

# **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. Manan Goel, Chairman,  
36<sup>th</sup> Annual General Meeting of the members of GP Petroleums Limited,  
Held on Thursday, 19<sup>th</sup> September, 2019 at 03.00 P.M. at  
Hotel Lalit, Forum I Hall, Sahar Airport Road,  
Andheri (East), Mumbai – 400 059

Dear Sir,

I, Mr. Punit Shah, Practicing Company Secretary was appointed as Scrutinizer for the 36<sup>th</sup> Annual General Meeting of the members of GP Petroleums Limited held on Thursday, 19<sup>th</sup> September, 2019 at 03.00 P.M. at Hotel Lalit, Forum I Hall, Sahar Airport 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 Monday, 16<sup>th</sup> September, 2019 at 09.00 a.m. to Wednesday, 18<sup>th</sup> September, 2019 at 05.00 p.m.
2. The notice was sent to all the Members on 26<sup>th</sup> August, 2019 whose names appeared in the Register of Members as on 16<sup>th</sup> August, 2019 (Cut-off Date: 12<sup>th</sup> September, 2019) who were entitled to vote on the proposed 7 (Seven) resolutions as mentioned in the Notice of the 36<sup>th</sup> Annual General Meeting of "GP Petroleums Limited" (Item No. 1 (One) to 7 (Seven) of the Notice of the 36<sup>th</sup> Annual General Meeting of GP Petroleums Limited).
3. The quorum being present, the voting was conducted in fair and transparent manner. After the time fixed for closing of the poll by Mr. Manan 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 19<sup>th</sup> September, 2019 (after the conclusion of the meeting) in the presence of 2 witnesses, namely Ms. Jignasa Waghela and Mrs. Kalavati Jadhav working with Mr. Punit Shah, Practicing Company Secretary. Both of them are not in the employment of the Company.
6. No poll papers were found invalid.

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7. The Results of the voting are as under:

## ORDINARY BUSINESS:

### a. RESOLUTION NO. 1

<b>Ordinary Resolution No. 1 – Adoption of the Audited Annual Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2019 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	37236139	100.00	0	0.00	37236139	100.00	0	0.00	37236139
Total No. of Ballots	28	100.00	0	0.00	28	100.00	0	0.00	28

### b. RESOLUTION NO. 2

<b>Ordinary Resolution No. 2 – To declare dividend on Equity Shares for the year ended 31<sup>st</sup> March, 2019:</b>									
	Assent	%	Dissent	%	Total	%	Invalid	%	Total Votes Cast
Total No. of Shares on voting	37236139	100.00	0	0.00	37236139	100.00	0	0.00	37236139
Total No. of Ballots	28	100.00	0	0.00	28	100.00	0	0.00	28

### c. RESOLUTION NO. 3

<b>Ordinary Resolution No. 3 – To appoint a Director in place of Mrs. Pallavi Mangla (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	37075797	100.00	126	0.00	37075923	100.00	0	0.00	37075923
Total No. of Ballots	25	96.15	1	3.85	26	100.00	0	0.00	26



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## d. RESOLUTION NO. 4

<b>Ordinary Resolution No. 4 – Appointment of M/s. PNG &amp; Co., Chartered Accountant as Statutory Auditors of the Company to hold office from the conclusion of the 36<sup>th</sup> Annual General Meeting till the conclusion of the 41<sup>st</sup> Annual General Meeting and fix their remuneration:</b>									
	Assent	%	Dissent	%	Total	%	Invalid	%	Total Votes Cast
Total No. of Shares on voting	37236139	100.00	0	0.00	37236139	100.00	0	0.00	37236139
Total No. of Ballots	28	100.00	0	0.00	28	100.00	0	0.00	28

## SPECIAL BUSINESS:

## e. RESOLUTION NO. 5

<b>Ordinary Resolution No. 5 – Appointment of Mr. Mahesh Damle (DIN 08261516) as an Independent Director of the Company for a period of 5 years:</b>									
	Assent	%	Dissent	%	Total	%	Invalid	%	Total Votes Cast
Total No. of Shares on voting	37236013	100.00	126	0.00	37236139	100.00	0	0.00	37236139
Total No. of Ballots	27	96.43	1	3.57	28	100.00	0	0.00	28

## f. RESOLUTION NO. 6

<b>Ordinary Resolution No. 6 – Appointment of Mrs. Stuti Narain Kacker (DIN 07061299) as an Independent Director of the Company for a period of 5 years:</b>									
	Assent	%	Dissent	%	Total	%	Invalid	%	Total Votes Cast
Total No. of Shares on voting	37236013	100.00	126	0.00	37236139	100.00	0	0.00	37236139
Total No. of Ballots	27	96.43	1	3.57	28	100.00	0	0.00	28

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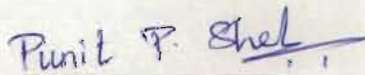
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## g. RESOLUTION NO. 7

Ordinary Resolution No. 7 – To ratify the remuneration of Mr. Dilip M. Bathija, Cost Auditor of the Company for the financial year 2019-2020:									
	Assent	%	Dissent	%	Total	%	Invalid	%	Total Votes Cast
Total No. of Shares on voting	37236139	100.00	0	0.00	37236139	100.00	0	0.00	37236139
Total No. of Ballots	28	100.00	0	0.00	28	100.00	0	0.00	28

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. Bijay Kumar Sanku, 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 Shah**  
Practicing Company Secretary  
Membership No. A20536  
COP No. 7506

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

Place: Mumbai  
Date: 20<sup>th</sup> September, 2019



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## Annexure – 1

Consolidated result of voting (by E-voting and Poll) for Resolution Nos. 1 to 7 of the Notice of the 36<sup>th</sup> Annual General Meeting of “GP Petroleum Limited” held on Thursday, 19<sup>th</sup> September, 2019 at 03.00 P.M.

Resoluti on 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	37235224	915	37236139	37235224	915	37236139	100.00	0	0	0	0.00
2	37235224	915	37236139	37235224	915	37236139	100.00	0	0	0	0.00
3	37075008	915	37075923	37075008	789	37075797	100.00	0	126	126	0.00
4	37235224	915	37236139	37235224	915	37236139	100.00	0	0	0	0.00
5	37235224	915	37236139	37235224	789	37236013	100.00	0	126	126	0.00
6	37235224	915	37236139	37235224	789	37236013	100.00	0	126	126	0.00
7	37235224	915	37236139	37235224	915	37236139	100.00	0	0	0	0.00