GSPL INDIA GASNET LIMITED

NOTICE

Notice is hereby given that the 6th Annual General Meeting of the members of **GSPL INDIA GASNET LIMITED** will be held on **Thursday 28th September, 2017 at 11:00 A.M.** at 2nd Floor, Board Room, GSPC Bhavan, Sector-11, Gandhinagar - 382010 to transact following business:

ORDINARY BUSINESS

1. To receive, consider and adopt Financial Statement of the Company for the Financial Year ended 31st March, 2017 along with the Reports of the Directors' and Auditors thereon and the comments of the Comptroller and Auditor General of India thereon.
2. To appoint a Director in place of Shri I S Rao (DIN: 02350683), who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint a Director in place of Shri Ravindra Agrawal (DIN: 00157236), who retires by rotation and being eligible offers himself for re-appointment.
4. To fix remuneration of Statutory Auditors of the Company.

SPECIAL BUSINESS

5 Appointment of Shri S K Jha (DIN: 07788527) as a Director of the Company.

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

RESOLVED THAT Shri S K Jha (DIN: 07788527) who was appointed as an Additional Director by the Board of Directors of the Company with effect from 17th, April, 2017 and holds office up to the date of this Annual General Meeting in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company liable to retire by rotation.

6 Appointment of Shri S K Sharma (DIN: 07611204) as a Director of the Company.

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

RESOLVED THAT Shri S K Sharma (DIN: 07611204) who was appointed as an Additional Director by the Board of Directors of the Company with effect from 1st August, 2017 and holds office up to the date of this Annual General Meeting in terms of Section 161 of the

Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company liable to retire by rotation.

For GSPL India Gasnet Limited

Nilesh Patel
Senior Manager (S&L)

Date: 1st September, 2017
Place: Gandhinagar
Registered Office:
GSPC Bhavan, Sector-11,
Gandhinagar-382010
Tel: 079-23268500
CIN: U40200GJ2011SGC067449 / Website: gspcgroup.com/GIGL / Email: gigl@gspc.in

Notes:

1. 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. A PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXY TO BE EFFECTIVE MUST REACH THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE TIME FIXED FOR HOLDING THE MEETING.

   AS PER THE PROVISIONS OF THE COMPANIES ACT 2013, A PERSON CAN ACT AS PROXY ON BEHALF OF THE MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CPAITAL OF THE COMPANY. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE SHARE CAPITAL OF THE COMPANY MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR MEMBER.

2. WHEREIN MEMBER (S) ARE BODY CORPORATE (VIZ COMPANIES ETC) AUTHORISATION IS TO BE DONE BY THE BOARD OF THAT BODY CORPORATE IN FAVOUR OF ANY PERSON AS PER THE PROVISIONS OF SECTION 113 OF THE COMPANIES ACT, 2013 WHO SHALL ACT AS THE REPRESENTATIVE OF THAT

BODY CORPORATE AND SHALL HAVE SAME RIGHT AND POWERS ON BEHALF OF BODY CORPORATE AS IF IT WERE AN INDIVIDUAL. THE AUTHORISED REPRESENTATIVE SHALL SEND THE CERTIFIED TRUE COPY OF THE RESOLUTION AT THE REGISTERED OFFICE OF THE COMPANY TO REACH BEFORE THE DATE OF ANNUAL GENERAL MEETING.

3. The Explanatory Statement pursuant to Section 102 of Companies Act, 2013 in respect of special business is annexed hereto.

4. Route map of venue of Annual General Meeting is given below:

ROUTE MAP

Details of Directors seeking re-appointment:

Name of Director	Shri I S Rao	Shri Ravindra Agrawal
Age	57 Years	45 Years
Date of Appointment	13th June, 2012	13th October, 2011
Qualification & experience	Shri Indumukhi Srinivas Rao, is a Master of Science and holds qualifications of DMSM, DMS from Osmania University and Jamnalal Bajaj Institute of Management Studies, Mumbai University. He joined BPCL in 1982 as a Management Trainee. Presently working as Executive Director in Gas Division of BPCL, Sri I S Rao is responsible for overall gas business of BPCL, covering the gas marketing chain, including sourcing, securing/developing gas infrastructure, transmission capacity, city gas distribution networks, formation of JVCs, sales to customers, and other related activities. Prior to taking over as Executive Director (Gas), Shri I S Rao has worked in BPCL in various capacities in the Oil and Gas marketing. He was also on deputation to erstwhile Oil Coordination Committee (OCC) under Ministry of Petroleum and Natural Gas. He was also a member in various studies and industry committees in the oil and gas sector.	Shri Agrawal holds a degree in Electrical Engineering from Malviya National Institute of Technology (MNIT), Jaipur and has done Master of Business Administration (MBA) in Finance from Devi Ahilya University, Indore. Shri Ravindra Agrawal is Executive Director (Gas Business) of GSPC Group and is associated with the Group since 1999. Prior to joining GSPL, the natural gas transmission arm of GSPC Group, Shri Agrawal worked with Gujarat Gas Company Ltd. (GGCL) for a period of more than 3 years. Shri Agrawal has been associated with the natural gas industry for more than 20 years and has considerable experience in LNG sourcing, Natural gas marketing & transportation, Contract Management, gas pricing and transportation tariff models. Shri Agrawal has been instrumental in setting up gas trading business of the Company including sourcing of LNG from international markets, business development, risk management, marketing of natural gas at Pan-India level, and Management of JV companies involved in gas transmission and CGD projects. He supervises Regulatory Affairs and formulates commercial strategies for the Group's mid-stream and downstream gas business.
Directorship held in other Companies	1) GSPL India Transco Limited 2) Sabarmati Gas Limited 3) Maharashtra Natural Gas Limited 4) Central U.P Gas Limited 5) Goa Natural Gas Private Limited	1) Sabarmati Gas Limited 2) Gujarat State Energy Generation Limited 3) GSPC Pipavav Power Company Limited

Chairmanship/ Membership of Committees in other Companies	Chairman of CSR Committee: • Maharashtra Natural Gas Limited Chairman of Nomination & Remuneration Committee: • Maharashtra Natural Gas Limited • Sabarmati Gas Limited Member of CSR Committee • Sabarmati Gas Limited Member of Nomination & Remuneration Committee: • Central UP Gas Limited	Chairman of CSR Committee: • Sabarmati Gas Limited Member of Nomination & Remuneration Committee: • Sabarmati Gas Limited Member of Investor Relationship Committee: • Sabarmati Gas Limited
No. of meetings attended & details of remuneration	Please refer Directors Report.	Please refer Directors Report.
Shareholding in the Company	Nil	10 equity shares of the Company as a nominee of GSPL
Relationship with any Director/ Manager/ Key Managerial Personnel of the Company	Nil	Nil

Explanatory Statement

Item No. 5

The Board of Directors of the Company has appointed Shri S K Jha (DIN: 07788527) as an Additional Director of the Company with effect from 17th April, 2017 and he holds office up to this Annual General meeting. The Company has received the notice in writing from the shareholder along with requisite deposit pursuant to Section 160 of the Companies Act, 2013 signifying its intention to propose Shri S K Jha for the office of Director. Shri S K Jha, if appointed will be liable to retire by rotation.

Shri S K Jha, is a Mechanical Engineer with over 27 years' Experience in diversified areas of Oil & Gas Pipelines Industry like Project conceptualization, Project Management, Construction, Operations and Maintenance, Integrity Management, Corrosion control, Technical Services.

Presently, working as General Manager (Projects-Systems & Gas) in Pipelines Division, posted at Pipelines HO, Noida. Shri Jha is responsible for expansion of oil and gas pipeline networks and for scouting new business opportunities for Indian Oil Corporation Limited.

Details of his directorship in other companies and membership/chairmanship in committees of Directors of such companies are given below:

Sr No.	Name of the Company	Name of Committee(s)
1	GSPL India Transco Limited	Nil

As Shri S K Jha has been appointed w.e.f. 17th April, 2017, details regarding number of meetings attended and remuneration paid during FY 2016-17 are not applicable.

Shri S K Jha does not hold any shares of the Company. He is not related to any Director/ Manager/ Key Managerial Personnel of the Company.

None of the directors, Key Management Personnel or their relative except Shri S K Jha is, in any way, concerned or interested, financially or otherwise in the resolution.

The Board recommends the resolution for your approval.

Item No. 6

The Board of Directors of the Company has appointed Shri S K Sharma (DIN: 07611204) as an Additional Director of the Company with effect from 1st August, 2017 and he holds office up to this Annual General meeting. The Company has received the notice in writing from the shareholder along with requisite deposit pursuant to Section 160 of the Companies Act, 2013 signifying its intention to propose Shri S K Sharma for the office of Director. Shri S K Sharma, if appointed will be liable to retire by rotation.

