

**SUMAN SUREKA & ASSOCIATES  
COMPANY SECRETARIES**

**Scrutinizer's Report - Combined**

To,

The Chairman of **GARNET INTERNATIONAL LIMITED,**

32<sup>nd</sup> Annual General Meeting of the Members of **GARNET INTERNATIONAL LIMITED**  
held on Tuesday, 30<sup>th</sup> September, 2014 at 901, Raheja Chambers, Nariman Point, Mumbai-400021 at  
11.00 A. M.

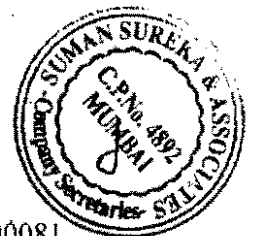
Dear Sir,

1. I, Suman Sureka, Practicing Company Secretary, have been appointed as a Scrutinizer by the Board of Directors of **GARNET INTERNATIONAL LIMITED** for the purpose of scrutinizing the e-voting process under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and the Chairman of the Annual General Meeting on poll under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of Companies (Management and Administration) Rules, 2014, on the Resolutions contained in the Notice to the 32<sup>nd</sup> Annual General Meeting of the Members of the Company held on, 30<sup>th</sup> September, 2014 at 901, Raheja Chambers, Nariman Point, Mumbai-400021 at 11.00 A. M.

The Management of the Company is responsible to ensure the Compliance with the requirements of the Companies Act, 2013 and the Rules relating to e-voting and poll on the resolutions contained in the Notice to the 32<sup>nd</sup> Annual General Meeting of the Members of the Company. My responsibility as a Scrutinizer for the e-voting process and for poll at the AGM is restricted to make 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 Limited (CDSL), the Authorised Agency engaged by the Company to provide e-voting facilities for e-voting and at the time of poll at AGM.

- 2: I have issued separately my reports on voting through electronic mode and poll at the AGM held on 30<sup>th</sup> September, 2014. The Details are as under:
  1. My report dated 4<sup>th</sup> October, 2014 on E-voting.
  2. My report dated 4<sup>th</sup> October, 2014 on voting through poll at AGM held on 30<sup>th</sup> September, 2014.

I, submit herewith my combined reports on the results of E-voting, together with that of poll as under:

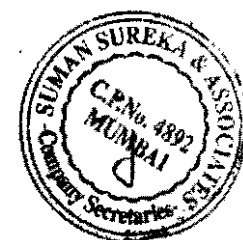


302- A Wing, Mukti Tower, Eastern Express Highway, Mulund East, Mumbai - 400081.  
Contact No - 989221447/ 9967494405 E-mail: [sumanmsureka@yahoo.com](mailto:sumanmsureka@yahoo.com)

**SUMAN SUREKA & ASSOCIATES  
COMPANY SECRETARIES**

**Item No. 1- Ordinary Resolution: To consider and adopt the Directors' Report, Auditors, Report, Audited Balance Sheet and Profit and Loss Account of the Company for the Financial Year ended 31<sup>st</sup> March, 2014.**

Promoter/Public	No. of Shares Held	No. of votes Polled	No. Of valid Votes	No. of votes polled by the interested parties	No. Of Invalid Votes	% of Votes Polled on outstanding Shares  [7]= [[3/2*100]]	No. of Votes in Favour	No. of Votes against	% of Votes in Favour on valid votes 10= [[8/4*100]]	% of votes against on valid votes  11=(9/4)
(1)	(2)	(3)	(4)	(5)	(6)		(8)	(9)		
<b>Mode of voting – (E – Voting) .</b>										
Promoter and Promoter Group	3070322	2791872	2791872	0	0	90.93	2791872	0	100	0
Public Institutional holders	2131957	0	0	0	0	0	0	0	0	0
Public Others	1022721	1	1	0	0	0	1	0	100	0
<b>Total (A)</b>	<b>6225000</b>	<b>2791873</b>	<b>2791873</b>	<b>0</b>	<b>0</b>	<b>44.84</b>	<b>2791873</b>	<b>0</b>	<b>100</b>	<b>0</b>
<b>Mode of voting –( POLL)</b>										
Promoter and Promoter Group	3070322	0	0	0	0	0	0	0	0	0
Public Institutional holders	2131957	0	0	0	0	0	0	0	0	0
Public Others	1022721	5327	5327	0	0	0.52	5327	0	100	0
<b>Total (B)</b>	<b>6225000</b>	<b>5327</b>	<b>5327</b>	<b>0</b>	<b>0</b>	<b>0.08</b>	<b>5327</b>	<b>0</b>	<b>100</b>	<b>0</b>
<b>Result =A+B</b>	<b>6225000</b>	<b>2797200</b>	<b>2797200</b>	<b>0</b>	<b>0</b>	<b>44.93</b>	<b>2797200</b>	<b>0</b>	<b>100</b>	<b>0</b>

