

Virendra Bhatt

Company Secretary

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Scrutinizer's report

[Pursuant to section 108 of the Companies Act, 2013 and Rule 20 (3) (xi) of the Companies (Management and Administration) Rules, 2014]

To

The Chairman of Twenty- Fifth Annual General Meeting of the members of Gujarat Borosil Limited to be held on 8th August, 2014 at 10 a.m. at Village- Govali, Taluka- Jhagadia, District - Bharuch, - 393001, Gujarat.

Dear Sir,

1. I VIRENDRA G. BHATT, a Company Secretary in whole-time practice, have been appointed by the Board of Directors of Gujarat Borosil Limited (the Company) as a Scrutinizer for the purpose of Scrutinizing the e-voting process and ascertaining the requisite majority on e-voting carried out as per the provisions of Section 108 of the Companies Act, 2013 read with Rules 20 of the Companies (Management and Administration) Rules, 2014 (Rules) on the resolutions contained in the notice to the Twenty- Fifth Annual General Meeting of the members of the Company, to be held on 8 August, 2014 at 10 a.m. at Village- Govali, Taluka- Jhagadia, District - Bharuch, - 393001, Gujarat.
2. The management of the Company is responsible to ensure the compliance with the requirement of the Companies Act, 2013 and Rules relating to voting through electronic means on the resolution contained in the Notice to the 25th Annual General Meeting (AGM) of the members of the Company. My responsibility as a scrutinizer for the e-voting process is restricted to make a scrutinizer's report of the votes cast "in favour" or "against" the resolution stated above, based on the reports generated from the e-voting system provided by Central Depository Services Limited (CDSL), the authorized agency to provide e-voting facilities, engaged by the Company.
3. Further to the above, I submit my report as under :-
 - i. The e-voting remained open from on 2nd August, 2014 (9.00 a.m.) to 4th August, 2014 (6.00 p.m.).
 - ii. The members of the Company as on the " cut off " date i.e. 30th June , 2014 were entitled to vote on the resolutions .(Resolutions No. 1 to 11 as set out in the notice of the Twenty- Fifth AGM of the Company)



- iii. The votes cast were unblocked on 4th August, 2014 around 6 p.m. in the presence of 2 witnesses, Ms. Dhara kansara and Ms. Dolly Mehta who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

Signature: Dhara kansara
Name: Dhara kansara

Signature: Dolly Mehta
Name: Dolly Mehta

- iv. Thereafter the details containing, inter – alia, list of Equity Share Holders, who voted “For” and “Against”, each of the resolutions that were put to vote, generated from the e-voting website of Central Depository Services (India) Limited i.e www.evotingindia.com and based on such reports generated, the results of the evoting is as under:.

Resolution No. 1:-

To receive, consider and adopt the Financial Statements of the company for the year ended 31st March, 2014 including audited Balance Sheet as at 31st March, 2014 and the statement of Profit and Loss for the year ended on that date and the reports of the Board of Directors and the Auditors report thereon.

- (i) Voted in favour of the resolution

Number of members voted	No of votes casted by them	% of total number of valid votes cast
32	39825881	100%

- (ii) Voted against the resolution

Number of members voted	No of votes casted by them	% of total number of valid votes cast
-	-	-

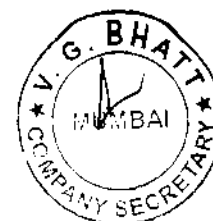
The above Resolution is passed unanimously.

Resolution No. 2:-

To appoint a Director in place of Mr. B L Kheruka (holding Din 00016861), who retires by rotation and being eligible offers himself for re-appointment

- (i) Voted in favour of the resolution

Number of members voted	No of votes casted by them	% of total number of valid votes cast
32	39825881	100%



(ii) Voted against the resolution

Number of members voted	No of votes casted by them	% of total number of valid votes cast
-	-	-

The above Resolution is passed unanimously.

Resolution No.3:-

To appoint M/s. Singhi & Co., Chartered Accountants (Firm Registration No. 110283W) as Auditors of the company.

