

NOTICE

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Notice, be and is hereby given that 38th Annual General Meeting of the Members of GP Petroleums Limited will be held on Thursday, September 23, 2021 at 3.00 PM through Video Conference (“VC”)/ Other Audio Visual Means (“OAVM”) to transact the following business:

ORDINARY BUSINESS:

1. Adoption of Financial Statements

To receive, consider and adopt the Annual Audited Financial Statements of the Company for the financial year ended March 31, 2021, together with the Reports of Board of Directors and Auditors thereon;

2. Reappointment of Director retiring by rotation

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. Appointment of Mrs. Deepa Goel (DIN 06527480) as Director

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

“RESOLVED THAT Mrs. Deepa Goel (DIN 06527480), who was appointed as an Additional Director of the Company with effect from September 30, 2020 by the Board of Directors and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 and in respect of whom a notice under Section 160 of the Companies Act, 2013 has been received proposing her candidature for the office of Director, be and is hereby appointed as Director of the Company, liable to retire by rotation.

4. Appointment of Mrs. Pallavi Mangla (DIN 03579576) as Director

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

“RESOLVED THAT Mrs. Pallavi Mangla (DIN 03579576), who was appointed as an Additional Director of the Company with effect from June 10, 2021 by the Board of Directors and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 and in respect of whom a notice under Section 160 of the Companies Act, 2013 has been received proposing her candidature for the office of Director, be and is hereby appointed as Director of the Company, liable to retire by rotation.

5. Ratification of Remuneration of Cost Auditor

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 all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 the remuneration of ₹ 60,000/- (Rupees Sixty Thousand Only) plus taxes and reimbursement of out of pocket expenses at actuals in connection with the cost audit payable to Mr. Dilip M. Bathija, Cost Accountant, (Membership No. 10904) who was appointed as Cost Auditor for the Financial Year 2021-2022 to conduct audit of the cost records of the Company, as approved by the Board of Directors of the Company, be and is hereby ratified.”

By order of the Board of Directors
For GP Petroleums Limited

Sd/-
Bijay Kumar Sanku
Company Secretary

Mumbai, August 12, 2021

Registered Office:

GP Petroleums Limited
804, Ackruti Star, Central Road, MIDC,
Andheri-East, Mumbai – 400 093
CIN: L23201MH1983PLC030372

NOTES:

