



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: October 30, 2024

To,

**The Board of Directors,
Gujarat Petrosyntheses 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 247th meeting of the Board of Directors of Gujarat Petrosynthese Limited (**'the Company'**) is scheduled to be held on Thursday, November 7, 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 to discuss the business as per agenda enclosed herewith. 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: October 30, 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 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 247TH MEETING OF THE BOARD OF DIRECTORS OF GUJARAT PETROSYNTHESIS LIMITED ('THE COMPANY') TO BE HELD ON THURSDAY, NOVEMBER 7, 2024 AT 10:30 A.M. THROUGH VIDEO CONFERENCING 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 the signed minutes of the previous Board Meeting held on August 08, 2024.
3. To take note of the minutes of the previous Audit Committee Meeting held on August 08, 2024.
4. To take note of the minutes of the previous Stakeholder Relationship Committee Meeting held on August 08, 2024.
5. To take note of the minutes of the previous Nomination & Remuneration Committee Meeting held on July 17, 2024.
6. To take note of Share Transfer, Share Transmission, Inter Share Transfer, Name Deletions, Consolidation, and Duplicate shares proceedings as reviewed by the Stakeholders Relationship Committee.
7. To consider and take on record the Compliance Certificate from the Joint Managing Directors of the Company for the quarter ended September 30, 2024.
8. To review certificate issued by Chief Financial Officer (CFO) and Chief Executive Officer (CEO) pursuant to Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the quarter ended September 30, 2024.
9. To consider recommendation of the Audit Committee and approve Unaudited Draft Financial Results along with Limited Review Report for the quarter ended September 30, 2024.
10. To take note of Related Party Transactions during the quarter ended September 30, 2024 and sign the Register of Contracts and Arrangements under Section 189 of the Companies Act, 2013.
11. 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 September 30, 2024.



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12. To approve the revised “*Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting Trading by Designated Persons*” pursuant to amendment in Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
13. To take Note of the information to be placed before the Board as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
14. 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: October 30, 2024

Place: Mumbai



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NOTES TO AGENDA

AGENDA FOR THE 247TH MEETING OF THE BOARD OF DIRECTORS OF GUJARAT PETROSYNTHESIS LIMITED ("THE COMPANY") TO BE HELD ON THURSDAY, NOVEMBER 7, 2024 AT 10:30 A.M. 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 August 08, 2024.

The Minutes of the 246th Meeting of the Board of Directors held as on August 08, 2024 are enclosed herewith for the perusal of the Board.

The Board is requested to confirm the same.

HELD AT ON TIME

MINUTES OF THE 246TH MEETING OF THE BOARD OF DIRECTORS ('THE BOARD') OF GUJARAT PETROSYNTHESIS LIMITED ('THE COMPANY') HELD ON THURSDAY, AUGUST 08, 2024, AT 10:30 AM (IST) AT 24, II MAIN, DODDANEKUNDI INDUSTRIAL AREA, PHASE 1, MAHADEVAPURA, BANGALORE, KARNATAKA - 560048 WHICH COMMENCED AT 10:54 A.M. AND CONCLUDED AT 11:40 A.M.

The following Board Members were present at the Meeting:

Name of the member	Designation
Mr. Phiroz Munshi	Independent Director
Mr. Rajesh Parikh	Independent Director
Ms. Urmi Prasad	Joint Managing Director
Mr. Nuthakki Rajender Prasad	Non-Executive Non-Independent Director
Ms. Charita Thakkar	Joint Managing Director

The following invitees were present at the Meeting:

Name of the invitees	Designation
Mr. Anil Lohia	Statutory Auditors of the Company
Mr. Prakash Choudhary	Representative of MMJC, Practicing Company Secretaries

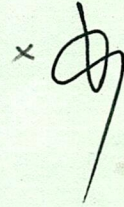
Mr. Phiroz Munshi was unanimously elected as the Chairman of the meeting. The Chairman then took the Chair and extended a warm welcome to the members of the Board present at the Meeting.

At the commencement of the Meeting, the Chairman made a roll call, and the members of the Board and invitees present at the meeting stated their respective names and confirmed that they had received the agenda and other related papers/ material for the meeting.

Thereafter, the Chairman declared that the requisite quorum was present at the meeting and commenced the formal proceedings of the meeting.

1. Leave of Absence:

All the Directors of the Company were present at the meeting of the Company.

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CHAIRMAN'S INITIALS

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2. **Noting of Share Transfer, Share Transmission, Inter Share Transfer, Name Deletions, Consolidation, and Duplicate shares proceedings as reviewed by the Stakeholders Relationship Committee.**

The members of the Board were informed that the Stakeholders Relationship Committee had 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, 2024 in its meeting held on an even date.

