Gulf Petrochem
Towards New Horizons

GP PETROLEUMS LIMITED
(Formerly Sah Petroleums Limited)
804, 8th Floor, Ackruti Star,
MIDC Central Road, MIDC,
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Ref:Sec/list/2016-17
Date: 30.09.2016.

To,
The Manager,
Listing Department,
National Stock Exchange of India Ltd.,
"Exchange Plaza"
Bandra – Kurla Complex, Bandra (E),
Mumbai – 400 051

Dear Sir,

**Ref: Script Symbol: GULFPETRO**
**SUB: Voting Results of 33rd AGM under Regulation 44 (3) of SEBI (LODR) Regulations-2015**

The 33rd Annual General Meeting of members of the Company was conveyed on 30th September, 2016. The particulars of AGM pursuant to regulation 44 (3) of the SEBI (LODR) Regulations, 2015 is as under:

a. Date of AGM: 30th September, 2016
b. Total number of shareholders as on AGM: 10,707
(Cut-off date for the purpose of e-voting was September, 23, 2016)

**Attendance of Members at the AGM:**

| **No. of Shareholders present in the meeting either in person or through proxy:** | |
|---|---|
| Promoters and Promoter Group: | 2 |
| Public: | 49 |
| Shareholders attended the AGM through Video Conferencing | Not Applicable |
| **Total:** | 51 |

**(a) Resolution 01 – Adoption of Audited Profit & Loss Account for the year ended 31st March, 2016 and the Balance Sheet as at that date, together with the Report of the Board of Director's and the Auditors thereon:**

(i) Resolution required: Ordinary: Mode of voting: Poll & E-voting

| Promoters / Public | No. of shares held **(1)** | No. of votes polled **(2)** | % of votes polled on outstanding shares **[(3) = (2)/(1)]*100** | No. of votes in favour **(4)** | No. of votes against **(5)** | % of votes in favour on votes polled **(6)=[(4)/(2)] *100** | % of votes against on votes polled **(7)=[(5)/(2)] *100** |
|---|---|---|---|---|---|---|---|
| Promoter & Promoter Group | 36829260 | 36829260 | 100 | 36829260 | 0 | 100.00 | 0.00 |
| Public Institutions | 52430 | 0 | 0 | 0 | 0 | 0 | 0 |
| Public &others Sub Total | 14102693 | E-V 7157<br>Poll 9838<br>16995 | 0.05<br>0.07<br>0.12 | E-V 7157<br>Poll 9836<br>16993 | 0<br>2<br>2 | 100.00<br>99.98<br>99.98 | 0.00<br>0.02<br>0.12 |
| **Total** | 50984383 | 36846255 | 72.27 | 36846253 | 2 | 100.00 | 0.00 |

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GP PETROLEUMS LTD. MUMBAI

**(b) Resolution 2 - Declaration of final dividend on Equity Shares for the year ended 31st March, 2016.**

(i) Resolution required: Ordinary: Mode of voting: Poll & E-voting

| Promoters / Public | No. of shares held (1) | No. of votes polled (2) | % of votes polled on outstanding shares [(3) = (2)/(1)]*100 | No. of votes in favour (4) | No. of votes against (5) | % of votes in favour on votes polled (6)=[(4)/(2)] *100 | % of votes against on votes polled (7)=[(5)/(2)] *100 |
|---|---|---|---|---|---|---|---|
| Promoter & Promoter Group | 36829260 | 36829260 | 100 | 36829260 | 0 | 100.00 | 0.00 |
| Public Institutions | 52430 | 0 | 0 | 0 | 0 | 0 | 0 |
| Public &others Sub Total | 14102693 | E-V 7157<br>Poll 9838<br>16995 | 0.05<br>0.07<br>0.12 | E-V 7157<br>Poll 9836<br>16993 | 0<br>2<br>2 | 100.00<br>99.98<br>99.98 | 0.00<br>0.02<br>0.12 |
| **Total** | 50984383 | 36846255 | 72.27 | 36846253 | 2 | 100.00 | 0.00 |

**(c) Resolution 3 – To appoint a Director in place of Mr. Thangapandian Srinivasalu (DIN: 03376410), who retires by rotation and being eligible, offers himself for reappointment:**

(i) Resolution required: Ordinary: Mode of voting: Poll & E-voting

| Promoters / Public | No. of shares held (1) | No. of votes polled (2) | % of votes polled on outstanding shares [(3) = (2)/(1)]*100 | No. of votes in favour (4) | No. of votes against (5) | % of votes in favour on votes polled (6)=[(4)/(2)] *100 | % of votes against on votes polled (7)=[(5)/(2)] *100 |
|---|---|---|---|---|---|---|---|
| Promoter & Promoter Group | 36829260 | 36829260 | 100 | 36829260 | 0 | 100.00 | 0.00 |
| Public Institutions | 52430 | 0 | 0 | 0 | 0 | 0 | 0 |
| Public &others Sub Total | 14102693 | E-V 7157<br>Poll 9838<br>16995 | 0.05<br>0.07<br>0.12 | E-V 6216<br>Poll 9836<br>16052 | 941<br>2<br>943 | 86.85<br>99.98<br>94.45 | 13.15<br>0.02<br>5.55 |
| **Total** | 50984383 | 36846255 | 72.27 | 36845312 | 943 | 100.00 | 0.003 |

Con...3...

