

19<sup>th</sup> August, 2022

To, <b>BSE Limited</b> Department of Corporate Services, P. J. Towers, Dalal Street, Fort, Mumbai – 400 001 <b>Scrip Code: 532543</b>	To, <b>National Stock Exchange of India Ltd.</b> Exchange Plaza, 5 <sup>th</sup> Floor, G-Block, Bandra Kurla Complex, Bandra East, Mumbai 400 051 <b>Scrip Symbol: GULFPETRO</b>
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Dear Sir/Madam,

**Sub.: Submission of 39<sup>th</sup> Annual General Meeting Notice and Annual Report under Regulation 30 and 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Pursuant to the requirements of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”), we wish to inform you that the 39<sup>th</sup> Annual General Meeting (AGM) of the Members of the Company will be held on Thursday, 15<sup>th</sup> September, 2022 at 12.00 noon (“IST”) through video conferencing (“VC”)/ other audio visual means (“OAVM”) facility in line with the relevant circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India.

Pursuant to the requirements of Regulation 34(1) of the SEBI LODR Regulations, we submit herewith the Notice and Annual Report for the Financial Year 2021-22 for your ready reference.

The Company has sent the Notice and Annual Report in the electronic mode to all the members whose name(s) appeared on the Register of Members as on 12<sup>th</sup> August, 2022. The same is also available on the Company's website at [www.gppetroleum.co.in](http://www.gppetroleum.co.in).

As intimated earlier, to your good offices, pursuant to Regulation 42 of the SEBI LODR Regulations, for the purpose of the 39<sup>th</sup> AGM of the Company, the Registrar of Members and Share Transfer Books of the Company will remain closed from Friday, 9<sup>th</sup> September, 2022 to Thursday, 15<sup>th</sup> September, 2022 (both days inclusive).

We request you to take the same on your records and inform your members accordingly.

Thanking You.

Yours Faithfully,  
**For GP Petroleums Limited**



**Kanika Sehgal Sadana**  
**Company Secretary & Compliance Officer**



## Notice

NOTICE is hereby given that the 39<sup>th</sup> Annual General Meeting of the Members of GP PETROLEUMS LIMITED will be held on Thursday, the 15<sup>th</sup> day of September, 2022 at 12.00 noon (IST) through Video Conferencing (VC)/Other Audio-Visual Means (OAVM), to transact the following businesses:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2022 and the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Ayush Goel (DIN: 02889080), who retires by rotation and being eligible, offers himself for re-appointment.

### SPECIAL BUSINESS:

3. Ratification of payment of remuneration to M/s. Dilip M Bathija, Cost Accountants, Cost Auditors for the Financial Year 2022-23.

To consider and if thought fit, to pass, with or without modification(s), the following resolution, as an Ordinary Resolution:

"RESOLVED THAT pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014, the Companies (Amendment) Act, 2017 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Company hereby ratifies the remuneration of ₹ 60,000/- p.a. (Rupees Sixty Thousand Only) plus applicable taxes and actual out-of-pocket expenses payable for the Financial Year 2022-23 to Mr. Dilip M. Bathija, Cost Accountants (Membership No. 10904) who were appointed as the Cost Auditors of the Company by the Board of Directors, on the recommendation of the Audit Committee, to conduct the audit of cost records to be maintained by the Company for the Financial Year ending 31<sup>st</sup> March, 2023."

By and on behalf of the Board of Directors  
**of GP Petroleums Limited**

Sd/-

**Kanika Schgal Sadana**  
Company Secretary

Place: Mumbai  
Date: 29<sup>th</sup> July, 2022

#### Regd. Office:

804, Akruti Star, 8<sup>th</sup> Floor,  
MIDC Central Road, MIDC, Andheri (E),  
Mumbai 400 072  
CIN: L23201MH1983PLC030372  
Tel: 91 22 6148 2500  
Fax: 91 22 6148 2599  
E-mail: cs.gppl@gpglobal.com  
Website: www.gppetroleum.com

