

NOTICE

Notice is hereby given that 16th Annual General Meeting of the Members of Gujarat State Petronet Limited will be held on Thursday, the 25th day of September, 2014 at 3.00 p.m. at Assembly Hall, GSPC Bhavan, Behind Udyog 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, 2014, 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 Shri D J Pandian, IAS [DIN: 00015443] 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 142 of the Companies Act, 2013.

SPECIAL BUSINESS

5. **To consider and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:**
“RESOLVED THAT pursuant to provisions of Sections 149 and 152 read with Schedule IV of the Companies Act, 2013 and the Companies [Appointment and Qualifications of Directors] Rules, 2014 [including any statutory modification(s) or re-enactment thereof for the time being in force] and Clause 49 of the Listing Agreement, Dr. R Vaidyanathan [DIN: 00221577], being qualified and eligible for appointment as an Independent Director of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a Member proposing his candidature for the office of the Director, be and is hereby appointed as an Independent Director of the Company to hold office for a period of five (5) consecutive years from the date of this Annual General Meeting i.e. upto 24th September, 2019, subject to review of annual performance, and whose term of office shall not be liable to retirement by rotation.”
6. **To consider and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:**
“RESOLVED THAT pursuant to provisions of Sections 149 and 152 read with Schedule IV of the Companies Act, 2013 and the Companies [Appointment and Qualifications of Directors] Rules, 2014 [including any statutory modification(s) or re-enactment thereof for the time being in force] and Clause 49 of the Listing Agreement, Prof. Yogesh Singh [DIN: 06600055], being qualified and eligible for appointment as an Independent Director of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a Member proposing his candidature for the office of the Director, be and is hereby appointed as an Independent Director of the Company to hold office for a period of five (5) consecutive years from the date of this Annual General Meeting i.e. upto 24th September, 2019, subject to review of annual performance, and whose term of office shall not be liable to retirement by rotation.”
7. **To consider and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:**
“RESOLVED THAT pursuant to provisions of Sections 149 and 152 read with Schedule IV of the Companies Act, 2013 and the Companies [Appointment and Qualifications of Directors] Rules, 2014 [including any statutory modification(s) or re-enactment thereof for the time being in force] and Clause 49 of the Listing Agreement, Shri Yogesh B Sinha [DIN: 02902722], being qualified and eligible for appointment as an Independent Director of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a Member proposing his candidature for the office of the Director, be and is hereby appointed as an Independent Director of the Company to hold office for a period of five (5) consecutive years from the date of this Annual General Meeting i.e. upto 24th September, 2019, subject to review of annual performance, and whose term of office shall not be liable to retirement by rotation.”
8. **To consider and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:**
“RESOLVED THAT pursuant to provisions of Sections 149 and 152 read with Schedule IV of the Companies Act, 2013 and the Companies [Appointment and Qualifications of Directors] Rules, 2014 [including any statutory modification(s) or re-enactment thereof for the time being in force] and Clause 49 of the Listing Agreement, Dr. Bakul Dholakia [DIN: 00005754], being qualified and eligible for appointment as an Independent Director of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a Member proposing his candidature for the office of the Director, be and is hereby appointed as an Independent Director of the Company to hold office for a period of five (5) consecutive years from the date of this Annual General Meeting i.e. upto 24th September, 2019, subject to review of annual performance, and whose term of office shall not be liable to retirement by rotation.”
9. **To consider and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:**
“RESOLVED THAT pursuant to provisions of Sections 149 and 152 read with Schedule IV of the Companies Act, 2013 and the Companies [Appointment and Qualifications of Directors] Rules, 2014 [including any statutory modification(s) or re-enactment thereof for the time being in force] and Clause 49 of the Listing Agreement, Smt. Vilasini Ramachandran, IAS (Retd.) [DIN: 02224693], being qualified and eligible for appointment as Woman Independent Director of the Company and in respect of



whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a Member proposing her candidature for the office of the Director, be and is hereby appointed as Woman Independent Director of the Company to hold office for a period of five (5) consecutive years from the date of this Annual General Meeting i.e. upto 24th September, 2019, subject to review of annual performance, and whose term of office shall not be liable to retirement by rotation.”

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

“**RESOLVED THAT** pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 [including any statutory modification(s) or re-enactment thereof for the time being in force], M/s. R K Patel, & Co., Cost Accountants, Vadodara, the Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the Financial Year ending 31st March, 2015 be paid the remuneration of 1,08,000/- plus applicable taxes and out of pocket expenses incurred by them during the course of Audit.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to take such actions as may be necessary for implementing the above Resolution.”

