

January 22, 2025

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

**Sub: Intimation of Dispatch of Postal Ballot Notice and Explanatory Statement only through electronic means**

We refer to the outcome of Board Meeting dated January 18, 2025 and in terms of Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), we enclose herewith a copy of the Postal Ballot Notice seeking approval of the shareholders for the “Appointment of Mr. Rajesh Mittal (DIN: 00231710) as Non-Executive Independent Director of the Company”.

In accordance with the applicable laws and circulars issued by Ministry of Corporate Affairs, Securities and Exchange Board of India, the Postal Ballot Notice along with the Explanatory Statement (“Notice”) is being sent to the Shareholders today, i.e. Wednesday, January 22, 2025 through electronic means only to the Members of the Company whose names appear on the Register of Members/List of Beneficial Owners as on Friday, January 17, 2025, being the cut-off date. Further, the hard copy of the Postal Ballot Notice along with physical postal ballot forms and prepaid business envelope has not been sent to the Members, as permitted by the Ministry of Corporate Affairs, vide its various circulars.

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with the rules made thereunder and SEBI Listing Regulations, the Company has provided to its Members facility to exercise their right to vote by electronic means on the Special Resolution set forth in the Notice through services provided by National Securities Depository Limited (“NSDL”). The remote e-voting facility shall commence on January 23, 2025 at 9.00 a.m. (IST) and ends on February 21, 2025 at 5.00 p.m. (IST). The voting rights of the Members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on the cut-off date. The shareholders are required to communicate their assent or dissent through the remote e-voting system only.

The said postal ballot notice is also available on the website of the Company i.e. [www.gppetroleum.co.in](http://www.gppetroleum.co.in).

This is submitted for your information and records.

Thanking you,

Yours faithfully,

For **GP PETROLEUMS LIMITED**

**KANIKA SEHGAL SADANA**  
**COMPANY SECRETARY**  
**M. NO. 31466**

Encl: As above

**GP PETROLEUMS LIMITED**  
**CIN: L23201MH1983PLC030372**

Regd. Office: 804, Ackruti Star, 8<sup>th</sup> Floor, MIDC Central Road, MIDC, Andheri (East), Mumbai 400093  
E-mail: investor@gpglobal.com • Website: www.gppetroleums.co.in  
Tel: 91 22 6148 2500

**NOTICE OF POSTAL BALLOT PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013**

Dear Member(s),

**NOTICE** is hereby given pursuant to sub-section (1) of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (the "Rules") (including any statutory modification or amendment thereof for the time being in force), read with General Circular No. 09/2024 dated September 19, 2024; 09/2023 dated September 25, 2023, 11/2022 dated December 28, 2022; 03/2022 dated May 05, 2022; 10/2021 dated June 23, 2021; 20/2021 dated December 8, 2021; 39/2020 dated December 31, 2020; 33/2020 dated September 28, 2020; 22/2020 dated June 15, 2020; 20/2020 dated May 05, 2020; 17/2020 dated April 13, 2020 and 14/2020 dated April 8, 2020; (Collectively referred to as "MCA Circulars") and/or any other applicable laws, rules or regulations for the time being in force, it is proposed to seek the consent of the shareholders of GP Petroleums Limited ("the Company") for the Special Resolution as set out in this Postal Ballot Notice ("Notice") through Electronic Voting ("remote e-voting").

In terms of the said MCA Circulars, the Postal Ballot Notice is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company or the Depository Participant(s) ("DPs") and the communication of assent/dissent on the resolution will take place through the remote e-voting system only. This Postal Ballot is accordingly being initiated in compliance with the MCA Circulars. Accordingly, in terms of the MCA Circulars, physical copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business reply envelope will not be sent to the members and members are required to communicate their assent or dissent through the remote e-voting system only.

The Explanatory Statement pursuant to the provisions of Sections 102, 108 and 110 of the Companies Act, 2013 ("Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ("Rules") stating material facts and reasons for the proposed resolution is annexed hereto.

