GOKUL

Gokul Refoils & Solvent Ltd.

Corporate Office :
"Gokul House", 43-Shreemali Co-op. Housing Society Ltd.
Opp. Shikhar Building, Navrangpura,
Ahmedabad-380 009. Gujarat (India)
Ph. : +91-79-66304555, 66615253/54/55
Fax : +91-79-66304543 **Email : grsl@gokulgroup.com**

L15142GJ1992PLC018745

12th September, 2014

To,
Dept. of Corporate Services,
Bombay Stock Exchange Ltd.
25th Floor, Phiroze Jeejeebhoy Tower,
Dalal Street, Fort,
Mumbai – 400 001

Ph:-22721233/34
Fax No-22-22721919

Company Code 532980

To,
National Stock Exchange of India Ltd.
Exchange Plaza,
Plot no. C/1, G Block,
Bandra-Kurla Complex
Bandra (E) Mumbai - 400 051

Ph-(022)-26598100-8114
Fax No-(022)-26598120

Company Code 16705

Dear Sir/ Madam,

Sub:- Clause 35A of the Listing Agreement :- Voting Results – AGM held on 11.09.2014

Pursuant to Clause 35A of the Listing Agreement, we submit herewith the details regarding Voting Results of all resolutions set out in the Notice of AGM dated 30th May, 2014 passed with requisite majority at 21st Annual General Meeting of the Company held on 11th September, 2014 at 11.00 a.m. at Registered Office situated at State Highway No 41, Nr. Sujanpura Patia, Sidhpur-384151, North Gujarat.

Kindly take above information in your records.

Thanking you,

Yours truly,
For, **Gokul Refoils and Solvent Limited**

Kalpesh Desai
Company Secretary & Compliance Officer

Regd. Office & Works : State Highway No-41, Nr. Sujanpur Patia, Sidhpur-384 151. Dist. Patan, Gujarat (India)
Phone : +91-2767 - 222075, 220975 Fax : +91-2767-223475 E-mail : grsl@gokulgroup.com
Gandhidham Unit : 89, Meghpar-Borichi, Galpadar Road, Nr. Sharma Resort, Ta-Anjar, Dist. Kutch-370 110 Gujarat (India)
Phone : +91-2836-247075 / 76 / 77 / 78 / 79 Fax : +91-2836-247080
Surat Unit : N.H. No-8, Nr. Kamrej Sugar Factory, At : Navi Pardi, Ta. : Kamrej, Dist : Surat, Gujarat (India). E-mail : grsl@gokulgroup.com
Haldia Refinary Unit : J.L.N. 149 Plot No Near Essar Petrol pump, HPL Link Road, P.O. Debhog City Centre,

Gokul Refoils & Solvent Ltd.

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L15142GJ1992PLC018745

Details of voting results of 21st Annual General Meeting of
Gokul Refoils and Solvent Limited
persuant to Clause 35A of the Listing Agreement

Date of AGM: Thursday, September 11, 2014
Time: 11:00 AM
Place: State Highway No 41, Nr. Sujanpura Patia, Sidhpur-384151

Sr. No.	Description	Particulars	
1	Date of AGM	11th September, 2014	
2	Book Closure Date	1th September, 2014 to 11th September, 2014 (both days inclusive)	
3	Total no. of shareholders on Record date [Book closure from 1st September, 2014 to 11th September, 2014 (Both days inclusive) for AGM]	4266	
4	No.of shareholders present in the meeting either in person or through proxy		
	Promoter and Promoter Group:	9	
	Public:	18	
	Total	27	
5	No. of shareholders attended in the meeting through Video Conferencing	NIL	
	Promoters and Promoter Group:	NIL	Not Arranged
	Public:	NIL	
	Total	NIL	
6	(Agenda wise) Details of Agenda	Given below	
	Resolution required :	Ordinary and Special	
	Mode of Voting:	E-voting, Physical Ballot	

For, Gokul Refoils & Solvent Ltd.

Company Secretary

GOKUL REFOILS & SOLVENT LTD. AHMEDABAD

GOKUL

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L15142GJ1992PLC018745

Resolution wise outcome of E-voting/Physical Ballot

Resolution- 1 (Ordinary Resolution)

Adoption of Financial Statement of the Company for the year ended 31st March, 2014 together with the reports of the Board of Directors and the Auditors alongwith the audited Consolidated Financial Statements of the Company for the Financial year ended 31st March, 2014.

Promoter / 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	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes in Againston Votes polled (7)= [(5)/(2)]*100
	1	2	3	4	5	6	7
Mode of Voting: (E-voting and Physical)							
Promoter and Promoter Group	98224772	98224772	100.00%	98224772	0	100.00%	0.00%
Public Institutio nl holders	-	-	-	-	-	-	-
Public – others	33670228	25299	0.075%	25293	6	99.976%	0.024%
Total	131895000	98250071	-	98250065	6	-	-

Note: The aforesaid resolution was passed with requisite majority.

