



GUJARAT PETROSYNTHESE LIMITED

Reg. Off: No.24, II Main, Doddanekkundi Industrial Area,
Phase I, Mahadevapura Post, Bangalore-560 048.
Ph: 91 – 80 - 28524133 Fax: 91– 80 - 28524171
E-mail : info@gpl.in, Website: www.gpl.in
CIN No. L23209KA1977PLC043357



Date:-07 February, 2020

To,
The Board of Directors,
Gujarat Petrosynthese Limited
Registered Office Address: 24,II Main,
Doddanekkundi Industrial Area, Phase I,
Mahadevapura, Bangalore, Karnataka - 560048

Notice: - Meeting of Board of Directors

Dear Sir/ Madam,

NOTICE is hereby given that 225th meeting of the Board of Directors of Gujarat Petrosynthese Limited (**‘the Company’**) is scheduled to be held on Friday, 14 February 2020 at 11.45 a.m. at Hotel Mirage, Corner International Airport, Approach Road, Andheri (East), Mumbai-400059 to discuss the business as per 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, if any Director is to attend the meeting through video-conferencing. In case any member of the Board wishes to attend the meeting through video-conferencing facility, then such Director is hereby requested to intimate, Ms. Urmi Prasad (**Email address:** urmiprasad@rediffmail.com), the Joint Managing Director of the Company, three (3) days prior to the date of the meeting in order to enable the company to make requisite arrangements.

Thanking You,

For Gujarat Petrosynthese Limited

Urmi N. Prasad

Ms. Urmi N. Prasad
Joint Managing Director
DIN: 00319482

Address: 8-2-417/301, Mount Kailash, Road No. 4, Banjara Hills, Hyderabad, Telangana 500034

Date: 07 February 2019

Place: Mumbai

Encl: Agenda for the meeting



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AGENDA

AGENDA FOR THE 225TH MEETING OF THE BOARD OF DIRECTORS OF GUJARAT PETROSYNTHESE LIMITED TO BE HELD ON FRIDAY, 14 FEBRUARY 2020 AT 11.45 A.M. AT HOTEL MIRAGE, CORNER INTERNATIONAL AIRPORT, APPROACH ROAD, ANDHERI (EAST), MUMBAI-400059

- 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 13 November 2019
- 3) To confirm the minutes of the previous Audit Committee Meeting held on 13 November 2019
- 4) To confirm the minutes of the previous Stakeholders Relationship Committee Meeting held on 13 November 2019
- 5) To take note of disclosure of interest received from Directors, if any
- 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 take note of Related Party Transactions during the quarter ended 31 December 2019
- 8) To note the omnibus approval provided by the Audit Committee for the prospective related party transactions of the Company for the Financial Year 2020-2021
- 9) To Review Chief Financial Officer (CFO) Certificate pursuant to Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the quarter ended 31 December 2019
- 10) To consider recommendation of the Audit Committee and approve unaudited Standalone & Consolidated Financial Results along with Limited Review Report for the quarter ended 31 December 2019
- 11) To consider and approve the appointment of Ms. Pratiksha Parmar as Company Secretary and Compliance Officer of the Company

- 12) 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 31 December 2019
- 13) To consider, review and evaluate the Performance of the following:
 - a) The Board as a whole
 - b) The Independent Directors of the Board
 - c) Chairman
 - d) Committees of the Board
 - e) Individual Director on the Board of the Company
- 14) To adopt stationary policy of the company as per SEBI vide its circular no. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated April 20, 2018
- 15) To take note compliances under SEBI (prohibition of insider trading) regulations, 2015
- 16) To Consider Amendments pertaining to Independent Director's Data Bank
- 17) To discuss any other business with the permission of the chair

For Gujarat Petrosynthese Limited



Ms. Urmi N. Prasad
Joint Managing Director

DIN: 00319482

**Address: 8-2-417/301, Mount Kailash, Road No. 4,
Banjara Hills, Hyderabad, Telangana 500034**



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NOTES TO AGENDA

NOTES TO AGENDA FOR THE 225TH MEETING OF THE BOARD OF DIRECTORS OF GUJARAT PETROSYNTHESIS LIMITED TO BE HELD ON FRIDAY, 14 FEBRUARY 2020 AT 11.45 A.M. AT HOTEL MIRAGE, CORNER INTERNATIONAL AIRPORT, APPROACH ROAD, ANDHERI (EAST), MUMBAI-400059

Item No. 1: To grant leave of absence, if any:

Leave of Absence may be granted to a member of the Board who conveys his/her inability to attend the meeting.

