



Gulshan Polyols Limited  
DIN - L24231UP2000PLC051916  
Corporate Office - G-21, Preet Vihar  
Delhi - 110092, India  
Phone - +91 11 49694200  
Fax - +91 11 49694202  
E-mail: gsd@delhi@gulshanpolyols.com  
Website: www.gulshanpolyols.com

GPLISEC\ 2015-16  
22<sup>nd</sup> September, 2015

To,  
National Stock Exchange of India Limited  
Exchange Plaza, 5th Floor,  
G Block, Bandra-Kurla Complex,  
Bandra (East), Mumbai - 400 051

To,  
Department of Corporate Services,  
The Bombay Stock Exchange Ltd,  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort  
Mumbai - 400001

Ref.: Clause 35A of the Listing Agreement  
Sub: Details of Voting Results at the 15<sup>th</sup> Annual General Meeting of the Company

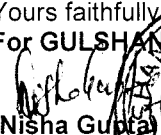
Dear Sir

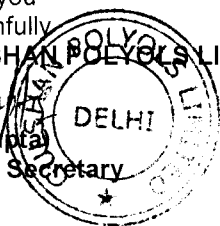
In compliance with Clause 35A of the Listing Agreement, we are pleased to submit the following information, in the prescribed format, regarding voting results on the business transacted as per Notice of the 15<sup>th</sup> Annual General Meeting of the Company held on 19<sup>th</sup> September, 2015 at 12:00 noon at Solitaire INN Hotel, 6 Mile Stone, Meerut Road, National Highway 58, Muzaffarnagar, Uttar Pradesh 251002.

Day and Date of AGM	Saturday, 19 <sup>th</sup> September, 2015			
Cut- off date for voting at the AGM	12 <sup>th</sup> September, 2015			
Total No. of Shareholders on cut-off date	12660			
E- voting conducted between (through CDSL)	16 <sup>th</sup> September, 2015 (9:00 a.m.) to 18 <sup>th</sup> September, 2015 (5:00 p.m.)			
Number of Shareholders present in the meeting either in Person or proxy:	Promoter and Promoter Group		Public	
	In Person	Through Proxy	In Person	Through Proxy
	4	1	37	1
Number of Shareholders attending the meeting through video conferencing:	Promoter and Promoter Group		Public	
	N.A.		N.A.	

The mode of voting was by way of Remote e-voting and Poll. The agenda wise details are provided in the annexure attached herewith.

Further, the Consolidated Scrutinizer's Report on remote e-voting and poll is also enclosed herewith.

Thanking you  
Yours faithfully  
For GULSHAN POLYOLS LIMITED  
  
(Nisha Gupta)  
Company Secretary



**Details of Voting of business transacted as per the Notice of 15<sup>th</sup> Annual General Meeting held on 19<sup>th</sup> September, 2015 by the shareholders as on cut-off date i.e. 12<sup>th</sup> September, 2015**

**Resolution No. 1: Ordinary Resolution**

To receive, consider and adopt the Audited Balance Sheet as at 31<sup>st</sup> March 2015 and the Statement of Profit and Loss for the year ended on that date and the Reports 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
Promoter & Promoter Group	5525820	5525820	100.00	5525820	0	100.00	0.00
Public- Institutional Holders	600200	600000	99.97	600000	0	100.00	0.00
Public-others	2757384	78211	2.84	78211	0	100.00	0.00
<b>TOTAL</b>	<b>8883404</b>	<b>6204031</b>	<b>69.84</b>	<b>6204031</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>

**Resolution No. 2: Ordinary Resolution**

To declare dividend on Preference Shares for the Financial Year ended on 31<sup>st</sup> March 2015

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 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 & Promoter Group	5525820	5525820	100.00	5525820	0	100.00	0.00
Public- Institutional Holders	600200	600000	99.97	600000	0	100.00	0.00
Public-others	2757384	78211	2.84	78111	100	99.87	0.13
<b>TOTAL</b>	<b>8883404</b>	<b>6204031</b>	<b>69.84</b>	<b>6203931</b>	<b>100</b>	<b>99.998</b>	<b>0.002</b>

**Resolution No. 3: Ordinary Resolution**

To confirm the payment of Interim dividend during the financial year 2014-15 and to declare a Final dividend on Equity Shares for the financial year ended 31<sup>st</sup> March, 2015.

