



GUJARAT STATE PETROLEUM CORPORATION LIMITED

NOTICE

Notice is hereby given that an Annual General Meeting of the members of Gujarat State Petroleum Corporation Limited will be held on Monday, the 9th November, 2015 at Committee Room, CS Office, 5th Floor, Block No. 1 New Sachivalaya, Gandhinagar at 5.00 P.M. to transact the following businesses:

ORDINARY BUSINESS

- 1 To consider and adopt
 - (a) the audited Standalone financial statements of the Company for the financial year ended 31st March, 2015, the report of Board of Directors and Auditors' report thereon; and
 - (b) the consolidated financial statements of the Company for the financial year ended 31st March, 2015 and Auditors' report thereon.
- 2 To appoint Shri K. Kailashnathan, IAS (Retd.) who retires by rotation and being eligible offers himself for reappointment.
- 3 To fix remuneration of Statutory Auditors of the Company in terms of provisions of section 142 of the Companies Act, 2013.

SPECIAL BUSINESS

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

- 4 **To approve appointment of Shri G. R. Aloria, IAS [DIN: 02913711] as Director and Chairman of the Company.**

“RESOLVED THAT Shri G. R. Aloria, IAS [DIN: 02913711] who was appointed as Additional Director and Chairman of the Company under Section – 161 of the Companies Act, 2013 to hold office till the commencement 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 Director of the Company liable to retire by rotation.”

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

- 5 To approve appointment of Dr. Ravindra Dholakia [DIN :- 00069396] as Independent Director of the Company.**

“RESOLVED THAT pursuant to provisions of Section – 149 and 152 read with Schedule IV of the companies Act, 2013 and the Companies [Appointment and Qualification of Directors] Rules, 2014 [including any statutory modification (s) or re-enactment thereof for the time being in force], Dr. Ravindra Dholakia [DIN :- 00069396], 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 w.e.f. 2nd March, 2015, subject to review of annual performance, and whose term of office shall not be liable to retirement by rotation.”

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

- 6 To approve appointment of Dr. Manjula Subramaniam, IAS (Retd.), [DIN :- 00085783] as Women Independent Director of the Company.**

“RESOLVED THAT pursuant to provisions of Section – 149 and 152 read with Schedule IV of the companies Act, 2013 and the Companies [Appointment and Qualification of Directors] Rules, 2014 [including any statutory modification (s) or re-enactment thereof for the time being in force], Dr. Manjula Subramaniam, IAS (Retd.), [DIN :- 00085783], 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 her 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 w.e.f. 30th March, 2015, subject to review of annual performance, and whose term of office shall not be liable to retirement by rotation.”

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

- 7 To approve appointment of Prof. Yogesh Singh [DIN :- 06600055] as Independent Director of the Company.**

“RESOLVED THAT pursuant to provisions of Section – 149 and 152 read with Schedule IV of the companies Act, 2013 and the Companies [Appointment and

Qualification of Directors] Rules, 2014 [including any statutory modification (s) or re-enactment thereof for the time being in force], Prof. Yogesh Singh [DIN :- 06600055], 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 w.e.f. 30th March, 2015, subject to review of annual performance, and whose term of office shall not be liable to retirement by rotation.”

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

8 Ratifying and approving remuneration of Cost Auditor of the Company as Ordinary Resolution

“RESOLVED THAT pursuant to Section 148 (3) of Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 14 of Companies (Audit and Auditors) Rules, 2014 notified under Companies Act, 2013, appointment of M/s. N. D. BIRLA & Co. Cost Accountants as Cost Auditor for financial year 2014-15 at total fees of Rs. 4 Lakh per annum plus applicable Taxes and out of pocket expenses be and is hereby ratified and approved.”

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

9 Approving remuneration of Cost Auditor of the Company as Ordinary Resolution

“RESOLVED THAT pursuant to Section 148 (3) of Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 14 of Companies (Audit and Auditors) Rules, 2014 notified under Companies Act, 2013, appointment of M/s. N. D. BIRLA & Co. Cost Accountants as Cost Auditor for financial year 2015-16 at total fees of Rs. 4 Lakh per annum plus applicable Taxes and out of pocket expenses be and is hereby approved.”

