

## NOTICE

Notice is hereby given that 17<sup>th</sup> Annual General Meeting of the Members of Gujarat State Petronet Limited will be held on Thursday, the 24<sup>th</sup> day of September, 2015 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 31<sup>st</sup> March, 2015, 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 M M Srivastava, IAS (Retd.) [DIN: 02190050] 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** Dr. J N Singh, IAS [DIN: 00955107], who was appointed as an Additional Director pursuant to provisions of Sections 149,152, 161 of the Companies Act, 2013 read with 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 consider and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:**

“**RESOLVED THAT** Shri L Chuaungo, IAS [DIN: 00032867], who was appointed as an Additional Director pursuant to provisions of Sections 149,152, 161 of the Companies Act, 2013 read with 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.”

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

“**RESOLVED THAT** Smt. Shridevi Shukla [DIN: 02028225], who was appointed as an Additional Woman Director pursuant to provisions of Sections 149,152, 161 of the Companies Act, 2013 read with Companies [Appointment and Qualifications of Directors] Rules, 2014 [including any statutory modification(s) or re-enactment thereof for the time being in force], Listing Agreement 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 her candidature for the office of the Director, be and is hereby appointed as a Woman 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 an Ordinary Resolution:**

“**RESOLVED THAT** pursuant to provisions of 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, & Company, 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 31<sup>st</sup> March, 2016 be paid the remuneration of ₹ 1,08,000/- [Rupees One Lac Eight Thousand 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.”

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 the 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 10<sup>th</sup> May, 2013 and letter dated 27<sup>th</sup> July, 2015 to Shri M M Srivastava, IAS (Retd.), Non-Executive Chairman [DIN: 02190050] w.e.f. 28<sup>th</sup> August, 2015 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 Resolutions.



**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 applicable provisions under the Companies Act, 2013.

**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.”

**For Gujarat State Petronet Limited,**

**Reena Desai**  
*Company Secretary*

Date: 7<sup>th</sup> August, 2015

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 Thursday, 17<sup>th</sup> September, 2015 to Thursday, 24<sup>th</sup> September, 2015 (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 Thursday, 1<sup>st</sup> October, 2015 to those Members of the Company whose names appear (a) as beneficial owners as at the close of business hours on 16<sup>th</sup> September, 2015 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 17<sup>th</sup> September, 2015, after giving effect to all valid Share Transfers in physical form received on or before 16<sup>th</sup> September, 2015.
6. All transfer deeds, requests for change of address, bank particulars /mandates/ECS mandates, PAN should be lodged with the Company's Registrar and Share Transfer Agent (R&TA), M/s 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 16<sup>th</sup> September, 2015. 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 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 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 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 holding Shares in electronic mode 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 2014 - 15 will also be available on the Company's website [www.gspcgroup.com](http://www.gspcgroup.com) for their download.

13. **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, as amended and Clause 35B of the Listing Agreement with the Stock Exchanges, the Company is providing 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 M/s Karvy Computershare Private Limited ("Karvy") 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 17<sup>th</sup> September, 2015. 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 16<sup>th</sup> September, 2015 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 i.e. 17<sup>th</sup> September, 2015.
- 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 21 <sup>st</sup> September, 2015
End of remote e-voting	05.00 P.M. (IST) on 23 <sup>rd</sup> September, 2015

**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. Open your Internet Web Browser during the voting period and navigate to following URL for e-voting : "https://evoting.karvy.com"  
The home screen will be displayed then click on the shareholders icon in the homepage.
- ii. Enter the login credentials i.e. User ID and Password mentioned in the email forwarding the Annual Report or mentioned on the letter accompanying the Annual Report in case email ID is not registered and physical copy of the Annual Report is being received by you. The said login credentials shall be valid only in case you continue to hold the Shares on the cut-off date i.e. 17<sup>th</sup> September, 2015. Your Folio No/DP ID, Client ID will be your User ID. However, if you are already registered with M/s Karvy for e-voting, you can use your existing User ID and Password for casting your vote.