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 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 & Promoter Group	5525820	5525820	100.00	5525820	0	100.00	0.00
Public- Institutional Holders	600200	600000	99.97	600000	0	100.00	0.00
Public-others	2757384	78211	2.84	78211	0	100.00	0.00
<b>TOTAL</b>	<b>8883404</b>	<b>6204031</b>	<b>69.84</b>	<b>6204031</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>

**For GULSHAN POLYOLS LIMITED**

*[Signature]*  
Company Secretary

#### Resolution No. 4: Ordinary Resolution

To appoint a director in place of Ms. Arushi Jain (holding DIN no. 00764520), who retires by retire by rotation, and being eligible, offers herself 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 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 & Promoter Group	5525820	5525820	100.00	5525820	0	100.00	0.00
Public- Institutional Holders	600200	600000	99.97	600000	0	100.00	0.00
Public-others	2757384	78211	2.84	78111	100	99.87	0.13
<b>TOTAL</b>	<b>8883404</b>	<b>6204031</b>	<b>69.84</b>	<b>6203931</b>	<b>100</b>	<b>99.98</b>	<b>0.002</b>

#### Resolution No. 5: Ordinary Resolution

To ratify the appointment of M/s Shahid & Associates, (Firm Registration No. with ICAI - 002140C), statutory auditors of the Company

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 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 & Promoter Group	5525820	5525820	100.00	5525820	0	100.00	0.00
Public- Institutional Holders	600200	600000	99.97	600000	0	100.00	0.00
Public-others	2757384	78211	2.84	78211	0	100.00	0.00
<b>TOTAL</b>	<b>8883404</b>	<b>6204031</b>	<b>69.84</b>	<b>6204031</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>

#### Resolution No. 6: Ordinary Resolution

Re-appointment of Dr. Chandra Kumar Jain as a Managing Director of the Company

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 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 & Promoter Group	5525820	5525820	100.00	5525820	0	100.00	0.00
Public- Institutional Holders	600200	600000	99.97	600000	0	100.00	0.00
Public-others	2757384	78211	2.84	78211	0	100.00	0.00
<b>TOTAL</b>	<b>8883404</b>	<b>6204031</b>	<b>69.84</b>	<b>6204031</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>

For GULSHAN POLYOLS LIMITED

*Arushi Jain*  
Company Secretary

**Resolution No. 7: Ordinary Resolution**

Re-appointment of Mr. Ashwani Kumar Vats as Whole Time Director of the Company

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 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 & Promoter Group	5525820	5525820	100.00	5525820	0	100.00	0.00
Public-Institutional Holders	600200	600000	99.97	600000	0	100.00	0.00
Public-others	2757384	78211	2.84	78211	0	100.00	0.00
<b>TOTAL</b>	<b>8883404</b>	<b>6204031</b>	<b>69.84</b>	<b>6204031</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>

**Resolution No. 8: Ordinary Resolution**

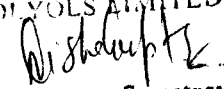
Approval of Remuneration of Cost Auditor of the Company

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 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 & Promoter Group	5525820	5525820	100.00	5525820	0	100.00	0.00
Public-Institutional Holders	600200	600000	99.97	600000	0	100.00	0.00
Public-others	2757384	78211	2.84	78211	0	100.00	0.00
<b>TOTAL</b>	<b>8883404</b>	<b>6204031</b>	<b>69.84</b>	<b>6204031</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>

**Resolution No. 9: Special Resolution**

Change in Memorandum of Association of the Company

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 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 & Promoter Group	5525820	5525820	100.00	5525820	0	100.00	0.00
Public-Institutional Holders	600200	600000	99.97	600000	0	100.00	0.00
Public-others	2757384	78211	2.84	78211	0	100.00	0.00
<b>TOTAL</b>	<b>8883404</b>	<b>6204031</b>	<b>69.84</b>	<b>6204031</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>

