GSPL INDIA TRANSCO LIMITED

NOTICE

Notice is hereby given that the 15th Annual General Meeting of the members of GSPL INDIA TRANSCO LIMITED will be held on Tuesday, 29th September, 2026 at 5:30 p.m. at GTL Bhavan, E-18, GIDC Electronics Estate, Nr. K-7 Circle, Sector-26, Gandhinagar – 382028, Gujarat, India to transact following business:

ORDINARY BUSINESS

1 To receive, consider and adopt Audited Financial Statements of the Company for the Financial Year ended 31st March, 2026 along with the Reports of the Directors' and Auditors thereon.

2 To appoint a Director in place of Smt. Papia Sengupta (DIN:07701564), who retires by rotation and being eligible, offers herself for re-appointment.

3 To appoint a Director in place of Shri Shailesh Tiwari (DIN: 09667713), who retires by rotation and being eligible, offers himself for re-appointment.

4 To authorize the Board of Directors to fix remuneration of Statutory Auditors of the Company for the Financial Year 2026-27.

SPECIAL BUSINESS

5 To appoint Shri Manoj Kumar Das, IAS (DIN: 06530792) 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 Manoj Kumar Das, IAS (DIN: 06530792) who was appointed as an Additional Director by the Board of Directors of the Company with effect from 03rd November, 2025 and holds office up to the date of this Annual General Meeting in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company liable to retire by rotation."

6 To appoint Smt. Avantika Singh Aulakh, IAS (DIN: 07549438) 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 Smt. Avantika Singh Aulakh, IAS (DIN: 07549438) who was appointed as an Additional Director by the Board of Directors of the Company with effect from 07th January, 2026 and holds office up to the date of this Annual General Meeting in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing

her candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company liable to retire by rotation."

7 To appoint Shri Prasun Kumar Mishra (DIN: 10929972) 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 Prasun Kumar Mishra (DIN: 10929972) who was appointed as an Additional Director by the Board of Directors of the Company with effect from 24th March, 2026 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 To appoint Shri Neelesh Khulbe (DIN: 10051311) 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 Neelesh Khulbe (DIN: 10051311) who was appointed as an Additional Director by the Board of Directors of the Company with effect from 30th April, 2026 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."

9 To appoint Shri Saarthak Gautam (DIN: 11731187) 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 Saarthak Gautam (DIN: 11731187) who was appointed as an Additional Director by the Board of Directors of the Company with effect from 20th May, 2026 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."

10 To appoint Smt. Vanaja N. Sarna, IRS (Retd.) (DIN: 10419005) as a Women Independent Director of the Company.

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

"RESOLVED THAT Smt. Vanaja N. Sarna, IRS (Retd.) (DIN: 10419005), who was appointed as an Additional Director (Independent) of the Company with effect from 13th April, 2026, pursuant to provisions of Section 149, 152 and 161 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of the Director, be and is hereby appointed as a Women Independent Director of the Company to hold office for a term of five years w.e.f. 13th April, 2026 and whose term of office shall not be liable to retirement by rotation.

11 To ratify remuneration payable to M/s. G. G & Associates, Cost Accountants, Ahmedabad, Cost Auditors for F.Y 2026-27.

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

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, remuneration payable to M/s. G. G & Associates, Cost Accountants, Ahmedabad, Cost Accountants appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the financial year 2026-27 amounting to Rs. 40,000/- (excluding out of pocket expenses capped at 10% and GST) incurred by them in connection with the aforesaid audit, be and is hereby ratified and confirmed."

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

12 To consider and approve the Adoption of New Articles of Association of the company.

To consider and pass with or without modification(s), the following resolution as Special resolutions:

"RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013, read with Companies (Incorporation) Rules thereunder including any statutory modification(s) thereof from time to time, and subject to such other approvals required, if any, from the appropriate authorities and the terms & condition/amendment(s)/modification(s), as may be required or suggested by any such appropriate authorities, and agreed to by the Board of Directors of the Company (or such other person as may be authorized by the Board of Directors in this regard) the consent of the members of the company be and is hereby accorded for adoption of new set of Articles of Association, in place of existing Articles of Association of the Company with immediate effect.

RESOLVED FURTHER THAT Chief Executive Officer and Company Secretary be and are hereby severally authorized to do all such acts, deeds, and things as may be necessary, expedient, or incidental to give full effect to this resolution."

For GSPL India Transco Limited

Sd/-
Vidhi Desai
Company Secretary

Date: 11th September, 2026
Place: Gandhinagar
Registered Office: GTL Bhavan, E-18, GIDC Electronics Estate,
Nr. K-7 Circle, Sector-26, Gandhinagar – 382028, Gujarat, India
Tel: 079-23268500
CIN: U40200GJ2011SGC067450
Website: www.gspltrans.com/GITL
Email: gitl@gspltrans.com

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF. A PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXY TO BE EFFECTIVE MUST REACH THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE TIME FIXED FOR HOLDING THE MEETING. A FORM OF PROXY IS ENCLOSED HEREWITH.

