

November 29, 2017

The Chairman
Gem Spinners (India) Limited
Chennai.

Sub: Report of Scrutinizer for the Postal Ballot Process vide Notice Dated 23 October 2017 under section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 by Gem Spinners (India) Limited ('Gem' or 'the Company')

In the meeting of the Board of Directors of Gem held on 23 October 2017, I, Mrs. Lakshmmi Subramanian, was appointed as Scrutinizers for Postal Ballot as per section 110 of the Companies Act, 2013 ('Cos Act') for the sale of Company's immovable properties by way of passing a special resolution by the members of the Company.

The Company has availed the e-voting facility for the shareholders to cast their votes to the aforesaid resolutions through electronic mode in addition to voting through duly filled in paper postal ballot forms. Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 recognizes voting by electronic mode for postal ballot, which prescribed the appropriate mechanism for e-Voting.

The postal ballot process was accordingly conducted and concluded as below:

The Company on 27 October 2017 dispatched the notice under section 110 of the Companies Act, 2013 along with the Postal Ballot forms to the members of the Company whose name appeared on the Register of Members/ List of Beneficiaries as on 20 October 2017.

The Company issued an advertisement in Trinity Mirror and Makkal Kural about the dispatch of the postal ballot paper on 28 October 2017.

All electronic votes and postal ballot forms received up to the close of working hours at 17.00 hours IST on 28 November 2017, the last date and time fixed by the Company for receipt of Postal Ballot were considered for my scrutiny.

Particulars of all Postal Ballot Forms received from the members have been entered in a Register separately maintained electronically for this purpose by the Company.

The votes cast by the members through electronic voting system was downloaded and collated from the website www.cdslindia.com.

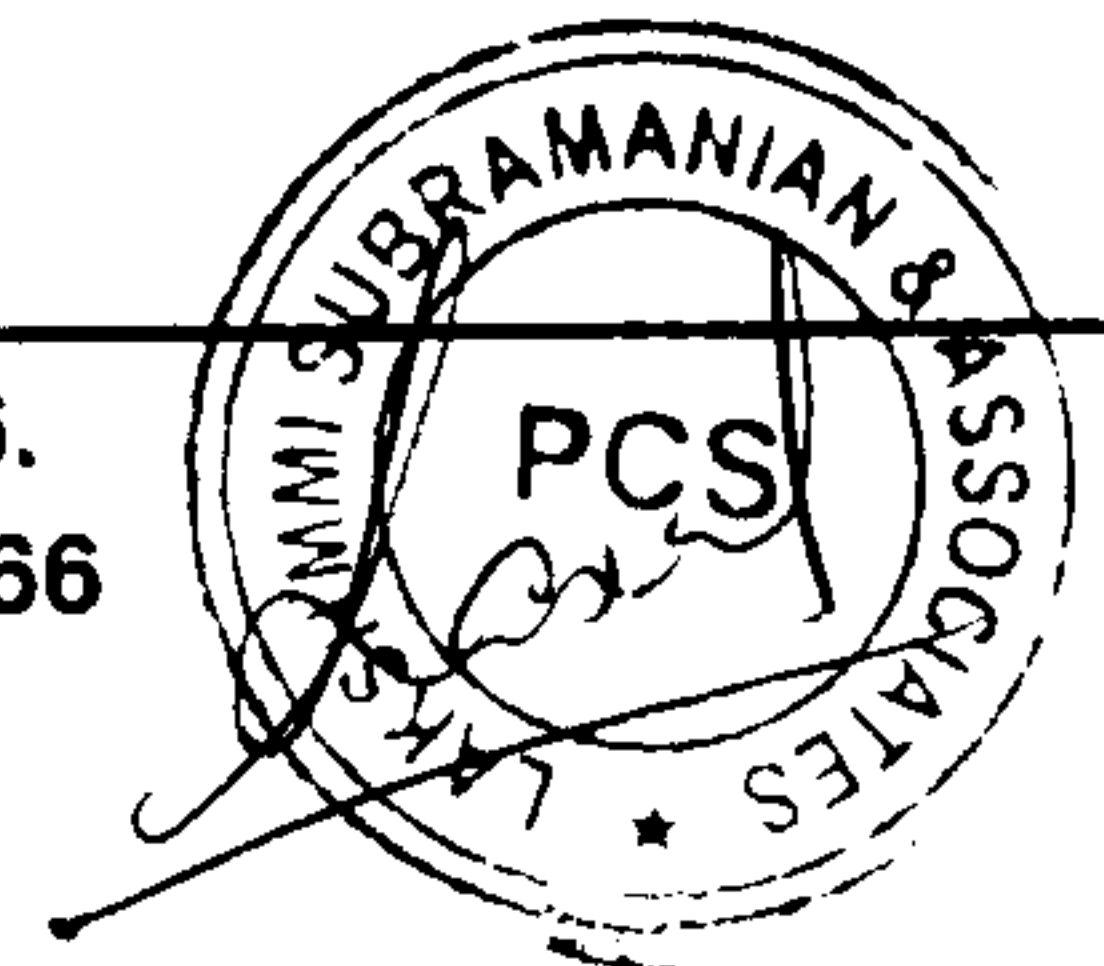
In determining the validity or otherwise of the physical Postal Ballot received the following criteria was adopted:

Where the shareholder has left the Ballot Paper Blank or not indicated his vote or incorrectly filled, the ballot has been treated as invalid

Where the signatures do not tally or ballot paper bears no signature, the ballot has been treated as invalid.

Based on the data, reports and statements collected as mentioned above, the scrutiny was completed and results were complied as under.

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SUMMARY OF POSTAL BALLOT AND E-VOTING RESULTS

1. SALE OF COMPANY'S IMMOVABLE PROPERTY

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)	7	42383700
Total Number of Ballot Papers Received (Physical Voting)	12	6100
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	42383700
Number of valid votes cast in favour of the Resolution (Physical Voting)	12	6100
Number of votes cast against the Resolution (Both under E-voting and Physical Voting)	-	-
Percentage to the total votes received in favour of the resolution (Both under E-voting and Physical Voting)	100.00%	

Result: The requisite majority for passing the above resolution as a Special resolution was received.

Therefore we recommend that you may declare the results as above.



Ms Lakshmmi Subramanian
Practising Company Secretary
C.P.No : 1087
Scrutinizer