Gujarat State Petronet Limited

The Energy Lifeline of Gujarat

ANNUAL REPORT 2019-20

Board of Directors

Shri Anil Mukim, IAS	*Chairman & Managing Director*
Shri M M Srivastava, IAS (Retd.)	
Shri Pankaj Joshi, IAS	
Smt. Sunaina Tomar, IAS	
Smt. Shridevi Shukla	
Prof. Yogesh Singh	
Dr. Bakul Dholakia	
Dr. Sudhir Kumar Jain	
Shri Bhadresh Mehta	
Shri Bimal N Patel	
Shri Sanjeev Kumar, IAS	*Joint Managing Director*
Dr. R Vaidyanathan	*Independent Director (upto 24th September, 2019)*
Shri Arvind Agarwal, IAS	*Director (upto 9th December, 2019)*
Dr. T Natarajan, IAS	*Joint Managing Director (upto 22nd August, 2019)*
Dr. J N Singh, IAS	*Managing Director (upto 11th December, 2019)*

Company Secretary

Smt. Rajeshwari Sharma
(w.e.f 20th February, 2020)

Ms. Reena Desai
(upto 20th February, 2020)

Statutory Auditors

M/s Anoop Agarwal & Co.,
Chartered Accountants,
Ahmedabad

Secretarial Auditors

M/s Manoj Hurkat & Associates
Practising Company Secretaries,
Ahmedabad

Bankers

Axis Bank Ltd.
Bank of Baroda
Central Bank of India
DCB Bank Ltd.
HDFC Bank Ltd.
ICICI Bank Ltd.
IDBI Bank Ltd.
IDFC First Bank Ltd.
Kotak Mahindra Bank Ltd.
RBL Bank Ltd.
State Bank of India
The South Indian Bank Ltd.
Union Bank of India
Yes Bank Ltd.

Subsidiary Companies

GSPL India Gasnet Limited
GSPL India Transco Limited
Gujarat Gas Limited

Associate Companies

Sabarmati Gas Limited

Cost Auditors

M/s N D Birla & Co.,
Cost Accountants, Ahmedabad

Registrar & Share Transfer Agent

KFin Technologies Pvt. Ltd.
Hyderabad

Internal Auditors

M/s K C Mehta & Co.,
Chartered Accountants,
Ahmedabad

Registered Office

GSPC Bhavan, Behind Udyog Bhavan,
Sector-11, Gandhinagar-382010, Gujarat

Corporate Office

GSPL Bhavan, E-18, GIDC Electronic
Estate, Sector-26, Gandhinagar-382028
Gujarat

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Board of Directors

Shri Anil Mukim, IAS, *Chairman & Managing Director*

Shri Anil Mukim, IAS is the Chief Secretary of Gujarat State. He has done Graduation in Commerce and Law, he joined IAS in 1985. He held many important portfolios including Collector & District Magistrate, Vadodara, Bhavnagar & Kutch-Bhuj, Addl. Principal Secretary to Hon'ble Chief Minister; Municipal Commissioner, Ahmedabad, Principal Secretary, Revenue Department, Additional Chief Secretary, Health & Family Welfare Department, Additional Chief Secretary, General Administration Department and Additional Chief Secretary, Finance Department with Government of Gujarat. He has also held several positions at Government of India, including Joint Secretary, Ministry of Commerce & Industry, CVO, Housing & Urban Development Corporation and Secretary, Ministry of Mines. He has wide corporate experience and held Directorship on the Board of various distinguished Companies. In addition to his responsibility as Chief Secretary of the State, he is also Chairman of Gujarat State Petroleum Corporation Limited, Gujarat Gas Limited, Gujarat Alkalies & Chemicals Limited, Gujarat Narmada Valley Fertilisers & Chemicals Limited and Gujarat Maritime Board.

