



GLOSTER LIMITED

21, Strand Road, Kolkata-700 001 (India)

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CIN: L17100WB1923PLC004628

Dated: 08.08.2022

Corporate Relationship Department
BSE Ltd.
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai – 400 001
Scrip Code – 542351

The Secretary
Listing Department
The Calcutta Stock Exchange Ltd.
7, Lyons Range
Kolkata – 700 001
Scrip Code 17435

**Sub: Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 –
Details of Voting Results at the 100th Annual General Meeting (AGM) of Gloster Limited**

Dear Sir,

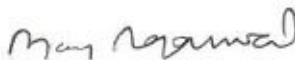
We are pleased to submit herewith the following with respect to 100th Annual General Meeting ('AGM') of the Company held on Monday the 8th August 2022 through Video conferencing (VC):

1. Voting Results pursuant to Regulation 44 (3) of the SEBI (Listing Obligations and disclosure Requirements) Regulations, 2015
2. Scrutinizer's Report dated 8th August 2022 pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014

As per the Scrutinizer's Report, all Resolutions as set out in the Notice of 100th Annual General Meeting have been duly approved by the Shareholders with requisite majority.

Thanking you

Yours faithfully
For Gloster Limited


Ajay Kumar Agarwal
CFO & Company Secretary

GLOSTER LIMITED
Details of Voting Results as per Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
100th Annual General Meeting through Video Conferencing (VC)/ Other Audio Visual Means (OAVM)

Date of AGM	08.08.2022
Total number of shareholders on record date	5,228
No. of shareholders present in the meeting either in person or through proxy : Promoters and Promoter Group Public	N/A N/A
No. of shareholders attended the meeting through Video Conferencing Promoters and Promoter Group Public	4 37

Item No. 1: Adoption of Audited Financial Statements including Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2022, and the Reports of the Board of Directors and the Auditors' thereon

Resolution required:			Ordinary Resolution					
Whether promoter/promoter group are interested in the agenda/resolution			No					
Category	Mode of Voting	No. of shares held	No. votes polled	% of Votes Polled on outstanding shares	No. of votes in favour	No. of votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)]* 100
Promoter and Promoter Group	Remote e-Voting	3973969	3034366	76.3561	3034366	0.0000	100.0000	0.0000
	e-Voting at AGM		0.0000	0.0000	0.0000	0.0000	0.0000	0.0000
	Total		3034366	76.3561	3034366	0.0000	100.0000	0.0000
Public- Institutions	Remote e-Voting	816640	703321	86.1238	703321	0.0000	100.0000	0.0000
	e-Voting at AGM		0.0000	0.0000	0.0000	0.0000	0.0000	0.0000
	Total		703321	86.1238	703321	0.0000	100.0000	0.0000
Public- Non Institutions	Remote e-Voting	681021	25803	3.7889	25801	2	99.9923	0.0077
	e-Voting at AGM		85	0.0125	85	0.0000	100.0000	0.0000
	Total		25888	3.8014	25886	2	99.9923	0.0077
Total		5471630	3763575	68.7834	3763573	2	99.9999	0.0001



Item No. 2: Declaration of dividend of Rs. 25/- per Equity share of Rs.10/- each for the financial year 2021-22 and Special Dividend "marking 100 years of Incorporation of the Company" of 100% i.e. Rs. 10/- per equity share for the financial year ended 31st March, 2022, making a total dividend of 350% i.e. Rs. 35/- per equity share of face value of Rs. 10/- each.

Resolution required:			Ordinary Resolution					
Whether promoter/promoter group are interested in the agenda/resolution			No					
Category	Mode of Voting	No. of shares held	No. votes polled	% of Votes Polled on outstanding shares	No. of votes in favour	No. of votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)]* 100
Promoter and Promoter Group	Remote e-Voting	3973969	3034366	76.3561	3034366	0.0000	100.0000	0.0000
	e-Voting at AGM		0.0000	0.0000	0.0000	0.0000	0.0000	0.0000
	Total		3034366	76.3561	3034366	0.0000	100.0000	0.0000
Public- Institutions	Remote e-Voting	816640	703321	86.1238	703321	0.0000	100.0000	0.0000
	e-Voting at AGM		0.0000	0.0000	0.0000	0.0000	0.0000	0.0000
	Total		703321	86.1238	703321	0.0000	100.0000	0.0000
Public- Non Institutions	Remote e-Voting	681021	25803	3.7889	25801	2	99.9923	0.0077
	e-Voting at AGM		85	0.0125	85	0.0000	100.0000	0.0000
	Total		25888	3.8014	25886	2	99.9923	0.0077
Total		5471630	3763575	68.7834	3763573	2	99.9999	0.0001