1. In view of Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") had vide its circulars dated January 13, 2021, April 8, 2020, April 13, 2020 and May 5, 2020 (collectively referred as "MCA Circulars") permitted holding of Annual General Meeting through VC/ OAVM without physical presence of members at a common venue in compliance with the provisions of Companies Act, SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and MCA circulars. Accordingly, the AGM of the Company is being held through VC/ OAVM. CDSL will be providing the facility for voting through remote e-voting, VC/ OAVM facility for participation in the AGM and facility for e-voting during the AGM. The members can attend and participate in the AGM through VC / OAVM only. The Meeting shall be deemed to be held at the registered office of the Company at office No. 804, Akruti Star, Central Road, MIDC, Andheri East, Mumbai 400 093
2. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act. The detailed instructions for joining the Meeting through VC/OAVM form part of the Notes to this Notice.
3. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of Special Business under point number 3, 4, and 5 set out above is annexed hereto. In terms of Section 152 of the Act, Mr. Ayush Goel (DIN 02889080) retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment. The relevant details pursuant to Regulations 36(3) of the Listing Regulations and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/re-appointment at this AGM is provided hereinafter.
4. Pursuant to provisions of Companies Act, 2013 and SEBI Circular dated May 12, 2020, a member entitled to attend and vote is entitled to appoint a proxy, to attend and vote instead of himself/herself and such proxy need not be a member of the Company. Since this AGM is being held through VC/ OAVM, physical attendance of members is not required. Accordingly the facility for appointment of proxies by the Members will not be available for this AGM and hence Proxy Form and Attendance Slip are not annexed to this Notice.
5. In line with the MCA Circular dated May 5, 2020 and SEBI Circular dated May 12, 2020, the Notice of the AGM along with the Annual Report 2020-2021 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories.
6. Corporate Members intending to authorize their representatives to attend the meeting are required to send a scanned copy (PDF/ JPEG Format) of the Board Resolution authorizing their representatives to attend and vote on their behalf at the meeting and to vote through remote e-voting. The resolutions shall be sent to the Scrutinizer through its registered E-mail address to Scrutinizer on mail id pslawsec@gmail.com and copy to cs.gppl@gpglobal.com
7. As per regulation 40 of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 as amended, securities of a listed Company can be transferred only in dematerialized form with effect from April 1, 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 of converting their holding to dematerialized form, for that purpose, members may contact Company or Companies RTA.
8. Members are requested to address all their correspondence including change of contact details by quoting their Folio No. to Registrar & Share Transfer Agent of the Company M/s. Link Intime India Private Limited (Unit – GP Petroleums Ltd) C - 101, 247 Park, L B S Marg, Vikhroli West, Mumbai 400 083 or email to rnt.helpdesk@linkintime.co.in
9. Members whose Shareholding are in dematerialized form are requested to intimate/inform their respective depository participant (DP) about their change in contact details like Address, Mobile Number, Email ID, PAN Number, Bank Account No., Bank Name, Branch Name, MICR Code, IFSC Code, their Nominee etc. and also requested to register their valid E-mail ID with their DP.
10. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or Companies RTA, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
11. 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.
12. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before September 15, 2021 through email on cs.gppl@gpglobal.com . The same will be replied by the Company suitably through email or at the AGM. Documents referred to in this Notice will be made available for inspection as per applicable statutory requirements.
13. In terms of Section 124 of the Act read with MCA General Circular No. 16/2020 dated April 13, 2020, dividends which remain unclaimed over a period of 7 years have to be transferred by the Company to Investor Education & Protection Fund (IEPF) established by the Central Government. We give below 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 |
|----------------|------------------|---------------------------------|--------------------------|
| 2013-14 | Final | September 30, 2014 | October, 2021 |
| 2014-15 | Final | September 30, 2015 | October, 2022 |
| 2015-16 | Interim | March 11, 2016 | March, 2023 |
| 2015-16 | Final | September 30, 2016 | October, 2023 |
| 2016-17 | Final | September 22, 2017 | October, 2024 |
| 2017-18 | Final | September 21, 2018 | October, 2025 |
| 2018-19 | Final | September 19, 2019 | October, 2026 |
| 2019-20 | Final | September 29, 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.

14. The Company has transferred all such shares whose dividend was not claimed by shareholder for last 7 years to Investor Education & Protection Fund set up by Government of India. Every year, the Company provides opportunity to those shareholder 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 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 Challan to 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 shareholder whose shares has been transferred to IEPF is available on website of IEPF Authority.
15. Updation of mandate for receiving dividends directly in bank account through ECS:
 - (i) for Shares held in physical form: Members are requested to send a signed request letter mentioning name, folio number, complete address, Bank Account No, branch, IFSC code with self-attested scanned copies of cancelled cheque, ID proof and address proof documents
 - (ii) Shares held in electronic form: Members may please note that bank details as furnished by the respective Depositories to the Company will be considered for remittance of dividend as per the applicable regulations of the Depositories and the Company will not entertain any direct request from such Members for change/addition/deletion in such bank details.
16. Nomination facility: Members who have not yet registered their nomination are requested to register the same in form No SH-13 with the RTA and in case a Member desires to cancel the earlier nomination and record a fresh nomination, member may submit the same in Form 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 mt.helpdesk@linkintime.co.in in case the shares are held in physical form, quoting your folio no

CDSL e-Voting System – For e-Voting and Joining Virtual Meetings.

INSTRUCTIONS FOR E-VOTING AND FOR JOINING OF AGM THROUGH VC/OAVM ARE AS UNDER:

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 5, 2020. The forthcoming AGM will thus be held through Video Conferencing (VC) Or Other Audio Visual Means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.

