



GUJARAT PETROSYNTHESE LIMITED

Reg. Off: No.24, II Main, Doddanekkundi Industrial Area,
Phase I, Mahadevapura Post, Bangalore-560 048.
Ph: 91 – 80 – 28524133, 91-80-40943197
E-mail: info@gpl.in, Website: www.gpl.in
CIN No. L23209KA1977PLC043357



NOTICE OF BOARD MEETING

Date: August 4, 2022

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 235th meeting of the Board of Directors of Gujarat Petrosynthese Limited (**'the Company'**) is scheduled to be held through Video Conferencing on Friday, August 12, 2022 at 11:00 AM (IST) at Ecstasy, 718, 7th Floor, City of Joy J.S.D Road, Mulund (W) Mumbai- 400080 to discuss the business as per the agenda enclosed herewith.

The Members of the Board are requested to take note that a facility to attend the meeting vide video-conferencing shall be made available. Necessary arrangements regarding the connectivity through Video Conferencing shall be worked out and communicated.

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

Thanking You,

For **Gujarat Petrosynthese Limited**

Sd/-

Urmi N. Prasad

Compliance Officer & Joint Managing Director

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

Date: August 12, 2022

Place: Mumbai

Encl: Agenda for the meeting

Head Office: Ecstasy, 718, 7th Floor, City of Joy J.S.D Road, Mulund (West) Mumbai– 400080.

Phone: 022- 25600181 **Email:** - secretarial@gujaratpetrosynthese.com



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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 235th MEETING OF THE BOARD OF DIRECTORS OF GUJARAT PETROSYNTHESIS LIMITED ("THE COMPANY") TO BE HELD THROUGH VIDEO CONFERENCING ON FRIDAY, AUGUST 12, 2022 AT 11:00 AM (IST) AT ECSTASY, 718, 7TH FLOOR, CITY OF JOY J.S.D ROAD, MULUND (W) MUMBAI – 400080.

- 1) To grant leave of absence to the Directors, if any.
- 2) To confirm and sign the minutes of the previous Board Meeting held on May 30, 2022.
- 3) To take a note of the minutes of the previous Audit Committee Meeting held on May 30, 2022.
- 4) To take a note of the minutes of the previous Stakeholders Relationship Committee Meeting held on May 30, 2022.
- 5) To take note of the minutes of the meeting of Board of Directors of Gujarat Polybutenes Private Limited held on May 30, 2022.
- 6) To take note of Share Transfer, Share Transmission, Inter Share Transfer, Name Deletions, Consolidation, and Duplicate shares proceedings as reviewed by 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 June 30, 2022.
- 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 June 30, 2022.
- 9) To consider recommendation of the Audit Committee and approve unaudited Standalone & Consolidated Financial Results along with Limited Review Report for the quarter ended June 30, 2022.
- 10) To consider the recommendation of Nomination and Remuneration Committee ('NRC') and approve the re-appointment of Ms. Urmi Prasad (DIN: 00319482) as Director of the Company who retires by rotation.
- 11) To appoint Mr. Divyaraj Chandwaskar (Membership Num.- A68445) as the Company Secretary and the Compliance Officer of the Company.
- 12) To consider and approve the draft Directors Report along with relevant annexures of the Company for the Financial Year 2021-22.

