

ANNUAL REPORT 2021-22

BOARD OF DIRECTORS

| | |
|----------------------------|--|
| Mr. Ashok C. Shah | Director & Chairman |
| Mr. Shalin A. Shah | Managing Director |
| Mr. Chandrakant N. Chauhan | Independent Director (w.e.f. 30.09.2021) |
| Mr. Alpesh S. Swadas | Independent Director (w.e.f. 28.02.2022) |
| Ms. Mansi S. Shah | Independent Director (w.e.f. 28.02.2022) |
| Mr. Hitesh M. Donga | Non-Executive Director (w.e.f. 28.02.2022) |
| Ms. Chitra J. Thaker | Independent Director (upto 02.07.2021) |
| Pravinbhai V. Trivedi | Independent Director (upto 30.11.2021) |
| Ms. Sheetal G. Pandya | Non-Executive Director (upto 31.12.2021) |
| Ms. Payal P. Pandya | Independent Director (upto 06.01.2022) |

COMPANY SECRETARY

Sheetal G. Pandya (upto 04.12.2021)
Barkha C. Lakhani (w.e.f. 20.12.2021)

CHIEF FINANCIAL OFFICER

Hitesh M. Donga

STATUTORY AUDITORS

M/s. GMCA & Co.
Chartered Accountants
Ahmedabad

SECRETARIAL AUDITOR

Chintan K. Patel
Practicing Company Secretary
Ahmedabad

REGISTERED OFFICE

3rd Floor, A Wing, Gopal Palace, Opp. Ocean Park,
Nr. Nehru Nagar, Satellite Road,
Ahmedabad – 380015
Tel: +91 079 4002 9806
E-mail: info@gnrl.in

REGISTRAR & SHARE TRANSFER AGENTS

Purva Sharegistry (India) Private Limited
No. – 9, Shiv Shakti Industrial Estate,
Ground Floor, J. R. Boricha Marg,
Opp. Kasturba Hospital, Lower Parel,
Mumbai - 400 011

ROUTE MAP TO THE AGM VENUE

The AGM will be held through video conferencing

NOTICE

Notice is hereby given that the **31st Annual General Meeting** of **Gujarat Natural Resources Limited** will be held on **Friday, 30th Day of September, 2022** at **3:30 P.M. IST** through Video Conferencing (VC)/other Audio-Visual Means (OAVM) to transact the following Business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Standalone and Consolidated Financial Statements of the Company for the year ended 31st March, 2022 including Audited Balance Sheet as at 31st March, 2022 and Statement of Profit and Loss and the Cash Flow Statement for the year ended on that date and the Reports of the Board of Directors and the Auditors thereon.
2. To re-appoint Mr. Ashok C. Shah (DIN: 02467830), who is liable to retire by rotation and being eligible, offers himself for re-appointment.
3. **RE-APPOINTMENT OF M/S. GMCA & CO., CHARTERED ACCOUNTANTS, AHMEDABAD (FIRM REGISTRATION NO.: 109850W) AS STATUTORY AUDITORS OF THE COMPANY FOR A SECOND TERM:**

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

“RESOLVED THAT pursuant to the provisions of section 139, 142 and all other applicable provisions of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof) and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, M/s. GMCA & Co., Chartered Accountants, Ahmedabad (Firm Registration No.: 109850W), be and are hereby re-appointed as the statutory Auditors of the Company for a second term of 5 (five) years, to hold office from the conclusion of this 31st Annual General Meeting (AGM) till the conclusion of the 36th Annual General Meeting to be held in the year 2027 on such remuneration as may be decided by the Board of Directors in consultation with the Statutory Auditors of the Company.”

SPECIAL BUSINESS:

4. **APPROVAL OF PAYMENT OF REMUNERATION TO MR. SHALIN A. SHAH (DIN: 00297447), MANAGING DIRECTOR OF THE COMPANY:**

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

“RESOLVED THAT pursuant to the provisions of Sections 197 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and in terms of approval of the members by way of the resolution passed at the Extra-Ordinary General Meeting held on 27th February, 2020 for reappointment and payment of remuneration to Mr. Shalin A. Shah (DIN: 00297447) as the Managing Director of the Company, where he was reappointed for a period of 5 (Five) years with effect from 22nd January, 2020 to 21st January, 2025 and he be paid salary of Rs. 1,50,000/- (Rupees One Lakh Fifty Thousand only) per month with such increments as may be decided by the Board subject to a ceiling of Rs. 2,50,000/- (Rupees Two Lakh Fifty Thousand only) per month, approval of the members of the Company be and is hereby accorded for payment of remuneration particularly in accordance with Section II of Part II of Schedule V of the Companies Act, 2013 for the remaining period of his existing tenure from 22nd January, 2023 to 21st January, 2025 on same terms and conditions of appointment as was approved by the members at the time of his appointment and as mentioned in the Explanatory Statement annexed to the Notice convening this meeting and more particularly set out in the

agreement entered by the Company with Mr. Shalin A. Shah, with liberty to the Board of Directors to alter and vary the terms and conditions of the said remuneration, subject to same not exceeding the limits as approved by the members and specified under Schedule V of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.

“RESOLVED FURTHER THAT the board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any committee of directors to give effect to the aforesaid resolution.”

5. APPROVAL OF LIMIT OF BORROWINGS OF THE COMPANY UNDER SECTION 180(1)(c) OF COMPANIES ACT, 2013:

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

“RESOLVED THAT pursuant to Section 180(1)(c) and other applicable provisions, if any, of the Companies Act 2013 and the Rules made there under, as amended from time to time, and in accordance with the provisions of the Memorandum and Articles of Association of the Company, the consent, authority and approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to borrow from time to time any sum or sums of money in excess of the aggregate of the paid up share capital, free reserves and securities premium of the Company, provided that the total amount borrowed and outstanding at any point of time together with the amount to be borrowed, apart from temporary loans obtained/to be obtained from the Company’s Bankers in the ordinary course of business, shall not be in excess of Rs. 150 Crores (Rupees One Hundred Fifty Crores only) over and above the aggregate of the paid up share capital, free reserves and securities premium of the Company.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things, to sign, execute and deliver all such documents, instruments and writings as may be required to give effect to this Resolution.”

6. APPROVAL OF LIMITS OF LOANS AND/OR INVESTMENTS AND/OR GUARANTEES UNDER SECTION 186 OF THE COMPANIES ACT, 2013:

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 186 of the Companies Act, 2013 (“the Act”) read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Act (including any modification or re-enactment thereof for the time being in force) and subject to such approvals, consents, sanctions and permissions as may be necessary, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall be deemed to include, unless the context otherwise requires, any committee of the Board or any officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution), to (i) give any loan to any person or other body corporate; (ii) give any guarantee or provide any security in connection with a loan to any other body corporate or person and (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, as they may in their absolute discretion deem beneficial and in the interest of the Company, subject to however that the aggregate of the loans and investments so far made in and the amount for which guarantees or securities have so far been provided to all persons or bodies corporate along with the additional investments, loans, guarantees or securities proposed to be made or given or provided by the Company, from time to time, in future, shall not exceed a sum of Rs. 200 Crores (Rupees Two Hundred Crores only) over and above the limit of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company.

RESOLVED FURTHER THAT the Board of Directors (including a Committee thereof constituted for this purpose) be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution and to make, sign and execute, on behalf of the Company, such deed, documents, agreements, undertakings and all other necessary papers as may be required; to accept modifications to the same as may be necessary and to do all such acts, deeds and things that may be required or considered necessary or incidental for the same;

RESOLVED FURTHER THAT any of the Directors of the Company be and is hereby authorized to fill necessary forms with the Registrar of Companies, to make necessary entries in the Statutory registers of the Company and to do all such acts/ deeds/ things as may deem fit to give effect to this resolution.”

7. APPROVAL OF RELATED PARTY TRANSACTIONS:

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 188 of the Companies Act, 2013 and Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions and rules thereto, and Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to such amendments as may be made therein, the approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to enter into transactions as detailed hereunder with following Related Parties as defined under the Act for purchase/sale of goods, services and/or any other business activities during the below mentioned financial years.

| Name of related party | Maximum Amount of transaction/s | Financial Year | Type of transaction |
|-----------------------------|---------------------------------|----------------|---|
| Ashoka Metcast Limited | 100 crores | 2023-24 | Purchase/sale of goods, services and/or any other business activities |
| Ashnisha Industries Limited | 100 crores | 2023-24 | Purchase/sale of goods, services and/or any other business activities |
| Lesha Industries Limited | 100 crores | 2023-24 | Purchase/sale of goods, services and/or any other business activities |
| Rhetan TMT Limited | 100 crores | 2023-24 | Purchase/sale of goods, services and/or any other business activities |
| | 100 crores | 2023-24 | |

“**RESOLVED FURTHER THAT** any Director of the Company be and is hereby authorised, on behalf of the Company, to negotiate and finalise other terms and conditions and to do all such acts, deeds and things including delegation of powers as may be necessary, proper or expedient to give effect to this resolution.”

Date: 30th August, 2022
 Reg. Off.: 3rd Floor, A Wing, Gopal Palace, Opp. Ocean Park,
 Nr. Nehru Nagar, Satellite Road,
 Ahmedabad – 380015
 Tel: +91 079 4002 9806
 E-mail: info@gnrl.in

For and on behalf of the Board

Sd/-
 Shalin A. Shah
 Managing Director
 DIN: 00297447

EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013**ITEM NO. 3 OF THE NOTICE****RE-APPOINTMENT OF M/S. GMCA & CO., CHARTERED ACCOUNTANTS, AHMEDABAD (FIRM REGISTRATION NO.: 109850W) AS STATUTORY AUDITORS OF THE COMPANY FOR A SECOND TERM:**

M/s. GMCA & Co., Chartered Accountants, Ahmedabad (FRN: 109850W), was appointed as Statutory Auditors of the Company at the 26th Annual General Meeting of the Company held on Friday, 29th September, 2017 for a term of five years. Their term of appointment shall come to an end in the 31st Annual General Meeting. Hence, the Board of Directors at its meeting held on 30th August, 2022, upon recommendation of the Audit Committee, have recommended for approval of the members, reappointment of M/s. GMCA & Co., Chartered Accountants, Ahmedabad as Statutory Auditors of the Company for a second term of 5 (five) consecutive years, to hold office from the conclusion of the 31st AGM till the 36th AGM to be held in the year 2027 and payment of audit fee of Rs. 75,000/- (excluding applicable taxes and reimbursement of out-of-pocket expenses) for audit of financial statements for each financial year.

M/s. GMCA & Co., Chartered Accountants, Ahmedabad have given consent to act as Statutory Auditors and confirmed that their reappointment, if made, shall be within the limits specified under Section 143 of the Companies Act, 2013 and that they are not disqualified to be appointed as Statutory Auditors.

Brief profile, terms & conditions of reappointment and the proposed fee of the proposed statutory auditor, are as follows:

- a. Brief profile:** M/s. GMCA & Co. (FRN: 109850W), Chartered Accountants, Ahmedabad is a reputed Chartered Accountancy firm practicing into Business Management Consultancy, Audit and Assurance, Legal Consultancy and Advisory Services. The firm occupies a large heterogeneous client base from different sector of economy. GMCA has a strong execution team of experienced, young and dynamic professionals including Qualified CAs, full time employees and article assistance.
- b. Term of Reappointment:** Second term of 5 (five) consecutive years, from conclusion of 31st AGM till conclusion of 36th AGM.
- c. Proposed Fee:** Rs. 75,000/- (excluding applicable taxes and reimbursement of out-of-pocket expenses) for audit of financial statements for each financial year. The Audit Committee and/or the Board of Directors be authorized to decide and finalize the fee for the balance period of the tenure of the Statutory Auditor.
- d. Material changes, if any, in proposed fees:** N.A.

ITEM NO. 4 OF THE NOTICE**APPROVAL OF PAYMENT OF REMUNERATION TO MR. SHALIN A. SHAH (DIN: 00297447), MANAGING DIRECTOR OF THE COMPANY:**

The members of the Company had approved, vide their resolution passed at the Extra-Ordinary General Meeting of the Company held on 27th February, 2020, re-appointment of Mr. Shalin A. Shah, as Managing Director of the Company for a period of 5 (five) years with effect from 22nd January, 2020 to 21st January, 2025 and he be paid salary of Rs. 1,50,000/- (Rupees One Lakh Fifty Thousand only) per month with such increments as may be decided by the Board subject to a ceiling of Rs. 2,50,000/- (Rupees Two Lakh Fifty Thousand only) per month for a period of 3 (three) years w.e.f. 22nd January, 2020 upto 21st January, 2023 in accordance with Section 197 read with Schedule V of the Companies Act, 2013. Accordingly, the board of directors at their meeting held on 30th August, 2022 approved payment of remuneration to Mr. Shalin A. Shah on same terms and conditions of appointment and remuneration as

applicable to the period from 22nd January, 2020 upto 21st January, 2023, for the remaining period of his existing term as Managing Director of the Company, with effect from 22nd January, 2023 to 21st January, 2025 as specified in the agreement executed between him and the Company. The payment of remuneration has been recommended/ approved by the Nomination and Remuneration Committee in its meeting held on 30th August, 2022.

Mr. Shalin A. Shah is a promoter director and has been associated with the Company since year 1996 and he is looking after day to day affairs of the Company. He has vast managerial experience of more than 25 years. Considering the above, your Directors are of the opinion that it is in the interest of the Company to continue the payment of remuneration to him as a Managing Director of the Company. The terms and conditions of payment of remuneration shall be as set out in the agreement entered between him and the Company. The remuneration of Mr. Shalin A. Shah, as the Managing director of the Company, as set out in the aforesaid agreement, subject to the limits prescribed in Section II of Part II of Schedule V of the Companies Act, 2013, copy of which is placed before the Meeting is as follows:

Brief particulars of the remuneration payable to Mr. Shalin A. Shah are as under:

(a) Term/period of Re-appointment:

Mr. Shalin A. Shah is re-appointed as the Managing Director of the Company for a period of 5 (five) years w.e.f. 22nd January, 2020 to 21st January, 2025.

(b) Salary, Perquisites and Allowances:

Period of Remuneration: 22nd January, 2023 to 21st January, 2025.

Remuneration: Rs. 1,50,000/- (Rupees One Lakh Fifty Thousand only) per month with such increments as may be decided by the Board subject to a ceiling of Rs. 2,50,000/- (Rupees Two Lakh Fifty Thousand only) per month.

