



## GUJARAT PETROSYNTHESIS LIMITED

Reg. Off: No.24, II Main, Doddanekkundi Industrial Area,

Phase I, Mahadevapura Post, Bangalore-560 048.

Ph: 91 – 80 - 28524133 Fax: 91– 80 - 28524171

E-mail : [info@gpl.in](mailto:info@gpl.in), Website: [www.gpl.in](http://www.gpl.in)

CIN No. L23209KA1977PLC043357



Date : 12.08.2016

To.  
The Listing Department  
The BSE Ltd.  
Phiroze Jeejeeboy Tower,  
25<sup>th</sup> Floor, Dalal Street,  
Mumbai – 400001.

Dear Sir,

Sub : Details of voting results at the 39<sup>th</sup> Annual General Meeting of the Company.

The Company's 39<sup>th</sup> Annual General Meeting of the Company was held on Wednesday, 10<sup>th</sup> August, 2016 at 3.00 pm. at 24, II Main, Doddanekkundi Industrial Area, Bangalore 560048.

In terms of the provisions of the Companies Act, 2013 and Rules made thereunder and provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations), the Company had provided Remote E-voting facility to its shareholders. M/s J J Gandhi & Co., Practicing Company Secretary was appointed as the Scrutinizer to scrutinize the remote E-voting and voting at the AGM. The Scrutinizer's Report dated 11<sup>th</sup> August, 2016 is attached as **Annexure 1**. All resolutions set out in the AGM have been duly approved by the shareholders with requisite majority.

In terms of provisions of Regulation 44 of the listing Regulations, the details of the results of voting held through remote e-voting and voting at AGM is attached as **Annexure 2**.

We request you to note the above.

Thanking You,  
Yours Faithfully  
For Gujarat Petrosynthesis Limited

  
Shweta Kalgutkar  
Company Secretary

Encl : As above



**J. J. Gandhi & Co.**

Practising Company Secretaries  
CS J. J. Gandhi - M. Com., LL. B., D. L. P., F. C. S.

231, Phoenix Complex  
Besides Suraj Plaza  
Sayajigunj, Baroda 390 005  
Phone (o) 2225022 Cell : 9374620085  
Email : jjgandhics@gmail.com

## Report of Scrutinizer

### Consolidated Report on remote E-voting and Voting by Poll at AGM

(Pursuant to section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015)

To,  
The Chairman  
of 39<sup>th</sup> Annual General Meeting of Members of  
Gujarat Petrosynthese Limited  
24 II Main, Doddanekundi Industrial Area,  
Phase I, Mahadevpura Post, Bangalore 560048

Dear Sir,

**Re: Scrutinizers' Report on remote e-voting and voting by poll at the AGM of Gujarat Petrosynthese Limited held On 10<sup>th</sup> Aug., 2016**

1. I, J. J. Gandhi, Proprietor of J J Gandhi & Co. Practising Company Secretaries, having office at 231, Phoenix Complex, Sayajigunj, Vadodara 390005 has been appointed as Scrutinizer by the Board of Directors pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 (herein after referred to as Rules) for scrutinizing the e-voting process and poll at the AGM on the resolutions contained in the Notice (herein after referred to as "Resolutions") of the **39<sup>th</sup> Annual General Meeting (AGM)** of the Members of the Company held **on 10<sup>th</sup> Aug., 2016 at 3.00 PM.** at the Registered office of the Company at **24 II Main, Doddanekundi Industrial Area, Phase I, Mahadevpura Post, Bangalore 560048.**
2. The Management of the Company is responsible to ensure compliance of the provisions of the Companies Act, 2013 and Rules made thereunder relating to voting through electronic means and on poll on the Resolutions contained in the Notice of AGM of the Members of the Company. My responsibilities as a scrutinizer for e-voting process and for poll are restricted to make a Scrutinizers' Report on the votes cast "In favour" or "Against" the resolutions and "Invalid" votes, based on the reports generated from e-voting system provided by the Central Depository Services (India) Ltd., the authorized agency engaged by the Company to provide e-voting facilities and on the poll conducted at the AGM.