Shri M M Srivastava, IAS (Retd.), *Non - Executive Director*

Shri M M Srivastava, IAS, (Retd.) has graduated in Science from Delhi University and has completed his Masters in Physics from Delhi University. He has also done MBA (Marketing) from University of Ljubljana, Slovenia. He has wide administrative and corporate experience. He has held various positions in Government Departments prior to his retirement including Member (Finance), Gujarat Electricity Board, Managing Director of Gujarat Agro Industries Corporation, Secretary in Finance Department, Commissioner of Commercial Tax Department, Principal Secretary to Energy & Petrochemicals Department and Additional Chief Secretary to Finance Department, Government of Gujarat.

Shri Pankaj Joshi, IAS, *Non-Executive (Additional) Director*

Shri Pankaj Joshi, IAS has done B. Tech in Civil Engineering, M. Tech in Water Resource Engineering, IIT, New Delhi and M. Phil in Defence & Strategic Studies. He has very rich knowledge and wide experience. He has held distinguished positions in the Government of Gujarat in various departments like Land Revenue, Personnel and General Administration, Urban Development and Education Department, Energy & Petrochemicals Department. He has also worked with the Union Government in various Departments like Urban Development, Social Justice and Empowerment, Public Transport, etc. He has wide experience at senior level in the public administration and policy in various areas. He has also served as Director on the Board of various Companies and has wide Corporate Experience. Presently, he is Additional Chief Secretary, Finance Department, Government of Gujarat.

Smt. Sunaina Tomar, IAS, *Non-Executive (Additional) Director*

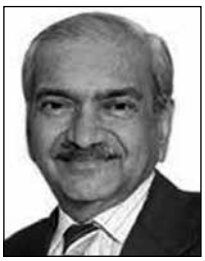
Smt. Sunaina Tomar, IAS, has done M.A. (Psychology). She has wide experience in the public administration. She has held distinguished positions in the Government of Gujarat in various departments including National Rural Health Mission, Land Reforms, Women & Child Devlopment Dept., Social Justice & Empowerment, Welfare of SC & BC, Education Dept, Ports & Transport etc. She has also worked with the Union Government as Joint Secretary, Ministry of Textiles. She also holds Directorship of various Government Companies. Presently, she is Additional Chief Secretary, Energy & Petrochemicals Department, Government of Gujarat.

Smt. Shridevi Shukla, *Woman Independent Director*

Smt. Shridevi Shukla has done B.A in Economics. She has wide administrative and corporate experience. Prior to her retirement, she held various senior level positions in Government of Gujarat Departments viz. Industries and Mines, Finance, Science and Technology and General Administration etc. Subsequent to her retirement, she was appointed as Officer on Special Duty (Industries and Mines) and Appellate Authority (Mines), Industries and Mines Department from September, 2010 to February, 2014. Thereafter, she was appointed as State Information Commissioner, Gujarat Information Commission from May, 2014 to February, 2015.

Prof. Yogesh Singh, *Independent Director*

Prof. Yogesh Singh is the Vice Chancellor of Delhi Technological University. He has been the Director of Netaji Subhas Institute of Technology, Delhi and Vice Chancellor of Maharaja Sayajirao University of Baroda, Gujarat. He received his M.Tech. (Electronics & Communication Engineering) and Ph.D.(Computer Engineering) degrees from National Institute of Technology, Kurukshetra, Haryana. Prof. Singh has an iconic track record of quality teaching, innovation and research with 'h' index of 31 and citation index of 3248, reported by Google scholar as on 11th November, 2019. A great mentor who has supervised 23 Ph.Ds in the area of Software Engineering. His areas of research include Software Testing, Software Quality & Metrics and Empirical Software Engineering. He is listed as the third best amongst the most productive Indian authors for participating in Software Engineering Research as reported by "Indian Computer Science Research Output during 1999-2008, Qualitative Analysis" published in Journal of Library & Information Technology, November 2010. He has more than 250 publications in International and National Journals/Conferences. He wrote a book on "Software Testing" published by Cambridge University Press, England (2011). He has also co-authored books on Software Engineering published by New Age International Delhi and Object Oriented Software Engineering published by PHI Learning, Delhi. He is the Chairman, Governing Board, Information and Library Network (INFLIBNET) Centre, Gandhinagar with effect from 31st January, 2018. He is a member of the Executive Committee of National Assessment and Accreditation Council (NAAC) with effect from 3rd October, 2019. He is also a Member of Board of Governors of the Academic of Science and Innovative Research (ACSIR) India from 16th January, 2020. Prof. Singh was the Chairman, Central Regional Committee, All India Council for Technical Education, Bhopal (covering States of Madhya Pradesh, Chhattisgarh & Gujarat). He was member of the General Council of National Assessment and Accreditation Council (NAAC) and was also the member of the Governing Council of Association of Indian Universities. He has served as Dean, University School of Information Technology , Controller of Examinations and Director Students Welfare of Guru Gobind Singh Indraprastha University, Delhi. He has been a part of the prestigious 'Yale-India Leadership Programme' at Yale University, USA. Visited Columbia University, New York State University, Stony Brook University and Cooper Union College under the aegis of this Programme.