**NOTES:**

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular No. 02/2022 dated 5<sup>th</sup> May, 2022 read together with circular No. 02/2021 dated 13<sup>th</sup> January, 2021, circular No. 14/2020 dated 8<sup>th</sup> April, 2020, circular No. 17/2020 dated 13<sup>th</sup> April, 2020, followed by circular No. 20/2020 dated 5<sup>th</sup> May, 2020 and Securities and Exchange Board of India ("SEBI") also issued its circular SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13<sup>th</sup> May, 2022 in relation to "Clarification on holding of annual general meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM)", (collectively referred to as "Circulars") permitted the holding of the Annual General Meeting ("AGM") through VC/OAVM, without the physical presence of the Members at a common venue. Accordingly, the 39<sup>th</sup> AGM of the Company shall be conducted through VC/OAVM in accordance with the aforesaid Circulars.
2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts concerning above business to be transacted is annexed hereto.
3. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, 9<sup>th</sup> September, 2022 to Thursday, 15<sup>th</sup> September, 2022 (both days inclusive).
4. Since this AGM is being held through VC/OAVM pursuant to the Circulars, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM and hence the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice. However, as per Section 113 of the Act, representatives of the Members may be appointed for the purpose of voting through remote e-Voting, for participation in the 39<sup>th</sup> AGM through VC/OAVM Facility and e-Voting during the 39<sup>th</sup> AGM.
5. In line with MCA and SEBI Circulars, the Notice of 39<sup>th</sup> AGM along with Annual Report is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company/Depositories. The notice shall also be available on the website of the Company at [www.gppetroleum.co.in](http://www.gppetroleum.co.in), on the websites of National Stock Exchange of India Limited and BSE Limited at [www.nseindia.com](http://www.nseindia.com) and [www.bseindia.com](http://www.bseindia.com), respectively, and also on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
6. National Securities Depository Limited ("NSDL") will be providing facility for voting through remote e-Voting for participation in the 39<sup>th</sup> AGM through VC/OAVM Facility and e-Voting during the AGM.
7. Members may join the 39<sup>th</sup> AGM through VC/OAVM facility by following the procedure as mentioned below which shall be kept open for the Members from 11:30 a.m. IST i.e. 30 minutes before the time scheduled to start the AGM. The Company reserves the right to limit the number of Members asking questions depending on the availability of time at the AGM.
8. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
9. As per Regulation 40 of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 as amended, ("Listing Regulations") securities of a Listed Company can be transferred only in dematerialized form with effect from 1<sup>st</sup> April, 2019, except in case of request received for transmission or transposition of securities as the case may be. In view of this and to eliminate risk of handling physical shares and for the ease of portfolio management, members whose holding of shares are in physical mode are requested to consider conversion of their holding to dematerialized form, members may contact Company or RTA for the said purpose.
10. Attendance of the Members participating in the AGM through VC/OAVM Facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
11. Members are requested to note that, dividend, if any, not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline. Given below are the details of Dividends paid by the Company and their respective due dates of transfer to the Fund of the Central Government if they remain unclaimed:

Financial Year	Type of Dividend	Date of Declaration of Dividend	Due for Transfer to Fund
2014-15	Final	30 <sup>th</sup> September, 2015	October, 2022
2015-16	Interim	11 <sup>th</sup> March, 2016	March, 2023
2015-16	Final	30 <sup>th</sup> September, 2016	October, 2023
2016-17	Final	22 <sup>nd</sup> September, 2017	October, 2024
2017-18	Final	21 <sup>st</sup> September, 2018	October, 2025
2018-19	Final	19 <sup>th</sup> September, 2019	October, 2026
2019-20	Final	29 <sup>th</sup> September, 2020	October, 2027

Members can claim their unclaimed dividend and corresponding shares if any by writing letter to Company or RTA along with indemnity bond before dates mentioned above.

For details, please refer to information mentioned on Company's website viz. [www.gppetroleum.co.in](http://www.gppetroleum.co.in).

