

**FORM No. MGT-13 + Remote E-Voting Report**

**Consolidated Report of Scrutinizer(s)**

**[Pursuant to Sections 108 & 109 of the Companies Act, 2013 and Rule 21(2) of the Companies (Management and Administration) Rules, 2014 & Rule 20 of Companies (Management and Administration) Amendment Rules, 2015]**

To,

The Chairman

M/s. Gujarat Mineral Development Corporation Limited (CIN: L14100GJ1963SGC001206)

'Khanij Bhavan', 132 Ft. Ring Road,

Near University Ground, Vastrapur,

Ahmedabad - 380052

54<sup>th</sup> (Fifty Fourth) Annual General Meeting of the Equity Shareholders of M/s. Gujarat Mineral Development Corporation Limited held on Friday, the 29<sup>th</sup> day of September, 2017, at 11.00 a.m. at the Registered Office of the Company situated at the 'Khanij Bhavan', 132 Ft. Ring Road, Near University Ground, Vastrapur, Ahmedabad - 380052.

Dear Sir,

1. We, Sandip Sheth & Associates, Practicing Company Secretaries, have been appointed by the Board of Directors of the M/s. Gujarat Mineral Development Corporation Limited, as Scrutinizer(s) pursuant to provisions of Section 108 & 109 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, for the purpose of scrutinizing the voting by poll & Remote E-voting taken on the below mentioned resolution(s), at the 54<sup>th</sup> (Fifty Fourth) Annual General Meeting of the Equity Shareholders of M/s. Gujarat Mineral Development Corporation Limited held on Friday, the 29<sup>th</sup> day of September, 2017 at 11.00 a.m. at the Registered Office of the Company situated at the 'Khanij Bhavan', 132 Ft. Ring Road, Near University Ground, Vastrapur, Ahmedabad - 380052.
2. The management of the Company is responsible to ensure the compliances with the requirements of the provisions of the Companies Act, 2013 and Rules relating to voting on the resolutions contained in the Notice of the 54<sup>th</sup> (Fifty Fourth) Annual General Meeting of the members of the Company.



Our responsibility as a scrutinizer for the voting process is restricted to make Scrutinizer's Report of the votes casted "in favour" or "against" the resolutions stated below, based on the scrutiny of the polling papers circulated at the Annual General Meeting and on the basis of the reports generated from the E-voting system provided by the Central Depository Services (India) Limited (CDSL), the authorized agency to provide E-voting facility, appointed by the Company.

3. Further to the above, We submit our consolidated report as under:

**A. Relating to Remote E-Voting:**

- a) The remote e-voting period remained open from Monday, 25<sup>th</sup> September, 2017 (9.00 a.m.) to Thursday, 28<sup>th</sup> September, 2017 (5.00 p.m.).
- b) The members of the Company as on "cut-off" date i.e. 22<sup>nd</sup> September, 2017, were entitled to vote on the resolutions stated in the Notice of the 54<sup>th</sup> (Fifty Fourth) Annual General Meeting.
- c) The Votes casted were subsequently unblocked by us on 29<sup>th</sup> September, 2017 at 12.40 noon (after counting the votes cast at the Annual General Meeting) in the presence of two witnesses, whose names are mentioned below, who are not in employment of the Company and electronic ballots were diligently scrutinized by us.

*Payal Shastri*

(Ms. Payal Shastri)

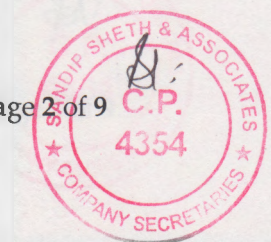
*Mrinal*

(Ms. Mrinal Sharma)

- d) The electronic ballots were reconciled with records maintained by the Company/Registrar and Transfer Agents of the Company and the authorization/proxies lodged with the Company.
- e) Thereafter, the details of members, who have voted "For", "Against" each of the resolutions permitted for remote e-voting, were prepared based on report generated from the e-voting website of CDSL.

**B. For Poll at the Annual General Meeting:**

- a) The poll was conducted together on all the item nos. 1 to 5 on the agenda at the Annual General Meeting at the end of discussion on all the resolutions.
- b) The poll was conducted to enable the members of the Company who were present at the Annual General Meeting and could not cast their vote through Remote E-voting facility provided by the Company through CDSL.