Shri S K Sharma, is a graduate in Mechanical Engineering from Indian Institute of Technology, Kharagpur. Having joined Indian Oil in June, 1984 as Graduate Engineering Trainee, he has thirty three years of managerial experience in Oil & Gas Marketing, comprising independent field Sales Area, Divisional Offices, State Offices. He has held position of Divisional Manager, State Retail Head, and Head of Highway Strategy Group.

Presently, working as Executive Director, Business Development (Gas), at Corporate Office of Indian Oil Corporation Limited, Shri S K Sharma has been integral part of expansion of Natural Gas Business including Gas Marketing, LNG Terminals, Gas Pipelines & CGDs. He is responsible for conceiving the overall strategy for gas vertical and overseeing its implementation.

Details of his directorship in other companies and membership/chairmanship in committees of Directors of such companies are given below:

Sr No.	Name of the Company	Name of Committee(s)
1	GSPL India Transco Limited	Member- Nomination & Remuneration Committee
2	Indian Oil Adani Gas Private Limited	-

As Shri S K Sharma has been appointed w.e.f. 1st August, 2017, details regarding number of meetings attended and remuneration paid during FY 2016-17 are not applicable.

Shri S K Sharma does not hold any shares of the Company. He is not related to any Director/ Manager/ Key Managerial Personnel of the Company.

None of the directors, Key Management Personnel or their relative except Shri S K Sharma is, in any way, concerned or interested, financially or otherwise in the resolution.

The Board recommends the resolution for your approval.

For GSPL India Gasnet Limited

Nilesh Patel
Senior Manager (S&L)

Date: 1st September, 2017
Place: Gandhinagar

Registered Office:
GSPC Bhavan, Sector-11,
Gandhinagar-382010
Tel: 079-23268500
CIN: U40200GJ2011SGC067449
Website:gspcgroup.com/GIGL/
Email: gigl@gspc.in

CIN: U40200GJ2011SGC067449
Registered Office: GSPC Bhavan, Sector-11, Gandhinagar-382010

ATTENDANCE SLIP

This attendance slip duly filled in is to be handed over at the entrance of the meeting hall
Full name of the member/ Proxy* attending:

____

(*To be filled in if Proxy Form has been duly deposited with the Company):

I/ We hereby record my/ our presence at the **6th Annual General Meeting** of the Company being held at GSPC Bhavan, Sector-11, Gandhinagar - 382010 on Thursday, 28th September, 2017 at 11:00 A.M.

____

Member's / Proxy's Signature

GSPL INDIA GASNET LIMITED

CIN: U40200GJ2011SGC067449
Registered Office: GSPC Bhavan, Sector-11, Gandhinagar-382010
Website:gspcgroup.com/GIGL Email: gigl@gspc.in

PROXY FORM
[pursuant to Section 105 (6) of the Companies Act, 2013 and rule 19 (3) of the Companies (Management and Administration) Rules, 2014]

Name & address of the member(s):
E-mail ID: Folio No.

I/ We being the member (s) of ________ shares of the above named company, hereby appoint;

Name & address	Email ID: Signature

or failing him

Name & address	Email ID: Signature

Or failing him

Name & address	Email ID: Signature

As my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 6th **Annual General Meeting** of the Company being held at GSPC Bhavan, Sector - 11, Gandhinagar - 382010 on Thursday, 28th September, 2017 at 11:00 A.M. and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr No	Resolution	For	Against
1	To receive, consider and adopt Financial Statement of the Company for the Financial year ended 31st March 2017 along with the Reports of the Directors' and Auditors and the comments of the Comptroller and Auditor General of India thereon.		

2	Reappointment of Shri I S Rao, Director, who retires by rotation.		
3	Reappointment of Shri Ravindra Agrawal , Director, who retires by rotation.		
4	Fixation of remuneration of Statutory Auditors.		
5	Appointment of Shri S K Jha as a Director of the Company.		
6	Appointment of Shri S K Sharma as a Director of the Company.		

Signed on this _________day of ___________, 2017.

Affix
Revenue
stamp

______________________ ________________

Signature of Member (s) Signature of Proxy

Note: 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.