

Ref:Sec/list/2015-16
Date: 25.08.2015.

To,
The Manager,
Listing Department,
National Stock Exchange of India Ltd.,
"Exchange Plaza"
Bandra - Kurla Complex, Bandra (E),
Mumbai - 400 051

250820150065

Dear Sir,

Sub: Six Copies-Postal Ballot Notice, Form & BRE
Ref: Script Symbol: GULFPETRO.

As per the listing agreement, please find enclosed herewith duly **certified six (6) copies** of Postal Ballot Notice along with Explanatory Statement, Postal Ballot Form and Business Reply Envelop for the records.

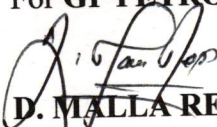
Postal Ballot Notice is hereby given, pursuant to Section 110 of the Companies Act, 2013 (the "**Companies Act**") read with the Companies (Management and Administration) Rules, 2014 (the "**Postal Ballot Rules**") and clause 35B of the equity listing agreement entered into with Stock Exchanges to the shareholders (the "**Shareholders**") of GP Petroleums Limited (the "**Company**"), to consider and if thought fit to, pass the resolutions set out in the notice proposed as 'Special Resolutions' by way of postal ballot.

Sale of office premises under Section 180 (1) (a) of the Companies Act, 2013

Subject to approval of members through the postal ballot/e-voting proposed a special resolution to sell and transfer the office premises of the Company situated at 406, 407 & 612, Embassy Centre, Nariman Point, Mumbai-400 021.

Kindly take them on records & acknowledge.

Yours faithfully,
For **GP PETROLEUMS LIMITED**


D. MALLA REDDY
COMPANY SECRETARY

Enclosed: As above.



GP Petroleums Limited

(Formerly Sah Petroleums Limited)

CIN: L23201MH1983PLC030372

Regd. Office: 406/407, Embassy Centre, Nariman Point, Mumbai-400 021.

POSTAL BALLOT NOTICE

PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013

To
The Shareholder(s),

NOTICE is hereby given, pursuant to Section 110 of the Companies Act, 2013 (the "**Companies Act**") read with the Companies (Management and Administration) Rules, 2014 (the "**Postal Ballot Rules**") and clause 35B of the equity listing agreement entered into with Stock Exchanges to the shareholders (the "**Shareholders**") of GP Petroleums Limited (the "**Company**"), to consider and if thought fit to, pass the resolutions set out herein below as 'Special Resolution' by way of postal ballot.

The proposed resolution along with the explanatory statement setting out the material facts and reasons thereto are appended below and a postal ballot form along with a self addressed postage pre-paid envelope are enclosed for your consideration.

Sale of office premises under Section 180 (1) (a) of the Companies Act, 2013:

Sale of office premises of the Company situated at 406, 407 & 612, Embassy Centre, Nariman Point, Mumbai-400 021, in this regard 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 section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and the relevant Rules framed there under (including any statutory modification(s) or re-enactment thereof, for the time being in force), and enabling provisions in the Memorandum and Articles of Association of the Company, approval and consent of the members of the Company be and is hereby granted to the Board of Directors to sell and transfer the office premises of the Company situated at 406, 407 & 612, Embassy Centre, Nariman Point, Mumbai-400 021 at a fair value of the market price on such terms and conditions as the board may decide in the interest of the Company.

"FURTHER RESOLVED THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

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

D. MALLA REDDY
Company Secretary

Mumbai, 5th August, 2015

Registered Office:

406/407, Embassy Centre,
Nariman Point, Mumbai - 400 021
CIN: L23201MH1983PLC030372

NOTES:

1. An explanatory statement pursuant to Section 102 (1) of the Companies Act, 2013 in respect of the business set out above is annexed hereto as Annexure - A (the "Explanatory Statement").
2. In accordance with clause 35B of the equity listing agreement read with section 110 of the Companies Act, 2013 and Rule 22 of the Companies (Management and Administration) Rules, 2014, the items of business set out in the abovementioned notice are sought to be passed through postal ballot or e-voting.

CERTIFIED TRUE COPY
For GP PETROLEUMS LTD.

