GSPL INDIA TRANSCO LIMITED

5th ANNUAL REPORT 2015-16

Board of Directors

Dr. J N Singh, IAS	Chairman w.e.f 29-04-2016
Dr. T Natarajan, IAS	Director w.e.f. 10-08-2016
Shri D S Nanaware	Director w.e.f. 30-11-2015
Shri R K Tiku	Director w.e.f. 07-09-2016
Shri I. S. Rao	Director
Shri H R Wate	Director
Shri Manish Seth	Director
Smt. Shobhana Desai	Director
Shri Chandrasekhar Mani	Independent Director
Dr. Bharatkumar Modi	Independent Director
Shri N Bose Babu	Director & CEO

Statutory Auditors
M/s. B P Bang & Co.
Chartered Accountants,
Ahmedabad

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

Corporate office
GSPL Bhavan
GIDC Electronic Estate, Near K7 circle
Sector - 26,Gandhinagar-382 028.

NOTICE

Notice is hereby given that the 5th Annual General Meeting of the members of **GSPL INDIA TRANSCO LIMITED** will be held on **Wednesday, 28th September, 2016 at 2.00 P.M.** at 2nd Floor, Board Room, GSPC Bhavan, Sector-11, Gandhinagar - 382010 to transact following business:

ORDINARY BUSINESS

1 To receive, consider and adopt Financial Statement of the Company for the Financial Year ended 31st March, 2016 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 H R Wate (DIN: 06852070), who retires by rotation and being eligible offers himself for re-appointment.
3 To appoint a Director in place of Smt. Shobhana Desai (DIN: 07112660), who retires by rotation and being eligible offers herself for re-appointment.
4 To fix remuneration of Statutory Auditors of the Company.

SPECIAL BUSINESS

5. Appointment of Shri D S Nanaware (DIN: 07354849) 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 D S Nanaware (DIN: 07354849) who was appointed as an Additional Director by the Board of Directors of the Company with effect from 30th November, 2015 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. Appointment of Dr. J N Singh, IAS (DIN: 00955107) as a Director and Chairman 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. J N Singh, IAS (DIN: 00955107) who was appointed as an Additional Director and Chairman by the Board of Directors of the Company with effect from 29th April, 2016 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 and Chairman of the Company liable to retire by rotation.

7. **Appointment of Dr. T Natarajan, IAS (DIN: 00396367) 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 Dr. T Natarajan, IAS (DIN: 00396367) who was appointed as an Additional Director by the Board of Directors of the Company with effect from 10th August, 2016 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. **Appointment of Shri R K Tiku (DIN: 07609415) 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 R K Tiku (DIN: 07609415) who was appointed as an Additional Director by the Board of Directors of the Company with effect from 7th September, 2016 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: 8th September, 2016
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 MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF. 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.

   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. 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 MEMBER.

2. WHEREIN MEMBER (S) ARE BODY CORPORATE (VIZ COMPANIES ETC) AUTHORISATION IS TO BE DONE BY THE BOARD 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 H R Wate	Smt. Shobhana Desai
Age	57	58
Date of Appointment	27th March, 2014	30th March, 2015
Qualification & experience	Shri H R Wate is an alumnus of L I T, Nagpur from where he graduated in Chemical Engineering in 1980 and is also a Diploma holder (Marketing Management) from Xavier's Institute of Management, Mumbai. Shri H R Wate joined Hindustan Petroleum Corporation Limited in 1982. He has had the distinction of having worked in Marketing and has handled critical functions in Operations, Projects, Retail Marketing and currently heads the Gas Renewables and Business Development SBU as Executive Director based in Mumbai.	Smt. Shobhana Desai, has completed Post Graduation and is presently holds the position of the Additional Secretary to Government of Gujarat, Energy and Petrochemicals Department. Prior to her present position, she has held various key positions in Govt. of Gujarat. She has vast experience in the Energy Petrochemicals Department of Government of Gujarat.
Directorship held in other Companies	1) GSPL India Gasnet Limited	1) GSPL India Gasnet Limited 2) Gujarat Power Corporation Limited
Chairmanship/ Membership of	Nil	Nil
No. of meetings attended & details of remuneration	Please refer Directors Report.	Please refer Directors Report.
Shareholding in the Company	Nil	Nil
Relationship with any Director/ Manager/ Key Managerial Personnel of the Company	Nil	Nil

Explanatory Statement

Item No. 5

The Board of Directors of the Company has appointed Shri D S Nanaware (DIN: 07354849) as an Additional Director of the Company with effect from 30th November, 2015 and he holds office up to this Annual General meeting. The Company has received the notice in writing from the shareholder along with requisite deposit pursuant to Section 160 of the Companies Act, 2013 signifying its intention to propose Shri D S Nanaware for the office of Director. Shri D S Nanaware, if appointed will be liable to retire by rotation.

Shri D S Nanaware, 53, is a graduate in Mechanical Engineering from Walchand College of Engineering, Sangli, Maharashtra.

Having joined Indian Oil in March 1985 as Engineer Trainee, he have three decades of managerial experience in detailed Engineering & Consultancy Jobs for cross-country Oil & Gas Pipelines, Project Management & Construction Supervision, Operation & Maintenance of cross country and offshore pipelines.

Presently, working as General Manager (Projects-Gas) in Pipelines Division of Indian Oil Corporation Limited, Shri Nanaware is responsible for conceiving new Gas Pipeline Projects of strategic importance and ensuring their timely execution.

Prior to taking over as General Manager (Projects-Gas), Shri D S Nanaware has worked in Indian Oil in various capacities and handled assignments in Operations & Maintenance, Construction, Design & Engineering etc. and also has gained experience by providing Engineering Consultancy and PMC Services for cross-country pipelines of other Organizations in India.

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	Nil

For other details such as number of meetings attended and remuneration drawn during FY 2015-16, please refer Directors' Report.

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

None of the directors, Key Management Personnel or their relative except Shri D S Nanaware is, in any way, concerned or interested, financially or otherwise in the resolution.

The Board recommends the resolution for your approval.

Item No. 6

The Board of Directors of the Company has appointed Dr. J N Singh, IAS (DIN: 00955107) as an Additional Director and Chairman of the Company with effect from 29th April, 2016 and he holds office up to this Annual General meeting. The Company has received the notice in writing from the shareholder along with requisite deposit pursuant to Section 160 of the Companies Act, 2013 signifying its intention to propose Dr. J N Singh, IAS for the office of Director. Dr. J N Singh IAS, if appointed will be liable to retire by rotation.

Dr. J N Singh, IAS, 57, has done M.A. (International Studies, JNU), MDM (AIM, Manila), Ph.D from M S University. He has wide experience of working in various Government Departments and Public Sector Undertakings. He has held various key positions like Principal Secretary, Science and Technology Department, Textile Commissioner, Mumbai, Member (Fin), NHAI, Delhi, Managing Director, Sardar Sarovar Narmada Nigam Ltd. He has served largely in Infrastructure and Finance sector having handled Industrial Infrastructure, Power, Telecom, Highways and water. His Ph.D in Political Economy examined the tripartite relationship of Power sector, ground water resources and Agriculturists in the context of Gujarat. At present, he is Chief Secretary, Govt. of Gujarat. He is also appointed as Chairman & Managing Director of Gujarat State Petroleum Corporation Limited and 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	Sardar Sarovar Narmada Nigam Limited	-
2	Gujarat State Petroleum Corporation Limited	• Member, Audit Committee
3	GSPL India Gasnet Limited	• Chairman, Audit Committee

4	Gujarat State Petronet Limited	-
5	Gujarat State Fertilizers & Chemical Limited	• Chairman, Corporate Social Responsibility Committee • Member, Audit Committee • Member, Nomination and Remuneration Committee
6	Gujarat State Financial Services Limited	• Member, Audit Committee
7	Gujarat International Finance Tec-City Company Limited	• Member, Audit Committee • Member, Nomination and Remuneration Committee
8	Gujarat Narmada Valley Fertilizers & Chemical Limited	• Member, Audit Committee
9	Gujarat Alkalies and Chemical Limited	• Member, Audit Committee • Member, Stakeholders Relationship Committee
10	Metro Link Express for Gandhinagar and Ahmedabad (Mega) Company Limited	-

Dr. J N Singh, IAS does not hold any shares of the Company. He is not related to any Director/ Manager/ Key Managerial Personnel of the Company.

None of the directors, Key Management Personnel or their relative except Dr. J N Singh, IAS is, in any way, concerned or interested, financially or otherwise in the resolution.

The Board recommends the resolution for your approval.

Item No. 7

The Board of Directors of the Company has appointed Dr. T Natarajan, IAS (DIN: 00396367) as an Additional Director of the Company with effect from 10th August, 2016 and he holds office up to this Annual General meeting. The Company has received the notice in writing from the shareholder along with requisite deposit pursuant to Section 160 of the Companies Act, 2013 signifying its intention to propose Dr. T Natarajan, IAS for the office of Director. Dr. T Natarajan IAS, if appointed will be liable to retire by rotation.

Dr. T Natarajan, IAS, 45, holds a B.E. (Mining Engineering) and MBA (Finance & Marketing). He also holds Doctorate in Management. Dr. T Natarajan, IAS served as Joint Managing Director of Gujarat Narmada Valley Fertilizers & Chemicals Limited. He worked in Industrial Finance Corporation for 2 years and has also held distinguished positions in the Government of Gujarat including Commissioner, Technical Education, Commissioner, Geology & Mining as well as Secretary, Economic Affairs, Finance Department. He has served as a Director of Gujarat Mineral Development Corporation Limited, Gujarat Industrial Development Corporation Limited, Gujarat Urban Development Company Limited, Gujarat State Electricity Corporation Limited and Bhavnagar Energy Co. Ltd. Presently he is Joint Managing Director of Gujarat State Petroleum Corporation Limited and Gujarat State Petronet Limited.

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 Petroleum Corporation Limited	• Member, Audit Committee • Member, Project Committee • Member, HR Committee • Member, KG Block Committee of Directors
2	Gujarat State Petronet Limited	• Member, Audit Committee • Member, Stakeholders' Relationship Committee • Member, Project Management Committee • Member, Personnel Committee • Member, Corporate Social Responsibility Committee • Member, Risk Management Committee • Member, GIGL/GITL Review Committee
3	GSPL India Gasnet Limited	-
4	Guj Info Petro Limited	• Chairman, Corporate Social Responsibility (CSR) Committee
5	Gujarat State Energy Generation Limited	-
6	Sabarmati Gas Limited	-
7	Gujarat Gas Limited	• Member, Audit Committee • Member, HR Committee • Chairman, Project Committee
8	GSPC Pipavav Power Co. Limited	-

Dr. T Natarajan, IAS does not hold any shares of the Company. He is not related to any Director/ Manager/ Key Managerial Personnel of the Company.

None of the directors, Key Management Personnel or their relative except Dr. T Natarajan, IAS is, in any way, concerned or interested, financially or otherwise in the resolution.

The Board recommends the resolution for your approval.

Item No. 8

The Board of Directors of the Company has appointed Shri R K Tiku (DIN: 07609415) as an Additional Director of the Company with effect from 7th September, 2016 and he holds office up to this Annual General meeting. The Company has received the notice in writing from the shareholder along with requisite deposit pursuant to Section 160 of the Companies Act, 2013 signifying its intention to propose Shri R K Tiku for the office of Director. Shri R K Tiku, if appointed will be liable to retire by rotation.

Shri R. K. Tiku, 58, is a graduate in Civil Engineering from Indian Institute of Technology, Kanpur.

