



अवंतिका गैस लिमिटेड

(गैल एवं हिन्दुस्तान पेट्रोलियम का संयुक्त उद्यम)

AAVANTIKA GAS LIMITED

(A Joint Venture Company of GAIL and HPCL)

Corporate Identity Number : U40107MP2006PLC018684

NOTICE

NOTICE is hereby given that the Twelfth Annual General Meeting of the members of Aavantika Gas Limited will be held on Friday, September 28, 2018 at 2:00 pm 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, 2018, 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, 2018, 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. Harish Kumar Srivastava (DIN: 07855541), 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. Harish Kumar Srivastava (DIN: 07855541) be and is hereby re-appointed as Director of the Company, liable to retire by rotation."

3. To appoint a director in place of Mr. Venkataramani Kannan (DIN: 07569790), 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. Venkataramani Kannan (DIN: 07569790) be and is hereby re-appointed as Director of the Company, liable to retire by rotation."

4. 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 Board of Directors, the remuneration of M/s Arora Banthia & Tulsiyan., Chartered Accountants, Indore (Firm Reg. 007028C) appointed by Comptroller and Auditor General of India for the financial year 2018-19 be and is hereby fixed at Rs. 50,000/- (Rupees Fifty Thousand Only) plus out of pocket expenses plus applicable taxes."



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SPECIAL BUSINESS

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

"RESOLVED THAT pursuant to the provisions of section 14 and all other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the members of the company be and is hereby accorded to substitute the existing Article No. 124 (ii) and Article No. 129 of the Articles of Association of the company with the following new clauses:

Article 124 (ii) Right to nominate Directors

Nominee Director of GAIL or Nominee Director of HPCL shall be the Chairman of the Board of the Company, on a rotational basis for a term of two (2) years.

Provided that their term shall commence from the close of the annual general meeting to the closure of the annual general meeting of the second successive year of the Chairman's appointment and shall never exceed the period of thirty (30) months from their initial appointment in the event of the annual general meeting being delayed for any reason. The company will have Director (HR), GAIL as the first Chairman.

Article 129 Meeting of Directors

The Directors may meet as a Board for the transaction of business from time to time and hold a minimum number of 4 meetings every year in such a manner that not more than 120 days shall intervene between two consecutive Board Meetings as per Companies Act, 2013, as amended from time to time. The Directors may adjourn and otherwise regulate their meetings as they think fit.

"RESOLVED FURTHER THAT Managing Director and /or Director (Commercial) and /or Company Secretary of the company be and are hereby authorized to do all such acts, deeds as may be necessary and incidental to give effect to the aforesaid resolution and to file all the necessary e-forms with the Registrar of Companies, Madhya Pradesh."

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 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 M.P. Turakhia & Associates, Cost Accountants having Firm Registration No. 000417, 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 2018-19 at a remuneration of Rs. 47,200/- (Rupees Forty Seven Thousand Two Hundred Only) inclusive of XBRL charges, Taxes (GST @ 18%) and Out of Pocket Expenses be and is hereby ratified and confirmed.



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RESOLVED FURTHER 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."

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

"RESOLVED THAT pursuant to provisions of section 161 and other applicable provisions, if any, of the Companies Act, 2013 and rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Prasoon Kumar (DIN: 08165637), who was appointed as an additional director of the company w.e.f. 27th June, 2018 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."

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 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. Sukumaran Jeyakrishnan (DIN: 07234397), who was appointed as an additional director of the company w.e.f. 7th August, 2018 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."

By Order of the Board
For Aavantika Gas Limited

Rashi Joshi
(Company Secretary)

Indore, September 01, 2018

Registered Office:

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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 and such person shall not act as a proxy for any other person or shareholder. The holder of proxy shall prove his identity at the time of attending the Meeting.
2. Proxies, if any, in order to be valid and effective, must be received at the company's registered office not less 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 the specimen signature(s) of the representative(s) authorised 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.



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STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 5

The promoters of the company i.e. GAIL (India) Limited and Hindustan Petroleum Corporation Limited (HPCL), have executed the first amendment to Joint Venture (JV) Agreement vide their side letter dated 20th February, 2018, giving effect to the provisions contained in the amended JV agreement, it is required to alter existing Article No. 124 (ii) and Article No. 129 of the Articles of Association (AOA) of the company.

As per provisions of section 14 of the Companies act 2013 and rules made thereunder, alteration of Articles of Association requires shareholders' approval by way of Special Resolution. Accordingly, Board commends the alteration of Article No. 124 (ii) and Article No. 129 of the Articles of Association of Aavantika Gas Limited with the new Article No. 124 (ii) and Article No. 129 as stated in the resolution.

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 resolution set out at Item No. 5 of the Notice for approval of the members by Special Resolution.

ITEM NO. 6

The Board at its meeting held on 5th July, 2018 appointed of M/s M.P. Turkhia & Associates, Cost Accountants (Firm Reg. No. 000417) as Cost Auditors for conducting the audit of the cost records of the company for the financial year 2018-19 at a remuneration of Rs. 47,200/- (Rupees Forty Seven Thousand Two Hundred Only) inclusive of XBRL charges, Taxes (GST @ 18%) and Out of Pocket Expenses.

