Rules made thereunder; (ii) the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and (iii) Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India, relating to the Poll including voting by electronic means (remote e-Voting). My responsibility as a Scrutinizer is restricted to give a Consolidated Report on the votes cast by the members for the resolutions contained in the Notice dated Tuesday, 14th May, 2019.

2. **Dispatch of Notice convening the Meeting**

The Company on the basis of the Register of Members and the List of Beneficiary Owners made available by the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), completed dispatch of the Notice of the AGM as under:-



- On Saturday, 20th July, 2019 by email to 2437 members who had registered their e-mail ids with the Company/Depositories/Registrar.
- On Saturday, 20th July, 2019 by Registered Post to 946 members in physical form.

The Public Advertisement with respect to dispatch of notices and conducting of voting through electronic means was published in an English newspaper "The Economic Times" and a Bengali newspaper "Ei-Samay" having wide circulation, in their edition dated Monday, 22nd July, 2019.

3. **Cut-off date**

The Voting rights were reckoned as on Tuesday, 6th August, 2019, being the Cut-off date for the purpose of deciding the entitlements of members at the remote e-Voting and poll at the meeting.

4. **Remote e-Voting**

4.1 Agency:

The Company appointed Central Depository Services (India) Limited (CDSL) as the agency for providing the remote e-Voting platform.

4.2 Remote e-Voting

Remote e-Voting platform was open from 09:00 a.m. on Saturday, 10th August, 2019 to 05:00 p.m. on Monday, 12th August, 2019 and members were required to cast their votes electronically conveying their assent or dissent in respect of the Ordinary Resolutions, on the e-Voting platform provided by CDSL.

4.3 The Corporate members had provided copy of the resolution passed at their Board of Directors Meeting for authorization to exercise their votes through e-Voting.

5. **Voting through Poll at the AGM:**

5.1 The Company had provided the facility for voting through Poll at the AGM and members, who have not cast their vote by remote e-Voting, were allowed to exercise their right to vote at the meeting.



- 5.2 The polling papers in Form MGT-12 as per Section 109(5) of the Companies Act, 2013 and rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014 were distributed to the shareholders present. The shareholders casted their votes in the ballot box kept at convenient place in the venue.

6. Counting Process:

- 6.1 On completion of voting the locked ballot box was subsequently opened by me and the poll paper was diligently scrutinized. The poll paper was reconciled with the records maintained by the Registrar and Share Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
- 6.2 No poll paper was found defective.
- 6.3 The votes cast through remote e-voting were unblocked on Tuesday, 13th August, 2019 around 1:00 p.m. in the presence of two witnesses who are not in the employment of the Company.

7. Results:

- 7.1 I observed that
- (a) 1 member had cast his vote at the meeting.
 - (b) 40 members had cast their votes through remote e-Voting.
- 7.2 The Consolidated Results with respect to each item on the agenda as set out in the Notice of 97th AGM dated Tuesday, 14th May, 2019 are as under:-



Ordinary Business

Item No. 1 – Adoption of Audited Financial Statements including Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2019 together with the Report of the Board of Directors and Auditors thereon - Ordinary Resolution

(i) Voted in favour of the resolution

Particulars (remote e-voting/ poll at AGM)	No. of members voted	No. of Votes cast (Shares)	% of total number of valid votes cast (remote e-voting + poll at AGM)
Remote E- Voting	40	3,922,111	99.9999
Poll at AGM	1	1	0.0001
Total (remote e- voting + poll at AGM)	41	3,922,112	100

(ii) Voted against the resolution

Particulars (remote e-voting/ poll at AGM)	No. of members voted	No. of Votes cast (Shares)	% of total number of valid votes cast (remote e-voting + poll at AGM)
Remote E- Voting	0	0	0
Poll at AGM	0	0	0
Total (remote e- voting + poll at AGM)	0	0	0

(iii) Invalid Votes

Particulars (remote e-voting/ poll at AGM)	Total No. of members whose votes were declared invalid	Total number of votes cast
Remote E-Voting	0	0
Poll at AGM	0	0
Total (remote e-voting + poll at AGM)	0	0



Item No. 2 – Declaration of dividend for the Financial Year ended 31st March, 2019 - Ordinary Resolution

(i) Voted in favour of the resolution

Particulars (remote e-voting/ poll at AGM)	No. of members voted	No. of Votes cast (Shares)	% of total number of valid votes cast (remote e-voting + poll at AGM)
Remote E- Voting	40	3,922,111	99.9999
Poll at AGM	1	1	0.0001
Total (remote e- voting + poll at AGM)	41	3,922,112	100

