

## NOTICE

Notice is hereby given that 15<sup>th</sup> Annual General Meeting of the members of Gujarat State Petronet Limited will be held on Friday, the 27<sup>th</sup> day of September, 2013 at 3.00 p.m. at Assembly Hall, GSPC Bhavan, Behind Udhyog Bhavan, Sector – 11, Gandhinagar - 382010 to transact the following business:

### ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2013, the Profit & Loss Account for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To declare Dividend on Equity Shares.
3. To appoint a Director in place of Dr. R Vaidyanathan who retires by rotation and being eligible offers himself for re-appointment.
4. To fix remuneration of Statutory Auditors of the Company in terms of the provisions of Section 224 (8) (aa) of the Companies Act, 1956.

### SPECIAL BUSINESS

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

**“RESOLVED THAT** Dr. Hasmukh Adhia, IAS, who was appointed as an Additional Director of the Company pursuant to Section 260 of the Companies Act, 1956 read with Article 141(a) and 148 of the Articles of Association of the Company and who holds office upto the date of this Annual General Meeting, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

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

**“RESOLVED THAT** Prof. Yogesh Singh, who was appointed as an Additional Director of the Company pursuant to Section 260 of the Companies Act, 1956 read with Article 148 of the Articles of Association of the Company and who holds office upto the date of this Annual General Meeting, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

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

**“RESOLVED THAT** Shri Yogesh B Sinha, who was appointed as an Additional Director of the Company pursuant to Section 260 of the Companies Act, 1956 read with Article 148 of the Articles of Association of the Company and who holds office upto the date of this Annual General Meeting, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

8. 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 applicable provisions of the Companies Act, 1956, Listing Agreement and such other approvals as may be necessary, consent of the Company be and is hereby accorded for payment of monthly salary derived on the basis of “last pay drawn minus pension” as stipulated vide Resolution No. GPC-10-2010-110000-E of Govt. of Gujarat dated 10<sup>th</sup> May, 2013 and Resolution No. GPC-10-2010-110000-E of Govt. of Gujarat dated 22<sup>nd</sup> August, 2013 to Shri M. M. Srivastava, IAS (Retd) w.e.f. 27<sup>th</sup> August, 2012.

**RESOLVED FURTHER THAT** Shri M. M. Srivastava, IAS (Retd.) shall also be entitled to perquisites/ benefits/ allowances as stipulated in the said GoG Resolutions.

**RESOLVED FURTHER THAT** the Board of Directors which shall include any Committee of the Board specifically authorised for this purpose from time to time be and is hereby authorised to take such actions as may be necessary for implementing the above resolutions.”

**For Gujarat State Petronet Limited,**

**Tapan Ray, IAS**  
*Managing Director*

Date: 23<sup>rd</sup> August, 2013  
Place: Gandhinagar

**Registered Office**  
GSPC Bhavan, Sector - 11,  
Gandhinagar - 382 010.



**Notes:**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENTS APPOINTING PROXY TO BE VALID AND EFFECTIVE MUST REACH TO THE REGISTERED OFFICE OF THE COMPANY MINIMUM 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
2. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the board resolution authorizing their representative to attend and vote on their behalf at the meeting.
3. Members / proxies are requested to bring their attendance slip along with their copy of Annual Report to the meeting.
4. Members desirous of getting any information related to accounts or operations of the Company are requested to send in their queries so as to reach the Company's Registered Office atleast 7 days in advance before the date of meeting to enable the management to keep the information ready.
5. The Register of Members and Share Transfer Books of the Company shall remain closed from Saturday, 21<sup>st</sup> September, 2013 to Friday, 27<sup>th</sup> September, 2013 (both days inclusive) for the purpose of payment of the Dividend. The Dividend, if declared at the ensuing Annual General Meeting shall be paid, on Friday, 4<sup>th</sup> October, 2013 to those Members of the Company whose names appear (a) as beneficial owners as at the close of business hours on 20<sup>th</sup> September, 2013 as per the list to be furnished by the depositories in respect of the Shares held in electronic form; and (b) as Members in the Register of Members of the Company as on 21<sup>st</sup> September, 2013, after giving effect to all valid Share transfers in physical form received on or before 20<sup>th</sup> September, 2013.
6. All transfer deeds, requests for change of address, bank particulars /mandates/ECS mandates, PAN should be lodged with Company's Registrar and Share Transfer Agent, M/s Karvy Computershare Private Limited, Plot No 17-24, Vittal Rao Nagar, Madhapur, Hyderabad - 500 081, in case of Shares held in physical form on or before 20<sup>th</sup> September, 2013. The above details in respect of the Shares held in electronic form should be sent to the respective Depository Participants by the Members well in time.
7. Members are requested to furnish the Registrar / Depository Participants, the name and address of the branch of the bank, MICR code of the branch, type of account and account number to enable the Company to distribute Dividend through National Electronic Clearing Services (NECS). In the absence of NECS facility with the Member's bank, the bank account details will be printed on the Dividend Warrants, if available.
8. The Securities and Exchange Board of India has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding Shares in electronic mode are, therefore, requested to submit the PAN details to their Depository Participants with whom they are maintaining their demat accounts. Members holding Shares in physical form can submit their PAN details to M/s Karvy Computershare Private Limited.
9. As stipulated under Clause 49 of the listing agreement with Stock Exchanges, profile of Directors seeking re-appointment / appointment is provided under Section "Board of Directors" of the Corporate Governance Report, which forms an integral part of this Annual Report.
10. To support the 'Green Initiative' in the Corporate Governance taken by the Ministry of Corporate Affairs, to contribute towards greener environment and to receive all documents, notices, including Annual Reports and other communications of the Company, Shareholders should register their e-mail addresses with our R&TA, M/s Karvy Computershare Private Limited, if Shares are held in physical mode or with their Depository Participant, if the holding is in electronic mode.

