

PUNIT SHAH

Company Secretaries

B. Com, ACS

SCRUTINIZER'S REPORT

To,
Chairman / Company Secretary,
GP Petroleums Limited,
406/407, Embassy Centre,
Nariman Point, Mumbai: 400 021

Dear Sir,

1. The Board of Directors had passed board resolution on August 5, 2015 for sale of office premises under Section 180(1)(a) of the Companies Act, 2013.
2. Pursuant to Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, (referred to as rules) the consent of the members of the company had been sought by means of Postal Ballot (Physical and E-voting) for the approval of the aforesaid special resolutions as detailed set out in the notice dated August 5, 2015.
3. The Board of Directors at its meeting held on August 5, 2015 had appointed me as a Scrutinizer in terms of Rule 22 (5) of the said rules.
4. The Company had made necessary arrangement for conducting postal ballot and e-voting process in a fair and transparent manner. The Company has engaged Central Depository Services (India) Limited (CDSL), Mumbai to provide e-voting facility to the Equity shareholders of the Company.
5. I submit my report as under:
 - 5.1 The Company had dispatched the postal ballot notice, explanatory statement, postal ballot forms, postage prepaid business reply envelope on August 26, 2015 to all the shareholders whose names appear on the register of members on August 14, 2015.
 - 5.2 The members were required to convey their assent or dissent, as the case may be, in respect of the special resolutions as set out in the notice.
 - In case of Postal Ballot Form mailed to them by the Company, in pre-paid envelope addressed, on or before 5.00 p.m. on September 26, 2015.
 - In case of e-voting, votes to be cast electronically on e-voting platform, provided by Central Depository Services (India) Limited (CDSL) on or before 5.00 p.m. on September 26, 2015.
 - 5.3 The postal ballot forms were kept under the safe custody in sealed and tamper proof ballot boxes before commencing the scrutiny of such postal ballot forms.

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- 5.4 The postal ballot forms and e-voting module were duly opened on September 26, 2015 at 5.10 PM in my presence and scrutinized. The electronic votes were unblocked on September 26, 2015 at 5.15 PM in my presence and scrutinized. The shareholding was matched / confirmed with the Register of Members of the Company / list of beneficiaries as on August 14, 2015.
- 5.5 All postal ballot forms and e-voting module received up to the close of working hours on September 26, 2015 (5.00 p.m.) being the last date and time fixed by the Company for receipt of the forms and e-voting, were considered for my scrutiny.
- 5.6 No postal ballot forms were received after September 26, 2015 (5.00 p.m.).
- 5.7 No postal ballot forms were returned undelivered.
- 5.8 I did not find any defaced or mutilated ballot form.
6. A summary of the postal forms and e-voting received are given below:

(I) Resolution in respect of sale of office premises under Section 180(1)(a) of the Companies Act, 2013 – Special Resolution					
Mode of Voting: Postal Ballot / E-voting					
	Particulars	Postal ballot forms	E-Voting	No. of shares	% of total paid – up Equity Capital
a)	Total postal ballot forms received	5	20	Physical: 36,709 E-voting: 37,237,955 Total: 37,274,664	0.07 73.04 73.11
b)	Less: Invalid postal ballot forms (as per register)	0	0	Physical: 0	0.00
*c)	Net valid postal ballot forms (as per register)	5	20	Physical: 36,709 E-voting: 3,723,7955 Total: 37,274,664	0.10 99.90 100.00
*d)	Postal ballot form with assent for the resolution	5	11	Physical: 36,709 E-voting: 36,981,476 Total: 37,018,185	0.10 99.21 99.31
*e)	Postal ballot forms with dissent for the Resolution	0	9	Physical: 0 E-voting: 256,479 Total: 256,479	0.00 0.69 0.69

*% at row c, d and e has been calculated against total votes polled and not against total paid up equity capital, to ascertain whether the resolution is passed or not.

Accordingly the resolution no. 1 as contained in the Notice dated August 5, 2015 is passed with requisite majority.

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7. I have handed over the postal ballot forms and other related papers / registers and records for preservation in safe custody to Mr. D. Malla Reddy, Company Secretary of the Company. He is authorized by the Board to supervise the postal ballot process.
8. You may accordingly declare the result of the voting by postal ballot.

Thanking You,

Punit P. Shah

Punit Shah

Practicing Company Secretary

Place: Mumbai

Dated: September 28, 2015