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- 13) To consider and review:
 - (a) the draft Secretarial Auditor's Report,
 - (b) the draft Secretarial Audit Report of Wholly Owned Material Subsidiary Company i.e., Gujarat Polybutenes Private Limited,
 - (c) the Director's Responsibility Statement,
 - (d) the Secretarial Annual Compliance Report, and
 - (e) the Certificate for non-disqualification of the Directors for the FY 2021-22.
- 14) To approve draft Management Discussion and Analysis Report of the Company for the FY 2021-22 as recommended by the Audit Committee.
- 15) To consider and approve the draft of the Notice convening the 45th Annual General Meeting of the Company.
- 16) To consider and approve the appointment of Scrutinizer for e-voting at Annual General Meeting.
- 17) To consider and approve the appointment of Central Depository Services (India) Limited ('CDSL') for providing e-voting and remote e-voting platform.
- 18) To consider and fix the cut-off date for the e-voting.
- 19) To take note of Related Party Transactions during the quarter ended June 30, 2022.
- 20) To take note of quarterly Compliances under SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 (Hereinafter referred to as 'SEBI (LODR) Regulations, 2015') for the quarter ended June 30, 2022.
- 21) To take Note of the information to be placed before the Board as per SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
- 22) To consider and re-appoint M/s Dayal & Lohia, Chartered Accountants, for five years from the conclusion of 45th Annual General Meeting (AGM) till the conclusion of 50th Annual General Meeting (AGM).
- 23) To approve remuneration payable to M/s. Dayal & Lohia, Chartered Accountants, for the financial year 2022-23 as the Statutory Auditors of the Company.
- 24) To Take Note of Internal Audit Report along with Action Taken Report of RTA i.e.- Big Shares Services Private Limited.
- 25) To approve the appointment of authorized representative of the Company u/s 113 of the Companies Act, 2013.

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26) Any other matter with the permission of the Chair.

For **Gujarat Petrosynthese Limited**

Sd/-

Urmi N. Prasad

Compliance Officer & Joint Managing Director

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

Date: August 12, 2022

Place: Mumbai



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NOTES TO AGENDA

NOTES TO AGENDA FOR THE 235th MEETING OF THE BOARD OF DIRECTORS OF GUJARAT PETROSYNTHESIS LIMITED ("THE COMPANY") TO BE HELD THROUGH VIDEO CONFERENCING ON FRIDAY, AUGUST 12, 2022 AT 11:00 AM (IST) 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 requests for the same.



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Item No. 02: To confirm and sign the minutes of the previous Board Meeting held on May 30, 2022:

The Minutes of the 234th Meeting of the Board of Directors held as on May 30, 2022 are enclosed herewith for the perusal of the Board. The Board is requested to confirm on the same and thereafter, the minutes shall be signed by the Chairperson of the Meeting.



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Item No. 03: To take a note of the minutes of the Audit Committee Meeting held on May 30, 2022:

The Minutes of the 82nd Meeting of the Audit Committee held on May 30, 2022 are enclosed herewith for the perusal of the Board. The Board is requested to take note of the same.



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Item No. 04: To take a note of the minutes of the Stakeholders Relationship Committee Meeting held on May 30, 2022:

The Minutes of the 65th Meeting of the Stakeholders Relationship Committee held on May 30, 2022 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 the minutes of the meeting of Board of Directors of Gujarat Polybutenes Private Limited held on May 30, 2022:

Members of the Board are hereby informed that as per Regulation 24 (3) of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 the Board of Directors of Listed Company shall take note of minutes of the Unlisted Subsidiary Company.

In Compliance of above, the Minutes of the Meeting of the Board of Directors of Gujarat Polybutenes Private Limited (Wholly owned Subsidiary of the Company) held as on May 30, 2022 are enclosed herewith for the perusal of the Board.

The Board is requested to confirm on the same and thereafter, the minutes shall be signed by the Chairperson of the Meeting.



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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 June 30, 2022.

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 June 30, 2022.

The members of the Board are hereby informed that the Company has complied with the statutory requirements for the quarter ended June 30, 2022 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. 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 ended June 30, 2022.

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 Standalone and Consolidated Financial Results for the quarter ended June 30, 2022 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. 09: To consider recommendation of the Audit Committee and approve unaudited Standalone & Consolidated Financial Results along with Limited Review Report for the quarter ended June 30, 2022.

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 Un-audited Standalone as well Consolidated Financial Results for the quarter ended June 30, 2022.

A draft of Unaudited Standalone as well as Consolidated Financial Results for the quarter ended June 30, 2022 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 Standalone and Consolidated Financial Results for the quarter ended June 30, 2022 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 consider the recommendation of Nomination and Remuneration Committee ('NRC') and approve the re-appointment of Ms. Urmi Prasad (DIN: 00319482), as Director of the Company who retires by rotation.

