



## GUJARAT FOILS LIMITED

Corporate Office : 16th floor, Tower 3, Indiabulls Finance Centre,  
Senapati Bapat Marg, Elphinstone Road (West), Mumbai 400 013, India.  
Phone : +91-22-71 500 500, Fax: +91-22-71 500 520  
Website: www.topworthgroup.com

24<sup>th</sup> September 2015

To,  
The DCS – CRD,  
**Bombay Stock Exchange Limited,**  
Pheeroze Jeejeebhoy Towers  
Dalal Street, Fort,  
Mumbai 400 001

Dear Sir/Madam,

**Ref: Script Code: 531410 - GUJARAT FOILS LIMITED.**

**Sub: Proceeding of 23<sup>rd</sup> Annual General Meeting held on 23<sup>rd</sup> September 2015.**

With reference to above captioned matter and the provisions of Clause 31 of the Listing Agreement, we hereby furnish the proceedings of 23<sup>rd</sup> Annual General Meeting of the Company held on 23<sup>rd</sup> September, 2015 at 11.30 a.m. at registered office of the Company situated at at 3436 - 3439, Chhatral G.I.D.C Phase- IV, Taluka Kalol, Dist. Gandhinagar, Gujarat- 382729

As required under Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules 2015 and Clause 35B of the Listing Agreement, as amended, the Company has provided e-voting facility to the Shareholders to vote on all the Resolutions to be transacted at Annual General Meeting. Further, to facilitate those members who were present at the AGM, either personally or by proxy, who did not cast their vote earlier through e-voting, the Company provided polling papers to enable them to vote in respect of items of business as set out in the Notice of Annual General Meeting. PCS Umesh Ved, Company Secretary, Ahmedabad was appointed as Scrutinizer for scrutinizing the E-Voting process and voting by use of ballot at the meeting.

The 23<sup>rd</sup> Annual General Meeting was attended by requisite quorum and following businesses were passed with requisite majority:

### **ORDINARY BUSINESS:-**

1. Adoption of Audited financial statements for the year ended March 31, 2015 and the Reports of the Board of Directors and the Auditors thereon as an **ORDINARY RESOLUTION.**
2. Re-appointment of Mr. Abhay Lodha, as a Director of the Company, who retires by rotation and, being, eligible offers himself for re-appointment as an **ORDINARY RESOLUTION.**
3. Ratification of the appointment of M/s H.R. Agarwal & Associates as Statutory Auditor as an **ORDINARY RESOLUTION.**





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### SPECIAL BUSINESSES:-

4. Approval of the remuneration of Cost Auditor for the financial year ending March 31, 2016 as an **ORDINARY RESOLUTION**.
5. Appointment of Ms. Ankita Singh (DIN: 07038161) as an Independent Director as an **ORDINARY RESOLUTION**.
6. Appointment of Mr. Jagannath Dange (DIN: 01569430) as an Independent Director as an **ORDINARY RESOLUTION**.
7. Re-appointment of Mr. Prasenjit P. Datta (DIN: 00013414) as Whole Time Director of the Company for the period of 5 years with effect March 1, 2016 to February 28, 2021 as **Special Resolution**.
8. Keeping of Registers, returns etc., at a place other than the Registered Office as **SPECIAL RESOLUTION**.
9. Increase in the Authorised Share Capital and amendment to the Memorandum of Association of the Company as **SPECIAL RESOLUTION**.
10. Issue and Offer of Convertible/Non-Convertible Non-Cumulative Redeemable Preference Shares on a Private Placement basis as **SPECIAL RESOLUTION**.

The result of voting on each resolution were determined considering the aggregate to vote cast by the members on each resolution separately, through e-voting as well as poll on which Scrutinizer issued consolidated Scrutinizer's Report.

A copy of the Consolidated Scrutinizer's Report is enclosed herewith for your record.

Kindly take above on record and oblige.

Thanking You  
Yours faithfully,

**For GUJARAT FOILS LIMITED**

**Dipesh U. Gosar**  
Company Secretary





**UMESH VED & ASSOCIATES**  
**Company Secretaries**

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**FORM NO. MGT-13**

**CONSOLIDATED SCRUTINIZER'S REPORT FOR E-VOTING & BALLOT VOTING**  
[Pursuant to section 108 & 109 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014 as amended]

To,  
The Chairman,  
**Gujarat Foils Limited**  
3436-3439, Chhatral, G.I.D.C, Phase IV,  
Taluka: Kalol, District: Gandhinagar  
Gujarat - 32729

**Re: Twenty Third Annual General Meeting of Gujarat Foils Limited held on Wednesday, the 23<sup>rd</sup> September, 2015 at 11.30 A.M. at 3436-3439, Chhatral GIDC, Phase IV, Taluka Kalol, Dist. Gandhinagar, Gujarat- 382 729.**

