



## GUJARAT PETROSYNTHESE LIMITED

Reg. Off: No.24, II Main, Phase I, Doddanekkundi Industrial  
Area, Mahadevapura Post, Bengaluru-560 048.  
Ph: 91 – 80 – 28524133, 91-80-40943197  
E-mail: [info@gpl.in](mailto:info@gpl.in), Website: [www.gpl.in](http://www.gpl.in)  
CIN No. L23209KA1977PLC043357



### **NOTICE OF BOARD MEETING**

**Date:** November 7, 2022

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

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

**Notice: -Meeting of Board of Directors**

**Dear Sir/Madam,**

**NOTICE** is hereby given that 236<sup>th</sup> meeting of the Board of Directors of Gujarat Petrosynthese Limited (**‘the Company’**) is scheduled to be held through Video Conferencing on Monday, November 14, 2022, at 11:00 AM (IST) at Ecstasy, 718, 7<sup>th</sup> Floor, City of Joy J.S.D Road, Mulund (W) Mumbai- 400080 to discuss the business as per agenda enclosed herewith.

The Members of the Board are requested to take note that a facility to attend the meeting vide video-conferencing 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/-**

**Urmi N. Prasad**

**Joint Managing Director**

**Address:** 8-2-417/301, Mount Kailash,  
Road No. 4, Banjara Hills, Hyderabad-500034

**Date:** November 7, 2022

**Place:** Hyderabad

**Encl:** Agenda for the meeting

**Head Office:** Ecstasy, 718, 7th Floor, City of Joy J.S.D Road, Mulund (West) Mumbai– 400080.

**Phone:** 022- 25600181 **Email:** - [secretarial@gujaratpetrosynthese.com](mailto:secretarial@gujaratpetrosynthese.com)



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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](mailto:secretarial@gujaratpetrosynthese.com) or contact Ms. Urmi Prasad, Contact No. +91-8978956767.
5. All Board Members are requested to updated 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 236<sup>TH</sup> MEETING OF THE BOARD OF DIRECTORS OF GUJARAT PETROSYNTHESE LIMITED ("THE COMPANY") TO BE HELD THROUGH VIDEO CONFERENCING ON MONDAY, NOVEMBER 14, 2022, AT 11:00 AM (IST) AT ECSTASY, 718, 7<sup>TH</sup> FLOOR, CITY OF JOY J.S.D ROAD, MULUND (W) MUMBAI- 400080.**

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- 1) To grant leave of absence to the Directors, if any.
- 2) To confirm and sign the minutes of the previous Board Meeting held on August 12, 2022.
- 3) To take a note of the minutes of the previous Audit Committee Meeting held on August 12, 2022.
- 4) To take a note of the minutes of the previous Nomination and Remuneration Committee Meeting held on August 12, 2022.
- 5) To take a note of the minutes of the previous Stakeholders Relationship Committee Meeting held on August 12, 2022.
- 6) To take note of the minutes of the meeting of Board of Directors of Gujarat Polybutenes Private Limited held on August 12, 2022.
- 7) To take note of Share Transfer, Share Transmission, Inter Share Transfer, Name Deletions, Consolidation, and Duplicate shares proceedings as reviewed by Stakeholders Relationship Committee.
- 8) To consider and take on record the Compliance Certificate from the Joint Managing Director for the quarter and half year ended on September 30, 2022.
- 9) 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 on September 30, 2022.
- 10) 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, 2022.
- 11) To take note of resignation of Mr. Divyaraj Chanwaskar (Membership Num.- A68445) as the Company Secretary and Compliance Officer of the Company.
- 12) To appoint Mr. Sagar Pahariya (Membership Num.- A69859) as the Company Secretary and Compliance Officer of the Company.

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- 13) Noting of the Related Party Transactions during the quarter and half year ended on September 30, 2022, and sign the Register of Contracts and Arrangements under section 189 of the Companies Act, 2013.
- 14) Noting of the 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 on September 30, 2022.
- 15) To take Note of the information to be placed before the Board as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- 16) Noting of order of NCLT on approval of scheme of Merger by Absorption.
- 17) Any other matter with the permission of the Chair.

