



GUJARAT STATE PETROLEUM CORPORATION LIMITED
(CIN: U23209GJ1979SGC003281)

Registered Office: GSPC Bhavan, B/h Udhog Bhavan, Sector – 11, PIN -382010
Gandhinagar.

SUPPLEMENTARY NOTICE

This Supplementary Notice to the Notice convening 44th Annual General Meeting (AGM) of the Company is issued to transact the following additional Special Business at the AGM scheduled on Saturday, the 16th December, 2023 at Committee Room, Chief Secretary Office, 5th Floor, Block No. 1, New Sachivalaya, Gandhinagar at 11.00 A.M and shall form part of the Notice of the aforesaid AGM dated 23rd November 2023.

SPECIAL BUSINESS:

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

- 7. To approve appointment of Ms. Vanaja N Sarna, IRS (Retd.) [DIN: 10419005] as an Independent Director of the Company.**

“RESOLVED THAT pursuant to provisions of Sections 149, 152 and 161 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], and Articles of Association of the Company, Ms. Vanaja N Sarna, IRS (Retd.) [DIN: 10419005], who was appointed as an Additional/ Independent Director, and who being qualified and eligible for appointment as an Independent Director of the Company 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 appointed as an Independent Woman Director of the Company to hold office for a period of 5 (Five) consecutive years effective from 7th December, 2023, subject to review of annual performance and whose term of office shall not be liable to retirement by rotation.”

By order of the Board,

Sd/-
Reena Desai
Company Secretary

Date: 7th December, 2023
Place: Gandhinagar
Registered Office:
GSPC Bhavan, Sector – 11,

Gandhinagar – 382 011

E-mail: gspc@gspc.in

Website: www.gspcgroup.com

Phone: 079-66701001, Fax: 079-23236375

Notes:

1. Since the company has received the notice proposing the candidature of Ms. Vanaja N Sarna, IRS (Retd) subsequent to the issue of the Notice of the 44th Annual General Meeting of the Company on 23rd November, 2023, a Supplementary Notice to the Notice of the 44th Annual General Meeting is being circulated to the Members of the Company pursuant to Section 160 of the Companies Act, 2013 read with Rule 13 of the Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions of the Companies Act, 2013.
2. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of the above Special Business to be transacted at the Annual General Meeting (AGM) is annexed and forms part of this Notice.
3. All documents referred to in the accompanying notice and the explanatory statement shall be open for inspection at the registered office of the Company during normal business hours i.e. between 10.30 a.m. to 6.30 p.m. on all working days up to and including the date of annual general meeting.
4. All the notes and instructions relating to voting during the AGM as well as instructions for attending the meeting as set out in the Notice of the ensuing 44th AGM shall mutatis-mutandis apply to the Resolution proposed in this Supplementary Notice.
5. This Supplementary Notice to the Notice convening 44th AGM is available along with the Notice of the 44th AGM on the website of the Company – <https://gspcgroup.com/GSPC/investors-relations>

Annexure to the Notice

Explanatory Statement Pursuant to Section 102 (2) of the Companies Act, 2013

Item No. 7

The Board of Directors have approved the appointment of Ms. Vanaja N Sarna, IRS (Retd.) [DIN: 10419005] as Additional/Independent Woman Director of the Company with effect from 7th December 2023 under applicable provisions of the Companies Act, 2013 based on the letter dated 4.12.2023 received from Govt of Gujarat for her appointment as a Woman Independent Director on the Board of the Company.

Ms. Vanaja N Sarna, IRS (Retd.) holds office upto the date of the ensuing General Meeting. Accordingly, the appointment of Ms. Vanaja N Sarna, IRS (Retd.) would be required to be placed at the ensuing Annual General Meeting of the Company scheduled on 16th December 2023.

As per the provisions of Section 149 of the Companies Act, 2013 an Independent Director shall hold office for a term upto five consecutive years on the Board of a company and is not liable to retire by rotation. The Company has received a Notice under Section 160 of the Companies Act, 2013 from a Member in writing proposing the candidature of Ms. Vanaja N Sarna, IRS (Retd.) for appointment as an Independent Director of the Company. Ms. Vanaja N Sarna, IRS (Retd.) has given a declaration to the Board that she meets the criteria of Independence as provided under Section 149 (6) of the Act. The Board recommends her appointment as an Independent Woman Director for five (5) consecutive years effective from 7th December 2023.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Ms. Vanaja N Sarna, IRS (Retd.) as an Independent Director is now being placed before the Members for their approval. A brief profile of Ms. Vanaja N Sarna, IRS (Retd.), the nature of his expertise in specific functional areas, names of companies in which he hold Directorship, Committee Memberships/ Chairmanships, his shareholding etc., are provided herein.

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

None of the Directors or Key Managerial Personnel (KMP) or relatives of Directors and KMPs, except Ms. Vanaja N Sarna, IRS (Retd.), is concerned or interested in the Resolution at Item No. 7 of the Notice.

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

By order of the Board,

**Sd/-
Reena Desai
Company Secretary**

Date: 7th December, 2023

Place: Gandhinagar

Registered Office :

GSPC Bhavan, Sector – 11,

Gandhinagar – 382 011

E-mail: gspc@gspc.in

Website: www.gspcgroup.com

Phone: 079-66701001, Fax: 079-23236375

Details of Directors seeking appointment/ re-appointment pursuant to the provisions of Companies Act, 2013:

Name of Director	Ms. Vanaja N Sarna, IRS (Retd.)
Age (Date of Birth)	65 years (22.06.1958)
Date of first appointment on the Board	7 th December, 2023
Qualification & Experience	Ms. Vanaja N Sarna has done B.A. (Hons) Psychology, Diploma in Journalism & Mass Communication, LLB and Masters Diploma in Public Administration. Ms. Vanaja N Sarna is Retired Indian Revenue Service Officer of 1980 Batch and has served Central Board of Excise and Customs (CBEC) in several capacities for more than 37 years including Chairman of Central Board of Indirect Taxes and Customs and Chairman of Central Board of Excise and Customs. She was posted in Customs, Central Excise and Service Tax formations in Kochi, Delhi, Chennai, Meerut, Chandigarh and Bangalore. She had also worked as Additional Director General, National Academy of Customs, Excise & Narcotics (NACEN), in Chennai. She was also Additional Director General in Directorate General of Revenue Intelligence, New Delhi. She also served on deputation as Under Secretary, Legislative Department, Ministry of Law and as Director/ Joint Secretary in the Rajya Sabha Secretariat. She was also Director General of Vigilance and Chief Vigilance Officer of the Department. After Retirement from Indian Revenue Service, she was also appointed as Information Commissioner in Central Information Commission (CIC) from January, 2019 to June, 2023.
Terms & Conditions of Appointment and Remuneration	As per appointment letter
Directorship held in other Companies	NIL
No. of Board Meetings attended during the financial year 2022-23	Not Applicable
Membership/ Chairmanship of Committees of other Boards	Not Applicable
Shareholding in the Company	Nil
Relationship with any Director/Manager/ Key Managerial Personnel of the Company– NIL	