

ISHAN P. SHAH

LL.B.(Hons), LL.M.

Advocate

To,

Date: 27/09/2017

The Chairman

Gujarat Terce Laboratories Limited

'122/2, Ravi Estate, Bileshwarpura,

Chhatral, Dist.: Gandhinagar,

Gujarat

Sub: Combined Report on E- Voting and Poll on the resolutions proposed at 32nd AGM held on Monday, 25th September, 2017 at 10:00 a.m.

Dear Sir,

I, Ishan P Shah, Advocate of M/s. I P Shah & Associates, Ahmedabad, have been appointed as a scrutinizer by the Board vide resolution no 22 dated 11th August, 2017 for the purpose of scrutinizing the remote e-voting and voting under the provisions of Section 108 & 109 of the Companies Act, 2013 (the 2013 Act) read with Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014, on the resolutions contained in the notice to the 32nd Annual General Meeting of the members of the Company, held on Monday, 25th September, 2017 at the registered office of the Company at 10:00 a.m. and submit my report as under:

1. 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 to the 32nd Annual General Meeting of the members of the Company.
2. My responsibility as a scrutinizer for the e-voting process and for poll at 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 Central Depository Services (India) Ltd (CDSL), the authorized agency engaged by the Company to provide e-voting facilities for e-voting and also at the time of poll at Annual General Meeting.

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3. The members of the Company as on the cut-off date i.e. 18th September, 2017 were entitled to vote on:
 - a) Ordinary Business being Item Nos. 1 to 5 as set out in the Notice dated 11/08/2017.
4. The remote e-voting period remained open from 22nd September, 2017 (9:00 A.M.) and ended on 24th September, 2017 (5:00 P.M.).
5. The company has opted voting by poll for the members attending the meeting and who have not exercised their right to vote through remote e-voting.
6. After the conclusion of the Annual General Meeting, the locked ballot boxes were subsequently opened in the presence of 2 witnesses and poll papers were diligently scrutinized. They have signed below in confirmation of the box being opened in their presence.

Alay Shah
Signature:

Name: Alay Shah

Signature: *Chaitree Dave*

Name: Chaitree Dave

7. I have issued separate Scrutinizer's Report on the Poll in form no. MGT- 13 on the resolutions contained in the notice to the Annual General Meeting.
8. The votes casted by electronic means were unblocked on 25th September, 2017 in presence of 2 witnesses, Alay Shah & Chaitree Dave, who are not in the employment of the Company. They have signed below in confirmation of the e-votes being unblocked in their presence.

Alay Shah
Signature:

Name: Alay Shah

Signature: *Chaitree Dave*

Name: Chaitree Dave

9. I submit herewith my combined report on the results of remote e-voting together with that of Poll as under:

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ORDINARY BUSINESS

i. Item No. 1:-

Adoption of the Audited Financial Statements for the financial year ended 31st March, 2017 and the Balance Sheet as at that date and the Reports of the Directors and Auditors thereon

Particulars	Number of votes cast by E- voting	Number of votes cast by Poll	Total Number of valid votes cast	% of valid votes cast
Favor	2720527	21137	2741664	100
Against	0.00	0.00	0.00	0.00

ii. Item No. 2:-

Re-appointment of Shri Amritbhai Prajapati [DIN 00699001] who retires by rotation.

Particulars	Number of votes cast by E- voting	Number of votes cast by Poll	Total Number of valid votes cast	% of valid votes cast
Favor	1159994	21137	1181131	100
Against	0.00	0.00	0.00	0.00

iii. Item No. 3:-

Ratification of M/s USS & Associates, Chartered Accountants, Ahmedabad, [Firm Registration No 122634W] as Statutory Auditors of the Company.



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Particulars	Number of votes cast by E- voting	Number of votes cast by Poll	Total Number of valid votes cast	% of valid votes cast
Favor	2720527	21137	2741664	100
Against	0.00	0.00	0.00	0.00

SPECIAL BUSINESS

iv. Item No. 4:-

Re-appointment of Mr. Natwarbhai Prajapati (DIN: 00031187) as a Managing Director designated as a CEO of the Company.

