



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: August 02, 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 240th meeting of the Board of Directors of Gujarat Petrosynthese Limited (**'the Company'**) is scheduled to be held through Video Conferencing on Wednesday, August 09, 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 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/-

Sagar Pahariya

Company Secretary & Compliance Officer

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

Date: August 02, 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 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 240th MEETING OF THE BOARD OF DIRECTORS OF GUJARAT PETROSYNTHESE LIMITED ("THE COMPANY") TO BE HELD THROUGH VIDEO CONFERENCING ON WEDNESDAY, AUGUST 09, 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 May 30, 2023.
3. To take a note of the minutes of the previous Audit Committee Meeting held on May 30, 2023.
4. To take a note of the minutes of the previous Stakeholders Relationship Committee Meeting held on May 30, 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 ended June 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 ended June 30, 2023.
8. To consider recommendation of the Audit Committee and approve unaudited Financial Results along with Limited Review Report for the quarter ended June 30, 2023.
9. To consider and approve the draft Directors Report along with relevant annexures of the Company for the Financial Year 2022-23.
10. To consider and review:
 - a) the draft Secretarial Auditor's Report,
 - b) the Director's Responsibility Statement,
 - c) the Secretarial Annual Compliance Report, and
 - d) the Certificate for non-disqualification of the Directors for the FY 2022-23.
11. To approve draft Management Discussion and Analysis Report of the Company for the FY 2022-23 as recommended by the Audit Committee.



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12. To consider and approve the re-appointment of Ms. Charita Thakkar, (DIN: 00321561), as Director of the Company who retires by rotation.
13. To consider the recommendation and appoint Mr. Phiroz Munshi (DIN: 10256513) as Additional Non-Executive Independent Director on the Board of Directors of Company.
14. To consider the recommendation and appoint Mr. Nuthakki Rajender Prasad (DIN: 00145659) as Additional Non-Executive Non-Independent Director on the Board of Directors of Company.
15. To consider the recommendation of Audit Committee and approval of the appointment of Secretarial Auditor of the Company for the Financial Year 2023-24.
16. To consider the recommendation of the Audit Committee and approval of the appointment of Internal Auditor of the Company for the Financial Year 2023-24.
17. To consider and approve the draft of the Notice convening the 46th Annual General Meeting of the Company.
18. To consider and approve the appointment of Scrutinizer for e-voting at Annual General Meeting.
19. To consider and approve the appointment of Central Depository Services (India) Limited ('CDSL') for providing e-voting and remote e-voting platform.
20. To consider and fix the cut-off date for the e-voting.
21. To authorize Ms. Charita Thakkar and Mr. Pradeep Kumar to sign the forms, applications & Certificates related to Provident Fund.
22. To consider and approve the amendments in the Policy for determining Materiality for disclosure of Events or Information as amended pursuant to SEBI Circular dated 14th June, 2023.
23. To take note of Related Party Transactions during the quarter ended June 30, 2023.
24. 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 ended June 30, 2023.
25. 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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26. To Take Note of Internal Audit Report along with Action Taken Report of RTA i.e.- Big Shares Services Private Limited.

27. 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: August 02, 2023

Place: Mumbai



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NOTES TO AGENDA

NOTES TO AGENDA FOR THE 240th MEETING OF THE BOARD OF DIRECTORS OF GUJARAT PETROSYNTHESIS LIMITED ("THE COMPANY") TO BE HELD THROUGH VIDEO CONFERENCING ON SATURDAY, AUGUST 09, 2023 AT 10:45 A.M (IST) AT ECSTASY, 718, 7TH FLOOR, CITY OF JOY J.S.D ROAD, MULUND (W) MUMBAI- 40080.

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 requests 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 May 30, 2023.

The Minutes of the 239th Meeting of the Board of Directors held as on May 30, 2023 are enclosed herewith for the perusal of the Board.

The Board is requested to confirm on the same.



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Item No. 03: To take a note of the minutes of the Audit Committee Meeting held on May 30, 2023.

