NOTICE

Notice is hereby given that the 14th Annual General Meeting of the members of GSPL INDIA TRANSCO LIMITED will be held on Tuesday, 23rd September, 2025 at 04:30 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, 2025 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 Prakash Karnik (DIN:09192224), who retires by rotation and being eligible, offers himself for re-appointment.

3 To appoint a Director in place of Shri Milind Torawane, IAS (DIN:03632394), 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 2025-26.

SPECIAL BUSINESS

5 To ratify remuneration payable to M/s. G. G & Associates, Cost Auditors for FY 2025-26

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 G.G & Associates, Cost Accountants (FRN:005228) appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the financial year 2025-26 amounting to Rs. 40,000/- inclusive of out of Pocket Expense be and is hereby ratify

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 Pankaj Joshi, IAS (DIN: 01532892) 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 Pankaj Joshi, IAS (DIN: 01532892) who was appointed as an Additional Director by the Board of Directors of the Company with effect from 07th

February, 2025 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/-

Vidhi Desai
Company Secretary

Date:01st September, 2025
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


KH - ROAD
G - ROAD
GH - ROAD
CH - ROAD
ROAD 7
GH 6
ROAD 6
GH 5
RAILWAY TRACK
ROAD 5
GH 4
UDHYOG BHAVAN
ROAD 4
GSPC BHAVAN
GH 3
FROM J ROAD
GH 2
ROAD 3
GH 1
ROAD 2
GH 0
INFOCITY CIRCLE
INFO CITY
INDRODA CIRCLE
SARGASAN CROSS ROAD
S.G. HIGHWAY
FROM AIRPORT

Details of Directors seeking re-appointment:

Name of Director	Shri Prakash Karnik
Age	53 years
Date of Appointment	02/06/2021
Qualification & experience	Mr. Prakash Karnik holds degree in Civil Engineering from Sardar Patel University and Master in Business Administration. He has over 31 years of experience in HSE, engineering, procurement, construction, for the development and operations of E&P offshore & onshore infrastructure, Gas based Power Plants, Cross-country pipeline projects and LPG Refilling Plants. He has significant industry experience in terms of Engineering, Project management and Operation & Maintenance of Oil and Gas Exploration sector and hydrocarbon Pipelines. He is associated with GSPC Group of companies since November 1998 and is presently looking after Projects, Operation & Maintenance of GSPL Gas grid.
Terms & conditions of appointment	Appointment as a Director liable to retire by rotation.
Directorship held in other Companies	• Gujarat Info Petro Limited • GSPL India Gasnet Limited • Swan LNG Private Limited
Chairmanship/ Membership of Committees in other Companies	**GSPL India Gasnet Limited** • Audit Committee- Member • Nomination and Remuneration 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 Milind Torawane, IAS
Age	52 years
Date of Appointment	20/04/2023
Qualification & experience	Shri Milind Torawane, IAS, is the Managing Director of the GSPC. He has done Bachelor of Engineering (Electronic & Telecommunication) and Masters in Public Administration at the Maxwell School of Syracuse University, USA. He was Commissioner of Rural Development and Secretary to Government (Rural Department), Panchayats, Rural Housing & Rural Development Department. Further he has also held

	various important positions in Government of Gujarat (GoG) like Municipal Commissioner-Surat Municipal Corporation, Secretary-Housing & Nirmal Gujarat, Additional Chief Executive-Gujarat Urban Development Mission. He has vast experience of working in the Finance Department of Government of Gujarat, as the Secretary (Expenditure) and also as the Secretary (Economic Affairs). He had also served as the Managing Director of Gujarat Alkalies and Chemicals Limited(GACL) and Gujarat State Investment Limited (GSIL). He has also served as Director on the Board of various Companies likes Gujarat State Financial Services Ltd (GSFSL), Gujarat State Electricity Corporation Limited (GSECL), Gujarat Mineral Development Corporation (GMDC), Gujarat Urja Vikas Nigam Limited (GUVNL), etc. Shri Milind Torawane, IAS, was awarded the best District Development Officer [District - Narmada (Rajpipla)] in the year 2004-05. He was also declared the best Collector and District Magistrate in the year 2007-08 and 2009-10 by the Government of Gujarat.
Terms & conditions of appointment	Appointment as a Director liable to retire by rotation.
Directorship held in other Companies	• Gujarat State Petroleum Corporation Limited • Gujarat State Petronet Limited • Gujarat State Energy Generation Limited • GSPL India Gasnet Limited • Gujarat Gas Limited • Petronet LNG Limited • GSPC Pipavav Power Company • Sabarmati Gas Limited • GSPC LNG Limited
Chairmanship/ Membership of Committees in other Companies	**Gujarat State Petroleum Corporation Limited** • CSR Committee- Member • HR Committee- Member • Project Committee- Member • Committee of Directors for financial restructuring- Member • Committee of Directors for Onshore Block- Member **Gujarat State Petronet Limited** • Audit Committee- Member • Stakeholder Relationship Committee- Member • CSR Committee- Member • Risk Management Committee- Member • Project Management Committee- Member • Personnel Committee- Member