Ms. Charita Thakkar and Ms. Urmi Prasad being interested Directors to this agenda are requested not to participate in the discussion of said agenda.

The Board Members are hereby informed that pursuant to Section 152 of Companies Act, 2013, Ms. Urmi Prasad (DIN: 00319482), Jt. Managing Director of the Company having held the office for longest since her last appointment is liable to retire by rotation at the ensuing Annual General Meeting and being eligible offers herself for re-appointment.

Based on the recommendation of the Nomination & Remuneration Committee the Board members are requested to discuss, approve and recommend for the said re-appointment to the Members of the Company for their consideration in duly convened General Meeting by passing the resolution with or without modification(s):

“RESOLVED THAT pursuant to the provisions of Section 152 and all other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules 2014 (including any statutory modification(s) or re-enactments thereof for the time being in force), as proposed and recommended by the Nomination and Remuneration Committee and subject to the approval of the Members of the Company in the ensuing Annual General Meeting ('AGM'), the Board of Directors of the Company be and hereby recommend the re-appointment of Ms. Urmi Prasad (DIN: 00319482) as a Director of the Company, who retires by rotation in the ensuing AGM.”



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Item No. 11: To appoint Mr. Divyaraj Chandwaskar (Membership Num.- A68445) as the Company Secretary and the Compliance Officer of the Company.

The Board members are hereby informed that the Company is required to appoint a Company Secretary and Compliance Officer who shall possess the requisite qualification as prescribed under the Companies (Appointment and Qualifications of Secretary) Rules, 1988.

The members of the Board are hereby further informed that pursuant to regulation 6(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, A Listed Entity shall appoint a Company Secretary as a Compliance Officer of the Company.

Accordingly, it is proposed to appoint Mr. Divyaraj Chandwaskar as a Company Secretary and Compliance Officer of the Company who fulfills the prescribed qualification and his brief profile will be tabled before the Board.

The Nomination and Remuneration Committee and Audit Committee considered and approved this matter at its meeting held prior to the meeting of the Board of Directors.

Based on the recommendation of Nomination and Remuneration Committee and Audit Committee, the members of the Board are requested to consider the same and pass the following resolution with or without modification(s):

“RESOLVED THAT pursuant to the provisions of Section 2(24) and Section 203 read with Rule 8 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions (including any statutory modification or re-enactment thereof for the time being in force), if any, of the Companies Act, 2013, and as recommended by Nomination and Remuneration Committee and Audit Committee, the consent of the Board be and is hereby accorded to appoint Mr. Divyaraj Chandwaskar (Membership Num.- A68445), an Associate Member of Institute of Company Secretaries of India holding the prescribed qualification under Rule 2(1) (Appointment and Qualification of Secretary) Rules, 1988, as Whole time Company Secretary of the Company with effect from August 12, 2022 on such terms and conditions including remuneration as placed before the Board to perform the duties which may be performed by a Secretary under the Companies Act, 2013 and any other duties assigned to her by the Board from time to time.

RESOLVED FURTHER THAT Mr. Divyaraj Chandwaskar be and is hereby also designated as the Compliance Officer of the Company as per Regulation 6(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

RESOLVED FURTHER THAT any of the directors of the company be and are hereby authorized to digitally sign and submit all necessary e-Forms with the Registrar of Companies (RoC), Bangalore and to do all such acts, deeds and things as may be necessary to give effect to the above resolution.”



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Item No. 12: To consider and approve the draft Directors Report along with relevant annexures of the Company for the Financial Year 2021-22.

As per the provisions of Section 134 of the Companies Act, 2013 read with the rules made thereunder, the draft Board Report along with the relevant annexures for the financial year ended on March 31, 2022 shall be shared as a pre-read for the Meeting for the kind perusal of the Board.

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

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

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

“RESOLVED THAT pursuant to Section 134 of the Companies Act, 2013 and rules made thereunder, the draft of the Directors’ Report along with the relevant annexures thereto, for the financial year ended March 31, 2022 , duly initialed by the Chairperson of the meeting for the purpose of identification, be and is hereby considered and approved by the Board and that the same be signed by Ms. Urmi N. Prasad and Ms. Charita Thakkar, Joint Managing Directors on behalf of the Board of Directors of the Company.

