



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, Website: www.gpl.in
CIN No. L23209KA1977PLC043357



Name of Company	Gujarat Petrosynthese Limited
Date of AGM/EGM	25 th September, 2014
Total number of shareholders on record date	
No. of Shareholders present in the meeting in person or through proxy:	
Promoters and Promoter Group	7 (7 in person and 0 through proxy)
Public	24 (24 in person and 0 through proxy)
No. of Shareholders attended the meeting through Video conferencing	
Promoters and Promoter Group	NIL
Public	NIL

AGENDA WISE:

	<u>Details of Agenda</u>	Resolution required (Ordinary/Special)	Mode of Voting (Show of hands/Poll/Postal Ballot/E-voting)	Remarks
1	To receive, consider and adopt the financial statements of the Company for the financial year ended on March 31, 2014, including the audited Balance Sheet as at March 31, 2014, the Statement of Profit and Loss for the year ended on that date and the reports of the Board of Directors and Auditors thereon.	Ordinary	E-voting & Poll*	The resolution passed unanimously
2	Re-appointment of Mrs. M H Mehta (DIN: 05227801), who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary	E-voting & Poll*	The resolution passed unanimously
3	To re-appoint M/s. S J H & Co., Chartered Accountants as Statutory Auditors of the Company to hold office from the conclusion of this AGM until the conclusion of the next AGM and to fix their remuneration.	Ordinary	E-voting & Poll*	The resolution passed unanimously
4	Appointment of Mr. V H Pandya (DIN:00195059) as an Independent Director	Ordinary	E-voting & Poll*	The resolution

				passed unanimously
5	Appointment of Mr. M. D. Garde (DIN:00689103) as an Independent Director	Ordinary	E-voting & Poll*	The resolution passed unanimously
6	Re-Appointment of Mr. T N R Rao as an Independent Director	Ordinary	E-voting & Poll*	The resolution passed unanimously
7	Re-Appointment of Mr. V. Raghu as an Independent Director	Ordinary	E-voting & Poll*	The resolution passed unanimously
8	Reappointment of Ms. Urmi N Prasad as Wholetime Director designated as Executive Director of the Company	Special	E-voting & Poll*	The resolution passed unanimously

* There was no poll at the Annual General Meeting.

RESOLUTION - 1**GURAJAT PETROSYNTHESE LIMITED**

To receive, consider and adopt the financial statements of the Company for the financial year ended on March 31, 2014, including the audited Balance Sheet as at March 31, 2014, the Statement of Profit and Loss for the year ended on that date and the reports of the Board of Directors and Auditors thereon.

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
	1	2	3	4	5	6	7
MODE OF VOTING (E-VOTING & POLL)*							
Promoter and promoter Gorup	2236653	2236653	100	2236653	0	100	0
Public – institutional Holders	0	0	0	0	0	0	0
Public-Others	0	0	0	0	0	0	0

* There was no poll at the Annual General Meeting

Note : The aforesaid resolution passed unanimously

RESOLUTION - 2**GURAJAT PETROSYNTHESE LIMITED**

Re-appointment of Mrs. M H Mehta (DIN: 05227801), who retires by rotation and being eligible, offers himself for re-appointment.

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
	1	2	3	4	5	6	7
MODE OF VOTING (E-VOTING & POLL)*							
Promoter and promoter Gorup	2236653	2236653	100	2236653	0	100	0
Public – institutional Holders	0	0	0	0	0	0	0
Public-Others	0	0	0	0	0	0	0

* There was no poll at the Annual General Meeting

Note : The aforesaid resolution passed unanimously

RESOLUTION - 3**GURAJAT PETROSYNTHESE LIMITED**

To re-appoint M/s. S J H & Co., Chartered Accountants as Statutory Auditors of the Company to hold office from the conclusion of this AGM until the conclusion of the next AGM and to fix their remuneration.

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
	1	2	3	4	5	6	7
MODE OF VOTING (E-VOTING & POLL)*							
Promoter and promoter Gorup	2236653	2236653	100	2236653	0	100	0
Public – institutional Holders	0	0	0	0	0	0	0
Public-Others	0	0	0	0	0	0	0

* There was no poll at the Annual General Meeting

Note : The aforesaid resolution passed unanimously

RESOLUTION - 4**GURAJAT PETROSYNTHESE LIMITED**

Appointment of Mr. V H Pandya (DIN:00195059) as an Independent Director

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
	1	2	3	4	5	6	7
MODE OF VOTING (E-VOTING & POLL)*							
Promoter and promoter Gorup	2236653	2236653	100	2236653	0	100	0
Public – institutional Holders	0	0	0	0	0	0	0
Public-Others	0	0	0	0	0	0	0

