

NOTICE



NOTICE OF ANNUAL GENERAL MEETING

Notice, be and is hereby given that 35th Annual General Meeting of the Members of GP Petroleums Limited will be held on Friday the 21st September, 2018 at 3.30 P.M. at Hotel Lalit, Forum I Hall, Sahar Airport Road, Andheri (East), Mumbai 400 059 to transact the following business:

ORDINARY BUSINESS:

Item No.1 - Adoption of Financial Statements

To receive, consider and adopt Audited Financial Statements for the financial year ended 31st March, 2018 along with Reports of Board of Directors and Auditors' thereon.

Item No.2 - Declaration of Dividend

To declare dividend on Equity Shares for the financial year 2017-18.

Item No.3 - Reappointment of Director retiring by rotation

To appoint a Director in place of Mr. Ayush Goel (DIN: 02889080), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

Item No. 4 - Appointment of Mr. Sudhakara Rao Ravipati as Independent Director

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

"RESOLVED THAT pursuant to Sections 149 & 152 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment & Qualification of Directors) Rules, 2014 (including any statutory modification or re-enactment thereof) Mr. Sudhakara Rao Ravipati (DIN: 08049476) who was appointed by the Board of Directors as Additional Director in the category of Independent Director w.e.f. 14th May, 2018 to hold the office upto the date of 35th Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 and who has been recommended for the position of Independent Director by the Nomination & Remuneration Committee and the Board of Directors of the Company, be and is hereby appointed as Independent Director of the Company for a term of 5 (five) years w. e. f. 14th May 2018."

Item No.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 other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 the remuneration of ₹ 1,00,000/- (Rupees One Lac Only) plus out of pocket expenses, as may be incurred by him in relation to the Cost Audit payable to Mr. Dilip M. Bathija, Cost Accountant (Membership No. 10904), Cost Auditors of the Company for the financial year 2018 - 19, as approved by the Board of Directors of the Company, be and is hereby ratified."

Item No.6 - Continuation of Directorship of Mr. Narotamkumar G. Puri as 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 Regulation 17 (1A) of SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015 as amended from time to time, consent of the members, be and is hereby accorded to continue directorship of Mr. Narotamkumar G. Puri (DIN - 06948464), who will attain age of 75 years on his next birthday on 04/04/2019 as independent director of Company up to completion of present term of 5 years w.e.f. 14th August 2014.

RESOLVED FURTHER THAT Board of Directors is authorized to do all necessary things & deeds to give effect to this resolution."

By order of the Board of Directors
For GP Petroleums Limited

Shiv Ram Singh
Company Secretary

Mumbai, August 9, 2018

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

NOTES:

1. The information required to be provided pursuant to Secretarial Standard 2 on General Meeting, regarding the Directors who are retiring by rotation and eligible for re-appointment as well as special business which is proposed to be transacted at the Annual General Meeting and relative explanatory statements pursuant to Section 102 of the Companies Act, 2013 is annexed hereto.
2. **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. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED AT 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 ANNUAL GENERAL MEETING.**
3. Pursuant to Section 105 of the Companies Act, 2013 and Rule 19 of the Companies (Management and Administration) Rules, 2014 a person can act as a proxy on behalf of members not exceeding 50 (fifty) and holding in the aggregate not more than 10% (ten percent) of the total share capital of the Company, provided that member holding more than 10% (ten percent) of the total share capital of the Company may appoint a single person as proxy and such person shall not act as a proxy for any other person or member.
4. Corporate members intending to send their authorized representative(s) to attend the Annual General Meeting are requested to forward a certified copy of Board Resolution authorizing their representative to attend and vote at the Annual General Meeting either to the Company in advance or submit the same at the venue of the General Meeting.
5. Members/proxies should bring the enclosed attendance slip duly filled in for attending Annual General Meeting along with copy of their Annual Report.
6. The Register of Member and Share Transfer Books of the Company will close from Monday, the 17th September, 2018 to Friday, the 21st September, 2018 (both days inclusive) for the purpose of dividend and Annual General Meeting.

Payment of dividend as recommended by Board of Directors, if declared at the Annual General Meeting will be payable to those shareholders holding shares in electronic forms as per the beneficiary position downloaded from the Depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as at close of business hours on 14th September, 2018 and to those members holding shares in physical form, after giving effect to valid transfer requests lodged with the Company as at close of business hours on 14th September, 2018. Dividend will be paid within 30 days from the date of declaration.

