



Gujarat State Petronet Ltd.

GSPL Bhavan,
E-18, GIDC Electronics Estate, Nr. K-7 Circle,
Sector-26, Gandhinagar-382028.
Tel.: +91-79-23268500/600 Fax : +91-79-23268506
Website : www.gspcgroup.com

Ref : GSPL/S&L/2017-18
Date : 29th August, 2017

To
The Manager (Listing)
The Stock Exchange, Mumbai
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai - 400 001.
Fax No. 022-22722037-22723121-
22721072
Company Code: 532702

To
The Manager (Listing)
The National Stock Exchange of India Ltd.
"Exchange Plaza", Bandra-Kurla
Complex, Bandra (E), Mumbai - 400 051,
Fax No. : 022-26598237/38
Company Code: GSPL

Dear Sir,

Sub: 19th Annual General Meeting and Book Closure.

This is to inform you that the 19th Annual General Meeting of the Company is scheduled to be held on Thursday, 28th September, 2017. Copy of the Annual Report 2016 - 17 along with the Notice convening the 19th Annual General Meeting is enclosed herewith.

Further, the Register of Members and Share Transfer Books of the Company will remain closed for the period from Friday, 22nd September, 2017 to Thursday, 28th September, 2017 (both days inclusive) for the purpose of payment of Dividend for the financial year 2016-2017 and Annual General Meeting.

The Dividend as recommended by the Board of Directors, if declared at the Annual General Meeting, will be paid on or after Thursday, 5th October, 2017 to those Members whose names appear in the Register of Members as at the close of business hours on 21st September, 2017.

We would further like to inform you that the Company has fixed 21st September, 2017 as the cut-off date for the purpose of e-voting, for ascertaining the names of the Shareholders holding Shares either in physical form or in dematerialized form, who will be entitled to cast their votes electronically in respect of the businesses to be transacted at the 19th Annual General Meeting of the Company scheduled to be held on 28th September, 2017. The e-voting period commences on 25th September,

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2017 to 27th September, 2017. During this period, the Members of the Company as on the cut-off date, being 21st September, 2017, may cast their vote by electronic means.

This is for your record and reference.

Thanking you.

Yours faithfully,

For Gujarat State Petronet Limited,



Reena Desai

Company Secretary

C/C to:

1. National Securities Depositories Limited, Mumbai
2. Central Securities Depositories Limited, Mumbai
3. M/s Karvy Computershare Private limited, Hyderabad

NOTICE

Notice is hereby given that 19th Annual General Meeting of the members of Gujarat State Petronet Limited will be held on Thursday, the 28th day of September, 2017 at 3.30 p.m. at Assembly Hall, GSPC Bhavan, Behind Udyog Bhavan, Sector – 11, Gandhinagar – 382010, Gujarat to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements (Standalone & Consolidated) of the Company for the Financial Year ended 31st March, 2017 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 M M Srivastava, IAS (Retd.) [DIN: 02190050], who retires by rotation and being eligible, offers himself for re-appointment.
4. To authorize Board of Directors to fix remuneration of Statutory Auditors of the Company in terms of the provisions of Section 142 of the Companies Act, 2013 and to pass the following resolution as an Ordinary Resolution:
"RESOLVED THAT Board of Directors of the Company be and is hereby authorized to decide and fix the remuneration of the Statutory Auditor(s) of the Company appointed by Comptroller and Auditor General of India for the Financial Year 2017-18."

SPECIAL BUSINESS

5. **To approve appointment of Shri Anil Mukim, IAS as a Director of the Company.**

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

"RESOLVED THAT Shri Anil Mukim, IAS [DIN: 02842064], who was appointed as an Additional Director pursuant to provisions of Sections 149, 152, 161 of the Companies Act, 2013 read with 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 Articles of Association of the Company and who holds office upto the date of this Annual General Meeting 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 a Director of the Company, liable to retire by rotation."

6. **To approve appointment of Shri Bimal N Patel as an Independent Director of the Company.**

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

"RESOLVED THAT Shri Bimal N Patel [DIN: 03006605], who was appointed as an Additional/Independent Director pursuant to provisions of Sections 149, 152, 161 read with Schedule IV and all other applicable provisions, if any, 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], applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Articles of Association of the Company, and who 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 effective from 29th December, 2016, subject to review of annual performance, and whose term of office shall not be liable to retirement by rotation."

