



Ernst & Young Merchant Banking Services LLP
12th Floor, The Ruby,
29 Senapati Bapat Marg,
Dadar West,
Mumbai – 400 028, India

Tel: +91 22 61920000
ey.com

23 September 2024

To,

The Audit Committee/The Board of Directors of Gujarat Gas Limited
Gujarat Gas CNG Station, Sector-5/C,
Gandhinagar,
Gujarat - 382006

The Audit Committee/The Board of Directors of Gujarat State Petroleum Corporation Limited
GSPC Bhavan,
Behind Udyog Bhavan, Sector - 11, Gandhinagar,
Gujarat – 382010

The Audit Committee/The Board of Directors of Gujarat State Petronet Limited
GSPC Bhavan,
Behind Udyog Bhavan, Sector - 11, Gandhinagar,
Gujarat – 382010

The Audit Committee/The Board of Directors of GSPC Energy Limited
GSPC Bhavan,
Behind Udyog Bhavan, Sector - 11, Gandhinagar,
Gujarat – 382010

Sub: Supplement to our report dated 30 August 2024 on "Recommendation of fair equity share exchange ratio for the proposed amalgamation of Gujarat State Petroleum Corporation Limited and Gujarat State Petronet Limited with Gujarat Gas Limited and share entitlement ratio for demerger of gas transmission business of the merged entity into GSPL Transmission Limited"

Dear Sir / Madam,

This is with reference our report dated 30 August 2024 on "Recommendation of fair equity share exchange ratio for the proposed amalgamation of Gujarat State Petroleum Corporation Limited ("GSPC") and Gujarat State Petronet Limited ("GSPL") with Gujarat Gas Limited ("GGL") and share entitlement ratio for demerger of gas transmission business of the merged entity into GSPL Transmission Limited ("GTL")" (the "Report"). As desired by you, we have given working of our valuation analysis herein.

GSPC, GSPL and GGL are hereinafter jointly referred to as "Companies" or "Clients".

The fair equity share exchange ratio ("Share Exchange Ratio") have been arrived at based on a relative equity valuation of the Companies based on various qualitative and quantitative factors relevant to each company.

We have valued GSPL & GGL by giving appropriate weights to the Market Price Method, Discounted Cash Flow Method. We have valued GSPC using Multiples Method and Discounted Cash Flow Method.





Considering the above, and on a consideration of all the relevant factors and circumstances as discussed and outlined in the Report, the proposed Share Exchange Ratio for the Proposed Amalgamation of GSPC and GSPL into GGL is as follows:

- 10 (Ten) equity shares of GGL of INR 2/- each fully paid up for every 305 (Three Hundred and Five) equity shares of GSPC of INR 1/- each fully paid up.
- 10 (Ten) equity shares of GGL of INR 2/- each fully paid up for every 13 (Thirteen) equity share of GSPL of INR 10/- each fully paid up.

the proposed share entitlement ratio for the Proposed Demerger of Gas Transmission business from GGL into GTL is as follows:

- 1 (One) equity share of GTL of INR 10/- each fully paid up for every 3 (Three) equity shares of GGL of INR 2/- each fully paid up

The above including the attached valuation workings should be read in conjunction with the Report and is subjected to scope limitations enunciated in the Report.

Thanking You,

Ernst & Young Merchant Banking Services LLP

Registered Valuer

Registration No. IBB/RV/EJ/05/2021/155



Nilesch Jain

Partner

IBBI Membership No.: IBB/RV/05/2024/15540

Date: 23 September 2024



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Workings Summary

The computation of fair equity Share Exchange Ratio for Proposed Amalgamation of GSPC with GGL by EY is tabulated below:

As per Master Circular on (i) Scheme of Arrangement by Listed Entities and (ii) Relaxation under Sub-rule (7) of rule 19 of the Securities Contracts (Regulation) Rules, 1957 dated 20 June 2023, "The issuance of shares under schemes in case of allotment of shares only to a select group of shareholders or shareholders of unlisted companies pursuant to such schemes shall follow the pricing provisions of Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time."

As per regulations 164 (1) of Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (last amended on 23 May 2023), *If the equity shares of the issuer have been listed on a recognised stock exchange for a period of 90 trading days or more as on the relevant date, the price of the equity shares to be allotted pursuant to the preferential issue shall be not less than higher of the following:*

- a. the 90 trading days' volume weighted average price of the related equity shares quoted on the recognised stock exchange preceding the relevant date; or
- b. the 10 trading days' volume weighted average prices of the related equity shares quoted on a recognised stock exchange preceding the relevant date."

Based on above, the equity shares of GGL to be allotted pursuant to the preferential issue cannot be lower than the higher of 10 trading days' volume weighted average price ("VWAP") and 90 trading days' VWAP ("Preferential Issue Price"). Fair value of equity shares of GGL using Income Approach (DCF method), as presented in the table below, is higher than the value of equity shares of GGL computed basis Preferential Issue Price. Hence, we have given weights to the value of equity shares of GGL computed based on the Preferential Issue Price and computed based on DCF Method for the Proposed Amalgamation of GSPC with GGL.

Valuation Approach	GGL		GSPC	
	Value per Share of GGL (INR)	Weight	Value per Share of GSPC (INR)	Weight
Cost/Asset Approach (i)*	NA	0%	NA	0%
Income Approach – DCF method	604.7	50%	21.2	50%
Market Approach				
Multiples method (ii)	NA	0%	18.3	50%
Market Price method (iii)	598.7	50%	NA	0%
Relative Value per Share (Weighted Average of (i),(ii) and (iii) – (A))	601.7		19.7	
Market Price method - 90 trading days VWAP as at 29 August 2024 (Being the preceding day of the	598.7		NA	





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Relevant Date i.e. 30 August 2024 as informed to us by GGL (B)				
Market Price method - 10 trading days VWAP as at 29 August 2024 (Being the preceding day of the Relevant Date i.e. 30 August 2024 as informed to us by GGL) (C)	598.3		NA	
Preferential Issue Price (D) – higher of (B) and (C)	598.7		NA	
Price considered for recommendation of SWAP ratio (Higher of A and D)	601.7		19.7	
Fair Equity Share Exchange Ratio (Rounded)	30.5			

* Since, the business of both GSPC and GGL are both intended to be continued on a 'going concern basis' and there is no intention to dispose-off the assets, therefore the 'Assets' approach is not adopted for the present valuation exercise.

The computation of fair equity Share Exchange Ratio for Proposed Amalgamation of GSPL with GGL by EY is tabulated below:

Valuation Approach	GGL		GSPL	
	Value per Share of GGL (INR)	Weight	Value per Share of GSPL (INR)	Weight
Cost/Asset Approach (i)*	NA	0%	NA	0%
Income Approach – DCF method	604.7	50%	534.9	50%
Market Approach				
Multiples method (ii)	NA	0%	NA	0%
Market Price method (iii)	598.7	50%	389.2	50%
Relative Value per Share (Weighted Average of (i), (ii) and (iii))	601.7		462.0	
Fair Equity Share Exchange Ratio (Rounded)	1.3			

* Since, the business of both GSPC and GGL are both intended to be continued on a 'going concern basis' and there is no intention to dispose-off the assets, therefore the 'Assets' approach is not adopted for the present valuation exercise.





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The computation of Share Entitlement Ratio for Proposed Demerger of gas transmission business of the merged entity into GTL by EY is tabulated below:

Valuation Approach	Gas transmission business of GGL (post Proposed Amalgamation)		GTL	
	Value per Share (INR)	Weight	Value per Share (INR)	Weight
Cost/Asset Approach (i)	NA	NA	NA	NA
Income Approach – DCF method	NA	NA	NA	NA
Market Approach				
Multiples method (ii)	NA	NA	NA	NA
Market Price method (iii)	NA	NA	NA	NA
Relative Value per Share (Weighted Average of (i), (ii) and (iii))	NA	NA	NA	NA

The Share Entitlement Ratio would not have any impact on the ultimate value of the shareholders of the merged entity and the Proposed Demerger will be value-neutral to the shareholders of the merged entity. Further, as stated in SEBI Master Circular SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated 20 June 2023, valuation is not required in cases where there is no change in the shareholding pattern of the merged entity. Therefore, we have not carried out valuation of gas transmission business. Accordingly, the valuation under the valuation approaches mentioned in the format prescribed under BSE Circular No. LIST/COMP/02/2017-18 dated 29 May 2017 and NSE Circular No. NSE/CML/2017/12 dated 01 June 2017 are not applicable in the given case.





Working Note for GSPC

(i) Value per equity share of GSPC as per Market Approach

Valuation of GSPC as per Comparable Companies Multiple ("CCM") Method using EV/EBITDA method is as below:

<i>Currency: INR Cr</i>	<i>Jun 24</i>
EV/ EBITDA Multiple	8.9
Add/Less: Premium/(Discount)	(20%)
Adjusted multiple	7.1
EBITDA of company (standalone Trading Business)	1,114
Value	7,947
Add: CWIP	73
Enterprise value of Trading Business	8,020
Enterprise value of E&P Business	249
Enterprise value of Windmill Business	87
Enterprise value	8,356
Add/(Less): Net Debt	2,322
Add: Other Non – Operating Items	449
Add: Investments	8,601
Equity Valuation	19,728
No. of equity shares (in Cr)	1,076
Value per equity share (INR / share)	18.3





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(ii) Value per equity share of GSPC as per Income Approach

Currency: INR Cr	Notes	Jun 24
Enterprise value of Trading Business	1	6,941
Enterprise value of E&P Business	1	249
Enterprise value of Windmill Business	1	87
Enterprise value		7,278
Add/(Less): Net Debt		2,322
Add: Other Non – Operating items		449
Add: Investments		12,703
Equity Valuation		22,751
No. of equity shares (in Cr)		1,076
Value per equity share (INR / share)		21.2

Notes:

1. Refer Working note 2.1, 2.2 and 2.3



Working Note: 2.1: Enterprise Value of GSPC Trading business – Discounted Cashflow Method

Currency: ₹ cr	Notes	Mar-25	Mar-26	Mar-27	Mar-28	Mar-29
Number of months		9	12	12	12	12
Net Sales		12,123	21,685	24,346	26,835	27,289
Cost of goods sold		(11,777)	(20,447)	(22,813)	(24,803)	(26,051)
Gross profit		346	1,239	1,533	2,031	1,238
Operating expenses		(85)	(105)	(111)	(118)	(126)
EBITDA		261	1,134	1,422	1,913	1,113
Depreciation and amortisation		-	-	-	-	-
EBIT		261	1,134	1,422	1,913	1,113
Tax expense		(66)	(285)	(358)	(481)	(280)
Debt free net income		195	848	1,064	1,432	833
Add: Depreciation and amortisation		-	-	-	-	-
(Increase)/ Decrease in net working capital		428	40	42	44	46
Less: Capital expenditure		-	-	-	-	-
Debt free cash flow		623	889	1,106	1,475	878
Discount rate (%)		15.2	15.2	15.2	15.2	15.2
Present value factor- Mid year discounting		0.95	0.84	0.73	0.63	0.55
Present value debt free cash flow		591	745	805	932	482
Present value for explicit period		3,554				
Present value of terminal period	1	3,325				
Enterprise value		6,879				
Stub period compounding factor	2	1.02				
Enterprise value as at Valuation Date		7,041				
Add: Advance Tax		200				
Less: Contingent liabilities		(300)				
Adjusted enterprise value		6,941				

Note

1. Refer below terminal value working
2. Stub period adjustment is towards return @ WACC on present values of explicit and terminal period for the period beginning on 30 June 2024 and ending on 29 August 2024.





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Terminal Value Computation of GSPC – Trading Business

Currency: ₹ cr	Values
EV/EBITDA Multiple (TTM Jun 24)	7.8
Less: Discount	(25%)
Multiple after discount	5.8
EBITDA of FY29	1,113
Value of terminal period	6,505
Present value factor- Year end discounting of FY29	0.51
Present value of terminal period	3,325



Working Note: 2.2: Enterprise Value of GSPC E&P business – Discounted Cashflow Method

Currency: ₹ cr	Notes	Mar-25	Mar-26	Mar-27	Mar-28	Mar-29	Mar-30	Mar-31	Mar-32	Mar-33
Number of months		9	12	12	12	12	12	12	12	12
Gross revenue		211	222	196	168	111	73	44	38	35
Cess, Royalty & Sales Tax		(18)	(24)	(21)	(18)	(12)	(8)	(5)	(5)	(4)
Govt share of profit petroleum		-	(6)	(10)	(10)	(12)	(4)	(1)	(1)	(1)
Net Sales		193	193	165	141	88	62	37	33	30
Operating costs		(63)	(85)	(81)	(71)	(46)	(32)	(19)	(17)	(16)
EBITDA		130	108	84	70	43	30	18	15	14
Depreciation and amortisation		-	-	-	-	-	-	-	-	-
EBIT		130	108	84	70	43	30	18	15	14
Tax expense		-	-	-	-	-	-	-	-	-
Debt free net income		130	108	84	70	43	30	18	15	14
Add: Depreciation and amortisation		-	-	-	-	-	-	-	-	-
(Increase)/ Decrease in net working capital		(37)	3	3	3	3	3	3	4	(127)
Less: Capital expenditure		(105)	-	-	-	-	-	-	-	-
Debt free cash flow		(12)	111	87	73	46	33	22	19	(113)
Discount rate (%)		13.0	13.0	13.0	13.0	13.0	13.0	13.0	13.0	13.0
Present value factor- Mid year discounting		0.96	0.86	0.76	0.67	0.59	0.53	0.47	0.41	0.36
Present value debt free cash flow		(11)	95	66	49	27	17	10	8	(41)
Present value for explicit period		220								
Enterprise value		220								
Stub period compounding factor	1	1.02								
Enterprise value as at Valuation Date		225								
Net Asset held for sale (Asset- Liabilities)		24								
Adjusted Enterprise value as at Valuation Date		249								

Notes

1. Stub period adjustment is towards return @ WACC on present values of explicit and terminal period for the period beginning on 30 June 2024 and ending on 29 August 2024.





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Working Note: 2.3: Enterprise Value of GSPC Windmill business – Discounted Cashflow Method

Currency: ₹ cr	Note	Mar-25	Mar-26	Mar-27	Mar-28	Mar-29	Mar-30	Mar-31	Mar-32	Mar-33	Mar-34	Mar-35	Mar-36	Mar-37
Number of months		9	12	12	12	12	12	12	12	12	12	12	12	12
Net sales		25	34	33	32	31	26	9	8	8	8	8	8	12
Operating expenses		(7)	(10)	(11)	(11)	(12)	(5)	(5)	(5)	(5)	(6)	(6)	(6)	(6)
EBITDA		18	24	22	21	20	22	4	3	3	2	2	1	5
Depreciation and amortisation		-	-	-	-	-	-	-	-	-	-	-	-	-
EBIT		18	24	22	21	20	22	4	3	3	2	2	1	5
Tax expense		-	(6)	(6)	(5)	(5)	(5)	(1)	(1)	(1)	(1)	(0)	(0)	(1)
Debt free net income		18	18	17	16	15	16	3	2	2	2	1	1	4
Add: Depreciation and amortisation		-	-	-	-	-	-	-	-	-	-	-	-	-
(Increase)/ Decrease in net working capital		0	0	0	0	0	1	0	0	0	0	0	0	0
Less: Capital expenditure		-	-	-	-	-	-	-	-	-	-	-	-	-
Debt free cash flow		18	18	17	16	15	17	3	2	2	2	1	1	4
Discount rate (%)		9.7	9.7	9.7	9.7	9.7	9.7	9.7	9.7	9.7	9.7	9.7	9.7	9.7
Present value factor- Mid year discounting		0.97	0.89	0.81	0.74	0.68	0.62	0.56	0.51	0.47	0.43	0.39	0.35	0.32
Present value debt free cash flow		17	16	14	12	10	11	2	1	1	1	1	0	1
Present value for explicit period														86
Enterprise value														86
Stub period compounding factor	1	1.02												
Enterprise value as at Valuation Date														87

Notes

1. Stub period adjustment is towards return @ WACC on present values of explicit and terminal period for the period beginning on 30 June 2024 and ending on 29 August 2024.





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Working Note for GSPL

(i) Value per equity share of GSPL as per Income Approach

INR cr	Note	Value
Enterprise value of Transmission business	1	3,316
Enterprise value of windmill business	2	115
Total Enterprise Value		3,431
Add/(Less): Net Debt		1,785
Add: Investments		24,962
Equity value		30,177
No. of equity shares		564
Value per equity share (INR / share)		534.9

Notes:

- 1 Refer Working note 3.1
- 2 Refer Working note 3.2





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Working Note 3.1: Enterprise value of GSPL Transmission business – Discounted cashflow method

Currency: ₹ cr	Notes	Mar-25	Mar-26	Mar-27	Mar-28	Mar-29	Mar-30	Mar-31	Mar-32	Mar-33	Mar-34
Number of months		9	12	12	12	12	12	12	12	12	12
Net sales		714	1,218	1,281	1,419	1,471	1,504	1,525	1,532	1,539	1,546
Operating expenses		(212)	(283)	(303)	(324)	(350)	(379)	(411)	(428)	(463)	(501)
EBITDA		501	936	978	1,096	1,121	1,125	1,114	1,104	1,076	1,045
Depreciation and amortisation		(183)	(252)	(312)	(370)	(373)	(375)	(377)	(378)	(380)	(382)
EBIT		318	683	666	726	748	750	737	726	696	663
Tax expense		(79)	(167)	(97)	(117)	(144)	(163)	(176)	(186)	(191)	(193)
Debt free net Income		240	517	568	609	605	587	562	539	505	470
Add: Depreciation and amortisation		183	252	312	370	373	375	377	378	380	382
(Increase)/ Decrease in net working capital		(171)	(5)	(49)	(6)	(1)	-	1	2	2	2
Less: Capital expenditure		(694)	(1,795)	(1,201)	(75)	(50)	(50)	(50)	(50)	(50)	(50)
Debt free cash flow		(443)	(1,031)	(369)	898	926	913	889	870	837	804
Discount rate (%)		13.2	13.2	13.2	13.2	13.2	13.2	13.2	13.2	13.2	13.2
Present value factor- Mid year discounting		0.95	0.86	0.76	0.67	0.59	0.52	0.46	0.41	0.36	0.32
Present value debt free cash flow		(423)	(883)	(279)	599	546	475	409	353	300	255
Present value for explicit period										1,353	
Present value for terminal period	1										1,818
Enterprise value											3,171
Stub period compounding factor	2										1.02
Enterprise value as at Valuation Date											3,237
Add: Advance Tax (Tax Payable)											(16)
Add: Payable under Protest											98
Less: Contingent liabilities											(3)
Enterprise value as at Valuation Date											3,316

Note

1. Refer below terminal value working

2. Stub period adjustment is towards return @ WACC on present values of explicit and terminal period for the period beginning on 30 June 2024 and ending on 29 August 2024.





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Terminal Value Computation of GSPL Transmission business

Currency: ₹ cr	Values
EV/EBITDA Multiple	7.8
Less: Discount	(25%)
Multiple after discount	5.8
EBITDA of FY34	1,045
Value of terminal period	6,108
Present value factor- Year end discounting of FY34	0.30
Present value of terminal period	1,818





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Working Note 3.2: Enterprise value of GSPL Windmill business – Discounted cashflow method

Currency: ₹ cr	Notes	Mar-25	Mar-26	Mar-27	Mar-28	Mar-29	Mar-30	Mar-31	Mar-32	Mar-33	Mar-34
Number of months		9	12	12	12	12	12	12	12	12	12
Net sales		22	33	33	33	33	33	33	33	33	33
Operating expenses		(9)	(9)	(10)	(10)	(11)	(11)	(12)	(12)	(13)	(14)
EBITDA		14	23	23	23	22	21	21	20	20	19
Depreciation and amortisation		(6)	(5)	(5)	(4)	(4)	(3)	(3)	(2)	(2)	(2)
EBIT		7	18	18	18	18	18	18	18	18	17
Tax expense		(3)	(6)	(6)	(6)	(6)	(5)	(5)	(5)	(5)	(5)
Debt free net income		4	12	13	13	13	13	13	13	13	12
Add: Depreciation and amortisation		6	5	5	4	4	3	3	2	2	2
(Increase)/ Decrease in net working capital		-	-	-	-	-	-	-	-	-	-
Less: Capital expenditure		-	-	-	-	-	-	-	-	-	-
Debt free cash flow		10	18	17	17	16	16	16	15	15	14
Discount rate (%)		9.7	9.7	9.7	9.7	9.7	9.7	9.7	9.7	9.7	9.7
Present value factor- Mid year discounting		0.97	0.89	0.81	0.73	0.68	0.62	0.56	0.51	0.47	0.43
Present value debt free cash flow		10	16	14	12	11	10	9	8	7	6
Present value for explicit period	102										
Present value of terminal period	1	11									
Enterprise value		113									
Stub period compounding factor	2	1.02									
Adjusted enterprise value		115									

Note

1. Refer below terminal value working

2. Stub period adjustment is towards return @ WACC on present values of explicit and terminal period for the period beginning on 30 June 2024 and ending on 29 August 2024.





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Terminal Value Computation of GSPL - Windmill business

Salvage value Computation	INR (cr)
Salvage value per MW (INR cr)	0.5
MW Capacity	52.5
Salvage Value	26
Discount factor	0.41
Present value of salvage value	11





(ii) Value per equity share of GSPL as per Market Price Method

Date	Volume	Turnover (INR)
Volume Weighted Average Market Price ('VWAP') on NSE from 16 August 2024 to 29 August 2024	11,05,38,014	43,01,91,49,592
Price		389.2

Source: National Stock Exchange of India Ltd (NSE)





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Working Note for GGL

(i) Value per equity share of GGL as per Income Approach

Currency: ₹ cr.	Note	Mar-25	Mar-26	Mar-27	Mar-28	Mar-29
Number of months		9	12	12	12	12
Net Sales		11,924	17,231	20,516	24,710	25,726
Cost of goods sold		(9,530)	(13,390)	(16,077)	(19,386)	(19,813)
Gross profit		2,394	3,842	4,439	5,325	5,913
Operating expenses		(1,150)	(1,720)	(2,020)	(2,308)	(2,654)
EBITDA		1,243	2,122	2,419	3,017	3,258
Depreciation and amortisation		(396)	(573)	(613)	(658)	(701)
EBIT		848	1,548	1,806	2,359	2,557
Tax expense		(193)	(352)	(418)	(563)	(618)
Debt free net income		655	1,196	1,388	1,797	1,939
Add: Depreciation and amortisation		396	573	613	658	701
(Increase)/ Decrease in net working capital		(35)	240	147	81	152
Less: Capital expenditure		(1,044)	(1,000)	(1,000)	(1,000)	(1,000)
Debt free cash flow		(29)	1,010	1,148	1,535	1,792
Discount rate (%)		12.0	12.0	12.0	12.0	12.0
Present value factor- Mid year discounting		0.96	0.87	0.77	0.69	0.62
Present value debt free cash flow		(28)	876	890	1,062	1,107
Present value for explicit period			3,908			
Present value of terminal period	1		36,137			
Enterprise value			40,045			
Stub period compounding factor	2		1.02			
Enterprise value as at Valuation Date			40,803			
Add: advance tax			(578)			
Less: contingent liabilities			35			
Adjusted enterprise value			40,260			
Less: gross debt			(392)			
Add: surplus land and building			151			
Add: investments			202			
Add: cash and cash equivalents			1,406			
Equity value			41,627			
No. of equity shares			69			
Value per equity share (INR / share)			604.7			





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Note

1. Refer below terminal value working

2. Stub period adjustment is towards return @ WACC on present values of explicit and terminal period for the period beginning on 30 June 2024 and ending on 29 August 2024.

Terminal Value Computation of GGL

Currency: ₹ cr	Values
EV/EBITDA Multiple	20
Less: Discount	(5%)
Multiple after discount	19
EBITDA of FY29	3,258
Value of terminal period	61,903
Present value factor- Year end discounting of FY29	0.58
Present value of terminal period	36,137





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(ii) Value per equity share of GGL as per Market Price Method

Date	Turnover (INR)	Volume
Volume Weighted Average Market Price ('VWAP') on NSE from April 22, 2024 to August 29, 2024	70,15,63,54,825	11,71,89,874
	A	B
Price	A/B	598.7
Volume Weighted Average Market Price ('VWAP') on NSE from August 16, 2024 to August 29, 2024	7,62,25,06,631	1,27,39,888
	C	D
Price	C/D	598.3



September 23, 2024

To,
The Audit Committee/ Board of Directors
Gujarat Gas Limited,
Gujarat Gas CNG Station,
Sector – 5/C, Gandhinagar,
Gujarat - 382006

To,
The Audit Committee/ Board of Directors,
Gujarat State Petroleum Corporation Lim
GSPC Bhavan,
Behind Udyog Bhavan,
Sector -11 , Gandhinagar,
Gujarat - 382010

To,
The Audit Committee/ Board of Directors,
Gujarat State Petronet Limited,
GSPC Bhavan,
Behind Udyog Bhavan,
Sector -11 , Gandhinagar,
Gujarat - 382010

To,
The Audit Committee/ Board of Directors,
GSPC Energy Limited,
GSPC Bhavan,
Behind Udyog Bhavan,
Sector -11 , Gandhinagar,
Gujarat - 382010

Sub: Our joint valuation report dated August 30, 2024 ('the Report') on recommendation of recommendation of fair equity share exchange ratio for the proposed amalgamation of Gujarat State Petroleum Corporation Limited ('GSPC') and Gujarat State Petronet Limited ('GSPL') with Gujarat Gas Limited ('GGL') and share entitlement ratio for demerger of gas transmission business of the merged entity into GSPL Transmission Limited.

Dear Sir / Ma'am

SSPA & Co., Chartered Accountants ('SSPA' or 'Valuer' or 'We') have been informed by the management of GSPC, GSPL and GGL (hereinafter referred to as the "Management") that in connection with the proposed Scheme of Amalgamation of GSPC and GSPL with GGL ("Proposed Amalgamation"); and share



entitlement ratio for the proposed demerger of Gas Transmission Business of the merged entity into GSPL Transmission Limited ("GTL") ("Proposed Demerger"), the Management has received an email dated September 19, 2024 from National Stock Exchange of India Limited ('NSE').

We have been requested by the Management to provide our responses to certain valuation related queries on which we have provided our responses as under:

- a. *"Kindly provide rationale how Fair Share Exchange Ratio being 1 fully paid equity shares of INR 10/- (INR Ten only) each of GTL for every 3 fully paid equity share of INR 2/- (INR Two only) held by such shareholder in GGL, for demerger of Gas Transmission Business Undertaking from Gujarat Gas Limited ("GGL") into GSPL Transmission Limited ("GTL") has been computed."*

SSPA Reply:

The fair exchange ratio being 1 fully paid equity shares of INR 10/- (INR Ten only) each of GTL for every 3 fully paid equity share of INR 2/- (INR Two only) held by such shareholder in GGL, for demerger of Gas Transmission Business Undertaking from GGL into GSPL Transmission Limited ("GTL") has been computed considering the post scheme asset base to be held by GGL and GTL. The details of Post Scheme assets of the Demerged Company and Demerged Undertaking of GGL as on April 01, 2024 on a tentative and indicative basis is as follows:



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Particulars	Demerged Company (GGL)	Demerged Undertaking of GGL (Post proposed Amalgamation and proposed to be demerged into GTL)
Property, Plant and Equipment & Intangibles	8,193.95	3,073.80
Capital Work-in Progress	1,094.60	761.83
Right to Use (ROU) Assets	252.24	-
Investments in Subsidiaries / Joint Ventures	1,361.97	1,465.49
Other Investments	338.87	-
Others	1,102.03	146.05
Non-current assets	12,343.66	5,447.17
Inventories	616.20	210.84
Trade receivables	1,992.14	139.12
Other financial assets	3,632.57	1,448.48
Other assets	441.85	6.51
Current assets	6,682.76	1804.95
Total Assets	19,026.41	7,252.11

Considering the above, the fair exchange ratio being 1 fully paid equity shares of INR 10/- (INR Ten only) each of GTL for every 3 fully paid equity shares of INR 2/- (INR Two only) held by such shareholder in GGL, for demerger of Gas Transmission Business Undertaking from Gujarat Gas Limited ("GGL") into GSPL Transmission Limited ("GTL") has been computed accordingly.

