



Gujarat State Petronet Ltd.

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

Ref: GSPL/S&L/2016-17

Date: 26th August, 2016

Manager- Listing Department
National Stock Exchange,
"Exchange Plaza,
Bandra-Kurla Complex,
Bandra (E), Mumbai – 400 051.
Fax No. : 022-26598237/38

Dear Sir,

Company Code: GSPL

Sub: 18th Annual General Meeting and Book Closure.

This is to inform you that the 18th Annual General Meeting of the Company is scheduled to be held on Thursday, 22nd September, 2016. Copy of the Annual Report 2015 – 16 along with the Notice convening the 18th Annual General Meeting is enclosed herewith.

Further, the Register of Members and Share Transfer Books of the Company will remain closed for the period from Friday, 16th September, 2016 to Thursday, 22nd September, 2016 (both days inclusive) for the purpose of payment of Dividend for the financial year 2015 – 2016 and Annual General Meeting.

The Dividend as recommended by the Board of Directors, if declared at the Annual General Meeting, will be paid on Thursday, 29th September, 2016 to those Members whose names appear in the Register of Members as at the close of business hours on 15th September, 2016.

We would further like to inform you that the Company has fixed 15th September, 2016 as the cut-off date for the purpose of e-voting, for ascertaining the names of the Shareholders holding Shares either in physical form or in dematerialized form,

NR

who will be entitled to cast their votes electronically in respect of the businesses to be transacted at the 18th Annual General Meeting of the Company scheduled to be held on 22nd September, 2016. The e-voting period commences on 19th September, 2016 to 21st September, 2016. During this period, the Members of the Company as on the cut-off date, being 15th September, 2016, may cast their vote by electronic means.

This is for your record and reference.

Thanking you,

Yours faithfully,

For Gujarat State Petronet Limited,



Reena Desai

Company Secretary

C/C to:

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

NOTICE

Notice is hereby given that 18th Annual General Meeting of the members of Gujarat State Petronet Limited will be held on Thursday, the 22nd day of September, 2016 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 Financial Statements (*Standalone & Consolidated*) of the Company for the Financial Year ended 31st March, 2016 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 Smt. Shridevi Shukla [DIN: 02028225] who retires by rotation and being eligible offers herself 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 approve appointment of Dr. Sudhir Kumar Jain as an Independent Director of the Company.

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

"RESOLVED THAT Dr. Sudhir Kumar Jain [DIN: 03646016], who was appointed as an Additional/Independent Director pursuant to provisions of Sections 149, 152, 161 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies [Appointment and Qualifications of Directors] Rules, 2014 [including any statutory modification(s) or re-enactment thereof for the time being in force], applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Articles of Association of the Company, and who being qualified and eligible for appointment as an Independent Director of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a Member proposing his candidature for the office of the Director, be and is hereby appointed as an Independent Director of the Company to hold office for a period of five (5) consecutive years effective from 23rd October, 2015, subject to review of annual performance, and whose term of office shall not be liable to retirement by rotation."

6. To approve appointment of Shri Bhadresh Mehta as an Independent Director of the Company.

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

"RESOLVED THAT Shri Bhadresh Mehta [DIN: 02625115], who was appointed as an Additional/Independent Director pursuant to provisions of Sections 149, 152, 161 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies [Appointment and Qualifications of Directors] Rules, 2014 [including any statutory modification(s) or re-enactment thereof for the time being in force], applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Articles of Association of the Company, and who being qualified and eligible for appointment as an Independent Director of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a Member proposing his candidature for the office of the Director, be and is hereby appointed as an Independent Director of the Company to hold office for a period of five (5) consecutive years effective from 23rd October, 2015, subject to review of annual performance, and whose term of office shall not be liable to retirement by rotation."

7. To approve appointment of Shri Sujit Gulati, IAS as a Director of the Company.

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

"RESOLVED THAT Shri Sujit Gulati, IAS [DIN: 00177274], who was appointed as an Additional Director pursuant to provisions of Sections 149, 152, 161 of the Companies Act, 2013 read with the Companies [Appointment and Qualifications of Directors] Rules, 2014 [including any statutory modification(s) or re-enactment thereof for the time being in force] and Articles of Association of the Company and who holds office upto the date of this Annual General Meeting and in respect of whom, the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a Member proposing his candidature for the office of the Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

8. To ratify the remuneration payable to M/s R K Patel & Co., Cost Auditors of the Company for the Financial Year ending 31st March, 2017.