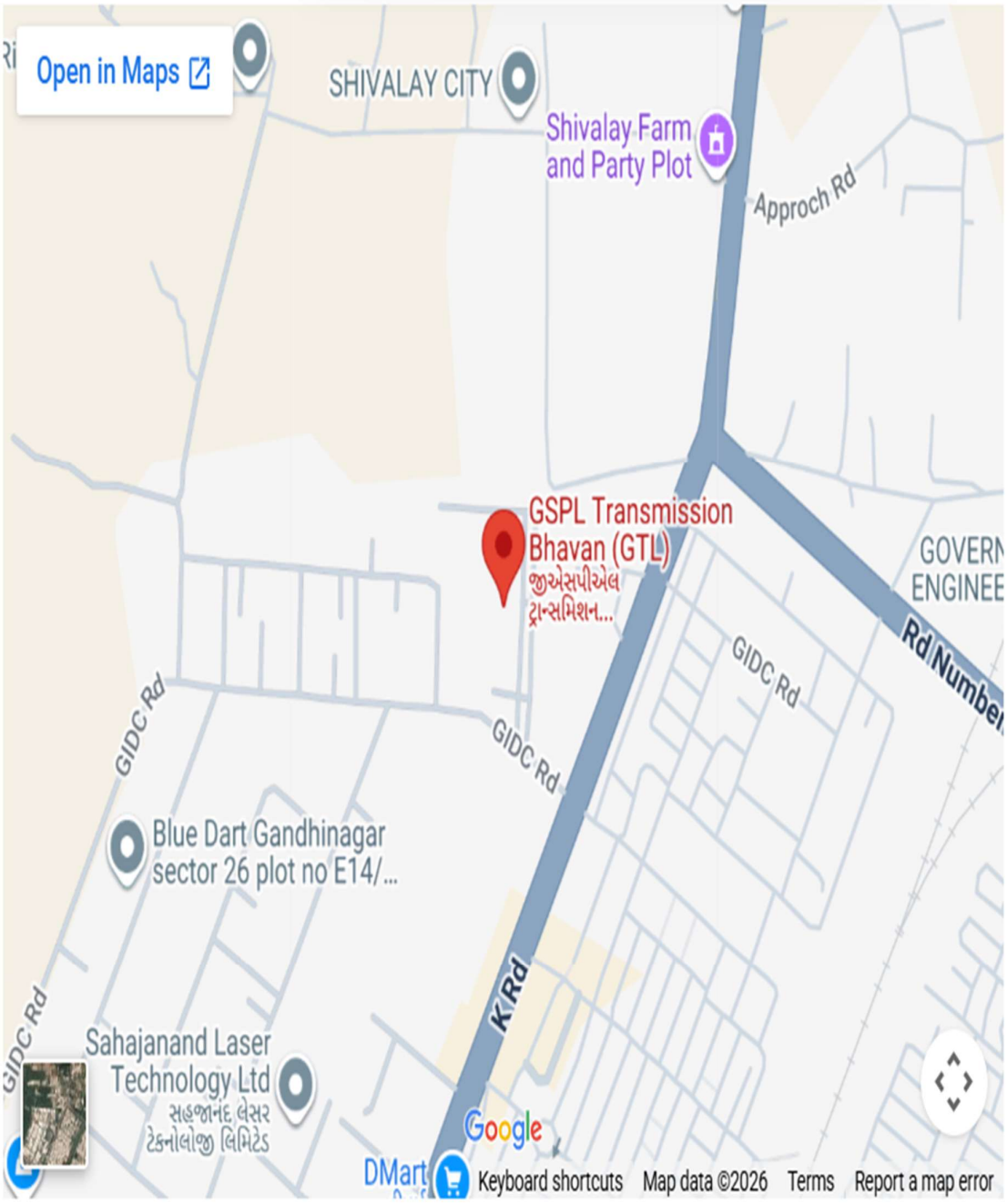
   AS PER THE PROVISIONS OF THE COMPANIES ACT 2013, A PERSON CAN ACT AS PROXY ON BEHALF OF THE MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CPAITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE SHARE CAPITAL OF THE COMPANY MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.

2. WHEREIN MEMBER (S) ARE BODY CORPORATE (VIZ COMPANIES ETC) AUTHORISATION IS TO BE DONE BY THE BOARD/ COMMITTEE OF THAT BODY CORPORATE IN FAVOUR OF ANY PERSON AS PER THE PROVISIONS OF SECTION 113 OF THE COMPANIES ACT, 2013 WHO SHALL ACT AS THE REPRESENTATIVE OF THAT BODY CORPORATE AND SHALL HAVE SAME RIGHT AND POWERS ON BEHALF OF BODY CORPORATE AS IF IT WERE AN INDIVIDUAL. THE AUTHORISED REPRESENTATIVE SHALL SEND THE CERTIFIED TRUE COPY OF THE RESOLUTION AT THE REGISTERED OFFICE OF THE COMPANY TO REACH BEFORE THE DATE OF ANNUAL GENERAL MEETING.

3. THE EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF COMPANIES ACT, 2013 IN RESPECT OF SPECIAL BUSINESS IS ANNEXED HERETO.

4. ALL DOCUMENTS REFERRED TO IN THE ACCOMPANYING NOTICE AND THE EXPLANATORY STATEMENT SHALL BE OPEN FOR INSPECTION AT THE REGISTERED OFFICE OF THE COMPANY DURING NORMAL BUSINESS HOURS I.E. BETWEEN 11.00 A.M. TO 3.00 P.M. ON ALL WORKING DAYS UP TO AND INCLUDING THE DATE OF ANNUAL GENERAL MEETING.