GP PETROLEUMS MUMBAI

**(d) Resolution 4 – To ratify the appointment of M/s. PNG & Co., Chartered Accountants as Statutory Auditors and to fix their remuneration:**

(i) Resolution required: Ordinary: Mode of voting: Poll & E-voting

| Promoters / Public | No. of shares held (1) | No. of votes polled (2) | % of votes polled on outstanding shares [(3) = (2)/(1)]*100 | No. of votes in favour (4) | No. of votes against (5) | % of votes in favour on votes polled (6)=[(4)/(2)] *100 | % of votes against on votes polled (7)=[(5)/(2)] *100 |
|---|---|---|---|---|---|---|---|
| Promoter & Promoter Group | 36829260 | 36829260 | 100 | 36829260 | 0 | 100.00 | 0.00 |
| Public Institutions | 52430 | 0 | 0 | 0 | 0 | 0 | 0 |
| Public &others Sub Total | 14102693 | E-V 7157<br>Poll 9838<br>16995 | 0.05<br>0.07<br>0.12 | E-V 6216<br>Poll 9836<br>16052 | 941<br>2<br>943 | 86.85<br>99.98<br>94.45 | 13.15<br>0.02<br>5.55 |
| **Total** | 50984383 | 36846255 | 72.27 | 36845312 | 943 | 100.00 | 0.003 |

**(e) Resolution 5 – To ratify the appointment of Cost Auditors and to fix their remuneration:**

(i) Resolution required: Ordinary: Mode of voting: Poll & E-voting

| Promoters / Public | No. of shares held (1) | No. of votes polled (2) | % of votes polled on outstanding shares [(3) = (2)/(1)]*100 | No. of votes in favour (4) | No. of votes against (5) | % of votes in favour on votes polled (6)=[(4)/(2)] *100 | % of votes against on votes polled (7)=[(5)/(2)] *100 |
|---|---|---|---|---|---|---|---|
| Promoter & Promoter Group | 36829260 | 36829260 | 100 | 36829260 | 0 | 100.00 | 0.00 |
| Public Institutions | 52430 | 0 | 0 | 0 | 0 | 0 | 0 |
| Public &others Sub Total | 14102693 | E-V 7157<br>Poll 9838<br>16995 | 0.05<br>0.07<br>0.12 | E-V 6216<br>Poll 9836<br>16052 | 941<br>2<br>943 | 86.85<br>99.98<br>94.45 | 13.15<br>0.02<br>5.55 |
| **Total** | 50984383 | 36846255 | 72.27 | 36845312 | 943 | 100.00 | 0.003 |

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GP PETROLEUMS LTD MUMB

**(f) Resolution 6 - Appointment of Mr. Ayush Goel (DIN: 02889080) as Director of the company**

(i) Resolution required: Ordinary: Mode of voting: Poll & E-voting

| Promoters / Public | No. of shares held (1) | No. of votes polled (2) | % of votes polled on outstanding shares [(3) = (2)/(1)]*100 | No. of votes in favour (4) | No. of votes against (5) | % of votes in favour on votes polled (6)=[(4)/(2)] *100 | % of votes against on votes polled (7)=[(5)/(2)] *100 |
|---|---|---|---|---|---|---|---|
| Promoter & Promoter Group | 36829260 | 36829260 | 100 | 36829260 | 0 | 100.00 | 0.00 |
| Public Institutions | 52430 | 0 | 0 | 0 | 0 | 0 | 0 |
| Public &others Sub Total | 14102693 | E-V 7157<br>Poll 9838<br>16995 | 0.05<br>0.07<br>0.12 | E-V 6216<br>Poll 9836<br>16052 | 941<br>2<br>943 | 86.85<br>99.98<br>94.45 | 13.15<br>0.02<br>5.55 |
| **Total** | 50984383 | 36846255 | 72.27 | 36845312 | 943 | 100.00 | 0.003 |

Mr. Punit Shah, Practicing Company Secretaries was appointed as scrutinizers for the poll and e-voting. The poll report prepared under the Companies (Management and Administration) Rules, 2014 has been enclosed herewith.

Kindly treat the above information of AGM voting results and take the same on your records.

Kindly acknowledge the receipt.

