NOTICE

Notice is hereby given that the 11th Annual General Meeting of the members of GSPL INDIA TRANSCO LIMITED will be held on Thursday, 29th September, 2022 at 12.45 pm 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, 2022 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 Sanjeev Kumar, IAS (DIN: 03600655), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Shri M K Sharma (DIN: 08821234), 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 2022-23.

SPECIAL BUSINESS

5 To ratify remuneration payable to M/s. N D Birla & Co., Cost Auditors for FY 2022-23

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

"**RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, remuneration payable to M/s. N D Birla & Co., Cost Accountants (FRN: 000028) appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the financial year 2022-23 amounting to Rs. 45,000 plus applicable taxes and out-of-pocket expenses incurred by them in connection with the aforesaid audit, be and is hereby ratified and confirmed."

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to take such actions as may be necessary for implementing the above Resolution."

6 To appoint Shri Dilip Pattanaik (DIN: 07540032) 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 Dilip Pattanaik (DIN: 07540032) who was appointed as an Additional Director by the Board of Directors of the Company with effect from 6th April, 2022 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 re-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 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. Sudhir Kumar Jain (DIN: 03646016), who has been re-appointed as an Independent Director by the Board subject to approval of the members 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 three years w.e.f. 13th November, 2022 and whose term of office shall not be liable to retirement by rotation."

8 To appoint Shri Suman Kumar (DIN: 0009724749) 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 Suman Kumar (DIN: 0009724749) who was appointed as an Additional Director by the Board of Directors of the Company with effect from 6th September, 2022 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: 15th September, 2022
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:

ROUTE MAP

Details of Directors seeking re-appointment:

Name of Director	Shri Sanjeev Kumar
Age	52 years
Date of Appointment	24/09/2019
Qualification & experience	Shri Sanjeev Kumar, IAS 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. He 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). He 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, Gujarat Gas Limited and Joint Managing Director of Gujarat State Petronet Limited.
Terms & conditions of appointment	Appointment as a Director liable to retire by rotation.
Directorship held in other Companies	• Gujarat State Petroleum Corporation Limited • Gujarat Gas Limited • GSPL India Gasnet Limited • Gujarat State Petronet Limited • GSPC LNG Limited • Sabarmati Gas Limited • GSPC Pipavav Power Company Limited • Gujarat State Energy Generation Limited • Petronet LNG Limited
Chairmanship/ Membership of Committees in other Companies	**GUJARAT STATE PETROLEUM CORPORATION LIMITED** • Audit Committee - Member • Projects Committee – Member • HR Committee – Member • Corporate Social Responsibility Committee – Member • Committee for Onshore Block – Member • Committee for Financial Restructuring – Member **GUJARAT GAS LIMITED** • Audit Committee - Member • Risk Management Committee - Member • Projects Committee – Member • HR Committee – Member • Corporate Social Responsibility Committee – Member

	GUJARAT STATE PETRONET LIMITED • Audit Committee – Member • Stakeholders Relationship Committee – Member • Corporate Social Responsibility Committee – Member • Risk Management Committee - Member • Project Management Committee – Member • Personnel Committee – Member **GSPC Pipavav Power Company Limited** • Projects Committee – Member • Corporate Social Responsibility Committee – Member • Nomination and Remuneration Committee – Member **GSPL India Gasnet Limited** • Corporate Social Responsibility Committee – Chairman
No. of meetings attended & details of remuneration	Please refer Directors' Report & Form MGT-7 placed on the website of the Company at http://gspcgroup.com/GITL/annual-reports
Shareholding in the Company	Nil
Relationship with any Director/ Manager/ Key Managerial Personnel of the Company	Nil

Name of Director	Shri M K Sharma
Age	51 years
Date of Appointment	04/08/2020
Qualification & experience	Shri M K Sharma 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.
Terms & conditions of appointment	Appointment as a Director liable to retire by rotation.
Directorship held in other Companies	• Kochi Salem Pipeline Private Limited • GSPL India Gasnet Limited
Chairmanship/ Membership of Committees in other Companies	Nil