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

“**RESOLVED THAT** pursuant to the provisions Section 197 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and all other applicable provisions of the Companies Act, 2013 [including any statutory modification(s) or re-enactment thereof for the time being in force] and Listing Agreement of the Company, the Company hereby accords its approval to the payment of monthly remuneration 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 10th May, 2013 and letter dated 20th August, 2014 to Shri M M Srivastava, IAS (Retd.), Non-Executive Chairman [DIN: 02190050] w.e.f. 28th August, 2014 for a period of one year or till further orders by Govt. of Gujarat, whichever is earlier.

RESOLVED FURTHER THAT Shri M M Srivastava, IAS (Retd.), Non-Executive Chairman [DIN: 02190050] shall also be entitled to perquisites/benefits/allowances as stipulated in the said GOG Resolution provided that the total remuneration including perquisites/benefits/allowances payable to Shri M M Srivastava, IAS (Retd.), Non-Executive Chairman [DIN: 02190050] shall not exceed the limit prescribed under the Companies Act, 2013.

RESOLVED FURTHER THAT the Company hereby accords its approval and authorizes the Board of Directors of the Company to agree to any revision/increase, variation, modification or amendment as may be decided from time to time by the Govt. of Gujarat in the terms and conditions of payment of remuneration including perquisites to Shri M M Srivastava, IAS (Retd.), Non-Executive Chairman [DIN: 02190050] in accordance with and to the extent permissible under the Companies Act, 2013 or as may be prescribed/approved by the Central Government, if such approval of Central Government is required.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as in its absolute discretion it may consider necessary, expedient or desirable to give effect to the above Resolutions.”

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

“**RESOLVED THAT** in supersession of the Resolution passed under Section 293 (1) (d) of the erstwhile Companies Act, 1956 and pursuant to Section 180 (1) (c) and other applicable provisions, if any, of the Companies Act, 2013 [including any statutory modification(s) or re-enactment thereof for the time being in force], consent of the Members be and is hereby accorded to the Board of Directors of the Company (herein after referred to as “Board” which term shall include any Committee of the Board constituted / to be constituted to exercise its powers, including the powers conferred by this Resolution) to borrow from time to time such sum or sums of money as they may deem fit by way of loans / debentures or any other mode of borrowing as may be deemed fit by the Board of Directors for the purpose of business of the Company notwithstanding that the money(s) to be borrowed together with the money(s) already borrowed by the Company (apart from temporary loans obtained from the Company’s Bankers in the ordinary course of business) shall exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose provided that the total amount together with the money(s) already borrowed by the Board of Directors shall not exceed the sum of ₹ 4000,00,00,000/- (Rupees Four Thousand Crores Only) at any time.

RESOLVED FURTHER THAT the Board of Directors or its Committee be and is hereby authorized to do and perform all such acts, matters, deeds and things, as may be necessary, without further referring to the Members of the Company, including finalizing terms and conditions, methods and modes in respect thereof and finalizing and executing necessary documents including schemes, agreements, deeds of assignment/ conveyance and such other documents as may be necessary or expedient in its own discretion and in the best interest of the Company including the power to delegate, to give effect to this Resolution”.

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

“**RESOLVED THAT** in supersession of the Resolution passed under Section 293 (1) (a) of the erstwhile Companies Act, 1956 and pursuant to the provisions of Section 180 (1) (a) and other applicable provisions, if any, of the Companies Act, 2013 [including any statutory modification(s) or re-enactment thereof for the time being in force], and the Memorandum and Articles of Association of the Company, consent of the Members be and is hereby accorded to the creation by the Board of Directors of the Company (herein after referred to as “Board” which term shall include any Committee of the Board constituted / to be constituted to exercise its powers, including the powers conferred by this Resolution) from time to time of such mortgages, charges, liens, hypothecation, assignment, transfer and/or other securities in addition to the mortgages, charges, liens, hypothecation and / or other securities created by the Company on such terms and conditions as the Board in its sole discretion may deem fit, on the Company’s assets and

properties, both present and future, whether movable or immovable, including whole or substantially the whole of the Company's undertaking (s) in favour of banks / financial institutions/debentures trustees / other lenders as may agreed to by the Board for the purpose of securing the repayment of any loans / financial assistance/other borrowings of the Company.

