

September 7, 2020

To, BSE Limited Department of Corporate Services, P. J. Towers, Dalal Street, Mumbai – 400 001 Scrip Code: 532543	To, National Stock Exchange of India Ltd. Exchange Plaza, 5 <sup>th</sup> Floor, G-Block, Bandra Kurla Complex, Bandra East, Mumbai 400 051 Scrip Symbol: GULFPETRO
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**Sub: Notice of Book Closure and 37<sup>th</sup> Annual General Meeting**

Dear Sir/Madam,

Notice be given that pursuant to Section 91 of the Companies Act, 2013 and Regulation 42 of the SEBI (LODR) Regulations, 2015 the Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, 23<sup>rd</sup> September, 2020 to Tuesday, 29<sup>th</sup> September, 2020 (both days inclusive) for the purpose of payment of dividend and 37<sup>th</sup> Annual General Meeting.

Further notice be given that pursuant to provisions of Regulation 30 of the SEBI (Listing Obligation and Disclosure Requirements), 2015, 37<sup>th</sup> Annual General Meeting of the Members of the Company is scheduled to be held on Tuesday, 29<sup>th</sup> September 2020 at 3.00 p.m. through VC/OAVM. The Notice for the said AGM is attached herewith.

In accordance with provisions of Section 108 of the Companies Act, 2013, the Company provides e-voting facility to its members through electronic voting platform of Central Depository Services (India) Limited (CDSL). The e-voting shall commence on Saturday, 26<sup>th</sup> September, 2020 at 9.00 A.M. and end on Monday, 28<sup>th</sup> September, 2020 at 5.00 P.M. (both days inclusive). During this period shareholders holding shares either in physical form or in dematerialized form, as on the cut-off date of 22<sup>nd</sup> September, 2020, may cast their vote electronically.

Kindly take the same on record.

**Yours Faithfully,  
For GP Petroleums Limited**



**Bijay Kumar Sanku  
Company Secretary**



## NOTICE

### NOTICE

Notice, be and is hereby given that 37<sup>th</sup> Annual General Meeting of the Members of GP Petroleums Limited will be held on Tuesday, 29<sup>th</sup> September, 2020 at 3.00 P.M. 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 Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2020, together with the Reports of Board of Directors and Auditors thereon;

##### 2 - Declaration of Dividend

To declare dividend on Equity Shares for the financial year ended 31<sup>st</sup> March, 2020 if any;

#### SPECIAL BUSINESS:

##### 3 - Reappointment of Mr. Bhaswar Mukherjee (DIN 01654539) as an Independent Director

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

RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions of the Act [including any statutory modification(s) or re-enactment(s) thereof], the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), as amended from time to time, Mr. Bhaswar Mukherjee (DIN -01654539) who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations, as amended, and who is eligible for appointment as an Independent Director of the Company and whose term expires at the Annual general Meeting 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 their intention to propose Mr. Bhaswar Mukherjee as a candidate for the office of Non Executive Independent Director of the Company, be and is hereby appointed as a Non Executive Independent Director to hold office for a further period of 5 (Five) consecutive years up to the conclusion of the 42<sup>nd</sup> Annual General Meeting (AGM) of the Company in the Calendar year 2025.

RESOLVED FURTHER THAT any of the Directors or the Key Managerial Personnel of the Company be and is hereby severally authorised to take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

##### 4 - Appointment of Mr. Sudip Shyam (DIN 08594378) as Director

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

“RESOLVED THAT Mr. Sudip Shyam (DIN 08594378), who was appointed as an Additional Director of the Company with effect from 12<sup>th</sup> November, 2019 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 his 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 2020- 2021 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

