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71ST ANNUAL GENERAL MEETING HELD ON 26TH SEPTEMBER, 2014
Declaration of Result of e-voting and poll

Pursuant to the provisions of section 108 of the Companies Act, 2013 read with the Rule 20 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement, M/s. THE SANDESH LIMITED ("**the Company**" for short) had provided e-voting facility to the Members to enable them to cast their vote electronically on the resolutions proposed in the notice of 71st Annual General Meeting ("**AGM**" for short). The e-voting was open from 9:30 A.M. on 20th September, 2014 upto 5:00 P.M. on 22nd September, 2014.

Pursuant to the General Circular No. 20/2014 of the Ministry of Corporate Affairs, dated 17th June, 2014 voting by show of hands as per section 107 of the Companies Act, 2013 is not allowed in case where Rule 20 of the Companies (Management and Administration) Rules, 2014 relating to the e-voting facility is applicable. The Company has provided the e-Voting facility and Ballot Forms to the Members to exercise their right to vote on the business items as stated in the Notice of AGM.

The Board of Directors had appointed Mr. Jignesh A. Maniar, Practicing Company Secretary of M/s. Jignesh A. Maniar & Associates, Company Secretaries, Ahmedabad, as Scrutinizer for e-voting and poll. The Scrutinizer have carried out the scrutiny of all the electronic votes received till 5:00 P.M. on 22nd September, 2014 and on the poll at AGM and submitted his reports, on 23rd September, 2014 and 27th September, 2014 respectively. The Reports of the Scrutinizer are attached herewith.

The consolidated Report as per the Scrutinizer's above mentioned Reports is as under:

Sr. No.	Item No.	Type of Resolution	No. of Votes in favour	% of votes in favour	No. of Votes Against	% of votes against
1	To receive, consider, approve and adopt audited Balance Sheet as at March 31, 2014 and the Statement of Profit and Loss for the year ended on that date together with the reports of the Board of Directors (the Board) and Auditors thereon	Ordinary	5805310	100.00	Nil	0.00
2	To declare dividend @40% i.e. Rs. 4/- per share on fully paid up equity share of Rs. 10 each for the Financial Year 2013-14	Ordinary	5797380	99.70	7930	0.30
3	To re-appoint Shri Parthiv F. Patel (DIN: 00050211) as a Director of the Company, who retires by rotation	Ordinary	5805310	100.00	Nil	0.00
4	To appoint of M/s. Manubhai & Shah (Formerly known as Manubhai & Co.), (Firm Registration No.106041W), Chartered	Ordinary	5797380	99.70	7930	0.30

Sr. No.	Item No.	Type of Resolution	No. of Votes in favour	% of votes in favour	No. of Votes Against	% of votes against
	Accountants as Auditors of the Company and fixing their remuneration					
5	To reappoint Shri Mukeshbhai Patel (DIN: 00053892) as an Independent Director of the Company	Ordinary	5797380	99.70	7930	0.30
6	To reappoint Shri Sudhirbhai Nanavati (DIN: 00050236) as an Independent Director	Ordinary	5797380	99.70	7930	0.30
7	To reappoint Shri Shreyasbhai Pandya (DIN: 00050244) as an Independent Director	Ordinary	5797380	99.70	7930	0.30
8	To reappoint Shri Sandeep Singhi (DIN: 01211070) as an Independent Director	Ordinary	5799865	100.00	Nil	0.00
9	To borrow of monies in excess of paid up capital and free reserves of the Company	Special	5797380	99.70	7930	0.30
10	To adopt new Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013	Special	5805310	100.00	Nil	0
11	To revise the term of appointment of Shri Parthiv F. Patel (DIN: 00050211)	Special	5797380	99.70	7930	0.30

Based on the Reports of the Scrutinizers, all Resolutions as set out in the Notice of 71st AGM have been duly approved by the Members with the requisite majority.