The Board members took note of the same.

3. **Consideration and taking on record the Compliance Certificate from the Joint Managing Directors of the Company for the quarter ended June 30, 2024.**

The members of the Board were informed that the Company had complied with the statutory requirements for the quarter ended June 30, 2024, under the various legislations as are applicable to the Company.

A certificate was received from Ms. Urmi Nuthakki Prasad, Jt. Managing Director supported by the certificate from the General Manager, Mr. Pradeep Kumar was tabled before the Board for their consideration.

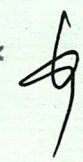
The Board members took note of the same.

4. **Reviewing certificate issued by the 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, 2024.**

The members of the Board were 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 issued a certificate, certifying that the Unaudited Financial Results for the quarter ended June 30, 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. Above mentioned certificate was circulated to the members of the Board.

The Board members took note of the same.

5. **Considering the recommendation of the Audit Committee and approval of**

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CHAIRMAN'S INITIALS

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unaudited Financial Results along with the Limited Review Report for the quarter ended June 30, 2024.


The members of the Board were 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, 2024.

A draft of Unaudited Financial Results for the quarter ended June 30, 2024, along with the Limited Review Report as furnished by the Statutory Auditors of the Company as recommended by the Audit Committee was tabled before the Board of Directors for their consideration and approval.

The members of the Board passed the following resolution:

“RESOLVED THAT the Unaudited Financial Results for the quarter ended June 30, 2024 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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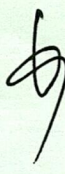
CHAIRMAN'S INITIALS

HELD AT ON TIME

6. Noting of Quarterly Compliances under SEBI (Listing Obligations and Disclosure Requirement), Regulations 2015 (Hereinafter Referred to as SEBI (LODR) Regulations, 2015 for the Quarter Ended June 30, 2024:

The Board of Directors was 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, 2024.

Sr. No.	Particular	Due Date	Quarterly Compliance Date								
1.	<p>To take on record the Investor Grievance Report under Regulation 13(3) of SEBI (LODR) Regulations, 2015 for the quarter ended June 30, 2024:</p> <table border="1" data-bbox="443 1010 886 1663"> <tr> <td data-bbox="443 1010 678 1185">No. of Complaints pending at the beginning of the Quarter</td> <td data-bbox="678 1010 886 1185">0</td> </tr> <tr> <td data-bbox="443 1185 678 1344">No. of complaints received during the quarter:</td> <td data-bbox="678 1185 886 1344">8</td> </tr> <tr> <td data-bbox="443 1344 678 1489">No. of complaints Solved during the Quarter</td> <td data-bbox="678 1344 886 1489">5</td> </tr> <tr> <td data-bbox="443 1489 678 1663">No. of complaints pending at the end of the Quarter</td> <td data-bbox="678 1489 886 1663">3</td> </tr> </table>	No. of Complaints pending at the beginning of the Quarter	0	No. of complaints received during the quarter:	8	No. of complaints Solved during the Quarter	5	No. of complaints pending at the end of the Quarter	3	21-07-2024	20-07-2024
No. of Complaints pending at the beginning of the Quarter	0										
No. of complaints received during the quarter:	8										
No. of complaints Solved during the Quarter	5										
No. of complaints pending at the end of the Quarter	3										

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CHAIRMAN'S INITIALS

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2.	Certificate of Corporate Governance under Regulation 27 (2) for the quarter ended June 30, 2024	21-07-2024	11-07-2024
3.	Shareholding pattern under Regulation 31 of SEBI (LODR) Regulations, 2015 for the quarter ended June 30, 2024.	21-07-2024	20-07-2024
4.	Certificate under Regulation 74 (5) of the SEBI [Depositories and Participants] Regulations, 2018 for the Quarter ended June 30, 2024.	15-07-2024	15-07-2024
5.	Reconciliation of Share Capital Audit Report under Regulation 76 of SEBI (Depository & Participant) Regulations, 2018 for the quarter ended June 30, 2024.	30-07-2024	19-07-2024

The Board members took note of the same.

7. Noting of the Certificate received from Bigshare Services Private Limited, Registrar and Share Transfer Agent (RTA) of the Company:

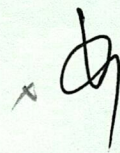
The Members of the Board were informed that SEBI had issued a circular on strengthening the guidelines and raising industry standards for RTA, issuer companies and banker to an issue vide circular no SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated April 20, 2018 which mandates streamlining and strengthening the 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.