(ii) Voted against the resolution

Particulars (remote e-voting/ poll at AGM)	No. of members voted	No. of Votes cast (Shares)	% of total number of valid votes cast (remote e-voting + poll at AGM)
Remote E- Voting	0	0	0
Poll at AGM	0	0	0
Total (remote e- voting + poll at AGM)	0	0	0

(iii) Invalid Votes

Particulars (remote e-voting/ poll at AGM)	Total No. of members whose votes were declared invalid	Total number of votes cast
Remote E-Voting	0	0
Poll at AGM	0	0
Total (remote e-voting + poll at AGM)	0	0



Item No. 3 – Appointment of a Director in place of Smt Pushpa Devi Bangur (DIN: 00695640) who retires by rotation and being eligible, offers herself for re-appointment - Ordinary Resolution

(i) Voted in favour of the resolution

Particulars (remote e-voting/ poll at AGM)	No. of members voted	No. of Votes cast (Shares)	% of total number of valid votes cast (remote e-voting + poll at AGM)
Remote E- Voting	40	3,922,111	99.9999
Poll at AGM	1	1	0.0001
Total (remote e- voting + poll at AGM)	41	3,922,112	100

(ii) Voted against the resolution

Particulars (remote e-voting/ poll at AGM)	No. of members voted	No. of Votes cast (Shares)	% of total number of valid votes cast (remote e-voting + poll at AGM)
Remote E- Voting	0	0	0
Poll at AGM	0	0	0
Total (remote e- voting + poll at AGM)	0	0	0

(iii) Invalid Votes

Particulars (remote e-voting/ poll at AGM)	Total No. of members whose votes were declared invalid	Total number of votes cast
Remote E-Voting	0	0
Poll at AGM	0	0
Total (remote e-voting + poll at AGM)	0	0



Special Business

Item No. 4 – Ratification of the remuneration of the Cost Auditors as fixed by the Board of Directors in terms of Section 148 of the Companies Act, 2013 – Ordinary Resolution

(i) Voted in favour of the resolution

Particulars (remote e-voting/ poll at AGM)	No. of members voted	No. of Votes cast (Shares)	% of total number of valid votes cast (remote e-voting + poll at AGM)
Remote E- Voting	40	3,922,111	99.9999
Poll at AGM	1	1	0.0001
Total (remote e- voting + poll at AGM)	41	3,922,112	100

(ii) Voted against the resolution

Particulars (remote e-voting/ poll at AGM)	No. of members voted	No. of Votes cast (Shares)	% of total number of valid votes cast (remote e-voting + poll at AGM)
Remote E- Voting	0	0	0
Poll at AGM	0	0	0
Total (remote e- voting + poll at AGM)	0	0	0

(iii) Invalid Votes

Particulars (remote e-voting/ poll at AGM)	Total No. of members whose votes were declared invalid	Total number of votes cast
Remote E-Voting	0	0
Poll at AGM	0	0
Total (remote e-voting + poll at AGM)	0	0



8. "Based on the aforesaid results, I report that Ordinary Resolutions as contained in Item No. 1 to Item No. 4 of the Notice dated 14th May, 2019 have been passed unanimously.
9. The poll paper and all other relevant records is in my custody and will be handed over to the Company Secretary for safe keeping after the Chairman considers, approves and signs the minutes.

Place: Kolkata
Date: 14/08/2019



SWEETY KAPOOR
Practising Company Secretary
FCS - 6410; COP - 5738

GLOSTER LIMITED (Formerly: Kettlewell Bullen & Company Limited)
Details of Voting Results as per Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
 97th Annual General Meeting Voting Results

Date of AGM	13.08.2019
Total number of shareholders on record date	3,405
No. of shareholders present in the meeting either in person or through proxy :	
Promoters and Promoter Group	20
Public	236
No. of shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group	N.A
Public	N.A

Item No. 1: Adoption of Audited Financial Statements including Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2019 together with the Report of the Board of Directors and Auditors thereon

