

Ref:Sec/list/2016-17
Date: 24.08.2016

To,
The Manager,
Listing Department,
Bombay Stock Exchange Ltd.,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001

Dear Sir,

Ref: Script Code: 532543

Sub: Notice of 33rd AGM under Regulation 30 of SEBI (LODR) Regulations-2015

As per the Regulation 30 of the SEBI (LODR) Regulations, 2015, we wish to inform you that the 33rd Annual General Meeting of the Company is scheduled on Friday, the 30th September, 2016 at 11.00 A.M. at VITS Hotels, Sapphire Hall, International Airport Zone, Andheri Kurla Road, Andheri-East, Mumbai – 400 059. The Notice for the said AGM is attached for records.

In accordance with provisions of section 108 of the Companies Act, 2013, the Company has provided e-voting facility to its members through electronic voting platform of Central Depository Services (India) Limited (“CDSL”). The e-voting period begins on Tuesday, September 27, 2016 from 9.00 a.m. and ends on Thursday, September 29, 2016 upto 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 of 23rd September, 2016, may cast their vote electronically.

Kindly take them on record.

Yours faithfully,
For **GP PETROLEUMS LIMITED**


D. MALLA REDDY
COMPANY SECRETARY

Enclosed: As above.



NOTICE

Notice is hereby given that the 33rd Annual General Meeting of the Members of GP Petroleums Limited will be held on Friday, the 30th September, 2016 at 11.00 A.M. at VITS Hotels, Sapphire Hall, International Airport Zone, Andheri Kurla Road, Andheri-East, Mumbai – 400 059 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Profit & Loss Account for the year ended 31st March, 2016 and the Balance Sheet as at that date, together with the Report of the Board of Directors and the Auditors thereon.
2. To declare final dividend on Equity Shares for the year ended 31st March, 2016.
3. To appoint a Director in place of Mr. Thangapandian Srinivasalu (DIN: 03376410), who retires by rotation and being eligible, offers himself for re-appointment.
4. To ratify the appointment of auditors of the Company and to fix their remuneration, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the Section 139, 142 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, in pursuant to the resolution passed by the members at the 31st AGM held on September, 30, 2014 the appointment of M/s. PNG & Co. Chartered Accountants (Firm Registration No.021910N), as the Statutory Auditors of the Company to hold office from the conclusion of the 31st Annual General Meeting until the conclusion of the 36th Annual General Meeting of the Company, be and is hereby ratified and that the Board of Directors be and are hereby authorized to fix their remuneration for the financial year 2016-17.

SPECIAL BUSINESS:

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

“**RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the remuneration of INR 1 Lac (Rupees One Lac only) plus out of pocket expenses, to be paid to Mr. Dilip Murlidhar Bathija, Cost Accountant, Membership No.10904, Cost Auditors of the Company for the financial year 2016-17, as approved by the Board of Directors of the Company, be and is hereby ratified.”

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

“**RESOLVED that** Mr. Ayush Goel (DIN: 02889080), who was appointed by the Board of Directors as an Additional Director of the Company w.e.f. 23rd May, 2016 and who holds office till the ensuing 33rd Annual General Meeting of the Company under 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 him as a candidate for the office of Director of the Company, be and is hereby appointed as Director of the Company, liable to retire by rotation.”

By order of the Board
For **GP PETROLEUMS LIMITED**
D. MALLA REDDY
Company Secretary

Mumbai, 5th August, 2016

Registered Office:

804, Akruti Star, MIDC Central Road,
MIDC, Andheri-E, Mumbai – 400 093
CIN: L23201MH1983PLC030372

NOTES:

1. **A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and a proxy need not be a member of the company.**
2. The instrument(s) appointing the proxy, if any, shall be delivered at the Registered Office of the Company, not less than forty eight (48) hours before the commencement of the Meeting and in default, the instrument of proxy shall be treated as invalid. Proxies shall not have any right to speak at the meeting.
3. The relative Explanatory Statement pursuant to section 102(1) of the Companies Act, 2013, in respect of special business set out above is annexed hereto.
4. In accordance with provisions of section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 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 voting electronically are as under:

- (i) The voting period begins on Tuesday, September 27, 2016 from 9.00 a.m. and ends on Thursday, September 29, 2016 upto 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 of 23rd September, 2016, 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.
- (iv) Click on Shareholders.

