

**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, 18<sup>th</sup> Floor,  
S. V. Road, Goregaon (West),  
Mumbai 400062

Dear Sir,

**Sub: Consolidated Scrutinizer's Report for passing of Resolutions through Remote E-Voting & E-Voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 at the 28<sup>th</sup> Annual General Meeting (AGM) of the Members of Gandhar Oil Refinery (India) Limited ('the Company') held on Friday, 20<sup>th</sup> November, 2020 at 11.00 a.m. through video conferencing ('VC') / other audio visual means ('OAVM').**

1. I, CS Manish L. Ghia, Partner at M/s. Manish Ghia & Associates, Company Secretaries, Mumbai have been appointed as a 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 resolutions as mentioned under item numbers 1 to 7 as set out in the notice of AGM dated 21<sup>st</sup> September, 2020 ("Notice") issued by the Company in accordance with General Circulars dated 8<sup>th</sup> April 2020, 13<sup>th</sup> April 2020 and 05<sup>th</sup> May, 2020 issued by Ministry of Corporate Affairs, Government of India (hereinafter referred to as "MCA Circulars").
2. The management of the Company is responsible to ensure the compliances with the requirements of the Companies Act, 2013, the Rules framed thereunder and MCA Circulars relating to remote e-voting and e-voting during the AGM on the resolutions 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 resolutions 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, the Notice of the AGM dated 21<sup>st</sup> September, 2020 along with Statement setting out material facts under Section 102 of the Act was sent by e-mail on Thursday, 22<sup>nd</sup> October, 2020 to those members whose e-mail id is registered with the Registrar and Share Transfer Agent / Company / Depositories as on Friday, 16<sup>th</sup> October, 2020.

4. In terms of the aforesaid Notice, the remote e-voting was kept open for three (3) days which commenced on Monday, 16<sup>th</sup> November, 2020 [(9.00 A.M.) (IST)] and ended on Wednesday, 18<sup>th</sup> November, 2020 [(5.00 P.M.) (IST)].
5. 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., Friday, 13<sup>th</sup> November, 2020.
6. As required under the MCA Circulars, the Company had also provided e-voting facility during the AGM to the members attending the said meeting through VC / OAVM and who had not cast their vote earlier.
7. As required under the said rules, after closure of remote e-voting and conclusion of the AGM held through VC/OAVM, 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. Bhavya Gala who are not in employment of the Company.
8. I have scrutinized and reviewed the remote e-voting and e-voting during the AGM held through VC/OAVM 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:

**A. ORDINARY BUSINESS**

**Resolution No.1: Ordinary Resolution**

Particulars		To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2020 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, 2020 together with the Report of the Auditors thereon.						
Whether promoter/ promoter group are interested in the agenda/resolution?				No				
Category	Mode of Voting	No. of shares held	No. of valid votes polled	% of votes Polled on outstanding shares	No. of Votes in favour	No. of votes - against	% of votes in favour	% of votes against
<b>Promoter &amp; Promoter Group</b>	E-Voting	1,40,00,000	1,40,00,000	100.00	1,40,00,000	--	100.00	--
	Poll		Not Applicable					
	Postal Ballot		Not Applicable					
	<b>Total (A)</b>	<b>1,40,00,000</b>	<b>1,40,00,000</b>	<b>100.00</b>	<b>1,40,00,000</b>	<b>--</b>	<b>100.00</b>	<b>--</b>
<b>Public-Institutions</b>	E-Voting	54,268	--	--	--	--	--	--
	Poll		Not Applicable					
	Postal Ballot		Not Applicable					
	<b>Total (B)</b>	<b>54,268</b>	<b>--</b>	<b>--</b>	<b>--</b>	<b>--</b>	<b>--</b>	<b>--</b>
<b>Public Non-Institutions</b>	E-Voting	19,45,732	10,00,394	51.41	10,00,394	--	100.00	--
	Poll		Not Applicable					
	Postal Ballot		Not Applicable					
	<b>Total (C)</b>	<b>19,45,732</b>	<b>10,00,394</b>	<b>51.41</b>	<b>10,00,394</b>	<b>--</b>	<b>100.00</b>	<b>--</b>
<b>TOTAL</b>		<b>1,60,00,000</b>	<b>1,50,00,394</b>	<b>93.75</b>	<b>1,50,00,394</b>	<b>--</b>	<b>100.00</b>	<b>--</b>

**Result:** We report that the number of votes cast in favour of the aforesaid Ordinary Resolution is more than the number of votes cast against accordingly the resolution may be considered as passed with requisite majority.

