GSPL INDIA TRANSCO LIMITED

NOTICE

Notice is hereby given that the 7th Annual General Meeting of the members of **GSPL INDIA TRANSCO LIMITED** will be held on **27th September, 2018 at 5.30 P.M.** at 2nd Floor, Board Room, GSPC Bhavan, Sector-11, Gandhinagar - 382010 to transact following business:

ORDINARY BUSINESS

1 To receive, consider and adopt Audited Financial Statements of the Company for the Financial Year ended 31st March, 2018 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 Dr. J N Singh, IAS (DIN: 00955107), who retires by rotation and being eligible, offers himself for re-appointment.

3 To appoint a Director in place of Dr. T Natarajan, IAS (DIN: 00396367), 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 **To re- appoint Shri Chandrasekhar Mani (DIN: 00031968) as an Independent Director of the Company.**

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

RESOLVED THAT pursuant to provisions of Section 149,150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013, Shri Chandrasekhar Mani (DIN: 00031968) who was re-appointed as an additional director of the Company with effect from 30th March, 2018 and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a Member proposing his candidature for the office of the Director, be and is hereby re-appointed as an Independent Director of the Company to hold office for a term of one year w.e.f. 30th March 2018 and whose term of office shall not be liable to retirement by rotation.

6 **To re- appoint Dr. Bharatkumar Modi (DIN: 07132685) as an Independent Director of the Company.**

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

RESOLVED THAT pursuant to provisions of Section 149,150 and 152 read with Schedule IV and other applicable provisions of the Companies Act,2013, Dr. Bharatkumar Modi (DIN: 07132685) who was re-appointed as an additional director of the Company with effect from 30th March, 2018 and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a Member proposing his candidature for the office of the Director, be and is hereby re-appointed as an Independent Director of the Company to hold office for a term of one year w.e.f. 30th March 2018 and whose term of office shall not be liable to retirement by rotation.

7 **Appointment of Shri Mahesh Narain (DIN: 8189960) 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 Mahesh Narain (DIN: 8189960) who was appointed as an Additional Director by the Board of Directors of the Company with effect from 13th August, 2018 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.

8 **Appointment of Shri J S Prasad (DIN: 07673253) 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 J S Prasad (DIN: 07673253) who was appointed as an Additional Director by the Board of Directors of the Company with effect from 13th August, 2018 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 Transco Limited

Nilesh Patel
Company Secretary

Date: 11th September, 2018
Place: Gandhinagar
Registered Office:
GSPC Bhavan, Sector-11, Gandhinagar-382010 Tel: 079-23268500
CIN: U40200GJ2011SGC067450 / Website: gspcgroup.com/GITL/ Email: gitl@gspc.in

Notes:

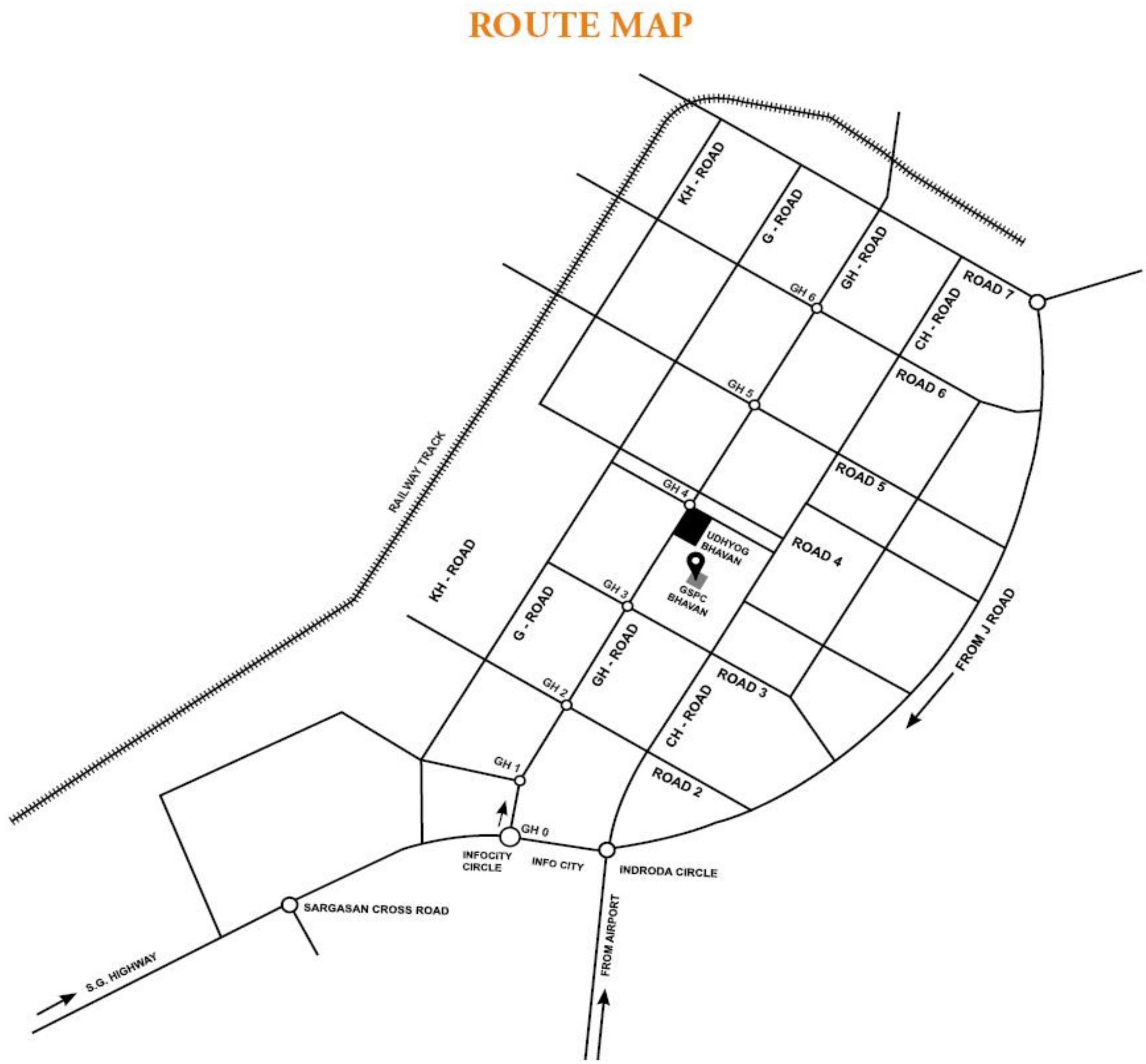
1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF. A PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXY TO BE EFFECTIVE MUST REACH THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE TIME FIXED FOR HOLDING 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 BOARD 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:



GSPL INDIA TRANSCO LIMITED

Details of Directors seeking re-appointment:

Name of Director	Dr. J N Singh, IAS	Dr. T Natarajan, IAS
Age	59 Years	48 Years
Date of Appointment	29th April, 2016	10th August, 2016
Qualification & experience	He has done M.A. (International Studies, JNU), MDM (AIM, Manila), Ph.D from M S University. He has wide experience of working in various Government Departments and Public Sector Undertakings. He has held various key positions like Principal Secretary, Science and Technology Department, Textile Commissioner, Mumbai, Member (Fin), NHAI, Delhi, Managing Director, Sardar Sarovar Narmada Nigam Ltd. He has served largely in Infrastructure and Finance sector having handled Industrial Infrastructure, Power, Telecom, Highways and water. His Ph.D in Political Economy examined the tripartite relationship of Power sector, ground water resources and Agriculturists in the context of Gujarat. At present, he is Chief Secretary, Govt. of Gujarat. He is also appointed as Chairman of Gujarat State Petroleum Corporation Limited and Managing Director of Gujarat State Petronet Limited.	He holds a B.E. (Mining Engineering) and MBA (Finance & Marketing). He also holds Doctorate in Management. Dr. T Natarajan, IAS served as Joint Managing Director of Gujarat Narmada Valley Fertilizers & Chemicals Limited. He worked in Industrial Finance Corporation for 2 years and has also held distinguished positions in the Government of Gujarat including Commissioner, Technical Education, Commissioner, Geology & Mining as well as Secretary, Economic Affairs, Finance Department. He has served as a Director of Gujarat Mineral Development Corporation Limited, Gujarat Industrial Development Corporation Limited, Gujarat Urban Development Company Limited, Gujarat State Electricity Corporation Limited and Bhavnagar Energy Co. Ltd. Presently he is Managing Director of Gujarat State Petroleum Corporation Limited.
Directorship held in other Companies	Sardar Sarovar Narmada Nigam Limited	Gujarat State Petroleum Corporation Limited
	Gujarat State Petroleum Corporation Limited	Gujarat State Petronet Limited
	Gujarat State Petronet Limited	Guj Info Petro Limited
	Gujarat State Fertilizers & Chemical Limited	Gujarat State Energy Generation Limited
	Gujarat Narmada Valley Fertilizers & Chemical Limited	Sabarmati Gas Limited
	Gujarat Alkalies and Chemical Limited	GSPC Pipavav Power Co. Limited
	Gujarat Gas Limited	GSPL India Gasnet Limited
	GSPL India Gasnet Limited	Gujarat Gas Limited
		Petronet LNG Limited
Chairmanship/ Membership of Committees in other Companies	**Gujarat State Petroleum Corporation Limited** 1) Chairman – CSR Committee 2) Member - HR Committee 3) Chairman - Project Committee 4) Chairman – KG Committee 5) Chairman – Onshore Committee	**GSPC Pipavav Power Co. Limited** 1) Member – CSR Committee 2) Member – Nomination & Remuneration Committee 3) Member- Project Committee

	Gujarat State Petronet Limited 1) Member – Project Management Committee 2) Member – Personnel Committee **Gujarat Alkalies and Chemical Limited** 1) Chairman – Project Committee 2) Chairman – CSR Committee **GSPL India Gasnet Limited** Chairman – GSPL India Gasnet Limited	**Guj Info Petro Limited** 1) Chairman – CSR Committee **Gujarat Gas Limited** 1) Chairman – Project Committee 2) Member – Audit Committee 3) Member – Nomination & Remuneration Committee 4) Member – HR Committee
No. of meetings attended & details of remuneration	Please refer Directors Report.	Please refer Directors Report.
Shareholding in the Company	Nil	Nil
Relationship with any Director/ Manager/ Key Managerial Personnel of the Company	Nil	Nil

Explanatory Statement

Item No. 5

Shri Chandrasekhar Mani (DIN: 00031968) was appointed as an Independent Director of the Company for a period of 3 Years from 30th March 2015. Based on the performance evaluation, the Board of Directors re-appointed him to hold office as an Independent Director of the Company for a term of 1 year with effect from 30th March 2018.

Shri Chandrasekhar Mani, 70, is B.Tech. (Chemical) from IIT, Chennai and has done Master in Engineering (Chemical) from Cornell University. He has served as Director (Technical) at Petronet LNG Ltd. He has also served as Executive Director of Planning & Projects at Gujarat Alkalies & Chemicals Ltd. Shri Mani has more than 35 years of experience in Industry, primarily in Chemical and Petrochemical Industries. During his long span of service with various companies including industrial Houses of repute such as Tata Chemicals Ltd., for two decades.

The Company has received a declaration of independence from Shri Chandrasekhar Mani. In the opinion of the Board Shri Chandrasekhar Mani fulfills the conditions specified in the Act and the rules made there under for appointment as an Independent director of the Company. The Board considers that his re-appointment would be of immense benefit to the Company. A copy of the draft letter of appointment for Independent Director, setting out terms and conditions for appointment of Independent director is available for inspection at the Registered Office of the Company during the normal business hour and is also available on the website of the Company.

Details of his directorship in other companies and membership in committees of these companies are given below:

Sr No.	Name of the Company	Name of Committee(s)
1	Gujarat Narmada Valley Fertilizers & Chemicals Limited	• Audit Committee – Chairman • Stakeholders Relationship Committee - Chairman • Nomination & Remuneration Committee - Member • Project Committee - Member
2	GSPL India Gasnet Limited	• Audit Committee • Nomination & Remuneration Committee

Shri Chandrasekhar Mani 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 Chandrasekhar Mani is, in any way, concerned or interested, financially or otherwise in the resolution.