RESOLVED FURTHER THAT the Board of Directors or its Committee be and is hereby authorized to do and perform all such acts, matters, deeds and things, as may be necessary, without further referring to the Members of the Company, including finalising and executing necessary documents including schemes, agreements, deeds of assignment/ conveyance and such other documents as may be necessary or expedient in its own discretion and in the best interest of the Company including power to delegate, to give effect to this Resolution.”

For Gujarat State Petronet Limited,

Tapan Ray, IAS
Managing Director

Date: 25th August, 2014

Place: Gandhinagar

Registered Office

GSPC Bhavan, Sector - 11,
Gandhinagar - 382 010.

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.**

A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.

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, 20th September, 2014 to Thursday, 25th September, 2014 (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 Tuesday, 30th September, 2014 to those Members of the Company whose names appear (a) as beneficial owners as at the close of business hours on 19th September, 2014 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 20th September, 2014, after giving effect to all valid Share Transfers in physical form received on or before 19th September, 2014.
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 19th September, 2014. 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. Electronic copy of the Annual Report is being sent to all the Members whose E-mail IDs are registered with the Company/ Depository Participants unless any Member has requested for a hard copy of the same. For Members who have not registered their email address, physical copies of the Annual Report is being sent in the permitted mode.
11. To promote green initiative, Members are requested to register their e-mail addresses through their Depository Participants for sending the future communications by e-mail. Members holding the Shares in physical form may register their e-mail addresses through the RTA, giving reference of their Folio Number.
12. Members also note that the Annual Report for Financial Year 2013 - 14 will also be available on the Company's website www.gspcgroup.com for download.

13. Voting through Electronic Means:

- I. In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, and Listing Agreement, the Company is providing facility to the Members to exercise their right to vote at the 16th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting platform provided by M/s. Karvy Computershare Private Limited.

The procedure and instructions for e-voting are as follows:

- i. Open your Web Browser during the voting period and navigate to following URL for e-voting : <https://evoting.karvy.com>
- ii. Shareholders of the Company holding Shares either in physical form or in dematerialized form, as on the cut – off date i.e. Friday, 22nd August, 2014 may cast their vote electronically.
- iii. Enter the login credentials i.e. User ID and Password. Your Folio No/DP ID, Client ID will be your User ID.

User - ID: For Members holding Shares in demat form:-

- a) For NSDL:- 8 Character DP ID followed by 8 Digits Client ID
- b) For CDSL:- 16 Digit Client ID

For Members holding Shares in physical form:-

- Event No. followed by Folio Number registered with the Company.

Password : Your unique Password is printed separately/via e-mail and forwarded through the electronic Notice/physical Notice.

Captcha : Enter the verification code i.e. please enter the alphabets and numbers exact way as they are displayed for security reasons.

- iv. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting User Manual for Shareholders available at the download section of <https://evoting.karvy.com> or contact M/s. Karvy Computershare Private Limited at Toll Free No. 1800 345 4001.
- v. Members can cast their votes online from Thursday, 18th September, 2014 (9.00 A.M.) to Saturday, 20th September, 2014 (6.00 P.M.). (Both days inclusive).
- vi. After entering these details appropriately, click on “LOGIN”.
- vii. Members holding Shares in Demat/Physical form will now reach Password Change menu wherein they are required to mandatorily change their Login Password field. The new Password has to be minimum eight (8) characters consisting of atleast one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. The system will prompt you to change your Password and update any contact details like mobile, email ID, etc on 1st Login. You may also enter the secret question and answer of your choice to retrieve your Password in case you forget it. It is strongly recommended not to share your Password with any other person and take utmost care to keep your Password confidential.
- viii. You need to Login again with the new credentials.
- ix. On successful Login, the system will prompt you to select the ‘EVENT’, i.e. the Company Name (Gujarat State Petronet Limited).
- x. On the voting page, you will see Resolution Description and against the same the option ‘FOR/AGAINST/ABSTAIN’ for voting. Enter the number of Shares (which represents numbers of votes) under ‘FOR/AGAINST/ABSTAIN’ or alternatively you may partially enter any number in ‘FOR’ and partially in ‘AGAINST’ but the total number in ‘FOR/AGAINST’ taken together should not exceed your total shareholding. If the Shareholder do not want to cast, select ‘ABSTAIN’.
- xi. Shareholders holding multiple folios/demat account shall choose the voting process separately for each folio/demat account.

