



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, Website: www.gpl.in
CIN No. L23209KA1977PLC043357



Date: February 01, 2023

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 237th meeting of the Board of Directors ('Board') of Gujarat Petrosynthese Limited ('**The Company**') is scheduled to be held on Friday, February 10, 2023, at 11:00 A.M. (IST) at Mirage Hotel, Next to the Leela Hotel, Andheri East, Mumbai 400059 to discuss the business as per agenda enclosed herewith.

In case any member of the Board wishes to attend the meeting through videoconferencing facility, then such member is hereby requested to intimate the Company Secretary of the Company at secretarial@gujaratpetrosynthese.com atleast three days before the date of the meeting in order to enable the company to make requisite arrangements.

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: February 01, 2023

Place: Mumbai

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



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AGENDA

AGENDA FOR THE 237TH MEETING OF THE BOARD OF DIRECTORS ('THE BOARD') OF GUJARAT PETROSYNTHESIS LIMITED ('THE COMPANY') TO BE HELD ON FRIDAY, FEBRUARY 10, 2023 AT 11:00 A.M. (IST) AT MIRAGE HOTEL, NEXT TO THE LEELA HOTEL, ANDHERI EAST, MUMBAI 400059.

- 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 November 14, 2022.
- 3) To take a note of the minutes of the previous Audit Committee Meeting held on November 14, 2022.
- 4) To take a note of the minutes of the previous Stakeholders Relationship Committee Meeting held on November 14, 2022.
- 5) To take note of the minutes of the previous Nomination and Remuneration Committee Meeting held on November 14, 2022.
- 6) To take note of Share Transfer, Share Transmission, Inter Se Transfer, Name Deletions, Consolidation, and Duplicate shares proceedings as reviewed by Stakeholders Relationship Committee.
- 7) To take note of compliance certificate issued by Joint Managing Director of the Company.
- 8) 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 nine months ended December 31, 2022.
- 9) To consider recommendation of the Audit Committee and approve Unaudited Financial Results along with Limited Review Report for the quarter and nine months ended December 31, 2022.
- 10) To take note of Related Party Transactions during the quarter ended December 31, 2022 and authenticate Register of Contracts under Section 189 of the Companies Act, 2013.
- 11) To note the omnibus approval provided by the Audit Committee for the prospective related party transactions of the Company for the Financial Year 2023-2024.
- 12) To take note of quarterly Compliances under SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 for the quarter ended December 31, 2022.
- 13) To take note of Corporate Governance Report for the quarter ended December 31, 2022.
- 14) To consider, review and evaluate the Performance of the following:

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- a. The Board as a whole
- b. The Independent Directors of the Board
- c. Chairperson
- d. Committees of the Board
- e. Individual Director on the Board of the Company

15) To review the compliance with the provisions of SEBI (Prohibition of Insider Trading), Regulations and verify internal control systems of the Company.

16) To discuss any other business 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: February 01, 2023

Place: Mumbai



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NOTES TO AGENDA

NOTES TO AGENDA FOR THE 237TH MEETING OF THE BOARD OF DIRECTORS ('BOARD') OF GUJARAT PETROSYNTHESE LIMITED ('THE COMPANY') TO BE HELD ON FRIDAY, FEBRUARY 10, 2023 AT 11:00 A.M. (IST) AT MIRAGE HOTEL, NEXT TO THE LEELA HOTEL, ANDHERI EAST, MUMBAI 400059.

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 held on November 14, 2022:

The Minutes of the 236th Meeting of the Board of Directors which was held as on November 14, 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 Chairperson of the Meeting.



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Item No. 03: To take a note of the minutes of the previous Audit Committee Meeting held on November 14, 2022:

The Minutes of the 84th Meeting of the Audit Committee which was held on November 14, 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 previous Stakeholders Relationship Committee Meeting held on November 14, 2022:

The Minutes of the 67th Meeting of the Stakeholders Relationship Committee which was held on November 14, 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 previous Nomination and Remuneration Committee Meeting held on November 14, 2022:

The Minutes of the 28th Meeting of the Nomination and Remuneration Committee which was held on November 14, 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 Share Transfer, Share Transmission, Inter Se 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 Se Transfers, Name Deletions, Consolidation, and Duplicate shares proceedings for the quarter ended December 31, 2022.

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



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Item No. 07: To take note of Compliance certificate issued by Joint Managing Director of the Company:

The members of the Board are hereby informed that the Company has complied with the statutory requirements for the quarter ended December 31, 2022, 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. 08: 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 nine months ended December 31, 2022:

The members of the Board are hereby informed that pursuant to Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter to referred as "SEBI (LODR), 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 nine months ended December 31, 2022 do 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.09: To consider recommendation of the Audit Committee and approve Unaudited Financial Results along with Limited Review Report for the quarter and nine months ended December 31, 2022:

The members of the Board are hereby informed that pursuant to Regulation 33 of SEBI (LODR), Regulations, 2015, the Board is required to consider and approve Un-audited Financial Results for the quarter and nine months ended December 31, 2022.

A draft of Unaudited Financial Results for the quarter and nine months ended December 31, 2022, 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 nine months ended December 31, 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.10: To take note of Related Party Transactions during the quarter ended December 31, 2022 and authenticate Register of Contracts 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 ended December 31, 2022, shall be tabled at the meeting for its consideration and approval.