Item No. 3: Re-appointment of Smt. Pushpa Devi Bangur (DIN: 00695640) who retires by rotation, and being eligible, offers herself for re-appointment

Resolution required:			Ordinary Resolution					
Whether promoter/promoter group are interested in the agenda/resolution			Yes					
Category	Mode of Voting	No. of shares held	No. votes polled	% of Votes Polled on outstanding shares	No. of votes in favour	No. of votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)]* 100
Promoter and Promoter Group	Remote e-Voting	3973969	3034366	76.3561	3034366	0.0000	100.0000	0.0000
	e-Voting at AGM		0.0000	0.0000	0.0000	0.0000	0.0000	0.0000
	Total		3034366	76.3561	3034366	0.0000	100.0000	0.0000
Public- Institutions	Remote e-Voting	816640	703321	86.1238	703321	0.0000	100.0000	0.0000
	e-Voting at AGM		0.0000	0.0000	0.0000	0.0000	0.0000	0.0000
	Total		703321	86.1238	703321	0.0000	100.0000	0.0000
Public- Non Institutions	Remote e-Voting	681021	25803	3.7889	25801	2	99.9923	0.0077
	e-Voting at AGM		85	0.0125	85	0.0000	100.0000	0.0000
	Total		25888	3.8014	25886	2	99.9923	0.0077
Total		5471630	3763575	68.7834	3763573	2	99.9999	0.0001



Item No. 4: Re-appointment of Messrs Price Waterhouse & Co, Chartered Accountants LLP (Firm Registration No. 304026E/E-300009) as the Statutory Auditors of the Company for a further period of 5 years and to hold office from the conclusion of the 100th Annual General Meeting till the conclusion of the 105th Annual General Meeting of the Company

Resolution required:			Ordinary Resolution					
Whether promoter/promoter group are interested in the agenda/resolution			No					
Category	Mode of Voting	No. of shares held	No. votes polled	% of Votes Polled on outstanding shares	No. of votes in favour	No. of votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)]* 100
Promoter and Promoter Group	Remote e-Voting	3973969	3034366	76.3561	3034366	0.0000	100.0000	0.0000
	e-Voting at AGM		0.0000	0.0000	0.0000	0.0000	0.0000	0.0000
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	e-Voting at AGM		0.0000	0.0000	0.0000	0.0000	0.0000	0.0000
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Public- Non Institutions	Remote e-Voting	681021	25803	3.7889	25801	2	99.9923	0.0077
	e-Voting at AGM		85	0.0125	85	0.0000	100.0000	0.0000
	Total		25888	3.8014	25886	2	99.9923	0.0077
Total		5471630	3763575	68.7834	3763573	2	99.9999	0.0001

Item No. 5: Ratification of Remuneration of Cost Auditors M/s. D. Radhakrishnan & Company, Cost Accountants, for the financial year 2022-23

Resolution required:			Ordinary Resolution					
Whether promoter/promoter group are interested in the agenda/resolution			No					
Category	Mode of Voting	No. of shares held	No. votes polled	% of Votes Polled on outstanding shares	No. of votes in favour	No. of votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)]* 100
Promoter and Promoter Group	Remote e-Voting	3973969	3034366	76.3561	3034366	0.0000	100.0000	0.0000
	e-Voting at AGM		0.0000	0.0000	0.0000	0.0000	0.0000	0.0000
	Total		3034366	76.3561	3034366	0.0000	100.0000	0.0000
Public- Institutions	Remote e-Voting	816640	703321	86.1238	703321	0.0000	100.0000	0.0000
	e-Voting at AGM		0.0000	0.0000	0.0000	0.0000	0.0000	0.0000
	Total		703321	86.1238	703321	0.0000	100.0000	0.0000
Public- Non Institutions	Remote e-Voting	681021	25803	3.7889	25801	2	99.9923	0.0077
	e-Voting at AGM		85	0.0125	85	0.0000	100.0000	0.0000
	Total		25888	3.8014	25886	2	99.9923	0.0077
Total		5471630	3763575	68.7834	3763573	2	99.9999	0.0001