Dear Sir,

I, Umesh Ved, Proprietor of M/s. Umesh Ved & Associates, Company Secretaries, Ahmedabad, was appointed as Scrutinizer for the purpose of scrutinizing the E-Voting process ("remote e-voting") and voting by use of ballot at the meeting pursuant to Section 108 & 109 of the Companies Act, 2013 read with rule 20 of Companies (Management and Administration) Rules, 2014, as amended on the resolutions contained in the Notice to the 23<sup>rd</sup> Annual General Meeting of the Equity Shareholders of "Gujarat Foils Limited " (the Company) held on Wednesday, the 23<sup>rd</sup> September, 2015 at 11.30 A.M. at 3436-3439, Chhatral GIDC, Phase IV, Taluka Kalol, Dist. Gandhinagar, Gujarat- 382 729.

My responsibility as a scrutinizer for the voting process is restricted to preparing a Scrutinizer's Report of the vote cast "in favour" or "against" the resolution(s) based on the reports generated from the e-voting system provided by the Central Depository Services (India) Limited ("CDSL") (the Agency/ service provider ) and the Ballot forms at the end of the AGM.

I submit my report as under:

1. The Company has entered into an agreement with CDSL to provide e-voting facilities for voting through Electronic means to all the Members who were eligible to participate in the remote e-voting
2. The cut-off date for the purpose of identifying the members who were entitled to vote on the resolution placed for their approval was Wednesday, 16<sup>th</sup> September, 2015
3. The E-Voting period remained open from 9.00 A.M. on Sunday, the 20<sup>th</sup> September, 2015 up to 5.00 P.M. on Tuesday, the 22<sup>nd</sup> September, 2014.



Continuation Sheet

4. The votes were unblocked on Wednesday, the 23<sup>rd</sup> of September, 2015 around 02:30 P.M in the presence of two witnesses, namely, Mr. Arun Pratap Singh and Mr. Raj Tharu, who are not in employment of the company.

They have signed below in confirmation of the votes being unblocked in their presence.



(Arun Pratap Singh)



(Raj Tharu)

5. 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) Ltd. (<https://www.evotingindia.co.in/>).
6. On Wednesday, 23<sup>rd</sup> September, 2015 at the AGM proceedings ,after the time fixed for closing of the Poll by the Chairman, the ballot box kept for polling was locked in my presence with due identification marks placed by me.
7. 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 Share Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
8. Out of 18 members present in the AGM, 16 members casted their votes by physical Ballot out of which 2 members casted vote, who had already completed the remote e-voting and other 2 did not cast the physical vote.

The votes of interested parties who have casted the votes through remote e voting have not been considered for the purpose of counting .

9. The result of the remote e-voting as well as Physical Ballot is as under:

Voting Pattern of Remote E-voting						
Particulars	Votes in favour of resolution	No. of Shares in favour	% of shares in favour	Votes against The resolution	No. of Shares Against	% of shares against
<b>Ordinary Resolution</b> for adoption of Audited financial statements for the year ended 31 <sup>st</sup> March, 2015 and the Reports of the Board of Directors and the Auditors thereon	11	4933780	100%	Nil	Nil	Nil
<b>Ordinary Resolution</b> to appoint a Director in place of Mr. Abhay Lodha, who retires by rotation and being, eligible offers himself for re-appointment,	5	957842	100%	Nil	Nil	Nil
<b>Ordinary Resolution</b> to ratify the	11	4933780	100%	Nil	Nil	Nil



## Continuation Sheet

appointment of M/s H.R. Agarwal & Associates as Statutory Auditor						
<b>Ordinary Resolution</b> to approve the remuneration of Cost auditor for the financial year ending March 31, 2016	11	4933780	100%	Nil	Nil	Nil
<b>Ordinary Resolution</b> to appoint Ms. Ankita Singh (DIN: 07038161) as an Independent Director	11	4933780	100%	Nil	Nil	Nil
<b>Ordinary Resolution</b> to appoint Mr. Jagannath Pandharinath (DIN: 01569430) as an Independent Director	11	4933780	100%	Nil	Nil	Nil
<b>Special Resolution</b> to re-appoint Mr. Prasenjit P. Datta (DIN: 00013414) as Whole Time Director of the Company for the period of 5 years with effect from March 1, 2016 to February 28, 2021	10	4933580	100%	Nil	Nil	Nil
<b>Special Resolution</b> to keep Registers, returns etc. at a place other than the Registered Office	11	4933780	100%	Nil	Nil	Nil
<b>Special Resolution</b> for increase in the Authorised Share Capital and amendment to the Memorandum of Association of the Company	11	4933780	100%	Nil	Nil	Nil
<b>Special Resolution</b> to issue and offer of Convertible/Non-Convertible non Cumulative Redeemable Preference Shares on a Private Placement basis.	11	4933780	100%	Nil	Nil	Nil

