GSPL INDIA TRANSCO LIMITED

NOTICE

Notice is hereby given that the 9th Annual General Meeting of the members of GSPL INDIA TRANSCO LIMITED will be held on Thursday, 24th September, 2020 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, 2020 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 J S Prasad (DIN: 07673253), who retires by rotation and being eligible, offers himself for re-appointment.

3 To authorize the Board of Directors to fix remuneration of Statutory Auditors of the Company for the Financial Year 2020-21.

SPECIAL BUSINESS

4 **To appoint Dr. Sudhir Kumar Jain (DIN: 03646016) as an Independent 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 Dr. Sudhir Kumar Jain (DIN: 03646016), who was appointed as an Additional Director (Independent) of the Company with effect from 13th November 2019, pursuant to provisions of Section 149, 152 and 161 read with Schedule IV and other applicable provisions of the Companies Act, 2013 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 appointed as an Independent Director of the Company to hold office for a term of three years w.e.f. 13th November, 2019 and whose term of office shall not be liable to retirement by rotation.

5 **To appoint Smt. Shridevi Shukla (DIN: 02028225) as an Independent 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 Smt. Shridevi Shukla (DIN: 02028225), who was appointed as an Additional Director (Independent) of the Company with effect from 8th June 2020, pursuant to provisions of Section 149, 152 and 161 read with Schedule IV and other applicable provisions of the Companies Act, 2013 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 her candidature for the office of the Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of three years w.e.f. 8th June, 2020 and whose term of office shall not be liable to retirement by rotation.

6 **To appoint Shri Sanjeev Kumar, IAS (DIN: 03600655) 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 Sanjeev Kumar, IAS (DIN: 03600655) who was appointed as an Additional Director by the Board of Directors of the Company with effect from 24th September, 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.

7 **To appoint Shri Anil Mukim, IAS (DIN: 02842064) 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 Anil Mukim, IAS (DIN: 02842064) who was appointed as an Additional Director by the Board of Directors of the Company with effect from 12th December, 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.

8 **To appoint Shri Nitin Patil, (DIN: 08734101) 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 Nitin Patil (DIN: 08734101) who was appointed as an Additional Director by the Board of Directors of the Company with effect from 13th April, 2020 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.

9 **To appoint Shri M K Sharma (DIN: 08821234) 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 M K Sharma (DIN: 08821234) who was appointed as an Additional Director by the Board of Directors of the Company with effect from 4th August, 2020 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

Sd/-
Nilesh Patel
Company Secretary

Date: 31st August, 2020
Place: Gandhinagar
Registered Office:
GSPC Bhavan, Sector-11, Gandhinagar-382010 Tel: 079-23268500
CIN: U40200GJ2011SGC067450 / Website: gspcgroup.com/GITL/ Email: gitl@gspc.in

Notes:

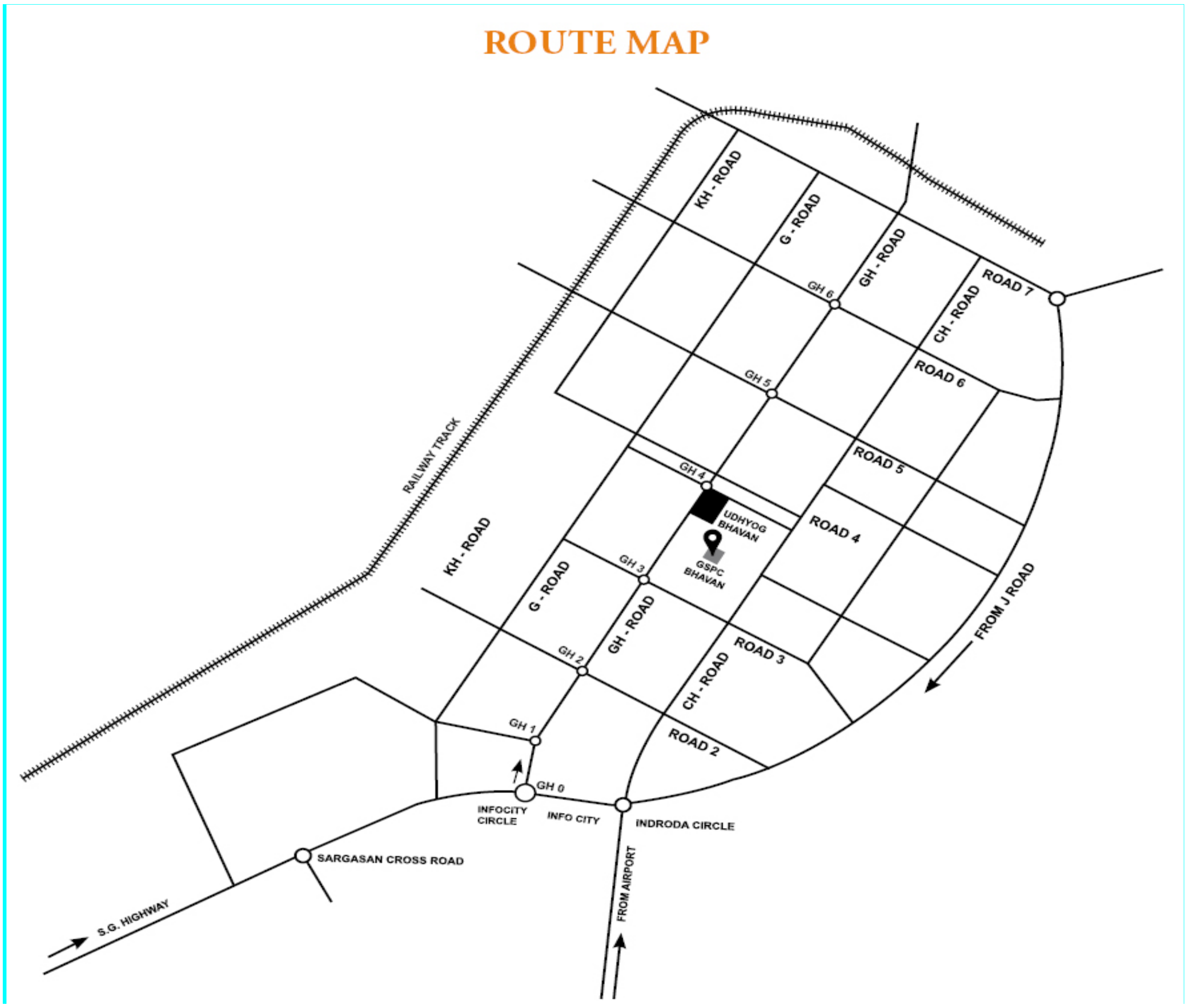
1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF. A PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXY TO BE EFFECTIVE MUST REACH THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE 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/ COMMITTEE 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:



Details of Directors seeking re-appointment:

Name of Director	Shri J S Prasad
Age	58 years
Date of Appointment	13/08/2018
Qualification & experience	Shri Prasad is a graduate in Mechanical Engineering passed with distinction from Andhra University College of Engineering in the year 1983. He had 35 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.
Terms & conditions of appointment	Appointment as a Director liable to retire by rotation.
Directorship held in other Companies	• GSPL India Gasnet Limited • IHB Private Limited • Petronet MHB Limited
Chairmanship/ Membership of Committees in other Companies	**Petronet MHB Limited** • Audit Committee - Member • Nomination & Remuneration Committee - Member • Projects & Operations Committee - Member
No. of meetings attended & details of remuneration	Please refer Directors' Report & Annexure thereto
Shareholding in the Company	Nil
Relationship with any Director/ Manager/ Key Managerial Personnel of the Company	Nil

Explanatory Statement

Item No. 4

The Board of Directors has appointed, subject to approval of the members, Dr. Sudhir Kumar Jain (DIN: 03646016) as an Additional Director (Independent) of the Company for a period of 3 Years from 13th November, 2019 and his term of office shall not be liable to retirement by rotation.

Dr. Sudhir Kumar Jain, aged 61 is an active academic and a passionate academic administrator. He is currently serving his third term as Director of the Indian Institute of Technology Gandhinagar (IITGN), which he joined as founder Director in June 2009. He was on the faculty of IIT Kanpur for 35 years from 1984-2019.