- 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. During the voting period, Shareholders can login any number of times till they have voted on the Resolution.
- xiii. Once you 'CONFIRM' your vote on the Resolution, you will not be allowed to modify your vote.
- xiv. Corporate/Institutional Members (Corporate/FIs/FIIs/Trust/Mutual Funds/Banks, etc.) are required to send scan (PDF format) of the relevant Board Resolution to the Scrutinizer through e-mail to scrutinizerspl@gmail.com with a copy to evoting@karvy.com. The file scanned image of the Board Resolution should be in the naming format "Corporate Name_ Event No."

In case a Member receives physical copy of the Notice of AGM (for Members whose e-mail IDs are not registered with the Company/Depository Participants or requesting physical copy):

- a. Initial Password is provided separately:
EVEN (E - Voting Event Number) User ID/Password/PIN
 - b. Please follow all steps from Sl. No. (i) to Sl. No. (xiii) above, to cast vote.
 - II. You can also update your mobile number and e-mail ID in the user profile details of the Folio which may be used for sending future communication(s).
 - III. The e-voting period commences on Thursday, **18th September, 2014 (9.00 A.M.)** and ends on Saturday, **20th September, 2014 (6.00 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 i.e. Friday, 22nd August, 2014, may cast their votes electronically. The e-voting module shall be disabled by M/s. Karvy Computershare Private Limited thereafter. Once the vote on a Resolution is cast by the Shareholders, the Shareholder shall not be allowed to change it subsequently.
 - IV. The voting rights of the Shareholders shall be in proportion to their share of the paid up Equity Share Capital of the Company as on the cut – off date of Friday, 22nd August, 2014.
 - V. The Company has appointed M/s. K K Patel & Associates, Practicing Company Secretary, as the Scrutinizer who will collate the electronic voting process in a fair and transparent manner.
 - VI. The scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in FAVOUR or AGAINST, if any, forthwith to the Chairman of the Company.
 - VII. The results shall be declared on or after the AGM of the Company. The Results alongwith the Scrutinizer's Report shall be placed on the Company's website www.gspcgroup.com and on the website of M/s Karvy Computershare Private Limited within two (2) working days of passing of the Resolutions at the AGM of the Company and communicated to the Bombay Stock Exchange Limited (BSE) and National Stock Exchange of India Limited (NSE).
14. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (10.30 A.M. to 6.30 P.M.) on all working days up to and including the date of Annual General Meeting of the Company.

For Gujarat State Petronet Limited,

Tapan Ray, IAS
Managing Director

Date: 25th August, 2014
Place: Gandhinagar

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



ANNEXURE TO THE NOTICE

Explanatory Statement Pursuant To Section 102 Of The Companies Act, 2013

Item No. 5

Dr. R Vaidyanathan [DIN: 00221577] joined the Board of Directors of the Company on 12th March, 2010 as Non – Executive Independent Director.

As per the provisions of Section 149 of the Companies Act, 2013 (“Act”) which has come into force with effect from 1st April, 2014, an Independent Director shall hold office for a term upto five consecutive years on the Board of a company and is not liable to retire by rotation. Dr. R Vaidyanathan has given a declaration to the Board that he meets criteria of Independence as provided under Section 149 (6) of the Act.

In the opinion of the Board, Dr. R Vaidyanathan fulfills the conditions specified in the Act and the Rules made there under for appointment as Independent Director and he is independent of management. The Board recommends his appointment as an Independent Director for five (5) consecutive years from the date of Annual General Meeting i.e. upto 24th September, 2019.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Dr. R Vaidyanathan as Independent Director is now being placed before the Members in General Meeting for their approval.

Copy of the draft letter of appointment of Dr. R Vaidyanathan will be available for inspection without any fee by the Members at the Registered Office of the Company during normal business hours on any working day.

None of the Directors or Key Managerial Personnel (KMP) or relatives of Directors and KMPs, except Dr. R Vaidyanathan, is concerned or interested in the Resolution at Item No. 5 of the Notice. Dr. R Vaidyanathan and his relatives, if any, are interested or concerned to the extent of their shareholding in the Resolution concerning his appointment proposed at Agenda Item No. 5.

The Board recommends Resolution for approval of the Members. The Members are requested to approve the Resolution.

Item No. 6

Prof. Yogesh Singh [DIN: 06600055] joined the Board of Directors of the Company on 20th May, 2013 as Non – Executive Independent Director.