No. of meetings attended & details of remuneration	Please refer Directors' Report & Form MGT-7 placed on the website of the Company at http://gspcgroup.com/GITL/annual-reports
Shareholding in the Company	Nil
Relationship with any Director/ Manager/ Key Managerial Personnel of the Company	Nil

Explanatory Statement

Item No. 5

As per the provisions of Companies (Cost Records and Audit) Rules, 2014, the Company is required to get its Cost Records audited from a qualified Cost Accountant. The Board of Directors at its meeting held on 25th August, 2022 on the recommendation of Audit Committee, approved the appointment and remuneration of M/s. N D Birla & Co., Cost Accountants, to conduct the audit of the cost records of the Company for the financial year 2022-23. In terms of the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to Cost Auditor is required to be ratified by the members of the Company.

Accordingly, the members are requested to ratify remuneration of Rs. 45,000 plus taxes and out of pocket expenses payable to the Cost Auditor for the financial year 2022-23 for aforesaid services to be rendered by them.

None of the Directors, Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise in the resolution at Item No. 5 of the Notice.

The Board recommends the resolution set out at Item No. 5 for approval of members.

Item No. 6

The Board of Directors of the Company has appointed Shri Dilip Pattanaik, Aged 58 years (DIN: 07540032) 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 6th April, 2022 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 Dilip Pattanaik for the office of Director. Shri Pattanaik, if appointed will be liable to retire by rotation.

Shri Dilip Kumar Pattanaik, Executive Director - Natural Gas, is an alumnus of NIT Durgapur from where he graduated in Mechanical Engg. in the year 1983 and thereafter joined HPCL.

He has the distinction of having worked in Retail, Direct Sales, Aviation, before heading the Natural Gas business unit in his current assignment. While in Retail, Direct Sales and Aviation, he had handled various critical functions in Marketing and now currently heads the Natural Gas department as Executive Director based in Mumbai. During his tenure of 38 years he has handled 3 Regional Offices (Mangalore, Delhi and Secunderabad) and headed 2 Zones (North West and East Zone) of Retail Business Unit in HPCL & has also headed the Aviation business unit.

Earlier he was in Board of MAFFFL, a Joint venture between Oil PSUs and Mumbai International Airport Private limited (MIAL). Presently, he is on the Board of several Joint Ventures of HPCL as listed below. 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	-
2	Bhagyanagar Gas Limited	-
3	Aavantika Gas Limited	-
4	HPCL LNG Limited	-
5	Godavari Gas Private Limited	-
6	HPOIL Gas Private Limited	-

In his present assignment, he has been successful in securing 11 GAs for HPCL in PNGRB bidding in the 9th, 10th & 11th round. These CGD areas are being developed by HPCL on its own. He has also started HPCL gas marketing in domestic segments by taking position in sourcing both LNG & domestic gas. HPCL is poised to market around 0.2 MMT of gas in domestic segment.

Shri Dilip Pattanaik can be credited as a complete OIL & GAS marketer having wide exposure in all facets of OIL & GAS marketing and a widely travelled man not only in India but various other countries too in his official assignments.

Shri Dilip Pattanaik has been appointed w.e.f. 6th April, 2022 and hence details regarding number of meetings attended and remuneration paid during FY 2021-22 is not applicable.

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

Except Shri Dilip Pattanaik 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 at its meeting held on 25th August, 2022 has re-appointed, subject to approval of the members, Dr. Sudhir Kumar Jain (DIN: 03646016) as an Independent Director of the Company for a period of 3 Years from 13th November, 2022 and his term of office shall not be liable to retirement by rotation.

Dr. Sudhir Kumar Jain, aged 64 years is currently serving as Vice Chancellor Banaras Hindu University, Varanasi. Prior to this, he served as the Director of the Indian Institute of Technology Gandhinagar (IITGN). He was on the faculty of IIT Kanpur prior to IIT Gandhinagar.

