



## GUJARAT STATE PETRONET LIMITED

(CIN : L40200GJ1998SGC035188)

Registered Office: GSPC Bhavan, Behind Udyog Bhavan, Sector-11, Gandhinagar-  
382010, Gujarat, India

Tel: 23268500/700, Fax: 079-23268506

Website: [www.gspcgroup.com](http://www.gspcgroup.com), Email: [investors.gspl@gspc.in](mailto:investors.gspl@gspc.in)

14<sup>th</sup> September, 2025

The Secretary, Listing Department  
BSE Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai - 400 001  
Maharashtra, India.  
Scrip Code: 532702

The Manager, Listing Department  
National Stock Exchange of India Limited  
Exchange Plaza, 5th Floor, Plot No. C/1,  
G Block, Bandra-Kurla Complex Bandra (E),  
Mumbai 400 051  
Maharashtra, India  
Symbol: GSPL

**Subject:** Disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations") - Notice convening meeting of the equity shareholders of Gujarat State Petronet Limited ("Company")

**Reference:** In the matter of Composite Scheme of Amalgamation and Arrangement amongst Gujarat State Petroleum Corporation Limited ("GSPC"/ "Transferor Company 1"), Gujarat State Petronet Limited ("GSPL"/ "Transferor Company 2"/ "Company"), GSPC Energy Limited ("GEL"/ "Transferor Company 3"), Gujarat Gas Limited ("GGL"/ "Transferee Company"/ "Demerged Company") and GSPL Transmission Limited ("GTL"/ "Resulting Company") and their respective shareholders under sections 230 to 232 and other applicable provisions of the Companies Act, 2013 and rules made thereunder

Respected Sir/Madam,

In terms of Regulation 30 of the SEBI LODR Regulations, as amended, we hereby wish to inform that the Hon'ble Ministry of Corporate Affairs ("MCA") vide its Order dated 10<sup>th</sup> September, 2025 ("Order") in Company Scheme Application dated 10<sup>th</sup> February, 2025 before the Hon'ble MCA, has directed the Company to convene meeting of the equity shareholders of the Company. Accordingly, the said Meeting is scheduled to be held as per the details below through Video Conferencing / Other Audio Visual Means ("VC/OAVM") ("Meeting") to consider and if thought fit, with or without modification(s), approve the Scheme.

In light of the above, Meeting of the equity shareholders of the Company is being convened on **17<sup>th</sup> October, 2025 at 4:00 P.M. (IST)** through VC / OAVM mode, in compliance with the provisions of the Companies Act, 2013 ("**the 2013 Act**") and rules made thereunder, read with the applicable general circulars issued by MCA in relation to conducting Shareholders meeting through VC / OAVM with facility for e-voting, Regulation 44 and other provisions of the SEBI LODR Regulations, applicable SEBI Circulars and Secretarial Standard on General Meetings as issued by the Institute of Company Secretaries of India.

The Notice convening the Meeting along with the Statement under Section(s) 102, 230 to 232 and other applicable provisions of the 2013 Act read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 ("**Rules**"), SEBI LODR Regulations and applicable SEBI Circulars (together referred to as "**Notice**") is being issued on 14<sup>th</sup> September, 2025 only through electronic mode to those Members whose email addresses are registered with the Registrar and Transfer Agent ("RTA") / Depositories as on 1<sup>st</sup> August, 2025. A copy of the said Notice is enclosed herewith.

The Company has engaged Central Depository Services (India) Limited ('CDSL') for providing e-voting services and VC/OAVM facility for this meeting. The detailed

instructions for joining the Meeting through VC / OAVM, manner of casting vote through remote e-voting / e-voting and registration of e-mail address of the shareholders for the Meeting are provided in the “Notes” section of the Notice.

The Notice is available on the website of the Company at [www.gspcgroup.com/gspl](http://www.gspcgroup.com/gspl) and on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com). It will be made available on the website of SEBI at [www.sebi.gov.in](http://www.sebi.gov.in) and on the website(s) of BSE Limited and the National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com), respectively.

This is for your information and records.

Thanking You,

Yours faithfully,

**For Gujarat State Petronet Limited**

**Smt. Rajeshwari Sharma**

Company Secretary

Membership No. : ACS 10892

Encl: as above

**NOTICE OF THE MEETING OF THE EQUITY SHAREHOLDERS OF GUJARAT  
STATE PETRONET LIMITED PURSUANT TO THE ORDER OF THE HON'BLE  
MINISTRY OF CORPORATE AFFAIRS DATED 10TH SEPTEMBER, 2025**

