NOTICE

Notice is hereby given that the 2nd Annual General Meeting of the members of GSPL Transmission Limited will be held on Tuesday, 29th September, 2026 at 04:00 P.M. through Video Conferencing ("VC") /Other Audio Visual Means ("OAVM") to transact the following business. The venue of the Meeting shall be deemed to be the Registered Office of the Company at GTL Bhavan, E-18, GIDC Electronics Estate, Sector-26, Gandhinagar - 382028, Gujarat, India.

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements (Standalone & Consolidated) of the Company for the Financial Year ended 31st March, 2026 and the Reports of the Board of Directors and Auditors thereon.
2. To declare Dividend on Equity Shares.
3. To appoint a Director in place of Dr. T. Natarajan, IAS (DIN: 00396367) who retires by rotation and being eligible offers himself for re-appointment and to pass following resolution as an Ordinary Resolution:

   "**RESOLVED THAT** Dr. T. Natarajan, IAS (DIN: 00396367) who retires by rotation and being eligible offers himself for re-appointment, be and is hereby re-appointed as Director of the Company, liable to retire by rotation."
4. To appoint a Director in place of Shri Ashwini Kumar, IAS (DIN: 06581753) who retires by rotation and being eligible offers himself for re-appointment and to pass following resolution as an Ordinary Resolution:

   "**RESOLVED THAT** Shri Ashwini Kumar, IAS (DIN: 06581753) who retires by rotation and being eligible offers himself for re-appointment, be and is hereby re-appointed as Director of the Company, liable to retire by rotation."
5. To authorize Board of Directors to fix remuneration of Statutory Auditors of the Company for the Financial Year 2026 – 27 in terms of the provisions of Section 142 of the Companies Act, 2013 and to pass the following resolution as an Ordinary Resolution:

   "**RESOLVED THAT** the Board of Directors of the Company be and is hereby authorized to decide and fix the remuneration of Statutory Auditor(s) of the Company appointed by Comptroller and Auditor General of India for the Financial Year 2026 - 27."

SPECIAL BUSINESS

6. **To ratify the remuneration payable to M/s N. D. Birla & Co., as Cost Auditors of the Company for the Financial Year ending 31st March, 2027**

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

   "**RESOLVED THAT** pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies [Audit and Auditors] Rules, 2014 [including any statutory modification(s) or re-enactment thereof, for the time being in force], M/s N. D. Birla & Co., Cost Accountants, the Cost Auditors appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the Financial Year ending 31st March, 2027, be paid the remuneration of Rs. 45,000/- plus taxes and out of pocket expenses incurred by them during the course of Audit.

   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."
7. **To approve Material Related Party Transaction with GSPL India Gasnet Limited ("GIGL")**

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

   "**RESOLVED THAT** pursuant to applicable provisions of the Companies Act, 2013, read with the related rules framed thereunder, the applicable Indian Accounting Standards (in particular Ind AS 24), and in terms of Regulation 23(4) and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") read with SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026 and the Industry Standards on 'Minimum information to be provided to the Audit Committee and Members for approval of RPTs' ('Industry Standards on RPT'), and other applicable laws/ statutory provisions, if any, (including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force) and Company's Policy on Materiality of Related Party Transactions and on dealing with Related Party Transactions as amended, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (herein after referred to as the "Board", which term shall be deemed to include any duly authorised Committee constituted/empowered/to be constituted by the Board, from time to time, to exercise the powers conferred by this resolution), to enter into and/or execute new

contracts/arrangements/transactions and/or to continue and/or extend and/or renew and/or modify the existing contracts/arrangements/transactions or otherwise, whether individually or in a series of transactions or taken together or otherwise, as detailed in the Explanatory Statement of this Notice with GSPL India Gasnet Limited ("GIGL"), a Subsidiary company of the Company, being a related party as per the SEBI Listing Regulations, on such terms and conditions as may be mutually agreed between the Company and GIGL, for the related party transaction of investment in the equity shares of GIGL for the aggregate value up to Rs. 71 crores notwithstanding that the value of such transaction(s) may exceed the materiality threshold specified in SEBI Listing Regulations or under applicable laws.

RESOLVED FURTHER THAT the Board be and is hereby authorised, severally and jointly, to negotiate, finalise and execute such agreements, deeds, documents, undertakings, indemnities and writings as may be required to give effect to the aforesaid transaction, to do all such acts, deeds, matters and things as may be considered necessary, proper or expedient to give effect to this resolution, to delegate all or any of the powers herein conferred to any committee of directors and/or one or more directors and/or one or more officials and/or authorised representative(s) of the Company, and to settle any question, difficulty or doubt that may arise in this regard, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT all acts, deeds and things already done by the Board, Audit Committee or any authorized officer of the Company in connection with the above transaction be and are hereby noted, ratified and confirmed in all respects."

8. **To approve Material Related Party Transaction(s) between GSPL India Gasnet Limited ("GIGL"/"Subsidiary of the Company") and its Related Parties**

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

"**RESOLVED THAT** pursuant to applicable provisions of the Companies Act, 2013, read with the related rules framed thereunder, the applicable Indian Accounting Standards (in particular Ind AS 24), and in terms of Regulation 23(4) and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") read with SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026 and the Industry Standards on 'Minimum information to be provided to the Audit Committee and Members for approval of RPTs' ('Industry Standards on RPT'), and other applicable laws/ statutory provisions, if any, (including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force) and Company's Policy on Materiality of Related Party Transactions and on dealing with Related Party Transactions as amended, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (herein after referred to as the "Board", which term shall be deemed to include any duly authorised Committee constituted/empowered/to be constituted by the Board, from time to time, to exercise the powers conferred by this resolution), to enter into and/or execute new contracts/arrangements/transactions and/or to continue and/or extend and/or renew and/or modify the existing contracts/arrangements/transactions or otherwise, whether individually or in a series of transactions or taken together or otherwise, as detailed in the Explanatory Statement, between the subsidiary of the Company, i.e. GSPL India Gasnet Limited (GIGL) and its Promoters entities i.e. with Indian Oil Corporation Limited (IOCL) for an aggregate value up to INR 36 Crore, Bharat Petroleum Corporation Limited (BPCL) for an aggregate value up to INR 15 Crore and Hindustan Petroleum Corporation Limited (HPCL) for an aggregate value up to INR 15 Crore, being related parties of GIGL, under SEBI Listing Regulations, on such terms and conditions as may be mutually agreed between the parties notwithstanding that the value of such transaction(s) may exceed the materiality threshold specified in SEBI Listing Regulations or under applicable laws.

RESOLVED FURTHER THAT the Board be and is hereby authorised, severally and jointly, to negotiate, finalise and execute such agreements, deeds, documents, undertakings, indemnities and writings as may be required to give effect to the aforesaid transaction, to do all such acts, deeds, matters and things as may be considered necessary, proper or expedient to give effect to this resolution, to delegate all or any of the powers herein conferred to any committee of directors and/or one or more directors and/or one or more officials and/or authorised representative(s) of the Company, and to settle any question, difficulty or doubt that may arise in this regard, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT all acts, deeds and things already done by the Board, Audit Committee or any authorized officer of the Company in connection with the above transaction be and are hereby noted, ratified and confirmed in all respects."

9. **To approve Material Related Party Transaction with GSPL India Gasnet Limited ("GIGL")**

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

"**RESOLVED THAT** pursuant to applicable provisions of the Companies Act, 2013, read with the related rules framed thereunder, the applicable Indian Accounting Standards (in particular Ind AS 24), and in terms of Regulation 23(4) and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") read with SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026 and the Industry Standards on 'Minimum information to be provided to the Audit Committee and Members for approval of RPTs' ('Industry Standards on RPT'), and other applicable laws/ statutory provisions, if any, (including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force) and Company's Policy on Materiality of Related Party Transactions and on dealing with Related Party Transactions as amended, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (herein after referred to as the "Board", which term shall be deemed to include any duly authorised Committee constituted/empowered/to be constituted by the Board, from time to time, to exercise the powers conferred by this resolution), to enter into and/or execute new contracts/arrangements/transactions and/or to continue and/or extend and/or renew and/or modify the existing contracts/arrangements/transactions or otherwise, whether individually or in a series of transactions or taken together or otherwise, as detailed in the Explanatory Statement of this Notice with GSPL India Gasnet Limited ("GIGL"), a Subsidiary company of the Company for Investment in the Redeemable Cumulative Preference Shares of GSPL India Gasnet Limited for an aggregate value up to Rs. 120.26 crores, on such terms and conditions as may be mutually agreed between the Company and GIGL notwithstanding that the value of such transaction(s) may exceed the materiality threshold specified in SEBI Listing Regulations or under applicable laws.

RESOLVED FURTHER THAT the Board be and is hereby authorised, severally and jointly, to negotiate, finalise and execute such agreements, deeds, documents, undertakings, indemnities and writings as may be required to give effect to the aforesaid transaction, to do all such acts, deeds, matters and things as may be considered necessary, proper or expedient to give effect to this resolution, to delegate all or any of the powers herein conferred to any committee of directors and/or one or more directors and/or one or more officials and/or authorised representative(s) of the Company, and to settle any question, difficulty or doubt that may arise in this regard, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT all acts, deeds and things already done by the Board, Audit Committee or any authorized officer of the Company in connection with the above transaction be and are hereby noted, ratified and confirmed in all respects."