Sweetie Kapoor

Practising Company Secretary

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21, Parsee Church Street, Room No. 4
Near - 18, Ezra Street, Kolkata - 700001
T : 033-40083749
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SCRUTINIZER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended]

Name of the Company	Gloster Limited
Meeting	100 th Annual General Meeting
Day, Date & Time	Monday, 8 th August, 2022 at 11 am
Deemed Venue	Registered Office situated at 21, Strand Road, Kolkata - 700 001
Mode	Video Conferencing (VC)/ Other Audio Visual Means (OAVM)

1. Appointment as Scrutinizer

I, **Sweetie Kapoor**, Practising Company Secretary (FCS-6410, COP-5738) have been appointed as the Scrutinizer for the remote e-Voting as well as e-Voting by Members during the 100th Annual General Meeting ("100th AGM") of Gloster Limited (hereinafter referred to as the Company) scheduled on Monday, 8th August, 2022 at 11 am held through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM"). My responsibility as a Scrutinizer was to ensure that the voting process was conducted in a fair and transparent manner and submit a Scrutinizer's report on the voting on the resolutions based on the reports generated from the electronic voting system.

2. Dispatch of Notice convening the Meeting

2.1 Pursuant to General Circulars No. 14/2020, 17/2020, 20/2020, 02/2021, 19/2021, 21/2021 and 02/2022 dated 8th April, 2020, 13th April, 2020, 5th May, 2020 13th January, 2021, 8th December, 2021, 14th December, 2021 and 5th May, 2022 respectively issued by the Ministry of Corporate Affairs and SEBI Circular dated 12th May, 2020, 15th January, 2021 and 13th May, 2022 has permitted the holding of the Annual General Meeting through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM") without the physical presence of the members at a common venue. In compliance with the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 advertisement was published on Monday, 18th July, 2022 in an English newspaper "The Economic Times" and in a Bengali newspaper "Ei-Samay" specifying the date and time of the AGM.



availability of the notice on Company's website and website of the Stock Exchange, manner of registration of email ids by the members (both physical and demat) who are yet to register their email ids, manner of voting through remote e-Voting or through e-Voting system at the AGM etc.

- 2.2 The Company hosted the notice of the AGM on its website, website of Central Depository Services (India) Limited ("CDSL") the agency providing the platform for remote e-Voting and e-Voting at the AGM and also intimated to the Stock Exchanges on Friday, 15th July, 2022.
- 2.3 The Company informed that on the basis of the Register of Members made available by Maheshwari Datamatics Private Limited the Registrar and Share Transfer Agents ("RTA") of the Company and the depositories viz., National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") respectively, the Company completed dispatch of Notice of AGM on Friday, 15th July, 2022 by email to 4361 no. of members who had registered their email ids with the Company/ Depositories.

3. **Cut-off date**

The Voting rights were reckoned as on Monday, 1st August, 2022, being the Cut-off date for the purpose of deciding the entitlements of members for remote e-Voting and e-Voting at the AGM.

4. **Remote e-Voting**

4.1 **Agency**

The Company had appointed Central Depository Services (India) Limited (CDSL) as the agency for providing the platform remote e-Voting and e-Voting at the AGM.

4.2 **Remote e-Voting period:**

Remote e-Voting platform was open from Friday, 5th August, 2022 (9:00 am) and ends on Sunday, 7th August, 2022 (5:00 pm) and members were required to cast their votes electronically conveying their assent or dissent in respect of the Resolutions on the remote e-Voting platform provided by CDSL.

- 4.3 The Corporate members had provided copy of the resolution passed at their Board of Directors Meeting for authorization to exercise their votes through remote e-Voting or for participating and voting in the meeting held through VC or OAVM.



5. Voting at the AGM:

- 5.1 Since this AGM was held through VC/ OAVM, physical attendance of the members has been dispensed with. Accordingly, in terms of MCA and SEBI circulars, the facility for appointment of proxies by the members were also dispensed with. Members who attended the meeting through VC or OAVM had been counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
- 5.2 As prescribed under Rule 20(4)(xiii) of the Companies (Management and Administration) Rules, 2014, for the purpose of ensuring that Members who have cast their votes through remote e-Voting did not vote again at the AGM e-Voting, the Scrutinizer shall have access after closure of period of remote e-Voting and before the start of general meeting, to only such details relating to Members who have cast their votes through remote e-Voting, such as their names, DP ID & Client ID/ Folios, number of shares held but not the manner in which they have voted.
- 5.3 Accordingly, CDSL, the remote e-Voting agency provided us with the names, DP ID & Client ID/ Folios and shareholding of the members who had cast their votes through remote e-Voting.