<b>Meeting Details</b>	
<b>Day</b>	<b>Friday</b>
<b>Date</b>	<b>17<sup>th</sup> October, 2025</b>
<b>Time</b>	<b>4:00 P.M. (IST)</b>
<b>Mode of Meeting</b>	As per the directions of the Hon'ble Ministry of Corporate Affairs, the meeting is being conducted through Video Conferencing / Other Audio-Visual Means.
<b>Relevant date for sending the notice to eligible equity shareholders</b>	<b>Friday, 1<sup>st</sup> August, 2025 (as per Hon'ble MCA Order)</b>
<b>Cut-off date for e-voting</b>	<b>Friday, 10<sup>th</sup> October, 2025</b>
<b>Remote e-voting start date and time</b>	<b>Tuesday, 14<sup>th</sup> October, 2025 at 09:00 A.M. (IST)</b>
<b>Remote e-voting end date and time</b>	<b>Thursday, 16<sup>th</sup> October, 2025 at 05:00 P.M. (IST)</b>

<b>Sr. No.</b>	<b>Index</b>	<b>Annexure No.</b>	<b>Page No.</b>
1.	Notice of the meeting of equity shareholders of Gujarat State Petronet Limited under the provisions of Section(s) 230 to 232 of the Companies Act, 2013 and Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 ('Rules') read with SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated 20 <sup>th</sup> June, 2023 and other applicable SEBI Circulars ('Notice').	<b>A</b>	2

2.	Explanatory Statement under Sections 230(3), 232(1) and (2) read with section 102 and other applicable provisions of the 2013 Act read with SEBI Master Circulars No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated 20 <sup>th</sup> June, 2023 and other applicable SEBI Circulars	<b>B</b>	26
3.	Composite Scheme of Amalgamation and Arrangement amongst Gujarat State Petroleum Corporation Limited ('Transferor Company 1'), Gujarat State Petronet Limited ('Transferor Company 2'), GSPC Energy Limited (Transferor Company 3'), Gujarat Gas Limited ('Transferee / Demerged Company') and GSPL Transmission Limited ('Resulting Company') and their respective shareholders under sections 230 to 232 and other applicable provisions of the 2013 Act and rules made thereunder (" <b>Scheme</b> ")	1	106
4.	Audited Financial Statements of Transferor Company 1 for the period ended 31 March 2025	2	256
5.	Audited Financial Statements of Transferor Company 2 for the period ended 31 March 2025	3	469
6.	Audited Financial Statements of Transferor Company 3 for the period ended 31 March 2025	4	608
7.	Audited Financial Statements of Transferee / Demerged Company for the period ended 31 March 2025	5	670
8.	Audited Financial Statements of Resulting Company for the period ended 31 March 2025	6	872
9.	Board Resolutions for approval of the draft Scheme and Reports adopted by the Board of Directors of all the Companies pursuant to the provisions of Section 232(2)(c) of the 2013 Act	7 to 16	901

10.	Valuation reports dated 30 <sup>th</sup> August, 2024 provided by Ernst & Young Merchant Banking Services LLP and SSPA Co., Chartered Accountants	17	950
11.	Summary of the valuation reports as submitted by the Registered Valuers	18	972
12.	Fairness Opinion dated 30 <sup>th</sup> August, 2024 issued by Saffron Capital Advisors Private Limited for Transferee / Demerged Company	19	1023
13.	Fairness Opinion dated 30 <sup>th</sup> August, 2024 issued by Fortress Capital Management Services Pvt. Ltd. For Transferor Company 2	20	1029
14.	Report of the Audit Committee of the Transferor Company 2	21	1042
15.	Report of the Audit Committee of the Transferee/Demerged Company	22	1051
16.	Report of the Committee of Independent Directors of the Transferor Company 2	23	1061
17.	Report of the Committee of Independent Directors of the Transferee/Demerged Company	24	1068
18.	Pre Scheme Shareholding Pattern of Transferor Companies, Transferee/Demerged Company and the Resulting Company and Post Scheme Shareholding Pattern of Transferee/Demerged Company and the Resulting Company (Colly)	25	1076
19.	Statutory Auditors' Certificate to Transferor Company 1 for conformity of accounting treatment in the Scheme with the Indian Accounting Standards	26	1122
20.	Statutory Auditors' Certificate to Transferor Company 2 for conformity of accounting treatment in the Scheme with the Indian Accounting Standards	27	1127