By order of the Board,

**Sandeep Dave
Company Secretary**

Date: 2nd November, 2015

Place: Gandhinagar

Registered Office :

GSPC Bhavan, Sector – 11,

Gandhinagar – 382 011

Notes:

1. THE STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 WITH RESPECT TO SPECIAL BUSINESS SET OUT IN THE NOTICE IS ANNEXED.
2. 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 HIM. A PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXY TO BE EFFECTIVE MUST REACH TO THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE TIME FIXED FOR HOLDING THE MEETING.

A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS 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% 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 PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.

3. **WHEREIN MEMBER (S) ARE BODY CORPORATE (VIZ COMPANIES ETC) AUTHORISATION IS TO BE DONE BY THE BOARD OF THAT BODY CORPORATE IN FAVOUR OF ANY PERSON AS PER THE PROVISIONS OF SECTION 113 OF COMPANIES ACT, 2013, WHO SHALL ACT AS THE REPRESENTATIVE OF THAT BODY CORPORATE AND SHALL HAVE SAME RIGHT AND POWERS ON BEHALF OF BODY CORPORATE AS IF IT WERE AN INDIVIDUAL. THE AUTHORISED REPRESENTATIVE SHALL SEND THE CERTIFIED TRUE COPY OF THE RESOLUTION ALONG WITH REPRESENTATION LETTER AT THE REGISTERED OFFICE OF THE COMPANY TO REACH BEFORE THE DATE OF ANNUAL GENERAL MEETING.**
4. MEMBERS WHO HAVE NOT REGISTERED THEIR E-MAIL ADDRESSES SO FAR, ARE REQUESTED TO REGISTER THEIR E-MAIL ADDRESS FOR RECEIVING ALL COMMUNICATION INCLUDING ANNUAL REPORT, NOTICES, CIRCULARS, ETC. FROM THE COMPANY ELECTRONICALLY.
5. ALL DOCUMENTS REFERRED TO IN THE ACCOMPANYING NOTICE AND THE EXPLANATORY STATEMENT SHALL BE OPEN FOR INSPECTION AT THE REGISTERED OFFICE OF THE COMPANY DURING NORMAL BUSINESS HOURS ON ALL WORKING DAYS UP TO AND INCLUDING THE DATE OF ANNUAL GENERAL MEETING.

Explanatory Statement Pursuant to Section 102 (2) of the Companies Act, 2013

Item No. 4

To approve appointment of Shri G. R. Aloria, IAS [DIN: 02913711] as Director and Chairman of the Company.

The Board of Director has approved appointment of Shri G. R. Aloria, IAS [DIN: 02913711] as Additional Director and Chairman on the Board of Directors of the Company.

As per the provision of Section – 161 of the Companies Act, 2013 additional director shall hold office upto the date of the Annual General Meeting. 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.

In view of above, approval of shareholders is being obtained at the Annual General Meeting for appointment of Shri G. R. Aloria, IAS [DIN: 02913711] as Director and Chairman of the Company.

None of the Directors or Key Managerial Personnel (KMP) or relatives of Directors and KMPs, except Shri G. R. Aloria, IAS, is concerned or interested in the Resolution.

The Board recommends resolution for approval of the members. The members are requested to approve the resolution.

Item No. 5

To approve appointment of Dr. Ravindra Dholakia [DIN :- 00069396] as Independent Director of the Company.

As per the provisions of Section – 149 of the Companies Act, 2013 read with rules notified in this regards, which has come into force with effect from 1st April, 2014, the Company was required to appoint at least 1/3rd of total Director as Independent Directors on the Board within a period of one year i.e. 31st March, 2015.

Further as per the provisions of Section – 149 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. Dr. Ravindra Dholakia [DIN :- 00069396] has given a declaration to the Board that he meets criteria of Independence as provided under Section – 149 (6) of the Companies Act, 2013. Keeping in view his rich knowledge and experience which will help in continuous growth of business activities of the Company, it was thought fit to appoint him as Independent Director on the Board.

The Board of Director has vide circular resolution dated 2nd March, 2015 has recommended appointment of Dr. Ravindra Dholakia [DIN :- 00069396] as an Independent Director for term of five (5) years w.e.f. 2nd March, 2015 subject to review of performance every year. In the opinion of the Board Dr. Ravindra Dholakia [DIN :- 00069396] fulfills the conditions specified in the Act and the rules made thereunder for appointment as Independent Director and he is independent of Management.