Bigshare Services Private Limited had appointed **M/s Umesh Parameshwar Maskeri, Practicing Company Secretary**, to conduct the annual internal audit of the operations and systems security for the financial year 2023-24.

The annual internal report received from RTA along with Action taken Report on



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the same provided by BigShare Services Private Limited was placed before the Board.

The Board members reviewed and took note of the same.

8. Any other agenda with the permission of the Chair:

With the permission of the Chairman the following agendas were taken up:

a. Confirming and signing of the minutes of the previous Board Meeting held on July 17, 2024:

The Minutes of the Meeting of the Board held on July 17, 2024, were circulated to all the Directors for their confirmation and signing.

The members of the Board approved the minutes and thereafter the Chairman of the Meeting signed the same.

b. Noting of the signed minutes of the Audit Committee Meeting held on July 17, 2024:

The Minutes of the Meeting of the Audit Committee held on July 17, 2024, were signed by the chairman of the Audit Committee in the Audit Committee meeting held on an even date.


The signed minutes of the Audit Committee were placed before the Board for their perusal and noting.

The Board members reviewed and took note of the same.

c. Noting of the Related Party Transactions during the quarter ended June 30, 2024.

The members of the Board were informed that the statement containing list of transactions of company with related party entered during the quarter ended June 30, 2024 was placed before them for their noting.

The members of the Board considered and took note of the same.

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CHAIRMAN'S INITIALS

HELD AT ON TIME

d. **Approval of change in operation mode of the current account in name of "Gujarat Petrosynthese Limited" bearing account no. 50200090812130.**

The members of the Board were informed that the Company was required to the change the operation mode of the current account in name and style of "Gujarat Petrosynthese Limited" bearing account no. 50200090812130, to enable any of the authorized person to operate the account in their individual capacity.

The members were requested to pass the resolution in this regard and the following resolution was passed by the members without any modifications:

"RESOLVED THAT the consent of the Board of Directors be and is hereby accorded to change the mode of operation of current account in name of Gujarat Petrosynthese Limited bearing account no. 50200090812130 to enable any one of the authorised persons viz. Ms. Urmi Prasad, Joint Managing Director and Ms. Charita Thakker, Joint Managing Director to operate the account in their individual capacity.

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

e. **Approve the change in operation mode of the Unclaimed Securities Suspense Escrow Demat Account in name of "Gujarat Petrosynthese Limited" bearing DP ID IN301549 and Client ID 67175897**

The members of the Board were informed that the Company was required to the change the operation mode of the escrow account in name and style of "Gujarat Petrosynthese Limited" Limited bearing DP ID IN301549 and Client Id 67175897, to enable any of the authorized person to operate the account in their individual capacity.

The members were requested to pass the resolution in this regard and the following resolution was passed by the members without any modifications:

"RESOLVED THAT the consent of the Board of Directors be and is hereby accorded to change the mode of operation of demat account in name of Gujarat Petrosynthese Limited bearing DP ID IN301549 and Client Id 67175897 to enable

CHAIRMAN'S INITIALS

HELD AT ON TIME

any one of the authorised persons viz. Ms. Urmi Prasad. Joint Managing Director and Ms. Charita Thakker, Joint Managing Director to operate the account in their individual capacity.

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

f. Noting of final order dated March 28, 2024 in Gujarat Polybutenes Pvt. Ltd. v. Commissioner of C.E. & S.T.-Vadodara-I

The members of the Board are hereby informed that Gujarat Polybutenes Pvt. Ltd. ("GPPL"), erstwhile subsidiary of the Company had received an Order dated February 17, 2014 from the Excise Department, wherein it was directed to pay Rs. 46,676/- as service tax to be recoverable from GPPL. In respect of the same, GPPL had vide appeal dated July 15, 2014 appealed against the said order.

The members are further informed that the final order for abovementioned appeal was not received till Financial year 2020-21 and in the financial year 2020-21 GPPL was merged with the Company. Thereafter, operations of GPPL were closed and no business was carried out in name of GPPL.

However, the communications with respect to abovementioned appeal were made at the registered office of GPPL in Vadodra, which was not accessible by the Company. Thus, the Company was not able to respond to such communications. Consequently, the Central, Excise & Service Tax Appellate Tribunal ("Tribunal") dismissed the appeal vide its final order dated March 28, 2024.

Accordingly, as per the original order issued by Excise Department, the GPPL is obligated to pay Rs. 46,676/-. However, as GPPL has merged with the Company, the said amount shall be paid by the Company on behalf of GPPL.

The members of Board took note of the same.

There being no other business the meeting concluded at 11:40 A.M. with a vote of thanks to the Chair.