For, Gokul Refoils & Solvent Ltd.

Company Secretary

GOKUL REFOILS & SOLVENT LTD. AHMEDABAD

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L15142GJ1992PLC018745

Resolution- 2 (Ordinary Resolution)

Re-appointment of Mr. Kanubhai Thakkar (DIN:00315616), Director retiring by rotation, and being eligible, offers himself for re-appointment.

Promoter / 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	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes in Againston Votes polled (7)= [(5)/(2)]*100
	1	2	3	4	5	6	7
Mode of Voting: (E-voting and Physical)							
Promoter and Promoter Group	98224772	98224772	100.00%	98224772	0	100.00%	0.00%
Public Institutio nl holders	-	-	-	-	-	-	-
Public – others	33670228	25299	0.075%	25293	6	99.976%	0.024%
Total	131895000	98250071	-	98250065	6	-	-

Note: The aforesaid resolution was passed with requisite majority.

For, Gokul Refoils & Solvent Ltd.

Company Secretary

GOKUL REFOILS & SOLVENT LTD. AHMEDABAD.

GOKUL

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L15142GJ1992PLC018745

Resolution- 3 (Ordinary Resolution)

Appointment of M/S. M. R. Pandhi and Associates, Chartered Accountants (ICAI Registration No: 112360W) as Statutory Auditors to audit the accounts of the Company for the Financial Year 2014-2015.

Promoter / 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	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes in Againston Votes polled (7)= [(5)/(2)]*100
	1	2	3	4	5	6	7
Mode of Voting: (E-voting and Physical)							
Promoter and Promoter Group	98224772	98224772	100.00%	98224772	0	100.00%	0.00%
Public Institutio nl holders	-	-	-	-	-	-	-
Public – others	33670228	25299	0.075%	25293	6	99.976%	0.024%
Total	131895000	98250071	-	98250065	6	-	-

Note: The aforesaid resolution was passed with requisite majority.

For, Gokul Refoils & Solvent Ltd.

Company Secretary

GOKUL REFOILS & SOLVENT LTD. AHMEDABAD.

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L15142GJ1992PLC018745

Resolution- 4 (Ordinary Resolution)

Appointment of Mr. Karansinhji Mahida (DIN:02237323) as an Independent Director of the Company

Promoter / 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	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes in Againston Votes polled (7)= [(5)/(2)]*100
	1	2	3.	4	5	6	7
Mode of Voting: (E-voting and Physical)							
Promoter and Promoter Group	98224772	98224772	100.00%	98224772	0	100.00%	0.00%
Public Institutional holders	-	-	-	-	-	-	-
Public – others	33670228	25299	0.075%	25293	6	99.976%	0.024%
Total	131895000	98250071	-	98250065	6	-	-

Note: The aforesaid resolution was passed with requisite majority.

For, Gokul Refoils & Solvent Ltd.

Company Secretary

GOKUL REFOILS & SOLVENT LTD. AHMEDABAD.

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Resolution- 5 (Ordinary Resolution)

Appointment of Dr. Dipooba Devda (DIN: 01849583) as an Independent Director of the Company.

Promoter / 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	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes in Againston Votes polled (7)= [(5)/(2)]*100
	1	2	3	4	5	6	7
Mode of Voting: (E-voting and Physical)							
Promoter and Promoter Group	98224772	98224772	100.00%	98224772	0	100.00%	0.00%
Public Institutio nl holders	-	-	-	-	-	-	-
Public – others	33670228	25299	0.075%	25293	6	99.976%	0.024%
Total	131895000	98250071	-	98250065	6	-	-

Note: The aforesaid resolution was passed with requisite majority.

For, Gokul Refoils & Solvent Ltd.

Company Secretary

GOKUL REFOILS & SOLVENT LTD. AHMEDABAD.

GOKUL

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L15142GJ1992PLC018745

Resolution- 6 (Ordinary Resolution)

Appointment of Mr. Piyushchandra Vyas (DIN: 01260934) as an Independent Director of the Company.

Promoter / 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	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes in Againston Votes polled (7)= [(5)/(2)]*100
	1	2	3	4	5	6	7
Mode of Voting: (E-voting and Physical)							
Promoter and Promoter Group	98224772	98224772	100.00%	98224772	0	100.00%	0.00%
Public Institutio nl holders	-	-	-	-	-	-	-
Public – others	33670228	25299	0.075%	25293	6	99.976%	0.024%
Total	131895000	98250071	-	98250065	6	-	-

Note: The aforesaid resolution was passed with requisite majority.