### For Gujarat Petrosynthese Limited

Sd/-

**Urmi N. Prasad**

**Joint Managing Director**

**Address:** 8-2-417/301, Mount Kailash,  
Road No. 4, Banjara Hills, Hyderabad-500034

**Date:** November 7, 2022

**Place:** Hyderabad

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### NOTES TO AGENDA

**NOTES TO AGENDA FOR THE 236<sup>TH</sup> MEETING OF THE BOARD OF DIRECTORS ('THE BOARD') OF GUJARAT PETROSYNTHESE LIMITED ('THE COMPANY') TO BE HELD THROUGH VIDEO CONFERENCING ON MONDAY, NOVEMBER 14, 2022, AT 11:00 AM (IST) AT ECSTASY, 718, 7<sup>TH</sup> FLOOR, CITY OF JOY J.S.D ROAD, MULUND (W) MUMBAI- 400080.**

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**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 sign the minutes of the previous Board Meeting which was held on August 12, 2022:**

The Minutes of the 235<sup>th</sup> Meeting of the Board of Directors, which was held on August 12, 2022, are enclosed herewith for the perusal of the Board. The Board is requested to confirm on the same and thereafter, the minutes shall be signed by the Chairman of the Meeting.



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**Item No. 03: To take a note of the minutes of the Audit Committee Meeting which was held on August 12, 2022:**

The Minutes of the 83<sup>rd</sup> Meeting of the Audit Committee, which was held on August 12, 2022, 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 August 12, 2022:**

The Minutes of the 27<sup>th</sup> Meeting of the Nomination and Remuneration Committee which was held on August 12, 2022, 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 a note of the minutes of the Stakeholders Relationship Committee Meeting held on August 12, 2022:**

The Minutes of the 66<sup>th</sup> Meeting of the Stakeholders Relationship Committee, which was held on August 12, 2022, 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. 06: To take note of the minutes of the meeting of Board of Directors of Gujarat Polybutenes Private Limited held on August 12, 2022:**

Members of the Board are hereby informed that as per Regulation 24 (3) of SEBI (Listing obligations and disclosure requirements) regulation, 2015 the Board of Directors of listed Company shall take note of minutes of the unlisted subsidiary company.

In Compliance of above, the Minutes of the Meeting of the Board of Directors of Gujarat Polybutenes Private Limited (Wholly owned subsidiary of the Company) held as on August 12, 2022, are enclosed herewith for the perusal of the Board.

The Board is requested to confirm on the same and thereafter, the minutes shall be signed by the Chairman of the Meeting.



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**Item No. 07: 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 on September 30, 2022.

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



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**Item No. 08: To consider and take on record the Compliance Certificate from the Joint Managing Director for the quarter and half year ended on September 30, 2022.**

The members of the Board are hereby informed that the Company has complied with the statutory requirements for the quarter and half year ended on September 30, 2022 under the various legislations as are applicable to the Company.

A certificate received from 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. 09: 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 on September 30, 2022.**

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 on September 30, 2022 do not contain any false or misleading statements 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. 10: To consider recommendation of the Audit Committee and approve unaudited Financial Results along with Limited Review Report for the quarter and half year ended on September 30, 2022.**

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 Un-audited Financial Results for the quarter and half year ended on September 30, 2022.

A draft of Unaudited Financial Results for the quarter and half year ended on September 30, 2022 along with the Limited Review Report as furnished by the Statutory Auditors of the Company and 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 Standalone and Consolidated Financial Results for the quarter and half year ended on September 30, 2022 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 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. 11: To take note of resignation of Mr. Divyaraj Chandwaskar as the Company Secretary and Compliance Officer of the Company.**

The members of the Board are hereby informed that Mr. Divyaraj Chandwaskar was appointed as the Company Secretary and Compliance Officer of the Company w.e.f. August 12, 2022. However, he has tendered his resignation from the post of Company Secretary and Compliance Officer of the Company on November 7, 2022, with immediate effect, owing to personal reasons. The resignation letter will be placed before the members for their perusal.