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

"RESOLVED THAT pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies [Audit and Auditors] Rules, 2014 [including any statutory modification(s) or re-enactment thereof, for the time being in force], M/s R K Patel & Co., 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 31st March, 2017 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 approve payment of remuneration to Shri M M Srivastava, IAS (Retd.), Chairman.

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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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 10th May, 2013 and letter dated 25th July, 2016 to Shri M M Srivastava, IAS (Retd.), Non-Executive Chairman [DIN: 02190050] w.e.f 24th August, 2016 for the period of two years 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: 30th July, 2016

Place: Gandhinagar

Registered Office

GSPC Bhavan, Sector - 11

Gandhinagar - 382 010.

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENTS APPOINTING PROXY TO BE VALID AND EFFECTIVE MUST REACH TO THE CORPORATE OFFICE OF THE COMPANY SITUATED AT GSPL BHAVAN, E-18, GIDC ELECTRONIC ESTATE, SECTOR-26, GANDHINAGAR-382028 MINIMUM 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN 10% [TEN PERCENT] OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN 10% [TEN PERCENT] OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.

2. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send a certified copy of the board resolution authorizing their representative to attend and vote on their behalf at the Meeting.
3. Members / proxies are requested to bring their attendance slip along with their copy of Annual Report to the Meeting.
4. Members desirous of getting any information related to accounts or operations of the Company are requested to send in their queries so as to reach the Company's Corporate Office situated at GSPL Bhavan, E-18, GIDC Electronic Estate, Sector-26, Gandhinagar-382028 atleast 7 days in advance before the date of Meeting to enable the management to keep the information ready.
5. The Register of Members and Share Transfer Books of the Company shall remain closed from Friday, 16th September, 2016 to Thursday, 22nd September, 2016 (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, 29th September, 2016 to those Members of the Company whose names appear (a) as beneficial owners as at the close of business hours on 15th September, 2016 as per the list to be furnished by the depositories in respect of the Shares held in electronic form; and (b) as Members in the Register of Members of the Company as at close of business hours on 15th September, 2016, after giving effect to all valid Share Transfers in physical

form received on or before 15th September, 2016.

6. All transfer deeds, requests for change of address, bank particulars /mandates/ECS mandates, PAN should be lodged with Company's Registrar and Share Transfer Agent (R&TA), 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 15th September, 2016. 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 Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, profile of Directors seeking re-appointment / appointment is separately annexed herewith.
10. In accordance with Section 20 of the Companies Act, 2013, service of documents on Members by a Company is allowed through electronic mode. Accordingly, soft copy of the Annual Report is being sent to all the Members whose E-mail IDs are registered with the Company/R&TA/Depository Participants unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail address, physical copies of the Annual Report is being sent in the permitted mode.
11. To promote green initiative, Members are requested to register their e-mail addresses through their Depository Participants for sending the future communications by e-mail. Members holding the Shares in physical form may register their e-mail addresses through the R&TA, giving reference of their Folio Number.
12. Members also note that the Annual Report for Financial Year 2015-16 will also be available on the Company's website 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, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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 Central Depository Services (India) Limited (CDSL) as the Authorised Agency to provide remote e-voting facility (i.e. the facility of casting votes by a Member by using an electronic voting system from a place other than the venue of a General Meeting).
 - II. The Company shall also provide facility for voting through polling paper which shall be available at the Meeting and Members attending the Meeting who have not already casted their vote by remote e-voting shall be able to exercise their right to vote at the Meeting.
 - III. The cut-off date for the purpose of voting (including remote e-voting) is 15th September, 2016. 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 15th September, 2016 shall be entitled to avail the facility of voting through remote e-voting/polling paper. The voting rights of the Members shall be in proportion to the paid-up value of their Shares in the Equity Capital of the Company as on the cut-off date for the purpose of voting.
 - IV. The Members who have casted their vote by remote e-voting prior to the Meeting may also attend the Meeting but shall not be entitled to cast their vote again.
 - V. The Board of Directors have appointed M/s K K Patel & Associates, Practising Company Secretary, as the Scrutinizer, for conducting the voting / poll and remote e-voting process in a fair and transparent manner.
 - VI. The remote e-voting facility will be available during the following period after which the portal shall forthwith be blocked and shall not be available:

Commencement of remote e-voting	09.00 A.M. (IST) on 19 th September, 2016
End of remote e-voting	05.00 P.M. (IST) on 21 st September, 2016