The Minutes of the 86th Meeting of the Audit Committee held on May 30, 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 Stakeholders Relationship Committee Meeting held on May 30, 2023.

The Minutes of the 69th Meeting of the Stakeholders Relationship Committee held on May 30, 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 ended June 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 June 30, 2023.

The members of the Board are hereby informed that the Company has complied with the statutory requirements for the quarter ended June 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 ended June 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 ended June 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 ended June 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 ended June 30, 2023.

A draft of Unaudited Financial Results for the quarter ended June 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 ended June 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 consider and approve the draft Directors Report along with relevant annexures of the Company for the Financial Year 2022-23.

As per the provisions of Section 134 of the Companies Act, 2013 read with the rules made thereunder, the draft Board Report along with the relevant annexures for the financial year ended on March 31, 2023 shall be shared as a pre-read for the Meeting for the kind perusal of the Board.

The relevant annexures to the draft Board Report are as follows:

1. Management Discussion & Analysis (MDA Report);
2. Board Report;
3. Corporate Governance Report;
4. Secretarial Audit Report.

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

“RESOLVED THAT pursuant to Section 134 of the Companies Act, 2013 and rules made thereunder, the draft of the Directors’ Report along with the relevant annexures thereto, for the financial year ended March 31, 2023, duly initialed by the Chairperson of the meeting for the purpose of identification, be and is hereby considered and approved by the Board and that the same be signed by Ms. Urmi N. Prasad and Ms. Charita Thakkar, Joint Managing Directors on behalf of the Board of Directors of the Company.

RESOLVED FURTHER THAT any of the Director of the Company be and are hereby jointly and severally authorized on behalf of the Company to take such steps as may be necessary in relation to the above, on behalf of the Company and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.

RESOLVED FURTHER THAT any Director of the Company be and is hereby authorized to issue certified true copy of the resolution as may be required from time to time.”



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Item No. 10: To consider and approve

- a) the Secretarial Auditor's Report,**
- b) the Director's Responsibility Statement,**
- c) the Secretarial Annual Compliance Report, and**
- d) the Certificate for non-disqualification of the Directors for the FY 2022-23.**

Sr. No.	Particular	Explanation
a.	Secretarial Audit Report	<p>The members of the Board are hereby informed that the Secretarial Audit Report is required to be furnished every financial year by the Secretarial Auditors of the Company.</p> <p>Since, M/s. J. J. Gandhi & Co., Practicing Company Secretaries, Vadodara, Gujarat were the secretarial auditors of the Company for Financial Year 2022-23, the Secretarial Audit Report furnished by them in Form MR- 3 for FY 2022-23 as received by the Company shall be circulated to the Board separately.</p> <p>The Board is requested to take a note of the said Report which would form part of the Director 's Report.</p>
b.	Director's Responsibility Statement	<p>The members of the Board are hereby informed that pursuant to Section 134(3)(c) of the Companies Act, 2013, the Director's Responsibility Statement is required to be attached to the Board's report which shall be placed before the Annual General Meeting of the company.</p> <p>The members of the Board are requested to take a note of the statement which would form a part of the Director's Report.</p>
c.	Annual Secretarial Compliance Report	<p>The Members of the Board are hereby informed that as per the Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements), 2015, listed Company shall have to file Annual Secretarial Compliance report within 60 days from end of the each financial year with the stock exchange.</p> <p>Company has filed above disclosure with the BSE Limited on May 23, 2023.</p> <p>Secretarial Compliance Report Received from M/s J. J. Gandhi & Associates, Practicing Company</p>



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		Secretary shall be placed before the Board for their perusal.
d.	Certificate for non-disqualification of the directors for the FY 2022-23	<p>The Members of the Board are hereby informed that as per the Schedule V of SEBI (Listing Obligations and Disclosure Requirements), 2015, Listed Company shall take certificate from Company Secretary in Practice that, none of the Director on Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of Companies by the Board/Ministry of Corporate Affairs or any such statutory authority.</p> <p>In compliance of above, certificate of Non Disqualification of the Director issued by the M/s J. J. Gandhi & Associates, Practicing Company Secretary shall be placed before the Board for their perusal.</p> <p>The Board of Directors is requested to review and take note of the same.</p>



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Item No. 11: To approve draft Management Discussion and Analysis Report of the Company for the FY 2022-23 as recommended by the Audit Committee.

