

Gontermann-Peipers (India) Limited

CIN : L27106WB1966PLC101410



Regd. Office & Works P.O. Pailan, Diamond Harbour Road, 24 Parganas (S), West Bengal, Pin Code-700104, India
Phone : +91 33 2453-2455/2456, 2497-8183/8294/8462, Fax : +91 33 2497-8313/8547/8686
E-mail : gpikol@gontermann-peipers.com Website : www.gontermann-peipers.com

Ref. GPI/SEC/BSE/2019-20
5th November, 2019

The Manager
Department of Corporate Services
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai - 400 001
Ref: Stock Code: 504701

The Secretary
The Calcutta Stock Exchange Limited
7, Lyons Range
Kolkata - 700 001.
Ref: Stock Code: 10017005

Dear Sir/Madam,

Sub: Results of the Postal Ballot

This has reference to our letter dated 04th October, 2019 enclosing the Postal Ballot Notice along with explanatory statement for seeking the consent of the members by way of special resolution through postal ballot/e-voting on the resolution as set out in the said Notice.

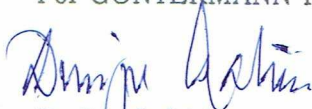
In connection with the above and pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), we are pleased to inform you that the resolution as set out in the postal ballot notice has been approved and passed by the members of the Company with requisite majority. The results were announced on 05th November, 2019 at the Registered Office of the Company.

In this regard, please find enclosed the postal ballot results as Annexure-I and scrutinizer's report as Annexure-II.

Please take the same on record.

Thanking you,

Yours faithfully,
For GONTERMANN-PEIPERS (INDIA) LTD.


Dwijen Lahiri
Whole Time Director
DIN - 07165572

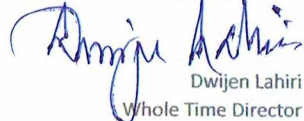
Encl : as above



GONTERMANN PEIPERS (INDIA) LIMITED								
Results of Postal Ballot								
Details of Postal Ballot and e-voting Results as per regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of following Resolution								
Date of declaration of result of Postal Ballot					05-11-2019			
Total number of shareholders on cut off date (i.e. 20-09-2019)					5728			
No. of shareholders present in the meeting either in person or through proxy					Not Applicable			
Promoters and Promoter Group :					Not Applicable			
Public :					Not Applicable			
No. of shareholders attended the meeting through Video Conferencing					Not Applicable			
Promoters and Promoter Group :					Not Applicable			
Public :					Not Applicable			
Resolution : To sell/ transfer of the business of the company, comprising the Roll Manufacturing Plant along with employees, all related assets including land and building, plant and machinery, accessories and equipments along with all relevant contracts, arrangements, liabilities including but not limited to all licenses, approvals, rights, manufacturing technology, brand, logos, permits and interest thereof situated at P.O. Pailan, Diamond Harbour Road, 24 Parganas (South), Kolkata – 700 104 (West Bengal) whatsoever, as a going concern and on a slump sale basis to a prospective buyer in the best interest of the company at a consideration which should not be less than Rs. 150 Crores and as may be mutually agreed between the Board and the prospective buyer pursuant to Section 180(1)(a) of the Companies Act, 2013.								
Resolution Required (Ordinary / Special)					Special			
Postal Ballot / E-voting Period					Saturday, 05th October 2019 (09.00 A.M.) and ends on Monday, 04th November 2019 (05.00 P.M.)			
Whether promoters / promoter group are interested in the agenda/resolution ?					No			
Category	Mode of Voting	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
Promoters and Promoter Group	E-Voting	16131073	13592369	84.2620	13592369	0	100.0000	0
	Poll		0	0.0000	0	0	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0
	Total		13592369	84.2620	13592369	0	100.0000	0.0000
Public - Institutions	E-Voting	307	0	0	0	0	0	0
	Poll		0	0.0000	0	0	0.0000	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0.0000	0	0	0.0000	0.0000
Public - Non - Institutions	E-Voting	6103620	353459	5.7910	353209	250	99.9293	0.0707
	Poll		0	0.0000	0	0	0.0000	0
	Postal Ballot (if applicable)		440	0.0072	307	133	69.7727	30.2273
	Total		353899	5.7982	353516	383	99.8918	0.1082
Total		22235000	13946268	62.7221	13945885	383	99.9973	0.0027

Accordingly, the Special resolution, as set out in the Postal Ballot Notice dated 25th September 2019, were approved and passed by the requisite majority.