- (v) Now Enter your User ID
- For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Members 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 and voted on an earlier 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:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details	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.
OR Date of Birth (DOB)	<ul style="list-style-type: none"> 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 (iv).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members 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 Members 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 available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xx) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xxi) 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, under help section or write an email to helpdesk.evoting@cdslindia.com.
5. The Company has appointed Mr. Punit Shah, Practicing Company Secretary, as 'scrutinizer' (the "Scrutinizer"), for conducting the e-voting process for the Annual General Meeting in a fair and transparent manner.
6. Members are requested to address all their correspondence including change of address and e-mail registration, etc. to the Company's Registrar and Transfer Agent, Sharex Dynamic (India) Pvt. Ltd. Unit-1, Luthra Industrial Premises, Safed Pool, Andheri Kurla Road, Andheri (E) -Mumbai – 400 072.

7. The Register of Members and Share Transfer Books of the Company will remain closed from 24-09-2016 to 30-09-2016 (both days inclusive) for the purpose of determination & entitlement of payment of final dividend, if declared, at the ensuing Annual General Meeting. The dividend will be paid on or before 29th October 2016.
8. Pursuant to the provisions of Section 125/205C of the Companies Act, 2013/1956 as amended, final dividend warrants for the financially year 2008-09, which remains unpaid or unclaimed for a period of 7 years will be transferred to "Education and Protection Fund" of the Central Government on its due date 11th October, 2016. Therefore, Members advised to write to the Company's Registrars and Transfer Agents regarding their unclaimed dividends without delay.
9. Members desiring any information as regards the Accounts are requested to write to the CFO at the address of Registered Office of the Company at least seven days before the date of the meeting, so that the requisite information is made available at the meeting.
10. Members / Proxies are requested to bring the Attendance Slip duly filled in.
11. Members are requested to bring their copies of the Annual Report to the meeting.
12. Details of Directors seeking appointment and re-appointment at the ensuing Annual General Meeting in pursuance to Regulation 36(3), chapter IV of the SEBI (LO&DR), Regulations, 2015.

Name of Director	Mr. Thangapandian Srinivasalu	Mr. Ayush Goel
Date of Birth	03-06-1961	27-09-1990
Nationality	Indian	Indian
Date of Appointment on Board	31-07-2014	23-05-2016
Qualifications	B.Sc.	B.Com (Hon) & (MBA)
Expertise in Functional Area	Marketing Professional	Business Professional
No. of Shares held in the Company as on 31.03.2016	Nil	Nil
List of Directorships held in other Companies	Secure Source Tech Pvt. Ltd.	10 Companies
Chairman/Member Committee of Boards of other Companies in which he is a Director	Nil	Nil

Mumbai, 5th August, 2016.

Registered Office:

804, Ackruti Star, MIDC Central Road,
MIDC, Andheri-E, Mumbai – 400 093
CIN: L23201MH1983PLC030372

ANNEXURE TO NOTICE EXPLANATORY STATEMENT:

The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 for the item numbers 5 of the accompanying notice is as under.

ITEM NO. 5:

On recommendation of the Audit Committee at its meeting held on 23.05.2016, the Board of Directors of the company has approved an appointment of Mr. Dilip Murlidhar Bathija, Cost Accountant, as Cost Auditor of the Company for the financial year 2016-17 at a remuneration of INR 1 Lac (Rupees One Lac 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.

The Resolution as at Item No. 5 of the Notice is therefore set out as an Ordinary Resolution for approval and ratification by the Members.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives is concerned or interested financially or otherwise in the resolution.