For, THE SANDESH LIMITED

DHAVAL PANDYA
COMPANY SECRETARY

Date: 27.09.2014
Place: Ahmedabad

Jignesh A. Maniar & Associates
COMPANY SECRETARIES

93, Surdhara Bunglows, Opp. Sarathi-III, Drive-in Road, Ahmedabad - 380 054.
Cell. :98791 04118 E-mail : jignesh@gujoil.com

FORM No. MGT-13

Report of Scrutinizer

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

To,
Chairman & Managing Director
THE SANDESH LIMITED (CIN: L22121GJ1943PLC000183)
'Sandesh Bhavan', Lad Society Road,
B/h. Vastrapur Gam, P.O. Bodakdev,
Ahmedabad-380054 (Gujarat-India)

71st Annual General Meeting of the Equity Shareholders of THE SANDESH LIMITED held on Friday, 26th September, 2014 at Gujarat Law Society Auditorium, G.L.S. College Campus, Opp. Law Garden, Ellisbridge, Ahmedabad-380006 (Gujarat)

Dear Sir,

I, Jignesh A. Maniar, Practicing Company Secretary and the proprietor of M/s. Jignesh A. Maniar & Associates, Company Secretaries, having address at 93, Surdhara Bungalows, Opp. Sarathi-III, Drive-in-Road, Ahmedabad–380054 (Gujarat), appointed as the Scrutinizer for the purpose of the poll taken on the below mentioned resolutions, at the 71st Annual General Meeting of the Equity Shareholders of **THE SANDESH LIMITED**, held on Friday, 26th September, 2014 at Gujarat Law Society Auditorium, G.L.S. College Campus, Opp. Law Garden, Ellisbridge, Ahmedabad-380006, submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, one (1) ballot box kept for polling was locked in my presence with due identification marks placed by me.

2. The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the M/s. MCS Limited, Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company. For eliminating duplicate voting (e-voting and voting on poll), necessary action was taken and the details of the Members who had voted through e-voting facility were obtained in advance and blocked for the purpose of issuing the poll papers at AGM. Poll papers were issued only to those Members present at AGM, who have not opted the e-voting facility.

3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.

4. The result of the Poll is as under:

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71ST ANNUAL GENERAL MEETING HELD ON 26TH SEPTEMBER, 2014
Declaration of Result of e-voting and poll

Pursuant to the provisions of section 108 of the Companies Act, 2013 read with the Rule 20 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement, M/s. THE SANDESH LIMITED ("**the Company**" for short) had provided e-voting facility to the Members to enable them to cast their vote electronically on the resolutions proposed in the notice of 71st Annual General Meeting ("**AGM**" for short). The e-voting was open from 9:30 A.M. on 20th September, 2014 upto 5:00 P.M. on 22nd September, 2014.

Pursuant to the General Circular No. 20/2014 of the Ministry of Corporate Affairs, dated 17th June, 2014 voting by show of hands as per section 107 of the Companies Act, 2013 is not allowed in case where Rule 20 of the Companies (Management and Administration) Rules, 2014 relating to the e-voting facility is applicable. The Company has provided the e-Voting facility and Ballot Forms to the Members to exercise their right to vote on the business items as stated in the Notice of AGM.

The Board of Directors had appointed Mr. Jignesh A. Maniar, Practicing Company Secretary of M/s. Jignesh A. Maniar & Associates, Company Secretaries, Ahmedabad, as Scrutinizer for e-voting and poll. The Scrutinizer have carried out the scrutiny of all the electronic votes received till 5:00 P.M. on 22nd September, 2014 and on the poll at AGM and submitted his reports, on 23rd September, 2014 and 27th September, 2014 respectively. The Reports of the Scrutinizer are attached herewith.