Perquisites: In addition to the salary and commission the Managing Director shall be entitled to the following perquisites:

The perquisites are classified into three categories as under:

CATEGORY 'A'

i) **Housing I** : The expenditure incurred by the Company on hiring furnished accommodation for the Managing Director will be subject to the following ceiling :

Forty Five per cent of the Salary, over and above ten per cent payable by the Managing Director.

Housing II: In the case the accommodation is owned by the Company, ten per cent of the salary of the Managing Director shall be deducted by the Company.

Housing III: In case no accommodation is provided by the Company, the Managing Director shall be entitled to House Rent Allowance subject to the ceiling laid down in Housing I.

Explanation : The expenditure incurred by the Company on gas, electricity, water and furnishings shall be valued as per the Income-Tax Act and Rules as may be applicable. This shall, however, be subject to a ceiling of ten per cent of the salary of the Managing Director.

ii) **Medical, Hospitalization and Health-care expenses Reimbursement**: Reimbursement of actual expenses incurred for the Managing Director and his family.

- iii) Leave Travel Concession: For the Managing Director and his family, once in a year incurred in accordance with any rules specified by the Company.
- iv) Personal accident insurance: Premium as per the rules of the Company.

CATEGORY 'B'

- i) Provident Fund: Company's contribution to Provident Fund shall be as per the scheme applicable to the employees of the Company.

Contribution to provident fund will not be included in the computation of perquisites to the extent this is not taxable under the Income-tax Act.

- ii) Gratuity: As per the rules of the Company, which shall not exceed half a month's salary for each completed year of service.
- iii) Encashment of Leave: Encashment of Leave at the end of the tenure of the appointment will not be included in the computation of perquisites.

CATEGORY 'C'

- i) Car: Provision of car with driver for use on Company's business is not to be considered as perquisites. Use of car for private purpose shall be billed by the Company to the Managing Director.
 - ii) Telephone: Telephone(s) at the residence of the Managing Director and a Mobile Phone for his use not to be considered as perquisites. Personal long distance calls on telephone(s) shall be billed by the Company to the Managing Director.
2. The Managing Director shall be entitled to annual privilege leave on full salary for a period of thirty days and such leave shall be allowed to be accumulated for not more than Ninety days.

(c) General:

All other terms and conditions as stated in the agreement executed by the Company with the Managing Director.

The following are the information required under Section II of Part II of Schedule V of the Companies Act, 2013:

| Sr. No. | Particulars | Information | | | | | | | | | |
|------------------------------|---|--|------------|---------|---------|--------------|-----------|-------------|----------------|-------------|-------------|
| I GENERAL INFORMATION | | | | | | | | | | | |
| 1. | Nature of Industry | The Company is the engaged in the business of oil and gas exploration. | | | | | | | | | |
| 2. | Date of commencement of commercial production | Existing Company | | | | | | | | | |
| 3. | In case of new Companies, expected date of commencement of activities as per project approved by Financial Institutions appearing in the prospectus | N.A. | | | | | | | | | |
| 4. | Financial Performance based on given indicators (Standalone Figures) (in Rs.) | <table border="1"> <thead> <tr> <th>Indicators</th> <th>2021-22</th> <th>2020-21</th> </tr> </thead> <tbody> <tr> <td>Total Income</td> <td>32,88,866</td> <td>2,39,74,630</td> </tr> <tr> <td>Total Expenses</td> <td>1,12,50,373</td> <td>3,22,96,975</td> </tr> </tbody> </table> | Indicators | 2021-22 | 2020-21 | Total Income | 32,88,866 | 2,39,74,630 | Total Expenses | 1,12,50,373 | 3,22,96,975 |
| Indicators | 2021-22 | 2020-21 | | | | | | | | | |
| Total Income | 32,88,866 | 2,39,74,630 | | | | | | | | | |
| Total Expenses | 1,12,50,373 | 3,22,96,975 | | | | | | | | | |

| | | | | |
|---|--|---|-------------|-------------|
| | | Profit/ (Loss) after Tax | (79,60,653) | (83,21,690) |
| 5. | Foreign investments or collaborations, if any | N.A. | | |
| II INFORMATION ABOUT THE APPOINTEE | | | | |
| 1. | Background details | Mr. Shalin A. Shah aged 49 years is an Engineering Graduate. He has around 25 years' managerial experience. | | |
| 2. | Part remuneration | Rs. 18 Lakhs per annum | | |
| 3. | Recognition or awards | - | | |
| 4. | Job profile and his suitability | Mr. Shalin A. Shah is an engineering graduate. The position of Managing Director demands technical, managerial and leadership qualities. Mr. Shalin A. Shah's dynamic personality combined with his vast experience in the field makes him suitable to lead the company with his knowledge and expertise. | | |
| 5. | Remuneration proposed | Rs. 1,50,000/- (Rupees One Lakh Fifty Thousand only) per month with such increments as may be decided by the Board subject to a ceiling of Rs. 2,50,000/- (Rupees Two Lakh Fifty Thousand only) per month. | | |
| 6. | Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin) | Remuneration proposed reflects the standards as respect to industry, size of the Company and profile. | | |
| 7. | Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any. | Apart from the proposed salary as Managing Director of the Company, Mr. Shalin A. Shah has no other pecuniary relationship or transactions with the company or any other managerial personnel. | | |
| III OTHER INFORMATION | | | | |
| 1. | Reasons of loss or inadequate profits | Due to frequent fluctuation in the prices of oil worldwide and technological advances, profitability of the company diminished. | | |
| 2. | Steps taken or proposed to be taken for improvement | The Company is working on technology up gradation to increase the production of oil and gas. The sharp fall in global crude prices had an adverse impact on the profitability of the Company. | | |
| 3. | Expected increase in productivity and profits in measurable terms | The Company believes that due to its efforts in improving technology and induction of qualified and competent workforce the productivity & profits of the Company will increase. | | |
| 4. | Disclosure | i) all elements of remuneration package such as salary, benefits, bonuses, stock options, pension, etc., of all the directors: None of the other Directors apart from Shalin A. Shah are paid any remuneration/benefits. Details of remuneration of Mr. Shalin A. Shah are as elaborated above. (ii) details of fixed component and performance linked incentives along with the performance criteria: None of the other Directors apart from Shalin A. Shah are paid any | | |

| | | |
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| | | remuneration/benefits. Details of remuneration of Mr. Shalin A. Shah are as elaborated above. (iii) service contracts, notice period, severance fees: N.A. (iv) stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable: No outstanding stock option as on date. |
|--|--|---|

This may also be treated as a written memorandum setting out the terms of reappointment of Mr. Shalin A. Shah, pursuant to section 190 of the Companies Act, 2013.

Except Mr. Shalin A. Shah and Mr. Ashok C. Shah no other Director or Key Managerial Personnel of the Company are concerned or interested in the proposed resolution.

The Directors recommend this resolution to be passed as **Special Resolution**.

The details of Mr. Shalin A. Shah as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards-2 (SS-2) on General Meetings issued by the Institute of Company Secretaries of India (ICSI) are provided in **Annexure** to this Notice.

ITEM NO. 5 OF THE NOTICE

APPROVAL OF LIMIT OF BORROWINGS OF THE COMPANY UNDER SECTION 180(1)(c) OF COMPANIES ACT, 2013:

In view of the increase in business activities, keeping in view the future plans of the Company and to fulfil long term strategic and business objectives, the Board of Directors at its meeting held on 30th August, 2022 proposed and approved the borrowing limit for Rs. 150 Crores (Rupees One Hundred Fifty Crores only) pursuant to Section 180 (1)(c) of the Companies Act, 2013.

Pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013, the Board of Directors have the powers to borrow money, where the money to be borrowed, together the monies already borrowed by the company (apart from temporary loans obtained from the company's bankers in the ordinary course of business) exceeds aggregate of the paid-up share capital, free reserves and securities premium of the Company, with the consent of the Shareholders of the Company by way of Special Resolution.

Accordingly, the approval of the members of the Company is sought to approve borrowing limits up to Rs. 150 Crores.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the resolution at Item no. 5 of the accompanying notice.

The Directors recommend this resolution to be passed as **Special Resolution**.

ITEM NO. 6 OF THE NOTICE

APPROVAL OF LIMITS OF LOANS AND/OR INVESTMENTS AND/OR GUARANTEES UNDER SECTION 186 OF THE COMPANIES ACT, 2013:

In order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to make use of the same by making investment in other bodies corporate or granting loans, giving guarantee or providing security to other persons or other body corporate as and when required.

Members may note that pursuant to Section 186 of the Companies Act, 2013 ("Act"), the Company can give loan or give any guarantee or provide security in connection with a loan to any other body corporate or person and acquire securities of any other body corporate, in excess of 60% of its paid up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more, with approval of Members by special resolution passed at the general meeting.

In view of the aforesaid, it is proposed to take approval under Section 186 of the Companies Act, 2013, by way of special resolution, up to a limit of Rs. 200 Crores (Rupees Two Hundred Crores only), as proposed in the Notice.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the resolution at Item no. 6 of the accompanying notice.

The Directors recommend this resolution to be passed as **Special Resolution**.

ITEM NO. 7 OF THE NOTICE

APPROVAL OF RELATED PARTY TRANSACTIONS:

The Audit Committee and the Board of Directors of the Company, at their respective meetings held on 30th August, 2022 has approved a proposal for entering into following related party transactions:

| | |
|--|--|
| Name of Related Party | 1. Ashoka Metcast Limited 2. Ashnisha Industries Limited 3. Lesha Industries Limited 4. Rhetan TMT Limited |
| Name of Related Director or KMP | Mr. Ashok C. Shah, Mr. Shalin A. Shah and Chandrakant Chauhan |
| Nature of relationship | Mr. Shalin A. Shah, Managing Director of the Company is also Managing Director of Rhetan TMT Limited. He is Director is Ashoka Metcast Limited, Ashnisha Industries Limited and Lesha Industries Limited Mr. Ashok C. Shah, Director of the Company is Managing Director Lesha Industries Limited and Ashoka Metcast Limited. He is Director of Ashnisha Industries Limited and Rhetan TMT Limited. Mr. Chandrakant Chauhan, Independent Director of the Company is also the Independent Director of Lesha Industries Limited and Ashnisha Industries Limited. |
| Material terms, monetary value and particulars of the contract or arrangement; | The transaction between the parties will be in the nature of purchase/sale of goods, services and/or any other business activities. The amount of the transactions shall be as stated in the resolution and the same has to be paid as per the terms agreed by both the parties. |
| The Manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract | The pricing will be commensurate with the market value of the goods and shall be at arm's length. |

| | |
|---|------|
| Any other information relevant or important for the members to take a decision on the proposed resolution | N.A. |
|---|------|

The transaction is Related Party Transaction and in terms of Section 188 of the Companies Act, 2013 and regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the applicable rules there under prior approval of the Shareholders by way of Special Resolution is required.

Except Mr. Shalin A. Shah, Managing Director, Mr. Ashok C. Shah and Mr. Chandrakant Chauhan, Directors of the Company; Mrs. Leena A. Shah, Mrs. Payal S. Shah Relative of Director; Rhetan TMT Limited, Ashoka Metcast Limited, Ashnisha Industries Limited and Lesha Industries Limited, Companies in which Director of the Company are Director/Member, none of the Directors or Key Managerial Personnel (KMP) or relatives of Directors and KMPs are concerned or interested in the Resolution.

The Directors recommend this resolution to be passed as **Special Resolution**.

Date: 30th August, 2022
Reg. Off.: 3rd Floor, A Wing, Gopal Palace, Opp. Ocean Park,
Nr. Nehru Nagar, Satellite Road,
Ahmedabad – 380015
Tel: +91 079 4002 9806
E-mail: info@gnrl.in

For and on behalf of the Board

Sd/-
Shalin A. Shah
Managing Director
DIN: 00297447

Annexure to the Notice of Annual General Meeting**Details of Directors seeking Appointment/Reappointment/payment of Remuneration in Annual General Meeting**

| Name of the Director | Mr. Ashok Chinubhai Shah (DIN: 02467830) | Mr. Shalin Ashok Shah (DIN: 00297447) |
|---|---|--|
| Age (Yrs.) | 77 years | 49 years |
| Date of first appointment | 23/08/1991 | 31/08/1996 |
| The no. of Meetings of the Board attended during the year | 10/10 | 10/10 |
| Date of birth | 07/09/1944 | 31/08/1973 |
| Brief Resume and expertise | Engineering and Administrative Degree. He has vast experience of more than 40 years in technical and administrative fields. | Mr. Shalin Shah, aged 48 is the Promoter Director of the Company. He completed his Civil Engineering from L.D. Engineering College, Ahmedabad. He has more than 25 years' experience in various fields like trading, real estate, oil and gas exploration etc. and has vast exposure into the fields of management, finance, accounting, information technology and legal. |
| Designation | Non-Executive Director, Chairman | Managing Director |
| Chairman/Member of the Committee of the Board of Directors of the Company | Member of Audit Committee and Nomination and Remuneration Committee | Member of Stakeholders Relationship Committee |
| No. of Shares held in the Company | 1,25,100 Equity Shares | 400 Equity Shares |
| Directorship in Other Listed Company | Lesha Industries Limited, Ashnisha Industries Limited and Ashoka Metcast Limited | Lesha Industries Limited, Ashnisha Industries Limited and Ashoka Metcast Limited |
| Related to other directors | Mr. Ashok C. Shah and Mr. Shalin A. Shah are related as Father-Son. No other directors are related inter se. | Mr. Shalin A. Shah and Mr. Ashok C. Shah are related as Father-Son. No other directors are related inter se. |

Date: 30th August, 2022
Reg. Off.: 3rd Floor, A Wing, Gopal Palace, Opp. Ocean Park,
Nr. Nehru Nagar, Satellite Road,
Ahmedabad – 380015
Tel: +91 079 4002 9806
E-mail: info@gnrl.in

For and on behalf of the Board

Sd/-
Shalin A. Shah
Managing Director
DIN: 00297447

NOTES:

1. In view of the persisting COVID-19 pandemic situation, social distancing norms and pursuant to General Circular Nos. 14/2020, 17/2020, 20/2020 02/2021, 19/2021, 21/2021 and 02/2022 dated 8th April 2020, 13th April 2020, 5th May 2020, 13th January 2021, 8th December 2021, 14th December 2021 and 5th May, 2022, respectively issued by the Ministry of Corporate Affairs ('MCA') (collectively referred to as 'MCA Circulars'), and Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79, SEBI/HO/CFD/CMD2/CIR/P/2021/11 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 12th May, 2020, 15th January, 2021 and 13th May, 2022 respectively issued by the Securities and Exchange Board of India (collectively referred to as 'SEBI Circulars'), holding of the Annual General Meeting ('AGM') through Video Conferencing/ Other Audio-Visual Means ("VC/ OAVM"), without the physical presence of the Members, is permitted. In compliance with MCA Circulars, SEBI Circulars, provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and in accordance with the requirements laid down in Para 3 & 4 of General Circular Nos. 20/2020 dated 5th May, 2020, the 31st AGM of the Company is being organised through VC/ OAVM facility, which does not require physical presence of members at a common venue. The deemed venue for the 31st AGM shall be the Registered Office of the Company.
 2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
 3. The Members can join the AGM in the VC/OAVM mode 30 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. 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.
 4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
 5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
 6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.gnrl.in. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the remote e-voting facility and e-voting system during the AGM) i.e. www.evotingindia.com
 7. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their
-

holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents, Purva Shareregistry (India) Private Limited for assistance in this regard.

8. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and update the same on the website of the Company www.gnrl.in, in case the shares are held by them in physical form.
9. The Business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given in this Notice.
10. Pursuant to Section 91 of the Companies Act, 2013, The Register of Members and Share Transfer Books of the Company will be closed from **Saturday, 24th September, 2022 to Friday, 30th September, 2022** (both days inclusive).
11. The Securities & Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in the Electronic form are therefore requested to submit their PAN to their depository Participants with whom they are maintaining their Demat accounts. Members holding Physical shares can submit their PAN to the Company/ RTA of the Company viz. Purva Shareregistry (India) Private Limited.
12. Members are requested to note that dividends that are not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will, as per Section 124 of the Act, be transferred to the Investor Education and Protection Fund (IEPF). Further, shares on which the dividends remain unclaimed for seven consecutive years will also be transferred to the IEPF as per Section 124 of the Act, and the applicable rules. Reminder letters in this regards to claim unpaid dividend for the year 2014-15 are being sent to the respective shareholders.
13. The relative Explanatory Statements pursuant to Section 102 of the Companies Act, 2013, relating to the special business to be transacted at the meeting is annexed hereto.
14. Since AGM will be held through VC/OAVM, the Route Map is not annexed in the Notice.

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

- Step 1 : Access through Depositories CDSL/ NSDL e-Voting system in case of individual shareholders holding shares in Demat mode.
- Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in Demat mode.
- (i) The voting period begins on **Tuesday, 27th September, 2022** at **9:00 A.M.** and ends on **Thursday, 29th September, 2022** 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 (record date) of **Friday, 23rd September, 2022** 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) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; listed entities are required to provide remote e-voting facility to its shareholders, in respect of all
-

shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1: Access through Depositories CDSL/ NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

| Type of shareholders | Login Method |
|---|--|
| Individual Shareholders holding securities in Demat mode with CDSL Depository | <ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi/ Easiest facility, can login through their existing user id and password. Option will be made available to reach e-voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2. After successful login the Easi/ Easiest user will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-voting page of the e-voting service provider for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/ Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN No. from a e-voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin .The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and also able to directly access the system of all e-voting Service Providers. |

| | |
|---|---|
| Individual Shareholders holding securities in demat mode with NSDL Depository | <ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-voting services. Click on “Access to e-voting” under e-voting services and you will be able to see e-voting page. Click on company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on company name or e-voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. |
| Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP) | You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. |

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

| Login type | Helpdesk details |
|--|--|
| Individual Shareholders holding securities in Demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33 |
| Individual Shareholders holding securities in Demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30 |

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (v) Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.
- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
 - 2) Click on “Shareholders” module.
 - 3) 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.
 - 4) Next enter the Image Verification as displayed and Click on Login.
 - 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
 - 6) If you are a first-time user follow the steps given below:

| | For Physical shareholders and other than individual shareholders holding shares in Demat. |
|---|--|
| 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"> • Shareholders who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number sent by Company/ RTA or contact Company/ RTA. |
| Dividend Bank Details OR 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"> • 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. |

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Gujarat Natural Resources Limited> on which you choose to vote.
- (x) 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.
-

- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) 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.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - 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 will be mapped automatically & can be delink in case of any wrong mapping.
 - It is mandatory that, 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.
 - Alternatively Non Individual shareholders are required mandatory 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; cschintanpatel@gmail.com and caf.gnrl@gmail.com respectively, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-voting on the day of the AGM is same as the instructions mentioned above for e-voting.
 2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
 3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
 4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
-

5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. 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.
7. 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 10 days prior to meeting mentioning their name, demat account number/ folio number, email id, mobile number at caf.gnrl@gmail.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 10 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at caf.gnrl@gmail.com. These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. 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.
10. 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 may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/ MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/ DEPOSITORIES:

1. 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 the Company at caf.gnrl@gmail.com or to the RTA of the Company, Purva Sharegistry (India) Private Limited at support@purvashare.com.
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, NM Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 22 55 33.

- The Company has appointed Mr. Chintan K. Patel, Practicing Company Secretary, Ahmedabad (Membership No. A31987; COP No: 11959), to act as the Scrutinizer for conducting the remote e-voting process and voting at the AGM in a fair and transparent manner.
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- The Scrutinizer shall, immediately after the conclusion of voting at AGM, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in employment of the Company and make, not later than two working days from the conclusion of meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same. Thereafter, the Chairman or the person authorised by him in writing shall declare the result of the voting forthwith.
 - The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.gnrl.in and on the website of CDSL immediately after the result is declared by the Chairman; and results shall immediately be disseminated to the Stock Exchange where the shares of the Company are listed.
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BOARD'S REPORT

Dear Members,

Your Directors have pleasure in presenting the **31st Annual Report** on the business and operations of the Company and the Audited Accounts for the Financial Year ended 31st March, 2022.

1. FINANCIAL SUMMARY/ HIGHLIGHTS OF PERFORMANCE OF THE COMPANY:**(Rs. in Lakh)**

| Particulars | Standalone | | Consolidated | |
|---|--------------------------|--------------------------|--------------------------|--------------------------|
| | Year ended 31/03/2022 | Year ended 31/03/2021 | Year ended 31/03/2022 | Year ended 31/03/2021 |
| Sales & Other Income | 32.88 | 239.75 | 946.19 | 916.44 |
| Exceptional Items | 0.00 | 0.00 | 0.00 | 0.00 |
| Expenditure | 112.50 | 322.67 | 1386.57 | 1331.97 |
| Profit Before Depreciation and Tax | (79.30) | (82.92) | -104.13 | -2.49 |
| Depreciation & Amortisation expense | 0.31 | 0.31 | 336.24 | 413.04 |
| Extraordinary Item | 0.00 | 0.00 | 0.00 | 0.00 |
| Taxation | 0.00 | 0.00 | 0.00 | 0.00 |
| Current Tax/ Interest on Income Tax/ Deferred Tax | 0.00 | 0.00 | (30.89) | 3.74 |
| Net Profit/ (Loss) for the year | (79.61) | (83.22) | (409.47) | (419.27) |

The Company has prepared the Standalone and Consolidated Financial Statements in accordance with the Companies (Indian Accounting Standards) Rules, 2015 prescribed under Section 133 of the Companies Act, 2013.

2. DIVIDEND:

Due to loss during the year, the Board of Directors of the Company have not recommended any dividend for the year 2021-22.

3. SHARE CAPITAL:

During the year under review, the Authorized Share Capital of the Company increased from Rs. 65,00,00,000/- divided into 6,50,00,000 Equity Shares of Rs. 10/- each to Rs. 81,00,00,000/- divided into 8,10,00,000 equity shares of Rs. 10/- each.

During the year under review, the paid up share capital of the company increased from Rs. 56,25,16,450/- divided into 56251645 Equity Shares of Rs. 10/- each to Rs. 80,25,16,450/- divided into 80251645 Equity Shares of Rs. 10/- each.

4. CONVERSION OF EQUITY WARRANTS INTO EQUITY SHARES:

The Board of Directors of the Company in their Board Meeting converted 24000000 Equity Warrants into Equity Shares in the following manner:

| Sr. No. | No. Of Equity Warrants converted into Equity Shares | Issue and Allotment Value (F.V. Rs. 10/- each) (Issue Price Rs. 12/- each) | Date of Board Meeting of conversion |
|--------------|---|--|-------------------------------------|
| 1. | 7500000 | Rs. 9,00,00,000/- | 13/08/2021 |
| 2. | 16500000 | Rs. 19,80,00,000/- | 23/11/2021 |
| Total | 24000000 | Rs. 28,80,00,000/- | |

5. RESERVES:

Reserves & Surplus at the end of the year stood at Rs. 4527.84 Lakhs as compared to Rs. 5367.45 lakhs at the beginning of the year.

6. DEPOSITS:

Your Company has not accepted any deposits within the meaning of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014.

7. ENERGY, TECHNOLOGY AND FOREIGN EXCHANGE:

During the period under review, several energy conservation initiatives were adopted and were taken by the Company and its subsidiaries. There are no plans to import any kind of technology for the project and hence information regarding its absorption is not applicable. There was no research activities carried out during the year as well as no foreign exchange income or outgo during the year.

8. MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY:

There have been no material changes and commitments affecting the financial position of the Company since the close of financial year i.e. since 31st March, 2022.

The Company is engaged in the business of Oil & Gas exploration and trading of goods and others.

9. STATE OF COMPANY AFFAIRS:

The state of your Company's affairs is given under the heading 'Financial Summary/Highlights of performance of the Company.

10. SECRETARIAL STANDARDS:

The Company duly complies with the applicable Secretarial Standards issued by the Institute of Company Secretaries of India.

11. INSTANCES OF FRAUD, IF ANY REPORTED BY THE AUDITORS:

Pursuant to provisions of Section 143(12) of the Companies Act, 2013, as amended from time to time, the Statutory Auditors have not reported any incident of fraud to the Company during the year under review.

12. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS:

No such orders have been passed by the Regulators/ Court or Tribunals which can impact the going concern status and Company's operation in future.

13. DETAILS OF SUBSIDIARY/JOINT VENTURES/ASSOCIATE COMPANIES:

With a view to market the Company across the globe, your company has 5 International subsidiaries. Apart from International subsidiaries, there is one wholly owned Indian subsidiary. There are no associate companies or joint venture companies within the meaning of section 2(6) of the Companies Act, 2013 ("Act"). There has been no material change in the nature of the business of the subsidiaries.

As required under Rule 8 (1) of the Companies (Accounts) Rules, 2014, the Board's Report has been prepared on standalone financial statements and a report on performance and financial position of each of the subsidiaries included in the consolidated financial statements is included in the financial statements in Form AOC – 1 and consolidated performance and financial position given here in above.

In accordance with third proviso of Section 136(1) of the Companies Act, 2013, the Annual Report of the Company, containing therein its standalone and the consolidated financial statements has been placed on the website of the Company, www.gnrl.in. Shareholders interested in obtaining a copy of the audited annual accounts of the subsidiary companies may write to the Company Secretary at the Company's registered office.

Pursuant to the provisions of Section 129(3) of the Companies Act, 2013 read with Rule 8(1) of the Companies (Accounts) Rules, 2014, a statement containing salient features of the Financial Statements of your Company's subsidiaries in Form AOC-1 is attached to the Financial Statements.

14. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH THE RELATED PARTIES:

During the year under review, the transactions entered by the Company, with the related parties are at arm's length basis and in the ordinary course of business.

15. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS BY THE COMPANY:

Details of Loans, Guarantees and Investments, if any covered under the provisions of Section 186 of the Act are given in the notes to the Financial Statements.

16. MEETING OF BOARD OF DIRECTORS:

During the year under the review, 10 (Ten) Board meetings were held, with gap between Meetings not exceeding the period prescribed under the Companies Act, 2013 and Rules made thereunder. Details of Board and Board committee meetings held during the year are given in the Corporate Governance Report.

Board meeting dates are finalized in consultation with all directors and agenda papers backed up by comprehensive notes and detailed background information are circulated well in advance before the date of the meeting thereby enabling the Board to take informed decisions.

17. EXTRACTS OF ANNUAL RETURN:

Pursuant to Section 92(3) read with section 134(3)(a) of the Companies Act, 2013, copies of the Annual Returns of the Company prepared in accordance with Section 92(1) of the Companies Act, 2013 read with Rule 11 of the Companies (Management and Administration) Rules, 2014 are placed on the website of the Company and is accessible at the web link: <http://gnrl.in/announcements/>

18. RELATED PARTY TRANSACTIONS:

There are no materially significant related party transactions as per Companies Act, 2013 made by the Company which may have a potential conflict with the interest of the Company at large. Accordingly, disclosure in Form AOC-2 is not applicable and provided for.

19. DECLARATION BY INDEPENDENT DIRECTORS:

The Company has received requisite declarations from the Independent Directors of the Company, confirming that they meet the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 read with rules made thereunder and Regulation 16 of the SEBI Listing Regulations.

Independent Directors have also confirmed that they have complied with Schedule IV of the Act and the Company's Code of Conduct.

Further, the Independent Directors have also submitted their declaration in compliance with the provisions of Rule 6(3) of Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, which mandated the inclusion of an Independent Director's name in the data bank of Indian Institute of Corporate Affairs ("IICA") for a period of one year or five years or life time till they continues to hold the office of an independent director.

20. DIRECTORATE AND KEY MANAGERIAL PERSONNEL:

The Board of Directors of your company has various executive and non-executive directors including Independent Directors who have extensive and diverse experience in different disciplines of corporate functioning.

In accordance with the provisions of Section 152 of the Companies Act, 2013 and Articles of Association of the Company, Mr. Ashok C. Shah (DIN: 02467830), retires by rotation at the ensuing Annual General Meeting and being eligible in terms of Section 164 of the Act offers himself for re-appointment.

Mr. Chandrakant N. Chauhan (DIN: 08057354) was appointed as an Additional (Independent) Director by the Board of Directors w.e.f. 30th September, 2021. Further, his appointment as Independent Director was ratified by the shareholders of the Company in the Extra-Ordinary General Meeting held on 31st March, 2022.

In the opinion of the Board, Mr. Chandrakant N. Chauhan is a person of integrity, expert and experienced (including the proficiency).

Mr. Alpesh Swadas (DIN: 09512469) was appointed as an Additional (Independent) Director by the Board of Directors w.e.f. 28th February, 2022. Further, his appointment as Independent Director was ratified by the shareholders of the Company in the Extra-Ordinary General Meeting held on 31st March, 2022.

