



**Combined Scrutinizer's For E-voting and Poll for  
Garnet International Limited**

To,  
The Chairman of the 33<sup>rd</sup> Annual General Meeting of  
**Garnet International Limited**  
901, Raheja Chambers,  
Free Press Marg, Nariman Point,  
Mumbai - 400 021

Dear Sir,

**Reg: - Passing of Resolution through electronic, ballot form and poll conducted at 33<sup>rd</sup> Annual General Meeting (AGM) of Garnet International Limited ("the Company") held on 30<sup>th</sup> September, 2015**

The board of Director of the Company has appointed me i.e. Mr. Kamlesh Kumar Jain, Proprietor of M/s Kamlesh Jain & Associates, Practicing Company Secretaries having office at 800, Sangita Ellipse, Sahakar Road, Vile Parle (E), Mumbai - 400 057 as Scrutinizer for the purpose of the e-voting and Ballot or polling paper on the below mentioned resolution(s), at 33<sup>rd</sup> Annual General Meeting of the Equity Shareholders of Garnet International Limited held on 30<sup>th</sup> September, 2015 at 11:00 a.m. at 901, Raheja Chambers, Free Press Marg, Nariman Point, Mumbai - 400 021, and submit my report as under:

- 1) The Company had appointed Central Depository Services (India) Limited (CDSL) as the service provider for extending the facility of Electronic voting to shareholders of the Company from 27<sup>th</sup> September, 2015 (9.00 a.m IST) to 29<sup>th</sup> September, 2015 (06.00 p.m. IST). The E-voting results were unblocked by me on 30<sup>th</sup> September, 2015 in the presence of Two Witnesses. For further details, kindly refer to my Scrutinizer's report dated 30<sup>th</sup> September, 2015, which is attached herewith.
- 2) At the 33<sup>rd</sup> AGM of the Company, held 30<sup>th</sup> September, 2015, the chairman of the Company had, as statutorily required, called for a poll to facilitate the Members present in the meeting who could not participate in the e-voting to record their votes through the poll process. The chairman of the AGM has appointed me as the Scrutinizer for the same. For further details kindly refer my Scrutinizer's Report in **Form MGT-13** dated 30<sup>th</sup> September, 2015, which is attached herewith.

3) The result of the E-voting / Postal Ballot together with that of the Poll is as under:

Sr. No.	Subject matter (as set out in the Notice of the AGM)	Voting Process	Votes in favour of the Resolution	Votes against the Resolution	Invalid votes/ Ballot
1.	Adoption of Financial Statements for the year ended 31 March, 2015 and the Director's and Auditor's Reports thereon	E-Voting	2889972	Nil	Nil
		AGM Poll	9276	Nil	Nil
		<b>Total</b>	<b>2899248</b>	<b>Nil</b>	<b>Nil</b>
2.	Declare dividend on Equity shares	E-Voting	2889972	Nil	Nil
		AGM Poll	9276	Nil	Nil
		<b>Total</b>	<b>2899248</b>	<b>Nil</b>	<b>Nil</b>
3.	Re-appointment of Mr. Ramakant Gaggar as Director, who retires by rotation	E-Voting	2889972	Nil	Nil
		AGM Poll	9276	Nil	Nil
		<b>Total</b>	<b>2899248</b>	<b>Nil</b>	<b>Nil</b>
4.	Appointment of M/s MVK Associates, Chartered Accountants as Auditors and fixing their remuneration	E-Voting	2889972	Nil	Nil
		AGM Poll	9276	Nil	Nil
		<b>Total</b>	<b>2899248</b>	<b>Nil</b>	<b>Nil</b>
5.	Appointment of Mrs. Manju Maheshwari as Woman Director of the Company	E-Voting	2889972	Nil	Nil
		AGM Poll	9276	Nil	Nil
		<b>Total</b>	<b>2899248</b>	<b>Nil</b>	<b>Nil</b>

4) Based on the foregoing, all the Resolutions as mentioned in serial No. (s) 1 to 5 stands passed with requisite majority under E-voting, ballot through post and poll.

