



Aavantika Gas Limited

(A Joint Venture Company of GAIL and HPCL)

Regd. Office: 202-B, II Floor, NRK Business Park, Vijay Nagar Square, A.B. Road, Indore-452010(M.P)

CIN: U40107MP2006PLC018684, **Telephone:** 0731-4222520, **Email:** info@aglonline.net,

Website: www.aglonline.net

NOTICE

NOTICE is hereby given that the **Eleventh Annual General Meeting** of the members of Aavantika Gas Limited will be held on **Thursday, September 21, 2017 at 2:00pm at 202-B, II Floor, NRK Business Park, Vijay Nagar Square, A.B. Road, Indore (M.P.) 452010** to transact the following business(es):

ORDINARY BUSINESS

1. To receive, consider and adopt the audited Financial Statements for the financial year ended 31st March, 2017, Board's Report, Independent Auditor's Report and the comments thereupon of Comptroller & Auditor General of India and to pass the following resolution as an *Ordinary Resolution*:

"RESOLVED THAT audited Financial Statements for the financial year ended 31st March, 2017, Board's Report, Independent Auditors' Report and the comments thereon of the Comptroller & Auditor General of India be and are hereby received, considered and adopted."

2. To appoint a Director in place of Mr. Asit Kumar Jana, who retires by rotation, and being eligible, offers himself for re-appointment and to pass the following resolution as an *Ordinary Resolution* :

"RESOLVED THAT Mr. Asit Kumar Jana (DIN- 03452799) be and is hereby re-appointed as Director of the Company liable to retire by rotation."

3. To fix the remuneration of Statutory Auditors of the company and to pass the following resolution as an *Ordinary Resolution*:

"RESOLVED THAT pursuant to the provisions of section 142 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with Companies (Audit and Auditors) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and pursuant to the recommendation of the Audit Committee and Board of Directors, the remuneration of M/s Suresh S. Kimtee & Co., Chartered Accountants, Indore (Firm Reg. 001270C) appointed by Comptroller and Auditor General of India for the financial year 2017-18 be and is hereby fixed at Rs. 50,000/- (Rupees Fifty Thousand Only) and out of pocket expenses plus applicable taxes."

SPECIAL BUSINESS

4. 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 of section 148 and other applicable provisions, if any, of the Companies Act, 2013 as may be amended from time to time and Companies (Audit and Auditors) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], the remuneration payable to M/s. ABK & Associates, Cost Accountants having Firm Registration Number 000036, appointed by the board of directors of the company as Cost auditors to conduct the audit of the cost records of the company for the financial year ending 31st March, 2018 amounting to Rs. 35,000/- (Rupees Thirty Five Thousand Only) plus taxes as applicable and XBRL fees of Rs. 5000/- be and is hereby ratified and confirmed.

FURTHER RESOLVED THAT approval of the company be accorded to the board of directors of the company to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this resolution and to settle any questions, difficulties or doubts that may arise in this regard.”

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 the provisions of section 161 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Asit Kumar Jana (DIN 03452799), who was appointed as an additional director of the company w.e.f. 15th November, 2016 by the board of directors and who holds office upto the date of this Annual General Meeting 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 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 pursuant to the provisions of section 161 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Hemant Ramachandra Wate (DIN 06852070), who was appointed as an additional director of the company w.e.f. 15th November, 2016 by the board of directors and who holds office upto the date of this Annual General Meeting 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 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 pursuant to the provisions of section 161 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Harish Kumar Srivastava (DIN 07855541), who was appointed as an additional director of the company w.e.f. 30th June, 2017 by the board of directors and who holds office upto the date of this Annual General Meeting 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 director, be and is hereby appointed as a director of the company, not 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 the provisions of sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof) read with Schedule V of the Companies Act, 2013 and Articles of Association, consent of the members of the company be and is hereby accorded to appoint Mr. Harish Kumar Srivastava (DIN 07855541) as a Managing Director and hold a position as Key Managerial Personnel of the Company w.e.f 30th June, 2017 for a period of three years as per the terms and conditions of the deputation policy of GAIL including remuneration as under:

1. Basic Pay : Rs. 73,000/-
2. DA and CCA as per the policy of GAIL (India) Limited.
3. Annual Increment as per GAIL policy.
4. Deputation Allowance as per GAIL policy.
5. Following as per GAIL Policy / Rules and Regulations:
 - i. HRA / Housing
 - ii. Leave, LFA, Medical Insurance, PF, Gratuity, SBFS
 - iii. Productivity Performance Linked Payment , Conveyance Reimbursement
6. Other allowance / benefits as per GAIL policy unless specifically altered by Aavantika Gas Limited.