Furthermore, post the Proposed Demerger, all the shareholders of GGL (post Proposed Amalgamation) are and will be the ultimate beneficial owners of GTL in the same ratio (inter se) as they hold shares in GGL (post Proposed Amalgamation). Therefore, no relative valuation of Gas transmission business of GGL (post Proposed Amalgamation) and of GTL is required to be undertaken for the Proposed Demerger. Accordingly, valuation approaches as indicated in the format (as attached below) as prescribed by circular number NSE/CML/2017/12 of NSE and LIST/COMP/02/2017-18 of BSE have not been undertaken as they are not relevant in the instant



case. Furthermore, considering the desired capital structure and future equity servicing capacity, the management of GGL and GTL has recommended the above share entitlement ratio in consideration for the proposed demerger i.e. demerger of 'Gas Transmission Business Undertaking' of GGL (post proposed amalgamation) into GTL. The share entitlement ratio is fair considering that all the shareholders of GGL (post proposed amalgamation) are and will, upon proposed demerger, be the ultimate beneficial owners of GTL in the same ratio (inter se) as they hold shares in GGL (post proposed amalgamation).

- b. "Kindly provide detailed working for the values derived under the valuation report for all the methods of valuation mentioned."

SSPA Reply:

The valuation workings of SSPA & Co. are attached herewith as "Annexure A" and "Annexure B".

This letter should be read in conjunction with the Report and the limitation mentioned therein. Any terms not defined in this letter shall derive their meaning from our Report.

Respectfully submitted,

For SSPA & Co.
Chartered Accountants
ICAI Firm Registration No: 128851W
IBBI Registration Valuer Number: IBBI/RV-E/06/2020/126

Parag S. Ved



Parag Ved
Partner
Registered Valuer Number.: IBBI/RV/06/2018/10092
Membership No. 102432
Place: Mumbai

**PROPOSED AMALGAMATION OF GUJARAT STATE PETROLEUM CORPORATION LIMITED ('GSPC') INTO
GUJARAT GAS LIMITED ('GGL')**

Computation of Fair Equity Share Exchange Ratio

Method of Valuation	GGL		GSPC	
	Value per Share (INR)	Weights	Value per Share (INR)	Weights
Asset Approach - Net Asset Value ('NAV') Method [#]	NA	NA	NA	NA
Income Approach - Discounted Cash Flow ('DCF') Method	609.7	50%	21.9	50%
Market Approach - Market Price ('MP') Method	621.0	50%	NA	NA
- Comparable Companies Multiple ('CCM') Method	NA	NA	18.4	50%
Relative Value Per Share (A)	615.4	100%	20.2	100%
Value per share based on ICDR Pricing (B)	598.7		NA	
Relative value per share for the purpose of share exchange ratio	615.4		20.2	
Fair Equity Share Exchange Ratio	30.5			
	Annexure-I		Annexure-II	

NA = Not Applicable

Since, the business of GGL and GSPC are both intended to be continued on a 'going concern basis' and there is no intention to dispose-off the assets, therefore the 'Asset' approach is not adopted for the present valuation exercise.

Fair Equity Share Exchange Ratio:

10 (Ten) equity shares of GGL of INR 2/- each fully paid-up for every 305 (Three Hundred and Five) equity shares of GSPC of INR 1/- each, fully paid-up.



GUJARAT GAS LIMITED
INCOME APPROACH
DISCOUNTED CASH FLOW METHOD

Particulars	(INR crores)						Terminal Value
	9ME Mar25	2025-26	2026-27	2027-28	2028-29		
Operating Profit before Tax	817	1,511	1,765	2,314	2,507		
Add:							
Interest	9	13	14	16	17		
Depreciation	396	573	613	658	701		
Operating EBITDA	1,222	2,097	2,392	2,988	3,226		
Less:							
Capital expenditure	1,049	1,000	1,000	1,000	1,000		
Incremental working capital	287	(240)	(147)	(81)	(152)		
Tax	213	320	388	532	587		
Total outflows	1,549	1,080	1,240	1,451	1,435		
Net inflows/(outflows)	(327)	1,018	1,152	1,537	1,790		
EBITDA for FY 2028-29						3,226	
Exit Multiple Applied (EV/EBITDA) (Refer Note 1)						18.5	
Terminal Value						59,513	
Discounting factor	12.15%	0.97	0.88	0.79	0.70	0.63	
Net present value of inflows/(outflows)	(316)	898	907	1,079	1,121	37,248	

	(INR crores)
Calculation of equity value	
Net present value of explicit period	3,689
Present value of perpetuity	37,248
Enterprise value	40,937
Add/(Less): Adjustments	
Inter corporate deposits	1,309
Value of investments	217
Value of surplus assets (net of tax)	141
Cash and cash equivalents	95
Lease liabilities	(145)
Contingent liabilities (net of tax)	(580)
Equity value	41,974.3
Number of equity shares	68,83,90,125
Value per equity share (face value INR 2 each) (INR)	609.7

Note 1: Calculation of EV/ EBITDA Multiple

Name of The Company	EV/EBITDA Multiple
Gujarat Gas Ltd	20.5
Less: Discount	10%
Adjusted EV/EBITDA Multiple	18.5



GUJARAT GAS LIMITED
 MARKET APPROACH
 MARKET PRICE METHOD

Particulars	No. of shares traded	Total Turnover (INR crores)
Volume Weighted Average Market Price ('VWAP') on NSE from July 30, 2024 to August 29, 2024	2,68,01,023	1,664.4
Value per share (INR)		621.0

GUJARAT GAS LIMITED

Pricing of Securities to be issued on Preferential basis as per Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018

Particulars	No. of shares traded	Total Turnover (INR)	Value per share (INR)
10 trading days volume weighted average price quoted on NSE preceding the relevant date (A)	1,27,39,888	762	598.3
90 trading days volume weighted average price quoted on NSE preceding the relevant date (B)	11,71,89,874	7,016	598.7
Applicable maximum price per share (INR) [Higher of (A) or (B)]			598.7



GUJARAT STATE PETROLEUM CORPORATION LIMITED
INCOME APPROACH
DISCOUNTED CASH FLOW METHOD

(INR crores)

Particulars		9ME Mar25	2025-26	2026-27	2027-28	2028-29	Terminal Value
Operating Profit before Tax		181	1,074	1,363	1,855	1,056	
Add:							
Interest		-	-	-	-	-	
Depreciation		42	54	53	51	50	
Operating EBITDA		223	1,128	1,416	1,907	1,106	
Less:							
Capital expenditure		-	-	-	-	-	
Incremental working capital		(629)	(43)	(45)	(47)	(49)	
Tax		-	58	287	421	228	
Total outflows		(629)	15	242	374	179	
Net inflows/(outflows)		852	1,113	1,174	1,533	927	
EBITDA for FY 2028-29							1,106
Exit Multiple Applied (EV/EBITDA) (Refer Note 1)							6.1
Terminal Value							6,747
Discounting factor	15.55%	0.96	0.85	0.74	0.64	0.55	0.55
Net present value of inflows/(outflows)		816	951	868	981	513	3,738

Calculation of equity value	(INR crores)
Net present value of explicit period	4,130.1
Present value of perpetuity	3,737.8
Enterprise value of trading business	7,867.8
Enterprise value - Exploration and Production Blocks	171.1
Enterprise value - Windfarms	80.1
Total Enterprise value - GSPC	8,119.1
Add/(Less): Adjustments	
Value of investments	13,377
Cash and cash equivalents	2,077
Value of surplus property (net of tax)	131
Application money paid towards securities including interest	92
Inter corporate deposits	52
Assets held for sale (net of tax)	3
Lease liabilities	(2)
Contingent liabilities (net of tax)	(300)
Equity value	23,550
Number of equity shares	10,75,65,40,264
Value per equity share (face value INR 1 each) (INR)	21.9

Note 1: Calculation of EV/ EBITDA Multiple

Name of The Company	EV/EBITDA Multiple
Gail (India) Ltd.	8.7
Less: Discount	30%
Adjusted EV/EBITDA Multiple	6.1



GUJARAT STATE PETROLEUM CORPORATION LIMITED - EXPLORATION AND PRODUCTION BLOCKS
INCOME APPROACH
DISCOUNTED CASH FLOW METHOD

Particulars	(INR crores)									
	9ME Mar25	2025-26	2026-27	2027-28	2028-29	2029-30	2030-31	2031-32	2032-33	
Operating Profit before Tax	123	108	84	70	43	30	18	15	14	
Add:										
Interest	-	-	-	-	-	-	-	-	-	
Depreciation	-	-	-	-	-	-	-	-	-	
Operating EBITDA	123	108	84	70	43	30	18	15	14	
Less:										
Capital expenditure	105	-	-	-	-	-	-	-	-	
Incremental working capital	37	(3)	(3)	(3)	(3)	(3)	(3)	(4)	(4)	
Tax	-	27	21	18	11	7	5	4	3	
Total outflows	142	24	18	14	7	4	1	0	(0)	
Net inflows/(outflows)	(19)	84	66	55	35	26	17	15	14	
Discounting factor	15.34%	0.96	0.86	0.74	0.64	0.56	0.48	0.36	0.32	
Net present value of inflows/(outflows)	(18)	72	49	36	20	12	7	5	4	

Calculation of enterprise value	(INR crores)
Enterprise Value	188
Add/(Less): Adjustments	
Present value of working capital requirement at end of FY 2032-33	(35)
Assets held for sale (net of tax)	18
Enterprise Value	171

Annexure II

GUJARAT STATE PETROLEUM CORPORATION LIMITED - WINDFARMS
INCOME APPROACH
DISCOUNTED CASH FLOW METHOD

Particulars	(INR crores)													
	9ME Mar25	2025-26	2026-27	2027-28	2028-29	2029-30	2030-31	2031-32	2032-33	2033-34	2034-35	2035-36	2036-37	
Operating Profit before Tax	18	24	22	21	20	22	4	3	3	2	2	1	5	
Add:														
Interest	-	-	-	-	-	-	-	-	-	-	-	-	-	
Depreciation	-	-	-	-	-	-	-	-	-	-	-	-	-	
Operating EBITDA	18	24	22	21	20	22	4	3	3	2	2	1	5	
Less:														
Capital expenditure	-	-	-	-	-	-	-	-	-	-	-	-	-	
Incremental working capital	(0)	(0)	(0)	(0)	(0)	0	(1)	(0)	(0)	(0)	(0)	(0)	(0)	
Tax	-	6	6	5	5	5	1	1	1	1	0	0	1	
Total outflows	(0)	6	5	5	5	6	(1)	1	1	1	0	0	2	
Net inflows/(outflows)	18	18	17	16	15	16	4	2	2	2	1	1	4	
Discounting factor	13.10%	0.96	0.87	0.77	0.68	0.53	0.47	0.42	0.37	0.33	0.29	0.26	0.23	
Net present value of inflows/(outflows)	18	16	13	11	9	9	2	1	1	1	0	0	1	
Particulars		(INR crores)												
Enterprise value		80												



Annexure II

GUJARAT STATE PETROLEUM CORPORATION LIMITED
 MARKET APPROACH
 COMPARABLE COMPANIES MULTIPLE METHOD

(INR crores)

Particulars	Amount
Maintainable EBITDA (FY 2023-24)	1,126
EV / EBITDA Multiple (Refer Note 1)	7.0
Enterprise value - GSPC Trading business	7,869
Enterprise value - Exploration and Production Blocks	171
Enterprise value - Windfarms	80
Total Enterprise Value of GSPC	8,120
Add/(Less):	
Value of investments	9,652
Cash and cash equivalents	2,077
Value of surplus property (net of tax)	131
Application money paid towards securities including interest	92
Inter corporate deposits	52
Assets held for sale (net of tax)	3
Lease liabilities	(2)
Contingent liabilities (net of tax)	(300)
Equity value of the Company	19,826
Number of equity shares	10,75,65,40,264
Value per share (INR)	18.4

Note 1: Calculation of EV/ EBITDA Multiple

Name of The Company	EV/EBITDA Multiple
Gail (India) Ltd.	8.7
Less: Discount	20%
Adjusted EV/EBITDA Multiple	7.0



PROPOSED AMALGAMATION OF GUJARAT STATE PETRONET LIMITED ('GSPL') INTO
GUJARAT GAS LIMITED ('GGL')

Computation of Fair Equity Share Exchange Ratio

Method of Valuation	GGL		GSPL	
	Value per Share (INR)	Weights	Value per Share (INR)	Weights
Asset Approach - Net Asset Value ('NAV') Method ⁱⁱ	NA	NA	NA	NA
Income Approach - Discounted Cash Flow ('DCF') Method	609.7	50%	560.7	50%
Market Approach - Market Price ('MP') Method	621.0	50%	382.8	50%
- Comparable Companies Multiple ('CCM') Method	NA	NA	NA	NA
Relative Value Per Share	615.4	100%	471.7	100%
Fair Equity Share Exchange Ratio	1.3			
	Annexure-I		Annexure-II	

NA = Not Applicable

Since, the business of GGL and GSPL are both intended to be continued on a 'going concern basis' and there is no intention to dispose-off the assets, therefore the 'Asset' approach is not adopted for the present valuation exercise.

Fair Equity Share Exchange Ratio:

10 (Ten) equity shares of GGL of INR 2/- each fully paid-up for every 13 (Thirteen) equity shares of GSPL of INR 10/- each, fully paid-up.



GUJARAT GAS LIMITED
INCOME APPROACH
DISCOUNTED CASH FLOW METHOD

							(INR crores)
Particulars		9ME Mar25	2025-26	2026-27	2027-28	2028-29	Terminal Value
Operating Profit before Tax		817	1,511	1,765	2,314	2,507	
Add:							
Interest		9	13	14	16	17	
Depreciation		396	573	613	658	701	
Operating EBITDA		1,222	2,097	2,392	2,988	3,226	
Less:							
Capital expenditure		1,049	1,000	1,000	1,000	1,000	
Incremental working capital		287	(240)	(147)	(81)	(152)	
Tax		213	320	388	532	587	
Total outflows		1,549	1,080	1,240	1,451	1,435	
Net inflows/(outflows)		(327)	1,018	1,152	1,537	1,790	
EBITDA for FY 2028-29							3,226
Exit Multiple Applied (EV/EBITDA) (Refer Note 1)							18.5
Terminal Value							59,513
Discounting factor	12.15%	0.97	0.88	0.79	0.70	0.63	0.63
Net present value of inflows/(outflows)		(316)	898	907	1,079	1,121	37,248

Calculation of equity value	(INR crores)
Net present value of explicit period	3,689
Present value of perpetuity	37,248
Enterprise value	40,937
Add/(Less): Adjustments	
Inter corporate deposits	1,309
Value of investments	217
Value of surplus assets (net of tax)	141
Cash and cash equivalents	95
Lease liabilities	(145)
Contingent liabilities (net of tax)	(580)
Equity value	41,974.3
Number of equity shares	68,83,90,125
Value per equity share (face value INR 2 each) (INR)	609.7

Note 1: Calculation of EV/ EBITDA Multiple

Name of The Company	EV/EBITDA Multiple
Gujarat Gas Ltd	20.5
Less: Discount	10%
Adjusted EV/EBITDA Multiple	18.5



GUJARAT GAS LIMITED
MARKET APPROACH
MARKET PRICE METHOD

Particulars	No. of shares traded	Total Turnover (INR crores)
Volume Weighted Average Market Price ('VWAP') on NSE from July 30, 2024 to August 29, 2024	2,68,01,023	1,664.4
Value per share (INR)		621.0



GUJARAT STATE PETRONET LIMITED
INCOME APPROACH
DISCOUNTED CASH FLOW METHOD

Particulars	(INR crores)										Terminal Value	
	9ME Mar25	2025-26	2026-27	2027-28	2028-29	2029-30	2030-31	2031-32	2032-33	2033-34		
Operating Profit before Tax	306	673	656	717	744	747	734	723	693	661		
Add:												
Interest	-	-	5	5	-	-	-	-	-	-		
Depreciation	189	257	317	374	376	378	379	381	382	384		
Operating EBITDA	495	931	978	1,095	1,121	1,125	1,114	1,104	1,076	1,045		
Less:												
Capital expenditure	693	1,795	1,201	75	50	50	50	50	50	50		
Incremental working capital	136	6	51	7	2	1	1	(0)	(0)	(0)		
Tax	113	164	93	113	141	161	174	186	191	193		
Total outflows	944	1,965	1,344	195	193	212	225	236	241	243		
Net inflows/(outflows)	(449)	(1,034)	(366)	900	928	913	888	868	835	802		
EBITDA for FY 2033-34											1,045	
Exit Multiple Applied (EV/EBITDA) (Refer Note 1)											7.5	
Terminal Value											7,783	
Discounting factor	12.50%	0.97	0.88	0.78	0.70	0.62	0.55	0.49	0.43	0.39	0.34	
Net present value of inflows/(outflows)		(433)	(910)	(286)	626	573	501	434	377	322	275	2,669

Calculation of equity value	(INR crores)
Net present value of explicit period	1,478
Present value of perpetuity	2,669
Enterprise Value - Windmills	98
Enterprise value	4,245
Add/(Less): Adjustments	
Value of investments	25,681
Cash and cash equivalents	1,786
Value of surplus property (net of tax)	6
Contingent liabilities	(84)
Equity value	31,635
Number of equity shares	56,42,11,376
Value per equity share (face value INR 10 each) (INR)	560.7

Note 1: Calculation of EV/ EBITDA Multiple

Name of The Company	EV/EBITDA Multiple
GAIL (INDIA) LTD	8.7
Less: Discount	15%
Adjusted EV/EBITDA Multiple	7.5



GUJARAT STATE PETRONET LIMITED - WINDFARMS
 INCOME APPROACH
 DISCOUNTED CASH FLOW METHOD

Particulars	(INR crores)										
	9ME Mar25	2025-26	2026-27	2027-28	2028-29	2029-30	2030-31	2031-32	2032-33	2033-34	
Operating EBITDA	16	24	23	23	22	22	21	20	20	37	
Less:											
Capital expenditure	-	-	-	-	-	-	-	-	-	-	
Incremental working capital	(1)	(0)	(0)	(0)	(0)	(0)	(0)	(0)	(0)	(0)	
Tax	6	6	6	6	6	5	5	5	5	9	
Total outflows	5	6	6	6	6	5	5	5	5	9	
Net inflows/(outflows)	11	18	17	17	17	16	16	15	15	28	
Discounting factor	13.10%	0.96	0.87	0.77	0.68	0.60	0.53	0.47	0.42	0.33	
Net present value of inflows/(outflows)	10	15	13	12	10	9	7	6	6	9	
Particulars	(INR crores)										
Enterprise value	98										



GUJARAT STATE PETRONET LIMITED
MARKET APPROACH
MARKET PRICE METHOD

Particulars	No. of shares traded	Total Turnover (INR crores)
Volume Weighted Average Market Price ('VWAP') on NSE from July 30, 2024 to August 29, 2024	12,61,99,318	4,831.0
Value per share (INR)		382.8



To,
The Board of Directors
Gujarat Gas Limited
Gujarat Gas Limited, Gujarat Gas CNG Station,
Sector 5/C, Gandhinagar,
Gujarat – 382006.

Independent Auditor's Certificate in relation to Pricing certificate of equity Shares of Gujarat Gas Limited under Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("ICDR Regulations")

1. We, M/s Ashok Chhajed & Associates, the Statutory Auditors of Gujarat Gas Limited have examined the accompanying statement of computation of minimum price per equity share of the Company ("the Statement" or "**Exhibit-I**") as on 30 August 2024 to be allotted to shareholders of Transferor Company 1 (GSPC) pursuant to the Composite scheme of Amalgamation and Arrangement between Gujarat State Petroleum Corporation Limited ("GSPC"/ "Transferor Company 1"), Gujarat State Petronet Limited ("GSPL"/ "Transferor Company 2"), GSPC Energy Limited ("GEL"/ "Transferor Company 3"), Gujarat Gas Limited ("GGL"/ "Transferee Company"/ "Demerged Company"/ "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 (hereinafter referred to as "Scheme").

Management's Responsibility

2. The responsibility for the preparation of the said Statement and ensuring compliance of ICDR Regulations is that of the Management of the Company, including the preparation and maintenance of adequate relevant supporting records and documents. This responsibility includes design, implementation and maintenance of adequate internal controls relevant to the preparation and presentation of the Statement and applying the appropriate basis of the preparation; making estimates that are reasonable in the circumstances and ensuring that the statement is true and correct and free from error.
3. The management is also responsible for ensuring that the Company complies with the requirements of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR") and the Act, in relation to the Scheme and provide all the relevant information to the Securities and Exchange Board of India ("SEBI") and BSE Limited ("BSE"), National Stock Exchange of India Limited ("NSE"), Ministry of Corporate Affairs ("MCA") Regional Director and Registrar of Companies and such other statutory or regulatory authorities.

Auditor's Responsibility

4. Pursuant to the requirements of Regulation 164 - "Pricing Regulation" under Chapter V "Preferential Allotment" of ICDR Regulations, it is our responsibility to provide / determine whether:



- a. the equity shares of the GGL are frequently traded based on the criteria provided in the ICDR Regulations;
 - b. the relevant Stock Exchange for the purpose of determining the Minimum issue price per equity shares of GGL as per the ICDR Regulations;
 - c. minimum issue price per equity shares of GGL for the proposed allotment in the Scheme as on the relevant date and determine the Share Exchange Ratio for the allotment of equity shares of GGL to the shareholders of GSPC;
 - d. the computation of minimum issues price per equity shares of GGL in the Statement is arithmetically correct;
 - e. the Article of Association of the GGL does not provide for method of determination of price per equity shares which results in a floor price higher than the minimum price determined under the ICDR Regulations.
5. We carried out our examination in accordance with the Guidance Note on Reports or Certificates for Special Purposes issued by the Institute of Chartered Accountants of India (ICAI) and Standards on Auditing specified under Section 143(10) of the Companies Act 2013, in so far as applicable for the purpose of this certificate. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
6. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information and Other Assurance and Related Services Engagements. Further our examination did not extend to any other parts and aspects of a legal or proprietary nature in the aforesaid Undertaking.

[Handwritten signature]



Opinion

7. Based on our examination of documents and relevant records and according to the Information, explanations and representation provided to us by the Management, we are of the Opinion that: -
- i. The relevant date for the purpose of determining the minimum issue price is 30 August 2024 ("the Relevant Date") being the date on which the Scheme has been approved by the Board of Directors of the Companies.
 - ii. The Shares of GGL are frequently traded on recognised Stock Exchange being BSE Limited and National Stock Exchange of India Limited.
 - iii. National Stock Exchange of India Limited ("NSE") is the relevant Stock Exchange for the purpose of determining minimum issue price per equity shares of the Company as on the Relevant Date based on the criteria provided in the ICDR Regulations.
 - iv. Minimum issue price per equity shares of GGL as on the Relevant Date for the proposed allotment in the Scheme based on pricing regulation formula prescribed under ICDR Regulations and to determine the Share Exchange Ratio for the allotment of equity shares of GGL to the shareholders of GSPC is INR 598.7 per share.

Restrictions on Use

8. This certificate is issued at the request of the Company pursuant to the requirements of circulars issued under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for onward submission by the Company to Securities and Exchange Board of India, BSE Limited, National Stock Exchange of India Limited, Ministry of Corporate Affairs, Regional Director and Registrar of Companies and such other statutory or regulatory authorities as may be required in connection with Scheme. This Certificate should not be used for any other purpose or to be distributed to any other party without our prior written consent. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

For, M/s Ashok Chhajed & Associates

Chartered Accountants

Firm Registration No. 100641W

Naresh Bahroo

Partner

Membership No. : 117743

Place : Gandhinagar

Date : 10 September, 2024

UDIN : 24117743BKGRFS9605



Exhibit-I

The Statement of Computation of Minimum Price of the Equity shares of Gujarat Gas Limited ("the Company") to be allotted pursuant to the Scheme to the shareholders of GSPC as per the Regulation 164 of the ICDR Regulations

A. Volume Weighted Average Price ("VWAP") of the equity shares of the Company on NSE during the 90 trading days preceding the Relevant Date i.e., 30 August 2024.

Sr. No.	Date	VWAP	Total Volume
1	22-Apr-24	545.04	17,19,258
2	23-Apr-24	543.69	5,79,037
3	24-Apr-24	544.8	5,80,018
4	25-Apr-24	543.28	5,61,634
5	26-Apr-24	552.28	7,50,566
6	29-Apr-24	551.8	3,38,758
7	30-Apr-24	551.91	12,30,913
8	02-May-24	538.03	14,35,634
9	03-May-24	536.6	9,63,669
10	06-May-24	549.61	36,71,453
11	07-May-24	544.74	61,62,778
12	08-May-24	548.61	13,03,842
13	09-May-24	538.76	11,80,977
14	10-May-24	532.04	6,62,436
15	13-May-24	530.32	6,24,241
16	14-May-24	546.01	13,39,612
17	15-May-24	544.31	4,37,814
18	16-May-24	546.27	8,10,601
19	17-May-24	549.15	7,76,025
20	18-May-24	555.23	1,09,258
21	21-May-24	559.12	9,40,943
22	22-May-24	561.36	10,52,694
23	23-May-24	558.35	7,29,152
24	24-May-24	562.1	7,62,932
25	27-May-24	558.52	5,77,203
26	28-May-24	547.21	4,62,513
27	29-May-24	553.42	7,44,069
28	30-May-24	543.55	7,65,462
29	31-May-24	549.84	18,10,821
30	03-Jun-24	570.18	26,01,074
31	04-Jun-24	532.53	28,34,737
32	05-Jun-24	538.02	8,19,413
33	06-Jun-24	569.77	18,37,974
34	07-Jun-24	584.36	25,08,425
35	10-Jun-24	587.89	14,44,154
36	11-Jun-24	604.43	23,51,156
37	12-Jun-24	611.01	14,72,966
38	13-Jun-24	625.54	25,68,931
39	14-Jun-24	636.17	17,45,156
40	18-Jun-24	629.63	12,23,208



Sr. No.	Date	VWAP	Total Volume
41	19-Jun-24	619.57	11,08,093
42	20-Jun-24	613.24	11,23,522
43	21-Jun-24	602.33	15,61,042
44	24-Jun-24	601.05	21,65,380
45	25-Jun-24	614.12	11,37,951
46	26-Jun-24	618.98	13,19,234
47	27-Jun-24	622.76	13,29,806
48	28-Jun-24	631.71	16,27,201
49	01-Jul-24	641.66	17,72,279
50	02-Jul-24	655.17	33,18,692
51	03-Jul-24	643.22	13,32,320
52	04-Jul-24	632.07	8,16,689
53	05-Jul-24	641.25	8,90,553
54	08-Jul-24	648.44	7,12,832
55	09-Jul-24	649.63	9,65,198
56	10-Jul-24	650.59	10,62,133
57	11-Jul-24	645.6	3,60,811
58	12-Jul-24	642.21	9,44,893
59	15-Jul-24	641.75	8,39,002
60	16-Jul-24	644.02	13,56,224
61	18-Jul-24	637.75	16,45,852
62	19-Jul-24	622.45	11,67,358
63	22-Jul-24	631.83	20,17,538
64	23-Jul-24	640.04	9,72,910
65	24-Jul-24	648.56	8,41,237
66	25-Jul-24	648.11	11,05,573
67	26-Jul-24	649.05	3,79,947
68	29-Jul-24	664.82	20,23,074
69	30-Jul-24	680.27	22,85,496
70	31-Jul-24	680.55	13,28,040
71	01-Aug-24	667.72	11,58,495
72	02-Aug-24	655.95	5,63,647
73	05-Aug-24	642.31	8,61,263
74	06-Aug-24	655.77	6,59,101
75	07-Aug-24	639.92	18,18,505
76	08-Aug-24	627.3	4,88,110
77	09-Aug-24	606.66	23,60,222
78	12-Aug-24	615.46	8,92,503
79	13-Aug-24	605.42	6,60,439
80	14-Aug-24	591.76	9,85,314
81	16-Aug-24	600.47	6,53,374
82	19-Aug-24	595.2	7,83,832
83	20-Aug-24	587.61	8,16,689
84	21-Aug-24	593.09	13,95,492
85	22-Aug-24	592.8	12,36,574
86	23-Aug-24	594.53	20,08,643
87	26-Aug-24	595.71	9,50,176
88	27-Aug-24	601.49	9,92,885
89	28-Aug-24	601.01	10,37,391



Sr. No.	Date	VWAP	Total Volume
90	29-Aug-24	608.11	28,64,832
90 Trading Day's VWAP preceding the Relevant Date		598.7	-

B. Volume Weighted Average Price ("VWAP") of the equity shares of the Company on NSE during the 10 trading days preceding the Relevant Date i.e., 30 August 2024

Sr. No.	Date	VWAP	Trading Volume
1	16-Aug-24	600.47	6,53,374
2	19-Aug-24	595.2	7,83,832
3	20-Aug-24	587.61	8,16,689
4	21-Aug-24	593.09	13,95,492
5	22-Aug-24	592.8	12,36,574
6	23-Aug-24	594.53	20,08,643
7	26-Aug-24	595.71	9,50,176
8	27-Aug-24	601.49	9,92,885
9	28-Aug-24	601.01	10,37,391
10	29-Aug-24	608.11	28,64,832
10 Trading Day's VWAP preceding the Relevant Date		598.3	-
Particulars		Per Share (INR)	
[A] 90 Trading Days VWAP		598.7	
[B] 10 Trading Days VWAP		598.3	
Applicable Minimum Price (Higher of 'A' or 'B')		598.7	

Source : NSE data – (Gujarat Gas Limited Share Price Today, Stock Price, Live NSE News, Quotes, Tips – NSE India)





Ernst & Young Merchant Banking Services LLP
Registered Valuer
Registration No. IBBI/RV-E/05/2021/155
12th Floor, The Ruby,
29 Senapati Bapat Marg,
Dadar West,
Mumbai – 400 028, India

Tel: +91 22 61920000
ey.com

To,
The Audit Committee/The Board of Directors of Gujarat Gas Limited
Gujarat Gas CNG Station, Sector-5/C,
Gandhinagar,
Gujarat - 382006

The Audit Committee/The Board of Directors of Gujarat State Petroleum Corporation Limited
GSPC Bhavan,
Behind Udyog Bhavan, Sector - 11, Gandhinagar,
Gujarat – 382010

The Audit Committee/The Board of Directors of Gujarat State Petronet Limited
GSPC Bhavan,
Behind Udyog Bhavan, Sector - 11, Gandhinagar,
Gujarat – 382010

The Audit Committee/The Board of Directors of GSPC Energy Limited
GSPC Bhavan,
Behind Udyog Bhavan, Sector - 11, Gandhinagar,
Gujarat – 382010

Sub: Supplement to our joint report dated 30 August 2024 on “Recommendation of fair equity share exchange ratio for the proposed amalgamation of Gujarat State Petroleum Corporation Limited and Gujarat State Petronet Limited with Gujarat Gas Limited and share entitlement ratio for demerger of gas transmission business of the merged entity into GSPL Transmission Limited”

Dear Sir / Madam,

We refer to respective engagement letters of Ernst & Young Merchant Banking Services LLP (“EY”) and SSPA & Co., Chartered Accountants (“SSPA”), whereby EY & SSPA are appointed by Gujarat Gas Limited (“GGL”), Gujarat State Petroleum Corporation Limited (“GSPC”), Gujarat State Petronet Limited (“GSPL”) and GSPC Energy Limited (“GEL”), for recommendation of fair equity share exchange ratio (“Share Exchange Ratio”) for the proposed amalgamation of GSPC and GSPL with GGL (“Proposed Amalgamation”); and share entitlement ratio for the proposed demerger of gas transmission business of the merged entity into GSPL Transmission Limited (“GTL”) (“Proposed Demerger”).