Having joined IndianOil in May 1981 as Officer Trainee, he has thirty Five years of managerial experience in Oil & Gas Marketing, Operations and Logistics. He has held positions of Area Sales Manager, LPG Plant Manager including stints in HR & Consumer Sales Function.

Presently, working as Executive Director Incharge, Business Development (Gas), at Corporate Office of Indian Oil Corporation Limited, Shri Tiku has been integral part of expansion of Natural Gas Business especially the pipeline and CGDs. He is responsible for conceiving the overall strategy for gas vertical and overseeing its implementation.

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	Nil

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

None of the directors, Key Management Personnel or their relative except Shri R K Tiku is, in any way, concerned or interested, financially or otherwise in the resolution.

The Board recommends the resolution for your approval.

For GSPL India Transco Limited

Nilesh Patel
Company Secretary

Date: 8th September, 2016
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 5th **Annual General Meeting** of the Company being held at GSPC Bhavan, Sector-11, Gandhinagar - 382010 on Wednesday,28th September, 2016 at 2.00 P.M.

____

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 5th **Annual General Meeting** of the Company being held at GSPC Bhavan, Sector - 11, Gandhinagar - 382010 on Wednesday, 28th September, 2016 at 2.00 P.M. and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr No	Resolution	For	Against
1	To receive, consider and adopt Financial Statement of the Company for the Financial year ended 31st March 2016 along with the Reports of the Directors' and Auditors and the comments of the Comptroller and Auditor General of India thereon.		

2	Reappointment of Shri H R Wate, Director, who retires by rotation.		
3	Reappointment of Smt. Shobhana Desai, Director, who retires by rotation.		
4	Fixation of remuneration of Statutory Auditors.		
5	Appointment of Shri D S Nanaware as a Director of the Company.		
6	Appointment of Dr. J N Singh, IAS as a Director & Chairman of the Company.		
7	Appointment of Dr. T Natarajan, IAS as a Director of the Company.		
8	Appointment of Shri R K Tiku as a Director of the Company.		

Signed on this ________day of __________, 2016.

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.

DIRECTORS' REPORT

To,
The Members
GSPL India Transco Limited

Your Directors have pleasure in presenting the 5th Annual Report together with the Audited Financial Statements, Reports of the Statutory Auditors and Comptroller & Auditor General of India for the year ended 31st March, 2016.

FINANCIALS

Rs. in Lacs

Particulars	2015-16	2014-15
Total Income	130.42	217.49
Total Expenses	-	-
Profit Before Tax	130.42	217.49
Tax including Deferred Tax	43.12	70.52
Profit After Tax	87.30	146.96
Transfer to Reserves	-	-

FINANCIAL CLOSURE

Your Company has achieved financial closure for the project and promoters have also executed Sponsor Support Undertaking in favour of consortium of Banks.

SHARE CAPITAL

During the year under review, the Company has allotted 2,50,00,000 equity shares of Rs. 10 each aggregating to Rs. 25 Crores on rights basis to meet fund requirements for implementing Project. The shareholding of the Company as on 31st March, 2016 is as follows:

Sr. No.	Name of the Shareholder	No. of shares	% holding
1	Gujarat State Petronet Limited	8,58,00,000	52.00
2	Indian Oil Corporation Limited	4,29,00,000	26.00
3	Bharat Petroleum Corporation Limited	1,81,50,000	11.00
4	Hindustan Petroleum Corporation Limited	1,81,50,000	11.00
	Total	**16,50,00,000**	**100.00**

FIXED DEPOSITS

The Company has not accepted/ invited any Fixed Deposits during the year.

DIVIDEND

As the Company is yet to commence commercial operations, no dividend is recommended by the Board of Directors.

PROJECT STATUS

Your Company was incorporated as a Special Purpose Vehicle for implementing the Mallavaram- Bhopal -Bhilwara - Vijaipur Pipeline Project. The total length of the pipeline is approximately 1881 Kms and the map showing pipeline route is enclosed herewith as **Annexure – I.** Laying of pipeline requires various approvals, clearances, permission etc. from multiple authorities including ROU, Environment clearance, wildlife & forest clearances, permission from other authorities etc. We have initiated process for obtaining statutory clearances/ permissions. Keeping in view the progress achieved in obtaining various statutory clearances, the Company has initiated process for implementing sections of the project where statutory clearances, environment approvals and ROU have already been received. The Company has floated EPC tenders in respect thereof.

During the year under review, Petroleum & Natural Gas Regulatory Board (PNGRB) has vide letter dated 4th March, 2016 granted time extension till December, 2017 for completing MBBVPL Project. PNGRB has vide said letter also encashed 25% of the Performance Bank Guarantee, which has been challenged before the Hon'ble Delhi High Court through writ petition. Hon'ble Delhi High Court has on 29th March, 2016 issued interim directions that no coercive action, including those contemplated in the PNGRB letter dated 4th March, 2016 be undertaken by PNGRB and that no-lien be created on the amounts received by PNGRB through encashment of the Performance Bank Guarantee. The matter is pending before the Division Bench of Delhi High Court.

DIRECTORS & KEY MANAGERIAL PERSONNEL

Since last Directors' Report, Shri Atanu Chakraborty, IAS, Shri V K Khurana, Shri G K Satish and Shri Ravindra Agrawal have ceased to be the Directors of the Company. The Board places on record its appreciation for the services rendered by them during their tenure as Directors on the Board of the Company.

Dr. J N Singh, IAS, Dr. T Natarajan, IAS, Shri D S Nanaware and Shri R K Tiku have been appointed as an Additional Directors of the Company with effect from 29th April, 2016, 10th August, 2016, 30th November, 2015 and 7th September, 2016 respectively. They will hold office upto the date of ensuing Annual General Meeting as per the provisions of Section 161 of the Companies Act, 2013 and Article 101 of the Articles of Association of the Company. It is proposed to regularize their appointment in the ensuing Annual General Meeting.

Pursuant to provisions of Section 152 of the Companies Act, 2013, Shri H R Wate and Smt. Shobhana Desai will retire by rotation and being eligible, they have offered themselves for re-appointment. The Board of Directors recommends their re-appointment for approval of the shareholders of the Company.

Shri N Bose Babu, Director has been given the charge of Chief Executive Officer w.e.f. 1st April, 2016.

DIRECTORS INDEPENDENCE

Shri Chandrasekhar Mani and Dr. Bharatkumar Modi, Independent Directors on the Board of the Company have given declaration that they meet the criteria of independence as provided in Section 149(6) of the Companies Act, 2013.

BOARD MEETINGS

During the financial year, the Board met five (5) times. The details of these Meetings are as follows:

Sr. No.	Particulars	Date of Meeting
1	18th Board Meeting	6th April, 2015
2	19th Board Meeting	11th May, 2015
3	20th Board Meeting	16th July, 2015
4	21st Board Meeting	9th November, 2015
5	22nd Board Meeting	8th March, 2016

The attendance of each Director at the Board Meetings held during the FY 2015 – 16:

Name	Number of Meetings held during the tenure	Number of Meetings attended
Shri M K Das, IAS (upto 27th April, 2015)	1	1
Shri Atanu Chakraborty, IAS (w.e.f. 08th May, 2015)	4	4
Shri G K Satish	5	5
Shri V K Khurana (upto 31st October, 2015)	3	3
Shri D S Nanaware (w.e.f. 30th November, 2015)	1	1

Shri H.R Wate	5	4
Shri I.S Rao	5	4
Shri Ravindra Agarwal	5	5
Shri N Bose Babu	5	5
Shri Manish Seth (w.e.f. 06th April, 2015)	5	5
Smt. Shobhana Desai	5	1
Dr. Bharatkumar Modi	5	5
Shri Chandrasekhar Mani	5	4

STATUTORY & CAG AUDIT

Your Company being a Government Company, the Statutory Auditors are appointed by the Comptroller & Auditor General of India (C&AG). Accordingly, C&AG have appointed M/s. B. P. Bang & Co., Chartered Accountants, Ahmedabad as Statutory Auditors of the Company for the Financial Year 2015 - 16.

C&AG has given NIL Comment Report for the year ended on 31st March, 2016. The NIL Comment Report is enclosed herewith as **Annexure - II**.

INTERNAL AUDIT & CONTROL SYSTEMS

The Company has appointed M/s. R S Patel & Co. Chartered Accountants as Internal Auditors for the Financial Year 2015 - 16. The observations and recommendations of the Internal Auditors are reported to the management for appropriate action on the same.
The Company has adequate internal financial controls commensurate with its size, scale and operations of the Company.

SECRETARIAL AUDIT

Pursuant to the provisions of Section 204 read with Rules made there under, the Company has appointed M/s. K K Patel and Associates, Practicing Company Secretary as Secretarial Auditor for the Financial Year 2015 - 16. The Report on Secretarial Audit carried out is annexed herewith as **Annexure III**. There are no observations in the Secretarial Audit Report.

AUDIT COMMITTEE

The Company has constituted the Audit Committee in compliance with the provisions of Section 177 of the Companies Act, 2013. The present constitution of Audit Committee is as follows:

Dr. J N Singh, IAS (w.e.f. 29th April, 2016)	Chairman
Shri Chandrasekhar Mani	Member
Dr. Bharatkumar Modi	Member

During the financial year, the Audit Committee met three (3) times. The details of these Meetings are as follows:

Sr. No.	Particulars	Date of Meeting
1	7th Audit Committee	11th May, 2015
2	8th Audit Committee	9th November, 2015
3	9th Audit Committee	8th March, 2016

The attendance of each Director at the Audit Committee Meetings held during the FY 2015 - 16:

Name	Number of Meetings held during the tenure	Number of Meetings attended
Shri Atanu Chakraborty, IAS	3	3
Dr. Bharatkumar Modi	3	3
Shri Chandrasekhar Mani	3	3

The Audit Committee of Directors of the Company at its Meeting held on 9th May, 2016 approved the Annual Accounts for the year ended on 31st March, 2016 and recommended the same for approval of the Board.

NOMINATION AND REMUNERATION COMMITTEE

Pursuant to Section 178 of the Companies Act, 2013, the Board has constituted Nomination and Remuneration Committee of Directors of the Company. The present constitution of Nomination and Remuneration Committee is as follows:

Shri N Bose Babu	Chairman
Shri R K Tiku	Member
Shri Chandrashekhar Mani	Member
Dr. Bharatkumar Modi	Member

Ministry of Corporate Affairs has vide notification dated 5th June, 2015 exempted government companies from disclosing company's policy on appointment & remuneration of Directors and other matters provided under sub-section (3) of Section 178 of the Companies Act, 2013. Your Company being a Government Company is exempted from disclosing the said particulars in Directors' Report.

BOARD EVALUATION

The Company being a joint venture company promoted by government companies viz. GSPL, IOCL, BPCL and HPCL, Directors on the Board are nominated by Promoters in terms of Articles of Association and Joint Venture Agreement.

The Board has carried out the performance evaluation of the individual Directors, the Board as a whole and the statutory Committees of Directors based on the criteria for evaluation of the performance stipulated in the Policy.

QUALITY, HEALTH, SAFETY & ENVIRONMENT

The advancement of technology provides fresh challenges in pursuit of quality and the organizations that are able to meet these challenges will only be able to survive. Since the Project is in nascent stage, it is thought fit to adopt the Quality Management System - ISO 9001-2008 (QMS). It is quality management system based on the principles that existence of an organization is dependent upon satisfied customers, continuous improvement of the operations and "prevention is better than cure".

Your Company firmly believes in demonstrating excellence in Quality, Health, Safety and Environment and has framed a Quality Policy highlighting the commitment to implement QMS and ensuring safety of all personnel working under our control and promote harmony with Environment. As a responsible Corporate, Your Company endeavors to keep its employees fully aware of HSE aspects through extensive awareness and training.