Dr. Bakul Dholakia, *Independent Director*

Dr. Bakul Dholakia holds degree of M.A. (Economics), Gold Medalist and has done Ph.D. (Economics) from MS University, Baroda. Dr. Bakul Dholakia served as Director General of International Management Institute (IMI) of Delhi. Prior to joining IMI, he was the Director of Adani Institute of Infrastructure Management & Gujarat Adani Institute of Medical Sciences, Bhuj. He has more than 47 years of professional experience including 33 years at IIM, Ahmedabad. During the course of his long tenure at IIM Ahmedabad, Dr. Bakul Dholakia occupied the Reserve Bank of India Chair from 1992 to 1999, served as the Dean from 1998 to 2001 and as the Director of IIMA from 2002 to 2007. Dr. Dholakia was the Chairman of the National Board of Accreditation for Technical Education in India from 2005 to 2008. He has guided 20 Ph.D. students specializing in Economics, Finance, Business Policy and Public Systems. Dr. Dholakia is the author of 12 books, 28 monographs and more than 50 research papers published in professional journals in India & abroad. In 2007, Dr. Dholakia was awarded Padma Shri by the Government of India in recognition of his distinguished services in the field of education. In 2008, Dr. Dholakia was conferred the coveted Bharat Asmita National Award by the Honorable Chief Justice of India. In 2017, Dr. Dholakia received the prestigious AIMA Academic Leadership Award for his outstanding contribution to management education in India. Over the last two decades, Dr. Dholakia has worked on numerous government committees. He has also been a member of the jury for various Corporate Excellence Awards and Selection Committees for CEOs. The Competition Commission of India has appointed Dr. Dholakia as a member of the Eminent Person Advisory Group. He has been a consultant to various national and international organisation.

Dr. Sudhir Kumar Jain, *Independent Director*

Dr. Sudhir Kumar Jain is an active academic and a passionate academic administrator. He is currently serving his third term as director of the Indian Institute of Technology Gandhinagar (IITGN), which he joined as founder director in June 2009. He was on the faculty of IIT Kanpur for 35 years from 1984-2019. Dr. Jain holds a Bachelor of Engineering from the University of Roorkee, and Masters and Doctoral degrees from the California Institute of Technology, Pasadena. He has served as President of the International Association for Earthquake Engineering during 2014 to 2018. He was elected Fellow of the Indian National Academy of Engineering in 2003, and was conferred Padma Shri by the President of India in 2020.

Shri Bhadresh Mehta, *Independent Director*

Shri Bhadresh Mehta is Chartered Accountant, Company Secretary and Cost Accountant by qualification. He holds professionally qualified senior managerial experience with a proven success of over 25 years in steering finance, audit and infotech functions of reputed business groups. His areas of specialization are strategic planning, financial management, auditing, information technology and risk management.