Item No. 2: To take note and sign the minutes of the previous Board Meeting held on November 13, 2019:

The Minutes of the 224th Meeting of the Board of Directors held as on November 13, 2019 are enclosed herewith for the perusal of the Board. The Board is requested to take note of the same and thereafter, the minutes shall be signed by the Chairman of the Meeting.

Item No. 3: To take a note of the minutes of the Audit Committee Meeting held on November 13, 2019:

The Minutes of the 72nd Meeting of the Audit Committee held on November 13, 2019 are enclosed herewith for the perusal of the Board. The Board is requested to take note of the same.

Item No. 4: To take a note of the minutes of the Stakeholders Relationship Committee Meeting held on November 13, 2019:

The Minutes of the 55th Meeting of the Stakeholders Relationship Committee held on November 13, 2019 are enclosed herewith for the perusal of the Board. The Board is requested to take note of the same.

Item No. 5: To take note of disclosure of interest received from Directors, if any

The Directors are requested to apprise the Board about any change, if any, in their concern or interest in any company, firm or other association of individuals pursuant to Section 184 of the Companies Act, 2013. Disclosures of interest from Directors, if any received, shall be placed before the Board.

The Board is requested to take note of the same.

Item No. 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:

The members of the Board are hereby informed that the Stakeholders Relationship Committee has reviewed and confirmed the Share Transfers, Share Transmissions, Inter Share Transfers, Name Deletions, Consolidation, and Duplicate shares proceedings for the quarter ended 31 December 2019.

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

Item No. 7: To take note of Related Party Transactions during the quarter ending 31 December 2019:

The Statement containing list of transactions of Company with the related party entered into during the quarter ended December 31, 2019 shall be tabled before the Board of Directors. The Members of the Board are requested to take note of the same.

Item No. 8: To note the omnibus approval provided by the Audit Committee for the prospective related party transactions of the Company for the Financial Year 2020-2021:

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

The Audit Committee in its meeting is required to grant the omnibus approval to the related party transactions which are proposed to be entered in the Financial Year 2020-2021.

The Board of Directors is requested to take note of the same.

Item No. 9: To review Chief Financial Officer (CFO) Certificate pursuant to Regulation 33(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

The Members of the Board are hereby informed that pursuant to Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, CEO and CFO shall certify that the unaudited Standalone and Consolidated Financial Results for the quarter ended December 31, 2019 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.

Upon recommendation of the Audit Committee, the draft of such certificate shall be placed before the Board of Directors for noting.

Further Ms. Urmi N. Prasad, Chief Financial Officer and Joint Managing Director of the Company, is requested to sign the same.

Item No. 10: To consider recommendation of the Audit Committee and approve unaudited Standalone & Consolidated Financial Results along with Limited Review Report for the quarter ended 31 December 2019:

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

A draft of unaudited Standalone as well as Consolidated Balance Sheet, Statement of Profit and Loss and Cash Flow Statement for the quarter ended 31 December 2019 along with the Limited Review Report as furnished by the Statutory Auditors of the Company 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 Un-Audited Standalone and Consolidated Financial Results for the quarter ended 31 December 2019 along with Limited Review Report forming parts of financial results as recommended by the Audit Committee be and are hereby considered and approved.

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

Item No. 11: To consider and approve the appointment of Ms. Pratiksha Parmar as Company Secretary and Compliance Officer of the Company:

The members of the Board are 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 earlier Company Secretary of the Company, Ms. Ankita Gokani resigned w.e.f. 05 October 2019 and thereafter, the Company was in search of a suitable candidate to be appointed as a Company Secretary and Compliance Officer.

The Company has identified a suitable person and proposes to appoint Ms. Pratiksha Parmar (ACS No: 54475) as a Company Secretary and Compliance officer in the Company since Ms. Pratiksha Parmar fulfils the prescribed qualification and her consent letter shall be tabled before the Board.

The Nomination and Remuneration Committee will consider this matter at its meeting to be held prior to the meeting of the Board of Directors and shall recommend the same to the Board. The Board shall discuss the same and pass the following resolutions with or without modification(s):

"RESOLVED THAT pursuant to the provisions of Section 203 read with Rule 8 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provision (including any modification or re-enactment thereof), if any, of the Companies Act, 2013 and subject to the recommendation of Nomination and Remuneration Committee, the consent of the Board be and is hereby accorded to appoint Ms. Pratiksha Parmar (Membership No. ACS 54475), 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 immediate effect, to perform the duties which may be performed by a Company Secretary under the Companies Act, 2013 and any other duties assigned to him by the Board from time to time.

