

Ref:Sec/list/2016-17

Date: 30.09.2016.

To,  
 The Manager,  
 Listing Department,  
 Bombay Stock Exchange Ltd.,  
 Phiroze Jeejeebhoy Towers,  
 Dalal Street, Mumbai – 400 001

Dear Sir,

**Ref: Script Code: 532543**
**SUB: Voting Results of 33<sup>rd</sup> AGM under Regulation 44 (3) of SEBI (LODR) Regulations-2015**

The 33rd Annual General Meeting of members of the Company was conveyed on 30<sup>th</sup> September, 2016. The particulars of AGM pursuant to regulation 44 (3) of the SEBI (LODR) Regulations, 2015 is as under:

- a. Date of AGM: 30<sup>th</sup> September, 2016
- b. Total number of shareholders as on AGM: 10,707  
 (Cut-off date for the purpose of e-voting was September, 23, 2016)

**Attendance of Members at the AGM:**

No. of Shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	2
Public:	49
Shareholders attended the AGM through Video Conferencing	Not Applicable
<b>Total:</b>	<b>51</b>

**(a) Resolution 01 – Adoption of Audited Profit & Loss Account for the year ended 31<sup>st</sup> March, 2016 and the Balance Sheet as at that date, together with the Report of the Board of Director's and the Auditors thereon:**

**(i) Resolution required: Ordinary: Mode of voting: Poll & E-voting**

Promoters / Public	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 & Promoter Group	36829260	36829260	100	36829260	0	100.00	0.00
Public Institutions	52430	0	0	0	0	0	0
Public & others		E-V 7157	0.05	E-V 7157	0	100.00	0.00
Sub Total		Poll 9838	0.07	Poll 9836	2	99.98	0.02
	14102693	16995	0.12	16993	2	99.98	0.12
<b>Total</b>	<b>50984383</b>	<b>36846255</b>	<b>72.27</b>	<b>36846253</b>	<b>2</b>	<b>100.00</b>	<b>0.00</b>

Con...2...

...2...

**(b) Resolution 2 - Declaration of final dividend on Equity Shares for the year ended 31<sup>st</sup> March, 2016.**

(i) Resolution required: Ordinary: Mode of voting: Poll & E-voting

Promoters / Public	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 & Promoter Group	36829260	36829260	100	36829260	0	100.00	0.00
Public Institutions	52430	0	0	0	0	0	0
Public & others		E-V 7157	0.05	E-V 7157	0	100.00	0.00
Sub Total		<u>Poll 9838</u>	0.07	<u>Poll 9836</u>	<u>2</u>	<u>99.98</u>	<u>0.02</u>
	14102693	16995	0.12	16993	2	99.98	0.12
<b>Total</b>	50984383	36846255	72.27	36846253	2	100.00	0.00

**(c) Resolution 3 – To appoint a Director in place of Mr. Thangapandian Srinivasalu (DIN: 03376410), who retires by rotation and being eligible, offers himself for reappointment:**

(i) Resolution required: Ordinary: Mode of voting: Poll & E-voting

Promoters / Public	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 & Promoter Group	36829260	36829260	100	36829260	0	100.00	0.00
Public Institutions	52430	0	0	0	0	0	0
Public & others		E-V 7157	0.05	E-V 6216	941	86.85	13.15
Sub Total		<u>Poll 9838</u>	0.07	<u>Poll 9836</u>	<u>2</u>	<u>99.98</u>	<u>0.02</u>
	14102693	16995	0.12	16052	943	94.45	5.55
<b>Total</b>	50984383	36846255	72.27	36845312	943	100.00	0.003

Con...3...



...3...

**(d) Resolution 4 – To ratify the appointment of M/s. PNG & Co., Chartered Accountants as Statutory Auditors and to fix their remuneration:**

(i) Resolution required: Ordinary: Mode of voting: Poll & E-voting

Promoters / Public	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 & Promoter Group	36829260	36829260	100	36829260	0	100.00	0.00
Public Institutions	52430	0	0	0	0	0	0
Public & others		E-V 7157	0.05	E-V 6216	941	86.85	13.15
Sub Total		<u>Poll 9838</u>	0.07	<u>Poll 9836</u>	<u>2</u>	<u>99.98</u>	<u>0.02</u>
	14102693	16995	0.12	16052	943	94.45	5.55
<b>Total</b>	50984383	36846255	72.27	36845312	943	100.00	0.003

**(e) Resolution 5 – To ratify the appointment of Cost Auditors and to fix their remuneration:**

(i) Resolution required: Ordinary: Mode of voting: Poll & E-voting

Promoters / Public	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 & Promoter Group	36829260	36829260	100	36829260	0	100.00	0.00
Public Institutions	52430	0	0	0	0	0	0
Public & others		E-V 7157	0.05	E-V 6216	941	86.85	13.15
Sub Total		<u>Poll 9838</u>	0.07	<u>Poll 9836</u>	<u>2</u>	<u>99.98</u>	<u>0.02</u>
	14102693	16995	0.12	16052	943	94.45	5.55
<b>Total</b>	50984383	36846255	72.27	36845312	943	100.00	0.003

Con...4...