The consolidated Report as per the Scrutinizer's above mentioned Reports is as under:

Sr. No.	Item No.	Type of Resolution	No. of Votes in favour	% of votes in favour	No. of Votes Against	% of votes against
1	To receive, consider, approve and adopt audited Balance Sheet as at March 31, 2014 and the Statement of Profit and Loss for the year ended on that date together with the reports of the Board of Directors (the Board) and Auditors thereon	Ordinary	5805310	100.00	Nil	0.00
2	To declare dividend @40% i.e. Rs. 4/- per share on fully paid up equity share of Rs. 10 each for the Financial Year 2013-14	Ordinary	5797380	99.70	7930	0.30
3	To re-appoint Shri Parthiv F. Patel (DIN: 00050211) as a Director of the Company, who retires by rotation	Ordinary	5805310	100.00	Nil	0.00
4	To appoint of M/s. Manubhai & Shah (Formerly known as Manubhai & Co.), (Firm Registration No.106041W), Chartered	Ordinary	5797380	99.70	7930	0.30

Sr. No.	Item No.	Type of Resolution	No. of Votes in favour	% of votes in favour	No. of Votes Against	% of votes against
	Accountants as Auditors of the Company and fixing their remuneration					
5	To reappoint Shri Mukeshbhai Patel (DIN: 00053892) as an Independent Director of the Company	Ordinary	5797380	99.70	7930	0.30
6	To reappoint Shri Sudhirbhai Nanavati (DIN: 00050236) as an Independent Director	Ordinary	5797380	99.70	7930	0.30
7	To reappoint Shri Shreyasbhai Pandya (DIN: 00050244) as an Independent Director	Ordinary	5797380	99.70	7930	0.30
8	To reappoint Shri Sandeep Singhi (DIN: 01211070) as an Independent Director	Ordinary	5799865	100.00	Nil	0.00
9	To borrow of monies in excess of paid up capital and free reserves of the Company	Special	5797380	99.70	7930	0.30
10	To adopt new Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013	Special	5805310	100.00	Nil	0
11	To revise the term of appointment of Shri Parthiv F. Patel (DIN: 00050211)	Special	5797380	99.70	7930	0.30

Based on the Reports of the Scrutinizers, all Resolutions as set out in the Notice of 71st AGM have been duly approved by the Members with the requisite majority.

For, THE SANDESH LIMITED

DHAVAL PANDYA
COMPANY SECRETARY

Date: 27.09.2014
Place: Ahmedabad

Jignesh A. Maniar & Associates
COMPANY SECRETARIES

93, Surdhara Bunglows, Opp. Sarathi-III, Drive-in Road, Ahmedabad - 380 054.
Cell. :98791 04118 E-mail : jignesh@gujoil.com

Resolution No. 1, Ordinary Resolution:

To receive, consider, approve and adopt audited Balance Sheet as at March 31, 2014 and the Statement of Profit and Loss for the year ended on that date together with the reports of the Board of Directors and Auditors thereon

(i) Voted in **favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
27 (Twenty Seven)	**31,24,555**	**100.00**

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	**NIL**	**NIL**

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast by them
2 (Two)	**51**

Resolution No. 2, Ordinary Resolution:

To declare dividend @40% i.e. Rs. 4/- per share on fully paid up equity share of Rs. 10 each for the Financial Year 2013-14

(i) Voted in **favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
27 (Twenty Seven)	**31,24,555**	**100.00**

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	**NIL**	**NIL**

93, Surdhara Bunglows, Opp. Sarathi-III, Drive-in Road, Ahmedabad - 380 054.
Cell. :98791 04118 E-mail : jignesh@gujoil.com

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast by them
2 (Two)	**51**

Resolution No. 3, Ordinary Resolution:

To re-appoint Shri Parthiv F. Patel (DIN00050211) as a Director of the Company, who retires by rotation

(i) Voted in **favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
27 (Twenty Seven)	**31,24,555**	**100.00**

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	**NIL**	**NIL**

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast by them
2 (Two)	**51**

Resolution No. 4, Ordinary Resolution:

To appoint of M/s. Manubhai & Shah (Formerly known as Manubhai & Co.), (Firm Registration No.106041W), Chartered Accountants as Auditors of the Company and fixing their remuneration

(i) Voted in **favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
27 (Twenty Seven)	**31,24,555**	**100.00**