**Invalid Votes:** There were no invalid votes.

Resolution No.2: Ordinary Resolution

Particulars		To confirm the payment of Interim Dividend of Rs. 4.50 per equity share for the Financial year ended March 31, 2020.						
Whether promoter/ promoter group are interested in the agenda/resolution?				No				
Category	Mode of Voting	No. of shares held	No. of valid votes polled	% of votes Polled on outstanding shares	No. of Votes in favour	No. of votes - against	% of votes in favour	% of votes against
<b>Promoter &amp; Promoter Group</b>	E-Voting	1,40,00,000	1,40,00,000	100.00	1,40,00,000	--	100.00	--
	Poll		Not Applicable					
	Postal Ballot		Not Applicable					
	<b>Total (A)</b>	<b>1,40,00,000</b>	<b>1,40,00,000</b>	<b>100.00</b>	<b>1,40,00,000</b>	<b>--</b>	<b>100.00</b>	<b>--</b>
<b>Public-Institutions</b>	E-Voting	54,268	--	--	--	--	--	--
	Poll		Not Applicable					
	Postal Ballot		Not Applicable					
	<b>Total (B)</b>	<b>54,268</b>	<b>--</b>	<b>--</b>	<b>--</b>	<b>--</b>	<b>--</b>	<b>--</b>
<b>Public Non-Institutions</b>	E-Voting	19,45,732	10,00,394	51.41	10,00,394	--	100.00	--
	Poll		Not Applicable					
	Postal Ballot		Not Applicable					
	<b>Total (C)</b>	<b>19,45,732</b>	<b>10,00,394</b>	<b>51.41</b>	<b>10,00,394</b>	<b>--</b>	<b>100.00</b>	<b>--</b>
<b>TOTAL</b>		<b>1,60,00,000</b>	<b>1,50,00,394</b>	<b>93.75</b>	<b>1,50,00,394</b>	<b>--</b>	<b>100.00</b>	<b>--</b>
<p><b>Result:</b> We report that the number of votes cast in favour of the aforesaid Ordinary Resolution is more than the number of votes cast against accordingly the resolution may be considered as passed with requisite majority.</p>								

**Invalid Votes:** There were no invalid votes.

Resolution No.3: Ordinary Resolution

Particulars		To appoint a Director in place of Mr. Aslesh Parekh (DIN: 02225795), Whole-time Director of the Company, who retires by rotation and being eligible, offers himself for re-appointment.						
Whether promoter/ promoter group are interested in the agenda/resolution?				Yes				
Category	Mode of Voting	No. of shares held	No. of valid votes polled	% of votes Polled on outstanding shares	No. of Votes in favour	No. of votes - against	% of votes in favour	% of votes against
<b>Promoter &amp; Promoter Group</b>	E-Voting	1,40,00,000	1,40,00,000	100.00	1,40,00,000	--	100.00	--
	Poll		Not Applicable					
	Postal Ballot		Not Applicable					
	<b>Total (A)</b>	<b>1,40,00,000</b>	<b>1,40,00,000</b>	<b>100.00</b>	<b>1,40,00,000</b>	<b>--</b>	<b>100.00</b>	<b>--</b>
<b>Public-Institutions</b>	E-Voting	54,268	--	--	--	--	--	--
	Poll		Not Applicable					
	Postal Ballot		Not Applicable					
	<b>Total (B)</b>	<b>54,268</b>	<b>--</b>	<b>--</b>	<b>--</b>	<b>--</b>	<b>--</b>	<b>--</b>
<b>Public Non-Institutions</b>	E-Voting	19,45,732	10,00,394	51.41	10,00,394	--	100.00	--
	Poll		Not Applicable					
	Postal Ballot		Not Applicable					
	<b>Total (C)</b>	<b>19,45,732</b>	<b>10,00,394</b>	<b>51.41</b>	<b>10,00,394</b>	<b>--</b>	<b>100.00</b>	<b>--</b>
<b>TOTAL</b>		<b>1,60,00,000</b>	<b>1,50,00,394</b>	<b>93.75</b>	<b>1,50,00,394</b>	<b>--</b>	<b>100.00</b>	<b>--</b>
<b>Result:</b> We report that the number of votes cast in favour of the aforesaid Ordinary Resolution is more than the number of votes cast against accordingly the resolution may be considered as passed with requisite majority.								