You are requested to peruse the proposed resolution along with Explanatory Statement annexed and thereafter record your assent or dissent by means of remote e-voting facility provided by the Company.

In compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and the provisions of Sections 108 and 110 of the Companies Act, 2013 read with applicable Rules and abovementioned MCA Circulars and circular of SEBI on e-Voting Facility provided by Listed entities, dated December 9, 2020, Secretarial Standard-2 on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India (ICSI) and any amendments or modifications thereto, the Company is offering remote e-voting facility to all its Members to exercise their right to vote, the details whereof are specified under instructions in this Notice. The Company has engaged National Securities Depository Limited ("NSDL") to provide e-voting facilities to the Members. The e-voting facility will be available at the link <https://www.evoting.nsdl.com> commencing from January 23, 2025 (9:00 a.m. IST) and will end on February 21, 2025 (5:00 p.m. IST).

The Board of Directors of GP Petroleums Limited (the "**Company**") has appointed Mr. Harshad Pusalkar, from M/s. Pusalkar & Co., Practicing Company Secretary (Membership No. F10576) as a Scrutinizer for conducting the postal ballot/e-voting process in a fair and transparent manner.

The Scrutinizer will submit his report to the Chairman of the Board of Directors of the Company or in his absence, to any other person authorized by him, after the completion of the scrutiny of the remote e-voting. The results shall be declared on or before February 22, 2025 and communicated to the Stock Exchanges where the equity shares of the Company are listed and would also be displayed on the website of National Securities Depository Limited (NSDL) and on the website of the Company i.e. [www.gppetroleums.co.in](http://www.gppetroleums.co.in). The Resolution, if approved, will be taken as effectively passed as on the last date specified by the Company for receipt of assents(s) or dissents(s) by e-voting i.e. February 21, 2025, and shall be deemed to have been duly passed at a general meeting convened in that behalf.

**SPECIAL BUSINESS: -**

**APPOINTMENT OF MR. RAJESH MITTAL (DIN: 00231710) AS NON -EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY.**

To consider and, if thought fit, to pass with or without modification, the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 160 and 161 read with Schedule IV and all other applicable provisions of the Companies Act, 2013, and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 17 and 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’) and Articles of Association of the Company and all other applicable provisions, if any, Mr. Rajesh Mittal (DIN: 00231710) who was appointed as an Additional Director (Non - Executive Independent Director) of the Company by the Board of Directors on the recommendation of the Nomination and Remuneration Committee with effect from January 18 , 2025, and in respect of whom, the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, signifying the intention to propose Mr. Rajesh Mittal as a candidate for the office of a Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for the term of 2 (two) consecutive years i.e., from January 18, 2025 to January 17, 2027, subject to Mr. Rajesh Mittal satisfying the criteria of independence during the tenure of his appointment in terms of the Companies Act, 2013, the Rules made thereunder and the SEBI Listing Regulations, and he shall not be liable to retire by rotation.”

“**RESOLVED FURTHER THAT** the Whole Time Director or Company Secretary of the Company be and is hereby severally authorized for and on behalf of the Company to take all necessary steps and to do all such acts, deeds, matter, filing and things as may be necessary, proper or expedient to give effect to this resolution.”

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

Sd/-

**Kanika Sehgal Sadana  
Company Secretary**

**Registered Office:**

804, Ackruti Star, 8<sup>th</sup> Floor, MIDC Central Road,  
MIDC, Andheri (East),  
Mumbai - 400093  
CIN: L23201MH1983PLC030372  
E-mail: investor@gpglobal.com  
Website: [www.gppetroleums.co.in](http://www.gppetroleums.co.in)  
Tel: 91 22 6148 2500  
Place: Mumbai  
Date: January 18, 2025

**NOTES:**

1. As per the MCA circulars that permitted conduct of postal ballot process in electronic form only. The Company has availed the said facility from NSDL for facilitating e-voting to enable the Members to cast their votes electronically instead of physical mode.

A person who is not a Member as on the cut-off date should treat this Notice of Postal Ballot for information purpose only.