93, Surdhara Bunglows, Opp. Sarathi-III, Drive-in Road, Ahmedabad - 380 054.
Cell. :98791 04118 E-mail : jignesh@gujoil.com

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	**NIL**	**NIL**

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast by them
2 (Two)	**51**

Resolution No. 5, Ordinary Resolution:

To reappoint Shri Mukeshbhai Patel (DIN: 00053892) as an Independent Director of the Company

(i) Voted in **favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
27 (Twenty Seven)	**31,24,555**	**100.00**

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	**NIL**	**NIL**

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast by them
2 (Two)	**51**

Resolution No. 6, Ordinary Resolution:

To reappoint Shri Sudhirbhai Nanavati (DIN: 00050236) as an Independent Director

93, Surdhara Bunglows, Opp. Sarathi-III, Drive-in Road, Ahmedabad - 380 054.
Cell. :98791 04118 E-mail : jignesh@gujoil.com

(i) Voted in **favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
27 (Twenty Seven)	**31,24,555**	**100.00**

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	**NIL**	**NIL**

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast by them
2 (Two)	**51**

Resolution No. 7, Ordinary Resolution:

To reappoint Shri Shreyasbhai Pandya (DIN: 00050244) as an Independent Director

(i) Voted in **favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
27 (Twenty Seven)	**31,24,555**	**100.00**

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	**NIL**	**NIL**

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast by them
2 (Two)	**51**

93, Surdhara Bunglows, Opp. Sarathi-III, Drive-in Road, Ahmedabad - 380 054.
Cell. :98791 04118 E-mail : jignesh@gujoil.com

Resolution No. 8, Ordinary Resolution

To reappoint Shri Sandeep Singhi (DIN: 01211070) as an Independent Director

(i) Voted in **favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
27 (Twenty Seven)	**31,24,555**	**100.00**

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	**NIL**	**NIL**

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast by them
2 (Two)	**51**

Resolution No. 9, Special Resolution:

To borrow of monies in excess of paid up capital and free reserves of the Company

(i) Voted in **favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
27 (Twenty Seven)	**31,24,555**	**100.00**

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	**NIL**	**NIL**



93, Surdhara Bunglows, Opp. Sarathi-III, Drive-in Road, Ahmedabad - 380 054.
Cell. :98791 04118 E-mail : jignesh@gujoil.com

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast by them
2 (Two)	**51**

Resolution No. 10, Special Resolution:

To adopt new Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013

(i) Voted in **favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
27 (Twenty Seven)	**31,24,555**	**100.00**

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	**NIL**	**NIL**

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast by them
2 (Two)	**51**

Resolution No. 11, Special Resolution:

To revise the term of appointment of Shri Parthiv F. Patel (DIN00050211)

(i) Voted in **favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
27 (Twenty Seven)	**31,24,555**	**100.00**



Jignesh A. Maniar & Associates
COMPANY SECRETARIES

93, Surdhara Bunglows, Opp. Sarathi-III, Drive-in Road, Ahmedabad - 380 054.
Cell. :98791 04118 E-mail : jignesh@gujoil.com

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	**NIL**	**NIL**

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast by them
2 (Two)	**51**

5. 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.

6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary authorized by the Board of Directors of THE SANDESH LIMITED for safe keeping.

Thanking you,

FOR, JIGNESH A. MANIAR & ASSOCIATES
COMPANY SECRETARIES (C.P. No. : 6996)

PLACE: AHMEDABAD
DATE: September 27, 2014

PROPRIETOR
JIGNESH A. MANIAR (F.C.S. No. : 3468)

ENCL: AS ABOVE

Jignesh A. Maniar & Associates
COMPANY SECRETARIES

93, Surdhara Bunglows, Opp. Sarathi-III, Drive-in Road, Ahmedabad - 380 054.
Cell. :98791 04118 E-mail : jignesh@gujoil.com

REPORT OF SCRUTINIZER ON E-VOTING RESULTS

[Pursuant to Section 108 of the Companies Act, 2013 and Rule (xi) of the Companies (Management and Administration) Rules, 2014]