**Invalid Votes:** There were no invalid votes.

Resolution No.4: Ordinary Resolution

Particulars		Appointment of M/s Kailash Chand Jain & Co., Chartered Accountants, Mumbai as Statutory Auditors						
Whether promoter/ promoter group are interested in the agenda/resolution?				No				
Category	Mode of Voting	No. of shares held	No. of valid votes polled	% of votes Polled on outstanding shares	No. of Votes in favour	No. of votes - against	% of votes in favour	% of votes against
<b>Promoter &amp; Promoter Group</b>	E-Voting	1,40,00,000	1,40,00,000	100.00	1,40,00,000	--	100.00	--
	Poll		Not Applicable					
	Postal Ballot		Not Applicable					
	<b>Total (A)</b>	<b>1,40,00,000</b>	<b>1,40,00,000</b>	<b>100.00</b>	<b>1,40,00,000</b>	<b>--</b>	<b>100.00</b>	<b>--</b>
<b>Public-Institutions</b>	E-Voting	54,268	--	--	--	--	--	--
	Poll		Not Applicable					
	Postal Ballot		Not Applicable					
	<b>Total (B)</b>	<b>54,268</b>	<b>--</b>	<b>--</b>	<b>--</b>	<b>--</b>	<b>--</b>	<b>--</b>
<b>Public Non-Institutions</b>	E-Voting	19,45,732	10,00,394	51.41	10,00,394	--	100.00	--
	Poll		Not Applicable					
	Postal Ballot		Not Applicable					
	<b>Total (C)</b>	<b>19,45,732</b>	<b>10,00,394</b>	<b>51.41</b>	<b>10,00,394</b>	<b>--</b>	<b>100.00</b>	<b>--</b>
<b>TOTAL</b>		<b>1,60,00,000</b>	<b>1,50,00,394</b>	<b>93.75</b>	<b>1,50,00,394</b>	<b>--</b>	<b>100.00</b>	<b>--</b>
<b>Result:</b> We report that the number of votes cast in favour of the aforesaid Ordinary Resolution is more than the number of votes cast against accordingly the resolution may be considered as passed with requisite majority.								

**Invalid Votes:** There were no invalid votes.

B. SPECIAL BUSINESS

Resolution No.5: Ordinary Resolution

Particulars		Approval of remuneration payable to Cost Auditors (M/s. Maulin Shah & Associates)						
Whether promoter/ promoter group are interested in the agenda/resolution?				No				
Category	Mode of Voting	No. of shares held	No. of valid votes polled	% of votes Polled on outstanding shares	No. of Votes in favour	No. of votes - against	% of votes in favour	% of votes against
<b>Promoter &amp; Promoter Group</b>	E-Voting	1,40,00,000	1,40,00,000	100.00	1,40,00,000	--	100.00	--
	Poll		Not Applicable					
	Postal Ballot		Not Applicable					
	<b>Total (A)</b>	<b>1,40,00,000</b>	<b>1,40,00,000</b>	<b>100.00</b>	<b>1,40,00,000</b>	<b>--</b>	<b>100.00</b>	<b>--</b>
<b>Public-Institutions</b>	E-Voting	54,268	--	--	--	--	--	--
	Poll		Not Applicable					
	Postal Ballot		Not Applicable					
	<b>Total (B)</b>	<b>54,268</b>	<b>--</b>	<b>--</b>	<b>--</b>	<b>--</b>	<b>--</b>	<b>--</b>
<b>Public Non-Institutions</b>	E-Voting	19,45,732	10,00,394	51.41	10,00,394	--	100.00	--
	Poll		Not Applicable					
	Postal Ballot		Not Applicable					
	<b>Total (C)</b>	<b>19,45,732</b>	<b>10,00,394</b>	<b>51.41</b>	<b>10,00,394</b>	<b>--</b>	<b>100.00</b>	<b>--</b>
<b>TOTAL</b>		<b>1,60,00,000</b>	<b>1,50,00,394</b>	<b>93.75</b>	<b>1,50,00,394</b>	<b>--</b>	<b>100.00</b>	<b>--</b>

**Result:** We report that the number of votes cast in favour of the aforesaid Ordinary Resolution is more than the number of votes cast against accordingly the resolution may be considered as passed with requisite majority.