This is with reference our joint report dated 30 August 2024 on “Recommendation of fair equity share exchange ratio for the Proposed Amalgamation and share entitlement ratio for Proposed Demerger (the “Report”). As desired by you, we have given reply of your queries herein.





Thanking You,

Ernst & Young Merchant Banking Services LLP
Registered Valuer
Registration No. IBBI/RV-E/05/2021/155

A handwritten signature in black ink, appearing to read 'Nilesch Jain', is written in a cursive style.



Nilesch Jain
Partner
IBBI Membership No.: IBBI/RV/05/2024/15540
Date: 11 September 2024



Workings

List of comparable companies considered for comparable companies' multiple method, if the same method is used in valuation.

We have used the comparable companies' multiple method of valuation for GSPC. We have considered GAIL (India) Limited as a comparable company.

Detailed rationale for arriving at the swap ratio for issuance of shares as proposed in the draft scheme of arrangement by the Board of Directors of the listed company.

Share Exchange Ratio has been arrived at based on a relative equity valuation of the Companies based on various qualitative and quantitative factors relevant to each company.

We have valued GSPL & GGL by giving appropriate weights to the Market Price Method, and Discounted Cash Flow Method. We have valued GSPC using Comparable Companies' Multiples Method and Discounted Cash Flow Method.

Considering the above, and on a consideration of all the relevant factors and circumstances as discussed and outlined in the Report, the proposed Share Exchange Ratio for the Proposed Amalgamation of GSPC and GSPL into GGL is as follows:

- 10 (Ten) equity shares of GGL of INR 2/- each fully paid up for every 305 (Three Hundred and Five) equity shares of GSPC of INR 1/- each fully paid up.
- 10 (Ten) equity shares of GGL of INR 2/- each fully paid up for every 13 (Thirteen) equity share of GSPL of INR 10/- each fully paid up.

The workings should be read in conjunction with the Report and is subjected to scope limitations enunciated in the Report.

If the Income Approach method used in the Valuation, Revenue, PAT and EBITDA (in value and percentage terms) details of entities involved in the scheme for all the number of years considered for valuation. Reasons justifying the EBITDA/PAT margin considered in the valuation report.





- We have used Income method of valuation of GSPC, GSPL and GGL. Refer to the tables below for details regarding Revenue, EBITDA, PAT (in value and percentage terms) for these companies.

GSPC Standalone Forecast

Currency: ₹ cr	Mar-25	Mar-26	Mar-27	Mar-28	Mar-29
Number of months	9	12	12	12	12
Net sales	12,274	21,946	24,575	27,039	27,439
Adjusted EBITDA	408	1,265	1,528	2,004	1,175
Projected PAT	559	1,380	1,552	1,993	1,460
EBITDA margins (%)	2.2	5.2	5.8	7.1	4.1
PAT margins (%)	2.2	6.0	6.1	7.2	5.3

The Management of GSPC informed us that the EBITDA and PAT margin have been estimated based on the existing sourcing and customer tie up of company, envisaged gas demand and forward gas prices, company expertise to source and market spot gas and projected production from E&P fields.

GSPL Standalone Forecast

Currency: ₹ cr	Mar-25	Mar-26	Mar-27	Mar-28	Mar-29	Mar-30	Mar-31	Mar-32	Mar-33	Mar-34
Number of months	9	12	12	12	12	12	12	12	12	12
Net sales	736	1,251	1,314	1,452	1,504	1,537	1,558	1,565	1,572	1,579
Adjusted EBITDA	515	959	1,001	1,118	1,143	1,146	1,135	1,125	1,095	1,064
Projected PAT	544	837	812	893	990	1,069	1,142	1,220	1,287	1,356
EBITDA margins (%)	70.0%	76.7%	76.2%	77.0%	76.0%	74.6%	72.8%	71.9%	69.7%	67.4%
PAT margins (%)	73.9%	66.9%	61.8%	61.5%	65.8%	69.6%	73.3%	78.0%	81.9%	85.9%

The Management of GSPL informed us that the EBITDA and PAT margin have been estimated based on the historical performance of the company, regulated tariff for transmission of natural gas, estimated gas transmission volumes based on demand and estimated capital and operational expenditure for future years.





GGL Standalone Forecast

Currency: ₹ cr	Mar-25	Mar-26	Mar-27	Mar-28	Mar-29
Number of months	9	12	12	12	12
Net sales	11,924	17,231	20,516	24,710	25,726
Adjusted EBITDA	1,243	2,122	2,419	3,017	3,258
Projected PAT	650	— — 1,175	1,416	1,876	2,080
EBITDA margins (%)	10.4	12.3	11.8	12.2	12.7
PAT margins (%)	5.4	6.8	6.9	7.6	8.1

The Management of GGL informed us that the EBITDA and PAT margin have been estimated based on the envisaged gas demand from Industrial, domestic & CNG customers, sourcing tie up to meet the gas demand and the forward gas prices.

Confirmation that the valuation done in the scheme is in accordance with applicable valuation standards.

We have followed the International Valuation Standards ("IVS") (effective January 31, 2022) published by the International Valuation Standards Council, for carrying out our valuation analysis and delivering our valuation conclusion.



SSPA & CO.

Chartered Accountants
1st Floor, "Arjun", Plot No.6A,
V. P. Road, Andheri (W),
Mumbai - 400 058. INDIA.
Tel. : 91 (22) 2670 4376 / 77
91 (22) 2670 3682
Website : www.sspa.in

September 11, 2024

To,
The Audit Committee/ Board of Directors
Gujarat Gas Limited,
Gujarat Gas CNG Station,
Sector - 5/C, Gandhinagar,
Gujarat - 382006

To,
The Audit Committee/ Board of Directors,
Gujarat State Petroleum Corporation Lim
GSPC Bhavan,
Behind Udyog Bhavan,
Sector -11 , Gandhinagar,
Gujarat - 382010

To,
The Audit Committee/ Board of Directors,
Gujarat State Petronet Limited,
GSPC Bhavan,
Behind Udyog Bhavan,
Sector -11 , Gandhinagar,
Gujarat - 382010

To,
The Audit Committee/ Board of Directors,
GSPC Energy Limited,
GSPC Bhavan,
Behind Udyog Bhavan,
Sector -11 , Gandhinagar,
Gujarat - 382010

Sub: Our joint valuation report dated August 30, 2024 ('the Report') on recommendation of recommendation of fair equity share exchange ratio for the proposed amalgamation of Gujarat State Petroleum Corporation Limited ('GSPC') and Gujarat State Petronet Limited ('GSPL') with Gujarat Gas Limited ('GGL') and share entitlement ratio for demerger of gas transmission business of the merged entity into GSPL Transmission Limited.

Dear Sir / Ma'am

SSPA & Co., Chartered Accountants ('SSPA' or 'Valuer' or 'We') have been informed by the management of GSPC, GSPL and GGL (hereinafter referred to as the "Management") that in connection with the recommendation of fair equity share exchange ratio for the proposed amalgamation of GSPC and GSPL with GGL ("Proposed Amalgamation"); and share entitlement ratio for the proposed demerger of Gas Transmission Business of the merged entity into GSPL Transmission Limited ("GTL") ("Proposed Demerger"), the listed entities shall file the draft scheme of amalgamation, proposed to be filed before any Court or Tribunal under Sections 230 - 232 of Companies Act, 2013, whichever applicable with the



stock exchange(s) for obtaining the No-objection letter, before filing such scheme with any Court or Tribunal, in terms of requirements specified by SEBI or stock exchange(s) from time to time.

Pursuant to the SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023, the checklist(s) published by BSE Limited ("BSE"), National Stock Exchange Limited ("NSE") and Regulation 37 of SEBI LODR Regulations, we hereby provide following details and confirmations in relation to valuation workings carried out by SSPA for our joint valuation report as under:

1. List of comparable companies considered for comparable companies' multiple method, if the same method is used in valuation.

- We have used the comparable companies' multiple ('CCM') method of valuation for GSPC. We have considered GAIL (India) Limited as a comparable company.

2. Detailed rationale for arriving at the swap ratio for issuance of shares as proposed in the draft scheme of arrangement by the Board of Directors of the listed company.

- The Share Exchange Ratio has been arrived at based on relative value of equity shares of the Companies basis the various approaches/methods explained in the Report and after considering various qualitative factors, business dynamics and growth potentials of the businesses of the Companies.
- As mentioned in the Report, we have considered a combination of Market Approach and Income Approach for arriving at the relative value per equity share of GSPC, GSPL and GGL where in GSPL and GGL has been valued using Market Price Method and Discounted Cash Flow Method and GSPC has been valued using Comparable Companies' Multiples Method and Discounted Cash Flow Method.
- Though different values have been arrived at under different approaches, for the purposes of recommending a ratio of exchange it is necessary to arrive at a single value for the equity shares of GSPC, GSPL and GGL. For this purpose, we have given appropriate weightage to the values arrived at under each approach.
- Considering the above, and on a consideration of all the relevant factors and circumstances as discussed and outlined in the Report, the recommended Share Exchange Ratio for the Proposed Amalgamation of GSPC and GSPL into GGL is as follows:
 - o **10 (Ten) equity shares of GGL of INR 2/- each fully paid up for every 305 (Three Hundred and Five) equity shares of GSPC of INR 1/- each fully paid up.**
 - o **10 (Ten) equity shares of GGL of INR 2/- each fully paid up for every 13 (Thirteen) equity share of GSPL of INR 10/- each fully paid up.**

3. If the Income Approach method used in the Valuation, Revenue, PAT and EBIDTA (in value and percentage terms) details of entities involved in the scheme for all the number of years considered for valuation. Reasons justifying the EBIDTA/PAT margin considered in the valuation report.

- We have used Income method of valuation of GSPC, GSPL and GGL. Refer to the tables below for details regarding Revenue, EBIDTA, PAT (in value and percentage terms) for these companies.



(i) GSPC (standalone):

Particulars	(INR crores)				
	9ME Mar25	2025-26	2026-27	2027-28	2028-29
Revenue from Operations	12,274	21,946	24,575	27,039	27,439
Adjusted EBITDA	362	1,259	1,522	1,997	1,168
Adjusted EBITDA Margins (%)	2.9%	5.7%	6.2%	7.4%	4.3%
Projected PAT	559	1,380	1,552	1,993	1,460
Projected PAT Margins (%)	4.6%	6.3%	6.3%	7.4%	5.3%

Reasons justifying the EBIDTA/PAT margin for GSPC:

As informed by the Management, the EBITDA and PAT margin have been estimated based on the existing sourcing and customer tie up of company, envisaged gas demand and forward gas prices, company expertise to source and market spot gas and projected production from exploration and production fields.

(ii) GSPL:

Particulars	(INR crores)									
	9ME Mar25	2025-26	2026-27	2027-28	2028-29	2029-30	2030-31	2031-32	2032-33	2033-34
Revenue from Operations	736	1,251	1,314	1,452	1,504	1,537	1,558	1,565	1,572	1,579
Adjusted EBITDA	511	954	1,001	1,118	1,143	1,146	1,135	1,125	1,095	1,064
Adjusted EBITDA Margins (%)	69.5%	76.3%	76.2%	77.0%	76.0%	74.6%	72.8%	71.9%	69.7%	67.4%
Projected PAT	544	837	812	893	990	1,069	1,142	1,220	1,287	1,356
Projected PAT Margins (%)	73.9%	66.9%	61.8%	61.5%	65.8%	69.5%	73.3%	77.9%	81.9%	85.9%

Reasons justifying the EBIDTA/PAT margin for GSPL:

As informed by the Management, the EBITDA and PAT margin have been estimated based on the historical performance of the company, regulated tariff for transmission of natural gas, estimated gas transmission volumes based on demand and estimated capital and operational expenditure for future years.

(iii) GGL:

Particulars	(INR crores)				
	9ME Mar25	2025-26	2026-27	2027-28	2028-29
Revenue from Operations	11,613	17,073	20,348	24,533	25,537
Adjusted EBITDA	1,222	2,097	2,392	2,988	3,226
Adjusted EBITDA Margins (%)	10.5%	12.3%	11.8%	12.2%	12.6%
Projected PAT	650	1,175	1,416	1,876	2,080
Projected PAT Margins (%)	5.6%	6.9%	7.0%	7.6%	8.1%

Reasons justifying the EBIDTA/PAT margin for GGL:

As informed by the Management, the EBITDA and PAT margin have been estimated based on the envisaged gas demand from Industrial, domestic & CNG customers, sourcing tie up to meet the gas demand and the forward gas prices.



4. Confirmation that the valuation done in the scheme is in accordance with applicable valuation standards.

- The valuation carried out by us is in accordance with ICAI Valuation Standards, 2018 issued by The Institute of Chartered Accountants of India. The same has also been stated on page 17 of the Report.

This letter should be read in conjunction with the Report and the limitation mentioned therein. Any terms not defined in this letter shall derive their meaning from our Report.

For SSPA & Co.

Chartered Accountants

ICAI Firm Registration No: 128851W

IBBI Registration Valuer Number: IBBI/RV-E/06/2020/126

Parag S. Ved



Parag Ved

Partner

Registered Valuer Number.: IBBI/RV/06/2018/10092

Membership No. 102432

Place: Mumbai

| |
| |

**ASHOK CHHAJED
& ASSOCIATES**

CHARTERED ACCOUNTANTS
22, CITY CENTRE, C.G.ROAD,
NR, SWASTIK CHAR RASTA,
AHMEDABAD-380 009. (INDIA)
TEL. (OFFICE) : 26402929-30
TEL. (RESI) : 27492929-30
(Mobile) :- 9 4 2 6 4 9 2 9 3 0
e-mail : ashok_chhajed@yahoo.co.in
ashokchhajedandassociates@gmail.com

To, The Board of Directors Gujarat Gas Limited Gujarat Gas Limited, Gujarat Gas CNG Station, Sector 5/C, Gandhinagar, Gujarat – 382006.	To, The Board of Directors Gujarat State Petronet Limited GSPC Bhavan, Sector-11 Gandhinagar, Gujarat – 382011.
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Subject : Independent Chartered Accountant's Certificate in relation to details to be submitted by the Company in case of demerger wherein mirror image in the shareholding pattern is created in the Resulting Company

Reference : Application seeking approval under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI (LODR) Regulations") for the proposed Composite Scheme of Amalgamation and Arrangement between Gujarat State Petroleum Corporation Limited ("GSPC"/ "Transferor Company 1"), Gujarat State Petronet Limited ("GSPL"/ "Transferor Company 2"), GSPC Energy Limited ("GEL"/ "Transferor Company 3"), Gujarat Gas Limited ("GGL"/ "Transferee Company"/ "Demerged Company"/ "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 ("the Scheme").

We hereby certify the following:

1. The attached statement (**Exhibit I**) containing the details of assets, liability, revenue and net worth of the companies involved in the Scheme, both pre and post Scheme.
2. The attached statement (**Exhibit II**) containing details of assets, liability, revenue, PAT and net worth of the Demerged Undertaking along with a write up on the history of the Demerged Undertaking



3. The attached statement (**Exhibit III**) containing Comparison of revenue and net worth of Demerged Undertaking with the total revenue and net worth of the Demerged Company in financial year 2023-24.
4. The attached statement (**Exhibit IV**) containing detailed rationale for arriving at the share entitlement ratio for issuance of shares pursuant to demerger as proposed in the draft Scheme.

Management's Responsibility

5. The Management of the Company has stated that as of the end of Financial Year 2023-24, the business of Demerged Undertaking is being carried out by a separate legal entity which is proposed to be amalgamated into the Company with the Appointed Date of 1 April 2024 subject to the Composite Scheme becoming effective.
6. The Management of Company has further clarified that the business of the Demerged Undertaking amalgamated into the Company as stated above would then be demerged into the Resulting Company with Appointed Date of 1 April 2025 subject to the Composite Scheme becoming effective.
7. In light of the aforesaid, the Management of the Company has, while preparing Exhibit-I, Exhibit-II, Exhibit-III and Exhibit-IV to the extent that they contain details of assets, liabilities, revenue, PAT, net worth etc. of Demerged Undertaking for the pre-Scheme scenario, considered the relevant financial details of Gas Transmission Business Segment reported by Transferor Company 2 i.e., GSPL.
8. Further in light of the aforesaid, the Management of the Company has, while preparing Exhibit-I, Exhibit-II, Exhibit-III and Exhibit-IV to the extent that they contain details of assets, liabilities, revenue, PAT, net worth etc. of Demerged Undertaking for the post Scheme scenario, considered the Financial Statements of the Company as of March 31, 2024 as re-worked on a presumptive basis by considering the entirety of the Scheme having become effective in the said Financial Year 2023-24. The Management has further clarified that the aforesaid presumptive accounting in FY 2023-24 has been carried out only for the purpose of adequate disclosure.
9. The management of the Company is responsible for preparation of the above statement including the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Statement and applying an appropriate basis of preparation and making estimates that are reasonable in the circumstances.



Chartered Accountant's Responsibility

10. Our responsibility, for the purpose of this Certification, is limited to certifying the particulars contained in the attached statement on the basis of audited financial statements for the period ended 31st March 2024, books of account and other related records of the Company as clarified to us in the Paragraphs pertaining to "Management Responsibility" above.
11. We conducted our verification in accordance with the Guidance Note on Reports or Certificates for Special Purposes issued by the Institute of Chartered Accountants of India, which include the concept of test checks and materiality. The Guidance Note requires that the ethical requirements of the Code of Ethics issued by the Chartered Accountants of India are complied.
12. We have complied with the relevant applicable requirements of Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and other Assurance and Related Services Engagement.

Restriction on Use

13. This certificate is issued at the request of the management of the Transferor Company solely for the purpose of filing with the SEBI, NSE and BSE and any other regulatory authority in relation to the Proposed Scheme pursuant to the requirements of Sections 230 to 232 of the Act and relevant Rules thereunder. Our certificate should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

For, M/s Ashok Chhajed & Associates

Chartered Accountants

Firm Registration No. 100641W



Naresh Bahroo

Partner

Membership No. : 117743

Place : Gandhinagar

Date : 10 September, 2024

UDIN : 24117743BKGRFW4674



Exhibit I

Details of assets, liability, revenue and net worth of the companies involved in the scheme,
both pre and post Scheme

A. Gujarat State Petroleum Corporation Limited

INR in Crores

Particulars	Pre-Scheme [For the Financial Year 2023-24]	Post-Scheme
Total Assets	10,170.34	Not Applicable since Post the Scheme becoming effective, the Transferor Company 1 shall be dissolved without being wound up.
Total Liabilities	2,990.15	
Revenue	18,452.74	
Net-Worth*	5,124.42	

*Net worth is computed as per section 2(57) of Companies Act, 2013 which is sum of equity share capital, general reserve, retained earnings and securities premium

B. Gujarat State Petronet Limited

INR in Crores

Particulars	Pre-Scheme [For the Financial Year 2023-24]	Post-Scheme
Total Assets	11,080.86	Not Applicable since Post the Scheme becoming effective, the Transferor Company 2 shall be dissolved without being wound up.
Total Liabilities	810.80	
Revenue	2,031.54	
Net-Worth*	10,263.86	

*Net worth is computed as per section 2(57) of Companies Act, 2013 which is sum of equity share capital, general reserve, retained earnings and securities premium



C. GSPC Energy Limited

INR in Crores

Particulars	Pre-Scheme [For the Financial Year 2023-24]	Post-Scheme
Total Assets	10.23	Not Applicable since Post the Scheme becoming effective, the Transferor Company 3 shall be dissolved without being wound up.
Total Liabilities	8.56	
Revenue	131.84	
Net-Worth*	1.66	

*Net worth is computed as per section 2(57) of Companies Act, 2013 which is sum of equity share capital, general reserve, retained earnings and securities premium

D. Gujarat Gas Limited

INR in Crores

Particulars	Pre-Scheme [For the Financial Year 2023-24]	Post-Scheme - Indicative [For the Financial Year 2023-24]
Total Assets	11,658.35	19,026.41
Total Liabilities	3,969.09	6,078.77
Revenue	16,292.97	25,353.87
Net-Worth*	6,931.43	14,258.72

*Net worth is computed as per section 2(57) of Companies Act, 2013 which is sum of equity share capital, general reserve, retained earnings and securities premium

E. GSPL Transmission Limited

INR in Crores

Particulars	Pre-Scheme [For the Financial Year 2023-24]	Post-Scheme [For the Financial Year 2023-24] (Indicative)
Total Assets	Not Applicable since Resulting Company is incorporated on 23 July, 2024	7,252.11
Total Liabilities		790.63
Revenue		1,986.78
Net-Worth*		9,969.65



*Net worth is computed as per section 2(57) of Companies Act, 2013 which is sum of equity share capital, general reserve, retained earnings and securities premium.

Note : It is to be noted that the post-scheme disclosures mentioned above are based on the indicative financial details for the FY 2023-24. The actual accounting in respect of the Scheme would happen only upon the Scheme becoming effective and with effect from Amalgamation Appointed Date (1 April 2024) and Demerger Appointed Date (1 April 2025) and the above-mentioned amounts are derived for the purpose of compliance with applicable SEBI regulations and indicative only.

A



Exhibit II

Assets, liability, revenue, PAT and net worth of the Demerged Undertaking along with a write up on the history of the Demerged Undertaking

A. Details of Assets, liability, revenue, PAT and net worth of the Demerged Undertaking

INR in Crores

Particulars	Pre-Scheme (Indicative) [For the Financial Year 2023-24]
Total Assets	7,252.11
Total Liabilities	790.63
Revenue	1,986.78
PAT	1016.72
Net-Worth*	9,656.90

*Net worth includes general reserve, retained earnings and securities premium pertaining to demerged undertaking

Note : It is to be noted that the post-scheme disclosures mentioned above are based on the indicative financial details for the FY 2023-24. The actual accounting in respect of the Scheme would happen only upon the Scheme becoming effective and with effect from Amalgamation Appointed Date (1 April 2024) and Demerger Appointed Date (1 April 2025) and the above-mentioned amounts are derived for the purpose of compliance with applicable SEBI regulations and indicative only.



B. Brief write-up on the history of the Demerged Undertaking i.e. Gas Transmission Business Undertaking as defined in Clause 1.17 of the Scheme

The Gas Transmission Business Undertaking as defined in Clause 1.17 of the Scheme relates to business of transmission of natural gas through pipeline on an open access basis from supply points to demand centres. The business operations pertaining to Gas Transmission Business Undertaking also includes development of energy transportation infrastructure and connects natural gas supply sources, including liquefied natural gas (LNG) terminals to various markets. The Gas Transmission Business Undertaking has been evolved since the year of 1998 when Transferor Company 2 i.e., GSPL was incorporated. The Gas Transportation Business Undertaking has since then grown to become a natural gas pipeline grid of more than 2700 Kms. The Gas Transmission Business Undertaking also includes investments in GSPL India Gasnet Limited and GSPL India Transco Limited which are developing cross-country natural gas pipelines.



Exhibit III

Comparison of revenue and net worth of Demerged Undertaking with the total revenue and net worth of the Demerged Entity for the last three financial years#

INR in Crores

Particulars	For the Financial Year 2023-24 (Indicative)	
	Demerged Undertaking	Demerged Entity
Total Revenue	1,986.78	26,603.69^^
Net-Worth	9,656.90^	20,720.60*

*Net worth is computed as per section 2(57) of Companies Act, 2013 which is sum of equity share capital, general reserve, retained earnings and securities premium. Further, net-worth is considered post-merger of GSPC, GSPL and GEL into GGL and prior to demerger of Gas Transmission Business Undertaking from Demerged Company into the Resulting Company.

^Net worth includes general reserve, retained earnings and securities premium pertaining to demerged undertaking

^^Total revenue are considered post-merger of GSPC, GSPL and GEL into GGL and prior to demerger of Gas Transmission Business Undertaking from Demerged Company into the Resulting Company. Further, the total revenue is derived after eliminating inter company transactions.

The required financial details are given only for FY 2023-24 only since the Demerged Undertaking would form part of the Resulting Company pursuant to Amalgamation of Transferor Company 2 into Transferee Company as envisaged under the Scheme and the same is proposed to be effective from Demerger Appointed Date i.e. 1 April 2025. In view of the same, information pertaining to period prior to FY 2023-24 has not been provided



Exhibit IV

Detailed rationale for arriving at the share entitlement ratio for issuance of shares pursuant to demerger as proposed in the draft Scheme

As per the Draft Scheme, the Resulting Company to issue 1 (One) fully paid equity share of Resulting Company of face value of INR 10 each, in exchange of every 3 (Three) fully paid equity shares of Demerged Company of INR 2 each as a consideration for the proposed Demerger of Demerged Undertaking of the Demerged Company into the Resulting Company. Post Demerger, the proportionate shareholding of any shareholder would remain intact and there will be "no change in the shareholding pattern" of the shareholders of Demerged Company in the Resulting Company post Demerger.

Further, considering the desired capital structure and assets base of the Resulting Company vis-à-vis the asset base of Demerged Company, the proposed consideration is fair and reasonable as upon Scheme becoming effective, as all the shareholders of Demerged Company would also become shareholders of the Resulting Company and upon the Scheme becoming effective, the Resulting Company would continue to be owned by the shareholders of Demerged Company in the same proportion as their shareholdings in Demerged Company in the manner provided under the Scheme and there will be "no change in the shareholding pattern" of the shareholders of Demerged Company in the Resulting Company post Demerger. Thereby the Interest of the shareholders in the Demerged Company effectively remain unchanged and the shareholder's interest will not be prejudicially affected.