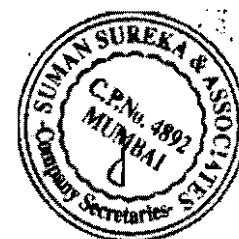


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**SUMAN SUREKA & ASSOCIATES  
COMPANY SECRETARIES**

**Item No. 2-Ordinary Resolution: To appoint a Director in place of Mr Ramakant Gagar (DIN No – 01019838), who retires by rotation and, being eligible, offers himself for re-appointment.**

Promoter/Public	No. of Shares Held	No. of votes Polled	No. Of valid Votes	No. of votes polled by the interested parties	No. Of Invalid Votes	% of Votes Polled on outstanding Shares  (7)= [(3/2*100)]	No. of Votes in Favour	No. of Votes against	% of Votes in Favour on valid votes 10= [(8/4*100)]	% of votes against on valid votes  11=(9/4)
(1)	(2)	(3)	(4)	(5)	(6)		(8)	(9)		
<b>Mode of voting – (E – Voting)</b>										
Promoter and Promoter Group	3070322	2791872	1465626	1326246	0	90.93	1465626	0	100	0
Public Institutional holders	2131957	0	0	0	0	0	0	0	0	0
Public Others	1022721	1	1	0	0	0	1	0	100	0
<b>Total (A)</b>	<b>6225000</b>	<b>2791873</b>	<b>1465627</b>	<b>1326246</b>	<b>0</b>	<b>44.85</b>	<b>1465627</b>	<b>0</b>	<b>100</b>	<b>0</b>
<b>Mode of voting –( POLL)</b>										
Promoter and Promoter Group	3070322	0	0	0	0	0	0	0	0	0
Public Institutional holders	2131957	0	0	0	0	0	0	0	0	0
Public Others	1022721	5327	5327	0	0	0.52	5327	0	100	0
<b>Total (B)</b>	<b>6225000</b>	<b>5327</b>	<b>5327</b>	<b>0</b>	<b>0</b>	<b>0.08</b>	<b>5327</b>	<b>0</b>	<b>100</b>	<b>0</b>
<b>Result =A+B</b>	<b>6225000</b>	<b>2797200</b>	<b>1470954</b>	<b>1326246</b>	<b>0</b>	<b>44.93</b>	<b>1470954</b>	<b>0</b>	<b>100</b>	<b>0</b>

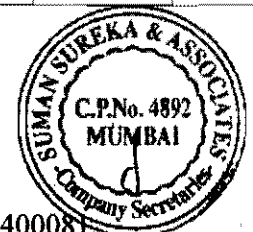


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**SUMAN SUREKA & ASSOCIATES  
COMPANY SECRETARIES**

**Item No. 3- Ordinary Resolution: To appoint Auditors (M/s MVK Associates, Chartered Accountants -Registration No. 120222W) of the Company for the period commencing from the conclusion of 32<sup>nd</sup> Annual General Meeting till the conclusion of 36<sup>th</sup> Annual General Meeting and to fix their remuneration.**