12. Ministry of Corporate Affairs (MCA), IEPF Authority vide its notification no. AKAM/Senior-Citizen/SpecialWindow has launched a special window facility for senior citizens of age 75 years and above, prioritizing the claims received from such claimants in their MCA 21 system after receiving e-verification report from the Company. MCA has also established a dedicated telephone number viz. 011-23441727 and email id viz. [seniorcitizen.iepfa@mca.gov.in](mailto:seniorcitizen.iepfa@mca.gov.in), for facilitation of this claimants.
13. The Company has transferred all such shares whose dividend was not claimed by shareholder for last 7 years to IEPF set up by Government of India. Every year, the Company provides opportunity to those shareholders by sending letters to their registered address and by publishing advertisement in local newspaper in this regard. Member whose shares have been transferred are requested to claim such shares by applying to IEPF Authority in e-Form IEPF-5 available on IEPF website viz [www.iepf.gov.in](http://www.iepf.gov.in) Such members are requested to upload said form on IEPF website and forward all requisite documents along with copy of filled Form (IEPF-5) with receipt to the Company for verification of their claim. If all documents are in order as prescribed by IEPF, the Company shall contact IEPF by submitting its Verification Report to IEPF with appropriate remark. The list of shareholders whose shares have been transferred to IEPF is available on the website of IEPF Authority.
14. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC code, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their Depository Participants (DPs). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's RTA-Link Intime India Private Limited ("Link Intime/RTA") to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to Link Intime.
15. Members who have not yet registered their nomination are requested to register the same in form No. SH-13 with RTA and in case Member desires to cancel the earlier nomination and record a fresh nomination, member may submit the same in Form No. SH-14. Members are requested to submit the said form to their DP in case the shares are held in electronic form and to the

Registrar at [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in) in case the shares are held in physical form, quoting your folio no.

16. To support the 'Green Initiative', Members who have not registered their e-mail addresses are requested to register the same with their DPs/Link Intime.
17. Mr. Punit Shah, Practicing Company Secretary, (Membership No.20536) from M/s. P.P. Shah & Co., has been appointed as the Scrutinizer to scrutinize the remote e-voting and e-voting at the AGM in a fair and transparent manner.
18. The Results shall be declared after the AGM of the Company. The Results declared alongwith the Scrutinizer's Report shall be placed on the Company's website viz. [www.gppetroleum.co.in](http://www.gppetroleum.co.in) and on the website of NSDL within 2 (Two) working days of passing of the resolutions at the AGM of the Company and the same will also be communicated to the Stock Exchanges.
19. The instructions for remote e-voting are as under:
  1. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of the SEBI Listing Regulations, the Members are provided with the facility to cast their vote electronically, through the remote e-voting services provided by NSDL on all the resolutions set forth in this Notice. The instructions for remote e-voting are given herein below.
  2. The remote e-Voting period will commence on Monday, 12<sup>th</sup> September, 2022 (9:00 am IST) and will end on Wednesday, 14<sup>th</sup> September, 2022 (5:00 pm IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Wednesday, 7<sup>th</sup> September, 2022, may cast their vote by remote e-Voting. The remote e-Voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
  3. The details of the process and manner for remote e-Voting are explained herein below:
 


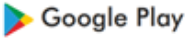


Step 1: Log-in to NSDL e-voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-voting system.

Details on Step 1 are mentioned below:

    - i) Login method for remote e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.

Pursuant to SEBI circular no. SEBI/HO/ CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on "e-Voting facility provided by Listed Companies", e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs in order to access e-Voting facility.

Type of shareholders	Login Method
<p>a) Individual Shareholders holding securities in demat mode with NSDL</p>	<p>A. NSDL IDEAS facility If you are already registered, follow the below steps:</p> <ol style="list-style-type: none"> <li>1. Visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nSDL.com/">https://eservices.nSDL.com/</a> either on a Personal Computer or on a mobile.</li> <li>2. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under "IDEAS" section.</li> <li>3. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services.</li> <li>4. Click on "Access to e-Voting" appearing on the left hand side under e-Voting services and you will be able to see e-Voting page.</li> <li>5. Click on options available against company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting and e-Voting during the meeting.</li> </ol> <p>If you are not registered, follow the below steps:</p> <ol style="list-style-type: none"> <li>1. Option to register is available at <a href="https://eservices.nSDL.com/">https://eservices.nSDL.com/</a>.</li> <li>2. Select "Register Online for IDEAS" Portal or click at <a href="https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Please follow steps given in points 1-5.</li> </ol> <p>B. e-Voting website of NSDL</p> <ol style="list-style-type: none"> <li>1. Open web browser by typing the following URL: <a href="https://www.evoting.nSDL.com/">https://www.evoting.nSDL.com/</a> either on a personal computer or on a mobile phone.</li> <li>2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.</li> <li>3. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen.</li> <li>4. After successful authentication, you will be redirected to NSDL website wherein you can see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or join</li> </ol> <p>Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</p> <p><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>

