

# 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. Prerit Goel, Chairman,  
34<sup>th</sup> Annual General Meeting of the Equity Shareholders of GP Petroleums Limited,  
Held on Friday, 22<sup>nd</sup> September, 2017 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 34<sup>th</sup> Annual General Meeting of the Equity Shareholders of GP Petroleums Limited held on Friday, 22<sup>nd</sup> September, 2017 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.

I submit my report as under:

1. The E-voting period remained open from Tuesday, 19<sup>th</sup> September, 2017 at 09.00 a.m. to Thursday, 21<sup>st</sup> September, 2017 at 5.00 p.m.
2. The notice was sent to all the Members, whose names appeared in the Register of Members as on 25<sup>th</sup> August, 2017 (Cut-off date: 15<sup>th</sup> September, 2017) who were entitled to vote on the proposed 8 (Eight) resolutions as mentioned in the Notice of the 34<sup>th</sup> Annual General Meeting of "GP Petroleums Limited" (Item No. 1 (One) to 8 (Eight) of the Notice of the 34<sup>th</sup> Annual General Meeting of GP Petroleums Limited).
3. After the time fixed for closing of the poll by Mr. Prerit Goel, 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 22<sup>nd</sup> September, 2017 (after the conclusion of the meeting) in the presence of 2 witnesses, namely Ms. Jignasa Waghela working with M/s. P. P. Shah & Co., Practicing Company Secretaries and Ms. Nishita Visaria working with M/s. P. P. Shah & Co., Practicing Company Secretaries. Both of them are not in the employment of the Company.

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6. No poll papers were found invalid.
7. The Results of the voting are as under:

## ORDINARY BUSINESS:

### a. RESOLUTION NO. 1

<b>Ordinary Resolution No. 1 – Approving and adopting the Audited Annual Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2017 and the Reports of the Board of Directors and the Auditors thereon:</b>									
	Assent	%	Dissent	%	Total	%	Invalid	%	Total Votes Cast
Total No. of Shares on voting	3,70,04,097	100.00	944	0.00	3,70,05,041	100.00	0	0.00	3,70,05,041
Total No. of Ballots	27	87.10	4	12.90	31	100.00	0	0.00	31

### b. RESOLUTION NO. 2

<b>Ordinary Resolution No. 2 – To declare dividend on Equity Shares for the year ended 31<sup>st</sup> March, 2017:</b>									
	Assent	%	Dissent	%	Total	%	Invalid	%	Total Votes Cast
Total No. of Shares on voting	37005038	100.00	3	0.00	3,70,05,041	100.00	0	0.00	3,70,05,041
Total No. of Ballots	28	90.32	3	9.68	31	100.00	0	0.00	31

### c. RESOLUTION NO. 3

<b>Ordinary Resolution No. 3 – To appoint a Director in place of Ms. Pallavi Goel (DIN: 03579576), who retires by rotation and being eligible, offers herself for reappointment:</b>									
	Assent	%	Dissent	%	Total	%	Invalid	%	Total Votes Cast
Total No. of Shares on voting	3,70,04,097	100.00	944	0.00	3,70,05,041	100.00	0	0.00	3,70,05,041
Total No. of Ballots	27	87.10	4	12.90	31	100.00	0	0.00	31

# PUNIT SHAH

Company Secretaries

B. Com, ACS

## 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	3,70,03,847	100.00	1,194	0.00	3,70,05,041	100.00	0	0.00	3,70,05,041
Total No. of Ballots	26	83.87	5	16.13	31	100.00	0	0.00	31

### SPECIAL BUSINESS:

## e. RESOLUTION NO. 5

**Ordinary Resolution No. 5 – Regularize the appointment of Mr. Manan Goel (DIN: 05337939) as a Director of the Company:**

	Assent	%	Dissent	%	Total	%	Invalid	%	Total Votes Cast
Total No. of Shares on voting	3,70,04,097	100.00	944	0.00	3,70,05,041	100.00	0	0.00	3,70,05,041
Total No. of Ballots	27	87.10	4	12.90	31	100.00	0	0.00	31

## f. RESOLUTION NO. 6

**Ordinary Resolution No. 6 – Regularize the appointment of Mr. Prerit Goel (DIN: 05337952) as a Director of the Company:**

	Assent	%	Dissent	%	Total	%	Invalid	%	Total Votes Cast
Total No. of Shares on voting	3,70,04,097	100.00	944	0.00	3,70,05,041	100.00	0	0.00	3,70,05,041
Total No. of Ballots	27	87.10	4	12.90	31	100.00	0	0.00	31

# PUNIT SHAH

Company Secretaries

B. Com, ACS

## g. RESOLUTION NO. 7

### Ordinary Resolution No. 7 – To ratify the remuneration of Mr. Dilip M. Bathija, Cost Auditors:

	Assent	%	Dissent	%	Total	%	Invalid	%	Total Votes Cast
Total No. of Shares on voting	3,70,03,847	100.00	1,194	0.00	3,70,05,041	100.00	0	0.00	3,70,05,041
Total No. of Ballots	26	83.87	5	16.13	31	100.00	0	0.00	31

## h. RESOLUTION NO. 8

### Ordinary Resolution No. 8 – Service of documents to the Shareholders under Section 20 of the Companies Act, 2013:

	Assent	%	Dissent	%	Total	%	Invalid	%	Total Votes Cast
Total No. of Shares on voting	3,70,03,847	100.00	1,194	0.00	3,70,05,041	100.00	0	0.00	3,70,05,041
Total No. of Ballots	26	83.87	5	16.13	31	100.00	0	0.00	31

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. Shiv Ram Singh, 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: 23<sup>rd</sup> September, 2017

**PUNIT SHAH**  
PRACTICING COMPANY SECRETARIES  
ACS 20536 CP 7506.

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## Annexure – 1

Consolidated result of voting (by E-voting and Poll) for Resolution Nos. 1 to 8 of the Notice of the 34<sup>th</sup> Annual General Meeting of “GP Petroleum Limited” held on Friday, 22<sup>nd</sup> September, 2017 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	36848946	156095	37005041	36848002	156095	37004097	100.00	944	0	944	0.00
2	36848946	156095	37005041	36848943	156095	37005038	100.00	3	0	3	0.00
3	36848946	156095	37005041	36848002	156095	37004097	100.00	944	0	944	0.00
4	36848946	156095	37005041	36847752	156095	37003847	100.00	1194	0	1194	0.00
5	36848946	156095	37005041	36848002	156095	37004097	100.00	944	0	944	0.00
6	36848946	156095	37005041	36848002	156095	37004097	100.00	944	0	944	0.00
7	36848946	156095	37005041	36847752	156095	37003847	100.00	1194	0	1194	0.00
8	36848946	156095	37005041	36847752	156095	37003847	100.00	1194	0	1194	0.00