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

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



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Item No. 13: To consider and approve

(a) the Secretarial Auditor's Report.

(b) the Secretarial Audit Report of Wholly Owned Material Subsidiary Company i.e., Gujarat Polybutenes Private Limited.

(c) the Director's Responsibility Statement.

(d) the Secretarial Annual Compliance Report, and

(e) the Certificate for non-disqualification of the Directors for the FY 2021-22.

<i>Sr. No.</i>	<i>Particular</i>	<i>Explanation</i>
a.	Secretarial Audit Report	<p>The members of the Board are hereby informed that the Secretarial Audit Report is required to be furnished every financial year by the Secretarial Auditors of the Company.</p> <p>Since, M/s. J. J. Gandhi & Co., Company Secretaries, Vadodara, Gujarat were the secretarial auditors of the Company for Financial Year 2021-22, the Secretarial Audit Report furnished by them in Form MR- 3 for FY 2021-22 as received by the Company shall be circulated to the Board separately.</p> <p>The Board is requested to take a note of the said Report which would form part of the Director 's Report.</p>
b.	Secretarial Audit Report of Wholly Owned Material Subsidiary Company i.e., Gujarat Polybutenes Private Limited,	<p>The Members of the Board are hereby informed that As per Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements), 2015, Listed Company shall have to annex secretarial audit report of its unlisted material company in its annual report.</p> <p>In-compliance of above regulation M/s J. J. Gandhi & Associates, Practicing Company Secretaries of the Company has issued Secretarial Audit Report in form MR-3 for the financial year 2021-22 for the Company's Wholly Owned Material Subsidiary Company i.e., Gujarat Polybutenes Private Limited .</p> <p>Copy of the above report shall be placed before the Board for their perusal.</p> <p>The Board is requested to take a note of the said Report which would form part of the Director 's Report.</p>
c.	Director's Responsibility	The members of the Board are hereby informed that

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	Statement	<p>pursuant to Section 134(3)(c) of the Companies Act, 2013, the Director's Responsibility Statement is required to be attached to the Board's report which shall be placed before the Annual General Meeting of the company.</p> <p>The members of the Board are requested to take a note of the statement which would form a part of the Director's Report.</p>
d.	Annual Secretarial Compliance Report,	<p>The Members of the Board are hereby informed that as per the Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements), 2015, listed Company shall have to file Annual Secretarial Compliance report within 60 days from end of the each financial year with the stock exchange.</p> <p>Company has filed above disclosure with the BSE Limited on May 23, 2022.</p> <p>Secretarial Compliance Report Received from M/s J. J. Gandhi & Associates, Practicing Company Secretary shall be placed before the Board for their perusal.</p>
e.	Certificate for non-disqualification of the directors for the FY 2021-22	<p>The Members of the Board are hereby informed that as per the Schedule V of SEBI (Listing Obligations and Disclosure Requirements), 2015, Listed Company shall take certificate from Company Secretary in Practice that, none of the Director on Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of Companies by the Board/Ministry of Corporate Affairs or any such statutory authority.</p> <p>In compliance of above, certificate of Non Disqualification of the Director issued by the M/s J. J. Gandhi & Associates, Practicing Company Secretary shall be placed before the Board for their perusal.</p> <p>The Board of Directors is requested to review and take note of the same.</p>



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Item No. 14: To approve draft Management Discussion and Analysis Report of the Company for the FY 2021-22 as recommended by the Audit Committee.

The members of the Board are hereby informed that the draft Management Discussion and Analysis Report, of the Company for the financial year 2021-22 will be placed before the Board.

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

“RESOLVED THAT, the draft Management Discussion and Analysis Report for the Financial Year ended March 31, 2022 as placed before the Board be and is hereby approved.”



GUJARAT PETROSYNTHESIS LIMITED

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Phase I, Mahadevapura Post, Bangalore-560 048.