For, Gokul Refoils & Solvent Ltd.

Company Secretary

GOKUL REFOILS & SOLVENT LTD. AHMEDABAD.

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L15142GJ1992PLC018745

Resolution- 7 (Ordinary Resolution)

Appointment of Mr. Bipinkumar Thakkar (DIN: 06782371) as a Director and Wholetime Director – Legal of the Company.

Promoter / 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	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes in Againston Votes polled (7)= [(5)/(2)]*100
	1	2	3	4	5	6	7
Mode of Voting: (E-voting and Physical)							
Promoter and Promoter Group	98224772	98224772	100.00%	98224772	0	100.00%	0.00%
Public Institutio nl holders	-	-	-	-	-	-	-
Public – others	33670228	25299	0.075%	25293	6	99.976%	0.024%
Total	131895000	98250071	-	98250065	6	-	-

Note: The aforesaid resolution was passed with requisite majority.

For, Gokul Refoils & Solvent Ltd.

Company Secretary

GOKUL REFOILS & SOLVENT LTD. AHMEDABAD.

GOKUL

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Fax : +91-79-66304543 **Email : grsl@gokulgroup.com**

L15142GJ1992PLC018745

Resolution- 8 (Ordinary Resolution)

Ratificaction in Remuneration payable to Cost Auditor for the Financial Year ending 31st March, 2015.

Promoter / 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	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes in Againston Votes polled (7)= [(5)/(2)]*100
	1	2	3	4	5	6	7
Mode of Voting: (E-voting and Physical)							
Promoter and Promoter Group	98224772	98224772	100.00%	98224772	0	100.00%	0.00%
Public Institutio nl holders	-	-	-	-	-	-	-
Public – others	33670228	25299	0.075%	25294	5	99.980%	0.02%
Total	131895000	98250071	-	98250066	5	-	-

Note: The aforesaid resolution was passed with requisite majority.

For, Gokul Refoils & Solvent Ltd.

Company Secretary

GOKUL REFOILS & SOLVENT LTD. AHMEDABAD

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L15142GJ1992PLC018745

Resolution- 9 (Special Resolution)

Authority to create mortgage/charge under Section 180(1)(a) of the Companies Act, 2013.

Promoter / 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	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes in Againston Votes polled (7)= [(5)/(2)]*100
	1	2	3	4	5	6	7
Mode of Voting: (E-voting and Physical)							
Promoter and Promoter Group	98224772	98224772	100.00%	98224772	0	100.00%	0.00%
Public Institutio nl holders	-	-	-	-	-	-	-
Public – others	33670228	25299	0.075%	25293	6	99.976%	0.024%
Total	131895000	98250071	-	98250065	6	-	-

Note: The aforesaid resolution was passed with requisite majority.

For, Gokul Refoils & Solvent Ltd.

Company Secretary

GOKUL REFOILS & SOLVENT LTD. AHMEDABAD.

GOKUL

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L15142GJ1992PLC018745

Resolution- 10 (Special Resolution)

Authority to borrow monies under Section 180(1)(c) of the Companies Act, 2013

Promoter / 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	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes in Againston Votes polled (7)= [(5)/(2)]*100
	1	2	3	4	5	6	7
Mode of Voting: (E-voting and Physical)							
Promoter and Promoter Group	98224772	98224772	100.00%	98224772	0	100.00%	0.00%
Public Institutio nl holders	-	-	-	-	-	-	-
Public – others	33670228	25299	0.075%	25293	6	99.976%	0.024%
Total	131895000	98250071	-	98250065	6	-	-

Note: The aforesaid resolution was passed with requisite majority.

For, Gokul Refoils & Solvent Ltd.

Company Secretary

GOKUL REFOILS & SOLVENT LTD. AHMEDABAD

GOKUL

Gokul Refoils & Solvent Ltd.

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L15142GJ1992PLC018745

12th September, 2014

To,
Dept. of Corporate Services,
India Ltd.
Bombay Stock Exchange Ltd.
25th Floor, Phiroze Jeejeebhoy Tower,
Dalal Street, Fort,
Mumbai – 400 001

Ph:-22721233/34
Fax No-22-22721919

Company Code 532980

To,
National Stock Exchange of

Exchange Plaza,
Plot no. C/1, G Block,
Bandra-Kurla Complex
Bandra (E) Mumbai - 400 051

Ph-(022)-26598100-8114
Fax No-(022)-26598120

Company Code 16705

Dear Sir/ Madam,

Sub:- Scrutinizer's Report :- AGM held on 11.09.2014

We forward herewith the Scruitizer's report Dated September 12th, 2014 received from CS Mohan Vaishnav,Practicing Company Secretary on the result of voting through electronic system and physical mode in respect of all resolutions set out in the Notice of AGM dated 30th May,2014.