RESOLVED FURTHER THAT Mr. H.K. Srivastava as Managing Director of the company be and is hereby authorised by the Board to use and affix the digital signature on behalf of the company on all the necessary forms, documents, returns etc, required if any to be filed and submit to comply with the provisions of Companies Act, 2013, rules related thereto and any other applicable laws as may be amended from time to time.

RESOLVED FURTHER THAT the Managing Director be and is hereby authorised to sign, execute and submit, on behalf of the company, all forms, including e-forms, returns, deeds, agreements, papers and all such other documents, as required under the provisions of the Companies Act, 2013, or any other Act, as prescribed and amended from time to time, with the Ministry of Corporate Affairs/ Registrar of Companies, Madhya Pradesh or any other statutory authorities.

RESOLVED FURTHER THAT board of directors of the company be and is hereby authorized to alter and vary the terms and conditions of the appointment and remuneration so that the altered terms and conditions shall be in conformity with Schedule V to the Companies Act, 2013 and /or other applicable provisions, if any, as may be amended from time to time and agreeable to Mr. H.K. Srivastava.

RESOLVED FURTHER THAT Director (Commercial) and/or Company Secretary of the Company be and are hereby severally authorised to file form, returns, papers documents etc as required under the provisions of the Companies Act, 2013 to Registrar of Companies and to do all such acts, deeds, and things as may be deemed necessary or incidental to give effect to the aforesaid resolution."

**By Order of the Board
For Aavantika Gas Limited**

**Sd/-
Rashi Joshi
(Company Secretary)**

Indore, August 30, 2017

Registered Office:

202-B, II Floor, NRK Business Park,
Vijay Nagar Square, A.B. Road,
Indore (M.P.)-452010
CIN: U40107MP2006PLC018684

NOTES

1. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY, OR WHERE THAT IS ALLOWED, ONE OR MORE PROXIES, TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF, AND THAT A PROXY NEED NOT BE A MEMBER.** A person can act as a proxy on behalf of the members not exceeding fifty (50) and holding in aggregate not more than 10% of the total share capital of the company carrying voting rights. A member holding more than 10% of the total share capital carrying voting rights may appoint a single person as proxy for any other member.
2. Proxies, if any, in order to be valid and effective, must be received at the company's registered office not later than forty-eight (48) hours before the time fixed for commencement of the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable.
3. Corporate members intending to send their authorized representatives to attend the meeting pursuant to section 113 of the Companies Act, 2013 are requested to send to the company, a certified copy of the relevant board resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the meeting.
4. The relevant statement pursuant to section 102 of the Companies Act, 2013, in respect of special business to be transacted at the meeting, is annexed hereto and forms part of this notice.
5. Members desirous of obtaining any information concerning the accounts and operations of the company are requested to address their queries to the company, so as to reach the registered office of the company at least seven working days before the date of the meeting, to enable the company to make available the required information at the meeting, to the extent practicable.
6. Attendance slip, proxy form and the route map of the venue of the Meeting are annexed hereto.
7. Members / Proxies / Authorised Representatives are requested to bring their attendance slip(s) duly completed and signed mentioning therein details of folio number and copy of Annual Report to the meeting.
8. Relevant documents referred to in the accompanying notice and in the statements are open for inspection by the members at the company's registered office on all working days of the company, during business hours up to the date of the meeting.

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 4

The Board at its meeting held on August 21, 2017 upon the recommendation of the Audit Committee approved the appointment of M/s. ABK & Associates (Firm Registration No. 000036) as Cost Auditors for conducting the audit of the cost records of the company for the financial year 2017-18 at a remuneration of Rs. 35,000/- (Rupees Thirty Five Thousand Only) plus taxes as applicable and XBRL fees of Rs. 5000/- (Rupees Five Thousand Only).

Pursuant to section 148 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014, members of the company are required to ratify the remuneration to be paid to the cost auditors of the company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at item no. 4 of the Notice for ratification of the remuneration payable to the Cost Auditors for conducting the audit of the cost records of the company for the financial year ending March 31, 2018.

None of the Directors, Key Managerial Personnel of the company and their relatives are in any way, concerned or interested, financially or otherwise, in the resolution.