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

- i. The Shareholders should log on to the e-voting website **www.evotingindia.com**.
- ii. Click on "SHAREHOLDERS" tab to cast your votes.
- iii. Now Enter your User ID:
 - a. For CDSL: 16 digits beneficiary ID
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID
 - c. Members holding Shares in Physical Form should enter Folio Number registered with the Company.
- iv. Next enter the image verification as displayed and click on Login.
- v. If you are holding Shares in Demat Form and had logged on to **www.evotingindia.com** and voted on an earlier voting of any company, then your existing password is to be used.
- vi. If you are a first time user, follow the steps given below:

	For Members holding Shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department when prompted by the system while e-voting (applicable for both Demat Shareholders as well as Physical Shareholders) - Members who have not updated their PAN with the R&TA / Depository Participant are requested to use the first two letters of their name (In Capital) and the 8 digits of the sequence number in the PAN field. The sequence number is printed on address label/sticker affixed on the back page of the Annual Report. - In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name (In CAPITAL). Eg. If your name is Jay Kumar with sequence number 1 then enter JA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Please enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your Demat account or in the R&TA records in order to Login. If both the details are not recorded with the Depository or R&TA, please enter the User ID / Folio Number in the Dividend Bank details field as mentioned in instruction (iii)

- vii. After entering these details appropriately, click on "SUBMIT" tab.
- viii. Members holding Shares in Physical Form will then directly reach to the Company selection screen. However, Members holding Shares in Demat Form will now reach "PASSWORD CREATION" menu, wherein, they are required to mandatorily enter their Login Password in the new Password field. Kindly note that this Password can be used by the Demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that such company opts for e-voting through CDSL platform. It is strongly recommended not to share your Password with any other person and take utmost care to keep your Password confidential.
- ix. For Members holding Shares in Physical Form, the details can be used only for e-voting on the Resolutions contained in this Notice.
- x. Click/Select "EVENT" of "Gujarat State Petronet Limited" to vote on the same.
- xi. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES /NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xii. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolutions.
- xiii. After selecting the Resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xiv. Once you "CONFIRM" your vote on the Resolution, you will not be allowed to modify your vote.
- xv. You can also take out print of the voting done by you by clicking on "Click here to print" option on the voting page.
- xvi. If Demat account holder has forgotten the Password then enter the User ID and the image verification code and click on "FORGOT PASSWORD" & enter the details as prompted by the system.
- xvii. Shareholder can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting

app can be downloaded from Google Play Store. Apple and Windows phone user can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

xviii. Note for Non - Individual Shareholders and Custodians:

- Non-Individual Shareholders (i.e. other than Individuals, HUF and NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to **helpdesk.evoting@cdslindia.com**.
- After receiving the Login details a compliance user should be created using the Admin Login and Password. The compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

xix. A scanned copy of the certified Board Resolution/ Power of Attorney (POA)/ Authority Letter etc. together with attested specimen signature(s) of the duly authorized representative(s), as issued should be emailed to the Scrutinizer at E-Mail ID -: scrutinizerspl@gmail.com and the same should also be uploaded in PDF format in the system for the verification by the Scrutinizer.

xx. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

Poll at the Meeting:

VII. After the items of the Notice have been discussed, the Chairman will order poll in respect of the items. Poll will be conducted under the supervision of the Scrutinizer appointed for remote e-voting and Poll as stated above. A person, whose name is recorded in the Register of Members or in Register of Beneficial Owners maintained by the Depositories as at the close of the business hours on the cut-off date of 15th September, 2016 and who have not casted their vote by remote e-voting, and being present in the AGM, either personally or through proxy, only shall be entitled to vote at the AGM.

VIII. The Scrutinizer shall after the conclusion of voting at the General Meeting, first count the votes cast at the Meeting, and thereafter unblock the vote cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company and will make, on or before 24th September, 2016, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, forthwith to the Chairman of the Company, who shall countersign the same and the Chairman, or in his absence the Managing Director, shall declare the result forthwith.

IX. The Results declared alongwith the Scrutinizer's Report shall be placed on the Company's website **www.gspcgroup.com** and on the website of Central Depository Services (India) Limited immediately after the result is declared and shall be simultaneously communicated to the Bombay Stock Exchange Limited (BSE) and National Stock Exchange of India Limited (NSE) where the Shares of the Company are Listed.

X. The Resolutions will be deemed to be passed on the Annual General Meeting date subject to receipt of requisite number of votes in favour of the Resolutions.

