

## NOTICE

**NOTICE** is hereby given that the **Forty Fifth (45<sup>th</sup>)** Annual General Meeting ("**AGM**") of the Members of Gujarat Petrosynthese Limited ("**the Company**") will be held on Thursday, September 29, 2022 at 11.00 am through Video Conferencing ("**VC**")/ Other Audio-Visual Means ("**OAVM**") to transact the following business. The venue of the AGM shall be deemed to be the Registered Office of the Company at No. 24, II Main, Phase I, Doddanekkundi Industrial Area, Mahadevapura Post, Bengaluru-560048:

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2022, along with the Report of the Board of Directors and Auditors thereon.
2. To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2022 along with the Report of the Auditors thereon.
3. To appoint a Director in place of Ms. Urmi N. Prasad (DIN: 00319482), who retires by rotation and being eligible, offers herself for re-appointment.
4. To consider and re-appoint the current auditors, M/s Dayal & Lohia, Chartered Accountants (Firm Registration Number: 102200W) as the statutory auditors of the Company, for a term of five (5) consecutive years with effect from the conclusion of this 45<sup>th</sup> AGM till the conclusion of 50<sup>th</sup> AGM to be held in the financial year 2027-28 and to authorize the Board of Directors to fix their remuneration:

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of section 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the "**Act**") read with the Rule 3(7) of the Companies (Audit and Auditors) Rules, 2014 (the "**Rules**"), including any amendments, statutory modification(s) and/or re-enactment thereof, for the time being in force and based on the recommendations of the Audit Committee and approval of the Board of Directors (the "**Board**") of the Company and subject to necessary approval(s), if any, consent of the Members of the Company be and is hereby accorded to re-appoint M/s. Dayal and Lohia, Chartered Accountants (FRN.: 102200W), as Statutory Auditors of the Company for the second term of 5 (five) years to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the 50<sup>th</sup> Annual General Meeting (AGM) of the Company at such remuneration plus out-of-pocket, etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors.

**RESOLVED FURTHER THAT** the Board of Directors, be and are, hereby authorised to take such steps, in relation to the above and to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution, including seeking all necessary approvals to give effect to this resolution and to settle any questions, difficulties or doubts that may arise in this regard and to file necessary E-Forms with Registrar of Companies."

### **Regd. Office:**

24, II main, Phase I,  
Doddanekkundi Industrial Area,  
Mahadevapura Post,  
Bengaluru- 560 048  
CIN: L23209KA1977PLC043357  
Website: [www.gpl.in](http://www.gpl.in); Email: [info@gpl.in](mailto:info@gpl.in)  
Tel: 080-28524133 / 40943197

Date : 12<sup>th</sup> August, 2022

By Order of the Board of Directors  
**For Gujarat Petrosynthese Limited.**

(Ms. Urmi N. Prasad)  
**Joint Managing Director**  
DIN: 00319482

**NOTES:**

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020 and Circular SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 issued by SEBI (hereinafter collectively referred to as “the Circulars”). Accordingly, the 45<sup>th</sup> AGM of the Company will be held through VC / OAVM in compliance with the provisions of the Act and the Listing Regulations. Hence, Members can attend and participate in the ensuing AGM through VC/OAVM. Further, in accordance with SS-2 issued by ICSI read with Clarification / Guidance on applicability of Secretarial Standards on Meetings of the Board of Directors (SS-1) and General Meetings (SS-2) dated April 15, 2020, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM.
2. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 (‘the Act’) relating to the Ordinary Business under Item No. 4, to be transacted at the Annual General Meeting (‘AGM’ / ‘Meeting’) is annexed hereto.
3. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
4. Institutional investors, who are members of the Company, are encouraged to attend the 45<sup>th</sup> AGM of the Company through VC/ OAVM mode and vote electronically. Corporate members are required to send a scanned copy (PDF/JPG Format) of the Board Resolution/ Power of Attorney authorizing its representatives to attend and vote at the AGM through VC / OAVM on its behalf pursuant to Section 113 of the Act. The said Resolution/ Authorization shall be sent to the Scrutinizer by email through its registered email address to [scrutinisers@mmjc.in](mailto:scrutinisers@mmjc.in) with a copy marked to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
5. All the documents referred to in the accompanying notice and Explanatory Statement, shall be made available for inspection through electronic mode, basis the request being sent on [secretarial@gujaratpetrosynthese.com](mailto:secretarial@gujaratpetrosynthese.com)
6. In case of joint holders, only such joint holder who is higher in the order of names will be entitled to vote at the AGM.
7. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members are, therefore, requested to submit their PAN to their Depository Participant(s) with whom they are maintaining their Demat Accounts.
8. During the AGM, the Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Act, the Register of Contracts or arrangements in which Directors are interested under Section 189 of the Act, shall be available for inspection upon login at CDSL e-voting system at [www.evotingindia.com](http://www.evotingindia.com)
9. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc. who are allowed to attend the AGM without restriction on account of first come first served basis. The detailed instructions for joining the Meeting through VC/OAVM form part of the Notes to this Notice.
10. As per Regulation 40 of the Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from 1st April, 2019. Further, the transmission and transposition of securities shall also be affected in dematerialised form only as per the SEBI Circular dated 24th January, 2022. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holdings into dematerialized form. Members can contact the Company or Company’s Registrar and Transfer Agent – Bigshare Services Private Limited for assistance in this regard.

