



Gulf Oil Corporation Limited

Corporate office

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Hyderabad 500018., Telangana, India.
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Declaration of results of Remote e-voting/ voting through Ballot Forms/ Voting at 54th Annual General Meeting of the Company held on 23rd September, 2015 at 2.30. PM at Hyder Mahal, Hotel ITC Kakatiya, Begumpet, Hyderabad – 500016

In terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Clause 35B of the Listing Agreement, The Company has provided the facility of remote e-voting and voting through Ballot Forms to the members of the Company vide 54th AGM Notice dated August 07, 2015. The members casted their votes electronically, during the period 19th September, 2015 till 22nd September, 2015 and through Ballot Papers at the AGM held on 23rd September, 2015. Based on the votes casted by the members of the Company through remote e-voting and Ballot Paper, Mr. A. Ravi Shankar, a Practicing Company Secretary, who was appointed as Scrutinizer, prepared and submitted the consolidated Report of the total votes casted in favor/ against along with the results in terms of the said Rule 20 of the Companies (Management and Administration) Rules, 2014.

On the basis of the consolidated Scrutinizer's Report dated 24th September, 2015, I hereby declare that the resolutions put for vote vide AGM notice dated August 07, 2015 have been duly passed with the requisite majority on 23rd September, 2015 and the details of the same are as under:

Item No.	Resolution	Votes in favor	Votes against	Passed as
1	Adoption of Standalone Financial Statements of the Company for the financial year ended 31st March, 2015	34658386	447	Ordinary Resolution
2	Adoption of Consolidated Financial Statements of the Company for the financial year ended 31st March, 2015	34658205	437	Ordinary Resolution
3	Declaration of Dividend on equity shares	34658163	437	Ordinary Resolution



4	Re-appointment of Mr. Ramakrishan P. Hunduja (DIN: 00278711) as a Director liable to retire by rotation	34437154	221427	Ordinary Resolution
5	Appointment of Auditors	34658118	468	Ordinary Resolution
6	Appointment of Mr. Ajay P. Hunduja (DIN: 00642192) as a Director of the Company	34658137	447	Ordinary Resolution
7	Issue of Further Capital	33984905	673903	Special Resolution
8	Ratification of Remuneration to Cost Auditors	34658096	467	Ordinary Resolution
9	Change of Name of the Company	34658345	467	Special Resolution
10	Amendment of Articles of Association of the Company	34658347	467	Special Resolution

Date: 25th September, 2015
Hyderabad

For Gulf Oil Corporation Limited

Subhas Pramanik
Managing Director
(Authorised to declare the voting results)

Consolidated Scrutinizer's Report on E-Voting and Poll

To,

The Chairman

Gulf Oil Corporation Limited

Kukatpalli, P.B.No.1,

Sanatnagar (IE), Hyderabad - 500018

Dear Sir,

Consolidated Report on the e-voting and voting by poll conducted at the 54th Annual General Meeting ("AGM") of the Company held on Wednesday September 23, 2015 at 2.30 P.M. at Hyder Mahal, Hotel ITC Kakatiya, Begumpet, Hyderabad - 500016, Telangana

1. As per the provision of the Section 108 of the Companies Act, 2013 ("Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement, the Company had provided facility of voting through electronic means ("remote e-voting") to the Members on all the Resolution(s) proposed in the Notice of the AGM dated August 7, 2015 ("Notice").
2. In line with the provisions of the Act and in terms of the clarification issued by Ministry of Corporate Affairs, voting by show of hands was not permitted at the general meeting where e-voting has been offered to the Members. Therefore, at the AGM, voting was conducted by means of Poll (physical ballot).
3. I, A. Ravi Shankar, Partner of Ravi & Subramanyam, Company Secretaries, Hyderabad was appointed as Scrutinizer to scrutinize the remote e-voting process as well as voting by physical ballot forms at the AGM and for ascertaining requisite majority on remote e-voting and also on poll carried for the Resolutions proposed in the Notice.



4. The Management of the Company is responsible to ensure the compliance with the requirements of the Act and related Rules in respect of voting through electronic means and Poll on the Resolution(s) contained in the Notice. As Scrutinizer, my responsibility is to provide the Scrutinizer's report of the Votes Cast in "favor" or "against" the Resolution(s) stated in the Notice of AGM.
5. The Company had appointed Karvy Computershare Private Limited ("Karvy"), registrar and transfer agent of the Company, as the service provider for the purpose of extending the facility of remote e-voting to the Members of the Company. Karvy has provided a system for recording the votes of the Members electronically on all items of business (both Ordinary and Special) sought to be transacted at the AGM during the period September 19, 2015 (10.00 a.m.) - September 22, 2015 (5.00 p.m.). Karvy had set up electronic voting facility on its website, <https://evoting.karvy.com>.
6. The Voting pattern cast through remote e-voting were unblocked on September 23, 2015 at 6.40 P.M. in the presence of two witnesses Mr. Vikram Singh and Ms. Medha Patel, who are not in the employment of the Company.
7. At the venue of the AGM, the facility to vote through physical ballot was provided to facilitate those Members present at the AGM who could not participate in the remote e-voting to record their votes.
8. The AGM was concluded after the voting. The ballot box kept for the purpose of casting votes were unlocked in my presence and in presence of two witnesses and the ballot papers were scrutinized. The ballot papers were reconciled with the records maintained by Karvy, Registrar and Share Transfer Agent of the Company and the authorizations / proxies lodged with the Company.
9. The ballot papers, which were incomplete and/or which were otherwise found to be defective have been treated as invalid and kept separately.
10. Based on the reports generated from the remote e-voting system provided by Karvy and votes casted on poll at the AGM, I hereby submit the results of the remote e-voting and poll as follows:



Item No. of Notice	Particulars of Business	Number of Members voted	Total Number of Votes	Number of valid Votes	Number and % of Votes casts in favor of the Resolution	Number and % of Votes casts against the Resolution	Number and % of invalid Votes	Number and % of Abstained Votes				
1.	Adoption of Standalone Financial Statements and Reports of Directors and Auditors for the financial year ending 2015	E-voting (28) Ballot (116) Total (144)	24,36,519 3,22,22,522 3,46,59,041	24,36,515 3,22,22,318 3,46,58,833	No 24,36,515 3,46,58,386	100 99.99 99.99	No - 447	0.01 0.01 0.01	No - 204	0.00 0.01 0.00	No 4 4	0.00 0.00 0.000



2.	Adoption of Consolidated Financial Statements for year ending 2015	E-voting (28)	24,36,519	24,36,514	24,36,514	100	-	-	5	0.00		
		Ballot (116)	3,22,22,522	3,22,22,128	3,22,21,691	99.99	437	0.01	394	0.00	-	
	Total (144)	3,46,59,041	3,46,58,642	3,46,58,205	99.99	437	0.01	394	0.00	5	0.00	
3.	Declaration of Dividend on Equity Shares	E-voting	24,36,519	24,36,514	24,36,514	100	-	-	5	0.00		
		Ballot	3,22,22,522	3,22,22,086	3,22,21,649	99.99	437	0.01	436	0.00	-	
	Total	3,46,59,041	3,46,58,600	3,46,58,163	99.99	437	0.01	436	0.00	5	0.00	
4.	Re-appointment of Mr. Ramkrishnan P Hinduja (DIN: 00278711), as a Director liable to retire by rotation	E-voting	24,36,519	24,36,513	22,15,523	90.93	2,20,990	9.07	-	-	6	0.00
		Ballot	3,22,22,522	3,22,22,068	3,22,21,631	99.99	437	0.00	454	0.01	-	-
	Total	3,46,59,041	3,46,58,581	3,44,37,154	99.36	2,21,427	0.64	454	0.00	6	0.00	



5.	Appointment of M/s Deloitte Haskins & Sells, Chartered Accountants as Statutory Auditors and to fix their remuneration	E-voting	24,36,519	24,36,518	24,36,517	100	1	0.00	-	-	1	0.00	
		Ballot	3,22,22,522	3,22,22,068	3,22,21,601	99.99	467	0.01	454	0.00	-	-	-
		Total	3,46,59,041	3,46,58,586	3,46,58,118	99.99	468	0.01	454	0.00	1	0.00	
6.	Appointment of Mr. Ajay Prakash Hinduja as a Director	E-voting	24,36,519	24,36,516	24,36,516	100	-	-	-	3	0.00		
		Ballot	3,22,22,522	3,22,22,068	3,22,21,621	99.99	447	0.00	454	0.01	-	-	
		Total	3,46,59,041	3,46,58,584	3,46,58,137	99.99	447	0.00	454	0.01	3	-	



7.	Authorizati on for Further Issue of Shares	E-voting	24,36,519	24,36,512	17,63,066	72.36	6,73,4	27.64	-	-	7	0.00
		Ballot	3,22,22,522	3,22,22,296	3,22,21,839	99.99	457	0.01	226	0.00	-	-
		Total	3,46,59,041	3,46,58,808	3,39,84,905	98.055	6,73,903	1.944	226	0.001	7	0.00
8.	Ratification of Remunerati on payable to the Cost Auditors	E-voting	24,36,519	24,36,517	24,36,517	100	-	-	-	-	2	0.00
		Ballot	3,22,22,522	3,22,22,046	3,22,21,579	99.998	467	0.001	476	0.001	-	-
		Total	3,46,59,041	3,46,58,563	3,46,58,096	99.99	467	0.00	476	0.01	2	-
9.	Change of Name of the Company	E-voting	24,36,519	24,36,516	24,36,516	100	-	-	-	-	3	0.00
		Ballot	3,22,22,522	3,22,22,296	3,22,21,829	99.99	467	0.01	226	0.00	-	-
		Total	3,46,59,041	3,46,58,812	3,46,58,345	99.99	467	0.01	226	0.00	3	0.00
10.	Amendmen t of Articles of Association of the Company	E-voting	24,36,519	24,36,518	24,36,518	100	-	-	-	-	1	0.00
		Ballot	3,22,22,522	3,22,22,296	3,22,21,829	99.99	467	0.01	226	0.00	-	-
		Total	3,46,59,041	3,46,58,814	3,46,58,347	99.99	467	0.01	226	0.00	1	-



Note:

Since the % of votes casted against and invalid votes are negligible, nearest figure has been given in the either of the columns.

