



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: May 21, 2024

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 244th meeting of the Board of Directors of Gujarat Petrosynthese Limited (**'the Company'**) is scheduled to be held through video conferencing on Tuesday, May 28, 2024 at 10:30 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 agenda enclosed herewith.

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: 21-05-2024

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 amendments in the Companies (Meeting of Board and its Power) Rules, 2014 by omitting Rule 4 of the said 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 N. Prasad, Contact No. +91-8978956767.
5. All Board Members are requested to update their e-mail IDs with the Company before dispatch of Notice. If done already, then no action is required.
6. Members participating in the Meeting through video conferencing shall be counted for the purpose of Quorum unless they are to be excluded for any items of business under the provisions of the Act or any other law.



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AGENDA

AGENDA FOR THE 244th MEETING OF THE BOARD OF DIRECTORS OF GUJARAT PETROSYNTHESIS LIMITED ("THE COMPANY") TO BE HELD THROUGH VIDEO CONFERENCING ON TUESDAY, MAY 28, 2024 AT 10:30 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 take note of signed minutes of the previous Board Meeting held on February 13, 2024.
3. To take a note of the minutes of the Audit Committee Meeting held on February 13, 2024.
4. To take a note of the minutes of the Stakeholders Relationship Committee Meeting held on February 13, 2024.
5. To take a note of the minutes of the Nomination and Remuneration Committee Meeting held on February 13, 2024.
6. To take note of the Circular Resolutions passed since the date of previous Board Meeting
 - a. Circular Resolution No. BM – 1/2024-25 – To apply for Organizational Digital Signature Certificate ("DSC") for renewing Import – Export License.
7. To take note of the following disclosures received by the Company:
 - a. Disclosure of Interest by Directors u/s 184(1) of the Companies Act, 2013;
 - b. Declarations of Non-Disqualification of directors received in form DIR-8 under Section 164(2) of the Companies Act, 2013;
 - c. Declaration of Independence by Independent Directors of the Company received under Section 149(6) of Companies Act, 2013 and Regulation 16(1)(b) and 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;
 - d. Disclosures u/r 31(4) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 with regard to encumbrance of Shares along with Persons Acting in Concert (PAC) of the Company;
 - e. To take note of the disclosures received from Designated Persons under Code of Conduct of the Company;
 - f. Declaration pursuant to Schedule B of SEBI (Prohibition of Insider Trading) Regulations, 2015 by Designated Person;
 - g. Declaration of compliance with Code of Conduct in terms of Regulation 26(3) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 and amendments thereto;
8. To take note of Share Transfer, Share Transmission, Inter Share Transfer, Name Deletions, Consolidation, and Duplicate shares proceedings as reviewed by Stakeholders Relationship Committee.



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9. To consider and take on record the Compliance Certificate from the Joint Managing Directors of the Company for the quarter ended March 31, 2024.
10. 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 financial year ended March 31, 2024.
11. To consider recommendation of the Audit Committee and approve Audited Financial Results along with Draft Audit Report for the quarter and financial year ended March 31, 2024.
12. To consider the recommendation of the Audit Committee and approve Audited Financial Statements along with Draft Audit Report for the quarter and financial year ended March 31, 2024.
13. To take note of the Statutory Draft Audit Report for the financial year ended March 31, 2024, submitted by M/s Dayal & Lohia, Statutory Auditors of the Company
14. To take note of Related Party Transactions during the quarter ended March 31, 2024.
15. 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 March 31, 2024.
16. To approve authorization for signing and filing of e-forms with Registrar of Companies or any other statutory authorities.
17. To circulate the Notes on the Agenda Items which are in the nature of Unpublished Price Sensitive Information at Shorter Notice.
18. To review the status of complaints, if any, received under the Whistle Blower Policy and Prevention of Sexual Harassment Policy of the Company during the FY 2023-24.
19. 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: 21-05-2024

Place: Mumbai



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NOTES TO AGENDA

NOTES TO AGENDA FOR 244th MEETING OF THE BOARD OF DIRECTORS OF GUJARAT PETROSYNTHESIS LIMITED ("THE COMPANY") TO BE HELD ON TUESDAY, MAY 28, 2024 AT 10:30 A.M. (IST) THROUGH VIDEO CONFERENCING AT ECSTASY, 718, 7TH FLOOR, CITY OF JOY J.S.D ROAD, MULUND (W) MUMBAI 400080

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

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



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Item No. 02: To take note of the signed minutes of the previous Board Meeting held on February 13, 2024.