7. **To ratify the remuneration payable to M/s N D Birla & Co., Cost Auditors of the Company for the Financial Year ending 31st March, 2018.**

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 N D Birla & Co., Cost Accountants, Ahmedabad, 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, 2018 be paid the remuneration of ₹ 1,00,000/- [Rupees One Lac Only] plus applicable taxes and reimbursement of 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."

For Gujarat State Petronet Limited

Reena Desai
Company Secretary

Date: 11th August, 2017
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 CORPORATE OFFICE OF THE COMPANY SITUATED AT GSPL BHAVAN, E-18, GIDC ELECTRONIC ESTATE, SECTOR-26, GANDHINAGAR-382028 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 10% [TEN PERCENT] OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN 10% [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 Corporate Office situated at GSPL Bhavan, E-18, GIDC Electronic Estate, Sector-26, Gandhinagar-382028 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 Friday, 22nd September, 2017 to Thursday, 28th September, 2017 (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 or after Thursday, 5th October, 2017 to those Members of the Company whose names appear (a) as beneficial owners as at the close of business hours on 21st September, 2017 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 at the close of business hours on 21st September, 2017, after giving effect to all valid Share Transfers in physical form received on or before 21st September, 2017.
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 (R&TA), Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot No. 31 & 32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad - 500 008, in case of Shares held in physical form on or before 21st September, 2017. 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 R&TA / 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 Karvy Computershare Private Limited.
9. As stipulated under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, profile of Directors seeking re-appointment / appointment is separately annexed herewith.
10. In accordance with Section 20 of the Companies Act, 2013, service of documents on Members by a Company is allowed through electronic mode. Accordingly, soft copy of the Annual Report is being sent to all the Members whose E-mail IDs are registered with the Company/R&TA/Depository Participants unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail 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 R&TA, giving reference of their Folio Number.
12. Members also note that the Annual Report for Financial Year 2016-17 will also be available on the Company's website www.gspcgroup.com for their download.
13. The Ministry of Corporate Affairs has notified provisions relating to unpaid / unclaimed dividend under Sections 124 and 125 of Companies Act, 2013 and Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016. As

per these Rules, dividends which are not encashed / claimed by the shareholder for a period of seven consecutive years shall be transferred to the Investor Education and Protection Fund (IEPF) Authority. The new IEPF Rules mandate the companies to transfer the shares of shareholders whose dividends remain unpaid / unclaimed for a period of seven consecutive years to the demat account of IEPF Authority. Hence, the Company urges all the shareholders to encash / claim their respective dividend during the prescribed period. The details of the unpaid / unclaimed amounts lying with the Company as on 31st March, 2017 are available on the website of the Company www.gspcgroup.com and on Ministry of Corporate Affairs' website.

14. In accordance with the aforesaid IEPF Rules, the Company is required to transfer all the shares to the Demat account of the IEPF Authority after the notified due date of 31st May, 2017. The Company has sent notices to all the shareholders whose shares are due to be transferred to the IEPF Authority and has also published newspaper advertisements. Hence the Company would be required to transfer all unclaimed shares to the demat account of the IEPF Authority in accordance with the IEPF Rules and detailed procedural guidelines as may be notified in this regard. The shareholders whose dividend/ shares as transferred to the IEPF Authority can now claim their shares from the Authority by following the Refund Procedure as detailed on the website of IEPF Authority <http://iepf.gov.in/IEPFA/refund.html>.
15. Members are requested to contact Karvy Computershare Private Limited for encashing the unclaimed dividends standing to the credit of their account. The detailed dividend history and due dates for transfer to IEPF are available on 'Investor Relations' page on the website of the Company www.gspcgroup.com.

16. Voting through Electronic Means:

- I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide facility to the Members to exercise their right to vote by electronic means in respect of the Resolution(s) contained in this Notice. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) as the Authorised Agency to provide remote e-voting facility (i.e. the facility of casting votes by a Member by using an electronic voting system from a place other than the venue of a General Meeting).
- II. The Company shall also provide facility for voting through polling paper which shall be available at the Meeting and Members attending the Meeting who have not already casted their vote by remote e-voting shall be able to exercise their right to vote at the Meeting.
- III. The cut-off date for the purpose of voting (including remote e-voting) is 21st September, 2017. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories at the close of business hours on 21st September, 2017 shall be entitled to avail the facility of voting through remote e-voting/polling paper. The voting rights of the Members shall be in proportion to the paid-up value of their Shares in the Equity Capital of the Company as on the cut-off date for the purpose of voting.
- IV. The Members who have casted their vote by remote e-voting prior to the Meeting may also attend the Meeting but shall not be entitled to cast their vote again.
- V. The Board of Directors have appointed M/s K K Patel & Associates, Practising Company Secretary, as the Scrutinizer, for conducting the voting / poll and remote e-voting process in a fair and transparent manner.
- VI. The remote e-voting facility will be available during the following period after which the portal shall forthwith be blocked and shall not be available:

Commencement of remote e-voting	09.00 A.M. (IST) on 25 th September, 2017
End of remote e-voting	05.00 P.M. (IST) on 27 th September, 2017

The Members desiring to vote through remote e-voting are requested to refer to the detailed procedure and instructions for e-voting given hereinafter:

- i. The Shareholders should log on to the e-voting website www.evotingindia.com
- ii. Click on "Shareholders" tab to cast your votes.
- iii. Now Enter your User ID:
 - a. For CDSL: 16 digits beneficiary ID
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID
 - c. Members holding Shares in Physical Form should enter Folio Number registered with the Company



- iv. Next enter the image verification as displayed and click on Login.
- v. If you are holding Shares in Demat Form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- vi. If you are a first time user, follow the steps given below:

	For Members holding Shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department when prompted by the system while e-voting (applicable for both Demat Shareholders as well as Physical Shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the R&TA / Depository Participant are requested to use the first two letters of their name (In Capital) and the 8 digits of the sequence number in the PAN field. The sequence number is printed on address label/sticker affixed on the back page of the Annual Report. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name (In CAPITAL). Eg. If your name is Jay Kumar with sequence number 1 then enter JA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>Please enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your Demat account or in the R&TA records in order to Login.</p> <ul style="list-style-type: none"> • If both the details are not recorded with the Depository or R&TA, please enter the User ID / Folio Number in the Dividend Bank details field as mentioned in instruction (iii)

- vii. After entering these details appropriately, click on "SUBMIT" tab.
- viii. Members holding Shares in Physical Form will then directly reach to the Company selection screen. However, Members holding Shares in Demat Form will now reach "Password Creation" menu, wherein, they are required to mandatorily enter their Login Password in the new Password field. Kindly note that this Password can be used by the Demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that such 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.
- ix. For Members holding Shares in Physical Form, the details can be used only for e-voting on the Resolutions contained in this Notice.
- x. Click/Select "EVENT" of "Gujarat State Petronet Limited" to vote on the same.
- xi. 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.
- xii. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolutions.
- xiii. 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.
- xiv. Once you "CONFIRM" your vote on the Resolution, you will not be allowed to modify your vote.
- xv. You can also take out print of the voting done by you by clicking on "Click here to print" option on the voting page.
- xvi. If Demat account holder has forgotten the Password then enter the User ID and the image verification code and click on "Forgot Password" & enter the details as prompted by the system.
- xvii. Shareholder can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone user can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- xviii. Note for Non - Individual Shareholders and Custodians:
 - Non-Individual Shareholders (i.e. other than Individuals, HUF and NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk. evoting@cdslindia.com.
 - After receiving the Login details a compliance user should be created using the Admin Login and Password. The compliance user would be able to link the account(s) for which they wish to vote on.

- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- xix. A scanned copy of the certified Board Resolution/ Power of Attorney (POA)/ Authority Letter etc. together with attested specimen signature(s) of the duly authorized representative(s), as issued should be emailed to the Scrutinizer at scrutinizergspl@gmail.com and the same should also be uploaded in PDF format in the system for the verification by the Scrutinizer.
- xx. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

Poll at the Meeting:

- VII. After the items of the Notice have been discussed, the Chairman will order poll in respect of the items. Poll will be conducted under the supervision of the Scrutinizer appointed for remote e-voting and Poll as stated above. A person, whose name is recorded in the Register of Members or in Register of Beneficial Owners maintained by the Depositories as at the close of the business hours on the cut-off date of 21st September, 2017 and who have not casted their vote by remote e-voting, and being present in the AGM, either personally or through proxy, only shall be entitled to vote at the AGM.
- VIII. The Scrutinizer shall after the conclusion of voting at the General Meeting, first count the votes cast at the Meeting, and thereafter unblock the vote cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company and will make, on or before 30th September, 2017, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, forthwith to the Chairman of the Company, who shall countersign the same and the Chairman, or in his absence the Managing Director, shall declare the result forthwith.
- IX. The Results declared alongwith the Scrutinizer's Report shall be placed on the Company's website www.gspcgroup.com and on the website of Central Depository Services (India) Limited immediately after the result is declared and shall be simultaneously communicated to the Bombay Stock Exchange Limited (BSE) and National Stock Exchange of India Limited (NSE) where the Shares of the Company are Listed.
- X. The Resolutions will be deemed to be passed on the Annual General Meeting date subject to receipt of requisite number of votes in favour of the Resolutions.
- XI. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office and Corporate 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

