

HARSHVARDHAN TARKAS

Practicing Company Secretary

Office: 161, 2nd floor, Raghuleela Mega Mall, Kandivali – (West), Mumbai – 400 067.

Tel: 022- 49638648; Mob: 9594441611/ Email: cshtarkas@gmail.com

COMPLIANCE CERTIFICATE

(Pursuant to Regulation 163(2), Part III of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations 2018 including any amendment/modification thereof)

To,

The Board of Directors

GP PETROLEUMS LIMITED

804, Ackruti Star, 8th Floor,

MIDC Central Road, MIDC,

Andheri (East), Mumbai 400093

I Harshvardhan Tarkas, Practising Company Secretary have been appointed by **GP PETROLEUMS LIMITED** (hereinafter referred to as 'Company'), having CIN L23201MH1983PLC030372 to issue this Compliance Certificate in accordance with Regulation 163(2) of Chapter V of SEBI (Issue of Capital and Disclosure Requirements), Regulations, 2018 as amended from time to time, (hereinafter referred to as "**SEBI (ICDR) Regulations**").

This certificate is issued in accordance with the requirement of Regulation 163(2) of Chapter V 'Preferential Issue' of SEBI (ICDR) Regulations, and in connection with the proposed issue of up to 1,000 (One Thousand) secured, unrated, unlisted, redeemable optionally convertible debentures ("OCDs") of face value of ₹10,00,000/- (Rupees Ten Lakhs only) each, aggregating up to ₹100,00,00,000/- (Rupees One Hundred Crore only). The proposed allottee has the right (but not obligation) to convert OCDs having an aggregate principal amount of up to 10% of outstanding exposure or Rs. 10 Crore, whichever is higher, into equity shares of the Company in accordance with the terms of the OCDs. This means that the OCDs will be convertible into up to 16,10,500 fully paid-up equity shares of the Company at a pre-determined conversion price of 62.09/- per equity share ("**Conversion Price**"), on a preferential basis. The proposed preferential issue was approved at the Meeting of Board of Directors of the Company held on 30th September, 2026.

Managements' Responsibility:

It is the responsibility of the Management to comply with the requirements of the Regulations and ensuring the authenticity of documents and information, including the preparation and maintenance of all accounting and other relevant supporting records, designing, implementing and maintaining internal control relevant to preparation of Notice and explanatory statement, determination of relevant date & minimum price of shares and making estimates that are reasonable in the circumstances.

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Practicing Company Secretary's Responsibility:

Pursuant to the requirements of Regulation 163(2) of Chapter V of the SEBI (ICDR) Regulations, as amended, it is my responsibility to provide limited assurance that the proposed preferential issue of OCD to **RevX Special Credit Opportunities Fund II** (being the investor nominated under the binding term sheet dated September 02, 2026 executed between the Company and RevX Advisors LLP) ("**the Proposed Allottees**") as mentioned above, are being made in accordance with the requirements of "Chapter V-Preferential Issue" of the SEBI (ICDR) Regulations to the extent applicable and applicable provisions of the Act and rules framed thereunder.

On the basis of the relevant management inquiries, necessary representations and information received from/furnished by the management of the Company, as required under the aforesaid Regulations, I have verified that the issue is being made in accordance with the requirements of SEBI (ICDR) Regulations, as applicable to the preferential issue, more specifically, the following:

- i) Memorandum of Association (MOA) and Article of Association (AOA) of the company.
- ii) The Present capital structure including the details of the Authorised, Subscribed, Issued and Paid-up share capital of the Company along with the shareholding pattern;
- iii) Resolution(s) passed at the meeting of the Board of Directors;
- iv) List of Proposed Allottees is as follows:

Sr. No.	Name of Proposed Allottee	Category	Maximum No. of Equity Shares to be allotted
1	RevX Special Credit Opportunities Fund II	Non Promoter	Up to 1,000 OCDs of face value of Rs. 10,00,000 each, aggregating up to Rs. 100,00,00,000/- (Rupees One Hundred Crore only)

- v) The proposed allottee has the right (but not obligation) to convert OCDs having an aggregate principal amount of up to 10% of outstanding exposure or Rs. 10 Crore, whichever is higher, into equity shares of the Company in accordance with the terms of the OCDs. The proposed allotment to the allottee in the present preferential issue, upon conversion of the OCDs, would result in allotment of 16,10,500 equity shares, representing approximately 3.06% of the post-issue fully diluted share capital of the issuer, which is not more than 5% of the post-issue fully diluted share capital of the issuer, and shall not result in any change in control of the issuer.
- vi) The relevant date for the purpose of said minimum issue price was 01st October, 2026.

