



## Gujarat State Petronet Ltd.

GSPL Bhavan, E-18, GIDC Electronics, Nr. K-7  
Circle, Sector-26, Gandhinagar-382028 Gujarat (INDIA)  
Tel: +91-79-23268500/600  
Website :www.gspcgroup.com

GSPL/S&L/2025-26  
17<sup>th</sup> October, 2025

To,  
The Manager (Listing)  
The Bombay Stock Exchange  
Phiroze Jeejeebhoy Towers, Dalal Street,  
Mumbai- 400 001.  
Company Code: 532702

To,  
The Manager (Listing)  
The National Stock Exchange of India Ltd.  
"Exchange Plaza", Bandra-Kurla  
Complex, Bandra (E), Mumbai - 400 051.  
Company Code: GSPL

Dear Sir/Madam,

**Subject: Proceedings of the Meeting of Equity Shareholders of Gujarat State Petronet Limited vide Order of Hon'ble Ministry of Corporate Affairs, held on Friday, 17<sup>th</sup> October, 2025**

The Meeting of Equity Shareholders of Gujarat State Petronet Limited (GSPL) as directed by the Hon'ble Ministry of Corporate Affairs vide an Order dated 10<sup>th</sup> September, 2025 was held today i.e. Friday, 17<sup>th</sup> October, 2025 at 4:00 P.M. for the purpose of considering and approving the arrangement embodied in the Composite Scheme of Amalgamation and Arrangement amongst Gujarat State Petroleum Corporation Limited ("GSPC"/"Transferor Company 1"), GSPL, 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 pursuant to Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 and rules made thereunder.

In this regard, please find enclosed the summary of the proceedings of the said Shareholders Meeting of the Company as required under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Kindly take the same on record.

Thanking You.

Yours Faithfully,  
For Gujarat State Petronet Limited

Rajeshwari Sharma  
Company Secretary

Enclosure: As above.

**PROCEEDINGS OF THE MEETING OF THE EQUITY SHAREHOLDERS OF GUJARAT STATE PETRONET LIMITED HELD ON FRIDAY, 17<sup>TH</sup> OCTOBER, 2025 AT 04:00 PM THROUGH VC / OAVM**

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The Meeting of the Equity Shareholders of Gujarat State Petronet Limited as directed by Hon'ble Ministry of Corporate Affairs vide Order dated 10<sup>th</sup> September, 2025, was held through Video Conferencing/ Other Audio Visual Means on 17<sup>th</sup> October, 2025 at 04:00 P.M. The meeting commenced at 04:00 P.M.

The Meeting was held pursuant to an Order dated 10<sup>th</sup> September, 2025 ("Order") by the Hon'ble Ministry of Corporate Affairs, New Delhi ("MCA") directing the convening of Meeting of Equity Shareholders of Gujarat State Petronet Limited ("GSPL"/"Transferor Company 2"), be held through through Video Conferencing/ Other Audio Visual Means, for the purpose of considering, and if thought fit, approving, with or without modifications, the arrangement embodied in the Composite Scheme of Amalgamation and Arrangement amongst Gujarat State Petroleum Corporation Limited ("GSPC"/"Transferor Company 1"), GSPL, 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 pursuant to Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 and rules made thereunder.

The Hon'ble MCA has appointed Shri Pankaj Joshi, IAS [and in his absence, Ms. Arti Kanwar, IAS and in her absence, Shri Milind Torawane, IAS] to be the Chairperson of the meeting. Accordingly, Shri Pankaj Joshi, IAS, Chairman and Managing Director of the Company chaired the meeting. The Quorum required under the Companies Act, 2013 was present throughout the Meeting.

Smt. Rajeshwari Sharma, Company Secretary informed that the Meeting was held through VC/ OAVM in compliance with the Order of MCA and applicable provisions of the Companies Act, 2013, general circulars issued by Hon'ble MCA and regulations and circulars issued by the Securities and Exchange Board of India in this regard. Thereafter, the Company Secretary informed the Members about the procedural and technical points on conducting the Meeting through VC/OAVM as per the Circulars issued by MCA and SEBI in this regard.

The Company Secretary further informed that Hon'ble MCA has appointed M/s K K Patel & Associates, Practicing Company Secretaries, Gandhinagar, Gujarat, as the scrutinizer to scrutinize the e-voting during the meeting and remote e-voting process in a fair and transparent manner.

The Chairman & Managing Director delivered the Chairman's Speech.

The following item of business as set out in the Notice convening the meeting were proposed:

**Resolution No. 1:**

**To consider and if thought fit, to pass the following resolution for approval of the Scheme by the requisite statutory majority:**

**“RESOLVED THAT** in terms of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 (“the 2013 Act”) read with the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), applicable circulars and notifications issued by the Ministry of Corporate Affairs, the Securities and Exchange Board of India Act, 1992 and the regulations framed thereunder, including the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, read with SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated 20th June, 2023 and other applicable SEBI Circulars, the Observation Letter(s) issued by BSE Limited and the National Stock Exchange of India Limited, dated 4th February, 2025 and 5th February, 2025 respectively and the Memorandum and Articles of Association of Gujarat State Petronet Limited and subject to the approval of the Hon’ble MCA, and such other approvals, permissions and sanctions of any other regulatory or statutory authority(ies), as may be deemed necessary and subject to such conditions and modifications as may be prescribed or imposed by the Hon’ble MCA or any other regulatory or statutory authority(ies), while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board” in relation to the companies, means their respective board of directors, and unless it is repugnant to the context or otherwise, includes any committee of directors or any person authorised by the board of directors or by such committee of directors duly constituted and authorised for the matters pertaining to this Scheme or any other matter relating hereto), the Scheme of Amalgamation and Arrangement amongst Gujarat State Petroleum Corporation Limited, Gujarat State Petronet Limited, GSPC Energy Limited, Gujarat Gas Limited and GSPL Transmission Limited and their respective shareholders under sections 230 to 232 and other applicable provisions of the Companies Act, 2013 and rules made thereunder, as placed before this Hon’ble MCA convened Meeting of the Equity Shareholders, be and is hereby approved.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem requisite, desirable, appropriate or necessary, to give effect to this resolution and effectively implement the proposed amalgamation and arrangement embodied in the Scheme including matters referred to in the Scheme and to accept such modifications, amendments, limitations and/ or conditions, if any, at

any time and for any reason whatsoever, which may be required and/or imposed by the Hon'ble MCA or its appellate authority(ies) while sanctioning the Scheme or by any statutory/ regulatory authority(ies), or as may be required for the purpose of resolving any doubts or difficulties that may arise including passing such accounting entries or making adjustments in the books of accounts of the Company as considered necessary or appropriate, while giving effect to the Scheme, as the Board in its absolute discretion may deem fit and proper, subject to compliance with the applicable laws and regulations, without being required to seek any further consent / approval of the Shareholders and the Shareholders shall be deemed to have given their consent /approval thereto expressly by authority under this Resolution.

**RESOLVED FURTHER THAT** the Board may delegate all or any of its powers herein conferred to any Director(s) and/or officer(s) of the Company, to give effect to this resolution, if required, as it may in its absolute discretion deem fit, necessary or desirable, without any further approval from Shareholders of the Company."

The Meeting concluded at 04:45 P.M. with vote of thanks. Thereafter, the e-voting facility was kept open for next 15 minutes after conclusion of the Equity Shareholders Meeting to enable the Members to cast their votes.

**For Gujarat State Petronet Limited**

Rajeshwari Sharma  
Company Secretary