

Reg. Off: No.24, II Main, I Phase, Doddanekkundi Industrial Area, Mahadevapura Post, Bengaluru-560 048.

Ph: 91 – 80 - 28524133

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

CIN No. L23209KA1977PLC043357









Date: May 23, 2023

To,

The Board of Directors, Gujarat Petrosynthese Limited

Registered Office Address: 24, II Main, Phase 1, Doddanekkundi Industrial Area, Mahadevapura,

Bangalore, Karnataka -560048.

Notice: -Meeting of Board of Directors

Dear Sir/ Madam,

NOTICE is hereby given that 239th meeting of the Board of Directors of Gujarat Petrosynthese Limited **('the Company')** is scheduled to be held through Video Conferencing on Tuesday, May 30, 2023 at 10:45 a.m. Ecstasy, 718, 7th Floor, City of Joy J.S.D Road, Mulund (W) Mumbai 400080 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. 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/-

Sagar Pahariya

Company Secretary & Compliance Officer

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

Date: May 23, 2023 Place: Mumbai

Encl: Agenda for the meeting



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Notes:

- 1. The Ministry of Corporate affairs vide notification dated June 15, 2021 has notified the amendments in the Companies (Meeting of Board and its Power) Rules, 2014 by omitting Rule 4 of the said rules. Therefore, now onwards companies can transact all the agenda including restricted agenda through Video Conferencing permanently.
- 2. All the recordings of the proceedings of the Board Meeting through Electronic Mode, shall be deemed to be made at the venue of the meeting.
- 3. The Meeting through Video Conferencing will be held in accordance with the Section 173 read with the Companies (Meetings of Board and its Powers) Rules, 2014 (including any amendments, modifications or re-enactments thereto), Secretarial Standards -1 ("Secretarial Standard on Board Meeting"), relevant MCA circulars and notifications.
- 4. For any issues, problems, including technical issues which may arise before, during or after the Meeting, kindly mail us at secretarial@gujaratpetrosynthese.com or contact Ms. Urmi N. Prasad, Contact No. +91-8978956767.
- 5. All Board Members are requested to 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 239TH MEETING OF THE BOARD OF DIRECTORS OF GUJARAT PETROSYNTHESE LIMITED TO BE HELD THROUGH VIDEO CONFERENCING ON TUESDAY, MAY 30, 2023 AT 10:45 A.M. 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 10, 2023.
- 3) To take note of the Independent Directors Meeting held on February 10, 2023.
- 4) To take note of Share Transfer, Share Transmission, Inter Share Transfer, Name Deletions, Consolidation, and Duplicate shares proceedings as reviewed by Stakeholders Relationship Committee.
- 5) To consider and take on record the Compliance Certificate from the Joint Managing Director for the quarter ended March 31, 2023.
- 6) To Review CEO and Chief Financial Officer (CFO) Certificate pursuant to Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the quarter ended 31st March, 2023.
- 7) To consider recommendation of the Audit Committee and approve the Audited Financial Statements of the Company along with Audit Report for the financial year ended on March 31, 2023.
- 8) To consider recommendation of the Audit Committee and approve Audited Financial Results along with Audit Report for the quarter and financial year ended March 31, 2023.
- 9) To take note of the Statutory Audit Report submitted by M/s. Dayal & Lohia for the financial year ended March 31, 2023.
- 10) To take note of Related Party Transactions during the quarter ended March 31, 2023.
- 11) To approve authorisation for signing and filing of e-forms with Registrar of Companies or any other statutory authorities.
- 12) To circulate the Notes on the Agenda Items which are in the nature of Unpublished Price Sensitive Information at shorter notice.
- 13) To sign the Register of Contract (MBP-4).
- 14) To review the status of complaints, if any, received under the Whistle Blower Policy and Prevention of Sexual Harassment Policy of the Company during FY 2022-2023.



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- 15) To take note of the circular issued by the National Financial Reporting Authority on 29th March, 2023
- 16) Any other matter with the permission of the Chair.

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: May 23, 2023 Place: Mumbai



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NOTES TO AGENDA

NOTES TO AGENDA FOR THE 239TH MEETING OF THE BOARD OF DIRECTORS OF GUJARAT PETROSYNTHESE LIMITED TO BE HELD THROUGH VIDEO CONFERENCING ON TUESDAY, MAY 30, 2023 AT 10:45 A.M. AT ECSTASY, 718, 7TH FLOOR, CITY OF JOY J.S.D ROAD, MULUND (W) MUMBAI 400080.