In compliance with the provision of Section- 149 read with Schedule IV of the Companies Act, 2013, appointment of Dr. Ravindra Dholakia [DIN :- 00069396] as Independent Director is now being placed before the members in General Meeting for their approval.

Copy of the draft letter of appointment which includes terms and conditions of appointment of Dr. Ravindra Dholakia [DIN :- 00069396] will be available for inspection without any fee by the members at the registered office of the Company during normal business hours on any working day.

In view of above, approval of shareholders is being obtained at the Annual General Meeting for appointment of Dr. Ravindra Dholakia [DIN :- 00069396] as Independent Director for a period of 5 year w.e.f. 2nd March, 2015.

None of the Directors or Key Managerial Personnel (KMP) or relatives of Directors and KMPs, except Dr. Ravindra Dholakia [DIN :- 00069396], is concerned or interested in the Resolution.

The Board recommends resolution for approval of the members. The members are requested to approve the resolution.

Item No. 6

To approve appointment of Dr. Manjula Subramaniam, IAS (Retd.), [DIN :- 00085783] as Woman Independent Director of the Company.

As per the provisions of Section – 149 of the Companies Act, 2013 read with rules notified in this regards, which has come into force with effect from 1st April, 2014, the Company is required to appointed at least 1/3rd of total Director as Independent Directors and one Woman Director on the Board within a period of one year i.e. 31st March, 2015.

Further as per the provisions of Section – 149 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. Dr. Manjula Subramaniam, IAS (Retd.), [DIN :- 00085783] has given a declaration to the Board that she meets criteria of Independence as provided under Section – 149 (6) of the Companies Act, 2013. Keeping in view her rich knowledge and experience which will help in continuous growth of business

activities of the Company, it was thought fit to appoint her as Independent Director on the Board.

The Board of Director has vide circular resolution dated 30th March, 2015 has recommended appointment of Dr. Manjula Subramaniam, IAS (Retd.), [DIN :- 00085783] as an Woman Independent Director for term of five (5) years w.e.f. 30th March, 2015 subject to review of performance every year. In the opinion of the Board Dr. Manjula Subramaniam, IAS (Retd.), [DIN :- 00085783] fulfills the conditions specified in the Act and the rules made thereunder for appointment as Independent Director and she is independent of Management.

In compliance with the provision of Section- 149 read with Schedule IV of the Companies Act, 2013, appointment of Dr. Manjula Subramaniam, IAS (Retd.), [DIN :- 00085783] as Woman Independent Director is now being placed before the members in General Meeting for their approval.

Copy of the draft letter of appointment which includes terms and conditions of appointment of Dr. Manjula Subramaniam, IAS (Retd.), [DIN :- 00085783] will be available for inspection without any fee by the members at the registered office of the Company during normal business hours on any working day.

In view of above, approval of shareholders is being obtained at the Annual General Meeting for appointment of Dr. Manjula Subramaniam, IAS (Retd.), [DIN :- 00085783] as Independent Director for a period of 5 year w.e.f. 30th March, 2015.

None of the Directors or Key Managerial Personnel (KMP) or relatives of Directors and KMPs, except Dr. Manjula Subramaniam, IAS (Retd.), [DIN :- 00085783], is concerned or interested in the Resolution.

The Board recommends resolution for approval of the members. The members are requested to approve the resolution.

Item No. 7

To approve appointment of Prof. Yogesh Singh [DIN :- 06600055] as Independent Director of the Company.

As per the provisions of Section – 149 of the Companies Act, 2013 read with rules notified in this regards, which has come into force with effect from 1st April, 2014, the Company is required to appointed at least 1/3rd of total Director as Independent Directors on the Board within a period of one year i.e. 31st March, 2015.

Further as per the provisions of Section – 149 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 Prof. Yogesh Singh [DIN :- 06600055] has given a declaration to the Board that he meets criteria of Independence as provided under

Section – 149 (6) of the Companies Act, 2013. Keeping in view his rich knowledge and experience which will help in continuous growth of business activities of the Company, it was thought fit to appoint her as Independent Director on the Board.