Further, the Register of Contracts maintained under Section 189 of the Companies Act, 2013 for all the related party transactions in the said quarter shall be placed before the Board for their perusal in the next meeting.

In this regard, the members of the Board are requested to take note of all the Related Party Transactions entered into by the Company for the quarter ended December 31, 2022 and authenticate the Register of Contracts.



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Item No. 11: To note the omnibus approval provided by the Audit Committee for the prospective related party transactions of the Company for the Financial Year 2023-2024:

The Chairperson informed the members of the Board that as per Section 177 of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014 and SEBI (LODR) Regulations, 2015, all related party transactions shall be approved by the Audit Committee.

The Audit Committee in its meeting held on even date has granted the omnibus approval to the related party transactions which are proposed to be entered in the Financial Year 2023-2024.

The Board of Directors is requested to take note of the same.



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Item No. 12: To take note of quarterly compliances under SEBI (LO DR). Regulations 2015 for the quarter ended December 31, 2022:

The Board of Directors are hereby 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 ended December 31, 2022, is as under:

Sr. No.	Particulars	Due Date	Actual Compliance date								
1	<p>To take on record Investor Grievance Report under Regulation 13(3) of SEBI (LODR) Regulations, 2015 for the quarter ended December 31, 2022:</p> <table border="1"><tr><td>No. of Complaints pending at the beginning of the quarter</td><td>0</td></tr><tr><td>No. of Complaints Received during the quarter</td><td>4</td></tr><tr><td>No. of Complaints Solved during the quarter</td><td>4</td></tr><tr><td>No. of Complaints Pending at the end of the quarter</td><td>0</td></tr></table>	No. of Complaints pending at the beginning of the quarter	0	No. of Complaints Received during the quarter	4	No. of Complaints Solved during the quarter	4	No. of Complaints Pending at the end of the quarter	0	21.01.2023	21.01.2023
No. of Complaints pending at the beginning of the quarter	0										
No. of Complaints Received during the quarter	4										
No. of Complaints Solved during the quarter	4										
No. of Complaints Pending at the end of the quarter	0										
2	Corporate Governance Report under Regulation 27 (2) for the quarter ended December 31, 2022.	21.01.2023	18.01.2023								
3	Shareholding pattern under Regulation 31 of SEBI (LODR) Regulations, 2015 for the quarter ended December 31, 2022.	21.01.2023	19.01.2023								



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4	Certificate under Regulation 74 (5) of the SEBI [Depositories and Participants] Regulations, 2018 for the Quarter ended December 31, 2022.	15.01.2023	10.01.2023
5	Reconciliation of Share Capital Audit Report under Regulation 76 of SEBI (Depository & Participant) Regulations, 2018 for the quarter ended December 31, 2022.	30.01.2023	18.01.2023
6	Trading Window Closure under SEBI (Prohibition of Insider Trading) Regulations, 2015.	31.12.2022	31.12.2022

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. 13: To take note of Corporate Governance Report for the quarter ended December 31, 2022:

The Board members are hereby informed that the Company has submitted Corporate Governance report for the quarter ended December 31, 2022 as on January 18, 2023. The said report shall be circulated to all the directors for their noting.

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



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Item No. 14: To consider, review and evaluate the Performance of the Board, Independent Directors, Chairperson, Committees and individual directors:

The Board of Director is hereby informed that pursuant to the Section 134 of the Companies Act, 2013 and relevant provisions of SEBI (LODR) Regulations, 2015, the Board is required to lay down the statement indicating the manner in which formal evaluation of the Board's Performance:

- a. The Board as a whole
- b. The Independent Directors of the Board
- c. Chairperson
- d. Committees of the Board
- e. Individual Director on the Board of the Company

SEBI has, vide its Circular (Ref No. SEBI/ HO/ CFD/ CMD/ CIR/ P/ 2017/004 dated 5th January 2017) issued a Guidance Note to the listed entities which covers major aspects on the Board Evaluation.

The Company had shared a questionnaire with the directors to evaluate the performance as mentioned above and the decision was informed by the Chairperson of the Company in the meeting.

The Board is requested to evaluate the performance of the same and take it on record.



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Item No. 15: To review the compliance with the provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015 and verify internal control systems of the Company:

The Board members are hereby informed that pursuant to Regulation 9A(4) of SEBI (Prohibition of Insider Trading) Regulations, 2015 and the amendments made thereto, the Audit Committee of a listed company is required to review compliance with the provisions of these regulations at least once in a financial year and shall verify that the systems for internal control are adequate and are operating effectively.

The Board members are further informed that the Company:

- has been regularly reporting to the Committee, transactions if any undertaken by the Promoters / KMPs / Designated Persons in the shares of the Company.
- Reports the transactions in the Company's shares to the Stock Exchanges within the prescribed time limit.
- keeps the trading window closed for the period mandated by the Regulations for consideration of Unpublished Price Sensitive Information and informs the concerned about the trading window closure.
- has in place the Policies and Codes mandated under the Regulations.

The detailed compliance report signed by the Chairperson of Audit Committee and Managing Director of the Company will be tabled before the Committee.

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



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Item No. 16: Any other matter with the permission of the Chair:

Any other matter 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: February 01, 2023

Place: Mumbai