**ASHOK CHHAJED
& ASSOCIATES**
CHARTERED ACCOUNTANTS
22, CITY CENTRE, C.G.ROAD,
NR, SWASTIK CHAR RASTA,
AHMEDABAD-380 009. (INDIA)
TEL. (OFFICE) : 26402929-30
TEL. (RESI) : 27492929-30
(Mobile) :- 9 4 2 6 4 9 2 9 3 0
e-mail : ashok_chhajed@yahoo.co.in
ashokchhajedandassociates@gmail.com

To, The Board of Directors Gujarat Gas Limited Gujarat Gas Limited, Gujarat Gas CNG Station, Sector 5/C, Gandhinagar, Gujarat – 382006.	To, The Board of Directors Gujarat State Petronet Limited GSPC Bhavan, Sector-11 Gandhinagar, Gujarat – 382011.
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Subject : Independent Chartered Accountant's Certificate in relation to capital built-up of Gujarat State Petroleum Corporation Limited, GSPC Energy Limited and GSPL Transmission Limited

Ref : The Proposed Composite Scheme of Amalgamation and Arrangement between Gujarat State Petroleum Corporation Limited ("GSPC"/ "Transferor Company 1"), Gujarat State Petronet Limited ("GSPL"/ "Transferor Company 2"), 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 ("the Scheme"),

We hereby certify that the share capital built-up in Gujarat State Petroleum Corporation Limited, GSPC Energy Limited and GSPL Transmission Limited has occurred as per the details provided in Exhibit I, Exhibit II and Exhibit III of this certificate.

For, M/s Ashok Chhajed & Associates

Chartered Accountants

Firm Registration No. 100641W

Naresh Bahroo

Partner

Membership No. : 117743

Place : Gandhinagar

Date : 10 September, 2024

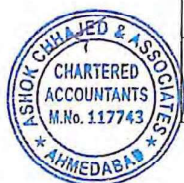
UDIN : 24117743BKGRFU7019



Exhibit I

Details of Capital evolution of Gujarat State Petroleum Corporation Limited (Transferor Company 1) :

Date of Issue	No. of shares issued	Issue Price (Rs.)	Type of Issue (IPO/FPO/ Preferential Issue/ Scheme/ Bonus/ Rights, etc.)	Cumulative capital (No of shares)	Whether listed, if not listed, give reasons thereof
29-01-1979	7	100.00	Subscription on signing of Memorandum of Association	7	Unlisted
17-05-1979	25,000	100.00	Further issuance of shares	25,007	Unlisted
25-10-1979	24,000	100.00	Further issuance of shares	49,007	Unlisted
31-03-1981	10,000	100.00	Further issuance of shares	59,007	Unlisted
30-06-1984	10,000	100.00	Further issuance of shares	69,007	Unlisted
26-03-1989	2,000	100.00	Further issuance of shares	71,007	Unlisted
20-12-1988	3,000	100.00	Further issuance of shares	74,007	Unlisted
18-12-1989	5,000	100.00	Further issuance of shares	79,007	Unlisted
07-04-1992	1,100	100.00	Further issuance of shares	80,107	Unlisted
19-09-1992	6,000	100.00	Further issuance of shares	86,107	Unlisted
29-12-1992	15,000	100.00	Further issuance of shares	1,01,107	Unlisted
29-03-1993	15,000	100.00	Further issuance of shares	1,16,107	Unlisted
22-06-1993	25,000	100.00	Further issuance of shares	1,41,107	Unlisted



Date of Issue	No. of shares issued	Issue Price (Rs.)	Type of Issue (IPO/FPO/ Preferential Issue/ Scheme/ Bonus/ Rights, etc.)	Cumulative capital (No of shares)	Whether listed, if not listed, give reasons thereof
28-09-1993	12,500	100.00	Further issuance of shares	1,53,607	Unlisted
22-09-1994	15,36,070	10.00	Sub-division of shares*	15,36,070	Unlisted
16-03-1995	29,75,000	10.00	Further issuance of shares	45,11,070	Unlisted
16-03-1995	10,00,000	10.00	Further issuance of shares	55,11,070	Unlisted
16-03-1995	10,00,000	10.00	Further issuance of shares	65,11,070	Unlisted
16-03-1995	10,00,000	10.00	Further issuance of shares	75,11,070	Unlisted
16-03-1995	10,00,000	10.00	Further issuance of shares	85,11,070	Unlisted
16-03-1995	8,50,000	10.00	Further issuance of shares	93,61,070	Unlisted
16-03-1995	2,50,000	10.00	Further issuance of shares	96,11,070	Unlisted
07-04-1997	1,40,00,000	10.00	Further issuance of shares	2,36,11,070	Unlisted
21-02-2000	2,00,00,000	10.00	Further issuance of shares	4,36,11,070	Unlisted
27-03-2000	20,00,000	10.00	Further issuance of shares	4,56,11,070	Unlisted
20-01-2001	4,00,00,000	10.00	Further issuance of shares	8,56,11,070	Unlisted
17-09-2001	1,00,00,000	10.00	Further issuance of shares	9,56,11,070	Unlisted
20-05-2002	1,00,00,000	10.00	Further issuance of shares	10,56,11,070	Unlisted
07-03-2009	10,03,61,070	-	Issuance of bonus shares in ratio of 1:1	20,59,72,140	Unlisted



Date of Issue	No. of shares issued	Issue Price (Rs.)	Type of Issue (IPO/FPO/ Preferential Issue/ Scheme/ Bonus/ Rights, etc.)	Cumulative capital (No of shares)	Whether listed, if not listed, give reasons thereof
07-03-2009	10,00,000	-	Issuance of bonus shares in ratio of 1:1	20,69,72,140	Unlisted
07-03-2009	10,00,000	-	Issuance of bonus shares in ratio of 1:1	20,79,72,140	Unlisted
07-03-2009	10,00,000	-	Issuance of bonus shares in ratio of 1:1	20,89,72,140	Unlisted
07-03-2009	10,00,000	-	Issuance of bonus shares in ratio of 1:1	20,99,72,140	Unlisted
07-03-2009	2,50,000	-	Issuance of bonus shares in ratio of 1:1	21,02,22,140	Unlisted
07-03-2009	10,00,000	-	Issuance of bonus shares in ratio of 1:1	21,12,22,140	Unlisted
29-12-2009	2,11,22,21,400	-	Sub-division of shares**	2,11,22,21,400	Unlisted
20-02-2010	15,43,200	81.00	Further issuance of shares	2,11,37,64,600	Unlisted
20-02-2010	1,23,45,600	81.00	Further issuance of shares	2,12,61,10,200	Unlisted
20-02-2010	5,55,500	81.00	Further issuance of shares	2,12,66,65,700	Unlisted
20-02-2010	61,72,800	81.00	Further issuance of shares	2,13,28,38,500	Unlisted
20-02-2010	15,43,200	81.00	Further issuance of shares	2,13,43,81,700	Unlisted
20-02-2010	1,85,00,000	81.00	Further issuance of shares	2,15,28,81,700	Unlisted
20-02-2010	1,35,80,200	81.00	Further issuance of shares	2,16,64,61,900	Unlisted



Date of Issue	No. of shares issued	Issue Price (Rs.)	Type of Issue (IPO/FPO/ Preferential Issue/ Scheme/ Bonus/ Rights, etc.)	Cumulative capital (No of shares)	Whether listed, if not listed, give reasons thereof
20-02-2010	1,85,18,500	81.00	Further issuance of shares	2,18,49,80,400	Unlisted
20-02-2010	1,23,45,600	81.00	Further issuance of shares	2,19,73,26,000	Unlisted
22-05-2010	3,70,37,030	81.00	Allotment of shares on account of conversion of Compulsory Convertible Debenture – SBI	2,23,43,63,030	Unlisted
31-03-2012	6,17,28,395	81.00	Further issuance of shares	2,29,60,91,425	Unlisted
29-03-2013	6,17,28,395	81.00	Further issuance of shares	2,35,78,19,820	Unlisted
02-04-2013	4,93,82,716	81.00	Further issuance of shares	2,40,72,02,536	Unlisted
31-03-2014	7,90,12,345	81.00	Further issuance of shares	2,48,62,14,881	Unlisted
02-04-2014	74,07,408	81.00	Further issuance of shares	2,49,36,22,289	Unlisted
20-01-2015	3,08,64,197	81.00	Further issuance of shares	2,52,44,86,486	Unlisted
19-10-2015	5,47,76,434	81.00	Further issuance of shares	2,57,92,62,920	Unlisted
18-05-2019	7,49,06,36,704	8.01	Allotment of shares to GSIL pursuant to the Scheme of arrangement pertaining to listed NCD(s)	10,06,98,99,624	Unlisted
29-05-2019	18,72,65,730	8.01	Allotment of shares on account of conversion of Compulsory	10,25,71,65,354	Unlisted



Date of Issue	No. of shares issued	Issue Price (Rs.)	Type of Issue (IPO/FPO/ Preferential Issue/ Scheme/ Bonus/ Rights, etc.)	Cumulative capital (No of shares)	Whether listed, if not listed, give reasons thereof
			Convertible Debenture - IDBI		
29-05-2019	12,48,43,146	8.01	Allotment of shares on account of conversion of Compulsory Convertible Debenture – IFCI	10,38,20,08,500	Unlisted
29-05-2019	37,45,31,764	8.01	Allotment of shares on account of conversion of Compulsory Convertible Debenture - SBI	10,75,65,40,264	Unlisted

*The Equity Shares of Gujarat State Petroleum Corporation Limited of Face Value of Rs. 100/- each were sub-divided into 10 Equity Shares of Face Value of Rs. 10/- each fully paid up.

**The Equity Shares of Gujarat State Petroleum Corporation Limited of Face Value of Rs. 10/- each were sub-divided into 10 Equity Shares of Face Value of Rs. 1/- each fully paid up.

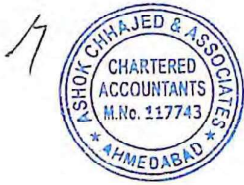


Exhibit II

Details of Capital evolution of GSPC Energy Limited (Transferor Company 3) :

Date of Issue	No. of shares issued	Issue Price (Rs.)	Type of Issue (IPO/FPO/ Preferential Issue/ Scheme/ Bonus/ Rights, etc.)	Cumulative capital (No of shares)	Whether listed, if not listed, give reasons thereof
18.12.2015	50,000	10	Subscription on signing of Memorandum of Association	5,00,000	Unlisted

7



Exhibit III

Details of Capital evolution of GSPL Transmission Limited (Resulting Company) :

Date of Issue	No. of shares issued	Issue Price (Rs.)	Type of Issue (IPO/FPO/ Preferential Issue/ Scheme/ Bonus/ Rights, etc.)	Cumulative capital (No of shares)	Whether listed, if not listed, give reasons thereof
23.07.2024	50,000	10	Subscription on signing of Memorandum of Association	50,000	Unlisted





Gujarat State Petronet Ltd.

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



11 September 2024

The General Manager
Corporate Relationship Department
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai – 400 001
Script Code: 532702

Manager – Listing Compliance
**National Stock Exchange of India
Limited**
Exchange Plaza, Plot No. C-1,
Block G, Bandra – Kurla Complex,
Bandra (East), Mumbai – 400 051
Symbol: GSPL

Ref: Application seeking approval under Regulation 37 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the proposed Composite Scheme of Amalgamation and Arrangement between 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") (Transferor Company 1, Transferor Company 2 and Transferor Company 3, collectively referred to as the "Transferor Companies"), 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 ("Scheme").

Respected Sir / Ma'am,

This is to confirm that there is no arrangement or agreement amongst Transferor Companies, Transferee Company, Demerged Company, Resulting Company, their creditors, shareholders, promoters, and/or directors etc., which may have any implications on the proposed Scheme or on the shareholders of the Company.

Thanking you.

Yours sincerely,

For, Gujarat State Petronet Limited

Rajsharma



Smt. Rajeshwari Sharma
Company Secretary & Compliance Officer
Membership No. : ACS 10892

B P BANG & CO.

CHARTERED ACCOUNTANTS

109, UNIVERSITY PLAZA, VIJAY CHAR RASTA, NAVRANGPURA, AHMEDABAD ① : (O) 40029933 (M) 93-284-55933

INDEPENDENT AUDITOR'S CERTIFICATE ON THE RELEVANT SECTIONS OF COMPANIES ACT, 2013 AND APPLICABLE INDIAN ACCOUNTING STANDARDS AND ACCOUNTING TREATMENT IN THE PROPOSED COMPOSITE SCHEME OF AMALGAMATION AND ARRANGEMENT BETWEEN 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 ("SCHEME")

THE BOARD OF DIRECTORS
M/S GUJARAT STATE PETRONET LIMITED

1. We have been requested by the management of the Company to provide certificate in respect of the accompanying Exhibit I stating the relevant sections of Companies Act, 2013 and the applicable Indian Accounting Standards and accounting treatment in relation to the Scheme.

MANAGEMENT'S RESPONSIBILITY

2. The preparation of the Exhibit I is the responsibility of the management of the Company including the preparation and maintenance of all accounting and other relevant supporting records and documents including compliance with the applicable provisions of the Companies Act, 2013 ("the Act") and Accounting Standards notified under section 133 of the Act. This responsibility includes the design, implementation and maintenance of internal controls relevant to the preparation and presentation of Exhibit I and applying an appropriate basis of preparation and making estimates that are reasonable in the circumstances.



B P BANG & CO.
CHARTERED ACCOUNTANTS

109, UNIVERSITY PLAZA, VIJAY CHAR RASTA, NAVRANGPURA, AHMEDABAD ① : (O) 40029933 (M) 93-284-55933

INDEPENDENT AUDITOR'S RESPONSIBILITY

3. Pursuant to the requirements of Regulation 37 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the stock exchanges, it is our responsibility to provide a limited assurance as to whether the applicable provisions of the Act and applicable Indian Accounting Standards and accounting treatment applicable to the Scheme as mentioned in the Exhibit I are appropriate.
4. We conducted our examination of the Exhibit I in accordance with the Guidance Note on Reports or Certificates for Special Purposes issued by the Institute of Chartered Accountants of India ("ICAI"). The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
5. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information and Other Assurance and Related Services Engagements.
6. We have performed the following procedures in relation to Exhibit I:
 - a. Obtained and read the accounting treatment in the Composite Scheme;
 - b. Issued the Statutory Auditor Certificate of the Company on Accounting Treatment dated 30th August, 2024;
 - c. Verified that the applicable provisions of the Act and applicable Indian Accounting Standards are fairly described in the accompanying Exhibit I; and
 - d. Performed relevant inquiries with the management and obtained the necessary representation, if any.

OPINION

7. Based on the procedures performed by us as referred to in paragraph 6 above and according to the information, explanation and management representations received by us; we believe that the applicable provisions of the Act and applicable Indian Accounting Standards and accounting treatment applicable to the Composite Scheme as reproduced in Exhibit I to this certificate, initialed and stamped by us for identification only, are appropriate.



B P BANG & CO.

CHARTERED ACCOUNTANTS

109, UNIVERSITY PLAZA, VIJAY CHAR RASTA, NAVRANGPURA, AHMEDABAD ① : (O) 40029933 (M) 93-284-55933

RESTRICTION ON USE

8. This certificate is issued at the request of the management of the company solely for the purpose of filing with the BSE and NSE and any other regulatory authority in relation to the Proposed Scheme pursuant to the requirements of Sections 230 to 232 of the Act and relevant rules thereunder. Our certificate should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

PLACE: AHMEDABAD
DATED: 15TH JULY, 2025

FOR B P BANG & CO
CHARTERED ACCOUNTANTS
FRN 010621C


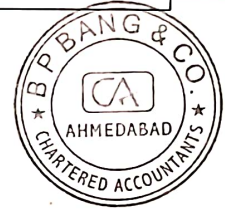

(ANURAG BANG)
PARTNER
M. NO. 434060
UDIN: 25434060BMJGAK4904



EXHIBIT I

Details of relevant sections of the Companies Act, 2013, applicable Indian Accounting Standards and Accounting treatment thereof:

Sr. no.	Particulars	Remarks
1	Applicable Section as per Companies Act 2013	230-232
2	Applicable Companies rules	The Companies (Compromises, Arrangements and Amalgamations) Rules, 2016
3	Applicable section under Companies Act, 2013 for Accounting Treatment	133
4	Applicable Indian Accounting Standard	IND-AS 103 – "Business Combinations" – Pooling of Interest Method as per Appendix C





Gujarat State Petronet Ltd.

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



24th September, 2024

To,

Utkarsh Mishra
Deputy Manager,
National Stock Exchange of India Limited, 'Exchange Plaza'. C-1, Block G,
Bandra Kurla Complex,
Bandra (E), Mumbai - 400051
Symbol: GSPL

Details of shareholding of GGL and GTL at each stage in case of the proposed composite scheme of Amalgamation and Arrangement between Gujarat State Petroleum Corporation Limited ("GSPC"/ "Transferor Company 1"), Gujarat State Petronet Limited ("GSPL"/ "Transferor Company 2"), 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

1. Stage-1: Post Amalgamation of GSPC with GGL the shareholding pattern of GGL would be as under based on the swap ratio mentioned in the valuation report:

Particulars	Shareholding %
Promoters	59.16%
Public	40.84%
Total	100.00%

Pursuant to merger of GSPC into GGL, GGL's holding/ investments in GSPC to the extent of 2,00,00,000 equity shares of INR 1 each held by GGL in GSPC would be cancelled.

2. Stage-2: Post Amalgamation of GSPL with GGL, the shareholding pattern of GGL would be as under based on the swap ratio mentioned in the valuation report:



Particulars	Shareholding %
Promoters	25.86%
Public	74.14%
Total	100.00%

Pursuant to merger of GSPL into GGL, GSPL's holdings / investments in GGL to the extent of 37,28,73,995 (representing 54.17% of GGL) will be cancelled and GGL's holding/investments in GSPL (On merger of GSPC into GGL in Stage 1, GSPC's investments in GSPL will be transferred and vested to GGL) to the extent of 21,23,05,270 equity shares (representing 37.63% of GSPL) shall stand cancelled.

3. Stage-3: Post Amalgamation of GEL with GGL:

There shall be no change in the shareholding of GGL as no shares are issued on merger of GEL into GGL.

4. Stage-4: Post Demerger of Gas Transmission Business Undertaking of GGL into GTL, the shareholding pattern of GGL and GTL would be as under:

Particulars	Shareholding %
Promoters	25.86%
Public	74.14%
Total	100.00%

Please note that the shareholding of both the company will be the same as pursuant to demerger, GTL will have same shareholding as GGL i.e. it's a mirror shareholding demerger.

Pursuant to demerger, GGL's holding / investments in GEL to the extent of 50,000 equity shares of INR 10 each shall stand cancelled

Thanking You

For, Gujarat State Petronet Limited


Ajith Kumar T R

Chief Financial Officer





Gujarat State Petronet Ltd.

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



11 September 2024

The General Manager
Corporate Relationship Department
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai – 400 001
Script Code: 532702

Manager – Listing Compliance
National Stock Exchange of India Limited
Exchange Plaza, Plot No. C-1,
Block G, Bandra – Kurla Complex,
Bandra (East), Mumbai – 400 051
Symbol: GSPL

Ref: Application seeking approval under Regulation 37 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the proposed composite scheme of Amalgamation and Arrangement between 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 (“Scheme”).

Respected Sir/ Ma'am,

As per the records available and to the best of our knowledge, there are no actions taken / pending by government, regulatory body or agency against any of the entities involved in the Scheme for the period of recent 8 (eight) years.

Thanking you.

Yours sincerely,

For, Gujarat State Petronet Limited

RAJESHWARI SHARMA
Smt. Rajeshwari Sharma
Company Secretary & Compliance Officer
Membership No. : ACS 10892





Gujarat State Petronet Ltd.

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



11 September, 2024

To,
The General Manager
Corporate Relationship Department
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai – 400 001
Script Code: 532702

Subject : Basis for division of assets and liabilities between divisions of Demerged Company in respect of the Composite Scheme of Amalgamation and Arrangement between Gujarat State Petroleum Corporation Limited ("GSPC"/ "Transferor Company 1"), Gujarat State Petronet Limited ("GSPL"/ "Transferor Company 2"), 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 (hereinafter referred to as "Scheme").

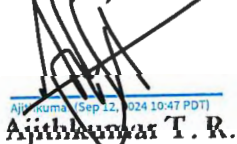
Respected Sir/ Madam,

This is to clarify that in respect of the Scheme, the Demerged Undertaking i.e. Gas Transmission Business Undertaking as defined in Clause 1.17 of the Scheme consists of the business undertakings, assets, liabilities and all activities and operations of Demerged Company related to or pertaining to the conduct of, or the activities of the Gas Transmission Business Undertaking on a going concern basis.

Accordingly, all the assets and liabilities pertaining to Gas Transmission Business Undertaking as defined in the Scheme are proposed to be transferred to the Resulting Company and the assets and liabilities pertaining to the Remaining Undertaking as defined in Clause 1.32 of the Scheme are proposed to be retained by the Demerged Company.

Thanking you,

Yours sincerely,
For Gujarat State Petronet Limited


Ajith Kumar T. R.
CFO



Gujarat State Petronet Ltd.

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

Website :www.gspcgroup.com

The General Manager
Corporate Relationship Department
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai – 400 001
Script Code: 532702



11 September 2024

Manager – Listing Compliance
National Stock Exchange of India Limited
Exchange Plaza, Plot No. C-1,
Block G, Bandra – Kurla Complex,
Bandra (East), Mumbai – 400 051
Symbol: GSPL

Ref: Application seeking approval under Regulation 37 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the proposed Composite Scheme of Amalgamation and Arrangement between 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") (Transferor Company 1, Transferor Company 2 and Transferor Company 3, collectively referred to as the "Transferor Companies"), 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 ("Scheme").

Rationale of the Scheme and its beneficial to the public shareholders of the Company

1. Through the Scheme, it is proposed to integrate the businesses of the Transferor Companies and the Transferee Company to achieve synergies and following benefits:
 - a. **Achieving Better Business Synergies and Growth:**
Through the Scheme, the synergies that exist among the entities, whose businesses are interrelated or interconnected can be put to the best advantage for the stakeholders. The Scheme will, inter-alia, make available to the Transferee Company access to gas sourcing expertise and highly diversified gas sourcing arrangements of Transferor Company 1 as well as regasification capacity tied-up by Transferor Company 1 thereby helping the Transferee Company in becoming more competitive in entire gas business segment. Further, the proposed Scheme will provide an opportunity to better leverage the combined asset and capital base, build a stronger and sustainable business and improve the potential for further growth and expansion of gas trading and city gas distribution business.
 - b. **Simplification of Group Holding Structure:**
The Scheme is aimed at simplifying GSPC Group's holding structure by removing the layers and crossholding.
 - c. **Unlocking of Shareholders' Value:**
By removing the layers and cross holdings and enhancing business synergies, the Scheme aims at maximizing Shareholders' Value by unlocking hidden value for shareholders. The

RAS



arrangement (merger and demerger of the businesses) aims at simplifying the corporate structure of the GSPC Group making it easier to focus, manage and administer core businesses of the GSPC Group with clear accountability, reduced administrative burden and improved transparency for stakeholders.

d. **Improved Efficiency and Enhanced Scale of Operations:**

The combined entity would have greater efficiency in cash management, unfettered access to cash flow generated by the combined businesses which can be deployed more efficiently to fund organic and inorganic growth opportunities. It will have large net worth and borrowing capacity to expand its business at a faster rate. The combined entity will improve the potential for further expansion of the businesses by way of increased investment strength of the combined entity.

e. **Optimum Utilization of Resources:**

The consolidated entity will be benefited from improved organizational leadership, arising from the combination of people from relevant companies, who have diverse skills, talent and vast experience to compete successfully in an increasingly competitive market. The Scheme is also aimed at reducing administrative compliances by combining the multiple entities in the similar or inter-connected business and to reduce legal and compliance cost while at the same time meeting with the regulatory requirements of the Petroleum & Natural Gas Regulatory Board.

2. Considering the above rationale of the Scheme, the Company believes that the proposed Scheme will unlock long term value for the public shareholders.
3. Further, it is also states that pursuant to the Scheme, the public shareholders of the merged Company will have a share in returns arising from larger business operations and asset base of the merged entity.
4. Considering the overall rationale and benefits of the Scheme, the Company is of the view that the Scheme is in the best interest of public shareholders of the Company.

Thanking you.

Yours sincerely,

For, Gujarat State Petronet Limited

Rajshwari

Smt. Rajeshwari Sharma
Company Secretary & Compliance Officer
Membership No. : ACS 10892





Gujarat State Petronet Ltd.

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



11 September, 2024

The General Manager
Corporate Relationship Department
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai – 400 001
Script Code: 532702

Manager – Listing Compliance
**National Stock Exchange of India
Limited**
Exchange Plaza, Plot No. C-1,
Block G, Bandra – Kurla Complex,
Bandra (East), Mumbai – 400 051
Symbol: GSPL

Ref: Application seeking approval under Regulation 37 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the proposed Composite Scheme of Amalgamation and Arrangement between 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 ("Scheme").

Respected Sir / Ma'am,

In connection with the above application, it is stated that the amalgamation, and transfer and vesting of the assets, liabilities and the entire business of the Transferor Company 1, Transferor Company 2 and Transferor Company 3 into the Transferee Company envisaged under the Scheme is in compliance with the conditions relating to "amalgamation" as defined under section 2(1B) and other applicable provisions of the Income-tax Act, 1961.

Further, it is also stated that demerger, and transfer and vesting of the assets and liabilities relating to demerged undertaking i.e. Gas Transmission Business Undertaking (*as defined in the Scheme*) of the Demerged Company into the Resulting Company envisaged under the Scheme is in compliance with the conditions relating to "demerger" as defined under section 2(19AA) and other applicable provisions of the Income-tax Act, 1961.

Thanking you.

Yours sincerely,

For Gujarat State Petronet Limited

Ajithkumar T. R.
CFO





Gujarat State Petronet Ltd.

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11 September, 2024

The General Manager
Corporate Relationship Department
BSE Limited
Phiroze Jeejeebhoy Towers,
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Ref: Application seeking approval under Regulation 37 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the proposed Composite Scheme of Amalgamation and Arrangement between 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 (hereinafter referred to as “Scheme”).


Respected Sir / Ma'am,

In connection with the above application, it is stated that the accounting treatment mentioned in the Scheme is in compliance with the applicable Indian Accounting Standards which has been also certified by the Statutory Auditor of the Company (Refer Accounting treatment certificate from the Statutory Auditor enclosed as Annexure 10).

Thanking you.

Yours sincerely,

For Gujarat State Petronet Limited


Ajithkumar T. R.
Chief Financial Officer





Gujarat State Petronet Ltd.

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11 September, 2024

The General Manager
Corporate Relationship Department
BSE Limited
Phiroze Jeejeebhoy Towers,
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Manager – Listing Compliance
**National Stock Exchange of India
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Exchange Plaza, Plot No. C-1,
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Symbol: GSPL

Ref: Application seeking approval under Regulation 37 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the for the proposed Composite Scheme of Amalgamation and Arrangement between 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.

Respected Sir / Ma'am,

In connection with the above application, it is stated that the Scheme is in compliance with the applicable securities laws.

Thanking you.

Yours sincerely,

For, Gujarat State Petronet Limited

Rajsharma



Smt. Rajeshwari Sharma
Company Secretary & Compliance Officer
Membership No. : ACS 10892



Gujarat State Petronet Ltd.

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11 September, 2024

The General Manager
Corporate Relationship Department
BSE Limited
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Manager – Listing Compliance
**National Stock Exchange of India
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Ref: Application seeking approval under Regulation 37 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the proposed Composite Scheme of Amalgamation and Arrangement between 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.

Respected Sir / Madam,

In connection with the above application, it is stated that the Scheme is yet to be executed.

Thanking you.