Thanking You.

Yours Faithfully,

For Gokul Refoils and Solvent Limited

Kalpesh Desai
Company Secretary

Mohan B. Vaishnav & Co
Company Secretaries

203, Simandhar Avenue, 8, Kailash Society, B/h. H. K. House, Ashram Road, Ahmedabad - 380009. Phone No. 079-26584947.
E-mail: mohanbvaishnavandco@gmail.com

COMBINED SCRUTINIZER'S REPORT ON E-VOTING & POLL

Date: 12th September 2014

To,
The Chairman
Gokul Refoils and Solvent Limited
State Highway No 41,
Nr. Sujanpura Patia,
Sidhpur – 384151,
Gujarat

Sub: Passing of Resolution through E-voting and poll conducted at the 21st Annual General Meeting of Gokul Refoils and Solvent Limited (the Company) held on Thursday, 11th September, 2014 at 11.00 A.M

The Board of Directors of the company at its meeting held on 4th day of July, 2014 had appointed me (1) as scrutinizer for the e-voting held between 4th September, 2014 (9.00 A.M.) to 6th September, 2014 (6.00 P.M.) and (2) as the Scrutinizer for the voting through Poll held at the 21st AGM of the company on 11th September, 2014.

The Company had appointed Central Depositary Services (India) Limited (CDSL) for extending voting to the members of the Company from 4th September, 2014 (9.00 A.M.) till 6th September, 2014 (6.00 P.M.). The E- Voting results were unblocked by me on 8th September, 2014 in the presence of two witness for further details kindly refer my Scrutinizer's report dated 9th September 2014 attached herewith.

At the 21st AGM of the Company held on 11th September, 2014 the Chairman of the Company had suo motto called for a Poll to facilitate the Members present in the meeting who could not participate in the e-voting to record their votes through the poll process. The Chairman of the AGM had appointed me as the Scrutinizer for the same. For further details kindly refer to my Scrutinizers report in form MGT 13 dated on 12th September 2014 attached herewith.

MOHAN B. VAISHNAV & CO. AHMEDABAD M. No. 6407 COMPANY SECRETARIES

The result of the E-voting together with that of the poll is as under:

a) Resolution 1

Adoption of the audited Balance Sheet as at 31st March 2014 and audited Statement of Profit & Loss Account for the year ended on that date and the report of the directors and auditors thereon.

Particulars of Business	Votes in favour of the Resolution	% of total number of valid votes cast	Votes in against of the Resolution	% of total number of valid votes cast	Invalid Votes	Total
E-Voting	98245897	99.999994%	6	0.000006%	0	100%
Poll	4168	100%	0	0%	0	100%
Total	98250065	-	6	-	0	-

b) Resolution 2

To appoint a Director in place of Shri Kanubhai Thakkar (DIN 00315616), who retires by rotation and being eligible, offers himself for Re-appointment.

Particulars of Business	Votes in favour of the Resolution	% of total number of valid votes cast	Votes in against of the Resolution	% of total number of valid votes cast	Invalid Votes	Total
E-Voting	98245897	99.999994%	6	0.000006%	0	100%
Poll	4168	100%	0	0%	0	100%
Total	98250065	-	6	-	0	-

c) Resolution 3

"RESOLVED THAT pursuant to the provisions of Section 139 of the Companies Act, 2013 and the Rules made there under, and such other applicable provisions, M/s. M. R. Pandhi and Associates, Chartered Accountants (ICAI Registration No. 112360W), Ahmedabad be and are hereby appointed as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company, to audit the accounts of the Company for the financial years 2014-15, at such remuneration as may be agreed upon between the Auditors and the Board of Directors of the Company"

Particulars of Business	Votes in favour of the Resolution	% of total number of valid votes cast	Votes in against of the Resoluti on	% of total number of valid votes cast	Invalid Votes	Total
E-Voting	98245897	99.999994%	6	0.000006%	0	100%
Poll	4168	100%	0	0%	0	100%
Total	98250065	-	6	-	0	-

d) Resolution 4

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Karansinhji Mahida (DIN: 02237323) in respect of whom the company has received a notice in writing from Member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a period of five consecutive year for a term up to the conclusion of the 26th AGM in the calendar year 2019 and that his office as an Independent Director shall not be subject to retirement by rotation."