## ANNEXURE TO THE NOTICE

### Explanatory Statement Pursuant To Section 173 (2) Of The Companies Act, 1956

#### Item No. 5

Dr. Hasmukh Adhia, IAS was appointed as an Additional Director of the Company by the Board of Directors with effect from 21<sup>st</sup> March, 2013 in accordance with the provisions of Article 141(a) and 148 of Articles of Association. As per the provisions of Section 260 of the Companies Act, 1956, he holds office upto the date of this Annual General Meeting. As required under Section 257 of the Companies Act, 1956, the Company has received a Notice from a Member in writing proposing the candidature of Dr. Hasmukh Adhia, IAS for appointment as a Director of the Company.

The Board recommends the appointment of Dr. Hasmukh Adhia, IAS as a Director of the Company in accordance with the provisions of Article 141(a) of Articles of Association.

No other Director except Dr. Hasmukh Adhia, IAS is in any way concerned or interested in the said Resolution.

The Members are requested to approve the Resolution.

#### Item No. 6

Prof. Yogesh Singh was appointed as an Additional Director of the Company by the Board of Directors with effect from 20<sup>th</sup> May, 2013. As per the provisions of Section 260 of the Companies Act, 1956, he holds office upto the date of this Annual General Meeting. As required under Section 257 of the Companies Act, 1956, the Company has received a Notice from a Member in writing proposing the candidature of Prof. Yogesh Singh, for appointment as a Director of the Company.

The Board recommends the appointment of Prof. Yogesh Singh, as a Director of the Company.

No other Director except Prof. Yogesh Singh is in any way concerned or interested in the said Resolution.

The Members are requested to approve the Resolution.

#### Item No. 7

Shri Yogesh B Sinha was appointed as an Additional Director of the Company by the Board of Directors with effect from 27<sup>th</sup> May, 2013. As per the provisions of Section 260 of the Companies Act, 1956, he holds office upto the date of this Annual General Meeting. As required under Section 257 of the Companies Act, 1956, the Company has received a Notice from a Member in writing proposing the candidature of Shri Yogesh B Sinha, for appointment as a Director of the Company.

The Board recommends the appointment of Shri Yogesh B Sinha, as a Director of the Company.

No other Director except Shri Yogesh B Sinha is in any way concerned or interested in the said Resolution.

The Members are requested to approve the Resolution.

#### Item No. 8

The Board of Directors vide Circular Resolution dated 24<sup>th</sup> August, 2012 appointed Shri M. M. Srivastava, IAS (Retd.) as an Additional Director and Chairman of the Company. Further, the Members at its 14<sup>th</sup> Annual General Meeting held on 25<sup>th</sup> September, 2012 regularized appointment of Shri M M Srivastava, IAS (Retd.) as Chairman of the Company.

The Government of Gujarat has vide Resolution No. GPC-10-2010-110000-E dated 10<sup>th</sup> May, 2013 approved terms and conditions in respect of appointment of Shri M. M. Srivastava, IAS (Retd.) as the Non-Executive Chairman w.e.f. 27<sup>th</sup> August, 2012. He shall be entitled to monthly salary, allowances, perquisites etc. as follows:

- 1) Monthly salary derived on the basis of "Last Pay drawn minus Pension".
- 2) Dearness Allowance on the Last Pay drawn by him immediately before his retirement and shall not be entitled to get any temporary increase on monthly pension.
- 3) Car with driver for discharging official duties.
- 4) Travelling allowance, daily allowance and other allowances received by him at the time of retirement and shall not be entitled for any Transport Allowance.
- 5) Medical facility/ reimbursement, accommodation, perquisites, facilities, allowances as stipulated in the GoG Resolution No. GPC-10-2010-110000-E dated 10<sup>th</sup> May, 2013.



- 6) He shall also be entitled to other facilities received by him at the time of retirement as ACS to Government of Gujarat, Finance Department.

Clause 49(I) (B) of the Listing Agreement provides that all fees/ compensation, if any, paid to Non - Executive Directors shall be fixed by the Board of Directors and shall require approval of the shareholders in a general meeting. The Board of Directors of the Company has recommended remuneration for the period from 27<sup>th</sup> August, 2012 to 26<sup>th</sup> August, 2014 to Shri M M Srivastava, IAS (Retd.), Chairman pursuant to Govt. of Gujarat Resolution No. GPC-10-2010-110000-E dated 10<sup>th</sup> May, 2013 and dated 22<sup>nd</sup> August, 2013 for approval of the Members at the ensuing Annual General Meeting and the total approx annual remuneration would be approx ₹ 12.50/- Lacs.

It is, therefore, proposed to approve payment of monthly remuneration to Shri M. M. Srivastava, IAS (Retd.), Non Executive Chairman of the Company effective from 27<sup>th</sup> August, 2012, more particularly prescribed in GoG Resolutions dated 10<sup>th</sup> May, 2013 and 22<sup>nd</sup> August, 2013. The said GoG Resolutions are open for inspection at the Registered Office of the Company between 11.00 am to 6.00 pm on any working day up to the date of the Annual General Meeting.

No other Director except Shri M M Srivastava, IAS (Retd.) is in any way concerned or interested in the said Resolution.

The Members are requested to approve the Resolution.

**For Gujarat State Petronet Limited,**

**Tapan Ray, IAS**  
*Managing Director*

Date: 23<sup>rd</sup> August, 2013  
Place: Gandhinagar

Registered Office  
GSPC Bhavan, Sector -11,  
Gandhinagar – 382 010.