Ph: 91 – 80 – 28524133, 91-80-40943197

E-mail: info@gpl.in, Website: www.gpl.in

CIN No. L23209KA1977PLC043357



Item No. 15: To consider and approve the draft of the Notice convening the 45th Annual General Meeting of the Company.

The members of the Board are hereby informed that the draft of the Notice along with Explanatory Statement proposed to be issued to the members for convening the 45th Annual General Meeting of the Company shall be circulated to the Board members.

In view of the COVID outbreak, the Ministry of Corporate Affairs (MCA) has vide its Circular dated 5th May 2020, 13th January, 2021 and General Circular No. 02/2022 dated May 05, 2022, and Securities and Exchange Board of India (“SEBI”) vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and Circular SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 issued by SEBI (collectively “Applicable Circulars”), amongst others, permitted the Companies to dispatch the Annual Report only by email to the members, who have registered their email ids with the Company/ Depositories.

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

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

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

“RESOLVED THAT the consent of the Board of Directors be and is hereby accorded to convene the 45th Annual General Meeting of the Company on Thursday, September 29, 2022 at 11:00 AM through Video Conferencing and the venue of the meeting shall be deemed to be the registered office of the Company situated at 24, II Main, Doddanekkundi industrial Area, Phase I, Mahadevapura Post, Bangalore-560048.

RESOLVED FURTHER THAT the draft notice of 45th Annual General Meeting of the Company as circulated to the Board be and is hereby approved and any of the Directors be and are hereby severally authorised to issue the notice to the stakeholders of the Company in accordance with the requirements of the Companies Act, 2013.”

Head Office: Ecstasy, 718, 7th Floor, City of Joy J.S.D Road, Mulund (West) Mumbai– 400080.

Phone: 022- 25600181 **Email:** - secretarial@gujaratpetrosynthese.com



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Item No. 16: To consider and approve the appointment of Scrutinizer for e-voting at Annual General Meeting.

The members of the Board are hereby informed that the Company has proposed to appoint M/s. Makarand M. Joshi & Co, Practicing Company Secretaries, Mumbai, as Scrutinizer to conduct the process of 'remote e-voting' and 'e-voting during e-AGM' in fair and transparent manner at the Annual General Meeting and report to the Chairperson the results of e-voting and e-voting during e-AGM.

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

“RESOLVED THAT the consent of the Board be and is hereby accorded to appoint M/s. Makarand M. Joshi & Co, Practicing Company Secretaries, Mumbai, as Scrutinizer for the purpose of scrutinizing the voting process of the declaration of combined results of the votes cast through remote e-voting and e-voting conducted at the meeting on all resolutions at the Annual General Meeting and report to the Chairperson the results of e-voting and e-voting during e-AGM.”



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Item No. 17: To consider and approve the appointment of Central Depository Services (India) Limited ('CDSL') for providing e-voting and remote e-voting platform.

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

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

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



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Item No. 18: To consider and fix the cut-off date for the e-voting:

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

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

“RESOLVED THAT pursuant to Section 108 of the Companies Act, 2013 (the “Act”) read with the Rule 20 of Companies (Management and administration) Rule, 2014 (including any statutory modification(s) or re-enactment(s) thereof for time being in force) and subject to the provisions of any other applicable law(s), regulation(s), etc, consent of the Board of Directors of the Company be and is hereby accorded for fixation of the record date as September 22, 2022.

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



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Item No. 19: To take note of Related Party Transactions during the quarter ended June 30, 2022 and authenticate Register of Contracts under Section 189 of the Companies Act, 2013:

The members of the Board are hereby informed that the list of Related Party Transactions for the quarter ended June 30, 2022 with the recommendations of the Audit Committee, shall be tabled at the meeting for its consideration and approval.

Further, the Register of Contracts maintained under Section 189 of the Companies Act, 2013 for all the related party transactions in the said quarter shall be placed before the Committee for their perusal and signing in the next meeting.

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



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Item No. 20: To take note of quarterly Compliances under SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 (Hereinafter referred to as 'SEBI (LODR) Regulations, 2015') for the quarter ended June 30, 2022.