Bijay Kumar Sanku  
Company Secretary

Mumbai, August 28, 2020

##### 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 8<sup>th</sup> April, 2020, 13<sup>th</sup> April, 2020 and 5<sup>th</sup> May, 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. The AGM of the Company is being held through VC/ OAVM. 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-400093.
2. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
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. Manan Goel (DIN: 05337939) and Mr. Prerit Goel (DIN: 05337952) retire by rotation at this Annual General Meeting and have indicated to the Company that they are not seeking reappointment due to preoccupation. Appointment of Mr. Sudip Shyam as director of the Company is being regularized. Mr. Bhaswar Mukherjee and Mr. Jagat Singh, both independent directors retire at this Annual General Meeting upon completion of their first five year term. Mr. Jagat Singh has indicated that he is not seeking reappointment due to preoccupation. 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 12<sup>th</sup> May, 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 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 5<sup>th</sup> May, 2020 and SEBI Circular dated 12<sup>th</sup> May, 2020, the Notice of the AGM along with the Annual Report 2019-2020 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. Members may note that the Notice and Annual Report 2019-2020 will also be available on the Company's website [www.gppetroleum.com](http://www.gppetroleum.com) and may also be accessed from the relevant section of the websites of the Stock Exchanges i.e. BSE Limited and the National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively. The Notice is also available on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com).
6. The Members can join the AGM in the VC/OAVM mode 30 minutes before and 15 minutes after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The Members will be able to view the proceedings on the CDSL website at [www.evotingindia.com](http://www.evotingindia.com). The facility of participation at the AGM through VC/OAVM will be made available to at least 1,000 Members on a first come first served basis as per the MCA Circulars. 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.
7. The detailed instructions for joining the Meeting through VC/OAVM form part of the Notes to this Notice.
8. 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](mailto:pslawsec@gmail.com) and copy to [cs.gppl@gpglobal.com](mailto:cs.gppl@gpglobal.com)
9. The Register of Members and the Share Transfer Books of the Company will be closed from 23<sup>rd</sup> September, 2020 to 29<sup>th</sup> September, 2020, (both days inclusive). The dividend of ₹ 0.75 per equity share of ₹5 each (i.e. 15%), if declared by the Members at the AGM, will be paid subject to deduction of income-tax at source ('TDS') on or after 5<sup>th</sup> October, 2020 as under:
  - a) For Shares held in electronic form: to all the Beneficial Owners as at the end of the day on 22<sup>nd</sup> September, 2020 as per the list of beneficial owners to be furnished by the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited ('CDSL'); and
  - b) For shares held in physical form: To all the Members after giving effect to valid transmission and transposition in respect of valid requests lodged with the Company as of the close of business hours on 22<sup>nd</sup> September, 2020.
10. Members hereby note that, as per the SEBI Circular dated 12<sup>th</sup> May, 2020 for providing relaxation in relation to Compliance with certain provision of LODR. As per point No. iii(7) of Circular, Regulation 12 of the LODR prescribes issuance of 'payable at par' warrants or cheques in case it is not possible to use electronic modes of payment. Further, in case the amount payable as dividend exceeds ₹ 1,500/- the 'payable-at-par' warrants or cheques shall be sent by speed post. The requirements of this regulation will apply upon normalization of postal services. However, in cases where email addresses of shareholders are available, listed entities shall endeavor to obtain their bank account details and use the electronic modes of payment specified in Schedule I of the LODR.

11. As per Regulation 40 of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 as amended, Securities of listed Company can be transferred only in Dematerialized Form with effect from 1<sup>st</sup> April, 2019, except in case of request received for transmission or transposition of securities as the case may be. In view of this and to eliminate risk of handling physical shares and for the ease of portfolio management, members whose holding of shares are in physical mode are requested to consider of converting their holding to dematerialized form, for that purpose, members may contact Company or Companies RTA.
12. To support of "Green Initiative" measure taken by Ministry of Corporate Affairs, Government of India for enabling electronic delivery of documents and also in line with Circular Ref. No. CIR/CFD/DIL/7/2011 dated 5<sup>th</sup> November, 2011 issued by the Securities and Exchange Board of India ("the SEBI") and as prescribed under the relevant provisions of the Companies Act, 2013 and the Rules made thereunder, the Company will send Annual Reports in electronic mode to the shareholders who have registered their e-mail IDs either with the Registrar and Transfer Agents or with the depositories.
13. 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. Sharex Dynamic (India) Pvt. Ltd. (Unit – GP Petroleums Ltd) C - 101, 247 Park, L B S Marg, Vikhroli West, Mumbai 400 083 or email to support@shareindia.com
14. 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.
15. 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.
16. 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.
17. 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 20<sup>th</sup> September 2020 through email on cs.gppl@gpglobal.com. The same will be replied by the Company suitably. Documents referred to in this Notice will be made available for inspection as per applicable statutory requirements.
18. In terms of Section 124 of the Act read with MCA General Circular No. 16/2020 dated 13<sup>th</sup> April 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 to Transfer to Fund
2012-13	Final	30 <sup>th</sup> September, 2013	October, 2020
2013-14	Final	30 <sup>th</sup> September, 2014	October, 2021
2014-15	Final	30 <sup>th</sup> September, 2015	October, 2022
2015-16	Interim	11 <sup>th</sup> March, 2016	March, 2023
2015-16	Final	30 <sup>th</sup> September, 2016	October, 2023
2016-17	Final	22 <sup>nd</sup> September, 2017	October, 2024
2017-18	Final	21 <sup>st</sup> September, 2018	October, 2025
2018-19	Final	19 <sup>th</sup> September, 2019	October, 2026

