



AAVANTIKA GAS LIMITED

(A Joint Venture of GAIL & HPCL)

Registered Office: 202-B, IInd Floor, NRK Business Park, Vijay Nagar Square,

A.B. road, Indore-452010

CIN: U40107MP2006PLC018684 Website: www.aglonline.net

E mail: csagl@aglonline.net Phone: 0731-4222520

NOTICE

NOTICE is hereby given that the **Thirteenth Annual General Meeting** of the members of Aavantika Gas Limited will be held on **Wednesday, September 25, 2019** at **11:00 am** 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 31stMarch, 2019, 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 31stMarch, 2019, along with the 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 declare final dividend @ 4% (Rs. 0.40/- per equity share) on the paid-up equity share capital of the Company as on the date of declaration, for the Financial Year 2018-19 as recommended by the Board and to pass the following resolution as an *Ordinary Resolution*:

"RESOLVED THAT approval of the shareholders be and is hereby accorded for payment of final dividend @ 4% (Rs. 0.40/- per equity share) on the paid up equity share capital of the Company as on the date of declaration, for the Financial Year 2018-19 as recommended by the Board of Directors."

3. To appoint a director in place of Mr. Prasoon Kumar (DIN: 08165637), 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. Prasoon Kumar (DIN: 08165637), 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 the 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 2019-20."



AAVANTIKA GAS LIMITED

(A Joint Venture of GAIL & HPCL)

Registered Office: 202-B, IInd Floor, NRK Business Park, Vijay Nagar Square,

A.B. road, Indore-452010

CIN: U40107MP2006PLC018684 Website: www.aglonline.net

E mail: csagl@aglonline.net Phone: 0731-4222520

SPECIAL BUSINESS

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

“RESOLVED THAT pursuant to 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. Pushp Kumar Joshi (DIN: 05323634), who was appointed as an additional director of the company w.e.f. 25th July, 2019 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, 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. Gajanan Parmar (DIN: 08459668), who was appointed as an additional director of the company w.e.f. 29th May, 2019 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, 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 sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule V of the Companies Act, 2013 and Article of Association, consent of the members of the company be and is hereby accorded to appoint Mr. Gajanan Parmar (DIN: 08459668) as a Whole Time Director and hold a position as Key Managerial Personnel of the Company w.e.f. 29th May, 2019 for a period of three years as per the terms and conditions of the deputation policy of HPCL including remuneration as under:

1. Basic Pay as per the policy of Hindustan Petroleum Corporation Limited which at present is : Rs. 1,87,540/-
2. DA and CCA as per the policy of Hindustan Petroleum Corporation Limited (HPCL)
3. Annual Increment as per HPCL policy.
4. Deputation Allowance as per HPCL policy.
5. Following as per HPCL Policy / Rules and Regulations:



AAVANTIKA GAS LIMITED

(A Joint Venture of GAIL & HPCL)

Registered Office: 202-B, IIInd Floor, NRK Business Park, Vijay Nagar Square,

A.B. road, Indore-452010

CIN: U40107MP2006PLC018684 Website: www.aglonline.net

E mail: csagl@aglonline.net Phone: 0731-4222520

- i. HRA / Housing
 - ii. Leave, LFA, Medical Insurance, PF, Gratuity, SBFS
 - iii. Productivity Performance Linked Payment, Conveyance Reimbursement
6. Other allowance / benefits as per HPCL policy unless specifically altered by Aavantika Gas Limited."

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. Gajanan Parmar.

RESOLVED FURTHER THAT Managing Director and/or Company Secretary of the Company be and are hereby 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."

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 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 2019-20 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."

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

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

Indore, August 30, 2019

Registered Office:

202-B, II Floor, NRK Business Park,

Vijay Nagar Square, A.B. Road,

Indore (M.P.)-452010

CIN: U40107MP2006PLC018684



AAVANTIKA GAS LIMITED

(A Joint Venture of GAIL & HPCL)

Registered Office: 202-B, IInd Floor, NRK Business Park, Vijay Nagar Square,

A.B. road, Indore-452010

CIN: U40107MP2006PLC018684 Website: www.aglonline.net

E mail: csagl@aglonline.net Phone: 0731-4222520

NOTES

- 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.
- 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.
- 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.
- 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.
- The dividend payable on equity shares, if approved by the members, will be paid within 30 days of the AGM to those members whose names appear on the Company's Register of members and as per beneficial owners' position received from NSDL & CDSL as on the date of AGM
- 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.
- Attendance slip, proxy form and the route map of the venue of the Meeting are annexed hereto.
- 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.
- 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 except Sunday(s)/ Gazetted Holiday(s) and other Holidays declared in AGL.



