

PROCEEDINGS OF THE FIFTY-SECOND ANNUAL GENERAL MEETING OF THE MEMBERS OF GABRIEL INDIA LIMITED HELD ON FRIDAY, AUGUST 8, 2014 AT 2.30 P.M. AT THE AUDITORIUM, GABRIEL INDIA LIMITED, 29TH MILESTONE, PUNE-NASHIK HIGHWAY, VILLAGE KURULI, TALUKA KHED, PUNE-410 501

Present :

Mr. Deepak Chopra	-	Chairman
Mr. Manoj Kolhatkar	-	Managing Director
Mr. H. R. Prasad	-	Director
Mr. Rajeev Vasudeva	-	Director
Mr. Gurdeep Singh	-	Director
Mr. Rohit Phillip	-	Director

By Invitation:

Mr. Rajendran Arunachalam	-	Chief Financial Officer
Mr. Sarang Deshpande	-	Company Secretary

76 Members present in person, 2 members were present through proxy and 1 member was present as per the representation received under Section 113 of the Companies Act, 2013.

1. **CHAIRMAN :**

Mr. Deepak Chopra, Chairman, presided over the Meeting and conducted the proceedings of the general meeting.

The Chairman declared that requisite quorum was present at the meeting and the meeting was in order to commence the official business.

With the permission of the shareholders, the Notice convening the Annual General Meeting was considered as read.

The Chairman introduced the other members of the Board who were present at the meeting of the Members.

2. **AUDITORS' REPORT :**

The Chairman requested Mr. Sarang Deshpande – Company Secretary to read the auditors' report. With the unanimous consent of the shareholders' the Auditors' Report was considered as read.

3. **CHAIRMAN'S STATEMENT :**

The Chairman addressed the Meeting and delivered his speech in detail, the printed copies of which were circulated to the shareholders.

is hereby re-appointed as a Director of the Company whose term of office shall be liable to determination by retirement of Directors by rotation."

d. Appoint Auditors to hold office from the conclusion of this Meeting until the conclusion of the next Annual General Meeting.

"RESOLVED THAT subject to the provisions of Section 134 and other applicable provisions, if any, of the Companies Act, 2013, M/s. B. K. Khare & Co., Mumbai, Chartered Accountants be and are hereby re-appointed as Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting upto the conclusion of the next Annual General Meeting of the Company, to examine and audit the accounts of the Company for the Financial Year 2014-15, at such remuneration which would be mutually agreed between the Board of Directors of the Company and the Auditors, plus service tax, and such other taxes as may be applicable, reimbursement of all out of pocket expenses, in connection with the audit of the accounts of the Company for the year ending March 31, 2015."

Special Business

e. Appointment of Mr. Rohit Phillip (DIN No. 06625425) as a non-executive director, eligible to retire by rotation.

"RESOLVED THAT Mr. Rohit Phillip (DIN No. 06625425) who was appointed as a Director of the Company in the casual vacancy caused by the resignation of Mr. Mahendra Goyal under section 282 of the Companies Act, 1956 by the Board of Directors in their Board Meeting dated 13th November, 2013 and holds office upto the date of ensuing Annual General meeting and in respect of whom the company has received from a member, a notice in writing, under Section 160 of the Companies Act, 2013 along with a deposit of Rs. 1,00,000/- (Rupees one lacs only) proposing his candidature for the office of Director be and is hereby appointed as a Director of the company and that Mr. Rohit Phillip will be liable to retire by rotation."

f. Approve payment of commission to Non-executive Directors at a rate of one percent of the Net profits of the Company in each year for the period of 5 years commencing from the Financial year starting from 1st April, 2014 – Special Resolution

"RESOLVED THAT in accordance with the provisions of Section 197 of the Companies Act, 2013 (erstwhile Sections 198, 309(4) of Companies Act, 1956) and all other applicable provisions, if any, or any statutory modification(s) or re-enactment thereof, the Company do hereby renew the Special Resolution, authorizing the payment of commission at the rate upto one percent of the net profits of the Company in each year to be paid annually to the Directors of the Company other than Directors who are in the whole time employment, for a further period of 5 years commencing from the financial year starting April 1,

SAVITA JYOTI ASSOCIATES

COMPANY SECRETARIES

CS. SAVITAJYOTI, B.Com., F.C.S.