Place: Mumbai

Date of entry: 20/08/2024

Date of signing: 01/10/2024


CHAIRMAN

CHAIRMAN'S INITIALS



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Item No. 03: To take a note of the minutes of the Audit Committee Meeting held on August 08, 2024.

The Minutes of the 93rd Meeting of the Audit Committee held on August 08, 2024 are enclosed herewith for the perusal of the Board.

The Board is requested to take note of the same.

HELD AT ON TIME

MINUTES OF THE 93RD MEETING OF THE AUDIT COMMITTEE OF GUJARAT PETROSYNTHESIS LIMITED ('THE COMPANY') HELD ON THURSDAY, AUGUST 08, 2024, AT 10:15 AM (IST) AT 24, II MAIN, DODDANEKKUNDI INDUSTRIAL AREA, PHASE 1, MAHADEVAPURA, BANGALORE, KARNATAKA -560048 WHICH COMMENCED AT 10:24 A.M. AND CONCLUDED AT 10:53 A.M.

The following Members were present at the Meeting:

Name of the member	Designation
Mr. Phiroz Munshi	Chairman- Independent Director
Mr. Nuthakki Rajender Prasad	Non-executive Non-Independent Director
Mr. Rajesh Parikh	Independent Director

The following invitees were present at the meeting:

Name of the invitees	Designation	Mode of Attendance
Ms. Urmi Nuthakki Prasad	Joint Managing Director	Physically Present
Ms. Charita Thakkar	Joint Managing Director	Physically Present
Mr. Anil Lohia	Partner, Dayal & Lohiya, Statutory Auditors of Company	Attended through Video Conferencing from Mumbai
Mr. Prakash Choudhary	Representative of MMJC, Practicing Company Secretaries	Attended through Video Conferencing from Mumbai

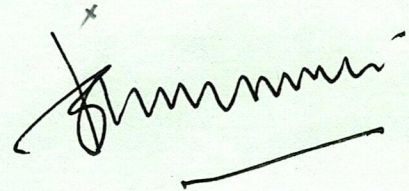
Mr. Phiroz Munshi took the Chair and extended a warm welcome to the members of the committee present at the Meeting.

The Chairperson declared that the requisite quorum was present in the meeting and commenced the formal proceedings of the meeting.

1. Leave of Absence:

All the members of the committee were present at the meeting of the Company.

2. Reviewing certificate issued by the Chief Financial Officer (CFO) and Chief Executive Officer (CEO) pursuant to Regulation 33 of SEBI (Listing



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Obligations and Disclosure Requirements) Regulations, 2015:

The members of the Committee were 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 issued a certificate, certifying that the unaudited Financial Results for the quarter ended June 30, 2024 do not contain any false or misleading statement or figures and do not omit any material fact which may make the statements or figures contained therein misleading.

Such certificate was circulated to the members of the Audit Committee and the members took note of the same.

3. Consideration and recommending the Unaudited Financial Results along with the Limited Review Report for the quarter ended June 30, 2024:

The members of the Committee were informed that pursuant to Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Committee is required to consider and approve quarterly Unaudited Financial Results for the quarter ended June 30, 2024.

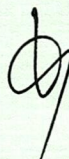
A draft of Unaudited financial results for the quarter ended June 30, 2024 along with the Limited Review Report as furnished by the Statutory Auditors of the Company was circulated to the members of the Audit Committee for their perusal.

The Members were also requested to go through the financial results and express their views or concerns and thereafter, recommend the said financial results to the Board for its approval.

The members of the Committee considered and recommended the same to the Board by passing the following resolution unanimously:

“RESOLVED THAT, the Unaudited Financial Results for the quarter ended June 30, 2024 along with draft Limited Review Report as placed before the Committee be and is hereby approved and recommended to the Board of Directors of the Company for its approval.”

The Chairman then announced that the Unaudited Financial Results of the Company along with the Limited Review Report for the quarter ended June 30, 2024, was approved by all the members of the Committee and none of the members dissented on the same.

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CHAIRMAN'S INITIALS

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4. Consideration and noting of the Internal Audit Report and review internal financial controls of the Company:

The Internal Audit Report of the Company for the period from April 1, 2024, to June 30, 2024 as issued by M/s Krishna & Vishwas LLP, internal auditors of the Company, was placed before the members of the Committee for their perusal.

It was also informed that the Internal Audit Report disclosed the review of internal financial controls of the Company to include proper policies and procedures adopted by the Company for ensuring the orderly and efficient conduct of its business.

The members of the Committee took note of the same.