The Signed Minutes of the 243rd Meeting of the Board of Directors held on February 13, 2024 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.03: To take a note of the minutes of the Audit Committee Meeting held on February 13, 2024.

The Minutes of the 90th Meeting of the Audit Committee held on February 13, 2024 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 minutes of the Stakeholders Relationship Committee Meeting held on February 13, 2024.

The Minutes of the 72nd Meeting of the Stakeholder Relationship Committee held on February 13, 2024 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 minutes of the Nomination and Remuneration Committee Meeting held on February 13, 2024.

The Minutes of the 32nd Meeting of the Nomination and Remuneration Committee held on February 13, 2024 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 Circular Resolutions passed since the date of previous Board Meeting

a. Circular Resolution No. BM – 1/2024-25 – To apply for Organizational Digital Signature Certificate (“DSC”) for renewing Import – Export License.

The members of the Board are hereby informed that the Company in its Board Meeting held on February 13, 2024 had designated Mr. Moreshwar Digambar Garde (DIN: 00689103) to obtain organizational DSC for the purpose of renewing the Import-Export License.

The members are further informed that the tenure of Mr. Garde was completed w.e.f. closing hours of March 31, 2024. It is therefore now proposed to procure the Organizational DSC in the name of the Company. It is hereby further proposed to authorize Ms. Urmi Nuthakki Prasad (DIN: 00319482) to be the authorized signatory of the Company for the purpose of procuring Organizational DSC.

The Board passed the following resolution without modifications:

“RESOLVED THAT in partial modification of the resolution passed on February 13, 2024, the consent of the Board of Directors be and is hereby accorded to authorize Ms. Urmi Nuthakki Prasad (DIN: 00319482), Joint Managing Director of the Company to sign and submit all the necessary papers, letters, forms, etc to procure Digital Signature Certificate in the name of the Company.”

Specimen Signatures of Authorized Signatory:

(Signature)

RESOLVED FURTHER THAT a copy of the above resolution duly certified as true by designated director / authorized signatory of the company being furnished to Capricorn Identity Services Pvt. Ltd. and such other parties as may be required from time to time in connection with the above matter.”

The members are requested to take note of the above.



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Item No. 07: To take note of the following disclosures received by the Company.

The members of the Board are hereby requested to consider and take note of the following disclosures received by the Company:

Sr. No	Particulars of Disclosure	Explanation
A.	Disclosures u/s 184(1) of the Companies Act, 2013.	<p>The members of the Board are hereby informed that pursuant to Section 184(1) of the Companies Act, 2013, it is necessary for the Board members to disclose their concern or interest, in any Company or Companies or Bodies Corporate, Firms, or Other Association of Individuals which shall include the shareholding, in form MBP-1 at the first Board Meeting in every financial year.</p> <p>The members of the Board are requested to take note of the same.</p>
B.	Declarations of Non-Disqualification received under Section 164(1) and 164(2) of the Companies Act, 2013.	<p>The Board is requested to take note of the declarations in form DIR-8 from all the Directors stating that they are not disqualified to be appointed as Director pursuant to the provisions of section 164(1) and 164(2) of the Companies Act, 2013.</p> <p>The members of the Board are requested to take note of the same.</p>
C.	Declarations given by Independent Directors u/s 149(7) of the Companies Act, 2013 read with SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015	<p>Pursuant to Section 149(7) of the Companies Act, 2013 read with Regulation 25 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 (“LODR Regulation”) every Independent Director of the Company, in the First Board Meeting is required to submit a Declaration confirming his</p>