Thanking You,
Yours Faithfully,

For **GP PETROLEUMS LIMITED**

**D. MALLA REDDY**
**COMPANY SECRETARY**

GP PETROLEUMS LTD. MUMBAI

**Enclosed:** REPORT OF SCRUTINIZER DATED 30TH SEPTEMBER, 2016.

PUNIT SHAH
Company Secretaries
B. Com, ACS

**FORM NO. MGT-13**
**REPORT OF SCRUTINIZER**
[Pursuant to section 109 of the Companies Act, 2013 and rule 21 (2) of the Companies (Management and Administration) Rules, 2014]

To,
Mr. Thangapandian Srinivasalu, Chairman,
33rd Annual General Meeting of the Equity Shareholders of GP Petroleums Limited,
Held on Friday, September 30, 2016 at 11.00 A.M. at
VITS Hotels, Sapphire Hall, International Airport Zone,
Andheri Kurla Road, Andheri – East,
Mumbai – 400 059.

Dear Sir,

I, Mr. Punit Shah, Practicing Company Secretary was appointed as Scrutinizer for the 33rd Annual General Meeting of the equity shareholders of GP Petroleums Limited held on Friday, September 30, 2016 at 11.00 a.m. at VITS Hotels, Sapphire Hall, International Airport Zone, Andheri Kurla Road, Andheri – East, Mumbai – 400 059, for the purpose of scrutinizing the E-voting process and Physical Voting by Ballot papers at the general meeting in a fair and transparent manner and ascertaining the requisite majority on E-voting and Physical Voting carried out as per the provisions of the Companies Act, 2013 and Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014 on the resolutions referred to in this report.

We submit our report as under:

1. The E-voting period remained open from 9.00 A.M. on Tuesday, September 27, 2016 to Thursday, September 29, 2016 at 5.00 P.M.

2. The notice was sent to all the Members, whose names appeared in the Register of Members as on cut-off date for voting i.e. 23rd September, 2016 who were entitled to vote on the proposed 6 (six) resolutions as mentioned in the Notice of the 33rd Annual General Meeting of "GP Petroleums Limited" (Item No. 1 (One) to 6 (Six) of the Notice of the 33rd Annual General Meeting of GP Petroleums Limited).

3. After the time fixed for closing of the poll by Mr. Thangapandian Srinivasalu, Chairman, ballot boxes kept for polling were locked in my presence with due identification marks placed by me.

4. 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 Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.

5. The votes were unblocked on September 30, 2016 (after the conclusion of the meeting) in the presence of 2 witnesses, namely Ms. Jignasa Waghela working with M/s. P. P. Shah & Co.,

Office: 218, Veena Chambers, 21, Dalal Street, Fort, Mumbai: 400 023
Tel: (022) 22675812, 22676339 Email: noticeto@gmail.com

Practicing Company Secretaries and Ms. Pooja Mittal working with M/s. P. P. Shah & Co., Practicing Company Secretaries. Both of them are not in the employment of the Company.

6. 1 poll paper was found invalid.

7. The Results of the voting are as under:

**ORDINARY BUSINESS:**

**a. RESOLUTION NO. 1**

**Ordinary Resolution No. 1 – Adoption of Audited Profit & Loss Account for the year ended 31st March, 2016 and the Balance Sheet as at that date, together with the Report of the Board of Directors and the Auditors thereon:**

| | Assent | % | Dissent | % | Total | % | Invalid | % | Total Votes Cast |
|---|---|---|---|---|---|---|---|---|---|
| Total No. of Shares on voting | 3,68,46,253 | 100.00 | 2 | 0.00 | 3,68,46,255 | 100.00 | 1 | 0.00 | 3,68,46,256 |
| Total No. of Ballots | 18 | 85.72 | 2 | 9.52 | 20 | 95.24 | 1 | 4.76 | 21 |

**b. RESOLUTION NO. 2**

**Ordinary Resolution No. 2 – To declare dividend on Equity Shares for the year ended 31st March, 2016:**

| | Assent | % | Dissent | % | Total | % | Invalid | % | Total Votes Cast |
|---|---|---|---|---|---|---|---|---|---|
| Total No. of Shares on voting | 3,68,46,253 | 100.00 | 2 | 0.00 | 3,68,46,255 | 100.00 | 1 | 0.00 | 3,68,46,256 |
| Total No. of Ballots | 18 | 85.72 | 2 | 9.52 | 20 | 95.24 | 1 | 4.76 | 21 |

c. **RESOLUTION NO. 3**

**Ordinary Resolution No. 3 – To appoint a Director in place of Mr. Thangapandian Srinivasalu (DIN: 03376410), who retires by rotation and being eligible, offers himself for reappointment:**

