

31st August, 2017

To,
The Manager,
Listing Department,
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex,
Bandra East, Mumbai 400 051

Ref: Security Symbol GULFPETRO

Sub: Notice of 34th Annual General Meeting and Intimation of Book Closure

Dear Sir/Madam,

Pursuant to provisions of SEBI (Listing Obligation and Disclosure Requirements), 2015 we wish to inform you that 34th Annual General Meeting (AGM) of the Members of the Company is scheduled to be held on Friday, 22nd September 2017 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 herewith.

Notice is further given that pursuant to Section 91 of the Companies Act, 2013 and in compliance with Regulation 42 of the SEBI (LODR) Regulations, 2015 the Register of Members and Share Transfer Books of the Company will remain closed from Friday, 15th September, 2017 to Friday, 22nd September, 2017 (both days inclusive) for the purpose of payment of dividend, subject to approval of shareholders at the Annual General Meeting.

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 through electronic mode shall commence on 19th September, 2017 at 9.00 A.M. and end on 21st September, 2017 at 5.00 P.M. (both days inclusive). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 15th September, 2017, may cast their vote electronically.

Kindly take the same on record.

Yours Faithfully,
For G P Petroleums Limited



Shiv Ram Singh
Company Secretary

Encl. as above

NOTICE OF ANNUAL GENERAL MEETING

Notice, be and is hereby given that 34th Annual General Meeting of the Members of GP Petroleums Limited will be held on Friday the 22nd September, 2017 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 Financial Statements for the financial year ended 31st March, 2017 and Reports of Board of Directors and Auditors' thereon;
2. To declare dividend on Equity Shares;
3. To appoint a Director in place of Ms. Pallavi Goel (DIN: 03579576), who retires by rotation and being eligible, offers herself for re-appointment;
4. To ratify appointment of statutory auditors of the Company and to fix their remuneration. For this purpose, to consider and if thought fit, to pass with or without modification the following resolution as Ordinary Resolution:

"RESOLVED THAT pursuant to Section 139, 142 and other applicable provisions of the Companies Act, 2013, the rules made thereunder and the resolution passed by the members at the 31st AGM the appointment of M/s. PNG & Co., Chartered Accountants (Firm Registration No.021910N), New Delhi as the Statutory Auditors of the Company to hold office from the conclusion of 31st Annual General Meeting until the conclusion of 36th Annual General Meeting of the Company subject to ratification at every Annual General Meeting, be and is hereby ratified to hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting on such remuneration as may be mutually agreed between the Board of Directors and Auditors exclusive of traveling and reimbursement of other out of pocket expenses."

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 provisions of Section 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. Manan Goel (DIN:05337939), who was appointed by the Board of Directors as Additional Director of the Company w. e. f. 25th May, 2017 and who shall hold the office until the date of 34th 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 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."

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

"RESOLVED THAT pursuant to provisions of 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. Prerit Goel (DIN: 05337952), who was appointed by the Board of Directors as Additional Director of the Company w. e. f. 25th May, 2017 and who shall hold the office until the date of 34th 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 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."

7. 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 Rs. 1,00,000/- (Rupees One Lac Only) plus reimbursement of out of pocket expenses at actuals payable to Mr. Dilip M. Bathija, Cost Accountant, (membership no. 10904) Cost Auditors for the Financial Year 2017- 18, as approved by the Board of Directors of the Company, be and is hereby ratified."

8. 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 20 and other applicable provisions of the Companies Act, 2013 and relevant rules prescribed thereunder, upon receipt of a request from a member for delivery of any document through a particular mode an amount of Rs. 50/- (Rupees Fifty Only) or such higher amount as may be charged by the postal department or courier service per document, over and above reimbursement of actual expenses incurred by the Company, be levied as and by way of fees for sending the document to him in the desired particular mode.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution the Board of Directors of the Company, be and is hereby authorised to do all such acts, things and deeds necessary and to settle any doubt, concern, query if any including determination of estimated fees for delivery of the documents to be paid in advance."