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		<p>independent status in the prescribed format.</p> <p>The Company has received the Declarations from the Independent Directors of the Company and the same will be placed before the Board members.</p> <p>The members of the Board are requested to take note of the same.</p>
D.	Noting of the disclosures u/r 31(4) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 with regard to encumbrance of Shares along with Persons Acting in Concert (PAC) of the Company.	<p>The Board is requested to note and take on record the disclosures submitted by the Promoters of the Company as at March 31, 2024 pursuant to Regulation 31(4) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 in relation to encumbrance of Shares.</p> <p>The disclosure submitted to the Stock Exchange by the Promoters and Promoter Group of the Company will be placed before the Board.</p> <p>The members of the Board are requested to take note of the same.</p>
E.	Noting of the disclosures received from Designated Persons under Code of Conduct of the Company.	<p>The Board was requested to note and take on record the disclosures submitted by the Designated Persons of the Company as at March 31, 2024 pursuant to compliance with Code of Conduct of the Company as per the provisions of Regulation 9 of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.</p> <p>The members of the Board took note of the same.</p>



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F.	Declaration pursuant to Schedule B of SEBI (Prohibition of Insider Trading) Regulations, 2015 by Designated Persons.	<p>The Board is requested to note and take on record the disclosures submitted by the Designated Persons of the Company as at March 31, 2024 pursuant to compliance with the provisions of Regulation 9 read with Schedule B of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 in relation to disclosure of names and Permanent Account Number by Designated Persons of the following persons to the Company:</p> <ul style="list-style-type: none">a) immediate relatives,b) persons with whom such designated person(s) shares a material financial relationship,c) Phone, mobile and cell numbers which are used by them. <p>The members of the Board are requested to take note of the same.</p>
G.	Declaration of compliance with Code of Conduct in terms of Regulation 26(3) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 and amendments thereto.	<p>The Board is requested to note and take on record the declarations received from the Board Members confirming compliance with the Code of Conduct /Ethics and Code of Conduct in terms of Insider Trading Regulations for Directors or any of the policies or legal/regulatory requirements of the Company ("the Code"), as may be applicable, the same will be placed before the Board pursuant to Regulation 26 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.</p> <p>The members of the Board are requested to take note of the same.</p>



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Item No. 08: 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 March 31, 2024.

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



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Item No. 09: To consider and take on record the Compliance Certificate from the Joint Managing Director of the Company for the quarter ended March 31, 2024.

The members of the Board are hereby informed that the Company has complied with the statutory requirements for the quarter ended March 31, 2024, 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. 10: 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 financial year ended March 31, 2024.

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 Audited Financial Results for the quarter and financial year ended March 31, 2024 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. 11: To consider recommendation of the Audit Committee and approve Audited Financial Results along with Draft Audit Report for the quarter and financial year ended March 31, 2024:

The members of the Board are hereby informed that pursuant to Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is required to consider and approve quarterly and annual Financial Results of the Company.

A draft of Audited Financial Results for the quarter and financial year ended March 31, 2024 along with the Draft Audit Report as furnished by the Statutory Auditors of the Company and 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 Audited Financial Results for the quarter and financial year ended March 31, 2024 along with Draft Audit Report for the audited financial results as recommended by the Audit Committee be and are hereby considered and approved.

RESOLVED FURTHER THAT Ms. Urmi N. Prasad, Joint Managing Director of the Company be and is hereby authorized to sign the documents mentioned hereinabove on behalf of the Board of Directors of the Company.”



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Item No. 12: To consider the recommendation of the Audit Committee and approve Audited Financial Statements along with Draft Audit Report for the quarter and financial year ended March 31, 2024.

The members of the Board are hereby informed that pursuant to the provisions of section 134 of the Companies Act, 2013 read with the rules made thereunder, the Company has finalized the accounts of the Company for the financial year ended March 31, 2024.

The audited financial statements of the Company including Balance Sheet (Statement of Assets and Liabilities), Statement of Profit and Loss and Cash Flow Statement along with the schedules and notes forming part thereto along with the Draft Auditors Report for the Financial Year ended March 31, 2024 as recommended by the Audit Committee shall be placed before the Board for their approval.