Dr. Jain holds a Bachelor of Engineering from the University of Roorkee, and Masters and Doctoral degrees from the California Institute of Technology, Pasadena. He has served as President of the International Association for Earthquake Engineering during 2014 to 2018. He was elected Fellow of the Indian National Academy of Engineering in 2003, and was conferred Padma Shri by the President of India in 2020.

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 State Petronet Limited	• Stakeholder Relationship Committee - Chairman • Audit Committee – Member • Project Management Committee - Member • Personnel Committee - Member
2	Gift SEZ Limited	-
3	Gujarat International Finance Tec-City Company Limited	• Project Committee - Member
4	IIT Gandhinagar Research Park	-
5	IIT Gandhinagar Innovation And Entrepreneurship Center	-
6	GSPL India Gasnet Limited	• Audit Committee – Member • Nomination & Remuneration Committee – Member

Dr. Sudhir Kumar Jain is entitled to draw only sitting fees and out of pocket expenses for attending meetings of the Company. Details regarding number of meetings attended and remuneration paid during FY 2019-20 are provided in Directors' Report and Annexure thereto.

As per Section 161 of Companies Act, 2013 Dr. Sudhir Kumar Jain holds 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 under Section 160 of the Companies Act, 2013 from a member proposing candidature of Dr. Sudhir Kumar Jain for the office of Director of the Company.

The Company has received required disclosures including consent to act Director and declaration of independence from Dr Sudhir Kumar Jain. In the opinion of the Board, Dr. Sudhir Kumar Jain 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 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.

Dr. Sudhir Kumar Jain does not hold any shares of the Company. He is not related to any Director/ Manager/ Key Managerial Personnel of the Company.

Except Dr. Sudhir Kumar being appointee, none of the other Directors, Key Management Personnel or their relative are in any way, concerned or interested, financially or otherwise in the resolution.

The Board recommends the resolution as set forth in item No. 4 for approval of the members.

Item No. 5

The Board of Directors has appointed, subject to approval of members, Smt. Shridevi Shukla (DIN: 02028225) as an Additional Director (Independent) of the Company for a period of 3 Years from 8th June 2020 and her term of office shall not be liable to retirement by rotation.

Smt. Shridevi Shukla, aged 67 has done B.A in Economics. She has wide administrative and corporate experience. Prior to her retirement, she held various senior level positions in Government of Gujarat Departments viz. Industries and Mines, Finance, Science and Technology and General Administration etc. Subsequent to her retirement, she was appointed as an Officer on Special Duty (Industries and Mines) and Appellate Authority (Mines), Industries and Mines Department from September, 2010 to February, 2014. Thereafter, she was appointed as State Information Commissioner, Gujarat Information Commission from May, 2014 to February, 2015.

Details of her 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 State Petronet Limited	• Stakeholders Relationship Committee- Member
2	GSPL India Gasnet Limited	• Audit Committee – Member • Nomination & Remuneration Committee – Member
2	Gujarat State Investment Limited	• Nomination & Remuneration Committee – Chairperson • Audit Committee – Member • Corporate Social Responsibility Committee - Member

Smt. Shridevi Shukla is entitled to draw only sitting fees and out of pocket expenses for attending meetings of the Company. As she has been appointed w.e.f. 8th June, 2020 details regarding number of meetings attended and remuneration paid during FY 2019-20 are not applicable.

As per Section 161 of Companies Act, 2013 Smt. Shridevi Shukla holds 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 under Section 160 of the Companies Act, 2013 from a member proposing candidature of Smt. Shridevi Shukla for the office of Director of the Company.

The Company has received required disclosures including consent to act Director and declaration of independence from Smt. Shridevi Shukla. In the opinion of the Board, Smt. Shridevi Shukla 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 her 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.

Smt. Shridevi Shukla does not hold any shares of the Company. She is not related to any Director/ Manager/ Key Managerial Personnel of the Company.

Except Smt. Shridevi Shukla being appointee, none of the other Directors, Key Management Personnel or their relative are 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 approval of the members.