The members of the Board are hereby informed that the draft Management Discussion and Analysis Report, of the Company for the financial year 2022-23 will be placed before the Board.

The Board Members are hereby requested to discuss, review and approve the Management Discussion and Analysis Report by passing the following resolution with or without modification(s):

“RESOLVED THAT, the draft Management Discussion and Analysis Report for the Financial Year ended March 31, 2023 as placed before the Board be and is hereby approved.”



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Item No. 12: To consider and approve the re-appointment of Ms. Charita Thakkar. (DIN: 00321561), as Director of the Company who retires by rotation.

The members of the Board are hereby informed that pursuant to the provisions of Section 152 of the Companies Act, 2013, one-third of the Directors of the Company (excluding Independent Directors) are liable to retire by rotation at the Annual General Meeting.

Ms. Charita Thakkar, Joint Managing Director of the Company (DIN: 00321561) being longest to hold the office since last appointment, is liable to retire by rotation in terms of Section 152 of the Companies Act, 2013 at the ensuing Annual General Meeting of the Company and being eligible for re-appointment, has offered herself for re-appointment as a Director.

The Board is requested to review the same and pass the following resolutions with or without modification(s):

“RESOLVED THAT pursuant to section 152 of Companies Act, 2013 and on basis of recommendation of Nomination and Remuneration Committee, Ms. Charita Thakkar (DIN: 00321561), Joint Managing Director, who retires by rotation in the ensuing Annual General Meeting and being eligible, offers herself for reappointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”



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Item No. 13: To consider and appoint Mr. Phiroz Munshi (DIN:10256513) as Additional Non-Executive Independent Director on the Board of Directors of Company.

The members of the Board are hereby informed that pursuant to the provisions of section 149 of the Companies Act, 2013, Mr. Phiroz Munshi (DIN: 10256513) is proposed to be appointed as an Additional Non-Executive Independent Director on the Board of the Company till the ensuing Annual General Meeting (AGM) of the Company.

Further, the Board Members are informed that on the basis of the interactions and background verification and evaluation of skills, expertise and experience by the NRC, it is proposed to appoint Mr. Phiroz Munshi as an Additional Independent Director of the Company for a period of five years from August 09, 2023, i.e., initial date of appointment as Additional Director, subject to the approval of shareholders of the Company. Mr. Phiroz Munshi will not be liable to retire by rotation and shall hold office up to the date of receipt of shareholders' approval which shall not be later than 3 months from the date of appointment.

A brief profile of the proposed appointee is attached herewith. Further the Board Members are also informed that the Company has received from the proposed appointee the following documents:

1. Consent to act as a Director pursuant to Section 152(5) of the Act and Rule 8 of the Rules;
2. Notice of Disclosure of Interest pursuant to Section 184(1) of the Act and Rule 9(1) of the Rules;
3. Declaration of non-disqualification pursuant to section 164(1) and 164(2) of the Act;
4. Declaration of Independence.

Based on the recommendations of the Nomination and Remuneration Committee, the Board is requested to review the same and pass the following resolutions with or without modification(s):

“RESOLVED THAT pursuant to the Section 149, 150 and 152, Schedule IV and Section 161 (1) other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and pursuant to Regulation 17, 16(1)(b) and 25 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) on basis of recommendation of Nomination and Remuneration Committee and Audit Committee and subject to the shareholder’s approval, Mr. Phiroz Munshi (DIN: 10256513), be and is hereby appointed as an Additional Non-Executive Independent Director on the Board of the Company, whose office shall not be liable to retire by rotation and who shall hold office for <5> consecutive years from August 09, 2023 to August 08, 2028, on such terms and conditions including sitting fees as stated in the appointment letter as placed before the Board.