Dr. Jain holds a Bachelor of Engineering from the University of Roorkee, and Masters and Doctoral degrees from the California Institute of Technology (Caltech), Pasadena. He is recipient of Distinguished Alumni Award from IIT Roorkee (2019) and from Caltech (2022). 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, International Member of the US National Academy of Engineering in 2021, 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	GSPL India Gasnet Limited	• Audit Committee – Member • Nomination & Remuneration Committee – Member • Corporate Social Responsibility Committee – Member
4	Gujarat State Fertilizers & Chemicals Limited	• Stakeholder Relationship Committee - Chairman • Corporate Social Responsibility Committee – Member • Nomination & Remuneration Committee – Member
5	Sathi Foundation – BHU	-
6	AIC - Mahamana Foundation For Innovation and Entrepreneurship - IM-BHU	-

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 2021-22 are provided in Directors' Report and Annexure thereto.

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 a 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 re-appointment as an Independent Director of the Company. The Board considers that his continued association 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. 7 for approval of the members.

Item No. 8

The Board of Directors of the Company has appointed Shri Suman Kumar, Aged 54 years (DIN: 0009724749) 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 6th September, 2022 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 Suman Kumar for the office of Director. Shri Kumar, if appointed will be liable to retire by rotation.

Shri Suman Kumar is graduate in Mechanical Engineering from Bihar University. He joined IndianOil in 1992 as a Management Trainee in Marketing Division and spent 12 years in marketing division. Thereafter, he moved to PCRA in 2004. He had a stint in PCRA Operations, Sales, and Energy Economics & Conservation.

In 2011 he joined as Executive Assistant to Director P&BD in Business Development Group. He was involved in decision making & operations of entire Business Development Group at the apex level in the journey of the growth and scale up of the group, in the process contributing to growth of the Group by 4 times in a short period of time. He was also involved in various projects based decision making in Petrochemicals, Gas Infra (Regas Project, Gas Pipelines and CGD) and in Alternative Energy space as well as overseas forays. Before taking over as head of Gas business of Indian Oil in July 2022, he has been piloting the E&P business wherein he was instrumental in expanding Indian Oil’s asset count by 30% and also operating 2 assets, one in Abu Dhabi and another in Assam.

He has been serving on the Board of several overseas companies as nominated Director viz. Urja Bharat Pte. Ltd., Singapore, Vankor India Pte. Ltd., Singapore, TAAS India Pte Ltd., Singapore, Falcon Oil & Gas BV, Netherlands, besides serving on various committees of the assets.

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 – Member Corporate Social Responsibility Committee – Member
2	Indian Oil Adani Gas Private Limited	-

Shri Suman Kumar has been appointed w.e.f. 6th September, 2022 and hence details regarding number of meetings attended and remuneration paid during FY 2021-22 is not applicable.

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

Except Shri Suman 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. 8 for approval of members.

For GSPL India Transco Limited

Nilesh Patel
Company Secretary

Date: 15th September, 2022
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 **11th Annual General Meeting** of the Company being held at GSPC Bhavan, Sector-11, Gandhinagar – 382010 on **Thursday, 29th September, 2022 at 12.45 pm**.

____
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 **11th Annual General Meeting** of the Company being held at GSPC Bhavan, Sector - 11, Gandhinagar – 382010 on **Thursday, 29th September, 2022 at 12.45 pm** 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 Statements of the Company for the Financial Year ended 31st March, 2022 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 Sanjeev Kumar, IAS (DIN: 03600655), who retires by rotation and being eligible, offers himself for re-appointment			
3	To appoint a Director in place of Shri M K Sharma (DIN: 08821234), 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 2022-23			

5	To ratify remuneration payable to M/s. N D Birla & Co., Cost Auditors for FY 2022-23			
6	To appoint Shri Dilip Pattanaik (DIN: 07540032) as a Director of the Company			
7	To re-appoint Dr. Sudhir Kumar Jain (DIN: 03646016) as an Independent Director of the Company			
8	To appoint Shri Suman Kumar (DIN: 0009724749) as a Director of the Company			

Signed on this __________day of ____________, 2022.

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.