**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.

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

- iii. After entering these details appropriately, click on “LOGIN”.
- iv. You will now reach Password Change menu, wherein, you are required to mandatorily change your 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 (@,#,\$ etc.). The system will prompt you to change your Password and update your contact details like mobile, email ID, etc on 1<sup>st</sup> 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.
- v. You need to Login again with the new credentials.
- vi. On successful Login, the system will prompt you to select the E-Voting Event Number for Gujarat State Petronet Limited.
- vii. 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 number 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 as on the cut-off date, as mentioned above. You may also choose the option “ABSTAIN” in case you do not want to cast vote. Option “FOR” implies assent to the Resolution and “AGAINST” implies dissent to the Resolution.
- viii. You may then cast your vote by selecting an appropriate option and click on “SUBMIT”.
- ix. 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, Members can login any number of times till they have voted on the Resolution.
- x. Members holding multiple Folios/Demat Account shall choose the voting process separately for each Folio/Demat Account.
- xi. Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item it will be treated as Abstained.
- xii. Corporate/ Institutional Members (i.e other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution / Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail ID: [scrutinizergspl@gmail.com](mailto:scrutinizergspl@gmail.com) with a copy to [evoting@karvy.com](mailto:evoting@karvy.com). They may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format “Corporate Name\_EVENT NO”.
- xiii. Once the vote on a Resolution is casted by a Member, the Member shall not be allowed to change it subsequently. Further, the Members who have casted their vote through remote e-voting shall not be allowed to vote again at the Meeting.
- xiv. Any person who becomes Member of the Company after dispatch of the Notice of the Annual General Meeting and holding Shares as on the cut-off date i.e 17<sup>th</sup> September, 2015 may obtain the User ID and Password in the Manner as mentioned below :
  - a. If the mobile number of the Member is registered against Folio No./ DPID & Client ID, the Member may send SMS:  
MYEPWD <space> E-Voting Event Number +Folio no. or DPID & Client ID to +91-9212993399  
Example for NSDL : MYEPWD<SPACE>IN12345612345678  
Example for CDSL : MYEPWD<SPACE>1402345612345678  
Example for Physical: MYEPWD<SPACE> XXXX1234567890

- b. If e-mail address or mobile number of the Member is registered against Folio No. / DPID & Client ID, then on the home page of <https://evoting.karvy.com>, the Member may click “Forgot Password” and enter Folio No. or DPID & Client ID and PAN to generate a Password.
- c. Member may call Karvy’s Toll free number 1-800-3454-001
- d. Member may send an e-mail request to [evoting@karvy.com](mailto:evoting@karvy.com).
- xv. 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 Mr. Srikrishna Pemmaraju, Manager – Corporate Registry, M/s Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot No. 31 & 32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad - 500 008 at afore mentioned Toll free number.

**Poll at the Meeting:**

- xvi. 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 on the cut-off date of 17th September, 2015 and who have not casted their vote by remote e-voting, and being present in the Annual General Meeting, either personally or through proxy, only shall be entitled to vote at the Annual General Meeting.
- VII. The Scrutinizer shall after the conclusion of voting at the General Annual 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, not later than 3 days of the conclusion of Annual General Meeting, i.e. on or before 27<sup>th</sup> September, 2015, 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, shall declare the result forthwith.
- VIII. The Results declared alongwith the Scrutinizer’s Report shall be placed on the Company’s website [www.gspcgroup.com](http://www.gspcgroup.com) and on the website of M/s Karvy Computershare Private 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.
- IX. 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.
- X. 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,**

**Reena Desai**  
*Company Secretary*

Date: 7<sup>th</sup> August, 2015

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. J N Singh, IAS [DIN: 00955107] 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 24<sup>th</sup> November, 2014 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 Dr. J N Singh, IAS for appointment as Director of the Company.