As per Section 161 of Companies Act, 2013 Shri Chandrasekhar Mani hold office as an Additional Director up to the date of the ensuing Annual General Meeting of the Company. Accordingly, the Company has received a notice in writing from a member proposing candidature of Shri Chandrasekhar Mani for the office of Director of the Company. Shri Chandrasekhar Mani shall not be liable to retire by rotation.

Further, as per Section 149 of the Act re-appointment of Independent Director has to be approved by the members by way of a special resolution. The Board, therefore, recommends special resolution at item no. 5 for your approval.

Item No. 6

Dr. Bharatkumar Modi (DIN: 07132685) was appointed as an Independent Director of the Company for a period of 3 Years from 30th March 2015. Based on the performance evaluation, the Board of Directors re-appointed him to hold office as an Independent Director of the Company for a term of 1 year with effect from 30th March 2018.

Dr. Modi, 48, is a Bachelor of Engineer (Mechanical), S. P. University and has also done M. Tech. from IIT, Mumbai and Ph.D. from IIT, Delhi. Dr. Modi is a professor in the Institute of Technology, Nirma University. Dr. Modi has more than 25 years experience as an Academician. His research area is manufacturing process, Advanced Metal Forming, Industrial Automation and Powder Metallurgy.

The Company has received a declaration of independence from Dr. Modi. In the opinion of the Board Dr. Modi fulfills the conditions specified in the Act and the rules made there under for the appointment as an Independent director of the Company. The Board considers that his re-appointment would be of immense benefit to the Company. A copy of the draft letter of appointment for Independent Director, setting out terms and conditions for appointment of Independent director is available for inspection at the Registered Office of the Company during the normal business hour and is also available on the website of the Company.

Details of his directorship in other companies and membership in committees of these companies are given below:

Sr No.	Name of the Company	Name of Committee(s)
1	Gujarat Power Corporation Limited	• Audit Committee – Member • Nomination & Remuneration Committee - Member
2	GSPL India Gasnet Limited	• Audit Committee • Nomination & Remuneration Committee

Dr. Bharatkumar Modi 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 Dr. Bharatkumar Modi is, in any way, concerned or interested, financially or otherwise in the resolution.

As per Section 161 of Companies Act, 2013 Dr. Bharatkumar Modi hold office as an Additional Director up to the date of the ensuing Annual General Meeting of the Company. Accordingly, the Company has received a notice in writing from a member proposing candidature of Dr. Bharatkumar Modi for the office of Director of the Company. Dr. Modi shall not be liable to retire by rotation.

Further, as per Section 149 of the Act re-appointment of Independent Director has to be approved by the members by way of a special resolution. The Board, therefore, recommends special resolution at item no. 6 for your approval.

Item No. 7

The Board of Directors of the Company has appointed Shri Mahesh Narain (DIN: 8189960) as an Additional Director of the Company with effect from 13th August, 2018 and he holds office up to the date of the ensuing Annual General meeting. The Company has received the notice in writing from the shareholder pursuant to Section 160 of the Companies Act, 2013 signifying his intention to propose Shri Mahesh Narain for the office of Director. Shri Narain, if appointed will be liable to retire by rotation.

Shri Mahesh Narain, is a Graduate in Mechanical Engineer and Post-Graduation in Business Administration. He joined Bharat Petroleum Corporation Limited (BPCL) in 1987 as a Management Trainee, Delhi. Shri Narain has experience of more than 31 years in oil and gas sector.

Presently working as Chief General Manager (Gas Projects) of BPCL, Sri Mahesh Narain is responsible for all CGD projects of BPCL. Prior to taking over as Chief General Manager (Gas Projects) of BPCL, Shri Mahesh Narain has worked in various areas covering LPG POL Projects, Plant Design, Contracts &Engineering Services, etc. in BPCL. He headed Bharat Petro Resources Limited (BPRL)'s Oil and Gas assets in India as Vice President (Asset) from 2014-2016, he had more than 10 years' experience in various functions of Exploration and Production of Oil and Gas. He has also served as General Manager (Co-ordination) involving interaction with various Ministries and Government departments for approvals required by BPCL.

