

**PIPELINE INFRASTRUCTURE LIMITED**

(Formerly known as Pipeline Infrastructure Private Limited)

CIN: U60300MH2018PLC308292

Regd. Office: Unit No. 703, 7<sup>th</sup> Floor, Tower 3, Equinox Business Park, Off BKC, L.B.S Marg, Kurla (W), Mumbai, Maharashtra - 400070, India; Tel No.: +91-22-6210 4100; Fax No.: +91-22-6210 4150;  
Email: [compliance@pipelineinfra.com](mailto:compliance@pipelineinfra.com); Website: [www.pipelineinfra.com](http://www.pipelineinfra.com)

**NOTICE OF THE SECOND ANNUAL GENERAL MEETING**

Notice is hereby given that the Second Annual General Meeting of the Members of Pipeline Infrastructure Limited will be held on Friday, September 25, 2020 at 12:00 noon, through Video Conferencing, to transact the following businesses:

**ORDINARY BUSINESS:**

**Item no. 1: To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2020 together with the Reports of the Board of Directors and Auditors thereon**

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

**“Resolved that** the Audited Financial Statements of the Company for the financial year ended March 31, 2020 and the Reports of the Directors and Auditors thereon, presented at this meeting, be and are hereby considered and adopted.”

**Item no. 2: To appoint a director in place of Mr. Mihir Anil Nerurkar (DIN: 02038842), Director, who retires from office by rotation and being eligible, offers himself for re-appointment**

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

**“Resolved that** pursuant to the provisions of section 152 of the Companies Act, 2013 read with applicable rules made thereunder (including any statutory modification or re-enactment thereof, for the time being in force), Mr. Mihir Anil Nerurkar (holding Director Identification No.: 02038842), Non-executive Director of the Company who retires from office by rotation at this meeting and being eligible, has offered himself for re-appointment, be and is hereby re-appointed as a Non-executive Director of the Company, liable to retirement by rotation.”

**Item no. 3: To appoint a director in place of Mr. Nawal Saini (DIN: 08259154), Director, who retires from office by rotation and being eligible, offers himself for re-appointment**

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

**“Resolved that** pursuant to the provisions of section 152 of the Companies Act, 2013 read with applicable rules made thereunder (including any statutory modification or re-enactment thereof, for the time being in force), Mr. Nawal Saini (holding Director Identification No.: 08259154), Non-executive Director of the Company who retires from office by rotation at this meeting and being eligible, has offered himself for re-appointment, be and is hereby re-appointed as a Non-executive Director of the Company, liable to retirement by rotation.”

**SPECIAL BUSINESS:**

**Item no. 4: To ratify the remuneration of the Cost Auditor of the Company**

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

**“Resolved that** pursuant to the provisions of section 148 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Companies (Audit and Auditors), Rules, 2014 (including any statutory modification or re-enactment thereof, for the time being in force) and pursuant to the recommendation of Board of Directors of the Company, the Members of the Company, be and hereby ratify and confirm the annual remuneration of Rs. 1,40,000 (Rupees One Lakh Forty Thousand only) (excluding taxes and out of pocket expenses incurred in connection with the audit), to be paid to Mr. Suresh D. Shenoy, Cost Accountant (Membership No. 8318) (Firm Registration no. 102173), who has been appointed as the Cost Auditor of the Company by the Board, to conduct the audit of the Cost Records of the Company for the financial year ending March 31, 2021.

**Resolved further that** the Board of Directors and the Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds and things as may be deemed necessary to give effect to the aforesaid resolution, and make necessary filings and disclosures to regulatory authorities as may be required under applicable provisions of the Act.”

By Order of the Board of Directors of  
**Pipeline Infrastructure Limited**  
(formerly known as Pipeline Infrastructure Private Limited)

Date : June 24, 2020  
Place : Mumbai

**Puja Tandon**  
Company Secretary  
Membership No.: A21937

**Registered Office:**

Unit No. 703, 7<sup>th</sup> Floor, Tower 3, Equinox Business Park, Off BKC,  
L.B.S Marg, Kurla (W), Mumbai, Maharashtra - 400070, India.