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
Gabriel India Limited
29th Milestone, Pune Nashik Highway,
Village Kuruli, Taluka Khed, Pune - 410 501

Meeting :	52 nd Annual General Meeting of the Equity Shareholders
Date & Time	Friday, 8 th August, 2014 at 02:30 pm
Venue	Auditorium, 29 th Milestone, Pune Nashik Highway, Village Kuruli, Taluka Khed, Pune -410501

Dear Sir,

I, Ms. Savita Jyoti, Savita Jyoti Associates, Company Secretaries was appointed as Scrutiniser for the purpose of the electronic poll (e-poll) taken on the below mentioned resolution(s), at the 52nd Annual General Meeting of the Equity Shareholders of Gabriel India Limited, held on Friday, August 8, 2014, at 2.30 p.m. at Auditorium, 29th Milestone, Pune Nashik Highway, Village Kuruli, Taluka Khed, Pune - 410 501, submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, 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 was reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.

The result of the Poll is as annexed Resolution wise.



SAVITA JYOTI ASSOCIATES

COMPANY SECRETARIES

CS. SAVITA JYOTI, B.Com., F.O.S.

5. Soft copy of the List of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution has been handed over to the Company Secretary Mr. Sarang Deshpande
6. The poll papers and all other relevant records are duly handed over to the Company Secretary for keeping in safe record.

Please find enclosed report in three parts as listed below:

1. Section I - Report of Poll Results at the AGM
2. Section II - Report of the Scrutinizer on E-voting
3. Section III - Consolidated Results of e-voting and poll

Our Report on E-Voting is based on the data downloaded from the e-Voting platform provided by Karvy Computershare Pvt. Ltd. (Karvy) and our Report on Voting on the Poll is based on the data provided / authenticated by your RTA.

We trust you will find our Report to be comprehensive & self-explanatory in all respects. We will however, be happy to answer your queries if any, on the same and assure you of our best services at all times.

Thanking you,

Place: Pune
Dated: August 8, 2014

Yours faithfully,

Savita Jyoti

Ms. Savita Jyoti
Scrutiniser
Practicing Company Secretary

SAVITA JYOTI ASSOCIATES
Practicing Company Secretary
Certificate of Practice No. 773

SECTION - III

Consolidated Results

Based on Results of E-Voting & Poll at the Annual General meeting Consolidated Results of each Item on the Agenda as set out in the Notice dated 14th May, 2014 is as given below:

Item No. 1 - Ordinary Resolution

Approval and Adoption of Audited Balance Sheet as at 31st March, 2014 and the Audited Profit and Loss Account of the Company for the Financial Year ended on that date and the Reports of the Directors and Auditors thereon.

Res	VOTES	BALLOTS_FAVOUR	VOTES_FAVOUR	PERCENTAGE FAVOUR	BALLOTS_AG AINST	VOTES_A GAINST	PERCENT AGE AGAINST	BALLOTS_INVALID	VOTES_INVALID	PERCENT AGE INVALID
1	63	63	74473009	100	0	0	0	0	0	0

Accordingly, out of a total of 74,473,009 valid votes cast via e-Voting and Poll, 74,473,009 votes were cast ASSENTING to the Ordinary Resolution constituting 100 % of the votes polled .

Item No. 2 - Ordinary Resolution - To declare dividend

Res	VOTES	BALLOTS_FAVOUR	VOTES_FAVOUR	PERCENTAGE FAVOUR	BALLOTS_AG AINST	VOTES_A GAINST	PERCENT AGE AGAINST	BALLOTS_INVALID	VOTES_INVALID	PERCENT AGE INVALID
2	63	63	74473009	100	0	0	0	0	0	0

Accordingly, out of a total of 74,473,009 valid votes cast via e-Voting and Poll, 74,473,009 votes were cast ASSENTING to the Ordinary Resolution constituting 100 % of the votes polled .



Item No. 3 - Ordinary Resolution - To appoint a Director in place of Mr. Deepak Chopra (DIN No. 00028770), who retires by rotation, and being eligible, offers himself for re-appointment.

Res	VOTES	BALLOTS_FAVOUR	VOTES_FAVOUR	PERCENTAGE FAVOUR	BALLOTS_AG AINST	VOTES_A GAINST	PERCENT AGE AGAINST	BALLOTS INVALID	VOTES_I INVALID	PERCENT AGE INVALID
3	63	60	74358932	99.847	2	113927	0.153	1	150	0

Accordingly, out of a total of 74,472,859 valid votes cast via e-Voting and Poll, 74,358,932 votes were cast **ASSENTING** to the Ordinary Resolution constituting 99.85 % of the votes polled. 1,13,927 votes were cast **DISSENTING** to the Ordinary Resolution constituting 0.15 % of the votes polled

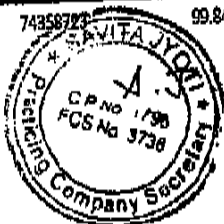
Item No. 4 - Ordinary Resolution - To appoint Auditors to hold office from the conclusion of this Meeting until the conclusion of the next Annual General Meeting.