**By order of the Board of Directors
For GP PETROLEUMS LIMITED**

**Shiv Ram Singh
Company Secretary**

Mumbai, 10th August, 2017

Registered Office:

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

NOTES:

- **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 SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
- Proxies in order to be effective must be deposited at the Registered Office of the Company not less than 48 hours before the time of the meeting.
- In terms of Section 105 of the Companies Act, 2013 read with Rule 19 of the Companies (Management and Administration) Rules, 2014, a person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company. A member holding more than 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.
- 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.
- 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.
- **Book Closure and Final Dividend:**
The Company has announced Final Dividend of Re. 0.75 on Equity Shares of Rs. 5/- each subject to approval of members at this meeting, accordingly Books of account will be closed from 15th September, 2017 to 22nd September, 2017 (both days inclusive) for the purpose of determination & entitlement of payment of final dividend.
- **Green Initiative:**
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 has sent 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. However, an option is available to the shareholders to continue to receive the physical copies of the documents/ Annual Reports by making a specific request quoting their Folio No./Client ID & DP ID to the Company or their R & T Agents.

- Shareholders / Proxies attending the Meeting should bring the Attendance Slip, duly filled, for handing over at the venue of the meeting.
- Members are requested to bring their copies of the Annual Report to the meeting.
- **E-Voting CDSL :**
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 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 members voting electronically are as under:

(i) The voting period begins on Tuesday, the 19th September, 2017 from 9.00 a.m. and ends on Thursday, the 21st September, 2017 at 5.00 p.m. (IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form as on the cut-off date of 15th September, 2017 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 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 shareholders as well as physical shareholders) • 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 e.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.

For Members holding shares in Demat Form and Physical Form	
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 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 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 and Toll Free No. 1800 200 5533.

- 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.
- 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.), Unit-1, First Floor, Luthra Industrial Premises, Safed Pool, Andheri Kurla Road, Andheri (E), Mumbai – 400 072.
- Shareholders holding shares in dematerialised form are requested to intimate/inform their depository participant (DP) about their change in contact details etc. and also requested to register their valid E-mail ID with their DP.
- Members are hereby informed that 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 under Sub-section (1) of Section 125 of the Companies Act, 2013. 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.
- Information in respect of such unclaimed dividend when due to transfer to the Fund is given below:

Financial Year	Type of Dividend	Date of Declaration of Dividend	Month & Year of Transfer to the Fund
2009-10	Final	30 th September, 2010	October, 2017
2010-11	Final	30 th September, 2011	October, 2018
2011-12	Final	29 th September, 2012	October, 2019
2012-13	Final	30 th September, 2013	October, 2020
2013-14	Final	30 th September, 2014	October, 2021
2014-15	Final	30 th September, 2015	October, 2022
2015-16	Interim	11 th March, 2016	March, 2023
2015-16	Final	30 th September, 2016	October, 2023

xxi) 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 (LODR), Regulations, 2015:

Name of Director	Ms. Pallavi Goel	Mr. Manan Goel	Mr. Prerit Goel
Date of Birth	14-09-1988	11-02-1987	21-05-1987
Nationality	Indian	Indian	Indian
Date of Appointment	12-02-2015	25-05-2017	25-05-2017
Qualifications	B.A. & PGD	BBA from University of Greenwich & MBA from Cardiff University with specialization International Business/Trade/Commerce	BE (Hons) – Computer Science from BITS – Pilani, Dubai & MBA from SP Jain Institute of Management & Research
Expertise in Functional Area	Business Professional with expertise in the areas of human resource and administration	Heads the Refinery and Marketing division of the Gulf Petrochem Group. Played an integral part in realizing the Group's long term strategic view on bitumen business across the Middle East and Indian Sub-continent. One of the key people in making Company's tie up with Repsol to manufacture and market Repsol premium quality lubricant across India.	Heads the South East Asia operations, Supply & Trading divisions of the Gulf Petrochem Group. He has rich experience in setting up of the global trading offices, storage terminal project and merger & acquisitions. He specialized in Trading, Shipping, Supply Chain Management, Corporate Finance, Corporate Structures, Human Resource Management and Information Technology.
No. of Shares held in the Company as on 31.03.2017	15,000	Nil	Nil

Name of Director	Ms. Pallavi Goel	Mr. Manan Goel	Mr. Prerit Goel
List of Directorships held in other Companies	i) New Horizons Fintech Pvt. Ltd.	Nil	i) New Horizon Logiware Pvt. Ltd. ii) New Horizon Buildheights Pvt. Ltd.
Chairman / Member Committee of Boards of other Companies in which he is a Director	Nil	Nil	Nil
Disclosure of Relationship between Director Inter-se	Ms Pallavi Goel, Mr. Manan Goel, Mr. Prerit Goel and Mr. Ayush Goel are relative.	Ms Pallavi Goel, Mr. Manan Goel, Mr. Prerit Goel and Mr. Ayush Goel are relative.	Ms Pallavi Goel, Mr. Manan Goel, Mr. Prerit Goel and Mr. Ayush Goel are relative.