RESOLVED FURTHER THAT any of the Directors or the Company Secretary of the Company, be and are hereby severally authorized to intimate the above to the Registrar of Companies, Mumbai by filing e-Form DIR-12 and to do all such acts, deeds, things, matters as may be considered necessary, desirable or expedient, incidental or ancillary to give effect to the foregoing resolution.”



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Item No. 14: To consider and appoint Mr. Nuthakki Rajender Prasad (DIN: 00145659) as Additional Non-Executive Director on the Board of Directors of Company.

The members of the Board are hereby informed that pursuant to the provisions of section 149, 152 of the Companies Act, 2013 along with the relevant provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Nuthakki Rajender Prasad (DIN: 00145659) is proposed to be appointed as an Additional Non-Executive Director, liable to retire by rotation on the Board of the Company till the ensuing Annual General Meeting (AGM) of the Company for a term of five years from August 09, 2023 till August 08, 2028.

A brief profile of the proposed appointee is attached herewith. Pursuant to this, the Company has received the following documents from him:

1. Consent to act as a Director pursuant to Section 152(5) of the Act and Rule 8 of the Rules;
2. Notice of Disclosure of Interest pursuant to Section 184(1) of the Act and Rule 9(1) of the Rules;
3. Declaration of non-disqualification pursuant to section 164(1) and 164(2) of the Act;

Accordingly, it is proposed to appoint of Mr. Nuthakki Rajender Prasad (DIN: 00145659) as the Additional Non-Executive Director who will hold office till the ensuing Annual General Meeting.

The Board is requested to review the same and pass the following resolutions with or without modification(s):

“RESOLVED THAT pursuant to the Section 161 (1) other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) on basis of recommendation of Nomination and Remuneration Committee, Mr. Nuthakki Rajender Prasad (DIN: 00145659), be and is hereby appointed as an Additional Non-Executive Director on the Board of the Company, who shall hold office for a term of five years from August 09, 2023 till August 08, 2028 and shall be liable to retire by rotation subject to re-appointment at the ensuing Annual Ordinary General Meeting, on such terms and conditions including sitting fees stated in the appointment letter as placed before the Board.

RESOLVED FURTHER THAT any of the Directors or the Company Secretary of the Company, be and are hereby severally authorized to intimate the above to the Registrar of Companies, Mumbai by filing e-Form DIR-12 and to do all such acts, deeds, things, matters as may be considered necessary, desirable or expedient, incidental or ancillary to give effect to the foregoing resolution.”



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Item No. 15: To consider the recommendation of Audit Committee and approval of the appointment of Secretarial Auditor of the Company for the Financial Year 2023-24.

The Members of the Board were informed that in terms of Section 204 of the Companies Act, 2013, M/s. J. J. Gandhi & Co., Practicing Company Secretaries, Vadodara was appointed as the Secretarial Auditor of the Company for the Financial Year 2022-2023.

It is proposed to appoint M/s. J. J. Gandhi & Co., Practicing Company Secretaries, Vadodara as the Secretarial Auditors of the Company for the Financial Year 2023-24 subject to the consent enumerating their eligibility to act as the Secretarial Auditor.

Based on the recommendations of the Audit Committee at the meeting held on an even date, the Board is requested to deliberate on the same and pass the following resolution with or without modification(s):

“RESOLVED THAT pursuant to provisions of Section 204 and other applicable provisions, if any, of Companies Act, 2013 and as recommended by the audit committee, M/s. J. J. Gandhi & Co., Practicing Company Secretaries, Vadodara, be and is hereby appointed as the Secretarial Auditor of the Company for the financial year 2023-24 at a remuneration to be mutually agreed between the Secretarial Auditor and the Board of Directors.

RESOLVED FURTHER THAT any one of the Directors of the Company be and is hereby authorised to finalize the remuneration of the Secretarial Auditor and to do all such acts, deeds and things which may be deemed necessary and expedient to give effect to the above resolution.

