



GUJARAT PETROSYNTHESE LIMITED

Reg. Off: No.24, II Main, I Phase, Doddanekkundi Industrial Area, Mahadevapura Post, Bengaluru-560 048.

Ph: 91 – 80 - 28524133

E-mail : info@gpl.in, Website: www.gpl.in

CIN No. L23209KA1977PLC043357



NOTICE OF BOARD MEETING

Date: 04-11-2023

To,

**The Board of Directors,
Gujarat Petrosynthese Limited**

Registered Office Address: 24, II Main, Doddanekkundi Industrial Area, Phase 1, Mahadevapura, Bangalore, Karnataka -560048

Notice: - Meeting of Board of Directors

Dear Sir/ Madam,

NOTICE is hereby given that 242nd meeting of the Board of Directors of Gujarat Petrosynthese Limited (**the Company**) is scheduled to be held through Video Conferencing on Monday, November 13, 2023, at 10:45 A.M. (IST) at Ecstasy, 718, 7th Floor, City of Joy J.S.D Road, Mulund (W) Mumbai- 400080 to discuss the business as per the agenda enclosed herewith.

The Members of the Board are requested to take note that a facility to attend the meeting vide videoconferencing shall be made available. Necessary arrangements regarding the connectivity through Video Conferencing shall be worked out and communicated.

You are requested to make it convenient to attend the same.

Thanking You,

For Gujarat Petrosynthese Limited

Sd/-

Sagar Pahariya

Company Secretary & Compliance Officer

Address: Ecstasy, 718, 7th Floor, City of Joy, J.S.D Road, Mulund (W) Mumbai 400080

Date: 04-11-2023

Place: Mumbai

Encl: Agenda for the meeting



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Notes:

1. The Ministry of Corporate Affairs vide notification dated June 15, 2021 has notified the Companies (Meeting of Board and its Power) Rules, 2014 and omitted Rule 4 of Companies (Meeting of Board and its Power) Rules. Therefore, now onwards Companies can transact all the agenda including restricted agenda through Video Conferencing permanently.
2. All the recordings of the proceedings of the Board Meeting through Electronic Mode shall be deemed to be made at the venue of the meeting.
3. The Meeting through Video Conferencing will be held in accordance with the Section 173 read with the Companies (Meetings of Board and its Powers) Rules, 2014 (including any amendments, modifications or re-enactments thereto), Secretarial Standards -1 ("Secretarial Standard on Board Meeting"), relevant MCA circulars and notifications.
4. For any issues, problems, including technical issues which may arise before, during or after the Meeting, kindly mail us at secretarial@gujaratpetrosynthese.com or contact Ms. Urmi Prasad, Contact No. +91-8978956767.
5. All Board Members are requested to update their e-mail IDs with the Company before dispatch of Notice. If done already, then no action is required.
6. Members participating in the Meeting through video conferencing shall be counted for the purpose of Quorum unless they are to be excluded for any items of business under the provisions of the Act or any other law.



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AGENDA

AGENDA FOR THE 242ND MEETING OF THE BOARD OF DIRECTORS OF GUJARAT PETROSYNTHESE LIMITED ("THE COMPANY") TO BE HELD THROUGH VIDEO CONFERENCING ON MONDAY, NOVEMBER 13, 2023 AT 10:45 A.M. (IST) AT ECSTASY, 718, 7TH FLOOR, CITY OF JOY J.S.D ROAD, MULUND (W) MUMBAI – 400080.

1. To grant leave of absence to the Directors, if any.
2. To confirm and take note of the minutes of the previous Board Meeting held on October 13, 2023.
3. To take a note of the minutes of the previous Audit Committee Meeting held on October 13, 2023.
4. To take a note of the minutes of the previous Nomination and Remuneration Meeting held on October 13, 2023.
5. To take note of Share Transfer, Share Transmission, Inter Share Transfer, Name Deletions, Consolidation, and Duplicate shares proceedings as reviewed by Stakeholders Relationship Committee.
6. To consider and take on record the Compliance Certificate from the Joint Managing Directors of the Company for the quarter and half year ended September 30, 2023.
7. To review certificate issued by Chief Financial Officer (CFO) and Chief Executive Officer (CEO) pursuant to Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the quarter and half year ended September 30, 2023.
8. To consider recommendation of the Audit Committee and approve unaudited Financial Results along with Limited Review Report for the quarter and half year ended September 30, 2023.
9. To take note of Related Party Transactions during the quarter and half year ended September 30, 2023, and sign the Register of Contracts and Arrangements under Section 189 of the Companies Act, 2013.
10. To take note of quarterly and half yearly Compliances under SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 (Hereinafter referred to as 'SEBI (LODR) Regulations, 2015') for the quarter and half year ended September 30, 2023.
11. To take Note of the information to be placed before the Board as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.



