

PIPELINE INFRASTRUCTURE LIMITED

CIN: U60300MH2018PLC308292

Regd. Office: Seawoods Grand Central, Tower-1, 3rd Level, C Wing - 301 to 304, Sector 40, Seawoods Railway Station, Navi Mumbai, Thane, Maharashtra - 400706, India; **Tel. No.:** 91 22 3501 8000

Email: compliance@pipelineinfra.com; **Website:** www.pipelineinfra.com

NOTICE OF THE EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that an Extra-ordinary General Meeting (No. 01/2022-23) of the Members of Pipeline Infrastructure Limited will be held on Thursday, May 5, 2022 at 12:00 noon through Video Conferencing, to transact the following businesses as a **Special Business**:

Item no. 1: To appoint Mr. Anish Kedia (DIN: 01916638) as a Non-executive Director

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“Resolved that pursuant to the provisions of section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 and pursuant to the provision of regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification or re-enactment thereof, for the time being in force), Mr. Anish Kedia (holding Director Identification Number: 01916638), who was appointed as an Additional Non-executive Director of the Company with effect from February 9, 2022 in terms of section 161(1) of the Act and Articles of Association of the Company and holds office upto the date of the ensuing General Meeting and in respect of whom the Company has received a notice under section 160 of the Act, proposing his candidature for appointment as a Director, be and is hereby appointed as a Non-executive Director of the Company, liable to retire by rotation.

Resolved further that each of the Directors and the Key Managerial Personnel of the Company, be and are hereby severally authorized to do all such acts, deeds and things as may be necessary to give effect to the aforesaid resolution and making necessary filings and disclosures to regulatory authorities as may be required under the applicable provisions of the Act.”

Item no. 2: To appoint Ms. Pooja Aggarwal (DIN: 07515355) as a Non-executive Director

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“Resolved that pursuant to the provisions of section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 and pursuant to the provision of regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification or re-enactment thereof, for the time being in force), Ms. Pooja Aggarwal (holding Director Identification Number: 07515355), who was appointed as an Additional Non-executive Director of the Company with effect from April 12, 2022 in terms of section 161(1) of the Act and Articles of Association of the Company and holds office upto the date of the ensuing General Meeting and in respect of whom the Company has received a notice under section 160 of the Act, proposing her candidature for appointment as a Director, be and is hereby appointed as a Non-executive Director of the Company, liable to retire by rotation.

Resolved further that each of the Directors and the Key Managerial Personnel of the Company, be and are hereby severally authorized to do all such acts, deeds and things as may be necessary to give effect to the aforesaid resolution and making necessary filings and disclosures to regulatory authorities as may be required under the applicable provisions of the Act.”

By Order of the Board of Directors of
Pipeline Infrastructure Limited

Sd/-

Neha Jalan

Company Secretary

Membership No.: A50594

Date : April 12, 2022

Place : Mumbai

Registered Office:

Seawoods Grand Central, Tower-1, 3rd Level,
C Wing - 301 to 304, Sector 40, Seawoods Railway Station,
Navi Mumbai, Thane, Maharashtra - 400706, India

NOTES

1. Ministry of Corporate Affairs ("MCA"), vide its circulars issued from time to time, has permitted the holding of the General Meetings through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM"), without the physical attendance of the Members at the Meeting venue. In compliance with the provisions of the Companies Act, 2013 ("Act") and the aforesaid MCA Circulars, this Extra-ordinary General Meeting ("EGM/Meeting") is being convened through VC and notice to all the members is being sent only through electronic mode by email at the email id registered with the Company. The deemed venue for the EGM shall be Registered Office of the Company.
2. Generally, 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. Since this Meeting is being held pursuant to the MCA Circulars through VC, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the Meeting and hence the Proxy Form is not annexed to this Notice.
3. Considering the Meeting is being held through VC, Route Map for the venue is not required to be annexed to this Notice.
4. Members may note that the Notice of the EGM will also be available on the Company's website i.e. www.pipelineinfra.com.
5. Corporate members are entitled to appoint authorized representatives to attend the Meeting through VC and participate thereat. Accordingly, such corporate members are requested to send to the Company at email id compliance@pipelineinfra.com, a certified copy of the relevant Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting atleast 1 hour before commencement of the meeting i.e. by 11:00 a.m. on Thursday, May 5, 2022.
6. Member attending the EGM through VC/ OAVM shall be counted for the purpose of quorum under section 103 of the Act.
7. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
8. Statement pursuant to section 102 of the Act, setting out the material facts with respect to the Special Business as set out in the Notice is annexed hereto and forms part of this Notice.
9. The relevant documents referred to in the Notice will be available electronically for inspection by the members during the EGM by writing to the Company before the commencement of the Meeting at compliance@pipelineinfra.com.

