



## GAIL MANGALORE PETROCHEMICALS LIMITED

(Erstwhile JBF Petrochemicals Limited)

(Wholly owned subsidiary of GAIL (India) Limited, a Government of India Undertaking)

**Registered Office:** GAIL Bhawan, 16, Bhikaiji Cama Place, R. K. Puram, New Delhi-110066

**CIN –** U24290DL2008GOI423872

**Website:** <https://gmplonline.in> / **E-mail:** [info.gmpl@gail.co.in](mailto:info.gmpl@gail.co.in) / **Phone:** 0824-2889925

### **NOTICE**

NOTICE is hereby given that the **4<sup>th</sup> Annual General Meeting (AGM)** of the Members of **GAIL Mangalore Petrochemicals Limited** (formerly known as JBF Petrochemicals Limited) (“Company” or “GMPL”) will be held on **Monday, 8<sup>th</sup> September, 2025** at **03:00 PM** at the **Registered Office, GAIL Bhawan, 16, Bhikaiji Cama Place, R.K. Puram, New Delhi-110066**, through Video Conferencing Mode (VC) /Other Audio-Visual Means (OAVM) to transact the following business(es):

#### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Standalone Financial Statements for the Financial Year ended 31<sup>st</sup> March, 2025, Board’s Report and Independent Auditors’ Report and the comments thereon of the Comptroller & Auditor General of India (C&AG) and to pass the following resolution as an **Ordinary Resolution:**

“**RESOLVED THAT** Audited Standalone Financial Statements for the Financial Year ended 31<sup>st</sup> March, 2025, Board’s Report, Independent Auditors’ Report and the comments thereon of the Comptroller & Auditor General of India be and are hereby received, considered and adopted.”

2. To appoint a Director in place of Shri Ajay Tripathi (DIN- 10175571), who retires by rotation, and being eligible, offers himself for re-appointment and to pass the following resolution as an **Ordinary Resolution:**

“**RESOLVED THAT** Shri Ajay Tripathi (DIN- 10175571) be and is hereby re-appointed as a Director of the Company liable to retire by rotation.”

3. To appoint a Director in place of Smt. Archana Chaturvedi (DIN- 10175522), who retires by rotation, and being eligible, offers herself for re-appointment and to pass the following resolution as an **Ordinary Resolution:**

“**RESOLVED THAT** Smt. Archana Chaturvedi (DIN- 10175522) be and is hereby re-appointed as a Director of the Company liable to retire by rotation.”

By Order of the Board of Directors

Sd/-

(Devika Srivastava)

Company Secretary

M. No.: A54686

Place: New Delhi

Date: 14.08.2025

## NOTES:

1. Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 08, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No. 19/2021 dated December 08, 2021, Circular No. 21/2021 dated December 14, 2021, Circular No. 02/2022 dated May 05, 2022, Circular No. 10/2022 dated December 28, 2022, Circular No. 9/2023 dated September 25, 2023 and Circular No 9/2024 dated September 19, 2024 (MCA Circulars) **have permitted the holding of AGM through VC/OAVM**, which does not require physical presence of members at a common venue.
2. Attendance of the members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under section 103 of the Companies Act, 2013.
3. The facility of joining the AGM through VC/OAVM will be opened 15 minutes before and will be open upto 15 minutes after the scheduled start time of the AGM.
4. **MEMBER ENTITLED TO ATTEND AND VOTE AT ANNUAL GENERAL MEETING (THE MEETING) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXY FORM DULY COMPLETED SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE SCHEDULED TIME OF THE MEETING (PROXY FORM IS ANNEXED HEREWITH).**

Pursuant to the provisions of section 105 of the Companies Act, 2013, a person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% 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 a proxy for any other person or member. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxy(ies) lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing of the intention to inspect is given to the Company.

5. The following is annexed with the Notice:
  - i) Information pertaining to the Director(s) proposed for appointment as per Secretarial Standards on General Meetings issued by the ICSI is also forming part of Notice. For the purpose of determination of the Committee positions, Membership/Chairmanship is reckoned considering Audit Committee and Stakeholders Relationship Committee only pertaining to Companies incorporated under the Companies Act, 2013.

6. As per the provisions of the Companies Act, 2013, Additional Director(s) of the Company are not liable to retire by rotation. Further as per the Articles of Association (AOA) of the Company, Chairman of the Company is not liable to retire by rotation.
7. Documents referred in the accompanying Notice are open for inspection by Members, at the Registered Office of the Company during office hours i.e. between 11:00 a.m. and 1:00 p.m., on all working days, except Saturday(s)/Sunday(s)/Holiday(s) and other Holidays declared in the Company, till the date of the AGM.
8. Corporate members intending to send their authorized representative(s) to attend the meeting are required to send a duly certified copy of the Board Resolution/Power of Attorney authorizing their representative to attend and vote on their behalf at the meeting as stipulated in Section 113 of the Act.
9. Based on disclosures received from concerned Director(s), they are inter-se not related to each other and also with any Key Managerial Personnel (KMP) of the Company.
10. Pursuant to Section 139(5) of the Companies Act, 2013, the Statutory Auditors of a Government Company or any other company owned or controlled, directly or indirectly, by the Central Government is appointed or re-appointed by the Comptroller and Auditor General of India (C&AG) and in pursuant to the provisions of Section 142 of the Companies Act, 2013, their remuneration has to be fixed by the Company in the Annual General Meeting or in such manner as the Company in General Meeting may determine.