10. **To approve Material Related Party Transaction(s) between GSPL India Gasnet Limited ("GIGL"/"Subsidiary of the Company") and its Related Parties**

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

"**RESOLVED THAT** pursuant to applicable provisions of the Companies Act, 2013, read with the related rules framed thereunder, the applicable Indian Accounting Standards (in particular Ind AS 24), and in terms of Regulation 23(4) and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") read with SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026 and the Industry Standards on 'Minimum information to be provided to the Audit Committee and Members for approval of RPTs' ('Industry Standards on RPT'), and other applicable laws/ statutory provisions, if any, (including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force) and Company's Policy on Materiality of Related Party Transactions and on dealing with Related Party Transactions as amended, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (herein after referred to as the "Board", which term shall be deemed to include any duly authorised Committee constituted/empowered/to be constituted by the Board, from time to time, to exercise the powers conferred by this resolution), to enter into and/or execute new contracts/arrangements/transactions and/or to continue and/or extend and/or renew and/or modify the existing

contracts/arrangements/transactions or otherwise, whether individually or in a series of transactions or taken together or otherwise, as detailed in the Explanatory Statement of this Notice, for issuance of Redeemable Cumulative Preference Shares by GSPL India Gasnet Limited, a Subsidiary company of the Company to Bharat Petroleum Corporation Limited (BPCL) for an aggregate value up to INR 33.19 Crore and to Hindustan Petroleum Corporation Limited (HPCL) for an aggregate value up to INR 11.30 Crore, being a related party of GIGL, under SEBI Listing Regulations, on such terms and conditions as may be mutually agreed between the parties notwithstanding that the value of such transaction(s) may exceed the materiality threshold specified in SEBI Listing Regulations or under applicable laws.

RESOLVED FURTHER THAT the Board be and is hereby authorised, severally and jointly, to negotiate, finalise and execute such agreements, deeds, documents, undertakings, indemnities and writings as may be required to give effect to the aforesaid transaction, to do all such acts, deeds, matters and things as may be considered necessary, proper or expedient to give effect to this resolution, to delegate all or any of the powers herein conferred to any committee of directors and/or one or more directors and/or one or more officials and/or authorised representative(s) of the Company, and to settle any question, difficulty or doubt that may arise in this regard, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT all acts, deeds and things already done by the Board, Audit Committee or any authorized officer of the Company in connection with the above transaction be and are hereby noted, ratified and confirmed in all respects."

Date: 1st September, 2026
Place: Gandhinagar
Registered Office
GTL Bhavan, E-18, GIDC Electronics Estate, Sector-26, Gandhinagar - 382028, Gujarat, India.
Website: www.gspltrans.com
Email: csgtl@gspltrans.com

For GSPL Transmission Limited

Rajeshwari Sharma
Company Secretary

NOTES TO NOTICE

1. The Ministry of Corporate Affairs (MCA) has vide its Circular dated 22nd September, 2025 read together with Circulars dated 19th September, 2024, 25th September, 2023, 28th December, 2022, 5th May, 2022, 13th January, 2021, 5th May, 2020, 13th April, 2020 and 8th April, 2020 (Collectively referred to as MCA Circulars) and relevant circulars issued by the Securities and Exchange Board of India (SEBI) have permitted convening of the Annual General Meeting through Video Conferencing (VC) or Other Audio Visual Means (OAVM), without the physical presence of the members at the common venue. In Accordance with the MCA & SEBI Circulars, provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Annual General Meeting of the Company is being held through VC/OAVM. The deemed venue for the AGM shall be Registered Office of the Company. The Central Depository Services (India) Limited will be providing facility for voting through remote e-voting, for participation in the AGM through VC/OAVM facility and e-voting during the AGM. The procedure for participating in the Meeting through VC/OAVM is explained at Note No. 10 below and is also made available on the website of the Company at www.gspltrans.com
2. Generally, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on poll instead of himself and the proxy need not be a member of the Company. Since this AGM shall be conducted through VC/OAVM, the facility for appointment of proxy by the members will not be available for the AGM and hence the Proxy Form and Attendance Slip including the Route Map are not annexed hereto.
3. Corporate Members are requested to send a scanned copy of its Board Resolution authorizing its representative to attend the AGM through VC/OAVM and to vote at the AGM pursuant to Section 113 of the Companies Act, 2013 at scrutinizergtl@gmail.com
4. An Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 relating to the special business to be transacted at the AGM and the relevant details of the Directors seeking appointment at the AGM as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed hereto. The Board of Directors have considered and decided to include the Item No. 6 to 10 given above as Special Business in the AGM, as they are unavoidable in nature.
5. The Company has fixed Friday, 11th September, 2026 as "Record Date" for determining entitlement of Dividend of ₹5/- (i.e. 50%) per Share for the Financial Year ended on 31st March, 2026.

ELECTRONIC DISPATCH OF ANNUAL REPORT AND PROCESS FOR REGISTRATION OF EMAIL ID/MOBILE NO. FOR OBTAINING COPY OF ANNUAL REPORT/LOGIN CREDENTIALS FOR E-VOTING

6. In Compliance with the MCA and SEBI Circulars, copies of the Financial Statements (including the Report of Board of Directors, Auditor's Report and other documents required to be annexed therewith) and such statements including the Notice of AGM are being sent in electronic mode to Members whose E-mail addresses are registered with the Company or the Depository Participant(s). A letter providing the weblink for accessing the Annual Report is being sent to those Members who have not registered their E-mail addresses.
7. Members who have not updated their E-mail addresses with the Company/ R&TA - KFin Technologies Limited/respective Depository Participants are requested to follow the below procedure to get their E-mail addresses updated to obtain the copy of Annual Report and Login Credentials for attending AGM/casting votes through CDSL E-voting Platform:
   - **Shareholders holding Shares in physical mode:** The Shareholders are requested to follow the process for registration/updation of e-mail address as given in Note No. 41 in this Notice.
   - **Shareholders holding Shares in Demat mode:** The Shareholders are requested to provide the following details by E-mail at einward.ris@kfintech.com or by writing to R&TA at Selenium Tower B, Plot Nos. 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad – 500032:
     a) Name and Demat account details (CDSL - 16 digit beneficiary ID or NSDL - 16 digit DP ID + Client ID)
     b) Client Master or copy of Consolidated Account statement
     c) Self attested scanned copy of the PAN Card; and
     d) Self attested scanned copy of any document (such as Driving Licence, Passport etc.) in support of the address of the Member as registered with the Company.

Shareholders holding Shares in Demat mode are also requested to update their E-mail addresses with their Depository Participants.

Individual Demat Shareholders are requested to update their E-mail IDs & Mobile No. with their respective Depository Participant (DP) only as being mandatory for e-Voting & joining virtual meetings through Depository.

8. Notice of the AGM along with the Annual Report for FY 2025 - 2026 is also available on the website of the Company i.e. www.gspltrans.com Further, the AGM Notice will also be available on the website of CDSL https://www.evotingindia.com/

PROCEDURE TO RAISE QUESTIONS/SEEK CLARIFICATIONS WITH RESPECT TO ANNUAL REPORT

9. For the smooth and efficient conduct of AGM through VC / OAVM, Members desirous of getting any information related to accounts or operations of the Company are requested to send in their Queries mentioning their name, demat details, E-mail ID, mobile numbers at csgtl@gspltrans.com Questions/Queries received by Company till 5.00 p.m. on Monday, 21st September, 2026 shall be considered and responded by the Company through E-mail.

PROCEDURE FOR JOINING THE AGM THROUGH VC / OAVM

10. The Company will provide facility of VC/OAVM to its member for participating at the AGM.

    a. Member will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-voting system. The link for VC/OAVM will be available in shareholder/ members login where the EVSN of Company will be displayed. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

    b. Members are encouraged to join the Meeting through Laptops/IPads for better experience. Please note that Participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/ Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

    c. The Members can join the AGM through VC/OAVM mode 15 Minutes before and after the scheduled time of the commencement of the AGM by following the procedure mentioned hereto.

    d. For ease of conduct, Members who would like to express their views/ ask questions during the meeting may register themselves as a Speaker Shareholder by sending their request in advance at least 10 days prior to the Annual General Meeting mentioning their name, demat account number/folio number, E-mail id, mobile number at csgtl@gspltrans.com

    It is to be noted that Company reserves the rights to restrict the number of questions and number of speakers, as appropriate for smooth conducting of AGM.

    e. Those shareholders who have registered themselves as Speaker Shareholder will only be allowed to express their views/ ask questions during the meeting.

11. Members attending the AGM through VC/OAVM shall be counted for purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

PROCEDURE FOR REMOTE E-VOTING AND E-VOTING DURING AGM

12. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide facility to the Members to exercise their right to vote by electronic means in respect of the Resolution(s) contained in this Notice. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) as the Authorised Agency to provide remote e-voting facility (i.e. the facility of casting votes by a Member by using an electronic voting system from a place other than the venue of a General Meeting) as well as e-voting facility during the AGM.

13. The cut-off date for the purpose of e-voting (including remote e-voting) is Tuesday, 22nd September, 2026. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories at the close of business hours on 22nd September, 2026 shall be entitled to vote on the resolutions proposed to be passed at the AGM by electronic

means. The voting rights of the members shall be in proportion of the paid-up value of their shares in the equity capital of the Company as on the cut-off date for the purpose of the e-voting.

14. The Members may cast their votes on electronic voting system from any place (remote-voting). The remote e-voting will be available during the following period after which the portal shall forthwith be blocked and shall not be available:

Commencement of remote e-voting	09:00 A.M. (IST) on 25th September, 2026
End of remote e-voting	05:00 P.M. (IST) on 28th September, 2026

15. Further, the facility of e-voting will also be available at the AGM, and the members who have not cast their vote by remote e-voting on all or any of the resolutions set out in the Notice can cast their vote at the Meeting. The Members who have cast their vote by remote e-voting prior to the Meeting may also attend the Meeting but shall not be entitled to cast their vote again at the Annual General Meeting.

16. The Board of Directors of the Company have appointed K K Patel & Associates, Practising Company Secretary, as the Scrutinizer to scrutinize the entire e-voting process (i.e. remote e-voting and e-voting facility during AGM) in a fair and transparent manner.