Reena Desai
Company Secretary

Date: 11th August, 2017

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

Shri Anil Mukim, IAS [DIN: 02842064] who has been appointed as an Additional Director of the Company under Section 161 of the Companies Act, 2013 read with Articles of Association of the Company with effect from 11th November, 2016 holds office upto the date of this Annual General Meeting.

The Company has received a Notice under Section 160 of the Companies Act, 2013 from a Member in writing proposing the candidature of Shri Anil Mukim, IAS for appointment as Director of the Company.

A brief profile of Shri Anil Mukim, IAS, the nature of his expertise in specific functional areas, names of companies in which he holds Directorship, Committee Memberships/ Chairmanships, his shareholding etc., are separately annexed hereto.

None of the Directors or Key Managerial Personnel (KMP) or relatives of Directors and KMPs, except Shri Anil Mukim, IAS, is concerned or interested in the Resolution at Item No. 5 of the Notice. Shri Anil Mukim, IAS and his relatives are interested or concerned in the Resolution concerning his appointment proposed at Agenda Item No. 5.

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

Item No. 6

Shri Bimal N Patel [DIN: 03006605] has been appointed as an Additional/Independent Director of the Company under Section 161 of the Companies Act, 2013 read with applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Articles of Association of the Company with effect from 29th December, 2016.

As per the provisions of Section 149 of the Companies Act, 2013 read with Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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.

The Company has received a Notice under Section 160 of the Companies Act, 2013 from a Member in writing proposing the candidature of Shri Bimal N Patel for appointment as an Independent Director of the Company. Shri Bimal N Patel 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 Bimal N Patel fulfils the conditions specified in the Act and the Rules made there under for appointment as an Independent Director and he is independent of management. The Board recommends his appointment as an Independent Director for five (5) consecutive years effective from 29th December, 2016.

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

Copy of the draft letter of appointment of Shri Bimal N Patel will be available for inspection without any fee by the Members at the Registered Office and Corporate Office of the Company during normal business hours on any working day upto the date of the 19th AGM.

None of the Directors or Key Managerial Personnel (KMP) or relatives of Directors and KMPs, except Shri Bimal N Patel, is concerned or interested in the Resolution at Item No. 6 of the Notice. Shri Bimal N Patel and his relatives, if any, are interested or concerned 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

The Board of Directors at its Meeting held on 11th August, 2017, on the recommendation of the Audit Committee, has approved appointment of M/s N D Birla & Co., as Cost Auditors to conduct the audit of the cost records maintained by the Company for the Financial Year 2017-2018 at the remuneration of ₹ 1,00,000/- [Rupees One Lac Only] plus applicable taxes and reimbursement of out of pocket expenses incurred by them during the course of Audit.

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. 7 of the Notice for ratification of the remuneration payable to the Cost Auditors for the Financial Year 2017 - 2018.

None of the Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 7 of the Notice.

