

**REPORT OF SCRUTINIZER(s)**

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

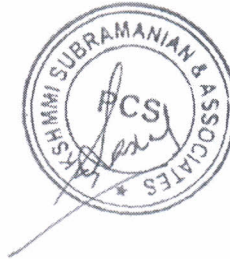
To,

The Chairman of 29<sup>th</sup> Annual General Meeting of the Shareholders of M/s. Gem Spinners India Limited held on September 18, 2019 at 10.00 A.M at, No.14 Mangalam Village, Madhurantagam Taluk, Kancheepuram District, chennai-603107.

Dear Sir,

I, Lakshmi Subramanian, Senior Partner of M/s. Lakshmmi Subramanian & Associates was appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolution(s), at the 29<sup>th</sup> Annual General Meeting of the Shareholders M/s. Gem Spinners India Limited held on September 18, 2019 at 10.00 A.M at, No.14 Mangalam Village, Madhurantagam Taluk, Kancheepuram District, chennai-603107.

1. After the time fixed for closing of the poll by the Chairman, one ballot box kept for polling was locked in our presence with due identification mark placed by us.
2. The locked ballot box were subsequently opened in our presence and poll papers were found.
3. The result of the poll is as under:



**ORDINARY BUSINESS:****1-Adoption of Financial Statements as on 31<sup>st</sup> March 2019 and Profit and Loss Account**

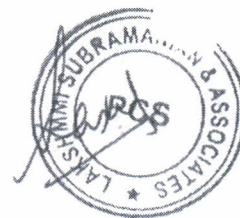
(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
17	11,500	100%

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
-	-	-

(iii) Invalid votes:



Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
-	-

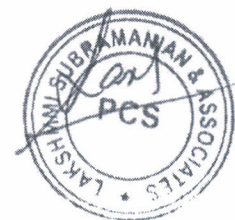
2- To appoint Mr.S.Gopal (DIN:-06448007) liable to retire by rotation, and being eligible, offers himself for re-appointment

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
17	11,500	100%

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
-	-	-



## (iii) Invalid votes

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
-	-

**SPECIAL BUSINESS:**

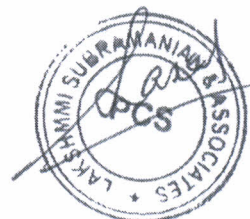
3- To appoint Mr.R.Veeramani (DIN:-00032895) as a Managing Director.

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
17	11,500	100%

## (ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast



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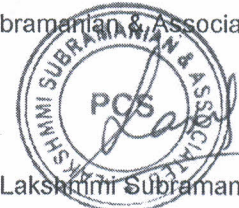
(iii) **Invalid votes:**

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
-	-

4. The poll papers were handed over to the Company.

Place: Chennai  
Date: 18/09/2019

Yours faithfully,  
For Lakshmmi Subramanian & Associates



Lakshmmi Subramanian  
Senior Partner



September 18, 2019

The Chairman  
Gem Spinners India Limited,  
Chennai

**Sub: Report of Scrutinizer for e-voting for the 29<sup>th</sup> Annual General Meeting under section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management & Administration) Rules, 2014**

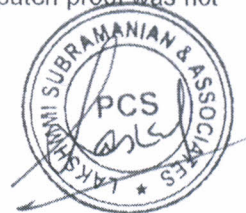
In the meeting of the Board of Directors of M/s Gem Spinners India Limited (the Company) held on 14th August, 2019, I, Lakshmmi Subramanian, Senior partner of M/s Lakshmmi Subramanian & Associates, was appointed to act as Scrutinizer to ensure that E-voting was conducted in a fair and transparent manner for passing of the following resolutions at the 29<sup>th</sup> Annual General Meeting:

S.No.	Nature of Resolution	Type of Resolution
<b>ORDINARY BUSINESS</b>		
1	Adoption of Financial Statements as on 31 <sup>st</sup> March 2019 and Profit and Loss account	Ordinary
2	Appointment of Mr.S.Gopal (DIN:-06448007) as a Director liable to retire by rotation	Ordinary
<b>SPECIAL BUSINESS</b>		
3.	Approval of Mr.R.Veeramani (DIN:-00032895) as an Managing director	Special

The Company has availed the e-voting facility by Central Depository Services Limited for the shareholders to cast their votes to the aforesaid resolutions through electronic mode.