AAVANTIKA GAS LIMITED

(A Joint Venture of GAIL & HPCL)

Registered Office: 202-B, IInd Floor, NRK Business Park, Vijay Nagar Square,

A.B. road, Indore-452010

CIN: U40107MP2006PLC018684 Website: www.aglonline.net

E mail: csagl@aglonline.net Phone: 0731-4222520

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

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, HPCL vide their letter no. Co. Secy/VM/227/2019 dated 26th June, 2019 has nominated Mr. Pushp K. Joshi, Director (HR) as Director and Chairman in Aavantika Gas Limited.

The Board of Directors has appointed Mr. Pushp Kumar Joshi as an additional director of the company w.e.f. 25th July, 2019 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 23rd August, 2019, recommends the appointment of Mr. Pushp Kumar Joshi as a director of the company in the ensuing Annual General Meeting.

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

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

Except Mr. Pushp Kumar Joshi, 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 & 7

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, HPCL has nominated Mr. Gajanan Parmar as Director (Commercial) on the Board of Aavantika Gas Limited vide their letter dated 23rd May, 2019.

The Board of Directors of the company in their board meeting held on 29th May, 2019 has appointed Mr. Gajanan Parmar as an additional director of the company w.e.f. 29th May, 2019 (effective from the conclusion of the Board 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



AAVANTIKA GAS LIMITED

(A Joint Venture of GAIL & HPCL)

Registered Office: 202-B, IInd Floor, NRK Business Park, Vijay Nagar Square,

A.B. road, Indore-452010

CIN: U40107MP2006PLC018684 Website: www.aglonline.net

E mail: csagl@aglonline.net Phone: 0731-4222520

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 23rd August, 2019, recommends the appointment of Mr. Gajanan Parmar as a director of the company in the ensuing Annual General Meeting.

Further, the Board of Directors of the company in their board meeting held on 29th May, 2019 appointed Mr. Gajanan Parmar as a Whole Time Director and Key Managerial Personnel of the company w.e.f. 29th May, 2019 (effective from the conclusion of the Board Meeting).

Mr. Gajanan Parmar has been deputed from HPCL as a Whole Time Director. The terms and conditions of his appointment is as per the deputation policy of HPCL including remuneration as under:

- Basic Pay as per the policy of Hindustan Petroleum Corporation Limited which at present is : Rs. 1,87,540/-
- DA and CCA as per the policy of Hindustan Petroleum Corporation Limited (HPCL)
- Annual Increment as per HPCL policy.
- Deputation Allowance as per HPCL policy.
- Following as per HPCL Policy / Rules and Regulations:
 - i. HRA / Housing
 - ii. Leave, LFA, Medical Insurance, PF, Gratuity, SBFS
 - iii. Productivity Performance Linked Payment, Conveyance Reimbursement
- Other allowance / benefits as per HPCL policy unless specifically altered by Aavantika Gas Limited."

A brief profile of Mr. Gajanan Parmar is attached to this notice.

The Board commends the resolution set out at Item No.6 and 7 of notice for approval by the members of the company.

Except Mr. Gajanan Parmar, 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 and 7.

ITEM NO. 8

The Board at its meeting held on 2nd May, 2019 reappointed of M/s M.P. Turakhia & 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 2019-20 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.



AAVANTIKA GAS LIMITED

(A Joint Venture of GAIL & HPCL)

Registered Office: 202-B, IIInd Floor, NRK Business Park, Vijay Nagar Square,

A.B. road, Indore-452010

CIN: U40107MP2006PLC018684 Website: www.aglonline.net

E mail: csagl@aglonline.net Phone: 0731-4222520

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. 8 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, 2020.

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.8 of the Notice for approval of the members.

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

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

Indore, August 30, 2019

Registered Office:

202-B, II Floor, NRK Business Park,

Vijay Nagar Square, A.B. Road,

Indore (M.P.)-452010

CIN: U40107MP2006PLC018684



AAVANTIKA GAS LIMITED

(A Joint Venture of GAIL & HPCL)

Registered Office: 202-B, IInd Floor, NRK Business Park, Vijay Nagar Square,

A.B. road, Indore-452010

CIN: U40107MP2006PLC018684 Website: www.aglonline.net

E mail: csagl@aglonline.net Phone: 0731-4222520

ANNEXURE TO THE NOTICE

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

1. PUSHUP KUMAR JOSHI(DIN: 05323634)

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

Information about the Appointee

Date of Birth	08/08/1964
Date of Appointment on the Board	25/07/2019
List of other Companies in which he holds directorship	Hindustan Petroleum Corporation Limited HPCL Rajasthan Refinery Limited HPCL Biofuels Limited Prize Petroleum Company Limited

Brief Biography

Mr. Pushup Kumar Joshi has assumed charge as Director - Human Resources of Hindustan Petroleum Corporation Limited, a Navratna and Fortune 500 Company effective August 01, 2012. Prior to this he was holding key portfolios in Human Resources viz. Executive Director - HRD, and Head - HR of Marketing Division.