**Invalid Votes:** There were no invalid votes.

Resolution No.6: Ordinary Resolution

Particulars		Appointment of Ms. Amrita Nautiyal (DIN: 00123512) as a Non-Executive Independent Director of the Company											
Whether promoter/ promoter group are interested in the agenda/resolution?				No									
Category	Mode of Voting	No. of shares held	No. of valid votes polled	% of votes Polled on outstanding shares	No. of Votes in favour	No. of votes - against	% of votes in favour	% of votes against					
<b>Promoter &amp; Promoter Group</b>	E-Voting	1,40,00,000	1,40,00,000	100.00	1,40,00,000	--	100.00	--					
	Poll								Not Applicable				
	Postal Ballot								Not Applicable				
	<b>Total (A)</b>								<b>1,40,00,000</b>	<b>1,40,00,000</b>	<b>100.00</b>	<b>1,40,00,000</b>	<b>--</b>
<b>Public-Institutions</b>	E-Voting	54,268	--	--	--	--	--	--					
	Poll								Not Applicable				
	Postal Ballot								Not Applicable				
	<b>Total (B)</b>								<b>54,268</b>	<b>--</b>	<b>--</b>	<b>--</b>	<b>--</b>
<b>Public Non-Institutions</b>	E-Voting	19,45,732	10,00,394	51.41	10,00,394	--	100.00	--					
	Poll								Not Applicable				
	Postal Ballot								Not Applicable				
	<b>Total (C)</b>								<b>19,45,732</b>	<b>10,00,394</b>	<b>51.41</b>	<b>10,00,394</b>	<b>--</b>
<b>TOTAL</b>		<b>1,60,00,000</b>	<b>1,50,00,394</b>	<b>93.75</b>	<b>1,50,00,394</b>	<b>--</b>	<b>100.00</b>	<b>--</b>					

**Result:** We report that the number of votes cast in favour of the aforesaid Ordinary Resolution is more than the number of votes cast against accordingly the resolution may be considered as passed with requisite majority.

**Invalid Votes:** There were no invalid votes.

Resolution No.7: Special Resolution

Particulars		To approve the appointment of Mr. Ramesh Parekh (DIN: 01108443) as a Managing Director of the Company.						
Whether promoter/ promoter group are interested in the agenda/resolution?				Yes				
Category	Mode of Voting	No. of shares held	No. of valid votes polled	% of votes Polled on outstanding shares	No. of Votes in favour	No. of votes - against	% of votes in favour	% of votes against
<b>Promoter &amp; Promoter Group</b>	E-Voting	1,40,00,000	1,40,00,000	100.00	1,40,00,000	--	100.00	--
	Poll		Not Applicable					
	Postal Ballot		Not Applicable					
	<b>Total (A)</b>	<b>1,40,00,000</b>	<b>1,40,00,000</b>	<b>100.00</b>	<b>1,40,00,000</b>	<b>--</b>	<b>100.00</b>	<b>--</b>
<b>Public-Institutions</b>	E-Voting	54,268	--	--	--	--	--	--
	Poll		Not Applicable					
	Postal Ballot		Not Applicable					
	<b>Total (B)</b>	<b>54,268</b>	<b>--</b>	<b>--</b>	<b>--</b>	<b>--</b>	<b>--</b>	<b>--</b>
<b>Public Non-Institutions</b>	E-Voting	19,45,732	10,00,394	51.41	10,00,394	--	100.00	--
	Poll		Not Applicable					
	Postal Ballot		Not Applicable					
	<b>Total (C)</b>	<b>19,45,732</b>	<b>10,00,394</b>	<b>51.41</b>	<b>10,00,394</b>	<b>--</b>	<b>100.00</b>	<b>--</b>
<b>TOTAL</b>		<b>1,60,00,000</b>	<b>1,50,00,394</b>	<b>93.75</b>	<b>1,50,00,394</b>	<b>--</b>	<b>100.00</b>	<b>--</b>
<b>Result:</b> We report that the number of votes cast in favour of the aforesaid Special Resolution is more than three times the number of votes cast against accordingly the resolution may be considered as passed by Special Resolution.								

**Invalid Votes:** There were no invalid votes.



## Manish Ghia & Associates

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 & Authorized Signatory of the Company for safe keeping.

Thanking You

For Manish Ghia & Associates  
Company Secretaries

MANISH LALITCHAN DRA GHIA  
Digitally signed by  
MANISH LALITCHANDRA GHIA  
Date: 2020.11.21  
16:46:46 +05'30'

CS Manish L. Ghia

Partner

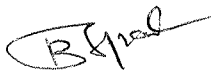
M. No. FCS 6252 C. P. No. 3531

Place: Mumbai

Date: 21<sup>st</sup> November, 2020

UDIN: F006252B001273408

Countersigned by



Chairperson/Authorised Signatory  
Gandhar Oil Refinery (India) Limited

Place: Mumbai  
Date: 21/11/2020