3. I submit my report as under;







## J. J. Gandhi & Co.

Practising Company Secretaries

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Besides Suraj Plaza

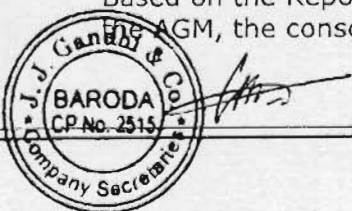
Sayajigunj, Baroda 390 005

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- A. As per requirement of Rule 20(v), the Public Advertisement with respect to dispatch of AGM Notice and intimating date and time of commencement and closing of E-voting have been published in English language in the newspaper "**Financial Express**" dated **16<sup>th</sup> July, 2016** and in Kannad language in the news paper "**Samyuktha Karnataka**" dated **16<sup>th</sup> July, 2016**.
- B. The e-voting period remained open from **7<sup>th</sup> Aug., 2016 (9.00 A.M.)** to **9<sup>th</sup> Aug., 2016 (5.00 P.M.)**.
- C. The Members of the Company holding shares in physical form or demat form as on "**Cut-off**" date i.e. **3<sup>rd</sup> Aug., 2016** were entitled to vote on the resolutions mentioned in the Notice of AGM.
- D. At the AGM Poll was conducted to facilitate the members/ proxies present at the AGM and who did not vote in the E-voting process.
- E. Ballot papers were given to the Members and proxies present at the meeting. The empty ballot box was shown, locked and sealed in my presence and in the presence of members and proxies.
- F. Subsequently, the ballot box was opened in my presence and in the presence of **Ms. CS Sonal Shimpi** and **Ms. Bhagyashree Mugdal** who are not in the employment of the Company. They have signed at the end of report to confirm that polling box was opened in their presence.
- G. The poll papers were scrutinized and reconciled with the records maintained by the Company/ Registrar & Transfer Agent and the authorizations/ proxies lodged with the Company.
- H. The poll papers, which were incomplete and/ or which were otherwise found defective have been treated as invalid and kept separately.
- I. After counting votes cast through poll at AGM, the E-votes cast were unblocked on **10<sup>th</sup> August, 2016** in the presence of two witnesses **Ms. CS Sonal Shimpi** and **Ms. Bhagyashree Mugdal** who are not in employment of the Company. They have signed at the end of report to confirm that the e-votes have been unblocked in their presence.
- J. The details of Members who have voted "for" or "against" each of the resolutions that were put to vote were generated from the E-voting website of CDSL viz. [www.evotingindia.co.in](http://www.evotingindia.co.in).

Based on the Reports generated from the CDSL website and the voting through Poll at AGM, the consolidated report on the voting on each resolution is as under;





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### Resolution No. 1 – Ordinary Resolution

Adoption of Audited financial statements (stand alone and consolidated) of the Company for the financial year ended on 31<sup>st</sup> March, 2016, and the Reports of the Board of Directors and the Auditors thereon.

Votes cast	Number of members present and voting	Number of votes cast	% of total number of valid votes cast
<b>In favour</b> of the resolution			
E-voting	13	2578021	99.99
Poll	27	253	0.01
<b>Total</b>	<b>40</b>	<b>2578274</b>	<b>100</b>
<b>Against</b> the resolution			
E-voting	0	0	0
Poll	0	0	0
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Invalid</b> votes			
E-voting	0	0	
Poll	0	0	
<b>Total</b>	<b>0</b>	<b>0</b>	





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### Resolution No. 2 – Ordinary Resolution

Re-appointment of retiring Director Ms. Charita Thakkar (DIN 00321561) as Director.

Votes cast	Number of members present and voting	Number of votes cast	% of total number of valid votes cast
<b>In favour</b> of the resolution			
E-voting	12	2092604	99.99
Poll	27	253	0.01
Total	39	2092857	100
<b>Against</b> the resolution			
E-voting	0	0	0
Poll	0	0	0
Total	0	0	0
<b>Invalid votes</b>			
E-voting	0	0	
Poll	0	0	
Total	0	0	







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### Resolution No. 3 – Ordinary Resolution

Re -appointment of Auditors & to fix their remuneration

Votes cast	Number of members present and voting	Number of votes cast	% of total number of valid votes cast
<b>In favour of the resolution</b>			
E-voting	13	2578021	99.99
Poll	27	253	0.01
<b>Total</b>	<b>40</b>	<b>2578274</b>	<b>100</b>
<b>Against the resolution</b>			
E-voting	0	0	0
Poll	0	0	0
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Invalid votes</b>			
E-voting	0	0	
Poll	0	0	
<b>Total</b>	<b>0</b>	<b>0</b>	





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### Resolution No. 4 – Ordinary Resolution

Appointment of Ms. Urmi N. Prasad as a Joint Managing Director and to fix her Remuneration.

