

**Form No. MGT-13**

**CONSOLIDATED REPORT OF THE SCRUTINIZER**

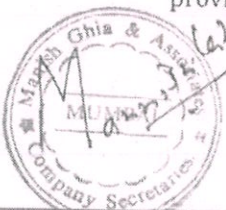
*[Pursuant to Section 108 of the Companies Act, 2013 and rules framed thereunder]*

To  
**The Chairperson**  
**Gandhar Oil Refinery (India) Limited**  
DLH Park, 18th Floor,  
S. V. Road, Goregaon (West),  
Mumbai 400062

Dear Sir,

**Sub: Consolidated Scrutinizer's Report for passing of Resolution through Remote E-voting and E-voting by the members during the Annual General Meeting (AGM), pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 of Gandhar Oil Refinery (India) Limited ('the Company') for its 30<sup>th</sup> AGM held on Monday, 12<sup>th</sup> September, 2022 at 11.00 a.m. through Video conferencing ('VC') / Other Audio Visual means ('OAVM').**

1. I, CS Mannish L. Ghia, Partner, M/s. Manish Ghia & Associates, Company Secretaries, Mumbai was appointed as Scrutinizer by the Board of Directors of the Company for the purpose of scrutinizing the process of voting through electronic means ("e-voting") in terms of the provisions of Section 108 of the Companies Act, 2013 ('the Act') read with Rule 20 of the Companies (Management and Administration) Rules, 2014 ('the Rules') as amended from time to time in a fair and transparent manner, for passing of the resolution as mentioned under item numbers 1 to 8 as set out in the notice of AGM dated 22<sup>nd</sup> June, 2022 ("Notice") issued by the Company in accordance with Circulars dated May 05, 2022, December 14, 2021, December 08, 2021, January 13, 2021, May 5, 2020, April 13, 2020 and April 8, 2020, issued by Ministry of Corporate Affairs, Government of India (hereinafter referred to as "MCA Circulars") for convening the AGM of its members through VC / OAVM on Monday, 12<sup>th</sup> September, 2022 at 11.00 a.m.
2. The management of the Company is responsible to ensure the compliances with the requirements of the Act, the Rules, MCA Circulars relating to remote e-voting and e-voting during the AGM on the resolution contained in the aforesaid Notice of AGM of the members of the Company. My responsibility as a Scrutinizer for the e-voting process is restricted to make a Consolidated Scrutinizer's Report of the votes cast 'in favour' or 'against' the resolution stated in the said Notice, based on the reports generated from the e-voting system provided by Link Intime (India) Private Limited, the agency engaged by the Company to provide E-voting facility, and that the e-voting is conducted in a fair and transparent manner.



3. As per the confirmation received from the Company:
  - a. The Notice of the AGM dated 22<sup>nd</sup> June, 2022 along with Statement setting out material facts under Section 102 of the Act was sent to the members by e-mail to those shareholders, whose e-mail id is registered with the Registrar and Share Transfer Agent / Company / Depositories, on Thursday, 18<sup>th</sup> August, 2022 in terms of the MCA Circulars.
  - b. The said Notice was sent on the basis of Register of Members made available by M/s. Link Intime India Private Limited, the Registrar and Share Transfer Agent of the Company ("the RTA") and the list of beneficial owners made available by the depositories viz., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on Friday, 12<sup>th</sup> August, 2022.
4. As per the provisions of MCA Circulars, the Company has published a Public Notice on Friday, 12<sup>th</sup> August, 2022 in the English Newspaper "Business Standard" and Marathi (Vernacular language) Newspaper "Pratahkal" regarding the convening of the AGM through VC/OAVM and manner of registering the email ids of the members.
5. As per the provisions of Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), the Company has published a Public Notice on Friday, 19<sup>th</sup> August, 2022 in the English newspaper "Business Standard" and Marathi (Vernacular language) Newspaper "Pratahkal" regarding completion of dispatch of Notice of meeting through email and providing e-voting facility.
6. In terms of the aforesaid Notice, the remote e-voting was kept open for four (4) days which commenced on Thursday 08<sup>th</sup> September 2022 [(9.00 A.M.) (IST)] and ended on Sunday, 11<sup>th</sup> September, 2022 [(5.00 P.M.) (IST)].
7. The voting rights of members was considered in proportion to the shares held by them in the paid up equity share capital of the Company as on the cut-off date i.e., Tuesday, 06<sup>th</sup> September, 2022.
8. As required under the MCA Circulars, the Company had also provided e-voting facility to the members attending the AGM through VC / OAVM and who had not cast their vote earlier.
9. As required under the said rules, after closure of remote e-voting and conclusion of the AGM, the votes cast under the remote e-voting facility prior to the AGM and e-voting facility during the AGM were unblocked in the presence of Mr. Harish Bora and Mr. Vivek Thakur who are not in employment with the Company.
10. I have scrutinized and reviewed the remote e-voting and e-voting during the AGM and votes cast therein based on the data downloaded from the Link Intime (India) Private Limited e-voting system and the summary of the e-voting process is as follows:



**ORDINARY BUSINESS**

**Resolution No. 1: Ordinary Resolution**

To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2022 together with the Reports of the Board of Directors and the Auditors thereon and the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2022.

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
22	75000000	100.000

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
0	0	0.000

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
0	0

**Resolution No. 2: Ordinary Resolution**

To confirm payment of Interim dividend of Rs. 3/- per equity share declared at the board meeting held on November 11, 2021 and Rs. 2.50/- per equity share declared at the board meeting held on March 17, 2022 for the financial year 2021- 22.

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
22	75000000	100.000

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
0	0	0.000



(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
0	0

**Resolution No. 3: Ordinary Resolution**

To appoint a Director in place of Mr. Samir Parekh (DIN: 02225839), who retires by rotation and being eligible, offers himself for re-appointment.

(i) Voted in favour of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
22	75000000	100.000

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
0	0	0.000

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
0	0

**SPECIAL BUSINESS**

**Resolution No. 4: Ordinary Resolution**

Regularisation of appointment of independent director of the Company.

(i) Voted in favour of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
22	75000000	100.000



(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
0	0	0.000

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
0	0

**Resolution No. 5: Ordinary Resolution**

Payment of Remuneration Payable to the Cost Auditors of the Company for the Financial Year 2022-23.

(i) Voted in favour of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
22	75000000	100.000

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
0	0	0.000

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
0	0

**Resolution No. 6: Special Resolution**

To consider and approve addition and deletion of clauses in clause iii b matters which are necessary for furtherance of the objects specified in clause iii (a) of the memorandum of association of the Company.



(i) Voted in favour of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
22	75000000	100.000

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
0	0	0.000

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
0	0

**Resolution No. 7: Special Resolution**

Adoption of new set of articles of association of the Company.

(i) Voted in favour of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
22	75000000	100.000

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
0	0	0.000

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
0	0



**Resolution No. 8: Special Resolution**

To enter into related party transaction with Texol Lubritech FZC.

(i) Voted in favour of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
22	75000000	100.000

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
0	0	0.000

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
0	0

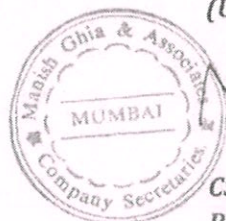
*NOTE: The e-voting by one of the member (on all resolutions) during the AGM who had already cast his vote (on all resolutions) through remote e-voting has not been considered in the voting results mentioned against each resolution above.*



I further report that the electronic data and all other relevant records, if any relating to the Remote E-Voting and e-voting during the AGM, shall remain in my safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid AGM and thereafter the same will be handed over to the Chairman of the Company for safe keeping.

Thanking You,

For Manish Ghia & Associates  
Company Secretaries  
(Unique ID: P2006MH007100)



*Mannish L. Ghia*

CS Mannish L. Ghia  
Partner  
M. No. FCS 6252 C. P. No. 3531  
PR 822/2020

Place: Mumbai  
Date: September 13, 2022  
UDIN: F006252D000964594

Countersigned by

*B. Ghaw*



Chairperson / Authorized Person  
Gandhar Oil Refinery (India) Limited

Place: *Mumbai*  
Date: *14/09/2022*