XI. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office and Corporate Office of the Company during normal business hours (10.30 A.M. to 6.30 P.M.) on all working days up to and including the date of Annual General Meeting of the Company.

For Gujarat State Petronet Limited

Reena Desai

Company Secretary

Date: 30th July, 2016

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. Sudhir Kumar Jain [DIN: 03646016] has been appointed as an Additional/Independent Director of the Company under Section 161 of the Companies Act, 2013 read with applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Articles of Association of the Company with effect from 23rd October, 2015.

As per the provisions of Section 149 of the Companies Act, 2013 read with Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, an Independent Director shall hold office for a term upto five consecutive years on the Board of a company and is not liable to retire by rotation.

The Company has received a Notice under Section 160 of the Companies Act, 2013 from a Member in writing proposing the candidature of Dr. Sudhir Kumar Jain for appointment as an Independent Director of the Company.

Dr. Sudhir Kumar Jain has given a declaration to the Board that he meets criteria of Independence as provided under Section 149 (6) of the Act.

In the opinion of the Board, Dr. Sudhir Kumar Jain fulfills the conditions specified in the Act and the Rules made there under for appointment as an Independent Director and he is independent of management. The Board recommends his appointment as an Independent Director for five (5) consecutive years effective from 23rd October, 2015.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Dr. Sudhir Kumar Jain as an Independent Director is now being placed before the Members in General Meeting for their approval.

Copy of the draft letter of appointment of Dr. Sudhir Kumar Jain will be available for inspection without any fee by the Members at the Registered Office and Corporate Office of the Company during normal business hours on any working day upto the date of the 18th AGM.

None of the Directors or Key Managerial Personnel (KMP) or relatives of Directors and KMPs, except Dr. Sudhir Kumar Jain, is concerned or interested in the Resolution at Item No. 5 of the Notice. Dr. Sudhir Kumar Jain and his relatives, if any, are interested or concerned in the Resolution concerning his appointment proposed at Agenda Item No. 5.

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

Item No. 6

Shri Bhadresh Mehta [DIN: 02625115] has been appointed as an Additional/Independent Director of the Company under Section 161 of the Companies Act, 2013 read with applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Articles of Association of the Company with effect from 23rd October, 2015.

As per the provisions of Section 149 of the Companies Act, 2013 read with Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, an Independent Director shall hold office for a term upto five consecutive years on the Board of a company and is not liable to retire by rotation.

The Company has received a Notice under Section 160 of the Companies Act, 2013 from a Member in writing proposing the candidature of Shri Bhadresh Mehta for appointment as an Independent Director of the Company.

Shri Bhadresh Mehta has given a declaration to the Board that he meets criteria of Independence as provided under Section 149 (6) of the Act.

In the opinion of the Board, Shri Bhadresh Mehta fulfills the conditions specified in the Act and the Rules made there under for appointment as an Independent Director and he is independent of management. The Board recommends his appointment as an Independent Director for five (5) consecutive years effective from 23rd October, 2015.

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

Copy of the draft letter of appointment of Shri Bhadresh Mehta will be available for inspection without any fee by the Members at the Registered Office and Corporate Office of the Company during normal business hours on any working day upto the date of the 18th AGM.

None of the Directors or Key Managerial Personnel (KMP) or relatives of Directors and KMPs, except Shri Bhadresh Mehta, is concerned or interested in the Resolution at Item No. 6 of the Notice. Shri Bhadresh Mehta and his relatives, if any, are interested or concerned in the Resolution concerning his appointment proposed at Agenda Item No. 6.

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

Item No. 7

Shri Sujit Gulati, IAS [DIN: 00177274] 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 19th July, 2016 holds office upto the date of this Annual General Meeting.

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

A brief profile of Shri Sujit Gulati, 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 Sujit Gulati, IAS, is concerned or interested in the Resolution at Item No. 7 of the Notice. Shri Sujit Gulati, IAS and his relatives are interested or concerned in the Resolution concerning his 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 19th May, 2016, 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 2016 - 2017 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 as set out at Item No. 8 of the Notice for ratification of the remuneration payable to the Cost Auditors for the Financial Year 2016 - 2017.

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 17th 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 28th August, 2015. The total approx annual remuneration approved was ₹ 15.67 Lacs.

The Government of Gujarat has vide Resolution No. GPC-10-2010-110000-E of Govt. of Gujarat dated 10th 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 10th 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 Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors of the Company has recommended remuneration for the period from 24th August, 2016 to 23rd August, 2018, 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 10th May, 2013 and letter dated 25th July, 2016 for approval of the Members at the ensuing Annual General Meeting and the total approx remuneration would be ₹ 16.83 Lacs per annum.