* There was no poll at the Annual General Meeting

Note : The aforesaid resolution passed unanimously

RESOLUTION - 5**GURAJAT PETROSYNTHESE LIMITED**

Appointment of Mr. M. D. Garde (DIN:00689103) as an Independent Director

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding g shares (3)=[(2)/(1)]* 100	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
	(1) 1	(2) 2	(3)=[(2)/(1)]* 100 3	(4) 4	(5) 5	(6)=[(4)/(2)]*100 6	(7)=[(5)/(2)]*100 7
MODE OF VOTING (E-VOTING & POLL)*							
Promoter and promoter Gorup	2236653	2236653	100	2236653	0	100	0
Public – institutional Holders	0	0	0	0	0	0	0
Public-Others	0	0	0	0	0	0	0

* There was no poll at the Annual General Meeting

Note : The aforesaid resolution passed unanimously

RESOLUTION - 6**GURAJAT PETROSYNTHESE LIMITED**

Re-Appointment of Mr. T N R Rao as an Independent Director

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding g shares (3)=[(2)/(1)]* 100	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
	(1) 1	(2) 2	(3)=[(2)/(1)]* 100 3	(4) 4	(5) 5	(6)=[(4)/(2)]*100 6	(7)=[(5)/(2)]*100 7
MODE OF VOTING (E-VOTING & POLL)*							
Promoter and promoter Gorup	2236653	2236653	100	2236653	0	100	0
Public – institutional Holders	0	0	0	0	0	0	0
Public-Others	0	0	0	0	0	0	0

* There was no poll at the Annual General Meeting

Note : The aforesaid resolution passed unanimously

RESOLUTION - 7**GURAJAT PETROSYNTHESSE LIMITED**

Re-Appointment of Mr. V. Raghu as an Independent Director

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares $(3) = \frac{(2)}{(1)} * 100$	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled $(6) = \frac{(4)}{(2)} * 100$	% of Votes against on votes polled $(7) = \frac{(5)}{(2)} * 100$
	(1)	(2)	(3)	(4)	(5)	(6)	(7)
	1	2	3	4	5	6	7
MODE OF VOTING (E-VOTING & POLL)*							
Promoter and promoter Gorup	2236653	2236653	100	2236653	0	100	0
Public – institutional Holders	0	0	0	0	0	0	0
Public-Others	0	0	0	0	0	0	0

* There was no poll at the Annual General Meeting

Note : The aforesaid resolution passed unanimously

RESOLUTION - 8**GURAJAT PETROSYNTHESSE LIMITED**

Reappointment of Ms. Urmi N Prasad as Wholetime Director designated as Executive Director of the Company

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares $(3) = \frac{(2)}{(1)} * 100$	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled $(6) = \frac{(4)}{(2)} * 100$	% of Votes against on votes polled $(7) = \frac{(5)}{(2)} * 100$
	(1)	(2)	(3)	(4)	(5)	(6)	(7)
	1	2	3	4	5	6	7
MODE OF VOTING (E-VOTING & POLL)*							
Promoter and promoter Gorup	2236653	2236653	100	2236653	0	100	0
Public – institutional Holders	0	0	0	0	0	0	0
Public-Others	0	0	0	0	0	0	0

* There was no poll at the Annual General Meeting

Note : The aforesaid resolution passed unanimously

For, Gujarat Petrosyntesse LimitedPradeep Kumar
Compliance Office



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
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**Report of Scrutinizer
(Based on E-voting)**

(Pursuant to section 109 of the Companies Act, 2013 and rule 21(2) of the Companies
(Management and Administration) Rules, 2014)

To,
The Chairman
of 37th Annual General Meeting of Members of
Gujarat Petrosynthese Limited
(CIN – L23209KA1977PLC043357)
No. 24, II Main, Doddanekkundi Industrial Area,
Phase I, Mahadevapura Post, Bangalore-560 048

Dear Sir,

1. I, J. J. Gandhi Proprietor of J J Gandhi & Co. Practising Company Secretaries of Vadodara have been appointed by the Board of Directors of GUJARAT PETROSYNTHESE LIMITED, at its meeting held on 25th July, 2014 as Scrutinizer in terms of clause 35B of the Listing Agreement and Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules 2014 (herein after referred to as Rules) for scrutinizing the e-voting process on the resolutions contained in the Notice (herein after referred to as "Resolutions") of the 37th Annual General Meeting (AGM) of the Members of the Company to be held on 25th Sept., 2014 at 3.00 PM at the Registered office of the Company at No. 24, II Main, Doddanekkundi Industrial Area, Phase I, Mahadevapura Post, Bangalore-560 048.
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 on the Resolutions contained in the Notice of 37th AGM of the members of the Company. My responsibility as a scrutinizer for e-voting process is 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.
3. I submit my report as under;
 - A. As per requirement of Rule 20(v), Public Advertisement with respect to dispatch of AGM Notice and intimating dates and time of commencement and closing of E-voting have been published in English language in the newspaper Financial Express dated 3rd Sept., 2014 and in Kannad language in the news paper Samyukta dated 3rd Sept., 2014.