RESOLVED FURTHER THAT a certified true copy of the above resolutions signed by any one of the Directors or the Company Secretary of the Company be furnished to the concerned authorities as and when required.”



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CIN No. L23209KA1977PLC043357



Item No. 16: To consider the recommendation of the Audit Committee and approval of the appointment of Internal Auditor of the Company for the Financial Year 2022-23.

The members of the Board were informed that the Company has proposed to appoint M/s. Krishna & Vishwas LLP, Chartered Accountants as Internal Auditor of the Company for the Financial Year 2023-24 subject to their consent to be re-appointed as the internal auditors.

Based on the recommendations of the Audit Committee at the meeting held on an even date, the Board is requested to deliberate on the same and pass the following resolution with or without modification(s):

“RESOLVED THAT pursuant to provisions of Section 138 of the Companies Act, 2013 read with corresponding Rules and any other applicable provisions (including any statutory modification(s) or re-enactment(s) thereof), if any, of the Companies Act, 2013 and as recommended by the audit committee, consent of the board of directors be and is hereby accorded to appoint M/s. Krishna & Vishwas LLP, Chartered Accountants, as the Internal Auditor of the Company for the financial year 2023-24.

RESOLVED FURTHER THAT any of the Directors of the Company or any person authorized by the Board be and is hereby severally authorized to finalize the remuneration of the Internal Auditor and to do all such acts, deeds and things as may be required in this regard to give effect to above resolution including filing of forms with Registrar of Companies and making intimations to Stock Exchange(s) if required.”



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Item No. 17: To consider and approve the draft of the Notice convening the 46th Annual General Meeting of the Company.

The members of the Board are hereby informed that the draft of the Notice along with Explanatory Statement proposed to be issued to the members for convening the 46th Annual General Meeting of the Company shall be circulated to the Board members.

Pursuant to Ministry of Corporate Affairs (“MCA”) has vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 5, 2020, Circular No. 02/2021 dated January 13, 2021 and General Circular 2/2022 dated May 5, 2022 followed by Circular No. 10/2022 and 11/2022 dated December 28, 2022 (collectively referred to as “MCA Circulars”) and Securities and Exchange Board of India (“SEBI”) vide its Circular SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 followed by Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 (collectively referred to as “SEBI Circulars”) and all other relevant circulars issued from time to time, permitted the holding of AGM through VC/ OAVM, without physical presence of the Members at a common venue. Hence, in compliance with the Circulars, the AGM of the Company is being held through VC/ OAVM without the physical presence of the Members. The proceedings of the AGM will be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM

In terms of the above-mentioned Circulars, section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is required to make arrangement for its members to exercise their right to vote through remote e-voting or e-voting at the e-AGM. Accordingly, the aforementioned draft Notice contains the mechanism of e-voting.

As per the amended requirements, the Board is requested to fix the cut-off date for determining the eligibility to vote by electronic means.

The Board is requested to consider and fix the date of Annual General Meeting and approve the Notice convening AGM by passing the following resolution with or without modification(s):

“RESOLVED THAT the consent of the Board of Directors be and is hereby accorded to convene the 46th Annual General Meeting of the Company on September 15, 2023 at 11:00 A.M. through Video Conferencing and the venue of the meeting shall be deemed to be the registered office of the Company situated at 24, II Main, Doddanekkundi industrial Area, Phase I, Mahadevapura Post, Bangalore-560048.

RESOLVED FURTHER THAT the draft notice of 46th Annual General Meeting of the Company as circulated to the Board be and is hereby approved and any of the Directors be and are hereby severally authorised to issue the notice to the stakeholders of the Company in accordance with the requirements of the Companies Act, 2013.”



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Item No. 18: To consider and approve the appointment of Scrutinizer for e-voting at Annual General Meeting.

