



GUJARAT GAS

GGCL/SEC/2015/18156-18159

12th January, 2015

To,

Bombay Stock Exchange Limited, Phiroze Jijibhoy Tower, Dalal Street, 18156 Mumbai Fax No. (022) 2272 3121/ 2272 3719	Ahmedabad Stock Exchange Limited, Kamdhenu Complex, Nr. Panjara Pole, 18159 Ambawadi, Ahmedabad – 380 015 Fax No. (079) 2630 8877
Vadodara Stock Exchange Limited, 3 rd Floor, Fortune Towers, 18158 Sayajigunj, Vadodara Fax No. – (0265) 2361 452	National Stock Exchange of India Ltd. Exchange Plaza, 5 th Floor, Plot No. C/1, G Block, 18157 Bandra Kurla Complex, Bandra (East), Mumbai – 400 051 Fax No. – (022) 2659 8237 / 38 / 47

Sub: Declaration of results of Resolution proposed to the public shareholders - Postal Ballot / E-Voting Notice dated December 1, 2014.

Dear Sirs,

This is further to our letter dated December 5, 2014 enclosing *inter alia* copies of Postal Ballot / E-Voting Notice sent to the public shareholders (i.e. Equity Shareholders other than those forming part of Promoter and Promoter Group) seeking their approval to the Composite Scheme of Arrangement in the nature of amalgamation of GSPC Gas Company Limited ("GSPC Gas"), Gujarat Gas Company Limited ("GGCL"), Gujarat Gas Financial Services Limited ("GFSL") and Gujarat Gas Trading Company Limited ("GTCL") with GSPC Distribution Networks Limited ("GDNL") and Restructuring of share capital of GSPC Distribution Networks Limited under section 391 to 394 read with section 100 to 103 and other relevant provisions of the Companies Act, 1956 (hereinafter referred to as "the Scheme").

The voting on the said Postal Ballot which commenced on December 5, 2014, closed on January 3, 2015 and based on the report submitted by the Scrutinizer, Mr. Manoj Hurkat, Practicing Company Secretary, the result of voting was declared on 12th January, 2015 and the resolution proposed in the said Postal Ballot Notice has been passed with requisite majority.

Particulars of votes cast in favour of and against the said resolution under the Postal Ballot / E-Voting Process as reported by the Scrutinizer are as detailed herein:

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Page 1 of 2

GUJARAT GAS COMPANY LIMITED

Near Parimal Garden, Ellisbridge, Ahmedabad - 380 006, India. Tel: +91-79-26462980, 26460095. Fax: 26466249
Website: www.gujaratgas.com. CIN: L23203GJ1980PLC003623





GUJARAT GAS

The details of the votes **in favour** of the resolution:

Particulars	Number of members voted	Number of votes cast by them	Values of shares voted (Rs.)	% of total number of valid votes cast
Through E-voting	52	19637780	39275560	92.87%
Through Postal Ballot	385	139339	278678	0.66%
Total	437	19777119	39554238	93.53%

The details of Votes **against** the resolution:

Particulars	Number of members voted	Number of votes cast by them	Values of shares voted (Rs.)	% of total number of valid votes cast
Through E-voting	18	1354328	2708656	6.40%
Through Postal Ballot	31	13857	27714	0.07%
Total	49	1368185	2736370	6.47%

Requisite details of Voting as per Clause 35A of the Listing Agreement for e-voting and postal ballot is enclosed herewith. For Court Convened Meeting/Poll, separate letter is enclosed.

Yours faithfully,
FOR GUJARAT GAS COMPANY LIMITED

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COMPANY SECRETARY

Encl. As above.

