



# HPCL SHAPOORJI ENERGY PVT LTD

## NOTICE

Notice is hereby given that 7<sup>th</sup> Annual General Meeting of the members of the HPCL Shapoorji Energy Private Limited will be held on Wednesday, 16<sup>th</sup> September 2020 at 11.00 am through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) to transact the following business:

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### **ORDINARY BUSINESS:**

1. To receive, audited Balance Sheet as at 31<sup>st</sup> March 2020, Statement of Profit and Loss, Statement of Cash Flow and Statement of Changes in Equity and Notes forming part thereof, for the year ended on that date and the Reports of the Board of Directors and Auditors’ thereon and in this regard, pass, with or without modification(s), the following resolution(s) as an **Ordinary Resolution**:

“**RESOLVED THAT** the audited Balance Sheet as at 31<sup>st</sup> March 2020, Statement of Profit and Loss, Statement of Cash Flow and Statement of Changes in Equity and Notes forming part thereof, for the year ended on that date and the Reports of the Board of Directors and Auditors thereon as circulated to the shareholders and now laid before this meeting, be and are hereby considered and adopted.”.

### **SPECIAL BUSINESS:**

2. 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 152, 161 and all other applicable provisions of the Companies Act, 2013 (“Act”), and the Companies (Appointment and Qualification of Directors) Rules, 2014 (“Rules”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. Dilip Kumar Pattanaik (DIN: 07540032), who was appointed as an Additional Director of the Company pursuant to the provisions of Section 161 of the Act and the Articles of Association of the Company with effect from 16<sup>th</sup> March 2020, and who holds office until the date of this Annual General Meeting and who has given his consent to hold the office of the Director of the Company, be and is hereby appointed as a Director of the Company.

**RESOLVED FURTHER THAT** any Director and Company Secretary of the Company be and are hereby severally authorized to file the prescribed form with the Registrar of Companies and to do all such acts, deeds, matters and things as may be necessary and incidental for giving effect to this Resolution, including intimating any such other Statutory/Regulatory Authority of the said appointment and filing such documents, forms, etc., as may be required for the said purpose.

Corporate Office Third Floor - West Wing, Forbes Building, Charanjit Rai Marg, Fort, Mumbai - 400001.

Registered Office Venus Amadeus, 301-305, 3rd Floor, Jodhpur Cross Road, Satellite, Ahmedabad - 380015.

Tel 022 62796666

CIN U40101GJ2013PTC077228



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**RESOLVED FURTHER THAT** any Director and Company Secretary of the Company be and are hereby severally authorized to furnish a copy of this resolution, certified as true, to the whomsoever it is required.”

**By order of the Board of Directors  
For HPCL Shapoorji Energy Private Limited**

**Pranali Chavan  
Company Secretary  
ACS: 32279**

Date: 25<sup>st</sup> August 2020

Place: Mumbai

**Note:**

- In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated June 15, 2020, May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as “MCA Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with provisions of the Companies Act 2013 and MCA circulars the AGM of the company is being held through VC/OAVM.
- **Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company, However this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.**

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- Corporate Shareholders (other than individuals) are required to send a scan copy (PDF/JPG Format) of board or governing body resolution/ authorization etc. authorizing its representative to attend and vote in the AGM through VC/OAVM on its behalf. The said resolution/ Authorization shall be sent to the Pranali Chavan, Company Secretary, by email at [pranali.chavan@hsepl.in](mailto:pranali.chavan@hsepl.in)
- Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act 2013.
- The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the business as set out above as stated in the Notice is annexed hereto.
- Relevant documents referred to in this Notice and the accompanying Explanatory Statement are open for inspection at the Corporate Office of the Company on all working days of the Company, during business hours upto the date of the Meeting.

## **Voting:**

- The members can cast their vote by show of hands during the AGM.
- Since the AGM will be held through VC/ OAVM, the Route Map is not annexed in this Notice.
- Members will be able to attend the AGM through VC/OAVM on the link provide here.