The e-voting process was accordingly conducted and concluded as below:

- The Company on August 23<sup>rd</sup>, 2019 dispatched the prescribed notices under section 108 of the Companies Act, 2013 all members whose name appeared on the Register of Members as on 16<sup>th</sup> August 2019 and to the Directors and Auditors of the Company and E-Mail dispatch proof was not provided to us.



- The company issued an advertisement in News today and Makkal Kural about the dispatch of the e-voting notice as on 23<sup>rd</sup> August, 2019.
- The E-voting commenced on September 15, 2019 (09:00 am) was open for 3 days up to the close of working hours at 17.00 hours IST on September 17, 2019.
- The votes cast by the members through electronic voting system was downloaded and collected from the website CDSL website.
- A register 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.

Based on the data, reports and statements collected as mentioned above, the scrutiny was completed and results of votes cast through e-voting mechanism were complied as under<sup>1</sup>.

#### SUMMARY OF RESULTS

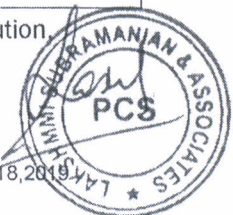
##### 1-Adoption of Financial Statements as on 31<sup>st</sup> March 2019 and Profit and Loss account.

**Nature of resolution:** Ordinary Resolution

Particulars	Number of Members	Representative Number of Shares
Total number of electronic votes received	15	50014600
Total number of electronic votes considered valid	15	50014600
Total number of electronic votes considered invalid	-	-
Out of the above electronic votes:		
i. Number of votes cast in favour of the Resolution	15	50014600
ii. Number of votes cast against the Resolution	-	-
iii. Percentage to the total votes received in favour of the resolution	100%	

**Result:-** The above resolution received unanimous voting for passing as ordinary resolution.

<sup>1</sup> These results are to be read along with results of the votes cast through poll at the AGM held on September 18, 2019.



**2- Appointment of Mr.S.Gopal (DIN:-06448007) as a Director liable to retire by rotation.**

**Nature of resolution:** Ordinary Resolution

Particulars	Number of Members	Representative Number of Shares
Total number of electronic votes received	15	50014600
Total number of electronic votes considered valid	15	50014600
Total number of electronic votes considered invalid	-	-
Out of the above electronic votes:		
i. Number of votes cast in favour of the Resolution	15	50014600
ii. Number of votes cast against the Resolution	-	-
iii. Percentage to the total votes received in favour of the resolution	100%	

**Result:-** The above resolution received unanimous voting for passing as ordinary resolution.





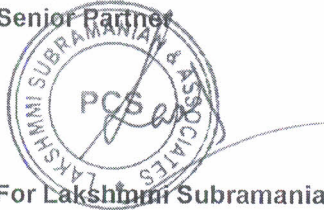
3- Approval of Mr.R.Veeramani (DIN:-00032895) as an Managing director

Nature of resolution: Ordinary Resolution

Particulars	Number of Members	Representative Number of Shares
Total number of electronic votes received	14	35052934
Total number of electronic votes considered valid	14	35052934
Total number of electronic votes considered invalid	-	-
Out of the above electronic votes:		
i. Number of votes cast in favour of the Resolution	14	35052934
ii. Number of votes cast against the Resolution	-	-
iii. Percentage to the total votes received in favour of the resolution	100%	

**Result:-** The above resolution received unanimous voting for passing as ordinary resolution.

Lakshmmi Subramanian  
Senior Partner



For Lakshmmi Subramanian & Associates

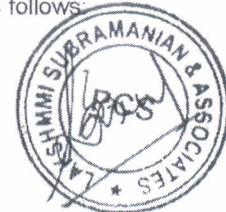
**Consolidated Scrutinizer's Report**  
**[Pursuant to Section 108 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014 as amended]**

To,

The Chairman of 29<sup>th</sup> Annual General Meeting of the Shareholders of M/s. Gem Spinners India Limited held on September 18, 2019 at 10.00 A.M at, No.14 Mangalam Village, Madhurantagam Taluk, Kancheepuram District, chennai-603107.