Yours sincerely,

For, Gujarat State Petronet Limited

Rajeshwari Sharma

Smt. Rajeshwari Sharma
Company Secretary & Compliance Officer
Membership No. : ACS 10892





Ernst & Young Merchant Banking Services LLP
12th Floor, The Ruby,
29 Senapati Bapat Marg,
Dadar West,
Mumbai – 400 028, India

Tel: +91 22 61920000
ey.com

23 September 2024

To,

The Audit Committee/The Board of Directors of Gujarat Gas Limited
Gujarat Gas CNG Station, Sector-5/C,
Gandhinagar,
Gujarat - 382006

The Audit Committee/The Board of Directors of Gujarat State Petroleum Corporation Limited
GSPC Bhavan,
Behind Udyog Bhavan, Sector - 11, Gandhinagar,
Gujarat – 382010

The Audit Committee/The Board of Directors of Gujarat State Petronet Limited
GSPC Bhavan,
Behind Udyog Bhavan, Sector - 11, Gandhinagar,
Gujarat – 382010

The Audit Committee/The Board of Directors of GSPC Energy Limited
GSPC Bhavan,
Behind Udyog Bhavan, Sector - 11, Gandhinagar,
Gujarat – 382010

Sub: Supplement to our report dated 30 August 2024 on "Recommendation of fair equity share exchange ratio for the proposed amalgamation of Gujarat State Petroleum Corporation Limited and Gujarat State Petronet Limited with Gujarat Gas Limited and share entitlement ratio for demerger of gas transmission business of the merged entity into GSPL Transmission Limited"

Dear Sir / Madam,

This is with reference our report dated 30 August 2024 on "Recommendation of fair equity share exchange ratio for the proposed amalgamation of Gujarat State Petroleum Corporation Limited ("GSPC") and Gujarat State Petronet Limited ("GSPL") with Gujarat Gas Limited ("GGL") and share entitlement ratio for demerger of gas transmission business of the merged entity into GSPL Transmission Limited ("GTL")" (the "Report"). As desired by you, we have given working of our valuation analysis herein.

GSPC, GSPL and GGL are hereinafter jointly referred to as "Companies" or "Clients".

The fair equity share exchange ratio ("Share Exchange Ratio") have been arrived at based on a relative equity valuation of the Companies based on various qualitative and quantitative factors relevant to each company.

We have valued GSPL & GGL by giving appropriate weights to the Market Price Method, Discounted Cash Flow Method. We have valued GSPC using Multiples Method and Discounted Cash Flow Method.





Considering the above, and on a consideration of all the relevant factors and circumstances as discussed and outlined in the Report, the proposed Share Exchange Ratio for the Proposed Amalgamation of GSPC and GSPL into GGL is as follows:

- 10 (Ten) equity shares of GGL of INR 2/- each fully paid up for every 305 (Three Hundred and Five) equity shares of GSPC of INR 1/- each fully paid up.
- 10 (Ten) equity shares of GGL of INR 2/- each fully paid up for every 13 (Thirteen) equity share of GSPL of INR 10/- each fully paid up.

the proposed share entitlement ratio for the Proposed Demerger of Gas Transmission business from GGL into GTL is as follows:

- 1 (One) equity share of GTL of INR 10/- each fully paid up for every 3 (Three) equity shares of GGL of INR 2/- each fully paid up

The above including the attached valuation workings should be read in conjunction with the Report and is subjected to scope limitations enunciated in the Report.

Thanking You,

Ernst & Young Merchant Banking Services LLP

Registered Valuer

Registration No. IBB/RV/EJ/05/2021/155



Nilesch Jain

Partner

IBBI Membership No.: IBB/RV/05/2024/15540

Date: 23 September 2024



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Workings Summary

The computation of fair equity Share Exchange Ratio for Proposed Amalgamation of GSPC with GGL by EY is tabulated below:

As per Master Circular on (i) Scheme of Arrangement by Listed Entities and (ii) Relaxation under Sub-rule (7) of rule 19 of the Securities Contracts (Regulation) Rules, 1957 dated 20 June 2023, "The issuance of shares under schemes in case of allotment of shares only to a select group of shareholders or shareholders of unlisted companies pursuant to such schemes shall follow the pricing provisions of Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time."

As per regulations 164 (1) of Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (last amended on 23 May 2023), *If the equity shares of the issuer have been listed on a recognised stock exchange for a period of 90 trading days or more as on the relevant date, the price of the equity shares to be allotted pursuant to the preferential issue shall be not less than higher of the following:*

- a. the 90 trading days' volume weighted average price of the related equity shares quoted on the recognised stock exchange preceding the relevant date; or
- b. the 10 trading days' volume weighted average prices of the related equity shares quoted on a recognised stock exchange preceding the relevant date."

Based on above, the equity shares of GGL to be allotted pursuant to the preferential issue cannot be lower than the higher of 10 trading days' volume weighted average price ("VWAP") and 90 trading days' VWAP ("Preferential Issue Price"). Fair value of equity shares of GGL using Income Approach (DCF method), as presented in the table below, is higher than the value of equity shares of GGL computed basis Preferential Issue Price. Hence, we have given weights to the value of equity shares of GGL computed based on the Preferential Issue Price and computed based on DCF Method for the Proposed Amalgamation of GSPC with GGL.

Valuation Approach	GGL		GSPC	
	Value per Share of GGL (INR)	Weight	Value per Share of GSPC (INR)	Weight
Cost/Asset Approach (i)*	NA	0%	NA	0%
Income Approach – DCF method	604.7	50%	21.2	50%
Market Approach				
Multiples method (ii)	NA	0%	18.3	50%
Market Price method (iii)	598.7	50%	NA	0%
Relative Value per Share (Weighted Average of (i),(ii) and (iii) – (A))	601.7		19.7	
Market Price method - 90 trading days VWAP as at 29 August 2024 (Being the preceding day of the	598.7		NA	





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Relevant Date i.e. 30 August 2024 as informed to us by GGL (B)				
Market Price method - 10 trading days VWAP as at 29 August 2024 (Being the preceding day of the Relevant Date i.e. 30 August 2024 as informed to us by GGL) (C)	598.3		NA	
Preferential Issue Price (D) – higher of (B) and (C)	598.7		NA	
Price considered for recommendation of SWAP ratio (Higher of A and D)	601.7		19.7	
Fair Equity Share Exchange Ratio (Rounded)	30.5			

* Since, the business of both GSPC and GGL are both intended to be continued on a 'going concern basis' and there is no intention to dispose-off the assets, therefore the 'Assets' approach is not adopted for the present valuation exercise.

The computation of fair equity Share Exchange Ratio for Proposed Amalgamation of GSPL with GGL by EY is tabulated below:

Valuation Approach	GGL		GSPL	
	Value per Share of GGL (INR)	Weight	Value per Share of GSPL (INR)	Weight
Cost/Asset Approach (i)*	NA	0%	NA	0%
Income Approach – DCF method	604.7	50%	534.9	50%
Market Approach				
Multiples method (ii)	NA	0%	NA	0%
Market Price method (iii)	598.7	50%	389.2	50%
Relative Value per Share (Weighted Average of (i), (ii) and (iii))	601.7		462.0	
Fair Equity Share Exchange Ratio (Rounded)	1.3			

* Since, the business of both GSPC and GGL are both intended to be continued on a 'going concern basis' and there is no intention to dispose-off the assets, therefore the 'Assets' approach is not adopted for the present valuation exercise.





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The computation of Share Entitlement Ratio for Proposed Demerger of gas transmission business of the merged entity into GTL by EY is tabulated below:

Valuation Approach	Gas transmission business of GGL (post Proposed Amalgamation)		GTL	
	Value per Share (INR)	Weight	Value per Share (INR)	Weight
Cost/Asset Approach (i)	NA	NA	NA	NA
Income Approach – DCF method	NA	NA	NA	NA
Market Approach				
Multiples method (ii)	NA	NA	NA	NA
Market Price method (iii)	NA	NA	NA	NA
Relative Value per Share (Weighted Average of (i), (ii) and (iii))	NA	NA	NA	NA

The Share Entitlement Ratio would not have any impact on the ultimate value of the shareholders of the merged entity and the Proposed Demerger will be value-neutral to the shareholders of the merged entity. Further, as stated in SEBI Master Circular SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated 20 June 2023, valuation is not required in cases where there is no change in the shareholding pattern of the merged entity. Therefore, we have not carried out valuation of gas transmission business. Accordingly, the valuation under the valuation approaches mentioned in the format prescribed under BSE Circular No. LIST/COMP/02/2017-18 dated 29 May 2017 and NSE Circular No. NSE/CML/2017/12 dated 01 June 2017 are not applicable in the given case.





Working Note for GSPC

(i) Value per equity share of GSPC as per Market Approach

Valuation of GSPC as per Comparable Companies Multiple ("CCM") Method using EV/EBITDA method is as below:

<i>Currency: INR Cr</i>	<i>Jun 24</i>
EV/ EBITDA Multiple	8.9
Add/Less: Premium/(Discount)	(20%)
Adjusted multiple	7.1
EBITDA of company (standalone Trading Business)	1,114
Value	7,947
Add: CWIP	73
Enterprise value of Trading Business	8,020
Enterprise value of E&P Business	249
Enterprise value of Windmill Business	87
Enterprise value	8,356
Add/(Less): Net Debt	2,322
Add: Other Non – Operating items	449
Add: Investments	8,601
Equity Valuation	19,728
No. of equity shares (in Cr)	1,076
Value per equity share (INR / share)	18.3





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(ii) Value per equity share of GSPC as per Income Approach

Currency: INR Cr	Notes	Jun 24
Enterprise value of Trading Business	1	6,941
Enterprise value of E&P Business	1	249
Enterprise value of Windmill Business	1	87
Enterprise value		7,278
Add/(Less): Net Debt		2,322
Add: Other Non – Operating items		449
Add: Investments		12,703
Equity Valuation		22,751
No. of equity shares (in Cr)		1,076
Value per equity share (INR / share)		21.2

Notes:

1. Refer Working note 2.1, 2.2 and 2.3



Working Note: 2.1: Enterprise Value of GSPC Trading business – Discounted Cashflow Method

Currency: ₹ cr	Notes	Mar-25	Mar-26	Mar-27	Mar-28	Mar-29
Number of months		9	12	12	12	12
Net Sales		12,123	21,685	24,346	26,835	27,289
Cost of goods sold		(11,777)	(20,447)	(22,813)	(24,803)	(26,051)
Gross profit		346	1,239	1,533	2,031	1,238
Operating expenses		(85)	(105)	(111)	(118)	(126)
EBITDA		261	1,134	1,422	1,913	1,113
Depreciation and amortisation		-	-	-	-	-
EBIT		261	1,134	1,422	1,913	1,113
Tax expense		(66)	(285)	(358)	(481)	(280)
Debt free net income		195	848	1,064	1,432	833
Add: Depreciation and amortisation		-	-	-	-	-
(Increase)/ Decrease in net working capital		428	40	42	44	46
Less: Capital expenditure		-	-	-	-	-
Debt free cash flow		623	889	1,106	1,475	878
Discount rate (%)		15.2	15.2	15.2	15.2	15.2
Present value factor- Mid year discounting		0.95	0.84	0.73	0.63	0.55
Present value debt free cash flow		591	745	805	932	482
Present value for explicit period		3,554				
Present value of terminal period	1	3,325				
Enterprise value		6,879				
Stub period compounding factor	2	1.02				
Enterprise value as at Valuation Date		7,041				
Add: Advance Tax		200				
Less: Contingent liabilities		(300)				
Adjusted enterprise value		6,941				

Note

1. Refer below terminal value working
2. Stub period adjustment is towards return @ WACC on present values of explicit and terminal period for the period beginning on 30 June 2024 and ending on 29 August 2024.





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Terminal Value Computation of GSPC – Trading Business

Currency: ₹ cr	Values
EV/EBITDA Multiple (TTM Jun 24)	7.8
Less: Discount	(25%)
Multiple after discount	5.8
EBITDA of FY29	1,113
Value of terminal period	6,505
Present value factor- Year end discounting of FY29	0.51
Present value of terminal period	3,325



Working Note: 2.2: Enterprise Value of GSPC E&P business – Discounted Cashflow Method

Currency: ₹ cr	Notes	Mar-25	Mar-26	Mar-27	Mar-28	Mar-29	Mar-30	Mar-31	Mar-32	Mar-33
Number of months		9	12	12	12	12	12	12	12	12
Gross revenue		211	222	196	168	111	73	44	38	35
Cess, Royalty & Sales Tax		(18)	(24)	(21)	(18)	(12)	(8)	(5)	(5)	(4)
Govt share of profit petroleum		-	(6)	(10)	(10)	(12)	(4)	(1)	(1)	(1)
Net Sales		193	193	165	141	88	62	37	33	30
Operating costs		(63)	(85)	(81)	(71)	(46)	(32)	(19)	(17)	(16)
EBITDA		130	108	84	70	43	30	18	15	14
Depreciation and amortisation		-	-	-	-	-	-	-	-	-
EBIT		130	108	84	70	43	30	18	15	14
Tax expense		-	-	-	-	-	-	-	-	-
Debt free net income		130	108	84	70	43	30	18	15	14
Add: Depreciation and amortisation		-	-	-	-	-	-	-	-	-
(Increase)/ Decrease in net working capital		(37)	3	3	3	3	3	3	4	(127)
Less: Capital expenditure		(105)	-	-	-	-	-	-	-	-
Debt free cash flow		(12)	111	87	73	46	33	22	19	(113)
Discount rate (%)		13.0	13.0	13.0	13.0	13.0	13.0	13.0	13.0	13.0
Present value factor- Mid year discounting		0.96	0.86	0.76	0.67	0.59	0.53	0.47	0.41	0.36
Present value debt free cash flow		(11)	95	66	49	27	17	10	8	(41)
Present value for explicit period		220								
Enterprise value		220								
Stub period compounding factor	1	1.02								
Enterprise value as at Valuation Date		225								
Net Asset held for sale (Asset- Liabilities)		24								
Adjusted Enterprise value as at Valuation Date		249								

Notes

1. Stub period adjustment is towards return @ WACC on present values of explicit and terminal period for the period beginning on 30 June 2024 and ending on 29 August 2024.





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Working Note: 2.3: Enterprise Value of GSPC Windmill business – Discounted Cashflow Method

Currency: ₹ cr	Note	Mar-25	Mar-26	Mar-27	Mar-28	Mar-29	Mar-30	Mar-31	Mar-32	Mar-33	Mar-34	Mar-35	Mar-36	Mar-37
Number of months		9	12	12	12	12	12	12	12	12	12	12	12	12
Net sales		25	34	33	32	31	26	9	8	8	8	8	8	12
Operating expenses		(7)	(10)	(11)	(11)	(12)	(5)	(5)	(5)	(5)	(6)	(6)	(6)	(6)
EBITDA		18	24	22	21	20	22	4	3	3	2	2	1	5
Depreciation and amortisation		-	-	-	-	-	-	-	-	-	-	-	-	-
EBIT		18	24	22	21	20	22	4	3	3	2	2	1	5
Tax expense		-	(6)	(6)	(5)	(5)	(5)	(1)	(1)	(1)	(1)	(0)	(0)	(1)
Debt free net income		18	18	17	16	15	16	3	2	2	2	1	1	4
Add: Depreciation and amortisation		-	-	-	-	-	-	-	-	-	-	-	-	-
(Increase)/ Decrease in net working capital		0	0	0	0	0	1	0	0	0	0	0	0	0
Less: Capital expenditure		-	-	-	-	-	-	-	-	-	-	-	-	-
Debt free cash flow		18	18	17	16	15	17	3	2	2	2	1	1	4
Discount rate (%)		9.7	9.7	9.7	9.7	9.7	9.7	9.7	9.7	9.7	9.7	9.7	9.7	9.7
Present value factor- Mid year discounting		0.97	0.89	0.81	0.74	0.68	0.62	0.56	0.51	0.47	0.43	0.39	0.35	0.32
Present value debt free cash flow		17	16	14	12	10	11	2	1	1	1	1	0	1
Present value for explicit period														86
Enterprise value														86
Stub period compounding factor	1	1.02												
Enterprise value as at Valuation Date														87

Notes

1. Stub period adjustment is towards return @ WACC on present values of explicit and terminal period for the period beginning on 30 June 2024 and ending on 29 August 2024.





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Working Note for GSPL

(i) Value per equity share of GSPL as per Income Approach

INR cr	Note	Value
Enterprise value of Transmission business	1	3,316
Enterprise value of windmill business	2	115
Total Enterprise Value		3,431
Add/(Less): Net Debt		1,785
Add: Investments		24,962
Equity value		30,177
No. of equity shares		564
Value per equity share (INR / share)		534.9

Notes:

- 1 Refer Working note 3.1
- 2 Refer Working note 3.2





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Working Note 3.1: Enterprise value of GSPL Transmission business – Discounted cashflow method

Currency: ₹ cr	Notes	Mar-25	Mar-26	Mar-27	Mar-28	Mar-29	Mar-30	Mar-31	Mar-32	Mar-33	Mar-34
Number of months		9	12	12	12	12	12	12	12	12	12
Net sales		714	1,218	1,281	1,419	1,471	1,504	1,525	1,532	1,539	1,546
Operating expenses		(212)	(283)	(303)	(324)	(350)	(379)	(411)	(428)	(463)	(501)
EBITDA		501	936	978	1,096	1,121	1,125	1,114	1,104	1,076	1,045
Depreciation and amortisation		(183)	(252)	(312)	(370)	(373)	(375)	(377)	(378)	(380)	(382)
EBIT		318	683	666	726	748	750	737	726	696	663
Tax expense		(79)	(167)	(97)	(117)	(144)	(163)	(176)	(186)	(191)	(193)
Debt free net Income		240	517	568	609	605	587	562	539	505	470
Add: Depreciation and amortisation		183	252	312	370	373	375	377	378	380	382
(Increase)/ Decrease in net working capital		(171)	(5)	(49)	(6)	(1)	-	1	2	2	2
Less: Capital expenditure		(694)	(1,795)	(1,201)	(75)	(50)	(50)	(50)	(50)	(50)	(50)
Debt free cash flow		(443)	(1,031)	(369)	898	926	913	889	870	837	804
Discount rate (%)		13.2	13.2	13.2	13.2	13.2	13.2	13.2	13.2	13.2	13.2
Present value factor- Mid year discounting		0.95	0.86	0.76	0.67	0.59	0.52	0.46	0.41	0.36	0.32
Present value debt free cash flow		(423)	(883)	(279)	599	546	475	409	353	300	255
Present value for explicit period										1,353	
Present value for terminal period	1										1,818
Enterprise value											3,171
Stub period compounding factor	2										1.02
Enterprise value as at Valuation Date											3,237
Add: Advance Tax (Tax Payable)											(16)
Add: Payable under Protest											98
Less: Contingent liabilities											(3)
Enterprise value as at Valuation Date											3,316

Note

1. Refer below terminal value working

2. Stub period adjustment is towards return @ WACC on present values of explicit and terminal period for the period beginning on 30 June 2024 and ending on 29 August 2024.





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Terminal Value Computation of GSPL Transmission business

Currency: ₹ cr	Values
EV/EBITDA Multiple	7.8
Less: Discount	(25%)
Multiple after discount	5.8
EBITDA of FY34	1,045
Value of terminal period	6,108
Present value factor- Year end discounting of FY34	0.30
Present value of terminal period	1,818





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Working Note 3.2: Enterprise value of GSPL Windmill business – Discounted cashflow method

Currency: ₹ cr	Notes	Mar-25	Mar-26	Mar-27	Mar-28	Mar-29	Mar-30	Mar-31	Mar-32	Mar-33	Mar-34
Number of months		9	12	12	12	12	12	12	12	12	12
Net sales		22	33	33	33	33	33	33	33	33	33
Operating expenses		(9)	(9)	(10)	(10)	(11)	(11)	(12)	(12)	(13)	(14)
EBITDA		14	23	23	23	22	21	21	20	20	19
Depreciation and amortisation		(6)	(5)	(5)	(4)	(4)	(3)	(3)	(2)	(2)	(2)
EBIT		7	18	18	18	18	18	18	18	18	17
Tax expense		(3)	(6)	(6)	(6)	(6)	(5)	(5)	(5)	(5)	(5)
Debt free net income		4	12	13	13	13	13	13	13	13	12
Add: Depreciation and amortisation		6	5	5	4	4	3	3	2	2	2
(Increase)/ Decrease in net working capital		-	-	-	-	-	-	-	-	-	-
Less: Capital expenditure		-	-	-	-	-	-	-	-	-	-
Debt free cash flow		10	18	17	17	16	16	16	15	15	14
Discount rate (%)		9.7	9.7	9.7	9.7	9.7	9.7	9.7	9.7	9.7	9.7
Present value factor- Mid year discounting		0.97	0.89	0.81	0.73	0.68	0.62	0.56	0.51	0.47	0.43
Present value debt free cash flow		10	16	14	12	11	10	9	8	7	6
Present value for explicit period	102										
Present value of terminal period	1	11									
Enterprise value		113									
Stub period compounding factor	2	1.02									
Adjusted enterprise value		115									

Note

1. Refer below terminal value working

2. Stub period adjustment is towards return @ WACC on present values of explicit and terminal period for the period beginning on 30 June 2024 and ending on 29 August 2024.





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Terminal Value Computation of GSPL - Windmill business

Salvage value Computation	INR (cr)
Salvage value per MW (INR cr)	0.5
MW Capacity	52.5
Salvage Value	26
Discount factor	0.41
Present value of salvage value	11





(ii) Value per equity share of GSPL as per Market Price Method

Date	Volume	Turnover (INR)
Volume Weighted Average Market Price ('VWAP') on NSE from 16 August 2024 to 29 August 2024	11,05,38,014	43,01,91,49,592
Price		389.2

Source: National Stock Exchange of India Ltd (NSE)





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Working Note for GGL

(i) Value per equity share of GGL as per Income Approach

Currency: ₹ cr.	Note	Mar-25	Mar-26	Mar-27	Mar-28	Mar-29
Number of months		9	12	12	12	12
Net Sales		11,924	17,231	20,516	24,710	25,726
Cost of goods sold		(9,530)	(13,390)	(16,077)	(19,386)	(19,813)
Gross profit		2,394	3,842	4,439	5,325	5,913
Operating expenses		(1,150)	(1,720)	(2,020)	(2,308)	(2,654)
EBITDA		1,243	2,122	2,419	3,017	3,258
Depreciation and amortisation		(396)	(573)	(613)	(658)	(701)
EBIT		848	1,548	1,806	2,359	2,557
Tax expense		(193)	(352)	(418)	(563)	(618)
Debt free net income		655	1,196	1,388	1,797	1,939
Add: Depreciation and amortisation		396	573	613	658	701
(Increase)/ Decrease in net working capital		(35)	240	147	81	152
Less: Capital expenditure		(1,044)	(1,000)	(1,000)	(1,000)	(1,000)
Debt free cash flow		(29)	1,010	1,148	1,535	1,792
Discount rate (%)		12.0	12.0	12.0	12.0	12.0
Present value factor- Mid year discounting		0.96	0.87	0.77	0.69	0.62
Present value debt free cash flow		(28)	876	890	1,062	1,107
Present value for explicit period			3,908			
Present value of terminal period	1		36,137			
Enterprise value			40,045			
Stub period compounding factor	2		1.02			
Enterprise value as at Valuation Date			40,803			
Add: advance tax			(578)			
Less: contingent liabilities			35			
Adjusted enterprise value			40,260			
Less: gross debt			(392)			
Add: surplus land and building			151			
Add: investments			202			
Add: cash and cash equivalents			1,406			
Equity value			41,627			
No. of equity shares			69			
Value per equity share (INR / share)			604.7			





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Note

1. Refer below terminal value working

2. Stub period adjustment is towards return @ WACC on present values of explicit and terminal period for the period beginning on 30 June 2024 and ending on 29 August 2024.

Terminal Value Computation of GGL

Currency: ₹ cr	Values
EV/EBITDA Multiple	20
Less: Discount	(5%)
Multiple after discount	19
EBITDA of FY29	3,258
Value of terminal period	61,903
Present value factor- Year end discounting of FY29	0.58
Present value of terminal period	36,137





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(ii) Value per equity share of GGL as per Market Price Method

Date	Turnover (INR)	Volume
Volume Weighted Average Market Price ('VWAP') on NSE from April 22, 2024 to August 29, 2024	70,15,63,54,825	11,71,89,874
	A	B
Price	A/B	598.7
Volume Weighted Average Market Price ('VWAP') on NSE from August 16, 2024 to August 29, 2024	7,62,25,06,631	1,27,39,888
	C	D
Price	C/D	598.3



September 23, 2024

To,
The Audit Committee/ Board of Directors
Gujarat Gas Limited,
Gujarat Gas CNG Station,
Sector – 5/C, Gandhinagar,
Gujarat - 382006

To,
The Audit Committee/ Board of Directors,
Gujarat State Petroleum Corporation Lim
GSPC Bhavan,
Behind Udyog Bhavan,
Sector -11 , Gandhinagar,
Gujarat - 382010

To,
The Audit Committee/ Board of Directors,
Gujarat State Petronet Limited,
GSPC Bhavan,
Behind Udyog Bhavan,
Sector -11 , Gandhinagar,
Gujarat - 382010

To,
The Audit Committee/ Board of Directors,
GSPC Energy Limited,
GSPC Bhavan,
Behind Udyog Bhavan,
Sector -11 , Gandhinagar,
Gujarat - 382010

Sub: Our joint valuation report dated August 30, 2024 ('the Report') on recommendation of recommendation of fair equity share exchange ratio for the proposed amalgamation of Gujarat State Petroleum Corporation Limited ('GSPC') and Gujarat State Petronet Limited ('GSPL') with Gujarat Gas Limited ('GGL') and share entitlement ratio for demerger of gas transmission business of the merged entity into GSPL Transmission Limited.

Dear Sir / Ma'am

SSPA & Co., Chartered Accountants ('SSPA' or 'Valuer' or 'We') have been informed by the management of GSPC, GSPL and GGL (hereinafter referred to as the "Management") that in connection with the proposed Scheme of Amalgamation of GSPC and GSPL with GGL ("Proposed Amalgamation"); and share



entitlement ratio for the proposed demerger of Gas Transmission Business of the merged entity into GSPL Transmission Limited ("GTL") ("Proposed Demerger"), the Management has received an email dated September 19, 2024 from National Stock Exchange of India Limited ('NSE').

We have been requested by the Management to provide our responses to certain valuation related queries on which we have provided our responses as under:

- a. *"Kindly provide rationale how Fair Share Exchange Ratio being 1 fully paid equity shares of INR 10/- (INR Ten only) each of GTL for every 3 fully paid equity share of INR 2/- (INR Two only) held by such shareholder in GGL, for demerger of Gas Transmission Business Undertaking from Gujarat Gas Limited ("GGL") into GSPL Transmission Limited ("GTL") has been computed."*

SSPA Reply:

The fair exchange ratio being 1 fully paid equity shares of INR 10/- (INR Ten only) each of GTL for every 3 fully paid equity share of INR 2/- (INR Two only) held by such shareholder in GGL, for demerger of Gas Transmission Business Undertaking from GGL into GSPL Transmission Limited ("GTL") has been computed considering the post scheme asset base to be held by GGL and GTL. The details of Post Scheme assets of the Demerged Company and Demerged Undertaking of GGL as on April 01, 2024 on a tentative and indicative basis is as follows:



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Particulars	Demerged Company (GGL)	Demerged Undertaking of GGL (Post proposed Amalgamation and proposed to be demerged into GTL)
Property, Plant and Equipment & Intangibles	8,193.95	3,073.80
Capital Work-in Progress	1,094.60	761.83
Right to Use (ROU) Assets	252.24	-
Investments in Subsidiaries / Joint Ventures	1,361.97	1,465.49
Other Investments	338.87	-
Others	1,102.03	146.05
Non-current assets	12,343.66	5,447.17
Inventories	616.20	210.84
Trade receivables	1,992.14	139.12
Other financial assets	3,632.57	1,448.48
Other assets	441.85	6.51
Current assets	6,682.76	1804.95
Total Assets	19,026.41	7,252.11

Considering the above, the fair exchange ratio being 1 fully paid equity shares of INR 10/- (INR Ten only) each of GTL for every 3 fully paid equity shares of INR 2/- (INR Two only) held by such shareholder in GGL, for demerger of Gas Transmission Business Undertaking from Gujarat Gas Limited ("GGL") into GSPL Transmission Limited ("GTL") has been computed accordingly.