Particulars	Number of votes cast by E- voting	Number of votes cast by Poll	Total Number of valid votes cast	% of valid votes cast
Favor	1159994	21137	1181131	100
Against	0.00	0.00	0.00	0.00

v. Item No. 5:-

Appointment of Mr. Viprav Khamar (DIN: 07859737) as an Independent Director.

Particulars	Number of votes cast by E- voting	Number of votes cast by Poll	Total Number of valid votes cast	% of valid votes cast
Favor	2720527	21137	2741664	100
Against	0.00	0.00	0.00	0.00

10. All the above mentioned resolutions are passed with requisite majority

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11. I hereby confirm that I have maintained the Registers electronically to record the assent or dissent, received, mentioning the particulars of name, address, folio number or client ID of the shareholders, number of shares held by them, nominal value of such shares and whether the shares have differential voting rights in respect of the votes cast through E- voting and by poll by the shareholders of the Company. I shall arrange to hand over these records to you or such other person authorised by you.
12. I am pleased to submit my report for your appropriate action and doing needful in the matter.

Thanking You

Yours Faithfully



Ishan P Shah
Advocate
(Reg. No. 7843)



Date: 27/09/2017
Place: Ahmedabad

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FORM No. MGT-13

Report of Scrutinizer

[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

Gujarat Terce Laboratories Limited

122/2, Ravi Estate, Bileshwarpura,

Chhatral, Dist.: Gandhinagar,

Gujarat

Sub: 32nd Annual General Meeting of the Equity Shareholders held on 25/09/2017 at 10:00 a.m. at the registered office of the Company.

Dear Sir,

I, Ishan P Shah, Advocate of M/s. I P Shah & Associates, Ahmedabad, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolution(s) at the meeting of the Equity Shareholders of Gujarat Terce Laboratories Limited, held on 25/09/2017 at 122/2, Ravi Estate, Bileshwarpura, Chhatral, Dist.: Gandhinagar, Gujarat submit my report as under:

1. The poll was taken at 12:15 p.m. in my presence i.e. after end of general discussion on resolutions proposed to be passed and after address by the Chairman.
2. Ballot box kept for polling was locked in my presence.
3. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the proxies lodged with the Company.
4. I did not find any poll papers invalid and hence I certify all poll papers valid.
5. The result of the Poll is as under:

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- I. Adoption of the Audited Financial Statements for the financial year ended 31st March, 2017 and the Balance Sheet as at that date and the Reports of the Directors and Auditors thereon

(i) Voted in favor 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
15 [out of which 0 members already exercised e – voting]	21137	100

(ii) 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
15 [out of which 0 members already exercised e – voting]	0	0.00

(iii) Invalid votes:	
Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

- II. Re-appointment of Shri Amritbhai Prajapati [DIN 00699001] who retires by rotation

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0	0	

III. Ratification of M/s USS & Associates, Chartered Accountants, Ahmedabad, [Firm Registration No 122634W] as Statutory Auditors of the Company



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(iii) Invalid votes:	
Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0.00

ii) 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
15 [out of which 0 members already exercised e – voting]	0	0.00

IV. Re-appointment of Mr. Natwarbhai Prajapati (DIN: 00031187) as a Managing Director designated as a CEO of the Company.

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Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
15 [out of which 0 members already exercised e-voting]	0	0.00
(iii) Invalid votes:		
Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them	
0	0	

V. Appointment of Mr. Viplav Khamar (DIN: 07859737) as an Independent Director

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(ii) 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
15 [out of which 0 members already exercised e - voting]	0	0.00

(iii) Invalid votes:	
Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

6. Compilation of data containing a list of equity shareholders who voted "FOR" and "AGAISNT" is enclosed.
7. The poll papers and all other relevant records were sealed and handed over to the Director authorized by the Board for safe keeping.

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Thanking You,

Yours Faithfully



Ishan P Shah

Advocate

(Reg. No. 7843)



Date: 27/09/2017

Place: Ahmedabad