- c) After ensuring that all the members who desire to cast their vote through poll have exercised their right to vote on poll and after seeking permission from the Chairman of the 54<sup>th</sup> (Fifty Fourth) Annual General Meeting, ballot box kept for polling was sealed in our presence with due identification marks.
  - d) The sealed ballot box was subsequently opened in our presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/Registrar and Transfer Agents of the Company and the authorization/proxies lodged with the Company.
  - e) The poll/ballot papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately. Moreover, poll papers of those members who already cast their vote through Remote E-Voting process were also required to be treated as invalid.
4. Total 42 Members have voted through physical ballot/poll at the time of Annual General Meeting and 152 Members have voted during remote e-voting. Out of the physical ballots 12 forms were found to be invalid in all the resolutions and hence were rejected, where as none of the shareholders have voted against any of the resolutions.

Whereas, with respect to Resolution No. (1) to (5), in physical ballot 30 Shareholders holding 7,156 Equity Shares had given their consent in favour of all the resolutions.

Whereas in remote e-voting electronic voting for Resolution No. (1), 148 Shareholders holding 27,29,80,715 Equity Shares have voted in favor of the resolution and 3 Shareholders holding 305 Equity Shares have voted against the resolution, however 1 Shareholder holding 2,54,998 equity shares has not opted to vote on such resolution, with respect to Resolution No. (2), 151 Shareholders holding 27,32,36,013 Equity Shares have voted in favor of the resolution and 1 Shareholder holding 5 Equity Shares has voted against the resolution, with respect to Resolution No. (3), 147 Shareholders holding 27,32,35,398 Equity Shares have in favor of the resolution and 4 Shareholders holding 520 Equity Shares has voted against the resolution, however 1 Shareholder holding 100 Equity Shares has not opted to vote on such resolution with respect to Resolution No. (4), 85 Shareholders holding 25,27,66,596 Equity Shares have voted in favor of the resolution and 66 shareholders holding 2,02,14,424 Equity Shares have voted against the resolution however 1 Shareholder holding 2,54,998 Equity Shares has not opted to vote on such resolution and with respect to Resolution No. (5), 148 Shareholders holding 27,32,35,498 Equity Shares have voted in favor of the resolution and 4 Shareholders holding 520 Equity Shares have voted against the resolution.



5. Based on such scrutiny of the Remote e-voting and polling process, the result of the voting is as under:

**a. Ordinary Resolution – 1:**

Adoption and consideration of the Audited Financial statements for the year ended 31<sup>st</sup> March, 2017, including consolidated financial statements.

(i) Voted in favour of the resolution:

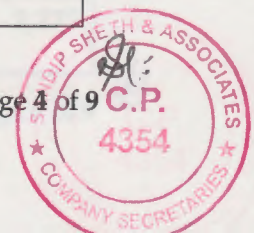
	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total Number of valid votes cast
Remote E-voting	148	27,29,80,715	100%
Voting by Poll	30	7,156	100%
Total	178	27,29,87,871	

(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
Remote E-voting	3	305	0.00%
Voting by Poll	0	0	0.00%
Total	3	305	

(iii) Invalid votes:

	Number of members present and voting (in person or by proxy)	Number of votes cast by them
Remote E-voting	0	0
Voting by Poll	12	2,277
Total	12	2,277





\* In case of invalid votes, six members have not mentioned, the number of shares in ballot and therefore the vote cast by them as mentioned in point no. (iii) does not include such votes.

# 1 Shareholder holding 2,54,998 equity shares has not opted to vote on such resolution.

**b. Ordinary Resolution – 2:**

Declaration of dividend of 150% i.e. Rs. 3/- (Rupees Three only) each on Equity Shares of the Company for the year ended on 31<sup>st</sup> March, 2017.

(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
Remote E-voting	151	27,32,36,013	100%
Voting by Poll	30	7,156	100%
Total	181	27,32,43,169	

(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
Remote E-voting	1	5	0.00%
Voting by Poll	0	0	0.00%
Total	1	5	

(iii) Invalid votes:

	Number of members present and voting (in person or by proxy)	Number of votes cast by them
Remote E-voting	0	0
Voting by Poll	12	2,277
Total	12	2,277





\* In case of invalid votes, six members have not mentioned, the number of shares in ballot and therefore the vote cast by them as mentioned in point no. (iii) does not include such votes.