17. The Scrutinizer shall submit on or before 1st October, 2026, a consolidated Scrutinizer's Report (for votes casted during the AGM and votes casted through remote e-voting) of the total votes cast in favour or against, if any, forthwith to the Chairman of the Company or in his absence the Vice Chairperson of the Company, shall declare the result forthwith.

18. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.gspltrans.com and on the website of Central Depository Services (India) Limited immediately after the result is declared.

19. Information and instructions relating to e-voting and joining virtual meeting are given as under:

    In order to increase the efficiency of the voting process and in pursuance of SEBI Circular dated 9th December, 2020, e-Voting facility is being provided to all the Individual Shareholders holding the securities in Demat mode, by way of single login credential, through their Demat accounts/websites of Depositories/Depository Participants (DPs). Individual Shareholders holding the securities in Demat mode would be able to cast their vote without having to register again with the e-Voting Service Provider ('ESP') thereby not only facilitating seamless authentication but also ease and convenience of participating in E-Voting process. Further, Individual Shareholders holding the securities in Demat mode are advised to update their mobile number and E-mail – ID with their DPs in order to access e-Voting facility.

A) Login Method for remote e-voting and joining virtual meeting for Individual Shareholders holding Shares in Demat Mode:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with **CDSL**	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasitoken/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KFINTECH/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3 If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasitoken/home/login 4 Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with **NSDL**	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their **Depository Participants**	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forgot User ID and Forgot Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with **CDSL**	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with **NSDL**	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000

B) Login method for Remote e-voting and joining virtual meeting for all Physical Shareholders and Shareholders other than individual Shareholders viz. Institutions/Corporate Shareholders holding Shares in Demat Mode:

Step 1: The Shareholders should log on to the e-voting website www.evotingindia.com

Step 2: Click on "Shareholders" module.

Step 3: Please enter User ID

(i) For account holders in CDSL: Your 16 digits beneficiary ID.

(ii) For account holders in NSDL: Your 8 Character DP ID followed by 8 digits Client ID.

(iii) Members holding shares in Physical Form should enter Folio Number registered with the Company.

Step 4: Enter the Image Verification as displayed and Click on "Login".

Step 5: If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any other company, then your existing password is to be used. If you have forgotten the password, then enter the User ID and the image verification code and click on "FORGOT PASSWORD" and enter the details as prompted by the system.

Step 6: If you are a first time user, follow the steps given below:

Shareholders other than individual Shareholders viz. Institutions/Corporate Shareholders holding Shares in Demat Mode & Physical Shareholders	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both Demat Shareholders as well as Physical Shareholders) • Members who have not updated their PAN with the Company / Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN Field. • The sequence number is provided in the E-mail sent to the Shareholders.
Dividend Bank Details or Date of Birth (DOB)	• Please enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your Demat account or in the R&TA records in order to Login • If both the details are not recorded with the Depository or R&TA, please enter the DP ID and Client ID / Folio Number in the Dividend Bank details field as mentioned in Step 3.

Step 7: After entering these details appropriately, click on "SUBMIT" tab.

Step 8: Members holding shares in Physical Form will then directly reach the Company selection screen. However, members holding shares in Demat Form will now reach 'Password Creation' menu, wherein, they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the Demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

Step 9: For Members holding shares in Physical Form, the details can be used only for e- Voting on the Resolutions contained in this Notice.

Step 10: Click on the EVSN of "GSPL TRANSMISSION LIMITED" to vote on the Same

Step 11: On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES / NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

Step12: Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

Step 13: After selecting the Resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

Step 14: Once you "CONFIRM" your vote on the Resolution, you will not be allowed to modify your vote. You can also take out print of the voting done by you by clicking on "Click here to print" option on the voting page.

Note for Non - Individual Shareholders and Custodians:

- Non-Individual Shareholders (i.e. other than Individuals, HUF and NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity Should be emailed to helpdesk.evoting@cdslindia.com
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.

A scanned copy of the certified Board Resolution/ Power of Attorney (POA)/ Authority Letter etc. together with attested specimen signature(s) of the duly authorized representative(s), as issued should be emailed to the Scrutinizer at scrutinizergtl@gmail.com and the same should also be uploaded in PDF format in the system for the verification by the Scrutinizer.

Alternatively, Non - Individual shareholders are required mandatorily to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; scrutinizergtl@gmail.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911.All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43 or call at toll free no. 1800 21 09911.

Voting process and instruction regarding E-voting at AGM are as under:

i) The procedure for e-voting during the AGM is same as the instructions mentioned above for remote e-voting.

ii) Only those Members, who will be present in the AGM through VC / OAVM facility and have not casted their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system available during the AGM.

iii) Members who have voted through remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

iv) If any Votes are cast by the Shareholder through the e-voting available during the AGM and if the same Shareholder has not participated in the Meeting through VC/OAVM facility, then the votes cast by such Shareholder shall be considered invalid as the facility of e-voting during the Meeting is available only to the Shareholder attending the Meeting.

PROCEDURE FOR INSPECTION OF DOCUMENTS

20. All the documents referred to in the accompanying Notice and Explanatory Statements, shall be available for inspection through electronic mode on the basis of prior request. Members seeking to inspect such documents can send the e-mail to csgtl@gspltrans.com

21. During the AGM, the Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which the Directors are interested under Section 189 of the Act shall be available for inspection electronically by the Members during the E-AGM upon login CDSL e-voting system at https://www.evotingindia.com

DIVIDEND RELATED INFORMATION

22. Subject to approval of the Members at the AGM, the Dividend will be paid by the Company on or before 29th October, 2026 to the Members whose name appear on the Company's Register of Members as on the Record Date i.e Friday, 11th September, 2026 as Beneficial owners on 11th September, 2026, as per the list to be furnished by the Depositories in respect of the shares held in demat form and for physical shareholders after giving effect to all valid share transfer in physical form received on Friday, 11th September, 2026.

23. It is to be noted that payment of Dividend shall be made through electronic mode to the shareholders who have updated their bank details.

    Further, pursuant to the amended Regulation 12 SEBI (LODR) Regulations, 2015, all listed entities are required to make dividend payments only through electronic modes. As a result, physical instruments such as cheques or demand drafts can no longer be issued for dividend payments. Members are requested to ensure that their bank account details, including the IFSC code and other requisite KYC information, are promptly updated with their Depository Participant (for demat holdings) or with the Company's R&TA (for physical holdings) to enable seamless credit of dividend through electronic mode.

24. Members holding shares in Demat Form are hereby informed that bank particulars registered with their respective Depository Participants, with whom they maintain their Demat accounts, will be used by the Company for the payment of Dividend. The Company or its Registrar cannot act on any request received directly from the Members holding shares in Demat Form for any change of bank particulars. Such changes are to be intimated only to the Depository Participant(s) of the Members. Members holding shares in Demat form are requested to intimate any change in their address and / or bank mandate immediately to their Depository Participants.

25. Members holding shares in Physical Form are requested to register / update Bank Mandates by submitting following details /documents by E-mail at einward.ris@kfintech.com or by writing to our R&TA, KFin Technologies Limited (KFintech):

    a) Name and Branch of Bank in which Dividend is to be received and Bank Account Type;

    b) Bank Account Number allotted by your Bank after implementation of Core Banking Solutions;

    c) 11 digit IFSC Code; and

    d) Self attested scanned copy of cancelled cheque bearing the name of the Member or first holder, in case Shares are held jointly.

INFORMATION ON TDS ON DIVIDEND INCOME

26. Members may note that pursuant to the requirement of the Income Tax Act, 2025, ("the Act") the Company will be required to withhold taxes at the prescribed rates on the Dividend paid to its Shareholders. In order to enable us to determine the appropriate TDS rate as applicable, Members are requested to submit the requisite documents as explained hereinafter in accordance with the provisions of the Income Tax Act, 2025.

    A) FOR RESIDENT SHAREHOLDERS:

    TDS shall be deducted under Section 393(1) [Table Sl. No. 7] of the Income Tax Act, 2025 @ 10% on the amount of Dividend declared and paid by the Company during tax year 2026-27, provided valid & operative PAN is registered by the Shareholder in Depository Participant or R&TA records. If valid & operative PAN is not registered with them, TDS would be deducted @ 20% as per Section 397 of the Income Tax Act, 2025.

    TDS to be deducted at higher rate in case of non-linkage of PAN with Aadhaar

    As per Section 262 of the Act, every person who has been allotted a PAN and who is eligible to obtain Aadhaar, is required to link the PAN with Aadhaar, failing which the PAN shall become inoperative. Hence, if any shareholder's PAN has become inoperative due to its not linking with Aadhaar, tax at source will be deducted at higher rates as per the provisions of section 397 of the Act. The Company will be using functionality of the income-tax department for validating AADHAR-PAN Linking status.

    However, no tax shall be deducted on the Dividend payable to a resident individual, if the Dividend to be received by them during tax year 2026-27 does not exceed Rs. 10,000.

    Certain categories of Shareholders are required to submit certain Forms/ Declarations/Documents in order to enable the Company to determine and deduct appropriate TDS / Withholding Tax rate.