5. Noting of the Related Party Transactions of the Company during the quarter ended June 30, 2024:

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

Accordingly, a list of Related Party Transactions for the quarter ended June 30, 2024 was tabled at the meeting for consideration of the Committee.

The members of the Committee took note of the same.

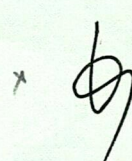
6. Any other agenda with the permission of the Chair

With the permission of the Chairman the following agenda was taken up:

a. Confirming and signing of the minutes of the Audit Committee Meeting held on July 17, 2024:

The Minutes of the Meeting of the Audit Committee held on July 17, 2024, were circulated to all the Directors for their confirmation and signing.

The members of the Committee approved the minutes and thereafter the Chairman of the Meeting signed the same.



CHAIRMAN'S INITIALS

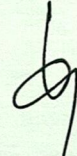
HELD AT ON TIME

There being no other business the meeting concluded at 10:53 A.M. with a vote of thanks to the Chair.

Place: Mumbai

Date of Signing: 20/08/2024

Date of entry: 01/10/2024



CHAIRMAN

CHAIRMAN'S INITIALS



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. 04: To take a note of the minutes of the Stakeholders Relationship Committee Meeting held on August 08, 2024.

The Minutes of the 74th Meeting of the Stakeholders Relationship Committee held on August 08, 2024 are enclosed herewith for the perusal of the Board.

The Board is requested to take note of the same.

HELD AT ON TIME

MINUTES OF THE 74TH MEETING OF THE STAKEHOLDER'S RELATIONSHIP COMMITTEE ('THE COMMITTEE') OF GUJARAT PETROSYNTHESE LIMITED ('THE COMPANY') HELD ON THURSDAY, AUGUST 8, 2024, AT 10:00 AM (IST) AT 24, II MAIN, DODDANEKKUNDI INDUSTRIAL AREA, PHASE 1, MAHADEVAPURA, BANGALORE, KARNATAKA -560048 WHICH COMMENCED AT 10:10 A.M. AND CONCLUDED AT 10:23 A.M.

The following Members were present at the Meeting:

Name of the member	Designation
Mr. Rajesh Parikh	Chairperson-Independent Director
Ms. Urmi N. Prasad	Member-Joint Managing Director
Mr. Nuthakki Rajender Prasad	Member- Non-Executive Non-Independent Director
Ms. Charita Thakkar	Member - Joint Managing Director
Mr. Phiroz Munshi	Member - Independent Director

Invitees:

Name of the member	Designation
Mr. Anil Lohia	Statutory Auditors of the Company
Ms. Unnati Sharma	Representative of MMJC, Practicing Company Secretaries

Mr. Rajesh Parikh took the Chair and extended a warm welcome to the members of the Committee present.

At the commencement of the Meeting, the Chairperson made a roll call, and the members of the Committee and invitees present at the meeting stated their respective names, and confirmed that they had received the agenda and other related papers/ material for the meeting.

Thereafter, the Chairperson declared that the requisite quorum was present in the meeting and commenced the formal proceedings of the meeting.

1. Leave of Absence:

All the members of the Committee were present in the meeting, hence no leave of absence was required to be granted.

2. Noting the signed minutes of the previous meeting of the Stakeholders Relationship Committee held on May 28, 2024:

The Minutes of the 73rd Meeting of the Stakeholders Relationship Committee held on May 28, 2024, were circulated earlier amongst the members of the Committee.

The members of the Committee took note of the same.

CHAIRMAN'S INITIALS

HELD AT ON TIME

3. Noting of Share Transfer, Share Transmission, Inter Share Transfer, Name Deletions, Consolidation, and Duplicate shares proceedings:

The members of the Committee were informed to take note of all the Share Transfers, Share Transmissions, Inter Share Transfers, Name Deletions, Consolidation, and Duplicate Shares proceedings taken place in the Company for the quarter ended June 30, 2024.

The members of the Committee reviewed and took note of the same.

4. Noting of Investors Grievance Report as per Regulation 13(3) of SEBI (LODR) Regulation, 2015 for the quarter ended June 30, 2024:

The position of complaints received during the quarter ended June 30, 2024, was mentioned as under: -

Period	No. of Complaints pending at the beginning of the quarter	No. of Complaints Received during the quarter	No. of Complaints Solved during the quarter	No. of Complaints Pending at the end of the quarter
April 1, 2024, to June 30, 2024	0	8	5	3

The members of the Committee took note of the same along with the letter received from Bigshare Services Private Limited.

