

VADODARA STOCK EXCHANGE LIMITED

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For Investor grievance : igc@vselindia.com

Ref: VSE/MD/SEBI/LISTTING/SEBI/2014

November 3, 2014

Securities & Exchange Board of India, SEBI Bhavan, Plot No. C-4A, G Block, Bandra Kurla Complex Bandra (East) MUMBAI - 400 051

Sub: Issuance of No Objection Certificate and No Complaint Report

Ref: Application under clause 24(f) of the Listing Agreement for the proposed

Composite Scheme of Amalgamation and Arrangement between GSPC Gas Company Limited("GSPC Gas"), Gujarat Gas Company Limited ("GGCL"), Gujarat Gas Financial Services Limited ("GFSL"), Gujarat Gas Trading Company Limited ("GTCL") and GSPC Distribution Networks Limited ("GDNL") and their

respective shareholders (the "Scheme")

Dear Sir,

This has reference to the above cited subject.

This is to certify that Gujarat Gas Company Ltd. having its Registered Office at Near Parimal Garden, Ellisbridge, Ahmedabad – 380 006 is going for Composite Scheme of Amalgamation and Arrangement between five companies as stated above.

Vadodara Stock Exchange Limited has No Objection for the proposed amalgamation and the scheme. We also state that we have not received any compliant against Gujarat Gas Company Ltd. or the said scheme till date. The necessary approval may be kindly given to the applicant company.

This certificate has been issued at the request of the company letter dated 24th April, 2014.

Thanking you,

Yours faithfully,

FOR VADODARA STOCK EXCHANGE LTD.,

G. SOMESWARA RAO

MANAGING DIRECTOR

C.C. GUJARAT GAS COMPANY LTD.