    Shareholder's Category wise requirement of self-declaration & other documents to provide exemption from Withholding Tax is summarised as under:

    - **Individual Shareholders:** Dully filled Form 121 (applicable to resident individuals, including Individuals above the age of 60 years), provided that all the required eligibility conditions shall be complied. Please note that all fields are mandatory to be filled up and the Company may at its sole discretion reject the form, if it does not fulfil the requirement of law. Blank Form 121 can be downloaded from the website of the Company at www.gspltrans.com
    - **Insurance companies:** A declaration that they are beneficial owners of shares held and covered by exemption as per Section 393(1) (Table Sl. No.7) of the Act, attested copies of IRDAI Registration Certificate and PAN. Declaration format can be downloaded from the website of the Company at www.gspltrans.com
    - **Mutual Funds:** A Declaration by Mutual Funds that their income is exempt under Section Section 11 r.w. Schedule VII

[Table Sl. No. 20 or 21] of the Act and there is no requirement to deduct TDS in view of section 393 (5) of the Income Tax Act, attested copies of registration documents and PAN. Declaration format can be downloaded from the website of the Company at www.gspltrans.com

- Persons Covered under Section 393(5) of the IT Act (e.g. Government, RBI, Corporations established by Central Act and exempt from Income Tax): Duly signed self-declaration about beneficial ownership of Shares & applicability of exemption proviso of Section 393(5) of Income Tax.
- National Pension Scheme: A declaration that their income is exempt under Section 11 r.w. Schedule VII [Table Sl. No. 41] of the Act and there is no requirement to deduct TDS u/s 393(9) of the Act. Attested copies of registration documents and PAN.
- Alternative Investment Fund (AIF) established in India for CATEGORY - I & II AIFs: A declaration that their income is exempt under section 11 r.w. Schedule V [Table Sl. No. 1] r.w.s. 224(10)(a) of the Act , Attested copies of SEBI registration documents & PAN.
- Any other entity exempt from withholding tax under the provisions of the IT Act: Attested copies of registration documents, PAN & document substantiating the exemption claimed
- Order under Section 395 of the Act – Valid Lower / NIL Withholding Tax Certificate obtained from Income Tax Authorities for the Tax Year 2026-27 , along with self-attested copy of PAN. Company's Tax Deduction Account No. [TAN] which is required for applying for Lower / NIL TDS certificate is: AHMG11839C

B) FOR NON-RESIDENT SHAREHOLDERS:

- Tax is required to be deducted in accordance with the provisions of section 393(2) [Table SI. No. 15 & 17] read with section 207 of the IT Act at at applicable rates in force. As per the relevant provisions of the Act, the tax shall be withheld @ 20% (plus applicable surcharge and cess) on the amount of dividend payable.
- It is to be noted that Non-Resident Shareholders, who are tax residents of Notified Jurisdictional Area as defined u/s 176 of the IT Act, the tax shall be withheld @ 30% (plus applicable surcharge and cess) on the amount of dividend payable.
- If non-resident shareholder (Including FII/FPI) wishes to avail the benefits of Tax Treaty, they will have to provide the following declarations & documents.
  i. Self-attested copy of Permanent Account Number (PAN Card), if any, allotted by the Indian Income Tax Authorities.
  ii. Self-attested copy of Tax Residency Certificate (TRC) (of Tax Year 2026-27 or calendar year 2026), valid as on the AGM date obtained from the tax authorities of the country of which the shareholder is resident. In case, the TRC is furnished in a language other than English, the said TRC would have to be translated from such other language to English language and thereafter duly notarized / apostilled copy of the TRC would have to be provided.
  iii. Copy of Form 41 executed in electronic mode from the Income tax portal as required by notification 03/2022 dated 16-07-2022 r.w. CBDT communication dated 28-03-23 & FAQ-11 of Form41. Manual Form 41 will not be entertained
  iv. Self-Declaration by the Non-Resident Shareholder of having no Permanent Establishment (No PE) / No Fixed Base in India, eligibility to Tax Treaty benefit (of Tax Year 2026-27 or calendar year 2026), no beneficial ownership & compliance with provisions of Multilateral Instrument (MLI).The format of "Self Declaration by Non-Residents" can be downloaded from the website of the Company at www.gspltrans.com
  v. For FII & FPI, in addition to the above documents, certificate of registration with SEBI is also required to be submitted.

The Company is not obligated to apply the beneficial DTAA rates at the time of Tax deduction / withholding on Dividend amounts. Application of beneficial DTAA Rate shall depend upon the completeness and satisfactory review by the Company of the documents submitted by Non- Resident Shareholder.

- **Order under Section 395 of the Act –** If Shareholder has obtained Lower/ NIL TDS certificate issued under section 395 of the Income Tax Act, 2025 from its jurisdictional tax officer for Tax Year 2026-27, the same along with self-attested copy of PAN to be submitted. Company's Tax Deduction Account No. [TAN] which is required for applying for Lower / NIL TDS certificate is: AHMG11839C
- **Any non-resident shareholder exempt from withholding tax deduction as per Income Tax Act or any other law granting overriding exemption/ immunity** - Necessary documentary evidence substantiating exemption from

Withholding Tax deduction. The granting of exemption benefit shall depend upon the completeness and satisfactory review by the Company, of the documents submitted.

27. The Shareholders holding shares under multiple accounts under different status / category and single PAN, may note that, higher of the tax as applicable to the status in which shares held under a PAN will be considered on their entire holding in different accounts.
28. Exemption / Lower TDS will be granted to the eligible Shareholder only if the documents submitted by the Shareholder are complete in all respect & subject to satisfactory review by the Company.
29. **Declaration under Rule 203 of IT Rules, 2026** - As per Rule 203 of the Income Tax Rules, 2026, any entity holding shares on behalf of registered shareholders or acting as a custodian, should inform by submitting declaration to the Company/ RTA, about providing credit of TDS and issue of TDS certificate to the respective beneficiary. The said declaration should be submitted on or before 12th September, 2026.
30. Application of TDS rate is subject to necessary due diligence including verification by the Company of the details of the Member(s) available as per the Register of Members on the Record date, documents / other information available in the records of the Company / its Registrar & Transfer Agents (RTA) and other reliable source(s). The Company may deduct TDS on Dividend at the maximum applicable rate, in case of any incomplete, conflicting or ambiguous information and/or the valid proper documents and/or information not provided by the Member(s).
31. **The aforementioned documents are required to be submitted by uploading the same at https://ris.kfintech.com/form15 or by E-mail at einward.ris@kntech.com on or before, 12th September, 2026 in order to enable the Company to determine and deduct appropriate TDS / Withholding Tax Rate.**
32. **No communication on the Tax determination / deduction shall be entertained after 12th September, 2026.**
33. In the event of any Income Tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy or omission of information provided / to be provided by the Shareholder(s), such Shareholder(s) will be responsible to indemnify the Company and also provide to the Company, all information / documents and co-operation in any appellate proceedings.
34. In case Tax on Dividend is deducted at a higher rate in the absence of receipt of the aforementioned details / documents, the Shareholder shall get the credit of the same in his/her Form 168 [Annual Tax Credit Statement] & can claim the refund of the excess Tax paid, if any, at the time of ling the Income Tax Return. No claim shall lie against the Company for such Taxes deducted.

    Above communication for TDS on Dividend is not exhaustive and does not purport to be a complete analysis or listing of all potential tax consequences. Shareholders are advised to consult their tax advisors for the tax provisions applicable to their particular circumstances.
35. The Company vide its separate email communication dated 07th August 2026 had informed the Members regarding the relevant procedure to be adopted by the Members to avail the applicable tax rate. Further, this process & various formats are also available at Company's website viz. www.gspltrans.com

IEPF RELATED INFORMATION

36. The Company urges all the shareholders to encash / claim their respective Dividends pertaining to Erstwhile Gujarat State Petronet Limited. Members are requested to contact KFin Technologies Limited for encashing the unclaimed Dividends standing to the credit of their account.
37. The detailed Dividend history of Erstwhile Gujarat State Petronet Limited and due dates for transfer to IEPF are available on 'Investor Relations' page on the website of the Company www.gspltrans.com and on Ministry of Corporate Affairs' website.

OTHER INFORMATION

38. As per Regulation 40 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, securities of listed companies can be transferred only in Dematerialized Form and transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares, members holding shares in Physical Form are requested to consider converting their holdings to Dematerialized Form.
39. The Securities and Exchange Board of India has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Accordingly, if not submitted, Members holding Shares in electronic mode are requested to submit the PAN details to their Depository Participants with whom they are maintaining their demat accounts. Further, the Members holding Shares in physical form can submit their PAN details to KFin Technologies Limited.
40. SEBI with an objective to streamline and strengthen the procedures and processes with regard to handling and maintenance of records, transfer of securities etc. issued Guidelines, wherein, it requires companies to take special efforts to collect copy of PAN

and bank account details of the physical shareholders. Accordingly, physical shareholders, those who have not submitted, are requested to provide/submit the self-attested copy of PAN Card, Original Cheque leaf duly cancelled with name of 1st holder/sole holder (if name is not printed, self-attested copy of the pass book first page) and first and last page of recently updated pass book of 1st holder to the R&TA.

41. Members are requested to intimate/update changes, if any, in postal address, e-mail address, mobile number, PAN, nomination, bank details such as name of the bank and branch, bank account number, IFSC Code etc.:
    - Shareholders holding Shares in Demat Mode: To their Depository Participant and changes intimated to the Depository Participant will then automatically be reflected in the Company's records, which will help the Company and R&TA to provide efficient and better service to Members.
    - Shareholders holding Shares in Physical Mode: Pursuant to SEBI Circulars, to furnish PAN postal address, e-mail address, mobile number, specimen signature, bank account details and nomination by submitting to KFintech, the Forms given below along with requisite supporting documents:

Sr. No.	Particulars	Form
1	Registration of PAN, Postal Address, E-mail Address, Mobile Number, Bank Account Details or changes/updation thereof	ISR – 1
2	Confirmation of Signature of Shareholder by the Banker	ISR – 2
3	Registration of Nomination	SH – 13
4	Cancellation or Variation of Nomination	SH – 14
5	Declaration to opt out of Nomination	ISR – 3

42. The Resolutions will be deemed to be passed on the Annual General Meeting date subject to receipt of requisite number of votes in favour of the Resolutions.