The Board commends the Ordinary Resolution set out at Item No. 4 of the Notice for approval of the members.

ITEM NO. 5

Pursuant to the Joint Venture Agreement between GAIL (India) Limited and Hindustan Petroleum Corporation Limited (HPCL) dated 16th November, 2005 and Articles of Association of the company, GAIL has nominated Mr. Asit Kumar Jana as an additional director on the Board of Aavantika Gas Limited vide their e-mail dated 19th October, 2016.

The Board of Directors has appointed Mr. Asit Kumar Jana as an additional director of the company w.e.f. 15th November, 2016, on the recommendation of Nomination and Remuneration Committee.

As per the provisions of section 161(1) of the Act and Article 122 of the Articles of Association, he holds office of additional director only up to the date of this Annual General Meeting of the company, and is eligible for appointment as director. The company has received a notice in writing along with the deposit of requisite amount under section 160 of the Act, proposing his candidature for the office of director of the company.

A brief profile of Mr. Asit Kumar Jana is attached to this notice.

The Board commends the resolution set out at Item No. 5 of notice for approval by the members of the company.

Except Mr. A.K. Jana, being the appointee, none of the Directors, Key Managerial Personnel of the company and their relatives is concerned or interested financially or otherwise in the resolution set out at Item No. 5.

ITEM NO. 6

Pursuant to the Joint Venture Agreement between GAIL (India) Limited and Hindustan Petroleum Corporation Limited (HPCL) dated 16th November, 2005 and Articles of Association of the company, HPCL has nominated Mr. Hemant Ramachandra Wate as an additional director on the Board of Aavantika Gas Limited vide their letter dated 9th November, 2016.

The Board of Directors has appointed Mr. Hemant Ramachandra Wate as an additional director of the company w.e.f. 15th November, 2016, on the recommendation of Nomination and Remuneration Committee.

As per the provisions of section 161(1) of the Act and Article 122 of the Articles of Association, he holds office of additional director only up to the date of this Annual General Meeting of the company, and is eligible for appointment as director. The company has received a notice in writing along with the deposit of requisite amount under section 160 of the Act, proposing his candidature for the office of director of the company.

A brief profile of Mr. H.R. Wate is attached to this notice.

The Board commends the resolution set out at Item No. 6 of notice for approval by the members of the company.

Except Mr. H.R. Wate, being the appointee, none of the Directors, Key Managerial Personnel of the company and their relatives is concerned or interested financially or otherwise in the resolution set out at Item No. 6.

ITEM NO. 7 & 8

Pursuant to the Joint Venture Agreement between GAIL (India) Limited and Hindustan Petroleum Corporation Limited dated 16th November, 2005 and Articles of Association of the company, GAIL has nominated Mr. H.K. Srivastava as a Managing Director on the Board of Aavantika Gas Limited vide their letter dated 5th May, 2017.

The Board of Directors of the company in their board meeting held on 28th June, 2017 has appointed Mr. H.K. Srivastava as an additional director of the company w.e.f. 30th June, 2017, on the recommendation of Nomination and Remuneration Committee.

As per the provisions of section 161(1) of the Act and Article 122 of the Articles of Association, he holds office of additional director only up to the date of this Annual General Meeting of the company, and is eligible for appointment as director. The company has received a notice in writing along with the deposit of requisite amount under section 160 of the Act, proposing his candidature for the office of director of the company.

Further, the Board of Directors of the company in their board meeting held on 28th June, 2017 appointed Mr. H.K. Srivastava as a Managing Director and Key Managerial Personnel of the

company w.e.f. 30th June, 2017, on the recommendation of Nomination and Remuneration Committee for a period of three years subject to the member's approval in general meeting.

Mr. H.K. Srivastava has been deputed from GAIL as a Managing Director. The terms and conditions of his appointment is as per the deputation policy of GAIL including remuneration as under:

1. Basic Pay : Rs. 73,000/-
2. DA and CCA as per the policy of GAIL (India) Limited
3. Annual Increment as per GAIL policy.
4. Deputation Allowance as per GAIL policy.
5. Following as per GAIL Policy / Rules and Regulations:
 - i. HRA / Housing
 - ii. Leave, LFA, Medical Insurance, PF, Gratuity, SBFS
 - iii. Productivity Performance Linked Payment , Conveyance Reimbursement
6. Other allowance / benefits as per GAIL policy unless specifically altered by Aavantika Gas Limited

A brief profile of Mr. H.K. Srivastava is attached to this notice.