Promoter/Public	No. of Shares Held	No. of votes Polled	No. Of valid Votes	No. of votes polled by the interested parties	No. Of Invalid Votes	% of Votes Polled on outstanding Shares (7)= [(3/2*100)]	No. of Votes in Favour	No. of Votes against	% of Votes in Favour on valid votes 10= [(8/4*100)]	% of votes against on valid votes 11=(9/4)
(1)	(2)	(3)	(4)	(5)	(6)		(8)	(9)		
<b>Mode of voting – (E – Voting)</b>										
Promoter and Promoter Group	3070322	2791872	2791872	0	0	90.93	2791872	0	100	0
Public Institutional holders	2131957	0	0	0	0	0	0	0	0	0
Public Others	1022721	1	1	0	0	0	1	0	100	0
<b>Total (A)</b>	<b>6225000</b>	<b>2791873</b>	<b>2791873</b>	<b>0</b>	<b>0</b>	<b>44.84</b>	<b>2791873</b>	<b>0</b>	<b>100</b>	<b>0</b>
<b>Mode of voting –( POLL)</b>										
Promoter and Promoter Group	3070322	0	0	0	0	0	0	0	0	0
Public Institutional holders	2131957	0	0	0	0	0	0	0	0	0
Public Others	1022721	5327	5327	0	0	0.52	5327	0	100	0
<b>Total (B)</b>	<b>6225000</b>	<b>5327</b>	<b>5327</b>	<b>0</b>	<b>0</b>	<b>0.08</b>	<b>5327</b>	<b>0</b>	<b>100</b>	<b>0</b>
<b>Result =A+B</b>	<b>6225000</b>	<b>2797200</b>	<b>2797200</b>	<b>0</b>	<b>0</b>	<b>44.93</b>	<b>2797200</b>	<b>0</b>	<b>100</b>	<b>0</b>



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**SUMAN SUREKA & ASSOCIATES  
COMPANY SECRETARIES**

**Item No. 4- Ordinary Resolution: To appoint Mr. Dinesh Nandwana (DIN: 00062532), a non - executive independent director of the Company.**

Promoter/Public	No. of Shares Held	No. of votes Polled	No. Of valid Votes	No. of votes polled by the interested parties	No. Of Invalid Votes	% of Votes Polled on outstanding Shares  (7)= [(3/2*100)]	No. of Votes in Favour	No. of Votes against	% of Votes in Favour on valid votes 10= [(8/4*100)]	% of votes against on valid votes  11=(9/4)
(1)	(2)	(3)	(4)	(5)	(6)		(8)	(9)		
<b>Mode of voting - (E - Voting)</b>										
Promoter and Promoter Group	3070322	2791872	2791872	0	0	90.93	2791872	0	100	0
Public Institutional holders	2131957	0	0	0	0	0	0	0	0	0
Public Others	1022721	1	1	0	0	0	1	0	100	0
<b>Total (A)</b>	<b>6225000</b>	<b>2791873</b>	<b>2791873</b>	<b>0</b>	<b>0</b>	<b>44.84</b>	<b>2791873</b>	<b>0</b>	<b>100</b>	<b>0</b>
<b>Mode of voting -( POLL)</b>										
Promoter and Promoter Group	3070322	0	0	0	0	0	0	0	0	0
Public Institutional holders	2131957	0	0	0	0	0	0	0	0	0
Public Others	1022721	5327	5327	0	0	0.52	5327	0	100	0
<b>Total (B)</b>	<b>6225000</b>	<b>5327</b>	<b>5327</b>	<b>0</b>	<b>0</b>	<b>0.08</b>	<b>5327</b>	<b>0</b>	<b>100</b>	<b>0</b>
<b>Result =A+B</b>	<b>6225000</b>	<b>2797200</b>	<b>2797200</b>	<b>0</b>	<b>0</b>	<b>44.93</b>	<b>2797200</b>	<b>0</b>	<b>100</b>	<b>0</b>



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**SUMAN SUREKA & ASSOCIATES  
COMPANY SECRETARIES**

**Item No. 5- Ordinary Resolution: To appoint Mr. Sharad Rathi (DIN: 00437174), a non  
- executive independent director of the Company.**

