

P. PINCHA & ASSOCIATES

COMPANY SECRETARIES

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Scrutinizer Report

To,
The Chairman
Gravita India Limited
402, Gravita Tower, A-27B, Shanti Path
Tilak Nagar, Jaipur, Rajasthan

Dear Sir,

1. The Board of Director of the company at its meeting held on 29.05.2014 has appointed the undersigned as a Scrutinizer for conducting the postal ballot voting process prescribed under Section 110 of the Companies Act, 2013 read with the Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 in respect of the following Special Resolutions:
 - (a) *Special Resolution under section 13 of the Companies Act, 2013, for alteration in object clause of Memorandum of Association of the company.*
 - (b) *Special Resolution under section 180(1)(a) of the Companies Act, 2013, Creation of Charge on Movable and Immovable property of the Company.*
 - (c) *Special Resolution under section 186 of the Companies Act, 2013, Consent for making of any investment/ giving any loan or guarantee/ providing security.*
 - (d) *Special Resolution under section 188 of the Companies Act, 2013, Purchase of Business Undertaking.*
2. I submit my report as under:
 - 2.1 The company has completed the dispatch of postal ballot forms along with notice of postal ballot on 11.06.2014 to the Members whose name(s) appeared on the Register of Member/list of beneficiaries as on 30.05.2014. The company also availed the E-voting facility offered by CDSL for conducting e-voting by the members of the company permitted under section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014.
 - 2.2 Particulars of all the Physical postal ballot forms received from the members have been entered in a register separately maintained for the purpose and particulars of records of all the electronic voting from the members have been generated from the e-voting platform maintained by CDSL to which the Company has subscribed for the purpose of e-voting by its shareholders.
 - 2.3 All the postal ballot forms received upto the close of working hours i.e. not later than (17:00 Hours) on 10.07.2014, the last date and time fixed by the company for receipt of the forms, were considered for my scrutiny.
 - 2.4 Envelopes containing postal ballot forms received after 10.07.2014 were not considered for my scrutiny.
 - 2.5 Envelopes containing postal ballot forms returned undelivered aggregated to Nil.



2.6 The physical postal ballot forms were kept under my safe custody in sealed and tamper proof ballot boxes before commencing the scrutiny of such postal ballot forms.

2.7 The ballot boxes containing physical postal ballot forms were opened on 11.07.2014 in my presence and scrutinized and the shareholding was matched / confirmed with the Register of Members of the company/list of beneficiaries as on 30.05.2014.

2.8 Four (4) ballot papers were not properly filled/incomplete/defaced/mutilated/ non receipt of authorisation letter in case of corporate/ signature mismatch are rejected and separately kept.

3. A summary of the postal ballot forms received is given below:

S No.	Particulars	No. of Postal Ballot Forms and Shares				Total	
		Physical	Shares	Electronic*	Shares	Forms	Shares
A	Total postal ballot forms received	51	50070412	46	829225	97	50899637
B	Less : Invalid Postal Ballot forms (as per register) **	4	1455	Nil	Nil	4	1455
C	Net Valid postal ballot forms (as per register)	47	50068957	46	829225	93	50898182

Resolution No. 1						Resolution No. 2					
No. of Person/ Ballot entitled to Vote	No. of Share	Assent/ Dissent	No. of Ballots	No. of Votes/ shares	% of Votes	No. of Person/ Ballot entitled to Vote	No. of Share	Assent/ Dissent	No. of Ballots	No. of Votes/ shares	% of Votes
93	50898182	Assent	92	50897932	100.00	93	50898182	Assent	90	50897721	100.00
		Dissent	1	250	Negligible			Dissent	3	461	Negligible
		Neutral (Blank)	Nil	Nil	Nil			Neutral (Blank)	Nil	Nil	Nil
		Total	93	50898182	100.00			Total	93	50898182	100.00

Resolution No. 3						Resolution No. 4					
No. of Person/ Ballot entitled to Vote	No. of Share	Assent/ Dissent	No. of Ballots	No. of Votes/ shares	% of Votes	No. of Person/ Ballot entitled to Vote	No. of Share	Assent/ Dissent	No. of Ballots	No. of Votes/ shares	% of Votes
93	50898182	Assent	90	50896872	100.00	89	872432	Assent	85	870851	99.82
		Dissent	3	1310	Negligible			Dissent	4	1581	0.18
		Neutral (Blank)	Nil	Nil	Nil			Neutral (Blank)	Nil	Nil	Nil
		Total	93	50898182	100.00			Total	89	872432	100.00



*The detail of electronic voting is based on report provided by the CDSL as enclosed.

**Postal ballots have been rejected where there is incomplete/defaced/mutilated/ non receipt of authorisation letter in case of corporate/ signature mismatch.

I have on reckoning the voting rights of the Members on the basis of the paid up value of the shares registered in their names, found that total percentage of assent of total votes in respect of the resolution are as under.

S.No.	Particular of Resolution	No of Shares polled in favour	% of Vote in favour	Remarks
1	Resolution No. 1: Alteration in Object Clause	50897932	100.00	Resolution passed with Requisite Majority
2.	Resolution No. 2: Creation of Charge on the moveable and immovable property of the company	50897721	100.00	Resolution passed with Requisite Majority
3.	Resolution No. 3: Consent for making of any investment/ giving any loan or guarantee/ providing security	50896872	100.00	Resolution passed with Requisite Majority
4.	Resolution No. 4: Purchase of Business undertaking	870851	99.82	Resolution passed with Requisite Majority

- I have handed over the postal ballot forms and other related papers/registers and records as well as report generated from the website of CDSL with regard to electronic voting for safe custody to the Chairman of the company authorised by the Board to supervise the postal ballot process.
- You may accordingly declare the result of the voting by Postal Ballot.

Yours Sincerely,

Dated: 11.07.2014
Place: Jaipur

For P. Pincha & Associates
Company Secretaries




Pradeep Pincha
Proprietor