The Board shall review the same and pass the following resolution with or without modification(s):

“RESOLVED THAT pursuant to the provisions of section 134 of the Companies Act, 2013, the Annual Financial Statements consisting of the Balance Sheet including Statement of Assets and Liabilities as on 31st March, 2024, Profit and Loss Account for the financial year ended on that date along with the schedules and notes attached thereto, the cash flow statement for the financial year 31st March, 2024 etc. as reviewed and recommended by the Audit committee be and are hereby approved.

RESOLVED FURTHER THAT Ms. Urmi N. Prasad and Ms. Charita Thakkar, Joint Managing Directors and Mr. Sagar Pahariya, Company Secretary of the Company be and are hereby authorized to sign the above-mentioned annual financial statements of the Company for Financial Year 2024-25.

RESOLVED FURTHER THAT the aforesaid signed annual financial statements be submitted to the statutory auditors of the Company for their certification and report thereon.

RESOLVED FURTHER THAT any of the Directors and Company Secretary of the Company be and are hereby jointly/ severally authorised to or sign any documents, file such forms as may be required with the Registrar of Companies and to do such acts, deeds, or things as may be necessary to give effect to the aforementioned resolution.”



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Item No. 13: To take note of Statutory Audit Report for the financial year ended March 31, 2024, submitted by M/s Dayal & Lohia, Statutory Auditors of the Company.

The Members of the Board are hereby informed that the Audit report for the Quarter and year ended March 31, 2024 submitted by M/s. Dayal & Lohia, Chartered Accountants, Statutory Auditors of the Company, shall be placed before the Board for their perusal and consideration.

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

“RESOLVED THAT pursuant to the recommendations of the Audit committee of the Board, the Audit report for the Quarter and financial year ended on March 31, 2024 by M/s Dayal & Lohia, Chartered Accountants, as placed before the Board be and is hereby approved.

RESOLVED FURTHER THAT any Director 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 Registrar of Companies-Bangalore, and such other authorities as required 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. 14: To take note of Related Party Transactions during the quarter ended March 31, 2024.

The members of the Board are hereby informed that the list of Related Party Transactions for the quarter ended March 31, 2024 with the recommendations of the Audit Committee, shall be tabled at the meeting for its consideration and approval.

Further pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the listed entities are required to submit to the Stock Exchanges and publish on its website along with the approval of financial results for the half year, the disclosures of related party transactions on a consolidated basis, in the format specified in the relevant accounting standards for annual results.

Accordingly, in line with the amendments, the Company would be required to submit the disclosure of related party as well as publish the same on its website.

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



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Item No. 15: 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 year ended March 31, 2024.

The members of the Board are 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 March 31, 2024.

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 March 31, 2024:	21 April, 2024	19 April, 2024	
	No. of Complaints pending at the beginning of the quarter:			1
	No. of complaints received during the quarter:			3
	No. of complaints Solved during the quarter:			4
	No. of complaints pending at the end of the quarter:		0	
2	Certificate of Corporate Governance under Regulation 27 (2) for the quarter ended March 31, 2024.	21 April, 2024	18 April, 2024	
3	Shareholding pattern under Regulation 31 of SEBI (LODR) Regulations, 2015 for the quarter ended March 31, 2024.	21 April, 2024	19 April, 2024	
4	Certificate under Regulation 74 (5) of the SEBI [Depositories and Participants] Regulations, 2018 for the Quarter ended March 31, 2024.	15 April, 2024	15 April, 2024	



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5	Reconciliation of Share Capital Audit Report under Regulation 76 of SEBI (Depository & Participant) Regulations, 2018 for the quarter ended March 31, 2024.	30 April, 2024	23 April, 2024
	Certificate under Regulation 40(9) of SEBI (LODR) Regulations, 2015 for date of lodgment for transfer, sub- division, consolidation, renewal, exchange or endorsement of calls/allotment monies for the year ended March 31, 2024.	30 April, 2024	26 April, 2024
	Certificate regarding maintenance of physical & electronic data transfer facilities at Registrar & Transfer Agent ('RTA') under Regulation 7(3) of SEBI (LODR) Regulations, 2015	30 April, 2024	15 April, 2024

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



GUJARAT PETROSYNTHESIS 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



Item No. 16: To approve authorization for signing and filing of e-forms with Registrar of Companies or any other statutory authorities.

