



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: 06-02-2024

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 243rd meeting of the Board of Directors of Gujarat Petrosynthese Limited (**'the Company'**) is scheduled to be held on Tuesday, February 13, 2024 at 11:00 A.M. (IST) at Mirage Hotel, Next to the Leela Hotel, Andheri East, Mumbai 400059 to discuss the business as per agenda enclosed herewith.

In case any member of the Committee wishes to attend the meeting through videoconferencing facility, then such member is hereby requested to intimate the Company Secretary of the Company at least three days before the date of the meeting in order to enable the Company to make requisite arrangements.

You are requested to make it convenient to attend the same.

Thanking You,

For Gujarat Petrosynthese Limited

Sd/-

Sagar Pahariya

Company Secretary & Compliance Officer

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

Date: 06-02-2024

Place: Mumbai

Encl: Agenda for the meeting



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AGENDA

AGENDA FOR THE 243RD MEETING OF THE BOARD OF DIRECTORS OF GUJARAT PETROSYNTHESIS LIMITED ('THE COMPANY') TO BE HELD ON TUESDAY, FEBRUARY 13, 2024 AT 11:00 A.M. AT MIRAGE HOTEL, NEXT TO THE LEELA HOTEL, ANDHERI EAST, MUMBAI 400059.

1. To grant leave of absence to the Directors, if any.
2. To confirm and sign minutes of the previous Board Meeting held on November 13, 2023.
3. To take a note of the minutes of the previous Audit Committee Meeting held on November 13, 2023.
4. To take a note of the minutes of the previous Stakeholders Relationship Meeting held on November 13, 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 December 31, 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 December 31, 2023.
8. To consider recommendation of the Audit Committee and approve unaudited Financial Results along with Limited Review Report for the quarter ended December 31, 2023.
9. To take note of Related Party Transactions during the quarter ended December 31, 2023.
10. 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 December 31, 2023.
11. To take note of the information to be placed before the Board as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
12. To take note of the omnibus approval considered by the Audit Committee for the prospective related party transactions of the Company for the Financial Year 2024-2025



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13. To designate Ms. Urmi N. Prasad, Joint Managing Director of the Company as per the requirement under Rule 9(4) and Rule 9(5) of Companies (Management and Administration) Rules, 2014
14. To close the Bank Account in name of Gujarat Polybutenes Private Limited ("GPPL").
15. To consider, review and evaluate the Performance of the Board, Independent Directors, Chairperson, Committees and Individual Directors.
16. To note the review by Audit Committee of compliance with the provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015 and to verify internal control systems of the Company.
17. 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: 06-02-2023

Place: Mumbai



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NOTES TO AGENDA

NOTES TO AGENDA FOR THE 243RD MEETING OF THE BOARD OF DIRECTORS OF GUJARAT PETROSYNTHESIS LIMITED ("THE COMPANY") TO BE HELD ON TUESDAY, FEBRUARY 13, 2024 AT 11:00 A.M. AT MIRAGE HOTEL, NEXT TO THE LEELA HOTEL, ANDHERI EAST, MUMBAI 400059.

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

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



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Item No. 02: To confirm and sign the minutes of the previous Board Meeting held on November 13, 2023.

The Minutes of the 242nd Meeting of the Board of Directors held on November 13, 2023 are enclosed herewith for the perusal of the Board.

The Board is requested to confirm the same and thereafter the Chairman is requested to sign the minutes.



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Item No. 03: To take a note of the minutes of the previous Audit Committee Meeting held on November 13, 2023.

The Minutes of the 89th Meeting of the Audit Committee held on November 13, 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 previous Stakeholders Relationship Committee Meeting held on November 13, 2023.

The Minutes of the 72nd Meeting of the Stakeholders Relationship Committee held on November 13, 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 December 31, 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 Director of the Company for the quarter ended December 31, 2023.

The members of the Board are hereby informed that the Company has complied with the statutory requirements for the quarter ended December 31, 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 December 31, 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 December 31, 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 December 31, 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 December 31, 2023.

A draft of Unaudited Financial Results for the quarter ended December 31, 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 December 31, 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 take note of Related Party Transactions during the quarter ended December 31, 2023.

The members of the Board are hereby informed that the list of Related Party Transactions for the quarter ended December 31, 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.10: 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 December 31, 2023.

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 December 31, 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 December 31, 2023:	21 January, 2024	20 January, 2024	
	No. of Complaints pending at the beginning of the quarter:			0
	No. of complaints received during the quarter:			11
	No. of complaints Solved during the quarter:			10
	No. of complaints pending at the end of the quarter:	1		
2	Certificate of Corporate Governance under Regulation 27 (2) for the quarter ended December 31, 2023.	21 January, 2024	12 January, 2024	
3	Shareholding pattern under Regulation 31 of SEBI (LODR) Regulations, 2015 for the quarter ended December 31, 2023.	21 January, 2024	18 January, 2024	
4	Certificate under Regulation 74 (5) of the SEBI [Depositories and Participants] Regulations, 2018 for the Quarter ended December 31, 2023.	15 January, 2024	13 January, 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 December 31, 2023.	30 January, 2024	23 January, 2024
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The members of the Board are requested to take note of the above Compliances.



