



*Attorneys*

KA/22/2015/26-09

To,  
The Chairman,  
G. R. Industries And Finance Limited,  
4, Ganesh Chandra Avenue Ghosh, 6<sup>th</sup> Floor,  
Kolkata 700 013.

September 26, 2015

Dear Sir,

**Sub: Scrutinizer's Report on Electronic Voting and Ballot Paper Process**

The Board of Directors of the G. R. Industries And finance Limited, (the “**Company**”) in their meeting held on 29<sup>th</sup> May, 2015 appointed us as the Scrutinizer for the purpose of receiving, processing and scrutinizing the e-voting and voting through ballot process and to ascertaining the requisite majority on voting made. The said voting is carried out under the provisions of Section 108 and 110 of the Companies Act, 2013 (the “**Act**”) to be read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the “**Rules**”) and Clause 35B of the Listing Agreement or any other Rules or Laws as may be applicable (including any modifications & re-enactment thereof for the time being in force).

The voting are for the resolutions contained in the Notice of the 28<sup>th</sup> Annual General Meeting of the members of the Company (the “**AGM**”), to be held on Friday, the 25<sup>th</sup> September, 2015 at 11:00 HRS at its Registered Office situated at 4, Ganesh Chandra Avenue Ghosh, 6th Floor, Kolkata 700 013.

As required under the said Act read with Rules, a Notice dated the 29<sup>th</sup> May, 2015 along with explanatory statement was sent to the members whose names appear in

the Register of Members as on 18<sup>th</sup> September, 2015. The Company provided the e- voting facility offered by the CDSL eVoting System.

Pursuant to the applicable provisions of the Acts and Rules, the Management of the Company is responsible to ensure the compliance with the requirements of the Act and Rules relating to voting on the resolutions contained in the Notice.

Our responsibility being as a Scrutinizer for the voting process is restricted to prepare a Scrutinizer's Report of the votes cast in “*favor*” or “*against*” and “*invalid*” votes, if any, based on the reports generated from the CDSL eVoting System i.e. [www.evotingindia.com](http://www.evotingindia.com) which is based on the information furnished to the CDSL eVoting System by the concerned authority engaged by the Company and the ballot forms received by us.

The e-voting period commences at 09.00 A.M. on 22<sup>nd</sup> September, 2015 and ends at 17.00 HRS on the 24<sup>th</sup> September, 2015. The CDSL eVoting System has been used for the same which was blocked thereafter and the e-votes cast under e-voting facility were unblocked on 25<sup>th</sup> September, 2015 in the presence of two witnesses namely Mr. Abhishek Upadhyaya and Mr. Raj Kumar Dhar who were not in employment of the Company.

Based on the ballot forms received and report of e-voting generated from the CDSL eVoting System, we put forward the outcome of voting as under –

**Item No. 1****ORDINARY RESOLUTION**

To receive, consider and adopt the audited financial statements of the Company for the financial year ended 31<sup>st</sup> March, 2015, including the audited Balance Sheet as at 31<sup>st</sup> March, 2015, the Statement of Profit and Loss for the year ended on that date and the reports of the Board of Directors (the Board) and Auditors thereon

**Votes cast in favor of the Resolution**

Mode of Voting	Total number of members casted there Vote	Total number of Votes cast	% of total number of Votes cast
E- Voting	08	722900	100
Polling Paper	NIL	NIL	0.00
Total	08	722900	100

**Votes cast against the Resolution**

Mode of Voting	Total number of members casted there Vote	Total number of Votes cast	% of total number of Votes cast
E- Voting	NIL	NIL	0.00
Polling Paper	NIL	NIL	0.00
Total	NIL	NIL	0.00

**Invalid Votes**

Mode of Voting	Total number of members whose Votes were declared invalid	Total number of Votes cast	% of total number of Votes cast
E- Voting	NIL	NIL	0.00
Polling Paper	NIL	NIL	0.00
Total	NIL	NIL	0.00

**Item No. 2****ORDINARY RESOLUTION**

To appoint Auditors and to fix their remuneration.

**Votes cast in favor of the Resolution**

Mode of Voting	Total number of members casted there Vote	Total number of Votes cast	% of total number of Votes cast
E- Voting	08	722900	100
Polling Paper	NIL	NIL	0.00
Total	08	722900	100

**Votes cast against the Resolution**

Mode of Voting	Total number of members casted there Vote	Total number of Votes cast	% of total number of Votes cast
E- Voting	NIL	NIL	0.00
Polling Paper	NIL	NIL	0.00
Total	NIL	NIL	0.00

**Invalid Votes**

Mode of Voting	Total number of members whose Votes were declared invalid	Total number of Votes cast	% of total number of Votes cast
E- Voting	NIL	NIL	0.00
Polling Paper	NIL	NIL	0.00
Total	NIL	NIL	0.00

**Item No. 3****ORDINARY RESOLUTION**

Confirmation of Appointment of Mr. Anup Samanta (DIN 02534597) as Executive Independent Director

**Votes cast in favor of the Resolution**

Mode of Voting	Total number of members casted there Vote	Total number of Votes cast	% of total number of Votes cast
E- Voting	08	722900	100
Polling Paper	NIL	NIL	0.00
Total	08	722900	100

**Votes cast against the Resolution**

Mode of Voting	Total number of members casted there Vote	Total number of Votes cast	% of total number of Votes cast
E- Voting	NIL	NIL	0.00
Polling Paper	NIL	NIL	0.00
Total	NIL	NIL	0.00

**Invalid Votes**

Mode of Voting	Total number of members whose Votes were declared invalid	Total number of Votes cast	% of total number of Votes cast
E- Voting	NIL	NIL	0.00
Polling Paper	NIL	NIL	0.00
Total	NIL	NIL	0.00

**Item No. 4****ORDINARY RESOLUTION**

Confirmation of Appointment of Mr. Ashok Bairagya (DIN 06800501) as Executive Independent Director.