DIRECTORS' RESPONSIBILITY STATEMENT

Your Directors hereby confirm that,

(a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;

(b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company as at 31st March, 2016 and of the profit of the company for that period;

(c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;

(d) the directors had prepared the annual accounts on a going concern basis; and

(e) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

RISK MANAGEMENT

The risk associated with the business of the Company, if any, is brought to the notice of Board from time to time. The Company is implementing the Mallavaram- Bhopal - Bhilwara - Vijaipur Pipeline Project and has made significant progress in obtaining necessary approvals, permissions etc. from various government authorities. Keeping in view the status of project implementation, the Board will develop a Risk Management Policy of the Company in near future.

RELATED PARTY TRANSACTIONS

All related party transactions entered into during the financial year were on an arm's length basis and were in the ordinary course of business. The Audit Committee has granted omnibus approval for related party transactions and the details of all the transactions entered into with related parties are placed before the Audit Committee for its review. During the year, no material contracts/ arrangements/ transactions requiring disclosure in the AOC – 2 were entered with the Related Parties. However, attention is drawn to the Note No. 25 of the Financial Statements regarding the disclosure of the Related Party Transactions

EXTRACTS OF ANNUAL RETURN

Pursuant to the provisions of Section 134(3) of the Companies Act, 2013, an extract of the Annual Return in Form MGT -9 is annexed herewith as **Annexure - IV**.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS:

No significant or material order has been passed by any Regulator/ Court or Tribunal impacting the going concern status and Company's operations in future.

PARTICULARS OF EMPLOYEES

The Company being a government company is exempted from disclosing the remuneration and other particulars of employees prescribed under the provisions of Section 197 of the Companies Act, 2013 read with Rules made there under.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNIGNS AND OUTGO

CONSERVATION OF ENERGY: NIL
TECHNOLOGY ABSORPTION: NIL

FOREIGN EXCHANGE EARNINGS & OUTGO FOR THE YEAR:

Foreign Exchange earnings - Nil
Foreign Exchange Outgo – Nil

ACKNOWLEDGEMENTS

Your Directors are pleased to place on record their appreciation for the continued guidance and support received from the Promoters viz. Gujarat State Petronet Limited, Indian Oil Corporation Limited, Bharat Petroleum Corporation Limited, and Hindustan Petroleum Corporation Limited, Petroleum & Natural Gas Regulatory Board, Government of India and State Governments and Banks.

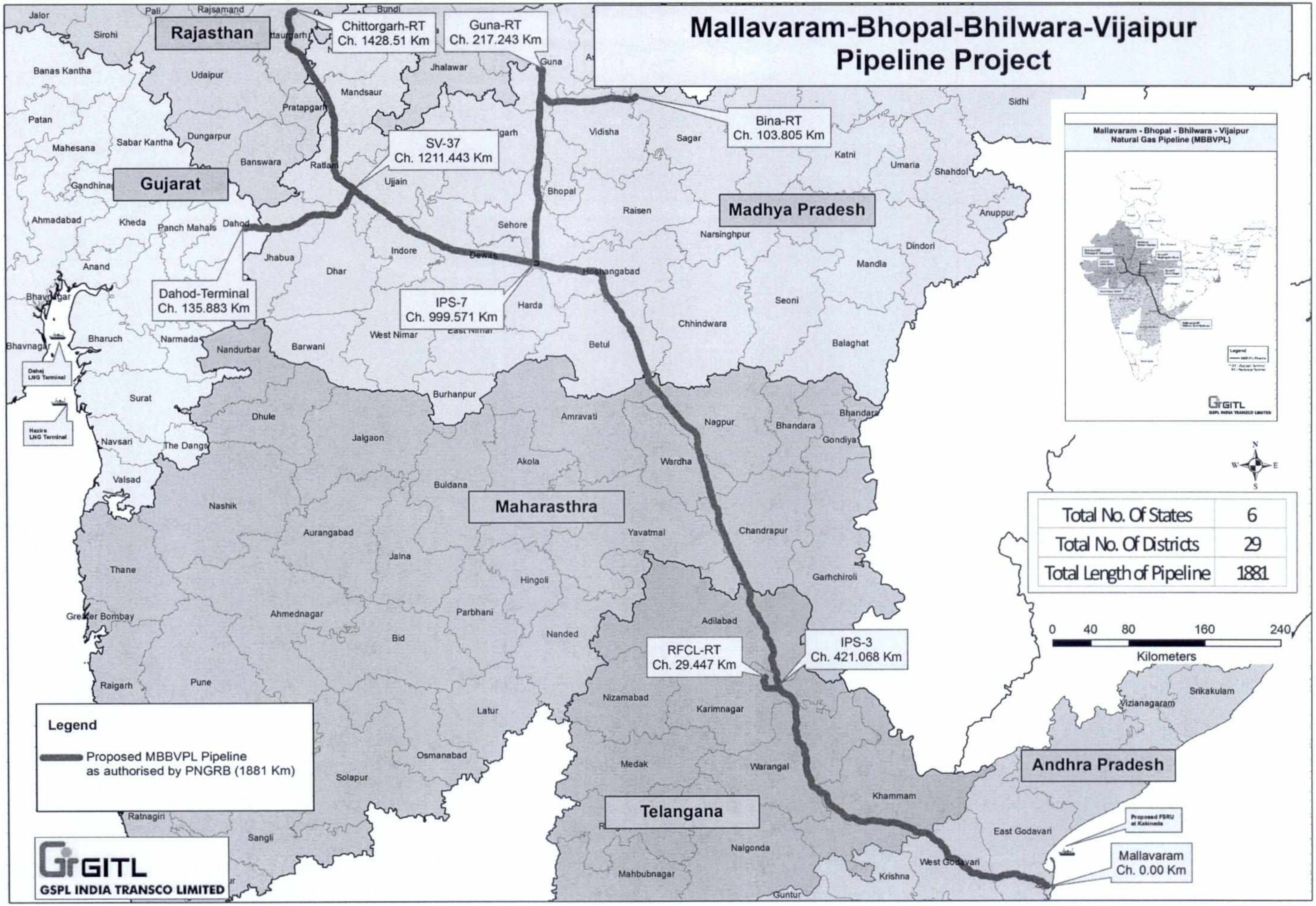
Your Company also place on record sincere appreciation for hardwork, dedicated and unstinted efforts of employees at all levels in implementing the Project.

For and on behalf of Board of Directors,

Sd/-

Dr. J N Singh, IAS
Chairman
DIN: 00955107

Date: 8th September, 2016
Place: Gandhinagar


Mallavaram-Bhopal-Bhilwara-Vijaipur
Pipeline Project
Rajasthan
Gujarat
Madhya Pradesh
Maharasthra
Telangana
Andhra Pradesh
Chittorgarh-RT
Ch. 1428.51 Km
Guna-RT
Ch. 217.243 Km
Bina-RT
Ch. 103.805 Km
SV-37
Ch. 1211.443 Km
Dahod-Terminal
Ch. 135.883 Km
IPS-7
Ch. 999.571 Km
RFCL-RT
Ch. 29.447 Km
IPS-3
Ch. 421.068 Km
Mallavaram
Ch. 0.00 Km
Proposed FSRU at Kakinada
Dahej LNG Terminal
Hazira LNG Terminal
Mallavaram - Bhopal - Bhilwara - Vijaipur Natural Gas Pipeline (MBBVPL)
Total No. Of States 6
Total No. Of Districts 29
Total Length of Pipeline 1881
0 40 80 160 240
Kilometers
N
W
E
S
Legend
Proposed MBBVPL Pipeline as authorised by PNGRB (1881 Km)
GITL
GSPL INDIA TRANSCO LIMITED
Jalor
Pali
Rajsamand
Bundi
Sirohi
Banas Kantha
Udaipur
Jhalawar
Guna
Mandsaur
Pratapgarh
Patan
Mahesana
Sabar Kantha
Dungarpur
Vidisha
Sagar
Katni
Sidhi
Umaria
Shahdol
Banswara
Ratlam
Ujjain
Gandhinagar
Bhopal
Raisen
Anuppur
Ahmadabad
Kheda
Panch Mahals
Dahod
Sehore
Narsinghpur
Dindori
Anand
Jhabua
Indore
Dewas
Hoshangabad
Mandla
Dhar
Harda
Seoni
Bharuch
Narmada
Nandurbar
Barwani
West Nimar
East Nimar
Betul
Chhindwara
Balaghat
Bhavnagar
Surat
Burhanpur
Dhule
Amravati
Nagpur
Bhandara
Gondiya
Jalgaon
Navsari
The Dangs
Akola
Wardha
Valsad
Buldana
Nashik
Aurangabad
Yavatmal
Chandrapur
Jalna
Thane
Hingoli
Garhchiroli
Greater Bombay
Ahmednagar
Parbhani
Adilabad
Bid
Nanded
Raigarh
Pune
Nizamabad
Karimnagar
Srikakulam
Vizianagaram
Latur
Osmanabad
Medak
Warangal
Solapur
Khammam
Ratnagiri
East Godavari
Sangli
Nalgonda
West Godavari
Mahbubnagar
Krishna
Guntur

Annx II

COMMENTS OF THE COMPTROLLER AND AUDITOR GENERAL OF INDIA UNDER SECTION 143(6)(b) OF THE COMPANIES ACT, 2013 ON THE FINANCIAL STATEMENTS OF GSPL INDIA TRANSCO LIMITED FOR THE YEAR ENDED 31 MARCH 2016

The preparation of financial statements of **GSPL India Transco Limited** for the year ended 31 March 2016 in accordance with the financial reporting framework prescribed under the Companies Act, 2013(Act) is the responsibility of the Management of the Company. The Statutory Auditors appointed by the Comptroller and Auditor General of India under Section 139(5) of the Act are responsible for expressing opinion on the financial statements under Section 143 of the Act based on independent audit in accordance with standards on auditing prescribed under Section 143(10) of the Act. This is stated to have been done by them vide their Audit Report dated 9 May 2016.

I, on the behalf of the Comptroller and Auditor General of India, have conducted a supplementary audit under Section 143(6)(a) of the Act of the financial statements of **GSPL India Transco Limited** for the year ended 31 March 2016. This supplementary audit has been carried out independently without access to the working papers of the Statutory Auditors and is limited primarily to inquiries of the Statutory Auditors and Company personnel and a selective examination of some of the accounting records. On the basis of my audit nothing significant has come to my knowledge which would give rise to any comment upon or supplement to Statutory Auditors' Report.

For and on the behalf of the
Comptroller and Auditor General of India

(Y. N. Thakare)
Pr. Accountant General (E&RSA), Gujarat

Place: Ahmedabad
Date: 08.06.2016

CS KIRAN KUMAR PATEL B.Com, FCS

K. K. PATEL & ASSOCIATES
Company Secretaries

Plot No. 305, 2nd Floor, Padmavati Appartment, Nr. GH-6 Circle, Sector-29, Gandhinagar - 382 029. Ph. 079-23243088 Mob. 98250 23204 Email : cs_kiranpatel@yahoo.co.in

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED ON 31st March, 2016

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members,
GSPL India Transco Limited
GSPC Bhavan, B/h UdyogBhavan
Sector-11, Gandhinagar-382 011

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **GSPL India Transco Limited.** The Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2016 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2016 according to the provisions of:

(i) The Companies Act, 2013 (the Act) and the rules made thereunder;

(ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder (Not applicable to the Company during the period under review).

K. K. PATEL & ASSOCIATES COMPANY SECRETARIES C.P. 6352 FCS. 6384

(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there-under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings (Not applicable to the Company during the period under review).

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') *are not applicable* to the Company during the period under review.