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

ITEM NO. 5:

Mr. Manan Goel was appointed as Additional Director and Chairman of the Company with effect from 25th May, 2017. In terms of Section 161 he shall hold 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.

In terms of provisions contained under Section 160 of the Companies Act, 2013 and the Rules made thereunder, a person who is not a retiring director in terms of Section 152 shall, subject to provisions of this Act, be eligible for appointment to the Office of Director at any General Meeting, if he or some member intending to propose him as a Director has, not less than fourteen days before the meeting, left at the Registered Office of the Company, a notice in writing under his/her hand signifying his candidature as a Director or intention of such member to propose him as a candidate for that office, as the case may be, along with deposit of Rs. 1,00,000/- (Rupees One Lac Only). The deposit shall be refunded to the person, if the person whose name is proposed gets elected as a Director or gets more than 25% of total valid votes cast either on Show of Hand/Remote e-voting/ Ballot or on poll on such resolution.

The Company has received notice from a member along with requisite deposit proposing candidature of Mr. Manan Goel, 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 Board will be in the best interest of the Company and beneficial for the Company's growth and accordingly recommends the Ordinary Resolution as set out at item no. 5 for your approval. Particulars of his qualification, brief resume, area of expertise and other details are given in this notice.

None of the Directors except Ms. Pallavi Goel, Mr. Ayush Goel, Mr. Manan Goel and Mr. Prerit Goel 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.

ITEM NO. 6:

Mr. Prerit Goel was appointed as Additional Director and Vice Chairman of the Company with effect from 25th May, 2017. In terms of Section 161 of the Companies Act, 2013 he shall hold 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.

Pursuant to Section 160 of the Companies Act, 2013 and the Rules made thereunder, a person who is not a retiring director in terms of Section 152 shall, subject to provisions of this Act, be eligible for appointment to the Office of Director at any General Meeting, if he or some member, intending to propose him as a Director has not less than fourteen days before the meeting left at the Registered Office of the Company a notice in writing under his/her hand signifying his candidature as a Director or the intention of such member to propose him as a candidate for that office, as the case may be along with deposit of Rs. 1,00,000/- (Rupees One Lac Only). The deposit shall be refunded to the person, if the person whose name is proposed gets elected as a Director or gets more than 25% of total valid votes cast either on Show of Hand/Remote e-voting/ Ballot or on poll on such resolution.

The Company has received notice from a member along with requisite deposit proposing candidature of Mr. Prerit Goel, 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 Board will be in the best interest of the Company and beneficial for the Company's growth and accordingly recommends the Ordinary Resolution as set out at item no. 6 for your approval. Particulars of his qualification, brief resume, area of expertise and other details are given in this notice.

None of the Directors except Ms. Pallavi Goel, Mr. Ayush Goel, Mr. Manan Goel and Mr. Prerit Goel 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. 6 of the Notice.

ITEM NO. 7:

On recommendation of the Audit Committee at its meeting held on 25th May, 2017 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 2017-18 at a remuneration of Rs. 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 the recommendation of the Audit Committee, is required to be subsequently ratified by the members of the Company.

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

Your Directors recommend the resolution as at item No. 7 for approval of the members.

ITEM NO. 8:

Pursuant to Section 20 of the Companies Act, 2013, a member may request for delivery of any document through a particular mode, for which he shall pay such fees as may be determined by the Company in its annual general meeting. The Company has received request from a member to deliver the documents to him through speed post. Accordingly the Company proposes to levy a fees of Rs.50/- or such higher amount as may be charged by the postal department or courier service per document subject to 10 pages per document to deliver the documents through registered post/ speed post or courier to any member on request.

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

Your Directors recommend the resolution as at item No. 8 for approval of the members.

**By order of the Board of Directors
For GP PETROLEUMS LIMITED**

Mumbai, 10th August, 2017

**Shiv Ram Singh
Company Secretary**

Registered Office:

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