5. ROUTE MAP OF VENUE OF ANNUAL GENERAL MEETING IS GIVEN BELOW:


Open in Maps
SHIVALAY CITY
Shivalay Farm and Party Plot
Approch Rd
GSPL Transmission Bhavan (GTL)
જીએસપીએલ ટ્રાન્સમિશન...
GOVERN ENGINEE
Rd Number
GIDC Rd
GIDC Rd
GIDC Rd
GIDC Rd
Blue Dart Gandhinagar sector 26 plot no E14/...
K Rd
Sahajanand Laser Technology Ltd
સહજાનંદ લેસર ટેક્નોલોજી લિમિટેડ
Google
DMart
Keyboard shortcuts
Map data ©2026
Terms
Report a map error

Explanatory Statement
(Pursuant to Section 102 of the Companies Act, 2013)

Item No. 5

The Board of Directors of the Company has appointed Shri Manoj Kumar Das, IAS aged about 59 years (DIN: 06530792), as an Additional Director and Chairman of the Company pursuant to the provisions of Section 161(1) of the Companies Act 2013 and Articles of Association of the company with effect from 3rd November, 2025 and he holds the office up to the date of the ensuing Annual General meeting.

The Company has received a notice in writing from a member pursuant to Section 160 of the Companies Act, 2013 proposing candidature of Shri Manoj Kumar Das, IAS for the office of Director. Shri Manoj Kumar Das, IAS if appointed will be liable to retire by rotation.

A brief profile of Shri Manoj Kumar Das, IAS, the nature of his expertise in specific functional areas, name of companies in which he holds Directorship, Committee Memberships/Chairmanships, shareholding etc. are separately annexed hereto.

None of the Directors or Key Managerial Personnel (KMP) or relatives of Directors and KMPs, except Shri Manoj Kumar Das, IAS, are concerned or interested in the Resolution at Item No. 5 of the Notice.

The Board recommends the Resolution for approval of the Members. The Members are requested to approve the Ordinary Resolution.

Item No. 6

The Board of Directors of the Company has appointed Smt. Avantika Singh Aulakh, IAS aged about 45 years (DIN: 07549438), as an Additional Director of the Company pursuant to the provisions of Section 161(1) of the Companies Act 2013 and Articles of Association of the company with effect from 07th January, 2026 and she holds the office up to the date of the ensuing Annual General meeting.

The Company has received a notice in writing from a member pursuant to Section 160 of the Companies Act, 2013 proposing candidature of Smt. Avantika Singh Aulakh, IAS for the office of Director. Smt. Avantika Singh Aulakh, IAS, if appointed will be liable to retire by rotation.
A brief profile of Smt. Avantika Singh Aulakh, IAS the nature of her expertise in specific functional areas, name of companies in which she holds Directorship, Committee Memberships/Chairmanships, shareholding etc. are separately annexed hereto.

None of the Directors or Key Managerial Personnel (KMP) or relatives of Directors and KMPs, except Smt. Avantika Singh Aulakh, IAS, are concerned or interested in the Resolution at Item No. 6 of the Notice.

The Board recommends the Resolution for approval of the Members. The Members are requested to approve the Ordinary Resolution.

Item No. 7

The Board of Directors of the Company has appointed Shri Prasun Kumar Mishra aged about 53 years (DIN: 10929972), as an Additional Director of the Company pursuant to the provisions of Section 161(1) of the Companies Act 2013 and Articles of Association of the company with effect from 24th March, 2026 and he holds the office up to the date of the ensuing Annual General meeting.

The Company has received a notice in writing from a member pursuant to Section 160 of the Companies Act, 2013 proposing candidature of Shri Prasun Kumar Mishra for the office of Director. Shri Prasun Kumar Mishra, if appointed will be liable to retire by rotation.

A brief profile of Shri Prasun Kumar Mishra the nature of his expertise in specific functional areas, name of companies in which he holds Directorship, Committee Memberships/Chairmanships, shareholding etc. are separately annexed hereto.

None of the Directors or Key Managerial Personnel (KMP) or relatives of Directors and KMPs, except Shri Prasun Kumar Mishra, are concerned or interested in the Resolution at Item No. 7 of the Notice.

The Board recommends the Resolution for approval of the Members. The Members are requested to approve the Ordinary Resolution

Item No. 8

The Board of Directors of the Company has appointed Shri Neelesh Khulbe aged about 59 years (DIN: 10051311), as an Additional Director of the Company pursuant to the provisions of Section 161(1) of the Companies Act 2013 and Articles of Association of the company with effect from 30th April, 2026 and he holds the office up to the date of the ensuing Annual General meeting.

The Company has received a notice in writing from a member pursuant to Section 160 of the Companies Act, 2013 proposing candidature of Shri Neelesh Khulbe for the office of Director. Shri Neelesh Khulbe, if appointed will be liable to retire by rotation.

A brief profile of Shri Neelesh Khulbe the nature of his expertise in specific functional areas, name of companies in which he holds Directorship, Committee Memberships/Chairmanships, shareholding etc. are separately annexed hereto.

None of the Directors or Key Managerial Personnel (KMP) or relatives of Directors and KMPs, except Shri Neelesh Khulbe, are concerned or interested in the Resolution at Item No. 8 of the Notice.

The Board recommends the Resolution for approval of the Members. The Members are requested to approve the Ordinary Resolution.

Item No. 9

The Board of Directors of the Company has appointed Shri Saarthak Gautam aged about 58 years (DIN: 11731187), as an Additional Director of the Company pursuant to the provisions of Section

161(1) of the Companies Act 2013 and Articles of Association of the company with effect from 20th May, 2026 and he holds the office up to the date of the ensuing Annual General meeting.

The Company has received a notice in writing from a member pursuant to Section 160 of the Companies Act, 2013 proposing candidature of Shri Saarthak Gautam for the office of Director. Shri Saarthak Gautam, if appointed will be liable to retire by rotation.