## Gujarat Petrosynthese Limited

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11. To support the “Green Initiative”, Members who have not registered their email addresses are requested to register the same with the Company’s Registrar and Share Transfer Agent/their Depository Participants, in respect of shares held in physical/ electronic mode, respectively.
12. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
13. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated 8th April, 2020 and MCA Circular No. 17/2020 dated 13th April, 2020, MCA Circular No. 20/2020 dated 5th May, 2020, MCA Circular No. 2/2021 dated 13th January, 2021 and MCA Circular No. 2/2022 dated 5th May, 2022 and Circular SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 issued by SEBI (hereinafter collectively referred to as “the Circulars”).
14. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services India Limited (CDSL) for facilitating voting through electronic means, as the authorized e-voting’s agency. The facility of casting votes by a member using remote e-voting system as well as the e-voting system on the date of the AGM will be provided by CDSL.
15. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated 13 April, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.gpl.in](http://www.gpl.in). The Notice can also be accessed from the websites of the Stock Exchange i.e., BSE Limited at [www.bseindia](http://www.bseindia) and the AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).
16. As the AGM is being conducted through VC / OAVM, for the smooth conduct of proceedings of the AGM, Members who would like to express their views during the AGM may send their questions and pre-register themselves as a speaker by sending their request from their registered e-mail address and send their queries in advance, mentioning their name, demat account number/folio number, e-mail ID, mobile number at [secretarial@gujaratpetrosynthese.com](mailto:secretarial@gujaratpetrosynthese.com). Questions/ queries and registration requests received from such members by the Company from September 22, 2022 (9:00 a.m. IST) to September 26, 2022 (5:00 p.m. IST), shall only be considered and responded during the AGM and those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
17. I. The Company has appointed Mr. Makarand Joshi failing him Ms. Kumudini Bhalerao, Partner at Makarand M. Joshi & Co., Practicing Company Secretaries, to act as the Scrutiniser to scrutinise the remote e-voting process in a fair and transparent manner and Mr. Makarand Joshi has communicated his willingness to be appointed and be available for the purpose.  
 II. The Scrutiniser shall, immediately after the conclusion of the remote e-voting at the AGM, first count the votes cast through remote e-voting during the Meeting and thereafter unblock the votes cast through remote e-voting before the AGM in presence of at least two witnesses not in the employment of the Company, and make a consolidated Scrutiniser’s Report of the total votes cast in favour or against, if any, and submit the same to the Chairperson or a person authorised by him in writing who shall countersign the same.  
 III. The results on resolutions shall be declared within two working days of the conclusion of the Meeting of the Company and the resolutions will be deemed to be passed on the date of the Meeting, subject to receipt of the requisite number of votes in favour of the resolutions.  
 IV. The results declared along with the Scrutiniser’s Report will be made available on the website of the Company ([www.gpl.in](http://www.gpl.in)) and on Service Provider’s website ([www.evotingindia.com](http://www.evotingindia.com)) and the same shall be communicated to BSE Limited within two working days of the conclusion of the Meeting.

**INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING: -**

**Step 1:** Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

**Step 2:** Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- i. The voting period begins on September 26, 2022 (09.00 a.m. IST) and ends on September 28, 2022 (05.00 p.m. IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of September 22, 2022 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

**Step 1:** Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

iv. In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/ LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</li> </ol>

Type of shareholders	Login Method
	<p>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a>. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders holding securities in demat mode with NSDL Depository	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e., your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e., CDSL and NSDL**

<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

**Step 2 :** Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- v. Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.
  - 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  - 2) Click on “Shareholders” module.
  - 3) Now enter your user ID
    - a. For CDSL: 16 digits beneficiary ID,
    - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
    - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
  - 4) Next enter the Image Verification as displayed and Click on Login.
  - 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
  - 6) If you are a first-time user follow the steps given below:

	<b>For Shareholders holding shares in Demat Form other than individual and Physical Form</b>
PAN	Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction(v)</li> </ul>

- vi. After entering these details appropriately, click on “**SUBMIT**” tab.
- vii. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach “**Password Creation**” menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- viii. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- ix. Click on the EVSN for the relevant “Gujarat Petrosynthese Limited” on which you choose to vote.
- x. On the voting page, you will see “**RESOLUTION DESCRIPTION**” and against the same the option “**YES/NO**” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xi. Click on the “**RESOLUTIONS FILE LINK**” if you wish to view the entire Resolution details.
- xii. After selecting the resolution, you have decided to vote on, click on “**SUBMIT**”. A confirmation box will be displayed. If you wish to confirm your vote, click on “**OK**”, else to change your vote, click on “**CANCEL**” and accordingly modify your vote.
- xiii. Once you “**CONFIRM**” your vote on the resolution, you will not be allowed to modify your vote.
- xiv. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- xv. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xvi. There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

**xvii. Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

- Non-Individual shareholders (i.e., other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is mandatory that a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively, Non-Individual shareholders are mandatorily required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [secretarial@gujaratpetrosynthese.com](mailto:secretarial@gujaratpetrosynthese.com) (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.



4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance till September 26, 2022 to the Company mentioning their name, demat account number/folio number, email id, mobile number at [secretarial@gujaratpetrosynthese.com](mailto:secretarial@gujaratpetrosynthese.com). These queries will be acknowledged by the company suitably by email and will be addressed in the AGM.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES/MOBILE NO. ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective **Depository Participant (DP)**
3. **For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.**

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call toll free no. 1800 22 55 33.



**EXPLANATORY STATEMENT  
PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**

**ITEM NO. 4:**

M/s. Dayal and Lohia, Chartered Accountants (Firm Registration Number -102200W) were appointed as Statutory Auditors of the Company at the 40<sup>th</sup> Annual General Meeting ('AGM') for a period of five (5) consecutive years, up to the conclusion of 45<sup>th</sup> AGM. M/s. Dayal and Lohia are eligible for re-appointment for a further period of 5 years. M/s. Dayal and Lohia have given their consent for their re-appointment as Statutory Auditors of the Company and has issued certificate confirming that their re-appointment, if made, will be within the limits prescribed under the provisions of Section 139 of the Companies Act, 2013 ('the Act') and the rules made thereunder. Based on the recommendations of the Audit Committee and the Board of Directors at their meeting held on August 12, 2022, it is hereby proposed to re-appoint M/s. Dayal and Lohia, Chartered Accountants, having (Firm Registration Number - 102200W), as the Statutory Auditors of the Company for the second and final term of 5 (five) consecutive years, who shall hold office from the conclusion of this 45<sup>th</sup> AGM till the conclusion of the 50<sup>th</sup> AGM of the Company.

M/s. Dayal and Lohia has provided their consent for the re-appointment as the statutory auditors of the Company along with a confirmation that their appointment, if made, would be within the limits prescribed under the Act. They have also confirmed that they do not have any financial interest in or association with the Company which may lead to conflict of interest situations.

The remuneration proposed to be paid to the Statutory Auditors during their second and final term would be in line with the existing remuneration and shall be commensurate with the services to be rendered by them during the said tenure. The Board of Directors in consultation with the Audit Committee may alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the Statutory Auditors.

The total audit fees including the limited review fees (plus out of pocket expenses and taxes) paid by the Company and its subsidiaries, on a consolidated basis to M/s. Dayal and Lohia for the financial year ended March 31, 2022 was Rs. 3,97,500/- and on standalone basis was Rs. 3,37,500/-

Disclosures as required under Regulation 36(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulation"), are given hereunder for information of the members.

<b>Proposed fees payable to the Statutory Auditors</b>	The proposed remuneration to be paid to M/s. Dayal and Lohia for audit services for the financial year ending March 31, 2023, is Rs. 3,97,500/- plus applicable taxes and out-of-pocket expenses.  Further, the fees for the pending tenure of the statutory auditor may be mutually decided between the Board of Directors and the auditor.
<b>Terms of appointment of the Statutory Auditors.</b>	Pursuant to Section 139(8)(i) of the Act, M/s. Dayal and Lohia shall hold office for a period of five (5) consecutive years with effect from the conclusion of the ensuing AGM until the conclusion of the fiftieth AGM of the Company to be held in the financial year 2027-28.
<b>Material change in the fee payable to such auditor from that paid to the outgoing auditor along with the rationale for such change.</b>	Not applicable as there is no revision in the fees to be paid to the statutory auditors for FY 2022-23.
<b>Basis of recommendation for appointment including the details in relation to and credentials of the statutory auditors proposed to be appointed.</b>	The Board and the Audit Committee considered various parameters while recommending the re-appointment of M/s. Dayal and Lohia as the Statutory Auditors of the Company including but not limited to their capability to serve the Company, existing experience in the Company's business verticals and segments, market standing of the firm, clientele, technical knowledge, and found M/s. Dayal and Lohia suited to continue to provide audit services to the Company.