5. Noting of Share Holding Pattern of the Company pursuant to Regulation 31 of the SEBI (LODR) Regulations, 2015 for the quarter ended June 30, 2024:

The members of the Committee were informed that pursuant to Regulation 31 of the SEBI (Listing Obligation and Disclosure Requirements), Regulations 2015, the Compliance Officer/Director of the Company had filed Shareholding Pattern for the quarter ended June 30, 2024, with BSE Limited, within the time limit specified in the said Regulation.

The members of the Committee took note of the same.

6. Noting of Reconciliation of Share Capital Audit Report for the quarter ended on June 30, 2024, pursuant to Regulation 76 of SEBI (Depositories and Participants Regulations), 2018:

The members of the Committee were informed that M/s. Makarand M. Joshi & Co., Practicing Company Secretaries had issued a Reconciliation of Share Capital Audit Certificate for the quarter ended June 30, 2024 pursuant to Regulation 76 of SEBI (Depositories and participants Regulations), 2018.

The Chairperson further informed that the Reconciliation of Share Capital Audit Certificate did not have any observations or adverse remarks and that the same was self-explanatory.

The aforementioned certificate had been filed with BSE Limited, within the time specified in the Regulation and a copy of the same was circulated to the Members for their perusal.

CHAIRMAN'S INITIALS

HELD AT ON TIME

The members of the Committee took note of the same.

7. **To take note of the certificate received from Bigshare Services Private Limited, Registrar and Share Transfer Agent ('RTA') of the Company.**

The Committee Members were 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.

Bigshare Services Private Limited had appointed M/s Umesh Parameshwar Maskeri, Practicing Company Secretary, to conduct the annual internal audit of the operations and systems security for the financial year 2023-24.

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

The Committee reviewed and took note of the same.

8. **Any other business to be discussed with the permission of the Chair:**

There being no other matter, the meeting was concluded at 10:23 A.M. with a vote of thanks to the Chair.

Place: Mumbai

Date of Signing: 20/08/2024

Date of Entry: 01/10/2024


CHAIRPERSON

CHAIRMAN'S INITIALS



GUJARAT PETROSYNTHESIS LIMITED

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Item No. 05: To take a note of the minutes of the Nomination and Remuneration Committee Meeting held on July 17, 2024.

The Minutes of the 33rd Meeting of the Nomination and Remuneration Committee held on July 17, 2024 are enclosed herewith for the perusal of the Board.

The Board is requested to take note of the same.

HELD AT ON TIME

MINUTES OF THE 33RD MEETING OF THE NOMINATION AND REMUNERATION COMMITTEE OF GUJARAT PETROSYNTHESIS LIMITED ("THE COMPANY") HELD ON WEDNESDAY, JULY 17, 2024, AT 10:00 AM (IST) THROUGH VIDEO CONFERENCING AT ECSTASY, 718, 7TH FLOOR, CITY OF JOY J.S.D ROAD, MULUND (W) MUMBAI 400080 WHICH COMMENCED AT 10:11 A.M. AND CONCLUDED AT 10:15 A.M.

The following Members were present through video conferencing:

Name of the member	Designation	Mode of Attendance
Mr. Rajesh Parikh	Chairman- Independent Director	Participated from Mumbai, Maharashtra
Mr. Phiroz Munshi	Non-executive Independent Director	Participated from Vadodara, Gujarat
Mr. Nuthakki Rajender Prasad	Non-executive Non-Independent Director	Participated from Hyderabad, Telangana

The following invitees were present through video conferencing:

Name of the invitees	Designation	Mode of Attendance
Ms. Urmi Nuthakki Prasad	Joint Managing Director	Participated from Hyderabad, Telangana
Ms. Charita Thakkar	Joint Managing Director	Participated from San Francisco, California, USA
Ms. Unnati Sharma	Representative of MMJC, Practicing Company Secretaries	Participated from Mumbai, Maharashtra
Mr. Prakash Choudhary	Representative of MMJC, Practicing Company Secretaries	Participated from Mumbai, Maharashtra

Mr. Rajesh Parikh took the Chair and extended a warm welcome to the members of the committee present through Video Conferencing.

At the commencement of the Meeting, the Chairperson made a roll call, and the members of the committee and invitees present at the meeting stated their respective names, location of participation in the meeting and confirmed that:

1. they had received the agenda and other related papers/ material to the meeting.
2. no one else other than the participants had access to the proceedings of the meeting.
3. they were able to see and hear everyone clearly.

Thereafter, the Chairperson declared that the requisite quorum was present in the meeting and commenced the formal proceedings of the meeting.

1. Leave of Absence:

All the members of the committee were present at the meeting of the Company.