5. Pursuant to MCA Circular No. 14/2020 dated April 8, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at <https://www.gppetroleum.co.in/>. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at <https://www.bseindia.com/> and <https://www.nseindia.com/> respectively. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com
7. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 5, 2020.
8. In continuation of this Ministry's General Circular No. 20/2020, dated May 5, 2020 and after due examination, it has been decided to allow companies whose AGMs were due to be held in the year 2020, or become due in the year 2021, to conduct their AGMs on or before 31.12.2021, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 as per MCA circular no. 02/2021 dated January 13, 2021.

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

- (i) The voting period begins on September 18, 2021 9.00 A.M. and ends on September 22, 2021 at 5.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of September 15, 2021 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 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 advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

| Type of shareholders | Login Method |
|---|---|
| Individual Shareholders holding securities in Demat mode with CDSL | <ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing 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 are https://web.cdslindia.com/myeasi/home/login or visit https://www.cdslindia.com/ and click on Login icon and select New System Myeasi. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL / NSDL / KARVY / LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration |

| | |
|--|---|
| | 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on https://www.cdslindia.com/ home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers. |
| Individual Shareholders holding securities in demat mode with NSDL | <p>1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. 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. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com Select “Register Online for IDeAS “Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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 ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting</p> |
| Individual Shareholders (holding securities in demat mode) login through their Depository Participants | You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, 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. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. |

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

| Login type | Helpdesk details |
|--|---|
| Individual Shareholders holding securities in Demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542-43. |
| Individual Shareholders holding securities in Demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30 |

(v) Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.

1. The shareholders should log on to the e-voting website www.evotingindia.com.
2. Click on “Shareholders” module.
3. Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
4. Next enter the Image Verification as displayed and Click on Login.

5. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
6. If you are a first-time user follow the steps given below:

| | For Physical shareholders and other than individual shareholders holding shares in Demat. |
|---|--|
| PAN | Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA. |
| Dividend Bank Details OR Date of Birth (DOB) | Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field. |

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address cs.gppl@gpglobal.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at cs.gppl@gpglobal.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at cs.gppl@gpglobal.com. These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted 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 available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company/RTA email id.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

SCRUTINIZER FOR THE MEETING:

The Company has appointed Mr. Punit Shah, Practicing Company Secretary, (Membership No.20536) as 'scrutinizer' (the "Scrutinizer"), for conducting the e-voting process for the Annual General Meeting in a fair and transparent manner. Details of the Director proposed to be re-appointed as required in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS - 2) issued by The Institute of Company Secretaries of India, are provided hereinafter.

| Name of Director | Mrs. Deepa Goel | Mrs. Pallavi Mangla | Mr. Ayush Goel |
|---|---|---|---|
| Date of Birth | 9-3-1958 | 14-9-1988 | 27-9-1990 |
| Nationality | Indian | Indian | Indian |
| Date of Appointment | 30-9-2020 | 10-6-2021 | 23-5-2016 |
| Qualifications | Masters Degree in Political Science & Diploma in Interior Design and Decoration | B.A. & Diploma in Business Management. | B.Com (Honours) & Masters in Business Administration |
| Expertise in Functional Area | Management and Administration of family owned businesses. She is also associated with Charitable and philanthropic activities | Management and Administration of family owned businesses with focus on Human resource Management. | 10 years of rich experience in business management, finance and operations across manufacturing, trading activities and instrumental in attracting top industry talent. |
| No. of Shares held in the Company as on 31.3.2021 | Nil | 170,714 | Nil |
| Directorships held in other Companies | Nil | Bhimeshwari Agro Tech & Cold Storage Pvt. Ltd. and New Horizons Fintech Pvt. Ltd. | Kimitsu Steel India Pvt. Ltd. and YNI Global Services LLP |
| No of Board Meetings attended | One Out of Two | N.A. | Three Out of Five |
| Chairman/ Member Committee of Boards of other Companies in which he/she is a Director | Nil | Nil | Nil |
| Disclosure of Relationship between Director Inter-se | Mr. Ayush Goel is son of Mrs. Deepa Goel. | Not Applicable | Mr. Ayush Goel is son of Mrs. Deepa Goel. |
| Remuneration details (Including Sitting Fees & Commission) | Not Applicable | Not Applicable | Not Applicable |

*Directorship includes Directorship of Public Companies & Committee membership includes only Audit Committee and Stakeholders' Relationship Committee of Public Limited Company (whether Listed or not).