(a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

(b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;

(c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;

(d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;

(e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;

(f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

(g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and

(h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;

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I further report that, having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof, on test-check basis, the Company has complied with the following laws applicable specifically to the Company:

(i) Petroleum and Natural Gas Regulatory Board Act, 2006 and rules and regulations made there under.

(ii) Petroleum and Minerals Pipelines (Acquisition of Right of User Inland) Act, 1962

I have also examined compliance with the applicable clauses of the following:

(i) Secretarial Standards issued by The Institute of Company Secretaries of India.

(j) The Listing Agreements entered into by the Company with Stock Exchange(s). (Company is an unlisted Company and hence not applicable to the Company during the Audit Period)

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors as on 31.03.2016.The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance & in case of shorter notice required compliance as per Companies Act, 2013 has been ensured.

Generally, all decisions at the Board and Committee meetings are carried out unanimously as recorded in the minutes of the meeting of the Board of Directors and Committee of the Board as the case may be.

We further report that

There are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

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'Annexure A'

To,
The Members,
GSPL India Transco Limited
GSPC Bhavan, B/h UdyogBhavan
Sector-11, Gandhinagar-382 011

Our report of even date is to be read along with this letter.

1. *Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.*

2. *We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.*

3. *We have not verified the correctness and appropriateness of financial Statements of the company.*

4. *The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.*

5. *The Secretarial Audit report is not an assurance as to the future viability of the Company.*

For K K Patel & Associates

(Kiran Kumar Patel)
FCS No. 6384, CP No. 6352

K. K. PATEL & ASSOCIATES • COMPANY SECRETARIES • C.P. 6352 FCS. 6384

We further report that

During the audit period the Company has:-

(i) allotted 2,50,00,000 Equity Shares of Rs. 10 each on Rights basis to the existing shareholders by passing the Board Resolution on 3rd September, 2015.

C.P. 6352
FCS. 6384
K. K. PATEL & ASSOCIATES • COMPANY SECRETARIES •

For K K Patel & Associates

(Kiran Kumar Patel)
Company Secretaries
FCS No. 6384, CP No. 6352

Date: 01/08/2016
Place: Gandhinagar

*(This report is to be read with our letter of even date which is annexed as **Annexure A (Page5)** **and** forms an integral part of this report.)*

Annex-IV

FORM NO. MGT.9

EXTRACT OF ANNUAL RETURN

as on the financial year ended on 31st March, 2016

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

i) CIN:- U40200GJ2011SGC067450
ii) Registration Date: 13th October, 2011
iii) Name of the Company: GSPL India Transco Limited
iv) Category / Sub-Category of the Company: Company having share capital / State Government Company.
v) Address of the Registered office and contact details: GSPC Bhavan, Behind Udhyog Bhavan, Sector 11, Gandhinagar – 382010.
Phone No.: 079-23268500/ 600 – Fax. 079-23258506
Email: gitl@gspc.in – Website: www.gspcgroup.com
vi) Whether listed company ~~Yes /~~ No
vii) Name, Address and Contact details of Registrar and Transfer Agent, if any- NA

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

Sl. No.	Name and Description of main products/ services	NIC Code of the Product/ service	% to total turnover of the company
1	The Company is implementing Mallavaram – Bhopal – Bhilwara Natural Gas Pipeline Project. The Project is yet to commence commercial operations.		-

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES –

S. NO	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY /ASSOCIATE	% of shares held	Applicable Section
1	Gujarat State Petronet Limited	L40200GJ1998SGC035188	Holding Company	52%	2(46)
2	Gujarat State Petroleum Corporation Limited	U23209GJ1979SGC003281	Holding Company	-	2(46)

IV. **SHARE HOLDING PATTERN** *(Equity Share Capital Breakup as percentage of Total Equity)*

i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	De-mat	Physical	Total	% of Total Shares	
A.Promoters (1) Indian (Bodies Corporates) **Sub-total (A) (1):-**	-	140000000	140000000	100	-	165000000	165000000	100	17.85
(2) Foreign **Sub-total (A) (2):-**	-	-	-	-	-	-	-	-	-
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	-	140000000	140000000	100	-	165000000	165000000	100	17.85
B. Public Shareholding	-	-	-	-	-	-	-	-	-
Total Public Shareholding (B) = (B)(1) + (B)(2)	-	-	-	-	-	-	-	-	-
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	**-**	**140000000**	**140000000**	**100**	**-**	**165000000**	**165000000**	**100**	**17.85**

ii) Shareholding of Promoters

Sr.	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			
		No. of Shares	% of total Shares of the com- pany	%of Shares Pledged/ encumbered to total shares	No. of Shares	% of total Shares of the company	%of Shares Pledged/ encumbered to total shares	% change in share holding during the year
1	Gujarat State Petronet Limited	7,28,00,000	52	-	8,58,00,000	52	-	17.85
2	Indian Oil Corporation Limited	3,64,00,000	26	-	4,29,00,000	26	-	17.85
3	Bharat Petroleum Corporation Limited	1,54,00,000	11	-	1,81,50,000	11	-	17.85
4	Hindustan Petroleum Corporation Limited	1,54,00,000	11	-	1,81,50,000	11	-	17.85
	Total	**14,00,00,000**	**100**	**-**	**16,50,00,000**	**100**	**-**	**17.85**

iii) Change in Promoters' Shareholding (please specify, if there is no change)

	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
At the beginning of the year Gujarat State Petronet Limited: Indian Oil Corporation Limited: Bharat Petroleum Corporation Limited Hindustan Petroleum Corporation Limited	7,28,00,000 3,64,00,000 1,54,00,000 1,54,00,000	52 26 11 11	-	-
	14,00,00,000	**100**		
2,50,00,000 equity shares of Rs. 10 were allotted to promoters on on 3rd September, 2015: Gujarat State Petronet Limited: 1,30,00,000 (52%) Indian Oil Corporation Limited: 65,00,000 (26%) Bharat Petroleum Corporation Limited: 27,50,000 (11%) Hindustan Petroleum Corporation Limited: 27,50,000 (11%)			8,58,00,000 4,29,00,000 1,81,50,000 1,81,50,000	52 26 11 11
At the End of the year	**-**	**-**	**16,50,00,000**	**100**

iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	NA		NA	
	Date wise Increase/Decrease in Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/ bonus/sweat equity etc):	NA		NA	
	At the End of the year (or on the date of separation, if separated during the year)	NA		NA	

v) **Shareholding of Directors and Key Managerial Personnel:**

Sl. No.	Name of Director	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares	No. of shares	% of total shares
1	Shri N Bose Babu				
	At the beginning of the year	10*	-		-
	Date wise Increase / Decrease in Share holding during the year	-	-	-	-
	At the End of the year	10	-	10	-
2	Shri Ravindra Agrawal				
	At the beginning of the year	10*	-		-
	Date wise Increase / Decrease in Share holding during the year	-	-	-	-
	At the End of the year	10	-	10	-
3	Shri Manish Seth				
	At the beginning of the year	10*	-		-
	Date wise Increase / Decrease in Share holding during the year	-	-	-	-
	At the End of the year	10	-	10	-

* Beneficial interest in these shares is held by Gujarat State Petronet Limited

Note: 1) None of the other Directors/ KMP hold any shares in the Company

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year i) Principal Amount ii) Interest due but not paid iii) Interest accrued but not due	Nil	Nil	Nil	Nil
Total (i+ii+iii)				
Change in Indebtedness during the financial year • Addition • Reduction	-	Nil	Nil	Nil
Net Change				
Indebtedness at the end of the financial year i) Principal Amount ii) Interest due but not paid iii) Interest accrued but not due		Nil	Nil	Nil
Total (i+ii+iii)		Nil	Nil	Nil

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

Sl. no.	Particulars of Remuneration	Name of MD/WTD/ Manager				Total Amount
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	Nil				Nil

2.	Stock Option					
3.	Sweat Equity					
4.	Commission - as % of profit - others, specify...					
5.	Others, please specify					
	Total (A)			Nil		Nil
	Ceiling as per the Act					

B. Remuneration to other directors:

Category	Particulars of remuneration (Rs.)			Total
	Sitting fees for Board & Committee meetings	Commi-ssion	Other (Out of pocket)	
Independent Directors				
Shri Chandrashekhar Mani	35000	-	5000	40000
Dr. Bharatkumar A Modi	40000	-	6000	46000
Other Non- Executive Directors				
Shri Atanu Chakraborty, IAS (w.e.f. 08/05/2015)	Ref Note 1	-	5000	
Shri M K Das, IAS (Upto 27/4/2015)	Ref Note 1	-	1000	
Shri N Bose Babu	25,000	-	5000/-	30000
Shri Ravindra Agrawal	25,000	-	5000/-	30000
Shri Manish Seth (w.e.f. 06/04/2015)	25,000	-	5000/-	30000
Shri V K Khurana (Upto 31/10/2015)	Ref Note 2	-		
Shri D S Nanaware (w.e.f. 30/11/2015)	Ref Note 2	-		
Shri G K Satish	Ref Note 2	-		
Shri I S Rao	Ref Note 2	-		
Shri H R Wate		-		
Smt. Shobhana Desai	Ref Note 1	-		
Total B				
Total Managerial Remuneration			-	
Overall Ceiling as per the Act	-	-	-	

Notes:

1) Sitting fee in respect of Government Officers is deposited in government treasury
2) Sitting fee in respect of Nominee Directors is deposited directly with their respective company.

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD

Sr. No	Particulars of Remuneration	Key Managerial Personnel			Total
		CEO	CS	CFO*	
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	15,69,389 21,600 00.00	-	15,90,989
2.	Stock Option	-	-	-	-
3.	Sweat Equity	-	--	-	-
4.	Commission - as % of profit - others, specify	-	-	-	-
5.	Others The Company has reimbursed the salary & perquisites including service tax to IOCL			35,80,555	35,80,555
	Total		**15,90,989**	**35,80,555**	**51,71,544**

* M/s. IOCL has deputed CFO as per the Articles of Association. The Company has reimbursed the above salary including service tax thereon to IOCL.

VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES: Nil

Type	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority [RD/NCLT/COURT]	Appeal made, if any (give Details)
A. COMPANY				
Penalty				
Punishment				
Compounding				
B. DIRECTORS				
Penalty				
Punishment				
Compounding				
C. OTHER OFFICERS IN DEFAULT				
Penalty				
Punishment				
Compounding				

B.P.BANG & CO.
CHARTERED ACCOUNTANTS
109, UNIVERSITY PLAZA, VIJAY CHAR RASTA, NAVRANGPURA, AHMEDABAD (GUJARAT) ✆ (O) 40029933 (M) 93-284-55933

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF GSPL INDIA TRANSCO LIMITED

Report on the Financial Statements

We have audited the accompanying Standalone financial statements of **GSPL INDIA TRANSCO LIMITED** ("the company"), which comprise the Balance Sheet as at 31st March, 2016 the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these Standalone Financial Statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Company and for preventing and detecting the frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of internal financial control, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these Standalone Financial Statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Company's Directors, as well as evaluating the overall presentation of the financial statements.

BEHIND MEDICAL AUDITORIUM, 166 (E) SECTOR-D, SHASTRI NAGAR, JODHPUR ✆ (O) 3255933 (R) 2542667 (M) 94-14032933
e-mail : bpbang@rediffmail.com

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on standalone financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone financial statements, give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2016, and its Profit/Loss and its Cash Flow for the year ended on that date.

Report on other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2016, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order.

