NOTICE

Notice is hereby given that the 13th Annual General Meeting of the members of GSPL INDIA TRANSCO LIMITED will be held on Thursday, 19th September, 2024 at 4:30 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, 2024 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 M K Sharma (DIN: 08821234), 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 2024-25.

SPECIAL BUSINESS

4 To ratify remuneration payable to M/s. N D Birla & Co., Cost Auditors for FY 2024-25

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 2024-25 amounting to Rs. 45,000/- plus GST and Out of pocket expenses capped at 10% of basic amount 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."

5 To appoint Shri K. S Rao (DIN:10335631) 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 K. S Rao (DIN: 10335631) who was appointed as an Additional Director by the Board of Directors of the Company with effect from 1st October, 2023 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 Sandeep Jain (DIN: 09792777) 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 Sandeep Jain (DIN: 09792777) who was appointed as an Additional Director by the Board of Directors of the Company with effect from 20th March, 2024 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 Smt Papia Sengupta (DIN: 07701564) as a Woman 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 Papia Sengupta (DIN:07701564) who was appointed as an Additional Director by the Board of Directors of the Company with effect from 16th April, 2024 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 her 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 Biju Gopinath (DIN: 09071123) 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 Biju Gopinath (DIN:09071123) who was appointed as an Additional Director by the Board of Directors of the Company with effect from 13th May, 2024 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:11th September, 2024
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 M K Sharma
Age	53 years
Date of Appointment	04/08/2020
Qualification & experience	Shri Manoj Kumar Sharma is a Master in Mechanical Engineering (Production & Industrial Engineering). He also holds a Post Graduate Diploma in Business Management from XIMB, Bhubaneswar. Presently, he is serving as Executive Director, Projects of Pipelines Division of Indian Oil. He has been entrusted with the responsibility of executing Project Engineering, Procurement & Management of Oil, LPG & Gas pipelines in India as well outside India. He has more than 29 years of experience in the Oil and Gas sector including providing Design, Engineering, and Procurement services of Crude Oil terminals, Crude oil, Petroleum Pipeline, LPG and Natural Gas transportation 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 of the largest crude oil storage and handling terminals of Indian Oil at the east coast as well as O&M of the largest crude oil storage and handling terminals at the west coast. Apart from providing crucial EPC expertise to Indian Oil Projects, he also oversees the EPMC services provided by Pipelines division to other clients including 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. 4

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 12th August, 2024 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 2024-25. 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 capped at 10% of basic amount payable to the Cost Auditor for the financial year 2023-24 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. 4 of the Notice.

The Board recommends the resolution set out at Item No. 4 for approval of members.

Item No. 5

The Board of Directors of the Company has appointed Shri K.S Rao, Aged 59 years (DIN: 10335631) 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 1st October, 2023 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 K.S Rao for the office of Director. Shri K.S Rao, if appointed will be liable to retire by rotation.

Shri K Sreenivasa Rao is the Executive Director- Natural Gas SBU of HPCL. He is a Graduate in Mechanical Engineering from NIT, Durgapur. He joined HPCL in the year 1988 and handled many critical managerial positions over the years. Prior to his present assignment, he was the Chief Executive Officer of HPCL LNG LIMITED, a 100% subsidiary of HPCL.

He has varied experience in oil and gas industry ranging from execution of major Projects, operations & maintenance of major Petroleum installations, Pipelines and Retailing of Petroleum Products.

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	HPOIL Gas Private Limited	-
3	HPCL LNG Limited	-
4	Godavari Gas Private Limited	-
5	Avantika Gas Limited	-

Details regarding number of meetings attended and remuneration paid during FY 2023-24 are provided in Directors' Report and Annexure thereto.

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

Except Shri K Sreenivasa Rao 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 Sandeep Jain, Aged 59 years (DIN: 09792777) 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 20th March, 2024 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 Sandeep Jain for the office of Director. Shri Sandeep Jain, if appointed will be liable to retire by rotation.

Mr. Sandeep Jain holds a senior management position of Executive Director (Gas) in Indian Oil Corporation, largest Marketer and Refiner in India. He is a Civil Engineer from Thapar University, Patiala and completed Senior Management programme from IIM Calcutta.
He has 37+ years of vast cross-functional experience spanning every facet of the energy business with specialization in various oil industry functions, including Marketing, Business Development, Gas Business, LNG, Exports, Mergers & Acquisitions and International Business.

He is also on the board of many subsidiary companies. Mr. Sandeep Jain is Chairman, Beximco IOC Petroleum & Energy Pvt. Limited, a JV of IndianOil in Bangladesh besides on

Board of IOC Middle East, Dubai and Director of Bharat Energy office, Moscow, Russia. He is also a Non-Executive Director of Green Gas Ltd. & IOAGPL, which is engaged in City Gas Distribution (CGD) business and also Co-chair of Hydrocarbon Committee in PHD Chamber of Commerce and Industry.

Details of his directorship in other companies and membership/chairmanship in committees of Directors of such companies are given below:

Sr. No.	Name of the Company	Name of Committee(s)
1	GSPL India Gasnet Limited	Audit Committee- Member Corporate Social Responsibility- Member
2	Green Gas Limited	Audit Committee – Member
3	Beximco IOC Petroleum & Energy Ltd., Bangladesh	-
4	IOC ME FZE, Dubai	-

Shri Sandeep Jain has been appointed w.e.f. 20th March, 2024 and hence details regarding number of meetings attended and remuneration paid during FY 2023-2024 is not applicable.