In the opinion of the Board, Mr. Alpesh Swadas is a person of integrity, expert and experienced (including the proficiency).

Ms. Mansi Shah (DIN: 09512573) was appointed as an Additional (Independent) Director by the Board of Directors w.e.f. 28th February, 2022. Further, her appointment as Independent Director was ratified by the shareholders of the Company in the Extra-Ordinary General Meeting held on 31st March, 2022.

In the opinion of the Board, Ms. Mansi Shah is a person of integrity, expert and experienced (including the proficiency).

Mr. Hitesh M. Donga (DIN: 03393396) was appointed as an Additional Director by the Board of Directors w.e.f. 28th February, 2022. Further, his appointment as Non-Executive Director was ratified by the shareholders of the Company in the Extra-Ordinary General Meeting held on 31st March, 2022.

Ms. Chitra J. Thaker, Independent Director of the Company resigned w.e.f. 2nd July, 2021, due to personal reasons. The Company had received a confirmation that there are no material reasons for her resignation other than the reasons provided by her.

In the opinion of the Board, Ms. Chitra J. Thaker was a person of integrity, expert and experienced (including the proficiency).

Mr. Pravinbhai V. Trivedi, Independent Director of the Company resigned w.e.f. 30th November, 2021 due to personal reasons. The Company had received a confirmation that there are no material reasons for his resignation other than the reasons provided by him.

In the opinion of the Board, Mr. Pravinbhai V. Trivedi was a person of integrity, expert and experienced (including the proficiency).

Ms. Sheetal G. Pandya, Non-Executive Director of the Company resigned w.e.f. 31st December, 2021 due to personal reasons. The Company had received a confirmation that there are no material reasons for her resignation other than the reasons provided by her.

In the opinion of the Board, Ms. Sheetal G. Pandya was a person of integrity, expert and experienced (including the proficiency).

Ms. Payal Pandya, Independent Director of the Company resigned w.e.f. 6th January, 2022, due to personal reasons. The Company had received a confirmation that there are no material reasons for her resignation other than the reasons provided by her.

In the opinion of the Board, Ms. Payal Pandya was a person of integrity, expert and experienced (including the proficiency).

Ms. Sheetal Pandya, resigned as the Company Secretary of the Company w.e.f. 4th December, 2021 due to better professional capacity elsewhere.

Ms. Barkha Lakhani, was appointed as the Company Secretary & Compliance Officer of the Company w.e.f. 20th December, 2021 in the Board Meeting of the Company held on 20th December, 2021.

As required under Section 203 of the Companies Act, 2013, the Company has Mr. Shalin A. Shah (Managing Director), Mr. Hiteshkumar M. Donga (Chief Financial Officer) and Ms. Barkha Lakhani (Company Secretary) as Key Managerial Personnel of the Company.

21. EVALUATION OF BOARD, COMMITTEES AND DIRECTORS:

Pursuant to the provisions of the Act and the corporate governance requirements as prescribed by Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations 2015 ("SEBI Listing Regulations"), the Board had carried out performance evaluation of its own, the Board Committees and of the Independent directors. Independent Directors at a separate meeting evaluated performance of the Non-Independent Directors, Board as a whole and of the Chairman of the Board.

The following were the Evaluation Criteria:

(a) For Independent Directors:

- Knowledge and Skills
- Professional conduct
- Duties, Role and functions

(b) For Executive Directors:

- Performance as Team Leader/Member.
- Evaluating Business Opportunity and analysis of Risk Reward Scenarios
- Key set Goals and achievements
- Professional Conduct, Integrity
- Sharing of Information with the Board

The Directors expressed their satisfaction with the evaluation process.

22. POLICY ON APPOINTMENT AND REMUNERATION OF DIRECTORS:

The Board has on the recommendation of the Nomination & Remuneration Committee, formulated criteria for determining Qualifications, Positive Attributes and Independence of a Director and also a Policy for remuneration of Directors, Key managerial Personnel and senior management. The details of criteria laid down and the Remuneration Policy are given in the Corporate Governance Report.

23. MANAGERIAL REMUNERATION:

The Company has paid Mr. Shalin A. Shah (Managing Director) Rs. 18.00 Lakhs as managerial remuneration during the year.

24. INDEPENDENT DIRECTORS' MEETING:

Independent Directors of the Company had met on 21.03.2022 during the year, review details of which are given in the Corporate Governance Report.

25. COMMITTEES OF THE BOARD:

There are currently **Three Committees** of the Board, as follows:

1. Audit Committee
2. Nomination and Remuneration Committee
3. Stakeholders' Relationship Committee

Details of all the Committees along with their charters, composition and meetings held during the year, are provided in the "**Report on Corporate Governance**", a part of this Annual Report.

26. AUDITORS:

A. Statutory Auditors

The Board of Directors of the Company, at their Meeting held on 30th August, 2022, on the recommendation of the Audit Committee, had reappointed M/s. GMCA & Co., Chartered Accountants (Firm Registration No.109850W) as the Statutory Auditors of the Company, and recommended their appointment for a second term of 5 (five) years from the conclusion of 31st Annual General Meeting (AGM) held in 2022 till the conclusion of the 36th Annual General Meeting to be held in 2027.

The Members may note that consequent to the changes in the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 by the Ministry of Corporate Affairs (MCA) vide notification dated May 7, 2018, the proviso to Section 139(1) of the Companies Act, 2013 read with explanation to sub-rule 7 of Rule 3 of the Companies (Audit and Auditors) Rules, 2014, the requirement of ratification of appointment of Auditors by the Members at every AGM has been done away with. Therefore, the Company is not seeking any ratification of reappointment of M/s. GMCA & Co., Chartered Accountants (Firm Reg. No. 109850W) as the Auditors of the Company, by the Members at the ensuing AGM.

The Report given by the Auditors, M/s. GMCA & Co., on the financial statements of the Company is a part of the Annual Report. The notes to the accounts referred to in the Auditors' Report are self-explanatory and therefore do not call for any further comments.

There has been no qualification, reservation, adverse remark or disclaimer given by the Auditors in their Report.

B. Secretarial Auditors

Pursuant to the provisions of Section 204 of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed Chintan K. Patel, Practicing Company Secretary Ahmedabad to undertake the Secretarial Audit of the Company. The Secretarial Audit Report is annexed herewith as **Annexure-III**.

The observations of the Secretarial Auditor in the Secretarial Audit Report are self-explanatory and therefore do not call for any further comments.

27. INTERNAL FINANCIAL CONTROL SYSTEM AND COMPLIANCE FRAMEWORK:

The Company has an internal financial Control System, commensurate with size, scale and complexity of its operations. The internal financial controls are adequate and are operating effectively so as to ensure orderly and efficient conduct of business operations. The Audit Committee formulates the scope, functioning, periodicity and methodology for conducting the internal audit. The internal auditors carry out audit, covering inter alia, monitoring and evaluating the efficiency & adequacy of internal control systems in the Company, its compliance with operating systems, accounting procedures and policies at all locations and submit their periodical internal audit reports to the Audit Committee. Based on the internal audit report and review by the Audit committee, process owners undertake necessary actions in their respective areas. The internal auditors have expressed that the internal control system in the Company is robust and effective. The Board has also put in place requisite legal compliance framework to ensure compliance of all the applicable laws and that such systems are adequate and operating effectively.

28. RISK MANAGEMENT:

Risk is an integral part of any business and therefore, Risk Management is an important function that the business management has to perform to ensure sustainable business growth. Company has implemented an integrated risk management approach through which it reviews and assesses significant risks on a regular basis to help ensure that there is a robust system of risk controls and mitigation in place. Senior management periodically reviews this risk management framework to keep updated and address emerging challenges. Major risks identified for the Company by the management are Compliances of various applicable Laws, Regulatory changes, Manufacturing & Supply, Litigation and Technological Changes. The management is however, of the view that none of the above risks may threaten the existence of the Company as robust Risk mitigation mechanism is put in place to ensure that there is nil or minimum impact on the Company in case any of these risks materialize.

29. VIGIL MECHANISM AND WHISTLE BLOWER POLICY:

In accordance with Section 177 of the Companies Act, 2013 and Regulation 22 of SEBI Listing Regulations, the Company has constituted a Whistle Blower Policy / Vigil Mechanism to establish a vigil mechanism for the directors and employees to report genuine concerns in such manner as may be prescribed and to report to the management instances of unethical behaviour, actual or suspected fraud or violation of the Company's code of conduct.

30. PREVENTION OF SEXUAL HARASSMENT AT WORKPLACE:

As per the requirement of The Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 ('Act') and Rules made thereunder, your Company has assigned the responsibilities to Audit Committee. During the year, no complaint with allegations of sexual harassment was filed with the Company.

31. PREVENTION OF INSIDER TRADING:

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company's shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. The Board is responsible for implementation of the Code. Board of Directors and the designated employees have confirmed compliance with the Code.

The Company has adopted and amended its Code of Conduct for Prevention of Insider Trading w.e.f. April 1, 2019 pursuant to Securities and Exchange Board of India (Prohibition of Insider Trading) (Amendment) Regulations, 2018.

32. ANNUAL PERFORMANCE EVALUATION:

The Board carries out an annual performance evaluation of its own performance, the directors individually as well as the evaluation of the working of its committees. The performance of the board was evaluated by the board after seeking inputs from all the directors on the basis of criteria such as the board composition and structure, effectiveness of board processes, information and functioning etc. and the performance of the committees was evaluated by the board after seeking inputs from the committee members on the basis of criteria such as the composition of committees, effectiveness of committee meetings etc.

In a separate meeting of independent directors, performance of non-independent directors, the chairman of the Company and the board as whole was evaluated, taking into account the views of executive directors and non-executive directors.

The Board reviewed the performance of individual directors on the basis of criteria laid by Nomination & Remuneration such as the contribution of the individual director to the board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings etc.

In the board meeting that followed the meeting of the independent directors, the performance of the board, its committees, and individual directors was also discussed. The performance evaluation of the Independent Directors was completed. The performance evaluation of the Chairman and the Non-Independent Directors was carried out by the Independent Directors. The Board of Directors expressed their satisfaction with the evaluation process.

33. DIRECTORS' RESPONSIBILITY STATEMENT:

In accordance with Section 134(5) of the Companies Act, 2013 and to the best of their knowledge and belief and according to the information and explanations obtained by them, your Directors state that-

- i. In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- ii. The directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year 31st March, 2022 and of the profit and loss of the company for that period;
- iii. The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of Companies Act, 2013 and Rules made thereunder for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- iv. The directors had prepared the annual accounts on a going concern basis;
- v. The directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively, and
- vi. The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

34. CORPORATE GOVERNANCE:

As required by the SEBI Listing Regulations, a detailed report on Corporate Governance is given as a part of the Annual Report. The Company is in full compliance with the requirements and disclosures that have to be made in this regard except for appointment of at least one independent director on the board of directors of an unlisted material subsidiary/ies i.e. (1) Heramec Oil & Gas (Singapore) Pte Ltd. The Practicing Company Secretary's Certificate of the compliance with Corporate Governance requirements by the Company is attached to the Report on Corporate Governance. Report on Corporate Governance is attached as **ANNEXURE-IV**.

35. GENERAL SHAREHOLDER INFORMATION:

General Shareholder Information is given in Report on Corporate Governance forming part of the Annual Report.

36. CORPORATE SOCIAL RESPONSIBILITY:

The Company is not required to constitute Corporate Social Responsibility Committee or spend on social responsibility pursuant to section 135 of the Companies Act, 2013.

37. MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

The Report on Management Discussion and Analysis Report as required under SEBI Listing Regulations is included in this Report as **Annexure-I**. Certain statements in the said report may be forward looking. Many factors may affect the actual results, which could be different from what the Directors envisage in terms of the future performance and outlook.

38. PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES :

Disclosures pertaining to remuneration and other details as required under Section 197 (12) of the Act read with Rule 5 (1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed herewith as **Annexure-II**.

39. LISTING OF SHARES:

The Equity Shares of the Company are listed on the BSE Limited (BSE) with scrip code No. 513536 & security id: GNRL. The Company confirms that the annual listing fee to the stock exchange for the financial year 2022-23 has been paid.

40. RELATED PARTY DISCLOSURE:

Related Party disclosure under regulation 34(3) read with Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is as under:

| Sr. No. | Disclosure of loans / advances / investments / Outstanding during the year | As at 31 st March, 2022 | Maximum amount during the year |
|---------|--|------------------------------------|--------------------------------|
| 1 | Loans and advances in the nature of loans to subsidiary | Rs. 65,06,82,033/- | Rs. 65,71,49,643/- |
| 2 | Loans and advances in the nature of loans to associate | 0 | 0 |
| 3 | Loans and advances in the nature of loans to firms/companies in which directors are interested | 0 | Rs. 1,35,90,000/- |

Further, transactions if any of the Company with any person or entity belonging to the promoter/promoter group which hold(s) 10% or more shareholding in the listed entity are given in the notes to the Financial Statements.

41. ACKNOWLEDGEMENT:

Your Directors take this opportunity to express their gratitude for the generous commitment, dedication, hard work and significant contribution made by employees at all levels in ensuring growth of the Company. Your Directors also sincerely thank to all the stakeholders, customers, vendors, bankers, business associates, government, other statutory bodies and look forward to their continued assistance, co-operation and support.

Place: Ahmedabad
Date: 30th August, 2022

For and on behalf of the Board

Sd/-
Shalin A. Shah
Managing Director
DIN: 00297447

Sd/-
Ashok C. Shah
Director
DIN: 02467830

ANNEXURE-I - MANAGEMENT DISCUSSION AND ANALYSIS REPORT**INDUSTRIAL STRUCTURE AND DEVELOPMENT:**

The Company is engaged in the business of Oil & Gas exploration and trading of goods and others. Currently the company is carrying on its business of Oil & Gas exploration through its wholly owned subsidiary and 100% step down subsidiaries.

GNRL, through its step-down subsidiary GNRL Oil & Gas Limited, has participating interests in 6 producing blocks in Cambay basin. GNRL Oil & Gas Limited is also operator in five of these blocks.

OPPORTUNITY & THREATS:

Business conditions continue to be challenging. The industry has pushed technological boundaries but is under keener scrutiny and the frontiers are becoming even more remote. Rising costs are being driven both by cyclical factors and the end of “easy oil.”