September 23, 2014

To,
Chairman & Managing Director
THE SANDESH LIMITED (CIN: L22121GJ1943PLC000183)
'Sandesh Bhavan', Lad Society Road,
B/h. Vastrapur Gam, P.O. Bodakdev,
Ahmedabad-380054 (Gujarat-India)

Dear Sir,

Re: 71st Annual General Meeting of the Equity Shareholders of THE SANDESH LIMITED to be held on Friday, 26th September, 2014 at 10:00 A.M. at Gujarat Law Society Auditorium, G.L.S. College Campus, Opp. Law Garden, Ellisbridge, Ahmedabad-380006

I, Jignesh A. Maniar, Practicing Company Secretary and the proprietor of M/s. Jignesh A. Maniar & Associates, Company Secretaries, having address at 93, Surdhara Bungalows, Opp. Sarathi-III, Drive-in-Road, Ahmedabad–380054 (Gujarat), appointed as the Scrutinizer for the purpose of scrutinizing the e-voting process in fair and transparent manner in respect of the below mentioned resolutions proposed at the 71st Annual General Meeting ('**AGM**' of the Equity Shareholders of **THE SANDESH LIMITED** ('**the Company**' for short), to be held at 10:00 A.M. on Friday, 26th September, 2014 at Gujarat Law Society Auditorium, G.L.S. College Campus, Opp. Law Garden, Ellisbridge, Ahmedabad-380006, hereby submit my report as under:

1. In accordance with the Notice of AGM sent to the Equity Shareholders, the voting through electronic means started on at 9:30 A.M. on 20th September, 2014 and ended at 5:00 P.M. on 22nd September, 2014.

2. The Equity Shareholders holding shares as on cut-off date i.e. 22nd August, 2014 were entitled to vote on the resolutions as stated in the Notice of AGM of the Company.

3. The votes were unblocked at 06:18 P.M. on 22nd September, 2014 in the presence of Mr. Fagesh R. Soni and Mr. Ashish G. Patel who are not the employees of the Company, and who have signed below as witnesses to the unblocking of the votes.

JIGNESH A. MANIAR & ASSOCIATES F.C.S. NO. 3468 C.P. NO. 6996 COMPANY SECRETARIES

93, Surdhara Bunglows, Opp. Sarathi-III, Drive-in Road, Ahmedabad - 380 054.
Cell. :98791 04118 E-mail : jignesh@gujoil.com

4. The e-voting results/list downloaded from the website of National Securities Depository Limited (www.evoting.nsdl.com) is being handed over to the Chairman & Manging Director of the Company along with this report.

5. The result of the e-voting is as under:

Resolution No. 1, Ordinary Resolution:

To receive, consider, approve and adopt audited Balance Sheet as at March 31, 2014 and the Statement of Profit and Loss for the year ended on that date together with the reports of the Board of Directors and Auditors thereon

(i) Voted in **favour** of the resolution:

Number of members voting though electronic means	Number of votes cast by them	% of total number of valid votes
15 (Fifteen)	**26,80,755**	**100.00**

(ii) Voted **against** the resolution:

Number of members voting though electronic means	Number of votes cast by them	% of total number of valid votes
NIL	**NIL**	**NIL**

(iii) Invalid votes:

Total Number of Members whose votes declared invalid	Number of votes cast by them
1 (one)	**10,000**

Resolution No. 2, Ordinary Resolution:

To declare dividend @40% i.e. Rs. 4/- per share on fully paid up equity share of Rs. 10 each for the Financial Year 2013-14

(i) Voted in **favour** of the resolution:

Number of members voting though electronic means	Number of votes cast by them	% of total number of valid votes
12 (Twelve)	**26,72,825**	**99.70**

JIGNESH A. MANIAR & ASSOCIATES • F.C.S. NO. 3468 C.P. NO. 6996 • COMPANY SECRETARIES

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Cell. :98791 04118 E-mail : jignesh@gujoil.com

(ii) Voted **against** the resolution:

Number of members voting though electronic means	Number of votes cast by them	% of total number of valid votes
3 (Three)	**7,930**	**0.30**

(iii) Invalid votes:

Total Number of Members whose votes declared invalid	Number of votes cast by them
1 (one)	**10,000**

Resolution No. 3, Ordinary Resolution:

To re-appoint Shri Parthiv F. Patel (DIN00050211) as a Director of the Company, who retires by rotation

(i) Voted in **favour** of the resolution:

Number of members voting though electronic means	Number of votes cast by them	% of total number of valid votes
15 (Fifteen)	**26,80,755**	**100.00**

(ii) Voted **against** the resolution:

Number of members voting though electronic means	Number of votes cast by them	% of total number of valid votes
NIL	**NIL**	**NIL**

(iii) Invalid votes:

Total Number of Members whose votes declared invalid	Number of votes cast by them
1 (one)	**10,000**

Resolution No. 4, Ordinary Resolution:

To appoint of M/s. Manubhai & Shah (Formerly known as Manubhai & Co.), (Firm Registration No.106041W), Chartered Accountants as Auditors of the Company and fixing their remuneration



93, Surdhara Bunglows, Opp. Sarathi-III, Drive-in Road, Ahmedabad - 380 054.
Cell. :98791 04118 E-mail : jignesh@gujoil.com

(i) Voted in **favour** of the resolution:

Number of members voting though electronic means	Number of votes cast by them	% of total number of valid votes
12 (Twelve)	**26,72,825**	**99.70**

(ii) Voted **against** the resolution:

Number of members voting though electronic means	Number of votes cast by them	% of total number of valid votes
3 (Three)	**7,930**	**0.30**

(iii) Invalid votes:

Total Number of Members whose votes declared invalid	Number of votes cast by them
1 (one)	**10,000**

Resolution No. 5, Ordinary Resolution:

To reappoint Shri Mukeshbhai Patel (DIN: 00053892) as an Independent Director of the Company

(i) Voted in **favour** of the resolution:

Number of members voting though electronic means	Number of votes cast by them	% of total number of valid votes
12 (Twelve)	**26,72,825**	**99.70**

(ii) Voted **against** the resolution:

Number of members voting though electronic means	Number of votes cast by them	% of total number of valid votes
3 (Three)	**7,930**	**0.30**

(iii) Invalid votes:

Total Number of Members whose votes declared invalid	Number of votes cast by them
1 (one)	**10,000**

F.C.S. NO. 3460
C.P. NO. 6998

93, Surdhara Bunglows, Opp. Sarathi-III, Drive-in Road, Ahmedabad - 380 054.
Cell. :98791 04118 E-mail : jignesh@gujoil.com

Resolution No. 6, Ordinary Resolution:

To reappoint Shri Sudhirbhai Nanavati (DIN: 00050236) as an Independent Director

(i) Voted in **favour** of the resolution:

Number of members voting though electronic means	Number of votes cast by them	% of total number of valid votes
12 (Twelve)	**26,72,825**	**99.70**

(ii) Voted **against** the resolution:

Number of members voting though electronic means	Number of votes cast by them	% of total number of valid votes
3 (Three)	**7,930**	**0.30**

(iii) Invalid votes:

Total Number of Members whose votes declared invalid	Number of votes cast by them
1 (one)	**10,000**

Resolution No. 7, Ordinary Resolution:

To reappoint Shri Shreyasbhai Pandya (DIN: 00050244) as an Independent Director

(i) Voted in **favour** of the resolution:

Number of members voting though electronic means	Number of votes cast by them	% of total number of valid votes
12 (Twelve)	**26,72,825**	**99.70**

(ii) Voted **against** the resolution:

Number of members voting though electronic means	Number of votes cast by them	% of total number of valid votes
3 (Three)	**7,930**	**0.30**

(iii) Invalid votes:

Total Number of Members whose votes declared invalid	Number of votes cast by them
1 (one)	**10,000**