Item No. 6

The Board of Directors of the Company has appointed Shri Sanjeev Kumar, IAS (DIN: 03600655) 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 13th September, 2019 who had held the office up to the date of the 8th Annual General meeting i.e. 24th September, 2019. To continue Shri Sanjeev Kumar, IAS on the Board of the Company, he was appointed 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 24th September, 2019 and he holds the office up to the date of the ensuing Annual General meeting.

The Company has received a notice in writing from a member pursuant to Section 160 of the Companies Act, 2013 proposing candidature of Shri Sanjeev Kumar, IAS for the office of Director. Shri Kumar, if appointed will be liable to retire by rotation.

Shri Sanjeev Kumar IAS, aged 50 has done B. Tech (Hons.) from I.I.T. Kharagpur and Masters in Public Affairs from Humphrey School of Public Affairs, University of Minnesota, USA. He has very rich knowledge and wide experience of working in various Government Departments and Public Sector Undertaking.

Shri Sanjeev Kumar, IAS has held distinguished positions in Government of Gujarat including Collector Kheda & Gandhinagar. He has vast experience in Finance Department wherein he has served as Addl. Secretary (Budget), Secretary (Expenditure) and Secretary (Economic Affairs).

Shri Sanjeev Kumar, IAS was Managing Director of Gujarat State Investment Limited. He has also served as Director on the Board of various Companies including Gujarat State Financial Services Ltd, Gujarat Industrial Development Corporation, Gujarat State Electricity Corporation, Gujarat Mineral Development Corporation, Gujarat Urban Development Company Limited, Gujarat State Transport Corporation Ltd, Gujarat Infrastructure Development Board, Diamond Research and Mercantile City Ltd, Urban Ring Development Corporation Ltd, Dholera Industrial City Development Ltd. Presently, he is Managing Director of Gujarat State Petroleum Corporation Limited and Joint Managing Director of Gujarat State Petronet 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	Gujarat State Petroleum Corporation Limited	• Audit Committee – Member • Project Committee– Member • HR Committee– Member • CSR Committee– Member • Committee for financial Restructuring– Member • Committee for Onshore Blocks– Member
2	Gujarat State Petronet Limited	• Audit Committee - Member • Corporate Social Responsibility Committee – Member • Stakeholder Relationship Committee- Member • Project Management Committee – Member • Personnel Committee – Member • Risk Management Committee – Member
3	Sabarmati Gas Limited	-
4	Guj Info Petro Limited	• Corporate Social Responsibility Committee- Chairman
5	Gujarat Gas Limited	• Project Committee – Chairman • Audit Committee – Member • Risk Management Committee – Member • HR Committee – Member
6	GSPC Pipavav Power Company Limited	• Audit Committee – Member • Corporate Social Responsibility Committee – Member • Nomination and Remuneration Committee – Member
7	Gujarat State Energy Generation Limited	-
8	Petronet LNG Limited	-
9	GSPL India Gasnet Limited	-

Shri Sanjeev Kumar, IAS is entitled to draw only sitting fees and out of pocket expenses for attending meetings of the Company. However, being an IAS Officer, sitting fee is deposited in the government treasury. Details regarding number of meetings attended and remuneration paid during FY 2019-20 are provided in Directors' Report and Annexure thereto.

Shri Sanjeev Kumar, IAS does not hold any shares of the Company. He is not related to any Director/ Manager/ Key Managerial Personnel of the Company.

Except Shri Sanjeev Kumar, IAS being appointee, none of the other Directors, Key Management Personnel or their relative are in any way, concerned or interested, financially or otherwise in the resolution.

The Board recommends the resolution as set forth in item No. 6 for approval of members.

Item No. 7

The Board of Directors of the Company has appointed Shri Anil Mukim, IAS (DIN: 02842064) as an Additional Director & the Chairman 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 12th December, 2019 and he holds the office up to the date of the ensuing Annual General meeting. The Company has received a notice in writing from a member pursuant to Section 160 of the Companies Act, 2013 proposing candidature of Shri Anil Mukim, IAS for the office of Director. Shri Mukim, if appointed will be liable to retire by rotation.