A brief profile of Shri Saarthak Gautam the nature of his expertise in specific functional areas, name of companies in which he holds Directorship, Committee Memberships/Chairmanships, shareholding etc. are separately annexed hereto.

None of the Directors or Key Managerial Personnel (KMP) or relatives of Directors and KMPs, except Shri Saarthak Gautam, are concerned or interested in the Resolution at Item No. 9 of the Notice.

The Board recommends the Resolution for approval of the Members. The Members are requested to approve the Ordinary Resolution.

Item No. 10

The Board of Directors of the Company has appointed Smt. Vanaja N. Sarna, IRS (Retd.) aged about 68 years (DIN: 10419005), as an Additional Director (Independent) of the Company pursuant to the provisions of Section 149, 152 and 161 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and Articles of Association of the company with effect from 13th April, 2026 and she holds the office up to the date of the ensuing Annual General meeting.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Smt. Vanaja N. Sarna, IRS (Retd.) as an Independent Director is now being placed before the Members for their approval. Further, as per the provisions of Section - 149 of the Companies Act, 2013 an Independent Director shall hold office for a term upto five consecutive years on the Board of a Company and is not liable to retire by rotation.
The Company has received a notice in writing from a member pursuant to Section 160 of the Companies Act, 2013 proposing candidature of Smt. Vanaja N. Sarna, IRS (Retd.) for the office of Director. Smt. Vanaja N. Sarna, IRS (Retd.), if appointed will not be liable to retire by rotation. She has given a declaration to the Board that she meets the criteria of Independence as provided under Section - 149 (6) of the Act. The Board recommends her appointment as a Women Independent Director for five (5) consecutive years effective from 13th April, 2026.

A brief profile of Smt. Vanaja N. Sarna, IRS (Retd.) the nature of her expertise in specific functional areas, name of companies in which she holds Directorship, Committee Memberships/Chairmanships, shareholding etc. are separately annexed hereto.

Copy of the draft letter of appointment of Smt. Vanaja N. Sarna, IRS (Retd.) setting out the terms and conditions and other relevant documents will be available for inspection at the time of the meeting.

None of the Directors or Key Managerial Personnel (KMP) or relatives of Directors and KMPs, except Smt. Vanaja N. Sarna, IRS (Retd.), are concerned or interested in the Resolution at Item No. 10 of the Notice.

The Board recommends the Resolution for approval of the Members. The Members are requested to approve the Ordinary Resolution.

Item No.11

The Board of Directors at its meeting held on 10th August, 2026 on the recommendation of Audit Committee, approved the appointment and remuneration of M/s. G.G and Associates, Cost Accountants, to conduct the audit of the cost records of the Company for the financial year 2026-27. In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to Cost Auditor is required to be ratified by the members of the Company.

Accordingly, the members are requested to ratify remuneration of Rs. 40,000/- (excluding out of pocket expenses capped at 10% and GST) payable to the Cost Auditor for the financial year 2026-27 for aforesaid services to be rendered by them.

None of the Directors or Key Managerial Personnel of the company or their relatives are deemed to be concerned or interested in the proposed resolution.

The Board recommends the Resolution for approval of the Members. The Members are requested to approve the Ordinary Resolution.

Item No.12

GITL is in receipt of an intimation from GSPL Transmission Limited (GTL) on 08.05.2026 stating that pursuant to the Composite Scheme of Amalgamation and Arrangement("Scheme") effective from 01st May, 2026 between Gujarat State Petroleum Corporation Limited (GSPC), Gujarat State Petronet Limited(GSPL), GSPC Energy Limited, Gujarat Energy Limited(formerly known as Gujarat Gas Limited) (GEL) and GSPL Transmission Limited(GTL), the Gas Transmission Business Undertaking of Gujarat State Petronet Limited stands demerged into GSPL Transmission Limited on a going concern basis and GTL has accordingly, succeeded to and assumed all rights and obligations of GSPL in respect of the said undertaking, including investment in GITL. Consequently, GTL now has become promoter of GITL and has its rights over equity stake of 52% in GITL.

Further, the existing AOA was prepared in accordance with the provisions of the Companies Act, 1956. The Companies Act 2013 was notified in the year 2014 in place of the Companies Act 1956. Consequent to notification of all the operative provisions of the Companies Act 2013 few clauses of the existing AoA have become inconsistent with, or require alignment to, the provisions of the Companies Act 2013. Pursuant to Section 6 of the Companies Act, 2013, any provision in the AOA that is repugnant to the 2013 Act becomes void. Thus, in order to ensure consistency with the legal framework and avoid any ambiguity, it is considered prudent to

replace the existing AoA with a new set of AoA by adopting a completely new set of Articles of Association in alignment with the Companies Act, 2013.

Accordingly, in its meeting held on 10th August, 2026, the Board considered and approved amendments to the company's Articles of Association (AOA) to reflect GTL's succession and ensure compliance with the Companies Act, 2013 by adoption of the significant clauses of Table F and also simultaneously to incorporate the necessary covenants of the Joint Venture Agreement

The new set of AOA shall substitute the existing AOA. Copy of the draft Articles of Association of the Company would be available for inspection by the members at the Registered Office/ Corporate Office of the Company on any working day between 11 A.M. to 3.00 P.M. upto and including the date of AGM and also at the venue of the meeting

None of the Directors or Key Managerial Personnel (KMP) of the company and/or relatives are concerned or interested, financially or otherwise, in the Resolution set out at Item No. 12 of the Notice.