The members of the Board are hereby informed that the Company has proposed to appoint Mr. J.J. Gandhi (CP No.: 2515), designated partner of J.J. Gandhi & Co., Practicing Company Secretaries as Scrutinizer to conduct the process of 'remote e-voting' and 'e-voting during e-AGM' in fair and transparent manner at the Annual General Meeting and report to the Chairperson the results of e-voting and e-voting during e-AGM.

The Board is requested to consider and approve 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 appoint Mr. J.J. Gandhi (CP No.: 2515), designated partner of J.J. Gandhi & Co., Practicing Company Secretaries as Scrutinizer for the purpose of scrutinizing the voting process of the declaration of combined results of the votes cast through remote e-voting and e-voting conducted at the meeting on all resolutions at the Annual General Meeting and report to the Chairperson the results of e-voting and e-voting during e-AGM.”



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Item No. 19: To consider and approve the appointment of Central Depository Services (India) Limited ('CDSL') for providing e-voting and remote e-voting platform.

The Board members are informed that pursuant to Section 108 read with Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 every listed company whose shares are listed on a recognised stock exchange or having 1000 or more Members, shall provide to its Members the facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting of the Company by electronic means.

Pursuant to the Companies (Management & Administration) Rules, 2014, the Company shall appoint an agency for providing the platform of e-voting and only such agency which is approved by the Ministry of Corporate Affairs and has obtained a certificate from the Standardization Testing and Quality Certification Directorate Department of Information Technology, Ministry of Communications and Information Technology, Government of India, shall be eligible to be appointed as an agency for providing the e-voting platform.

In light of the above, it is hereby proposed to appoint **Central Depository Services (India) Limited ('CDSL')** as the agency for providing the e-voting and remote e-voting platform for the resolutions proposed to be considered at the Annual General Meeting of the Company by electronic means.

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

“RESOLVED THAT the Company do avail the electronic voting ('e-voting) services of M/s. **Central Depository Services (India) Limited ('CDSL')** for 46th AGM of the Company.

RESOLVED FURTHER THAT any Director or Key Managerial Personnel of the Company be and are hereby severally authorized to do such acts, deeds and things and matters necessary or consequential to give effect to above resolutions.”



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Item No. 20: To consider and fix the cut-off date for the e-voting.

The Board members are hereby informed that pursuant to Section 108 of the Companies Act, 2013 read with the relevant rules and other applicable provisions (including any statutory modification or re-enactment thereof for the time being in force)

The Board is requested to fix the Cut-off date for the purpose of E-voting and pass the following resolution with or without modification(s):

“RESOLVED THAT pursuant to Section 108 of the Companies Act, 2013 (the “Act”) read with the Rule 20 of Companies (Management and administration) Rule, 2014 (including any statutory modification(s) or re-enactment(s) thereof for time being in force) and subject to the provisions of any other applicable law(s), regulation(s), etc, consent of the Board of Directors of the Company be and is hereby accorded for fixation of the record date as September 08, 2023.

RESOLVED FURTHER THAT any Director or Key Managerial Personnel of the Company be and are hereby severally authorized to do all such acts, deeds or things as may be necessary to give effect to the aforesaid resolution.”



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Item No. 21: To authorize Ms. Charita Thakkar and Mr. Pradeep Kumar to sign the forms, applications & Certificates related to Provident Fund.

The members of the Board are hereby informed that the Company had authorised Ms. Charita Thakkar for signing the forms and executing all the documents, as may be required, in relation to the Provident Fund. However, for the smooth functioning and ease of delivery of documents to the Provident Fund authority, the Company has further proposed to authorise Mr. Pradeep Kumar TK, General Manager of the Company, along with Ms. Charita Thakkar to severally sign the forms, execute any documents including any applications or certificates to be submitted to the authority or do any such acts, deeds as may be required pertaining to the Provident Fund maintained by the Company.