6. Counting Process:

On completion of e-Voting at the AGM, I unblocked [EVSIN: 220714003] the results of the remote e-Voting and e-Voting at the AGM by the members on Monday, 8th August, 2022 around 12:45 pm in the presence of two witnesses namely Mrs. Ekta Goswami and Md. Tausif who are not in the employment of the Company from the CDSL e-Voting platform and downloaded the results for scrutiny.

7. Results:

- 7.1 I observed that
- (a) 3 members had casted their votes through e-Voting at the AGM.
- (b) 68 members had casted their votes through remote e-Voting.
- 7.2 The e-Voting contains remote e-Voting and e-Voting at the AGM. My report is a consolidated report of remote e-Voting and e-Voting at the AGM. The Consolidated Report with respect to each item on the agenda as set out in the Notice of 100th AGM dated 12th May, 2022 is as under:-



Ordinary Business

Item No. 1 – Adoption of Audited Financial Statements including Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2022, and the Reports of the Board of Directors and the Auditors' thereon - Ordinary Resolution

(i) Voted in favour of the resolution

Particulars (remote e-Voting/ e-Voting at the AGM)	No. of members voted	No. of Votes cast (Shares)	% of total number of valid votes cast (remote e-Voting + e-Voting at the AGM)
Remote e- Voting	66	3,763,488	99.9977
e-Voting at the AGM	3	85	0.0022
Total (remote e- Voting + e-Voting at the AGM)	69	3,763,573	99.9999

(ii) Voted against the resolution

Particulars (remote e-Voting/ e-Voting at the AGM)	No. of members voted	No. of Votes cast (Shares)	% of total number of valid votes cast (remote e-Voting + e-Voting at the AGM)
Remote e- Voting	2	2	0.0001
e-Voting at the AGM	0	0	0
Total (remote e- Voting + e-Voting at the AGM)	2	2	0.0001

(iii) Invalid Votes

Particulars (remote e-Voting/ e-Voting at the AGM)	Total No. of members whose votes were declared invalid	Total number of votes cast
Remote e-Voting	0	0
e-Voting at the AGM	0	0
Total (remote e-Voting + e- Voting at the AGM)	0	0



Item No. 2 – Declaration of dividend of Rs. 25/- per Equity share of Rs.10/- each for the financial year 2021-22 and Special Dividend "marking 100 years of Incorporation of the Company" of 100% i.e. Rs. 10/- per equity share for the financial year ended 31st March, 2022, making a total dividend of 350% i.e. Rs. 35/- per equity share of face value of Rs. 10/- each - Ordinary Resolution

(i) Voted in favour of the resolution

Particulars (remote e-Voting/ e-Voting at the AGM)	No. of members voted	No. of Votes cast (Shares)	% of total number of valid votes cast (remote e-Voting + e-Voting at the AGM)
Remote e- Voting	66	3,763,488	99.9977
e-Voting at the AGM	3	85	0.0022
Total (remote e- Voting + e-Voting at the AGM)	69	3,763,573	99.9999

(ii) Voted against the resolution

Particulars (remote e-Voting/ e-Voting at the AGM)	No. of members voted	No. of Votes cast (Shares)	% of total number of valid votes cast (remote e-Voting + e-Voting at the AGM)
Remote e- Voting	2	2	0.0001
e-Voting at the AGM	0	0	0
Total (remote e- Voting + e-Voting at the AGM)	2	2	0.0001

(iii) Invalid Votes

Particulars (remote e-Voting/ e-Voting at the AGM)	Total No. of members whose votes were declared invalid	Total number of votes cast
Remote e-Voting	0	0
e-Voting at the AGM	0	0
Total (remote e-Voting + e- Voting at the AGM)	0	0



Item No. 3 – Re-appointment of Smt. Pushpa Devi Bangur (DIN: 00695640)who retires by rotation and being eligible, offers herself for re-appointment - Ordinary Resolution

(i) Voted in favour of the resolution

Particulars (remote e-Voting/ e-Voting at the AGM)	No. of members voted	No. of Votes cast (Shares)	% of total number of valid votes cast (remote e-Voting + e-Voting at the AGM)
Remote e- Voting	66	3,763,488	99.9977
e-Voting at the AGM	3	85	0.0022
Total (remote e- Voting + e-Voting at the AGM)	69	3,763,573	99.9999