R. Parikh

CHAIRMAN'S INITIALS

HELD AT ON TIME

2. Noting of the minutes of the Nomination and Remuneration Committee held on February 13, 2024:

The Signed Minutes of the 32nd Meeting of the Nomination and Remuneration Committee held on February 13, 2024, were circulated to all the Members of the Committee for their perusal.

The members of the Committee took note of the same.

<The Chairman of the Company excused Ms. Urmi Prasad, Ms. Charita Thakkar and Mr. Nuthakki Rajender Prasad from the next agendas as they were interested in that agenda.>

3. Recommendation of the re-appointment of Ms. Urmi Prasad, (DIN: 00319482), as Director of the Company who retires by rotation to the Board.

The members of the Committee were 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.

The Committee members were further informed that Ms. Urmi N. Prasad, Joint Managing Director of the Company (DIN: 00319482) 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 members of the committee considered and recommended the same to the Board by passing the following resolution unanimously:

“RESOLVED THAT consent of the members of the Committee be and is hereby accorded for re-appointment of Ms. Urmi N. Prasad (DIN: 00319482), Joint Managing Director, who retires by rotation in the ensuing Annual General Meeting and being eligible, offers herself for reappointment and the same is recommended to the Board for their approval.”

The Chairman then announced the summary of the decision taken for Recommendation of Re-appointment of and recommendation of Ms. Urmi Prasad (DIN: 00319482), as the Director of the Company who retires by rotation to the Board which was approved by the Nomination and Remuneration Committee and none of the members dissented on the same.

4. Any other agenda with the permission of the Chair:

There being no other business the meeting concluded at 10:15 A.M. with a vote of thanks to the Chair.

Place: Mumbai

Date of Signing: 08/08/2024
Date of entry: 09/08/2024

R. Prasad
CHAIRMAN

m
CHAIRMAN'S INITIALS



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Item No. 06: 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 September 30, 2024.

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



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Item No. 07: To consider and take on record the Compliance Certificate from the Joint Managing Directors of the Company for the quarter ended September 30, 2024.

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

THIS IS TO CERTIFY that as on and up to the date of this certificate, there has been due compliance of all the laws, orders, regulations and other legal requirements of the Central, State and other Government and Local Authorities concerning the business and affairs of the Company and in particular that all returns and forms have been filed and particulars furnished to the Registrar of Companies, MCA portal and/or Authorities as required by the Companies Act, 2013 and the Rules made there under:

1. That all the requirements of the Factories Act and Rules made there under have been complied with and the requisitions, if any, made by the authorities under that Act, have been met with and satisfied.
2. That there has been no breach by the Company of any of the provisions of the Industrial Disputes Act, Industrial Relations Act, Payment of Bonus Act, and other Labour Legislations governing the Company and its establishments.
3. That proper deductions have been made from the salaries of the employees of the Company, as required by the Employees Provident Fund and Miscellaneous Provisions Act, 1952 and Employees State Insurance Act and Scheme there under, and that such deduction have been duly paid to the authorities concerned and the prescribed particulars and forms have also been filed with these authorities within the time allowed by the Act.
4. That all sums required to be deducted in accordance with the provisions of The Income Tax Act, 1961 have been properly deducted and further certified that all the sums so deducted have been paid or will be paid within the prescribed time to the credit of the Central Government in pursuance of Section 200 of the Income Tax Act, 1961.
5. That all the provisions and requirements of the Foreign Exchange Management Act, and Rules made there under have been fully complied with and that no act has been done or omitted to be done or transaction effected which can be regarded as being in violation of the said Act and Rules.

This certificate is issued based on the confirmation from Mr. Pradeep Kumar, General Manager for the quarter and half year ended 30th September, 2024. This certificate is given by the undersigned with full knowledge that on its faith and strength, full reliance is placed by the Board of Directors of the Company.

For Gujarat Petrosynthese Ltd.,

Urmi N. Prasad
Jt. Managing director
DIN: 00319482

Place: Mumbai
Date 25.10.24



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CERTIFICATE

This is to certify that as on and upto the date of this certificate, there has been due compliance of all the laws, orders, regulations, provisions of Corporate Governance and other legal requirements of the Central, State and other Government and Local Authorities concerning the business and affairs of the Company and in particular:

1. That all the requirements of the Factories Act and the rules made there under have been complied with and the requisition if any made by the authorities under that act, have been met with and satisfied.
2. That there has been no breach by the company of any of the provisions of the Industrial Dispute Act, Industrial relations Act, Payment of Bonus Act, and other Labour legislations governing the Company and its establishments.
3. That proper deductions have been made from the salaries of the employees of the Company, as required by the Employees Provident Fund and Miscellaneous Provisions Act, 1952 and Employees State Insurance Act and Scheme there under, and that such deduction have been duly paid to the authorities concerned and the prescribed particulars and forms have also been filed with these authorities within the time allowed by the Act.