Promoter/Public	No. of Shares Held	No. of votes Polled	No. Of valid Votes	No. of votes polled by the interested parties	No. Of Invalid Votes	% of Votes Polled on outstanding Shares  (7)= [(3/2*100)]	No. of Votes in Favour	No. of Votes against	% of Votes in Favour on valid votes 10= [(8/4*100)]	% of votes against on valid votes  11=(9/4)
(1)	(2)	(3)	(4)	(5)	(6)		(8)	(9)		
<b>Mode of voting – (E – Voting)</b>										
Promoter and Promoter Group	3070322	2791872	2791872	0	0	90.93	2791872	0	100	0
Public Institutional holders	2131957	0	0	0	0	0	0	0	0	0
Public Others	1022721	1	1	0	0	0	1	0	100	0
<b>Total (A)</b>	<b>6225000</b>	<b>2791873</b>	<b>2791873</b>	<b>0</b>	<b>0</b>	<b>44.84</b>	<b>2791873</b>	<b>0</b>	<b>100</b>	<b>0</b>
<b>Mode of voting –( POLL)</b>										
Promoter and Promoter Group	3070322	0	0	0	0	0	0	0	0	0
Public Institutional holders	2131957	0	0	0	0	0	0	0	0	0
Public Others	1022721	5327	5327	0	0	0.52	5327	0	100	0
<b>Total (B)</b>	<b>6225000</b>	<b>5327</b>	<b>5327</b>	<b>0</b>	<b>0</b>	<b>0.08</b>	<b>5327</b>	<b>0</b>	<b>100</b>	<b>0</b>
<b>Result =A+B</b>	<b>6225000</b>	<b>2797200</b>	<b>2797200</b>	<b>0</b>	<b>0</b>	<b>44.93</b>	<b>2797200</b>	<b>0</b>	<b>100</b>	<b>0</b>

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**SUMAN SUREKA & ASSOCIATES  
COMPANY SECRETARIES**

**Item No. 6- Special Resolution: Approval of Borrowing limits to the Board of Directors  
of the Company.**

Promoter/Public	No. of Shares Held	No. of votes Polled	No. Of valid Votes	No. of votes polled by the interested parties	No. Of Invalid Votes	% of Votes Polled on outstanding Shares  (7)= [(3/2*100)]	No. of Votes in Favour	No. of Votes against	% of Votes in Favour on valid votes 10= [(8/4*100)]	% of votes against on valid votes  11=(9/4)
(1)	(2)	(3)	(4)	(5)	(6)		(8)	(9)		
<b>Mode of voting – (E – Voting)</b>										
Promoter and Promoter Group	3070322	2791872	2791872	0	0	90.93	2791872	0	100	0
Public Institutional holders	2131957	0	0	0	0	0	0	0	0	0
Public Others	1022721	1	1	0	0	0	1	0	100	0
<b>Total (A)</b>	<b>6225000</b>	<b>2791873</b>	<b>2791873</b>	<b>0</b>	<b>0</b>	<b>44.84</b>	<b>2791873</b>	<b>0</b>	<b>100</b>	<b>0</b>
<b>Mode of voting –( POLL)</b>										
Promoter and Promoter Group	3070322	2791872	2791872	0	0	90.93	2791872	0	100	0
Public Institutional holders	2131957	0	0	0	0	0	0	0	0	0
Public Others	1022721	1	1	0	0	0	1	0	100	0
<b>Total ( B )</b>	<b>6225000</b>	<b>2791873</b>	<b>2791873</b>	<b>0</b>	<b>0</b>	<b>44.84</b>	<b>2791873</b>	<b>0</b>	<b>100</b>	<b>0</b>
<b>Result =A+B</b>	<b>6225000</b>	<b>2797200</b>	<b>2797200</b>	<b>0</b>	<b>0</b>	<b>44.93</b>	<b>2797200</b>	<b>0</b>	<b>100</b>	<b>0</b>