(ii) Voted against the resolution

Particulars (remote e-Voting/ e-Voting at the AGM)	No. of members voted	No. of Votes cast (Shares)	% of total number of valid votes cast (remote e-Voting + e-Voting at the AGM)
Remote e- Voting	2	2	0.0001
e-Voting at the AGM	0	0	0
Total (remote e- Voting + e-Voting at the AGM)	2	2	0.0001

(iii) Invalid Votes

Particulars (remote e-Voting/ e-Voting at the AGM)	Total No. of members whose votes were declared invalid	Total number of votes cast
Remote e-Voting	0	0
e-Voting at the AGM	0	0
Total (remote e-Voting + e- Voting at the AGM)	0	0



Item No. 4 –Re-appointment of Messrs Price Waterhouse & Co. Chartered Accountants LLP (Firm Registration No. 304026E/E-300009) as the Statutory Auditors of the Company for a further period of 5 years and to hold office from the conclusion of the 100th Annual General Meeting till the conclusion of the 105th Annual General Meeting of the Company– Ordinary Resolution

(i) Voted in favour of the resolution

Particulars (remote e-Voting/ e-Voting at the AGM)	No. of members voted	No. of Votes cast (Shares)	% of total number of valid votes cast (remote e-Voting + e-Voting at the AGM)
Remote e- Voting	66	3,763,488	99.9977
e-Voting at the AGM	3	85	0.0022
Total (remote e- Voting + e-Voting at the AGM)	69	3,763,573	99.9999

(ii) Voted against the resolution

Particulars (remote e-Voting/ e-Voting at the AGM)	No. of members voted	No. of Votes cast (Shares)	% of total number of valid votes cast (remote e-Voting + e-Voting at the AGM)
Remote e- Voting	2	2	0.0001
e-Voting at the AGM	0	0	0
Total (remote e- Voting + e-Voting at the AGM)	2	2	0.0001

(iii) Invalid Votes

Particulars (remote e-Voting/ e-Voting at the AGM)	Total No. of members whose votes were declared Invalid	Total number of votes cast
Remote e-Voting	0	0
e-Voting at the AGM	0	0
Total (remote e-Voting + e- Voting at the AGM)	0	0



Special Business

Item No. 5 – Ratification of Remuneration of Cost Auditors M/s. D. Radhakrishnan & Company, Cost Accountants, for the financial year 2022-2023 –Ordinary Resolution

(i) Voted in favour of the resolution

Particulars (remote e-Voting/ e-Voting at the AGM)	No. of members voted	No. of Votes cast (Shares)	% of total number of valid votes cast (remote e-Voting + e-Voting at the AGM)
Remote e- Voting	66	3,763,488	99.9977
e-Voting at the AGM	3	85	0.0022
Total (remote e- Voting + e-Voting at the AGM)	69	3,763,573	99.9999

(ii) Voted against the resolution

Particulars (remote e-Voting/ e-Voting at the AGM)	No. of members voted	No. of Votes cast (Shares)	% of total number of valid votes cast (remote e-Voting + e-Voting at the AGM)
Remote e- Voting	2	2	0.0001
e-Voting at the AGM	0	0	0
Total (remote e- Voting + e-Voting at the AGM)	2	2	0.0001

(iii) Invalid Votes

Particulars (remote e-Voting/ e-Voting at the AGM)	Total No. of members whose votes were declared invalid	Total number of votes cast
Remote e-Voting	0	0
e-Voting at the AGM	0	0
Total (remote e-Voting + e- Voting at the AGM)	0	0



8. Based on the foregoing, the resolution[s] as outlined hereinabove of the Notice dated 12th May, 2022 have been passed with requisite majority.
9. The Electronic data and all other relevant records of voting process given/ provided/ maintained in electronic mode will remain in my safe custody until the Chairman considers, approves and signs the minutes and thereafter the same shall be handed over to the Company Secretary.
10. You may accordingly declare the result of the AGM.

Place: Kolkata
Date: 08/08/2022



Skapoor
Sweety Kapoor
Practising Company Secretary
Membership No. FCS 6410, CP No.5738
UIN: I2003WB399800
PRCN: 660/2020
UDIN: F006410D000759217