All documents referred to in the Notice will also be available electronically for inspection without any fee by the members from the date of circulation of this Notice up to the date of EGM. Members seeking to inspect such documents can send an email to compliance@pipelineinfra.com.

10. The Members, whose names appear in the register of members/ list of beneficial owners as on Friday, April 15, 2022 i.e. the cut-off date, shall be entitled to vote on the resolution set forth in this Notice.
11. In terms of the Articles of Association of the Company, all business to be transacted at the meeting of members of the Company shall be decided on a poll. Accordingly, facility of e-voting at the Meeting, through poll, will be provided at the Meeting. The members/ representatives shall cast their vote on the resolution, by filling in the details as required in the online polling form and submitting their response.

Polling process will be conducted in compliance with the applicable provisions of the Act and the aforesaid MCA Circulars and members will be briefed on the detailed polling process at the Meeting.

12. The procedure for attending the meeting through Video Conferencing is as under:

(A) The meeting shall be held by way of VC through Microsoft Teams application.

- (B) For Members/authorized representatives who have Microsoft Teams application installed on their device:
 - (i) Click on link to Join meeting - [PIL Extra-ordinary General Meeting \(No. 01/2022-23\)](#)
 - (ii) Select 'Join the meeting as guest'.

- (C) For Members/authorized representatives who do not have the Microsoft Teams application installed on their device:
 - (i) In case you wish to join through Mobile you will need to mandatorily install the Microsoft Teams application and then proceed with the next steps. In any other case, installation of Microsoft Teams application is not mandatory.
 - (ii) Click on this link to Join the meeting - [PIL Extra-ordinary General Meeting \(No. 01/2022-23\)](#)
 - (iii) Select 'Join the meeting as guest'.

- (D) General Instructions:
 - (i) The facility of joining the Meeting will commence 15 minutes before the time scheduled for the meeting and will close 15 minutes after such schedule time.
 - (ii) Members shall submit their corporate authorization with the Company at compliance@pipelineinfra.com at least 1 hour before commencement of the meeting i.e. by 11:00 a.m. on Thursday, May 5, 2022.
 - (iii) For any assistance (including with technology) before or during the Meeting, members may contact the Company Secretary on +91 75067 34732 / +91 98670 88529.
 - (iv) Designated email id of the Company for correspondences/ voting and all other purposes related to the Meeting shall be compliance@pipelineinfra.com.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The explanatory statement as required under section 102 of the Companies Act, 2013, setting out all material facts relating to Special Business mentioned in the accompanying Notice for convening the Extra-ordinary General Meeting No. 01/2022-23 of the Members of the Company, is as under:

Item No. 1: To appoint Mr. Anish Kedia (DIN: 01916638) as a Non-executive Director

Item No. 2: To appoint Ms. Pooja Aggarwal (DIN: 07515355) as a Non-executive Director

Pursuant to the article 33.3.1 of the Articles of Association of the Company and Clause 8.3.1 of the Company's Shareholders' and Options Agreement ("SHA"), as amended, the equity shareholder i.e. India Infrastructure Trust ("Pipeline InvIT") shall at all times have the right to nominate the majority of the Directors on the Board of the Company.

Members are informed that following Directors nominated on the Board by the Pipeline InvIT had tendered their resignations, from time to time, due to pre-occupancy:

Name of Director	Effective date of resignation
Mr. Arpit Agrawal	February 9, 2022
Ms. Adhwa Abdulla A Alabdulkarim	April 12, 2022

Consequent to above resignations and to comply with the provisions of the Companies Act, 2013 ("Act"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), Articles of Association of the Company and the said SHA and pursuant to the nomination received from Brookfield India Infrastructure Manager Private Limited (acting in its capacity as the Investment Manager of the Pipeline InvIT), in consultation with Axis Trustee Services Limited i.e. Trustee to the Pipeline InvIT, from time to time, the Board of Directors of the Company, on recommendation of Nomination and Remuneration Committee, had approved the appointment of following identified persons as Additional Non-executive Directors, to hold office upto the date of next General Meeting:

Name of Director	Effective date of appointment
Mr. Anish Kedia	February 9, 2022
Ms. Pooja Aggarwal	April 12, 2022

Notice in writing, proposing the candidature of Mr. Kedia and Ms. Aggarwal under section 160 of the Act, has been received from a member of the Company. Further, Mr. Kedia and Ms. Aggarwal have provided their consent to act as a director in Form DIR-2 and an intimation in Form DIR-8 in terms of the Companies (Appointment and Qualification of Directors) Rules, 2014 to the effect that they are not disqualified under section 164 of the Act.