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Company Secretary

3. The Members are requested to exercise their voting right by either using the attached postal ballot form or through e-voting.
 4. The notice is being sent to all the members of the Company, whose names appear in the Register of Members and statement of beneficial ownership maintained by the Depositories viz. National Securities Depository Limited ('NSDL') and Central Depository Services (India) Limited ('CDSL') as on August 14, 2015.
 5. The Board of Directors of the Company (the "Board") has on August 5, 2015 appointed Mr. Punit Shah, Practicing Company Secretary as the 'Scrutinizer' (the "Scrutinizer") for conducting the postal ballot voting process, including e-voting process, in a fair and transparent manner and in accordance with the applicable laws.
 6. Documents referred to in the Notice will be available for inspection by the shareholders at the Company's Registered Office on any working day excluding Saturdays, Sundays and Bank holidays between 11:00 a.m. and 1:00 p.m. upto the date of declaration of the results of voting by postal ballot and e-voting.
 7. The dispatch of the postal ballot notice and the Explanatory Statement shall be announced through advertisement in at least one English newspaper and at least one Marathi newspaper, each with wide circulation in Mumbai, where the registered office of the Company is situated, and published on the website of the Company.
 8. Only a Member who is entitled to vote is entitled to exercise his/her vote through the postal ballot form or through e-voting. Voting rights of every Member shall be reckoned on the paid-up value of shares on the basis of names appearing in the 'Register of Members' or in the records of the depository, as applicable, as on August 14, 2015, and any recipient of the postal ballot notice whose name does not appear as a Member in relation to the shares as on the aforesaid date should treat the same as an intimation only.
 9. For voting by postal ballot, the Members are requested to carefully read the instructions printed on the separately enclosed postal ballot form. The duly completed and signed postal ballot form should be posted in the enclosed self-addressed postage pre-paid envelope directly to the Scrutinizer so as to reach the Scrutinizer not later than 5:00 p.m. on Saturday, September 26, 2015.
 10. In accordance with clause 35B of the equity listing agreement entered into by the Company with the Stock Exchanges, Section 110 of the Companies Act, 2013 and Rules 20 and 22 of the Companies (Management and Administration) Rule, 2014, the Company is pleased to provide electronic voting ("e-voting") as an option to its Members to enable them to cast their votes electronically instead of dispatching the Postal Ballot Form by post. The Company has engaged the services of Central Depository Services (India) Limited ("CDSL") to provide e-voting facilities. It may be noted that e-voting is optional. If a Member has voted through the e-voting facility, he/she is not required to send the Postal Ballot Form. If a Member votes through the e-voting facility and also sends his vote through the Postal Ballot Form, then voting done through the Postal Ballot Form shall prevail and voting done by e-voting will be treated as invalid by the Scrutinizer.
- The instructions for shareholders voting electronically are as under:**
- (i) The voting period begins on August 27, 2015 from 8.00 a.m. and ends on September 26, 2015 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 August 14, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
 - (iii) Click on Shareholders.
 - (iv) 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.
 - (v) Next enter the Image Verification as displayed and Click on Login.
 - (vi) 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.

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

For Members holding shares in Demat Form and Physical Form	
PAN	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. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA000000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. Please enter the DOB or Dividend Bank Details in order to login. If 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)

(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) 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.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the EVSN for the relevant GP Petroleums Limited on which you choose to vote.

(xii) 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.

(xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiv) 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.

(xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) **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 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.
- (xix) 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

Mumbai, 5th August, 2015

Registered Office:

406/407, Embassy Centre,

Nariman Point, Mumbai – 400 021

CIN: L23201MH1983PLC030372

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

D. MALLA REDDY
Company Secretary

ANNEXURE - A

ANNEXURE TO NOTICE EXPLANATORY STATEMENT:

The Explanatory Statement pursuant to section 102(1) of the Companies Act, 2013 for the item referred in the accompanying notice is as under.

Sale of office premises of the Company situated at 406, 407 & 612, Embassy Centre, Nariman Point, Mumbai-400 021:

Members of the Company are requested to note that, the Gulf Petrochem corporate bodies acquired promoter stake 72.23% in compliance with Regulation 3(1) & 4 and other applicable provisions under SEBI (SAST) Regulations, 2011. In accordingly, they have disclosed in the objects of open offer in terms of Regulation 25(2) of the SEBI (SAST) Regulations, 2011, the Acquirers, do not currently have any intention to alienate any substantial assets of the Target Company, whether by way of sale, lease, encumbrance or otherwise within a period of two years from the completion of this Open Offer, except in the ordinary course of business. However, such alienation of assets of the Target Company, if any, required within a period of two years from completion of this Open Offer shall be carried out pursuant to a special resolution passed by the shareholders of the Target Company, by way of a postal ballot and the notice for such postal ballot shall inter alia contain the reasons as to why such alienation is necessary..

Present occupied official premises are not convenient to administer the business of the company, therefore, the Company has purchased new larger office premises at 804, 8th Floor, Ackruti Star, MIDC Central Road, MIDC, Andheri-East, Mumbai-400 093 to accommodate all staff members under one roof to administer the business of the Company.