The Board of Director has vide circular resolution dated 30th March, 2015 has recommended appointment of Prof. Yogesh Singh [DIN :- 06600055] as an Independent Director for term of five (5) years w.e.f. 30th March, 2015 subject to review of performance every year. In the opinion of the Board Prof. Yogesh Singh [DIN :- 06600055] fulfills the conditions specified in the Act and the rules made thereunder for appointment as Independent Director and he is independent of Management.

In compliance with the provision of Section- 149 read with Schedule IV of the Companies Act, 2013, appointment of Prof. Yogesh Singh [DIN :- 06600055] as Independent Director is now being placed before the members in General Meeting for their approval.

Copy of the draft letter of appointment which includes terms and conditions of appointment of Prof. Yogesh Singh [DIN :- 06600055] will be available for inspection without any fee by the members at the registered office of the Company during normal business hours on any working day.

In view of above, approval of shareholders is being obtained at the Annual General Meeting for appointment of Prof. Yogesh Singh [DIN :- 06600055] as Independent Director for a period of 5 year w.e.f. 30th March, 2015.

None of the Directors or Key Managerial Personnel (KMP) or relatives of Directors and KMPs, except Prof. Yogesh Singh [DIN :- 06600055], is concerned or interested in the Resolution.

The Board recommends resolution for approval of the members. The members are requested to approve the resolution.

Item No.8 & 9

Approving remuneration of Cost Auditor of the Company as Ordinary Resolution

Ministry of Corporate Affairs has issued Companies (Cost Records and Audit) Rules, 2014 vide notification dated 30th June, 2014. The said rules were subsequently amended vide notification dated 31st December, 2014 which has included Company engaged in the business of exploration and production of Crude, Oil and Natural Gas etc.

The Board of Directors at its meeting held on 14th May, 2015 has approved appointment of M/s. N. D. BIRLA & Co. Cost Accountants as Cost Auditor for

financial year 2014-15 and 2015-16 at total fees of Rs. 4 Lakh per annum plus applicable Taxes and out of pocket expenses.

As per the provision of Section - 148 of the Companies Act, 2013 Cost audit under sub-section (2) shall be conducted by a Cost Accountant in practice who shall be appointed by the Board on such remuneration as may be determined by the members in such manner as may be prescribed.

The Companies (Audit and Auditors) Rules, 2014 deals with appointment and remuneration of the Cost Auditor, as per the said rules, the Audit Committee shall recommend the appointment and remuneration of Cost Auditor. Further the remuneration recommended by the Audit Committee shall be considered and approved by the Board of Directors and ratified subsequently by the shareholders.

In view of above, proposal for approving remuneration of M/s. N. D. BIRLA & Co. Cost Accountants as Cost Auditor for financial year 2014-15 and 2015-16 is placed for approval of the Shareholders.

The Board of Directors recommends the resolution for your approval. None of the Directors or Key Managerial Personnel of the company or their relatives, of the company is deemed to be concerned or interested in the proposed resolution.

The Board recommends resolution for approval of the members. The members are requested to approve the resolution.

The resolution is placed for the consideration and approval of the members.

By order of the Board,

Sandeep Dave
Company Secretary

Date: 2nd November, 2015

Place: Gandhinagar

Registered Office:

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

Details of Directors seeking appointment/ re-appointment pursuant to the provisions of Companies Act, 2013:

Name of Director	Shri K. Kailashnathan, IAS (Retd.)
Age	62 years
Date of Appointment	31 st August, 2006
Qualification & Experience	Shri Kuniyil Kailashnathan, IAS (Retd.) is a senior IAS officer having wide administrative and corporate experience. Shri Kuniyil Kailashnathan, IAS (Retd.) is a Post Graduate in M.Sc. (Chemistry) and M.A. (Economics (U.K.)) from Madras University and University of Wales (U.K), respectively. In his earlier assignments, he was closely associated with industrial development and privatisation of Ports in Gujarat, in his capacity as industries commissioner, vice chairman and chief executive officer of Gujarat Maritime Board. Shri Kuniyil Kailashnathan (Retd.) has worked in the urban sector, as municipal commissioner of Ahmedabad and Principal Secretary, Urban Development. At present, he is the Chief Principal Secretary to Hon'ble Chief Minister of Gujarat.
Directorship held in other Companies	• Sardar Sarovar Narmada Nigam Limited • Gujarat State Financial Service Limited • GSFS Capital and Securities Limited • Gujarat Industrial Corridor Corporation Limited
No. of Board Meetings attended during the financial year 2014-15.	1
Shareholding in the Company	NIL
Relationship with any Director/Manager/ Key Managerial Personnel of the Company - NIL	
Name of Director	Shri G. R. Aloria, IAS
Age	59 years
Date of Appointment	28 th July, 2015