2. As required by section 143(3) of the Act, we report that:

   a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;

   b. In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;

   c. The Balance Sheet, the Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account;

   d. In our opinion, the aforesaid Standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;

   e. On the basis of written representations received from the directors as on 31st March, 2016, taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2016, from being appointed as a director in terms of Section 164(2) of the Act;

   f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our Report in "Annexure B"; and

   g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note 15 to the financial statements;

ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;

iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

3. As required by section 143(5) of the Act, we report that:

(I) Report on Directions under Section 143(5) of Companies Act 2013:

1. Whether the Company has clear title/lease deeds for freehold and leasehold respectively? If not please state the area of freehold and leasehold land for which title / lease deeds are not available?

   The Company has clear title / lease deeds for freehold and leasehold properties.

2. Whether there are any cases of waiver/ write off of debts/ loan/ interest etc. if yes, the reasons there for and the amount involved.

   There are no such cases of waiver of debts / loan / interest etc.

3. Whether proper records are maintained for inventories lying with third parties & assets received as gift / grant(s) from Govt. or other authorities.

   The Company does not own any inventory lying with third party. Further company has not received any asset as gift / grant from Govt. or other authorities.

(II) Report on Sector Specific Sub-directions under Section 143(5) of Companies Act 2013:

INFRASTRUCTURE SECTOR

1. Whether the Company has taken adequate measures to prevent encroachment of idle land owned by it. Whether any land of the Company is encroached, under litigation, not put to use or declared surplus? Details may be provided.

   The Company has taken adequate measures to prevent encroachment and there is no encroachment to the land owned by the company.

2. Whether the system in vogue for identification of projects to be taken up under Public Private Partnership is in line with the guidelines/ policies of the Government? Comment on deviation if any.

The Company does not have any project to be taken up under Public Private Partnership.

3. Whether system for monitoring the execution of works vis-à-vis the milestones stipulated in the agreement is in existence and the impact of cost escalation, if any, revenues/ losses from contracts, etc., have been properly accounted for in the books.

   System for monitoring the execution of works vis-à-vis the milestones stipulated in the agreement is in existence and the impact of cost escalation, if any, revenues/ losses from contracts, etc., have been properly accounted for in the books.

4. Whether funds received/ receivable for specific schemes from central/ State agencies were properly accounted for/utilized? List the cases of deviations.

   The Company has not received/ receivable any fund for specific schemes from central/ State agencies.

5. Whether the bank guarantees have been revalidated in time?

   Bank guarantees have been revalidated in a timely manner.

6. Comment on the confirmation of balances of trade receivables, trade payables, term deposits, bank accounts and cash obtained.

   Confirmation of Balances has been obtained in majority of the cases.

7. The cost incurred on abandoned projects may be quantified and the amount actually written-off shall be mentioned.

   During the year 2015-16, the Company has not abandoned any project.

FOR B. P. BANG & CO.
CHARTERED ACCOUNTANTS
FRN 010621C

Pay

PLACE : GANDHINAGAR
DATED : 09TH MAY, 2016

(PRATAPRAM)
PARTNER
M. NO. 142935

Annexure A" to the Independent Auditors' Report

The annexure referred to in paragraph 1 under the heading 'Report on Other Legal & Regulatory Requirements' of our report of even date to the standalone financial statements of the **GSPL INDIA TRANSCO LIMITED** for the year ended 31st March, 2016, we report that:

FIXED ASSETS

1 (a) The Company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets.

(b) According to information provided by the management, fixed assets have been physically verified by the management at reasonable intervals and no material discrepancies were noticed.

(c) The title deeds of immovable properties are held in the name of the company.

INVENTORIES

2 The Company does not hold any physical inventories during the year. Accordingly, clause (ii) of paragraph 3 of "the Order" is not applicable to the Company.

LOANS & ADVANCES

3 The Company has not granted any loans, secured or unsecured to companies, firms, limited liability partnerships or other parties covered in the register maintained under Section 189 of the Companies Act, 2013. Accordingly, clause (iii)(a) , (iii)(b) & (iii)(c) of paragraph 3 of "the Order" is not applicable to the Company.

LOANS, INVESTMENT & GURANTEES

4 According to information & explanation given to us, company has not given any loan or provided any guarantee to any person specified under section 185 of Companies Act 2013.

Further, company has not made any investment nor given any loan or provided any guarantee to anybody corporate as specified under section 186 of Companies Act 2013. Therefore, clause (iv) of paragraph 3 of "the order" is not applicable to the company.

FIXED DEPOSITS

5 According to the information and explanations given to us, the Company has not accepted any deposits therefore directive issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules framed there under. Therefore, clause (v) of paragraph 3 of "the Order" is not applicable to the Company.

6 COST AUDIT RECORDS

The Central Government has prescribed the maintenance of cost records under sub-section (1) of Section 148 of the Companies Act, 2013. Since Company has not commenced its commercial operations, clause (vi) of paragraph 3 of "the Order" is not applicable to the Company.

STATUTORY DUES

7 (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is generally regular in depositing the undisputed applicable statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues, as applicable with the appropriate authorities.

(b) According to the information and explanation given to us there are no disputed amounts payable in respect of income tax, sales tax, service tax, duty of customs, duty of excise, value added tax, cess.

DEFAULT IN PAYMENT OF DUES

8 According to the records of the Company examined by us and the information and explanations given to us, the Company does not have dues to any financial institution or bank or government or debenture holders as at the balance sheet date. Accordingly, clause (viii) of the paragraph 3 of "the Order" is not applicable to the Company.

FUND RAISED BY PUBLIC ISSUE/ FOLLOW ON OFFER / TERM LOAN

9 The Company has not raised money by way of public issue / follow on offer or through term loan. Therefore, clause (ix) of paragraph 3 of "the order" is not applicable to the company.

FRAUD

10 During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, no fraud by the Company or any fraud on the company by it's officers / employees has been noticed or reported during the year.

MANAGERIAL REMUNERATION

11 The Company has not provided / paid any managerial remuneration as specified under section 197 of The Companies Act 2013 during the year. Therefore, clause (xi) of paragraph 3 of the order is not applicable to the company.

NIDHI COMPANY

12 The company is not a Nidhi Company as defined under section 406 of companies Act 2013 Therefore, clause (xii) of paragraph 3 of the order is not applicable to the company.

TRANSACTIONS WITH RELATED PARTY

13 As per the information and explanation given to us, all transactions with related parties are in compliance with the provision of section 177 and section 188 of Companies Act, 2013. The relevant disclosure as required by AS 18 has been made in the financial statements.

PREFERETIAL ALLOTMENT / PRIVATE PLACEMENT OF SHARE / ISSUE OF DEBENTURE

14 During the year company has not made any preferential allotment or private placement of shares nor have issued any fully or partly convertible debenture as required under section 42 of Companies Act 2013. Therefore, clause (xiv) of paragraph 3 of the order is not applicable to the company.

B.P.BANG & CO.
CHARTERED ACCOUNTANTS
109, UNIVERSITY PLAZA, VIJAY CHAR RASTA, NAVRANGPURA, AHMEDABAD (GUJARAT) ☎ (O) 40029933 (M) 93-284-55933

NON CASH TRANSACTIONS WITH DIRECTORS

15 As per the information and explanation given to us, company has not entered in to any non cash transactions with directors or persons connected with him.

NBFC REGISTRATION

16 The Company is not required to registered under section 45-IA of the Reserve Bank of India Act, 1934 as NBFC. Therefore, clause (xvi) of paragraph 3 of "the order" is not applicable to the company.

FOR B. P. BANG & CO.
CHARTERED ACCOUNTANTS
FRN 010621C

(PRATAPRAM)
PARTNER
M. NO. 142935

PLACE : GANDHINAGAR
DATED : 09TH MAY, 2016

"Annexure B" to the Independent Auditor's Report of even date on the Standalone Financial Statements of GSPL INDIA TRANSCO LIMITED

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of **GSPL INDIA TRANSCO LIMITED** ("the Company") as of 31st March, 2016 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

B.P.BANG & CO.
CHARTERED ACCOUNTANTS
109, UNIVERSITY PLAZA, VIJAY CHAR RASTA, NAVRANGPURA, AHMEDABAD (GUJARAT) ✆ (O) 40029933 (M) 93-284-55933

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

FOR B. P. BANG & CO.
CHARTERED ACCOUNTANTS
FRN 010621C

PLACE : GANDHINAGAR
DATED : 09TH MAY, 2016

(PRATAPRAM)
PARTNER
M. NO. 142935

BEHIND MEDICAL AUDITORIUM, 166 (E) SECTOR-D, SHASTRI NAGAR, JODHPUR ✆ (O) 3255933 (R) 2542667 (M) 94-14032933
e-mail : bpbang@rediffmail.com

GITL

GSPL INDIA TRANSCO LTD.

Balance Sheet as at 31st March 2016

₹ in Lacs

Particulars	Notes	As at 31st March 2016	As at 31st March 2015
Equity and Liabilities			
Shareholders' funds			
Share capital	3	16,500.00	14,000.00
Share Application Money Pending Allotment	3	390.00	-
Reserves and surplus	4	487.52	400.23
		17,377.52	14,400.23
Non-current liabilities			
Other Long Term Liability	5	4.60	4.96
Long-term provisions	8	82.43	55.37
		87.03	60.33
Current liabilities			
Other current liabilities	6	353.50	469.20
Short-term provisions	8	25.85	25.15
		379.35	494.35
TOTAL		**17,843.90**	**14,954.91**
Assets			
Non-current assets			
Fixed assets			
Tangible assets	10	2,459.49	1,962.06
Intangible assets	10	1,962.45	1,699.84
Capital work-in-progress	10	9,712.69	8,055.20
Deferred Tax Asset (Net)	7	2.01	2.01
Long term loans and advances	11	2,113.40	1,365.97
Other Non Current Assets	12	322.10	429.00
		16,572.14	13,514.09
Current assets			
Cash and Bank Balances	13	687.51	1,382.53
Short term loans and advances	11	534.63	31.16
Other current assets	12	49.62	27.13
		1,271.76	1,440.82
TOTAL		**17,843.90**	**14,954.91**
Significant Accounting Policies	2.1		

The accompanying notes are integral part of the financial statements.

As per our report of even date attached

For B.P.Bang & Co.
Chartered Accountants
Firm Registration No. 010621C

Pratap Ram
Partner
Membership No.142935

Place: Gandhinagar
Date: 9th May 2016

For and on behalf of the Board of Directors

Dr. J N Singh, *IAS*
Chairman
DIN: 00955107

N. Bose Babu
CEO & Director
DIN: 03617497

Prabhat Himatsingka
CFO

Nilesh Patel
Company Secretary

Place: Gandhinagar
Date: 9th May 2016

GITL **GSPL INDIA TRANSCO LTD.**

Statement of Profit & Loss for the Year ended on 31st March 2016

₹ in Lacs

Particulars	Notes	For the Year ended 31st March 2016	For the Year ended 31st March 2015
Other Income			
Other Income - Interest Income	14	130.42	217.49
Total Revenue (A)		130.42	217.49
Expense		-	-
Total Expense (B)		-	-
Profit/(Loss) Before Tax [A- B]		130.42	217.49
Tax Expenses			
Current tax		43.12	70.56
Deferred tax		-	(0.04)
Profit/(Loss) After Tax carried to Balance Sheet		87.30	146.96
Earning per equity share (EPS)			
(Nominal value of share Rs. 10)			
Basic Earning per share (Rs.)		0.06	0.11
Diluted Earning per share (Rs.)		0.06	0.11
Significant Accounting Policies	2.1		

The accompanying notes are integral part of the financial statements.