For GULSHAN POLYOLS LIMITED  
  
 Company Secretary

**Resolution No. 10: Special Resolution**

Amendment of the Liability Clause of the Memorandum of Association

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 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 & Promoter Group	5525820	5525820	100.00	5525820	0	100.00	0.00
Public-Institutional Holders	600200	600000	99.97	600000	0	100.00	0.00
Public-others	2757384	78211	2.84	78211	0	100.00	0.00
<b>TOTAL</b>	<b>8883404</b>	<b>6204031</b>	<b>69.84</b>	<b>6204031</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>

**Resolution No. 11: Special Resolution**

Amendment of the Capital Clause of the Memorandum of Association

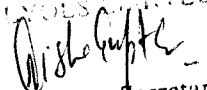
Promoter/Public	No. of Shares held	No. of votes Polled	% of Votes polled on outstanding Shares	No. of votes - in favour	No. of votes – against	% of in favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter & Promoter Group	5525820	5525820	100.00	5525820	0	100.00	0.00
Public- Institutional Holders	600200	600000	99.97	600000	0	100.00	0.00
Public-others	2757384	78211	2.84	78211	0	100.00	0.00
<b>TOTAL</b>	<b>8883404</b>	<b>6204031</b>	<b>69.84</b>	<b>6204031</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>

**Resolution No. 12: Special Resolution**

Authorization for Related party Transactions of the Company

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 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 & Promoter Group	5525820	Not *allowed	Not allowed	Not allowed	Not allowed	Not allowed	Not allowed
Public-Institutional Holders	600200	600000	99.97	600000	0	100.00	0.00
Public-others	2757384	78211	2.84	78211	0	100.00	0.00
<b>TOTAL</b>	<b>8883404</b>	<b>678211</b>	<b>7.63</b>	<b>678211</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>

\*Being related parties, promoters were not allowed to cast their vote on this resolution.

For GULSHAN POLYOLS LIMITED  
  
 Company Secretary

**FORM NO. MGT – 13**

**Report of Scrutinizer (s)**

[Pursuant to rule section 108 & 109 of the Companies Act, 2013 and rule 20 & 21 (2) of the Companies (Management and Administration) Rules, 2014 as amended up to date]

Date: 22<sup>nd</sup> September, 2015

To,

**The Chairman**

**of Annual General Meeting of the Equity Shareholders of GULSHAN POLYOLS LIMITED, held on 19<sup>th</sup> September, 2015, at Solitaire INN Hotel, 6 Mile Stone, Meerut Road, National Highway 58, Muzaffarnagar, Uttar Pradesh 251002, at 12:00 noon.**

**Sub: Scrutinizers' Report on Remote e-voting and Poll voting, to approve Ordinary Businesses and Special Businesses in 15<sup>th</sup> Annual General Meeting of Gulshan Polyols Limited**

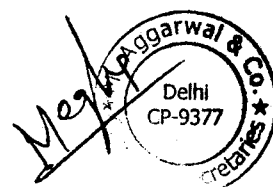
Dear Sir,

I, **Megha Aggarwal**, Practicing Company Secretary, having my office at 268, First Floor, Business India Complex, Uday Park, Adjacent to August Kranti Marg, New Delhi – 110049 was appointed as Scrutinizer by the Board of Directors in its meeting held on 30<sup>th</sup> May, 2015, for the purpose of remote e-voting and poll voting through physical ballot at venue, in a fair and transparent manner and ascertaining the requisite majority on E-voting and Poll voting through physical ballot, at the venue carried out as per section 108 of the Companies Act, 2013 and rule 20(4) (xii) of the Companies (Management and Administration) Amendment Rules, 2015, on the resolutions referred to in this report.

**I hereby submit my report as under:**

1. The Notice was sent to all the members of the Company through electronic means (wherever email ids were available) and to the other shareholders by Courier on the 26<sup>th</sup> August, 2015 and subsequently, the notice convening was also placed on the website of the Company. The Members holding equity shares as on cut-off date i.e. 12<sup>th</sup> September, 2015 were only considered for e-voting and for voting at the meeting venue.
2. The members of the Company were given an option to vote electronically on e-voting platform, provided by the Central Depository Services (India) Limited (CDSL).
3. The remote e-voting period commenced on 16<sup>th</sup> September, 2015 at 9:00 a.m. and ended on 18<sup>th</sup> September, 2015 at 5:00 p.m.