The Board is requested to consider and approve the same by passing the following resolution with or without modification(s):

“RESOLVED THAT in supersession of the earlier resolutions passed in this regard, the Company be and hereby approves authorisation to Ms. Charita Thakkar, Joint Managing Director and Mr. Pradeep Kumar TK, General Manager to severally sign all the necessary forms, applications etc. to be submitted by the Company in connection with the ‘Provident Fund’ of the company which shall be binding on the Company.

RESOLVED FURTHER THAT any of the Directors of the Company be and are hereby severally authorized to do all such acts, things, deeds as may be necessary to give effect to the above resolution.”



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Item No. 22: To consider and approve the amendments in the Policy for determining Materiality for disclosure of Events or Information as amended pursuant to SEBI Circular dated 14th June, 2023.

SEBI vide notification no. SEBI/LAD-NRO/GN/2023/131 dated 14th June, 2023, brought further amendments to SEBI (LODR) Regulations, 2015, (“Listing Regulations, 2015”) by Securities And Exchange Board Of India (Listing Obligations And Disclosure Requirements) (Second Amendment) Regulations, 2023, which amongst others includes amendment to Regulation 30, wherein quantitative thresholds for identifying the material event/information to be considered for disclosure, timelines for disclosure of events or information which are material, assistance to relevant employees to identify the proposed material event/information and reporting to KMPs and to confirm, deny or clarify any reported event or information in the mainstream media indicating rumors have been introduced.

The said amendments in the Listing Regulations, 2015 effectuate the amendment in the ‘Policy for determination of materiality for disclosure of events or information’ of the Company.

Further, these amendments shall come into force on the thirtieth day from the date of its publication in the Official Gazette i.e., 14th July, 2023 and accordingly the amendments in the policy shall become effective from 14th July, 2023.

A copy of the amended policy shall be circulated before the meeting. The Board is requested to consider and approve the same.



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Item No. 23: To take note of Related Party Transactions during the quarter ended June 30, 2023.

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

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



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Item No. 24: 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 ended June 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 ended June 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:	21-07-2023	21-07-2023	
	No. of Complaints pending at the beginning of the quarter:			0
	No. of complaints received during the quarter:			7
	No. of complaints Solved during the quarter:			6
	No. of complaints pending at the end of the quarter:	1		
2	Certificate of Corporate Governance under Regulation 27 (2) for the quarter ended June 30, 2023.	21-07-2023	21-07-2023	
3	Shareholding pattern under Regulation 31 of SEBI (LODR) Regulations, 2015 for the quarter ended June 30, 2023.	21-07-2023	21-07-2023	
4	Certificate under Regulation 74 (5) of the SEBI [Depositories and Participants] Regulations, 2018 for the Quarter ended June 30, 2023.	15-07-2022	14-07-2022	



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5	Reconciliation of Share Capital Audit Report under Regulation 76 of SEBI (Depository & Participant) Regulations, 2018 for the quarter ended June 30, 2023.	30-07-2022	26-07-2023

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



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Item No. 25: 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.



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Item No. 26: To Take Note of Internal Audit Report along with Action Taken Report of RTA i.e.- Big Shares Services Private Limited.

The Board Members are hereby informed that SEBI had issued circular on strengthening the guidelines and raising industry standards for RTA, issuer companies and banker to an issue vide circular no SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated April 20, 2018 which mandates streamlining and strengthening the procedures and processes with regard to handling and maintenance of records, transfer of securities and payment of dividend/interest/redemption by the RTAs, issuer Company and Bankers to Issue.

The three broad areas covered under the circular are:

- (i) Provisions with respect to Payment of Dividend/interest/redemption;
- (ii) Provisions with respect to Transfer/Transmission/ Correction of errors etc.;
- (iii) Compulsory internal audit of RTAs.

Bigshares Services Private Limited had appointed M/s S. N. Ananthasubramanian & Co. To conduct the annual internal audit of the operations and systems security for the financial year 2022-23.

The annual internal report received from RTA along with Action taken Report on the same provided by BigShares Services Private Limited will be placed before the Board.

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



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Item No. 27: 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 Petrosynthesis 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: August 02, 2022

Place: Mumbai