Particulars of Business	Votes in favour of the Resolution	% of total number of valid votes cast	Votes in against of the Resoluti on	% of total number of valid votes cast	Invalid Votes	Total
E-Voting	98245897	99.999994%	6	0.000006%	0	100%
Poll	4168	100%	0	0%	0	100%
Total	98250065	-	6	-	0	-

e) Resolution 5

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Dr. Dipooba Devada (DIN: 01849583) in respect of whom the Company has received a notice in writing from member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a period of five consecutive year for a term upto the conclusion of the 26th AGM in the calendar year 2019 and that her office as an Independent Director shall not be subject to retirement by rotation."

Particulars of Business	Votes in favour of the Resolution	% of total number of valid votes cast	Votes in against of the Resoluti on	% of total number of valid votes cast	Invalid Votes	Total
E-Voting	98245897	99.999994%	6	0.000006%	0	100%
Poll	4168	100%	0	0%	0	100%
Total	98250065	-	6	-	0	-

f) Resolution 6

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Piyushchandra Vyas (DIN: 01260934) in respect of whom the Company has received a notice in writing from member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a period of five consecutive year for a term upto the conclusion of the 26th AGM in the calendar year 2019 and that his office as an Independent Director shall not be subject to retirement by rotation.".

Particulars of Business	Votes in favour of the Resolution	% of total number of valid votes cast	Votes in against of the Resoluti on	% of total number of valid votes cast	Invalid Votes	Total
E-Voting	98245897	99.999994%	6	0.000006%	0	100%
Poll	4168	100%	0	0%	0	100%
Total	98250065	-	6	-	0	-

g) Resolution 7

"RESOLVED THAT pursuant to the provisions of section 149 of the Companies Act, 2013 and the Rules made there under and Article 151 of the Articles of Association of the Company Mr. Bipinkumar Thakkar (DIN: 06782371), who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. 16th January, 2014, and who holds office until the conclusion of this Annual General Meeting, in terms of Section 161(1) of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director under Section 160 of the Companies Act, 2013 signifying his intention to propose Mr. Bipinkumar Thakkar (DIN: 06782371) as a candidate for the office of a Director of the Company, be and is hereby appointed as a Director of the Company liable to retire by rotation."

"RESOLVED FURTHER THAT pursuant to the provisions of Sections 196 and 197, Schedule V and any other applicable provisions of the Companies Act, 2013, the approval of the Company be and is hereby accorded for the appointment of Mr. Bipinkumar Thakkar (DIN: 06782371), as the "Whole Time Director- Legal " of the Company for a period of Three years effective from 16th January,2014, whose period of office shall be liable to determination by retirement of Director by rotation on the terms and conditions of appointment and remuneration as contained in the agreement, and the Board of Directors be and is hereby authorized to alter and vary such terms of appointment and remuneration so as to not exceed the limits specified in Schedule V to the Companies Act, 2013."

"RESOLVED FURTHER THAT notwithstanding anything herein above stated wherein any financial year closing on or after 31st March, 2013 during the tenure of Mr. Bipinkumar Thakkar (DIN: 06782371) as a Whole Time Director- Legal of the Company, the Company incurs the loss or its profits are inadequate, the Company shall pay to Mr. Bipinkumar Thakkar (DIN: 06782371) the above remuneration by way of salary, bonus and other allowances as a minimum remuneration but not exceeding the limits specified under Section II of Part II of Schedule V to the Companies Act, 2013 or such other limits as may be prescribed by the Central Government from time to time as minimum remuneration.

Particulars of Business	Votes in favour of the Resolution	% of total number of valid votes cast	Votes in against of the Resolution	% of total number of valid votes cast	Invalid Votes	Total
E-Voting	98245897	99.999994%	6	0.000006%	0	100%
Poll	4168	100%	0	0%	0	100%
Total	98250065	-	6	-	0	-

h) Resolution 8

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Cost Auditors, Ashish Bhavsar & Associates., Cost Accountants, Ahmedabad, appointed by the Board of Directors of the Company, to conduct the audit of the cost records maintained by the Company in respect of edible oil products for the financial year ending 31st March, 2015, on remuneration of Rs.50,000 plus service tax and out of pocket expenses, be and is hereby ratified."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

Particulars of Business	Votes in favour of the Resolution	% of total number of valid votes cast	Votes in against of the Resolution	% of total number of valid votes cast	Invalid Votes	Total
E-Voting	98245898	99.999995%	5	0.000005%	0	100%
Poll	4168	100%	0	0%	0	100%
Total	98250066	-	6	-	0	-

