

GEM SPINNERS INDIA LTD

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CIN No.L17111TN1990PLC019791

22nd September 2016

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DALAL STREET, FORT
MUMBAI 400 001

Dear Sirs

We are enclosing herewith Scrutinizer's Report for the Annual General Meeting held on 19th September 2016 for your reference.

Thanking you

Yours faithfully
For GEM SPINNERS INDIA LTD

A.Vani

A.VANI
Company Secretary



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 26th Annual General Meeting ('AGM') of the Equity Shareholders of Gem Spinners India Limited held on the 19th September, 2016 at "No.14 Mangalam Village, Madhurantagam Taluk, Kancheepuram District, Tamilnadu- 603107.

Dear Sir,

1. I, Lakshmmi Subramanian, a practicing Company Secretary, have been appointed as a scrutinizer by the board of directors of Gem Spinners India Limited ('the Company') for the purpose of Scrutinizing:
 - (i) 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 AGM of the Equity Shareholders of the Company, held on the 19th September, 2016 at "No.14 Mangalam Village, Madhurantagam Taluk, Kancheepuram District, Tamilnadu-603107.
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 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 26th AGM of the Equity 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 stated above, 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 engaged by the Company to provide e-voting facilities for voting through electronic means (i.e. by remote e-voting).
3. I have issued separate Scrutinizer's Report dated 20th September 2016 on the remote e-voting and on the poll through electronic system on the resolutions contained in the notice to the AGM. I submit herewith the 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.



ORDINARY BUSINESS:

1. Consideration and Adoption of Audited Balance Sheet as at 31st March, 2016 and the Statement of Profit and Loss Account for the year ended on that date 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)	7	42443500
Total Number of Ballot Papers Received (Physical Voting)	12	1200
Invalid Votes:		
E-voting	Nil	Nil
Physical Voting	Nil	Nil
Out of the above:		
Number of valid votes cast in favour of the Resolution (E- Voting)	7	42443500
Number of valid votes cast in favour of the Resolution (Physical Voting)	12	1200
Number of valid votes cast in against the Resolution (Both under E-voting and Physical Voting)	Nil	Nil
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 above resolution as a Ordinary Resolution was received.



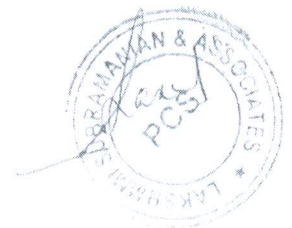
2. Appointment of Mr. S Gopal (DIN : 06448007), Director who retires by rotation and being eligible, offers him for re-appointment.

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)	7	42443500
Total Number of Ballot Papers Received (Physical Voting)	12	1200
Invalid Votes:		
E-voting	Nil	Nil
Physical Voting	Nil	Nil
Out of the above:		
Number of valid votes cast in favour of the Resolution (E- Voting)	7	42443500
Number of valid votes cast in favour of the Resolution (Physical Voting)	12	1200
Number of valid votes cast in against the Resolution (Both under E-voting and Physical Voting)	Nil	Nil
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 above resolution as a Ordinary Resolution was received.



3. Ratification of Appointment of M/s. Vijay Sarathy & Co., Chartered Accountants, as the Statutory Auditors of the company.

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)	7	42443500
Total Number of Ballot Papers Received (Physical Voting)	12	1200
Invalid Votes:		
E-voting	Nil	Nil
Physical Voting	Nil	Nil
Out of the above:		
Number of valid votes cast in favour of the Resolution (E- Voting)	7	42443500
Number of valid votes cast in favour of the Resolution (Physical Voting)	12	1200
Number of valid votes cast in against the Resolution (Both under E-voting and Physical Voting)	Nil	Nil
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 above resolution as a Ordinary Resolution was received.



SPECIAL BUSINESS:

4. Re-Appointment of Mr. R Veeramani (DIN: 00032895) as Managing Director of the Company.

Nature of resolution: Special Resolution

Voting requirement: Three Forth majority

Particulars	Number of Members	Representative Number of Shares
Total number of E-Voting options received (E-Voting)	7	42443500
Total Number of Ballot Papers Received (Physical Voting)	12	1200
Invalid Votes:		
E-voting	Nil	Nil
Physical Voting	Nil	Nil
Out of the above:		
Number of valid votes cast in favour of the Resolution (E- Voting)	7	42443500
Number of valid votes cast in favour of the Resolution (Physical Voting)	12	1200
Number of valid votes cast in against the Resolution (Both under E-voting and Physical Voting)	Nil	Nil
Percentage to the total valid votes received in favour of the resolution (Both under E-voting and Physical Voting)	100%	

Result: The Three Fourth majority for passing the above resolution as a Special Resolution was received.



5. Approval of borrowing Limits upto Rs. 1000 Crores.

Nature of resolution: Special Resolution

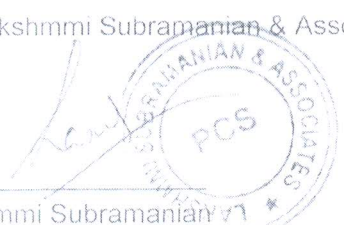
Voting requirement: Three Forth majority

Particulars	Number of Members	Representative Number of Shares
Total number of E-Voting options received (E-Voting)	7	42443500
Total Number of Ballot Papers Received (Physical Voting)	12	1200
Invalid Votes:		
E-voting	Nil	Nil
Physical Voting	Nil	Nil
Out of the above:		
Number of valid votes cast in favour of the Resolution (E- Voting)	7	42443500
Number of valid votes cast in favour of the Resolution (Physical Voting)	12	1200
Number of valid votes cast in against the Resolution (Both under E-voting and Physical Voting)	Nil	Nil
Percentage to the total valid votes received in favour of the resolution (Both under E-voting and Physical Voting)	100%	

Result: The Three Fourth majority for passing the above resolution as a Special Resolution was received.

Therefore we forwarding the Consolidated voting results casted through E-voting and Poll for the 26th Annual General Meeting held on the 19th September, 2016 "No.14 Mangalam Village, Madhurantagam Taluk, Kancheepuram District, Tamilnadu- 603107.

For Lakshmmi Subramanian & Associates



Lakshmmi Subramanian
Senior Partner