Shri Bimal N Patel, *Independent Director*

Shri Bimal N Patel, Ph.D (International Law - Leiden, the Netherlands), Ph.D (International Law - Jaipur), LLM, MA, BSc, is Director-General of Raksha Shakti University and the former Director of the Gujarat National Law University, Gandhinagar. Shri Bimal Patel is professor of Public International Law. He is a Member of the National Security Advisory Board and Advisor, Financial Sector Regulatory Appointments Search Committee, Insolvency and Bankruptcy Board of India Regulations Committee, Government of India and 21st Law Commission of India. He has been involved in drafting several national and state primary and secondary legislations, regulations, rules. A former United Nations civil servant, scholar and academician of international law, international relations and diplomacy, Professor Patel possesses 27 years experience in public international law, law of the sea, maritime laws, international relations, international courts and tribunals. Professor Patel is a member or advisor on committees of various governmental and academic institutions and agencies. Professor Patel is author / editor of 15 books and more than 50 research papers / articles published in leading international and national peer-reviewed journals.

Shri Sanjeev Kumar, IAS, *Joint Managing Director*

Shri Sanjeev Kumar, IAS has done B. Tech (Hons.) from I.I.T. Kharagpur and Masters in Public Affairs from Humphrey School of Public Affairs, University of Minnesota, USA. He has very rich knowledge and wide experience of working in various Government Departments and Public Sector Undertaking.

He has held distinguished positions in Government of Gujarat including Collector Kheda & Gandhinagar. He has vast experience in Finance Department wherein he has served as Addl. Secretary (Budget), Secretary (Expenditure) and Secretary (Economic Affairs).

He was Managing Director of Gujarat State Investment Limited. He has also served as Director on the Board of various Companies including Gujarat State Financial Services Ltd, Gujarat Industrial Development Corporation, Gujarat State Electricity Corporation, Gujarat Mineral Development Corporation, Gujarat Urban Development Company Limited, Gujarat State Transport Corporation Ltd, Gujarat Infrastructure Development Board, Diamond Research and Mercantile City Ltd, Urban Ring Development Corporation Ltd, Dholera Industrial City Development Ltd.

QUALITY, HEALTH, SAFETY AND ENVIRONMENT POLICY

GSPL commits a high level of QHSE performance to ensure effective and efficient management of Operation and Maintenance of Natural Gas Grid with continual improvements so as to provide reliable natural gas transmission in a safe working environment.

GSPL is committed to:

- Maintain an organizational culture of Occupational Health, Safety, Environmental & Quality excellence by conducting its business in a manner that will promote consistent development.
- Safe work, resource conservation, waste management to reduce pollution and emergency response measures for continual improvement in QHSE performance.
- Design, construct, operate & maintain its facilities while assuring the best material and service quality and operate in a way that mitigates and minimizes risks and hazards.
- Prevention of ill-health and injuries by adopting best occupational health & safety practices, carrying out periodic risk assessments, audits, reviews, inspections and regular sharing awareness and involving employees and concerned stakeholders in consultation and participation
- Comply with legal, regulatory and other requirements applicable for natural gas transportation business as a responsible corporate.
- Provide appropriate resources and PPEs to its employees.
- Focusing on teamwork and stakeholder satisfaction, by adopting new technologies in O& M activities, maintaining availability of Gas Grid to meet relevant interested parties' requirements and reviewing of process and performance of QHSEMS on regular basis.
- Encourage interested parties to demonstrate commitment for continual improvement.
- Ensure compliance with the policy through a process of training and awareness.
- Communicate openly with all relevant interested parties on quality, Occupational Health, safety and environmental management issues.
- Delegate power to employees to implement the company's policy on Quality, Occupational health, safety, environment.

NOTICE

Notice is hereby given that 22nd Annual General Meeting of the members of Gujarat State Petronet Limited will be held on Thursday, 24th September, 2020 at 3.00 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 GSPC Bhavan, Sector - 11, Behind Udyog Bhavan, Gandhinagar - 382 010.

