

Scrutinizer's Report

(Pursuant to rule Section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014)

To,

The Chairman of Annual General Meeting of the Members of **M/S GOPAL IRON AND STEEL CO. (GUJARAT) LIMITEDLIMITED** held on 29th September, 2016.

Dear Sir,

1. I, MR. ANISH SHAH, Proprietor of M/s. A. Shah & Associates, Practicing Company Secretaries appointed as a scrutinizer by:

(i) The Board of Directors of **M/S. GOPAL IRON AND STEEL CO. (GUJARAT) LIMITEDLIMITED** for the purpose of scrutinizing the Remote E-voting process under the provisions of Section 108 of the Companies Act, 2013 (the 2013 Act) read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2014 (Rules) & 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and

(ii) The Chairman of the Annual General Meeting on poll under the provision of section 109 of the Companies Act, 2013 read with rule 21 of said rules, on the resolution contained in the notice of Annual General Meeting of members of the company held on the 29th September, 2016 at Plot no. 1401/2 GIDC Kerala Industrial Estate, Ta. Bavla, Dist. Ahmedabad - 382220.

2. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to e- voting and poll on the resolutions contained in the Notice of the Annual General Meeting (AGM) of the members of the Company. My responsibility as a scrutinizer for the e-voting process and for poll at

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the AGM is restricted to make a Scrutinizer's report of the votes cast "in favour" or "against" the resolutions stated above, based on the reports generated from the e-voting system provided by CDSL, the authorized agency engaged by the Company to provide e-voting facilities for e-voting and also at the time of poll at AGM.

3. I hereby issue scrutinizer's report dated 29th September, 2016 on e-voting and on the resolutions contained in the notice of the AGM and as requested by the Management submit herewith my combined report on results of e-voting together with that of poll, if any as under:-

1. The E-voting period commenced on 26th September, 2016 from 09.00 A.M and concluded on 28th September, 2016 at 5.00 P.M.
2. The shareholders holding shares as on the cutoff date i.e 22nd September, 2016 were entitled to vote on the proposed resolution as set out in the Notice of 22nd Annual General Meeting.
3. After the declaration of voting by use of ballot by the Chairman at the meeting, the ballot box were locked and kept for voting duly marked by identification mark placed on them. The ballot boxes subsequently on close of voting hours, were serially numbered, sorted, signatures verified and were initialed by the scrutinizer. The ballots were reconciled with the records maintained by the Company/ Registrar and Transfer Agent and the authorization/proxies logged with the Company.
4. I did not find any invalid poll papers.
5. The votes on remote e-voting were unblocked after the conclusion of voting in the presence of two witness who are not in employment of the company and the votes were downloaded from e-voting website and the same are being handed over to the Chairman.
6. The total votes cast in favour or against all the resolution proposed in the Notice of the AGM are as under:

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Resolution No. 1- Adoption of audited financial Statements of the company including its Auditor Report and Directors Report thereon for the financial year ended on 31st March, 2016.

| | <u>Remote e-voting</u> | | <u>Ballot at AGM</u> | | <u>Consolidated Voting results</u> | |
|--|------------------------------------|--|--|--|--|--|
| | Number of members who voted | Number of shares for which votes cast | Number of members Who voted (in person or by proxy) | Number of shares for which votes cast | Total Number of shares for which votes cast | % of total number of valid votes cast |
| Voted in favour of the resolution | 13 | 23,73,504 | 8 | 4,32,550 | 28,06,054 | 99.37% |
| Voted against the resolution | 1 | 17,800 | 0 | 0 | 17,800 | 0.63% |
| Invalid Votes | 0 | 0 | 0 | 0 | 0 | 0 |

Resolution No. 2- Re-appointment of Ms. Jainal Patel (DIN: 06979778), who retires by rotation, in terms of Section 152 (6) of the Companies Act, 2013, and being eligible, offers herself for re-appointment.

| | <u>Remote e-voting</u> | | <u>Ballot at AGM</u> | | <u>Consolidated Voting results</u> | |
|--|------------------------------------|--|--|--|--|--|
| | Number of members who voted | Number of shares for which votes cast | Number of members Who voted (in person or by proxy) | Number of shares for which votes cast | Total Number of shares for which votes cast | % of total number of valid votes cast |
| Voted in favour of the resolution | 13 | 23,73,504 | 8 | 4,32,550 | 28,06,054 | 99.37% |

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| | | | | | | |
|-------------------------------------|---|--------|---|---|--------|-------|
| Voted against the resolution | 1 | 17,800 | 0 | 0 | 17,800 | 0.63% |
| Invalid Votes | 0 | 0 | 0 | 0 | 0 | 0 |

Resolution No. 3- Ratification of Appointment of M/s. Mehul Kanani & Co, Chartered Accountants (Firm Registration No. 133039W), as Statutory Auditors of the company to hold office till consecutive period of three (3) financial years

| | <u>Remote e-voting</u> | | <u>Ballot at AGM</u> | | <u>Consolidated Voting results</u> | |
|--|------------------------------------|--|--|--|--|--|
| | Number of members who voted | Number of shares for which votes cast | Number of members Who voted (in person or by proxy) | Number of shares for which votes cast | Total Number of shares for which votes cast | % of total number of valid votes cast |
| Voted in favour of the resolution | 13 | 23,73,504 | 8 | 4,32,550 | 28,06,054 | 99.37% |
| Voted against the resolution | 1 | 17,800 | 0 | 0 | 17,800 | 0.63% |
| Invalid Votes | 0 | 0 | 0 | 0 | 0 | 0 |

All the resolutions shall stand passed under e-voting and poll combined with the requisite majority.

PLACE: AHMEDABAD
DATE: 29/09/2016

FOR, A.SHAH & ASSOCIATES,
PRACTISING COMPANY SECRETARIES

MR. ANISH B. SHAH
PROPRIETOR
MEMBERSHIP NO: 4713