

**PIPELINE INFRASTRUCTURE LIMITED**

**CIN:** U60300MH2018PLC308292

**Regd. Office:** Seawoods Grand Central, Tower-1, 3<sup>rd</sup> 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](mailto:compliance@pipelineinfra.com); **Website:** [www.pipelineinfra.com](http://www.pipelineinfra.com)

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**NOTICE OF THE EXTRA-ORDINARY GENERAL MEETING**

**Notice** is hereby given that an Extra-ordinary General Meeting (No. 02/2022-23) of the Members of Pipeline Infrastructure Limited will be held on Friday, December 16, 2022, at 03:30 p.m. through Video Conferencing, to transact the following business as a **Special Business**:

**To appoint Mr. Varun Saxena (DIN: 09797032) 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. Varun Saxena (holding Director Identification Number: 09797032), who was appointed as an Additional Non-executive Director of the Company with effect from November 23, 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 this 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.”

By Order of the Board of Directors of  
**Pipeline Infrastructure Limited**

Sd/-

**Neha Jalan**

Company Secretary

Membership No.: A50594

Date : November 23, 2022

Place : Navi Mumbai

**Registered Office:**

Seawoods Grand Central, Tower-1, 3<sup>rd</sup> 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](http://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](mailto: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 2:30 p.m. on Friday, December 16, 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](mailto: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](mailto:compliance@pipelineinfra.com).
10. The Members, whose names appear in the register of Members/ list of beneficial owners as on Friday, November 25, 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 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 \(02/2022-23\)](#)
    - (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.
    - (iii) Click on this link to Join the meeting - [PIL- Extra-Ordinary General Meeting \(02/2022-23\)](#)
    - (ii) 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](mailto:compliance@pipelineinfra.com) at least 1 hour before commencement of the meeting i.e. by 2:30 p.m. on Friday, December 16, 2022.
    - (iii) Each Member shall identify themselves at the commencement of the Meeting for the purpose of quorum.
    - (iv) For any assistance (including with technology) before or during the Meeting, Members may contact the Company Secretary on +91 75067 34732.
    - (v) Designated email id of the Company for correspondences/ voting and all other purposes related to the Meeting shall be [compliance@pipelineinfra.com](mailto: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 the Special Business mentioned in the accompanying Notice for convening the Extra-ordinary General Meeting No. 02/2022-23 of the Members of the Company, is as under:

### **To appoint Mr. Varun Saxena (DIN: 09797032) 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 Mr. Jeffrey Kendrew (DIN: 08020501) nominated on the Board by Pipeline InvIT had tendered his resignation, due to pre-occupancy.

Consequent to above resignation 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, the Board of Directors of the Company, on recommendation of Nomination and Remuneration Committee, had approved the appointment of Mr. Varun Saxena (DIN: 09797032) as an Additional Non-executive Director, to hold office upto the date of this General Meeting.

Notice in writing, proposing the candidature of Mr. Saxena under section 160 of the Act, has been received from a Member of the Company. Further, Mr. Saxena has provided his 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 he is not disqualified under section 164 of the Act.

Details of Mr. Saxena, as required under the applicable provisions of the Act, along with his brief profile, are provided in the "Annexure" to this Notice.

The Board recommends that, considering his knowledge and wide experience, his 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 appointment.

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

The Board recommends the Ordinary Resolution with respect to the appointment of Mr. Saxena, as set out in this Notice, 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 : November 23, 2022

Place : Navi Mumbai

### **Registered Office:**

Seawoods Grand Central, Tower-1, 3<sup>rd</sup> 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. 02/2022-23, AS SET OUT IN THIS NOTICE, IN TERMS OF APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013 READ WITH CLAUSE 1.2.5 OF SECRETARIAL STANDARDS ON GENERAL MEETINGS

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**A. Brief resume Mr. Varun Saxena, including qualification, experience and expertise in specific functional area:**

Varun has 16+ years of experience in Risk, Advisory and Assurance. Currently he is working with Brookfield as Director Portfolio Management. He has also worked as Risk and Control Officer for leading banks and consultancy firms like Goldman Sachs, Deloitte, and Ernst and Young.

He is a Chartered Accountant.

**B. Other details:**

<b>Date of birth/ Age</b>	January 24, 1983/ 39 years
<b>Date of first appointment on the Board of the Company</b>	November 23, 2022
<b>Terms and conditions of re-appointment</b>	Proposed to be appointed as a Non-executive Director, liable to retire by rotation.
<b>Past remuneration drawn from the Company</b>	Nil
<b>Remuneration sought to be paid</b>	Nil
<b>Details of Shareholding in the Company</b>	Nil
<b>Details of relationship with other Directors, Manager and Key Managerial Personnel of the Company</b>	None of the Directors are related inter-se and/or with any Key Managerial Personnel of the Company.
<b>Number of Board Meetings attended during the financial year 2022-23 (out of the total meetings held during his tenure as a director)</b>	1 of 1
<b>List of other Directorships (excluding foreign companies &amp; section 8 companies)</b>	-
<b>Membership/ Chairpersonship of Committees of the other Boards</b>	-