

GOVIND RUBBER LIMITED (CIN : L25110MH1985PLC036320)								
Clause 35A (Physical and e-Voting)								
Resolution 1								
Promoter/Public	Total Ballot Forms	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – In favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	4	11675495	11657155	99.842919	11657155	0	100.000000	0.000000
Public – Institutional holders	0	338055	0	0.000000	0	0	0.000000	0.000000
Public-Others	32	9824912	504091	5.130743	504066	25	99.995041	0.004959
Total	36	21838462	12161246	55.687282	12161221	25	99.999794	0.000206

GOVIND RUBBER LIMITED (CIN : L25110MH1985PLC036320)								
Clause 35A (Physical and e-Voting)								
Resolution 2								
Promoter/Public	Total Ballot Forms	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – In favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	4	11675495	11657155	99.842919	11657155	0	100.000000	0.000000
Public – Institutional holders	0	338055	0	0.000000	0	0	0.000000	0.000000
Public-Others	32	9824912	504576	5.135680	504551	25	99.995045	0.004955
Total	36	21838462	12161731	55.689503	12161706	25	99.999794	0.000206

GOVIND RUBBER LIMITED (CIN : L25110MH1985PLC036320)								
Clause 35A (Physical and e-Voting)								
Resolution 3								
Promoter/Public	Total Ballot Forms	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – In favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	4	11675495	11657155	99.842919	11657155	0	100.000000	0.000000
Public – Institutional holders	0	338055	0	0.000000	0	0	0.000000	0.000000
Public-Others	32	9824912	504576	5.135680	504551	25	99.995045	0.004955
Total	36	21838462	12161731	55.689503	12161706	25	99.999794	0.000206

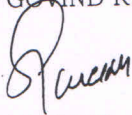
GOVIND RUBBER LIMITED (CIN : L25110MH1985PLC036320)								
Clause 35A (Physical and e-Voting)								
Resolution 4								
Promoter/Public	Total Ballot Forms	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – In favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	4	11675495	11657155	99.842919	11657155	0	100.000000	0.000000
Public – Institutional holders	0	338055	0	0.000000	0	0	0.000000	0.000000
Public-Others	32	9824912	504576	5.135680	504451	125	99.975227	0.024773
Total	36	21838462	12161731	55.689503	12161606	125	99.998972	0.001028

GOVIND RUBBER LIMITED (CIN : L25110MH1985PLC036320)								
Clause 35A (Physical and e-Voting)								
Resolution 5								
Promoter/Public	Total Ballot Forms	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – In favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	4	11675495	11657155	99.842919	11657155	0	100.000000	0.000000
Public – Institutional holders	0	338055	0	0.000000	0	0	0.000000	0.000000
Public-Others	32	9824912	504576	5.135680	504451	125	99.975227	0.024773
Total	36	21838462	12161731	55.689503	12161606	125	99.998972	0.001028

GOVIND RUBBER LIMITED (CIN : L25110MH1985PLC036320)								
Clause 35A (Physical and e-Voting)								
Resolution 6								
Promoter/Public	Total Ballot Forms	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – In favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	4	11675495	11657155	99.842919	11657155	0	100.000000	0.000000
Public – Institutional holders	0	338055	0	0.000000	0	0	0.000000	0.000000
Public-Others	32	9824912	504576	5.135680	504451	125	99.975227	0.024773
Total	36	21838462	12161731	55.689503	12161606	125	99.998972	0.001028

GOVIND RUBBER LIMITED (CIN : L25110MH1985PLC036320)								
Clause 35A (Physical and e-Voting)								
Resolution 7								
Promoter/Public	Total Ballot Forms	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – In favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	4	11675495	11657155	99.842919	11657155	0	100.000000	0.000000
Public – Institutional holders	0	338055	0	0.000000	0	0	0.000000	0.000000
Public-Others	32	9824912	504576	5.135680	504551	25	99.995045	0.004955
Total	36	21838462	12161731	55.689503	12161706	25	99.999794	0.000206

For GOVIND RUBBER LIMITED



S.P.PAREKH
Compliance Officer



JNG & Co.