Date: 1st September, 2026
Place: Gandhinagar
Registered Office
GTL Bhavan, E-18, GIDC Electronics Estate, Sector-26, Gandhinagar - 382028, Gujarat, India.
Website: www.gspltrans.com
Email: csgtl@gspltrans.com

For GSPL Transmission Limited

Rajeshwari Sharma
Company Secretary

ANNEXURE TO THE NOTICE

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

Item No. 6:

The Board of Directors at its meeting held on 01st September, 2026, on the recommendation of the Audit Committee, has approved the appointment of M/s N. D. Birla & Co., as the Cost Auditors of the Company, to conduct the audit of the cost records of the Company for the Financial Year ending 31st March, 2027 at the remuneration of ₹45,000 /- plus taxes and out of pocket expenses incurred by them during the course of Audit.

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 the Cost Auditors has to be ratified by the Shareholders of the Company.

Accordingly, consent of the Members is sought for passing the Ordinary Resolution as set out at Item No. 6 of the Notice for ratification of the remuneration payable to the Cost Auditors for the Financial Year 2026 - 27.

None of the Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out 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 to 10:

The Members are informed that pursuant to applicable provisions of the Companies Act, 2013, read with the related rules framed thereunder, the applicable Indian Accounting Standards (in particular Ind AS 24), and in terms of Regulation 23(4) and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") read with SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026 and the Industry Standards on 'Minimum information to be provided to the Audit Committee and Members for approval of RPTs' ('Industry Standards on RPT'), and other applicable laws/ statutory provisions, if any, (including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force) and Company's Policy on Materiality of Related Party Transactions and on dealing with Related Party Transactions as amended, prior approval of the Members by way of an ordinary resolution is required for all material related party transactions and any subsequent material modifications thereto even if such transactions are in the ordinary course of business of the Company and at arm's length basis.

A transaction with a related party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year exceeds the applicable materiality threshold prescribed under Regulation 23 of the SEBI Listing Regulations, as provided below:

Annual Consolidated Turnover of the Company	**Material RPT Threshold**
Up to ₹20,000 crore	10% of annual consolidated turnover
₹20,001 crore – ₹40,000 crore	₹2,000 crore + 5% of turnover above ₹20,000 crore
Above ₹40,000 crore	Lower of: (I) ₹3,000 crore + 2.5% of turnover above ₹40,000 crore, or (ii) ₹5,000 crore

The consolidated turnover of the Company for the FY 2025-26 is ₹1,070.41 Crore. Accordingly, the Company falls under category 1 and hence material limit is calculated as under:

Consolidated Turnover of Company	**Material RPT Threshold**
Up to ₹20,000 Crore - 10% of the annual consolidated turnover of the listed entity	₹ 107. 04 Crore, being 10% of Company's annual consolidated turnover of ₹ 1,070.41 Crore for the year ended March 31, 2026

Further, pursuant to Regulation 23(2) of the SEBI Listing Regulations, any related party transaction exceeding ₹1 crore, to which a subsidiary of a listed entity is a party but the listed entity is not a party, requires prior approval of the Audit Committee of the listed entity if the value of such transaction, whether entered into individually or together with previous transactions during a financial year, exceeds the threshold specified under the said Regulation. Additionally, pursuant to Regulation 23(4) of the SEBI Listing Regulations, material related party transactions to which a subsidiary of a listed entity is a party but listed entity is not a party also require prior approval of the shareholders of the listed entity by way of an ordinary resolution.

Also, SEBI vide its circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025, has introduced the Industry Standards on "Minimum information to be provided for review of the Audit Committee and Shareholders for approval of a Related Party Transaction" ("Industry Standards on RPT") to facilitate uniform approach and assist listed companies in complying with the provisions of Regulation 23 of the SEBI Listing Regulations read with the SEBI Master Circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024. The Standards, inter alia, prescribe the minimum information required to be placed before the Audit Committee and shareholders for consideration of proposed related party transactions.

The members may further note that pursuant to the Composite Scheme of Arrangement and Amalgamation amongst Gujarat State Petroleum Corporation Limited ("GSPC"), Gujarat State Petronet Limited ("GSPL"), GSPC Energy Limited ("GSPC Energy"), Gujarat Energy Limited (Formerly known as Gujarat Gas Limited) ("GEL"), and GSPL Transmission Limited ("GTL"/ "the Company"), which became effective upon approval by the Ministry of Corporate Affairs ("MCA"), the Gas Transmission Business Undertaking of erstwhile Gujarat State Petronet Limited has been transferred to and vested in GSPL Transmission Limited as a going concern with effect from May 1, 2026. Consequent to the Scheme becoming effective, Gujarat State Petronet Limited has ceased to exist and the Company became the successor entity responsible for carrying on the natural gas transmission business.

Consequent upon the Scheme becoming effective, the Company is in the process of listing and the provisions in relation to SEBI Listing Regulations for Related Party Transactions shall become applicable to the Company from the day of its listing. Hence, the Company (and, in respect of certain transactions, its subsidiary, GIGL) is required to obtain prior approval of members/shareholder for entering into/continuing to enter into transactions with related parties, as more particularly described under Item Nos. 7 to 10 of this Notice, on the terms and conditions as set out in the respective resolutions. Further, this is to clarify that prior to the date of listing, SEBI Listing regulations are not applicable to the Company and the Company has complied with all the provisions of Companies Act, 2013, in relation to approval for related party transactions.

The aggregate value of such transaction(s), whether undertaken individually or collectively or in tranches, is expected to exceed the materiality thresholds prescribed under Regulation 23 of the Listing Regulations and the Company's Policy on Materiality of Related Party Transactions and on dealing with Related Party Transactions.

The Members are informed that GSPL India Gasnet Limited ("GIGL"), a subsidiary of the Company, is implementing the Mehsana-Bhatinda Pipeline (MBPL) and Bhatinda-Jammu-Srinagar Pipeline (BJSPL) project pursuant to the authorization granted by the Petroleum and Natural Gas Regulatory Board (PNGRB). The project is being implemented by a consortium comprising the Company, Indian Oil Corporation Limited (IOCL), Bharat Petroleum Corporation Limited (BPCL) and Hindustan Petroleum Corporation Limited (HPCL).

Pursuant to the Scheme of Arrangement and Amalgamation, the investment made by erstwhile Gujarat State Petronet Limited (GSPL) in GIGL and all rights and obligations relating thereto, have been transferred to and vested in the GSPL Transmission Limited & accordingly, it became one of the promoters of GIGL with 52% equity holding.

The shareholding pattern of the GIGL is as under:

Promoter	**Shareholding in JV**
GSPL Transmission Limited (GTL)	52%
Indian Oil Corporation Ltd. (IOCL)	26%
Bharat Petroleum Corporation Ltd (BPCL)	11%
Hindustan Petroleum Corporation Ltd. (HPCL)	11%

Specific Details of Transaction for item no. 7 & 8

The estimated equity funding requirement for the MBPL and BJSPL project is Rs. 6,893 crore, comprising project cost of ₹6,628 crore, line pack gas of ₹184.25 crore and initial cash deficit funding of ₹80.83 crore. The project is proposed to be financed through equity of ₹2,459.58 crore, with the balance being funded through debt and internal accruals. Out of the Company's total equity commitment of ₹1,278.98 crore (approximately ₹1,279 crore), an amount of ₹1,208.22 crore has already been infused in GIGL. The balance equity commitment is approximately ₹71 crore. Other Promoters have also infused equity to the tune of ₹1115.28 Cr (IOCL- ₹604.11 Cr , BPCL- ₹255.58 Cr & HPCL- ₹255.58 Cr) till July-26.

Accordingly, the Company proposes to subscribe to additional equity shares of GIGL aggregating up to ₹71 crore, in one or more tranches, including pursuant to a rights issue or such other mode of issuance as may be approved by the Board of Directors of GIGL. The other promoters of GIGL also propose to subscribe to equity shares aggregating up to ₹66 crore, comprising Indian Oil Corporation Limited (upto ₹36 crore), Bharat Petroleum Corporation Limited (upto ₹15 crore) and Hindustan Petroleum Corporation Limited (upto ₹15 crore), in one or more tranches.

The proposed investment will enable the Company to fulfil its committed equity obligation towards GIGL in accordance with the approved project financing plan and ensure timely availability of funds for implementation and completion of the project.

Specific Details of Transaction for item no. 9 & 10

As part of the financing arrangements for the project, GIGL has entered into a Rupee Term Loan Facility Agreement with its lenders. In connection therewith, the Company, together with the other promoters of GIGL, has executed a Sponsor Support Undertaking ("SSU") dated 24 February 2026, in favour of the lenders. Under the SSU, the promoters have undertaken, inter alia, to ensure that GIGL maintains a Debt Service Coverage Ratio (DSCR) of at least 1.0 by either arranging pipeline capacity utilisation or providing financial support through shareholder loans or subscription to preference shares.

During the financial year 2025-26, GIGL was unable to generate adequate cash flows to fully meet its debt servicing obligations primarily due to lower-than-anticipated gas transportation volumes, delayed offtake by certain anchor customers and pending customer connectivity works. Consequently, a cash deficit of ₹164.75 crore has arisen for FY 2025-26.

In accordance with the obligations under the SSU, the promoters have agreed to fund the cash deficit through subscription to Redeemable Cumulative Preference Shares ("RCPS") of GIGL to the extent of shortfall in meeting their obligation of pipeline capacity utilisation.

Accordingly, the Company proposes to subscribe to RCPS of GIGL aggregating up to ₹120.26 crore, representing its share of the cash deficit funding. Further, Bharat Petroleum Corporation Limited and Hindustan Petroleum Corporation Limited propose to subscribe to RCPS aggregating up to ₹44.49 crore (BPCL – ₹33.19 crore and HPCL – ₹11.30 crore). Indian Oil Corporation Limited has already fulfilled its obligation under the SSU through pipeline capacity utilisation and, therefore, no further funding is proposed by IOCL.