For Ravi & Subramanyam

Company Secretaries



(A. Ravi Shankar)

Partner

C.P. No.: 4318



Place: Hyderabad

Date: 24.09.2015

Form No. MGT-13

Report of Scrutinizer(s)

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

To,
Mr. Ajay P. Hinduja
Chairman

Report of the Poll taken at the Annual General Meeting of the Equity Shareholders of Gulf Oil Corporation Limited held on September 23, 2015 at 2.30 P.M. on Wednesday at Hyder Mahal, Hotel ITC Kakatiya, Begumpet, Hyderabad - 500016.

Dear Sir,

I, A. Ravi Shankar, Partner of Ravi & Subramanyam, Company Secretaries was appointed as Scrutinizer(s) for the purpose of the poll taken on the below mentioned resolution(s), at the Annual General Meeting of the Equity Shareholders of Gulf Oil Corporation Limited held on September 23, 2015 and submit our report as under:

1. After the time fixed for closing of the poll by the Chairman, 1 (One) ballot box kept for polling were locked in my/~~our~~ presence with due identification marks placed by me/~~us~~.
2. The locked ballot box was subsequently opened in my/~~our~~ presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/ 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 were kept separately.
4. The result of the Poll is as under:



Resolution 1: Adoption of Audited Standalone Financial Statements for the year ended 31st March, 2015 and Reports of Board of Directors and the Auditors:

(i) Voted **in favor** of the 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
92	3,22,21,871	99.99

(ii) Voted **against** the 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
14	447	0.01

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast by them
10	204

Resolution 2: Adoption of Audited Consolidated Financial Statements and the Report of the Auditors for year ended 31st March, 2015:

(i) Voted **in favor** of the 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
93	3,22,21,691	99.99

(ii) Voted **against** the 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
13	437	0.01

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast by them
10	394



Resolution 3: Declaration of Dividend on Equity Shares for the Financial Year ended 31st March, 2015:

(i) Voted **in favor** of the 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
91	3,22,21,649	99.99

(ii) Voted **against** the 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
13	437	0.01

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast by them
12	436

Resolution 4: Re-Appointment of Mr. Ramakrishan P Hinduja (DIN: 00278711), as a director liable to retire by rotation:

(i) Voted **in favor** of the 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
92	3,22,21,631	99.99

(ii) Voted **against** the 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
13	437	0.01

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast by them
11	454



Resolution 5: Appointment of M/s Deloitte Haskins & Sells, Chartered Accountants as Statutory Auditors and to fix their remuneration:

(i) Voted **in favor** of the 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
89	3,22,21,601	99.99

(ii) Voted **against** the 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
16	467	0.01

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast by them
11	454

Resolution 6: Appointment of Mr.Ajay Prakash Hinduja as a Director:

(i) Voted **in favor** of the 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
91	3,22,21,621	99.99

(ii) Voted **against** the 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
14	447	0.01

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast by them
11	454



Resolution 7: Authorization for Further Issue of Shares:

(i) Voted **in favor** of the 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
88	3,22,21,839	99.99

(ii) Voted **against** the 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
15	457	0.01

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast by them
13	226

Resolution 8: Ratification of Remuneration payable to the Cost Auditors:

(i) Voted **in favor** of the 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
86	3,22,21,579	99.99

(ii) Voted **against** the 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
16	467	0.01

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast by them
14	476



Resolution 9: Change of Name of the Company:

(i) Voted **in favor** of the 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
87	3,22,21,829	99.99

(ii) Voted **against** the 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
16	467	0.01

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast by them
13	226

Resolution 10: Amendment of Articles of Association of the Company:

(i) Voted **in favor** of the 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
87	3,22,21,829	99.99

(ii) Voted **against** the 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
16	467	0.01

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast by them
13	226

11. 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.



12. The poll papers and all other relevant records were sealed and handed over to the Company Secretary / Director authorized by the Board for safe keeping.

Note:

The Members who have attended the Meeting but have not voted at the Meeting, and those who already availed the remote e-voting facility have not been considered.

Thanking You.,

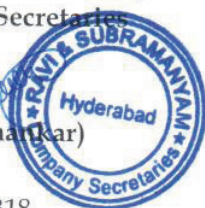
Yours faithfully,

For Ravi & Subramanyam
Company Secretaries


(A. Ravi Shankar)

Partner

C.P. No.: 4318



Place: Hyderabad

Date:24.09.2015