*The Members of the Company, in their 2<sup>nd</sup> Annual General Meeting held on 18.08.2023, authorized the Board of Directors to fix the remuneration of Statutory Auditors appointed by Comptroller and Auditor General of India for the Financial Year 2023-24 and for the future years effective from Financial Year 2024-25 in terms of the provisions of Section 142 of the Companies Act, 2013.*

*Accordingly, the Board of Directors vide Resolution passed by Circulation (CR-8/2024/BOARD) passed on 24.10.2024 (and noted by the Board of Directors in the 13<sup>th</sup> meeting held on 30.10.2024), fixed audit fee of Rs. 6,30,000/- (out of pocket expenses, TA/DA, food, boarding and lodging extra as per actuals) for the Financial Year 2024-25 payable to M/s Shabbir and Ganesh, Chartered Accountants, Statutory Auditors, appointed by the Comptroller & Auditor General of India.*

11. The Company has been maintaining, inter alia, the following statutory registers:
  - Register of Contracts or Arrangements in which directors are interested under section 189 of the Act.
  - Register of Directors and Key Managerial Personnel and their shareholding under section 170 of the Act.

In accordance with the MCA circulars, the said Registers will be made accessible for inspection through electronic mode and shall remain open and be accessible to any member during the continuance of the meeting.

12. Instructions relating to access and participation in the meeting will be made available to the members through e-mail on their designated email address at least one day before the meeting.
13. Members seeking any information with regard to any matter as mentioned in the aforesaid notice, are requested to write to the Company through email to [devika@gail.co.in](mailto:devika@gail.co.in) in advance. The same will be replied by the Company suitably.
14. When a poll is demanded by any member during the meeting on any resolution, members may cast their vote through email on [devika@gail.co.in](mailto:devika@gail.co.in)
15. The Route Map is annexed with this Notice.

**BRIEF RESUME OF THE DIRECTORS, PROPOSED FOR APPOINTMENT/  
RE-APPOINTMENT AS PER  
SECRETARIAL STANDARD ON GENERAL MEETINGS (SS-2)**

**Item No. 2**

Shri Ajay Tripathi, (54 Years) is a highly experienced Mechanical engineer with a distinguished career spanning more than 34 years in Operations, Maintenance and Projects in the Petrochemicals and process plants. He graduated from the prestigious Indian Institute of Technology, Kanpur, in 1990.

He is heading GAIL's largest Petrochemical complex at Pata as Officer-in-charge and also served as the Chief Operating Officer (COO) of GAIL's subsidiary BCPL. His expertise lies in managing the polymer and liquid hydrocarbons (LHC) business.

Throughout his career, he has taken significant initiatives to drive Operational excellence, Reliability, Plant Integrity, Energy efficiency, Plant turnarounds & Revamps, Improvement and Sustainability. His contributions have been instrumental in the growth and success of the companies he has served.

No. of Board meetings of the Company attended during FY 2024-25	8
No. of Shares held in the Company (self and as a beneficial owner)	Nil
Inter-se with other Director(s) and KMP(s) of the Company	Nil
Resigned from any listed entities in the past three years	Nil
Directorship and Chairpersonship/Membership of the Committee(s) in other Companies	Nil

**Item No. 3**

Smt. Archana Chaturvedi, (50 Years) an accomplished and experienced Electrical Engineer with a strong background in the petrochemical industry. She graduated from MNNIT, Allahabad with a degree in Electrical Engineering and embarked on her professional journey at GAIL (India) Limited in 1997 as a Graduate Engineer Trainee (GET). Over the course of her 27-year tenure with the company, Mrs. Chaturvedi has acquired a wealth of knowledge and expertise in various aspects of project execution, operation and maintenance (O&M) of electrical systems, and asset integrity management in Petrochemical Industry. She pursued an MBA in Marketing Management, enhancing her ability to strategically contribute to the organization's growth and success.

During her career, she has played a pivotal role in the successful commissioning of Greenfield and Brownfield petrochemical projects. Her extensive experience in O&M of electrical systems has contributed to the reliable and efficient operation of critical infrastructure in petrochemical plant. In her role as General Manager (Inspection), she has been responsible for asset integrity management and compliance of safety regulations and industry standards in a petrochemical complex.

Her track record of success and commitment to excellence along with effective communication position her as a reliable and accomplished professional in Petrochemical industry.

