

April 30, 2022

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

Dear Sir/Madam,

Sub: - Annual Secretarial Compliance Report for the Financial Year ended 31st March, 2022

Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI circular No. CIR/CFD/CMD1/27/2019 dated 8th February, 2019 please find enclosed the Annual Secretarial Compliance Report for the financial year ended 31st March, 2022 issued by M/s. P. P. Shah & Co., Practising Company Secretaries.

Kindly take the same on record.

Yours Faithfully,
For GP Petroleums Limited

Kanika Sehgal Sadana
Company Secretary & Compliance Officer
M. No.: A31466

**SECRETARIAL COMPLIANCE REPORT OF GP PETROLEUMS LIMITED FOR
THE YEAR ENDED 31ST MARCH, 2022**

We, M/s. P. P. Shah & Co., Practicing Company Secretaries have examined:

- (a) All the documents and records made available to me and explanation provided by GP Petroleums Limited (“the listed entity”),
- (b) The filings/ submissions made by the listed entity to the stock exchanges,
- (c) Website of the listed entity,
- (d) Any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31st March, 2022 (“Review Period”) in respect of compliance with the provisions of:

- (a) The Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and
- (b) The Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”);

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) SEBI (Buyback of Securities) Regulations, 2018; **(Not applicable to the Company during the Audit Period);**
- (e) SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **(Not applicable to the Company during the Audit Period);**
- (f) SEBI (Issue and Listing of Debt Securities) Regulations, 2008; **(Not applicable to the Company during the Audit Period);**



(g) SEBI (Issue and Listing of Non-Convertible Redeemable Preference Shares) Regulations, 2013; **(Not applicable to the Company during the Audit Period);**

(h) SEBI (Prohibition of Insider Trading) Regulations, 2015;

(i) SEBI (Registrars to an Issue and Share Transfer Agents) Regulations, 1993

and circulars / guidelines issued thereunder; and based on the above examination, I hereby report that, during the Review Period:

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr. No.	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1.	Nil	Nil	Nil

(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars / guidelines issued thereunder insofar as it appears from my examination of those records.

(c) The following are the details of actions taken against the listed entity / its promoters / directors / material subsidiaries either by SEBI or by Stock Exchanges (*including under the Standard Operating Procedures issued by SEBI through various circulars*) under the aforesaid Acts / Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
1.	Nil	Nil	Nil	Nil

(d) The listed entity has taken the following actions to comply with the observations made in previous reports:



Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended 31 st March, 2021	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1.	N.A.	<p>As per Regulation 23 of SEBI (LODR) Regulations, 2015, the Company was required to submit disclosures of related party transactions on a consolidated basis within 30 days from the date of publication of its standalone and consolidated financial results for the half year ended 30th September, 2020.</p> <p>The Board Meeting of the Company for approving the financial results for the quarter and half year ended 30th September, 2020 was held on 13th November, 2020.</p> <p>The Company has submitted the disclosures of related party transactions on a consolidated basis on 19th January, 2021 with National Stock Exchange of India Limited (NSE) and BSE Limited (BSE).</p> <p>Accordingly, there was a delay of 36 days as per NSE and 35 days as per BSE in disclosures of related party transactions.</p> <p>The Company has informed NSE and BSE that the staff of Secretarial Department was suffering from COVID</p>	<p>NSE* had imposed a fine of Rs. 1,75,000 + GST on the Company towards late submission of half yearly related party transactions for the quarter and half year ended 30th September, 2020.</p> <p>The Company had paid fine of Rs. 1,75,000 + GST with NSE.</p> <p>The Company had requested NSE to waive the fine. NSE has waived the fine and has refunded the fine of Rs. 1,75,000.</p> <p>BSE** had also imposed a fine of Rs. 1,75,000 + GST on the Company towards late submission of half yearly related party transactions for</p>	<p>The Company had paid fine of Rs. 1,75,000 + GST with NSE. The Company had also requested NSE & BSE to waive the fine. NSE has waived the fine and has refunded the fine of Rs. 1,75,000.</p> <p>BSE has also waived the fine by way of allowing the Company to adjust annual listing fees to the extent of Rs. 1,75,000 for the financial year 2022 – 23.</p>



	<p>19 infection and the secretarial staff were in home quarantine. One of the accounts staff had succumbed to COVID 19 infection and the business place was put in temporary quarantine. In view of the factors, the non compliance was an inadvertent mistake. The Company has also made suitable representation for waiver of the fine considering the aforesaid circumstances.</p> <p>The matter is pending with NSE and BSE.</p> <p>The Board of Directors at its Board Meeting held on 12th February, 2021 has considered and has taken note of the matter and advised the Company Secretary to be careful in future. The said noting of the Board was filed with the NSE and BSE on 12th February, 2021.</p>	<p>the quarter and half year ended 30th September, 2020.</p> <p>The Company had paid fine of Rs. 1,75,000 + GST with BSE. The Company had also requested BSE to waive the fine. BSE has waived the fine by way of allowing the Company to adjust annual listing fees to the extent of Rs. 1,75,000 for the financial year 2022 - 23.</p>	
--	--	---	--

*National Stock Exchange of India Limited

**BSE Limited

**For P. P. Shah & Co.,
Company Secretaries**
Unique ICSI ID No.: P2009MH018300

Punit P. Shah

Punit Shah

Partner

ACS No: 20536, COP No: 7506

UDIN: A020536D000246212

Peer Review: 666/2020



Place: Mumbai

Date: 30th April, 2022