**c. Ordinary Resolution – 3:**

Fixing up the remuneration of Statutory Auditors to be appointed by the Comptroller & Auditor General of India, for the financial year 2017-18

(i) Voted in favour of the resolution:

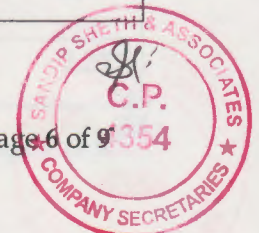
	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total Number of valid votes cast
Remote E-voting	147	27,32,35,398	100%
Voting by Poll	30	7,156	100%
Total	177	27,32,42,554	

(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
Remote E-voting	4	520	0.00%
Voting by Poll	0	0	0.00%
Total	4	520	

(iii) Invalid votes:

	Number of members present and voting (in person or by proxy)	Number of votes cast by them
Remote E-voting	0	0
Voting by Poll	12	2,277
Total	12	2,277





\* In case of invalid votes, six members have not mentioned, the number of shares in ballot and therefore the vote cast by them as mentioned in point no. (iii) does not include such votes.

# 1 Shareholder holding 100 equity shares has not opted to vote on such resolution.

**d. Ordinary Resolution – 4:**

Approval for making contributions or donations to any bona fide Charitable Funds or Trusts in India u/s 181 of the Companies Act, 2013

(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
Remote E-voting	85	25,27,66,596	92.59%
Voting by Poll	30	7,156	100%
Total	115	25,27,73,752	

(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
Remote E-voting	66	2,02,14,424	7.41%
Voting by Poll	0	0	0.00
Total	66	2,02,14,424	

(iii) Invalid votes:

	Number of members present and voting (in person or by proxy)	Number of votes cast by them
Remote E-voting	0	0
Voting by Poll	12	2,277
Total	12	2,277





\* In case of invalid votes, six members have not mentioned, the number of shares in ballot and therefore the vote cast by them as mentioned in point no. (iii) does not include such votes.

# 1 Shareholder holding 2,54,998 equity shares has not opted to vote on such resolution.

**e. Ordinary Resolution – 5:**

Ratification of the remuneration of Cost Auditors for the financial year 2017-18

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

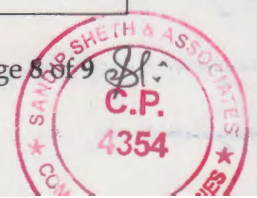
	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total Number of valid votes cast
Remote E-voting	148	27,32,35,498	100%
Voting by Poll	30	7,156	100%
Total	178	27,32,42,654	

**(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
Remote E-voting	4	520	0.00%
Voting by Poll	0	0	0.00
Total	4	520	

**(iii) Invalid votes:**

	Number of members present and voting (in person or by proxy)	Number of votes cast by them
Remote E-voting	0	0
Voting by Poll	12	2,277
Total	12	2,277







\* In case of invalid votes, six members have not mentioned, the number of shares in ballot and therefore the vote cast by them as mentioned in point no. (iii) does not include such votes.

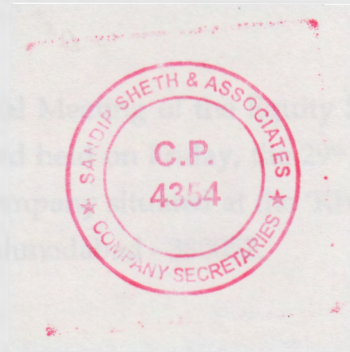
5. A Compact Disc (CD)/Excel Sheets and other supportive documents containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared "INVALID" for each resolution and also resolutions received from corporate shareholders etc. will be returned for safe keeping by our separate letter to the Company.
6. The poll/ballot papers and all other relevant records will also be handed over by us to the Company Secretary authorized by the Board for safe keeping.

Thanking you,

**For, Sandip Sheth & Associates**  
Practicing Company Secretaries

**Sandip Sheth**  
(Partner)

**Membership No.: 5467**  
**CP No.: 4354**



Place: Ahmedabad  
Dated: 29<sup>th</sup> September, 2017

Countersigned by:

X

**Shri Bhadresh Mehta**  
Chairman