Company Secretaries

B/305, Gurukul Towers, J. S. Road, Dahisar (West),

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Email : jngandco@gmail.com : jigarkumar@jng.co.in

Web : www.jng.co.in

SCRUTINEERS' REPORT

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(3)(xi) of the Companies (Management and Administration) Rules, 2014]

To,

The Chairman of the Annual General Meeting of the Equity Shareholders of Govind Rubber Limited to be held on Tuesday, the 19th August, 2014, at 11.00 a.m. at Nehru Centre, Hall of Harmony, Dr. Annie Besant Road, Worli, Mumbai – 400 018

Dear Sir,

I, Jigarkumar Gandhi, Proprietor of JNG & CO., Company Secretaries, Mumbai, appointed by the Board of Directors of as the Scrutinizer for the purpose of scrutinizing the e-voting process and ascertaining the requisite majority on e-voting carried out as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (Rules) on the resolution contained in the notice of the annual General meeting of the Equity Shareholders of Govind Rubber Limited, to be held Tuesday, the 19th August, 2014, at 11.00 a.m. at Nehru Centre, Hall of Harmony, Dr. Annie Besant Road, Worli, Mumbai – 400 018, submit our report as under:

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means on the resolution contained in the notice of the AGM of the members of the Company. My responsibility as a Scrutinizer for the e-voting is restricted to make a Scrutinizer's Report on 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) Limited, the authorized agency to provide e-voting facilities, engaged by the Company.

Further to the above, I submit my report as under:

- i. The e-voting period remained open from Wednesday, 13th August, 2014 (10.00 a.m.) to Friday, 15th August, 2014 (6.00 p.m.)
- ii. The members of the Company as on the "cut-off" date i.e. 19th July, 2014 were entitled to vote on the resolution as set out in the notice of the EGM.
- iii. The votes cast were unblocked on 16th August, 2014 in the presence of 2 witnesses, Mr. Sudeep Vartak and Mr. Bhavesh Chitaliya, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

Name: Sudeep Vartak

Name: Bhavesh Chitaliya

- iv. Thereafter, the details containing inter alia, list of Equity Share Holders, who voted "for", "against" the resolution that was put to vote, were generated from e-voting website of Central Depository Services (India) Limited ("CDSL") i.e. www.evotingindia.com based on such reports generated, the result of the e-voting is as under :



ORDINARY BUSINESS

A. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2014 and statement of Profit & Loss for the year ended on that date and the Reports of the Board of Directors and the Auditors thereon.

(i) Voted in favour of the resolution:

Number of members present and voting (in persons or by proxy)	Number of votes cast by them	% of total number of valid votes cast
10	12157124	100.00

(ii) Voted against the resolution:

Number of members present and voting (in persons or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes :

Total number of members (in persons or by proxy) whose votes are declared invalid	Total number of votes cast by them
NIL	NIL

B. To appoint a Director in place of Shri Rahul Vinod Poddar (DIN 02232117) who retires by rotation and being eligible, offers himself for re-appointment.

(i) Voted in favour of the resolution:

Number of members present and voting (in persons or by proxy)	Number of votes cast by them	% of total number of valid votes cast
10	12157124	100.000000

(ii) Voted against the resolution:

Number of members present and voting (in persons or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes :

Total number of members (in persons or by proxy) whose votes are declared invalid	Total number of votes cast by them
NIL	NIL



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

(i) Voted in favour of the resolution:

Number of members present and voting (in persons or by proxy)	Number of votes cast by them	% of total number of valid votes cast
10	12157124	100.000000

(ii) Voted against the resolution:

Number of members present and voting (in persons or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes :

Total number of members (in persons or by proxy) whose votes are declared invalid	Total number of votes cast by them
NIL	NIL

SPECIAL BUSINESS

D. To appoint Shri K.M.Garg (DIN 00387515), Director of the Company, as independent Director of the Company

(i) Voted in favour of the resolution:

Number of members present and voting (in persons or by proxy)	Number of votes cast by them	% of total number of valid votes cast
10	12157124	100.000000

(ii) Voted against the resolution:

Number of members present and voting (in persons or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes :

Total number of members (in persons or by proxy) whose votes are declared invalid	Total number of votes cast by them
NIL	NIL



E. To appoint Shri. Sandeep Jhunjunwala (DIN 00214387), Director of the Company, as independent Director of the Company

(i) Voted in favour of the resolution:

Number of members present and voting (in persons or by proxy)	Number of votes cast by them	% of total number of valid votes cast
10	12157124	100.000000

(ii) Voted against the resolution:

Number of members present and voting (in persons or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes :

Total number of members (in persons or by proxy) whose votes are declared invalid	Total number of votes cast by them
NIL	NIL

F. To give power to Board of Director to Borrow under section 180(1)(c) of the Companies Act, 2013

(i) Voted in favour of the resolution:

Number of members present and voting (in persons or by proxy)	Number of votes cast by them	% of total number of valid votes cast
10	12157124	100.000000

(ii) Voted against the resolution:

Number of members present and voting (in persons or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes :

Total number of members (in persons or by proxy) whose votes are declared invalid	Total number of votes cast by them
NIL	NIL



G. To confirm Remuneration of Cost Auditor

(i) Voted in favour of the resolution:

Number of members present and voting (in persons or by proxy)	Number of votes cast by them	% of total number of valid votes cast
10	12157124	100.000000

(ii) Voted against the resolution:

Number of members present and voting (in persons or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes :

Total number of members (in persons or by proxy) whose votes are declared invalid	Total number of votes cast by them
NIL	NIL

Thanking you,

Yours faithfully

For JNG & CO



Jigarkumar Gandhi
Practicing Company Secretary
Membership No.FCS 7569



Place: Mumbai

Date: 16.08.2014



JNG & Co.

