



## GUJARAT PETROSYNTHESE 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: 23.09.2018

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

Dear Sir,

**Ref : Gujarat Petrosynthese Limited (506858)**

**Sub : Details of voting results and Scrutinizer's Report of the 41<sup>st</sup> Annual General Meeting of the Company.**

The Company's 41<sup>st</sup> Annual General Meeting of the Company was held on Friday, 21<sup>st</sup> September, 2018 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 there under 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 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 opting at AGM is attached as **Annexure 2**.

We request you to note the above.

Thanking You,  
Yours Faithfully  
For Gujarat Petrosynthese Limited



Ankita Gokani  
Company Secretary  
Encl : As above



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

Practising Company Secretaries &  
Insolvency Professional

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

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F 46, India Bulls Mega Mall  
Besides Dinesh Mill  
Jetalpur, Vadodara 390 007  
Phone (o) 2985022 Cell : 9374620085  
Email : jgandhics@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)

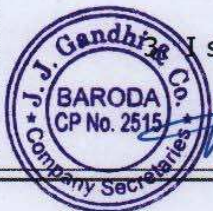
To,  
The Chairman  
of 41<sup>st</sup> Annual General Meeting of Members of  
Gujarat Petrosynthese Limited  
24 II Main, Doddanekundi Industrial Area,  
Phase I, Mahadevpura Post, Bangalore 560048

Dear Sir,

### **Re: Scrutinizers' Report on remote e-voting and voting by poll at the AGM of Gujarat Petrosynthese Limited held On 21<sup>st</sup> Sept., 2018**

1. I, J. J. Gandhi, Proprietor of J J Gandhi & Co. Practising Company Secretaries, having office at F 46, India Bulls Mega Mall, Besides Dinesh Mill, Jetalpur, Vadodara 390007 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 **41<sup>st</sup> Annual General Meeting (AGM)** of the Members of the Company held **on 21<sup>st</sup> Sept., 2018 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.

I submit my report as under;





## J. J. Gandhi & Co.

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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 27<sup>th</sup> Aug., 2018 and in Kannad language in the news paper "**Samyuktha Karnataka**" dated 27<sup>th</sup> Aug., 2018.
- B. The e-voting period remained open from **18<sup>th</sup> Sept., 2018** (9.00 A.M.) to **20<sup>th</sup> Sept., 2018** (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. **14<sup>th</sup> Sept., 2018** 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 CS Sonal Shimpi and CS Sakhishree 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 21<sup>st</sup> Sept., 2018 in the presence of two witnesses CS Sonal Shimpi and CS Sakhishree 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 the 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, 2018, 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	15	3126898	99.99
Poll	27	210	0.01
<b>Total</b>	<b>42</b>	<b>3127108</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>Grand Total</b>	<b>42</b>	<b>3127108</b>	<b>100</b>
<b>Invalid</b> votes			
E-voting	0	0	
Poll	0	0	
<b>Total</b>	<b>0</b>	<b>0</b>	





## J. J. Gandhi & Co.

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### Resolution No. 2 – Ordinary Resolution

Re-appointment of retiring Director Ms Urmi N Prasad 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	15	3126898	99.99
Poll	27	210	0.01
<b>Total</b>	<b>42</b>	<b>3127108</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>Grand Total</b>	<b>42</b>	<b>3127108</b>	<b>100</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. 3 – Special Resolution

Re-appointment of Mr. M. D. Garde as an Independent Director of the Company

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	15	3126898	99.99
Poll	27	210	0.01
<b>Total</b>	<b>42</b>	<b>3127108</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>Grand Total</b>	<b>42</b>	<b>3127108</b>	<b>100</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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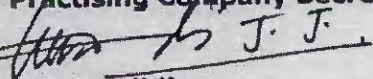
**Resolution No. 4 - Special Resolution**

Re-appointment of Mr. M. D. Garde as an Independent Director of the Company

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	15	3126898	99.99
Poll	27	210	0.01
<b>Total</b>	<b>42</b>	<b>3127108</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>Grand Total</b>	<b>42</b>	<b>3127108</b>	<b>100</b>
<b>Invalid votes</b>			
E-voting	0	0	
Poll	0	0	
<b>Total</b>	<b>0</b>	<b>0</b>	

The relevant records relating to E-voting and Poll is being handed over to the Company Secretary.

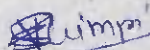
For J J Gandhi & Co.  
Practising Company Secretaries

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



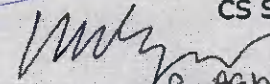
Place : Bangalore  
Date: 22<sup>nd</sup> Sept., 2018

Witness CS Sonal Shimpi



CS Sakhishree



  
(M. D. GARDE)  
Chairman of AGM



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### Annexure 2

#### Details of Voting Results

**Date of the AGM :** September 21<sup>st</sup>, 2018.

**Total number of shareholders on record date:** 18962

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

Promoters and Promoter Group: 4  
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, 2018, 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, 2018

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	2941688	2585331	87.89	2585331	0	100	0
Public – Institutional Holders	920082	538498	58.53	538498	0	100	0
Public - Others	2107396	3279	0.16	3279	0	100	0
Grand Total	5969166	3127108	52.39	3127108	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. Urmi N. Prasad, (DIN 00319482) 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	2941688	2585331	87.89	2585331	0	100	0
Public – Institutional Holders	920082	538498	58.53	538498	0	100	0
Public - Others	2107396	3279	0.16	3279	0	100	0
Grand Total	5969166	3127108	52.39	3127108	0	100	0

Based on above the resolution has been passed with requisite majority



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3. Re-appointment of Mr. M.D.Garde as an Independent Director of the Company and continuation of holding of office of Independent Director as he has attained the age of 70 (Seventy) years.

Resolution required: Special

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	2941688	2585331	87.89	2585331	0	100	0
Public – Institutional Holders	920082	538498	58.53	538498	0	100	0
Public - Others	2107396	3279	0.16	3279	0	100	0
Grand Total	5969166	3127108	52.39	3127108	0	100	0

Based on above the resolution has been passed with requisite majority



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4. Re-appointment of Mr. V. Raghu as an Independent Director of the Company and continuation of holding of office of Independent Director as he has attained the age of 70 (Seventy) years

Resolution required: Special

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	2941688	2585331	87.89	2585331	0	100	0
Public – Institutional Holders	920082	538498	58.53	538498	0	100	0
Public - Others	2107396	3279	0.16	3279	0	100	0
Grand Total	5969166	3127108	52.39	3127108	0	100	0

Based on above the resolution has been passed with requisite majority