No. of Board meetings of the Company attended during FY 2024-25	8
No. of Shares held in the Company (self and as a beneficial owner)	Nil
Inter-se with other Director(s) and KMP(s) of the Company	Nil
Resigned from any listed entities in the past three years	Nil
Directorship and Chairpersonship/Membership of the Committee(s) in other Companies	Nil

By Order of the Board of Directors  
For GAIL Mangalore Petrochemicals Limited

Sd/-  
(Devika Srivastava)  
Company Secretary  
M. No.: A54686

Place: New Delhi  
Date: 14.08.2025



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**Proxy Form**

**Name of the shareholder(s):**

**Folio No./DP ID & Client ID:**

**Registered address:**

**E-mail ID:**

I/We, being the member(s) of ..... shares of the GAIL Mangalore Petrochemicals Limited, hereby appoint:

- 1) .....of .....having e-mail id .....or failing him
- 2) .....of .....having e-mail id .....or failing him
- 3) .....of .....having e-mail id .....

and whose signature(s) are appended below, as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at 4th Annual General Meeting of the Company to be held on \_\_\_\_\_ at No: 4-214, Industrial Plot No. - 9, Bajpe Village, Managalore SEZ Limited, Mangaluru, Dakshina Kannada District, Karnataka- 574142 and at any adjournment thereof in respect of such resolutions as are indicated below:

S. No.	Resolution	Vote	
		For	Against
<b>ORDINARY BUSINESS</b>			
1	Adoption of Audited Standalone Financial Statements for the Financial Year ended 31st March, 2025, Board's Report, Independent Auditors' Report and the comments thereon of the Comptroller & Auditor General of India		
2	To appoint a Director in place of Smt. Archana Chaturvedi (DIN- 10175522), who retires by rotation, and being eligible, offers herself for re-appointment		

Signed this..... day of..... 2025

Affix Revenue  
Stamp Re.1/-

**Signature of shareholder**

**Signature of Proxy holder(s)**

\_\_\_\_\_ **First**

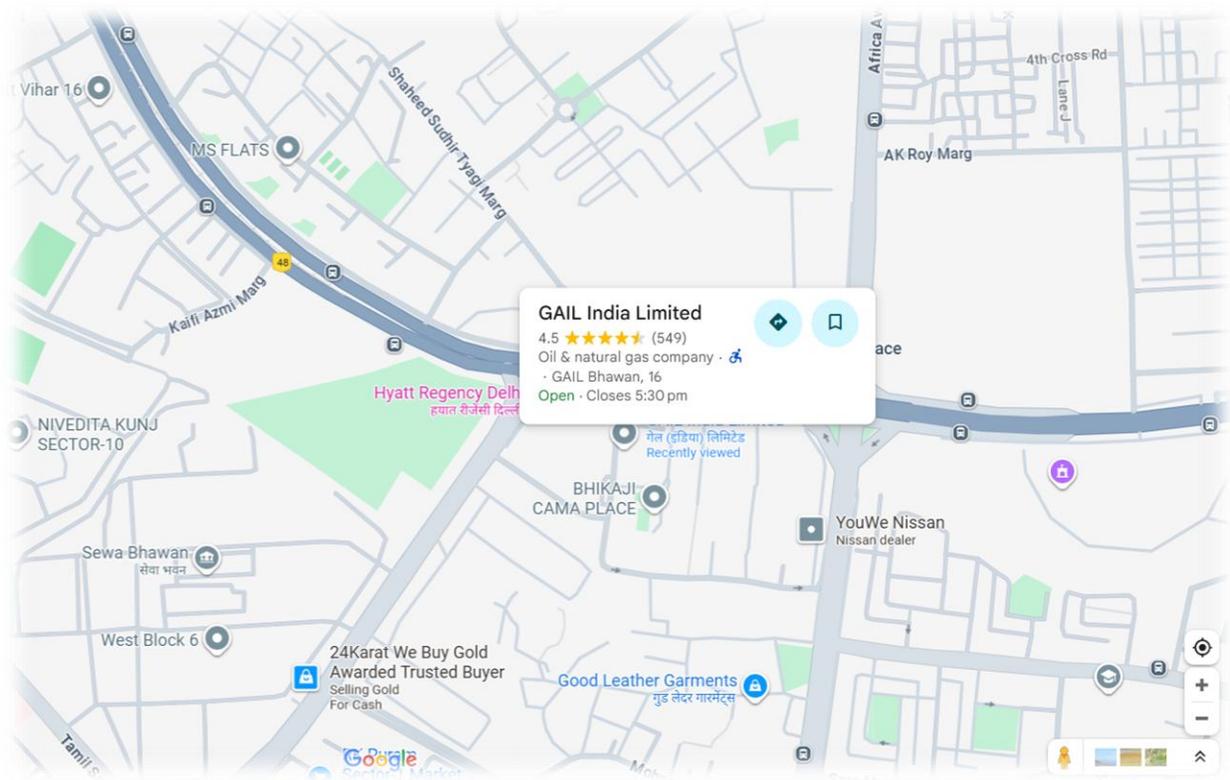
\_\_\_\_\_ **Second**

\_\_\_\_\_ **Third**

**NOTES:**

1. 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.
2. The Proxy Form should be signed across the stamp as per specimen signature registered with the Company.
3. Please put 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
4. Appointing a proxy does not prevent a member from attending the meeting in person if he/ she so wishes.
5. In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.

## Route Map of Venue of AGM



**Prominent landmark:** Adjacent to Hyatt Regency Hotel, New Delhi