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**SUMAN SUREKA & ASSOCIATES  
COMPANY SECRETARIES**

**ItemNo. 7- Special Resolution: Approval of creation of charge/mortgage/hypothecations  
on the assets of the Company.**

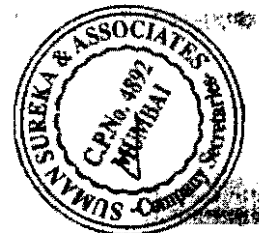
Promoter/Public	No. of Shares Held	No. of votes Polled	No. Of valid Votes	No. of votes polled by the interested parties	No. Of Invalid Votes	% of Votes Polled on outstanding Shares  (7)= [(3/2*100)]	No. of Votes in Favour	No. of Votes against	% of Votes in Favour on valid votes 10= [(8/4*100)]	% of votes against on valid votes  11={9/4}
(1)	(2)	(3)	(4)	(5)	(6)		(8)	(9)		

**Mode of voting – (E – Voting)**

Promoter and Promoter Group	3070322	2791872	2791872	0	0	90.93	2791872	0	100	0
Public Institutional holders	2131957	0	0	0	0	0	0	0	0	0
Public Others	1022721	1	1	0	0	0	1	0	100	0
<b>Total (A)</b>	<b>6225000</b>	<b>2791873</b>	<b>2791873</b>	<b>0</b>	<b>0</b>	<b>44.84</b>	<b>2791873</b>	<b>0</b>	<b>100</b>	<b>0</b>

**Mode of voting –( POLL)**

Promoter and Promoter Group	3070322	2791872	2791872	0	0	90.93	2791872	0	100	0
Public Institutional holders	2131957	0	0	0	0	0	0	0	100	0
Public Others	1022721	1	1	0	0	0	1	0	100	0
<b>Total ( B )</b>	<b>6225000</b>	<b>2791873</b>	<b>2791873</b>	<b>0</b>	<b>0</b>	<b>44.84</b>	<b>2791873</b>	<b>0</b>	<b>100</b>	<b>0</b>
<b>Result =A+B</b>	<b>6225000</b>	<b>2797200</b>	<b>2797200</b>	<b>0</b>	<b>0</b>	<b>44.93</b>	<b>2797200</b>	<b>0</b>	<b>100</b>	<b>0</b>



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**SUMAN SUREKA & ASSOCIATES  
COMPANY SECRETARIES**

**Voting Result**

<b>Sr No</b>	<b>Resolution</b>	<b>Favour</b>	<b>Against</b>
1	To consider and adopt the Directors' Report, Auditors, Report, Audited Balance Sheet and Profit and Loss Account of the Company for the Financial Year ended 31 <sup>st</sup> March, 2014.	100	0
2	To appoint a Director in place of Mr Ramakant Gagar (DIN No - 01019838), who retires by rotation and, being eligible, offers himself for re-appointment.	100	0
3	To appoint Auditors (M/s MVK Associates, Chartered Accountants - Registration No. 120222W) of the Company for the period commencing from the conclusion of 32 <sup>nd</sup> Annual General Meeting till the conclusion of 36 <sup>th</sup> Annual General Meeting and to fix their remuneration.	100	0
4	To appoint Mr. Dinesh Nandwana (DIN: 00062532), a non - executive independent director of the Company.	100	0
5	To appoint Mr. Sharad Rathi (DIN: 00437174), a non - executive independent director of the Company.	100	0
6	Approval of Borrowing limits to the Board of Directors of the Company.	100	0
7	Approval of creation of charge/mortgage/hypothecations on the assets of the Company.	100	0

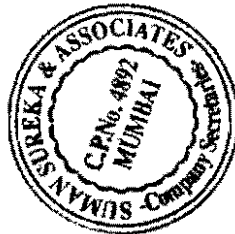
Thanking you,  
Yours Faithfully

For **Suman Sureka & Associates,**  
Company Secretaries



**(Suman Sureka)**  
Proprietor

**C.P. No. 4892**  
Place: Mumbai  
Date: 04/10/2014



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