A brief profile of Dr. J N Singh, IAS, the nature of his expertise in specific functional areas, names of companies in which he hold 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 Dr. J N Singh, IAS, is concerned or interested in the Ordinary Resolution at Item No. 5 of the Notice. Dr. J N Singh, 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 L Chuaungo, IAS [DIN: 00032867] 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 21<sup>st</sup> February, 2015 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 L Chuaungo, IAS for appointment as Director of the Company.

A brief profile of Shri L Chuaungo, IAS, the nature of his expertise in specific functional areas, names of companies in which he hold 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 L Chuaungo, IAS, is concerned or interested in the Ordinary Resolution at Item No. 6 of the Notice. Shri L Chuaungo, IAS and his relatives are interested or concerned in the Resolution concerning his appointment proposed at Agenda Item No. 6.

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

#### Item No. 7

Smt. Shridevi Shukla [DIN: 02028225] who has been appointed as an Additional Woman Director of the Company under Section 161 of the Companies Act, 2013 read with Listing Agreement entered into with the Stock Exchanges and Articles of Association of the Company with effect from 22<sup>nd</sup> May, 2015 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 Smt. Shridevi Shukla for appointment as Director of the Company.

A brief profile of Smt. Shridevi Shukla, the nature of her expertise in specific functional areas, names of companies in which she hold Directorship, Committee Memberships/ Chairmanships, her shareholding etc., are separately annexed hereto.

None of the Directors or Key Managerial Personnel (KMP) or relatives of Directors and KMPs, except Smt. Shridevi Shukla, is concerned or interested in the Ordinary Resolution at Item No. 7 of the Notice. Smt. Shridevi Shukla and her relatives are interested or concerned in the Resolution concerning her appointment proposed at Agenda Item No. 7.

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

#### Item No. 8

The Board of Directors at its Meeting held on 22<sup>nd</sup> May, 2015, 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 2015 - 2016 at the remuneration of ₹ 1,08,000/- [Rupees One Lac Eight Thousand 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 at Item No. 8 of the Notice for ratification of the remuneration payable to the Cost Auditors for the Financial Year 2015 - 2016.

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. 8 of the Notice.

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

### **Item No. 9**

The Members at its 16<sup>th</sup> Annual General Meeting approved payment of monthly remuneration to Shri M M Srivastava, IAS (Retd.), Non-Executive Chairman [DIN: 02190050] for the period of one year from 28<sup>th</sup> August, 2014 to 27<sup>th</sup> August, 2015. The total approx annual remuneration approved was ₹ 12.50/- Lacs.

The Government of Gujarat has vide Resolution No. GPC-10-2010-110000-E of Govt. of Gujarat dated 10<sup>th</sup> 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 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.

Pursuant to the applicable provisions of the Companies Act, 2013 [including any statutory modification(s) or re-enactment thereof for the time being force] and Clause 49 (II) (C) of the Listing Agreement entered into with the Stock Exchanges, the Board of Directors of the Company has recommended remuneration for the period from 28<sup>th</sup> August, 2015 to 27<sup>th</sup> August, 2016, 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 Resolutions dated 10<sup>th</sup> May, 2013 and letter dated 27<sup>th</sup> July, 2015 for approval of the Members at the ensuing Annual General Meeting and the total approx annual remuneration would be ₹ 15.67 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 28<sup>th</sup> August, 2015, more particularly prescribed in GoG Resolution dated 10<sup>th</sup> May, 2013 and letter dated 27<sup>th</sup> July, 2015. 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 Ordinary Resolution Item No. 9 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. 9.

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: 7<sup>th</sup> August, 2015

Place: Gandhinagar

### **Registered Office**

GSPC Bhavan, Sector -11,

Gandhinagar - 382 010.