It is, therefore, proposed to approve payment of monthly remuneration to Shri M M Srivastava, IAS (Retd.), Non-Executive Chairman of the Company for two years effective from 24th August, 2016, more particularly prescribed in GoG Resolution dated 10th May, 2013 and letter dated 25th July, 2016. The said GoG Resolution and letter would be available for inspection without any fee by the Members at the Registered Office and Corporate Office of the Company during normal business hours on any working day upto the date of the 18th AGM.

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 Resolution set out at 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.

Date: 30th July, 2016

Place: Gandhinagar

Registered Office

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

For Gujarat State Petronet Limited

Reena Desai

Company Secretary

Brief Profile of Directors seeking Appointment/ Reappointment

Name of the Director	Smt. Shridevi Shukla		Dr. Sudhir Kumar Jain		Shri Bhadresh Mehta		Shri Sujit Gulati, IAS	
Date of Birth	28/08/1952		04/07/1959		23/02/1960		22/11/1959	
Date of Appointment	22/05/2015		23/10/2015		23/10/2015		19/07/2016	
Qualifications & Expertise	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.		Dr. Sudhir Kumar Jain is an active academic and a passionate academic administrator. He has been on the faculty of IIT Kanpur (IITK) since 1984 from where he is currently on leave to the new Indian Institute of Technology Gandhinagar (IITGN) in Ahmedabad to shoulder the responsibilities of its Director. Dr. Jain holds a Bachelor of Engineering from the University of Roorkee, and Masters and Doctoral degrees from the California Institute of Technology, Pasadena. He was elected to the Board of Directors of the International Association for Earthquake Engineering in 2000, and is currently its President. He also served on the Board of Directors of the World Seismic Safety Initiative from 2002 to 2009. He was elected Fellow of the Indian National Academy of Engineering in 2003, and was conferred Life Membership by the New Zealand Society for Earthquake Engineering (NZSEE) in 2013.		Shri Bhadresh Mehta is Chartered Accountant, Company Secretary and Cost Accountant by qualification. He holds professionally qualified senior managerial experience with a proven success of over 20 years in steering finance and audit functions of reputed business groups. His areas of specialization are strategic planning, financial management, auditing, risk assessment and management.		Shri Sujit Gulati, IAS is Mechanical Engineer and Indian Administrative Officer of Gujarat Cadre since 1985. He is having varied and rich experience and has served as Joint Secretary and Financial Advisor, Ministry of Mines of Government of India. He has held key positions in the various Departments/ Ministries of Government of Gujarat. He has served as Director in various companies including Digjam Ltd., National Textile Corporation Limited, Gujarat Mineral Development Corporation Limited, Coal India Ltd, Bharat Aluminium Company Limited, Hindustan Zinc Ltd. and Gujarat Chemicals Port Terminal Company Limited. Shri Sujit Gulati, IAS is presently Additional Chief Secretary, Energy and Petrochemicals Department Government of Gujarat.	
Directorship held in other Companies (excluding foreign Companies)	NIL		1. Gujarat International Finance Tec-City Company Limited 2. GIFT SEZ Limited 3. IIT Gandhinagar Innovation and Entrepreneurship Center		1. Gujarat Mineral Development Corporation Limited 2. Gujarat Foundation for Entrepreneurial Excellence		1. Gujarat State Petroleum Corporation Limited 2. Paschim Gujarat Vij Company Limited 3. Gujarat Power Corporation Limited 4. Gujarat Industries Power Company Ltd. 5. Gujarat State Fertilizers & Chemicals Ltd. 6. Gujarat Urja Vikas Nigam Limited. 7. Gujarat State Electricity Corporation Ltd.	
Chairman/ Member of the Committees of other Companies (excluding foreign Companies)	Chairman	Member	Chairman	Member	Chairman	Member	Chairman	Member
	NIL	NIL	NIL	NIL	Audit Committee: 1. Gujarat Mineral Development Corporation Limited Stakeholders Relationship Committee: 1. Gujarat Mineral Development Corporation Limited	NIL	NIL	Audit Committee: 1. Gujarat State Petroleum Corporation Limited Stakeholders Relationship Committee 1. Gujarat State Fertilizers & Chemicals Ltd.
Shareholding of Directors	NIL		NIL		NIL		NIL	
Relationship between Directors inter-se	NIL		NIL		NIL		NIL	