[https://teams.microsoft.com/dl/launcher/launcher.html?type=meetupjoin&deeplinkId=725f8cd23a2247a98cb4ed57f4c7ff39&directDI=true&msLaunch=true&enableMobilePage=true&url=%2F%23%2F1%2Fmeetupjoin%2F19%3Ameeting\\_ZTEwYzgyNGUtZjBmZC00MWY1LWE3YmYtZDZkZDQ3MzIxMGU5@thread.v2%2F0%3Fcontent%3D%257b%2522Tid%2522%253a%2522d302caa61eee48daa1936b73eca83790%2522%252c%2522Oid%2522%253a%252276be7d2109594babbf892722e28996e8%2522%257d%26anon%3Dtrue&suppressPrompt=true&promptSuccess=true](https://teams.microsoft.com/dl/launcher/launcher.html?type=meetupjoin&deeplinkId=725f8cd23a2247a98cb4ed57f4c7ff39&directDI=true&msLaunch=true&enableMobilePage=true&url=%2F%23%2F1%2Fmeetupjoin%2F19%3Ameeting_ZTEwYzgyNGUtZjBmZC00MWY1LWE3YmYtZDZkZDQ3MzIxMGU5@thread.v2%2F0%3Fcontent%3D%257b%2522Tid%2522%253a%2522d302caa61eee48daa1936b73eca83790%2522%252c%2522Oid%2522%253a%252276be7d2109594babbf892722e28996e8%2522%257d%26anon%3Dtrue&suppressPrompt=true&promptSuccess=true)

- Facility of joining the AGM through VC / OAVM shall open 15 minutes before the time scheduled and shall remain open up to 15 minutes after the scheduled time of the AGM.
- Members who need assistance before or during the AGM can contact Mr. Sandeep Parekh, mobile no 9820604819.

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## ANNEXURE TO NOTICE

### Explanatory Statement under Section 102 of the Companies Act, 2013

#### **Item No. 2**

Mr. Dilip Kumar Pattanaik, was appointed as an Additional Director of the Company w.e.f. 16<sup>th</sup> March 2020, in accordance with the provisions of Section 161 of the Companies Act, 2013 and the Article of Association of the Company. Pursuant to Section 161 of the Companies Act, 2013 the above Director holds office upto the date of this Annual General Meeting. The Board feels that presence of Mr. Dilip Kumar Pattanaik, on the Board is desirable and would be beneficial to the Company and hence recommend resolution No. 2 for adoption.

Brief information of Mr. Dilip Kumar Pattanaik, is given in the Annexure attached to the Notice.

None of the Directors, except Mr. Dilip Kumar Pattanaik and/or Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

The Board recommends resolution under Item No. 2 to be passed as an ordinary resolution.

**By order of the Board of Directors  
For HPCL Shapoorji Energy Private Limited**

**Pranali Chavan  
Company Secretary  
ACS: 32279**

Date: 25<sup>st</sup> August 2020  
Place: Mumbai

## DETAILS OF DIRECTOR SEEKING APPOINTMENT AT THIS ANNUAL GENERAL MEETING

Name of the Director	Mr. Dilip Kumar Pattanaik
Date of Birth	4 <sup>th</sup> September 1963
Date of Appointment	16 <sup>th</sup> March 2020
Qualification / Expertise in specific functional areas	B. E. Mechanical
No. of Meetings of the Board attended during F.Y. 2019-20	None
List of Public Limited Companies (in India) in which he is a Directorship	1. Bhagyanagar Gas Limited
List of Private Limited Companies (in India) in which he is a Directorship	1. HPOIL Gas Private Limited 2. Godavari Gas Private Limited
Chairman/ Member of the Committee(s) of Board of Directors of other Companies in which he/ she is a Director	Nil
a) Audit Committee	
b) Investors Grievance/ Stakeholder Relationship Committee	Nil
c) Allotment Committee	Nil
Shareholding in the Company	100 Equity Shares as a nominee of Hindustan Petroleum Corporation Ltd.
Relationship with other Directors, Manager or Key Managerial Personnel, if any	None