Thanking You,  
Yours faithfully,  
For, Kamlesh Jain & Associates  
Company Secretaries

*Kamlesh Jain*  
Kamlesh Jain  
Proprietor  
M. No. ACS 14068  
C.P.No.-14577



Place: Mumbai  
Dated: 01/10/2015



## Scrutinizer's Report

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

To,  
The Chairman  
Garnet International Limited  
Mumbai

33<sup>rd</sup> Annual General Meeting of the Equity Shareholders of **Garnet International Limited** Held on 30<sup>th</sup> September, 2015 at 11:00 am at 901, Raheja Chambers, Free Press Marg, Nariman Point, Mumbai - 400 021

Dear Sir,

I, Kamlesh Kumar Jain, Company Secretary in Practice, having office at 800, Sangita Ellipse, Sahakar Road, Vile Parle (E), Mumbai - 400 057 appointed as Scrutinizer of Garnet International Limited ("the Company") for the purpose of Scrutinizing the e-voting process in a fair and transparent manner and ascertaining the requisite majority on e-voting carried out as per the provision of the Companies Act, 2013 and Rule 20 of the Companies ( Management and Administration) Rules, 2014 on the resolution(s), at the 33<sup>rd</sup> Annual General Meeting of the Equity Shareholders of Garnet International Limited to be held on 30<sup>th</sup> September, 2015 at 11.00 a.m. at 901, Raheja Chambers, Free Press Marg, Nariman Point, Mumbai - 400 021. I Submit report as under:

- 1) The e-voting period remained open from 27<sup>th</sup> September, 2015 (9.00 a.m. IST) to 29<sup>th</sup> September, 2015 (6.00 p.m. IST)
- 2) The Shareholders holding shares as on the "cut off" date i.e. 19<sup>th</sup> September, 2015 were entitled to vote on the proposed resolutions ( item no. 01 to 05 as set out in the Notice of the 33<sup>rd</sup> AGM of Garnet International Limited)
- 3) The votes were unblocked on 30<sup>th</sup> September, 2015 at 02.21 p.m. in the presence of two witnesses Mr. Sachin Khandekar and Madhukar Dalavi who are not in the employment of the Company.  
They have signed below in confirmation of the votes being unblocked in their presence.

Name: Sachin Khandekar

Name: Madhukar Dalavi

4) Thereafter, the details containing, inter-alia, list of equity shareholders, who voted "FOR" and "AGAINST", were downloaded from the e-voting website of central Depository Services (India) Limited (CDSL) (<http://www.evoting.india.com/>).

5) The result of the E-voting is as under:

i. **Resolution 1 - Adoption of Financial Statements for the year ended 31<sup>st</sup> March, 2015 and the Director's and Auditor's Report thereon**

(a) Voted in favour of the resolution:

Number of members Voted	Number of votes cast by them	% of total number of valid votes Cast
6	2889972	100%

(b) Voted against the resolution:

Number of members Voted	Number of votes cast by them	% of total number of valid votes Cast
Nil	Nil	Nil

(c) Invalid votes:

Total number of members whose votes were declared invalid	Total Number of votes cast by them
Nil	Nil

ii. **Resolution 2 - Declaration of Dividend on equity shares**

(a) Voted in favour of the resolution:

Number of members Voted	Number of votes cast by them	% of total number of valid votes Cast
6	2889972	100%

(b) Voted against the resolution:

Number of members Voted	Number of votes cast by them	% of total number of valid votes Cast
Nil	Nil	Nil

(c) Invalid votes:

Total number of members whose votes were declared invalid	Total Number of votes cast by them
Nil	Nil



iii. **Resolution 3** - Re-appointment of Mr. Ramakant Gaggar as a Director, who retires by rotation

(a) Voted in favour of the resolution:

Number of members Voted	Number of votes cast by them	% of total number of valid votes Cast
6	2889972	100%

(b) Voted against the resolution:

Number of members Voted	Number of votes cast by them	% of total number of valid votes Cast
Nil	Nil	Nil

(c) Invalid votes:

Total number of members whose votes were declared invalid	Total Number of votes cast by them
Nil	Nil

iv. **Resolution 4** - Appointment of M/s MVK Associates, Chartered Accountants as Auditors and fixing their remuneration

(a) Voted in favour of the resolution:

Number of members Voted	Number of votes cast by them	% of total number of valid votes Cast
6	2889972	100%

(b) Voted against the resolution:

Number of members Voted	Number of votes cast by them	% of total number of valid votes Cast
Nil	Nil	Nil

(c) Invalid votes:

Total number of members whose votes were declared invalid	Total Number of votes cast by them
Nil	Nil

v. **Resolution 5** - Appointment of Mrs. Manju Maheshwari as Women Director of the Company.