RESOLVED FURTHER THAT Ms. Pratiksha Parmar 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), Mumbai and to do all such acts, deeds and things as may be necessary to give effect to the above resolution."

Item No. 12: 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 31 December 2019:

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 December 31, 2019.

Sr. No.	Particulars	Due Date	Actual Compliance date								
1.	<p>To take on record Investor Grievance Report under Regulation 13(3) of SEBI (LODR) Regulations, 2015 for the quarter ended 31 December 2019:</p> <table border="1"> <tr> <td>No. of Complaints pending at the beginning of the quarter</td> <td>01</td> </tr> <tr> <td>No. of Complaints Received during the quarter</td> <td>01</td> </tr> <tr> <td>No. of Complaints Solved during the quarter</td> <td>02</td> </tr> <tr> <td>No. of Complaints Pending at the end of the quarter</td> <td>Nil</td> </tr> </table>	No. of Complaints pending at the beginning of the quarter	01	No. of Complaints Received during the quarter	01	No. of Complaints Solved during the quarter	02	No. of Complaints Pending at the end of the quarter	Nil	21.01.2020	18.01.2020
No. of Complaints pending at the beginning of the quarter	01										
No. of Complaints Received during the quarter	01										
No. of Complaints Solved during the quarter	02										
No. of Complaints Pending at the end of the quarter	Nil										
2.	Certificate for Non-Applicability of Corporate Governance under Regulation 27 (2) for the quarter ended 31 December 2019	15.01.2020	09.01.2020								
3.	Shareholding pattern under Regulation 31 of SEBI (LODR) Regulations, 2015 for the quarter ended 31 December 2019	21.01.2020	18.01.2020								
4.	Certificate under Regulation 74 (5) of the SEBI [Depositories and Participants] Regulations, 2018 for the Quarter ended 31 December 2019	15.01.2020	13.01.2020								

The necessary reports and acknowledgements will be placed before the Board. The Board is requested to take note on the above Compliances.

Item No. 13: To consider, review and evaluate the Performance of the following:

The Board of Director is hereby informed that pursuant to the Section 134 of the Companies Act, 2013 and relevant provisions of SEBI (LODR), 2015, the Board is required to lay down the statement indicating the manner in which formal evaluation of the Board's Performance:

1. The Board as a whole
2. The Independent Directors of the Board
3. Chairman
4. Committees of the Board
5. Individual Director on the Board of the Company

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

Item No. 14: To adopt Stationary Policy of the company as per SEBI vide its circular no. SEBI/HO/MIRSD/ DOP1/CIR/P/2018/73 dated 20 April 2018:

It is hereby informed to the Members of the Board that SEBI vide its Circular No. SEBI/HO/MIRSD/ DOP1/CIR/P/2018/73 dated 20 April 2018 mandates the listed entity and its Registrar and share Transfer Agents (RTA) to frame a written policy for maintaining strict control on the usage of preprinted pre-signed blank stationery including blank share certificates, dividend/interest/redemption warrants etc. (the preprinted pre-signed blank stationery).

The Stationary Policy of the Company will be placed before the Board of Directors for their consideration. The Board is requested to adopt the same.

Item No. 15: To take note compliances under SEBI (prohibition of insider trading) regulations, 2015:

The Board members are informed that company is required to take note of compliance under regulation 9 of SEBI (Prohibition of Insider Trading) Regulations, 2015 and other applicable provision.

The detailed compliance report signed by the chairman of Audit Committee and Managing Director of the Company will be tabled before the Board.

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

Item No. 16: To Consider Amendments pertaining to Independent Director's Data Bank :

The Board Members are informed that pursuant to the notification issued by the Ministry of corporate affairs vide notification dated October 22, 2019, there has been an amendment in Companies (Appointment and Qualification of Directors) Fifth Amendment Rules, 2019, that are effective from 01 December 2019.

As per the notification, the independent director is required to register themselves online in the Independent Director database latest by 29 February 2020.

Post inclusion of his name in data bank, the independent director shall pass an online proficiency self-assessment test conducted by the institute within a period of one year from the date of inclusion of his name in the data bank, (i.e. 1 year from 29th February, 2020 or any other date of inclusion of name in data bank).

The brief of the amendment shall be explained and the copy of the amendment shall be placed before the Board for their perusal.

Item No. 17: Any other matter with the permission of the Chair:

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

For Gujarat Petrosynthese Limited



Ms. Urmi N. Prasad
Joint Managing Director
DIN: 00319482

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