Your Directors recommend the resolution as at Item No.5 for your approval.

ITEM NO. 6:

The Board of Directors of the Company appointed Mr. Ayush Goel, as an Additional Director at their meetings held on 23rd May, 2016. Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and Articles of

Association of the Company, the additional director holds office only upto the date of 33rd Annual General Meeting.

The Company has received a notice under Section 160 of the Companies Act, 2013 from a member proposing the candidature Mr. Ayush Goel, as Director of the Company, liable to retire by rotation.

Mr. Ayush Goel is the nominee director of promoter group and in the personal capacity, he is not holding any shares in the Company.

None of the Directors except Mr. Ayush Goel, concerned or interested in the proposed resolution. Keeping in view of his experience and business expertise in the respective field, the Board recommends appointment as director on the company board.

By order of the Board
For **GP PETROLEUMS LIMITED**
D. MALLA REDDY
COMPANY SECRETARY

By order of the Board
For **GP PETROLEUMS LIMITED**
D. MALLA REDDY
COMPANY SECRETARY

Mumbai, 5th August, 2016.

Registered Office:

804, Ackruti Star, MIDC Central Road,
MIDC, Andheri-E, Mumbai – 400 093
CIN: L23201MH1983PLC030372

GP PETROLEUMS LIMITED

CIN: L23201MH1983PLC030372

Regd. Office: 804, Ackruti Star, MIDC Central Road, MIDC, Andheri-East, Mumbai-400 093.

**ATTENDANCE SLIP**

(To be presented at the entrance)

33rd Annual General Meeting – 30th September, 2016

at VITS Hotels, Sapphire Hall, International Airport Zone, Andheri Kurla Road, Andheri-East, Mumbai – 400 059

Folio No. _____ DP ID No. _____ Client ID No. _____

Name of the Member _____ Signature _____

Name of the Proxyholder _____

Signature _____

1. Only Member/Proxyholder can attend the Meeting.
2. Member/Proxyholder should bring his/her copy of the Annual Report for reference at the Meeting.

GP PETROLEUMS LIMITED

CIN: L23201MH1983PLC030372

Regd. Office: 804, Ackruti Star, MIDC Central Road, MIDC, Andheri-East, Mumbai-400 093.

**PROXY FORM**

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014)

Name of the Member(s) :

Registered address :

E-mail ID :

Folio No./Client ID No. : DP ID No.

I/We, being the member(s) of Shares of **GP Petroleums Limited**, hereby appoint

1. Name : E-mail ID :

Address :

Signature :

or failing him

2. Name : E-mail ID :

Address :

Signature :

or failing him

3. Name : E-mail ID :

Address :

Signature :

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **Thirty Third Annual General Meeting** of the Company held on **Friday, 30th September, 2016** at 11.00 A.M. at VITS Hotels, Sapphire Hall, International Airport Zone, Andheri Kurla Road, Andheri-East, Mumbai – 400 059 and at any adjournment thereof in respect of such resolutions as are indicated below :

Ordinary Business		FOR	AGAINST
1	To receive, consider and adopt the Audited Profit & Loss Account, Balance Sheet, Reports of the Board of Directors and Auditors.		
2	Declaration of final dividend on Equity Shares		
3	Re-Appointment of Mr. Thangapandian Srinivasalu as Director retires by rotation.		
4	Ratify the appointment of Statutory Auditors and fixing their remuneration.		
Special Business			
5	Ratify the appointment of Cost Auditors and fixing their remuneration.		
6	Appointment of Mr. Ayush Goel as Director of the company.		

Signed this day of 2016

Affix
Revenue
Stamp

Signature of shareholder.....

Signature of Proxyholder(s).....

- Notes : 1. This Proxy Form in order to be effective should be duly completed and deposited at the Registered Office of the Company at 804, Ackruti Star, MIDC Central Road, MIDC, Andheri-East, Mumbai-400 093., not less than 48 hours before the commencement of the Meeting.
2. Please complete all details, including details of member(s) in above box before submission.