As per the provisions of Section 149 of the Companies Act, 2013 (“Act”) which has come into force with effect from 1st April, 2014, an Independent Director shall hold office for a term upto five consecutive years on the Board of a company and is not liable to retire by rotation. Prof. Yogesh Singh has given a declaration to the Board that he meets criteria of Independence as provided under Section 149 (6) of the Act.

In the opinion of the Board, Prof. Yogesh Singh fulfills the conditions specified in the Act and the Rules made there under for appointment as Independent Director and he is independent of management. The Board recommends his appointment as an Independent Director for five (5) consecutive years from the date of Annual General Meeting upto i.e. 24th September, 2019.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Prof. Yogesh Singh as Independent Director is now being placed before the Members in General Meeting for their approval.

Copy of the draft letter of appointment of Prof. Yogesh Singh will be available for inspection without any fee by the Members at the Registered Office of the Company during normal business hours on any working day.

None of the Directors or Key Managerial Personnel (KMP) or relatives of Directors and KMPs, except Prof. Yogesh Singh, is concerned or interested in the Resolution at Item No. 6 of the Notice. Prof. Yogesh Singh and his relatives, if any, are interested or concerned to the extent of their shareholding in the Resolution concerning his appointment proposed at Agenda Item No. 6.

The Board recommends Resolution for approval of the Members. The Members are requested to approve the Resolution.

Item No. 7

Shri Yogesh B Sinha [DIN: 02902722] joined the Board of Directors of the Company on 27th May, 2013 as Non – Executive Independent Director.

As per the provisions of Section 149 of the Companies Act, 2013 (“Act”) which has come into force with effect from 1st April, 2014, an Independent Director shall hold office for a term upto five consecutive years on the Board of a company and is not liable to retire by rotation. Shri Yogesh B Sinha has given a declaration to the Board that he meets criteria of Independence as provided under Section 149 (6) of the Act.

In the opinion of the Board, Shri Yogesh B Sinha fulfills the conditions specified in the Act and the Rules made there under for appointment as Independent Director and he is independent of management. The Board recommends his appointment as an Independent Director for five (5) consecutive years from the date of Annual General Meeting i.e. upto 24th September, 2019.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Shri Yogesh B Sinha as Independent Director is now being placed before the Members in General Meeting for their approval.

Copy of the draft letter of appointment of Shri Yogesh B Sinha will be available for inspection without any fee by the Members at the Registered Office of the Company during normal business hours on any working day.

None of the Directors or Key Managerial Personnel (KMP) or relatives of directors and KMPs, except Shri Yogesh B Sinha, is concerned or interested in the Resolution at Item No. 7 of the Notice. Shri Yogesh B Sinha and his relatives, if any, are interested or concerned to the extent of their shareholding in the Resolution concerning his appointment proposed at Agenda Item No. 7.

The Board recommends Resolution for approval of the Members. The Members are requested to approve the Resolution.

Item No. 8

Dr. Bakul Dholakia [DIN: 00005754] is proposed to be appointed as Non – Executive Independent Director under Section 149 read with Companies (Management and Administration) Rules, 2014 and Clause 49 of the Listing Agreement.

As per the provisions of Section 149 of the Companies Act, 2013 (“Act”) which has come into force with effect from 1st April, 2014, an Independent Director shall hold office for a term upto five consecutive years on the Board of a company and is not liable to retire by rotation.

Dr. Bakul Dholakia has given a declaration to the Board that he meets criteria of Independence as provided under Section 149 (6) of the Act. In the opinion of the Board, Dr. Bakul Dholakia fulfills the conditions specified in the Act and the Rules made there under for appointment as Independent Director and he is independent of management. The Board recommends his appointment as an Independent Director for five (5) consecutive years from the date of Annual General Meeting i.e. upto 24th September, 2019.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Dr. Bakul Dholakia as Independent Director is now being placed before the Members in General Meeting for their approval.

Copy of the draft letter of appointment of Dr. Bakul Dholakia will be available for inspection without any fee by the Members at the Registered Office of the Company during normal business hours on any working day.

None of the Directors or Key Managerial Personnel (KMP) or relatives of Directors and KMPs, except Dr. Bakul Dholakia, is concerned or interested in the Resolution at Item No. 8 of the Notice. Dr. Bakul Dholakia and his relatives, if any, are interested or concerned to the extent of their shareholding in the Resolution concerning his appointment proposed at Agenda Item No. 8.

