

VIJAY KUMAR MISHRA

B. Com. (Hons.), A.C.A., F.C.S

PARESH D PANDYA

B. Com., A.C.S.

VKM & ASSOCIATES

PRACTISING COMPANY SECRETARIES

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**Form No. MGT-13
Report of Scrutinizer(s).**

**Combined Scrutinizer's Report (E-Voting & Poll)
For GSB FINANCE LIMITED**

To,
Mr. RAMAKANT BIYANI
Chairman,
Annual General Meeting of
GSB Finance Limited
815, Stock Exchange Tower,
8th Floor, Dalal Street,
Mumbai-400001

Dear Sir,

Subject: Consolidated Scrutinizer's Report on remote e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 and voting by poll at the Thirty Fifth Annual General Meeting of GSB Finance Limited held on Friday, September 28, 2018 at 4.00 p.m at 78/80, Ali Chambers, Tamarind Lane, Fort, Mumbai 400001.



I, Vijay Kumar Mishra, of VKM & Associates, Practising Company Secretaries, had been appointed as the Scrutinizer by the Board of Directors of GSB Finance Limited pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, to conduct the remote e-voting process in respect of the below mentioned resolutions proposed at the 35th Annual General Meeting (AGM) of GSB Finance Limited on Friday, September 28, 2018 at 4.00 p.m.

I was also appointed as Scrutinizer to scrutinize the voting process at the said AGM held on September 28, 2018.

At the request of the management, we hereby submit our Combined Scrutinizer report on e-voting and poll as under:

- a. The notice dated May 30, 2018, along with a statement setting out material facts under Section 102 of the Act as confirmed by the Company was sent to the shareholders in respect of the below-mentioned resolutions passed at the AGM of the Company.
- b. The Company had availed the e-voting facility offered by Central Depository Services (India) Limited (CDSL) for conducting remote e-voting by the Shareholders of the Company.
- c. The Company had also provided voting by way of the poll to the shareholders present at the AGM and who had not cast their vote earlier through remote e-voting facility.
- d. The shareholders of the company holding shares as on the "cut-off" date of 19th September, 2018 were entitled to vote on the resolutions as contained in the Notice of the AGM.



- e. The voting period for remote e-voting commenced on Tuesday, 25th September, 2018 (9.00 a.m.) and ends on Thursday, 27th September, 2018 at (5.00 p.m.) and the CDSL e-voting platform was blocked thereafter.
- f. After the closure of the voting at the AGM, the report on voting done at the meeting was generated in my presence and the voting was diligently scrutinized by me.
- g. The votes cast under remote e-voting facility were thereafter unblocked in the presence of two witnesses who were not in the employment of the Company and after the conclusion of the voting at the AGM the votes cast thereunder were counted.
- h. I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the CDSL e-voting system and voting by the poll at the AGM.
- i. The Management of the Company is responsible to ensure compliance with the requirements of the Act and rules relating to remote e-voting and the poll conducted at the venue of the meeting on the resolutions contained in the notice of the AGM.
- j. My responsibility as scrutinizer for the remote e-voting and the voting conducted through a poll at the venue of the meeting is restricted to making a Scrutinizer's Report of the votes cast in favour or against the resolutions.

I now submit my consolidated Report as under on the result of the remote e-voting and voting by the electronic voting system at the AGM in respect of the said resolutions.



Resolution No. 1: Ordinary Resolution

To receive, consider, approve and adopt the Audited Balance Sheet of the Company as at 31st March 2018 together with the Profit and Loss Account for the year ended on that date and the Reports of the Board of Directors and the Auditors thereon.

(i) Voted in favour of resolution.

Number of Members Voted	Number of valid votes cast by them	% of the total number of valid votes cast
35	23,29,962	100

(ii) Voted against the resolution.

Number of Members Voted	Number of valid votes cast by them	% of the total number of valid votes cast
0	0	0

(iii) Invalid votes.

Number of Members whose votes were declared invalid	Number of invalid votes cast by them
Nil	NA

Resolution No. 2: Ordinary Resolution

To Declare Dividend @ 2.50% on Equity Shares

(i) Voted in favour of resolution.

Number of Members Voted	Number of valid votes cast by them	% of the total number of valid votes cast
35	23,29,962	100



(ii) Voted against the resolution.

Number of Members Voted	Number of valid votes cast by them	% of the total number of valid votes cast
0	0	0

(iii) Invalid votes.

Number of Members whose votes were declared invalid	Number of invalid votes cast by them
Nil	NA

Resolution No. 3: Ordinary Resolution

To appoint a Director in place of Mrs. Ritika Gupta (DIN No. 00523359) who retires by rotation and being eligible, offer herself for re-appointment

(i) Voted in favour of resolution.

Number of Members Voted	Number of valid votes cast by them	% of the total number of valid votes cast
35	23,29,962	100

(ii) Voted against the resolution.

Number of Members Voted	Number of valid votes cast by them	% of the total number of valid votes cast
0	0	0



(iii) Invalid votes.

Number of Members whose votes were declared invalid	Number of invalid votes cast by them
Nil	NA

Resolution No. 4: Ordinary Resolution

To ratify the appointment of M/S H.P. Jadeja & Associates, Chartered Accountants, Auditors of the Company to hold office from the conclusion of this Meeting until the conclusion of the next Annual general meeting of the Company and to fix their remuneration who were appointed statutory auditors for a term of five years in the last annual general meeting

(i) Voted in favour of resolution.

Number of Members Voted	Number of valid votes cast by them	% of the total number of valid votes cast
35	23,29,962	100

(ii) Voted against the resolution.

Number of Members Voted	Number of valid votes cast by them	% of the total number of valid votes cast
0	0	0

(iii) Invalid votes.

Number of Members whose votes were declared invalid	Number of invalid votes cast by them
Nil	NA



Thanking you,
Yours Faithfully



Vijay Kumar Mishra
Partner
VKM & Associates
Practising Company Secretaries
FSC: 5023 COP: 4279
116, Trinity Bldg, 1st Floor,
Dr. C H Street, Behind Parsi Dairy,
Marine Lines (E), Mumbai -400002.

Date: 29/09/2018

Place: Mumbai