Jignesh A. Maniar & Associates
COMPANY SECRETARIES

93, Surdhara Bunglows, Opp. Sarathi-III, Drive-in Road, Ahmedabad - 380 054.
Cell. :98791 04118 E-mail : jignesh@gujoil.com

Resolution No. 8, Ordinary Resolution

To reappoint Shri Sandeep Singhi (DIN: 01211070) as an Independent Director

(i) Voted in **favour** of the resolution:

Number of members voting though electronic means	Number of votes cast by them	% of total number of valid votes
14 (Fourteen)	**26,75,310**	**100.00**

(ii) Voted **against** the resolution:

Number of members voting though electronic means	Number of votes cast by them	% of total number of valid votes
NIL	**NIL**	**NIL**

(iii) Invalid votes:

Total Number of Members whose votes declared invalid	Number of votes cast by them
1 (one)	**10,000**

Resolution No. 9, Special Resolution:

To borrow of monies in excess of paid up capital and free reserves of the Company

(i) Voted in **favour** of the resolution:

Number of members voting though electronic means	Number of votes cast by them	% of total number of valid votes
12 (Twelve)	**26,72,825**	**99.70**

(ii) Voted **against** the resolution:

Number of members voting though electronic means	Number of votes cast by them	% of total number of valid votes
3 (Three)	**7,930**	**0.30**

(iii) Invalid votes:

Total Number of Members whose votes declared invalid	Number of votes cast by them
1 (one)	**10,000**

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Resolution No. 10, Special Resolution:

To adopt new set of Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013

(i) Voted in **favour** of the resolution:

Number of members voting though electronic means	Number of votes cast by them	% of total number of valid votes
15 (Fifteen)	**26,80,755**	**100.00**

(ii) Voted **against** the resolution:

Number of members voting though electronic means	Number of votes cast by them	% of total number of valid votes
NIL	**NIL**	**NIL**

(iii) Invalid votes:

Total Number of Members whose votes declared invalid	Number of votes cast by them
1 (one)	**10,000**

Resolution No. 11, Special Resolution

To revise the term of appointment of Shri Parthiv F. Patel (DIN00050211)

(i) Voted in **favour** of the resolution:

Number of members voting though electronic means	Number of votes cast by them	% of total number of valid votes
12 (Twelve)	**26,72,825**	**99.70**

(ii) Voted **against** the resolution:

Number of members voting though electronic means	Number of votes cast by them	% of total number of valid votes
3 (Three)	**7,930**	**0.30**

(iii) Invalid votes:

Total Number of Members whose votes declared invalid	Number of votes cast by them
1 (one)	**10,000**

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6. A register is maintained electronically to record the assent or dissent, received, mentioning the particulars of name, address, folio number or client ID of the Equity Shareholders, number of shares held by them, nominal value of such shares and whether the shares have differential voting rights.

7. The said register, all other papers and relevant records relating to electronic voting and poll shall remain in my safe custody until the Chairman considers, approves and signs the minutes of the aforesaid Annual General Meeting and thereafter the same shall be handed over to the Company Secretary of the Company.

Thanking you,

FOR, JIGNESH A. MANIAR & ASSOCIATES
COMPANY SECRETARIES (C.P. No. : 6996)

PLACE: AHMEDABAD
DATE: September 23, 2014

PROPRIETOR
JIGNESH A. MANIAR (F.C.S. No. : 3468)

We, the undersigned, witnesseth that the votes unblocked from the e-voting website of National Securities Depository Limited (www.evoting.nsdl.com) in our presence at 6:18 P.M. on 22nd September, 2014 at the office of the Scrutinizer.

Name and Address of Witness:

1. Mr. Fagesh R. Soni

Address: G-202, Shukan Glory, Nr. Vishwas City – 5, New Prahalad Nagar, Gota Cross Road, S. G. Highway, Ahmedabad - 382481

Name and Address of Witness:

2. Mr. Ashish G. Patel

Address: 79/2, Chanakyapuri Society, Nr. Bus Stop, Ghatlodiya, Ahmedabad - 380061