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,
37th Annual General Meeting of the Equity Shareholders of GP Petroleums Limited,
Held on Tuesday, 29th September, 2020 at 03.00 p.m. through
Video Conferencing ('VC') / Other Audio Visual Means ('OAVM')

Dear Sir,

I, Mr. Punit Shah, Practicing Company Secretary was appointed as Scrutinizer for the 37th Annual General Meeting of the equity shareholders of GP Petroleums Limited held on Tuesday, 29th September, 2020 at 03.00 p.m. through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM') for the purpose of scrutinizing the E-voting process ('remote e-voting') and Electronic Voting (e-voting) at the 37th Annual General Meeting in a fair and transparent manner and ascertaining the requisite majority on E-voting ('remote e-voting') and Electronic Voting (e-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 37th AGM is held in compliance with the MCA Circular dated 5th May, 2020 read with circulars dated 8th April, 2020 and dated 13th April, 2020 (collectively referred to as 'MCA Circulars') and SEBI circular dated 12th May, 2020 regarding holding of the AGM through Video Conferencing (VC) / Other Audio Visual Means (OAVM), without the physical presence of the Members at a common venue.

2. The Notice of the AGM alongwith the Annual Report 2019 – 20 has been sent to all the Members on 7th September, 2020 only through electronic mode to those Members whose email addresses are registered with the Company, RTA or CDSL / NSDL ('Depositories') as on 4th September, 2020 to vote on the proposed 5 (Five) resolutions as mentioned in the Notice of the 37th Annual General Meeting of "GP Petroleums Limited" [Item No. 1 (One) to 5 (Five) of the Notice of the 37th Annual General Meeting of GP Petroleums Limited].

3. The Company had provided the e-voting facility both for e-voting prior to the AGM (remote e-voting) and voting at the AGM by electronic means (e-voting) and had engaged the services of CDSL for this purpose.

4. Voting rights were reckoned as on Tuesday, 22nd September, 2020, being the cut-off date for the purpose deciding the entitlements of members for remote e-voting and e-voting during the AGM.

5. The remote e-voting period remained open from Saturday, 26th September, 2020 at 09.00 a.m. to Monday, 28th September, 2020 at 05.00 p.m.

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6. At the 37th Annual General Meeting of the Company held on Tuesday, 29th September, 2020, the facility to vote through electronic system had been provided to facilitate voting for those Members who were present at the Meeting through VC / OAVM but could not participate in the Remote e-Voting to record their votes on the resolutions to be passed.

7. After the closure of the e-voting at the Annual General Meeting, the votes cast through e-Voting at the AGM and through remote e-Voting prior to the date of the Annual General Meeting were unblocked on Tuesday, 29th September, 2020.

8. Since the meeting was held through VC / OAVM, no poll papers were cast.

9. The consolidated results of the remote e-voting and e-voting during AGM through VC / OAVM are as under:

ORDINARY BUSINESS:

a. RESOLUTION NO. 1

Ordinary Resolution No. 1 – Approval and adoption the Audited Annual Financial Statements of the Company for the financial year ended 31st March, 2020 and the Reports of the Board of Directors and the Auditors' thereon:									
	Assent	**%**	**Dissent**	**%**	**Total**	**%**	**Invalid**	**%**	**Total Votes Cast**
Total No. of Shares on voting	37,339,672	100	4	0	37,339,676	100	0	0	37,339,676
Total No. of Members	61	93.85	4	6.15	65	100	0	0	65

b. RESOLUTION NO. 2

Ordinary Resolution No. 2 – Declaration of dividend on Equity Shares for the year ended 31st March, 2020:									
	Assent	**%**	**Dissent**	**%**	**Total**	**%**	**Invalid**	**%**	**Total Votes Cast**
Total No. of Shares on voting	37,339,672	100	4	0	37,339,676	100	0	0	37,339,676
Total No. of Members	61	93.85	4	6.15	65	100	0	0	65