The Company’s strategy is to:

- Look for strategic technical partners/institutions with proven credentials in developing unconventional resources.
- Evaluate and acquire assets with stranded resources.
- To enhance value through efficient operations by greater reliance on local high caliber professionals and local services whilst maintaining international standards.
- To unlock value through application of advance technologies

COMPETITION:

Competition in the domestic as well as international market has intensified and forced the players to adopt aggressive marketing strategy and promotional campaigns to capture and protect their market shares. The Company has the plans to penetrate better in to world market, especially through the customer retention and business development in the regions which have not been tapped.

SEGMENT WISE AND PRODUCT WISE PERFORMANCE:

The Company is carrying out its operations in oil and gas exploration, trading of goods and others.

RISK AND CONCERN:

The risk management function is integral to the company and its objectives includes ensuring that critical risk are identified continuously, monitored and managed effectively in order to protect the company’s business. However, the changes in the tax laws, Government policies and regulatory requirement might affect the company’s business. The management has laid down robust risk management framework essential for identification, assessment, monitoring and mitigation of various risks to ensure smooth flow of operations adhering to stringent guidelines.

INITIATIVES BY THE COMPANY:

The Company has taken the following initiatives:

1. Concentration on reduction of costs.
 2. Focusing on modernization of process to improvise quality and reduction of costs.
-

3. The Company is quite confident that the overall productivity, profitability would improve in a sustainable manner, as a result of this strategy.

OUTLOOK:

The profit margins in the industry are under pressure. However, the Company has taken remedial measures. The Company is confident to meet the challenges with its strength in marketing network, its strategic planning, Research & Development, productivity improvement and cost reduction exercise.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:

The Company has adequate internal control systems to ensure operational efficiency and accuracy in financial reporting and compliance of applicable laws and regulations. The internal control is supplemented by review of internal auditors. Observations of the internal auditors are subject to periodic review and compliance monitoring. The Audit Committee of Directors reviews the Internal Audit process and the adequacy and effectiveness of internal audit and controls periodically.

HUMAN RESOURCE:

Your Company firmly believes that employees are the most valuable assets and key players of business success and sustained growth. Human resources are considered as the most significant and valuable asset for your Company and continuous commitment towards upgrading skills is a vital part of the human resource development programme of your Company.

HEALTH, SAFETY AND ENVIRONMENTAL PROTECTION:

Your Company focuses on protecting the interests of the environment, safeguarding the health and safety of employees and ensuring the sustainability of the business in line with your Company's objectives, policies, and the requirements of applicable laws and regulations. Your Company believes that a safety culture is central to taking safety to higher levels and its top management continuously works towards establishing, sustaining and improving the safety culture. In view of the current COVID pandemic, health and safety measures have taken an unprecedented importance and the Company is taking all the necessary measures in this regards.

CEO AND CFO CERTIFICATION:

Mr. Shalin A. Shah, Managing Director and Mr. Hitesh M. Donga, CFO have given certificate to the board as contemplated in SEBI Listing Regulations.

CAUTIONARY STATEMENT:

The statements in the "Management Discussion and Analysis Report" section describes the Company's objectives, projections, estimates, expectations and predictions, which may be "forward looking statements" within the meaning of the applicable laws and regulations. The annual results can differ materially from those expressed or implied, depending upon the economic and climatic conditions, Government policies and other incidental factors.

DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE:

Operational performance viz. total revenue during the year stood at Rs. 32.88 lakhs and the Company incurred loss tuning to Rs. 79.61 lakhs. Cash and cash equivalents at the end of the year stood at Rs. 17.22 lakhs.

DETAILS OF SIGNIFICANT CHANGES IN KEY FINANCIAL RATIOS:

| | Standalone | | Consolidated | |
|--------------------------|------------|---------|--------------|---------|
| | 2021-22 | 2020-21 | 2021-22 | 2020-21 |
| Debtors Turnover Ratio | 0.00 | 1.65 | 1.37 | 1.61 |
| Inventory Turnover Ratio | 0.00 | 0.00 | 2.00 | -409.10 |
| Interest coverage ratio | -2.76 | 0.08 | -4.47 | -2.37 |
| Current Ratio | 8.67 | 4.84 | 3.15 | 1.98 |
| Debt Equity Ratio | 0.04 | 0.00 | 0.17 | 0.07 |
| Operating Profit Margin | 0.00 | 4.04 | -40.62 | -36.09 |
| Net Profit Margin | 0.00 | -44.53 | -46.23 | -51.77 |
| Return on Networth | -0.63 | -0.76 | -0.03 | -0.04 |
| P/E Ratio | -221.08 | -87.20 | -42.98 | -17.20 |

DETAILS OF ANY CHANGE IN RETURN ON NET WORTH AS COMPARED TO THE IMMEDIATELY PREVIOUS FINANCIAL YEAR ALONG WITH A DETAILED EXPLANATION THEREOF:

The Company has incurred loss during the year and due to adjustment of past year's losses, your Company fall short to earn significant sum as return on Net Worth.

Place: Ahmedabad
Date: 30th August, 2022

For and on behalf of the Board

Sd/-
Shalin A. Shah
Managing Director
DIN: 00297447

Sd/-
Ashok C. Shah
Director
DIN: 02467830

ANNEXURE-II TO THE BOARD'S REPORT**1. Details pertaining to remuneration as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:**

- i. The ratio of the remuneration of each Director to the Median Remuneration of the Employees of the Company for the Financial Year 2021-22 and
- ii. The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the Financial Year

| Sr. No. | Name of Director/KMP and its Designation | Remuneration to the Director / KMP for the Financial Year 2021 – 22 (Rs. In Lakhs) | Percentage increase / decrease in remuneration in the Financial Year 2021 – 22 (%) | Ratio of Remuneration of each Director to the Median Remuneration of Employees |
|---------|--|--|--|--|
| 1 | Mr. Shalin A. Shah Managing Director | 18.00 | 14.65% | 5.04:1 |
| 2 | Ms. Barkha Lakhani Company Secretary & Compliance Officer | 1.12 | Nil | 0.31:1 |
| 3 | Hitesh M. Donga Chief Financial Officer | 6.55 | 39.36% | 1.83:1 |

- iii. Median Remuneration of Employees (MRE) of the Company is Rs. 3.57 Lakhs for the Financial Year 2021-22. There was no increase in the remuneration during the year.
 - iv. The number of permanent employees on the rolls of the Company is five for the year ended 31st March, 2022.
 - v. The remuneration of the Key Managerial Personnel (KMP) is in line with the performance of the company.
 - vi. The Market Capitalization as on 31st March, 2022 was Rs. 175.35 crores as compared to Rs. 72.56 crores as on March 31, 2021. Price Earnings Ratio of the Company was -221.08 as on 31st March, 2022 as against -87.20 as on 31st March, 2021.
 - vii. Average percentage increase made in the salaries of employees including that of the managerial personnel in the last Financial Year was Nil.
 - viii. The remuneration of each of the Key Managerial Personnel is given in (i) and (ii) above. The performance of the Company, in comparison, is as stated in (v) above.
 - ix. There is no variable component in remuneration of Directors of the Company.
 - x. The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year — N.A.
 - xi. It is hereby affirmed that the remuneration paid is as per the Remuneration Policy of the Company.
- 2. There were no employees covered under rule 5(2) of the Companies (Appointment and Remuneration) Rules, 2014**

Place: Ahmedabad
Date: 30th August, 2022

For and on behalf of the Board

Sd/-
Shalin A. Shah
Managing Director
DIN: 00297447

Sd/-
Ashok C. Shah
Director
DIN: 02467830

ANNEXURE – III TO THE BOARD’S REPORT

FORM NO. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2022

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
Gujarat Natural Resources Limited.

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Gujarat Natural Resources Limited** (CIN: L27100GJ1991PLC016158) having its registered office at 3rd Floor, A Wing, Gopal Palace, Opp. Ocean Park, Nr. Nehru Nagar, Satellite Road, Ahmedabad – 380015. Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company’s books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2022 complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by **Gujarat Natural Resources Limited** (the Company) for the financial year ended on 31st March, 2022 according to the provisions of:

- I. The Companies Act, 2013 (the Act) and the rules made thereunder;
 - II. The Securities Contracts (Regulation) Act, 1956 (‘SCRA’) and the rules made thereunder;
 - III. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
 - IV. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
 - V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (‘SEBI Act’):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
-

- (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; [Not Applicable to the Company during the Audit Period]
- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and [Not Applicable to the Company during the Audit Period]
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; [Not Applicable to the Company during the Audit Period]
- (i) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

I have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with Bombay Stock Exchange.
- (iii) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc.

- A) The Company has maintained a Register of Directors' Attendance as prescribed in the Secretarial Standards.
 - B) The Directors have signed against their respective names after the meeting has been held.
 - C) The Company had not received proxy forms for the Annual General Meeting for the financial year ended 31st March, 2021.
 - D) The Company has complied with requirements of at least half of the total number of directors as independent directors as stated in Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
 - E) The Company has complied with the of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
 - F) The Company has obtained all necessary approvals under the various provisions of the Act;
 - G) There was no prosecution initiated and no fines or penalties were imposed during the year under review under the Act, SEBI Act, SCRA, Depositories Act, Listing Agreement and Rules, Regulations and Guidelines framed under these Acts against / on the Company, its Directors and Officers.
-

I further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors.

During the year under review the Company had complied with the all provisions of the section 186 of the Companies Act, 2013, except for non charging of interest as per section 186 (7) in respect of some of the loans granted by the Company.

The Company had not complied with the regulation 24 (1) of SEBI (LODR) Regulations, 2015. The Company had not appointed at least one independent director on the board of directors of an unlisted material subsidiary i.e. Heramec Oil & Gas (Singapore) Pte Ltd.

As per SEBI Circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/94 dated 19/08/2019 the Listed Company have to apply to Exchange for Trading Approval within 7 Working Days of receiving the listing approval from Stock Exchange. There was a delay of one day in filing trading approval application to the exchange and accordingly BSE Limited has levied a fine of Rs. 20,000/- plus GST on the Company, which has been paid by the Company on October 12, 2021.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

The following mentioned observations are made:

- A) The Directors have complied with the requirements as to disclosure of interests and concerns in contracts and arrangements, shareholdings and directorships in other companies and interests in other entities;
- B) The Directors have complied with the disclosure requirements in respect of their eligibility of appointment, their being independent and compliance with the Code of Business Conduct and ethics for Directors and Management Personnel;

I further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that the Company has made preferential allotment of 2,40,00,000 convertible warrants of face value of Rs. 10/- each at price of Rs. 12/- per warrant during the year as per the Special Resolution passed by the members of the Company in the Extra Ordinary General Meeting held on 19/12/2020. The Company had converted 75,00,000 convertible warrants & 1,65,00,000 convertible warrants into Equity Shares of Rs. 10/- each in the Board Meeting held on 13/08/2021 & 23/11/2021 respectively.

I further report that during the audit period, except as mentioned herein under the Company has no other major / specific events, actions having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to above viz.

- i. Public/Right/Preferential issue of shares / debentures/sweat equity etc. :
 - ii. Redemption / buy-back of securities
 - iii. Merger / amalgamation / reconstruction etc.
 - iv. Foreign technical collaborations.
-

Place : Ahmedabad
Date : 30th August, 2022

Sd/-
Chintan K. Patel
Practicing Company Secretary
UDIN: A031987D000877898
Mem. No. A31987, COP No. 11959
PR. No. 2175/2022

ANNEXURE - A to the Secretarial Audit Report

To,
The Members,
Gujarat Natural Resources Limited
Our report of even date is to be read along with this letter.

1. The Management of the company is responsible for maintenance of secretarial records, devise proper system to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.
2. Our responsibility is to express an opinion on these secretarial records and procedures followed by the company with respect to Secretarial Compliances.
3. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
4. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
5. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
6. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
7. The secretarial Audit Report is neither an assurance as to the future viability of the company nor of the efficacy of effectiveness with which the management has conducted the affairs of the company.

Place : Ahmedabad
Date : 30th August, 2022

Sd/-
Chintan K. Patel
Practicing Company Secretary
UDIN: A031987D000877898
Mem. No. A31987, COP No. 11959
PR. No. 2175/2022

ANNEXURE – III (A) TO THE BOARD’S REPORT

Secretarial Compliance Report of Gujarat Natural Resources Limited for the year ended March 31, 2022

I, **Chintan K. Patel, Practicing Company Secretary** have examined:

- (a) all the documents and records made available to us and explanation provided by **Gujarat Natural Resources Limited** (“the listed entity”),
- (b) the filings / submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document / filing, as may be relevant, which has been relied upon to make this certification,

for the year ended March 31, 2022 (“Review Period”) in respect of compliance with the provisions of :

- (a) the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”);

The specific Regulations, whose provisions and the circulars / guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **Not Applicable during the period under review.**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **Not Applicable during the period under review.**
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **Not Applicable during the period under review.**
- (g) Securities and Exchange Board of India (Issue and Listing of Non - Convertible and Redeemable Preference Shares) Regulations, 2013; **Not Applicable during the period under review.**
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and circulars / guidelines issued thereunder; and based on the above examination, I hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder except in respect of matters specified below:

| Sr. No. | Compliance Requirement (Regulations / circulars / guidelines including specific clause) | Deviations | Observations / Remarks of the Practicing Company Secretary |
|---------|--|---|---|
| 1 | As per regulation 24 (1) of SEBI (LODR) Regulations, 2015 at least one independent director on the board of directors of the listed entity shall be a director on the board of directors of an unlisted material subsidiary, whether incorporated in India or not. | The Company had not appointed at least one independent director on the board of directors of an unlisted material subsidiary i.e. Heramec Oil & Gas (Singapore) Pte Ltd. | The Company had not complied with the regulation 24 (1) of SEBI (LODR) Regulations, 2015. The Company had not appointed at least one independent director on the board of directors of an unlisted material subsidiary i.e. Heramec Oil & Gas (Singapore) Pte Ltd. |
| 2 | As per SEBI Circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/94 dated 19/08/2019 the Listed Company have to apply to Exchange for Trading Approval within 7 Working Days of receiving the listing approval from Stock Exchange. | There was a delay of one day in filing trading approval application to the exchange and accordingly BSE Limited has levied a fine of Rs. 20,000/- plus GST on the Company, which has been paid by the Company on October 12, 2021 | The Company had made sufficient efforts to apply for Trading Approval within 7 Working Days of receiving the listing approval from Stock Exchange. But as per the management representation due to delay in receipt of credit confirmation letter from Depository (CDSL) and technical problem there is delay of 1 Day in making Trading Application. |