Qualification & Experience	Shri G R Aloria a Graduate in Economics and Law. Shri Aloria has wide experience in public administration. He has served as Additional Chief Secretary Home, Principal Secretary, Urban Development, Vice Chairman and Managing Director of State Road Transport Corporation; Joint Managing Director, Sardar Sarovar Narmada Nigam Ltd etc. amongst many other important assignments. He is presently Chief Secretary, Government of Gujarat.
Directorship held in other Companies	• Sardar Sarovar Narmada Nigam Limited • Urban Ring Development Corporation Limited • GSPC LNG Limited • Gujarat Narmada Valley Fertilizers & Chemicals Limited • Gujarat Alkalies and Chemicals Limited • Gujarat Gas Limited • Dream City Company Limited
No. of Board Meetings attended during the financial year 2014-15.	N.A. (Since appointment was made subsequent to the financial year)
Shareholding in the Company	NIL
Relationship with any Director/Manager/ Key Managerial Personnel of the Company - NIL	
Name of Director	Dr. Ravindra Dholakia
Age	62 years
Date of Appointment	2 nd March, 2015
Qualification & Experience	Dr. Ravindra Dholakia is a Professor of Economics and Public Systems in IIM Ahmedabad and has 38 years of experience. He is Master of Arts (Gold Medalist), Ph. D. in Economics (MSU, Baroda) and Post-Doctoral Fellow (Uni. Of Toronto). He is a Director on the Boards of Air India, Adani Enterprises Limited and Union Bank of India. He was a Member of the Sixth Central Pay Commission and has worked as an expert Member on numerous High Powered Committees appointed by the Government of India and State Government of Gujarat. He has published several books, monographs and research papers in the field of economic development and policies.

Directorship held in other Companies	• Adani Enterprise Limited • Air India Limited
No. of Board Meetings attended financial year 2014-15.	N.A. (Since appointment was made on 2 nd March, 2015 and no Board meeting was held thereafter during the financial year 2014-15).
Shareholding in the Company	NIL
Relationship with any Director/Manager/ Key Managerial Personnel of the Company – NIL	
Name of Director	Dr. Manjula Subramaniam, IAS (Retd.)
Age	67 years
Date of Appointment	30 th March, 2015
Qualification & Experience	Dr. Manjula Subramaniam is a senior Retd., IAS Officer. She was Chief Secretary to Govt. of Gujarat and Chief Vigilance commissioner of Gujarat. She is M.sc.(Physics), Doctorate in Commerce, Masters' in Public Administration at Harvard University. Dr. Manjula A. Subramaniam, IAS (Retd.) served as Principal Secretary, Energy and Petrochemicals Department at Government of Gujarat. Dr. Subramaniam, IAS (Retd.) has Vast experience in the fields of Administration and Management. She has held distinguished positions in the Government of Gujarat and was chairperson and Director in many Government of Gujarat promoted companies.
Directorship held in other Companies	• Sabarmati River Front Development Corporation Limited • Metro-Link Express for Gandhinagar and Ahmedabad (Mega) Company Limited
No. of Board Meetings attended financial year 2014-15.	N.A. (Since appointment was made on 30 th March, 2015 and no Board meeting was held thereafter during the financial year 2014-15)
Shareholding in the Company	NIL
Relationship with any Director/Manager/ Key Managerial Personnel of the Company	