Furthermore, post the Proposed Demerger, all the shareholders of GGL (post Proposed Amalgamation) are and will be the ultimate beneficial owners of GTL in the same ratio (inter se) as they hold shares in GGL (post Proposed Amalgamation). Therefore, no relative valuation of Gas transmission business of GGL (post Proposed Amalgamation) and of GTL is required to be undertaken for the Proposed Demerger. Accordingly, valuation approaches as indicated in the format (as attached below) as prescribed by circular number NSE/CML/2017/12 of NSE and LIST/COMP/02/2017-18 of BSE have not been undertaken as they are not relevant in the instant



case. Furthermore, considering the desired capital structure and future equity servicing capacity, the management of GGL and GTL has recommended the above share entitlement ratio in consideration for the proposed demerger i.e. demerger of 'Gas Transmission Business Undertaking' of GGL (post proposed amalgamation) into GTL. The share entitlement ratio is fair considering that all the shareholders of GGL (post proposed amalgamation) are and will, upon proposed demerger, be the ultimate beneficial owners of GTL in the same ratio (inter se) as they hold shares in GGL (post proposed amalgamation).

- b. "Kindly provide detailed working for the values derived under the valuation report for all the methods of valuation mentioned."

SSPA Reply:

The valuation workings of SSPA & Co. are attached herewith as "Annexure A" and "Annexure B".

This letter should be read in conjunction with the Report and the limitation mentioned therein. Any terms not defined in this letter shall derive their meaning from our Report.

Respectfully submitted,

For SSPA & Co.
Chartered Accountants
ICAI Firm Registration No: 128851W
IBBI Registration Valuer Number: IBBI/RV-E/06/2020/126

Parag S. Ved



Parag Ved
Partner
Registered Valuer Number.: IBBI/RV/06/2018/10092
Membership No. 102432
Place: Mumbai

**PROPOSED AMALGAMATION OF GUJARAT STATE PETROLEUM CORPORATION LIMITED ('GSPC') INTO
GUJARAT GAS LIMITED ('GGL')**

Computation of Fair Equity Share Exchange Ratio

Method of Valuation	GGL		GSPC	
	Value per Share (INR)	Weights	Value per Share (INR)	Weights
Asset Approach - Net Asset Value ('NAV') Method [#]	NA	NA	NA	NA
Income Approach - Discounted Cash Flow ('DCF') Method	609.7	50%	21.9	50%
Market Approach - Market Price ('MP') Method	621.0	50%	NA	NA
- Comparable Companies Multiple ('CCM') Method	NA	NA	18.4	50%
Relative Value Per Share (A)	615.4	100%	20.2	100%
Value per share based on ICDR Pricing (B)	598.7		NA	
Relative value per share for the purpose of share exchange ratio	615.4		20.2	
Fair Equity Share Exchange Ratio	30.5			
	Annexure-I		Annexure-II	

NA = Not Applicable

Since, the business of GGL and GSPC are both intended to be continued on a 'going concern basis' and there is no intention to dispose-off the assets, therefore the 'Asset' approach is not adopted for the present valuation exercise.

Fair Equity Share Exchange Ratio:

10 (Ten) equity shares of GGL of INR 2/- each fully paid-up for every 305 (Three Hundred and Five) equity shares of GSPC of INR 1/- each, fully paid-up.



GUJARAT GAS LIMITED
INCOME APPROACH
DISCOUNTED CASH FLOW METHOD

Particulars	(INR crores)						Terminal Value
	9ME Mar25	2025-26	2026-27	2027-28	2028-29		
Operating Profit before Tax	817	1,511	1,765	2,314	2,507		
Add:							
Interest	9	13	14	16	17		
Depreciation	396	573	613	658	701		
Operating EBITDA	1,222	2,097	2,392	2,988	3,226		
Less:							
Capital expenditure	1,049	1,000	1,000	1,000	1,000		
Incremental working capital	287	(240)	(147)	(81)	(152)		
Tax	213	320	388	532	587		
Total outflows	1,549	1,080	1,240	1,451	1,435		
Net inflows/(outflows)	(327)	1,018	1,152	1,537	1,790		
EBITDA for FY 2028-29						3,226	
Exit Multiple Applied (EV/EBITDA) (Refer Note 1)						18.5	
Terminal Value						59,513	
Discounting factor	12.15%	0.97	0.88	0.79	0.70	0.63	
Net present value of inflows/(outflows)	(316)	898	907	1,079	1,121	37,248	

Calculation of equity value	(INR crores)
Net present value of explicit period	3,689
Present value of perpetuity	37,248
Enterprise value	40,937
Add/(Less): Adjustments	
Inter corporate deposits	1,309
Value of investments	217
Value of surplus assets (net of tax)	141
Cash and cash equivalents	95
Lease liabilities	(145)
Contingent liabilities (net of tax)	(580)
Equity value	41,974.3
Number of equity shares	68,83,90,125
Value per equity share (face value INR 2 each) (INR)	609.7

Note 1: Calculation of EV/ EBITDA Multiple

Name of The Company	EV/EBITDA Multiple
Gujarat Gas Ltd	20.5
Less: Discount	10%
Adjusted EV/EBITDA Multiple	18.5



GUJARAT GAS LIMITED
 MARKET APPROACH
 MARKET PRICE METHOD

Particulars	No. of shares traded	Total Turnover (INR crores)
Volume Weighted Average Market Price ('VWAP') on NSE from July 30, 2024 to August 29, 2024	2,68,01,023	1,664.4
Value per share (INR)		621.0

GUJARAT GAS LIMITED

Pricing of Securities to be issued on Preferential basis as per Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018

Particulars	No. of shares traded	Total Turnover (INR)	Value per share (INR)
10 trading days volume weighted average price quoted on NSE preceding the relevant date (A)	1,27,39,888	762	598.3
90 trading days volume weighted average price quoted on NSE preceding the relevant date (B)	11,71,89,874	7,016	598.7
Applicable maximum price per share (INR) [Higher of (A) or (B)]			598.7



GUJARAT STATE PETROLEUM CORPORATION LIMITED
 INCOME APPROACH
 DISCOUNTED CASH FLOW METHOD

(INR crores)

Particulars		9ME Mar25	2025-26	2026-27	2027-28	2028-29	Terminal Value
Operating Profit before Tax		181	1,074	1,363	1,855	1,056	
Add:							
Interest		-	-	-	-	-	
Depreciation		42	54	53	51	50	
Operating EBITDA		223	1,128	1,416	1,907	1,106	
Less:							
Capital expenditure		-	-	-	-	-	
Incremental working capital		(629)	(43)	(45)	(47)	(49)	
Tax		-	58	287	421	228	
Total outflows		(629)	15	242	374	179	
Net inflows/(outflows)		852	1,113	1,174	1,533	927	
EBITDA for FY 2028-29							1,106
Exit Multiple Applied (EV/EBITDA) (Refer Note 1)							6.1
Terminal Value							6,747
Discounting factor	15.55%	0.96	0.85	0.74	0.64	0.55	0.55
Net present value of inflows/(outflows)		816	951	868	981	513	3,738

Calculation of equity value	(INR crores)
Net present value of explicit period	4,130.1
Present value of perpetuity	3,737.8
Enterprise value of trading business	7,867.8
Enterprise value - Exploration and Production Blocks	171.1
Enterprise value - Windfarms	80.1
Total Enterprise value - GSPC	8,119.1
Add/(Less): Adjustments	
Value of investments	13,377
Cash and cash equivalents	2,077
Value of surplus property (net of tax)	131
Application money paid towards securities including interest	92
Inter corporate deposits	52
Assets held for sale (net of tax)	3
Lease liabilities	(2)
Contingent liabilities (net of tax)	(300)
Equity value	23,550
Number of equity shares	10,75,65,40,264
Value per equity share (face value INR 1 each) (INR)	21.9

Note 1: Calculation of EV/ EBITDA Multiple

Name of The Company	EV/EBITDA Multiple
Gail (India) Ltd.	8.7
Less: Discount	30%
Adjusted EV/EBITDA Multiple	6.1



GUJARAT STATE PETROLEUM CORPORATION LIMITED - EXPLORATION AND PRODUCTION BLOCKS
INCOME APPROACH
DISCOUNTED CASH FLOW METHOD

Particulars	(INR crores)									
	9ME Mar25	2025-26	2026-27	2027-28	2028-29	2029-30	2030-31	2031-32	2032-33	
Operating Profit before Tax	123	108	84	70	43	30	18	15	14	
Add:										
Interest	-	-	-	-	-	-	-	-	-	
Depreciation	-	-	-	-	-	-	-	-	-	
Operating EBITDA	123	108	84	70	43	30	18	15	14	
Less:										
Capital expenditure	105	-	-	-	-	-	-	-	-	
Incremental working capital	37	(3)	(3)	(3)	(3)	(3)	(3)	(4)	(4)	
Tax	-	27	21	18	11	7	5	4	3	
Total outflows	142	24	18	14	7	4	1	0	(0)	
Net inflows/(outflows)	(19)	84	66	55	35	26	17	15	14	
Discounting factor	15.34%	0.96	0.86	0.74	0.64	0.56	0.48	0.36	0.32	
Net present value of inflows/(outflows)	(18)	72	49	36	20	12	7	5	4	

Calculation of enterprise value	(INR crores)
Enterprise Value	188
Add/(Less): Adjustments	
Present value of working capital requirement at end of FY 2032-33	(35)
Assets held for sale (net of tax)	18
Enterprise Value	171

Annexure II

GUJARAT STATE PETROLEUM CORPORATION LIMITED - WINDFARMS
INCOME APPROACH
DISCOUNTED CASH FLOW METHOD

Particulars	(INR crores)													
	9ME Mar25	2025-26	2026-27	2027-28	2028-29	2029-30	2030-31	2031-32	2032-33	2033-34	2034-35	2035-36	2036-37	
Operating Profit before Tax	18	24	22	21	20	22	4	3	3	2	2	1	5	
Add:														
Interest	-	-	-	-	-	-	-	-	-	-	-	-	-	
Depreciation	-	-	-	-	-	-	-	-	-	-	-	-	-	
Operating EBITDA	18	24	22	21	20	22	4	3	3	2	2	1	5	
Less:														
Capital expenditure	-	-	-	-	-	-	-	-	-	-	-	-	-	
Incremental working capital	(0)	(0)	(0)	(0)	(0)	0	(1)	(0)	(0)	(0)	(0)	(0)	(0)	
Tax	-	6	6	5	5	5	1	1	1	1	0	0	1	
Total outflows	(0)	6	5	5	5	6	(1)	1	1	1	0	0	2	
Net inflows/(outflows)	18	18	17	16	15	16	4	2	2	2	1	1	4	
Discounting factor	13.10%	0.96	0.87	0.77	0.68	0.53	0.47	0.42	0.37	0.33	0.29	0.26	0.23	
Net present value of inflows/(outflows)	18	16	13	11	9	9	2	1	1	1	0	0	1	
Particulars		(INR crores)												
Enterprise value		80												



Annexure II

GUJARAT STATE PETROLEUM CORPORATION LIMITED
 MARKET APPROACH
 COMPARABLE COMPANIES MULTIPLE METHOD

(INR crores)

Particulars	Amount
Maintainable EBITDA (FY 2023-24)	1,126
EV / EBITDA Multiple (Refer Note 1)	7.0
Enterprise value - GSPC Trading business	7,869
Enterprise value - Exploration and Production Blocks	171
Enterprise value - Windfarms	80
Total Enterprise Value of GSPC	8,120
Add/(Less):	
Value of investments	9,652
Cash and cash equivalents	2,077
Value of surplus property (net of tax)	131
Application money paid towards securities including interest	92
Inter corporate deposits	52
Assets held for sale (net of tax)	3
Lease liabilities	(2)
Contingent liabilities (net of tax)	(300)
Equity value of the Company	19,826
Number of equity shares	10,75,65,40,264
Value per share (INR)	18.4

Note 1: Calculation of EV/ EBITDA Multiple

Name of The Company	EV/EBITDA Multiple
Gail (India) Ltd.	8.7
Less: Discount	20%
Adjusted EV/EBITDA Multiple	7.0



PROPOSED AMALGAMATION OF GUJARAT STATE PETRONET LIMITED ('GSPL') INTO
GUJARAT GAS LIMITED ('GGL')

Computation of Fair Equity Share Exchange Ratio

Method of Valuation	GGL		GSPL	
	Value per Share (INR)	Weights	Value per Share (INR)	Weights
Asset Approach - Net Asset Value ('NAV') Method ⁱⁱ	NA	NA	NA	NA
Income Approach - Discounted Cash Flow ('DCF') Method	609.7	50%	560.7	50%
Market Approach - Market Price ('MP') Method	621.0	50%	382.8	50%
- Comparable Companies Multiple ('CCM') Method	NA	NA	NA	NA
Relative Value Per Share	615.4	100%	471.7	100%
Fair Equity Share Exchange Ratio	1.3			
	Annexure-I		Annexure-II	

NA = Not Applicable

Since, the business of GGL and GSPL are both intended to be continued on a 'going concern basis' and there is no intention to dispose-off the assets, therefore the 'Asset' approach is not adopted for the present valuation exercise.

Fair Equity Share Exchange Ratio:

10 (Ten) equity shares of GGL of INR 2/- each fully paid-up for every 13 (Thirteen) equity shares of GSPL of INR 10/- each, fully paid-up.



GUJARAT GAS LIMITED
INCOME APPROACH
DISCOUNTED CASH FLOW METHOD

(INR crores)

Particulars		9ME Mar25	2025-26	2026-27	2027-28	2028-29	Terminal Value
Operating Profit before Tax		817	1,511	1,765	2,314	2,507	
Add:							
Interest		9	13	14	16	17	
Depreciation		396	573	613	658	701	
Operating EBITDA		1,222	2,097	2,392	2,988	3,226	
Less:							
Capital expenditure		1,049	1,000	1,000	1,000	1,000	
Incremental working capital		287	(240)	(147)	(81)	(152)	
Tax		213	320	388	532	587	
Total outflows		1,549	1,080	1,240	1,451	1,435	
Net inflows/(outflows)		(327)	1,018	1,152	1,537	1,790	
EBITDA for FY 2028-29							3,226
Exit Multiple Applied (EV/EBITDA) (Refer Note 1)							18.5
Terminal Value							59,513
Discounting factor	12.15%	0.97	0.88	0.79	0.70	0.63	0.63
Net present value of inflows/(outflows)		(316)	898	907	1,079	1,121	37,248

Calculation of equity value	(INR crores)
Net present value of explicit period	3,689
Present value of perpetuity	37,248
Enterprise value	40,937
Add/(Less): Adjustments	
Inter corporate deposits	1,309
Value of investments	217
Value of surplus assets (net of tax)	141
Cash and cash equivalents	95
Lease liabilities	(145)
Contingent liabilities (net of tax)	(580)
Equity value	41,974.3
Number of equity shares	68,83,90,125
Value per equity share (face value INR 2 each) (INR)	609.7

Note 1: Calculation of EV/ EBITDA Multiple

Name of The Company	EV/EBITDA Multiple
Gujarat Gas Ltd	20.5
Less: Discount	10%
Adjusted EV/EBITDA Multiple	18.5



GUJARAT GAS LIMITED
MARKET APPROACH
MARKET PRICE METHOD

Particulars	No. of shares traded	Total Turnover (INR crores)
Volume Weighted Average Market Price ('VWAP') on NSE from July 30, 2024 to August 29, 2024	2,68,01,023	1,664.4
Value per share (INR)		621.0



GUJARAT STATE PETRONET LIMITED
INCOME APPROACH
DISCOUNTED CASH FLOW METHOD

Particulars	(INR crores)										Terminal Value	
	9ME Mar25	2025-26	2026-27	2027-28	2028-29	2029-30	2030-31	2031-32	2032-33	2033-34		
Operating Profit before Tax	306	673	656	717	744	747	734	723	693	661		
Add:												
Interest	-	-	5	5	-	-	-	-	-	-		
Depreciation	189	257	317	374	376	378	379	381	382	384		
Operating EBITDA	495	931	978	1,095	1,121	1,125	1,114	1,104	1,076	1,045		
Less:												
Capital expenditure	693	1,795	1,201	75	50	50	50	50	50	50		
Incremental working capital	136	6	51	7	2	1	1	(0)	(0)	(0)		
Tax	113	164	93	113	141	161	174	186	191	193		
Total outflows	944	1,965	1,344	195	193	212	225	236	241	243		
Net inflows/(outflows)	(449)	(1,034)	(366)	900	928	913	888	868	835	802		
EBITDA for FY 2033-34											1,045	
Exit Multiple Applied (EV/EBITDA) (Refer Note 1)											7.5	
Terminal Value											7,783	
Discounting factor	12.50%	0.97	0.88	0.78	0.70	0.62	0.55	0.49	0.43	0.39	0.34	
Net present value of inflows/(outflows)		(433)	(910)	(286)	626	573	501	434	377	322	275	2,669

Calculation of equity value		(INR crores)
Net present value of explicit period		1,478
Present value of perpetuity		2,669
Enterprise Value - Windmills		98
Enterprise value		4,245
Add/(Less): Adjustments		
Value of investments	25,681	
Cash and cash equivalents	1,786	
Value of surplus property (net of tax)	6	
Contingent liabilities	(84)	
Equity value		31,635
Number of equity shares	56,42,11,376	
Value per equity share (face value INR 10 each) (INR)		560.7

Note 1: Calculation of EV/ EBITDA Multiple

Name of The Company	EV/EBITDA Multiple
GAIL (INDIA) LTD	8.7
Less: Discount	15%
Adjusted EV/EBITDA Multiple	7.5



GUJARAT STATE PETRONET LIMITED - WINDFARMS
 INCOME APPROACH
 DISCOUNTED CASH FLOW METHOD

Particulars	(INR crores)										
	9ME Mar25	2025-26	2026-27	2027-28	2028-29	2029-30	2030-31	2031-32	2032-33	2033-34	
Operating EBITDA	16	24	23	23	22	22	21	20	20	37	
Less:											
Capital expenditure	-	-	-	-	-	-	-	-	-	-	
Incremental working capital	(1)	(0)	(0)	(0)	(0)	(0)	(0)	(0)	(0)	(0)	
Tax	6	6	6	6	6	5	5	5	5	9	
Total outflows	5	6	6	6	6	5	5	5	5	9	
Net inflows/(outflows)	11	18	17	17	17	16	16	15	15	28	
Discounting factor	13.10%	0.96	0.87	0.77	0.68	0.60	0.53	0.47	0.42	0.33	
Net present value of inflows/(outflows)	10	15	13	12	10	9	7	6	6	9	
Particulars	(INR crores)										
Enterprise value	98										



GUJARAT STATE PETRONET LIMITED
MARKET APPROACH
MARKET PRICE METHOD

Particulars	No. of shares traded	Total Turnover (INR crores)
Volume Weighted Average Market Price ('VWAP') on NSE from July 30, 2024 to August 29, 2024	12,61,99,318	4,831.0
Value per share (INR)		382.8



To,
The Board of Directors
Gujarat Gas Limited
Gujarat Gas Limited, Gujarat Gas CNG Station,
Sector 5/C, Gandhinagar,
Gujarat – 382006.

Independent Auditor's Certificate in relation to Pricing certificate of equity Shares of Gujarat Gas Limited under Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("ICDR Regulations")

1. We, M/s Ashok Chhajed & Associates, the Statutory Auditors of Gujarat Gas Limited have examined the accompanying statement of computation of minimum price per equity share of the Company ("the Statement" or "**Exhibit-I**") as on 30 August 2024 to be allotted to shareholders of Transferor Company 1 (GSPC) pursuant to the Composite scheme of Amalgamation and Arrangement between Gujarat State Petroleum Corporation Limited ("GSPC"/ "Transferor Company 1"), Gujarat State Petronet Limited ("GSPL"/ "Transferor Company 2"), GSPC Energy Limited ("GEL"/ "Transferor Company 3"), Gujarat Gas Limited ("GGL"/ "Transferee Company"/ "Demerged Company"/ "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 (hereinafter referred to as "Scheme").

Management's Responsibility

2. The responsibility for the preparation of the said Statement and ensuring compliance of ICDR Regulations is that of the Management of the Company, including the preparation and maintenance of adequate relevant supporting records and documents. This responsibility includes design, implementation and maintenance of adequate internal controls relevant to the preparation and presentation of the Statement and applying the appropriate basis of the preparation; making estimates that are reasonable in the circumstances and ensuring that the statement is true and correct and free from error.
3. The management is also responsible for ensuring that the Company complies with the requirements of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR") and the Act, in relation to the Scheme and provide all the relevant information to the Securities and Exchange Board of India ("SEBI") and BSE Limited ("BSE"), National Stock Exchange of India Limited ("NSE"), Ministry of Corporate Affairs ("MCA") Regional Director and Registrar of Companies and such other statutory or regulatory authorities.

Auditor's Responsibility

4. Pursuant to the requirements of Regulation 164 - "Pricing Regulation" under Chapter V "Preferential Allotment" of ICDR Regulations, it is our responsibility to provide / determine whether:



- a. the equity shares of the GGL are frequently traded based on the criteria provided in the ICDR Regulations;
 - b. the relevant Stock Exchange for the purpose of determining the Minimum issue price per equity shares of GGL as per the ICDR Regulations;
 - c. minimum issue price per equity shares of GGL for the proposed allotment in the Scheme as on the relevant date and determine the Share Exchange Ratio for the allotment of equity shares of GGL to the shareholders of GSPC;
 - d. the computation of minimum issues price per equity shares of GGL in the Statement is arithmetically correct;
 - e. the Article of Association of the GGL does not provide for method of determination of price per equity shares which results in a floor price higher than the minimum price determined under the ICDR Regulations.
5. We carried out our examination in accordance with the Guidance Note on Reports or Certificates for Special Purposes issued by the Institute of Chartered Accountants of India (ICAI) and Standards on Auditing specified under Section 143(10) of the Companies Act 2013, in so far as applicable for the purpose of this certificate. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
6. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information and Other Assurance and Related Services Engagements. Further our examination did not extend to any other parts and aspects of a legal or proprietary nature in the aforesaid Undertaking.

[Handwritten signature]



Opinion

7. Based on our examination of documents and relevant records and according to the Information, explanations and representation provided to us by the Management, we are of the Opinion that: -
- i. The relevant date for the purpose of determining the minimum issue price is 30 August 2024 ("the Relevant Date") being the date on which the Scheme has been approved by the Board of Directors of the Companies.
 - ii. The Shares of GGL are frequently traded on recognised Stock Exchange being BSE Limited and National Stock Exchange of India Limited.
 - iii. National Stock Exchange of India Limited ("NSE") is the relevant Stock Exchange for the purpose of determining minimum issue price per equity shares of the Company as on the Relevant Date based on the criteria provided in the ICDR Regulations.
 - iv. Minimum issue price per equity shares of GGL as on the Relevant Date for the proposed allotment in the Scheme based on pricing regulation formula prescribed under ICDR Regulations and to determine the Share Exchange Ratio for the allotment of equity shares of GGL to the shareholders of GSPC is INR 598.7 per share.

Restrictions on Use

8. This certificate is issued at the request of the Company pursuant to the requirements of circulars issued under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for onward submission by the Company to Securities and Exchange Board of India, BSE Limited, National Stock Exchange of India Limited, Ministry of Corporate Affairs, Regional Director and Registrar of Companies and such other statutory or regulatory authorities as may be required in connection with Scheme. This Certificate should not be used for any other purpose or to be distributed to any other party without our prior written consent. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

For, M/s Ashok Chhajed & Associates

Chartered Accountants

Firm Registration No. 100641W

Naresh Bahroo

Partner

Membership No. : 117743

Place : Gandhinagar

Date : 10 September, 2024

UDIN : 24117743BKGRFS9605



Exhibit-I

The Statement of Computation of Minimum Price of the Equity shares of Gujarat Gas Limited ("the Company") to be allotted pursuant to the Scheme to the shareholders of GSPC as per the Regulation 164 of the ICDR Regulations

A. Volume Weighted Average Price ("VWAP") of the equity shares of the Company on NSE during the 90 trading days preceding the Relevant Date i.e., 30 August 2024.

Sr. No.	Date	VWAP	Total Volume
1	22-Apr-24	545.04	17,19,258
2	23-Apr-24	543.69	5,79,037
3	24-Apr-24	544.8	5,80,018
4	25-Apr-24	543.28	5,61,634
5	26-Apr-24	552.28	7,50,566
6	29-Apr-24	551.8	3,38,758
7	30-Apr-24	551.91	12,30,913
8	02-May-24	538.03	14,35,634
9	03-May-24	536.6	9,63,669
10	06-May-24	549.61	36,71,453
11	07-May-24	544.74	61,62,778
12	08-May-24	548.61	13,03,842
13	09-May-24	538.76	11,80,977
14	10-May-24	532.04	6,62,436
15	13-May-24	530.32	6,24,241
16	14-May-24	546.01	13,39,612
17	15-May-24	544.31	4,37,814
18	16-May-24	546.27	8,10,601
19	17-May-24	549.15	7,76,025
20	18-May-24	555.23	1,09,258
21	21-May-24	559.12	9,40,943
22	22-May-24	561.36	10,52,694
23	23-May-24	558.35	7,29,152
24	24-May-24	562.1	7,62,932
25	27-May-24	558.52	5,77,203
26	28-May-24	547.21	4,62,513
27	29-May-24	553.42	7,44,069
28	30-May-24	543.55	7,65,462
29	31-May-24	549.84	18,10,821
30	03-Jun-24	570.18	26,01,074
31	04-Jun-24	532.53	28,34,737
32	05-Jun-24	538.02	8,19,413
33	06-Jun-24	569.77	18,37,974
34	07-Jun-24	584.36	25,08,425
35	10-Jun-24	587.89	14,44,154
36	11-Jun-24	604.43	23,51,156
37	12-Jun-24	611.01	14,72,966
38	13-Jun-24	625.54	25,68,931
39	14-Jun-24	636.17	17,45,156
40	18-Jun-24	629.63	12,23,208



Sr. No.	Date	VWAP	Total Volume
41	19-Jun-24	619.57	11,08,093
42	20-Jun-24	613.24	11,23,522
43	21-Jun-24	602.33	15,61,042
44	24-Jun-24	601.05	21,65,380
45	25-Jun-24	614.12	11,37,951
46	26-Jun-24	618.98	13,19,234
47	27-Jun-24	622.76	13,29,806
48	28-Jun-24	631.71	16,27,201
49	01-Jul-24	641.66	17,72,279
50	02-Jul-24	655.17	33,18,692
51	03-Jul-24	643.22	13,32,320
52	04-Jul-24	632.07	8,16,689
53	05-Jul-24	641.25	8,90,553
54	08-Jul-24	648.44	7,12,832
55	09-Jul-24	649.63	9,65,198
56	10-Jul-24	650.59	10,62,133
57	11-Jul-24	645.6	3,60,811
58	12-Jul-24	642.21	9,44,893
59	15-Jul-24	641.75	8,39,002
60	16-Jul-24	644.02	13,56,224
61	18-Jul-24	637.75	16,45,852
62	19-Jul-24	622.45	11,67,358
63	22-Jul-24	631.83	20,17,538
64	23-Jul-24	640.04	9,72,910
65	24-Jul-24	648.56	8,41,237
66	25-Jul-24	648.11	11,05,573
67	26-Jul-24	649.05	3,79,947
68	29-Jul-24	664.82	20,23,074
69	30-Jul-24	680.27	22,85,496
70	31-Jul-24	680.55	13,28,040
71	01-Aug-24	667.72	11,58,495
72	02-Aug-24	655.95	5,63,647
73	05-Aug-24	642.31	8,61,263
74	06-Aug-24	655.77	6,59,101
75	07-Aug-24	639.92	18,18,505
76	08-Aug-24	627.3	4,88,110
77	09-Aug-24	606.66	23,60,222
78	12-Aug-24	615.46	8,92,503
79	13-Aug-24	605.42	6,60,439
80	14-Aug-24	591.76	9,85,314
81	16-Aug-24	600.47	6,53,374
82	19-Aug-24	595.2	7,83,832
83	20-Aug-24	587.61	8,16,689
84	21-Aug-24	593.09	13,95,492
85	22-Aug-24	592.8	12,36,574
86	23-Aug-24	594.53	20,08,643
87	26-Aug-24	595.71	9,50,176
88	27-Aug-24	601.49	9,92,885
89	28-Aug-24	601.01	10,37,391



Sr. No.	Date	VWAP	Total Volume
90	29-Aug-24	608.11	28,64,832
90 Trading Day's VWAP preceding the Relevant Date		598.7	-

B. Volume Weighted Average Price ("VWAP") of the equity shares of the Company on NSE during the 10 trading days preceding the Relevant Date i.e., 30 August 2024

Sr. No.	Date	VWAP	Trading Volume
1	16-Aug-24	600.47	6,53,374
2	19-Aug-24	595.2	7,83,832
3	20-Aug-24	587.61	8,16,689
4	21-Aug-24	593.09	13,95,492
5	22-Aug-24	592.8	12,36,574
6	23-Aug-24	594.53	20,08,643
7	26-Aug-24	595.71	9,50,176
8	27-Aug-24	601.49	9,92,885
9	28-Aug-24	601.01	10,37,391
10	29-Aug-24	608.11	28,64,832
10 Trading Day's VWAP preceding the Relevant Date		598.3	-
Particulars		Per Share (INR)	
[A] 90 Trading Days VWAP		598.7	
[B] 10 Trading Days VWAP		598.3	
Applicable Minimum Price (Higher of 'A' or 'B')		598.7	

Source : NSE data – (Gujarat Gas Limited Share Price Today, Stock Price, Live NSE News, Quotes, Tips – NSE India)





Ernst & Young Merchant Banking Services LLP
Registered Valuer
Registration No. IBBI/RV-E/05/2021/155
12th Floor, The Ruby,
29 Senapati Bapat Marg,
Dadar West,
Mumbai – 400 028, India

Tel: +91 22 61920000
ey.com

To,
The Audit Committee/The Board of Directors of Gujarat Gas Limited
Gujarat Gas CNG Station, Sector-5/C,
Gandhinagar,
Gujarat - 382006

The Audit Committee/The Board of Directors of Gujarat State Petroleum Corporation Limited
GSPC Bhavan,
Behind Udyog Bhavan, Sector - 11, Gandhinagar,
Gujarat – 382010

The Audit Committee/The Board of Directors of Gujarat State Petronet Limited
GSPC Bhavan,
Behind Udyog Bhavan, Sector - 11, Gandhinagar,
Gujarat – 382010

The Audit Committee/The Board of Directors of GSPC Energy Limited
GSPC Bhavan,
Behind Udyog Bhavan, Sector - 11, Gandhinagar,
Gujarat – 382010

Sub: Supplement to our joint report dated 30 August 2024 on “Recommendation of fair equity share exchange ratio for the proposed amalgamation of Gujarat State Petroleum Corporation Limited and Gujarat State Petronet Limited with Gujarat Gas Limited and share entitlement ratio for demerger of gas transmission business of the merged entity into GSPL Transmission Limited”

Dear Sir / Madam,

We refer to respective engagement letters of Ernst & Young Merchant Banking Services LLP (“EY”) and SSPA & Co., Chartered Accountants (“SSPA”), whereby EY & SSPA are appointed by Gujarat Gas Limited (“GGL”), Gujarat State Petroleum Corporation Limited (“GSPC”), Gujarat State Petronet Limited (“GSPL”) and GSPC Energy Limited (“GEL”), for recommendation of fair equity share exchange ratio (“Share Exchange Ratio”) for the proposed amalgamation of GSPC and GSPL with GGL (“Proposed Amalgamation”); and share entitlement ratio for the proposed demerger of gas transmission business of the merged entity into GSPL Transmission Limited (“GTL”) (“Proposed Demerger”).

