



Date : 29.09.2018

To,  
Dy. Manager (Dept. of Corporate Services)  
BSE Limited  
P.J. Tower, Dalal Street,  
Fort, Mumbai – 400 001

Dear Sir / Madam,

**Sub.: Disclosure of Voting Results of the 26<sup>th</sup> Annual General Meeting of Gujarat Containers Ltd. held on 29<sup>th</sup> September, 2018 as per the requirements of Regulation 44(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

With reference to above, we are submitting herewith the details of voting results of 26<sup>th</sup> Annual General Meeting of Gujarat Containers Ltd. held on 29<sup>th</sup> September, 2018 in the format prescribed under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We are also enclosing the consolidated report of the Scrutinizer on e-voting and voting through poll at the AGM.

You are requested to kindly take the same on record.

Thanking you,

Yours faithfully,  
For Gujarat Containers Limited

Jigardan Gadhvi  
Company Secretary

Encl. a.a.

GUJARAT CONTAINERS LIMITED

DISCLOSURE REGARDING VOTING RESULTS OF 26TH ANNUAL GENERAL MEETING OF THE COMPANY AS PER REGULATION 44(3) OF SEBI (LODR) REGULATIONS, 2015

Date of the AGM	29th September, 2018
Total number of shareholders on record date (22-09-2018)	10152
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group :	6
Public :	27
No. of shareholders present in the meeting through Video conferencing (VC) Promoters and Promoter Group :	N.A.
Public :	N.A.

Agenda - wise Disclosure

**Resolution -1** : To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2018, together with the reports of the Board of Directors and Auditors thereon.

Resolution required		Ordinary						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	2673830	2673830	0.00	2673830	0	100.00	0.00
	Poll			0.00		0	0.00	0.00
	<b>Total</b>		<b>2673830</b>	<b>2673830</b>		<b>100.00</b>	<b>0</b>	<b>0.00</b>
Public Institutions	E-Voting	0	0	0.00	0	0	0.00	0.00
	Poll			0.00	0	0	0.00	0.00
	<b>Total</b>		<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>
Public Non-Institutions	E-Voting	2976170	0	0.00	0	0	0.00	0.00
	Poll		4306	0.14	4306	0	100.00	0.00
	<b>Total</b>		<b>2976170</b>	<b>4306</b>	<b>0.14</b>	<b>4306</b>	<b>0</b>	<b>100.00</b>
<b>Total</b>		<b>5650000</b>	<b>2678136</b>	<b>47.40</b>	<b>4306</b>	<b>0</b>	<b>0.16</b>	<b>0.00</b>

**Resolution -2** : To appoint a Director in place of Mr. Pravin Hiralal Shah (DIN 01881862), who retires by rotation and being eligible, offers himself for re-appointment.

Resolution required		Ordinary						
Whether promoter/ promoter group are interested in the agenda/resolution?		Yes						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	2673830	2623930	0.00	2623930	0	100.00	0.00
	Poll			0.00		0	0.00	0.00
	<b>Total</b>		<b>2673830</b>	<b>2623930</b>		<b>98.13</b>	<b>0</b>	<b>0.00</b>
Public Institutions	E-Voting	0	0	0.00	0	0	0.00	0.00
	Poll			0.00	0	0	0.00	0.00
	<b>Total</b>		<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>
Public Non-Institutions	E-Voting	2976170	0	0.00	0	0	0.00	0.00
	Poll		4306	0.14	4306	0	100.00	0.00
	<b>Total</b>		<b>2976170</b>	<b>4306</b>	<b>0.14</b>	<b>4306</b>	<b>0</b>	<b>100.00</b>
<b>Total</b>		<b>5650000</b>	<b>2628236</b>	<b>46.52</b>	<b>4306</b>	<b>0</b>	<b>0.16</b>	<b>0.00</b>

**Resolution -3** : To consider appointment of Mr. Ashwinbhai Kantilal Shah as an Independent Director.

Resolution required			Ordinary					
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes			No		
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	2673830	2673830	0.00	2673830	0	100.00	0.00
	Poll			0.00		0	0.00	0.00
	<b>Total</b>		<b>2673830</b>	<b>2673830</b>		<b>100.00</b>	<b>0</b>	<b>0.00</b>
Public Institutions	E-Voting	0	0	0.00	0	0	0.00	0.00
	Poll			0.00	0	0	0.00	0.00
	<b>Total</b>		<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>
Public Non-Institutions	E-Voting	2976170	0	0.00	0	0	0.00	0.00
	Poll		4306	0.14	4306	0	100.00	0.00
	<b>Total</b>		<b>2976170</b>	<b>4306</b>	<b>0.14</b>	<b>4306</b>	<b>0</b>	<b>100.00</b>
<b>Total</b>		<b>5650000</b>	<b>2678136</b>	<b>47.40</b>	<b>4306</b>	<b>0</b>	<b>0.16</b>	<b>0.00</b>

