

Ref:Sec/list/2015-16
Date: 08.01.2016.

To,
The Manager,
Listing Department,
Bombay Stock Exchange Ltd.,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001

Dear Sir,

Ref: Script Code: 532543
Sub: - Quarterly Compliance Report on Corporate Governance
for the quarter ended 31st December, 2015

Please find enclosed herewith duly signed Quarterly Compliance Report on Corporate Governance under regulation 27 of SEBI (LO and DR) Regulations, 2015 for the quarter ended **31st December, 2015.**

Thanking you,

Yours faithfully,
For **GP PETROLEUMS LIMITED**



D. MALLA REDDY
COMPANY SECRETARY

Enclosed: As above.

Annexure - I to the Listing Agreement
Quarterly Compliance Report on Corporate Governance

Quarter Ending	:	31 st December, 2015
Name of the Listed Entity	:	GP PETROLEUMS LIMITED

I. Composition of Board of Directors								
Title (Mr. / Ms.)	Name of the Director	PAN\$ & DIN	Category (Chairperson / Executive / Non Executive / Independent / Nominee)&	Date of appointment in the current term / cessation	Tenure*	No. of Directorship in Listed Entities including this listed entity (Refer Reg 25 (1) of Listing Regulations)	No. of memberships in Audit / Stakeholder Committee(s) including this listed entity (Refer Reg 26 (1) of Listing Regulations)	No of post of Chairperson in Audit / Stakeholder Committee(s) held in listed entities including this listed entity
Mr.	Thangapandian Srinivasalu	03376410	Nonexecutive Chairman	31-07-2014	-	1	0	1
Mr.	Ayush Goel	02889080	Director	31-07-2014	-	1	2	0
Mr.	Brij Mohan Bansal	00142166	Director	14-08-2014	-	1	0	0
Mr.	Narotamkumar G. Puri	06948464	Nonexecutive Independent	14-08-2014	5 Years	1	4	1
Mr.	Bhaswar Mukherjee	01654539	Nonexecutive Independent	12-02-2015	5 Years	1	4	3
Ms.	Pallavi Goel	03579576	Director	12-02-2015	-	1	0	0
Mr.	Ramji Sinha	06500943	Nonexecutive Independent	28-05-2015	5 Years	1	0	0
Mr.	Jagat Singh	07178388	Nonexecutive Independent	28-05-2015	5 Years	1	1	0

II. Composition of Committees		
Name of Committee	Name of Committee members	Category (Chairperson / Executive / Non Executive / Independent / Nominee)&
1. Audit Committee	Mr. Bhaswar Mukherjee-Chairperson Mr. Narotamkumar G. Puri-Member Mr. Jagat Singh-Member	Non-executive Independent Director Non-executive Independent Director Non-executive Independent Director
1. Nomination & Remuneration Committee	Mr. Bhaswar Mukherjee-Chairperson Mr. Narotamkumar G. Puri-Member Mr. Ayush Goel-Member	Non-executive Independent Director Non-executive Independent Director Non-executive Director
2. Risk Management Committee (if applicable)	Mr. Bhaswar Mukherjee-Chairperson Mr. Narotamkumar G. Puri-Member Mr. Hari Prakash Moothedath-Member Mr. Jagdish Nagwekar- member	Non-executive Independent Director Non-executive Independent Director Chief Executive Officer Chief Financial Officer
3. Stakeholders Relationship Committee	Mr. Narotamkumar G. Puri- Chairperson Mr. Bhaswar Mukherjee-Member Mr. Ayush Goel-Member	Non-executive Independent Director Non-executive Independent Director Non-executive Director

III. Meeting of Board of Directors		
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
5 th August, 2015	5 th November, 2015	91 days



IV. Meeting of Board of Committees			
<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive meetings in number of days*</i>
Audit Committee held on 5 th November, 2015	Yes- All 3 members Present.	5 th August, 2015	91 days
Stakeholders Relationship Committee Held on 5 th November, 2015	Yes-2 members present out of 3.	5 th August, 2015	91 days
Risk Management Committee held on 22 nd December, 2015	Yes- All 4 members present.	24 th July, 2015	More than 4 months
Nomination & Remuneration Committee Held on 22 nd December, 2015	Yes-2 members present out of 3.	24 th July, 2015	More than 4 months

* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional

V. Related Party Transactions

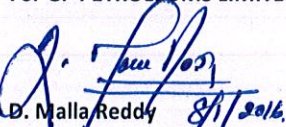
Subject	Compliance Status (Yes / No / NA)
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	Not Applicable (NA)
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

Note
1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
2 If status is "No" details of non-compliance may be given here.

VI. Affirmations

- The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. **(Yes)**
- The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
 - Audit Committee – **(Yes)**
 - Nomination & remuneration committee - **(Yes)**
 - Stakeholders relationship committee - **(Yes)**
 - Risk management committee - **(Yes)**
- The Committee Members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. **(Yes)**
- The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. **(Yes)**
- This report and/or the report submitted in the previous quarter have been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here: **Observations - NIL**

For GP PETROLEUMS LIMITED


D. Malla Reddy 8/1/2016

Designation: Company Secretary & Compliance Officer