**GUJARAT GAS**

DETAILS AS PER CLAUSE 35A OF THE LISTING AGREEMENT WITH STOCK EXCHANGE	
Name of the Company	Gujarat Gas Company Limited
Date of AGM	N.A.
Total number of share holders on record date	22757
Number of Share holders voted through E-voting	71
Number of Share holders voted through Postal Ballot	434
Mode of Voting	E-voting + Postal Ballot

Result of voting is given as under (Resolution wise)

Resolution No. 1

Approval to the Composite Scheme of Arrangement in the nature of amalgamation of GSPC Gas Company Limited(GSPC Gas), Gujarat Gas Company Limited(GGCL), Gujarat Gas Financial Services Limited(GFSL) and Gujarat Gas Trading Company Limited(GTCL) with GSPC Distribution Networks Limited (GDNL) and Restructuring of share capital of GSPC Distribution Networks Limited

Promoter / Public	No. of Shares	No. of votes polled	% of votes polled on outstanding shares	No. of Votes in favour	No. of votes Against	% of votes in favour on votes polled	% of votes Against on votes polled
	(1)	(2)	(3) = (2) / (1)	(4)	(5)	(6) = (4) / (2) * 100	(7) = (5) / (2) * 100
Promoter & Promoter Group	94519080	94519080	100.00	94519080	0	100.00	0.00
Public - Financial Institutions	23706803	20978029	88.49	19623701	1354328	93.54	6.46
Public - Others	10024117	174651	1.74	153418	13857	87.84	7.93
Total	128250000	115671760	90.19	114296199	1368185	98.81	1.18

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GGCL/SEC/2015/18160-63

12th January, 2015 GUJARAT GAS

To,

Bombay Stock Exchange Limited, Phiroze Jijibhoy Tower, Dalal Street, 18160 Mumbai Fax No. (022) 2272 3121/ 2272 3719	Ahmedabad Stock Exchange Limited, Kamdhenu Complex, Nr. Panjara Pole, 18163 Ambawadi, Ahmedabad – 380 015 Fax No. (079) 2630 8877
Vadodara Stock Exchange Limited, 3 rd Floor, Fortune Towers, 18162 Sayajigunj, Vadodara Fax No. – (0265) 2361 452	National Stock Exchange of India Ltd. Exchange Plaza, 5 th Floor, Plot No. C/1, G Block, Bandra Kurla Complex, 18161 Bandra (East), Mumbai – 400 051 Fax No. – (022) 2659 8237 / 38 / 47

Sub: Declaration of results of Court Convened Meetings.

Dear Sirs,

This is further to our letter dated December 1, 2014 and December 5, 2014 enclosing *inter alia* copies of Court Convened Meeting Notice sent to the shareholders and unsecured creditors respectively and individual notices issued to the Shareholders and Unsecured Creditors of other Unlisted Companies, for seeking their approval to the Composite Scheme of Arrangement in the nature of amalgamation of GSPC Gas Company Limited ("GSPC Gas"), Gujarat Gas Company Limited ("GGCL"), Gujarat Gas Financial Services Limited ("GFSL") and Gujarat Gas Trading Company Limited ("GTCL") with GSPC Distribution Networks Limited ("GDNL") and Restructuring of share capital of GSPC Distribution Networks Limited under section 391 to 394 read with section 100 to 103 and other relevant provisions of the Companies Act, 1956 (hereinafter referred to as "the Scheme").

The Chairman of the respective court convened meetings had appointed Mr. Manoj Hurkat, Practicing Company Secretary as Scrutinizers Based on the reports submitted by the Scrutinizers and on the basis of the proceedings of the respective Court convened meetings, the respective Chairman of the court convened meetings has declared that the resolution proposed in the Notices issued to the Shareholders and Unsecured Creditors has been passed with requisite majority at each such meeting.

The respective Chairman of each of the Court convened meetings has submitted their respective report to the Hon'ble Gujarat High Court as required by the Company (Court) Rules and the direction of the Hon'ble Gujarat High Court.

Yours faithfully,

FOR GUJARAT GAS COMPANY LIMITED
COMPANY SECRETARY

Encl. As above.

GUJARAT GAS COMPANY LIMITEDNear Panimal Garden, Ellisbridge, Ahmedabad - 380 006. India. Tel. +91-79-26462980, 26460095. Fax: 26466249
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GGCL/SEC/2015/18160-63



12th January, 2015

GUJARAT GAS

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The respective Chairman of each of the Court convened meetings has submitted their respective report to the Hon'ble Gujarat High Court as required by the Company (Court) Rules and the direction of the Hon'ble Gujarat High Court.

Yours faithfully,

FOR GUJARAT GAS COMPANY LIMITED

R. Sharma

COMPANY SECRETARY

Encl. As above.