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. 6 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, 2019.

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.6 of the Notice for approval of the members.



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ITEM NO. 7

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. Prasoon Kumar as an additional director on the Board of Aavantika Gas Limited vide their letter No. ND/GAIL/SECIT/AGL/18 dated 19th June, 2018.

The Board of Directors has appointed Mr. Prasoon Kumar as an additional director of the company w.e.f. 27th June, 2018 who will hold the office till the next Annual General Meeting.

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 under section 160 of the Act, proposing his candidature for the office of director of the company.

As per provisions of section 50 of the Companies (Amendment) Act, 2017, the Board in their meeting held on 21st August, 2018, recommends the appointment of Mr. Prasoon Kumar as a director of the company in the ensuing Annual General Meeting.

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

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

Except Mr. Prasoon Kumar, 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.

ITEM NO. 8

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. Sukumaran Jeyakrishnan, Director- Marketing, HPCL as an additional director on the Board of Aavantika Gas Limited vide their letter No. Co. Secy/ VM/183/2018 dated 26th July, 2018.

The Board of Directors has appointed Mr. Sukumaran Jeyakrishnan as an additional director of the company w.e.f. 7th August, 2018 who will hold the office till the next Annual General Meeting.

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 under section 160 of the Act, proposing his candidature for the office of director of the company.

As per provisions of section 50 of the Companies (Amendment) Act, 2017, the Board in their meeting held on 21st August, 2018, recommends the appointment of Mr. Sukumaran Jeyakrishnan as a director of the company in the ensuing Annual General Meeting.



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A brief profile of Mr. Sukumaran Jeyakrishnan is attached to this notice.

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

Except Mr. Sukumaran Jeyakrishnan, 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. 8.

By Order of the Board
For Aavantika Gas Limited


Rashi Joshi
(Company Secretary)

Indore, September 01, 2018

Registered Office:

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ANNEXURE TO THE NOTICE

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

1. HARISH KUMAR SRIVASTAVA (DIN: 07855541)

As regards appointment of Mr. H.K. Srivastava referred to in Item No. 2 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 IGFC 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 CGM (O & M) in GAIL (India) Limited and is on deputation in Aavantika Gas Limited as a Managing Director.

2. VENKATARAMANI KANNAN (DIN: 07569790)

As regards appointment of Mr. V. Kannan referred to in Item No. 3 of the Notice, following necessary disclosures are made for the information of the members.

Information about the Appointee

| | |
|--|------------|
| Date of Birth | 05/03/1966 |
| Date of Appointment on the Board | 28/07/2016 |
| List of other Companies in which he holds directorship | - |

He is a Chartered Accountant and has completed his graduation in Commerce from Bharathiar University, Tamil Nadu. Mr. V. Kannan joined Hindustan Petroleum Corporation Limited (HPCL) in December, 1991 and has handled various assignments in Refineries, Marketing and Corporate Divisions of the Corporation during his tenure of around 25 years in HPCL. He has also handled assignments over various functions covering Pricing, General Accounts, and Corporate Strategy & Planning.

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For a brief period in 1995, he had carried out OCC Cost Audit, as a member of OCC Cost Audit team. Also, during the period from August 2000 to June 2005, on deputation to LPG Equipment Research Centre, he has worked as Secretary Cum Treasurer.

3. PRASOON KUMAR (DIN: 08165637)

As regards appointment of Mr. Prasoon Kumar referred to in Item No. 7 of the Notice, following necessary disclosures are made for the information of the members.

Information about the Appointee

| | |
|--|-------------------------------------|
| Date of Birth | 06/11/1967 |
| Date of Appointment on the Board | 27/06/2018 |
| List of other Companies in which he holds directorship | Ratnagiri Gas and Power Private Ltd |

He is an Electrical Engineer and has 15 years of rich experience in the areas of Operation & Maintenance and another 15 years in Pipeline Projects & associated installations of Gas sector.

He joined GAIL (India) Ltd (herein after referred as GAIL) in the year 1988 as a Graduate Engineer Trainee and currently, is Chief General Manager as the head of Operation & Maintenance deptt Western Region of GAIL, a Maharatna PSU.

Additionally, he also holds the position of Director in Ratnagiri Gas and Power Private Ltd (RGPPL).

He has successfully completed half marathon five times and continues to participate every year.

4. SUKUMARAN JEYAKRISHNAN (DIN:07234397)

As regards appointment of Mr. S. Jeyakrishnan referred to in Item No. 8 of the Notice, following necessary disclosures are made for the information of the members.

Information about the Appointee

| | |
|--|---|
| Date of Birth | 13/06/1959 |
| Date of Appointment on the Board | 07/08/2018 |
| List of other Companies in which he holds directorship | 1. Hindustan Petroleum Corporation Limited (Whole Time Director) 2. Hindustan Colas Private Limited (Director) |

Mr. S. Jeyakrishnan has assumed charge as Director - Marketing of Hindustan Petroleum Corporation Limited, a Navratna and Fortune 500 Company, effective November 1, 2016

An alumni of Madras University, He joined HPCL in 1981 and has a rich and varied experience spanning over 35 years across the spectrum of Petroleum marketing.