2. As required by Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars and the SEBI Listing Regulations, the details pertaining to this Postal Ballot will be published in one English national daily newspaper circulating throughout India (in English language) and one regional daily newspaper circulating in Maharashtra (in vernacular language, i.e. Marathi).
3. Members 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., directly to their DPs. The changes intimated to the DPs will then be automatically reflected in the Company's records.
4. Members who have not registered their e-mail address are requested to register the same, in respect of shares held in electronic form with the Depository through their Depository Participant(s) and in respect of shares held in physical form by writing to the Company's Registrar and Share Transfer Agent, MUFG Intime India Private Limited, C-101, 247 Park, L B S Marg, Vikhroli West, Mumbai – 400083, Tel.: 91 22 4918 6270, Fax: 91 22 4918 6060, E-mail: [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in).
5. The voting rights of the members shall be in the proportion to their shareholding in the paid-up equity share capital as on cut-off date i.e. Friday, January 17, 2025.
6. The resolutions, if approved, by the requisite majority shall be deemed to have been passed on the last date for e-voting i.e. Friday, February 21, 2025.
7. A Member cannot exercise his/her vote through proxy on postal ballot.
8. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.
9. The Postal Ballot Notice shall be uploaded on the Company's website viz. [www.gppetroleums.co.in](http://www.gppetroleums.co.in) and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) and at the relevant sections of the websites of the stock exchanges on which the shares of the Company are listed.
10. All documents referred to in the accompanying Notice and Explanatory Statement are open for inspection at the Registered Office of the Company during 10:00 a.m. (IST) to 1:00 p.m. (IST) on all working days up to Friday, February 21, 2025, i.e. the last day of e-voting.

The instructions for remote e-voting are as under:

**Step 1: Access to NSDL e-Voting system**

**(A) Login method for e-Voting 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
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>Existing <b>IDEAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDEAS</b>’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>If you are not registered for IDEAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDEAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. 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. 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <div style="text-align: center;"> <p><b>NSDL Mobile App is available on</b></p>  <b>App Store</b>       <b>Google Play</b></div> <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>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 users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>After successful login the Easi/Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting 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. Additionally, there is also link provided to access the</li> </ol>

	<p>system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3.If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p> <p>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</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. Upon logging in, you will be able to see the e-Voting option, 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 the company name or e-Voting service provider i.e. 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 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. NSDL and CDSL.**

Login type	Helpdesk details
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 <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 4886 7000.
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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33.

**(B) Login Method 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?**

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. 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.*

4. 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 Folio Number is 001*** and EVEN is 101456 then user ID is 101456001***
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5. Password details for shareholders other than Individual shareholders 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. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit 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 shareholders whose email ids are not registered.**
6. 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.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.  
Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

## **Step 2: Cast your vote electronically on NSDL e-Voting system.**

### **How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and their respective voting cycle.
2. Select "EVEN" of the Company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send 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 e-mail to [fcsharshad@gmail.com](mailto:fcsharshad@gmail.com) and with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com).
2. 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.
3. In case of any queries, you may refer 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.: 022 4886 7000 or send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com). In case of any grievances connected with facility for e-voting, please contact Ms. Pallavi Mhatre, Senior Manager, National Securities Depository Limited, T301, 3rd Floor, Naman Chambers, G Block, Plot No- C-32, Bandra Kurla Complex, Bandra East, Mumbai- 400051. Email: [evoting@nsdl.com](mailto:evoting@nsdl.com), Contact no. 022 4886 7000.