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Report of Scrutinizer

**[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(3)(xi) of
The Companies (Management and Administration) Rules, 2014]**

To,
The Chairman of the Court Convened Meeting of the Equity shareholders of
GUJARAT GAS COMPANY LIMITED (the Company)
held on 5th January, 2015 at 11.00 a.m.
at H. T. Parekh Convention Centre, Ahmedabad Management Association,
ATIRA, Dr. Vikram Sarabhai Marg,
Ahmedabad - 380015

Dear Sir,

I, CS Manoj Rajaram Hurkat, Practising Company Secretary, have been appointed by M/s Gujarat Gas Company Limited ("Company") as Scrutinizer for the purpose of scrutinizing the e-voting & postal ballot process and ascertaining the majority on E-voting and Postal Ballot carried out as per the provisions of Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of The Companies (Management and Administration) Rules, 2014 and also the SEBI circular no. CIR/CFD/DIL/5/2013 issued on February 04, 2013 and SEBI Circular no. CIR/CFD/DIL/8/2013 issued on May 21, 2013 on the resolution as contained in the Notice of the Postal Ballot/E-voting circulated by the Company to all the Equity shareholders of the Company.

Further to the above, I submit my report as under:

1. I assumed the office as Scrutinizer w.e.f. 5th December, 2014.



306, ARTH Complex, B/h. A. K. Patel House, Nr. Mithakhali Six Roads, Navrangpura, Ahmedabad - 380 009. (Gujarat) India.
Tel. No.: 079-2640 2110, 2640 2117 • Mobile : 98250 15582 • Email : manojhurkat@hotmail.com

2. The Company has appointed Central Depository System Limited to provide platform for e-voting. The e-voting facility was provided by CDSL on their portal i.e. <https://www.evotingindia.com>.
3. The Company has furnished copy of letter dated 5th December, 2014 provided by India Post about the dispatch of envelopes/articles in respect of Postal Ballot Forms with Business Reply Envelopes alongwith the Notice of Postal Ballot/E-voting, Explanatory Statement etc. to all the Equity Shareholders of the Company through the Registered post on 5th December, 2014.
4. It has also been intimated that the Company has published the notice under Rule 22 (3) of the Companies (Management & Administration) Rules, 2014 by way of an advertisement published on 6th December, 2014 in the "Financial Express" (English Language Newspaper) and the "Divya Bhaskar" (Gujarati Language Newspaper).
5. The e-voting and Postal ballot period remained open from Friday, 5th December, 2014 (9.00 a.m.) to Saturday 3rd January, 2015 (6.00 p.m.).
6. The Members of the Company as on "cut off" date i.e. 28th November, 2014 were entitled to vote on the resolution stated in the Notice of the Postal Ballot/E-voting.
7. It has been confirmed by the Company that they have not issued any Duplicate Postal Ballot Form as there was no request received from any of the Shareholders in this regard.





8. During the period from 5th December, 2014 to 3rd January, 2015 (i.e. total duration of 30 days), 71 Equity shareholders in respect of 2,10,51,908 Equity shares exercised their voting right through E-voting platform of CDSL.
9. During the period from 5th December, 2014 to 3rd January, 2015 (i.e. total duration of 30 days), necessary arrangement were also made to receive Postal Ballots in physical form as received by the Postal department through whom the arrangement was made for Business Reply Envelope Permission. In addition thereto, arrangements were made to receive original Postal Ballots from the Equity shareholders either through Hand delivery/Personally, Courier or Post etc.
10. Based on this facility, 434 Postal Ballot Forms were received representing 9,46,78,652 Equity Shares of the Company.
11. The bifurcation regarding the mode of received Postal/E-voting Ballot Forms is given as under:

Sr. No.	Mode	Number Of Ballot Forms	Number of Shares
1.	E-voting	71	21051908
1.	Business Reply Envelope (BRE)	395	136674
2.	Courier	6	2427
3.	Hand Delivery	33	94539551
	Total	505	115730560



12. On receiving the original Postal Ballot Forms, the same were kept under the safe custody with proper reference details.
13. The votes casted on E-voting were subsequently unblocked by me on 5th January, 2014 (after end of voting period) in the presence two witnesses, whose names are mentioned below, who are not in the employment of the Company and electronic ballots were diligently scrutinized by me.