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Prior to this, he was the Executive Director – Retail of HPCL. During his tenure as ED - Retail, he has been responsible for improving Marketing performance, Outstanding Customer & Vehicle Care” under the brand of Club HP. He had been instrumental in implementing the key initiatives of strategic network expansion, process improvements, retail outlet automations and customer centric initiative-drive track plus under loyalty program.

During his tenure across the various Marketing SBUs HPCL became India’s largest Lubricant marketer, augmented infrastructure, developed robust processes and undertook several pioneering customer centric initiatives which enhanced productivity and profitability and established HPCL as the preferred brand.

He attended the Advanced Management Program at Cambridge (UK), Authentic Leadership Program of the Harvard Business School and Making Corporate Boards More Effective of the Harvard Business School, and played a key role in several transformational initiatives undertaken at HPCL.

पंजीकृत कार्यालय : 202-बी, दूसरी मंजिल, एनआरके बिजनेस पार्क, विजय नगर चौराहा, ए.बी.रोड, इन्दौर 452010 म.प्र. टेलीफोन : 0731-4222520

ईमेल : info@aglonline.net, वेब साइट : aglonline.net

Regd. Office : 202-B, II Floor, NRK Business Park, Vijay Nagar Square, A.B. Road, Indore-452010 (M.P.) Telephone : 0731-4222520

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अवंतिका गैस लिमिटेड

(गैल एवं हिन्दुस्तान पेट्रोलियम का संयुक्त उद्यम)

AAVANTIKA GAS LIMITED

(A Joint Venture Company of GAIL and HPCL)

Corporate Identity Number : U40107MP2006PLC018684

Form No. MGT-11

Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

| | | |
|-----------------------|---------------------|-------|
| Name of the Member(s) | | |
| Registered Address | | |
| E-mail Id | Folio No /Client ID | DP ID |

I/We, being the member(s) of _____ shares of the above named company, hereby appoint

| | |
|----------------------------------|------------|
| Name : | E-mail Id: |
| Address: | |
| Signature : _____ or failing him | |

| | |
|---------------------------------|------------|
| Name : | E-mail Id: |
| Address: | |
| Signature: _____ or failing him | |

| | |
|---------------------------------|------------|
| Name : | E-mail Id: |
| Address: | |
| Signature: _____ or failing him | |

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **Twelfth Annual General Meeting** of the company, to be held on the **Friday, September 28, 2018 at 2.00 p.m.** at **202-B, 2nd Floor, NRK Business Park, Vijay Nagar Square, A.B. Road, Indore (M.P.)-452010** and at any adjournment thereof in respect of such resolutions are indicated below:

| Resolution No.(S) | | Vote | |
|--------------------------|---|------|---------|
| | | For | Against |
| Ordinary Business | | | |
| 1. | To receive, consider and adopt the audited Financial Statements for the financial year ended 31 st March, 2018, Board's Report, Independent Auditor's Report and the comments thereupon of Comptroller & Auditor General of India. | | |
| 2. | To appoint a director in place of Mr. Harish Kumar Srivastava (DIN: 07855541), who retires by rotation, and being eligible, offers himself for re-appointment. | | |
| 3. | To appoint a director in place of Mr. Venkataramani Kannan (DIN: 07569790), who retires by rotation, and being eligible, offers himself for re-appointment | | |
| 4. | To fix the remuneration of statutory auditors of the company for the financial year 2018-19. | | |

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| Special Business | | | |
|------------------|--|--|--|
| 5. | To alter the existing Article No. 124 (ii) and Article No. 129 of the Articles of Association of the company. | | |
| 6. | To ratify the remuneration paid to M/s. M.P. Turakhia & Associates, Cost Accountants, Indore for the financial year 2018-19. | | |
| 7. | Confirmation of Mr. Prasoon Kumar (DIN: 08165637) as Director of the company. | | |
| 8. | Confirmation of Mr. Sukumaran Jeyakrishnan (DIN: 07234397) as Director of the company. | | |

Affix Revenue
Stamps

Signed this ____ day of ____ 2018

Signature of Shareholder

Signature of Proxy holder

Note:

- 1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
- 2) The proxy need not be a member of the company.

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ATTENDANCE SLIP

PLEASE COMPLETE THE ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL. PLEASE ALSO BRING YOUR COPY OF THE ENCLOSED ANNUAL REPORT.

I hereby record my presence at the Twelfth Annual General Meeting to be held on Friday, September 28, 2018 at 2:00 pm at 202-B, 2nd Floor, NRK Business Park, Vijay Nagar Square, A.B. Road, Indore (M.P.) – 452010.

| Particulars | Name of shareholder/Proxy (in block letters) | Signature |
|----------------|---|-----------|
| Folio No. | | |
| DP ID No.* | | |
| Client ID No.* | | |

*Applicable for investors holding shares in electronic form.

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