**Resolution -4** : To consider Re-appointment of Mr. Kiran Arvindlal Shah (DIN: 01862236) as the Managing Director.

Resolution required			Ordinary					
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes			No		
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	2673830	55500	0.00	55500	0	100.00	0.00
	Poll			0.00		0	0.00	0.00
	<b>Total</b>		<b>2673830</b>	<b>55500</b>		<b>2.08</b>	<b>0</b>	<b>0.00</b>
Public Institutions	E-Voting	0	0	0.00	0	0	0.00	0.00
	Poll			0.00	0	0	0.00	0.00
	<b>Total</b>		<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>
Public Non-Institutions	E-Voting	2976170	0	0.00	0	0	0.00	0.00
	Poll		4306	0.14	4306	0	100.00	0.00
	<b>Total</b>		<b>2976170</b>	<b>4306</b>	<b>0.14</b>	<b>4306</b>	<b>0</b>	<b>100.00</b>
<b>Total</b>		<b>5650000</b>	<b>59806</b>	<b>1.06</b>	<b>4306</b>	<b>0</b>	<b>7.20</b>	<b>0.00</b>

**Resolution -5** : To consider Re-appointment of Mrs. Neha Vivek Vora (DIN: 07150139) as the Whole Time Director designated as an Executive Director.

Resolution required			Ordinary					
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes			No		
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	2673830	55500	0.00	55500	0	100.00	0.00
	Poll			0.00		0	0.00	0.00
	<b>Total</b>		<b>2673830</b>	<b>55500</b>		<b>2.08</b>	<b>0</b>	<b>0.00</b>
Public Institutions	E-Voting	0	0	0.00	0	0	0.00	0.00
	Poll			0.00	0	0	0.00	0.00
	<b>Total</b>		<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>
Public Non-Institutions	E-Voting	2976170	0	0.00	0	0	0.00	0.00
	Poll		4306	0.14	4306	0	100.00	0.00
	<b>Total</b>		<b>2976170</b>	<b>4306</b>	<b>0.14</b>	<b>4306</b>	<b>0</b>	<b>100.00</b>
<b>Total</b>		<b>5650000</b>	<b>59806</b>	<b>1.06</b>	<b>4306</b>	<b>0</b>	<b>7.20</b>	<b>0.00</b>

**Results** : On the basis of the Report of the Scrutinizers dated 29th September, 2018, all the aforesaid resolutions proposed at the AGM held on 29th September, 2018 were passed with requisite majority.

For Gujarat Containers Limited





Jigardan Gadhvi  
Company Secretary



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**Jayesh Vyas & Associates**  
**Practising Company Secretaries**  
Office : 1, "Premal Jyot", Sarabhai Colony, Gotri Road, Baroda - 390 021

## Consolidated Scrutinizer's Report

[Pursuant to section 108 of the Companies Act, 2013 and rule 20 (4) (xii) of the Companies (Management and Administration) Rules, 2014 read with amendments made thereto; and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,  
The Chairman,  
**Gujarat Containers Limited**  
Plot No.488, Baroda – Savli Highway, Village : Tundav,  
Taluka: Savli, Dist. : Vadodara (Gujarat)

**Sub : 26<sup>th</sup> Annual General Meeting ("AGM") of the Members of Gujarat Containers Limited held on Saturday, 29<sup>th</sup> September, 2018 at 10.00 a.m. at its Registered Office at Plot No.488, Baroda – Savli Highway, Village : Tundav, Taluka: Savli, Dist. : Vadodara (Gujarat).**

Dear Sir,

1. I, Jayesh Vyas, Practising Company Secretary (Membership No. FCS 5072 / C.P No. 1790), Proprietor, M/s. Jayesh Vyas & Associates, have been appointed as a scrutinizer by the Board of Directors of **Gujarat Containers Limited** for the purpose of scrutinizing the remote e-voting and voting through ballot paper carried out at the venue of the Annual General Meeting (**AGM**) and ascertaining the requisite majority on remote e-voting and voting through ballot paper undertaken as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 read with amendments made thereto and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 on the resolutions contained in the notice of the 26<sup>th</sup> AGM of the members of the Company, held on Saturday, the 29<sup>th</sup> September, 2018 at 10.00 a.m. at its Registered Office at Plot No.488, Baroda – Savli Highway, Village : Tundav, Taluka: Savli, Dist. : Vadodara (Gujarat).
2. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules made thereunder relating to voting through electronic means on the resolutions contained in the Notice of the 26<sup>th</sup> AGM of the members of the Company. **R & T Agent, MCS Share Transfer Agent Limited** provided data of members entitled to vote as on the cut-off date.





