# GSPL INDIA TRANSCO LIMITED

## NOTICE

**Notice is hereby given that the 8th Annual General Meeting of the members of GSPL INDIA TRANSCO LIMITED will be held on Tuesday, 24th September, 2019 at 11:30 AM 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, 2019 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 N Bose Babu (DIN: 0361749), who retires by rotation and being eligible, offers himself for re-appointment.

3 To appoint a Director in place of Shri S K Jha (DIN: 07788527), who retires by rotation and being eligible, offers himself for re-appointment.

4 To authorize the Board of Directors to fix remuneration of Statutory Auditors of the Company for the Financial Year 2019-20.

**SPECIAL BUSINESS**

5 **Appointment of Shri P K Yadav (DIN: 08435553) 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 P K Yadav (DIN: 08435553) who was appointed as an Additional Director by the Board of Directors of the Company with effect from 26th April, 2019 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: 28th August, 2019
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 ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF. 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. A FORM OF PROXY IS ENCLOSED HEREWITH.

   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 CARRYING VOTING RIGHTS. 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 SHAREHOLDER.

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:

## ROUTE MAP

## Details of Directors seeking re-appointment:

| | | |
|---|---|---|
| **Name of Director** | Shri N Bose Babu | Shri S K Jha |
| **Age** | 52 | 55 |
| **Date of Appointment** | 13/10/2011 | 17/04/2017 |
| **Qualification & experience** | Shri N. Bose Babu, holds a Bachelor of Engineering {Production} degree from Nagpur University. He has over more than 27 years of experience in management, business strategy development and managing Cross-country pipeline projects. He has significant industry knowledge and client delivery experience in terms of Engineering, construction and Operation & Maintenance of Oil and Gas Pipelines.<br><br>Prior to joining GSPL in December 2000, he worked with Dodsal Limited, Dodsal Pte, and Narmada Constructions Private Limited. He last worked with Det Norske Veritas {DNV} as surveyor from 1995 to 2000. Currently, he is working as Executive Director {Projects, Engineering Services and Procurement} in GSPL. He also serves as a Life Member in QCI, ISTD, NSCI and member of ASME since last 10 years. He is currently selected as Executive Committee Member of ASME, PSD, Houston. He is a Authorized trainer for ASME B 31.8, B 31.8S and B31Q cources. | Shri Sanjay Kumar Jha is a Mechanical Engineer, with more than 30 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.<br><br>Shri Jha, Chief General Manager (Projects-Gas) Pipelines Division, posted at Pipelines HO, Noida, is responsible for expansion of oil and gas pipeline networks and for scouting new business opportunities for Indian Oil Corporation Limited. Recently, he has been appointed as the Chief Executive Officer of newly formed joint venture company of IOCL, BPCL and HPCL namely M/s. IBH Private Limited, which is laying world's largest Kandla Gorakhpur LPG Pipeline. |
| **Directorship held in other Companies** | Nil | GSPL India Gasnet Limited |
| **Chairmanship/ Membership of Committees in other Companies** | Nil | Nil |
| **No. of meetings attended & details of remuneration** | Please refer Directors Report. | Please refer Directors Report. |
| **Shareholding in the Company** | 10 equity shares of the Company as a nominee of GSPL | Nil |
| **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 P K Yadav (DIN: 08435553) as an Additional Director of the Company pursuant to the provisions of Section 161(1) of the Companies Act 2013 and Articles of Association of the company with effect from 26th April, 2019 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 P K Yadav for the office of Director. Shri Yadav, if appointed will be liable to retire by rotation.

Shri P K Yadav is Executive Director (Gas) of Indian Oil Corporation Ltd in its Business Development Group, Corporate Office. In this role, he oversees, all the functions pertaining to Gas functions of Indian Oil. He is overseeing activities pertaining to sourcing of gas from international suppliers both Spot & Long Term gas, marketing of the Gas within the country, setting up / booking of capacities at new LNG Regasification Terminals, development of pipeline infrastructure of IndianOil in the country, development of CGD projects in various Geographical Areas, overseeing IndianOil's forays in international markets in gas sector. He joined Indian Oil in 1983 and has vast more than 35 years Industry experience in the field of Supplies, Retail Sales, Consumer Sales, & Operations. He also headed Automation group of Marketing Division of the company at Mumbai for more than three years. He has undergone Advance Management Training Programme at ASCI, Hyderabad. Shri Yadav holds a B.Sc in Electrical Engineering from National Institute of Technology, Kurukshetra, India and his experience in Petroleum Sector is an invaluable asset for the industry.

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 | Audit Committee |
| 2 | India Oil LNG Private Limited | |

As Shri P K Yadav has been appointed w.e.f. 26th April, 2019 details regarding number of meetings attended and remuneration paid during FY 2018-19 are not applicable.

Shri P K Yadav 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 P K Yadav is, in any way, concerned or interested, financially or otherwise in the resolution.

The Board recommends the resolution as set forth in item No. 5 for the approval of members.

**For GSPL India Transco Limited**

*Nilesh Patel*
Company Secretary

Date: 28th August, 2019
Place: Gandhinagar

**Registered Office:**
GSPC Bhavan, Sector-11,
Gandhinagar-382010
Tel: 079-23268500
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**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 **8th Annual General Meeting** of the Company being held at GSPC Bhavan, Sector-11, Gandhinagar – 382010 on **Tuesday, 24th September, 2019 at 11.30 am**

____________________________
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:<br><br>Signature |
|---|---|

or failing him

| Name & address | Email ID:<br><br>Signature |
|---|---|

Or failing him

| Name & address | Email ID:<br><br>Signature |
|---|---|

As my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **8th Annual General Meeting** of the Company being held at GSPC Bhavan, Sector - 11, Gandhinagar – 382010 on **Tuesday, 24th September, 2019 at 11.30 am** and at any adjournment thereof in respect of such resolutions as are indicated below:

| Sr No | Resolution | No. of shares | For | Against |
|---|---|---|---|---|
| 1 | To receive, consider and adopt Audited Financial Statement of the Company for the Financial year ended 31st March 2019 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 N Bose Babu Director (DIN: 0361749), who retires by rotation. | | | |
| 3 | Reappointment of Shri S K Jha, Director (DIN: 07788527), who retires by rotation. | | | |

| | | | | |
|---|---|---|---|---|
| 4 | Fixation of remuneration of Statutory Auditors | | | |
| 5 | Appointment of Shri P K Yadav (DIN 08435553) as a Director of the Company liable to retire by rotation | | | |

Signed on this _________day of ___________, 2019.

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.**