Type of shareholders	Login Method
b) Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>Existing users who have opted for Easi/Easiest, can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/Easiest is <a href="https://web.cdslindia.com/myeasi/home/loginor">https://web.cdslindia.com/myeasi/home/loginor</a> <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>After successful login of Easi/Easiest the user will be also able to see the e-Voting Menu. The Menu will have links of ESP i.e. NSDL portal. Click on NSDL to cast your vote.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/ EasiRegistration</a>. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile and e-mail as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</li> </ol>
c) Individual Shareholders (holding securities in demat mode) logging through their depository participants	<ol style="list-style-type: none"> <li>You can also login using the login credentials of your demat account through your DP registered with NSDL/CDSL for e-Voting facility.</li> <li>Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature.</li> <li>Click on options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting and e-Voting during the meeting.</li> </ol>

Important note: Members who are unable to retrieve User ID/Password are advised to use Forgot User ID and Forgot Password option available at respective websites. Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542-43

ii) Login method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a personal computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon "Login" which is available under "Shareholders / Member" section.

- A new screen will open. You will have to enter your User ID, your Password / OTP and a Verification Code as shown on the screen.
- Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. cast your vote electronically.
- Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example, if EVEN is 123456 and folio number is 001*** then user ID is 123456001***

6. Your password details are given below:
  - a. If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
  - b. If you are using NSDL e-voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c. How to retrieve your 'initial password'?
    - i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digits client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - ii) If your email ID is not registered, please follow steps mentioned below in process for those members whose email ids are not registered.
7. If you are unable to retrieve or have not received the "initial password" or have forgotten your password:
  - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
  - b) "Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
8. After entering your password, click on Agree to "Terms and Conditions" by selecting on the check box.
9. Now, you will have to click on "Login" button.
10. After you click on the "Login" button, Home page of e-voting will open.

Details on Step 2 are mentioned below:

How to cast your vote electronically on NSDL e-voting system?

- a. After successful login at Step 1, you will be able to see the Home page of e-voting. Click on e-voting. Then, click on Active Voting Cycles.
- b. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
- c. Select "EVEN" (E-Voting Event Number) of GP Petroleum Limited.
- d. Now you are ready for e-voting as the Voting page opens.
- e. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
- f. Upon confirmation, the message "Vote cast successfully" will be displayed.
- g. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- h. Once you confirm your vote on the resolution, you will not be allowed to modify your vote

#### General Guidelines for Shareholders

- a. Institutional Shareholders (i.e. other than Individuals, HUF, NRI, etc.) are required to upload their Board Resolution/ Power of Attorney/Authority Letter by clicking on "Upload Board Resolution/Authority Letter" displayed under "e-Voting" tab in their login or send a scanned copy (PDF/ JPG Format) of the relevant Board Resolution/Authority Letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by email to [shahpradipcs@gmail.com](mailto:shahpradipcs@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
- b. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.