As per our report of even date attached

For B.P.Bang & Co.
Chartered Accountants
Firm Registration No. 010621C

Pratap Ram
Partner
Membership No.142935

Place: Gandhinagar
Date: 9th May 2016

For and on behalf of the Board of Directors

Dr. J N Singh, IAS
Chairman
DIN: 00955107

N. Bose Babu
CEO & Director
DIN: 03617497

Prabhat Himatsingka
CFO

Nilesh Patel
Company Secretary

Place: Gandhinagar
Date: 9th May 2016

GITL GSPL INDIA TRANSCO LTD.

Cash Flow Statement for the year ended on 31st March 2016

₹ in Lacs

Particulars	For the Year ended 31st March 2016	For the Year ended 31st March 2015
Cash Flow from Operating Activities:		
Profit before Taxes and Extraordinary Items	130.42	217.49
Adjustments for:		
Interest Income	(130.42)	(217.49)
Net Cash Flow from Operating Activities (A)	-	-
Cash Flow from Investing Activities:		
Interest Received	93.39	187.19
Taxes paid	(34.44)	(77.38)
Investment in Fixed Deposits	(41.80)	(146.34)
Acquisition of Fixed Assets and Change in CWIP	(2,523.98)	(2,952.97)
(Increase)/Decrease in Other Assets	2.44	25.18
(Increase)/Decrease in Loans & Advances	(1,254.23)	(86.05)
Increase/(Decrease) in Non-Current Liabilities	(0.36)	3.02
Proceeds from Sale of Fixed Asset	17.03	0.76
Net Cash Flow from Investing Activities (B)	(3,741.96)	(3,046.60)
Cash Flow from Financing Activities:		
Proceeds from issue of Equity Share Capital (incl. App. Money)	2,890.00	2,500.00
Net Cash Flow from Financing Activities (C)	**2,890.00**	**2,500.00**
Net Increase / (Decrease) in Cash and Cash Equivalents (A+ B+ C)	(851.96)	(546.60)
Cash and Cash Equivalents at the beginning of the period		
Cash on hand	0.54	0.31
Bank Balances	33.09	56.88
Short term fixed deposits	1,305.00	1,828.03
	1,338.62	**1,885.22**
Cash and Cash Equivalents at the end of the period		
Cash on hand	0.66	0.54
Bank Balances	105.15	33.09
Short term fixed deposits	380.85	1,305.00
	486.66	1,338.62

Notes:

1. The above cash flow statement has been prepared under the indirect method as set out in AS – 3 on Cash Flow Statement issued by Institute of Chartered Accountants of India.
2. Figures in brackets indicate cash outflow/deduction.
3. The Increase/Decrease in Current-Non Current Assets and Current-Non Current Liabilities are considered as part of Investing activities as it includes amount payable to creditors for procurement of fixed assets/Capital Work in Progress.

As per our report of even date attached

For B.P.Bang & Co.
Chartered Accountants
Firm Registration No. 010621C

Pratap Ram
Partner
Membership No.142935

Place: Gandhinagar
Date: 9th May 2016

For and on behalf of the Board of Directors

N. Bose Babu

Dr. J N Singh, *IAS*
Chairman
DIN: 00955107

N. Bose Babu
CEO & Director
DIN: 03617497

Prabhat Himatsingka
CFO

Nilesh Patel
Company Secretary

Place: Gandhinagar
Date: 9th May 2016

1 CORPORATE INFORMATION

GSPL India Transco Limited ('the company') was incorporated on 13th October 2011 under the Companies Act, 1956 as a subsidiary of Gujarat State Petronet Limited (GSPL). On 30th April 2012, a Joint Venture Agreement was executed between Gujarat State Petronet Ltd. (GSPL), Indian Oil Corporation Ltd. (IOCL), Bharat Petroleum Corporation Ltd (BPCL) and Hindustan Petroleum Corporation Ltd.(HPCL). The share holding pattern is GSPL(52%), IOCL(26%), BPCL(11%) and HPCL(11%). The Company is developing a natural gas pipeline for transmission of natural gas from Mallavarm in Andhra Pradesh to Bhilwara in Rajasthan.

2 BASIS OF PREPARATION

The financial statements have been prepared under historical cost convention on accrual and going concern basis of accounting. The financial statements have been prepared and presented to comply in all material aspects with the Generally Accepted Accounting Principles in India and relevant provisions of the Companies Act, 2013 including Accounting Standards notified there under. The preparation of financial statements requires management to make certain judgements, estimates and assumptions that affect the amounts reported in the financial statements and notes thereto. The management believes these assumptions are reasonable and prudent.

2.1 Significant Accounting policies

(a) Tangible Fixed Assets and Capital Work in Progress

Fixed Assets are stated at cost net of recoverable taxes, less accumulated depreciation and impairment loss, if any.

All expenditure on project , till it is commissioned, is kept as Capital Work in Progress (CWIP) and after commissioning the same is transferred to Fixed Assets. Moreover, the Company capitalises borrowing cost for project.

The expenditure incurred relating to project prior to commencement of commercial operations are classified as Project Development Expenditure / Pre-Operative Expenditure and disclosed under Capital Work in Progress and will be apportioned to assets on completion of Project.

(b) Intangible Assets

Intangible Assets are stated at cost of acquisition net of recoverable taxes less accumulated amortisation, if any.

Intangible Assets includes amount paid towards obtaining the Right of Use (ROU) of land and Right of Way (ROW) permissions for laying the Gas Pipeline Network and expenditure incurred on Software. The Company capitalises software as Intangible Assets in terms of Accounting Standard -26 "Intangible Assets".

(c) **Depreciation and Amortisation**

Depreciation on tangible fixed assets is provided on written down value method (WDV) as per useful life prescribed in Schedule II to the Companies Act, 2013 except on Mobile instruments, which are depreciated over useful life of two years on WDV basis based on technical assessment.

Depreciation on assets acquired / disposed off during the year is provided on pro-rata basis with reference to the date of addition / disposal. Fixed Assets costing up to Rs. 5000/- are depreciated fully in the year of purchase / capitalisation.

Cost of Leasehold Land is amortised equally over the period of lease.

In case of Intangible Assets, software is amortised at 40% on written down value method. Right of Use (RoU) is perpetual in nature. However, as required by Accounting Standard-26, expenditure on Land Compensation for acquiring Right of Use (RoU) is amortised over 99 years on straight line method starting from the date of commissioning of the respective pipeline. Moreover, expenditure on Right of Way (RoW) is amortised over 30 years on straight line method starting from the date of commissioning of respective pipeline.

(d) **Borrowing Cost**

The Company is capitalising borrowing costs that are directly attributable to the acquisition or construction of qualifying fixed assets. For interest capitalisation, the capital cost of a particular project is identified against a borrowing in terms of period of construction and the interest for the relevant period is added to the capital cost till the particular project is capitalised and thereafter the interest is charged to the Statement of Profit and Loss. All other borrowing costs are recognized as expense in the period in which they are incurred and charged to the Statement of Profit and Loss.

(e) **Employee Benefits**

Employees Benefits are provided in the books as per Accounting Standard -15 "Employee Benefits" (revised 2005) in the following manner:

Short Term employee benefits are recognised as expense in the year in which services are rendered and are transferred to pre-operative expenses till start-up of commercial operation. The liability in respect of gratuity benefits being defined benefit schemes, payable in future, are determined by actuarial valuation carried out using projected unit credit method as on the balance sheet date and actuarial gains/(losses) after adjustment of planned assets, if any, are transferred to pre-operative expenses till start-up of commercial operation. Similarly, liability in respect of leave salary being defined benefit schemes, payable in future, are also determined by actuarial valuation carried out using projected unit credit method as on the balance sheet date and actuarial gains/(losses) are transferred to pre-operative expenses till start-up of commercial operation.

Retirement benefits in the form of superannuation is recognised as expense on estimated basis and transferred to pre-operative expenses till start-up of commercial operation. The company is in the process of formulating fund for super annuatuion and gratuity for the employees. Retirement Benefit in the form of provident fund, which is defined contribution scheme, is recognised as expense and transferred to pre-operative expenses till start-up of commercial operation.

(f) **Foreign Currency Transactions**

Transactions denominated in foreign currencies are normally recorded at the exchange rates prevailing at the time of the transaction.

Monetary items (assets and liabilities) denominated in foreign currencies at the period-end are reported at the exchange rate prevailing on the balance sheet date.

Non-monetary foreign currency items are carried at cost using the exchange rates on the date of transaction.

Any income or expense on account of foreign exchange difference either on settlement or on translation is recognised as income or expense in line with the provisions of Accounting Standard -11 "The Effects of Changes in Foreign Exchange Rates".

(g) **Revenue Recognition**

Interest income is recognised on time proportion basis in Statement of Profit and Loss.

Prepaid Expenses and Prior Period Expenses/Income upto ₹0.50 Lac in each case are charged to relevant heads of account of the current year.

(h) **Taxation**

Provision for current tax is made after taking into consideration benefits admissible under the provisions of the Income-tax Act, 1961.

Deferred tax resulting from "timing difference" between taxable and accounting income is accounted for using the tax rates and laws that are enacted or substantively enacted as on the balance sheet date. Deferred tax asset is recognised and carried forward only to the extent that there is a virtual certainty that the asset will be realised in future.

Minimum alternate tax (MAT) accrued in a year is charged to the statement of profit and loss as current tax. The company recognises MAT credit available as an asset only to the extent that there is convincing evidence that the company will pay normal income tax during the specified period. i.e., the period for which MAT credit is allowed to be carried forward. In the year in which the company recognises MAT credit as an asset in accordance with the Guidance Note on Accounting for Credit Available in respect of Minimum Alternative Tax under the Income-tax Act, 1961, the said asset is created by way of credit to the statement of profit and loss and shown as "MAT Credit Entitlement." The company reviews the "MAT credit entitlement" asset at each reporting date and writes down the asset to the extent the company does not have convincing evidence that it will pay normal tax during the specified period.

Provision for Wealth Tax is made in accordance with the provisions of the Wealth Tax Act, 1957.

(i) **Impairment of Assets**

At each balance sheet date, the Company reviews the carrying amounts of its assets to determine whether there is any indication that those assets suffered any impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of impairment loss. Recoverable amount is the higher of an asset's net selling price and value in use. In assessing value in use, the estimated future cash-flow expected from the continuing use of the assets and from its disposal is discounted to their present value using a pre-tax discount rate that reflects the current market assessments of time value of money and the risk specific of the assets. An asset is treated as impaired when the carrying cost of asset exceeds its recoverable value. An impairment loss is charged to the statement of profit and loss in the year in which an asset is identified as impaired. The impairment loss recognised in prior accounting period is reversed if there has been a change in the estimate of recoverable amount and is recognised immediately as income in the statement of profit and loss.

(j) **Earnings per Share**

The company reports Earnings per Share (EPS) in accordance with Accounting Standard-20 "Earnings per Share". Basic EPS is computed by dividing net profit after taxes for the period by weighted number of Equity Shares outstanding during the period.

The number of shares used in computing diluted EPS comprises the weighted average number of equity shares considered for deriving basic EPS, and also the weighted average number of equity shares that could have been issued on the conversion of all dilutive potential equity shares.

(k) **Provisions, Contingent Liabilities and Contingent Assets**

Provisions involving substantial degree of estimation in measurement are recognised when there is present obligation as a result of past events and it is probable that there will be an outflow of resources.

Contingent assets are neither recognised nor disclosed in financial statements.

Contingent liabilities if material are disclosed by way of notes to accounts.

(l) **Cash and cash Equivalent**

Cash and cash equivalents comprise cash on hand and deposits with banks. The Company considers all highly liquid investments with a remaining maturity at the date of purchase of three months or less and that are readily convertible to known amounts of cash to be cash equivalents.

(m) **Cash Flow Statement**

Cash flows are reported using the indirect method, whereby profit / (Loss) before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.

