



# GUJARAT AMBUJA EXPORTS LIMITED

CIN - L15140GJ1991PLC016151

Regd. Off.: "Ambuja Tower", Opp. Sindhu Bhavan, Sindhu Bhavan Road, Bodakdev,  
P.O. Thaltej, Ahmedabad - 380 059. Phone: +91 79 - 61556677, Fax: +91 79 - 61556678  
Email Id: info@ambujagroup.com, Website: www.ambujagroup.com

REF : GAEL\STOCK31\2019\52

Date : 3<sup>rd</sup> August, 2019

## BY E-FILING

To, The General Manager- Listing Department The National Stock Exchange of India Limited Exchange Plaza, 5 <sup>th</sup> Floor, Plot No. C/1, G Block, Bandra Kurla Complex, Bandra (E), Mumbai - 400 051  <b>Ref.:- Symbol : GAEL</b>	To, The General Manager- Market Operations BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai - 400 001  <b>Ref.:- Security Code: 524226</b>
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**Sub.:- Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Details of E-voting Results of the 28<sup>th</sup> Annual General Meeting held on 3<sup>rd</sup> August, 2019**

Dear Sir/Madam,

Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the detailed Voting Results of the 28<sup>th</sup> Annual General Meeting (AGM) of the Company along with Consolidated Scrutinizer's Report on remote e-voting & poll conducted at AGM. The same shall also be uploaded on website of the Company and CDSL.

All the resolutions contained in the Notice of the AGM were passed by the shareholders, with requisite majority.

Consolidated Report of the Scrutinizer is also enclosed herewith.

You are requested to take note of the same.

Thanking you.

Yours faithfully,

**FOR GUJARAT AMBUJA EXPORTS LIMITED**

  
**CHETNA DHARAJIYA**  
**COMPANY SECRETARY**



Encl.: As above

Company Name	GUJARAT AMBUJA EXPORTS LIMITED
Date of the AGM	3 <sup>rd</sup> August, 2019
Total number of shareholders on record date	39381
No. of shareholders present in the meeting either in person or	
Promoters and Promoter Group:	4
Public:	89
No. of Shareholders attended the meeting through Video	Not Applicable
Promoters and Promoter Group:	0
Public:	0

Resolution required: (Ordinary/ Special) Ordinary	Resolution No : 1 - To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2019 and the Reports of the Board of Directors and the Auditors thereon for the financial year ended 31st March, 2019							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	73116951	73116951	100.0000	73116951	0	100.0000	0.0000
	Poll		0	0.0000	00	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
Public- Institutions	E-Voting	1987415	1923539	96.7860	1923539	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00		0.0000	0.0000
Public- Non Institutions	E-Voting	61516	51616	83.9066	51466	150	99.7094	0.2906
	Poll		9900	16.0934	9900	0	100.0000	0.0000
	Postal Ballot (if applicable)							
<b>Total</b>		<b>75165882</b>	<b>75102006</b>	<b>99.9150</b>	<b>75101856</b>	<b>150</b>	<b>99.9998</b>	<b>0.0002</b>



Resolution required: (Ordinary/ Special) Ordinary	Resolution No : 2 - To declare Final Dividend on equity shares for the financial year 2018-19								
Whether promoter/ promoter group are interested in the agenda/resolution?	No								
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	
Promoter and Promoter Group	E-Voting	73116951	73116951	100.0000	73116951	0	100.0000	0.0000	
	Poll		0	0.0000	00	0	0.0000	0.0000	
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	
Public- Institutions	E-Voting	1987415	1987415	100.0000	1987415	0	100.0000	0.0000	
	Poll		0	0.0000	00	0	0.0000	0.0000	
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	
Public- Non Institutions	E-Voting	61516	51616	83.9066	51451	165	99.6803	0.3197	
	Poll		9900	16.0934	9900	0	100.0000	0.0000	
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	
<b>Total</b>		<b>75165882</b>	<b>75165882</b>	<b>100.0000</b>	<b>75165717</b>	<b>165</b>	<b>99.9998</b>	<b>0.0002</b>	