The Board commends the resolution set out at Item No.7 and 8 of notice for approval by the members of the company.

Except Mr. H.K. Srivastava, being the appointee, none of the Directors, Key Managerial Personnel of the company and their relatives is concerned or interested financially or otherwise in the resolution set out at Item No.7 and 8.

**By Order of the Board
For Aavantika Gas Limited**

**Sd/-
Rashi Joshi
(Company Secretary)**

Indore, August 30, 2017

Registered Office:

202-B, II Floor, NRK Business Park,
Vijay Nagar Square, A.B. Road,
Indore (M.P.)-452010
CIN: U40107MP2006PLC018684

ANNEXURE TO THE NOTICE
BRIEF PROFILE OF DIRECTOR PROPOSED FOR APPOINTMENT/ RE-APPOINTMENT AT
THE ANNUAL GENERAL MEETING

1. ASIT KUMAR JANA (DIN 03452799)

As regards appointment of Mr. Asit Kumar Jana referred to in Item No. 2 & 5 of the Notice, following necessary disclosures are made for the information of the members.

Information about the Appointee

Date of Birth	03/03/1962
Date of Appointment on the Board	15/11/2016
List of other Companies in which he holds directorship	1. Gail Gas Limited 2. Ratnagiri Gas and Power Private Limited

Brief Biography

Mr. A.K. Jana has done graduation in Production (Mechanical) Engineering from Jadavpur University and is having over three decades of experience in the Gas Sector.

He joined GAIL (India) Limited in 1985 and has been associated with first ever cross country natural gas pipeline of India i.e. Hazira-Vijaipur-Jagdishpur-Pipeline popularly known as HVJ pipeline. He has rich experience in project execution of construction, commissioning and O&M of Gas Processing Plant & LNG terminal, rotary equipment's, Natural Gas and LPG pipelines.

He has also represented GAIL in development of BIS standard on Gas Turbines (IS-15664 to 15666) as Subject Matter Expert (SME).

Presently, Mr. A.K Jana is ED (Mktg-JV) of GAIL (India) Limited and overseeing City Gas Distribution (CGD) business of GAIL through its subsidiary and joint venture companies (JVCs).

2. HEMANT RAMACHANDRA WATE (DIN 06852070)

As regards appointment of Mr. Hemant Ramachandra Wate referred to in Item No. 6 of the notice, following necessary disclosures are made for the information of the members.

Information about the Appointee

Date of Birth	15/04/1959
Date of Appointment on the Board	15/11/2016
List of other Companies in which he holds directorship	1.GSPL India Gasnet Limited 2.GSPL India Transco Limited 3.Godavari Gas Private Limited

Brief Biography

Mr. H. R. Wate has done his graduation in Chemical Engineering in 1980 and also did Diploma in Marketing Management from Xavier's Institute of Management, Mumbai.

He joined HPCL in 1982 and has had the distinction of having worked in Marketing. He has also handled critical functions in Operations, Projects and Retail Marketing.

Currently, Mr. H. R. Wate is heading the Gas & Renewables SBU as Executive Director based in Mumbai.

3. HARISH KUMAR SRIVASTAVA (DIN 07855541)

As regards appointment of Mr. H.K. Srivastava referred to in Item No. 7 & 8 of the Notice, following necessary disclosures are made for the information of the members.

Information about the Appointee

Date of Birth	27/01/1967
Date of Appointment on the Board	30/06/2017
List of other Companies in which he holds directorship	-

Brief Biography

Mr. H.K. Srivastava has completed his graduation in Electronic & Telecommunication Engineering from APS University, Rewa and also did MBA in Finance from IGNOU. He started his career as Instrumentation Engineer in IGFCC from 1989 and joined GAIL (India) Limited in 1998 as SDM wherein he handled the various assignments in Petrochemicals Department in PATA from 1998 to 2005 in all upstream and downstream units. He has rich experience in instrumentation and automation of gas distribution stations designing.

He has also handled assignments over various functions from 2006 to 2012 in GAIL pipeline project, LMC, designing the gas delivery stations and metering stations. From 2012 onwards, at GAIL Vijaypur, he has worked in Petrochemicals expansion, erection and commissioning projects.

Presently, Mr. H.K. Srivastava is GM (O & M) in GAIL (India) Limited and is on deputation in Aavantika Gas Limited as a Managing Director.