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

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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<u>Item No. 02: To confirm and sign the minutes of the previous Board Meeting held on May 10, 2023:</u>

The Minutes of the 238th Meeting of the Board of Directors held on May 10, 2023 which were circulated to the members of the Board, are enclosed herewith for the perusal of the Board. The Board is requested to confirm on the same.



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Item No. 03: To take note of the Independent Directors Meeting held on February 10, 2023.

The Minutes of the 08th Meeting of the Independent Directors held on February 10, 2023 are circulated and signed by the Chairperson. The Board is requested to take note of the same.



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<u>Item No. 04: To take note of Share Transfer, Share Transmission, Inter Share Transfer, Name Deletions, Consolidation, and Duplicate shares proceedings as reviewed by Stakeholders Relationship Committee:</u>

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 March 31, 2023.

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



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<u>Item No. 05: To consider and take on record the Compliance Certificate from the Joint Managing Director for the quarter ended March 31, 2023:</u>

The members of the Board are hereby informed that the Company had complied with the statutory requirements for the period ended March 31, 2023 under the various legislations as are applicable to the Company.

A certificate received from the Jt. Managing Director supported by the certificate from the Administrative Manager, Mr. Pradeep Kumar shall be tabled before the Board.

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



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<u>Item No. 06: To review CEO and Chief Financial Officer (CFO) Certificate pursuant to Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the quarter ended March 31, 2023:</u>

The members of the Board are hereby informed that pursuant to Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Charita Thakkar, CEO and Urmi N Prasad, CFO shall certify that the Audited Financial Results for the quarter and financial year ended March 31, 2023 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 shall be placed before the Board for their noting.



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Item No. 07: To consider recommendation of the Audit Committee and approve the Audited Financial Statements of the Company along with Audit Report for the financial year ended on March 31, 2023:

The members of the Board are hereby informed that pursuant to the provisions of section 134 of the Companies Act, 2013 read with the rules made thereunder, the Company has finalized the accounts of the Company for the financial year ended March 31, 2023.

The audited financial statements of the Company including Balance Sheet (Statement of Assets and Liabilities), Statement of Profit and Loss and Cash Flow Statement along with the schedules and notes forming part thereto along with the Auditors Report for the Financial Year ended March 31, 2023 as recommended by the Audit Committee shall be placed before the Board for their approval.

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

"RESOLVED THAT pursuant to the provisions of section 134 of the Companies Act, 2013, the annual Financial Statements consisting of the Balance Sheet including Statement of Assets and Liabilities as on 31st March, 2023, Profit and Loss Account for the financial year ended on that date along with the schedules and notes attached thereto, the cash flow statement for the financial year 31st March, 2023 etc. as reviewed and recommended by the Audit committee be and are hereby approved.

RESOLVED FURTHER THAT Ms. Urmi N. Prasad and Ms. Charita Thakkar, Joint Managing Directors and Mr. Sagar Pahariya, Company Secretary of the Company be and are hereby authorized to sign the above-mentioned annual financial statements of the Company for Financial Year 2022-23.

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

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



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<u>Item No.08: To consider recommendation of the Audit Committee and approve Audited Financial Results along with Audit Report for the quarter and financial year ended March 31, 2023:</u>

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

A draft of Audited Financial Results for the quarter and financial year ended March 31, 2023 along with the Audit Report as furnished by the Statutory Auditors of the Company and recommended by the Audit Committee shall be tabled before the Board of Directors for their consideration and approval.

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

"RESOLVED THAT the Audited Financial Results for the quarter and financial year ended March 31, 2023 along with Audit Report for the audited financial results as recommended by the Audit Committee be and are hereby considered and approved.

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



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<u>Item No. 09: To take note of the Statutory Audit Report submitted by M/s. Dayal & Lohia for the financial year ended March 31, 2023:</u>

The Members of the Board are hereby informed that the Audit report for the Quarter and year ended March 31, 2023 submitted by M/s. Dayal & Lohia, Chartered Accountants, Statutory Auditors of the Company, shall be placed before the Board for their perusal and consideration.

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

"RESOLVED THAT pursuant to the recommendations of the Audit committee of the Board, the Audit report for the Quarter and financial year ended on March 31, 2023 by M/s Dayal & Lohia, Chartered Accountants, as placed before the Board be and is hereby approved.

RESOLVED FURTHER THAT any Director of the Company be and are hereby authorized to sign such forms, returns, and various documents as may be required to be submitted to the Registrar of Companies-Bangalore, and such other authorities as required and to do all the acts, deeds and things which may be necessary to give effect to the above said resolution."