(n) **Events Occurring after Balance Sheet Date**

Material adjusting events (that provides evidence of condition that existed at the balance sheet date) occurring after the balance sheet date are recognised in the financial statements. Non adjusting events (that are inductive of conditions that arose subsequent to the balance sheet date) occurring after the balance sheet date that represents material change and commitment affecting the financial position are disclosed in the reports of the Board of Directors.

3 SHARE CAPITAL

₹ in Lacs

Particulars	No. of Shares	31.03.2016	No. of Shares	31.03.2015
AUTHORISED SHARE CAPITAL	2,20,00,00,000	2,20,000	2,20,00,00,000	2,20,000
ISSUED, SUBSCRIBED AND PAID UP CAPITAL Equity Shares of Rs. 10/- each fully paid up	16,50,00,000	16,500	14,00,00,000	14,000
TOTAL	16,50,00,000	16,500	14,00,00,000	14,000

Reconciliation of Number of Shares Outstanding at the beginning and at the end of the year

₹ in Lacs

Particulars	Year ended on 31st March 2016		Year ended on 31st March 2015	
	No. of Shares	Amount	No. of Shares	Amount
Equity Shares				
Equity shares at the beginning of the year	14,00,00,000	14,000	11,50,00,000	11500.00
Add: Equity Shares allotted during the year	2,50,00,000	2,500	2,50,00,000	2500.00
Equity shares at the end of the Period	**16,50,00,000**	**16,500**	**14,00,00,000**	**14000.00**

Terms / Rights attached to Equity Shares

The company has only one class of equity shares having a par value of Rs.10 per share. Each holder of equity share is entitled to one vote per share. The company declares and pays dividend in Indian Rupees. The dividend, if any, proposed by the Board of Directors is subject to the approval of shareholders in the ensuing Annual General Meeting.

In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company. The distribution will be in proportion to the number of equity shares held by the shareholders.

Details of Shares held by Holding Company and ultimate holding company and their subsidiaries / associates

₹ in Lacs

Particulars	As at 31st March 2016		As at 31st March 2015	
	No. of Equity Shares	Amount	No. of Equity Shares	Amount
Equity Shares held by Holding Company - Gujarat State Petronet Ltd. having face value of Rs.10/- each.	8,58,00,000	8,580.00	7,28,00,000	7,280.00

Details of Equity Shareholder(s) holding more than 5% Equity Shares

Name of the Shareholder	As at 31st March 2016		As at 31st March 2015	
	No. of Equity Shares	% Holding in Equity Shares	No. of Equity Shares	% Holding in Equity Shares
Gujarat State Petronet Ltd. (including Nominee Share Holders)	8,58,00,000	52%	7,28,00,000	52%
Indian Oil Corporation Ltd.	4,29,00,000	26%	3,64,00,000	26%
Bharat Petroleum Corporation Ltd.	1,81,50,000	11%	1,54,00,000	11%
Hindustan Petroleum Corporation Ltd.	1,81,50,000	11%	1,54,00,000	11%

Share Application Money Pending Allotment:

As on 30th March 2016 company has received ₹ 390.00 lacs as share application money from Indian Oil Corporation Ltd. Which is pending for allotment up to 31st March 2016.

4 RESERVE & SURPLUS

₹ in Lacs

Particulars	As at 31st March 2016	As at 31st March 2015
Profit & Loss Account		
Opening Balance	400.23	253.26
Add: Profit during the Period	87.30	146.96
Closing Balance	487.52	400.23
TOTAL	487.52	400.23

5 OTHER LONG TERM LIABILITIES

₹ in Lacs

Particulars	As at 31st March 2016	As at 31st March 2015
OYVS Installments from employees	4.60	4.96
TOTAL	4.60	4.96

6 OTHER CURRENT LIABILITIES

₹ in Lacs

Particulars	As at 31st March 2016	As at 31st March 2015
Other Payables for Capital Goods and Services (Refer note no.23 for details of due to micro, small and medium enterprises)	321.75	446.64
Other Statutory Liabilities	31.74	22.56
TOTAL	353.50	469.20

7 DEFERRED TAX ASSET (NET)

₹ in Lacs

Particulars	As at 31st March 2016	As at 31st March 2015
Deferred Tax Liability	-	-
Total Deferred Tax Liability (A)	-	-
Deferred Tax Asset:		
Preliminary Expenditure u/s 35 D	2.01	2.01
Total Deferred Tax Asset (B)	2.01	2.01
TOTAL (B - A)	2.01	2.01

AHMEDABAD CHARTERED ACCOUNTANTS

GANDHINAGAR

8 **PROVISIONS**

₹ in Lacs

Particulars	Long Term Provision As at 31st March 2016	Short Term Provision As at 31st March 2016	Long Term Provision As at 31st March 2015	Short Term Provision As at 31st March 2015
Provision for Employee Benefits				
Provision for Gratuity	31.40	0.09	20.87	0.04
Provision for Leave Salary	51.04	2.54	34.50	1.68
Provision for Leave Travel Allowance	-	5.59	-	7.29
Provision for Super Annuation	-	16.13	-	16.02
Other Provisions				
Provision for Income Tax net of Adv Tax & TDS	-	1.49	-	-
Provision for Wealth Tax	-	-	-	0.12
TOTAL	82.43	25.85	55.37	25.15

9 **PROJECT DEVELOPMENT / PRE-OPERATIVE EXPENDITURE**

₹ in Lacs

Particulars		For the Year ended on 31st March 2016	For the Year ended on 31st March 2015
Opening Balance Brought Forward	[a]	2,055.82	1,130.95
Employee Benefit Expense			
Salaries and Allowances		481.82	544.57
Leave Salary		23.54	25.28
Contribution to Provident Fund		24.59	28.58
Super Annuation		0.12	10.19
Gratuity Expenses		10.58	15.45
Staff Welfare		18.17	19.07
	[b]	558.82	643.15
Other Expense			
Advertisement Exp.		-	9.00
Business Promotion		-	2.28
Computer Expense		11.68	5.22
Director Sitting Fee		2.95	1.69
Insurance		1.21	1.71
Legal & Professional		36.25	14.96
Miscellaneous Expenses		23.05	14.93
Payment to Outsourced Persons		-	1.97
Postage, Telephone & Courier Expenses		2.20	2.39
Recruitment & Training		7.32	25.74
Rent		85.39	72.23
ROC Fees		0.18	0.32
Stationery & Printing		1.46	1.08
Statutory Audit Fees		1.52	1.51
Travelling		20.29	62.35
Travelling - Director		1.31	2.36
	[c]	194.82	219.73
Depreciation	[d]	31.71	61.99
Closing Balance	[a+b+c+d]	2,841.16	2,055.82

10 FIXED ASSETS

₹ in Lacs

Particulars	GROSS CARRYING AMOUNT				ACCUMULATED DEPRECIATION / AMORTISATION				NET CARRYING AMOUNT	
	Op. Balance As at 01-Apr-15	Additions/ Adjustments During The Year	Deduction During The Year	Cl. Balance As at 31-Mar-16	Op. Balance As at 01-Apr-15	Additions During The Year	Deduction During The Year	Cl. Balance As at 31-Mar-16	As at 31-Mar-16	As at 31-Mar-15
TANGIBLE ASSETS										
Land - Free Hold	1,899.69	525.75	-	2,425.44	-	-	-	-	2,425.44	1,899.69
Land - Lease Hold	-	2.77	-	2.77	-	0.04	-	0.04	2.73	-
Furniture & Fittings	3.68	0.39	-	4.07	1.46	0.68	-	2.14	1.93	2.21
Computers	66.45	0.71	6.98	60.18	47.20	10.81	4.33	53.67	6.51	19.26
Communication Equipments	5.93	2.07	3.25	4.75	4.10	1.91	2.79	3.22	1.53	1.83
Office Equipments	0.58	1.75	-	2.32	0.26	0.30	-	0.56	1.76	0.32
Electrical Installations & Equipments	0.76	-	-	0.76	0.34	0.11	-	0.45	0.30	0.42
Vehicles	62.43	4.02	28.42	38.03	24.09	9.03	14.39	18.73	19.30	38.34
Total (A)	**2,039.52**	**537.45**	**38.65**	**2,538.32**	**77.46**	**22.89**	**21.52**	**78.83**	**2,459.49**	**1,962.06**
INTANGIBLE ASSETS										
Computer Software	45.06	3.56	-	48.62	23.01	8.82	-	31.83	16.78	22.05
Right of Use / Right of Way	1,677.80	267.88	-	1,945.67	-	-	-	-	1,945.67	1,677.80
Total (B)	**1,722.85**	**271.43**	**-**	**1,994.29**	**23.01**	**8.82**	**-**	**31.83**	**1,962.45**	**1,699.84**
CAPITAL WORK IN PROGRESS	-	-	-	-	-	-	-	-	9,712.69	8,055.20
Total (C)	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**9,712.69**	**8,055.20**
TOTAL (A+B+C)	3,762.37	808.89	38.65	4,532.61	100.47	31.71	21.52	110.66	14,134.63	11,717.11
Previous Year	1,888.73	1,876.71	3.07	3,762.37	40.87	61.99	2.39	100.47	11,717.11	8,698.36

Note: i) Depreciation amounting to ₹31.71 lacs (Previous year ₹61.99 lacs) for year ended on 31.03.2016 has been transferred to Pre-Operative Expenses.

Note: ii) Capital Work in Progress includes Pre-Operative Expenses. The break-up of Pre-operative expenses is disclosed under Note No.9

11 LOANS & ADVANCES

₹ in Lacs

Particulars	Long Term As at 31st March 2016	Short Term As at 31st March 2016	Long Term As at 31st March 2015	Short Term As at 31st March 2015
Capital Advances				
Unsecured, considered good	128.05	-	126.32	-
Security Deposit Given				
Unsecured, considered good	1,069.34	1.24	445.81	1.45
Other Loans & Advances				
Secured, considered Good				
Housing Building Advance to Employees	31.89	2.10	31.01	2.10
Unsecured, considered Good				
Housing Building Advance to Employees	23.51	0.72	11.48	0.72
Advance Tax and TDS (net of Provision)	-	-	7.19	-
Loans & Advances to Employees	6.61	10.12	1.37	6.24
Payment under Protest (Refer Note No.15)		500.00		
Balance with Service Tax		0.42	-	0.05
Cenvat Receivable	852.10		738.38	-
Other Advance Payments		2.77		1.95
Prepaid Expenses	1.90	17.27	4.42	18.65
TOTAL	**2,113.40**	**534.63**	**1,365.97**	**31.16**

12 OTHER ASSETS

₹ in Lacs

Particulars	Long Term As at 31st March 2016	Short Term As at 31st March 2016	Non-Current As at 31st March 2015	Current As at 31st March 2015
Unsecured, considered good				
Non Current Bank Balance (Refer Note No.13)	278.08		393.20	-
Others				
Others Receivables	-	12.82	-	15.26
Interest Accrued But Not Due on Deposits	44.02	36.79	35.80	11.86
TOTAL	**322.10**	**49.62**	**429.00**	**27.13**

13 CASH & BANK BALANCE

₹ in Lacs

Particulars	Non Current As at 31st March 2016	Current As at 31st March 2016	Non Current As at 31st March 2015	Current As at 31st March 2015
Cash and Cash Equivalents				
Balances with Banks				
In Current Accounts		105.15	-	33.09
Fixed Deposit with original maturity of less than or equal to 3 months		380.85	-	1,305.00
Cash on Hand		0.66	-	0.54
Other Bank Balance				
Margin Money Deposit for Bank Guarantees	278.08	200.84	393.20	43.91
TOTAL	278.08	687.51	393.20	1,382.53
Amount disclosed under Other Non-Current Assets (Refer Note No.12)	(278.08)		(393.20)	-
TOTAL	**-**	**687.51**	**-**	**1,382.53**

14 OTHER INCOME

₹ in Lacs

Particulars	For the Year ended on 31st March 2016	For the Year ended on 31st March 2015
Interest Income		
Interest on Fixed Deposit with Banks	126.55	213.58
Interest income on House Building Advance	3.86	3.91
TOTAL	**130.42**	**217.49**

15 **CONTINGENT LIABILITY**

Bank Guarantee issued by the company and outstanding as on 31st March 2016 is ₹2073.48 lacs (Previous year ₹ 2472.45 lacs).

