



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 SEVENTH ANNUAL GENERAL MEETING

Notice is hereby given that the Seventh Annual General Meeting of the Members of Pipeline Infrastructure Limited will be held on **Wednesday, September 17, 2025, at 3:00 p.m.**, through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM"), to transact the following business:

ORDINARY BUSINESS:

Item no. 1: To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2025, together with the Reports of the Board of Directors and Auditors thereon.

To consider and if thought fit, to pass the following resolution, with or without modification, as an **Ordinary Resolution:**

"Resolved that the Audited Financial Statements of the Company for the financial year ended March 31, 2025, and the Reports of the Board of Directors and Auditors thereon, be and are hereby considered and adopted."

Item no. 2: To appoint a Director in place of Mr. Akhil Mehrotra, Managing Director (DIN: 07197901), who retires from office by rotation and being eligible, has offered himself for re-appointment

To consider and if thought fit, to pass the following resolution, with or without modification, 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. Akhil Mehrotra, Managing Director of the Company (holding Director Identification No: 07197901), who retires from office of a Director by rotation at this Meeting and being eligible, has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

Item no. 3: To appoint a Director in place of Ms. Pooja Aggarwal, Non-executive Director (DIN: 07515355), who retires from office by rotation and being eligible, has offered herself for re-appointment

To consider and if thought fit, to pass the following resolution, with or without modification, 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), Ms. Pooja Aggarwal, Non-executive Director (holding Director Identification

No: 07515355), who retires from office by rotation at this Meeting and being eligible, has offered herself for re-appointment, be and is hereby re-appointed as a Non-executive Director of the Company, liable to retire 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, with or without modification, 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. 1,75,000/- (Rupees One Lakh Seventy-Five 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, 2026.

Resolved further that the Board of Directors of the Company be and is hereby authorized to take such steps and to do all such acts, deeds, matters and things and accept any alterations or modification(s) as they may deem fit and proper without requiring any further approval of the Members of the Company and give such directions as may be necessary to settle any question or difficulty that may arise in connection therewith, in a manner it may deem fit and appropriate.”

By Order of the Board of Directors of
Pipeline Infrastructure Limited

Sd/-
Suneeta Mane
Company Secretary
Membership No.: A26206

Date : July 28, 2025

Place: Navi 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 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, this Seventh Annual General Meeting (“AGM/Meeting”) is being convened through VC via Microsoft Teams 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. 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, a certified true 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 2:00 p.m. on Wednesday, September 17, 2025.
5. In case of joint holders attending the Meeting, only such joint holders who are higher in the order of names will be entitled to vote at the Meeting.
6. Save and except as mentioned elsewhere in this Notice, none of the Directors/Key Managerial Personnel of the Company and/or their relatives have any conflict of interest, financially or otherwise, in any of the resolutions as set out in the Notice.
7. In compliance with the MCA Circulars, Notice of the AGM along with the Annual Report for FY 2024-25 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 FY 2024-25 will also be available on the Company’s website i.e. www.pipelineinfra.com.
8. Statement pursuant to section 102 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.
9. 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 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.

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.

10. The Members, whose names appear in the register of Members/ list of beneficial owners as on Friday, August 22, 2025 i.e. the cut-off date, shall be entitled to vote on the resolutions set forth in this Notice.
11. 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, the facility of e-voting at the Meeting, through poll, will be provided at the Meeting. The Members/ representatives shall cast their vote on the resolutions, by filling in the details as required in the online polling forms and submitting their response.

The 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/authorised representatives who have Microsoft Teams application installed on their device:
 - (i) Click on this link to join the Meeting - [PIL Seventh AGM](#)
 - (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 this link to join the Meeting - [PIL Seventh AGM](#)
 - (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) Member shall submit their corporate authorizations with the Company at least 1 hour before commencement of the Meeting i.e. by 2:00 p.m. on September 17, 2025, through email at compliance@pipelineinfra.com.
 - (iii) Attendance of Members through VC shall be counted for the purpose of quorum under section 103 of the Act.
 - (iv) For any assistance (including technology) before or during the Meeting, Members may contact Ms. Suneeta Mane, Company Secretary, on +91 8291250412.
 - (v) Designated email id of the Company for correspondences 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 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 Seventh Annual General Meeting of the Members of the Company, is as under:

Item no. 4: To ratify 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 May 8, 2025, 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, 2026, at an annual remuneration of Rs. 1,75,000/- (Rupees One Lakh Seventy-Five 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, the consent of the Members is sought for ratification of the remuneration payable to the Cost Auditor for the financial year ending March 31, 2026, as contained in the resolution as set out in item no. 4 of this Notice.