Resolution required:		Ordinary Resolution									
Whether promoter/promoter group are interested in the agenda/resolution		No									
Category	Mode of Voting	No. of shares held	No. votes polled	% of Votes Polled on outstanding shares	No. of votes in favour	No. of votes against	% of Votes in favour on votes polled	% of Votes against on votes polled			
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)]* 100			
Promoter and Promoter Group	E-Voting	3970260	3917457	98.6700	3917457	0	100.0000	0.0000			
	Poll		0	0.0000		0	0.0000	0.0000			
	Total	3970260	3917457	98.6700	3917457	0	100.0000	0.0000			
Public- Institutions	E-Voting	1038098	0	0.0000	0	0	0.0000	0.0000			
	Poll		0	0.0000		0	0.0000	0.0000			
	Total	1038098	0	0.0000	0	0	0.0000	0.0000			
Public- Non Institutions	E-Voting	463272	4654	1.0046	4654	0	100.0000	0.0000			
	Poll		1	0.0002	1	0	100.0000	0.0000			
	Total	463272	4655	1.0048	4655	0	100.0000	0.0000			
Total		5471630	3922112	71.6809	3922112	0	100.0000	0.0000			

For GLOSTER LIMITED

M. Anand

Manager Finance & Company Secretary

Item No. 2: Declaration of dividend for the Financial Year ended 31st March, 2019

Resolution required:									
Whether promoter/promoter group are interested in the agenda/resolution									
Category	Mode of Voting	No. of shares held	No. votes polled	% of Votes Polled on outstanding shares	No. of votes in favour	No. of votes against	% of Votes in favour on votes polled	% of Votes against on votes polled	No
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)]* 100	
Promoter and Promoter Group	E-Voting	3970260	3917457	98.6700	3917457	0	100.0000	0.0000	
	Poll		0	0.0000	0	0	0.0000	0.0000	
	Total	3970260	3917457	98.6700	3917457	0	100.0000	0.0000	
Public- Institutions	E-Voting	1038098	0	0.0000	0	0	0.0000	0.0000	
	Poll		0	0.0000	0	0	0.0000	0.0000	
	Total	1038098	0	0.0000	0	0	0.0000	0.0000	
Public- Non Institutions	E-Voting	463272	4654	1.0046	4654	0	100.0000	0.0000	
	Poll		1	0.0002	1	0	100.0000	0.0000	
	Total	463272	4655	1.0048	4655	0	100.0000	0.0000	
Total		5471630	3922112	71.6809	3922112	0	100.0000	0.0000	

Item No. 3: Appointment of a Director in place of Smt Pushpa Devi Bangur (DIN: 00695640) who retires by rotation and being eligible, offers herself for re-appointment

Resolution required:									
Whether promoter/promoter group are interested in the agenda/resolution									
Category	Mode of Voting	No. of shares held	No. votes polled	% of Votes Polled on outstanding shares	No. of votes in favour	No. of votes against	% of Votes in favour on votes polled	% of Votes against on votes polled	No
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)]* 100	
Promoter and Promoter Group	E-Voting	3970260	3917457	98.6700	3917457	0	100.0000	0.0000	
	Poll		0	0.0000	0	0	0.0000	0.0000	
	Total	3970260	3917457	98.6700	3917457	0	100.0000	0.0000	
Public- Institutions	E-Voting	1038098	0	0.0000	0	0	0.0000	0.0000	
	Poll		0	0.0000	0	0	0.0000	0.0000	
	Total	1038098	0	0.0000	0	0	0.0000	0.0000	
Public- Non Institutions	E-Voting	463272	4654	1.0046	4654	0	100.0000	0.0000	
	Poll		1	0.0002	1	0	100.0000	0.0000	
	Total	463272	4655	1.0048	4655	0	100.0000	0.0000	
Total		5471630	3922112	71.6809	3922112	0	100.0000	0.0000	

FOR GLOSTER LIMITED

M. N. Aggarwal

Manager Finance & Company Secretary

Item No. 4: Ratification of the remuneration of the Cost Auditors as fixed by the Board of Directors in terms of Section 148 of the Companies Act, 2013

Resolution required:		Ordinary Resolution						
Whether promoter/promoter group are interested in the agenda/resolution		No						
Category	Mode of Voting	No. of shares held	No. votes polled	% of Votes Polled on outstanding shares	No. of votes in favour	No. of votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	3970260	3917457	98.6700	3917457	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total	3970260	3917457	98.6700	3917457	0	100.0000	0.0000
Public-Institutions	E-Voting	1038098	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total	1038098	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	463272	4654	1.0046	4654	0	100.0000	0.0000
	Poll		1	0.0002	1	0	100.0000	0.0000
	Total	463272	4655	1.0048	4655	0	100.0000	0.0000
Total		5471630	3922112	71.6809	3922112	0	100.0000	0.0000

For GLOSTER LIMITED

Amy Regan

Manager Finance & Company Secretary