Accordingly, pursuant to Section 180(1)(a) of the Companies Act, 2013, members of the Company are further requested to note their consent to the Board is being sought Special Resolution by way of postal ballot to sell and transfer the Office premises situated at 406, 407 & 612, Embassy Centre, Nariman Point, Mumbai-400 021.

Hence, the Board of Directors recommends the said special resolutions through postal ballot for your approval. Save and except to the extent of their respective shareholding none of the Directors of the Company are interested or concerned in these resolutions.

Your Directors recommend the resolution as above for your approval.

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

D. MALLA REDDY
Company Secretary

Mumbai, 5th August, 2015

Registered Office:

406/407, Embassy Centre,

Nariman Point, Mumbai – 400 021

CIN: L23201MH1983PLC030372



GP Petroleums Limited

(Formerly Sah Petroleums Limited)

CIN: L23201MH1983PLC030372

Regd. Office: 406/407, Embassy Centre, Nariman Point, Mumbai-400 021.

POSTAL BALLOT FORM

Despatch No.

Postal Ballot No.

1. Name and registered address of :
the sole / first named Member
(IN BLOCK LETTERS)

2. Name(s) of the joint Member(s), :
if any, (IN BLOCK LETTERS)

3. Registered Folio Number /DP ID :
No. / Client ID No. *

4. Number of equity shares held :

5. I/We hereby exercise my/our vote in respect of the Special Resolution to be passed through Postal Ballot/ e-voting, by conveying my/our assent or dissent to the said Resolution by placing the tick (✓) mark in the appropriate box.

Item No.	Item	No. of equity shares	I/We assent to the Resolution	I/We dissent to the Resolution
1.	Sale of office premises under Section 180 (1) (a) of the Companies Act, 2013.			

Place :

Date :

Signature of the member(s)

Note: (Kindly read the instructions printed overleaf carefully before exercising your vote)

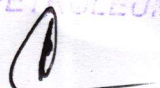
E- VOTING

Users who wish to opt for e-voting may use the following login credentials

EVSN (e-voting sequence no.)	User ID	PAN / SEQUENCE NO.

Please follow steps for e-voting procedure as printed overleaf carefully before exercising your vote.

CERTIFIED TRUE COPY
FOR GP PETROLEUMS LTD.


Company Secretary

INSTRUCTIONS

1. A Member desirous of exercising her / his vote by Postal Ballot may complete this Postal Ballot Form and send it to the following address of the Scrutinizer by post / courier.
Mr. Punit P. Shah
Scrutinizer for Postal Ballot
GP Petroleums Limited
406/407, Embassy Center,
Nariman Point, Mumbai 400 021.
2. Please convey your assent / dissent in this Postal Ballot Form. The assent or dissent received in any other physical form shall not be considered valid.
3. This Form must be completed and signed (as per specimen signature registered with the Company) by the Member. In case of Joint-holding, this Form must be completed and signed by the first named Member and in his absence, by the next named Member.
4. Unsigned, incomplete or incorrectly ticked Postal Ballot Forms shall be rejected.
5. The Scrutinizer's decision on the validity of the Postal Ballot / e-voting will be final.
6. The Postal Ballot / e-voting shall not be exercised by a proxy.
7. Duly completed Postal Ballot Form should reach the Scrutinizer not later than the close of working hours on September 26, 2015. All Postal Ballot Forms received after this date will be strictly treated as if the reply from such Member has not been received. The Scrutinizer will submit his report to the Chairman appointed by the Board after completion of the scrutiny and the results of postal ballot will be announced on September 30, 2015, at the Registered Office of the Company, Mumbai.
8. In case of Shares held by Companies, Trusts, Societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified copy of Board Resolution / Authorisation together with the specimen signature(s) of the duly authorised signatories. (It is required only, in case the signatories are other than the signatories whose specimen signatures are registered with the Company / R&T viz. – Sharex Dynamic (India) Private Limited, Luthra Ind. Premises, Andheri Kurla Road, Safed Pool, Andheri (E), Mumbai - 400 072.
9. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Member as on August 14, 2015.
10. Members are requested not to send any other paper along with the Postal Ballot Form and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
11. There will be one Postal Ballot Form for every Folio / Client ID, irrespective of the number of joint holders.
12. In case of non-receipt of the Postal Ballot Form or for any query related thereto, the Members may contact Sharex Dynamic (India) Private Limited, Luthra Ind. Premises, Andheri Kurla Road, Safed Pool, Andheri (E), Mumbai -400 072 or on Tel: +91 22 28515606/28515644 / E-mail: sharexindia@vsnl.com.
13. The Shareholders can opt for any one mode of voting. In case, shareholder(s) cast vote by sending physical form as well as vote through e-voting, then voting done through physical form shall prevail and voting done by e-voting shall be treated as invalid.