Shri Anil Mukim IAS, aged 60 is the Chief Secretary of Gujarat State. He has done Graduation in Commerce and Law, he joined IAS in 1985. He held many important portfolios including Collector & District Magistrate, Vadodara, Bhavnagar & Kutch-Bhuj, Addl. Principal Secretary to Hon'ble Chief Minister; Municipal Commissioner, Ahmedabad, Principal Secretary, Revenue Department, Additional Chief Secretary, Health & Family Welfare Department, Additional Chief Secretary, General Administration Department and Additional Chief Secretary, Finance Department with Government of Gujarat.

Shri Anil Mukim, IAS has also held several positions at Government of India, including Joint Secretary, Ministry of Commerce & Industry, CVO, Housing & Urban Development Corporation and Secretary, Ministry of Mines. He has wide corporate experience and held Directorship on the Board of various distinguished Companies. In addition to his responsibility as Chief Secretary of the State, he is also the Chairman of Gujarat State Petroleum Corporation Limited, Gujarat Alkalies & Chemicals Limited, Gujarat Narmada Valley Fertiliser Co. Limited., Gujarat Maritime Board, and Chairman & Managing Director of Gujarat State Petronet 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	Gujarat State Petroleum Corporation Limited	• Project Committee– Chairman • CSR Committee– Chairman • Committee for financial Restructuring– Chairman • HR Committee– Member • Committee for Onshore Blocks– Member
2	Gujarat State Petronet Limited	• Personnel Committee –Chairman • Project Management Committee - Chairman • Nomination and Remuneration Committee - Member
3	Gujarat Alkalies And Chemicals Limited	• Project Committee– Chairman • CSR Committee– Chairman
4	Gujarat Gas Limited	
5	Diamond Research And Mercantile City Limited	
6	GSPL India Gasnet Limited	• Audit Committee – Chairman
7	Gujarat Narmada Valley Fertilizers & Chemicals Limited	
8	Sardar Sarovar Narmada Nigam Limited	

Shri Anil Mukim, IAS is entitled to draw only sitting fees and out of pocket expenses for attending meetings of the Company. However, being an IAS Officer, sitting fee is deposited in the government treasury. Details regarding number of meetings attended and remuneration paid during FY 2019-20 are provided in Directors' Report and Annexure thereto.

Shri Anil Mukim, IAS does not hold any shares of the Company. He is not related to any Director/ Manager/ Key Managerial Personnel of the Company.

Except Shri Anil Mukim, IAS being appointee, none of the other Directors, Key Management Personnel or their relative are in any way, concerned or interested, financially or otherwise in the resolution.

The Board recommends the resolution as set forth in item No. 7 for approval of members.

Item No. 8

The Board of Directors of the Company has appointed Shri Nitin Patil, (DIN: 08734101) 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 13th April, 2020 and he holds the office up to the date of the ensuing Annual General meeting. The Company has received a notice in writing from a member pursuant to Section 160 of the

Companies Act, 2013 proposing candidature of Shri Nitin Patil for the office of Director. Shri Patil, if appointed will be liable to retire by rotation.

Shri Nitin Patil, aged 57 is a Chartered Engineer & Fellow Engineer having 34 years of experience of field operations and later on management of resources and business. He has been associated with T & D companies for close to 25 years having diverse experience in designing, maintaining and managing business operations in City Gas Distribution (CGD). He has been very actively involved in the engineering, construction & operations of two green field / new CGD project and its development i.e. Mahanagar Gas Ltd. (MGL), Mumbai & Nile Valley Gas Company (NVGC), Egypt. Shri Patil joined Gujarat Gas Ltd. in 2005 and has managed various verticals of technical, customer service, operations & safety group for about 10 years and had lead entire operations (including technical & commercial), HSE & Materials groups responsible for delivering engineering commitments and delivering the business plans on ground.

Shri Nitin Patil has been Chief Executive Officer of Gujarat Gas Limited (GSPC Group Company) for close to 4 years, spearheading entire business affairs of Gujarat Gas Ltd. During these 4 years he lead Gujarat Gas to be number 1 CGD company, while bringing in financial discipline, reducing cost to serve and bringing in various digital solution to ensure smooth operations and enhanced customer services in operating areas spread over one lakh kilometres.