i) Resolution 9

"RESOLVED THAT in terms of Section 180(1)(a) of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies act, 2013 and the rules made there under (including any statutory modification or re-enactment thereof for the time being in force), the consent of the Company be and is hereby accorded to the Board of Directors of the Company to create a further mortgage and/or charge on such terms and conditions and at such time(s) and in such form and manner and with such ranking as to priority, as the Board in its absolute discretion thinks fit, on the whole or substantially the whole of the Company's undertakings or all of the undertakings, including the present and/or future properties, whether movable or immovable as may be agreed to be in favour of Banks/Financial Institutions/Trustees/other Investors hereafter referred to as lenders and/or Debenture Trustees and/or Trustees upto an aggregate amount not exceeding Rs.4000 crores (Rupees Four Thousand Crores) over and above the aggregate of the paid up share capital and free reserve, to secure the term loan facility/working capital facilities/Debentures/Bonds, to be issued in one or more tranches, other instruments including foreign currency borrowing tied up/to be tied up by the Company together with the interest on the principal amounts compound interest, additional interest, liquidated damages, accumulated interest, premium on prepayment or on redemption, commitment charges, cost, charges, expenses, remuneration of agents/ trustees at the respective agreed rates if any, and all other monies payable by the Company to the concerned banks/ financial institutions/ trustees/other investors under the respective Debenture trust deed/Loan Agreement/other relevant agreements entered into/ to be entered into by the Company."

"RESOLVED FURTHER THAT the security to be created by the Company as aforesaid may rank prior/pari passu/subservient with/ to the mortgages and /or charges already created or to be created in future by the Company and as may be agreed to between the concerned parties."

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the board or any committee or person authorized by the board/committee be and is hereby authorized to finalize, settle, and execute such documents/deed/writings/papers/agreements as may be required and to do all the acts, deeds, matters and things as it may in its absolute discretion, deem necessary, proper or desirable and to settle any

question, difficulty or doubt that may arise in regard to creating the mortgage/ charge as aforesaid or otherwise considered to be in the best interest of the Company."

Particulars of Business	Votes in favour of the Resolution	% of total number of valid votes cast	Votes in against of the Resoluti on	% of total number of valid votes cast	Invalid Votes	Total
E-Voting	98245897	99.999994%	6	0.000006%	0	100%
Poll	4168	100%	0	0%	0	100%
Total	98250065	-	6	-	0	-

j) Resolution 10

"RESOLVED THAT in supersession of ordinary resolution adopted at the 18th Annual General Meeting held on 24th September, 2011 and pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013, any rules made there under and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force), consent be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the 'Board' which term shall include a Committee which the Board may constitute for this purpose) to borrow such sum or sums of money in any manner from time to time, as may be required for the purpose of business of the Company with or without security and upon such terms and conditions as they may think fit, which together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) at any time shall not exceed a sum of Rs.4,000 crores (rupees four thousand crores) over and above the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be necessary and expedient to give effect to this resolution."

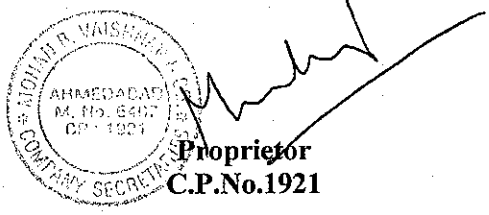
Particulars of Business	Votes in favour of the Resolution	% of total number of valid votes cast	Votes in against of the Resoluti on	% of total number of valid votes cast	Invalid Votes	Total
E-Voting	98245897	99.999994%	6	0.000006%	0	100%
Poll	4168	100%	0	0%	0	100%
Total	98250065	-	6	-	0	-



Based on the foregoing all Resolutions voted upon under e-voting and poll may be considered as carried by requisite majority.

I hereby confirm that I have maintained the Registers received from the CDSL both electronically and manually, in respect of the votes cast through e-Voting and Poll by the Equity Shareholders of the Company. The poll papers and all other relevant records were sealed and handed over to the Director authorized by the Board for safe keeping.

For Mohan B. Vaishnav & Co
Company Secretaries



Proprietor
C.P.No.1921

Place : Ahmedabad
Date : 12th September 2014

Mohan B. Vaishnav & Co
Company Secretaries

203, Simandhar Avenue, 8, Kailash Society, B/h. H. K. House, Ashram Road, Ahmedabad - 380009. Phone No. 079-26584947, 9327062952.
E-mail : mohanbvaishnavandco@gmail.com

FORM No. MGT-13

Report of Scrutinizer

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

To
The Chairman,
Gokul Refoils and Solvent Limited

21st Annual General Meeting of Gokul Refoils and Solvent Limited, to be held on 11th September 2014, at 11.00 A.M State Highway No 41 Nr. Sujanpura Patia, Sidhpur – 384151.

Dear Sir,

I CS Mohan Vaishnav, Practicing Company Secretary (FCS – 6407, COP – 1921) appointed as Scrutinizer for the purpose of poll taken on the below mention Resolutions at the 21st Annual General meeting of the equity shareholders of Gokul Refoils and Solvent Limited held on 11th September 2014, at 11.00 A.M State Highway No 41 Nr. Sujanpura Patia, Sidhpur – 384151 submit my report as under:

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

2. The locked ballot boxes were subsequently opened in my presence of two witnesses and the 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.