Dear Sir,

1. I, Lakshmmi Subramanian, a Practicing Company Secretary, have been appointed as a scrutinizer by the board of directors of M/s. Gem Spinners India Limited (The Company) for the purpose of
  - (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 29<sup>th</sup> Annual General Meeting of the Shareholders of M/s. Gem Spinners India Limited, held on September 18, 2019 at No.14 Mangalam Village, Madhurantagam Taluk, Kancheepuram District, Chennai-603107.
  - (iii) 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 29<sup>th</sup> 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 CDSL, 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 Cameo Corporate Services Limited (the Registrar and Transfer Agent).
2. I have issued two separate Scrutinizer's Report dated September 18, 2019 on the remote e-voting through electronic system and 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:



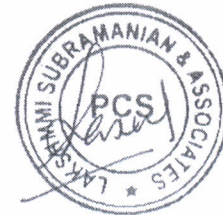
1-To receive, consider and adopt the Financial Statements (including the consolidated Financial statements) of the Company for the financial year ended 31<sup>st</sup> March, 2019 and the Reports of the Board of Directors ( the Board) and Auditors thereon

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)	15	50014600
Total Number of Ballot Papers Received (Physical Voting)	17	11500
<b>Invalid Votes:</b>		
E-voting	-	-
Physical Voting	-	-
Abstain from Voting	-	-
<b>Out of the above:</b>		
Number of valid votes cast in favour of the Resolution (E- Voting)	15	50014600
Number of valid votes cast in favour of the Resolution (Physical Voting)	17	11500
Number of valid votes cast in against the Resolution (Both under E-voting and Physical Voting)	-	-
Percentage to the total valid votes received in favour of the resolution (Both under E-voting and Physical Voting)	100%	

**Result:-** The above resolution received unanimous voting for passing as ordinary resolution.





2- To appoint Mr.S.Gopal (DIN:-06448007) who retires by rotation, and being eligible, offers himself for re-appointment.

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)	15	50014600
Total Number of Ballot Papers Received (Physical Voting)	17	11500
<b>Invalid Votes:</b>		
E-voting	-	-
Physical Voting	-	-
Abstain from Voting	-	-
<b>Out of the above:</b>		
Number of valid votes cast in favour of the Resolution (E- Voting)	15	50014600
Number of valid votes cast in favour of the Resolution (Physical Voting)	17	11500
Number of valid votes cast in against the Resolution (Both under E-voting and Physical Voting)	-	-
Percentage to the total valid votes received in favour of the resolution (Both under E-voting and Physical Voting)	100%	

**Result:-** The above resolution received unanimous voting for passing as ordinary resolution.





**SPECIAL BUSINESS**

3- To appoint Mr.R.Veeramani (DIN:-00032895) as an Managing Director.

Nature of resolution: Special Resolution

Voting requirement: Three-fourth majority

Particulars	Number of Members	Representative Number of Shares
Total number of E-Voting options received (E-Voting)	14	35052934
Total Number of Ballot Papers Received (Physical Voting)	17	11500
<b>Invalid Votes:</b>		
E-voting	-	-
Physical Voting	-	-
Abstain from Voting	-	-
<b>Out of the above:</b>		
Number of valid votes cast in favour of the Resolution (E- Voting)	14	35052934
Number of valid votes cast in favour of the Resolution (Physical Voting)	17	11500
Number of valid votes cast in against the Resolution (Both under E-voting and Physical Voting)	-	-
Percentage to the total valid votes received in favour of the resolution (Both under E-voting and Physical Voting)	100%	

**Result:-** The above resolution received unanimous voting for passing as ordinary resolution.

Therefore we are forwarding the consolidated voting results casted through E-voting and Poll for the 29<sup>th</sup> Annual General Meeting of the Shareholders of M/s. Gem Spinners India Limited held on September 18, 2019 at 10.00 A.M at at, No.14 Mangalam Village, Madhurantagam Taluk, Kancheepuram District, chennai-603107.

Lakshmi Subramanian  
Scrutinizer  
Date: 18.09.2019



For and on Behalf of Lakshmmi Subramanian & Associates