**Brief Profile of Directors seeking Appointment/ Reappointment**

<b>Name of the Director</b>	Shri M M Srivastava, IAS (Retd.)	Dr. J N Singh, IAS	Shri L Chuauungo, IAS	Smt. Shridevi Shukla
<b>Date of Birth</b>	23/07/1952	02/05/1959	01/03/1962	28/08/1952
<b>Date of Appointment</b>	24/08/2012	24/11/2014	21/02/2015	22/05/2015
<b>Qualifications &amp; Expertise</b>	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.	Dr. J N Singh, IAS has done M.A. (International Studies, JNU), MDM (AIM, Manila), Ph.D from M S University. He has wide experience of working in various Government Departments and Public Sector Undertakings. He has held various key positions like Principal Secretary, Science and Technology Department, Textile Commissioner, Mumbai, Member (Fin), NHAI, Delhi, Managing Director, Sardar Sarovar Narmada Nigam Ltd. He has served largely in Infrastructure and Finance sector having handled Industrial Infrastructure, Power, Telecom, Highways and Water. His Ph.D in Political Economy examined the tripartite relationship of Power Sector, Ground Water Resources and Agriculturists in the context of Gujarat. At present he is Additional Chief Secretary, Finance Department, Govt. of Gujarat.	Shri L Chuauungo, IAS has done B.A. (Hons.) (History/Pol. Sci). He has wide experience of working in various Government Departments and Public Sector Undertakings and has significant exposure to Power Sector. He has also worked as Collector and District Magistrate, Valsad, Member (Admin.) of Gujarat Electricity Board (GEB), Principal Secretary, Finance Department (Expenditure). At present, he is Principal Secretary, Energy and Petrochemicals Department and holds position as Managing Director of GUVNL and Chairman of GIPCL.	Smt. Shridevi Shukla has done B.A in Economics. She has wide administrative and corporate experience. She has held various senior level positions in Government of Gujarat Departments prior to her retirement including Joint Secretary (Industries and Mines) and Appellate Authority (Mines), Industries and Mines Department, Deputy Secretary (Services), Finance Department, Deputy Secretary (ARTD), General Administration Department, Deputy Secretary, (Biotechnology), Science and Technology Department. Subsequent to her retirement, she was appointed as Officer on Special Duty (Industries and Mines) and Appellate Authority (Mines), Industries and Mines Department from September, 2010 to February, 2014. Thereafter, she was appointed as State Information Commissioner, Gujarat Information Commission from May, 2014 to February, 2015.
<b>Directorship held in other Companies (excluding foreign Companies) as on 31<sup>st</sup> March, 2015</b>	1. Gujarat State Petroleum Corporation Limited	1. Dholera International Airport Company Ltd. 2. Gujarat Alkalies & Chemicals Ltd. 3. Gujarat International Finance Tech City Ltd. 4. Gujarat Narmada Valley Fertilizers & Chemicals Ltd. 5. Gujarat State Petroleum Corporation Ltd. 6. Gujarat State Fertilizers & Chemicals Ltd. 7. Gujarat State Investment Limited 8. Gujarat State Financial Services Ltd. 9. Sardar Sarovar Narmada Nigam Ltd.	1. Gujarat Energy Transmission Corporation Limited 2. Gujarat Industries Power Company Limited 3. Gujarat Ujja Vikas Nigam Limited 4. Gujarat State Petroleum Corporation Limited	Smt. Shridevi Shukla does not hold directorship in any other company.
<b>Chairman/ Member of the Committees of other Companies (excluding foreign Companies)</b>	Chairman NIL Member NIL	Chairman NIL Member Audit Committee: 1. Gujarat State Petroleum Corporation Limited 2. Gujarat State Investment Limited 3. Gujarat State Financial Services Limited	Chairman NIL Member Audit Committee: 1. Gujarat State Petroleum Corporation Limited	Chairman NIL Member NIL
<b>Shareholding of Directors</b>	NIL	NIL	NIL	NIL
<b>Relationship between Directors inter-se</b>	NIL	NIL	NIL	NIL