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements *(Standalone & Consolidated)* of the Company for the Financial Year ended 31st March, 2020 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 Shri Sanjeev Kumar, IAS [DIN: 03600655] who retires by rotation and being eligible offers himself for re-appointment and to pass following resolution as an Ordinary Resolution:

   "RESOLVED THAT Shri Sanjeev Kumar, IAS [DIN: 03600655], who pursuant to the applicable provisions of the Companies Act, 2013 and Articles of Association of the Company was appointed as Joint Managing Director of the Company (not liable to retire by rotation) w.e.f. 22nd August, 2019, has after considering the compliance requirement of provisions of the Section 152 of the Companies Act, 2013 for Rotational/Non-Rotational Directors, offered himself to retire by rotation and being eligible has further offered himself for re-appointment, be and is hereby re-appointed as Director (with continuity in his position as Joint Managing Director) of the Company, not liable to retire by rotation unless the constitution of the Board requires otherwise."

4. To authorize Board of Directors to fix remuneration of Statutory Auditors of the Company for the Financial Year 2020 - 21 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 2020 - 21".

SPECIAL BUSINESS

5. **To approve appointment of Shri Anil Mukim, IAS (DIN: 02842064) as a Director of the Company.**

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

   "RESOLVED THAT Shri Anil Mukim, IAS [DIN: 02842064] who was appointed as an Additional Director and also as Chairman & Managing Director of the Company pursuant to provisions of Sections 149, 152, 161, 196 and 203 read with Companies (Appointment and Qualifications of Directors) Rules, 2014 [Including any statutory modification(s) and enactment thereof for the time being in the force], applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Articles of Association of the Company and who holds office upto the date of this Annual General Meeting and in respect of whom, the Company has received a Notice in writing under Section 160 of the Companies Act, 2013 from a Member proposing his candidature for the office of the Director, be and is hereby appointed as a Director of the Company, who shall not be liable to retire by rotation."

6. **To approve appointment of Shri Pankaj Joshi, IAS [DIN: 01532892] as a Director of the Company.**

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

   "RESOLVED THAT Shri Pankaj Joshi, IAS [DIN: 01532892], who was appointed as an Additional Director pursuant to provisions of Sections 149, 152 and 161 of the Companies Act, 2013 read with the Companies [Appointment and Qualification of Directors] Rules, 2014 [including any statutory modification(s) or re-enactment thereof for the time being in force], applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Articles of Association of the Company and who holds office upto the date of this Annual General Meeting and in respect of whom, the Company has received a Notice in writing under Section 160 of the Companies Act, 2013 from a Member proposing his candidature for the office of the Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

7. **To approve appointment of Smt. Sunaina Tomar, IAS [DIN: 03435543] as a Director of the Company.**

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

   "RESOLVED THAT Smt. Sunaina Tomar, IAS [DIN: 03435543], who was appointed as an Additional Director pursuant to provisions of Sections 149, 152 and 161 of the Companies Act, 2013 read with the Companies [Appointment and Qualification of Directors] Rules, 2014 [including any statutory modification(s) or re-enactment thereof for the time being in force], applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Articles of Association of the Company and who holds office upto the date of this Annual General Meeting and in respect of whom, the Company has received a Notice in writing under Section 160 of the Companies Act, 2013 from a Member proposing her candidature for the office of the Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

8. To approve re-appointment of Dr. Sudhir Kumar Jain [DIN: 03646016] as an Independent Director of the Company.

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

"RESOLVED THAT Dr. Sudhir Kumar Jain [DIN: 03646016], who was appointed as an Independent Director pursuant to provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies [Appointment and Qualifications of Directors] Rules, 2014 [including any statutory modification(s) or re-enactment thereof for the time being in force], applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Articles of Association of the Company and who holds office as an Independent Director upto 22nd October, 2020 and who being qualified and eligible for re-appointment for a second term under the provisions of the Companies Act, 2013, Rules made thereunder and Listing Regulations and in respect of whom, the Company has received a notice in writing under Section 160 of the Companies Act, 2013, be and is hereby re-appointed as an Independent Director of the Company to hold office for a second term of 5 (Five) consecutive years effective from 23rd October, 2020, subject to review of annual performance and whose term of office shall not be liable to retirement by rotation."