This is with reference our joint report dated 30 August 2024 on “Recommendation of fair equity share exchange ratio for the Proposed Amalgamation and share entitlement ratio for Proposed Demerger (the “Report”). As desired by you, we have given reply of your queries herein.





Thanking You,

Ernst & Young Merchant Banking Services LLP
Registered Valuer
Registration No. IBBI/RV-E/05/2021/155

A handwritten signature in black ink, appearing to read 'Nilesch Jain', is written in a cursive style.



Nilesch Jain
Partner
IBBI Membership No.: IBBI/RV/05/2024/15540
Date: 11 September 2024



Workings

List of comparable companies considered for comparable companies' multiple method, if the same method is used in valuation.

We have used the comparable companies' multiple method of valuation for GSPC. We have considered GAIL (India) Limited as a comparable company.

Detailed rationale for arriving at the swap ratio for issuance of shares as proposed in the draft scheme of arrangement by the Board of Directors of the listed company.

Share Exchange Ratio has been arrived at based on a relative equity valuation of the Companies based on various qualitative and quantitative factors relevant to each company.

We have valued GSPL & GGL by giving appropriate weights to the Market Price Method, and Discounted Cash Flow Method. We have valued GSPC using Comparable Companies' Multiples Method and Discounted Cash Flow Method.

Considering the above, and on a consideration of all the relevant factors and circumstances as discussed and outlined in the Report, the proposed Share Exchange Ratio for the Proposed Amalgamation of GSPC and GSPL into GGL is as follows:

- 10 (Ten) equity shares of GGL of INR 2/- each fully paid up for every 305 (Three Hundred and Five) equity shares of GSPC of INR 1/- each fully paid up.
- 10 (Ten) equity shares of GGL of INR 2/- each fully paid up for every 13 (Thirteen) equity share of GSPL of INR 10/- each fully paid up.

The workings should be read in conjunction with the Report and is subjected to scope limitations enunciated in the Report.

If the Income Approach method used in the Valuation, Revenue, PAT and EBITDA (in value and percentage terms) details of entities involved in the scheme for all the number of years considered for valuation. Reasons justifying the EBITDA/PAT margin considered in the valuation report.





- We have used Income method of valuation of GSPC, GSPL and GGL. Refer to the tables below for details regarding Revenue, EBITDA, PAT (in value and percentage terms) for these companies.

GSPC Standalone Forecast

Currency: ₹ cr	Mar-25	Mar-26	Mar-27	Mar-28	Mar-29
Number of months	9	12	12	12	12
Net sales	12,274	21,946	24,575	27,039	27,439
Adjusted EBITDA	408	1,265	1,528	2,004	1,175
Projected PAT	559	1,380	1,552	1,993	1,460
EBITDA margins (%)	2.2	5.2	5.8	7.1	4.1
PAT margins (%)	2.2	6.0	6.1	7.2	5.3

The Management of GSPC informed us that the EBITDA and PAT margin have been estimated based on the existing sourcing and customer tie up of company, envisaged gas demand and forward gas prices, company expertise to source and market spot gas and projected production from E&P fields.

GSPL Standalone Forecast

Currency: ₹ cr	Mar-25	Mar-26	Mar-27	Mar-28	Mar-29	Mar-30	Mar-31	Mar-32	Mar-33	Mar-34
Number of months	9	12	12	12	12	12	12	12	12	12
Net sales	736	1,251	1,314	1,452	1,504	1,537	1,558	1,565	1,572	1,579
Adjusted EBITDA	515	959	1,001	1,118	1,143	1,146	1,135	1,125	1,095	1,064
Projected PAT	544	837	812	893	990	1,069	1,142	1,220	1,287	1,356
EBITDA margins (%)	70.0%	76.7%	76.2%	77.0%	76.0%	74.6%	72.8%	71.9%	69.7%	67.4%
PAT margins (%)	73.9%	66.9%	61.8%	61.5%	65.8%	69.6%	73.3%	78.0%	81.9%	85.9%

The Management of GSPL informed us that the EBITDA and PAT margin have been estimated based on the historical performance of the company, regulated tariff for transmission of natural gas, estimated gas transmission volumes based on demand and estimated capital and operational expenditure for future years.





GGL Standalone Forecast

Currency: ₹ cr	Mar-25	Mar-26	Mar-27	Mar-28	Mar-29
Number of months	9	12	12	12	12
Net sales	11,924	17,231	20,516	24,710	25,726
Adjusted EBITDA	1,243	2,122	2,419	3,017	3,258
Projected PAT	650	— — 1,175	1,416	1,876	2,080
EBITDA margins (%)	10.4	12.3	11.8	12.2	12.7
PAT margins (%)	5.4	6.8	6.9	7.6	8.1

The Management of GGL informed us that the EBITDA and PAT margin have been estimated based on the envisaged gas demand from Industrial, domestic & CNG customers, sourcing tie up to meet the gas demand and the forward gas prices.

Confirmation that the valuation done in the scheme is in accordance with applicable valuation standards.

We have followed the International Valuation Standards ("IVS") (effective January 31, 2022) published by the International Valuation Standards Council, for carrying out our valuation analysis and delivering our valuation conclusion.



SSPA & CO.

Chartered Accountants
1st Floor, "Arjun", Plot No.6A,
V. P. Road, Andheri (W),
Mumbai - 400 058. INDIA.
Tel. : 91 (22) 2670 4376 / 77
91 (22) 2670 3682
Website : www.sspa.in

September 11, 2024

To,
The Audit Committee/ Board of Directors
Gujarat Gas Limited,
Gujarat Gas CNG Station,
Sector - 5/C, Gandhinagar,
Gujarat - 382006

To,
The Audit Committee/ Board of Directors,
Gujarat State Petroleum Corporation Lim
GSPC Bhavan,
Behind Udyog Bhavan,
Sector -11 , Gandhinagar,
Gujarat - 382010

To,
The Audit Committee/ Board of Directors,
Gujarat State Petronet Limited,
GSPC Bhavan,
Behind Udyog Bhavan,
Sector -11 , Gandhinagar,
Gujarat - 382010

To,
The Audit Committee/ Board of Directors,
GSPC Energy Limited,
GSPC Bhavan,
Behind Udyog Bhavan,
Sector -11 , Gandhinagar,
Gujarat - 382010

Sub: Our joint valuation report dated August 30, 2024 ('the Report') on recommendation of recommendation of fair equity share exchange ratio for the proposed amalgamation of Gujarat State Petroleum Corporation Limited ('GSPC') and Gujarat State Petronet Limited ('GSPL') with Gujarat Gas Limited ('GGL') and share entitlement ratio for demerger of gas transmission business of the merged entity into GSPL Transmission Limited.

Dear Sir / Ma'am

SSPA & Co., Chartered Accountants ('SSPA' or 'Valuer' or 'We') have been informed by the management of GSPC, GSPL and GGL (hereinafter referred to as the "Management") that in connection with the recommendation of fair equity share exchange ratio for the proposed amalgamation of GSPC and GSPL with GGL ("Proposed Amalgamation"); and share entitlement ratio for the proposed demerger of Gas Transmission Business of the merged entity into GSPL Transmission Limited ("GTL") ("Proposed Demerger"), the listed entities shall file the draft scheme of amalgamation, proposed to be filed before any Court or Tribunal under Sections 230 - 232 of Companies Act, 2013, whichever applicable with the



stock exchange(s) for obtaining the No-objection letter, before filing such scheme with any Court or Tribunal, in terms of requirements specified by SEBI or stock exchange(s) from time to time.

Pursuant to the SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023, the checklist(s) published by BSE Limited ("BSE"), National Stock Exchange Limited ("NSE") and Regulation 37 of SEBI LODR Regulations, we hereby provide following details and confirmations in relation to valuation workings carried out by SSPA for our joint valuation report as under:

1. List of comparable companies considered for comparable companies' multiple method, if the same method is used in valuation.

- We have used the comparable companies' multiple ('CCM') method of valuation for GSPC. We have considered GAIL (India) Limited as a comparable company.

2. Detailed rationale for arriving at the swap ratio for issuance of shares as proposed in the draft scheme of arrangement by the Board of Directors of the listed company.

- The Share Exchange Ratio has been arrived at based on relative value of equity shares of the Companies basis the various approaches/methods explained in the Report and after considering various qualitative factors, business dynamics and growth potentials of the businesses of the Companies.
- As mentioned in the Report, we have considered a combination of Market Approach and Income Approach for arriving at the relative value per equity share of GSPC, GSPL and GGL where in GSPL and GGL has been valued using Market Price Method and Discounted Cash Flow Method and GSPC has been valued using Comparable Companies' Multiples Method and Discounted Cash Flow Method.
- Though different values have been arrived at under different approaches, for the purposes of recommending a ratio of exchange it is necessary to arrive at a single value for the equity shares of GSPC, GSPL and GGL. For this purpose, we have given appropriate weightage to the values arrived at under each approach.
- Considering the above, and on a consideration of all the relevant factors and circumstances as discussed and outlined in the Report, the recommended Share Exchange Ratio for the Proposed Amalgamation of GSPC and GSPL into GGL is as follows:

- o **10 (Ten) equity shares of GGL of INR 2/- each fully paid up for every 305 (Three Hundred and Five) equity shares of GSPC of INR 1/- each fully paid up.**
- o **10 (Ten) equity shares of GGL of INR 2/- each fully paid up for every 13 (Thirteen) equity share of GSPL of INR 10/- each fully paid up.**

3. If the Income Approach method used in the Valuation, Revenue, PAT and EBIDTA (in value and percentage terms) details of entities involved in the scheme for all the number of years considered for valuation. Reasons justifying the EBIDTA/PAT margin considered in the valuation report.

- We have used Income method of valuation of GSPC, GSPL and GGL. Refer to the tables below for details regarding Revenue, EBIDTA, PAT (in value and percentage terms) for these companies.



(i) GSPC (standalone):

Particulars	(INR crores)				
	9ME Mar25	2025-26	2026-27	2027-28	2028-29
Revenue from Operations	12,274	21,946	24,575	27,039	27,439
Adjusted EBITDA	362	1,259	1,522	1,997	1,168
Adjusted EBITDA Margins (%)	2.9%	5.7%	6.2%	7.4%	4.3%
Projected PAT	559	1,380	1,552	1,993	1,460
Projected PAT Margins (%)	4.6%	6.3%	6.3%	7.4%	5.3%

Reasons justifying the EBIDTA/PAT margin for GSPC:

As informed by the Management, the EBITDA and PAT margin have been estimated based on the existing sourcing and customer tie up of company, envisaged gas demand and forward gas prices, company expertise to source and market spot gas and projected production from exploration and production fields.

(ii) GSPL:

Particulars	(INR crores)									
	9ME Mar25	2025-26	2026-27	2027-28	2028-29	2029-30	2030-31	2031-32	2032-33	2033-34
Revenue from Operations	736	1,251	1,314	1,452	1,504	1,537	1,558	1,565	1,572	1,579
Adjusted EBITDA	511	954	1,001	1,118	1,143	1,146	1,135	1,125	1,095	1,064
Adjusted EBITDA Margins (%)	69.5%	76.3%	76.2%	77.0%	76.0%	74.6%	72.8%	71.9%	69.7%	67.4%
Projected PAT	544	837	812	893	990	1,069	1,142	1,220	1,287	1,356
Projected PAT Margins (%)	73.9%	66.9%	61.8%	61.5%	65.8%	69.5%	73.3%	77.9%	81.9%	85.9%

Reasons justifying the EBIDTA/PAT margin for GSPL:

As informed by the Management, the EBITDA and PAT margin have been estimated based on the historical performance of the company, regulated tariff for transmission of natural gas, estimated gas transmission volumes based on demand and estimated capital and operational expenditure for future years.

(iii) GGL:

Particulars	(INR crores)				
	9ME Mar25	2025-26	2026-27	2027-28	2028-29
Revenue from Operations	11,613	17,073	20,348	24,533	25,537
Adjusted EBITDA	1,222	2,097	2,392	2,988	3,226
Adjusted EBITDA Margins (%)	10.5%	12.3%	11.8%	12.2%	12.6%
Projected PAT	650	1,175	1,416	1,876	2,080
Projected PAT Margins (%)	5.6%	6.9%	7.0%	7.6%	8.1%

Reasons justifying the EBIDTA/PAT margin for GGL:

As informed by the Management, the EBITDA and PAT margin have been estimated based on the envisaged gas demand from Industrial, domestic & CNG customers, sourcing tie up to meet the gas demand and the forward gas prices.



4. Confirmation that the valuation done in the scheme is in accordance with applicable valuation standards.

- The valuation carried out by us is in accordance with ICAI Valuation Standards, 2018 issued by The Institute of Chartered Accountants of India. The same has also been stated on page 17 of the Report.

This letter should be read in conjunction with the Report and the limitation mentioned therein. Any terms not defined in this letter shall derive their meaning from our Report.

For SSPA & Co.

Chartered Accountants

ICAI Firm Registration No: 128851W

IBBI Registration Valuer Number: IBBI/RV-E/06/2020/126

Parag S. Ved



Parag Ved

Partner

Registered Valuer Number.: IBBI/RV/06/2018/10092

Membership No. 102432

Place: Mumbai

| |
| |

**ASHOK CHHAJED
& ASSOCIATES**

CHARTERED ACCOUNTANTS
22, CITY CENTRE, C.G.ROAD,
NR, SWASTIK CHAR RASTA,
AHMEDABAD-380 009. (INDIA)
TEL. (OFFICE) : 26402929-30
TEL. (RESI) : 27492929-30
(Mobile) :- 9 4 2 6 4 9 2 9 3 0
e-mail : ashok_chhajed@yahoo.co.in
ashokchhajedandassociates@gmail.com

To, The Board of Directors Gujarat Gas Limited Gujarat Gas Limited, Gujarat Gas CNG Station, Sector 5/C, Gandhinagar, Gujarat – 382006.	To, The Board of Directors Gujarat State Petronet Limited GSPC Bhavan, Sector-11 Gandhinagar, Gujarat – 382011.
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Subject : Independent Chartered Accountant's Certificate in relation to details to be submitted by the Company in case of demerger wherein mirror image in the shareholding pattern is created in the Resulting Company

Reference : Application seeking approval under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI (LODR) Regulations") for the proposed Composite Scheme of Amalgamation and Arrangement between Gujarat State Petroleum Corporation Limited ("GSPC"/ "Transferor Company 1"), Gujarat State Petronet Limited ("GSPL"/ "Transferor Company 2"), GSPC Energy Limited ("GEL"/ "Transferor Company 3"), Gujarat Gas Limited ("GGL"/ "Transferee Company"/ "Demerged Company"/ "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 ("the Scheme").

We hereby certify the following:

1. The attached statement (**Exhibit I**) containing the details of assets, liability, revenue and net worth of the companies involved in the Scheme, both pre and post Scheme.
2. The attached statement (**Exhibit II**) containing details of assets, liability, revenue, PAT and net worth of the Demerged Undertaking along with a write up on the history of the Demerged Undertaking



3. The attached statement (**Exhibit III**) containing Comparison of revenue and net worth of Demerged Undertaking with the total revenue and net worth of the Demerged Company in financial year 2023-24.
4. The attached statement (**Exhibit IV**) containing detailed rationale for arriving at the share entitlement ratio for issuance of shares pursuant to demerger as proposed in the draft Scheme.

Management's Responsibility

5. The Management of the Company has stated that as of the end of Financial Year 2023-24, the business of Demerged Undertaking is being carried out by a separate legal entity which is proposed to be amalgamated into the Company with the Appointed Date of 1 April 2024 subject to the Composite Scheme becoming effective.
6. The Management of Company has further clarified that the business of the Demerged Undertaking amalgamated into the Company as stated above would then be demerged into the Resulting Company with Appointed Date of 1 April 2025 subject to the Composite Scheme becoming effective.
7. In light of the aforesaid, the Management of the Company has, while preparing Exhibit-I, Exhibit-II, Exhibit-III and Exhibit-IV to the extent that they contain details of assets, liabilities, revenue, PAT, net worth etc. of Demerged Undertaking for the pre-Scheme scenario, considered the relevant financial details of Gas Transmission Business Segment reported by Transferor Company 2 i.e., GSPL.
8. Further in light of the aforesaid, the Management of the Company has, while preparing Exhibit-I, Exhibit-II, Exhibit-III and Exhibit-IV to the extent that they contain details of assets, liabilities, revenue, PAT, net worth etc. of Demerged Undertaking for the post Scheme scenario, considered the Financial Statements of the Company as of March 31, 2024 as re-worked on a presumptive basis by considering the entirety of the Scheme having become effective in the said Financial Year 2023-24. The Management has further clarified that the aforesaid presumptive accounting in FY 2023-24 has been carried out only for the purpose of adequate disclosure.
9. The management of the Company is responsible for preparation of the above statement including the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Statement and applying an appropriate basis of preparation and making estimates that are reasonable in the circumstances.



Chartered Accountant's Responsibility

10. Our responsibility, for the purpose of this Certification, is limited to certifying the particulars contained in the attached statement on the basis of audited financial statements for the period ended 31st March 2024, books of account and other related records of the Company as clarified to us in the Paragraphs pertaining to "Management Responsibility" above.
11. We conducted our verification in accordance with the Guidance Note on Reports or Certificates for Special Purposes issued by the Institute of Chartered Accountants of India, which include the concept of test checks and materiality. The Guidance Note requires that the ethical requirements of the Code of Ethics issued by the Chartered Accountants of India are complied.
12. We have complied with the relevant applicable requirements of Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and other Assurance and Related Services Engagement.

Restriction on Use

13. This certificate is issued at the request of the management of the Transferor Company solely for the purpose of filing with the SEBI, NSE and BSE and any other regulatory authority in relation to the Proposed Scheme pursuant to the requirements of Sections 230 to 232 of the Act and relevant Rules thereunder. Our certificate should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

For, M/s Ashok Chhajed & Associates

Chartered Accountants

Firm Registration No. 100641W



Naresh Bahroo

Partner

Membership No. : 117743

Place : Gandhinagar

Date : 10 September, 2024

UDIN : 24117743BKGRFW4674



Exhibit I

Details of assets, liability, revenue and net worth of the companies involved in the scheme,
both pre and post Scheme

A. Gujarat State Petroleum Corporation Limited

INR in Crores

Particulars	Pre-Scheme [For the Financial Year 2023-24]	Post-Scheme
Total Assets	10,170.34	Not Applicable since Post the Scheme becoming effective, the Transferor Company 1 shall be dissolved without being wound up.
Total Liabilities	2,990.15	
Revenue	18,452.74	
Net-Worth*	5,124.42	

*Net worth is computed as per section 2(57) of Companies Act, 2013 which is sum of equity share capital, general reserve, retained earnings and securities premium

B. Gujarat State Petronet Limited

INR in Crores

Particulars	Pre-Scheme [For the Financial Year 2023-24]	Post-Scheme
Total Assets	11,080.86	Not Applicable since Post the Scheme becoming effective, the Transferor Company 2 shall be dissolved without being wound up.
Total Liabilities	810.80	
Revenue	2,031.54	
Net-Worth*	10,263.86	

*Net worth is computed as per section 2(57) of Companies Act, 2013 which is sum of equity share capital, general reserve, retained earnings and securities premium



C. GSPC Energy Limited

INR in Crores

Particulars	Pre-Scheme [For the Financial Year 2023-24]	Post-Scheme
Total Assets	10.23	Not Applicable since Post the Scheme becoming effective, the Transferor Company 3 shall be dissolved without being wound up.
Total Liabilities	8.56	
Revenue	131.84	
Net-Worth*	1.66	

*Net worth is computed as per section 2(57) of Companies Act, 2013 which is sum of equity share capital, general reserve, retained earnings and securities premium

D. Gujarat Gas Limited

INR in Crores

Particulars	Pre-Scheme [For the Financial Year 2023-24]	Post-Scheme - Indicative [For the Financial Year 2023-24]
Total Assets	11,658.35	19,026.41
Total Liabilities	3,969.09	6,078.77
Revenue	16,292.97	25,353.87
Net-Worth*	6,931.43	14,258.72

*Net worth is computed as per section 2(57) of Companies Act, 2013 which is sum of equity share capital, general reserve, retained earnings and securities premium

E. GSPL Transmission Limited

INR in Crores

Particulars	Pre-Scheme [For the Financial Year 2023-24]	Post-Scheme [For the Financial Year 2023-24] (Indicative)
Total Assets	Not Applicable since Resulting Company is incorporated on 23 July, 2024	7,252.11
Total Liabilities		790.63
Revenue		1,986.78
Net-Worth*		9,969.65



*Net worth is computed as per section 2(57) of Companies Act, 2013 which is sum of equity share capital, general reserve, retained earnings and securities premium.

Note : It is to be noted that the post-scheme disclosures mentioned above are based on the indicative financial details for the FY 2023-24. The actual accounting in respect of the Scheme would happen only upon the Scheme becoming effective and with effect from Amalgamation Appointed Date (1 April 2024) and Demerger Appointed Date (1 April 2025) and the above-mentioned amounts are derived for the purpose of compliance with applicable SEBI regulations and indicative only.

A



Exhibit II

Assets, liability, revenue, PAT and net worth of the Demerged Undertaking along with a write up on the history of the Demerged Undertaking

A. Details of Assets, liability, revenue, PAT and net worth of the Demerged Undertaking

INR in Crores

Particulars	Pre-Scheme (Indicative) [For the Financial Year 2023-24]
Total Assets	7,252.11
Total Liabilities	790.63
Revenue	1,986.78
PAT	1016.72
Net-Worth*	9,656.90

*Net worth includes general reserve, retained earnings and securities premium pertaining to demerged undertaking

Note : It is to be noted that the post-scheme disclosures mentioned above are based on the indicative financial details for the FY 2023-24. The actual accounting in respect of the Scheme would happen only upon the Scheme becoming effective and with effect from Amalgamation Appointed Date (1 April 2024) and Demerger Appointed Date (1 April 2025) and the above-mentioned amounts are derived for the purpose of compliance with applicable SEBI regulations and indicative only.



B. Brief write-up on the history of the Demerged Undertaking i.e. Gas Transmission Business Undertaking as defined in Clause 1.17 of the Scheme

The Gas Transmission Business Undertaking as defined in Clause 1.17 of the Scheme relates to business of transmission of natural gas through pipeline on an open access basis from supply points to demand centres. The business operations pertaining to Gas Transmission Business Undertaking also includes development of energy transportation infrastructure and connects natural gas supply sources, including liquefied natural gas (LNG) terminals to various markets. The Gas Transmission Business Undertaking has been evolved since the year of 1998 when Transferor Company 2 i.e., GSPL was incorporated. The Gas Transportation Business Undertaking has since then grown to become a natural gas pipeline grid of more than 2700 Kms. The Gas Transmission Business Undertaking also includes investments in GSPL India Gasnet Limited and GSPL India Transco Limited which are developing cross-country natural gas pipelines.



Exhibit III

Comparison of revenue and net worth of Demerged Undertaking with the total revenue and net worth of the Demerged Entity for the last three financial years#

INR in Crores

Particulars	For the Financial Year 2023-24 (Indicative)	
	Demerged Undertaking	Demerged Entity
Total Revenue	1,986.78	26,603.69^^
Net-Worth	9,656.90^	20,720.60*

*Net worth is computed as per section 2(57) of Companies Act, 2013 which is sum of equity share capital, general reserve, retained earnings and securities premium. Further, net-worth is considered post-merger of GSPC, GSPL and GEL into GGL and prior to demerger of Gas Transmission Business Undertaking from Demerged Company into the Resulting Company.

^Net worth includes general reserve, retained earnings and securities premium pertaining to demerged undertaking

^^Total revenue are considered post-merger of GSPC, GSPL and GEL into GGL and prior to demerger of Gas Transmission Business Undertaking from Demerged Company into the Resulting Company. Further, the total revenue is derived after eliminating inter company transactions.

The required financial details are given only for FY 2023-24 only since the Demerged Undertaking would form part of the Resulting Company pursuant to Amalgamation of Transferor Company 2 into Transferee Company as envisaged under the Scheme and the same is proposed to be effective from Demerger Appointed Date i.e. 1 April 2025. In view of the same, information pertaining to period prior to FY 2023-24 has not been provided



Exhibit IV

Detailed rationale for arriving at the share entitlement ratio for issuance of shares pursuant to demerger as proposed in the draft Scheme

As per the Draft Scheme, the Resulting Company to issue 1 (One) fully paid equity share of Resulting Company of face value of INR 10 each, in exchange of every 3 (Three) fully paid equity shares of Demerged Company of INR 2 each as a consideration for the proposed Demerger of Demerged Undertaking of the Demerged Company into the Resulting Company. Post Demerger, the proportionate shareholding of any shareholder would remain intact and there will be "no change in the shareholding pattern" of the shareholders of Demerged Company in the Resulting Company post Demerger.

Further, considering the desired capital structure and assets base of the Resulting Company vis-à-vis the asset base of Demerged Company, the proposed consideration is fair and reasonable as upon Scheme becoming effective, as all the shareholders of Demerged Company would also become shareholders of the Resulting Company and upon the Scheme becoming effective, the Resulting Company would continue to be owned by the shareholders of Demerged Company in the same proportion as their shareholdings in Demerged Company in the manner provided under the Scheme and there will be "no change in the shareholding pattern" of the shareholders of Demerged Company in the Resulting Company post Demerger. Thereby the Interest of the shareholders in the Demerged Company effectively remain unchanged and the shareholder's interest will not be prejudicially affected.