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

For Gujarat State Petronet Limited

Reena Desai
Company Secretary

Date: 11th August, 2017
Place: Gandhinagar

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

**DETAILS OF DIRECTORS SEEKING APPOINTMENT/REAPPOINTMENT IN
ANNUAL GENERAL MEETING**

Name of the Director	Shri M M Srivastava, IAS (Retd)	Shri Anil Mukim, IAS	Shri Bimal N Patel
Date of Birth	23/07/1952	15/08/1960	29/06/1970
Date of Appointment	24/08/2012	11/11/2016	29/11/2016
Qualifications & Expertise	Shri M M Srivastava, IAS, (Retd.) has graduated in Science from Delhi University and has completed his Masters in Physics from Delhi University. He has also done MBA (Marketing) from University of Ljubljana, Slovenia. He has wide administrative and corporate experience. He has held various positions in Government Departments prior to his retirement including Member (Finance), Gujarat Electricity Board, Managing Director of Gujarat Agro Industries Corporation, Secretary in Finance Department, Commissioner of Commercial Tax Department, Principal Secretary of Energy and Petrochemicals Department and Additional Chief Secretary of Finance Department, Government of Gujarat.	Shri Anil Mukim, is a Senior IAS Officer of Government of Gujarat. He has done Graduation in Commerce and Law. He has held various key positions in Government of Gujarat and Government of India like Collector, Bhavnagar, Vadodara & Bhuj, Principal Secretary to Hon'ble Chief Minister, Principal Secretary, Revenue Department, Additional Chief Secretary, Health & Family Welfare Department, Municipal Commissioner, Ahmedabad, Joint Secretary, Ministry of Commerce & Industry, Government of India, CVO, Housing & Urban Development Corporation, etc. He has rich experience in the field of Finance, Management and Administration. Presently, he is Additional Chief Secretary, Finance Department, Government of Gujarat.	Shri Bimal N Patel, PhD (International Law - Leiden, the Netherlands), PhD (International Law - Jaipur), LL.M, MA, BSc, is a Professor of Public International Law and the current Director of the Gujarat National Law University, Gandhinagar. He is also a Member of the Law Commission of India, National Security Advisory Board and Advisor, Financial Sector Regulatory Appointments Search Committee, Insolvency and Bankruptcy Board of India Regulations Committee, Government of India. He has been involved in drafting several national and state primary and secondary legislations, regulations, rules. A former United Nations civil servant, scholar and academician of international law, international relations and diplomacy, Professor Patel possesses 25 years' experience in public international law, law of the sea, maritime laws, international relations, international courts and tribunals. Professor Patel is a member or advisor on committees of various governmental and academic institutions and agencies. Professor Patel is author / editor of 15 books and more than 50 research papers / articles published in leading international and national peer-reviewed journals.
Directorship held in other Companies (excluding foreign Companies)	Gujarat State Petroleum Corporation Limited	<ol style="list-style-type: none"> 1) Gujarat Alkalies And Chemical Limited 2) Gujarat State Fertilizers & Chemicals Limited 3) Gujarat Narmada Valley Fertilizers & Chemicals Limited 4) Gujarat State Petroleum Corporation Limited 5) Sardar Sarovar Narmada Nigam Limited 6) Metro-Link Express For Gandhinagar And Ahmadabad (Mega) Company Limited 7) Gujarat State Investment Limited 8) Gujarat State Financial Services Limited 9) Gujarat International Finance Tec-City Company Limited 	Gujarat Urja Vikas Nigam Limited
Chairman/ Member of the Committees of other Companies (excluding foreign Companies)	Gujarat State Petroleum Corporation Limited: Chairman- HR Committee-	Gujarat Alkalies And Chemical Limited: <ol style="list-style-type: none"> 1) Chairman: Stakeholder Relationship Committee-cum-Investor's Grievance Committee 2) Member: Audit Committee 3) Member: Nomination-cum-Remuneration Committee 4) Member: CSR Committee 5) Member: Project Committee Gujarat State Fertilizers & Chemicals Limited: <ol style="list-style-type: none"> 1) Chairman: CSR Committee 2) Member: Finance-cum-Audit Committee 3) Member: Nomination & Remuneration Committee 	Gujarat Urja Vikas Nigam Limited: <ol style="list-style-type: none"> 1) Member: Audit Committee 2) Member: CSR Committee 3) Member: Nomination & Remuneration Committee



		Gujarat State Petroleum Corporation Limited: 1) Member: Audit Committee 2) Member: Project Committee 3) Member: HR Committee Gujarat State Investment Limited: 1) Chairman: Audit Committee 2) Chairman: CSR Committee Gujarat State Financial Services Limited: 1) Member: Audit Committee 2) Chairman: CSR Committee 3) Chairman: Investment Committee 4) Chairman: Finance Committee 5) Chairman: Personnel Committee Metro-Link Express For Gandhinagar And Ahmadabad (Mega) Company Limited: 1) Chairman: Audit Committee 2) Member: Project Committee Gujarat International Finance Tec-City Company Limited: 1) Member: Audit Committee 2) Member: Nomination & Remuneration Committee	
Shareholding of Directors	NIL	NIL	NIL
Relationship between Directors inter-se	NIL	NIL	NIL