

PRATIK PUJARA & ASSOCIATES

Practicing Company Secretaries

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REPORT OF SCRUTINIZER

[Pursuant to section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,

The Chairman of 2nd Annual General Meeting (AGM) of the Equity Shareholders of M/s. GCM CAPITAL ADVISORS LIMITED held on 29th September, 2015 at Ramee Guest Line Hotel, 1st Floor, 462, A B Nair Road, Opp. Sun-N-Sand Hotel, Juhu, Vile Parle (w), Mumbai – 400 049

Ref: 2nd Annual General Meeting of the Shareholders of M/s. GCM CAPITAL ADVISORS LIMITED held on Tuesday, 29th September, 2015 at Mumbai.

Dear Sir,

I, Pratik Pujara, Practicing Company Secretary, was appointed by the Board of Directors of M/s. GCM CAPITAL ADVISORS LIMITED as Scrutinizer vide resolution dated 27th May, 2015 pursuant to Section 108 of the Companies Act, 2013 read with rule 20 of the Companies (Management and Administration) Rules, 2014, to conduct the remote electronic voting process and to scrutinize the physical ballot forms received from the shareholders in respect of the below mentioned resolutions, at the 2nd Annual General Meeting of the Shareholders of M/s. GCM CAPITAL ADVISORS LIMITED, and submit our report as under:

The Compliance with the provisions of the Companies Act, 2013 and Rules made thereunder relating to voting through electronic means and voting by using ballots by shareholders on the resolution proposed in the notice of the 2nd Annual General Meeting of the company is the responsibility of the Management. My responsibility as a Scrutinizers is to ensure that the voting process both through electronic means and by use of ballot at the meeting are conducted in fair and transparent manner and render consolidated scrutinizer's report of the total vote caste or against, if any to the chairman on the resolutions, based on the report generated from the electronic voting system provided by CDSL an voting through ballot paper conducted at AGM.

1. The remote e-voting period remained open from Friday, 25th September, 2015 (09.30 a.m) to Monday, 28th September, 2015 (5.00 p.m) both days inclusive.
2. The shareholders holding shares as on "cut off" date, i.e. 22nd September, 2015, were entitled to vote on the proposed resolutions.
3. Thereafter the details containing, inter alia, list of equity shareholders, who voted "For" and "Against", were downloaded from the remote e-voting website of CDSL.
4. After the closing of the poll as announced by the Chairman, ballot box kept for polling was locked in our presence with due identification marks placed by us.
5. The locked ballot box was subsequently opened by us in the presence of two witnesses, Mr. Vinit Hindocha and Mr. Sagar Mehta who are not in employment of the Company. And poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents/ the Company and the authorizations / proxies lodged with the Company.
6. We did not find any poll paper which was incomplete, invalid and/or defective.



7. The Consolidated result of the Ballot held at the aforesaid 2nd Annual General Meeting as well as remote e-voting are as under:

Resolution 1:

- a. To adopt Audited Balance Sheet, statement of Profit & Loss as on March 31, 2015 of the Company including Report of Board of Directors and Auditors

- (i) Votes in favour of the resolution:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	3	14000	100
Ballot	17	6897500	100
Total	20	6911500	100

- (ii) Votes against the resolution:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	0	0	--
Ballot	0	0	--
Total	0	0	0

- (iii) Abstained from Voting:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	0	0	--
Ballot	0	0	--
Total	0	0	0

Resolution 2:

Re-appointment of Statutory Auditors M/s. Maheshwari and Co. Chartered Accountants, Mumbai of the company.

- (i) Votes in favour of the resolution:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	3	14000	100
Ballot	17	6897500	100
Total	20	6911500	100

- (ii) Votes against the resolution:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	0	0	--
Ballot	0	0	--



Total	0	0	0
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(iii) Abstained from Voting:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	0	0	--
Ballot	0	0	--
Total	0	0	0

Resolution 3:

Appointment of Mr. Laxmi Narayan Sharma as Independent Director.

(i) Votes in favour of the resolution:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	3	14000	100
Ballot	17	6897500	100
Total	20	6911500	100

(ii) Votes against the resolution:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	0	0	--
Ballot	0	0	--
Total	0	0	0

(iii) Abstained from Voting:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	0	0	--
Ballot	0	0	--
Total	0	0	0



Resolution 4:

Appointment of Ms. Shilpa Baid as an Non-Executive (Non-Independent) Director of the Company.

(i) Votes in favour of the resolution:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	3	14000	100
Ballot	17	6897500	100
Total	20	6911500	100

(ii) Votes against the resolution:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	0	0	--
Ballot	0	0	--
Total	0	0	0

(iii) Abstained from Voting:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	0	0	--
Ballot	0	0	--
Total	0	0	0

Resolution 5:

Adoption of new Articles of Association of the Company containing Regulations in conformity with the Companies Act, 2013.

(i) Votes in favour of the resolution:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	3	14000	100
Ballot	17	6897500	100
Total	20	6911500	100

(ii) Votes against the resolution:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	0	0	--
Ballot	0	0	--
Total	0	0	0



	person or by (proxy)		
E-voting	0	0	--
Ballot	0	0	--
Total	0	0	0

(iii) Abstained from Voting:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	0	0	--
Ballot	0	0	--
Total	0	0	0

8. All the resolutions mentioned in the AGM Notice dated 27th May, 2015 as per the details above stand passed under voting conducted at the AGM by way of Ballot with requisite majority and hence deemed to have been passed on the date of AGM.

The ballot papers and other relevant records relating to evoting and physical voting is under my safe custody and will be handed over to the company secretary of the company for safe keeping, after the chairman signs the minutes of the 2nd Annual General Meeting.

Thanking you,
Yours Sincerely

For PRATIK PUJARA & ASSOCIATES

PRATIK PUJARA
Proprietor
M. No - A34442
CP No - 14475

Place: Mumbai
Dated: 30th September, 2015.