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:



(A) As an Ordinary Resolution - Item No. 1. Passed with the requisite majority

Adoption of the audited Balance Sheet as at 31st March 2014 and audited Statement of Profit & Loss Account for the year ended on that date and the report of the directors and auditors thereon.

	Number of members Present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
(I) Voted in favour of the resolution	12	4168	100%
(II) Voted against the resolution	0	0	0
(III) Invalid votes	0	0	0

(B) As an Ordinary Resolution - Item No. 2. Passed with the requisite majority

Re-appointment of Mr. Kanubhai Thakkar (DIN: 00315616), who retires by rotation.

	Number of members Present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
(I) Voted in favour of the resolution	12	4168	100%
(II) Voted against the resolution	0	0	0
(III) Invalid votes	0	0	0

(C) As an Ordinary Resolution - Item No. 3. Passed with the requisite majority

"RESOLVED THAT pursuant to the provisions of Section 139 of the Companies Act, 2013 and the rules made thereunder, and such other applicable provisions, M/s. M. R. Pandhi and Associates, Chartered Accountants (ICAI Registration No.: 112360W), Ahmedabad be and are hereby appointed as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company, to audit the accounts of the Company for the financial year 2014-15, at such remuneration as may be agreed upon between the Auditors and the Board of Directors of the Company".

	Number of members Present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
(I) Voted in favour of the resolution	12	4168	100%
(II) Voted against the resolution	0	0	0
(III) Invalid votes	0	0	0

(D) As an Ordinary Resolution - Item No. 4. Passed with the requisite majority

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Karansinhji Mahida (DIN: 02237323) in respect of whom the company has received a notice in writing from Member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a period of five consecutive year for a term up to the conclusion of the 26th AGM in the calendar year 2019 and that his office as an Independent Director shall not be subject to retirement by rotation."

	Number of members Present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
(I) Voted in favour of the resolution	12	4168	100%
(II) Voted against the resolution	0	0	0
(III) Invalid votes	0	0	0

(E) As an Ordinary Resolution - Item No. 5. Passed with the requisite majority

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Dr. Dipooba Devada (DIN: 01849583) in respect of whom the Company has received a notice in writing from member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a period of five consecutive

year for a term upto the conclusion of the 26th AGM in the calendar year 2019 and that her office as an Independent Director shall not be subject to retirement by rotation."

	Number of members Present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
(I) Voted in favour of the resolution	12	4168	100%
(II) Voted against the resolution	0	0	0
(III) Invalid votes	0	0	0

(F) As an Ordinary Resolution - Item No. 6. Passed with the requisite majority

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Piyushchandra Vyas (DIN: 01260934) in respect of whom the Company has received a notice in writing from member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a period of five consecutive year for a term upto the conclusion of the 26th AGM in the calendar year 2019 and that his office as an Independent Director shall not be subject to retirement by rotation.".

	Number of members Present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
(I) Voted in favour of the resolution	12	4168	100%
(II) Voted against the resolution	0	0	0
(III) Invalid votes	0	0	0

(G) As an Ordinary Resolution - Item No. 7. Passed with the requisite majority

"RESOLVED THAT pursuant to the provisions of section 149 of the Companies Act, 2013 and the Rules made there under and Article 151 of the Articles of Association of the Company Mr. Bipinkumar Thakkar (DIN: 06782371), who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. 16th January, 2014, and who holds office until the conclusion of this Annual General Meeting, in terms of Section 161(1) of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director under Section 160 of the Companies Act, 2013 signifying his intention to

MOHAN B. VAISHNAV & CO. COMPANY SECRETARIES AHMEDABAD CP : 6407

propose Mr. Bipinkumar Thakkar (DIN: 06782371) as a candidate for the office of a Director of the Company, be and is hereby appointed as a Director of the Company liable to retire by rotation."

"RESOLVED FURTHER THAT pursuant to the provisions of Sections 196 and 197, Schedule V and any other applicable provisions of the Companies Act, 2013, the approval of the Company be and is hereby accorded for the appointment of Mr. Bipinkumar Thakkar (DIN: 06782371), as the "Whole Time Director- Legal " of the Company for a period of Three years effective from 16th January,2014, whose period of office shall be liable to determination by retirement of Director by rotation on the terms and conditions of appointment and remuneration as contained in the agreement, and the Board of Directors be and is hereby authorized to alter and vary such terms of appointment and remuneration so as to not exceed the limits specified in Schedule V to the Companies Act, 2013."