Votes cast	Number of members present and voting	Number of votes cast	% of total number of valid votes cast
<b>In favour of the resolution</b>			
E-voting	9	1484064	99.98
Poll	27	253	0.02
<b>Total</b>	<b>36</b>	<b>1484317</b>	<b>100</b>
<b>Against the resolution</b>			
E-voting	0	0	0
Poll	0	0	0
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Invalid votes</b>			
E-voting	2	120930	
Poll	0	0	
<b>Total</b>	<b>2</b>	<b>120930</b>	





## J. J. Gandhi & Co.

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### Resolution No. 5 – Ordinary Resolution

Appointment of Ms. Charita Thakkar as a Joint Managing Director and to fix her Remuneration.

Votes cast	Number of members present and voting	Number of votes cast	% of total number of valid votes cast
<b>In favour of the resolution</b>			
E-voting	10	1603628	99.98
Poll	27	253	0.02
<b>Total</b>	<b>37</b>	<b>1603881</b>	<b>100</b>
<b>Against the resolution</b>			
E-voting	0	0	0
Poll	0	0	0
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Invalid votes</b>			
E-voting	1	1366	
Poll	0	0	
<b>Total</b>	<b>0</b>	<b>0</b>	

The relevant records relating to E-voting and Poll will be handed over to the Company Secretary after the Chairman approves and signs the minutes.

For J J Gandhi & Co.  
Practising Company Secretaries

(J J Gandhi)  
Proprietor (COP No – 2515)



Place : Bangalore  
Date: 11<sup>th</sup> August, 2016

Witness Ms. CS Sonal Shimpi

Ms. Bhagyashree Mugdai




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## Annexure 2

**Details of Voting Results**

**Date of the AGM :** August 10, 2016.

**Total number of shareholders on record date:** 19,197

**No. of shareholders present in the meeting either in person or through proxy:**

Promoters and Promoter Group:	5
Public:	27

**No. of Shareholders attended the meeting through Video Conferencing**

Promoters and Promoter Group:	Nil
Public:	Nil

**Mode of voting on all the resolution:** E-voting/Poll



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## Agenda – wise details:

1. To consider and adopt the Financial Statement of the Company for the financial year ended on 31<sup>st</sup> March, 2016, together with the reports of the Directors and Auditor's thereon and the consolidated audited financial statements of the Company for the year ended 31<sup>st</sup> March, 2016

Resolution required: Ordinary

Promoter/Public	No. of Shares held	No. of 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 - Indian	2931970	2575045	87.83	2575045	0	100	0
Public – Institutional Holders	920359	0	0	0	0	0	0
Public - Others	2116837	3229	0.15	3229	0	100	0
Grand Total	5969166	2578274	43.18	2578274	0	100	0

Based on above the resolution has been passed with requisite majority



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2. To appoint a Director in place of Ms. Charita Thakkar, (DIN 00321561) who retires by rotation and being eligible, offers herself for reappointment.

Resolution required: Ordinary

Promoter/Public	No. of Shares held	No. of 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 - Indian	2931970	2089628	71.27	2089628	0	100	0
Public – Institutional Holders	920359	0	0	0	0	0	0
Public - Others	2116837	3229	0.15	3229	0	100	0
Grand Total	5969166	2092857	35.06	2092857	0	100	0

Based on above the resolution has been passed with requisite majority





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### 3. To make re-appointment of Statutory Auditors of the Company for the Financial Year 2016-17 and to fix their remuneration

Resolution required: Ordinary

Promoter/Public	No. of Shares held	No. of 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 - Indian	2931970	2575045	87.83	2575045	0	100	0
Public – Institutional Holders	920359	0	0	0	0	0	0
Public - Others	2116837	3229	0.15	3229	0	100	0
Grand Total	5969166	2578274	43.18	2578274	0	100	0

Based on above the resolution has been passed with requisite majority



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4. To make appointment of Ms. Urmi N. Prasad as Joint Managing Director of the Company.

Resolution required: Ordinary

Promoter/Public	No. of Shares held	No. of 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 - Indian	2931970	1481088	50.52	1481088	0	100	0
Public – Institutional Holders	920359	0	0	0	0	0	0
Public - Others	2116837	3229	0.15	3229	0	100	0
Grand Total	5969166	1484317	24.87	1484317	0	100	0

Based on above the resolution has been passed with requisite majority



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5. To make appointment of Ms. Charita Thakkar as Joint Managing Director of the Company.

Resolution required: Ordinary

Promoter/Public	No. of Shares held	No. of 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 - Indian	2931970	1600652	54.59	1600652	0	100	0
Public – Institutional Holders	920359	0	0	0	0	0	0
Public - Others	2116837	3229	0.15	3229	0	100	0
Grand Total	5969166	1603881	26.87	1603881	0	100	0

Based on above the resolution has been passed with requisite majority