## NOTES

1. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs (“MCA”), vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020, has permitted the holding of the Annual General Meeting 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 MCA Circulars, the Company has decided to convene its 2<sup>nd</sup> Annual General Meeting (“AGM/Meeting”) 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 AGM shall be the 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. In terms of the provisions of section 152 of the Act, Mr. Mihir Nerurkar and Mr. Nawal Saini, retire by rotation at the Meeting. Mr. Nerurkar and Mr. Saini are deemed to be interested in the Ordinary Resolutions set out at Item Nos. 2 and 3, respectively, of the Notice with regard to their re-appointment. Mr. Nerurkar and Mr. Saini do not hold any securities of the Company. Save and except the above, none of the Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Business set out under Item Nos. 1 to 3 of the Notice.
  5. Details of Directors retiring by rotation and seeking re-appointment are provided in the “Annexure” to the Notice.
  6. In compliance with the MCA Circulars, Notice of the AGM along with the Annual Report for the financial year 2019-20 is being sent only through electronic mode to those Members whose email id are registered with the Company/ Depositories. Members may note that the Notice and Annual Report for the financial year 2019-20 will also be available on the Company’s website [www.pipelineinfra.com](http://www.pipelineinfra.com).
  7. Corporate members are entitled to appoint authorised 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 true copy of the relevant Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting before the commencement of the Meeting.
  8. 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.
  9. Statement pursuant to Section 102(1) of the Act, setting out material facts with respect to the Special Business as set out in the Notice is annexed hereto and forms part of this Notice.
  10. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under section 170 of the Act, Register of Contracts or Arrangements in which the Directors are interested maintained under section 189 of the Act, Register of Members and the relevant documents referred to in the Notice will be available electronically for inspection by the members during the AGM 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 AGM. Members seeking to inspect such documents can send an email to [compliance@pipelineinfra.com](mailto:compliance@pipelineinfra.com).
11. The Members, whose names appear in the register of members/ list of beneficial owners as on Wednesday, June 24, 2020 i.e. the cut-off date, shall be entitled to vote on the resolutions set forth in this notice.
  12. In terms of the Articles of Association of the Company, all business to be transacted at the meetings of members of the Company shall be decided on a poll. Accordingly, Polling Paper in Form MGT-12 is attached along with the Notice for exercising the voting at the Meeting. The members/ representatives shall cast their vote on the resolution, by filling in the details as required in the Polling Paper and sending the duly filled-in Polling Paper to the Company at email id [compliance@pipelineinfra.com](mailto:compliance@pipelineinfra.com) from their registered email id.

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 polling process at the Meeting.

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

- (A) Meeting will be held by way of VC through Microsoft Teams application.
- (B) For Members/authorised representatives who have Microsoft Teams application installed on their device:
  - (i) Click on the web-link (*being sent separately in the email*).
  - (ii) Select 'Join the meeting as guest'.
- (C) For Members/authorised 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 the web-link (*being sent separately in the email*).
  - (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. Each member shall submit their corporate authorizations along with the duly filled in attendance slip (attached to this Notice) with the Company at [compliance@pipelineinfra.com](mailto:compliance@pipelineinfra.com) at least 1 hour before commencement of the meeting i.e. by 11:00 a.m. on September 25, 2020.
  - iii. Members are requested to write their Client ID and DP ID in the attendance slip for attending the Meeting.
  - iv. Each member shall identify themselves at the commencement of the Meeting for the purpose of quorum.
  - v. Attendance of members through VC shall be counted for the purpose of quorum under section 103 of the Act.
  - vi. For any assistance (including with technology) before or during the Meeting, members may contact the Company Secretary on +91 93727 63806/+91 75067 34732.
  - vii. 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 by section 102 of the Companies Act, 2013, setting out all material facts relating to Special Business mentioned in the accompanying Notice for convening the Second Annual General Meeting of the Members of the Company, is as under:

### **Item no. 4: To ratify the remuneration of the Cost Auditor of the Company**

The Board of Directors of the Company, on recommendation of the Audit Committee, at its meeting held on June 24, 2020, had approved the appointment of Mr. Suresh D. Shenoy (Membership No. 8318) (Firm Registration No. 102173) as the Cost Auditor of the Company, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2021, at an annual remuneration of Rs. 1,40,000 (Rupees One Lakh Forty Thousand only) (excluding taxes and out of pocket expenses incurred in connection with the audit).

In accordance with the provisions of section 148 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the cost auditor is required to be ratified by the members of the Company.

Accordingly, consent of the Members is sought for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2021, as contained in the resolution as set out in item no. 4 of this Notice.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are in any way concerned or interested (financially or otherwise) in the proposed ordinary resolution.

The Board recommends the Ordinary Resolution with respect to ratification of remuneration of Cost Auditors of the Company, as set out in item no. 4 of the Notice, for approval of the Members.

By Order of the Board of Directors of  
**Pipeline Infrastructure Limited**  
(formerly known as Pipeline Infrastructure Private Limited)

**Puja Tandon**  
Company Secretary  
Membership No.: A21937

Date : June 24, 2020  
Place : Mumbai

**Registered Office:**  
Unit No. 703, 7<sup>th</sup> Floor, Tower 3,  
Equinox Business Park, Off BKC,  
L.B.S Marg, Kurla (W), Mumbai,  
Maharashtra - 400070, India.

**DETAILS OF THE DIRECTORS SEEKING RE-APPOINTMENT IN THE SECOND ANNUAL GENERAL MEETING, AS SET OUT IN ITEM NOS. 2 AND 3 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. Mihir Anil Nerurkar**

He is Managing Director and Chief Operating Officer - Brookfield's Infrastructure Group. In this role, he oversees governance and overall performance of Brookfield's infrastructure portfolio companies in India.

He joined Brookfield in 2018. He has over 18 years of experience in real estate and professional services. He began his career as a management consultant with Deloitte Consulting in New York. He subsequently held roles as chief operating officer and senior director of a real estate firm, as well as served as an advisory board member of a boutique investment bank.