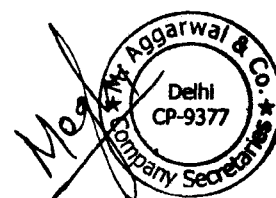
The Chairman, at the Annual General Meeting, at the end of discussions on the Resolutions contained in the Notice, allowed poll voting at the venue of the Annual General Meeting on the Ballot Forms provided at the meeting venue to all those members who present at the meeting but have not cast their votes by availing the Remote e-voting.



5. The Resolutions, for which this Annual General Meeting of the shareholders was held, were as follows:

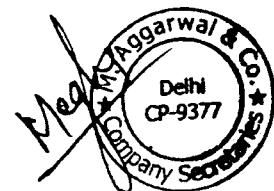
S. NO.	SUBJECT MATTER OF THE RESOLUTION	NATURE OF RESOLUTION
	<b>ORDINARY BUSINESS</b>	
1	Adoption of Audited Annual Accounts of the Company as at 31 <sup>st</sup> March, 2015 and the Reports of Directors and Auditors thereon.	Ordinary
2	To declare a dividend on Preference Shares for the FY ended 31 <sup>st</sup> March, 2015.	Ordinary
3	To confirm the payment of Interim Dividend during the FY 2014-15 and to declare a Final Dividend on Equity Shares for the FY ended 31 <sup>st</sup> March, 2015.	Ordinary
4	To appoint a director in place of retiring director	Ordinary
5	To ratify the appointment of M/s Shahid & Associates (Firm Registration No. with ICAI – 002140C), Statutory Auditors of the Company.	Ordinary
	<b>SPECIAL BUSINESS</b>	
6	Re-appointment of Dr. Chandra Kumar Jain as a Managing Director of the Company.	Ordinary
7	Re-appointment of Mr. Ashwani Kumar Vats as a Whole Time Director of the Company.	Ordinary
8	Approval of Remuneration of Cost Auditor of the Company.	Ordinary
9	Change in Memorandum of Association of the Company.	Special
10	Amendment of the Liability Clause of Memorandum of Association of the Company.	Special
11	Amendment of the Capital Clause of Memorandum of Association of the Company.	Special
12	Authorization for Related Party Transactions of the Company.	Special

6. After conclusion of the Meeting, the ballot box was opened in my presence and the physical ballot forms were diligently scrutinized and reconciled with the records maintained by the Registrar and Transfer Agents of the Company. I thereafter first counted the votes cast at the Meeting through these Ballot Forms under poll voting.
7. The votes cast through e-voting were unblocked on 21<sup>st</sup> September, 2015 in the presence of two witnesses, namely Raghav Khattar & Narender Singh, who are not in employment of the Company.
8. In tune with the instructions, contained in the instructions given for e-voting in the notes of Notice of AGM dated 30<sup>th</sup> May, 2015, in respect of members who have voted in both modes (i.e. E-voting and Physical Ballot forms voted at the venue), I have considered only E-voting by reckoning the voting done through Ballot forms.
9. No Ballot Forms were incomplete and / or were otherwise defective.



10. I have collated the votes received through E-voting process and Physical Ballot forms voted at venue under Poll voting and the same have been furnished hereunder:

Item No. of Notice	Mode	For			Against		
		No. of Members	No. of Votes	%	No. of Members	No. of Votes	%
Item No. 1 (Ordinary Resolution)	E-voting	59	6203711	100.000	0	0	0.000
	Ballot form at the AGM venue	5	320	100.000	0	0	0.000
	<b>Total</b>	<b>64</b>	<b>6204031</b>	<b>100.000</b>	<b>0</b>	<b>0</b>	<b>0.000</b>
Item No. 2 (Ordinary Resolution)	E-voting	58	6203611	99.998	1	100	0.002
	Ballot form at the AGM venue	5	320	100.000	0	0	0.000
	<b>Total</b>	<b>63</b>	<b>6203931</b>	<b>99.998</b>	<b>1</b>	<b>100</b>	<b>0.002</b>
Item No. 3 (Ordinary Resolution)	E-voting	59	6203711	100.000	0	0	0.000
	Ballot form at the AGM venue	5	320	100.000	0	0	0.000
	<b>Total</b>	<b>64</b>	<b>6204031</b>	<b>100.000</b>	<b>0</b>	<b>0</b>	<b>0.000</b>
Item No. 4 (Ordinary Resolution)	E-voting	58	6203611	99.998	1	100	0.002
	Ballot form at the AGM venue	5	320	100.000	0	0	0.000
	<b>Total</b>	<b>63</b>	<b>6203931</b>	<b>99.998</b>	<b>1</b>	<b>100</b>	<b>0.002</b>
Item No. 5 (Ordinary Resolution)	E-voting	59	6203711	100.000	0	0	0.000
	Ballot form at the AGM venue	5	320	100.000	0	0	0.000
	<b>Total</b>	<b>64</b>	<b>6204031</b>	<b>100.000</b>	<b>0</b>	<b>0</b>	<b>0.000</b>
Item No. 6 (Ordinary Resolution)	E-voting	59	6203711	100.000	0	0	0.000
	Ballot form at the AGM venue	5	320	100.000	0	0	0.000
	<b>Total</b>	<b>64</b>	<b>6204031</b>	<b>100.000</b>	<b>0</b>	<b>0</b>	<b>0.000</b>
Item No. 7 (Ordinary Resolution)	E-voting	59	6203711	100.000	0	0	0.000
	Ballot form at the AGM venue	5	320	100.000	0	0	0.000
	<b>Total</b>	<b>64</b>	<b>6204031</b>	<b>100.000</b>	<b>0</b>	<b>0</b>	<b>0.000</b>
Item No. 8 (Ordinary Resolution)	E-voting	59	6203711	100.000	0	0	0.000
	Ballot form at the AGM venue	5	320	100.000	0	0	0.000
	<b>Total</b>	<b>64</b>	<b>6204031</b>	<b>100.000</b>	<b>0</b>	<b>0</b>	<b>0.000</b>
Item No. 9 (Special Resolution)	E-voting	59	6203711	100.000	0	0	0.000
	Ballot form at the AGM venue	5	320	100.000	0	0	0.000
	<b>Total</b>	<b>64</b>	<b>6204031</b>	<b>100.000</b>	<b>0</b>	<b>0</b>	<b>0.000</b>





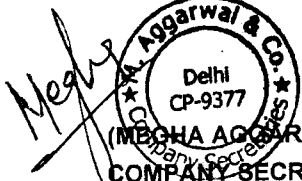
Item No. 10 (Special Resolution)	E-voting	59	6203711	100.000	0	0	0.000
	Ballot form at the AGM venue	5	320	100.000	0	0	0.000
	<b>Total</b>	<b>64</b>	<b>6204031</b>	<b>100.000</b>	<b>0</b>	<b>0</b>	<b>0.000</b>
Item No. 11 (Special Resolution)	E-voting	59	6203711	100.000	0	0	0.000
	Ballot form at the AGM venue	5	320	100.000	0	0	0.000
	<b>Total</b>	<b>64</b>	<b>6204031</b>	<b>100.000</b>	<b>0</b>	<b>0</b>	<b>0.000</b>
Item No. 12 (Special Resolution)	E-voting	53	677891	100.000	0	0	0.000
	Ballot form at the AGM venue	5	320	100.000	0	0	0.000
	<b>Total</b>	<b>58</b>	<b>678211</b>	<b>100.000</b>	<b>0</b>	<b>0</b>	<b>0.000</b>

11. The poll papers and the all other relevant records were sealed and handed over to the Company Secretary authorized by the Board for safe keeping.

12. The data sheet relating to e-voting and other related papers / registers, records are in the safe custody of the undersigned, and that they will be handed over to the Chairman of the Company, once the Minutes are approved and signed.

Thanking you,

FOR M AGGARWAL & CO.  
COMPANY SECRETARIES



(MEGHA AGGARWAL)  
COMPANY SECRETARY  
MEMBERSHIP NO. A26136  
CP NO 9377

For GULSHAN POLYOLS LIMITED

*[Handwritten Signature]*  
Dr. C. K JAIN  
Chairman & Managing Director