- B. The e-voting period remained open from 16th Sept., 2014 at 9.00 a.m. till 17th Sept., 2014 at 6.00 p.m.
- C. The Members of the Company holding shares as on "Cut-off" date i.e. 23rd August, 2014 were entitled to the vote on the resolutions as mentioned in the Notice of 37th AGM of the Company.
- D. The votes cast were unblocked on 20th Sept., 2014 in the presence of 2 witnesses CS Sonal Shimpi and Ms. Shilpy Jaiswal who are not in employment of the Company. They have signed below to confirm that the e-votes have been unblocked in their presence.



(CS Sonal Shimpi)



(Shilpy Jaiswal)

- E. Thereafter, 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.

The Result of e-voting are as under;

During E-voting process 16 Members holding 22,36,653 shares representing 39.63% of the total shares of the Company have cast their votes. All the members have voted in favour of all resolutions.

Resolution No. 1 – Ordinary Resolution

Adoption of audited financial statement for the year ended on 31st March, 2014 and Directors Report and Auditors Report thereon.

E-votes cast	Number of members given E-voting	Number of votes cast by them	% of total number of valid votes cast
In favour of the resolution	16	22,36,653	100%
Against the resolution	0	0	0
Invalid votes	0	0	0





J. J. Gandhi & Co.

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Resolution No. 2 – Ordinary Resolution

Appointment of retiring Director Mrs. M H Mehta, (DIN 05227801)

E-votes cast	Number of members given E-voting	Number of votes cast by them	% of total number of valid votes cast
In favour of the resolution	16	22,36,653	100%
Against the resolution	0	0	0
Invalid votes	0	0	0

Resolution No. 3 – Ordinary Resolution

Appointment of Auditors of the Company to hold office from the conclusion of this AGM until the conclusion of the next AGM and to fix their remuneration.

E-votes cast	Number of members given E-voting	Number of votes cast by them	% of total number of valid votes cast
In favour of the resolution	16	22,36,653	100%
Against the resolution	0	0	0
Invalid votes	0	0	0

Resolution No. 4 – Ordinary Resolution

Appointment of Mr. V. H. Pandya (DIN 00195059) as an Independent Director

E-votes cast	Number of members given E-voting	Number of votes cast by them	% of total number of valid votes cast
In favour of the resolution	16	22,36,653	100%
Against the resolution	0	0	0
Invalid votes	0	0	0





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Resolution No. 5 – Ordinary Resolution

Appointment of Mr. M D Garde (DIN 00689103) as an Independent Director

E-votes cast	Number of members given E-voting	Number of votes cast by them	% of total number of valid votes cast
In favour of the resolution	16	22,36,653	100%
Against the resolution	0	0	0
Invalid votes	0	0	0

Resolution No. 6 – Ordinary Resolution

Appointment of Mr. T N R Rao (DIN 01230757) as an Independent Director

E-votes cast	Number of members given E-voting	Number of votes cast by them	% of total number of valid votes cast
In favour of the resolution	16	22,36,653	100%
Against the resolution	0	0	0
Invalid votes	0	0	0

Resolution No. 7 – Ordinary Resolution

Appointment of Mr. V. Raghu (DIN 02012383) as an Independent Director

E-votes cast	Number of members given E-voting	Number of votes cast by them	% of total number of valid votes cast
In favour of the resolution	16	22,36,653	100%
Against the resolution	0	0	0
Invalid votes	0	0	0





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Resolution No. 8 – Special Resolution

Re-appointment of Ms. Urmi N. Prasad as Wholetime Director of the Company designated as an Executive Director for a period of 3 years.

E-votes cast	Number of members given E-voting	Number of votes cast by them	% of total number of valid votes cast
In favour of the resolution	16	22,36,653	100%
Against the resolution	0	0	0
Invalid votes	0	0	0

The relevant records relating to E-voting (containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution) and other records will be handed over to the Company Secretary/ authorized person for safe keeping.

Thanking you,

Yours faithfully,

For J J Gandhi & Co.,
Practising Company Secretaries,

(J J Gandhi)
Proprietor
CP No – 2515, FCS 3519



Place: Vadodara
Dated: 20th Sept., 2014