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12. Any other matter with the permission of the Chair.

For Gujarat Petrosynthese Limited

Sd/-

Sagar Pahariya

Company Secretary & Compliance Officer

Address: Ecstasy, 718, 7th Floor, City of Joy, J.S.D Road, Mulund (W) Mumbai 400080

Date: 04-11-2023

Place: Mumbai



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NOTES TO AGENDA

NOTES TO AGENDA FOR THE 242nd MEETING OF THE BOARD OF DIRECTORS OF GUJARAT PETROSYNTHESIS LIMITED ("THE COMPANY") TO BE HELD THROUGH VIDEO CONFERENCING ON MONDAY, NOVEMBER 13, 2023, AT 10:45 A.M. (IST) AT ECSTASY, 718, 7TH FLOOR, CITY OF JOY J.S.D ROAD, MULUND (W) MUMBAI- 400080.

Item No. 01: To grant leave of absence to the Directors, if any.

Leave of absence may be granted to a member of the Board who conveys his/her inability to attend the meeting. The Board is requested to kindly consider and grant leave of absence to the Director(s) who request for the same.



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Item No. 02: To confirm and take note of the minutes of the previous Board Meeting held on October 13, 2023.

The Minutes of the 241st Meeting of the Board of Directors held as on October 13, 2023 are enclosed herewith for the perusal of the Board.

The Board is requested to confirm the same.



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Item No. 03: To take a note of the minutes of the Audit Committee Meeting held on October 13, 2023.

The Minutes of the 88th Meeting of the Audit Committee held on October 13, 2023 are enclosed herewith for the perusal of the Board.

The Board is requested to take note of the same.



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Item No. 04: To take a note of the minutes of the Nomination and Remuneration Committee Meeting held on October 13, 2023.

The Minutes of the 31st Meeting of the Nomination and Remuneration Committee held on October 13, 2023 are enclosed herewith for the perusal of the Board.

The Board is requested to take note of the same.



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Item No. 05: To take note of Share Transfer, Share Transmission, Inter Share Transfer, Name Deletions, Consolidation, and Duplicate shares proceedings as reviewed by Stakeholders Relationship Committee.

The members of the Board are hereby informed that the Stakeholders Relationship Committee has reviewed and provided details regarding the request received for Share Transfers, Share Transmissions, Inter Share Transfers, Name Deletions, Consolidation, and Duplicate shares proceedings for the quarter and half year ended September 30, 2023.

The members of the Board are requested to take note of the same.



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Item No. 06: To consider and take on record the Compliance Certificate from the Joint Managing Directors of the Company for the quarter ended and half year ended September 30, 2023.

The members of the Board are hereby informed that the Company has complied with the statutory requirements for the quarter and half ended September 30, 2023, under the various legislations as are applicable to the Company.

A certificate received from the Ms. Urmi Nuthakki Prasad, Jt. Managing Director supported by the certificate from the General Manager, Mr. Pradeep Kumar shall be tabled before the Board for their consideration.

The members of the Board are requested to take note of the same.



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Item No. 07: To review certificate issued by Chief Financial Officer (CFO) and Chief Executive Officer (CEO) pursuant to Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the quarter and half year ended September 30, 2023.

The members of the Board are hereby informed that pursuant to Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Ms. Charita Thakkar, CEO and Ms. Urmi N Prasad, CFO shall issue certificate, certifying that the Unaudited Financial Results for the quarter and half year ended September 30, 2023 does not contain any false or misleading statement or figures and do not omit any material fact which may make the statements or figures contained therein misleading.

Such certificate shall be circulated to the members of the Board.

The Board is requested to review and take note of the same.



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Item No. 08: To consider the recommendation of the Audit Committee and approve unaudited Financial Results along with Limited Review Report for the quarter and half year ended September 30, 2023.