Shri Nitin Patil is also appointed as the Chief Executive Officer of the Company w.e.f. 20th February, 2020 and is entitled to remuneration as per the applicable policy of Gujarat Gas Limited in view of his secondment as the Chief Executive Officer of the Company. Details regarding remuneration paid during FY 2019-20 are provided in Annexure to the Directors' Report. The Company being a government company is exempted from applicability of provisions of Section 196 & 197 of the Companies Act, 2013.

Shri Nitin Patil is not a Director in any other company. Shri Nitin Patil does not hold any shares of the Company. He is not related to any Director/ Manager/ Key Managerial Personnel of the Company.

Except Shri Nitin Patil being appointee, none of the other Directors, Key Management Personnel or their relative are in any way, concerned or interested, financially or otherwise in the resolution.

The Board recommends the resolution as set forth in item No. 8 for approval of members.

Item No. 9

The Board of Directors of the Company has appointed Shri M K Sharma (DIN: 08821234) 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 4th August, 2020 and he holds the office up to the date of the ensuing Annual General meeting. The Company has received a notice in writing from a member pursuant to Section 160 of the Companies Act, 2013 proposing candidature of Shri M K Sharma for the office of Director. Shri Sharma, if appointed will be liable to retire by rotation.

Shri M K Sharma, aged 49 is a Master in Mechanical Engineering (Production & Industrial Engineering). He also holds a Post Graduate Diploma in Business Management from XIMB, Bhubaneswar.

Presently, Shri M K Sharma heads the Mechanical wing of the Projects Department of Pipelines Division of Indian Oil. He has been entrusted with the responsibility of executing Project Engineering, Procurement & Management of Oil, LPG & Gas pipelines. He has more than 25 years of experience in the Oil and Gas sector including providing Design, Engineering, and Procurement services of Crude Oil terminals, Crude oil and Petroleum Pipeline transportation systems and delivery systems and has overseen the successful execution of several mega Projects from concept to commissioning stage. He has also been associated with the grass root construction and O&M of the largest crude oil storage and handling terminals of Indian Oil both at the west coast and east coast.

Apart from providing crucial EPC expertise to Indian Oil Projects, Shri Sharma also heads the Design and Project Management group (Mechanical) for providing EPMC services for the longest LPG pipeline of the world.

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	-

Shri M K Sharma is entitled to draw only sitting fees for attending meetings of the Company and being a Nominee Director, the same will be deposited with concerned promoter company. Shri Sharma has been appointed w.e.f. 4th August, 2020 and accordingly, details regarding number of meetings attended and remuneration paid during FY 2019-20 are not applicable.

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

Except Shri M K Sharma being appointee, none of the other Directors, Key Management Personnel or their relative are in any way, concerned or interested, financially or otherwise in the resolution.

The Board recommends the resolution as set forth in item No. 9 for approval of members.

For GSPL India Transco Limited

Sd/-
Nilesh Patel
Company Secretary

Date: 31st August, 2020
Place: Gandhinagar

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

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 **9th Annual General Meeting** of the Company being held at GSPC Bhavan, Sector-11, Gandhinagar – 382010 on **Thursday, 24th September, 2020 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: 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 **9th Annual General Meeting** of the Company being held at GSPC Bhavan, Sector - 11, Gandhinagar – 382010 on **Thursday, 24th September, 2020 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 2020 along with the Reports of the Directors' and Auditors and the comments of the Comptroller and Auditor General of India thereon.			
2	To re-appoint Shri J S Prasad Director (DIN: 07673253), who retires by rotation.			
3	To authorize Board of Directors to fix remuneration of Statutory Auditors of the Company for the Financial Year 2020-21			
4	To appoint Dr. Sudhir Kumar Jain (DIN: 03646016) as an Independent Director			

5	To appoint Smt. Shridevi Shukla (DIN: 02028225) as an Independent Director			
6	To appoint Shri Sanjeev Kumar, IAS (DIN: 03600655) as a Director of the Company			
7	To appoint Shri Anil Mukim, IAS (DIN: 02842064) as a Director of the Company			
8	To appoint Shri Nitin Patil (DIN: 08734101) as a Director of the Company			
9	To appoint Shri M K Sharma (DIN: 08821234) as a Director of the Company			

Signed on this _________day of ___________, 2020.

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.