The Board recommends the Resolution for approval of the Members. The Members are requested to approve the Special Resolution.

For GSPL India Transco Limited

Sd/-
Vidhi Desai
Company Secretary

Date: 11th September, 2026
Place: Gandhinagar

Registered Office:
GTL Bhavan, E-18, GIDC Electronics Estate,
Nr. K-7 Circle, Sector-26, Gandhinagar – 382028,
Gujarat, India. Tel: 079-23268500
CIN: U40200GJ2011SGC067450
Website: www.gspltrans.com/GITL
Email: gitl@gspltrans.com

Details of Directors Appointed/ Re-appointed

Name of Director	Smt. Papia Sengupta	Shri. Shailesh Tiwari	Shri. M.K. Das, IAS	Smt. Avantika Singh Aulakh, IAS	Shri. Prasun Kumar Mishra	Shri Neelesh Khulbe	Shri Saarthak Gautam	Smt. Vanaja N. Sarna, IRS (Retd.)
Date of Birth	27.09.1959	19.05.1969	20.12.1966	02.03.1981	06.12.1972	14.08.1967	27.11.1968	22.06.1958
Date of First Appointment	16.04.2024	27.08.2025	03.11.2025	07.01.2026	24.03.2026	30.04.2026	20.05.2026	13.04.2026
Terms and Conditions of Appointment	Smt. Papia Sengupta has been nominated by EPD, GOG. She shall hold office till further intimation in this regard by GOG.	Shri Shailesh Tiwari has been nominated by Indian Oil Corporation Limited (IOCL). He shall hold office till further intimation in this regard by IOCL.	Shri Manoj Kumar Das, IAS has been nominated by GSPL Transmission Limited (GTL). He shall hold office till further intimation in this regard by GTL.	Smt. Avantika Singh Aulakh, IAS has been nominated by GSPL Transmission Limited (GTL). She shall hold office till further intimation in this regard by GTL.	Shri Prasun Kumar Mishra has been nominated by Indian Oil Corporation Limited (IOCL). He shall hold office till further intimation in this regard by IOCL.	Shri Neelesh Khulbe has been nominated by Hindustan Petroleum Corporation Limited (HPCL). He shall hold office till further intimation in this regard by HPCL.	Shri Saarthak Gautam has been nominated by GSPL Transmission Limited (GTL). He shall hold office till further intimation in this regard by GTL.	Smt Vanaja N. Sarna, IRS(Retd.) has been nominated by EPD, GOG. She shall hold office till further intimation in this regard by GOG.
Details of Remuneration	Smt. Papia Sengupta shall not draw any remuneration except Sitting Fees and out of Pocket Expense	Shri Shailesh Tiwari shall not draw any remuneration except Sitting Fees and out of Pocket Expense	Shri Manoj Kumar Das, IAS shall not draw any remuneration except Sitting Fees and out of Pocket Expense	Smt. Avantika Singh Aulakh, IAS shall not draw any remuneration except Sitting Fees and out of Pocket Expense	Shri Prasun Kumar Mishra shall not draw any remuneration except Sitting Fees and out of Pocket Expense	Shri Neelesh Khulbe shall not draw any remuneration except Sitting Fees and out of Pocket Expense	Shri Saarthak Gautam shall not draw any remuneration except Sitting Fees and out of Pocket Expense	Smt. Vanaja N. Sarna, IRS (Retd.) shall not draw any remuneration except Sitting Fees and out of Pocket Expense
Qualifications & Expertise	Refer Page No. 17 of the Report	Refer Page No. 18 of the Report	Refer Page No. 15 of the Report	Refer Page No.16 of the Report	Refer Page No. 20 of the Report	Refer Page No.21 of the Report	Refer Page No.22 of the Report	Refer Page No.19 of the Report
Directorship held in other companies (excluding foreign companies)	• Andhra Paper Limited • The Investment Trust of India Limited • Antique Stock Broking Limited • Paschim Gujarat Vij Company Limited • GSPL India Gasnet Limited • ITI Credit Limited	• GSPL India Gasnet Limited • IHB Limited	• GSPL Transmission Linited. • GSPC LNG Limited. • Gujarat Energy Limited • Sardar Sarovar Narmada Nigam Limited • Gujarat State Fertilizers & Chemicals Limited • Gujarat Narmada Valley	• GSPL Transmission Limited • GSPC LNG Limited • GSPL India Gasnet Limited • GACL-NALCO Alkalies & Chemicals Pvt. Limited • Gujarat Energy Limited • Gujarat Alkalies & Chemicals Limited	• GSPL India Gasnet Limited • Indianoil LNG Private Limited • Indianoil - Adani Gas Private Limited	Nil	Nil	• Travelstack Tech Limited • GSPL India Gasnet Limited • Subros Limited • GSPL Transmission Limited • Borosil Renewables Limited