The Board recommends Resolution for approval of the Members. The Members are requested to approve the Resolution.

Item No. 9

Smt. Vilasini Ramachandran, IAS (Retd.) [DIN: 02224693] is proposed to be appointed as Non - Executive Woman Independent Director under Section 149 read with Companies (Management and Administration) Rules, 2014 and Clause 49 of the Listing Agreement.

As per the provisions of Section 149 of the Companies Act, 2013 ("Act") which has come into force with effect from 1st April, 2014, an Independent Director shall hold office for a term upto five consecutive years on the Board of a company and is not liable to retire by rotation. Smt. Vilasini Ramachandran, IAS (Retd.) has given a declaration to the Board that she meets criteria of Independence as provided under Section 149 (6) of the Act.

In the opinion of the Board, Smt. Vilasini Ramachandran, IAS (Retd.) fulfills the conditions specified in the Act and the Rules made there under for appointment as Woman Independent Director and she is independent of management. The Board recommends her appointment as Woman Independent Director for five (5) consecutive years from the date of Annual General Meeting i.e. upto 24th September, 2019.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Smt. Vilasini Ramachandran, IAS (Retd.) as Woman Independent Director is now being placed before the Members in General Meeting for their approval.

Copy of the draft letter of appointment of Smt. Vilasini Ramachandran, IAS (Retd.) will be available for inspection without any fee by the Members at the Registered Office of the Company during normal business hours on any working day.

None of the Directors or Key Managerial Personnel (KMP) or relatives of Directors and KMPs, except Smt. Vilasini Ramachandran, IAS (Retd.), is concerned or interested in the Resolution at Item No. 9 of the Notice. Smt. Vilasini Ramachandran, IAS (Retd.) and her relatives, if any, are interested or concerned to the extent of their shareholding in the Resolution concerning her appointment proposed at Agenda Item No. 9.

The Board recommends Resolution for approval of the Members. The Members are requested to approve the Resolution.

Item No. 10

The Board of Directors at its Meeting held on 22nd May, 2014, on the recommendation of the Audit Committee, has approved appointment of M/s. R K Patel & Co., as Cost Auditors to conduct the audit of the cost records maintained by the Company for the Financial Year 2014 - 2015 at the remuneration of ₹ 1,08,000/- (excluding Taxes and Out of Pocket Expenses at actual).

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the Shareholders of the Company. Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out at Item No. 10 of the Notice for ratification of the remuneration payable to the Cost Auditors for the Financial Year 2014 - 2015.

None of the Directors or Key Managerial Personnel (KMP) or relatives of Directors and KMPs is concerned or interested financially or otherwise, in the Resolution at Item No. 10 of the Notice.

The Board recommends Resolution for approval of the Members. The Members are requested to approve the Resolution.

Item No. 11

The Members at its 15th Annual General Meeting approved payment of monthly remuneration to Shri M M Srivastava, IAS (Retd.), Non-Executive Chairman [DIN: 02190050] for the period of two years from 27th August, 2012. The total approx annual remuneration approved was ₹ 12.50/- Lacs.

The Government of Gujarat has vide Resolution No. GPC-10-2010-110000-E dated 10th May, 2013 approved terms and conditions in respect of payment of remuneration to Shri M M Srivastava, IAS (Retd.), Non-Executive Chairman. 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 10th 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.

Pursuant to provisions of Section 197 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and all



other applicable provisions of the Companies Act, 2013 [including any statutory modification(s) or re-enactment thereof for the time being in force] and Listing Agreement of the Company, the Board of Directors of the Company has recommended remuneration for the period from 28th August, 2014 to 27th August, 2015, or till further orders by Govt. of Gujarat, whichever is earlier to Shri M M Srivastava, IAS (Retd.), Non-Executive Chairman pursuant to Govt. of Gujarat Resolution dated 10th May, 2013 and letter dated 20th August, 2014 for approval of the Members at the ensuing Annual General Meeting and the total approx annual remuneration would be ₹ 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 28th August, 2014, more particularly prescribed in GoG Resolution dated 10th May, 2013 and letter dated 20th August, 2014. The said GoG Resolution and letter would be available for inspection without any fee by the Members at the Registered Office of the Company during normal business hours on any working day.