The members of the Board are hereby informed that pursuant to Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board is required to consider and approve Unaudited Financial Results for the quarter and half year ended September 30, 2023.

A draft of Unaudited Financial Results for the quarter and half year ended September 30, 2023 along with the Limited Review Report as furnished by the Statutory Auditors of the Company as recommended by the Audit Committee shall be tabled before the Board of Directors for their consideration and approval.

The members of the Board are requested to pass the following resolution with or without modification(s):

“RESOLVED THAT the Unaudited Financial Results for the quarter and half year ended September 30, 2023 along with Limited Review Report for the unaudited financial results as recommended by the Audit Committee and placed before the Board be and is hereby approved.

RESOLVED FURTHER THAT Ms. Urmi N. Prasad or Ms. Charita Thakkar, Joint Managing Directors of the Company be and are hereby jointly/severally authorized to sign such forms/returns, and various documents as may be required to be submitted to the Stock Exchange or such other authorities and to do all the acts, deeds and things which may be necessary to give effect to the above said resolution.”



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Item No.09: To take note of Related Party Transactions during the quarter and half year ended September 30, 2023.

The members of the Board are hereby informed that the list of Related Party Transactions for the quarter and half year ended September 30, 2023 with the recommendations of the Audit Committee, shall be tabled at the meeting for its consideration and approval.

Further, as per section 189 of the Companies Act, 2013, the Company shall maintain the register of contracts and arrangements in which Director is interested which shall include the particulars of all contracts or arrangements to which section 184(2) and 188 applies, and such register shall be placed before the next meeting of the Board and signed by all the directors present at the meeting.

The members of the Board are requested to take note of the same.



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Item No.10: To take note of quarterly Compliances under SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 (Hereinafter referred to as 'SEBI (LODR) Regulations, 2015') for the quarter and half year ended September 30, 2023.

The Board of Directors is informed that being a Listed entity, the Company has to comply with various provisions of SEBI (LODR) Regulations, 2015. The status of various intimations/certificates submitted with the Stock Exchange under SEBI (LODR) Regulations, 2015 for the quarter and half year ended September 30, 2023.

Sr. No.	Particulars	Due date	Quarterly Compliance Date	
1	To take on record Investor Grievance Report under Regulation 13(3) of SEBI (LODR) Regulations, 2015 for the quarter ended June 30, 2023:	21 October, 2023	20 October, 2023	
	No. of Complaints pending at the beginning of the quarter:			1
	No. of complaints received during the quarter:			7
	No. of complaints Solved during the quarter:			8
	No. of complaints pending at the end of the quarter:	0		
2	Certificate of Corporate Governance under Regulation 27 (2) for the quarter and half year ended September 30, 2023.	21 October, 2023	17 October, 2023	
3	Shareholding pattern under Regulation 31 of SEBI (LODR) Regulations, 2015 for the quarter and half ended September 30, 2023.	21 October, 2023	20 October, 2023	
4	Certificate under Regulation 74 (5) of the SEBI [Depositories and Participants] Regulations, 2018 for the Quarter and half year ended September 30, 2023.	15 October, 2023	13 October, 2023	



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5	Reconciliation of Share Capital Audit Report under Regulation 76 of SEBI (Depository & Participant) Regulations, 2018 for the quarter and half year ended September 30, 2023.	30 October, 2023	23 October, 2023
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The members of the Board are requested to take note of the above Compliances.



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Item No.11: To take Note of the information to be placed before the Board as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

As per Regulation 17(7) read with Part A of Schedule II SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the minimum prescribed information which is required to be placed before the Board.

The same for the quarter and half year ended September 30, 2023 shall be shared as a pre read for the consideration and noting by the Board.

The Board Members are kindly requested to take note of the same.



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Item No. 12: Any other agenda with the permission of the Chair.

Any other agenda shall be taken in the meeting with the permission of the Chairperson and majority of the Directors present at the meeting.

In terms of Secretarial Standards-1 on Board Meetings, any item not included in the agenda may be taken up for consideration with the permission of the Chairperson and with the consent of majority of Directors present at the meeting.

For Gujarat Petrosynthese Limited

Sd/-

Sagar Pahariya

Company Secretary & Compliance Officer

Address: Ecstasy, 718, 7th Floor, City of Joy, J.S.D Road, Mulund (W) Mumbai 400080

Date: 04-11-2023

Place: Mumbai