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Practising Company Secretaries  
Office : 1, "Premal Jyot", Sarabhai Colony, Gotri Road, Baroda - 390 021

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3. My responsibility as a Scrutinizer for the remote e-voting and voting through ballot paper at the AGM is restricted to make a Scrutinizer's Report of the votes cast "**For**" or "**Against**" the resolutions stated in the Notice, based on the reports generated from the e-voting system provided by Central Depository Services (India) Limited (CDSL), the authorized agency to provide e-voting facilities, engaged by the Company and Ballot Papers made available at the AGM.
4. Further to above, I submit my report as under:
  - 4.1. The Company has provided the remote e-voting facility through CDSL, on their website [www.evotingindia.com](http://www.evotingindia.com). The Company had uploaded all the items of businesses to be transacted on the website of the Company and also on the website of CDSL to facilitate its shareholders to cast their vote through remote e-voting;
  - 4.2. The notices sent (both through email and physical form) contained the detailed procedure to be followed by the members who were desirous of casting their votes electronically as provided under Rule 20 of the Companies (Management and Administration) Rules, 2014;
  - 4.3. As prescribed in the said Rules, the Company has also published an advertisement in newspapers on 9<sup>th</sup> September, 2018 in Western Times (English) and in Western Times (Gujarati) and it carried the required information as specified in the said Rules;
  - 4.4. The Chairman at the 26<sup>th</sup> Annual General Meeting held on 29<sup>th</sup> September, 2018 had announced that members who have not exercised their votes through remote e-voting, can exercise their votes through ballot paper at the AGM;
  - 4.5. The members of the Company as on the "cut-off date" i.e. Saturday, 22<sup>nd</sup> September, 2018 were entitled to vote on the resolutions (Item no. 1 to 5), as set out in the notice of the 26<sup>th</sup> Annual General Meeting;
  - 4.6. The remote e-voting commenced from Wednesday, 26<sup>th</sup> September, 2018 at 9.00 a.m. (IST) and end on Friday, 28<sup>th</sup> September, 2018 at 5.00 p.m. (IST);
  - 4.7. The votes cast were unblocked after the AGM in the presence of 2 witnesses, who are not in the employment of the Company.
  - 4.8. My combined report on the results of voting through remote e-voting and voting through ballot paper at the Annual General Meeting is as under:





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**ORDINARY BUSINESS :**

**Resolution No. 1 – Ordinary Resolution**

To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2018, together with the reports of the Board of Directors and Auditors thereon.

No of Shares Held	No of valid votes cast	No of votes in favour	No of votes against	% of votes		No of votes invalid /abstained
				Favour	Against	
2678136	2678136	2678136	0	100	0	0

**Resolution No. 2 – Ordinary Resolution**

To appoint a Director in place of Mr. Pravin Hiralal Shah (DIN 01881862), who retires by rotation and being eligible, offers himself for re-appointment.

No of Shares Held	No of valid votes cast	No of votes in favour	No of votes against	% of votes		No of votes invalid /abstained
				Favour	Against	
2628236	2628236	2628236	0	100	0	49900*

\* Invalid Votes: None; Abstained votes: 49,900

**SPECIAL BUSINESS :**

**Resolution No. 3 – Ordinary Resolution**

To consider appointment of Mr. Ashwinbhai Kantilal Shah as an Independent Director.

No of Shares Held	No of valid votes cast	No of votes in favour	No of votes against	% of votes		No of votes invalid /abstained
				Favour	Against	
2678136	2678136	2678136	0	100	0	0





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Practising Company Secretaries  
Office : 1, "Premal Jyot", Sarabhai Colony, Gotri Road, Baroda - 390 021

: 4 :

#### Resolution No. 4 – Ordinary Resolution

To consider Re-appointment of Mr. Kiran Arvindlal Shah (DIN: 01862236) as the Managing Director.

No of Shares Held	No of valid votes cast	No of votes in favour	No of votes against	% of votes		No of votes invalid /abstained
				Favour	Against	
59806	59806	59806	0	100	0	2618330*

\* Invalid Votes: None; Abstained votes: 2618330

#### Resolution No. 5 – Ordinary Resolution

To consider Re-appointment of Mrs. Neha Vivek Vora (DIN: 07150139) as the Whole Time Director designated as an Executive Director.

No of Shares Held	No of valid votes cast	No of votes in favour	No of votes against	% of votes		No of votes invalid /abstained
				Favour	Against	
59806	59806	59806	0	100	0	2618330*

\* Invalid Votes: None; Abstained votes: 2618330

6. You may accordingly declare the result of voting by e-voting and voting through ballot paper at the AGM.

Thanking you,

For Jayesh Vyas & Associates  
Practising Company Secretaries



Jayesh Vyas  
Proprietor  
FCS-5072 : CP-1790

Place : Vadodara  
Date : 29-09-2018