Resolution required: (Ordinary/ Special) Ordinary	Resolution No : 3 - To appoint a Director in place of Shri Sandeep Agrawal (holding DIN 00027244), who retires by rotation and being eligible, offers himself for re-appointment								
Whether promoter/ promoter group are interested in the agenda/resolution?	No								
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	
Promoter and Promoter Group	E-Voting	73116951	73116951	100.0000	73116951	0	100.0000	0.0000	
	Poll		0	0.0000	00	0	0.0000	0.0000	
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	
Public- Institutions	E-Voting	1987415	1987415	100.0000	1987415	0	100.0000	0.0000	
	Poll		0	0.0000	00	0	0.0000	0.0000	
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	
Public- Non Institutions	E-Voting	61516	51616	83.9066	51451	165	99.6803	0.3197	
	Poll		9900	16.0934	9895	5	99.9495	0.0505	
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	
<b>Total</b>		<b>75165882</b>	<b>75165882</b>	<b>100.0000</b>	<b>75165712</b>	<b>170</b>	<b>99.9998</b>	<b>0.0002</b>	



Resolution required: (Ordinary/ Special) Ordinary	Resolution No : 4 - Ratification of remuneration of Cost Auditors for the Financial Year 2019-20							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	73116951	73116951	100.0000	73116951	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
Public- Institutions	E-Voting	1987415	1987415	100.0000	1987415	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	61516	51616	83.9066	51466	150	99.7094	0.2906
	Poll		9900	16.0934	9895	5	99.9495	0.0505
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
<b>Total</b>		<b>75165882</b>	<b>75165882</b>	<b>100.0000</b>	<b>75165727</b>	<b>155</b>	<b>99.9998</b>	<b>0.0002</b>

Resolution required: (Ordinary/ Special) Ordinary	Resolution No : 5 - Remuneration to Non-Executive Directors of the Company							
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	73116951	73116951	100.0000	73116951	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
Public- Institutions	E-Voting	1987415	1987415	100.0000	1987415	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	61516	51616	83.9066	51466	150	99.7094	0.2906
	Poll		9900	16.0934	9895	5	99.9495	0.0505
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
<b>Total</b>		<b>75165882</b>	<b>75165882</b>	<b>100.0000</b>	<b>75165727</b>	<b>155</b>	<b>99.9998</b>	<b>0.0002</b>



Resolution required: (Ordinary/ Special) Ordinary	Resolution No : 6 - Appointment of Ms. Maitri Mehta (DIN 07549243) as an Independent Director of the Company							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	73116951	73116951	100.0000	73116951	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
Public- Institutions	E-Voting	1987415	1987415	100.0000	1987415	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	61516	51616	83.9066	51466	150	99.7094	0.2906
	Poll		9900	16.0934	9900	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
<b>Total</b>		<b>75165882</b>	<b>75165882</b>	<b>100.0000</b>	<b>75165732</b>	<b>150</b>	<b>99.9998</b>	<b>0.0002</b>

Resolution required: (Ordinary/ Special) Special	Resolution No : 7 - Re-appointment of Shri Sandeep Agrawal as Whole-Time Director of the Company w.e.f. 1st August, 2019 till 31st July, 2024							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	73116951	73116951	100.0000	73116951	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
Public- Institutions	E-Voting	1987415	1987415	100.0000	1987415	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	61516	51616	83.9066	51466	150	99.7094	0.2906
	Poll		9860	16.0284	9860	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
<b>Total</b>		<b>75165882</b>	<b>75165842</b>	<b>99.9999</b>	<b>75165692</b>	<b>150</b>	<b>99.9998</b>	<b>0.0002</b>



## CS NIRAJ TRIVEDI

B.Com, FCS, ACIS (U.K.), DLP, LLB (Spl.), PGDCL

Practicing Company Secretary

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### CONSOLIDATED SCRUTINIZER'S REPORT

(E-Voting & Poll)

[Pursuant to Sections 108 & 109 of the Companies Act, 2013 and Companies  
(Management and Administration) Rules, 2014 as amended]

To,

#### The Chairman

of 28<sup>th</sup> Annual General Meeting of the Equity Shareholders of  
**GUJARAT AMBUJA EXPORTS LIMITED** held at  
H.T.Parekh Hall, 1<sup>st</sup> Floor,  
Ahmedabad Management Association (AMA),  
AMA Complex, Dr. Vikram Sarabhai Marg,  
Vastrapur, Ahmedabad - 380 015.  
on Saturday, the 03<sup>rd</sup> August, 2019 at 11:00 a.m.

Dear Sir,

1. I, Niraj Trivedi, Practicing Company Secretary, have been appointed as a Scrutinizer by the Board of Directors of **Gujarat Ambuja Exports Limited** ("the Company") at their meeting held on 25<sup>th</sup> May, 2019, for the purpose of:
  - (i). Scrutinizing the E-Voting process (Remote E-Voting) under the provisions of Section 108 of the Companies Act, 2013 (The 2013 Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended (Rules), Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and,
  - (ii). Poll through Polling Papers under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules 2014 as amended (Rules), on the resolutions contained in the Notice to the 28<sup>th</sup> Annual General Meeting (AGM) of the Equity Shareholders of the Company held on the Saturday, the 03<sup>rd</sup> August, 2019 at 11:00 a.m.