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of email ids for e-voting for the resolution(s) set out in this notice:**

1. In case shares are held in physical mode please provide 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 investor@gpglobal.com
2. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar Card) to investor@gpglobal.com. If you are an Individual shareholder 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 for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

For any other queries relating to the shares of the Company, you may contact the Registrar and Share Transfer Agent at the following address:

MUFG Intime India Private Limited  
C 101, 247 Park, L B S Marg,  
Vikhroli West,  
Mumbai - 400083  
Tel.: 91 22 4918 6270; Fax: 91 22 4918 6060  
E-mail: [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)

Registered Office and Communication details of the Company:  
804, Ackruti Star, 8<sup>th</sup> Floor,  
MIDC Central Road,  
MIDC, Andheri (East),  
Mumbai 400093  
CIN: L23201MH1983PLC030372  
Tel: 91 22 6148 2500  
E-mail: [investor@gpglobal.com](mailto:investor@gpglobal.com)  
W: [www.gppetroleum.co.in](http://www.gppetroleum.co.in)



**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (2) OF THE COMPANIES ACT, 2013**

**Item No. 1:**

The Board of Directors of the Company at its Meeting held on January 18, 2025, and on the recommendation of the Nomination and Remuneration Committee (“NRC”) of the Company and subject to the approval of members of the Company has approved the appointment of Mr. Rajesh Mittal (DIN: 00231710) as an Additional Director (Non-Executive Independent) of the Company with effect from January 18, 2025 pursuant to section 161 of the Companies Act, 2013 (“the Act”). The Board of Directors of the Company had proposed the appointment of Mr. Rajesh Mittal, as an Independent Director of the Company for a term of 2 (two) consecutive years commencing from January 18, 2025 to January 17, 2027 (both days inclusive) for approval of shareholders by way of special resolution and he is not liable to retire by rotation.

Profile of Mr. Rajesh Mittal:

***Mr. Rajesh Mittal is a fellow member of ICAI and ICSI. He is also registered as an “Insolvency Professional” and “Registered Valuer” under the asset class “SFA” with IBBI. He is accredited as Certified Valuation Analyst (CVA) by National Association of Certified Valuators and Analysts (NACVA), USA.***

***Mr. Mittal is the Founder and Chairman of Alamak Capital Advisors Private Limited (engaged in Investment Banking and Corporate Financial Advisory) and is also a partner of M/S Dassani & Associates, Chartered Accountants. Prior to 2012, he had spent almost 25 years with prominent corporates in leadership roles in finance. Mr. Mittal has extensively worked as a management consultant and strategic advisor. He has handled several M&A deals, spanning across diverse industries and geographies and has an in-depth understanding of Valuation and Strategic growth of business.***

***Additionally, Mr. Mittal has been a nominated member on the committees formed by IBBI & ICSI-RVO & ICAI and is a frequent speaker on CSR and Valuation on the platforms of ICAI and ICSI, respectively.***

The Nomination and Remuneration Committee taking into consideration the skills, expertise and competencies required for the Board in the context of the business and sectors of the Company and after evaluating Mr. Rajesh Mittal’s qualifications, skills, experience, independence, knowledge, and competency, recommended his appointment as an Independent Director to the Board. The Board is of the opinion that Mr. Rajesh Mittal fulfills the conditions for his appointment as Non-Executive Independent Director as per the statutory requirements and he is independent of management and possesses appropriate skills, experience, and knowledge.

The Company has in terms of Section 160(1) of the Companies Act, 2013 (“the Act”) received a notice from a Member proposing his candidature for the office of a Director. The Company has also received from Mr. Rajesh Mittal (i) Form DIR-2- Consent to act as a Director of a Company as prescribed under section 152(5) and Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014; (ii) Form MBP-1 - Disclosure of concern or interest in any company or companies or bodies corporate, firms or other association of individuals, as required under section 184(1) read with rule 9(1) of Companies (Meetings of Board and its Powers) Rules, 2014; (iii) Form DIR-8 - certifying that he is not disqualified under Section 164(1) and 164(2) of the Companies Act, 2013; (iv) Declaration of Independence pursuant to Section 149(7) of the Companies Act, 2013, that he meets the criteria of Independence as provided in sub section (6) of Section 149 of the Companies Act, 2013 and is eligible for the appointment; (v) confirmation that he is not debarred from holding the office of Director by virtue of any SEBI order or any such authority; (vi) Form A under regulation 7(1)(b) of the SEBI (Prohibition of Insider Trading) Regulations, 2015; and (vii) A declaration that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

The terms and conditions of the appointment of Independent Directors are uploaded on the website of the Company at <https://www.gppetroleum.com.in/images/Terms-and-conditions-for-appointment-of-Independent-Director.pdf> and would also be made available electronically for inspection to the Members of the Company by sending a request from their registered email address to the Company at [cs.gppl@gpglobal.com](mailto:cs.gppl@gpglobal.com) along with their Name, DP ID & Client ID/Folio No.