The principal terms of the proposed RCPS are as per Annexure-II to this Notice.

The proposed investment is being undertaken to fulfil the Company's contractual obligations under the Sponsor Support Undertaking, to enable GIGL to meet its debt servicing commitments, avoid default under the financing documents and safeguard the Company's investment in GIGL.

The members may further note that the Audit Committee has considered and reviewed each of the said transactions at item no. 7 to 10, including the relevant certificates issued by the Chief Executive Officer and the Chief Financial Officer of the Company in the format prescribed under the RPT Industry Standards, and has approved the same in its meeting held on 1st September, 2026. The Board of Directors in its meeting held on 1st September, 2026 on the recommendation of the Audit Committee, has also approved and recommends the said transactions for the approval of the Members.

In compliance with the SEBI Master Circular and the Industry Standards on RPT, the minimum information required to be provided to the Members in respect each of the proposed transactions is set out in **Annexure I (for Item No. 7 & 8) & Annexure-II (for Item No. 9 & 10)** to this Explanatory Statement, which is an integral part of this notice

In terms of Regulation 23(4) of the SEBI Listing Regulations, all related parties of the Company, whether or not they are parties to the relevant transaction(s), shall abstain from voting on the resolutions set out at Item Nos. 7 to 10 of this Notice.

Save and except to the extent of their respective shareholding, directorship or other interest, if any, in the Company and/or the concerned related parties, none of the Directors, Key Managerial Personnel of the Company, or their respective relatives, is concerned or interested, financially or otherwise, in the Ordinary Resolutions set out at Item Nos. 7 to 10 of this Notice.

The Company shall ensure compliance with all applicable provisions of the Companies Act, 2013, SEBI Listing Regulations, the Industry Standards on RPT and the Company's internal policies, from time to time.

The Board of Directors recommends the ordinary resolutions set out at Item Nos. 7 to 10 for approval by the Members.

Summary disclosure under SEBI Master Circular and RPT Industry Standards (applicable to Item Nos. 7 to 10):

Sr. No.	Particulars	Details
1.	Information as placed before the Audit Committee in the format specified in the RPT Industry Standards, to the extent applicable.	Information as placed before the Audit Committee, in the format specified in the RPT Industry Standards, is enclosed as **Annexure I (for Item No. 7 & 8) and Annexure II (for Item No. 9 & 10)** to this Explanatory Statement and forms an integral part hereof.
2.	Justification as to why the proposed transaction is in the interest of the listed entity, basis for determination of price and other material terms and conditions of the RPT.	Refer to the disclosures of "Details of the proposed transactions with the Related Parties" set out in **Annexure I (for Item No. 7 & 8) and Annexure II (for Item No. 9 & 10)**
3.	Disclosure that the Audit Committee has reviewed the certificates provided by the CEO/Managing Director/ Whole-Time Director/Manager and CFO of the listed entity, as required under the RPT Industry Standards.	The Audit Committee has reviewed the certificates issued by the Chief Executive Officer and the Chief Financial Officer of the Company in the format prescribed under the RPT Industry Standards, prior to recommending the proposed transactions to the Board.
4.	Disclosure that the material RPT or any material modification thereto has been approved by the Audit Committee and that the Board recommends the same to the shareholders for approval.	The material related party transactions described in Item Nos. 7 to 10 have been approved by the Audit Committee in their meeting held on 1st September, 2026, and recommended by the Board at its meeting held on 1st September, 2026 to the Members for their approval by way of Ordinary Resolutions.
5.	Web-link and QR code through which shareholders can access the valuation report or other reports of an external party, if any, considered by the Audit Committee while approving the RPT	Not applicable.
6.	Affirmation regarding redaction (if any) of commercial secrets / information adversely affecting the competitive position of the listed entity	Not applicable. No commercial secrets or competitively sensitive information have been redacted from the disclosures made in this Notice.
7.	Any other information that may be relevant.	None.

Date: 1st September, 2026
Place: Gandhinagar
Registered Office
GTL Bhavan, E-18, GIDC Electronics Estate, Sector-26, Gandhinagar - 382028, Gujarat, India.
Website: www.gspltrans.com
Email: csgtl@gspltrans.com

For GSPL Transmission Limited

Rajeshwari Sharma
Company Secretary

DETAILS OF THE PROPOSED TRANSACTIONS WITH THE RELATED PARTIES

Annexure-I

INDEX OF INFORMATION

Sr No.	Category of transaction	Information to be provided
CATEGORY-A		
1.	Transaction which exceeds the Value of Transactions as per Category A needs to provide the information as per the RPT Industry Standards	As per Industry standards Common information for all types of RPT
	a. Minimum information of the proposed RPT, applicable to all RPTs	Part A
	b. Details of Transactions as per previous FY	Annexure A
CATEGORY-B		
Information to be Provided for specific type of transaction as mentioned below in addition to the Common information for all types of RPT		
2.	Disclosure only in case of transactions relating to investment made by the listed entity or its subsidiary	Part B
CATEGORY-C		
Information to be provided only if a specific type of RPT mentioned below proposed to be undertaken is a material RPT and is in addition to Part A and B		
3.	Disclosure only in case of transactions relating to any investment made by the listed entity or its subsidiary	Part C

PART-A Minimum information of the proposed RPT as per Industry Standards

A.1 Basic details of the related party — **₹ in crores**

Sr. No.	Particulars of the information	Information provided by the management			
1.	Name of the Entity	GSPL Transmission Limited ["GTL"]	GSPL India Gasnet Limited ["GIGL"] subsidiary of GTL	GSPL India Gasnet Limited ["GIGL"] subsidiary of GTL	GSPL India Gasnet Limited ["GIGL"] subsidiary of GTL
2.	Name of the related party	GSPL India Gasnet Limited ["GIGL"]	Indian Oil Corporation Limtied ["IOCL"]	Bharat Petroleum Corporation Limited ["BPCL"]	Hindustan Petroleum Corporation Limited ["HPCL"]
3.	Country of incorporation of the related party	India	India	India	India
4.	Nature of business of the related party	Transmission of Natural Gas Through Pipeline	IOCL operates primarily in downstream hydrocarbons, encompassing oil refining and marketing of petroleum products.	BPCL operates primarily in downstream hydrocarbons, encompassing oil refining and marketing of petroleum products.	HPCL operates primarily in downstream hydrocarbons, encompassing oil refining and marketing of petroleum products.

A.2 Relationship and ownership of the related party					
Sr. No.	**Particulars of the information**	**Information provided by the management**			
1.	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	GTL is Holding Company of GIGL & Holds 52% equity shares of GIGL	IOCL being co-venturer in GIGL & holding 26% stake in GIGL	BPCL being co-venturer in GIGL & holding 11% stake in GIGL	HPCL being co-venturer in GIGL & holding 11% stake in GIGL
2.	Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	52%	Nil	Nil	Nil
3.	Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).	Not Applicable	Not Applicable	Not Applicable	Not Applicable
4.	Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).	Nil	IOCL being co-venturer in GIGL & holding 26% stake in GIGL	BPCL being co-venturer in GIGL & holding 11% stake in GIGL	HPCL being co-venturer in GIGL & holding 11% stake in GIGL

A.3 Details of previous transactions with the related party					
Sr. No.	**Particulars of the information**	**Information provided by the management**			
1.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year	Annexure-A	Annexure-A	Annexure-A	Annexure-A
2.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	Annexure-A	Annexure-A	Annexure-A	Annexure-A
3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	Not Applicable	Not Applicable	Not Applicable	Not Applicable

A.4 Amount of the proposed transaction(s)					
Sr. No.	**Particulars of the information**	**Information provided by the management**			
1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	a) Investment upto ₹71 Cr through subscription of Equity Shares in one or more tranches	a) Investment upto ₹36 Cr through subscription of Equity Shares in one or more tranches	a) Investment upto ₹15 Cr through subscription of Equity Shares in one or more tranches	a) Investment upto ₹15 Cr through subscription of Equity Shares in one or more tranches
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes	Yes	Yes	Yes
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	6.64%	3.36%	1.40%	1.40%
4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	NA	11.43%	4.76%	4.76%
5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	22.54%	0.00%	0.00%	0.00%
6.	Financial performance of the related party for the immediately preceding financial year:	₹ in crores			
	Particulars	**FY 2025-26**	**FY 2025-26**	**FY 2025-26**	**FY 2025-26**
	Turnover	315	9,01,453	5,22,820	4,76,728
	Profit After Tax	(212)	43,677	25,843	18,047
	Net worth	1,566	2,25,547	1,00,170	65,556