A Bachelor of Law and an alumnus of XLRI, Jamshedpur, Mr. Pushup Kumar Joshi joined HPCL in 1986. Since then he has held various key positions in Human Resources and Industrial Relations functions at HQO, Marketing and Refineries Divisions of HPCL.

He has been responsible for the design and deployment of key HR policies and practices that are employee oriented and aim at building high performance culture.

He spearheaded various HR practices with strong business focus in HPCL viz; Project Akshay - the leadership development programme, Productivity Improvement Initiatives, leveraged the IT Platform for Internal Customer care, various Technical & Behavioral training programs, HR- Business Process Reengineering (BPR), Implementation of JDE (HR), Health Management System, HR Green Credit etc.



AAVANTIKA GAS LIMITED

(A Joint Venture of GAIL & HPCL)

Registered Office: 202-B, IInd Floor, NRK Business Park, Vijay Nagar Square,
A.B. road, Indore-452010

CIN: U40107MP2006PLC018684 Website: www.aglonline.net

E mail: csagl@aglonline.net Phone: 0731-4222520

2. GAJANAN PARMAR(DIN: 08459668)

As regards appointment of Mr. Gajanan Parmar referred to in Item No. 6& 7 of the Notice, following necessary disclosures are made for the information of the members.

Information about the Appointee

Date of Birth	20/01/1969
Date of Appointment on the Board	29/05/2019
List of other Companies in which he holds directorship	-

Mr. Gajanan Parmar took charge as a Whole - Time Director w.e.f 29th May, 2019 in Aavantika Gas Limited. He is a Chartered Accountant, Bachelor of Law and Masters in Commerce.

Mr. Gajanan Parmar has joined Hindustan Petroleum Corporation Limited (HPCL) in 1995 and has handled various assignments in Accounting/Finance activities during his tenure of around 24 years in HPCL.

He worked in ERP Central Team looking after Accounts Receivable, Accounts Payable, Pricing, Inventory module etc and was involved in roll out of ERP across various locations in India.

He was also the Head of IND AS team to implement the International Accounting Standards in HPCL, along with that he handled ICFR.

Presently, Gajanan Parmar is DGM (Finance) in Hindustan Petroleum Corporation Limited and is on deputation in AGL as Director (Commercial).



AAVANTIKA GAS LIMITED

(A Joint Venture of GAIL & HPCL)

Registered Office: 202-B, IInd Floor, NRK Business Park, Vijay Nagar Square,
A.B. road, Indore-452010

CIN: U40107MP2006PLC018684 Website: www.aglonline.net

E mail: csagl@aglonline.net Phone: 0731-4222520

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 **Thirteenth Annual General Meeting** of the company, to be held on **Wednesday, September 25, 2019** at **11.00 a.m.** at **202-B, 2ndFloor, 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, 2019, Board's Report, Independent Auditor's Report and the comments thereupon of Comptroller & Auditor General of India.		
2.	To declare final dividend @ 4% (Rs. 0.40/- per equity share) for		



AAVANTIKA GAS LIMITED

(A Joint Venture of GAIL & HPCL)

Registered Office: 202-B, IIInd Floor, NRK Business Park, Vijay Nagar Square,
A.B. road, Indore-452010

CIN: U40107MP2006PLC018684 Website: www.aglonline.net

E mail: csagl@aglonline.net Phone: 0731-4222520

	the financial year ended 31 st March, 2019.		
3.	To appoint a director in place of Mr. Prasoon Kumar (DIN: 08165637), who retires by rotation, and being eligible, offers himself for re-appointment.		
4.	Authorization to Board of Directors to fix the remuneration of statutory auditors of the company for the financial year 2019-20.		
Special Business			
5.	Confirmation of Mr. Pushp Kumar Joshi (DIN: 05323634) as Director of the company.		
6.	Confirmation of Mr. Gajanan Parmar (DIN: 08459668) as Director of the company.		
7.	Appointment of Mr. Gajanan Parmar (DIN:08459668) as Whole Time Director of the company		
8.	To ratify the remuneration paid to M/s. M.P. Turakhia & Associates, Cost Accountants, Indore for the financial year 2019-20.		

Affix Revenue
Stamps

Signed this ____ day of ____ 2019

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.



AAVANTIKA GAS LIMITED

(A Joint Venture of GAIL & HPCL)

Registered Office: 202-B, IInd Floor, NRK Business Park, Vijay Nagar Square,
A.B. road, Indore-452010

CIN: U40107MP2006PLC018684 Website: www.aglonline.net

E mail: csagl@aglonline.net Phone: 0731-4222520

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 **Thirteenth Annual General Meeting** to be held on **Wednesday, September 25, 2019** at **11:00 am** 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)	No of shares	Signature
Folio No.			
DP ID No.*			
Client ID No.*			

*Applicable for investors holding shares in electronic form.

Signature of Shareholder/Proxy holder