None of the Directors or Key Managerial Personnel of the Company or their relatives have any conflict of interest (financially or otherwise) in the proposed Ordinary Resolution.

The Board recommends the Ordinary Resolution with respect to ratification of remuneration of Cost Auditor 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

Sd/-

Suneeta Mane

Company Secretary

Membership No.: A26206

Date : July 28, 2025

Place : Navi Mumbai

Registered Office:

Seawoods Grand Central, Tower-1, 3rd Level,
C Wing - 301 to 304, Sector 40, Seawoods Railway Station,
Navi Mumbai, Thane, Maharashtra – 400 706, India

DETAILS OF THE DIRECTORS SEEKING RE-APPOINTMENT AT THE SEVENTH ANNUAL GENERAL MEETING, AS SET OUT IN ITEM NOS. 2 AND 3 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. Akhil Mehrotra

Mr. Akhil Mehrotra, an eminent business leader in the Energy sector, brings an impressive 32 years of experience across oil & gas, power, and telecom industries. Akhil is also the Managing Director at Pipeline Infrastructure Limited, a 1400+ Km cross-country natural gas transmission pipeline owned by Brookfield. He has led P&L of multiple companies, M&A deals and has been instrumental in transforming business performance. He has spent 20+ years in leadership roles at Shell, BG (India), RIL and Gujarat Gas Limited.

In his previous role, Akhil has been Chairman of Mahanagar Gas Limited, a Fortune 500 company and listed on Indian Stock Exchanges. He has also been on Boards of various companies including Shell Energy India and Hazira Ports Private Limited. Akhil is a thought leader in global gas market development, including green hydrogen blending, policy formulation, and energy transition. With a BE in Mechanical Engineering, MBA in Finance, and a PhD in Gas Markets, he has also pursued courses at IIM Bangalore, Harvard Business School, Kellogg, and London Business School.

(b) Ms. Pooja Aggarwal

Pooja Aggarwal is a Chartered Accountant by profession and has over 26 years of post-qualification diversified experience across industries and across countries and cultures. She has had leadership experience in sectors such as Power, Infrastructure, IT and Consulting. As part of her role, she has driven and managed strategic objectives, financial performance, deal structuring, fund raise and mergers and acquisitions.

B. Other details:

Name of Director	Mr. Akhil Mehrotra	Ms. Pooja Aggarwal
Date of birth/ Age	August 27, 1967/ 58 years	December 12, 1976/ 49 years
Date of first appointment on the Board of the Company	April 1, 2021	April 12, 2022
Terms and conditions of re-appointment	Proposed to be re-appointed as Managing Director, liable to retire by rotation.	Proposed to be re-appointed as Non-executive Director (“NED”), liable to retire by rotation.
Past remuneration drawn from the Company for FY 2024-25	Rs. 4,30,46,346/-	NIL
Remuneration sought to be paid	As approved by the Board and Members of the Company from time to time.	NIL
Details of shareholding in the Company	NIL	NIL
Details of relationship with other Directors, Manager and Key Managerial Personnel of the Company	NIL	NIL
Number of Board Meetings attended during the financial year 2024-25 (out of the total meetings held during their tenure as director)	5 out of 5	4 out of 5
List of other Directorships (excluding foreign companies & section 8 companies)	1. Encap Investment Manager Private Limited	1. Pipeline Management Services Private Limited 2. Summit Digitel Infrastructure Limited 3. Data Link Investment Manager Private Limited 4. Elevar Digitel Infrastructure Private Limited 5. Crest Digitel Private Limited 6. Bharat InvITs Association
Membership / Chairmanship of Committees of the other Boards	Member of Audit Committee, Stakeholders’ Relationship Committee and Risk Management Committee of Encap Investment Manager Private Limited.	Member of Audit Committee of Summit Digitel Infrastructure Limited Member of Audit Committee of Data Link Investment Manager Private Limited