Res	VOTES	BALLOTS_FAVOUR	VOTES_FAVOUR	PERCENTAGE FAVOUR	BALLOTS_AG AINST	VOTES_A GAINST	PERCENT AGE AGAINST	BALLOTS INVALID	VOTES_I INVALID	PERCENT AGE INVALID
4	63	63	74473009	100	0	0	0	0	0	0

Accordingly, out of a total of 74,473,009 valid votes cast via e-Voting and Poll, 74,473,009 votes were cast **ASSENTING** to the Ordinary Resolution constituting 100 % of the votes polled .

Item No. 5 - Special Business - Ordinary Resolution - To appointment Mr. Rohit Phillip, as Non-Executive Director, eligible to retire by rotation.

Res	VOTES	BALLOTS_FAVOUR	VOTES_FAVOUR	PERCENTAGE FAVOUR	BALLOTS_AG AINST	VOTES_A GAINST	PERCENT AGE AGAINST	BALLOTS INVALID	VOTES_I INVALID	PERCENT AGE INVALID
5	63	58	74358722	99.8465	4	114277	0.1534	1	9	0



Accordingly, out of a total of 74,473,000 valid votes cast via e-Voting and Poll, 74,358,723 votes were cast **ASSENTING** to the **Special Business - Ordinary Resolution** constituting **99.85 %** of the votes polled. 1,14,277 votes were cast **DISSENTING** to the **Special Business - Ordinary Resolution** constituting **0.15 %** of the votes polled

Item No. 6 - Special Resolution - To approve payment of commission to Non-executive Directors at a rate of one percent of the Net profits of the Company in each year for the period of 5 years commencing from the Financial year starting from 1st April, 2014

Res	VOTES	BALLOTS_FAVOUR	VOTES_FAVOUR	PERCENTAGE_FAVOUR	BALLOTS_AGAINST	VOTES_AGAINST	PERCENT_AGAINST	BALLOTS_INVALID	VOTES_INVALID	PERCENT_INVALID
6	63	57	74463839	99.9877	6	9170	0.0128	0	0	0

Accordingly, out of a total of 74,473,009 valid votes cast via e-Voting and Poll, 74,463,839 votes were cast **ASSENTING** to the **Special Resolution** constituting **99.99 %** of the votes polled. 9,170 votes were cast **DISSENTING** to the **Special Business - Ordinary Resolution** constituting **0.01 %** of the votes polled

Item No. 7 - Special Resolution - To approve Borrowing Powers of the Board to be ratified as per the provision of the Companies Act, 2013

Res	VOTES	BALLOTS_FAVOUR	VOTES_FAVOUR	PERCENTAGE_FAVOUR	BALLOTS_AGAINST	VOTES_AGAINST	PERCENT_AGAINST	BALLOTS_INVALID	VOTES_INVALID	PERCENT_INVALID
7	63	60	74472600	99.9997	1	250	0.0003	2	159	0

Accordingly, out of a total of 74,472,850 valid votes cast via e-Voting and Poll, 74,472,600 votes were cast **ASSENTING** to the **Special Resolution** constituting **100 %** of the votes polled . 250 votes were cast **DISSENTING** to the **Special Business - Ordinary Resolution** constituting **0.0003 %** of the votes polled.



Item No. 8 - Special Resolution - To approve Invitation and Acceptance of Fixed Deposits from the Members and Public

Res	VOTES	BALLOTS FAVOUR	VOTES FAVOUR	PERCENTAGE FAVOUR	BALLOTS AG AINST	VOTES_A GAINST	PERCENT AGL AGAINST	BALLOTS INVALID	VOTES_I NVALID	PERCENT I NVALID
8	69	57	74137037	99.5489	6	335972	0.4511	0	0	0

Accordingly, out of a total of 74,47,009 valid votes cast via e-Voting and Poll, 74,137,037 votes were cast **ASSENTING** to the Special Resolution constituting 99.55 % of the votes polled .3,35,972 votes were cast **DISSENTING** to the Special Business - Ordinary Resolution constituting 0.45 % of the votes polled

Thus, the Ordinary Resolution as contained in Item No. 1 , Item No. 2 and Item No.4 of the Notice dated 14th May, 2014, is *passed unanimously and other resolutions passed with requisite majority.*

Thanking you,

Place: Pune

Dated: August 8, 2014

Yours faithfully,

Savita Jyoti

Ms. Savita Jyoti

Scrutiniser

Practicing Company Secretary

SAVITA JYOTI JOSHI
Practicing Company Secretary
Certificate of Practice No. 17901