11 September 2024

The General Manager
Corporate Relationship Department
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai – 400 001
Script Code: 539336

Manager – Listing Compliance
**National Stock Exchange of India
Limited**
Exchange Plaza, Plot No. C-1,
Block G, Bandra – Kurla Complex,
Bandra (East), Mumbai – 400 051
Symbol: GUJGASLTD

Ref: Application seeking approval under Regulation 37 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the proposed Composite Scheme of Amalgamation and Arrangement between Gujarat State Petroleum Corporation Limited ("GSPC"/ "Transferor Company 1"), Gujarat State Petronet Limited ("GSPL"/ "Transferor Company 2"), GSPC Energy Limited ("GEL"/ "Transferor Company 3") (Transferor Company 1, Transferor Company 2 and Transferor Company 3, collectively referred to as the "Transferor Companies"), Gujarat Gas Limited ("GGL"/ "Transferee Company"/ "Demerged Company"/ "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 ("Scheme").

Respected Sir / Ma'am,

This is to confirm that there is no arrangement or agreement amongst Transferor Companies, Transferee Company, Demerged Company, Resulting Company, their creditors, shareholders, promoters, and/or directors etc., which may have any implications on the proposed Scheme or on the shareholders of the Company.

Thanking you.

Yours sincerely,

For Gujarat Gas Limited



Sandeep Dave
Company Secretary & Compliance Officer
Membership No. : FCS 7443



**ASHOK CHHAJED
& ASSOCIATES**
CHARTERED ACCOUNTANTS
22, CITY CENTRE, C.G.ROAD,
NR, SWASTIK CHAR RASTA,
AHMEDABAD-380 009. (INDIA)
TEL. (OFFICE) : 26402929-30
TEL. (RES) : 27492929-30
(Mobile) :- 9426492930
e-mail : ashok_chhajed@yahoo.co.in
ashokchhajedandassociates@gmail.com

To,
The Board of Directors
Gujarat Gas Limited
Gujarat Gas Limited, Gujarat Gas CNG Station,
Sector 5/C, Gandhinagar,
Gujarat – 382006.

Independent Chartered Accountant's Certificate on the relevant section of Companies Act, 2013 and applicable Indian Accounting Standards and accounting treatment in the Proposed Composite scheme of Amalgamation and Arrangement between Gujarat State Petroleum Corporation Limited ("GSPC"/ "Transferor Company 1"), Gujarat State Petronet Limited ("GSPL"/ "Transferor Company 2"), 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

1. We have been requested by the management of the Company to provide certificate in respect of the accompanying Exhibit-I for the relevant sections of Companies Act, 2013 and applicable Indian Accounting Standards and accounting treatment (hereinafter referred together as the "Exhibit-I")

Management's Responsibility

2. The preparation of the Exhibit-I is the responsibility of the Management of the Company including the preparation and maintenance of all accounting and other relevant supporting records and documents including compliance with the applicable provisions of the Companies Act, 2013 ("the Act") and accounting standards notified under section 133 of the Act. This responsibility includes the design, implementation and maintenance of internal controls relevant to the preparation and presentation of the Exhibit-I and applying an appropriate basis of preparation and making estimates that are reasonable in the circumstances.



Independent Chartered Accountant's Responsibility

3. Pursuant to the requirements of Regulation 37 of the SEBI LODR and the stock exchanges, it is our responsibility to provide a limited assurance as to whether the applicable provisions of the Act and applicable Indian Accounting Standards and accounting treatment applicable to the Scheme as mentioned in the Exhibit-I are appropriate.
4. We conducted our examination of the Exhibit-I in accordance with the Guidance Note on Reports or Certificates for Special Purposes issued by the Institute of Chartered Accountants of India ("ICAI"). The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
5. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.
6. We have performed the following procedures in relation to Exhibit-I:
 - a. Obtained and read the accounting treatment in the Composite Scheme;
 - b. Obtained and verified that the Statutory Auditors Certificate of the Transferee Company on Accounting Treatment;
 - c. Verified that the applicable provisions of the Act and applicable Indian Accounting Standards are fairly described in the accompanying Exhibit-I; and
 - d. Performed relevant inquiries with the management and obtained the necessary representation.

Opinion

7. Based on the procedures performed by us as referred to in paragraph 7 above and according to the information, explanation and management representations received by us, we believe that the applicable provisions of the Act and applicable Indian Accounting Standards and accounting treatment applicable to the Composite Scheme as reproduced in Exhibit-I to this certificate, initialed and stamped by us for identification only, are appropriate.



Restriction on Use

8. This certificate is issued at the request of the management of the Transferee Company solely for the purpose of filing with the BSE and NSE and any other regulatory authority in relation to the Proposed Scheme pursuant to the requirements of Sections 230 to 232 of the Act and relevant Rules thereunder. Our certificate should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

For, M/s Ashok Chhajed & Associates

Chartered Accountants

Firm Registration No. 100641W



Naresh Bahroo

Partner

Membership No. : 117743

Place : Gandhinagar

Date : 10 September, 2024

UDIN : 24117743BKGRFY8234



Exhibit-I

Details of Relevant sections of Companies Act, 2013 and applicable Indian Accounting Standards and Accounting treatment

Sr. no.	Particulars	Remarks
1	Applicable Section as per Companies Act 2013	230-232
2	Applicable Companies rules	The Companies (Compromises, Arrangements and Amalgamations) Rules, 2016
3	Applicable section under Companies Act, 2013 for Accounting Treatment	133
4	Applicable Indian Accounting Standard	IND-AS 103 – "Business Combinations" – Pooling of Interest Method (Appendix C)

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GUJARAT GAS

24th September, 2024

To,
Srishti Agarwal
Deputy Manager,
National Stock Exchange of India Limited, 'Exchange Plaza'. C-1, Block G,
Bandra Kurla Complex,
Bandra (E), Mumbai - 400051
Symbol: GUJGASLTD

Details of shareholding of GGL and GTL at each stage in case of the proposed composite scheme of Amalgamation and Arrangement between Gujarat State Petroleum Corporation Limited ("GSPC"/ "Transferor Company 1"), Gujarat State Petronet Limited ("GSPL"/ "Transferor Company 2"), 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

1. Stage-1: Post Amalgamation of GSPC with GGL, the shareholding pattern of GGL would be as under based on the swap ratio mentioned in the valuation report:

Particulars	Shareholding %
Promoters	59.16%
Public	40.84%
Total	100.00%

Pursuant to merger of GSPC into GGL, GGL's holding / investments in GSPC to the extent of 2,00,00,000 equity shares of INR 1 each held by GGL in GSPC would be cancelled.

2. Stage-2: Post Amalgamation of GSPL with GGL, the shareholding pattern of GGL would be as under based on the swap ratio mentioned in the valuation report:

GUJARAT GAS LIMITED (A GSPC Group Company - Government of Gujarat Undertaking) (Formerly known as GSPC Distribution Networks Limited)

Corporate Office : Gujarat Gas Limited, Office No. 4 & 5, Ground Floor, IT Tower-2, Infocity, Gandhinagar 382009

Tel.: +91-079-26737400, 26737500.

Registered Office : Gujarat Gas CNG Station, Sector-5/C, Gandhinagar - 382 006, Gujarat, India. **Tel.:** +91-79-23264777

Website : www.gujaratgas.com, www.gspcgroup.com **CIN :** L40200GJ20125GC069118



ea

Particulars	Shareholding %
Promoters	25.86%
Public	74.14%
Total	100.00%

Pursuant to merger of GSPL into GGL, GSPL's holdings / investments in GGL to the extent of 37,28,73,995 (representing 54.17% of GGL) will be cancelled and GGL's holding/investments in GSPL (On merger of GSPC into GGL in Stage 1, GSPC's investments in GSPL will be transferred and vested to GGL) to the extent of 21,23,05,270 equity shares (representing 37.63% of GSPL) shall stand cancelled.

3. Stage-3: Post Amalgamation of GEL with GGL:

There shall be no change in the shareholding of GGL as no shares are issued on merger of GEL into GGL.

4. Stage-4: Post Demerger of Gas Transmission Business Undertaking of GGL into GTL, the shareholding pattern of GGL and GTL would be as under:

Particulars	Shareholding %
Promoters	25.86%
Public	74.14%
Total	100.00%

Please note that the shareholding of both the company will be the same as pursuant to demerger, GTL will have same shareholding as GGL i.e. it's a mirror shareholding demerger.

Pursuant to demerger, GGL's holding / investments in GEL to the extent of 50,000 equity shares of INR 10 each shall stand cancelled

Thanking You

For, Gujarat Gas Limited




Sandeep Dave
Company Secretary & Compliance Officer
Membership No. : FCS 7443

**ASHOK CHHAJED
& ASSOCIATES**
CHARTERED ACCOUNTANTS
22, CITY CENTRE, C.G.ROAD,
NR. SWASTIK CHAR RASTA,
AHMEDABAD-380 009. (INDIA)
TEL. (OFFICE) : 26402929-30
TEL. (RESI) : 27492929-30
(Mobile) :- 9 4 2 6 4 9 2 9 3 0
e-mail : ashok_chhajed@yahoo.co.in
ashokchhajedandassociates@gmail.com

To, The Board of Directors Gujarat Gas Limited Gujarat Gas Limited, Gujarat Gas CNG Station, Sector 5/C, Gandhinagar, Gujarat – 382006.	To, The Board of Directors Gujarat State Petronet Limited GSPC Bhavan, Sector-11 Gandhinagar, Gujarat – 382011.
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Subject : Independent Chartered Accountant's Certificate in relation to capital built-up of Gujarat State Petroleum Corporation Limited, GSPC Energy Limited and GSPL Transmission Limited

Ref : The Proposed Composite Scheme of Amalgamation and Arrangement between Gujarat State Petroleum Corporation Limited ("GSPC"/ "Transferor Company 1"), Gujarat State Petronet Limited ("GSPL"/ "Transferor Company 2"), 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 ("the Scheme"),

We hereby certify that the share capital built-up in Gujarat State Petroleum Corporation Limited, GSPC Energy Limited and GSPL Transmission Limited has occurred as per the details provided in Exhibit I, Exhibit II and Exhibit III of this certificate.

For, M/s Ashok Chhajed & Associates

Chartered Accountants

Firm Registration No. 100641W

Naresh Bahroo

Partner

Membership No. : 117743

Place : Gandhinagar

Date : 10 September, 2024

UDIN : 24117743BKGRFU7019



Exhibit I

Details of Capital evolution of Gujarat State Petroleum Corporation Limited (Transferor Company 1) :

Date of Issue	No. of shares issued	Issue Price (Rs.)	Type of Issue (IPO/FPO/ Preferential Issue/ Scheme/ Bonus/ Rights, etc.)	Cumulative capital (No of shares)	Whether listed, if not listed, give reasons thereof
29-01-1979	7	100.00	Subscription on signing of Memorandum of Association	7	Unlisted
17-05-1979	25,000	100.00	Further issuance of shares	25,007	Unlisted
25-10-1979	24,000	100.00	Further issuance of shares	49,007	Unlisted
31-03-1981	10,000	100.00	Further issuance of shares	59,007	Unlisted
30-06-1984	10,000	100.00	Further issuance of shares	69,007	Unlisted
26-03-1989	2,000	100.00	Further issuance of shares	71,007	Unlisted
20-12-1988	3,000	100.00	Further issuance of shares	74,007	Unlisted
18-12-1989	5,000	100.00	Further issuance of shares	79,007	Unlisted
07-04-1992	1,100	100.00	Further issuance of shares	80,107	Unlisted
19-09-1992	6,000	100.00	Further issuance of shares	86,107	Unlisted
29-12-1992	15,000	100.00	Further issuance of shares	1,01,107	Unlisted
29-03-1993	15,000	100.00	Further issuance of shares	1,16,107	Unlisted
22-06-1993	25,000	100.00	Further issuance of shares	1,41,107	Unlisted



Date of Issue	No. of shares issued	Issue Price (Rs.)	Type of Issue (IPO/FPO/ Preferential Issue/ Scheme/ Bonus/ Rights, etc.)	Cumulative capital (No of shares)	Whether listed, if not listed, give reasons thereof
28-09-1993	12,500	100.00	Further issuance of shares	1,53,607	Unlisted
22-09-1994	15,36,070	10.00	Sub-division of shares*	15,36,070	Unlisted
16-03-1995	29,75,000	10.00	Further issuance of shares	45,11,070	Unlisted
16-03-1995	10,00,000	10.00	Further issuance of shares	55,11,070	Unlisted
16-03-1995	10,00,000	10.00	Further issuance of shares	65,11,070	Unlisted
16-03-1995	10,00,000	10.00	Further issuance of shares	75,11,070	Unlisted
16-03-1995	10,00,000	10.00	Further issuance of shares	85,11,070	Unlisted
16-03-1995	8,50,000	10.00	Further issuance of shares	93,61,070	Unlisted
16-03-1995	2,50,000	10.00	Further issuance of shares	96,11,070	Unlisted
07-04-1997	1,40,00,000	10.00	Further issuance of shares	2,36,11,070	Unlisted
21-02-2000	2,00,00,000	10.00	Further issuance of shares	4,36,11,070	Unlisted
27-03-2000	20,00,000	10.00	Further issuance of shares	4,56,11,070	Unlisted
20-01-2001	4,00,00,000	10.00	Further issuance of shares	8,56,11,070	Unlisted
17-09-2001	1,00,00,000	10.00	Further issuance of shares	9,56,11,070	Unlisted
20-05-2002	1,00,00,000	10.00	Further issuance of shares	10,56,11,070	Unlisted
07-03-2009	10,03,61,070	-	Issuance of bonus shares in ratio of 1:1	20,59,72,140	Unlisted



Date of Issue	No. of shares issued	Issue Price (Rs.)	Type of Issue (IPO/FPO/ Preferential Issue/ Scheme/ Bonus/ Rights, etc.)	Cumulative capital (No of shares)	Whether listed, if not listed, give reasons thereof
07-03-2009	10,00,000	-	Issuance of bonus shares in ratio of 1:1	20,69,72,140	Unlisted
07-03-2009	10,00,000	-	Issuance of bonus shares in ratio of 1:1	20,79,72,140	Unlisted
07-03-2009	10,00,000	-	Issuance of bonus shares in ratio of 1:1	20,89,72,140	Unlisted
07-03-2009	10,00,000	-	Issuance of bonus shares in ratio of 1:1	20,99,72,140	Unlisted
07-03-2009	2,50,000	-	Issuance of bonus shares in ratio of 1:1	21,02,22,140	Unlisted
07-03-2009	10,00,000	-	Issuance of bonus shares in ratio of 1:1	21,12,22,140	Unlisted
29-12-2009	2,11,22,21,400	-	Sub-division of shares**	2,11,22,21,400	Unlisted
20-02-2010	15,43,200	81.00	Further issuance of shares	2,11,37,64,600	Unlisted
20-02-2010	1,23,45,600	81.00	Further issuance of shares	2,12,61,10,200	Unlisted
20-02-2010	5,55,500	81.00	Further issuance of shares	2,12,66,65,700	Unlisted
20-02-2010	61,72,800	81.00	Further issuance of shares	2,13,28,38,500	Unlisted
20-02-2010	15,43,200	81.00	Further issuance of shares	2,13,43,81,700	Unlisted
20-02-2010	1,85,00,000	81.00	Further issuance of shares	2,15,28,81,700	Unlisted
20-02-2010	1,35,80,200	81.00	Further issuance of shares	2,16,64,61,900	Unlisted



Date of Issue	No. of shares issued	Issue Price (Rs.)	Type of Issue (IPO/FPO/ Preferential Issue/ Scheme/ Bonus/ Rights, etc.)	Cumulative capital (No of shares)	Whether listed, if not listed, give reasons thereof
20-02-2010	1,85,18,500	81.00	Further issuance of shares	2,18,49,80,400	Unlisted
20-02-2010	1,23,45,600	81.00	Further issuance of shares	2,19,73,26,000	Unlisted
22-05-2010	3,70,37,030	81.00	Allotment of shares on account of conversion of Compulsory Convertible Debenture – SBI	2,23,43,63,030	Unlisted
31-03-2012	6,17,28,395	81.00	Further issuance of shares	2,29,60,91,425	Unlisted
29-03-2013	6,17,28,395	81.00	Further issuance of shares	2,35,78,19,820	Unlisted
02-04-2013	4,93,82,716	81.00	Further issuance of shares	2,40,72,02,536	Unlisted
31-03-2014	7,90,12,345	81.00	Further issuance of shares	2,48,62,14,881	Unlisted
02-04-2014	74,07,408	81.00	Further issuance of shares	2,49,36,22,289	Unlisted
20-01-2015	3,08,64,197	81.00	Further issuance of shares	2,52,44,86,486	Unlisted
19-10-2015	5,47,76,434	81.00	Further issuance of shares	2,57,92,62,920	Unlisted
18-05-2019	7,49,06,36,704	8.01	Allotment of shares to GSIL pursuant to the Scheme of arrangement pertaining to listed NCD(s)	10,06,98,99,624	Unlisted
29-05-2019	18,72,65,730	8.01	Allotment of shares on account of conversion of Compulsory	10,25,71,65,354	Unlisted



Date of Issue	No. of shares issued	Issue Price (Rs.)	Type of Issue (IPO/FPO/ Preferential Issue/ Scheme/ Bonus/ Rights, etc.)	Cumulative capital (No of shares)	Whether listed, if not listed, give reasons thereof
			Convertible Debenture - IDBI		
29-05-2019	12,48,43,146	8.01	Allotment of shares on account of conversion of Compulsory Convertible Debenture – IFCI	10,38,20,08,500	Unlisted
29-05-2019	37,45,31,764	8.01	Allotment of shares on account of conversion of Compulsory Convertible Debenture - SBI	10,75,65,40,264	Unlisted

*The Equity Shares of Gujarat State Petroleum Corporation Limited of Face Value of Rs. 100/- each were sub-divided into 10 Equity Shares of Face Value of Rs. 10/- each fully paid up.

**The Equity Shares of Gujarat State Petroleum Corporation Limited of Face Value of Rs. 10/- each were sub-divided into 10 Equity Shares of Face Value of Rs. 1/- each fully paid up.



Exhibit II

Details of Capital evolution of GSPC Energy Limited (Transferor Company 3) :

Date of Issue	No. of shares issued	Issue Price (Rs.)	Type of Issue (IPO/FPO/ Preferential Issue/ Scheme/ Bonus/ Rights, etc.)	Cumulative capital (No of shares)	Whether listed, if not listed, give reasons thereof
18.12.2015	50,000	10	Subscription on signing of Memorandum of Association	5,00,000	Unlisted

7



Exhibit III

Details of Capital evolution of GSPL Transmission Limited (Resulting Company) :

Date of Issue	No. of shares issued	Issue Price (Rs.)	Type of Issue (IPO/FPO/ Preferential Issue/ Scheme/ Bonus/ Rights, etc.)	Cumulative capital (No of shares)	Whether listed, if not listed, give reasons thereof
23.07.2024	50,000	10	Subscription on signing of Memorandum of Association	50,000	Unlisted

M



11 September 2024

The General Manager
Corporate Relationship Department
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai – 400 001
Script Code: 539336

Manager – Listing Compliance
National Stock Exchange of India Limited
Exchange Plaza, Plot No. C-1,
Block G, Bandra – Kurla Complex,
Bandra (East), Mumbai – 400 051
Symbol: GUJGASLTD

Ref: Application seeking approval under Regulation 37 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the proposed composite scheme of Amalgamation and Arrangement between 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 (“Scheme”).

Respected Sir/ Ma’am,

As per the records available and to the best of our knowledge, there are no actions taken / pending by government, regulatory body or agency against any of the entities involved in the Scheme for the period of recent 8 (eight) years.

Thanking you.

Yours sincerely,

For Gujarat Gas Limited



Sandeep Dave
Company Secretary & Compliance Officer
Membership No. : FCS 7443

11 September, 2024

To,
The General Manager
Corporate Relationship Department
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai – 400 001
Script Code: 539336

Subject : Basis for division of assets and liabilities between divisions of Demerged Company in respect of the Composite Scheme of Amalgamation and Arrangement between Gujarat State Petroleum Corporation Limited ("GSPC"/ "Transferor Company 1"), Gujarat State Petronet Limited ("GSPL"/ "Transferor Company 2"), GSPC Energy Limited ("GEL"/ "Transferor Company 3"), Gujarat Gas Limited ("GGL"/ "Transferee Company"/ "Demerged Company"/ "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 (hereinafter referred to as "Scheme").

Respected Sir/ Madam,

This is to clarify that in respect of the Scheme, the Demerged Undertaking i.e. Gas Transmission Business Undertaking as defined in Clause 1.17 of the Scheme consists of the business undertakings, assets, liabilities and all activities and operations of Demerged Company related to or pertaining to the conduct of, or the activities of the Gas Transmission Business Undertaking on a going concern basis.

Accordingly, all the assets and liabilities pertaining to Gas Transmission Business Undertaking as defined in the Scheme are proposed to be transferred to the Resulting Company and the assets and liabilities pertaining to the Remaining Undertaking as defined in Clause 1.32 of the Scheme are proposed to be retained by the Demerged Company.

Thanking you,

Yours sincerely,
For, Gujarat Gas Limited



Sandeep Dave
Company Secretary & Compliance Officer
Membership No.: FCS 7443

11 September 2024

The General Manager
Corporate Relationship Department
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai – 400 001
Script Code: 539336

Manager – Listing Compliance
National Stock Exchange of India Limited
Exchange Plaza, Plot No. C-1,
Block G, Bandra – Kurla Complex,
Bandra (East), Mumbai – 400 051
Symbol: GUJGASLTD

Ref: Application seeking approval under Regulation 37 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the proposed Composite Scheme of Amalgamation and Arrangement between Gujarat State Petroleum Corporation Limited ("GSPC"/ "Transferor Company 1"), Gujarat State Petronet Limited ("GSPL"/ "Transferor Company 2"), GSPC Energy Limited ("GEL"/ "Transferor Company 3") (Transferor Company 1, Transferor Company 2 and Transferor Company 3, collectively referred to as the "Transferor Companies"), Gujarat Gas Limited ("GGL"/ "Transferee Company"/ "Demerged Company"/ "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 ("Scheme").

Rationale of the Scheme and its beneficial to the public shareholders of the Company

1. Through the Scheme, it is proposed to integrate the businesses of the Transferor Companies and the Transferee Company to achieve synergies and following benefits:
 - a. **Achieving Better Business Synergies and Growth:**

Through the Scheme, the synergies that exist among the entities, whose businesses are interrelated or interconnected can be put to the best advantage for the stakeholders. The Scheme will, inter-alia, make available to the Transferee Company access to gas sourcing expertise and highly diversified gas sourcing arrangements of Transferor Company 1 as well as regasification capacity tied-up by Transferor Company 1 thereby helping the Transferee Company in becoming more competitive in entire gas business segment. Further, the proposed Scheme will provide an opportunity to better leverage the combined asset and capital base, build a stronger and sustainable business and improve the potential for further growth and expansion of gas trading and city gas distribution business.
 - b. **Simplification of Group Holding Structure:**

The Scheme is aimed at simplifying GSPC Group's holding structure by removing the layers and crossholding.
 - c. **Unlocking of Shareholders' Value:**

By removing the layers and cross holdings and enhancing business synergies, the Scheme aims at maximizing Shareholders' Value by unlocking hidden value for shareholders. The



arrangement (merger and demerger of the businesses) aims at simplifying the corporate structure of the GSPC Group making it easier to focus, manage and administer core businesses of the GSPC Group with clear accountability, reduced administrative burden and improved transparency for stakeholders.

d. **Improved Efficiency and Enhanced Scale of Operations:**

The combined entity would have greater efficiency in cash management, unfettered access to cash flow generated by the combined businesses which can be deployed more efficiently to fund organic and inorganic growth opportunities. It will have large net worth and borrowing capacity to expand its business at a faster rate. The combined entity will improve the potential for further expansion of the businesses by way of increased investment strength of the combined entity.

e. **Optimum Utilization of Resources:**

The consolidated entity will be benefited from improved organizational leadership, arising from the combination of people from relevant companies, who have diverse skills, talent and vast experience to compete successfully in an increasingly competitive market. The Scheme is also aimed at reducing administrative compliances by combining the multiple entities in the similar or inter-connected business and to reduce legal and compliance cost while at the same time meeting with the regulatory requirements of the Petroleum & Natural Gas Regulatory Board.

2. Considering the above rationale of the Scheme, the Company believes that the proposed Scheme will unlock long term value for the public shareholders.
3. Further, it is also states that pursuant to the Scheme, the public shareholders of the merged Company will have a share in returns arising from larger business operations and asset base of the merged entity.
4. Considering the overall rationale and benefits of the Scheme, the Company is of the view that the Scheme is in the best interest of public shareholders of the Company.

Thanking you.

Yours sincerely,

For Gujarat Gas Limited



Sandeep Dave
Company Secretary & Compliance Officer
Membership No. : FCS 7443

11 September, 2024

The General Manager
Corporate Relationship Department
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai – 400 001
Script Code: 539336

Manager – Listing Compliance
**National Stock Exchange of India
Limited**
Exchange Plaza, Plot No. C-1,
Block G, Bandra – Kurla Complex,
Bandra (East), Mumbai – 400 051
Symbol: GUJGASLTD

Ref: Application seeking approval under Regulation 37 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the proposed Composite Scheme of Amalgamation and Arrangement between Gujarat State Petroleum Corporation Limited ("GSPC"/ "Transferor Company 1"), Gujarat State Petronet Limited ("GSPL"/ "Transferor Company 2"), GSPC Energy Limited ("GEL"/ "Transferor Company 3"), Gujarat Gas Limited ("GGL"/ "Transferee Company"/ "Demerged Company"/ "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 ("Scheme").

Respected Sir / Ma'am,

In connection with the above application, it is stated that the amalgamation, and transfer and vesting of the assets, liabilities and the entire business of the Transferor Company 1, Transferor Company 2 and Transferor Company 3 into the Company envisaged under the Scheme is in compliance with the conditions relating to "amalgamation" as defined under section 2(1B) and other applicable provisions of the Income tax Act, 1961.

Further, it is also states that demerger, and transfer and vesting of the assets and liabilities relating to demerged undertaking i.e. Gas Transmission Business Undertaking (*as defined in the Scheme*) of the Demerged Company into the Resulting Company envisaged under the Scheme is in compliance with the conditions relating to "demerger" as defined under section 2(19AA) and other applicable provisions of the Income-tax Act, 1961.

Thanking you.

Yours sincerely,

For Gujarat Gas Limited


Rajesh Sivadasan
CFO



11 September, 2024

The General Manager
Corporate Relationship Department
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai – 400 001
Script Code: 539336

Ref: Application seeking approval under Regulation 37 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the proposed Composite Scheme of Amalgamation and Arrangement between 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 (hereinafter referred to as “Scheme”).

Respected Sir / Ma'am,

In connection with the above application, it is stated that the accounting treatment mentioned in the Scheme is in compliance with the applicable Indian Accounting Standards which has been also certified by the Statutory Auditor of the Company (Refer Accounting treatment certificate from the Statutory Auditor enclosed as Annexure 10).

Thanking you.

Yours sincerely,

For Gujarat Gas Limited


Rajesh Sivadasan
Chief Financial Officer



11 September, 2024

The General Manager
Corporate Relationship Department
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai – 400 001
Script Code: 539336

Manager – Listing Compliance
**National Stock Exchange of India
Limited**
Exchange Plaza, Plot No. C-1,
Block G, Bandra – Kurla Complex,
Bandra (East), Mumbai – 400 051
Symbol: GUJGASLTD

Ref: Application seeking approval under Regulation 37 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the for the proposed Composite Scheme of Amalgamation and Arrangement between 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.

Respected Sir / Ma'am,

In connection with the above application, it is stated that the Scheme is in compliance with the applicable securities laws.

Thanking you.

Yours sincerely,

For Gujarat Gas Limited



Sandeep Dave
Company Secretary & Compliance Officer
Membership No. : FCS 7443

11 September, 2024

The General Manager
Corporate Relationship Department
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai – 400 001
Script Code: 539336

Manager – Listing Compliance
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Respected Sir / Madam,

In connection with the above application, it is stated that the Scheme is yet to be executed.

Thanking you.

Yours sincerely,

For Gujarat Gas Limited



Sandeep Dave
Company Secretary & Compliance Officer
Membership No. : FCS 7443