			Fertilizers & Chemicals Limited • Gujarat Gas Financial Services Limited • GSPL India Gasnet Limited	• GACL Foundation Trust • Gujarat Metro Rail Corporation (GMRC) Limited • Petronet LNG Limited • Sabarmati Gas				
Chairman/ Member of the Committees of other Companies (excluding foreign Companies)	**GSPL India Gasnet Limited** • Audit Committee- Member • Nomination and Remuneration Committee- Member **Andhra Paper Limited** • Audit Committee- Member • Stakeholders Relationship Committee- Member **The Investment Trust of India Limited** • Audit Committee- Member • Stakeholders Relationship Committee- Member • Nomination and Remuneration Committee- Chairman • Risk Management Committee- Member **Antique Stock Broking Limited** • Audit Committee- Member • Nomination and Remuneration Committee- Chairman **ITI Credit Limited**	**GSPL India Gasnet Limited** • Audit Committee- Member • Corporate Social Responsibility Committee- Member	**GSPL India Gasnet Limited** • Audit Committee- Chairman	**GSPL Transmission Limited** • Audit Committee- Member • Stakeholders Relationship Committee- Member • Corporate Social Responsibility Committee- Chairperson • Risk Management Committee- Member • Business Responsibility & Sustainability Reporting (BRSR) Committee- Member • HR Committee- Member • Project management Committee- Member **GSPC LNG Limited** • HR Committee- Chairperson **Gujarat Energy Limited** • Audit Committee- Member • Risk Management Committee- Member • Corporate Social Responsibility Committee- Member • HR Committee- Member	NIL	**Nil**	**Nil**	**Borosil Renewables Limited** • Audit Committee- Member • Nomination and Remuneration Committee- Member • Corporate Social Responsibility & Environment, Social & Governance (ESG) Committee- Member • Risk Management Committee- Member **GSPL Transmission Limited** • Audit Committee- Chairperson • Nomination and Remuneration Committee- Chairperson • Corporate Social Responsibility Committee- Member • Risk Management Committee- Member • Project Management Committee- Member • HR Committee- Member

	• Audit Committee-Member • Nomination and Remuneration Committee-Member			• Project Committee-Member • Business Development Committee-Member **Gujarat Alkalies & Chemicals Limited** • Audit Committee-Member • Corporate Social Responsibility Committee-Member • Stakeholders Relationship Cum Investor's Grievance Committee-Member • Risk Management Cum Safety Committee-Member **Gujarat Metro Rail Corporation (GMRC) Limited** • Nomination and Remuneration Committee-Member **GSPL India Gasnet Limited** • Corporate Social Responsibility Committee-Chairman				**Subros Limited** • Corporate Social Responsibility & Committee-Chairperson • Risk Management Committee-Member **Travelstack Tech Limited** • Audit Committee-Member • Nomination and Remuneration Committee-Chairperson **GSPL India Gasnet Limited** • Audit Committee-Member • Nomination and Remuneration Committee-Member • Corporate Social Responsibility & Committee-Member
No. of Meetings of the Board attended during the Financial Year (2025-26)	5	2	2	1	0	0	0	0
Relationship between Directors	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Shareholding of Directors	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil

BRIEF PROFILE OF THE DIRECTORS APPOINTED/ RE-APPOINTED



Shri Manoj Kumar Das, IAS, Chairman and Director

Shri Manoj Kumar Das, IAS, (Gujarat Cadre, 1990 Batch), had assumed charge as the 33rd Chief Secretary to the Government of Gujarat on 31st October 2025 . He is an alumnus of the Indian Institute of Technology (IIT) Kharagpur, from where he earned a B.Tech. in Computer Science. He brings with him over three decades of distinguished service in public administration covering diverse experience spanning over Industrial Development, Revenue Administration, Urban Management, Law & Order, and Disaster Management. He is widely recognized for his strategic vision, administrative acumen and commitment to inclusive and sustainable development in Gujarat.

Throughout his distinguished career, he has made significant contributions to policy formulation, governance, and institutional development at both the State and Central levels. He has served in key positions including District Collector of Porbandar, Banaskantha and Surat, Municipal Commissioner of Surat and Vadodara and Director (J&K Affairs) in Ministry of Home Affairs, Government of India.

He has also held senior roles such as Principal Secretary, Industries and Mines department; Additional Chief Secretary, Revenue, Ports & Transport, Panchayat & Rural Development and Home Departments and served as Additional Chief Secretary to the Hon'ble Chief Minister of Gujarat during two tenures (2017-2021 and 2024-2025).

In addition, he has played a key role in Gujarat's corporate and infrastructure sectors, serving as Joint Managing Director, GSPC, and Director on the Boards of GSPL, GSPC LNG and Gujarat State Police Housing Corp. Ltd.

As a Chief Secretary, he leads the State's administrative machinery and chairs/had chaired major PSUs including GSPL Transmission Limited, GSPC LNG Limited, Gujarat State Fertilizers and Chemicals Limited, Gujarat Narmada Valley Fertilizers and Chemicals Limited, Gujarat Energy Limited, GSPL India Gasnet Limited and GSPL India Transco Limited.

Under the leadership of Shri Manoj Kumar Das, IAS, the State administration continues to emphasize good governance, transparency, and citizen-centric service delivery. He has played a pivotal role in promoting industrial growth, sustainable development and technology-driven governance across key sectors. Known for his strategic foresight and collaborative approach, he has consistently worked to strengthen the State's institutional capacity and accelerate inclusive socio-economic progress.

His career exemplifies administrative excellence, visionary leadership and an unwavering commitment to public service, driving Gujarat's continued progress in economic, industrial, infrastructural, and social development.



Smt. Avantika Singh Aulakh, IAS, Director

Smt. Avantika Singh Aulakh, IAS, is a Senior IAS Officer of the 2003 batch. She has done B.E. (Instrumentation & Control Engg.) from Netaji Subhas Institute of Technology Delhi and Masters in Public Administration from Harvard University's John F. Kennedy School of Government.

Throughout her two-decade long career in Civil Services, she has held various crucial administrative positions in the Government of Gujarat. She has served as District Collector in multiple districts including Ahmedabad, Vadodara, Bharuch, and Anand. She has been accorded the Best District Collector award for Vadodara district and Bharuch district (2012-13) by the State Government.