Mr. Nerurkar holds a Bachelor of Engineering from Pune University in India and a Masters from Syracuse University.

**(b) Mr. Nawal Saini**

He is Managing Director within BAM India Group, responsible for Renewable Power and Infrastructure investments in India.

Nawal joined Brookfield India in 2018 and has over 15 years of investing and financial services experience. Prior to joining Brookfield, he worked in JP Morgan's Asian Infrastructure Fund for over 6 years, overseeing investments and asset management in the conventional and renewable power space. He was also a part of Jacob Ballas, A New York Life sponsored sector agnostic private equity fund. He started his career as a banker with SBI Capital Markets and ABN Amro Bank.

Nawal holds a BSc(H) Mathematics degree from University of Delhi and completed his MBA from Management Development Institute, Gurgaon.

**B. Other details:**

<b>Name of Director</b>	Mr. Mihir Anil Nerurkar	Mr. Nawal Saini
<b>Date of birth/ Age</b>	December 20, 1975/44 years	November 26, 1981/ 38 years
<b>Date of first appointment on the Board of the Company</b>	March 18, 2019	March 18, 2019
<b>Terms and conditions of re-appointment</b>	Proposed to be re-appointed as 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 2019-20</b> (out of the total meetings held during their tenure as director)	7 out of 7 <i>(Total 6 meetings were held during the financial year. However, meeting no. 02/2019-20 was adjourned and the above no. included the attendance at adjourned meeting.)</i>	6 out of 7 <i>(Total 6 meetings were held during the financial year. However, meeting no. 02/2019-20 was adjourned and the above no. included the attendance at adjourned meeting.)</i>
<b>List of other Directorships (excluding foreign companies &amp; section 8 companies)</b>	<ol style="list-style-type: none"> <li>1) Chicken Man Restaurants Private Limited</li> <li>2) Verite Smart Homes Private Limited</li> <li>3) Peak Infrastructure Management Services Private Limited</li> <li>4) ECI India Managers Private Limited</li> <li>5) Pipeline Management Services Private Limited</li> <li>6) BIP India Infra Projects Management Services Private Limited</li> <li>7) Kinetic Road Assets Private Limited</li> </ol>	<ol style="list-style-type: none"> <li>1) Axis Wind Farms (Anantapur) Pvt. Ltd.</li> <li>2) Axis Wind Farms (Rayalaseema) Pvt. Ltd.</li> <li>3) ECI India Managers Pvt. Ltd.</li> <li>4) Pipeline Management Services Private Limited</li> <li>5) Terrestrial Power India Private Limited</li> </ol>
<b>Membership/ Chairmanship of Committees of the other Boards</b>	Peak Infrastructure Management Services Private Limited – CSR Committee Chairperson	-

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**Email:** [compliance@pipelineinfra.com](mailto:compliance@pipelineinfra.com); **Website:** [www.pipelineinfra.com](http://www.pipelineinfra.com)

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**ATTENDANCE SLIP FOR SECOND ANNUAL GENERAL MEETING**

PLEASE FILL THE ATTENDANCE SLIP

Name of the member :

Registered Address :

Client ID :

DP ID :

No. of shares :

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I certify that I am a registered member/representative for the registered member of the Company and I hereby record my presence at the Second Annual General Meeting of the Company ("AGM") scheduled on Friday, September 25, 2020 at 12:00 noon through Video Conferencing.

.....  
First/Sole holder/Representative

.....  
Second holder/Representative

.....  
Third holder/Representative

*Note: Please fill the Attendance slip and submit the same along with their corporate authorizations with the Company at [compliance@pipelineinfra.com](mailto:compliance@pipelineinfra.com) at least 1 hour before commencement of the meeting i.e. by 11:00 a.m. on September 25, 2020.*

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CIN: U60300MH2018PLC308292

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**Form No. MGT - 12**

**Polling Paper**

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014]

Polling Paper/Ballot Paper for Second Annual General Meeting of the members of Pipeline Infrastructure Limited held on Friday, September 25, 2020 at 12:00 noon through Video Conferencing.

Sr. No.	Particulars	Details
1.	Name of the First Named Member (in block letters)	
2.	Postal address	
3.	Registered Folio No./ *DPID & Client ID (*Applicable to investors holding shares in dematerialized form)	
4.	Class of Share	

I hereby exercise my vote in respect of the Ordinary Resolutions enumerated below by recording my assent or dissent to the said resolution in the following manner:

Item No.	Resolutions	No. of Shares held by me	Assent	Dissent
<b>ORDINARY BUSINESS:</b>				
1	To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2020 together with the Reports of the Board of Directors and Auditors thereon			
2	To appoint a director in place of Mr. Mihir Anil Nerurkar (DIN: 02038842), Director, who retires from office by rotation and being eligible, offers himself for re-appointment			
3	To appoint a director in place of Mr. Nawal Saini (DIN: 08259154), Director, who retires from office by rotation and being eligible, offers himself for re-appointment			
<b>SPECIAL BUSINESS:</b>				
4	To ratify the remuneration of the Cost Auditor of the Company			

Place:

Date:

(Signature of Member)

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