- NIL	
Name of Director	Prof. Yogesh Singh
Age	49 years
Date of Appointment	30 th March, 2015
Qualification & Experience	Prof. Yogesh Singh holds M. Tech. and Ph.D (Computer Engineering) degrees from National Institute of Technology, Kurukshetra, Haryana. Presently, he is Director, Netaji Subhash Institute of Technology (NSIT), New Delhi. Prior to the same, he was Vice Chancellor, The Maharaja Sayajirao University of Baroda, Vadodara. Prof. Singh has a sustained track record of quality teaching, innovation and excellent research contributions in the field of Software Engineering. He has to his credit 285 publications in reputed National/International Journals and Conferences with 'h' index of 19 as reported by Google Scholar and produced 20 Ph.D scholars. He is an author of a book on 'Software Testing' which is published by Cambridge University Press, England. He is the Chairman of the Central Regional Committee, All India Council of Technical Education (AICTE), Bhopal, covering areas like Madhya Pradesh, Chhattisgarh and Gujarat. He is also presently Independent Director on the Board of GSPL.
Directorship held in other Companies	• Gujarat State Petronet Limited • GSPC (JPDA) Limited
No. of Board Meetings attended financial year 2014-15.	N.A. (Since appointment was made on 30 th March, 2015 and no Board meeting was held thereafter during the financial year 2014-15)
Shareholding in the Company	NIL
Relationship with any Director/Manager/ Key Managerial Personnel of the Company - NIL	

PROXY FORM – MGT -11



Gujarat State Petroleum Corporation Limited

(CIN: U23209GJ1979SGC003281)

Registered Office: GSPC Bhavan, B/h Udhog Bhavan, Sector – 11, Gandhinagar.

[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

1. Name:_____ Address: _____

E-mail Id: _____ Signature _____, or failing him

2. Name:_____ Address: _____

E-mail Id: _____ Signature _____, or failing him

3. Name:_____ Address: _____

E-mail Id: _____ 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 Annual General Meeting of the Company, to be held on Monday, the 9th November, 2015 at 5.00 P.M. at Committee Room, Chief secretary Office, 5th floor, Block no. 1, New Sachivalaya, Gandhinagar and at any adjournment thereof in respect of such resolutions as are below:

Resol ution No.	Resolutions
Ordinary Business	
1	To consider and adopt (a) the audited Standalone financial statements of the Company for the financial year ended 31 st March, 2015, the report of Board of Directors and auditor's report thereon; and (b) the consolidated financial statements of the Company for the

	financial year ended 31 st March, 2015 and auditor's report thereon.
2	To appoint Shri K. Kailashnathan, IAS (Retd.) who retires by rotation and being eligible offers himself for reappointment.
3	To fix remuneration of Statutory Auditors of the Company in terms of provisions of section 142 of the Companies Act, 2013.
Special Business	
4	To approve appointment of Shri G. R. Aloria, IAS [DIN: 02913711] as Director and Chairman of the Company.
5	To approve appointment of Dr. Ravindra Dholakia [DIN :- 00069396] as Independent Director of the Company.
6	To approve appointment of Dr. Manjula Subramaniam, IAS (Retd.), [DIN :- 00085783] as Women Independent Director of the Company.
7	To approve appointment of Prof. Yogesh Singh [DIN :- 06600055] as Independent Director of the Company.
8	To ratify and approve remuneration of Cost Auditor of the Company for the financial year 2014-15.
9	To approve remuneration of Cost Auditor of the Company for the financial year 2015-16.

Signed this _____ day of _____ 2015

Affix
Revenue
Stamp

Signature of Shareholder :- _____

Signature of Proxy holder(s) :- _____

Note: 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.

ATTENDANCE SLIP



GUJARAT STATE PETROLEUM CORPORATION LIMITED

(CIN: U23209GJ1979SGC003281)

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

Folio No.	
No. Of shares held	

NAME AND ADDRESS OF SHAREHOLDER

I hereby record my presence at the **Annual General Meeting** of the Company held on Monday, the 9th November, 2015 at 5.00 P.M. at Committee Room, Chief secretary Office, 5th floor, Block no. 1, New Sachivalaya, Gandhinagar.