Voting Pattern of Physical Ballot						
Particulars	Votes in favour of resolution	No. of Shares in favour	% of shares in favour	Votes against The resolution	No. of Shares Against	% of shares against
<b>Ordinary Resolution</b> for adoption of Audited financial statements for the year ended 31 <sup>st</sup> March, 2015 and the Reports of the Board of Directors and the Auditors thereon	14	95482	100%	Nil	Nil	Nil
<b>Ordinary Resolution</b> to appoint a Director in place of Mr. Abhay Lodha, who retires by rotation and being, eligible offers himself for re-appointment,	14	95482	100%	Nil	Nil	Nil
<b>Ordinary Resolution</b> to ratify the	14	95482	100%	Nil	Nil	Nil



## Continuation Sheet

appointment of M/s H.R. Agarwal & Associates as Statutory Auditor						
<b>Ordinary Resolution</b> to approve the remuneration of Cost auditor for the financial year ending March 31, 2016	14	95482	100%	Nil	Nil	Nil
<b>Ordinary Resolution</b> to appoint Ms. Ankita Singh (DIN: 07038161) as an Independent Director	14	95482	100%	Nil	Nil	Nil
<b>Ordinary Resolution</b> to appoint Mr. Jagannath Pandharinath (DIN: 01569430) as an Independent Director	14	95482	100%	Nil	Nil	Nil
<b>Special Resolution</b> to re-appoint Mr. Prasenjit P. Datta (DIN: 00013414) as Whole Time Director of the Company for the period of 5 years with effect from March 1, 2016 to February 28, 2021	14	95482	100%	Nil	Nil	Nil
<b>Special Resolution</b> to keep Registers, returns etc. at a place other than the Registered Office	14	95482	100%	Nil	Nil	Nil
<b>Special Resolution</b> for increase in the Authorised Share Capital and amendment to the Memorandum of Association of the Company	14	95482	100%	Nil	Nil	Nil
<b>Special Resolution</b> to issue and offer of Convertible/Non-Convertible non Cumulative Redeemable Preference Shares on a Private Placement basis.	14	95482	100%	Nil	Nil	Nil

Combined Summary						
Particulars	Votes in favour of resolution	No. of Shares in favour	% of shares in favour	Votes against The resolution	No. of Shares Against	% of shares against
<b>Ordinary Resolution</b> for adoption of Audited financial statements for the year ended 31 <sup>st</sup> March, 2015 and the Reports of the Board of Directors and the Auditors thereon	25	5029262	100%	Nil	Nil	Nil
<b>Ordinary Resolution</b> to appoint a Director in place of Mr. Abhay Lodha, who retires by rotation and being, eligible offers himself for re-appointment,	19	1053324	100%	Nil	Nil	Nil
<b>Ordinary Resolution</b> to ratify the appointment of M/s H.R. Agarwal & Associates as Statutory Auditor	25	5029262	100%	Nil	Nil	Nil



## Continuation Sheet

<b>Ordinary Resolution</b> to approve the remuneration of Cost auditor for the financial year ending March 31, 2016	25	5029262	100%	Nil	Nil	Nil
<b>Ordinary Resolution</b> to appoint Ms. Ankita Singh (DIN: 07038161) as an Independent Director	25	5029262	100%	Nil	Nil	Nil
<b>Ordinary Resolution</b> to appoint Mr. Jagannath Pandharinath (DIN: 01569430) as an Independent Director	25	5029262	100%	Nil	Nil	Nil
<b>Special Resolution</b> to re-appoint Mr. Prasenjit P. Datta (DIN: 00013414) as Whole Time Director of the Company for the period of 5 years with effect from March 1, 2016 to February 28, 2021	24	5029062	100%	Nil	Nil	Nil
<b>Special Resolution</b> to keep Registers, returns etc. at a place other than the Registered Office	25	5029262	100%	Nil	Nil	Nil
<b>Special Resolution</b> for increase in the Authorised Share Capital and amendment to the Memorandum of Association of the Company	25	5029262	100%	Nil	Nil	Nil
<b>Special Resolution</b> to issue and offer of Convertible/Non-Convertible non Cumulative Redeemable Preference Shares on a Private Placement basis.	25	5029262	100%	Nil	Nil	Nil

10. The resolutions accordingly stand passed with requisite majority

11. The Electronic data and all other relevant records relating to remote e-voting is under my safe custody and all will be handled over to the Company Secretary for preserving safely after the Chairman considers, approves and signs the minutes of AGM..

Thanking You,

Yours faithfully,

*Umesh H. Ved*

Umesh Ved  
FCS : 4411  
CP : 2924



Date: 24<sup>th</sup> September, 2015  
Place: Ahmedabad