Sr. No.	Name & Address of witnesses	Signature of witnesses
01.	Sunil Mulchandani 58, Sudama Homes, Nana Chiloda, Ahmedabad	
02.	Seema Kothari J-11, Sujata Flats, Shahibaug, Ahmedabad	

14. Upon opening of the envelopes containing Postal Ballot Forms, the Inward Numbers were endorsed on the respective Postal Ballot Forms for onward process and these Inward Numbers were consecutively given in chronological order.
15. The electronic ballots (E-voting) and Postal ballots were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorization lodged by the respective Equity shareholders.
16. As contained in the Postal Ballot notice, votes given by the Equity shareholder through Postal Ballot was considered final and binding. Therefore, votes given by the Equity shareholder through e-voting was ignored, if the Equity shareholder has exercised his vote through Postal Ballot in physical form.

17. Thereafter, the details of members, who have voted "For", "Against" the resolution proposed for E-voting and Postal Ballot, were prepared based on report generated from the e-voting website of CDSL and original postal ballots received by me.
18. As required vide Para no. 5(I)(F) of SEBI circular no. CIR/CFD/DIL/5/2013 dated February 04, 2013 and Para No. 7 of SEBI Circular no. CIR/CFD/DIL/8/2013 dated May 21, 2013 and as the Promoters and Promoter group have voted on the resolution through Postal Ballot mode, I was required to exclude their voting while counting of votes.
19. Based on the scrutiny of the Ballots (both E-voting and Postal Ballot), the result of the E-voting & Postal Ballot on the Resolution is as under:

(i) Total Ballots/votes:

Particulars	Number of Ballots	Number of Shares
Total E-ballots received	71*	21051908*
Total Postal Ballots received	434	94678652
Total Ballots received	505	115730560
Less: Invalid ballots	18	7376
Total Valid Ballots	487	115723184
Less: Unutilised votes	-*	58800*
Total Valid used Ballots	487	115664384
Less: Votes casted by Promoter & Promoter group	1	94519080
Total Valid Ballots to be considered for the resolution (E-voting + Postal Ballot)	486	21145304

Note: -* 4 Equity shareholders cast their vote partially in E-voting process.

(ii) Voted **in favour** of the resolution:

Particulars	Number of members voted	Number of votes cast by them	Values of shares voted	% of total number of valid votes cast
Through E-voting	52	19637780	39275560	92.87%
Through Postal Ballot	385	139339	278678	0.66%
Total	437	19777119	39554238	93.53%

(iii) Voted **against** the resolution:

Particulars	Number of members voted	Number of votes cast by them	Values of shares voted	% of total number of valid votes cast
Through E-voting	18	1354328	2708656	6.40%
Through Postal Ballot	31	13857	27714	0.07%
Total	49	1368185	2736370	6.47%

(iv) **Invalid** Votes:

Particulars	Number of members/ballots	Number of votes
Through E-voting	1	1000
Through Postal Ballot	17	6376
Total	18	7376



Note: In case of E-voting, one E-ballot was treated as invalid as that member also submitted his original postal ballot which was considered valid. In case of Postal Ballot, nine ballot papers were treated as invalid mainly due to no vote cast or due to confused voting etc. reasons.

The final summary of result of voting (excluding the votes of the Promoter & Promoter Group) is tabulated as under:

Particulars	Value of votes	Percentage (%)
Favour	39554238	93.53%
Against	2736370	6.47%
Total valid votes	42290608	100.00%

You may accordingly declare the result of voting conducted through E-voting and Postal Ballot.

A compact disk (CD) / Excel Sheets and other supportive documents containing list of equity shareholders who voted "For", "Against" and those equity share holders whose votes which were declared "Invalid" for the resolution and also the resolutions/authorization received from corporate shareholders etc. are returned togetherwith the original postal ballots for safe keeping vide our separate letter dated 9th January, 2015 to the Company.

Thanking you,

Place: Ahmedabad
Date: 9th January, 2015



Yours faithfully,

Signature of the Scrutinizer
[CS MANOJ HURKAT]