None of the Directors or Key Managerial Personnel (KMP) or relatives of Directors and KMPs, except Shri M M Srivastava, IAS (Retd.), is concerned or interested financially or otherwise, in the Resolution set out at Item No. 11 of the Notice. Shri M M Srivastava, IAS (Retd.) and his relatives, if any, are interested or concerned to the extent of their shareholding in the Resolution concerning his remuneration proposed at Agenda Item No. 11.

The Board recommends the Resolution for approval of the Members. Members are requested to approve the Resolution.

Item No. 12

The Members of the Company by passing Ordinary Resolution under Section 293 (1) (d) of the Companies Act, 1956 on 2nd April, 2014 had authorised Board of Directors to exercise borrowing powers the outstanding amount of which at any time shall not exceed in the aggregate ₹ 4000 Crores (Rupees Four Thousand Crores only) over and above the aggregate of the paid up share capital of the Company and its free reserves.

Section 180 (1) (c) of the Companies Act, 2013 which has replaced Section 293 (1) (d) of the Companies Act, 1956 provides that the Board of Directors shall not borrow in excess of the Company's paid up share capital and free reserves, apart from temporary loans obtained from the Company's bankers in the ordinary course of business, except with the consent of the Company accorded by way of a Special Resolution. Further, as per a clarification issued by the Ministry of Corporate Affairs, the Ordinary Resolution earlier passed under Section 293 (1) (d) of the Companies Act, 1956 will remain valid for a period of one year from the date of notification of Section 180 of the Companies Act, 2013 i.e. upto 11th September, 2014.

Accordingly, it is, therefore, necessary for the Members to pass a Special Resolution under Section 180 (1) (c) of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013, as set out at Item No. 12 of the Notice, to enable to the Board of Directors (including any Committee thereof) to borrow money in excess of the aggregate of the paid up capital and free reserves of the Company. Approval of the Members is being sought to borrow money at any time or from time to time for borrowing monies together with the monies already borrowed by the Company, if any, apart from temporary loans obtained from the Company's bankers in the ordinary course of business of ₹ 4000 Crore (Four Thousand Crore Only) in excess of and in addition to the paid-up capital and free reserves of the Company, that is to say, reserves not set apart for any specific purpose.

None of the Directors or Key Managerial Personnel (KMP) or relatives of Directors and KMPs is concerned or interested financially or otherwise, in the Resolution at Item No. 12 of the Notice.

The Board recommends the Special Resolution for approval of the Members. Members are requested to approve the Special Resolution.

Item No. 13

The Members of the Company by passing Ordinary Resolution under Section 293 (1) (a) of the Companies Act, 1956 on 2nd April, 2014 had authorized the Board of Directors to create charge/security on all or any of the movable or immovable properties of the Company pursuant to Section 293 (1) (a) of the Companies Act 1956 for the purpose of securing the repayment of any loans / financial assistance/ other borrowings of the Company upto a limit of ₹ 4000 Crores (Four Thousand Crores Only) under Section 293 (1) (d) of the Companies Act, 1956.

Section 180 (1)(a) of the Companies Act, 2013 which has replaced Section 293 (1) (a) of the Companies Act, 1956 provides that the Board of Directors shall not create charge/security on all or any of the movable or immovable properties of the Company, except with the consent of the Company accorded by way of a Special Resolution. Further, as per a clarification issued by the Ministry of Corporate Affairs, the Ordinary Resolution earlier passed under Section 293 (1) (a) of the Companies Act, 1956 will remain valid for a period of one year from the date of notification of Section 180 of the Companies Act, 2013 i.e. upto 11th September, 2014.

Accordingly, it is, therefore, necessary for the Members to pass a Special Resolution under Section 180 (1) (a) of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013, as set out at Item No. 13 of the Notice, to enable the Board of Directors (including any Committee thereof) to secure repayment of moneys borrowed by the Company. Approval of the Members is being sought to enable the Board of Directors of the Company (including any Committee thereof), as may be required from time to time for creation of mortgage/charges/lien/hypothecation/assignment or transfer of the assets and properties, both present and future, whether moveable or immovable, for securing borrowings from time to time in favour of the lenders.

None of the Directors or Key Managerial Personnel (KMP) or relatives of Directors and KMPs is concerned or interested financially or otherwise, in the Resolution at Item No. 13 of the Notice.

The Board recommends the Special Resolution for approval of the Members. Members are requested to approve the Special Resolution.

For Gujarat State Petronet Limited,

Tapan Ray, IAS
Managing Director

Date: 25th August, 2014
Place: Gandhinagar

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