- c. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990/1800 224 430 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). In case of any grievances connected with facility for e-voting, please contact Ms. Pallavi Mhatre, Senior Manager, NSDL, 4<sup>th</sup> Floor, 'A' Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400 013. Email: [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in), toll free nos. 1800 1020 990/1800 224 430).
20. Instructions for Members for participating in the 39<sup>th</sup> AGM through VC/OAVM are as under:
1. Member will be provided with a facility to attend the EGM/ AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
  2. Further, Members will be required to use Internet with a good speed to avoid any disturbance during the meeting.
  3. Please note that Members connecting from mobile devices or tablets or through laptops etc. connecting via mobile hotspot, may experience Audio/Video loss due to fluctuation in their respective networks. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
  4. Members can submit questions in advance with regard to the financial statements or any other matter to be placed at the 39<sup>th</sup> AGM, from their registered email address, mentioning their name, DP ID and Client ID number / folio number and mobile number, to reach the Company's email address [cs.gppl@gpglobal.com](mailto:cs.gppl@gpglobal.com) at least 48 hours in advance before the start of the meeting i.e. by Tuesday, 13<sup>th</sup> September, 2022 by 11:30 a.m. IST. Such questions by the Members shall be taken up during the meeting and replied by the Company suitably.
  5. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at [cs.gppl@gpglobal.com](mailto:cs.gppl@gpglobal.com) on or before 5.00 p.m. (IST), Monday, 12<sup>th</sup> September, 2022. Those Members who have registered themselves as a speaker will be allowed to express their views/ ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
21. Instructions for Members for e-Voting during the 39<sup>th</sup> AGM are as under:
1. Members may follow the same procedure for e-Voting during the 39<sup>th</sup> AGM as mentioned above for remote e-Voting.
  2. Only those Members, who will be present in the 39<sup>th</sup> AGM through VC/OAVM Facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
  3. The Members who have cast their vote by remote e-Voting prior to the 39<sup>th</sup> AGM may also participate in the AGM through VC/OAVM Facility but shall not be entitled to cast their vote again.
  4. The Helpline details of the person who may be contacted by the Member needing assistance with the use of technology, before or during the AGM shall be the same persons mentioned for remote e-Voting and reproduced hereunder for convenience:
    - I. Mr. Amit Vishal, Asst. Vice President, NSDL at the designated email ID: [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in); or
    - II. Ms. Pallavi Mhatre, Senior Manager, NSDL at the designated email ID: [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
22. Process for those Members whose email ids are not registered for procuring user id and password and registration of email ids for e-Voting on the resolutions set out in this Notice:
1. Those Members, who hold shares in physical form or who have not registered their email address with the Company and who wish to participate in the 39<sup>th</sup> AGM or cast their vote through remote e-Voting or through the e-Voting system during the meeting, may obtain the login ID and password by providing their Folio No., Name, scanned copy of the share certificate (front and back), PAN Card (self-attested scanned copy), AADHAAR Card (self-attested scanned copy) for registering email address to [cs.gppl@gpglobal.com](mailto:cs.gppl@gpglobal.com) or [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).



2. In case shares are held in demat mode, Members may obtain the login ID and password by sending scanned copy of (i) a signed request letter mentioning your name, DP ID-Client ID (16 digit DP ID + Client ID or 16 digit beneficiary ID); (ii) self-attested scanned copy of client master or Consolidated Demat Account statement; and (iii) self-attested scanned copy of the PAN Card, to the email address of the Company at [cs.gppl@gpglobal.com](mailto:cs.gppl@gpglobal.com) or [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
  3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
  4. In terms of SEBI circular dated 9<sup>th</sup> December, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.
23. Other Instructions
1. The voting rights of Members shall be in proportion to their shares in the paid up equity share capital of the Company as on the cut-off date. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-Voting or casting vote through e-Voting system during the meeting.
  2. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is send through e-mail and holding shares as of the cut-off date i.e. 7<sup>th</sup> September, 2022 may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no. 1800 1020 990 and 1800 22 44 30. In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. 7<sup>th</sup> September, 2022 may follow steps mentioned in the Notice of the AGM under "Access to NSDL e-Voting system".
  3. Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
  4. Pursuant to the MCA Circulars and the SEBI Circulars, in view of the prevailing situation, owing to the difficulties involved in dispatching of physical copies of the Notice of the 39<sup>th</sup> AGM and the Annual Report for the Financial Year 2021-22 including the Audited Financial Statements for Financial Year 2021-22, are being sent only by email to the Members. Therefore, those Members, whose email address is not registered with the Company or with their respective Depository Participant(s), and who wish to receive the Notice of the AGM and the Annual Report for the Financial Year 2021-22 and all other communication sent by the Company, from time to time, can get their email address registered with the steps mentioned in the Notice above.
  5. All the documents as referred in the Notice calling the AGM and the Explanatory Statement will be available electronically for inspection by the Members from the date of circulation of this Notice upto the date of AGM. Members seeking to inspect such documents can send an email to [cs.gppl@gpglobal.com](mailto:cs.gppl@gpglobal.com).
- For any other queries relating to the shares of the Company, you may contact the Registrar and Share Transfer Agent at the following address:
- For any other queries relating to the shares of the Company, you may contact the Registrar and Share Transfer Agent at the following address:
- Link Intime India Private Limited  
C 101, 247 Park, L B S Marg,  
Vikhroli West, Mumbai 400 083  
Tel.: 91 22 49186270 Fax: 91 22 49186060  
E-mail: [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)
- Registered Office and Communication details of the Company:  
804, Akruti Star, 8<sup>th</sup> Floor, MIDC Central Road,  
MIDC, Andheri (E), Mumbai-400093  
CIN: L23201MH1983PLC030372  
Tel: 91 22 6148 2500 Fax: 91 22  
E-mail: [cs.gppl@gpglobal.com](mailto:cs.gppl@gpglobal.com)  
Website: [www.gppetroleum.co.in](http://www.gppetroleum.co.in)

## EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

### Item No. 3

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of the Cost Auditor Mr. Dilip M. Bathija, Cost Accountants (Membership No. 10904) for conducting the audit of the cost records maintained by the Company for the Financial Year ending on 31<sup>st</sup> March, 2023, at a remuneration of ₹ 60,000/- (Rupees Sixty Thousand only) plus applicable taxes at the applicable rates and reimbursement of out of pocket expenses.

Section 148 of the Companies Act, 2013 and the Rules made thereunder requires that the remuneration payable to the Cost Auditor, be ratified by the Members of the Company.

The Board accordingly recommends the resolution as set out in Item No. 3 of the accompanying notice for the approval of the Members of the Company to be passed as an Ordinary Resolution.

None of the Directors, Key Managerial Personnel of the Company or any of their relatives, are concerned or interested in the proposed resolution except to the extent of their equity holdings in the Company, if any.

**Information as required under Regulations 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of the Secretarial Standard on General Meetings ("SS-2") is given hereunder:**

Name of Director & DIN	Mr. Ayush Goel (DIN: 02889080)
Date of Birth (Age)	27-09-1990 (31 years)
Nationality	Indian
Date of Appointment	23-05-2016
Brief Resume, Qualification(s), Experience and Nature of expertise in specific functional areas, Recognition or awards	Mr. Ayush Goel is graduated from Delhi University and has completed his Master's in Business Administration on Family Managed Business Program from SP Jain Institute of Management and Research, Mumbai. He has over ten years of rich experience in areas of the business management, finance and business operations across manufacturing, trading activities and instrumental in attracting top industry talent. He is also associated with philanthropic and charitable activities.
No. of Shares held in the Company as on 31.3.2022	Nil
Directorships held in other Companies	<ol style="list-style-type: none"> <li>1. Kimitsu Steel Private Limited</li> <li>2. India Horticulture Private Limited</li> <li>3. Gulf Petrochem (India) Private Limited</li> <li>4. Nivaya Strips Private Limited</li> <li>5. Nivaya Hotels Private Limited</li> <li>6. Aspam Caravan Logistics Parks Private Limited</li> <li>7. Aspam Academy Noida</li> <li>8. Aspam Preparatory School Private Limited</li> <li>9. Aspam Eduinfra Private Limited</li> </ol>
Chairmanship/Membership of the Committees (Audit and Stakeholders' Relationship Committee) of the other Companies	Nil
No of Board Meetings attended	3 (out of 4 meetings held)
Chairman/Member Committee of Boards of other Companies in which he/she is a Director	Nil
Disclosure of Relationship between Director Inter-se	Mr. Ayush Goel is son of Mrs. Deepa Goel.
Remuneration sought to be paid	No remuneration other than sitting fees for attending Board and Committee Meetings
Remuneration last drawn	The sitting fees paid to Mr. Ayush Goel for attending Board and Committee Meetings during the Financial Year 2021-22 is ₹ 2,10,000/-
Terms and conditions for appointment/re-appointment	Re-appointment as a Non-Executive Director of the Company liable to retire by rotation to comply with the provisions of Section 152 of Companies Act, 2013

By and on behalf of the Board of Directors  
**of GP Petroleums Limited**

Place: Mumbai  
Date: 29<sup>th</sup> July, 2022

Sd/-  
**Kanika Sehgal Sadana**  
Company Secretary

**Regd. Office:**

804, Ackruti Star, 8<sup>th</sup> Floor,  
MIDC Central Road, MIDC, Andheri (E),  
Mumbai 400 072  
CIN: L23201MH1983PLC030372  
Tel: 91 22 6148 2500  
Fax: 91 22 22 61482599  
E-mail: cs.gppl@gpglobal.com  
Website: www.gppetroleums.co.in