...4...

**(f) Resolution 6 - Appointment of Mr. Ayush Goel (DIN: 02889080) as Director of the company**

(i) Resolution required: Ordinary: Mode of voting: Poll & E-voting

Promoters / Public	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 & Promoter Group	36829260	36829260	100	36829260	0	100.00	0.00
Public Institutions	52430	0	0	0	0	0	0
Public & others		E-V 7157	0.05	E-V 6216	941	86.85	13.15
Sub Total		Poll 9838	0.07	Poll 9836	2	99.98	0.02
	14102693	16995	0.12	16052	943	94.45	5.55
<b>Total</b>	50984383	36846255	72.27	36845312	943	100.00	0.003

Mr. Punit Shah, Practicing Company Secretaries was appointed as scrutinizers for the poll and e-voting. The poll report prepared under the Companies (Management and Administration) Rules, 2014 has been enclosed herewith.

Kindly treat the above information of AGM voting results and take the same on your records.

Kindly acknowledge the receipt.

Thanking You,  
Yours Faithfully,

For **GP PETROLEUMS LIMITED**

  
**D. MALLA REDDY**  
COMPANY SECRETARY



**Enclosed:** REPORT OF SCRUTINIZER DATED 30<sup>TH</sup> SEPTEMBER, 2016.

# *PUNIT SHAH*

*Company Secretaries*

B. Com, ACS

## **FORM NO. MGT-13 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,  
Mr. Thangapandian Srinivasalu, Chairman,  
33<sup>rd</sup> Annual General Meeting of the Equity Shareholders of GP Petroleums Limited,  
Held on Friday, September 30, 2016 at 11.00 A.M. at  
VITS Hotels, Sapphire Hall, International Airport Zone,  
Andheri Kurla Road, Andheri – East,  
Mumbai – 400 059.

Dear Sir,

I, Mr. Punit Shah, Practicing Company Secretary was appointed as Scrutinizer for the 33<sup>rd</sup> Annual General Meeting of the equity shareholders of GP Petroleums Limited held on Friday, September 30, 2016 at 11.00 a.m. at VITS Hotels, Sapphire Hall, International Airport Zone, Andheri Kurla Road, Andheri – East, Mumbai – 400 059, for the purpose of scrutinizing the E-voting process and Physical Voting by Ballot papers at the general meeting in a fair and transparent manner and ascertaining the requisite majority on E-voting and Physical Voting carried out as per the provisions of the Companies Act, 2013 and Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014 on the resolutions referred to in this report.

We submit our report as under:

1. The E-voting period remained open from 9.00 A.M. on Tuesday, September 27, 2016 to Thursday, September 29, 2016 at 5.00 P.M.
2. The notice was sent to all the Members, whose names appeared in the Register of Members as on cut-off date for voting i.e. 23<sup>rd</sup> September, 2016 who were entitled to vote on the proposed 6 (six) resolutions as mentioned in the Notice of the 33<sup>rd</sup> Annual General Meeting of “GP Petroleums Limited” (Item No. 1 (One) to 6 (Six) of the Notice of the 33<sup>rd</sup> Annual General Meeting of GP Petroleums Limited).
3. After the time fixed for closing of the poll by Mr. Thangapandian Srinivasalu, Chairman, ballot boxes kept for polling were locked in my presence with due identification marks placed by me.
4. The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
5. The votes were unblocked on September 30, 2016 (after the conclusion of the meeting) in the presence of 2 witnesses, namely Ms. Jignasa Waghela working with M/s. P. P. Shah & Co.,

# PUNIT SHAH

Company Secretaries

B. Com, ACS

Practicing Company Secretaries and Ms. Pooja Mittal working with M/s. P. P. Shah & Co., Practicing Company Secretaries. Both of them are not in the employment of the Company.

