GSPL INDIA TRANSCO LIMITED

NOTICE

Notice is hereby given that the 10th Annual General Meeting of the members of GSPL INDIA TRANSCO LIMITED will be held on Tuesday, 28th September, 2021 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, 2021 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 2021-22.

SPECIAL BUSINESS

4 **To appoint Shri Debasish Nanda, IAS (DIN: 09015566) 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 Debasish Nanda (DIN: 09015566) who was appointed as an Additional Director by the Board of Directors of the Company with effect from 7th January, 2021 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.

5 **To appoint Shri Kani Amudhan N (DIN: 09258950) 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 Kani Amudhan N (DIN: 09258950) who was appointed as an Additional Director by the Board of Directors of the Company with effect from 29th July, 2021 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.

6 **To appoint Shri Prakash Karnik, (DIN: 09192224) 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 Prakash Karnik (DIN: 09192224) who was appointed as an Additional Director by the Board of Directors of the Company with effect from 2nd June, 2021 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: 27th August , 2021
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.

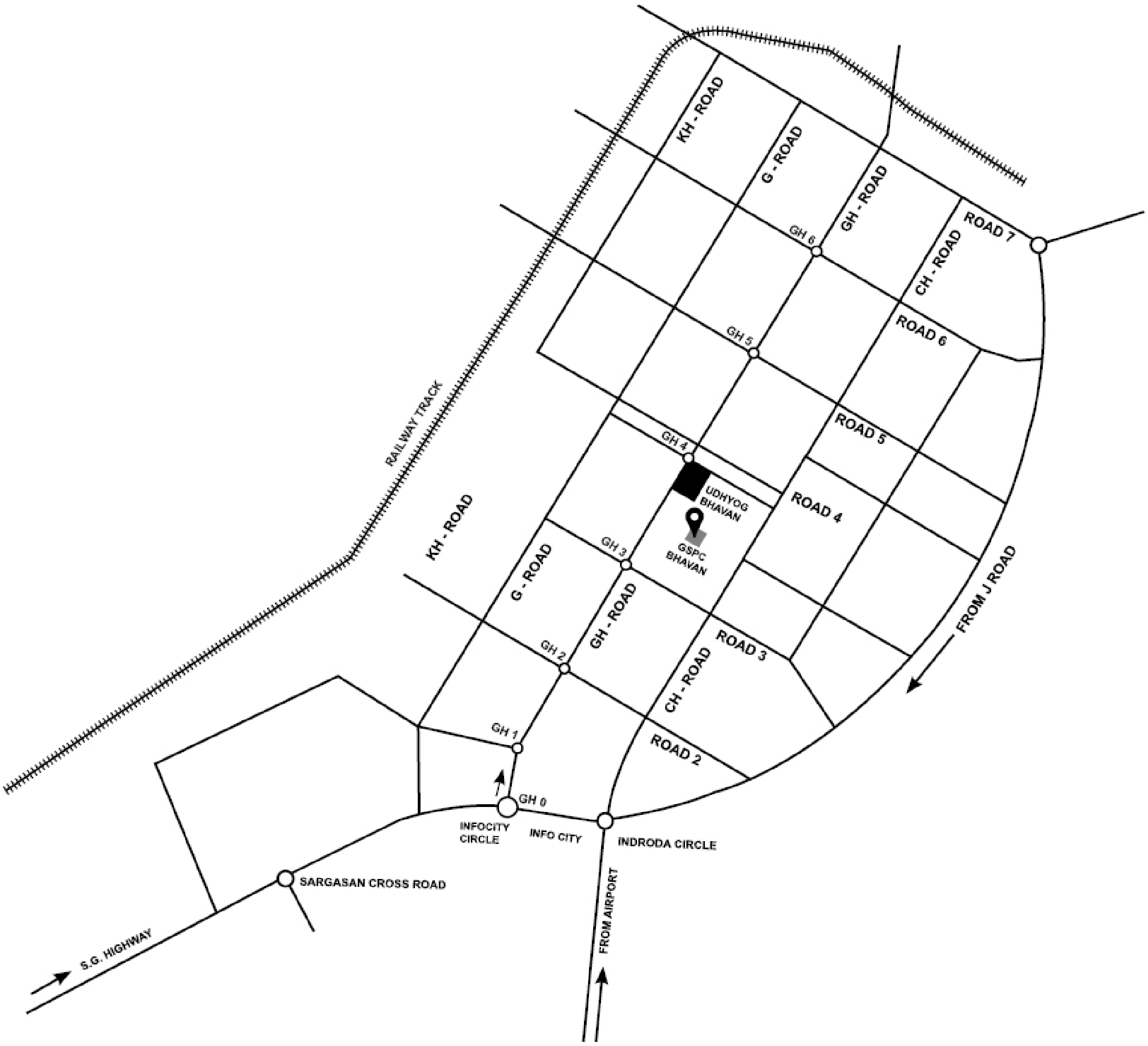
2. WHEREIN MEMBER (S) ARE BODY CORPORATE (VIZ COMPANIES ETC) AUTHORISATION IS TO BE DONE BY THE BOARD/ COMMITTEE OF THAT BODY

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 J S Prasad
Age	59 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 has 36 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 & 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. 4

The Board of Directors of the Company has appointed Shri Debasish Nanda (DIN: 09015566) 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 7th January, 2021 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 Debasish Nanda for the office of Director. Shri Nanda, if appointed will be liable to retire by rotation.