Details of Mr. Kedia and Ms. Aggarwal, as required under the applicable provisions of the Act, along with their brief profile, are provided in the "Annexure" to the Notice.

The Board recommends that, considering their knowledge and wide experience, their association would be of immense benefit to the Company.

Further, in terms of regulation 17(1C) of the SEBI Listing Regulations, the Company shall obtain approval of members for appointment of a person on the board of directors at the next general meeting or within a time period of three months from the effective date of appointment, whichever is earlier. Accordingly, approval of the members is being sought for the aforesaid appointments.

Mr. Kedia and Ms. Aggarwal are considered as interested in the resolution relating to their respective appointment.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives (other than Mr. Kedia & Ms. Aggarwal, as mentioned above) have any conflict of interest, financial or otherwise, in the proposed resolutions.

The Board recommends the Ordinary Resolutions with respect to the appointment of Mr. Kedia and Ms. Aggarwal, as set out in item no. 1 and 2 of this Notice, respectively, for approval of the Members.

By Order of the Board of Directors of
Pipeline Infrastructure Limited

Sd/-

Neha Jalan

Company Secretary

Membership No.: A50594

Date : April 12, 2022

Place : Mumbai

Registered Office:

Seawoods Grand Central, Tower-1, 3rd Level,
C Wing - 301 to 304, Sector 40, Seawoods Railway Station,
Navi Mumbai, Thane, Maharashtra - 400706, India

Annexure

DETAILS OF THE DIRECTORS SEEKING APPOINTMENT IN THE EXTRA-ORDINARY GENERAL MEETING NO. 01/2022-23, AS SET OUT IN ITEM NOS. 1 AND 2 OF THIS NOTICE, IN TERMS OF APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013 READ WITH CLAUSE 1.2.5 OF SECRETARIAL STANDARDS ON GENERAL MEETINGS

A. Brief resume including qualification, experience and expertise in specific functional area:

(a) Mr. Anish Kedia

Anish is currently a Senior Associate in Brookfield’s Infrastructure Group in India. Anish brings with him nearly a decade of experience across private equity and investment banking. Prior to joining Brookfield in 2021, he worked with ChrysCapital, a leading India focused private equity fund managing \$4 Bn in AUM.

Anish holds a Bachelors Degree in Management Studies from the University of Mumbai and an MBA from the Indian Institute of Management, Kolkata.

(b) Ms. Pooja Aggarwal

Pooja is a Chartered Accountant by profession with 23+ years of diversified experience across industries such as Power and energy, infrastructure, IT, ITES across various countries and cultures (US, Latin America, UK, Japan, India and Australia). Her experience includes managing Board relationship, fund raising, equity raise, mergers and acquisitions, business partnering, finance, accounting, reporting, procurement and legal and secretarial.

B. Other details:

Name of Director	Mr. Anish Kedia	Ms. Pooja Aggarwal
Date of birth/ Age	August 23, 1989/ 32 Years	December 12, 1976/ 45 Years
Date of first appointment on the Board of the Company	He was appointed as a Non-executive Director of the Company w.e.f. June 30, 2021 and consequent to his resignation due to pre-occupancy, had ceased to be a Director w.e.f. October 13, 2021	NA
Terms and conditions of re-appointment	Proposed to be appointed as Non-executive Director, liable to retire by rotation.	
Past remuneration drawn from the Company	Nil	
Remuneration sought to be paid	Nil	
Details of Shareholding in the Company	Nil	
Details of relationship with other Directors, Manager and Key Managerial Personnel of the Company	None of the Directors are related inter-se and/or with any Key Managerial Personnel of the Company.	
Number of Board Meetings attended during the year	NA	
List of other Directorships (excluding foreign companies & section 8 companies)	1) ECI India Managers Private Limited 2) Pipeline Management Services Private Limited	Nil
Membership/ Chairpersonship of Committees of the other Boards	Nil	