	Gujarat Gas Limited • Audit Committee- Member • CSR Committee- Member • Risk Management Committee- Member • Project Management Committee- Member • HR Committee- Member **GSPC Pipavav Power Company** • CSR Committee- Member • Project Committee- Member • Nomination and Remuneration Committee- Member **GSPC LNG Limited** • HR Committee- Member **GSPL India Gasnet Limited** • CSR Committee- Member
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/GIGL/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 13th August, 2025 on the recommendation of Audit Committee, approved the appointment and remuneration of M/s. G. G & Associates, Cost Accountants, to conduct the audit of the cost records of the Company for the financial year 2025-26. 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. 40,000/- inclusive of out of Pocket Expense to the Cost Auditor for the financial year 2025-26 for aforesaid services to be rendered by them.

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 Pankaj Joshi, IAS aged 59 years (DIN:01532892), as an Additional Director and 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 07th March, 2025 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 Pankaj Joshi, IAS for the office of Director. Shri Pankaj Joshi, IAS if appointed will be liable to retire by rotation.

Shri Pankaj Joshi, IAS is having academic background of B. Tech in Civil Engineering, M. Tech in Water Resource Engineering, IIT, New Delhi and M.Phil in Defence & Strategic Studies.

Having joined the Indian Administrative Service in 1989, he has held various important positions in the Government of Gujarat in various departments like Land Revenue, Personnel and General Administration, Urban Development and Education Department for about 20 years. He has also worked with the Union Government in various Departments like Urban Development, Social Justice and Empowerment, Public Transport etc. for about 6 years. He has wide experience at the senior level in the Public Administration and Policy in various areas. He was Principal Secretary, Energy & Petrochemicals Department, Govt. of Gujarat.

He has also served as a Director on the Board of GSFC, GNFC, GACL, GIFT City Ltd. etc. Presently, he is the Chief Secretary, Government of Gujarat.

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	Sardar Sarovar Narmada Nigam Limited	-
2	Gujarat State Petroleum Corporation Limited	Corporate Social Responsibility Committee-Chairman Committee of Directors for Financial Restructuring- Chairman Committee of Directors for Onshore Block-Chairman Project Committee- Chairman HR Committee - Member
3	Gujarat Narmada Valley Fertilizer & Chemicals Limited	-

4	Gujarat State Fertilizer & Chemicals Limited	-
5	Gujarat State Petronet Limited	Project Management Committee- Chairman Personnel Committee- Chairman
6	Gujarat Gas Limited	-
7	GSPL India Gasnet Limited	Audit committee- Chairman

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

Shri Pankaj Joshi, 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.

For GSPL India Transco Limited

Sd/-
Vidhi Desai
Company Secretary

Date: 01st September, 2025
Place: Gandhinagar
Registered Office:
GSPC Bhavan, Sector-11,
Gandhinagar-382010
Tel: 079-23268500
CIN: U40200GJ2011SGC067450
Website: gspcgroup.com/GITLEmailgitl@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 **14th Annual General Meeting** of the Company being held at GSPC Bhavan, Sector-11, Gandhinagar – 382010 on **Tuesday**, **23rd September, 2025 at 04:30 PM.**

____

Member’s / Proxy’s Signature

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 **14th Annual General Meeting** of the Company being held at GSPC Bhavan, Sector - 11, Gandhinagar– 382010 on **Tuesday, 23rd September, 2025 at 04:30 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, 2025 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 Prakash Karnik (DIN:09192224) who retires by rotation and being eligible, offers himself for re-appointment.			
3	To appoint a Director in place of Shri Milind Torawane, IAS (DIN:03632394), 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 2025-26.			
5	To ratify remuneration payable to M/s G. G & Associates, Cost Auditors for F.Y 2025-26			
6	To appoint Shri Pankaj Joshi, IAS (DIN: 01532892) as a Director of the Company			

Signed on this _________day of___________, 2025.

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.