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<u>Item No. 10: To take note of Related Party Transactions during the quarter ended March 31, 2023:</u>

The Statement containing list of transactions of the Company with the related party entered into during the quarter ended March 31, 2023 shall be tabled before the Board of Directors.

Further pursuant to the SEBI (Listing Obligations and Disclosure Requirements), (Amendment), Regulations, 2018, the listed entities are required to submit to the Stock Exchanges and publish on its website along with the approval financial results for the half year, the disclosures of related party transactions on a consolidated basis, in the format specified in the relevant accounting standards for annual results.

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

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



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<u>Item No.11 To approve authorisation for signing and filing of e-forms with Registrar of Companies or any other statutory authorities:</u>

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

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

"RESOLVED THAT pursuant to the provisions of the Companies Act, 2013, the consent of the Board of Directors of the Company be and is hereby accorded to authorize all/any of the directors of the Company and Company Secretary and Compliance officer of the Company to sign, execute, arrange, file, for and on behalf of the Company, all the necessary e-forms, returns, documents, agreements, affidavits, undertakings, disclosures/ forms, and any other documents with the Registrar of Companies and any other statutory/ regulatory authorities, including State and Central Government, as required under the Companies Act, 2013 and rules made thereunder and other relevant applicable law."



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<u>Item No. 12: To circulate the Notes on the Agenda Items which are in the nature of Unpublished Price Sensitive Information at shorter notice:</u>

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

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

Where general consent has not been taken, the requisite consent shall be taken before the concerned items are taken up for consideration at the meeting.

In view of above, the Board is requested to consider giving general consent for providing shorter notice of Agenda and notes thereon for considering UPSI and if approved pass the following draft resolution:

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

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

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

RESOLVED FURTHER THAT any of the directors of the Company or Mr. Sagar Pahariya, the Company Secretary and Compliance officer of the Company, be and is hereby authorized to give effect to this resolution."



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Item No. 13: To review the status of complaints, if any, received under the Whistle Blower Policy and Prevention of Sexual Harassment Policy of the Company during Q4 FY 2022-2023:

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

In view of the above, the Board is informed that there was **No** case pertaining to vigilance, for the period ended March 2023.

Further, the Board is informed that there were No cases pertaining to Prevention of Sexual Harassment for the period March 2023.

The Board to take note of the same.



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<u>Item No. 14: To sign the Register of Contract (MBP-4)</u>

The Chairman to inform the Board to review the register of contracts (MBP-4) and the sign the same.

The Board is requested to review and approve the said transactions and if thought fit pass the following resolution with or without modification(s):

"RESOLVED THAT pursuant to the provisions of section 189 of the Companies Act, 2013 read with section 184, 188 of the Companies Act, 2013 and Rule 16 of the Companies (Meetings of Board and its power) Rules, 2014, register of contracts in Form MBP-4 maintained by the Company, be and is hereby approved by the Board.

RESOLVED FURTHER THAT Ms. Urmi N. Prasad and/or Ms. Charita Thakkar, Joint Managing Directors of the Company be and are hereby jointly/severally authorized to sign the Form MBP-4 (Register of Contracts).

RESOLVED FURTHER THAT Ms. Urmi N. Prasad and/or Ms. Charita Thakkar, Joint Managing Director of the Company be and are hereby jointly/severally authorized to do all such acts, deeds, things and matters as may be necessary to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT a certified true copy of the above resolution signed by any one of the Directors of the Company be furnished to the concerned authorities as and when required."

Since, all the Directors are attending the meeting through video conferencing, the Form MBP-4 (Register of Contracts) shall be deemed to have been approved by them and shall be signed by all the directors.



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<u>Item No. 15: To take note of the circular issued by the National Financial Reporting Authority on March 29, 2023:</u>

Pursuant to sub-section 2(b) of section 132 of the Companies Act 2013 (the Act) read with rule 4(2)(c) of the National Financial Reporting Authority Rules 2018 (NFRA Rules 2018), the National Financial Reporting Authority ('NFRA') is mandated to monitor and enforce compliance with accounting standards and auditing standards. Further, NFRA is required by sub-section 2(d) of section 132 of the Act read with rule 4(2) (g) of NFRA Rules, to perform such other functions and duties as may be necessary or incidental to the aforesaid functions and duties.

Considering the aforementioned facts into consideration NFRA issued a circular on March 29, 2023 regarding instances of non-compliance observed in overall industrial practice with IND AS on trade receivables and measurement of revenue from contracts with customer.

The Board is requested to kindly take note of the Circular.



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Item No. 16: 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

Sd/-Sagar Pahariya Company Secretary & Compliance Officer

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

Date: May 23, 2023 Place: Mumbai