7. In support of the "Green Initiative" measure taken by Ministry of Corporate Affairs, Government of India, New Delhi enabling electronic delivery of documents and also in line with Circular Ref. No. CIR/CFD/DIL/7/2011 dated November 05, 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 Share Transfer Agent or with the depositories. However, an option is available to the shareholders to continue to receive the physical copies of Annual Reports by making a specific request quoting their Folio No./Client ID & DP ID to the Company or its Registrar & Share Transfer Agent.
8. Members are requested to address 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) Unit-1, Luthra Industrial Premises, Safed Pool, Andheri Kurla Road, Andheri (E), Mumbai – 400 072.
9. Shareholders holding shares in dematerialised form are requested to intimate/inform their depository participant (DP) about change in contact details etc. and also requested to register their valid e-mail id with their DP.
10. Members hereby informed that dividend 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 under Section 125 (1) of the Companies Act, 2013. Details of dividend paid by the Company and respective due dates to transfer the same to the IEPF, if they remain unclaimed are as under:

Financial Year	Type of Dividend	Date of Declaration of Dividend	Due to Transfer to Fund
2010-11	Final	30 th September, 2011	3 rd November, 2018
2011-12	Final	29 th September, 2012	2 nd November, 2019
2012-13	Final	30 th September, 2013	5 th November, 2020
2013-14	Final	30 th September, 2014	2 nd November, 2021
2014-15	Final	30 th September, 2015	3 rd November, 2022
2015-16	Interim	11 th March, 2016	13 th April, 2023
2015-16	Final	30 th September, 2016	2 nd November, 2023
2016-17	Final	22 nd September, 2017	26 th October, 2024

Members can claim unclaimed dividend by writing letter to the Company or its Registrar and Share Transfer Agent along with indemnity bond before above mentioned dates.

11. The Company has transferred shares, in respect of which dividend has not been paid or claimed for a continues period of 7 years till 31st October, 2017 to Investor Education & Protection Fund (the “IEPF”) Account set up by Government of India. Members whose shares have been transferred to IEPF Account, may claim such shares by applying to IEPF Authority in e-Form IEPF-5 and by forwarding all requisite documents along with e-Form IEPF-5 with receipt to the Company for verification of their claim and if verified for release of shares. The list of members whose shares have been transferred to IEPF Account is available on website of IEPF Authority.

Also it is advisable to convert physical shares to demat and update demat account details in order to receive dividend, corporate action etc. within time.

12. Members may avail nomination facility and dividend through ECS. Kindly contact the Company/RTA for the aforesaid facilities.

13. E-Voting CDSL

As per provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, as amended the business at Annual General Meeting may be transacted through electronic voting system. The Company is providing facility of voting through electronic system (“e-voting”) to its members. The Company has engaged Central Depository Services (India) Limited (“CDSL”) to provide e-voting facility for security and enabling the members to cast their vote in a secured manner.

The instructions for members voting electronically are as under:

- (i) The voting period begins on Tuesday the 18th September, 2018 from 9.00 a.m. and ends on Thursday the 20th September, 2018 at 5.00 p.m. (IST). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 14th September, 2018, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Members who have already voted prior to the meeting date may attend the Annual General Meeting but would not be entitled to vote at the meeting venue.
- (iii) The Members should log on to the e-voting website www.evotingindia.com
- (iv) Click on Shareholders / Members
- (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. 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	<ul style="list-style-type: none"> • Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (applicable for both demat as well as physical shareholding) • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first 2 letters of their name and 8 digits of sequence number in the PAN field. • In case sequence number is less than 8 digits enter 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 OR Date of Birth	<p>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.</p> <ul style="list-style-type: none"> • If both the details are not recorded with the depository or the Company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (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 Members and Custodians

- Non-Individual Members (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 Corporate User should be created using the admin login and password. The Corporate 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 and Toll Free No. 1800 200 5533.
- 14 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.
- 15 Details of directors seeking appointment and re-appointment at the ensuing Annual General Meeting in pursuant to Regulation 36(3), Chapter IV of the SEBI (LODR), Regulations, 2015:

Name of Director	Mr. Sudhakara Rao Ravipati	Mr. Ayush Goel
Date of Birth	08-08-1956	27-09-1990
Nationality	Indian	Indian
Date of Appointment	14-05-2018	23-05-2016
Qualifications	B. Com, ACA	B.Com (Hon) & (MBA)
Expertise in Functional Area	He has been in the Oil Industry for the last 35 years and retired as Executive Director - Refinery Finance in August, 2016. He has extensive knowledge & experience in all functions of oil industry including exploration, product sharing contracts, crude transportation, refining, supply chain management, marketing, sales force management, marketing discipline, marketing strategy planning, brand building, team building, enterprise resource planning, logistics, contracts, financial management, audit, risk management, product pricing, administered pricing and commercial aspects of business management.	He has done MBA on Family Managed Business from SP Jain Institute of Management and Research, Mumbai. He oversees the marketing and financial functions of the Group in India. Along with he is intricately involved with the Group's 'Diversification Strategy Team' which is an executive function that is charged with managing the Group's acquisitions in India as well as developing the strategy to diversify the Group's portfolio into real estate, steel and education.
No. of Shares held in the Company as on 31.03.2018	Nil	Nil
Directorships held in other Companies	1. Ravent Renewable Private Limited 2. Punjab Renewable Energy Systems Private Limited	1. Aspam Academy Noida 2. Aspam Electronics Private Limited 3. Aspam Food Cold Storage Private Limited 4. Aspam Infrabuildcon Private Limited 5. Aspam Preparatory School Private Limited 6. GP Global Asphalt Private Limited 7. GP Global Energy Private Limited 8. Gulf Ispat Limited 9. Gulf Petrochem (India) Private Limited 10. New Horizons Buildheights Private Limited
Chairman/ Member Committee of Boards of other Companies in which he is a Director	Nil	Nil
Disclosure of Relationship between Director Inter-se	Mr. Rao has no relationship with other directors of the Company.	Mr. Ayush Goel, Ms. Pallavi Goel, Mr. Manan Goel and Mr. Prerit Goel are relative.

The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013:

ITEM NO. 4:

Mr. Sudhakara Rao Ravipati was appointed as additional director in the category of independent director of the Company with effect from 14th May, 2018 in place Mr. Ramji Sinha, who has resigned from the directorship of the Company. In terms of Section 161 of the Companies Act, 2013 he shall hold the office of director up to the date of the ensuing Annual General Meeting.

Mr. Rao has signified his candidature for the office of independent director of the Company in terms of Section 160 of the Companies Act, 2013. The Nomination & Remuneration Committee has recommended the candidature of Mr. Rao for the office of independent director of the Company for a period of 5 (five) years with effect from 14th May 2018. His brief resume, qualification, area of expertise and other details as required under Regulation 36(3), Chapter IV of the SEBI (LODR), Regulations, 2015 are given herein above. He fulfills the criteria of independence specified in the Companies Act, 2013 for independent directors.

Your Directors feel that his presence in the Board will be beneficial for overall growth and development of the Company and recommend the Resolution as set out at item no. 4 for your approval as Ordinary Resolution.

None of the Directors except Mr. Sudhakara Rao Ravipati and Key Managerial Personnel of the Company or their relatives are, in any way concerned or interested in the matter.

ITEM NO. 5:

The Audit Committee has recommended and 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 2018-19 at a remuneration of ₹ 1,00,000/- (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 recommendation of the Audit Committee, is required to be subsequently ratified by the Members of the Company.

Accordingly, your Directors recommend the resolution set out at item no. 5 for your approval as Ordinary Resolution.

None of the Directors and Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested in the matter.

ITEM NO 6

As per newly inserted regulation 17(1A) of SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015 which would be effective from 1st April, 2019 no listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained age of 75 years unless a special resolution is passed to that effect.

Mr. Narotamkumar G. Puri, independent director of the Company will attain age of 75 years on his next birthday i.e. 04.04.2019. Accordingly continuation of his directorship till completion of his present term of 5 years upto 13th August, 2019 requires approval of members by Special Resolution. Your Director feels that continuation of his directorship as independent director will be beneficial to the Company as he possess very rich exposure & experience of the oil industry.

Accordingly your Directors recommend the Resolution as set out at item no.6 for your approval as Special Resolution.

None of the Directors except Mr. Narotamkumar G. Puri and Key Managerial Personnel of the Company or their relatives are, in any way concerned or interested in the matter.

By order of the Board of Directors
For GP Petroleums Limited

Shiv Ram Singh
Company Secretary

Mumbai, August 9, 2018

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