For Gontermann Peipers (India) Limited


Dwijen Lahiri
Whole Time Director
DIN - 07165572

DATE : 05-11-2019

Place : Kolkata



SCRUTINIZER'S REPORT

[Pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and Rule 20 as amended by Companies (Management & Administration) Amendment Rules, 2015]

5th November, 2019

To

Gontermann-Peipers (India) Limited
P.O. Pailan, Diamond Harbour Road
24 Parganas (South)
Kolkata - 700 104

Dear Sir,

Sub: Scrutinizer's Report on Postal Ballot & Voting through E-voting conducted pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 and Rule 20, *mutatis mutandis*, of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

I, Raj Kumar Banthia, Partner of MKB & Associates, Practicing Company Secretaries, appointed by the Board of Directors of Gontermann-Peipers (India) Limited (the Company) at its meeting held on 25th September, 2019 for the purpose of scrutinizing the postal ballot process and voting through e-voting conducted for seeking approval of members of the Company for the following:

To sell/ transfer of the business of the company, comprising the Roll Manufacturing Plant along with employees, all related assets including land and building, plant and machinery, accessories and equipments along with all relevant contracts, arrangements, liabilities including but not limited to all licenses, approvals, rights, manufacturing technology, brand, logos, permits and interest thereof situated at P.O. Pailan, Diamond Harbour Road, 24 Parganas (South), Kolkata - 700 104 (West Bengal) whatsoever, as a going concern and on a slump sale basis to a prospective buyer in the best interest of the





company at a consideration which should not be less than Rs. 150 Crores and as may be mutually agreed between the Board and the prospective buyer pursuant to Section 180(1)(a) of the Companies Act, 2013.

do hereby submit my report as follows:

- (a) The notice dated 25th September, 2019 alongwith the Statement under Section 102 of the Act, setting out all material facts in respect of the resolutions mentioned therein was sent to the shareholders of the Company electronically by email and physically by other permitted means to the members whose names appear on the register of members/ list of beneficial owners as received from the National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) as on 20th September, 2019.
- (b) The Company has completed the dispatch of Notice and Postal Ballot forms along with postage prepaid business reply envelope by Courier and email on 4th October, 2019. The Company also provided e-voting facility offered by National Securities Depository Limited (NSDL) to its shareholders.
- (c) The members holding shares either in physical or dematerialized form, as on the "Cut off" date i.e. 20th September, 2019 were entitled to vote on the proposed resolutions.
- (d) In terms of the aforesaid Notice and as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 22 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, the voting period commenced on Saturday, 5th October, 2019 at 9:00 AM and ended on Monday, 4th November, 2019 at 5:00 PM.
- (e) All physical ballots received up to close of Working hours i.e. 5.00 P.M on 4th November, 2019 being the last date and time fixed by the Company for receipt of the Ballot Forms, were opened on 4th November, 2019 in my presence and scrutinized by me. The votes cast through postal ballot were counted first, and thereafter, the votes cast through e-voting were unblocked in presence of Ms. Mudra Khetan and Ms. Payal Mundhra, not in employment of the Company, who acted as witnesses in accordance with Rule 20 of the Companies (Management & Administration) Rules, 2014.





- (f) The Postal Ballot forms were scrutinized and the signatures of the members who had cast their votes were verified with their specimen signatures registered with MCS Share Transfer Agent Limited, Registrar & Share Transfer Agent as provided by the depositories;
- (g) Particulars of all the Postal Ballot Forms received from the Members have been entered in a register separately maintained for the purpose.
- (h) Thereafter, the details containing, inter-alia, list of the members, who voted "For" or "Against" on the resolutions were derived from the ballot forms received from the members of the Company as well as the report generated from the e-voting website of NSDL's e-voting website www.evoting.nsdl.com in respect of voting through e-voting.
- (i) The Company in aggregate has received 10 (Ten) Postal Ballot forms representing 440 equity shares of the Company.
- (j) Members representing 1,39,45,828 equity shares have cast their votes through e-voting for Resolution.

I now submit my consolidated report as under on the result of the voting through e-voting and postal ballot.

Item No. 1 -Special Resolution - To sell/ transfer of the business of the company, comprising the Roll Manufacturing Plant along with employees, all related assets including land and building, plant and machinery, accessories and equipments along with all relevant contracts, arrangements, liabilities including but not limited to all licenses, approvals, rights, manufacturing technology, brand, logos, permits and interest thereof situated at P.O. Pailan, Diamond Harbour Road, 24 Parganas (South), Kolkata - 700 104 (West Bengal) whatsoever, as a going concern and on a slump sale basis to a prospective buyer in the best interest of the company at a consideration which should not be less than Rs. 150 Crores and as may be mutually agreed between the Board and the prospective buyer pursuant to Section 180(1)(a) of the Companies Act, 2013.






	Voting through e-voting		Voting through Ballots		Consolidated Voting Results		
	No. of Members who voted	No. of votes cast	No. of Ballots	No. of votes cast	No. of Members who voted	No. of votes cast	% of total number of valid votes cast
Voted in favour of the resolution	24	13945578	6	307	30	13945885	99.9973
Voted against the resolution	2	250	4	133	6	383	0.0027
Total	26	13945828	10	440	36	13946268	100

In view of the above scrutiny, I hereby certify that the Special resolutions as aforesaid, as set out in notice dated 25th September, 2019 has been approved and passed by the requisite majority.

The Postal Ballot Forms and other related papers/ registers and records have been handed over to Mr. Dwijen Lahiri, Whole-time Director authorized by the Board to supervise the Postal Ballot process.

Thanking you,
Yours faithfully,
For MKB & Associates


Raj Kumar Banthia
Partner

[Practicing Company Secretaries]
Membership No.: 17190
COP No.: 18428
FRN: P2010WB042700

UDIN: A017190A000206775

Date: 05.11.2019

Place: Kolkata