The Board of Directors is informed that being a Listed entity, the Company has to comply with various provisions of SEBI (LODR) Regulations, 2015. The status of various intimations/certificates submitted with the Stock Exchange under SEBI (LODR) Regulations, 2015 for the quarter ended June 30, 2022.

Sr. No.	Particulars	Due date	Quarterly Compliance Date								
1	To take on record Investor Grievance Report under Regulation 13(3) of SEBI (LODR) Regulations, 2015 for the quarter ended June 30, 2022: <table border="1"> <tr> <td>No. of Complaints pending at the beginning of the quarter:</td> <td>0</td> </tr> <tr> <td>No. of complaints received during the quarter:</td> <td>11</td> </tr> <tr> <td>No. of complaints Solved during the quarter:</td> <td>11</td> </tr> <tr> <td>No. of complaints pending at the end of the quarter:</td> <td>0</td> </tr> </table>	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:	11	No. of complaints pending at the end of the quarter:	0	21-07-2022	11-07-2022
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:	11										
No. of complaints pending at the end of the quarter:	0										
2	Certificate of Corporate Governance under Regulation 27 (2) for the quarter ended June 30, 2022.	21-07-2022	11-07-2022								
3	Shareholding pattern under Regulation 31 of SEBI (LODR) Regulations, 2015 for the quarter ended June 30, 2022.	21-07-2022	16-07-2022								
4	Certificate under Regulation 74 (5) of the SEBI [Depositories and Participants] Regulations, 2018 for the Quarter ended June 30, 2022.	15-07-2022	12-07-2022								



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5	Reconciliation of Share Capital Audit Report under Regulation 76 of SEBI (Depository & Participant) Regulations, 2018 for the quarter ended June 30, 2022.	30-07-2022	20-07-2022

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



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Item No. 21: 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 June 30, 2022 will be placed for consideration and noting of the Board.



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Item No. 22: To consider and reappoint M/s Dayal & Lohia, Chartered Accountants, for five years from the conclusion of 45th AGM till the conclusion of 50th AGM.

The Board Members are informed that the shareholders of the Company at the 40th Annual General Meeting ('AGM') held on September 22, 2017 approved the appointment of M/s. Dayal and Lohia, Chartered Accountants, having Firm Registration No. 102200W, as the Statutory Auditors of the Company for a period of five year from the conclusion of 40th Annual General Meeting (AGM) till the conclusion of the 45th Annual General Meeting (AGM).

Further, it is proposed to re-appoint M/s. Dayal and Lohia as the Statutory Auditor for a period of 5 Years from conclusion of 45th Annual General Meeting (AGM) to Conclusion of 50th Annual General Meeting (AGM) of the Company. M/s. Dayal and Lohia, Chartered Accountants have given their consent to act as the Statutory Auditors of the Company and have confirmed that the said appointment, if made, will be in accordance with the conditions prescribed under Sections 139 and 141 of 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 section 139, 141 and 142 and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act'), read with the Companies (Audit and Auditors) Rules, 2014 (the "Rules") including any amendments, statutory modifications and/or re-enactment thereof, for the time being in force, and subject to approval of shareholders in the ensuing Annual General Meeting of the Company, M/s. Dayal and Lohia, Chartered Accountants (FRN.: 102200W), be and are hereby re-appointed as the Statutory Auditors of the Company for a period of five (5) years to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the 50th Annual General Meeting (AGM) of the Company at such remuneration plus out-of-pocket, etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors.

RESOLVED FURTHER THAT any of the Board of Directors, be and is, hereby empowered and authorised to take such steps, in relation to the above and to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution and to file necessary E-Forms with Registrar of Companies.”



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Item No. 23: To approve remuneration payable to M/s. Dayal & Lohia, Chartered Accountants, for the year 2022-23 as the Statutory Auditors of the Company.

The Board members are hereby informed that pursuant to the provisions of Section 139 of the Companies Act, 2013, M/s. Dayal & Lohia Chartered Accountants, are proposed to be re-appointed as the Statutory Auditors of the Company from the conclusion of the ensuing 45th Annual General Meeting held on September 29, 2022 until the conclusion of the Annual General Meeting to be held in 2027 to conduct audit of the Accounts for 5 (five) Financial Years, from conclusion of this 45th Annual General Meeting (AGM) till the conclusion of the 50th Annual General Meeting (AGM).