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

Except Shri Sandeep Jain, 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 Smt Papia Sengupta, Aged 65 years (DIN: 07701564) 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 16th April, 2024 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 Smt Papia Sengupta for the office of Director. Smt Papia Sengupta, if appointed will be liable to retire by rotation.

Mrs. Papia Sengupta is a seasoned banker with more than three decades of experience in all facets of banking which culminated in holding the position of Executive Director in Bank of Baroda after a stint as Chief General Manager in State Bank Group.

The core competencies of Mrs. Papia Sengupta are Corporate & MSME Finance, Stressed Assets Management, Risk Management, Banking, Treasury & Investment, Audit & Inspection, Overseas Banking, Human Resource Management.

She is presently holding Board positions at Indian Bank, Andhra Paper Limited and the Investment Trust of India Limited as an independent Director.

Smt. Papia Sengupta is a Science Graduate, with additional qualification of CFA and CAIIB (Both Parts). She joined State Bank of Bikaner and Jaipur(SBBJ) in 1983 as Probationary Officer and has handled responsibilities in several offices of SBBJ, SBI and State Bank of Patiala(SBP).
Smt. Papia Sengupta retired as Executive Director, Bank of Baroda on 30.09.2019.
Prior to joining Bank of Baroda, she held the position of Chief General Manager (Retail Banking) since April 2016 and Chief General Manager (Stressed Assets Management Group) since June 2015 at State Bank of Patiala (SBP). Smt. Sengupta also served as General Manager of Delhi network at State Bank of Bikaner and Jaipur (SBBJ).

Details of her 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	1. Audit Committee - Member 2. Nomination and Remuneration Committee-Member
2	Indian Bank	1. Risk Management Committee- Chairman 2. Management Committee- Member 3. Recovery Committee- Member 4. IT Strategy Committee- Member 5. HR Committee- Member 6. Review Committee for wilful Defaulters- Member 7. Board Appellate Committee for Disciplinary Cases – Member 8. Nomination and Remuneration Committee- Member 9. Board Committee for performance evaluation- Member
3	Investment Trust of India Limited	1. Audit Committee - Member 2. Nomination and Remuneration Committee- Member 3. Stakeholder Relationship Committee- Member 4. Risk Management Committee- Member
4	Andhra Paper Limited	_

Smt Papia Sengupta has been appointed w.e.f. 16th April, 2024 and hence details regarding number of meetings attended and remuneration paid during FY 2023-24 is not applicable.

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

Except Smt Papia Sengupta 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 Biju Gopinath, Aged 55 years (DIN: 09071123) 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 May, 2024 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 Biju Gopinath for the office of Director. Smt Biju Gopinath , if appointed will be liable to retire by rotation.

Mr. Biju Gopinath is Executive Director, Pipelines of Bharat Petroleum Corporation Limited. Engineer by profession with a Management degree, he has vast experience of over 34 years in the Marketing division of BPCL.

Having started his career in the LPG BU of BPCL, he was associated with the Engineering, procurement and construction of varied oil and gas infrastructure projects in BPCL and was also one of the key members in creation of a Central procurement organization in BPCL.
He has also worked as the BU head of Consumer Retailing, a new business vertical created by BPCL to focus and diversify on non-fuel business opportunities.
Some of his notable projects include the Bina Panki Pipeline which was completed before the scheduled date of completion.

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	Nil	Nil

Shri Biju Gopinath has been appointed w.e.f. 13th May, 2024 and hence details regarding number of meetings attended and remuneration paid during FY 2023-24 is not applicable.

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

Except Shri Biju Gopinath 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

Sd/-

Vidhi Desai
Company Secretary

Date: 11th, September, 2024
Place: Gandhinagar
Registered Office:
GSPC Bhavan, Sector-11,
Gandhinagar-382010
Tel: 079-23268500
CIN: U40200GJ2011SGC067450
Website: gspcgroup.com/GITLEmail:
gitl@gspc.in

GSPL INDIA TRANSCO LIMITED

: 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 **13th Annual General Meeting** of the Company being held at GSPC Bhavan, Sector-11, Gandhinagar – 382010 on **Thursday**, **19th September, 2024 at 4:30pm**.

____

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 **13th Annual General Meeting** of the Company being held at GSPC Bhavan, Sector - 11, Gandhinagar– 382010 on **Thursday, 19th September, 2024 at 4:30pm** 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, 2024 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 M K Sharma (DIN: 08821234), 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 2024-25			
4	To ratify remuneration payable to M/s. N D Birla & Co., Cost Auditors for FY 2024-25			
5	To appoint Shri K.S Rao (DIN: 10335631) as a Director of the Company			
6	To appoint Shri Sandeep Jain (DIN: 09792777) as a Director of the Company			
7	To appoint Smt Papia Sengupta (DIN: 07701564) as a Woman Director of the Company			
8	To appoint Shri Biju Gopinath (DIN: 09071123) as a Director of the Company			

Signed on this _________day of September , 2024.

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.