6. 1 poll paper was found invalid.
7. The Results of the voting are as under:

## ORDINARY BUSINESS:

### a. RESOLUTION NO. 1

Ordinary Resolution No. 1 – Adoption of Audited Profit & Loss Account for the year ended 31 <sup>st</sup> March, 2016 and the Balance Sheet as at that date, together with the Report of the Board of Directors and the Auditors thereon:									
	Assent	%	Dissent	%	Total	%	Invalid	%	Total Votes Cast
Total No. of Shares on voting	3,68,46,253	100.00	2	0.00	3,68,46,255	100.00	1	0.00	3,68,46,256
Total No. of Ballots	18	85.72	2	9.52	20	95.24	1	4.76	21

### b. RESOLUTION NO. 2

Ordinary Resolution No. 2 – To declare dividend on Equity Shares for the year ended 31 <sup>st</sup> March, 2016:									
	Assent	%	Dissent	%	Total	%	Invalid	%	Total Votes Cast
Total No. of Shares on voting	3,68,46,253	100.00	2	0.00	3,68,46,255	100.00	1	0.00	3,68,46,256
Total No. of Ballots	18	85.72	2	9.52	20	95.24	1	4.76	21

# PUNIT SHAH

Company Secretaries

B. Com, ACS

## c. RESOLUTION NO. 3

Ordinary Resolution No. 3 – To appoint a Director in place of Mr. Thangapandian Srinivasalu (DIN: 03376410), who retires by rotation and being eligible, offers himself for reappointment:									
	Assent	%	Dissent	%	Total	%	Invalid	%	Total Votes Cast
Total No. of Shares on voting	3,68,45,312	100.00	943	0.00	3,68,46,255	100.00	1	0.00	3,68,46,256
Total No. of Ballots	17	80.95	3	14.29	20	95.24	1	4.76	21

## d. RESOLUTION NO. 4

Ordinary Resolution No. 4 – To ratify the appointment of M/s. PNG & Co., Chartered Accountants as Statutory Auditors and to fix their remuneration:									
	Assent	%	Dissent	%	Total	%	Invalid	%	Total Votes Cast
Total No. of Shares on voting	3,68,45,312	100.00	943	0.00	3,68,46,255	100.00	1	0.00	3,68,46,256
Total No. of Ballots	17	80.95	3	14.29	20	95.24	1	4.76	21

## SPECIAL BUSINESS:

## e. RESOLUTION NO. 5

Ordinary Resolution No. 5 – To ratify the remuneration of Mr. Dilip Murlidhar Bathija, Cost Auditors:									
	Assent	%	Dissent	%	Total	%	Invalid	%	Total Votes Cast
Total No. of Shares on voting	3,68,45,312	100.00	943	0.00	3,68,46,255	100.00	1	0.00	3,68,46,256
Total No. of Ballots	17	80.95	3	14.29	20	95.24	1	4.76	21

# PUNIT SHAH

Company Secretaries

B. Com, ACS

## f. RESOLUTION NO. 6

Ordinary Resolution No. 6 – Regularize the appointment of Mr. Ayush Goel (DIN: 2889080) as a Director of the Company:									
	Assent	%	Dissent	%	Total	%	Invalid	%	Total Votes Cast
Total No. of Shares on voting	3,68,45,312	100.00	943	0.00	3,68,46,255	100.00	1	0.00	3,68,46,256
Total No. of Ballots	17	80.95	3	14.29	20	95.24	1	4.76	21

8. 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.
9. The poll papers and other relevant records were sealed and handed over to Mr. D. Malla Reddy, Company Secretary authorized by the Board for safe keeping.
10. The consolidated result of the votes cast (by E-Voting and by poll) is provided as Annexure 1 to this report.

Thanking You,  
Yours Faithfully,

*Punit P. Shah*

**Punit Shah**  
Practicing Company Secretary  
Place: Mumbai  
Date: September 30, 2016





# PUNIT SHAH

Company Secretaries

B. Com, ACS

## Annexure - 1

Consolidated result of voting (by E-voting and Poll) for Resolution Nos. 1 to 6 of the Notice of the 33<sup>rd</sup> Annual General Meeting of "GP Petroleum Limited" held on Friday, September 30, 2016 at 11.00 A.M.

Resolution No.	Total Valid Votes Cast			Voted in favour of resolution				Voted against the resolution			
	E-voting	Poll	Total	E-voting	Poll	Total	%	E-voting	Poll	Total	%
1	36836417	9838	36846255	36836417	9836	36846253	100.00	0	2	2	0.00
2	36836417	9838	36846255	36836417	9836	36846253	100.00	0	2	2	0.00
3	36836417	9838	36846255	36835476	9836	36845312	100.00	941	2	943	0.00
4	36836417	9838	36846255	36835476	9836	36845312	100.00	941	2	943	0.00
5	36836417	9838	36846255	36835476	9836	36845312	100.00	941	2	943	0.00
6	36836417	9838	36846255	36835476	9836	36845312	100.00	941	2	943	0.00