**Votes cast in favor of the Resolution**

Mode of Voting	Total number of members who casted their Vote	Total number of Votes cast	% of total number of Votes cast
E- Voting	08	722900	100
Polling Paper	NIL	NIL	0.00
Total	08	722900	100

**Votes cast against the Resolution**

Mode of Voting	Total number of members who casted their Vote	Total number of Votes cast	% of total number of Votes cast
E- Voting	NIL	NIL	0.00
Polling Paper	NIL	NIL	0.00
Total	NIL	NIL	0.00

**Invalid Votes**

Mode of Voting	Total number of members whose Votes were declared invalid	Total number of Votes cast	% of total number of Votes cast
E- Voting	NIL	NIL	0.00
Polling Paper	NIL	NIL	0.00
Total	NIL	NIL	0.00

**Item No. 5****ORDINARY RESOLUTION**

Confirmation of Appointment of Mr. Sadananda Ghoshal (DIN 02533772) as Non Executive Independent Director

**Votes cast in favor of the Resolution**

Mode of Voting	Total number of members casted there Vote	Total number of Votes cast	% of total number of Votes cast
E- Voting	08	722900	100
Polling Paper	NIL	NIL	0.00
Total	08	722900	100

**Votes cast against the Resolution**

Mode of Voting	Total number of members casted there Vote	Total number of Votes cast	% of total number of Votes cast
E- Voting	NIL	NIL	0.00
Polling Paper	NIL	NIL	0.00
Total	NIL	NIL	0.00

**Invalid Votes**

Mode of Voting	Total number of members whose Votes were declared invalid	Total number of Votes cast	% of total number of Votes cast
E- Voting	NIL	NIL	0.00
Polling Paper	NIL	NIL	0.00
Total	NIL	NIL	0.00

**Item No. 6****ORDINARY RESOLUTION**

Confirmation of Appointment of Mr. Suraj Kumar Das (DIN 06903489) as Non Executive Independent Director

**Votes cast in favor of the Resolution**

Mode of Voting	Total number of members casted there Vote	Total number of Votes cast	% of total number of Votes cast
E- Voting	08	722900	100
Polling Paper	NIL	NIL	0.00
Total	08	722900	100

**Votes cast against the Resolution**

Mode of Voting	Total number of members casted there Vote	Total number of Votes cast	% of total number of Votes cast
E- Voting	NIL	NIL	0.00
Polling Paper	NIL	NIL	0.00
Total	NIL	NIL	0.00

**Invalid Votes**

Mode of Voting	Total number of members whose Votes were declared invalid	Total number of Votes cast	% of total number of Votes cast
E- Voting	NIL	NIL	0.00
Polling Paper	NIL	NIL	0.00
Total	NIL	NIL	0.00



**Item No. 7****ORDINARY RESOLUTION**

Confirmation of Appointment of Mr. Sanjit Maji (DIN 06903618) as Non Executive Independent Director

**Votes cast in favor of the Resolution**

Mode of Voting	Total number of members casted there Vote	Total number of Votes cast	% of total number of Votes cast
E- Voting	08	722900	100
Polling Paper	NIL	NIL	0.00
Total	08	722900	100

**Votes cast against the Resolution**

Mode of Voting	Total number of members casted there Vote	Total number of Votes cast	% of total number of Votes cast
E- Voting	NIL	NIL	0.00
Polling Paper	NIL	NIL	0.00
Total	NIL	NIL	0.00

**Invalid Votes**

Mode of Voting	Total number of members whose Votes were declared invalid	Total number of Votes cast	% of total number of Votes cast
E- Voting	NIL	NIL	0.00
Polling Paper	NIL	NIL	0.00
Total	NIL	NIL	0.00

**Item No. 8****ORDINARY RESOLUTION**

Confirmation of Appointment of Mr. Amal Sardar (DIN 06918073) as Non Executive Independent Director

**Votes cast in favor of the Resolution**

Mode of Voting	Total number of members casted there Vote	Total number of Votes cast	% of total number of Votes cast
E- Voting	08	722900	100
Polling Paper	NIL	NIL	0.00
Total	08	722900	100

**Votes cast against the Resolution**

Mode of Voting	Total number of members casted there Vote	Total number of Votes cast	% of total number of Votes cast
E- Voting	NIL	NIL	0.00
Polling Paper	NIL	NIL	0.00
Total	NIL	NIL	0.00

**Invalid Votes**

Mode of Voting	Total number of members whose Votes were declared invalid	Total number of Votes cast	% of total number of Votes cast
E- Voting	NIL	NIL	0.00
Polling Paper	NIL	NIL	0.00
Total	NIL	NIL	0.00

Henceforth, all the Resolutions stands passed under voting with the requisite and as required majority.

We further confirm that the Registers received from the service provider and all other papers & records' relating to voting been properly maintained by us under our safe custody will be handed over to the Company after the receipt of confirmation of the signing of the minutes by the Chairman.

For and on behalf of

*Kamalia Associates*

Udit Agarwal  
Advocate