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars / guidelines issued thereunder in so far as it appears from our examination of those records.
- (c) No actions taken against the listed entity/ its promoters / directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued except in respect of matters specified below:

| Sr. No. | Compliance Requirement (Regulations / circulars / guidelines including specific clause) | Deviations | Observations / Remarks of the Practicing Company Secretary |
|---------|---|---|---|
| 1 | As per SEBI Circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/94 dated 19/08/2019 the Listed Company have to apply to Exchange for Trading Approval within 7 Working Days of receiving the listing approval from Stock Exchange. | There was a delay of one day in filing trading approval application to the exchange and accordingly BSE Limited has levied a fine of Rs. 20,000/- plus GST on the Company, which has been paid by the Company on October 12, 2021 | The Company had made sufficient efforts to apply for Trading Approval within 7 Working Days of receiving the listing approval from Stock Exchange. But as per the management representation due to delay in receipt of credit confirmation letter from Depository (CDSL) and technical problem there is delay of 1 Day in making Trading Application. |

(d) Observation made in the previous report and action required to be taken by the listed entity to comply with the observations made in previous reports.

| Sr. No. | Observations of the Practicing Company Secretary in the previous reports | Observations made in the secretarial compliance report for the year ended... <i>(The years are to be mentioned)</i> | Actions taken by the listed entity, if any | Comments of the Practicing Company Secretary on the actions taken by the listed entity |
|---------|--|--|--|--|
| 1 | The Company had not complied with the regulation 24 (1) of SEBI (LODR) Regulations, 2015. The Company had not appointed at least one independent director on the board of directors of an unlisted material subsidiary/ies i.e. (1) Heramec Oil & Gas (Singapore) Pte Ltd. (2) GNRL Oil & Gas Ltd. (Formerly Heramec Ltd). | Observation made in the secretarial compliance report for the year ended March 31, 2020, i.e. f.y. 2020-21 | The management of the Company is looking for suitable candidate to be appointed as Independent Director on its Board as well as on the Board of its material subsidiaries. | The Company is looking for suitable candidate to be appointed as Independent Director on its Board as well as on the Board of its material subsidiaries. The management had given assurance to comply with regulation. |

NOTE: As safety measure Physical verification of the documents could not be done due to Covid-19 Pandemic.

Place: Ahmedabad
Date: May 30, 2022

Chintan K. Patel
Practicing Company Secretary
UDIN: A031987D000426392
Mem. no. A31987, COP no. 11959

ANNEXURE-IV – TO THE BOARD’S REPORT**REPORT ON CORPORATE GOVERNANCE****COMPANY’S PHILOSOPHY ON CORPORATE GOVERNANCE**

Corporate Governance is not simply a matter of creating checks and balances; it is about creating an outperforming organisation, which leads to increasing employee and customer satisfaction. Corporate Governance is a set of systems and practices to ensure that the operations of the Company are being managed in a way which ensures fairness, integrity, transparency and accountability in its dealings with its customers, stakeholders, dealers, lenders, government and employees.

1. BOARD OF DIRECTORS:➤ **Composition of the Board of Directors:**

The Company’s policy is to maintain optimum combination of Executive and Non-Executive Directors. The composition of the Board and category of Directors are as follows:

| Name of Director | Category | Designation |
|---|----------------------------------|------------------------|
| Mr. Shalin A. Shah | Promoter, Executive Director | Managing Director |
| Mr. Ashok C. Shah | Promoter, Non Executive Director | Chairman |
| Ms. Chitra J. Thaker (upto 02.07.2021) | Non Executive Director | Independent Director |
| Mr. Pravinbhai V. Trivedi (upto 30.11.2021) | Non Executive Director | Independent Director |
| Ms. Sheetal G. Pandya (upto 31.12.2021) | Non-Executive Director | Non-Executive Director |
| Ms. Payal P. Pandya (upto 06.01.2022) | Non Executive Director | Independent Director |
| Mr. Chandrakant N. Chauhan (w.e.f. 30.09.2021) | Non Executive Director | Independent Director |
| Mr. Alpesh S. Swadas (w.e.f. 28.02.2022) | Non Executive Director | Independent Director |
| Ms. Mansi S. Shah (w.e.f. 28.02.2022) | Non Executive Director | Independent Director |
| Mr. Hitesh M. Donga (w.e.f. 28.02.2022) | Non-Executive Director | Non-Executive Director |

➤ **Number of Board Meetings and Attendance of Directors:**

During the financial year 2021-22, **10 (Ten)** Board Meetings were held on 30-06-2021, 02-07-2021, 13-08-2021, 04-09-2021, 30-09-2021, 10-11-2021, 23-11-2021, 20-12-2021, 14-02-2022 and 28-02-2022.

The composition of Directors and the attendance at the Board Meeting during the year 2021-2022 and last Annual General Meeting are as under:

| Name of Director | Category | No. of other Directorship held | Membership of Board Committees | | No. of Board Meetings Attended | Attendance at last AGM |
|--|------------------------|--------------------------------|--------------------------------|--------|--------------------------------|------------------------|
| | | | Chairman | Member | | |
| Mr. Shalin A. Shah | Managing Director | 5 | 1 | 8 | 10/10 | Yes |
| Mr. Ashok C. Shah | Chairman & Director | 5 | - | 4 | 10/10 | Yes |
| Ms. Chitra J. Thaker (upto 02.07.2021) | Independent Director | - | - | - | 1/10 | Yes |
| Mr. Pravinbhai V. Trivedi (upto 30.11.2021) | Independent Director | - | - | - | 7/10 | No |
| Ms. Sheetal G. Pandya (upto 31.12.2021) | Non-Executive Director | - | - | - | 8/10 | Yes |
| Ms. Payal P. Pandya (upto 06.01.2022) | Independent Director | - | - | - | 8/10 | Yes |
| Mr. Chandrakant N. Chauhan (w.e.f. 30.09.2021) | Independent Director | 2 | 4 | 5 | 6/10 | NA |
| Mr. Alpesh S. Swadas (w.e.f. 28.02.2022) | Independent Director | - | - | - | 1/10 | NA |
| Ms. Mansi S. Shah (w.e.f. 28.02.2022) | Independent Director | - | 1 | 2 | 1/10 | NA |
| Mr. Hitesh M. Donga (w.e.f. 28.02.2022) | Non-Executive Director | - | - | - | 1/10 | NA |

Other board of directors or committees in which a director is a member or chairperson and the names of the listed entities where the person is a director are as under:

| Name of Director | Name of other listed Company in which Directorship held | Category | Membership of | | |
|--------------------|---|----------|-----------------|-------------------------------------|--------------------------------------|
| | | | Audit Committee | Nomination & Remuneration Committee | Stakeholders' Relationship Committee |
| Mr. Shalin A. Shah | 1) Lesha Industries Limited | Director | Member | Member | Chairman |
| | 2) Ashnisha Industries Limited | Director | Member | Member | - |
| | 3) Ashoka Metcast Limited | Director | Member | Member | Member |

| | | | | | |
|---|--|--|--------------------|--------------------|-----------------------|
| Mr. Ashok C. Shah | 1) Lesha Industries Limited 2) Ashnisha Industries Limited 3) Ashoka Metcast Limited | Managing Director Director Managing Director | - - - | - - - | Member Member - |
| Ms. Chitra J. Thaker (upto 02.07.2021) | - | - | - | - | - |
| Mr. Pravinbhai V. Trivedi (upto 30.11.2021) | - | - | - | - | - |
| Ms. Sheetal G. Pandya (upto 31.12.2021) | - | - | - | - | - |
| Ms. Payal P. Pandya (upto 06.01.2022) | - | - | - | - | - |
| Mr. Chandrakant N. Chauhan (w.e.f. 30.09.2021) | 1) Lesha Industries Limited 2) Ashnisha Industries Limited | Independent Director Independent Director | Member Chairman | Chairman Member | Member Member |
| Mr. Alpesh S. Swadas (w.e.f. 28.02.2022) | - | - | - | - | - |
| Ms. Mansi S. Shah (w.e.f. 28.02.2022) | - | - | - | - | - |
| Mr. Hitesh M. Donga (w.e.f. 28.02.2022) | - | - | - | - | - |

- Mr. Chintan K. Patel Practicing Company Secretary, Ahmedabad has certified that none of the directors on the board of the company has been debarred or disqualified from being appointed or continuing as directors of companies by the Securities Exchange Board of India/Ministry of Corporate Affairs or any such statutory authority. A copy of certificate received from him is enclosed with this report.
- Knowledge of business (Oil & Gas), information about raw material, Production/extraction process, Marketing, business strategy and evaluation of performance with industry benchmarks in the fields of Oil & Gas materials, are the key core skill / expertise /competence, in the context of the company's business apart from governance, finance and taxation functions and in the opinion of the Board, these skills are available with board.
- Disclosure with respect to remuneration is given in Annexure-II.

2. BOARD COMMITTEES:

As per the requirement of the Companies Act, 2013 read with Rules and SEBI Listing Regulations, various Board committees have been formed for better governance and accountability viz. Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee.

The terms of reference of each committee are determined by the Board as per the requirement of law and their relevance is reviewed from time to time.

A. AUDIT COMMITTEE:

As a measure of good Corporate Governance and to provide assistance to the Board of Directors in fulfilling the Board's responsibilities, an Audit Committee had been constituted by the Board. The terms of reference of this committee covers matters specified under Regulation 18 of SEBI Listing Regulations and Section 177 of the Companies Act, 2013 and other matters referred by the Board from time to time. Committee lays emphasis on adequate disclosures and compliance with all relevant statutes.

The Statutory Auditors, Internal Auditors and other relevant Senior Management persons are invited to attend the meetings of Audit Committee. Mrs. Payal Pandya, Chairperson of the Audit Committee, was present at the last Annual General Meeting held on September 30, 2021. The Company Secretary acts as Secretary to the Committee.

The major terms of reference of the Audit Committee include:

- Examination of Financial Statements and Auditor's Report thereon;
- Recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
- Evaluation of internal financial controls and risk management systems;
- Approval or modifications of related party transactions;
- Review functioning of the Whistle Blower mechanism;
- Scrutiny of inter-corporate loans and investments.

Audit Committee meetings were held on 30/06/2021, 13/08/2021, 10/11/2021 and 14/02/2022 during the year under review.

The Constitution of the committee and the attendance of each member of the committee is given below:

Composition of Audit Committee as on the date of the report:

| Sr. No. | Name & DIN of the Director | Status | Category |
|---------|--|-------------|------------------------------------|
| 1 | Ms. Payal P. Pandya (DIN: 07658223) (upto 06.01.2022) | Chairperson | Non-Executive Independent Director |
| 2 | Mr. Ashok C. Shah (DIN: 02467830) | Member | Non-Executive Director |
| 3 | Mr. Pravinbhai V. Trivedi (DIN: 02916910) (upto 30.09.2021) | Member | Non-Executive Independent Director |
| 4 | Mr. Chandrakant N. Chauhan (DIN: 08057354) (w.e.f. 30.09.2021) | Member | Non-Executive Independent Director |
| 5 | Ms. Mansi S. Shah (DIN: 09512573) (w.e.f. 28.02.2022) | Chairperson | Non-Executive Independent Director |

Attendance of each member of the Audit Committee:

| Committee Members | Meetings held | Meetings attended |
|----------------------------|---------------|-------------------|
| Ms. Payal P. Pandya | 4 | 3 |
| Mr. Ashok C. Shah | 4 | 4 |
| Mr. Pravinbhai V. Trivedi | 4 | 2 |
| Mr. Chandrakant N. Chauhan | 4 | 2 |
| Ms. Mansi S. Shah | 4 | - |

B. NOMINATION AND REMUNERATION COMMITTEE:

Pursuant to the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of SEBI Listing Regulations, the Board of Directors of the Company constituted "Nomination and Remuneration Committee".

The terms of reference of the Nomination and Remuneration Committee are wide enough to cover the matters prescribed under the provisions of 178 of the Companies Act, 2013 and SEBI Listing Regulations.

The major terms of reference of the Nomination & Remuneration Committee include:

- Identification of persons qualified to become directors and be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal;
- Formulation of the criteria for determining qualifications, positive attributes and independence of a director;
- Specifying the manner for effective evaluation of performance of Board, its committees and individual directors;
- Recommending to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees.

Nomination & Remuneration Committee meetings were held on 30/09/2021 and 28/02/2022 during the year under review.

Composition of Nomination & Remuneration Committee as on the date of the report:

| Sr. No. | Name & DIN of the Director | Status | Category |
|---------|--|-------------|------------------------------------|
| 1 | Mr. Pravinbhai V. Trivedi (DIN: 02916910) (upto 30.09.2021) | Chairperson | Non-Executive Independent Director |
| 2 | Mr. Chandrakant N. Chauhan (DIN: 08057354) (w.e.f. 30.09.2021) | Chairperson | Non-Executive Independent Director |
| 3 | Ms. Payal P. Pandya (DIN: 07658223) (upto 06.01.2022) | Member | Non-Executive Independent Director |
| 4 | Mr. Ashok C. Shah (DIN: 02467830) | Member | Non-Executive Director |
| 5 | Ms. Mansi S. Shah (DIN: 09512573) (w.e.f. 28.02.2022) | Member | Non-Executive Independent Director |

Attendance of each member of the Nomination and Remuneration Committee:

| Committee Members | Meetings held | Meetings attended |
|----------------------------|---------------|-------------------|
| Mr. Pravinbhai V. Trivedi | 2 | 1 |
| Mr. Chandrakant N. Chauhan | 2 | 1 |
| Ms. Payal P. Pandya | 2 | 1 |
| Mr. Ashok C. Shah | 2 | 2 |
| Ms. Mansi S. Shah | 2 | - |

Policy on Directors' Appointment and Remuneration

A transparent, fair and reasonable process for determining the appropriate remuneration at all levels of the Company is required to ensure that shareholders remain informed and confident in the management of the Company. To harmonize the aspirations of human resources consistent with the goals of the Company and in terms of the provisions of the Companies Act, 2013 and the rules made thereunder and the Listing Agreement as amended from time to time, policy on nomination and remuneration of Directors on the Board of the Company, Key Managerial Personnel and other employees in the Senior Management is formulated.

The objective of the Policy is to outline a framework to ensure that the Company's remuneration levels are aligned with best industry practices and are good enough to attract and retain competent Directors on the Board, Key Managerial Personnel and Senior Management Personnel of the quality required.