The members of the Board are hereby informed that the Company has proposed to authorize any of the Directors of the Company on behalf of the Board to sign and file various e-Forms, returns, documents, etc. with Registrar of Companies or any other statutory authorities under the Companies Act, 2013.

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

“RESOLVED THAT pursuant to the provisions of the Companies Act, 2013, the consent of the Board of Directors of the Company be and is hereby accorded to authorize all/ any of the directors and the Company Secretary of the Company, i.e. Ms. Urmi Prasad and/or Ms. Charita Thakkar, Joint Managing Director of the Company and Mr. Sagar Pahariya, Company Secretary of the Company to sign, execute, arrange, file, for and on behalf of the Company, all the necessary e-forms, returns, documents, agreements, affidavits, undertakings, disclosures/ forms, and any other documents with the Registrar of Companies and any other statutory/ regulatory authorities, including State and Central Government, as required under the Companies Act, 2013 and rules made thereunder and other relevant applicable law.”



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Item No. 17: To circulate the Notes on the Agenda Items which are in the nature of Unpublished Price Sensitive Information at Shorter Notice.

The members of the Board are hereby informed that pursuant to Secretarial Standards on Board Meeting issued by the Institute of Company Secretaries of India, the Agenda and Notes on Agenda shall be given to the Directors at least seven days before the date of the Meeting. However, general consent for giving notes on Agenda which are in the nature of Unpublished Price Sensitive Information (UPSI) at a shorter notice may be taken at in the first meeting of the Board held in each financial year and also whenever there is any change in Directors. Following business is ordinarily considered as UPSI:

- Financial Results
- Dividends
- Change in Capital Structure
- Mergers, de-mergers, acquisitions, delisting, disposals and expansion of business and such other transactions
- Changes in Key Managerial Personnel
- Other material developments/events as per listing requirements

Where general consent has not been taken, the requisite consent shall be taken before the concerned items are taken up for consideration at the meeting. In view of above, the Board is requested to consider giving general consent for providing shorter notice of Agenda and notes thereon for considering UPSI and if approved pass the following draft resolution:

“RESOLVED THAT pursuant to the Secretarial Standards issued by the Institute of the Company Secretaries of India on the “Meetings of the Board of Directors” as amended, general consent of the Board of Directors be and is hereby accorded for giving notes on Agenda which are in the nature of Unpublished Price Sensitive Information at a shorter notice.

RESOLVED FURTHER THAT the following business agenda items be considered as Unpublished Price Sensitive Information:

- Financial Results
- Dividends
- Change in Capital Structure
- Mergers, de-mergers, acquisitions, delisting, disposals and expansion of business and such other transactions
- Changes in KMPs
- Other material developments/events as per listing requirements

RESOLVED FURTHER THAT any of the Directors of the Company, be and is hereby authorized to give effect to this resolution.”



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Item No. 18: To review the status of complaints, if any, received under the Whistle Blower Policy and Prevention of Sexual Harassment Policy of the Company during the FY 2023-24.

The Board is informed that pursuant to the provisions of Section 177 of the Companies Act, 2013, the Company has constituted a Vigil Mechanism Committee to report any unethical and illegal behavior or practices to the forefront and accordingly has adopted a Vigil Mechanism Policy.

In view of the above, the Board is informed that there was no case pertaining to vigilance, for the period ended March 31, 2024. Further, the Board is informed that there were no cases pertaining to Prevention of Sexual Harassment for the period March 31, 2024.

The Board is requested to take note of the same.



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Item No. 19: Any other agenda with the permission of the Chair.

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

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

For Gujarat Petrosynthese Limited

Sd/-

Sagar Pahariya

Company Secretary & Compliance Officer

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

Date: 21-05-2024

Place: Mumbai