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.

19. 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 receipt to Company for verification of their claim. If all documents are in order as prescribed by IEPF, the Company 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.
20. Pursuant to Finance Act 2020, dividend income will be taxable in the hands of shareholders w.e.f. 1<sup>st</sup> April, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The shareholders are requested to update their PAN with the Company/ Sharex (in case of shares held in physical mode) and depositories (in case of shares held in demat mode). A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of

tax at source by email to support@sharexindia.com by 19<sup>th</sup> September, 2020. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.

21. Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by sending an email to support@sharexindia.com. The aforesaid declarations and documents need to be submitted by the shareholders on or before 19<sup>th</sup> September, 2020.
22. 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.
23. The Members who are unable to receive the dividend directly in their bank accounts through Electronic Clearing Service or any other means, due to non-registration of the Electronic Bank Mandate, the Company shall despatch the dividend warrant/ Bankers' cheque/demand draft to such Members, upon normalisation of postal services and other activities.
24. 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, he 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 support@sharexindia.com in case the shares are held in physical form, quoting your folio no.
25. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.

#### **E-Voting CDSL**

26. In accordance with provisions of section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) (Amendment) Rules, 2015 the business may be transacted through electronic voting system and the Company is providing facility for voting by electronic means ("e-voting") to its members. The Company has engaged the services of Central Depository Services (India) Limited ("CDSL") to provide e-voting facilities and for security and enabling the members to cast their vote in a secure manner.

#### **THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:**

- (i) The voting period begins on Saturday, 26<sup>th</sup> September, 2020 at 9.00 a.m. and ends on Monday, 28<sup>th</sup> September, 2020 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 (Tuesday, 22<sup>nd</sup> September, 2020) 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) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (iv) Click on "Shareholders" module.
- (v) 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.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.

(viii) If you are a first time user follow the steps given below:

<b>For Shareholders holding shares in Demat Form and Physical Form</b>	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.</li> </ul>
Dividend Bank Details <b>OR</b> 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. <ul style="list-style-type: none"> <li>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 as mentioned in instruction (v).</li> </ul>

- (ix) After entering these details appropriately, click on “SUBMIT” tab.
- (x) 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.
- (xi) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant <GP Petroleums Limited > on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xviii) 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.
- (xix) Shareholders can also cast their vote using CDSL’s **mobile app** “m-Voting”. The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:**

- 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.
- For Demat shareholders - please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLIENT ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to Company/RTA email id.
- The company/RTA shall co-ordinate with CDSL and provide the login credentials to the above mentioned shareholders.

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

- Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
- Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.

3. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. 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.

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 at least 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [cs.gppl@gpglobal.com](mailto:cs.gppl@gpglobal.com). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance on or before 20<sup>th</sup> September, 2020 mentioning their name, demat account number/folio number, email id, mobile number at [cs.gppl@gpglobal.com](mailto:cs.gppl@gpglobal.com). These queries will be replied to by the company suitably by email. 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.

#### **INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. 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.
3. 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.
4. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

#### **NOTE FOR NON – INDIVIDUAL SHAREHOLDERS AND CUSTODIANS**

1. Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the "Corporates" module.
2. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
3. 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.
4. The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
5. 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.
6. 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 viz; [cs.gppl@gpglobal.com](mailto:cs.gppl@gpglobal.com) (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call 1800225533. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, Central Depository Services (India) Limited, A Wing, 25<sup>th</sup> Floor, Marathon Futorex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call 1800225533.