21.	Statutory Auditors' Certificate to Transferor Company 3 for conformity of accounting treatment in the Scheme with the Indian Accounting Standards	28	1132
22.	Statutory Auditors' Certificate to Transferee/Demerged Company for conformity of accounting treatment in the Scheme with the Indian Accounting Standards	29	1136
23.	Statutory Auditors' Certificate to Resulting Company for conformity of accounting treatment in the Scheme with the Indian Accounting Standards	30	1145
24.	"Nil" Complaint Reports filed by the Transferor Company 2 and Transferee/Demerged Company with BSE Limited and National Stock Exchange of India Limited respectively	31 to 32	1149
25.	Copy of Observation Letter received from BSE Limited dated 4 <sup>th</sup> February, 2025	33	1161
26.	Copy of Observation letter received from National Stock Exchange of India Limited dated 5 <sup>th</sup> February, 2025	34	1166
27.	Details of ongoing adjudication & recovery proceedings, prosecution initiated, and all other enforcement action taken against the Transferor Company 2, Transferee Company, their promoters and directors	35	1169
28.	Applicable information related to Gujarat State Petroleum Corporation Limited in the format specified for Abridged Prospectus along with Due Diligence Certificate provided by the Merchant Banker (as per Part E of Schedule VI of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009	36	1273
29.	Applicable information related to GSPC Energy Limited in the format specified for Abridged Prospectus along with Due Diligence Certificate provided by the Merchant	37	1295

	Banker (as per Part E of Schedule VI of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009		
30.	Applicable information related to GSPL Transmission Limited in the format specified for Abridged Prospectus along with Due Diligence Certificate provided by the Merchant Banker (as per Part E of Schedule VI of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009	38	1313
31.	Details of assets, liabilities, revenue and net worth of the companies involved in the scheme, both pre and post scheme of arrangement, along with a write up on the history of the demerged undertaking/Transferor Companies as certified by a Chartered Accountant (CA) and Comparison of revenue and net worth of demerged undertaking with the total revenue and net worth of the listed entity in last three financial years	39	1329
32.	Copy of the latest net worth certificates of all the companies involved in the Scheme	40	1339
33.	Comparison of revenue and net worth of amalgamating companies with the total revenue and net worth of the amalgamated company for the last three years	41 to 42	1355
34.	Details of any type of arrangement or agreement between the demerged company/ resulting company/ merged/ amalgamated company/ creditors/ shareholders/ promoters/ directors etc., which may have any implications on the Scheme as well as on the shareholders of Transferee Company	43	1359
35.	CA certificate certifying relevant provisions of the 2013 Act or applicable Indian Accounting Standards and Accounting Treatment to Transferee Company	44	1360

36.	Details of shareholding of companies involved in the Scheme at each stage by Transferee Company	45	1364
37.	CA Certificate certifying Share Capital built-up of unlisted entities involved in the Scheme	46	1366
38.	Details by Transferee Company in respect of any action taken/pending by Govt./Regulatory body/Agency against all the entities involved in the scheme	47	1374
39.	Basis for division of assets and liabilities between divisions of Demerged entity as submitted by the Transferee/ Demerged Company before the Stock Exchanges	48	1375
40.	Benefits of the Scheme to the public shareholders of the Transferee Company	49	1376
41.	Tax/other liability/benefit arising to the entities involved in the Scheme by Transferee Company	50	1378
42.	Comments of the Transferee Company on the accounting treatment specified in the Scheme to conform whether it is in compliance with the Accounting Standards/Indian Accounting Standards	51	1379
43.	Confirmation by Transferee Company that the Scheme is in compliance with the applicable securities laws	52	1380
44.	Confirmation by Transferee Company that the arrangement proposed in the Scheme is yet to be executed	53	1381
45.	Details of any type of arrangement or agreement between the demerged company/ resulting company/ merged/ amalgamated company/ creditors/ shareholders/ promoters/ directors etc., which may have any implications on the scheme of arrangement as well as on the shareholders of Transferor Company 2	54	1382

46.	CA certificate certifying relevant provisions of the 2013 Act or applicable Indian Accounting Standards and Accounting Treatment to Transferor Company 2	55	1383
47.	Details of shareholding of companies involved in the Scheme at each stage by Transferor Company 2	56	1387
48.	Details by Transferor Company 2 in respect of any action taken/pending by Govt./Regulatory body/Agency against all the entities involved in the scheme	57	1389
49.	Basis for division of assets and liabilities between divisions of Demerged entity as submitted by the Transferor Company 2 before the Stock Exchanges	58	1390
50.	Benefits of the Scheme to the public shareholders of the Transferor Company 2	59	1391
51.	Tax/other liability/benefit arising to the entities involved in the scheme by Transferor Company 2	60	1393
52.	Comments of the Transferor Company 2 on the accounting treatment specified in the Scheme to conform whether it is in compliance with the Accounting Standards/Indian Accounting Standards	61	1394
53.	Confirmation by Transferor Company 2 that the Scheme is in compliance with the applicable securities laws	62	1395
54.	Confirmation by Transferor Company 2 that the arrangement proposed in the Scheme is yet to be executed	63	1396

**The Notice of the Meeting, Statement under Sections 102, 230 to 232 and other applicable provisions of the Companies Act, 2013 and Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with applicable SEBI Circulars and Annexure 1 to Annexure 63 constitute single and complete set of documents and should be read in conjunction with each other, as they form an integral part of this document.**