She has also served as District Development Officer in Anand, Gandhinagar districts and as Deputy Secretary, Energy and Petrochemicals Dept. and Director of Petroleum in the State Government. She received the National Award for Best Electoral Practices in 2012 and 2017 from the Election Commission of India. As Collector Ahmedabad, she also received the National Level Beti Bachao Beti Padhao Scheme award from Government of India in 2018.

Her diverse experience includes serving as Vice Chairman & CEO of Gujarat Maritime Board, CEO of Gujarat Infrastructure Development Board, MD of Gujarat Rail Infrastructure Development Corporation Limited and Director of Technical Education, reflecting her versatility in handling both infrastructure development and educational initiatives.

She is also serving as Managing Director in Gujarat Energy Limited and Gujarat Alkalies and Chemicals Limited and Vice Chairperson in GSPL Transmission Limited.



Smt. Papia Sengupta, Woman Director

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

A science graduate, she has completed Chartered Financial Analyst (CFA) Program from ICFAI in 2001 and CAIIB from Indian Institute of Banking and Finance in 2008.

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

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

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



Shri Shailesh Tiwari, Director

Shri Shailesh Tiwari is a distinguished Mechanical Engineer from NIT Raipur with an M. Tech from IIT Kanpur and an MBA from IIM Lucknow. He has an impressive track record in Project Management & Construction, Operations, Maintenance of IndianOil's extensive network of Oil and Gas pipelines. As Executive Director (In-charge), Pipelines, Indian Oil since 30th June 2025, he brings forth a wealth of experience, having held leadership roles across Pipelines business of IndianOil. Earlier, he headed two Regions of Pipelines Division – Northern Region Pipelines (NRPL) and Southern Region Pipelines (SRPL) besides holding Senior Management roles in Human Resources function of the corporate level.

As Executive Director, led Southern and Northern Region Pipelines (SRPL & NRPL), driving transformative improvements that elevated both Regions to high-performance status. His leadership set new benchmarks in operational efficiency, safety standards, and project execution within the pipeline industry.

Led large-scale pipeline operations and projects worth over ₹10,000 crore across Tamil Nadu, Andhra Pradesh, Karnataka, Puducherry, Haryana, Punjab, Uttar Pradesh, Uttarakhand, Himachal Pradesh, Jammu & Kashmir, Rajasthan and Delhi including product pipelines, gas infrastructure, and City Gas Distribution (CGD) in 5 GA's consisting 11 districts of Tamil Nadu and in 2 GA's consisting 5 districts in Jammu and 1 district in Punjab. He has also steered skill development initiatives in the energy sector; contributed to the establishment of skill development Institutes under MoP&NG at Bhubaneswar.



Smt. Vanaja N. Sarna, IRS(Retd.), Woman Independent Director

Smt. Vanaja Narayanan Sarna, IRS (Retd), has over 43 years of distinguished service in the Indian Revenue Service. She served as Chairperson of the Central Board of Excise and Customs and the Central Board of Taxes and Customs, contributing significantly to the field of taxation and governance.

She has held several senior positions, including Under Secretary in the Legislative Department, Ministry of Law, Director and Joint Secretary in the Rajya Sabha Secretariat, and has served in various key roles in Customs, Central Excise, Service Tax, and GST. Notable positions in her career include Additional Director General of the National Academy of Customs, Excise & Narcotics, Additional Director General in Revenue Intelligence (DRI), Assistant Commissioner of Customs, Director General Vigilance, and Chief Commissioner of Central Excise and Service Tax.

In addition to her administrative roles, she served as Information Commissioner in the Central Information Commission from 2019 to 2023.

She holds degrees in Psychology, LL.B, a Diploma in Journalism & Mass Communication, and a Masters Diploma in Public Administration.



Shri Prasun Kumar Mishra, Director

Shri Prasun Kumar Mishra is a mechanical engineer by profession. He has an experience of more than 30 years in Projects, Construction and Operations of cross-country pipelines, CGD within IndianOil. His notable contributions are in development of a green-field crude oil tank farm and brown-field pumping station, Operation and Maintenance of large crude oil tank farm and overall planning & scheduling of IndianOil's integrated crude oil pipeline system in western India. He has also been closely associated with the central project management functions at IndianOil's Pipelines Head office wherein he has handled several critical projects of large value.

He is presently heading the entire Gas value chain at IndianOil including CGD Business of IndianOil and provides strategic direction for the growth and integration of gas infrastructure across the country.

In addition to his leadership role in IndianOil, he serves on the boards of several subsidiary and joint venture companies. He is the Chairman of IndianOil-Adani Gas Pvt. Ltd. (IOAGPL), driving City Gas Distribution (CGD) initiatives in key markets; Director of IndianOil LNG Pvt. Ltd. (IOLPL), which operates a 5 MMTPA LNG regasification terminal; Director of IndOil Montney Ltd. (IML), IndianOil's, upstream venture in Canada.

A seasoned energy professional, Mr. Mishra is recognized for his strategic insight and leadership in shaping IndianOil's natural gas business portfolio and strengthening its role in India's evolving energy transition.



Shri Neelesh Khulbe, Director

Shri Neelesh Khulbe, a Post Graduate in Applied Economics and also in Business Administration, possesses a rich and diverse experience of more than 35 years with Hindustan Petroleum Corporation Limited various HR verticals of union interface, statutory compliance, productivity enhancement, manpower planning & talent sourcing and designing & implementing compensation management.