#### **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	Mr. Bhaswar Mukherjee	Mr. Sudip Shyam
Date of Birth	03-05-1953	22-01-1972
Nationality	Indian	Indian
Date of Appointment	12-02-2015	12-11-2019
Qualifications	Bachelor of Science from University of Calcutta and Qualified Chartered Accountant.	Bachelor of Engineering from Punjab Engineering College, Chandigarh, Certified Petroleum and Diploma in Sales & Marketing Management
Expertise in Functional Area	Finance and Human resources. Retired as Director-Finance In HPCL.	Sales, Operations, Marketing, Management
No. of Shares held in the Company as on 31.3.2020	Nil	Nil
Directorships held in other Companies	IRIS Business Services Limited	Nil
No of Board Meetings attended	Six of six	One of one
Chairman/ Member Committee of Boards of other Companies in which he is a Director	Chairman – 2 Member – 3	Nil
Disclosure of Relationship between Director Inter-se	Not Applicable	Not Applicable
Remuneration details (Including Sitting Fees & Commission)	4.37 lacs	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**

Mr. Bhaswar Mukherjee and Mr. Jagat Singh were appointed as Independent Directors of the Company pursuant to Section 149 of the Companies Act, 2013 ("the Act") read with Companies (Appointment and Qualification of Directors) Rules, 2014, by the Shareholders at the Annual General Meeting held on September 30, 2015 to hold office upto the conclusion of the 37<sup>th</sup> Annual General Meeting of the Company. ("first term" as per the explanation to Section 149(10) and 149(11) of the Act). Mr. Jagat Singh is not seeking re-appointment for the second term as "Independent Director" due to his personal commitments.

Pursuant to the recommendation of the Nomination & Remuneration Committee and after taking into consideration the performance evaluation and considering the knowledge and experience in his field, the Board has recommended the reappointment of Mr. Bhaswar Mukherjee as an Independent Director to hold office for the second term of five consecutive years up to the conclusion of the 42<sup>nd</sup> Annual General Meeting (AGM) of the Company in the Calendar year 2025.

The Company has received a notice in writing pursuant to Section 160 of the Companies Act, 2013 from a Member proposing the candidature of Mr. Bhaswar Mukherjee for his appointment to the office of Independent Director. Particulars of his qualification, brief resume, area of expertise and other details are provided hereinbefore.

Mr. Bhaswar Mukherjee has given a declaration to the Board that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and Regulation 16 of the SEBI Listing Regulations. In terms of proviso to sub-section (5) of Section 152, the Board of Directors is of the opinion that Mr. Bhaswar Mukherjee fulfils the conditions specified in the Act for his appointment as an Independent Director. He has also given his consent in writing to act as Director and intimation that he is not disqualified under section 164(2) of the Companies Act, 2013 and also that he is not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India (SEBI).

A copy of the draft letter for the appointment of Mr. Bhaswar Mukherjee as Independent Director setting out the terms and conditions would be available for inspection without any fee by the members during the Annual General Meeting. The Board recommend the resolution set out at item No.3 of the notice as special resolution for approval of members.

Except Mr. Bhaswar Mukherjee, 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 Mr. Sudip Shyam as an Additional Director of the Company with effect from 12<sup>th</sup> November, 2019. In terms of Section 161 he holds the office of Director upto 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 himself for appointment as Director.

The Company has received a notice from a member proposing candidature of Mr. Sudip Shyam for the office of Director in terms of Section 160 of the Companies Act, 2013. He does not hold any shares in the Company.

Your Directors feel that his 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 his 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 his qualification, brief resume, area of expertise and other details are provided hereinbefore.

Except Mr. Sudip Shyam, 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 28<sup>th</sup> August, 2020 the Board of Directors of the Company has approved appointment of Mr. Dilip Murlidhar Bathija, Cost Accountant as Cost Auditor of the Company for the financial year 2020-2021 at a remuneration of ₹ 60,000/- (Rupees Sixty Thousand Only) plus out of pocket expenses.

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**

**Bijay Kumar Sanku**  
Company Secretary

Mumbai, August 28, 2020

**Registered Office:**

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