The Explanatory Statement pursuant to section 102(1) of the Companies Act, 2013:

ITEM NO. 3

The Board of Directors pursuant to the recommendation of Nomination and Remuneration Committee had appointed Mrs. Deepa Goel as an Additional Director of the Company with effect from September 30, 2020. In terms of Section 161 of the Companies Act, 2013 she holds the office of director up to the date of the next Annual General Meeting or the last date on which the Annual General Meeting should have been held, whichever is earlier. Being eligible, has offered herself for appointment as Director.

The Company has received a notice from a member proposing candidature of Mrs. Deepa Goel for the office of Director in terms of Section 160 of the Companies Act, 2013. She does not hold any shares in the Company.

Your Directors feel that her presence in the deliberation of the Board will be in the best interest of the Company and would be beneficial for the Company's growth and accordingly recommends her appointment as a director, liable to retire by rotation as an Ordinary Resolution as set out at item no. 3 of the notice for your approval. Particulars of her qualification, brief resume, area of expertise and other details are provided hereinbefore.

Except Mrs. Deepa Goel and Mr. Ayush Goel, none of the other Directors and Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested in the resolution set out at item no. 3 of the Notice.

ITEM NO. 4:

The Board of Directors pursuant to the recommendation of Nomination and Remuneration Committee had appointed Mrs. Pallavi Mangla as an Additional Director of the Company with effect from June 10, 2021. In terms of Section 161 of the Companies Act, 2013 she holds the office of Director up to the date of the next Annual General Meeting or the last date on which the Annual General Meeting should have been held, whichever is earlier. Being eligible, has offered herself for appointment as Director.

The Company has received a notice from a member proposing candidature of Mrs. Pallavi Mangla for the office of Director in terms of Section 160 of the Companies Act, 2013. She holds 170,714 shares of Company as on 31.3.2021.

Your Directors feel that her presence in the deliberation of the Board will be in the best interest of the Company and would be beneficial for the Company's growth and accordingly recommends her appointment as a director, liable to retire by rotation as an Ordinary Resolution as set out at item no. 4 of the notice for your approval. Particulars of her qualification, brief resume, area of expertise and other details are provided hereinbefore.

Except Mrs. Pallavi Mangla, none of the other Directors and Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested in the resolution set out at item no. 4 of the Notice.

ITEM NO. 5:

On recommendation of the Audit Committee at its meeting held on June 10, 2021 the Board of Directors of the Company have approved appointment of Mr. Dilip M. Bathija, Cost Accountant as Cost Auditor of the Company for the financial year 2021-2022 at a remuneration of ₹ 60,000/- (Rupees Sixty Thousand Only) plus taxes and out of pocket expense on actual basis.

Pursuant to Section 148(3) of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 the remuneration, as approved by the Board of Directors of the Company on the recommendation of the Audit Committee, is required to be subsequently ratified by the Members of the Company.

Accordingly, The Board recommends the Ordinary Resolution at item no. 5 of this Notice for the approval of the Members.

None of the other Directors or Key Managerial Personnel of the Company or their relatives are, in any way concerned or interested in the resolution set out at item No. 5 of the notice.

By order of the Board of Directors
For GP Petroleums Limited

Sd/-
Bijay Kumar Sanku
Company Secretary

Mumbai, August 12, 2021

Registered Office:

GP Petroleums Limited
804, Ackruti Star, Central Road, MIDC,
Andheri-East, Mumbai – 400 093
CIN: L23201MH1983PLC030372