The members are requested to take note of the same by passing the following resolution with or without modification(s):

**“RESOLVED THAT** the consent of the Board be and is hereby accorded to accept the resignation of Mr. Divyaraj Chandwaskar (Membership No. - A68445) from the post of Company Secretary and Compliance Officer of the Company dated November 7, 2022, with immediate effect.

**RESOLVED FURTHER THAT** the Board places on record its appreciation for the assistance and guidance provided by Mr. Divyaraj Chandwaskar during his tenure as the Company Secretary and Compliance Officer of the Company.

**RESOLVED FURTHER THAT** Ms. Urmi Prasad and Ms. Charita Thakkar, Joint Managing Directors of the Company be and are hereby jointly/severally authorized to sign and submit necessary form(s) with Registrar of Companies intimating about this cessation, to intimate the same to any other appropriate authority/regulatory body as required and to do all such acts and deeds as may be necessary in this regard.”



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### **Item No. 12: To appoint Mr. Sagar Pahariya (Membership Num.- A69859) as the Company Secretary and Compliance Officer of the Company.**

The Board members are hereby informed that the Company is required to appoint a Company Secretary and Compliance Officer who shall possess the requisite qualification as prescribed under the Companies (Appointment and Qualifications of Secretary) Rules, 1988.

The members of the Board are hereby further informed that pursuant to regulation 6(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, A Listed Entity shall appoint a Company Secretary as a Compliance Officer of the Company.

Accordingly, it is proposed to appoint Mr. Sagar Pahariya as a Company Secretary and Compliance Officer of the Company who fulfills the prescribed qualification, and his brief profile will be tabled before the Board.

The Nomination and Remuneration Committee and Audit Committee considered and approved this matter at its meeting held on an even date.

Based on the recommendation of Nomination and Remuneration Committee and Audit Committee, the members of the Board are requested to consider the same and pass the following resolution with or without modification(s):

**“RESOLVED THAT** pursuant to the provisions of Section 2(24), Section 177, Section 188 and Section 203 read with Rule 8 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions (including any statutory modification or re-enactment thereof for the time being in force), if any, of the Companies Act, 2013, and as recommended by Nomination and Remuneration Committee and Audit Committee, the consent of the Board be and is hereby accorded to appoint Mr. Sagar Pahariya (Membership Num.-A69859), an Associate Member of Institute of Company Secretaries of India holding the prescribed qualification under Rule 2(1) (Appointment and Qualification of Secretary) Rules, 1988, as Whole time Company Secretary of the Company with effect from November 14, 2022 on such terms and conditions including remuneration as placed before the Board to perform the duties which may be performed by a Secretary under the Companies Act, 2013 and any other duties assigned to him by the Board from time to time.

**RESOLVED FURTHER THAT** Mr. Sagar Pahariya be and is hereby also designated as the Compliance Officer of the Company as per Regulation 6(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**RESOLVED FURTHER THAT** any of the Directors of the Company be and are hereby authorized to digitally sign and submit all necessary e-Forms with the Registrar of Companies (RoC), Bengaluru and to do all such acts, deeds and things as may be necessary to give effect to the above resolution.”





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**Item No. 13: To take note of the Related Party Transactions during the quarter and half year ended on September 30, 2022 and sign the Register of Contracts and Arrangements under section 189 of the Companies Act, 2013.**

The members of the Board are hereby informed that the list of Related Party Transactions for the quarter and half year ended on September 30, 2022 with 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. 14: 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 on September 30, 2022.**

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 on September 30, 2022.