The Board accordingly recommends the Special Resolution in relation to the appointment of Mr. Rajesh Mittal as the Independent Director of the Company for the approval of the members of the Company by way of Special 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 and except Mr. Rajesh Mittal and his relatives, who are concerned or interested in the proposed resolution.

Information as required under Regulations 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Clause 1.2.5 of the Secretarial Standard on General Meetings ("SS-2") and Schedule V of the Companies Act, 2013 is given hereunder:

<b>Information about Mr. Rajesh Mittal</b>	
Name of Director	Mr. Rajesh Mittal
DIN	00231710
Date of Birth (Age)	08/01/1964 (61 Years)
Nationality	Indian
Date of first appointment on the Board	18/01/2025
Brief Resume, Qualification(s), Experience and Nature of expertise in specific functional areas, recognition or awards	<p>Mr. Rajesh Mittal is a fellow member of ICAI and ICSI. He is also registered as an "Insolvency Professional" and "Registered Valuer" under the asset class "SFA" with IBBI. He is accredited as Certified Valuation Analyst (CVA) by National Association of Certified Valuators and Analysts (NACVA), USA.</p> <p>Mr. Mittal is the Founder and Chairman of Alamak Capital Advisors Private Limited (engaged in Investment Banking and Corporate Financial Advisory) and is also a partner of M/S Dassani &amp; Associates, Chartered Accountants. Prior to 2012, he had spent almost 25 years with prominent corporates in leadership roles in finance. Mr. Mittal has extensively worked as a management consultant and strategic advisor. He has handled several M&amp;A deals, spanning across diverse industries and geographies and has an in-depth understanding of Valuation and Strategic growth of business.</p> <p>Additionally, Mr. Mittal has been a nominated member on the committees formed by IBBI &amp; ICSI-RVO &amp; ICAI and is a frequent speaker on CSR and Valuation on the platforms of ICAI and ICSI, respectively.</p>
No. of Shares held in the Company as on 18/01/2025 (including shareholding as a beneficial owner)	NIL
Names of listed entities in which the person also holds the directorship and the membership of Committees of the board along with listed entities from which the person has resigned in the past three years.	NIL
Directorships held in other Companies	1. ALAMAK CAPITAL ADVISORS PRIVATE LIMITED 2. ASSOCIATION OF FINANCIAL ADVISORS OF INDIA
Chairmanship/Membership of the Committees	NIL
No of Board Meetings attended	NA
Chairman/Member Committee of Boards of other Companies in which he is a Director	NIL
Relationship with Directors inter se and KMP	Not related to any of the Directors & KMP of the Company
Remuneration sought to be paid/proposed	No remuneration other than sitting fees for attending Board and Committee meetings.
Remuneration last drawn (If Applicable)	Not Applicable
Terms and conditions for appointment/re-appointment	Refer Notice and Explanatory Statement.
Skills and capabilities for the role and the manner in which the Director meet the requirements	Refer Notice and Explanatory Statement.

**Registered Office:**

804, Akruti Star, 8<sup>th</sup> Floor, MIDC Central Road,  
MIDC, Andheri (East),  
Mumbai - 400093  
CIN: L23201MH1983PLC030372  
Tel: 91 22 6148 2500  
E-mail: investor@gpglobal.com  
W: www.gppetroleums.co.in

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

Sd/-

**Kanika Sehgal Sadana  
Company Secretary**

Place: Mumbai  
Date: January 18, 2025