

FORM NO. MGT-13

**Combined Report of Scrutinizer for e-voting & voting through ballot process**

[Pursuant to Section 108/109 of the Companies Act, 2013 read with the Rule 20(4) (xii) of the Companies (Management and Administration) Rules, 2014 as amended]

To,  
The Chairman,  
Govind Rubber Limited,  
4<sup>th</sup> Floor, 418, Creative Industrial Estate,  
72, N. M. Joshi Marg, Lower Parel,  
Mumbai - 400 011.

**Subject: 32<sup>nd</sup> Annual General Meeting of the Members of Govind Rubber Limited held on Wednesday, 6<sup>th</sup> September, 2017 at 11.00 a.m. at Damodar Hall, N. M. Joshi Vidya Sankul, Dr. B. A. Road, Parel, Mumbai - 400 012.**

Dear Sir,

I, CS Prabhat Maheshwari, Company Secretary in Practice (FCS: 2405, CP No. 1432), Partner of M/s. GMJ & Associates, Company Secretaries was duly appointed by the Board of Directors for the purpose of scrutinizing the Remote e-voting process under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any amendment thereof and voting through Poll at the venue of the Annual General Meeting (AGM) in a fair and transparent manner in respect of the Resolutions contained in the Notice of the 32<sup>nd</sup> AGM of Equity Shareholders of Govind Rubber Limited at their Meeting held on Wednesday, 6<sup>th</sup> September, 2017 at 11.00 a.m. at Damodar Hall, N. M. Joshi Vidya Sankul, Dr. B. A. Road, Parel, Mumbai - 400 012.

The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules framed thereunder relating to voting through electronic means (Remote e-voting) and voting by Poll at the venue of AGM on the resolutions contained in the Notice of the 32<sup>nd</sup> AGM of the members of the Company. My responsibility as a scrutinizer for the remote e-voting process and for the Poll at the 32<sup>nd</sup> AGM is restricted to make a Scrutinizer's Report of the Votes Cast "in favour" or "against" the resolutions as stated below on the report generated from the remote e-voting system provided by National Securities Depositories Limited (NSDL), the authorised agency engaged by Company to provide Remote e-voting facilities and the report generated electronically for voting by Poll at the venue of AGM.

Contd...



After the time fixed for closing of Poll by the Chairman, Ballot Box kept for polling was locked in my presence with due identification marks placed by me.

The locked Ballot Box was subsequently opened by us in the presence of two witnesses, who are not in employment of the company, thereafter the poll papers were diligently scrutinized. The Poll papers were reconciled with the records maintained by the Registrar and Transfer Agents/ the Company and the authorizations/ proxies lodged with the company. Incomplete, invalid and/or defective Poll papers were rejected by us.

The Consolidated Scrutinizer's Report on the resolutions proposed in the Notice of the AGM with respect to Remote e-voting and Poll Process is as under;

**ITEM NO. 1: ORDINARY RESOLUTION:**

To receive, consider and adopt the Audited Financial Statements for the financial year ended 31<sup>st</sup> March, 2017 together with the Reports of the Board of Directors and the Auditors thereon.

Mode of voting	Total Valid Votes	Votes in Favour of Resolution			Votes against the Resolution			Invalid Votes
		No of ballot/ e-voting entry	Nos.	% to total valid	No of ballot/ e-voting entry	Nos.	% to total valid	
E-voting	11711531	15	11710555	100	2	976	0	0
Poll/Ballot voting	1883	23	1883	100	0	0	0	10
<b>Total</b>	<b>11713414</b>	<b>38</b>	<b>11712438</b>	<b>100</b>	<b>2</b>	<b>976</b>	<b>0</b>	<b>10</b>

**ITEM NO. 2: ORDINARY RESOLUTION:**

To appoint Statutory Auditors of the Company and to fix their remuneration.

Mode of voting	Total Valid Votes	Votes in Favour of Resolution			Votes against the Resolution			Invalid Votes
		No of ballot/ e-voting entry	Nos.	% to total valid	No of ballot/ e-voting entry	Nos.	% to total valid	
E-voting	11711531	15	11710555	100	2	976	0	0
Poll/Ballot voting	1883	23	1883	100	0	0	0	10
<b>Total</b>	<b>11713414</b>	<b>38</b>	<b>11712438</b>	<b>100</b>	<b>2</b>	<b>976</b>	<b>0</b>	<b>10</b>

Contd...



**ITEM NO. 3: ORDINARY RESOLUTION:**

To ratify the remuneration of Cost Auditors.

Mode of Voting	Total Valid Votes	Votes in Favour of Resolution			Votes against the Resolution			Invalid Votes
		No of ballot/ e-voting entry	Nos.	% to total valid	No of ballot/ e-voting entry	Nos.	% to total valid	
E-voting	11711531	15	11710555	100	2	976	0	0
Poll/Ballot voting	1873	22	1873	100	0	0	0	10
<b>Total</b>	<b>11713404</b>	<b>37</b>	<b>11712428</b>	<b>100</b>	<b>2</b>	<b>976</b>	<b>0</b>	<b>10</b>

All the resolutions voted through Remote e-voting and Poll were passed with requisite majority.

The Poll papers and all other relevant records were sealed and handed over to the Company Secretary authorised by the Board for safe keeping.

For GMJ & ASSOCIATES  
Company Secretaries

*haheshwari*

[CS PRABHAT MAHESHWARI]  
PARTNER  
FCS No. : 2405  
COP No. : 1432



PLACE: MUMBAI

DATE: 6<sup>th</sup> SEPTEMBER, 2017.