A.5 Basic details of the proposed transaction					
Sr. No.	**Particulars of the information**	**Information provided by the management**			
1.	Specific type of the proposed transaction (e.g. sale of goods/ services, purchase of goods/services, giving loan, borrowing etc.)	Investment	Investment	Investment	Investment
2.	Details of each type of the proposed transaction	Investment in Equity Share	Investment in Equity Share	Investment in Equity Share	Investment in Equity Share
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	N.A	N.A	N.A	N.A
4.	Whether omnibus approval is being sought?	Not Applicable	Not Applicable	Not Applicable	Not Applicable
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	Upto 71 Cr	Upto 36 Cr	Upto 15 Cr	Upto 15 Cr
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	Pursuant to the Scheme, Gujarat State Petronet Limited has ceased to exist and the Company became the successor entity responsible for carrying on the natural gas transmission business. Further, the Company also became the successor entity for investments in subsidiaries and joint ventures pertaining to gas transmission business i.e. investments in GSPL India Gasnet Limited and GSPL India Transco Limited. The Consortium of GSPL Transmission Limited (erstwhile Gujarat State Petronet Limited) (52%), Indian Oil Corporation Limited (IOCL) (26%), Bharat Petroleum Corporation Limited (BPCL) (11%) and Hindustan Petroleum Corporation Limited (HPCL) (11%) had been awarded authorization by PNGRB to construct a cross country natural gas pipeline from Mehsana in North Gujarat to Bhatinda in Punjab (MBPL) and from Bhatinda Jammu Srinagar (BJSPL) (together referred to as "MBJSPL"). The Project is being implemented through a Special Purpose Vehicle. Accordingly, GSPL India Gasnet Ltd. (GIGL) has been incorporated for implementing the Project. The estimated fund requirement of GIGL is Rs. 6893 Cr comprising of project requirements, line pack gas requirement and deficit funding. The Equity Requirement of GIGL is Rs. 2459.58 Cr and balance amount is being funded through Debt & Internal Accruals. The four promoters i.e. GTL/IOCL/HPCL/BPCL have obligation to bring the equity in proportion to their shareholding in the JV. As on 31-July-26, total equity contribution made by all the promoters are Rs. 2323.50 Cr. The balance equity contribution upto Rs. 136.08 Cr has to be made by promoters as per cash flow requirement of GIGL towards CAPEX / Line pack gas requirements. Same shall be used for Implementation of the Project.			
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.				
	a. Name of the director / KMP	N.A	N.A	N.A	N.A
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	N.A	N.A	N.A	N.A
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	N.A	N.A	N.A	N.A
9.	Other information relevant for decision making.	N.A	N.A	N.A	N.A

Annexure - A

A (3)Details of previous transactions with the related party					
	Name of the Entity	**GSPL Transmission Limited ["GTL"]**	**GSPL India Gasnet Limited ["GIGL"] subsidiary of GTL**	**GSPL India Gasnet Limited ["GIGL"] subsidiary of GTL**	**GSPL India Gasnet Limited ["GIGL"] subsidiary of GTL**
	Name of the Related Party	**GSPL India Gasnet Limited ["GIGL"]**	**Indian Oil Corporation Limtied ["IOCL"]**	**Bharat Petroleum Corporation Limited ["BPCL"]**	**Hindustan Petroleum Corporation Limited ["HPCL"]**
Sr. No.	**Particulars of the information**	**₹ In Crores**	**₹ In Crores**	**₹ In Crores**	**₹ In Crores**
1.	**Nature of Transactions**				
	Gas Transmission & allied Income [including Settlement Charges]	0.59	2.14	0.004	0.87
	Gas Transmission & allied Expense [including Settlement Charges]	292.27	-	-	-
	Rent/lease Income including utilities	1.49	0.01	0.01	0.11
	Rent/leaseExpense including utilities	-	0.08	-	-
	Purchase of goods like Natural Gas, CNG/PNG, Other inventories, assets	-	12.84	-	-
	Sale of goods like Inventories / materials	0.07	-	-	-
	Various other purchase of services like operating charges, connectivity charges, PL Crossing expense	-	-	-	0.02
	Various other Sale of services like operating charges, connectivity charges, PL crossing income	-	0.25	0.14	0.26
	Reimbursement Payable for various business expenditures	0.74	1.01	0.002	-
	Reimbursement Receivable for various business expenditures	3.31	-	0.02	-
	Interest paid/payable on Security Deposit	-	-	-	0.11
	Security Deposits Received	-	-	-	-
	Pipeline Crossing Charges Expense	-	-	-	-
	Security Deposits paid/refunded for Pipeline Crossing or connectivity	-	-	-	-
	Investment in Equity Shares	42.03	21.01	8.89	8.89
	Advance	18.00	21.00	-	8.00
	Interest on advance	0.01	0.01	0.06	0.00
	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	64.26	1.00	0.13	0.35
	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	No	No	No	No

PART B	Information to be provided only if a specific type of RPT as mentioned below is proposed to be undertaken and is in addition to Part A				
B(3)	Disclosure only in case of transactions relating to investment made by the listed entity or its subsidiary				
Sr. No.	Particulars of the information	Information provided by the management			
1.	Source of funds in connection with the proposed transaction. Note: *This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/ housing finance companies.*	Internal Accrual	Internal Accrual	Internal Accrual	Internal Accrual
2.	Where any financial indebtedness is incurred to make investment, specify the following: Note: This item of disclosure is not applicable to listed banks/ NBFCs /insurance companies /housing finance companies.	No, The Investment is funded through Internal Accruals.			
	a. Nature of indebtedness	N.A.	N.A.	N.A.	N.A.
	b. Total cost of borrowing	N.A.	N.A.	N.A.	N.A.
	c. Tenure	N.A.	N.A.	N.A.	N.A.
	d. Other details	N.A.	N.A.	N.A.	N.A.
3.	Purpose for which funds shall be utilized by the investee company.	Towards implementation of project and operational requirement	Towards implementation of project and operational requirement	Towards implementation of project and operational requirement	Towards implementation of project and operational requirement
4.	Material terms of the proposed transaction	N.A.	N.A.	N.A.	N.A.

Part C	Information to be provided only if a specific type of RPT mentioned below proposed to be undertaken is a material RPT and is in addition to Part A and B				
C (2)	Disclosure only in case of transactions relating to any investment made by the listed entity or its subsidiary				
Sr. No.	Particulars of the information	Information provided by the management			
1.	Latest credit rating of the related party Note: *a. Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any.* *b. This shall be applicable in case of investment in debt securities.*	CARE A (RWD)	CRISIL AAA/Stable CRISIL A1+	CRISIL AAA/Stable CRISIL A1+	CRISIL AAA/Stable CRISIL A1+
2.	Whether any regulatory approval is required. If yes, whether the same has been obtained.	N.A.	N.A.	N.A.	N.A.

DETAILS OF THE PROPOSED TRANSACTIONS WITH THE RELATED PARTIES

Annexure-II

INDEX OF INFORMATION

Sr No.	Category of transaction	Information to be provided
CATEGORY-A		
01.	Transaction which exceeds the Value of Transactions as per Category A needs to provide the information as per the RPT Industry Standards	As per Industry standards Common information for all types of RPT
	a. Minimum information of the proposed RPT, applicable to all RPTs	Part A
	b. Details of Transactions as per previous FY	Annexure B
CATEGORY-B		
Information to be Provided for specific type of transaction as mentioned below in addition to the Common information for all types of RPT		
02.	Disclosure only in case of transactions relating to investment made by the listed entity or its subsidiary	Part B
CATEGORY-C		
Information to be provided only if a specific type of RPT mentioned below proposed to be undertaken is a material RPT and is in addition to Part A and B		
03.	Disclosure only in case of transactions relating to any investment made by the listed entity or its subsidiary	Part C

PART-A Minimum information of the proposed RPT as per Industry Standards

A.1 Basic details of the related party ₹ in crores

Sr. No.	Particulars of the information	Information provided by the management		
1.	Name of the Entity	GSPL Transmission Limited ["GTL"]	GSPL India Gasnet Limited ["GIGL"] subsidiary of GTL	GSPL India Gasnet Limited ["GIGL"] subsidiary of GTL
2.	Name of the related party	GSPL India Gasnet Limited ["GIGL"]	Bharat Petroleum Corporation Limited ["BPCL"]	Hindustan Petroleum Corporation Limited ["HPCL"]
3.	Country of incorporation of the related party	India	India	India
4.	Nature of business of the related party	Transmission of Natural Gas Through Pipeline	BPCL operates primarily in downstream hydrocarbons, encompassing oil refining and marketing of petroleum products.	HPCL operates primarily in downstream hydrocarbons, encompassing oil refining and marketing of petroleum products.

A.2 Relationship and ownership of the related party

Sr. No.	Particulars of the information	Information provided by the management		
1.	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	GTL is Holding Company of GIGL & Holds 52% equity shares of GIGL	BPCL being co-venturer in GIGL & holding 11% stake in GIGL	HPCL being co-venturer in GIGL & holding 11% stake in GIGL
2.	Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	52%	Nil	Nil
3.	Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).	Not Applicable	Not Applicable	Not Applicable
4.	Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).	NIL	BPCL being co-venturer in GIGL & holding 11% stake in GIGL	HPCL being co-venturer in GIGL & holding 11% stake in GIGL

A.3	Details of previous transactions with the related party			
Sr. No.	**Particulars of the information**	**Information provided by the management**		
1.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year	Annexure-B	Annexure-B	Annexure-B
2.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	Annexure-B	Annexure-B	Annexure-B
3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	Not Applicable	Not Applicable	Not Applicable

A.4				
Sr. No.	**Particulars of the information**	**Information provided by the management**		
1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	a) Investment of ₹120.26 Cr through Redeemable Cumulative Preferance Shares	a) Investment of ₹33.19 Cr through Redeemable Cumulative Preferance Shares	a) Investment of ₹11.30 Cr through Redeemable Cumulative Preferance Shares
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes	Yes	Yes
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	11.24%	3.10%	1.06%
4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	NA	10.54%	3.59%
5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	38.17%	0.01%	0.00%
6.	Financial performance of the related party for the immediately preceding financial year:	Rs. in crores		
	Particulars	**FY 2025-26**	**FY 2025-26**	**FY 2025-26**
	Turnover	315	5,22,820	4,76,728
	Profit After Tax	(212)	25,843	18,047
	Net worth	1,566	1,00,170	65,556

A.5	Basic details of the proposed transaction			
Sr. No.	**Particulars of the information**	**Information provided by the management**		
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Investment	Investment	Investment
2.	Details of each type of the proposed transaction	Investment in GIGL through Redeemable Cumulative Preference Share		
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	5 Years	5 Years	5 Years
4.	Whether omnibus approval is being sought?	N.A.	N.A.	N.A.
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	120.26 Cr	33.19 Cr	11.30 Cr
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	GSPL India Gasnet limited is implementing Mehsana Bhatinda (MBPL) Natural gas pipeline. The project is capital intensive. Further, the volume ramp up is gradual during the initial years. As a part of financing arrangement, all promoters have signed Sponsor Support Undertaking (SSU) with Banks with obligation of maintaining the DSCR (Debt Service Coverage ratio) as 1. For maintaining the DSCR, all Promoters are obligated either arranging pipeline capacity utilisation or providing financial support through shareholder loans or subscription to preference shares or any other mode of funding. For FY 25-26, there is cash deficit of Rs. 164.75 Cr. All promoters have agreed to fund the deficit through subscribing the redeemable preference share.		
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.			
	a. Name of the director / KMP	NA	NA	NA
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	NA	NA	NA
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	N.A.		
9.	Other information relevant for decision making.	N.A.	N.A.	N.A.