"RESOLVED FURTHER THAT notwithstanding anything herein above stated wherein any financial year closing on or after 31st March, 2013 during the tenure of Mr. Bipinkumar Thakkar (DIN: 06782371) as a Whole Time Director- Legal of the Company, the Company incurs the loss or its profits are inadequate, the Company shall pay to Mr. Bipinkumar Thakkar (DIN: 06782371) the above remuneration by way of salary, bonus and other allowances as a minimum remuneration but not exceeding the limits specified under Section II of Part II of Schedule V to the Companies Act, 2013 or such other limits as may be prescribed by the Central Government from time to time as minimum remuneration.

	Number of members Present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
(I) Voted in favour of the resolution	12	4168	100%
(II) Voted against the resolution	0	0	0
(III) Invalid votes	0	0	0

(H) As an Ordinary Resolution - Item No. 8. Passed with the requisite majority

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Cost Auditors, Ashish Bhavsar & Associates, Cost Accountants, Ahmedabad, appointed by the Board of Directors of the Company, to conduct the audit of the cost records maintained by the Company in respect of edible oil products for the financial year ending 31st March, 2015, on remuneration of Rs.50,000 plus service tax and out of pocket expenses, be and is hereby ratified."



"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this 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
(I) Voted in favour of the resolution	12	4168	100%
(II) Voted against the resolution	0	0	0
(III) Invalid votes	0	0	0

(I) As a Special Resolution - Item No. 9. Passed with the requisite majority

"RESOLVED THAT in terms of Section 180(1)(a) of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies act, 2013 and the rules made there under (including any statutory modification or re-enactment thereof for the time being in force), the consent of the Company be and is hereby accorded to the Board of Directors of the Company to create a further mortgage and/or charge on such terms and conditions and at such time(s) and in such form and manner and with such ranking as to priority, as the Board in its absolute discretion thinks fit, on the whole or substantially the whole of the Company's undertakings or all of the undertakings, including the present and/or future properties, whether movable or immovable as may be agreed to be in favour of Banks/Financial Institutions/Trustees/other Investors hereafter referred to as lenders and/or Debenture Trustees and/or Trustees upto an aggregate amount not exceeding Rs.4000 crores (Rupees Four Thousand Crores) over and above the aggregate of the paid up share capital and free reserve, to secure the term loan facility/working capital facilities/Debentures/Bonds, to be issued in one or more tranches, other instruments including foreign currency borrowing tied up/to be tied up by the Company together with the interest on the principal amounts compound interest, additional interest, liquidated damages, accumulated interest, premium on prepayment or on redemption, commitment charges, cost, charges, expenses, remuneration of agents/ trustees at the respective agreed rates if any, and all other monies payable by the Company to the concerned banks/ financial institutions/ trustees/other investors under the respective Debenture trust deed/Loan Agreement/other relevant agreements entered into/ to be entered into by the Company."

"RESOLVED FURTHER THAT the security to be created by the Company as aforesaid may rank prior/pari passu/subservient with/ to the mortgages and /or charges already created or to be created in future by the Company and as may be agreed to between the concerned parties."

MOHAN B. VAISHNAV & CO. COMPANY SECRETARIES AHMEDABAD

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the board or any committee or person authorized by the board/committee be and is hereby authorize to finalize, settle, and execute such documents/deed/writings/papers/agreements as may be required and to do all the acts, deeds, matters and things as it may in its absolute discretion, deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to creating the mortgage/ charge as aforesaid or otherwise considered to be in the best interest of the Company."

	Number of members Present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
(I) Voted in favour of the resolution	12	4168	100%
(II) Voted against the resolution	0	0	0
(III) Invalid votes	0	0	0

(J) As a Special Resolution - Item No. 10. Passed with the requisite majority

"RESOLVED THAT in supersession of ordinary resolution adopted at the 18th Annual General Meeting held on 24th September, 2011 and pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013, any rules made there under and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force), consent be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the 'Board' which term shall include a Committee which the Board may constitute for this purpose) to borrow such sum or sums of money in any manner from time to time, as may be required for the purpose of business of the Company with or without security and upon such terms and conditions as they may think fit, which together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) at any time shall not exceed a sum of Rs.4,000 crores (rupees four thousand crores) over and above the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be necessary and expedient to give effect to this 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
(I) Voted in favour of the resolution	12	4168	100%
(II) Voted against the resolution	0	0	0
(III) Invalid votes	0	0	0

5. 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 Director authorized by the Board for safe keeping.

For Mohan B. Vaishnav & Co
Company Secretaries

MOHAN B. VAISHNAV & CO. AHMEDABAD M. No. 6407 CP : 1921 COMPANY SECRETARIES

Proprietor
C.P.No.1921

Place : Ahmedabad
Date : 12th September 2014