9. To approve re-appointment of Shri Bhadresh Mehta [DIN: 02625115] as an Independent Director of the Company.

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

"**RESOLVED THAT** Shri Bhadresh Mehta [DIN: 02625115], who was appointed as an Independent Director pursuant to provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies [Appointment and Qualifications of Directors] Rules, 2014 [including any statutory modification(s) or re-enactment thereof for the time being in force], applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Articles of Association of the Company and who holds office as an Independent Director upto 22nd October, 2020 and who being qualified and eligible for re-appointment for a second term under the provisions of the Companies Act, 2013, Rules made thereunder and Listing Regulations and in respect of whom, the Company has received a notice in writing under Section 160 of the Companies Act, 2013, be and is hereby re-appointed as an Independent Director of the Company to hold office for a second term of 5 (Five) consecutive years effective from 23rd October, 2020, subject to review of annual performance and whose term of office shall not be liable to retirement by rotation."

10. To ratify the remuneration payable to M/s N D Birla & Co., Cost Auditors of the Company for the Financial Year ending 31st March, 2021.

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, Ahmedabad, 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, 2021 be paid the remuneration of ₹ 1,00,000/- [Rupees One Lac Only] plus applicable taxes and reimbursement of 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."

Date: 6th August, 2020
Place: Gandhinagar

For Gujarat State Petronet Limited

Rajeshwari Sharma
Company Secretary

Registered Office
GSPC Bhavan, Sector - 11,
Gandhinagar - 382 010
Website: http://gspcgroup.com/GSPL/
E-mail: investor.gspl@gspc.in

NOTES

1. Considering the present CoVID-19 pandemic, the Ministry of Corporate Affairs (MCA) has vide its circular dated 5th May, 2020 read together with Circulars dated 8th April, 2020 and 13th April, 2020 (collectively referred as "MCA Circulars") permitted convening of the Annual General Meeting through Video Conferencing (VC) or Other Audio Visual Means (OVAM), without the physical presence of the members at the common venue. In Accordance with the MCA 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.gspcgroup.com.

2. Generally, a member is 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 scrutinizers.gspl@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/re-appointment at the AGM as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) 2015 is annexed thereto. The Board of Directors have considered and decided to include the Item No. 5 to 10 given above as Special Business in the forthcoming AGM, as they are unavoidable in nature.

5. The Company has fixed Thursday, 10th September, 2020 as "Record Date" for determining entitlement of Final Dividend of ₹ 2.00/- (i.e. 20%) per Share for the Financial Year ended on 31st March, 2020.

ELECTRONIC DISPATCH OF ANNUAL REPORT AND PROCESS FOR REGISTRATION OF E-MAIL ID FOR OBTAINING COPY OF ANNUAL REPORT/LOGIN CREDENTIALS FOR E-VOTING

6. In Compliance with the aforesaid MCA Circulars and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020, stating that owing to the difficulties involved in dispatching of physical copies of the Financial Statements (including the Report of Board of Directors, Auditor's Report and other documents required to be annexed therewith), 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).

7. Members who have not updated their E-mail addresses with the Company/ R&TA - KFin Technologies Private 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 E-voting at www.evotingindia.com:

   - **Shareholders holding Shares in Physical mode:** The Shareholders are requested to update their E-mail addresses by sending following documents 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) A signed request letter mentioning your name, folio number and complete address;

     b) Self attested scanned copy of the PAN Card; and

     c) Self attested scanned copy of any document (such as AADHAR Card, Driving Licence, Passport) in support of the address of the Member as registered with the Company.

   - **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 AADHAR Card, Driving Licence, Passport) 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.

8. Notice of the AGM along with the Annual Report 2019 - 2020 is also available on the website of the Company i.e http://gspcgroup.com/GSPL/, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange Limited at https://www.bseindia.com/ and https://www.nseindia.com/ respectively. Further, the AGM Notice will also be available on the website of CDSL 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 investors.gspl@gspc.in. Questions/Queries received by Company till 5.00 p.m. on Thursday, 17th September, 2020 shall be considered and responded by the Company through E-mail.