Further, the claim against the company not acknowledged as debt as on the balance sheet date is ₹500.00 Lacs (Previous Year: NIL). During the year, PNGRB has encashed the Performance Bank Guarantee amounting to ₹ 500 Lacs. The Company has challenged the same in Delhi High Court. As the matter is sub-judice at Delhi High Court, payment of ₹500 Lacs has been disclosed as "Payment Under Protest".

16 **CAPITAL & OTHER COMMITMENT**

Capital commitment:
Amount of estimated amount of contracts remaining to be executed on capital account and not provided for is approximately ₹8,913.27 lacs (Previous year ₹ 9,026.42 lacs).

Other Commitment: Nil

17 **PAYMENT TO AUDITORS**

₹ in Lacs

Particulars	FY 2015-16	FY 2014-15
For Statutory Audit	1.51	1.51
For other services	-	-
For reimbursement of expenses	0.15	0.10
Total	**1.66**	**1.61**

18 In the opinion of management, any of the assets other than fixed assets and non-current investments have a value on realisation in the ordinary course of business at least equal to the amount at which they are stated.

19 **EXPENDITURE / INCOME IN FOREIGN CURRENCY**

There is no expenditure / income in foreign currency during the year as well as previous year.

20 The balances of sundry debtors, creditors, loans and advances and deposits are subject to the confirmation by the parties and provision for all liabilities is adequate in opinion of the company.

21 During the year, the Company is in pre-operation stage. Hence, income from operations is Nil for the year.

22 **EARNINGS PER SHARE**

₹ in Lacs

Particulars	FY 2015-16	FY 2014-15
Net Profit/(Loss) after current and deferred tax	87.30	146.96
Weighted average number of equity shares	15,44,12,568	13,22,60,274
Basic EPS	**0.06**	**0.11**
Total weighted average number of equity shares including Potential equity shares	15,44,12,568	13,22,60,274
Diluted EPS	**0.06**	**0.11**
Face value / Nominal value of share (₹)	10.00	10.00

23 The details of amounts outstanding to Micro, Small and Medium Enterprises based on available information with the company is as under :

₹ in Lacs

Particulars	2015-16	2014-15
Principal amount remaining unpaid as on 31st March 2016	122.60	246.56
Interest due thereon as on 31st March 2016	-	-
Interest paid by the Company in terms of Section 16 of Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during the year	-	-
Interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under Micro, Small and Medium Enterprises Development Act, 2006.	-	-
Interest accrued and remaining unpaid as at 31st March 2016	-	-
Further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise	-	-

Dues to Micro and Small Enterprises have been determined to the extent such parties have been identified on the basis of information collected by the Management.

24 EMPLOYEE BENEFITS

Assumptions used for valuation: In arriving at the valuation for gratuity & leave encashment following assumptions were used:

Particulars	2015-16		2014-15	
	Gratuity	Leave Salary	Gratuity	Leave Salary
Mortality	Indian Assured Lives Mortality (2006-08) Ult.		Indian Assured Lives Mortality (2006-08) Ult.	
Withdrawal rate	5% at younger age reducing to 1% at old age		5% at younger age reducing to 1% at old age	
Retirement Age	60 years		60 years	
Discount Rate Current Period	8.10%	8.10%	7.80%	7.80%
Rate of Return on Plan Assets Current Period	N.A.	N.A.	N.A.	N.A.
Salary Escalation Current Period	7.00%	7.00%	7.00%	7.00%

The following table sets out the status of the gratuity plan and leave salary as required under Accounting Standard 15 (Revised) on "Employee Benefit".

₹ in Lacs

Particulars	2015-16		2014-15	
	Gratuity	Leave Salary	Gratuity	Leave Salary
Table showing change in benefit obligation				
Opening defined benefit obligation	20.91	36.18	5.45	10.89
Interest Cost	1.63	2.76	0.50	0.96
Current Service Cost	10.45	21.64	9.70	11.08
Benefit Paid	-	7.41	-	0.74
Actuarial Loss / (gain) on Obligations	(1.50)	0.41	5.26	13.98
Liability at the end of the period	**31.49**	**53.58**	**20.91**	**36.18**
Table showing change in Fair Value of Plan Assets				
Fair Value of Plan Assets at the beginning of the period	-	-	-	-
Expected Return on Plan Assets	-	-	-	-
Contributions	-	-	-	-
Benefit Paid	-	-	-	-
Actuarial gain / (loss) on Plan Assets	-	-	-	-
Fair Value of Plan Assets at the end of the period	-	-	-	-
Actual Gain / loss recognised				
Actuarial (gain) / loss on obligations	(1.50)	0.41	5.26	13.98
Actuarial gain / (loss) on Plan Assets	-	-	-	-
Net Actuarial (gain) / loss recognised during the period	(1.50)	0.41	5.26	13.98
Amount recognised in Balance Sheet				
Liability at the end of the period	31.49	53.58	20.91	36.18
Fair Value of Plan Asset at the end of the period	-	-	-	-
Net amount recognised in the Balance Sheet	**31.49**	**53.58**	**20.91**	**36.18**
Expense recognised as Preoperative Expenses				
Current Service cost	10.45	21.64	9.70	11.08
Interest cost	1.63	2.76	0.50	0.96
Expected return on Plan Asset	-	-	-	-
Net Actuarial Loss / (gain) to be recognised	(1.50)	0.41	5.26	13.98
Expense recognised as Preoperative Expenses	**10.58**	**24.81**	**15.45**	**26.03**
Current Liability	0.09	2.54	0.04	1.68
Non Current Liability	31.40	51.04	20.87	34.50
Total Liability	**31.49**	**53.58**	**20.91**	**36.18**

25 **Related Party Disclosures**

List of related parties identified as per AS-18 is as follows:

Ultimate Holding Company
Gujarat State Petroleum Corporation Ltd.

Holding Company:
Gujarat State Petronet Ltd.

Co - Promoters:
Indian Oil Corporation Ltd.
Bharat Petroleum Corporation Ltd.
Hindustan Petroleum Corporation Ltd.

Fellow Subsidiary
Gujarat Gas Ltd.

Key Managerial Personnel
Shri Atanu Chakraborty, IAS
Shri M. K. Das, IAS
Shri N. Bose Babu
Shri Ravindra Agrawal

Transactions* with related parties during the year as per Accounting Standard - 18 on "Related Party Disclosures" are as follows:

₹ in Lacs

Name of Related Party & transactions	2015-16	2014-15
Gujarat State Petroleum Corporation Ltd. (Ultimate Holding Company)		
Expenditure Reimbursement received	1.19	29.28
Expenditure Reimbursement paid	8.00	10.16
Purchase of Fixed Assets	-	14.45
Sale of Admin Assets	5.66	-
Gujarat State Petronet Ltd. (Holding Company)		
Expenditure Reimbursement paid	142.16	154.81
Rent Expense	46.70	46.05
Purchase of Fixed Assets	3.80	7.22
Expenditure Reimbursement received	184.41	166.47
Investment in equity shares by GSPL	1,300.00	1,300.00
Gujarat Gas Ltd. (Fellow Subsidiary)		
Sale of Admin Asset to GGL	12.58	-
Expenditure Reimbursement paid	9.60	-
Indian Oil Corporation Ltd. (Co - Promoter)		
Expenditure Reimbursement paid	35.81	29.33
Pipeline Crossing Charges paid	10.94	-
Security Deposit Paid	13.09	-
Sitting Fee #	0.51	0.28
Investment in equity shares by IOCL	650.00	650.00
Share Application Money Received (pending allotment)	390.00	-
Bharat Petroleum Corporation Ltd. (Co - Promoter)		
Sitting Fee #	0.23	0.34
Investment in equity shares by BPCL	275.00	275.00

B. P. BANG & CO. CA AHMEDABAD CHARTERED ACCOUNTANTS

₹ in Lacs

Name of Related Party & transactions	2015-16	2014-15
Hindustan Petroleum Corporation Ltd. (Co - Promoter)		
Sitting Fee #	-	-
Pipeline Crossing Charges paid	-	0.35
Security Deposit Paid	0.25	1.75
Investment in equity shares by HPCL	275.00	275.00
Key Managerial Personnel		
Sitting Fee #	0.68	0.67

* The above transactions are inclusive of all taxes, wherever applicable.

Sitting Fees to Directors includes service tax paid under reverse charge mechanism, wherever applicable.

Details of outstanding balance with related parties is as follows:

₹ in Lacs

Name	31.03.2016 Amount Rs.	31.03.2015 Amount Rs.
Gujarat State Petroleum Corporation Ltd. (Ultimate Holding Company)		
Amount payable	3.43	23.71
Amount receivable	-	0.32
Gujarat State Petronet Ltd. (Holding Company)		
Amount payable	48.16	17.36
Amount receivable	12.68	14.94
Gujarat Gas Ltd. (Fellow Subsidiary)		
Amount payable	-	-
Amount receivable	-	-
Indian Oil Corporation Ltd. (Co - Promoter)		
Amount payable	17.24	16.03
Amount receivable	14.59	1.50
Bharat Petroleum Corporation Ltd. (Co - Promoter)		
Amount payable	-	-
Amount receivable	-	-
Hindustan Petroleum Corporation Ltd. (Co - Promoter)		
Amount payable	-	-
Amount receivable	2.00	1.75
Key Managerial Personnel		
Amount payable	0.08	-
Amount receivable	-	0.15

26 The company has not started commercial operations and will primarily be engaged in single segment of natural gas transportation business , which involves transportation of natural gas from sources of supply to end customers. Hence, Segment reporting as required under Accounting Standard 17 issued by Institute of Chartered Accountants of India is not applicable.

27 The Company has signed Rupee Loan Facility Agreement for Term Loan of ₹5,080 crore with a consortium of 14 banks with Bank of India as the Lead Bank. However, disbursement of loan is not yet taken by the company.

28 In compliance with Accounting Standard-26 - Intangible Assets, estimated useful life of Right of Use (RoU) and Right of Way (RoW) has been changed to 99 years and 30 years respectively. However, there will not be any implication in books of accounts due to such change as amortisation will start only from date of commissioning of the pipeline.

29 As at the balance sheet date Company has reviewed the carrying amounts of its assets and found that there is no indication that those assets have suffered any impairment loss. Hence no such impairment loss has been provided.

30 The figures appearing in financial statements are rounded off to the nearest Rupees.

31 Previous year figures have been regrouped or reclassified , wherever necessary.

For and on behalf of the Board of Directors

As per our report of even date attached

For B.P.Bang & Co.
Chartered Accountants
Firm Registration No. 010621C

Pratap Ram
Partner
Membership No.142935

Place: Gandhinagar
Date: 9th May 2016

Dr. J N Singh, *IAS*
Chairman
DIN: 00955107

N. Bose Babu
CEO & Director
DIN: 03617497

Prabhat Himatsingka
CFO

Nilesh Patel
Company Secretary

Place: Gandhinagar
Date: 9th May 2016