1.1 Appointment criteria and qualifications

- a) A person who is proposed to be appointed as Director of the Company should be eligible to be appointed as Director and must hold Director Identification Number issued by the Central Government and possess such qualification, expertise and experience as prescribed under the Act.
- b) Without prejudice to generality of the above, a person who is proposed to be appointed as an Independent Director shall also be subject to compliance of provisions of Section 149(6).
- c) KMP or Senior Management personnel shall have adequate qualification, expertise and experience in the relevant field for which the appointment is proposed to be made.
- d) The Committee has discretion to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the concerned position.

1.2 Term / Tenure

- a) Managing Director/Whole-time Director/Manager (Managerial Personnel)
The Company shall appoint or re-appoint any person as its Managerial Personnel for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.
 - b) Independent Director
- An Independent Director shall hold office for a term of up to five consecutive years on the Board of the Company and will be eligible for reappointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.
- No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director. Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.
-

1.3 Evaluation

The Committee shall carry out evaluation of performance of every Director, KMP and Senior Management Personnel at such interval as deemed fit.

1.4 Removal

The Committee may recommend the Board for removal of a Director, KMP or Senior Management Personnel for reasons recorded in writing. The Procedure for removal of any Director shall be as per the provisions of the Act in this regard.

2.1 Remuneration Policy

- a) The remuneration / compensation / commission etc. to the Managerial Personnel will be determined by the Committee and recommended to the Board for approval which shall be subject to the prior/post approval of the shareholders of the Company and Central Government, wherever required.
- b) The remuneration and commission to be paid to the Managerial Personnel shall be in accordance with the percentage / slabs / conditions as per the provisions of the Act.
- c) Increments to the existing remuneration / compensation structure may be recommended by the Committee to the Board which should be within the limits approved by the Shareholders in the case of Managerial Personnel.

Criteria for Performance Evaluation of Independent Directors. The Criteria for performance evaluation of Independent Directors is disclosed in the Board's Report.

Details of Remuneration paid to Directors during the year:**A. Executive Directors**

The remuneration paid to Directors during the financial year ended 31st March, 2022 is as follows:

Mr. Shalin A. Shah (MD): Rs. 18 Lakhs per annum

B. Non Executive Directors

No sitting fees have been paid to Non – Executive Directors for attending any meetings during the financial year ended 31st March, 2022.

C. STAKEHOLDERS' RELATIONSHIP COMMITTEE:

Pursuant to the provisions of Section 178 of the Companies Act, 2013 and Regulation 20 of SEBI Listing Regulations, the Company has constituted "Stakeholders Relationship Committee".

The major terms of reference of the Stakeholders Relationship Committee include:

- Consideration & Resolution of the grievances of security holders of the Company;
- Reviewing of Transfer/ Transmission requests/ Demat/ Remat requests of the security shareholders and issuance of duplicate share certificate, if any.

Composition of Stakeholders Relationship Committee as on the date of the report:

| Sr. No. | Name & DIN of the Director | Status | Category |
|---------|---|-------------|------------------------------------|
| 1 | Mr. Pravinbhai V. Trivedi (DIN: 02916910) (upto 30.09.2021) | Chairperson | Non-Executive Independent Director |

| | | | |
|---|--|-------------|------------------------------------|
| 2 | Mr. Chandrakant N. Chauhan (DIN: 08057354) (w.e.f. 30.09.2021) | Chairperson | Non-Executive Independent Director |
| 3 | Ms. Payal P. Pandya (DIN: 07658223) (upto 06.01.2022) | Member | Non-Executive Independent Director |
| 4 | Mr. Ashok C. Shah (DIN: 02467830) (upto 30.06.2021) | Member | Non-Executive Director |
| 5 | Ms. Mansi S. Shah (DIN: 09512573) (w.e.f. 28.02.2022) | Member | Non-Executive Independent Director |
| 6 | Mr. Shalin A. Shah (DIN: 00297447) (w.e.f. 30.06.2021) | Member | Managing Director |

Attendance of each member of the Stakeholders Relationship Committee:

| Committee Members | Meetings held | Meetings attended |
|----------------------------|---------------|-------------------|
| Mr. Pravinbhai V. Trivedi | 4 | 2 |
| Mr. Chandrakant N. Chauhan | 4 | 2 |
| Ms. Payal P. Pandya | 4 | 3 |
| Mr. Ashok C. Shah | 4 | 1 |
| Ms. Mansi S. Shah | 4 | - |
| Mr. Shalin A. Shah | 4 | 3 |

Ms. Barkha Lakhani, Company Secretary is the Compliance Officer of the Company. Meetings of Stakeholders' Relationship Committee were held on 30/06/2021, 13/08/2021, 10/11/2021 and 14/02/2022.

No. of Shareholders' complaints pending at the beginning of the year: 0

No. of Shareholders' complaints received during the year: 0

No. of complaints solved to the satisfaction of shareholders: 0

No. of complaints not solved to the satisfaction of shareholders: 0

No. of pending complaints at the end of the year: 0

3. INDEPENDENT DIRECTORS:

The selection of eminent people for appointment as Independent Directors on the Board is considered by the Nomination and Remuneration Committee. The Committee, *inter alia*, considers qualification, positive attributes; area of expertise and number of Directorships and Memberships held in various committees of other companies by such person and recommend the same to the Board. The Board considers the Committee's recommendation and takes appropriate decision.

As per requirements under the SEBI Listing Regulations, the Company undertook familiarization Programme for Independent Directors in order to familiarize them with business model, management structure, product portfolio, Industry overview, manufacturing operations, internal control system and processes, risk management framework, functioning of various divisions, HR Management etc.

During the year under review, the Independent Directors met on 21st March, 2022, inter alia, to discuss:

- * Evaluation of the performance of Non Independent Directors and the Board of Directors as a whole;
- * Evaluation of the performance of the Chairman, taking into account the views of the Executive and Non-Executive Directors;
- * Evaluation of quality, content and timelines of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

All Independent Directors were present at the Meeting.

The policy on familiarization Programme for Independent Directors has been uploaded on the Company's website at the following link-

http://gnrl.in/Familiarization_Programme_for_Independent_Directors.pdf

4. SHAREHOLDING OF NON-EXECUTIVE NON-PROMOTER DIRECTORS:

Mr. Chandrakant N. Chauhan, Non-Executive Independent Director of the Company holds 4311 Equity Shares of the Company as on 31.03.2022.

5. DISCLOSURE OF RELATIONSHIPS BETWEEN DIRECTORS INTER-SE:

Mr. Ashok C. Shah, Chairman is the father of Mr. Shalin A. Shah, Managing Director. No other Director of the Company is related to any other Director.

6. POSTAL BALLOT:

During the year, the Company had not sought approval from the shareholders through Postal Ballot. The Company had provided e-voting facility at the time of Annual General Meeting for the year ended 31st March, 2021 held on 30th September, 2021 and for the Extra-Ordinary General Meeting held on 31st March, 2022. The Company had appointed Chintan K. Patel, Practicing Company Secretary to act as Scrutinizer for the entire e-voting process.

7. ANNUAL GENERAL MEETINGS:

Details of last three AGMs held-

| Year | Date | Time | Venue | No. of Special Resolutions passed |
|---------|----------------------------------|------------|---|-----------------------------------|
| 2018-19 | 30 th September, 2019 | 11:00 A.M. | 3 rd Floor, A Wing, Gopal Palace, Opp. Ocean Park, Nr. Nehru Nagar, Satellite Road, Ahmedabad - 380015 | 2 |
| 2019-20 | 30 th September, 2020 | 11:30 A.M. | Video Conferencing (VC)/other Audio-Visual Means (OAVM) | 2 |
| 2020-21 | 30 th September, 2021 | 12:30 P.M. | Video Conferencing (VC)/other Audio-Visual Means (OAVM) | 4 |

No Resolutions were put through postal ballot.

One Extra-Ordinary General Meeting was held on 31st March, 2022 during the year 2021-22 and 3 Special resolutions were passed at the Extra-Ordinary General Meeting.

Resolutions were passed through remote e-voting and poll at the AGM for the financial year ended on 31st March, 2019 and through remote e-voting, e-voting at the Annual General Meeting for the financial year ended on 31st March, 2020 and 31st March, 2021 and at the Extra-Ordinary General Meeting held on 31st March, 2022.

8. DEMAT / REMAT OF SHARES:

Details of Shares Dematerialized / Rematerialized during the last financial year is as below:

| | | |
|----|-------------------------------------|--------|
| a) | Number of Demat requests approved | 14 |
| b) | Number of Shares Dematerialized | 6600 |
| c) | Percentage of Shares Dematerialized | 0.008% |
| d) | Number of Remat requests approved | NIL |
| e) | Number of Shares Rematted | NIL |

Representatives of the Company are constantly in touch with M/s. Purva Sharegistry (India) Private Limited, Share Transfer Agents of the Company and review periodically the outstanding matters.

*Corporate Action executed for transfer of physical shares to IEPF Authority not included in the no. of shares Dematerialised.

9. DISCLOSURES:

- i. There are no materially significant related party transactions that have any potential conflict with the interest of the Company at large.
 - ii. There were no instances of non-compliance nor have any penalties/strictures imposed by Stock Exchanges or SEBI or any other statutory authority on any matters related to capital market, during last 3 financial years, except those stated below:
 - non charging of interest as per section 186 (7) in respect of some of the loans granted by the Company.
 - The Company had not appointed at least one independent director on the board of directors of an unlisted material subsidiary i.e. Heramec Oil & Gas (Singapore) Pte Ltd.
 - There was a delay of one day in filing trading approval application to the exchange and accordingly BSE Limited has levied a fine of Rs. 20,000/- plus GST on the Company, which has been paid by the Company on October 12, 2021
 - iii. Whistle Blower Policy
In terms of SEBI Listing Regulations, the Company has established vigil mechanism for directors, employees and other stakeholders to report concerns about unethical behavior, actual or suspected fraud or violation of the Company's code of conduct or ethical policy.
(www.gnrl.in/Whistle_Blower_Policy.pdf)
 - iv. The Company has also adopted Policy for determining material subsidiaries (www.gnrl.in/Policy_on_Material_Subsidiaries.pdf) and policy on dealing with related party transactions (www.gnrl.in/Related_Party_Transaction_Policy.pdf)
 - v. Details of Compliance with Mandatory requirements and adoption of Non-mandatory requirements of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015.

Mandatory requirements:
The Company complies with all the mandatory requirements of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015, with regard to corporate governance.

Non-Mandatory requirements:

 - a) Office for non-executive Chairman at company's expense: No.
 - b) Half-yearly declaration of financial performance to each household of shareholders: Not complied.
 - c) Audit Qualifications: Complied as there are no audit qualifications.
 - d) Separate posts of Chairman & CEO: Not applicable.
 - e) Reporting of Internal Auditors directly to Audit Committee: Complied.
-

10. MEANS OF COMMUNICATION:

Board of Directors approves and takes on record Unaudited Quarterly Results and Audited Annual Results in the prescribed form and announces forthwith the results and intimate to the BSE Ltd. where the Company's shares are listed. The results are also published in two newspapers, one in English and the other in Regional Language.

11. ADDITIONAL INFORMATION TO SHAREHOLDERS**a. Annual General Meeting:**

Date: 30th September, 2022

Time: 3:30 P.M. IST

The AGM will be held through video conferencing.

Dividend payment date: No dividend recommended by the Board for the F.Y. 2021-22.

b. Calendar of Financial Year ended 31st March, 2022:

The meetings of Board of Directors for approval of quarterly financial results during the Financial Year ended 31st March, 2022 were held on the following dates:

First Quarter Results: 13th August, 2021

Second Quarter and Half yearly Results: 10th November, 2021

Third Quarter Results: 14th February, 2022

Fourth Quarter and Annual Results: 30th May, 2022

c. Tentative Calendar for financial year ending 31st March, 2023:

| | |
|---|-------------------------------|
| Unaudited Results for the quarter ended 30/06/2022 | 13 th August, 2022 |
| Unaudited Results for the quarter ended 30/09/2022 | Second Week of November, 2022 |
| Unaudited Results for the last quarter ended 31/12/2022 | Second Week of February, 2023 |
| Audited Results for the quarter ended 31/03/2023 | Fourth Week of May, 2023 |
| Annual General Meeting for the year ending 31 st March, 2023 | September, 2022 |

d. Date of Book Closure:

Saturday, 24th September, 2022 to Friday, 30th September, 2022 (both days inclusive) for Annual General Meeting.

e. Regd. Office:

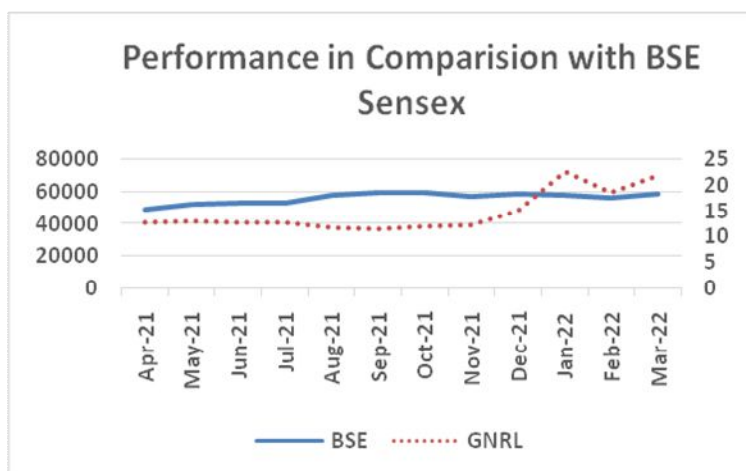
3rd Floor, A Wing, Gopal Palace, Opp. Ocean Park, Nr. Nehru Nagar,
Satellite Road, Ahmedabad – 380015

f. Equity shares of the Company are listed on BSE Limited Stock Exchange.**g. Scrip Code:- 513536 (BSE), Scrip ID: GNRL, ISIN : INE207H01018**

h. Stock Market Data (in Rs. / Per Share):

| Month | Market Price of Share of GNRL at BSE | |
|-----------|--------------------------------------|-------------|
| | Month's High | Month's Low |
| Apr, 2021 | 14.91 | 11.33 |
| May, 2021 | 14.51 | 12.33 |
| Jun, 2021 | 14.49 | 12.30 |
| Jul, 2021 | 15.15 | 12.33 |
| Aug, 2021 | 14.40 | 11.50 |
| Sep, 2021 | 11.99 | 10.50 |
| Oct, 2021 | 15.68 | 10.60 |
| Nov, 2021 | 12.99 | 10.00 |
| Dec, 2021 | 16.05 | 9.20 |
| Jan, 2022 | 24.40 | 15.30 |
| Feb, 2022 | 24.40 | 17.25 |
| Mar, 2022 | 25.00 | 17.45 |