He is currently holding the charge of ED - Special Projects. During his journey with HPCL, he has been actively involved in designing & executing responsibilities in various HR areas primarily ensuring conducive IR Climate/uninterrupted operations in multi-union scenario administration of Real estate, designing long term manpower perspective plan aligned with corporation's business strategies, refining corporation's talent sourcing practices, ensuring legal & statutory compliances w.r.t service matter & labour legislations. In his previous assignment as Executive Director-HR (Compensation Management), he brought several value added policies/initiatives aimed at value creation for the employees and was one of the driving force in implementing the revision of 3rd PRC.

He was a member of the Board on HPCL Bio-fuels Limited and has contributed to HR Governance of JVs of HPCL namely HINCOL & PMHBL.

Shri Khulbe is an active contributor to the HR fraternity of Oil & Gas PSUs and has immensely contributed in designing various compensation policies in the Oil & Gas sector.

Shri Khulbe is a certified competency assessor and also a certified coach from ICC. He believes in continuously riding the learning curve and has completed various certified courses like Leadership & Change Management, Finance for Non-Finance, Behavioural Finance, Strategic Management etc. and is also presently pursuing his Doctoral studies.

Shri Khulbe was also awarded the coveted Leadership Award of HPCL i.e., HP ICON for displaying inspiring and visionary leadership, while executing his various HR Roles. Under his leadership HPCL has taken a lead amongst Oil & Gas PSUs in discerning Labour Codes for further implementation.



Shri Saarthak Gautam, Chief Executive Officer and Director

Shri Saarthak Gautam is the General Manager - D&E, Procurement, and Operation and Management at GSPL Transmission Limited (GTL) [Formerly known as Gujarat State Petronet Limited (GSPL)] and Chief Executive Officer of GSPL India Transco Limited (GITL). He is qualified professional having degree in B.E. (Mechanical) from BVM Engineering College, Sardar Patel University, Vallabh Vidyanagar. He has over 35 years of rich experience in Material & Logistics, Project management, Commercial activities for laying high pressure natural gas cross country pipelines and EPC management.

Prior to his current designation, he built an extensive leadership track record within the Gujarat State Petroleum Corporation (GSPC) group, where he served as General Manager handling Contracts, Procurement, Materials, and Logistics, E&C. His versatile leadership is further demonstrated by his time as the Chief Executive Officer of SETU society, the said trust is the implementing agency for all Corporate Social Responsibility (CSR) activities. Earlier in his career at GSPL, he worked as the Manager of Technical Services, where he specialized in managing energy transportation infrastructure and strategically connecting natural gas sources to primary consumer markets. Before entering the natural gas sector, he accumulated diverse industrial and mining experience, including serving as Manager (Technical) for LPG bulk storage systems at SHV Energy and working as a Project Manager (Mechanical) for Vedanta Resources.

GSPL INDIA TRANSCO LIMITED

CIN : U40200GJ2011SGC067450

Registered Office: GTL Bhavan, E-18, GIDC Electronics Estate, Nr. K-7 Circle, Sector-26, Gandhinagar – 382028, Gujarat, India

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 **15th Annual General Meeting** of the Company being held at GTL Bhavan, E-18, GIDC Electronics Estate, Nr. K-7 Circle, Sector-26, Gandhinagar – 382028, Gujarat, India on **Tuesday**, **29th September, 2026 at 5:30 p.m.**

_____

Member's / Proxy's Signature

CIN: U40200GJ2011SGC067450

Registered Office: GTL Bhavan, E-18, GIDC Electronics Estate,
Nr. K-7 Circle, Sector-26, Gandhinagar – 382028, Gujarat, India.

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./Client ID:
DP ID:

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 **15th Annual General Meeting** of the Company being held at GTL Bhavan, E-18, GIDC Electronics Estate, Nr. K-7 Circle, Sector-26, Gandhinagar – 382028, Gujarat, India on **Tuesday**, **29th September, 2026 at 5:30 p.m.** and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr No	Resolution	No. of shares	For	Against
1	To receive, consider and adopt Audited Financial Statements of the Company for the Financial Year ended 31st March, 2026 along with the Reports of the Directors' and Auditors thereon.			
2	To appoint a Director in place of Smt. Papia Sengupta (DIN: 07701564), who retires by rotation and being eligible, offers himself for re-appointment.			

3	To appoint a Director in place of Shri Shailesh Tiwari (DIN:09667713) who retires by rotation and being eligible, offers himself for re-appointment.			
4	To authorize the Board of Directors to fix remuneration of Statutory Auditors of the Company for the Financial Year 2026-27.			
5	To appoint Shri Manoj Kumar Das, IAS (DIN: 06530792) as a Director of the Company.			
6	To appoint Smt. Avantika Singh Aulakh, IAS (DIN: 07549438) as a Director of the Company.			
7	To appoint Shri Prasun Kumar Mishra (DIN: 10929972) as a Director of the Company.			
8	To appoint Shri Neelesh Khulbe (DIN: 10051311) as a Director of the Company.			
9	To appoint Shri Saarthak Gautam (DIN: 11731187) as a Director of the Company.			
10	To appoint Smt. Vanaja N. Sarna, IRS (Retd.) (DIN: 10419005) as a Director of the company.			
11	To ratify remuneration payable to M/s. G. G & Associates, Cost Accountants, Ahmedabad, Cost Auditors for F.Y 2026-27.			
12	To consider and approve the Adoption of New Articles of Association of the company.			

Signed on this _____day of_____, 2026.

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.