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SPECIAL BUSINESS:

c. **RESOLUTION NO. 3**

Special Resolution No. 3 – Re-appointment of Mr. Bhaswar Mukherjee (DIN 01654539) as an Independent Director of the Company for a further period of 5 consecutive years up to the conclusion of the 42nd Annual General Meeting (AGM) of the Company in the Calendar year 2025:									
	Assent	**%**	**Dissent**	**%**	**Total**	**%**	**Invalid**	**%**	**Total Votes Cast**
Total No. of Shares on voting	37,339,671	100	5	0	37,339,676	100	0	0	37,339,676
Total No. of Members	60	92.31	5	7.69	65	100	0	0	65

d. **RESOLUTION NO. 4**

Ordinary Resolution No. 4 – Ratify the appointment of Mr. Sudip Shyam (DIN 08594378) as Director of the Company:									
	Assent	**%**	**Dissent**	**%**	**Total**	**%**	**Invalid**	**%**	**Total Votes Cast**
Total No. of Shares on voting	37,339,671	100	5	0	37,339,676	100	0	0	37,339,676
Total No. of Members	60	92.31	5	7.69	65	100	0	0	65

e. **RESOLUTION NO. 5**

Ordinary Resolution No. 5 – Ratification of remuneration of Mr. Dilip M. Bathija, Cost Accountant, Cost Auditor of the Company for the financial year 2020-21:									
	Assent	**%**	**Dissent**	**%**	**Total**	**%**	**Invalid**	**%**	**Total Votes Cast**
Total No. of Shares on voting	37,339,672	100	4	0	37,339,676	100	0	0	37,339,676
Total No. of Members	61	93.85	4	6.15	65	100	0	0	65

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10. Since the votes cast FOR the resolutions exceed the number of votes cast AGAINST the resolutions by requisite majority, all the resolutions as set out in item no. 1 to 5 of the Notice of the 37th Annual General Meeting have been passed with requisite majority.

11. 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.

12. The consolidated result of the votes cast (by remote e-voting and e-voting during AGM) is provided as Annexure - 1 to this report.

Thanking You,
Yours Faithfully,

Punit P. Shah

Punit Shah
Practicing Company Secretary

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Place: Mumbai
Date: 30th September, 2020
UDIN: A020536B000818432

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Annexure – 1

Consolidated Result of Voting (by Remote E-voting and E-voting) for Resolution Nos. 1 to 5 of the Notice of the 37th Annual General Meeting of "GP Petroleums Limited" held on Tuesday, 29th September, 2020 at 03.00 p.m. by VC / OAVM

Resolution # 1 – Ordinary Resolution	Remote E-voting			E-Voting			Total		
	No.	Shares	%	No.	Shares	%	No.	Shares	%
Total Valid Votes Cast	61	37,338,172	--	4	1,504	--	65	37,339,676	100
Voted In Favour Of Resolution	57	37,338,168	99.99	4	1,504	0.01	61	37,339,672	100
Voted against the resolution	4	4	0.00	0	0	0.00	4	4	0.00

Resolution # 2 – Ordinary Resolution	Remote E-voting			E-Voting			Total		
	No.	Shares	%	No.	Shares	%	No.	Shares	%
Total Valid Votes Cast	61	37,338,172	--	4	1,504	--	65	37,339,676	100
Voted In Favour Of Resolution	57	37,338,168	99.99	4	1,504	0.01	61	37,339,672	100
Voted against the resolution	4	4	0.00	0	0	0.00	4	4	0.00

Resolution # 3 – Ordinary Resolution	Remote E-voting			E-Voting			Total		
	No.	Shares	%	No.	Shares	%	No.	Shares	%
Total Valid Votes Cast	61	37,338,172	--	4	1,504	--	65	37,339,676	100
Voted In Favour Of Resolution	56	37,338,167	99.99	4	1,504	0.01	60	37,339,671	100
Voted against the resolution	5	5	0.00	0	0	0.00	5	5	0.00

Resolution # 4 – Ordinary Resolution	Remote E-voting			E-Voting			Total		
	No.	Shares	%	No.	Shares	%	No.	Shares	%
Total Valid Votes Cast	61	37,338,172	--	4	1,504	--	65	37,339,676	100
Voted In Favour Of Resolution	56	37,338,167	99.99	4	1,504	0.01	60	37,339,671	100
Voted against the resolution	5	5	0.00	0	0	0.00	5	5	0.00

Resolution # 5 – Ordinary Resolution	Remote E-voting			E-Voting			Total		
	No.	Shares	%	No.	Shares	%	No.	Shares	%
Total Valid Votes Cast	61	37,338,172	--	4	1,504	--	65	37,339,676	100
Voted In Favour Of Resolution	57	37,338,168	99.99	4	1,504	0.01	61	37,339,672	100
Voted against the resolution	4	4	0.00	0	0	0.00	4	4	0.00

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