(a) Voted in favour of the resolution:

Number of members Voted	Number of votes cast by them	% of total number of valid votes Cast
6	2889972	100%



(b) Voted against the resolution:

Number of members Voted	Number of votes cast by them	% of total number of valid votes Cast
Nil	Nil	Nil

(c) Invalid votes:

Total number of members whose votes were declared invalid	Total Number of votes cast by them
Nil	Nil

- 6) The Registers, all other papers and relevant records relating to electronic voting shall remain in our safe custody until the chairman considers, approves and sign the Minutes of the aforesaid Annual General Meeting and we shall be arranging to handover these records to you or such other person as authorised by you.

Thanking You,

Yours faithfully,

For, **Kamlesh Jain & Associates**

Company Secretaries

*Kamlesh Jain*

**Kamlesh Jain**

**Proprietor**

M. No. ACS 14068

C.P.No.-14577



Place: Mumbai

Dated: 30/09/2015



**FORM NO. MGT-13**  
**Report of Scrutinizer(s)**

**[Pursuant to section 109 of the Companies Act, 2013 and rule 21(2) of the Companies  
(Management and Administration) Rules, 2014]**

To,

The Chairman

33<sup>rd</sup> Annual General Meeting of the Equity Shareholders of **Garnet International Limited** Held on 30<sup>th</sup> September, 2015 at 11:00 am at 901, Raheja Chambers, Free Press Marg, Nariman Point, Mumbai - 400 021

Dear Sir,

I, Kamlesh Kumar Jain, Company Secretary in Practice, having office at 800, Sangita Ellipse, Sahakar Road, Vile Parle (E), Mumbai - 400 057 appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolution(s), at the 33<sup>rd</sup> Annual General Meeting of the Equity Shareholders of Garnet International Limited held on 30<sup>th</sup> September, 2015 at 11:00 am at 901, Raheja Chambers, Free Press Marg, Nariman Point, Mumbai - 400 021, submit my report as under:

- 1) After the time fixed for closing of the poll by the chairman, One (1) ballot box kept for polling was locked in my presence with due identification marks placed by me.
- 2) The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconcile with the records maintained by the Company/ Registrar and Transfer Agent of the Company and the authorizations/ proxies lodged with the Company.
- 3) The Total Number of member's presence at the meeting and have casted their votes were 16.
- 4) We did not find any poll papers invalid.
- 5) The result of the Poll is as under:

i. **Resolution 1 - Adoption of Financial Statements for the year ended 31<sup>st</sup> March, 2015 and the Director's and Auditor's Report thereon**

(a) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes Cast
16	9276	100%

(b) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes Cast
Nil	Nil	Nil

(c) Invalid votes:

Number of members present and voting (in person or by proxy)	Number of votes cast by them
Nil	Nil

ii. **Resolution 2 - Declaration of Dividend on equity shares**

(a) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes Cast
16	9276	100%

(b) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes Cast
Nil	Nil	Nil





(c) Invalid votes:

Number of members present and voting (in person or by proxy)	Number of votes cast by them
Nil	Nil

iii. **Resolution 3** - Re-appointment of Mr. Ramakant Gaggar as a Director, who retires by rotation

(a) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes Cast
16	9276	100%

(b) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes Cast
Nil	Nil	Nil

(c) Invalid votes:

Number of members present and voting (in person or by proxy)	Number of votes cast by them
Nil	Nil

iv. **Resolution 4** - Appointment of M/s MVK Associates, Chartered Accountants as Auditors and fixing their remuneration

(a) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes Cast
16	9276	100%



(b) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes Cast
Nil	Nil	Nil

(c) Invalid votes:

Number of members present and voting (in person or by proxy)	Number of votes cast by them
Nil	Nil

v. Resolution 5 - Appointment of Mrs. Manju Maheshwari as Women Director of the Company.

(a) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes Cast
16	9276	100%

(b) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes Cast
Nil	Nil	Nil

(c) Invalid votes:

Number of members present and voting (in person or by proxy)	Number of votes cast by them
Nil	Nil



- 6) A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST", and those whose votes were declared invalid for each resolution is enclosed.
- 7) The Poll papers and all other relevant records were sealed and handed over to the Director authorised by the Board for safe keeping.

Thanking You,  
Yours faithfully,  
For, Kamlesh Jain & Associates  
Company Secretaries

*Kamlesh Jain*



Kamlesh Jain  
Proprietor  
M. No. ACS 14068  
C.P.No.-14577

Place: Mumbai  
Dated: 30/09/2015