## CS NIRAJ TRIVEDI

B.Com, FCS, ACIS (U.K.), DLP, LLB (Spl.), PGDCL

**Practicing Company Secretary**

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2. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting i.e. by Remote E-Voting and voting by Poll at the AGM for the resolutions contained in the Notice to the 28<sup>th</sup> AGM of the Equity Shareholders of the Company. My responsibility as a Scrutinizer for the process of voting through electronic means i.e. through Remote E-Voting and also through Poll at AGM is restricted to make a consolidated scrutinizer's report of votes cast "in favour" or "against" the resolutions stated in the Notice, based on the reports generated from the e-voting system provided by **Central Depository Services (India) Limited (CDSL)**, the agency authorized under the Rules and on voting by Poll at the AGM.
3. The Company had availed the Remote E-Voting facility provided by **Central Depository Services (India) Limited (CDSL)**, for conducting the Remote E-Voting by the shareholders of the Company. The Remote E-Voting period commenced at 9:00 a.m. on Wednesday, 31<sup>st</sup> July, 2019 and ended on 5:00 p.m. on Friday, 02<sup>nd</sup> August, 2019. The Company had provided facilities of Remote E-Voting and Poll was also taken at the meeting by members to exercise their right to vote.
4. I, as a Scrutinizer for scrutinizing the entire voting process carried out by electronic means and by poll at the Annual General Meeting have issued two separate Scrutinizer's Reports both dated, 03<sup>rd</sup> August 2019.
5. I submit herewith my Consolidated Scrutinizer's Report on the results of voting through electronic mode and voting through poll as under:-



# CS NIRAJ TRIVEDI

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Practicing Company Secretary

Item No. of the Notice	Votes in Favour of the Resolution		Votes Against the Resolution		Invalid / abstained Votes
	Nos.	% of Total Number of Valid Votes cast (Favour and Against)	Nos.	% of Total Number of Valid Votes cast (Favour and Against)	Nos.
<b>Item No. 1: Ordinary Business:</b>  To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended 31 <sup>st</sup> March, 2019 and the Reports of the Board of Directors' and the Auditors' thereon for the financial year ended 31 <sup>st</sup> March, 2019.	7,51,01,856	100	150	0	63,876
<b>Item No. 2: Ordinary Business:</b>  To declare Final Dividend on equity shares for the Financial Year 2018-19.	7,51,65,717	100	165	0	0



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Practicing Company Secretary

<b>Item No. 3: Ordinary Business:</b>  To appoint a Director in place of Shri Sandeep Agrawal (holding DIN 00027244), who retires by rotation and being eligible, offers himself for re-appointment.	7,51,65,712	100	170	0	0
<b>Item No. 4: Special Business:</b>  Ratification of remuneration of Cost Auditors for the Financial Year 2019-20.	7,51,65,727	100	155	0	0
<b>Item No. 5: Special Business:</b>  Remuneration to Non-Executive Directors of the Company.	7,51,65,727	100	155	0	0
<b>Item No. 6: Special Business:</b>  Appointment of Ms. Maitri Mehta (DIN 07549243) as an Independent Director of the Company.	7,51,65,732	100	150	0	0

## CS NIRAJ TRIVEDI

B.Com, FCS, ACIS (U.K.), DLP, LLB (Spl.), PGDCL

Practicing Company Secretary

Item No. 7: Special Business:	7,51,65,692	100	150	0	40
Re-appointment of Shri Sandeep Agrawal as Whole – Time Director of the Company w.e.f. 1 <sup>st</sup> August, 2019 till 31 <sup>st</sup> July, 2024.					

The invalid votes are not considered for the purpose of calculating the percentage.

6. The electronic data and all other relevant records relating to the e-voting is under my safe custody and will be handed over to the Company Secretary for preserving safely after the Chairman considers, approves and signs the minutes of the AGM.

Thanking You  
Yours faithfully,

  
NIRAJ TRIVEDI

-Practicing Company Secretary  
FCS – 3844(CP No. 3123)

Place: Ahmedabad

Date: 03<sup>rd</sup> August, 2019

Countersigned by:  
For GUJARAT AMBUJA EXPORTS LIMITED

  
SHRI MANISH GUPTA  
(Chairman of 28<sup>th</sup> Annual General Meeting)