	<p><b>Brief profile of M/s. Dayal and Lohia.</b></p> <p>M/s. Dayal and Lohia, Chartered Accountants, is a Chartered Accountants firm established in the year 1983 having Mr. Chandrahas Dayal, Mr. Anil Lohia and Mr. Khushit Jain as partners and have an experience and expertise in the following areas of professional work:</p> <ul style="list-style-type: none"> <li>• Statutory Audits of Corporates of diverse size and in different manufacturing and service areas including branch audits of nationalized banks, Insurance Companies, trusts, schools and clubs.</li> <li>• Internal Audits of manufacturing companies, service companies, clubs, schools and institutions.</li> <li>• Tax Audits and Tax advisory; preparation, submission, certification and representation in taxation matters including appellate work and tax planning.</li> <li>• Audit and certification of Securities Transactions of large Corporates (At Hyderabad) for corporate governance assurance, overview of ERP systems.</li> <li>• Investigations, Inspection and Due Diligence for mergers and acquisitions.</li> <li>• Management consultancy, share valuation, joint ventures, Company formation, MIS, Business advisory and certification work.</li> <li>• Studying existing process, setting up internal required controls and preparing Internal Control Manuals.</li> <li>• Studying business transactions and process and based thereon preparing Impact Analysis of GST. Performing periodical compliances of Goods and Service Tax.</li> <li>• Audit review required under GST.</li> </ul>
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None of the Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the Ordinary Resolution set out at Item No. 4 of the Notice.

The Board recommends Ordinary Resolution at Item No. 4 of the accompanying Notice for approval of the Members.

**Regd. Office:**

24, II main, Phase I,  
Doddanekkundi Industrial Area,  
Mahadevapura Post,  
Bengaluru- 560 048  
CIN: L23209KA1977PLC043357  
Website: [www.gpl.in](http://www.gpl.in); Email: [info@gpl.in](mailto:info@gpl.in)  
Tel: 080-28524133 / 40943197

Date : 12<sup>th</sup> August, 2022

By Order of the Board of Directors  
**For Gujarat Petrosynthese Limited.**

**(Ms. Urmi N. Prasad)**  
**Joint Managing Director**  
DIN: 00319482

## Gujarat Petrosynthese Limited

### Annexure A

Details of Director seeking re-appointment at the Annual General Meeting pursuant to the provisions of (i) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standard on General Meetings ('SS-2'), issued by The Institute of Company Secretaries of India and are provided herein below:

<b>Name of the Director</b>	Ms. Urmi N. Prasad
<b>Director Identification Number (DIN)</b>	00319482
<b>Category</b>	Executive Director (Joint Managing Director)
<b>Date of Birth</b>	September 26, 1964
<b>Age</b>	57 Years
<b>Nationality</b>	Indian
<b>Date of First Appointment on the Board</b>	April 01, 1993
<b>Relationship with Directors, Managers and KMPs</b>	Ms. Urmi N. Prasad is a sister of Ms. Charita Thakkar, Joint Managing Director of the Company. Apart from the above, Ms. Urmi is not connected with any of the directors of the Company.
<b>Qualification</b>	B. Com. ACA, MBA (INSEAD France)
<b>Expertise in specific functional area</b>	Accounts, Finance, Business Administration and Strategic Planning
<b>Details of Board Meetings attended by the Directors during the year</b>	4 (Four)
<b>Terms and Conditions of Appointment or re-appointment along with remuneration Remuneration last drawn</b>	As per the Resolution at Item No. 3
<b>Membership of Committees of Gujarat Petrosynthese Limited</b>	Gujarat Petrosynthese Limited Stakeholder Relationship Committee- Member
<b>List of Directorships held in other Companies (excluding foreign, private and Section 8 Companies)</b>	Gujarat Polybutenes Private Limited
<b>Membership/Chairmanship of Committees across other Public Companies</b>	-
<b>Number of shares held in the Company</b>	2,90,000 Equity Shares

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Tel: 080-28524133 / 40943197

By order of the Board of Directors  
For **Gujarat Petrosynthese Limited.**

**Ms. Urmi N. Prasad**  
Jt. Managing Director  
DIN : 00319482

Date : 12<sup>th</sup> August, 2022