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 Gasnet Limited	Nil
2	Haridwar Natural Gas Private Limited	Nil

As Shri Mahesh Narain has been appointed w.e.f. 13th August, 2018 details regarding number of meetings attended and remuneration paid during FY 2017-18 are not applicable.

Shri Mahesh Narain 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 Mahesh Narain is, in any way, concerned or interested, financially or otherwise in the resolution.

The Board recommends the resolution for your approval.

Item No. 8

The Board of Directors of the Company has appointed Shri J S Prasad (DIN: 07673253) as an Additional Director of the Company with effect from 13th August, 2018 and he holds office up to the date of the ensuing Annual General meeting. The Company has received the notice in writing from the shareholder pursuant to Section 160 of the Companies Act, 2013 signifying his intention to propose Shri Prasad for the office of Director. Shri Prasad, if appointed will be liable to retire by rotation.

Shri J S Prasad is a graduate in Mechanical Engineering passed with distinction from Andhra University College of Engineering in the year 1983.

He had 33 years of experience in various executive positions of Hindustan Petroleum Corporation Ltd. The experience range includes Engineering, Construction, Maintenance & Operations, Marketing of Terminals, LPG Installations, Cross country Pipelines and economic distribution of products. Played a key role in expansion of HPCL's Pipeline network expansion to around 3400 Km. in last 15 years and possesses deep understanding of Pipeline Industry, PNGRB Regulatory frame work, execution & operations of cross country Pipeline Networks. Currently holding the position of ED-Pipelines in HPCL and is responsible for growth and safe operations of HPCL's Pipeline SBU.

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 Gasnet Limited	Nil
2	Petronet MHB Limited	Audit Committee – Member Nomination & Remuneration Committee – Member Projects & Operations Committee - Member

As Shri J S Prasad has been appointed w.e.f. 13th August, 2018 details regarding number of meetings attended and remuneration paid during FY 2017-18 are not applicable.

Shri J S Prasad 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 J S Prasad is, in any way, concerned or interested, financially or otherwise in the resolution.

The Board recommends the resolution for your approval.

For GSPL India Transco Limited

Nilesh Patel
Company Secretary

Date: 11th September, 2018
Place: Gandhinagar

Registered Office:
GSPC Bhavan, Sector-11,
Gandhinagar-382010
Tel: 079-23268500
CIN: U40200GJ2011SGC067450
Website:gspcgroup.com/GITL
Email: gitl@gspc.in

GSPL INDIA TRANSCO LIMITED

CIN: U40200GJ2011SGC067450
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 **7th Annual General Meeting** of the Company being held at GSPC Bhavan, Sector-11, Gandhinagar – 382010 on **Thursday 27th September, 2018 at 5.30 P.M.**

____

Member's / Proxy's Signature

GSPL INDIA TRANSCO LIMITED

CIN: U40200GJ2011SGC067450
Registered Office: GSPC Bhavan, Sector-11, Gandhinagar-382010
Website:gspcgroup.com/GITL Email: gitl@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 7th **Annual General Meeting** of the Company being held at GSPC Bhavan, Sector - 11, Gandhinagar – 382010 on **Thursday 27th September, 2018 at 5.30 P.M.**and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr No	Resolution	No. of shares held	For	Against
1	To receive, consider and adopt Audited Financial Statement of the Company for the Financial year ended 31st March 2018 along with the Reports of the Directors' and Auditors and the comments of the Comptroller and Auditor General of India thereon.			
2	Reappointment of Dr. J N Singh, IAS Director, who retires by rotation.			
3	Reappointment of Dr. T Natrajan, IAS Director, who retires by rotation.			
4	Fixation of remuneration of Statutory Auditors.			

5	Re-appointment of Shri Chandrasekhar Mani as an Independent Director of the Company.			
6	Re-appointment of Dr Bharat Kumar Modi as an Independent Director of the Company.			
7	Appointment of Shri Mahesh Narain as a Director of the Company.			
8	Appointment of Shri J S Prasad as a Director of the Company.			

Signed on this _________day of ___________, 2018.

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.