(i) Voted in favour of the resolution

Number of members voted	No of votes casted by them	% of total number of valid votes cast
31	39825781	99.99975%

(ii) Voted against the resolution

Number of members voted	No of votes casted by them	% of total number of valid votes cast
1	100	0.00025%

The above Resolution is passed by majority

Resolution No.4:-

To approve the remuneration of the Cost Auditors for the Financial year ending March 31, 2015.

(i) Voted in favour of the resolution

Number of members voted	No of votes casted by them	% of total number of valid votes cast
32	39825881	100%

(ii) Voted against the resolution

Number of members voted	No of votes casted by them	% of total number of valid votes cast
-	-	-

The above Resolution is passed unanimously.



Resolution No.5:

To appoint Mr. Shashi kumar Mehra (holding Din 00032134), as an Independent Director of the company for five consecutive years.

(i) Voted in favour of the resolution

Number of members voted	No of votes casted by them	% of total number of valid votes cast
32	39825881	100%

(ii) Voted against the resolution

Number of members voted	No of votes casted by them	% of total number of valid votes cast
-	-	-

The above Resolution is passed unanimously.

Resolution No.6:-

To appoint Mr. Jagdish M Joshi (holding Din 00276041), as an Independent Director of the company for five consecutive years.

(i) Voted in favour of the resolution

Number of members voted	No of votes casted by them	% of total number of valid votes cast
32	39825881	100%

(ii) Voted against the resolution

Number of members voted	No of votes casted by them	% of total number of valid votes cast
-	-	-

The above Resolution is passed unanimously.

Resolution No.7:-

To appoint Mr. Ashok Kumar Doda (holding Din 00288563) from Additional Director to Independent Director of the company for five consecutive years.



(i) Voted in favour of the resolution

Number of members voted	No of votes casted by them	% of total number of valid votes cast
32	39825881	100%

(ii) Voted against the resolution

Number of members voted	No of votes casted by them	% of total number of valid votes cast
-	-	-

The above Resolution is passed unanimously.

Resolution No.8:-

To contribute an amount upto rupees one crore in one or more tranches, in any financial year, to such bona fide charitable and other funds.

(i) Voted in favour of the resolution

Number of members voted	No of votes casted by them	% of total number of valid votes cast
31	39825781	99.99975%

(ii) Voted against the resolution

Number of members voted	No of votes casted by them	% of total number of valid votes cast
1	100	0.00025%

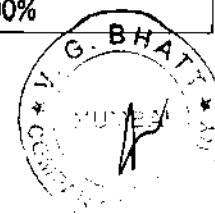
The above Resolution is passed by majority

Resolution No.9:-

To maintain and keep the Company's Registers of Members, Index of Members, Register and Index of Debenture holders, if any, Register of Security holders and all other documents/records in relation thereto, be so kept at the Registrar and Share Transfer Agents of the company.

(i) Voted in favour of the resolution

Number of members voted	No of votes casted by them	% of total number of valid votes cast
32	39825881	100%



(ii) Voted against the resolution

Number of members voted	No of votes casted by them	% of total number of valid votes cast
-	-	-

The above Resolution is passed unanimously.

Resolution No.10:-

To borrow any sum or sums of money which ,may exceed at any time, the aggregate of the paid up capital of the company and its free reserves, but shall not exceed, at any time, a sum of Rs. 200 crore.

(i) Voted in favour of the resolution

Number of members voted	No of votes casted by them	% of total number of valid votes cast
31	39825781	99.99975%

(ii) Voted against the resolution

Number of members voted	No of votes casted by them	% of total number of valid votes cast
1	100	0.00025%

The above Resolution is passed by majority

Resolution No.11:-

To appoint Mr. Ashok Jain, as Whole-Time Directoe of the company.

(i) Voted in favour of the resolution

Number of members voted	No of votes casted by them	% of total number of valid votes cast
32	39825881	100%



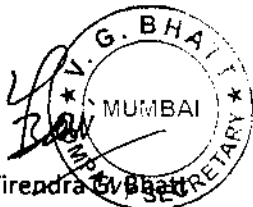
(ii) Voted against the resolution

Number of members voted	No of votes casted by them	% of total number of valid votes cast
-	-	-

The above Resolution is passed unanimously.

Thanking You

Your's Faithfully



Virendra G. Bhatt
Practicing Company Secretary
C.P. No. 124 / ACS 1157
Date: 5th August, 2014.
Place: Mumbai