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Item No.11: 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 December 31, 2023 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. 12: To note the omnibus approval considered by the Audit Committee for the prospective related party transactions of the Company for the Financial Year 2024-2025.

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

The Audit Committee in its meeting held on even date shall consider the omnibus approval for the related party transactions which are proposed to be entered by the Company in the Financial Year 2024-2025.

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



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Item No. 13: To designate Ms. Urmi N. Prasad, Joint Managing Director of the Company as per the requirement under Rule 9(4) and Rule 9(5) of Companies (Management and Administration) Rules, 2014:

The members of the Board be and are hereby informed that MCA vide its notification dated 27th October 2023, has amended the Companies (Management and Administration) Rules, 2014 (“the Rules”). MCA vide the said amendment has inserted rule 9(4), (5), (6), (7) and (8) in the said the Rules.

Pursuant to the notification and rule 9(4) of the Rules, a Company has to designate a person who shall be responsible for furnishing and extending co-operation for providing, information to the Registrar or any other authorized officer with respect to beneficial interest in shares of the Company.

The notification further states that for the above-mentioned purposes, the Company may designate the Company Secretary or a Key Managerial Person (“KMP”) other than the Company Secretary and where there is no Company Secretary or KMP, every Director shall be the designated person.

The members of the Board are further informed that pursuant to the above amendments, the Company has proposed to authorize Ms. Urmi N. Prasad, Joint Managing Director of the Company as a designated person for this purpose.

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

“RESOLVED THAT pursuant to the provisions of section 89 and 90 and other applicable provisions of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and all other rules made thereunder (including any modifications, amendments or re-enactments thereof, for the time being in force), the consent of the Board of Directors be and is hereby accorded to appoint Ms. Urmi N. Prasad, Joint Managing Director (DIN: 00319482) of the Company, as a designated person under aforesaid provisions of the Act to furnish and extend co-operation and to do such other acts for purpose of providing information to the Registrar of Companies (“ROC”) or any other authorized person with respect to beneficial interest in the shares of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any of the Directors or Company Secretary, if any, of the Company be and is/are hereby severally authorized on behalf of the Company, to do all such acts, deeds, matters and things as may be deemed necessary, proper or expedient and to sign and execute all necessary documents, applications and returns.

RESOLVED FURTHER THAT a copy of this Resolution duly certified by any of the Directors or Company Secretary of the Company be furnished to anyone concerned or interested in the matter.”



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Item No. 14: To close the Bank Account in the name of Gujarat Polybutene Private Limited (“GPPL”).

The members of the Board be and are hereby informed that the Company had filed a Scheme of Merger between GPPL and the Company which was approved by the Honourable National Company Law Tribunal (“NCLT”) Mumbai Bench and the Bengaluru Bench on April 20, 2022 and September 29, 2022, respectively. Post merger, GPPL was merged into the Company and subsequently ceased to exist.

The members are further informed that, the Bank Account of GPPL with Bank of Baroda, PBB Branch is not operative and thus, it is proposed to close the same.

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

“RESOLVED THAT the consent of the Board of Directors is hereby accorded to close the following bank accounts in the name of Gujarat Polybutenes Private Limited and money lying in the said account be returned to the Company by way of issuance of banker’s cheque.

S. No.	Bank Name	Account Number	Address
1.	Bank of Baroda	27940200001651	PBB Branch, Horniman Circle, Fort, Mumbai

RESOLVED FURTHER THAT Ms. Urmi Prasad and/or Ms. Charita Thakkar, Directors of the Company be and are hereby severally authorized to sign and submit documents or information and to do all such acts, deeds or things to give effect to the above resolution on behalf of the Company.

RESOLVED FURTHER THAT a copy of this resolution be given to the banker, as may be required under the seal and signature of any of the Directors of the Company”



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Item No. 15: To consider, review and evaluate the Performance of the Board, Independent Directors, Chairperson, Committees and Individual Directors.

The members of the Board are hereby informed that pursuant to the Section 134 of the Companies Act, 2013 and relevant provisions of SEBI (LODR) Regulations, 2015, the Board is required to lay down the statement indicating the formal evaluation of the performance of:

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

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

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

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



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Item No. 16: To note the review by Audit Committee of compliance with the provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015 and to verify internal control systems of the Company.

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

The Board is further informed that the Company:

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

The detailed compliance report signed by the Chairman of Audit Committee and Managing Director of the Company shall be tabled before the Board for its noting.

The Board is requested to take note of the same.



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Item No. 17: 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

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