| | Assent | % | Dissent | % | Total | % | Invalid | % | Total Votes Cast |
|---|---|---|---|---|---|---|---|---|---|
| Total No. of Shares on voting | 3,68,45,312 | 100.00 | 943 | 0.00 | 3,68,46,255 | 100.00 | 1 | 0.00 | 3,68,46,256 |
| Total No. of Ballots | 17 | 80.95 | 3 | 14.29 | 20 | 95.24 | 1 | 4.76 | 21 |

d. **RESOLUTION NO. 4**

**Ordinary Resolution No. 4 – To ratify the appointment of M/s. PNG & Co., Chartered Accountants as Statutory Auditors and to fix their remuneration:**

| | Assent | % | Dissent | % | Total | % | Invalid | % | Total Votes Cast |
|---|---|---|---|---|---|---|---|---|---|
| Total No. of Shares on voting | 3,68,45,312 | 100.00 | 943 | 0.00 | 3,68,46,255 | 100.00 | 1 | 0.00 | 3,68,46,256 |
| Total No. of Ballots | 17 | 80.95 | 3 | 14.29 | 20 | 95.24 | 1 | 4.76 | 21 |

**SPECIAL BUSINESS:**

e. **RESOLUTION NO. 5**

**Ordinary Resolution No. 5 – To ratify the remuneration of Mr. Dilip Murlidhar Bathija, Cost Auditors:**

| | Assent | % | Dissent | % | Total | % | Invalid | % | Total Votes Cast |
|---|---|---|---|---|---|---|---|---|---|
| Total No. of Shares on voting | 3,68,45,312 | 100.00 | 943 | 0.00 | 3,68,46,255 | 100.00 | 1 | 0.00 | 3,68,46,256 |
| Total No. of Ballots | 17 | 80.95 | 3 | 14.29 | 20 | 95.24 | 1 | 4.76 | 21 |

PUNIT SHAH
Company Secretaries
B. Com, ACS

**f. RESOLUTION NO. 6**

| **Ordinary Resolution No. 6 – Regularize the appointment of Mr. Ayush Goel (DIN: 2889080) as a Director of the Company:** | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|
| | **Assent** | **%** | **Dissent** | **%** | **Total** | **%** | **Invalid** | **%** | **Total Votes Cast** |
| Total No. of Shares on voting | 3,68,45,312 | 100.00 | 943 | 0.00 | 3,68,46,255 | 100.00 | 1 | 0.00 | 3,68,46,256 |
| Total No. of Ballots | 17 | 80.95 | 3 | 14.29 | 20 | 95.24 | 1 | 4.76 | 21 |

8. 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.

9. The poll papers and other relevant records were sealed and handed over to Mr. D. Malla Reddy, Company Secretary authorized by the Board for safe keeping.

10. The consolidated result of the votes cast (by E-Voting and by poll) is provided as Annexure 1 to this report.

Thanking You,
Yours Faithfully,

PUNIT SHAH
Practicing Company Secretaries
Membership No.: 20536
Certificate of
Practice : 7506

Punit P. Shah

**Punit Shah**
**Practicing Company Secretary**
**Place: Mumbai**
**Date: September 30, 2016**

Office: 218, Veena Chambers, 21, Dalal Street, Fort, Mumbai: 400 023
Tel: (022) 22675812, 22676339 Email: noticeto@gmail.com

PUNIT SHAH
Company Secretaries
B. Com, ACS

**Annexure – 1**

**Consolidated result of voting (by E-voting and Poll) for Resolution Nos. 1 to 6 of the Notice of the 33rd Annual General Meeting of "GP Petroleum Limited" held on Friday, September 30, 2016 at 11.00 A.M.**

| Resolution No. | Total Valid Votes Cast | | | Voted in favour of resolution | | | | Voted against the resolution | | | |
|---|---|---|---|---|---|---|---|---|---|---|---|
| | E-voting | Poll | Total | E-voting | Poll | Total | % | E-voting | Poll | Total | % |
| 1 | 36836417 | 9838 | 36846255 | 36836417 | 9836 | 36846253 | 100.00 | 0 | 2 | 2 | 0.00 |
| 2 | 36836417 | 9838 | 36846255 | 36836417 | 9836 | 36846253 | 100.00 | 0 | 2 | 2 | 0.00 |
| 3 | 36836417 | 9838 | 36846255 | 36835476 | 9836 | 36845312 | 100.00 | 941 | 2 | 943 | 0.00 |
| 4 | 36836417 | 9838 | 36846255 | 36835476 | 9836 | 36845312 | 100.00 | 941 | 2 | 943 | 0.00 |
| 5 | 36836417 | 9838 | 36846255 | 36835476 | 9836 | 36845312 | 100.00 | 941 | 2 | 943 | 0.00 |
| 6 | 36836417 | 9838 | 36846255 | 36835476 | 9836 | 36845312 | 100.00 | 941 | 2 | 943 | 0.00 |

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Tel: (022) 22675812, 22676339 Email: noticeto@gmail.com