This certificate is given by the undersigned with full knowledge that on its faith and strength, full reliance is placed by the Board of Directors of the Company.

For Gujarat Petrosynthese Limited

Date : 25.10.24
Place : Bangalore



Pradeep Kumar T K
General Manager



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Item No. 08: To review certificate issued by Chief Financial Officer (CFO) and Chief Executive Officer (CEO) pursuant to Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the quarter and half year ended on September 30, 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 Unaudited Financial Results for the quarter and half year ended on September 30, 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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COMPLIANCE CERTIFICATE

[Regulation 33 (2) (a)]

We have reviewed and verified unaudited Financial Results for the quarter and half year ended September 30,2024 that to the best of our knowledge and belief:

The Unaudited Audited financial results for quarter and half year ended 30th September 2024 do not contain any false or misleading statement or figures and do not omit any material fact which may make the statements or figures contained therein misleading.

For Gujarat Petrosynthese Limited

Urmi N. Prasad

Ms. Urmi N Prasad
Joint Managing Director
CFO

Charita Thakkar

Ms. Charita Thakkar
Joint Managing Director
CEO

Date 25th October 2024



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Item No. 09: To consider the recommendation of the Audit Committee and approve Unaudited Draft Financial Results along with Limited Review Report for the quarter and half year ended on September 30, 2024.

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 September 30, 2024.

A draft of Unaudited Financial Results for the quarter and half year ended on September 30, 2024 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 Draft Financial Results for the quarter and half year ended September 30, 2024 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. 10: To take note of Related Party Transactions during the quarter ended September 30, 2024.

The members of the Board are hereby informed that the list of Related Party Transactions for the quarter ended September 30, 2024 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.

Related party transactions

Type of related party	Description of the nature of transactions	Transaction during half yearly as on 30.09.2024 (1.04.24 to 30.09.24)
Key management personnel and their relatives	<u>Directors Remuneration</u>	15,35,843.00 13,58,954.00
	Urmi N Prasad Charita Thakkar	
Directors Sitting Fees		
	Rajesh Parikh	90,000.00
	Phiroz Mumshi	90,000.00
	Rajender Prasad	90,000.00



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Item No. 11: 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 September 30, 2024.

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 September 30, 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 September 30, 2024:	October 21, 2024	October 17, 2024	
	No. of Complaints pending at the beginning of the quarter:			3
	No. of complaints received during the quarter:			0
	No. of complaints Solved during the quarter:			3
	No. of complaints pending at the end of the quarter:	0		
2	Certificate of Corporate Governance under Regulation 27 (2) for the quarter ended September 30, 2024.	October 21, 2024	October 10, 2024	
3	Shareholding pattern under Regulation 31 of SEBI (LODR) Regulations, 2015 for the quarter ended September 30, 2024.	October 21, 2024	October 17, 2024	
4	Certificate under Regulation 74 (5) of the SEBI [Depositories and Participants] Regulations, 2018 for the Quarter ended September 30, 2024.	October 15, 2024	October 15, 2024	
5	Reconciliation of Share Capital Audit Report under Regulation 76 of SEBI (Depository & Participant) Regulations, 2018 for the quarter ended September 30, 2024.	October 30, 2024	October 28, 2024	

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



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Item No. 12: To approve the revised “Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting Trading by Designated Persons” pursuant to amendment in Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015

The Board of Directors is hereby informed that SEBI vide its notification dated June 25, 2024 amended the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (“SEBI PIT Regulations”).

Pursuant to the abovementioned notification, SEBI has amended the provisions of trading plan by designated person and has introduced comprehensive provisions in respect of the same.

The Board is further informed that the “Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting Trading by Designated Persons” (Code of Conduct) contains the provisions of trading plan by designated person.

Therefore, to align the Company’s Code of Conduct with the provisions of SEBI PIT Regulations, it is hereby proposed to amend the Company’s Code of Conduct to incorporate the amendments introduced by SEBI.

A draft of the amended Code of Conduct shall be placed before the Board for its perusal. The Board is requested to pass the following resolutions with or without modification(s):

“RESOLVED THAT pursuant to the provisions of the Regulation 9 and Schedule B of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, the consent of the Board of Directors be and is hereby accorded to amend the Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting Trading by Designated Persons”



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Item No. 13: 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.

The same for the quarter ended September 30, 2024 shall be shared as a pre read for the consideration and noting by the Board.

The Board Members are kindly requested to take note of the same.



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Item No. 14: 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: October 30, 2024

Place: Mumbai