Shri Nanda, aged 56 is a graduate in Mechanical Engineering from Sambalpur University with a Post-Graduation in Production Engineering from REC, Rourkela. He has also done Masters in International Business from IIFT, New Delhi.

He joined IndianOil in 1988 as a Management Trainee in Marketing Division and spent 11 years in marketing of Servo lubricants. Thereafter, he moved to Business Development Group in 1999. He had a stint in Business Development activities viz. expansion of lube business overseas, exports of POL, setting-up of IndianOil's subsidiaries, etc. before moving to IndianOil's Gas Business in 2009.

Currently, Shri Debasish Nanda holds the position of Executive Director (Gas) in IndianOil. In this role, he oversees all the activities pertaining to Gas business of IndianOil. As a part of Gas business, he is managing the activities pertaining to sourcing of gas / LNG from international suppliers on both Spot and Long Term basis, Marketing of gas within the country, setting up new LNG Regasification Terminals, booking of regasification capacities at LNG Terminals, development of gas pipeline infrastructure, development of CGD projects in various Geographical Areas, and also overseeing IndianOil's venture in international markets in gas sector.

He has developed profound knowledge of natural gas business during his long tenure in Gas group. He has developed many robust strategies for increasing the penetration of IndianOil in natural gas business. He is also handling various diverse portfolios like liaisoning with MoP&NG, PNGRB, other Industry bodies, formal and informal associations, US-India Energy Task Force, National Gas Grid, etc.

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
2	Indianoil LNG Private Limited	-

Shri Debasish Nanda 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 Nanda has been appointed w.e.f. 7th January, 2021 and details regarding number of meetings attended and remuneration paid during FY 2020-21 is mentioned in Directors' Report & Form MGT-7 placed on the website of the Company at http://gspcgroup.com/GITL/annual-reports

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

Except Shri Debasish Nanda 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 members.

Item No. 5

The Board of Directors of the Company has appointed Shri Kani Amudhan N (DIN: 09258950) 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 29th July, 2021 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 Kani Amudhan N for the office of Director. Shri Kani Amudhan N, if appointed will be liable to retire by rotation.

Shri Kani Amudhan N, aged 55 is a Graduate in Mechanical Engineering. He joined Bharat Petroleum Corporation Limited (BPCL) in 1988 as an Engineering Officer Sewree Installation, Mumbai. Shri Kani Amudhan has experience of more than 32 years in oil sector.

Presently, working as Chief General Manager Pipelines (Ops. & Projects) of BPCL, Shri Kani Amudhan is responsible for Pipeline Operations and its projects of BPCL. Prior to taking over as Chief General Manager Pipelines (Ops. &Projects) of BPCL, Shri Kani Amudhan has worked in various areas covering Retail Operations, Retail Sales, Retail Network Planning, Marketing corporate, etc. in 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	-

Shri Kani Amudhan N 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 Kani Amudhan N has been appointed w.e.f. 29th July, 2021 and accordingly, details regarding number of meetings attended and remuneration paid during FY 2020-21 are not applicable.

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

Except Shri Kani Amudhan N 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 members.

Item No. 6

The Board of Directors of the Company has appointed Shri Prakash Karnik, (DIN: 09192224) 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 2nd June, 2021 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 Karnik for the office of Director. Shri Karnik, if appointed will be liable to retire by rotation.

Shri Karnik, aged 50 holds degree in Civil Engineering from Sardar Patel University and Master in Business Administration. He has over 27 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.

Shri Karnik is also appointed as the Incharge Chief Executive Officer of the Company w.e.f. 15th May, 2021. He is entitled to draw only sitting fees for attending meetings of the Company. Shri Karnik has been appointed as a Director w.e.f. 2nd June, 2021 and accordingly, details regarding number of meetings attended and remuneration paid during FY 2020-21 are not applicable.

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

Except Shri Prakash Karnik 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/-
Nilesh Patel
Company Secretary

Date: 27th August, 2021
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 10th **Annual General Meeting** of the Company being held at GSPC Bhavan, Sector-11, Gandhinagar – 382010 on Tuesday, 28th September, 2021 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 **10th Annual General Meeting** of the Company being held at GSPC Bhavan, Sector - 11, Gandhinagar – 382010 on Tuesday, 28th September, 2021 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 2021 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 2021-22			
4	To appoint Shri Debasish Nanda (DIN: 09015566) as a Director			

5	To appoint Shri Kani Amudhan N (DIN: 09258950) as a Director			
6	To appoint Shri Prakash Karnik (DIN: 09192224) as a Director			

Signed on this _________day of ___________, 2021.

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.