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- vii) The statutory registers of the Company and List of shareholders issued by RTA:
- a. to note that the equity shares are fully paid up.
 - b. all equity shares held, if any, by the proposed allottees in the Company are in dematerialised form.- **Not Applicable, since the proposed allottee does not hold any equity shares of the Company as on the Relevant Date.**
- viii) On the basis of documents produced before me I certify that the proposed allottees have not sold or transferred any Equity Shares of the Company during the period of 90 trading days prior to the Relevant Date i.e. 01st October, 2026 and till the date of execution of this certificate. – **Not Applicable, since the proposed allottee does not hold any equity shares of the Company as on the Relevant Date.**
- ix) Permanent Account Number of the proposed allottee;
- x) Draft notice of postal ballot along with Explanatory Statement:
- a. to verify the disclosure in Explanatory Statement as required under Companies Act, 2013 & the Companies (Share Capital and Debentures) Rules, 2014 and Regulation 163(1) of the Regulations.
 - b. to verify the terms for payment of consideration and allotment as required under Regulation 169 of the Regulations.
- xi) RevX Special Credit Opportunities Fund II (including Ultimate Beneficial Owner) does not hold any equity shares of the Company as on the Relevant Date and hence the requirement of lock in of pre preferential shareholding under Regulation 167(6) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 is not applicable.
- xii) The Equity Shares of the Company are frequently traded within the meaning of explanation provided in Regulation 164(5) of Chapter V of the SEBI (ICDR) Regulations, 2018.
- xiii) The minimum issue price for the proposed preferential issue of Optionally Convertible Debentures of the Company, based on the pricing formula prescribed under Regulation 164 (1) of SEBI (ICDR) Regulations, 2018, has been worked out at **Rs.62.09/-**;
- With respect to compliance with the minimum issue price for equity shares to be issued on preferential basis and in accordance with sub-regulation (1) of regulation 164 of the aforesaid SEBI Regulations, I have verified that the Articles of Association of the Company do not provide for a method of determination floor price.;
- xiv) I have enquired with the management of the Company and obtained representation to confirm that
- a. the equity shares allotted on a preferential basis shall be locked-in as per Regulation 167 of the SEBI (ICDR) Regulations.

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- b. There are no outstanding dues to the SEBI, the stock exchanges or the depositories except those whose are the subject matter of a pending appeal or proceeding(s), which has been admitted by the relevant Court, Tribunal or Authority.
- c. Company is in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the stock exchange where the equity shares of the are listed and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015, as amended, and any circular or notification issued by the Board thereunder.

Assumptions & Limitation of scope and Review:

- 1. Our responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
- 2. We are not expressing any opinion on the price computed / calculated and/or the price at which the shares are being issued by the Company.
- 3. This certificate is solely for the intended purpose of compliance in terms of aforesaid Regulations and for your information and it is not to be used, circulated, quoted or otherwise referred to for any other purpose other than compliance with the aforesaid Regulations.

Certification:

Based on my examination of such information/documents and explanation furnished to me by the management and employees of the Company and to the best of my knowledge and belief, I hereby certify that proposed preferential issue is being made in accordance with the requirements of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, except with respect of special resolution of shareholders which is proposed to be passed by the postal ballot to be completed on 31st October, 2026.

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CS Harshvardhan Tarkas

Practicing Company Secretary

ACS: 30701

COP: 24169

UDIN: A030701H001708861

Place: Mumbai

Date: 01.10.2026