Annexure-B

A(3)	Details of previous transactions with the related party			
	Name of the Entity	**GSPL Transmission Limited ["GTL"]**	**GSPL India Gasnet Limited ["GIGL"] subsidiary of GTL**	**GSPL India Gasnet Limited ["GIGL"] subsidiary of GTL**
	Name of the Related Party	**GSPL India Gasnet Limited ["GIGL"]**	**Bharat Petroleum Corporation Limited ["BPCL"]**	**Hindustan Petroleum Corporation Limited ["HPCL"]**
S. No.	**Particulars of the information**	**Rs. In Crores**	**Rs. In Crores**	**Rs. In Crores**
1.	**Nature of Transactions**			
	Gas Transmission & allied Income [including Settlement Charges]	0.59	0.004	0.87
	Gas Transmission & allied Expense [including Settlement Charges]	292.27	-	-
	Rent/lease Income including utilities	1.49	0.01	0.11
	Rent/lease Expenses including utilities	-	-	-
	Purchase of goods like Natural Gas, CNG/PNG, Other inventories, assets		-	
	Sale of goods like Inventories / materials	0.07	-	-
	Various other purchase of services like operating charges, connectivity charges, PL Crossing expense		-	0.02
	Various other Sale of services like operating charges, connectivity charges, PL crossing income	-	0.14	0.26
	Reimbursement Payable for various business expenditures	0.74	0.002	-
	Reimbursement Receivable for various business expenditures	3.31	0.02	-
	Interest paid/payable on Security Deposit		-	0.11
	Security Deposits Received		-	
	Pipeline Crossing Charges Expense		-	
	Security Deposits paid/refunded for Pipeline Crossing or connectivity		-	
	Investment in Equity Shares	42.03	8.89	8.89
	Advance	18.00	-	8.00
	Interest on advance	0.01	0.06	0.00
	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	64.26	0.13	0.35
	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	No	No	No

PART B	Information to be provided only if a specific type of RPT as mentioned below is proposed to be undertaken and is in addition to Part A			
B(3)	Disclosure only in case of transactions relating to investment made by the listed entity or its subsidiary			
S. No.	Particulars of the information	Information provided by the management		
1.	Source of funds in connection with the proposed transaction. Note: *This item of disclosure is not applicable to listed banks/NBFCs/insurancecompanies/ housing finance companies.*	Internal Accrual	Internal Accrual	Internal Accrual
2.	Where any financial indebtedness is incurred to make investment, specify the following: Note: This item of disclosure is not applicable to listed banks/ NBFCs/ insurance companies/housing finance companies.	No, The Investment is funded through Internal Accruals.		
	a. Nature of indebtedness	N.A.	N.A.	N.A.
	b. Total cost of borrowing	N.A.	N.A.	N.A.
	c. Tenure	N.A.	N.A.	N.A.
	d. Other details	N.A.	N.A.	N.A.
3.	Purpose for which funds shall be utilized by the investee company.	For Meeting the Debt Service Obligations	For Meeting the Debt Service Obligations	For Meeting the Debt Service Obligations
4.	Material terms of the proposed transaction	1. GIGL shall issue Redeemable Non-convertible Preference Shares to Promoters in proportion to cash deficit funding obligation. 2. The Face value of the Preference share shall be ₹10. The issue price of preference share is at face value. 3. The rate of dividend shall be 7% and tenure of the Preference share shall be 5 years. 4. In case of insufficient cash at the time of maturity, funding towards repayment of Redemption of Preference Shares are required, then each promoter shall bring only to the extent of Preference Shares Redemption amount payable to each promoter. 5. In case of deficit, funds towards Dividend shall be brought by each Promoter to the extent of Dividend due/payable to them. 6. The payment of dividend shall be subject to provisions of Section 123 of the companies act. Further, as per section 47 (2) of the Companies Act, 2013, if the dividend has not been paid for two years, the preference shareholders shall have a right to vote on all the resolutions placed before the Company. The preference shareholders shall enter into irrevocable agreement whereby they shall waive this right to vote in case in future section 47(2) is triggered. Hence, no promoter shall get additional voting rights due to non-payment of dividend for 2 or more years. In other words, there shall not be any change in the existing % of voting rights, held by each promoter.		

PART C	Information to be provided only if a specific type of RPT mentioned below proposed to be undertaken is a material RPT and is in addition to Part A and B			
C(2)	Disclosure only in case of transactions relating to any investment made by the listed entity or its subsidiary			
S. No.	Particulars of the information	Information provided by the management		
1.	Latest credit rating of the related party Note: *a. Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any.* *b. This shall be applicable in case of investment in debt securities.*	CARE A (RWD)	CRISIL AAA/Stable CRISIL A1+	CRISIL AAA/Stable CRISIL A1+
2.	Whether any regulatory approval is required. If yes, whether the same has been obtained.	N.A.	N.A.	N.A.

DETAILS OF DIRECTORS SEEKING REAPPOINTMENT

Name of Director	Dr. T. Natarajan, IAS (DIN: 00396367)	Shri Ashwini Kumar, IAS (DIN: 06581753)
Date of Birth	05/05/1971	28/04/1975
Date of First Appointment	02/05/2026	02/05/2026
Terms and Conditions of Appointment	Dr. T. Natarajan, IAS (DIN: 00396367) has been nominated by Energy & Petrochemical Department (EPD) of the Government of Gujarat (GoG). He shall hold the office till further intimation in this regard by Energy & Petrochemical Department (EPD) of the Government of Gujarat (GoG).	Shri Ashwini Kumar, IAS (DIN: 06581753) has been nominated by Energy & Petrochemical Department (EPD) of the Government of Gujarat (GoG). He shall hold the office till further intimation in this regard by Energy & Petrochemical Department (EPD) of the Government of Gujarat (GoG).
Details of Remuneration	Dr. T. Natarajan, IAS (DIN: 00396367) shall not draw any remuneration except sitting fees and out of Pocket Expenses.	Shri Ashwini Kumar, IAS (DIN: 06581753) shall not draw any remuneration except sitting fees and out of Pocket Expenses.
Brief resume along with Qualifications & Expertise	Refer page 3 of Annual Report	Refer page 3 of Annual Report
Directorship held in other companies (excluding foreign companies)	1. Gujarat Narmada Valley Fertilizers & Chemicals Limited 2. Gujarat State Investment Limited 3. Gujarat Alkalies and Chemicals Limited 4. Gujarat State Fertilizers & Chemicals Limited 5. Sardar Sarovar Narmada Nigam Limited 6. Gujarat Metro Rail Corporation (GMRC) Limited 7. Gujarat International Finance Tec-City Company Limited 8. Gujarat Energy Limited (Formerly Known as Gujarat Gas Limited) 9. Gujarat State Financial Services Ltd.	1. Gujarat State Fertilizers & Chemicals Limited 2. Gujarat Narmada Valley Fertilizers & Chemicals Limited 3. Gujarat Urja Vikas Nigam Limited 4. Gujarat Power Corporation Limited 5. Gujarat Energy Limited 6. Gujarat Energy Transmission Corporation Limited 7. Gujarat State Electricity Corporation Limited
Chairman/ Member of the Committees of other Companies (excluding foreign Companies)	**Gujarat Narmada Valley Fertilizers & Chemicals Limited** 1. Audit Committee – Member 2. Project Committee – Member **Gujarat State Fertilizers & Chemicals Limited** 1. Corporate Social Responsibility Committee – Member 2. Risk Management Committee – Member 3. Finance cum Audit Committee – Member **Gujarat Energy Limited (Formerly Known as Gujarat Gas Limited)** 1. Audit Committee – Member 2. Risk Management Committee – Chairman 3. Corporate Social Responsibility Committee – Member 4. Project Committee – Member 5. HR Committee – Member 6. Business Development Committee - Member **Gujarat Metro Rail Corporation (GMRC) Limited** 1. Audit Committee – Member **Gujarat State Investment Limited** 1. Corporate Social Responsibility Committee – Chairperson	**Gujarat State Fertilizers and Chemicals Limited** 1. Nomination and Remuneration Committee - Member 2. Project Committee - Member **Gujarat Energy Limited (Formerly Known as Gujarat Gas Limited)** 1. Corporate Social Responsibility Committee - Member 2. Nomination and Remuneration Committee - Member 3. Stakeholders Relationship Committee - Member 4. Business Responsibility and Sustainability Reporting Committee - Member 5. Business Development Committee - Member **Gujarat Narmada Valley Fertilizers & Chemicals Limited** 1. Nomination and Remuneration Committee - Member
Details of listed entities from which the he has resigned in the past three years	1. Bharat Electronics Limited 2. Hindustan Aeronautics Limited	Nil
No. of Meetings of the Board attended during the Financial Year (2025-26)	Nil	Nil
Shareholding of Directors in GSPL Transmission Limited	Nil	Nil
Relationship between Directors	Nil	Nil