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 and half year ended September 30, 2022. <table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 60%;">No. of Complaints pending at the beginning of the quarter:</td> <td style="text-align: center;">Nil</td> </tr> <tr> <td>No. of complaints received during the quarter:</td> <td style="text-align: center;">02</td> </tr> <tr> <td>No. of complaints Solved during the quarter:</td> <td style="text-align: center;">02</td> </tr> <tr> <td>No. of complaints pending at the end of the quarter:</td> <td style="text-align: center;">Nil</td> </tr> </table>	No. of Complaints pending at the beginning of the quarter:	Nil	No. of complaints received during the quarter:	02	No. of complaints Solved during the quarter:	02	No. of complaints pending at the end of the quarter:	Nil	21-10-2022	18-10-2022
No. of Complaints pending at the beginning of the quarter:	Nil										
No. of complaints received during the quarter:	02										
No. of complaints Solved during the quarter:	02										
No. of complaints pending at the end of the quarter:	Nil										
2	Certificate of Corporate Governance under Regulation 27 (2) for the quarter and half year ended September 30, 2022.	21-10-2022	19-10-2022								
3	Shareholding pattern under Regulation 31 of SEBI (LODR) Regulations, 2015 for the quarter and half year ended September 30, 2022.	21-10-2022	21-10-2022								
4	Certificate under Regulation 74 (5) of the SEBI [Depositories and Participants] Regulations, 2018 for the quarter and half year ended September 30, 2022.	15-10-2022	13-10-2022								
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, 2022.	30-10-2022	18-10-2022								

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The necessary reports and acknowledgements will be placed before the Board.

The members of the Board are requested to take note on the above compliances.



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### **Item No. 15: To take Note of the information to be placed before the Board as per SEBI (Listing obligations and disclosure requirements) Regulations, 2015.**

The Board Members are informed that pursuant to the Regulation 17(7) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), certain minimum information is to be placed before the Board as mentioned in Schedule II to the Listing Regulations.

The same for the quarter ended September 30, 2022 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.



## GUJARAT PETROSYNTHESE LIMITED

Reg. Off: No.24, II Main, Phase I, Doddanekkundi Industrial  
Area, Mahadevapura Post, Bengaluru-560 048.  
Ph: 91 – 80 – 28524133, 91-80-40943197  
E-mail: [info@gpl.in](mailto:info@gpl.in), Website: [www.gpl.in](http://www.gpl.in)  
CIN No. L23209KA1977PLC043357



### **Item No. 16: Noting of order of NCLT on approval of scheme of Merger by Absorption.**

The Board members are hereby informed that the National Company Law Tribunal, Bengaluru Bench vide its order delivered dated 29<sup>th</sup> day of September, 2022, has sanctioned the Scheme of Merger by Absorption of Gujarat Polybutenes Private Limited (“**Transferor Company**”) with Gujarat Petrosynthese Limited (“**Transferee Company**”) and their respective Shareholders. The merger sanctioned is of Wholly-owned subsidiary into its parent Company i.e., Transferee Company, the certified copy of the order was received by the Transferee Company on 21<sup>st</sup> October, 2022.

The said order is also updated by the Transferee Company with the Stock Exchange i.e., BSE Limited on October 26, 2022. The Transferee Company has also filed the relevant forms with the Authority

The Board is requested to take note of the same.



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### **Item No. 17: Any other matter with the permission of the Chair.**

Any other matter shall be taken in the meeting with the permission of the Chairman 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 Chairman and with the consent of majority of Directors present at the meeting.

**For Gujarat Petrosynthese Limited**

Sd/-

**Urmi N. Prasad**

**Joint Managing Director**

**Address:** 8-2-417/301, Mount Kailash,  
Road No. 4, Banjara Hills, Hyderabad-500034

**Date:** November 7, 2022

**Place:** Hyderabad

**Head Office:** Ecstasy, 718, 7th Floor, City of Joy J.S.D Road, Mulund (West) Mumbai– 400080.

**Phone:** 022- 25600181 **Email:** - [secretarial@gujaratpetrosynthese.com](mailto:secretarial@gujaratpetrosynthese.com)