Indicative Comparison of Market Price Equity Share of GNRL with BSE Sensex



i. Share Transfer System:

Applications for transfer of shares held in physical form are received at the office of the Registrars and Share Transfer Agents of the Company, Purva Sharegistry (India) Private Limited. All valid transfers are processed within 15 days from the date of receipt of request of transfer.

j. Distribution of Shareholding as on 31st March, 2022 is as under:

| Slab of Shareholdings | No. of Shareholder | % of Shareholder | No. of Shares | Amount (in Rs.) | % of Capital |
|-----------------------|--------------------|------------------|-----------------|---------------------|---------------|
| 1-500 | 4171 | 80.88 | 436946 | 43,69,460 | 0.54 |
| 501-1000 | 398 | 7.72 | 344197 | 34,41,970 | 0.43 |
| 1001-2000 | 194 | 3.76 | 309116 | 30,91,160 | 0.39 |
| 2001-3000 | 80 | 1.55 | 203198 | 20,31,980 | 0.25 |
| 3001-4000 | 37 | 0.72 | 132819 | 13,28,190 | 0.17 |
| 4001-5000 | 55 | 1.07 | 259961 | 25,99,610 | 0.32 |
| 5001-10000 | 77 | 1.49 | 572380 | 57,23,800 | 0.71 |
| 10001 and above | 145 | 2.81 | 77993028 | 77,99,30,280 | 97.19 |
| TOTAL | 5157 | 100.00 | 80251645 | 80,25,16,450 | 100.00 |

k. Dematerialization of Shares and liquidity:

The shares of the company are permitted for demat on NSDL and CDSL

Issued, Subscribed and Paid up Capital as on March 31, 2022

| | |
|-------------------------------|--------------------------|
| A. Electronic Holding in NSDL | : 80251645 Equity Shares |
| B. Electronic Holding in CDSL | : 16918303 Equity Shares |
| C. Physical Holding | : 63210934 Equity Shares |
| | : 122408 Equity Shares |

I. Outstanding GDRs / ADRs / Warrants or Conversion instruments, Conversion date and like impact on equity:

The Board of Directors of the Company in their Board Meeting converted 24000000 Equity Warrants into Equity Shares in the following manner:

| Sr. No. | No. Of Equity Warrants converted into Equity Shares | Issue and Allotment Value (F.V. Rs. 10/- each) (Issue Price Rs. 12/- each) | Date of Board Meeting of conversion |
|--------------|---|--|-------------------------------------|
| 1. | 7500000 | Rs. 9,00,00,000/- | 13/08/2021 |
| 2. | 16500000 | Rs. 19,80,00,000/- | 23/11/2021 |
| Total | 24000000 | Rs. 28,80,00,000/- | |

m. Investors' correspondence:

For transfer / dematerialization of shares, Change of Address, Change in Status of investors, payment of dividend on shares and other query relating to the shares of the Company:

Purva Sharegistry (India) Private Limited (Unit: Gujarat Natural Resources Limited)
Unit no. 9, Shiv Shakti Ind. Estt.,
J.R. Boricha Marg,
Lower Parel (E),
Mumbai – 400 011

n. Share Transfer System:

Shares in physical form sent for registering transfer, to the Registrar and Shares Transfer Agents, Purva Sharegistry (India) Private Limited are registered and returned within a period of 15 days from the date of receipt, if the documents are in order in all respects.

o. There are no shares lying in the demat suspense account or unclaimed suspense account.

p. List of all credit rating obtained by the entity during the financial year : Not Applicable

q. Details of utilization of funds raised through preferential allotment or qualified institutions placement:

The Company had allotted 2.40 Crore convertible warrants. The warrants got converted in the Board Meeting of the Company held on 13/08/2021 and 23/11/2021. The funds amounting to Rs. 28.80 crores raised upon allotment of equity shares issued on preferential allotment is used as long term resources of the Company, funding working capital requirements, invested in wholly owned subsidiary of the Company and for general corporate purpose. As there is no deviations, in the use of proceeds from the objects stated in the explanatory statement to the notice for the general meeting no explanation in this regards is applicable to be given in the Board's Report.

r. During the financial year there were no recommendations of any committee of the board, which is mandatorily required and board has not accepted the same.

- s. During the year company and its subsidiaries has paid Rs. 3,94,600/- as total fees for all services given by Statutory Auditor of the Company and its subsidiaries. No payment was done to any network entity of which statutory auditor is part.

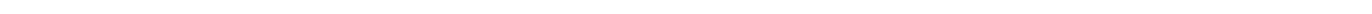
Place: Ahmedabad

Date: 30th August, 2022

For and on behalf of the Board

**Sd/-
Shalin A. Shah
Managing Director
DIN: 00297447**

**Sd/-
Ashok C. Shah
Director
DIN: 02467830**



DECLARATION

All Board Members and Senior Management personnel have affirmed compliance with the code of conduct for Directors and Senior Management as approved by the Board for the financial year 2021-22.

**Place: Ahmedabad
Date: 30th August, 2022**

For and on behalf of the Board

**Sd/-
Shalin A. Shah
Managing Director
DIN: 00297447**

**Sd/-
Ashok C. Shah
Director
DIN: 02467830**

ANNEXURE-V TO THE BOARD'S REPORT

CORPORATE GOVERNANCE CERTIFICATE

To
The Members
GUJARAT NATURAL RESOURCES LIMITED

We have examined the compliance of conditions of Corporate Governance by Gujarat Natural Resources Limited ('the Company') for the year ended on 31st March, 2022, as per Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations).

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to a review of procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the provisions as specified in Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, **Except the Company had not complied with the regulation 24(1) of SEBI (LODR) Regulations, 2015. The Company had not appointed at least one independent director on the board of directors of an unlisted material subsidiary i.e. Heramec Oil & Gas (Singapore) Pte Ltd.**

As per SEBI Circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/94 dated 19/08/2019 the Listed Company have to apply to Exchange for Trading Approval within 7 Working Days of receiving the listing approval from Stock Exchange. There was a delay of one day in filing trading approval application to the exchange and accordingly BSE Limited has levied a fine of Rs. 20,000/- plus GST on the Company, which has been paid by the Company on October 12, 2021.

We further state that this certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

**Place : Ahmedabad
Date : 30th August, 2022**

**Sd/-
Chintan K. Patel
Practicing Company Secretary
Mem. No. A31987
COP No. 11959
PR no. 2175/2022
UDIN: A031987D000878008**

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

I, Chintan K. Patel, Practicing Company Secretary, have examined the registers, records and books and papers of Gujarat Natural Resources Limited (the Company) as required to be maintained under the Companies Act, 2013 (the Act) and the rules made thereunder for the financial year ended on 31st March, 2022. In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the company, its directors and officers, I certify that none of the directors on the board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by the Securities Exchange Board of India/Ministry of Corporate Affairs or any such statutory authority.

Place : Ahmedabad

Date : 30th August, 2022

Sd/-

Chintan K. Patel

Practicing Company Secretary

UDIN: A031987D000878019

Mem. No. A31987

COP No. 11959

PR no. 2175/2022

CEO & CFO CERTIFICATION

To,
The Board of Directors,
Gujarat Natural Resources Limited
Ahmedabad

We hereby certify that:

- i. We have reviewed the financial statements and the cash flow statement for the Financial Year 2021-22 and that to the best of our knowledge and belief.
 - a. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - b. these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- ii. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or in violation of the Company's code of conduct.
- iii. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee that there have been no inefficiencies in the design or operation of internal controls, prevailing in the company.
- iv. We hereby certify that :
 - a. There have been no significant changes in internal control during the year.
 - b. There have been no significant changes in accounting policies during the year and
 - c. No instances of significant fraud were observed in the Company by the management or an employee having a significant role in the company's internal control system.

For and on behalf of the Board

Place: Ahmedabad
Date: 30th May, 2022

Sd/-
Shalin A. Shah
Managing Director
DIN: 00297447

Sd/-
Hitesh M. Donga
Chief Financial Officer

Form AOC- 1

Part "A": Subsidiaries

| 1 | Name of the subsidiary | GNRL Oil & Gas (I) Pvt Ltd (Formerly Sigma Oil & Gas Private Limited | GNRL Oil & Gas Ltd. (Formerly Heramec Ltd) | Alkor Petro Overseas Ltd. | Gorlas Corporate Holdings Ltd. | Heramec Oil & Gas (Singapore) Pte Ltd. | Gorlas Global Energy PLC- Isle Of Man |
|----|---|---|---|---|---|---|--|
| 2 | The date since when subsidiary was acquired | 08/05/2009 | 02/11/2007 | 02/11/2007 | 02/11/2007 | 30/05/2009 | 02/11/2007 |
| 3 | Reporting period for the subsidiary | 2021-22 | 2021-22 | 2021-22 | 2021-22 | 2021-22 | 2021-22 |
| 4 | Reporting currency and Exchange rate as on the last date of the relevant Financial year | INR | INR | USD | USD | USD | USD |
| 5 | Share capital | 102,900,000 | 1,988 | 4,82,000 | 10,000 | 40,82,000 | 9100 |
| 6 | Reserves & surplus | (5276043) | 42778240 | NIL | NIL | (87,650)) | NIL |
| 7 | Total assets | 884726530 | 843671452 | 4,82,000 | 1,83,284 | 3994350 | 2,55,218 |
| 8 | Total Liabilities | 97623957 | 800891224 | 4,82,000 | 1,83,284 | 3994350 | 2,55,218 |
| 9 | Investments | 348,187,569 | NIL | NIL | NIL | NIL | NIL |
| 10 | Turnover | NIL | 88582233 | NIL | NIL | NIL | NIL |
| 11 | Profit before taxation | (42,59,448) | (31340624) | NIL | NIL | (6,264) | NIL |
| 12 | Provision for taxation | (15,695) | (3104263) | NIL | NIL | NIL | NIL |
| 13 | Profit after taxation | (42,75,143) | (28236361) | NIL | NIL | (6,264) | NIL |
| 14 | Proposed Dividend | NIL | NIL | NIL | NIL | NIL | NIL |
| 15 | % of shareholding | 100% held by Gujarat Natural Resources Limited | 100% held by GNRL Oil & Gas (I) Private Limited | 100% held by GNRL Oil & Gas (I) Private Limited | 100% held by GNRL Oil & Gas (I) Private Limited | 100% held by GNRL Oil & Gas (I) Private Limited | 100% held by Gorlas Corporate Holdings Ltd |

2. Names of subsidiaries which are yet to commence operations - None

3. Names of subsidiaries which have been liquidated or sold during the year. - NA

Part "B": Associates and Joint Ventures

There are no Associates of the Company.

(d) Price Risk Exposure

The Company's exposure to securities price risk arises from investments held in mutual funds and classified in the balance sheet at fair value through profit or loss. To manage its price risk arising from such investments, the Company diversifies its portfolio. Further these are all debt base securities for which the exposure is primarily on account of interest rate risk. Quotes (NAV) of these investments are available from the mutual fund houses. Profit for the year would increase/decrease as a result of gains/losses on these securities classified as at fair value through profit or loss.

➤ Others

- Sundry debtors over six months included Rs. 244.02lacs non-performing in nature. In the opinion of the Directors, they are good and recoverable. The Directors are hopeful of getting recoveries in the next year as present market conditions are not favorable. However, in the opinion of the Auditor, it shall be prudent to identify the same as doubtful of recovery requiring adequate provision. It has been explained that the management of the company is pursuing recoveries and actual losses, if any, shall be adjusted as and when arises.
- As informed by the management that the loans are interest free, which in our opinion is violation of Section 186 (7) of the Companies Act, 2013.
- Confirmation of the concerned parties for the amount due to them and/or due from them as per accounts of the company is not received. Necessary adjustments, if any, will be made when accounts are reconciled or settled. Balance of sundry debtors and creditors, loans and advances accepted and given in the balance sheet are subject to confirmation.
- In the opinion of board of directors, the value of loans and advances and other current assets have a value on realization in the ordinary course of business at least equal to the amount at which they are stated in balance sheet.
- There is carry forward of losses, the company need not to recognize deferred tax assets in the event of non-availability of convincing evidence as to future income.
- The previous year's figures have been reworked, regrouped, rearranged and reclassified wherever necessary. Amounts and other disclosures for the preceding year are included as an integral part of the current year financial statements and are to be read in relation to the amounts and other disclosures relating to the current year.

Financial Ratios for the Financial Year 2021-22:

| Sr. No. | Ratios | Numerator | Denominator | Ratios |
|---------|---|--|------------------------------|--------|
| (i) | Current Ratio | Current Assets | Current Liabilities | 3.15 |
| (ii) | Debt - Equity Ratio | Total Debt | Shareholder's Equity | 0.17 |
| (iii) | Debt Service Coverage Ratio | Earnings available for Debt Servicing | Total Debt Service | 0.09 |
| (iv) | Return on Equity Ratio | Profit after Taxes | Average Shareholder's Equity | (0.03) |
| (v) | Inventory turnover ratio (in days) | Cost of Goods Sold | Average Inventory | 2.00 |
| (vi) | Trade Receivable turnover ratio (in days) | Revenue from Operations | Average Trade Receivables | 1.37 |
| (vii) | Trade Payables turnover ratio (in days) | Purchase of Goods & Services and other expense | Average Trade Payables | 0.00 |
| (viii) | Net Capital turnover | Revenue from Operations | Net Assets | 0.07 |
| (ix) | Net Profit Ratio | Net Profit after Taxes | Revenue from Operations | (0.46) |
| (x) | Return on Capital Employed | Earning before Interest & Tax | Capital Employed | (0.03) |
| (xi) | Return on Investment | Income from Investments | Net Assets | (0.03) |

For, Gujarat Natural Resources Limited

Ashok C. Shah
Director
DIN : 02467830

Shalin A. Shah
Managing Director
DIN : 00297447

Hitesh Donga
CFO

Barkha Lakhani
Company Secretary

For, **G M C A & Co.**
Chartered Accountants
FRN : 109850W

CA Mitt S. Patel
Partner

Place : Ahmedabad
Date : 30/05/2022

Membership No. : 163940
UDIN : 22163940AJV SXH6490