Based on the recommendation of Audit committee the remuneration to be paid to the Statutory Auditors for 2022-23 is as follows:

Sr. No	Particular	Amount
1	Audit Fees	2,00,000
2	Tax Audit Fees	62,500
3	Limited Review (Consolidated & Standalone)	75,000
Total		3,37,500

Based on the recommendations of the Audit Committee members of Board are hereby requested to pass following resolution for payment of the remuneration to the Statutory Auditors:

“RESOLVED THAT pursuant to the provisions of Section 139 of the Companies Act, 2013 read with Companies (Appointment of Auditors) Rules 2014 (“the Act”) and other rules and regulations prescribed thereunder (including any statutory modification(s) or re – enactment(s) thereof for time being in force), and any other applicable provisions, based on the recommendation of the Audit committee the remuneration as follows be and is hereby approved:

Sr. No	Particular	Amount
1	Audit Fees	2,00,000
2	Tax Audit Fees	62,500
3	Limited Review	75,000



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	(Consolidated & Standalone)	
Total		3,37,500

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. 24: To Take Note of Internal Audit Report along with Action Taken Report of RTA i.e.- Big Shares Services Private Limited.

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

The three broad areas covered under the circular are:

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

Bigshares Services Private Limited had appointed M/s S. N. Ananthasubramanian & Co. To conduct the annual internal audit of the operations and systems security for the financial year 2021-22.

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

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



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Item No. 25: To approve the appointment of authorized representative of the Company u/s 113 of the Companies Act, 2013.

The members of the Board are hereby informed that since the Company is having a wholly owned subsidiary, i.e., Gujarat Polybutenes Private Limited in which the equity shares are held by the Company, the Company is required to appoint an authorised representative who shall attend the Annual General Meeting/ Extra-Ordinary General Meeting on behalf of the Company and shall also vote in the meetings.

In view of the COVID outbreak, the Ministry of Corporate Affairs (MCA) has vide its Circular dated 5th May 2020, 13th January, 2021 and May 05, 2022, amongst others, permitted the companies to hold their Annual General Meetings through the Video / other Audio- Visual means during the calendar year 2022 without the physical presence of the Members at a common venue.

It is proposed to authorise Ms. Padma Nair, Executive Assistant or Ms. Charita Thakkar, Joint Managing Director of the Company severally to attend and vote in the meeting either in person or through proxy in all General Meetings including e-Annual General Meetings / Court convened Meetings or to exercise voting by Postal Ballot / remote e-voting of Gujarat Polybutenes Private Limited and also that of the various Companies in which the Company and its Subsidiaries have made investments in equity shares and/or other securities which may be held in FY 2022-23.

The Board is requested to consider and approve the same by passing the following resolution:

“RESOLVED THAT Ms. Padma Nair, Executive Assistant or Ms. Charita Thakkar, Joint Managing Director be and are hereby severally authorized on behalf of the Company u/s 113 of the Companies Act, 2013 to attend and vote by providing their assent on all the resolutions to be approved on behalf of the Company either in person or through proxy in all General Meetings including e- Annual General Meetings / Court convened Meetings or to exercise voting by Postal Ballot / remote e-voting of Gujarat Polybutenes Private Limited and also that of the various Companies in which the Company and its Subsidiaries have made investments in equity shares and/or other securities which may be held in FY 2022-23.

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



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Item No. 26: Any other matter with the permission of the Chair.

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

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

For **Gujarat Petrosynthese Limited**

Sd/-

Urmi N. Prasad

Compliance Officer & Joint Managing Director

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

Date: August 12, 2022

Place: Mumbai

Head Office: Ecstasy, 718, 7th Floor, City of Joy J.S.D Road, Mulund (West) Mumbai– 400080.

Phone: 022- 25600181 **Email:** - secretarial@gujaratpetrosynthese.com