Company Secretaries

B/305, Gurukul Towers, J. S. Road, Dahisar (West),

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Email : jngandco@gmail.com : jigarkumar@jng.co.in

Web : www.jng.co.in

FORM No. MGT-13

Report of Scrutinizer(s)

[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 of the Annual General Meeting of the Equity Shareholders of Govind Rubber Limited held on Tuesday, the 19th August, 2014, at 11.00 a.m. at Nehru Centre, Hall of Harmony, Dr. Annie Besant Road, Worli, Mumbai – 400 018

Dear Sir,

I, Jigarkumar Gandhi, Proprietor of JNG & CO., Company Secretaries, Mumbai, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolution(s), at the Annual General meeting of the Equity Shareholders of Govind Rubber Limited, held Tuesday, the 19th August, 2014, at 11.00 a.m. at Nehru Centre, Hall of Harmony, Dr. Annie Besant Road, Worli, Mumbai – 400 018, submit our report as under:

1. After the time fixed for closing of the poll by the Chairman, ballot box kept for polling were 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 were reconciled with the records maintained by the Company / 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.
4. The result of the polls & E-voting is as under

I. The result of the Poll is as under:

ORDINARY BUSINESS

- A. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2014 and statement of Profit & Loss for the year ended on that date and the Reports of the Board of Directors and the Auditors thereon.

(i) Voted in favour of the resolution:

Number of members present and voting (in persons or by proxy)	Number of votes cast by them	% of total number of valid votes cast
25	4097	99.393498

(ii) Voted against the resolution:

Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
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(in persons or by proxy)		
1	25	0.606502
(iii) Invalid votes :		
Total number of members (in persons or by proxy) whose votes are declared invalid	Total number of votes cast by them	
5	514	

B. To appoint a Director in place of Shri Rahul Vinod Poddar (DIN 02232117)) who retires by rotation and being eligible, offers himself for re-appointment

(i) Voted in favour of the resolution:

Number of members present and voting (in persons or by proxy)	Number of votes cast by them	% of total number of valid votes cast
25	4582	99.457348

(ii) Voted against the resolution:

Number of members present and voting (in persons or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	25	0.542652

(iii) Invalid votes :

Total number of members (in persons or by proxy) whose votes are declared invalid	Total number of votes cast by them
5	29

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

(i) Voted in favour of the resolution:

Number of members present and voting (in persons or by proxy)	Number of votes cast by them	% of total number of valid votes cast
25	4582	99.457348

(ii) Voted against the resolution:

Number of members present and voting (in persons or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	25	0.542652

(iii) Invalid votes :

Total number of members (in persons or by proxy) whose votes are declared invalid	Total number of votes cast by them



5	29
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SPECIAL BUSINESS

D. To appoint Shri K.M.Garg (DIN 00387515), Director of the Company, as independent Director of the Company

(i) Voted in favour of the resolution:

Number of members present and voting (in persons or by proxy)	Number of votes cast by them	% of total number of valid votes cast
24	4482	97.286738

(ii) Voted against the resolution:

Number of members present and voting (in persons or by proxy)	Number of votes cast by them	% of total number of valid votes cast
2	125	2.713262

(iii) Invalid votes :

Total number of members (in persons or by proxy) whose votes are declared invalid	Total number of votes caste by them
5	29

E. To appoint Shri. Sandeep Jhunjhunwala (DIN 00214387), Director of the Company, as independent Director of the Company

(i) Voted in favour of the resolution:

Number of members present and voting (in persons or by proxy)	Number of votes cast by them	% of total number of valid votes cast
24	4482	97.286738

(ii) Voted against the resolution:

Number of members present and voting (in persons or by proxy)	Number of votes cast by them	% of total number of valid votes cast
2	125	2.713262

(iii) Invalid votes :

Total number of members (in persons or by proxy) whose votes are declared invalid	Total number of votes caste by them
5	29



F. To give power to Board of Director to Borrow under section 180(1)(c) of the Companies Act, 2013

(i) Voted in favour of the resolution:

Number of members present and voting (in persons or by proxy)	Number of votes cast by them	% of total number of valid votes cast
24	4482	97.286738

(ii) Voted against the resolution:

Number of members present and voting (in persons or by proxy)	Number of votes cast by them	% of total number of valid votes cast
2	125	2.713262

(iii) Invalid votes :

Total number of members (in persons or by proxy) whose votes are declared invalid	Total number of votes caste by them
5	29

G. To confirm Remuneration of Cost Auditor

(i) Voted in favour of the resolution:

Number of members present and voting (in persons or by proxy)	Number of votes cast by them	% of total number of valid votes cast
25	4582	99.457348

(ii) Voted against the resolution:

Number of members present and voting (in persons or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	25	0.542652

(iii) Invalid votes :

Total number of members (in persons or by proxy) whose votes are declared invalid	Total number of votes caste by them
5	29



II. Combined result of the Poll and E-voting is as under:

ORDINARY BUSINESS

A. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2014 and statement of Profit & Loss for the year ended on that date and the Reports of the Board of Directors and the Auditors thereon.

(i) Voted in favour of the resolution:

Number of members present and voting (in persons or by proxy)	Number of votes cast by them	% of total number of valid votes cast
35	12161221	99.999794

(ii) Voted against the resolution:

Number of members present and voting (in persons or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	25	0.000206

(iii) Invalid votes :

Total number of members (in persons or by proxy) whose votes are declared invalid	Total number of votes cast by them
5	514

B. To appoint a Director in place of Shri Rahul Vinod Poddar (DIN 02232117) who retires by rotation and being eligible, offers himself for re-appointment.

(i) Voted in favour of the resolution:

Number of members present and voting (in persons or by proxy)	Number of votes cast by them	% of total number of valid votes cast
35	12161706	99.999794

(ii) Voted against the resolution:

Number of members present and voting (in persons or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	25	0.000206

(iii) Invalid votes :

Total number of members (in persons or by proxy) whose votes are declared invalid	Total number of votes cast by them
5	29



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

(i) Voted in favour of the resolution:

Number of members present and voting (in persons or by proxy)	Number of votes cast by them	% of total number of valid votes cast
35	12161706	99.999794

(ii) Voted against the resolution:

Number of members present and voting (in persons or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	25	0.000206

(iii) Invalid votes :

Total number of members (in persons or by proxy) whose votes are declared invalid	Total number of votes cast by them
5	29

SPECIAL BUSINESS

D. To appoint Shri K.M.Garg (DIN 00387515), Director of the Company, as independent Director of the Company

(i) Voted in favour of the resolution:

Number of members present and voting (in persons or by proxy)	Number of votes cast by them	% of total number of valid votes cast
35	12161606	99.998972

(ii) Voted against the resolution:

Number of members present and voting (in persons or by proxy)	Number of votes cast by them	% of total number of valid votes cast
2	125	0.001028

(iii) Invalid votes :

Total number of members (in persons or by proxy) whose votes are declared invalid	Total number of votes cast by them
5	29



E. To appoint Shri. Sandeep Jhunjunwala (DIN 00214387), Director of the Company, as independent Director of the Company

(i) Voted in favour of the resolution:

Number of members present and voting (in persons or by proxy)	Number of votes cast by them	% of total number of valid votes cast
35	12161606	99.998972

(ii) Voted against the resolution:

Number of members present and voting, (in persons or by proxy)	Number of votes cast by them	% of total number of valid votes cast
2	125	0.001028

(iii) Invalid votes :

Total number of members (in persons or by proxy) whose votes are declared invalid	Total number of votes cast by them
5	29

F. To give power to Board of Director to Borrow under section 180(1)(c) of the Companies Act, 2013

(i) Voted in favour of the resolution:

Number of members present and voting (in persons or by proxy)	Number of votes cast by them	% of total number of valid votes cast
35	12161606	99.998972

(ii) Voted against the resolution:

Number of members present and voting (in persons or by proxy)	Number of votes cast by them	% of total number of valid votes cast
2	125	0.001028

(iii) Invalid votes :

Total number of members (in persons or by proxy) whose votes are declared invalid	Total number of votes cast by them
5	29

G. To confirm Remuneration of Cost Auditor

(i) Voted in favour of the resolution:

Number of members present and voting (in persons or by proxy)	Number of votes cast by them	% of total number of valid votes cast
35	12161706	99.999794



(ii) Voted against the resolution:

Number of members present and voting (in persons or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	25	0.000206

(iii) Invalid votes :

Total number of members (in persons or by proxy) whose votes are declared invalid	Total number of votes cast by them
5	29

5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary / Director authorized by the Board for safe keeping.

Thanking you,

For JNG & CO



Jigarkumar Gandhi
Practicing Company Secretary
Membership No.FCS 7569



Place: Mumbai

Date: 21/8/2014