Signature of the Shareholder or Proxy

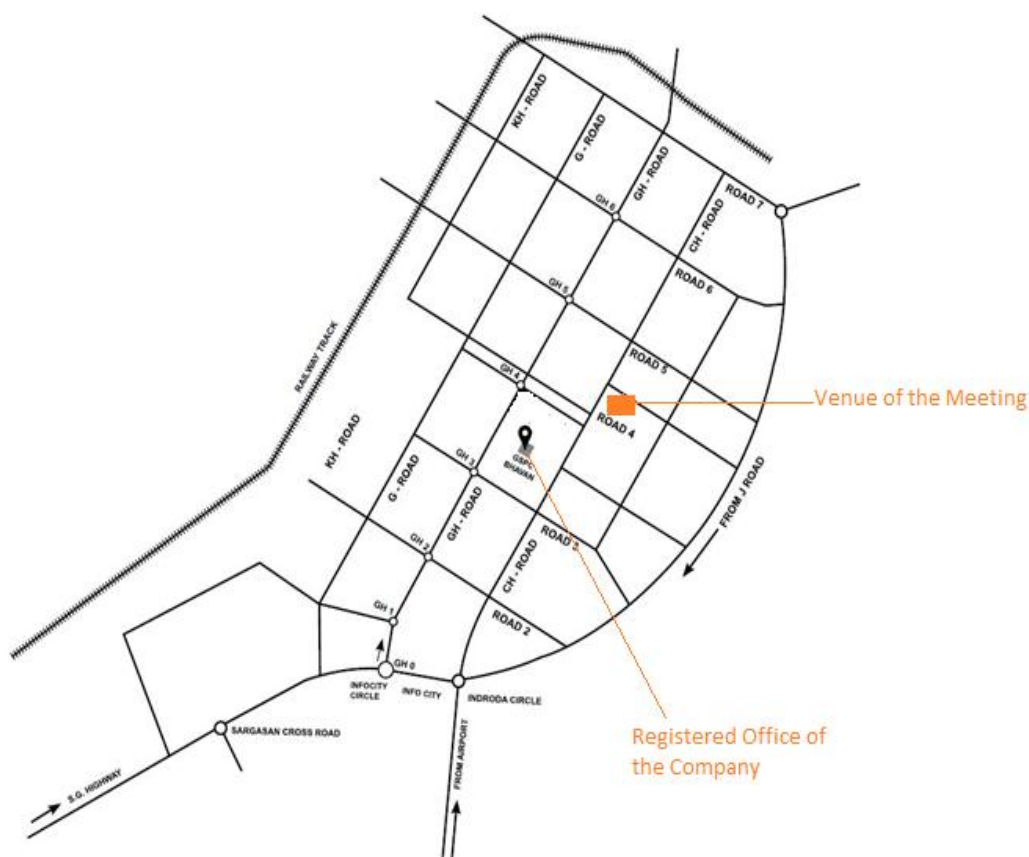


GUJARAT STATE PETROLEUM CORPORATION LIMITED

(CIN: U23209GJ1979SGC003281)

ROUTE MAP FOR THE VENUE OF THE ANNUAL GENERAL MEETING OF GUJARAT STATE PETROLEUM CORPORATION LIMITED TO BE HELD ON MONDAY, THE 9th NOVEMBER, 2015 AT 5.00 P.M. AT COMMITTEE ROOM, CHIEF SECRETARY OFFICE, 5TH FLOOR, BLOCK NO. 1, NEW SACHIVALAYA, GANDHINAGAR.

Prominent land mark – Next to Vidhan Sabha





GUJARAT STATE PETROLEUM CORPORATION LIMITED

(CIN: U23209GJ1979SGC003281)

Consent of shareholder for shorter notice

[Pursuant to Section 101(1) of the Companies act, 2013]

The Board of Directors
Gujarat State Petroleum Corporation Limited
GSPC Bhavan, Sector – 11,
Gandhinagar – 382 010.

I/We the undersigned holding Equity Shares of Rs.1/- each fully paid-up in your Company in my/our name as per the details given below, hereby consent pursuant to Section 101(1) of the Companies Act, 2013 to hold Annual General Meeting of Gujarat State Petroleum Corporation Limited on Monday, the 9th November, 2015 at 5.00 P.M. at Committee Room, Chief secretary Office, 5th floor, Block no. 1, New Sachivalaya, Gandhinagar by a shorter notice or any adjournment or change thereof:

NAME OF SHAREHOLDER	No. of Equity Shares

For _____.

AUTHORISED SIGNATORY

Date :

Place :