

**REPORT ADOPTED BY THE BOARD OF DIRECTORS OF GUJARAT STATE PETROLEUM CORPORATION LIMITED AT ITS MEETING HELD ON FRIDAY, THE 30<sup>TH</sup> AUGUST, 2024, UNDER SECTION 232(2)(C) OF THE COMPANIES ACT, 2013**

**1. Background**

- 1.1. The Board of Directors of Gujarat State Petroleum Corporation Limited has approved the proposed Composite Scheme of Amalgamation and Arrangement ("Scheme") amongst Gujarat State Petroleum Corporation Limited ("GSPC" or "Transferor Company 1" or "Company"), Gujarat State Petronet Limited ("GSPL" or "Transferor Company 2"), GSPC Energy Limited ("GEL" or "Transferor Company 3"), Gujarat Gas Limited ("GGL" or "Transferee Company" or "Demerged Company") and GSPL Transmission Limited ("GTL" or "Resulting Company") and their respective shareholders ("Scheme").

Further, the provisions of section 232(2)(c) of the Companies Act, 2013 require the Directors of the Company to adopt a report explaining the effect of arrangement and amalgamation on shareholders, key managerial personnel ("KMPs"), promoters and non-promoter shareholders of the Company, laying out in particular the share exchange ratio and specifying any special valuation difficulties.

- 1.2. This report is accordingly being made in pursuance to the requirements of section 232(2)(c) of the Companies Act, 2013.

- 1.3. The following documents were placed before the Board:

1.3.1. Draft Scheme amongst GSPC, GSPL, GEL, GGL and GTL and their respective shareholders;

1.3.2. Memorandum and Articles of Association of the Company;

1.3.3. Joint valuation report issued by Ernst & Young Merchant Banking Services LLP (IBBI registration number IBBI/RV-E/05/2021/155) and SSPA & Co., Chartered Accountants (IBBI registration number IBBI/RV-E/06/2020/126), Registered Valuers dated 30<sup>th</sup> August, 2024 ("Valuation Report"); and

1.3.4. Auditor's Certificate dated 30<sup>th</sup> August 2024 issued by M/s Singhvi & Mehta, the statutory auditor of the Company, in terms of proviso to sub-clause (j) of Section 232(3) of the Companies Act, 2013 to the effect that



THE accounting treatment provided in the Scheme is in compliance with applicable Accounting Standards specified by the Central Government under Section 133 of the Companies Act, 2013

**2. Effect of the Scheme on shareholders (promoter shareholders and non-promoter shareholders), KMPs and employees of GSPC**

**Shareholders (including promoter and non-promoter)**

- 2.1. The share capital of the Company is constituted of only equity share capital comprising of equity shares having face value of Rs. 1/- (INR One only) each.
- 2.2. Under the Scheme, an arrangement is sought to be entered into between GSPC and its equity shareholders on the following terms:

Upon the Scheme coming into effect and in consideration of amalgamation of GSPC into GGL, 10 (Ten) fully paid Equity Shares of Rs .2/- (INR Two only), each credited as fully paid-up share of GGL, shall be issued for every 305 (Three Hundred and Five) fully paid equity share of GSPC of the face value of INR 1/- (INR One only) each held by the shareholders in GSPC.

**Creditors**

- 2.3. No liability of GSPC towards its creditors shall be reduced or extinguished under the Scheme nor does the Scheme provides for any compromise or arrangement with the creditors. No rights of the creditors of GSPC are being affected pursuant to the Scheme. The creditors of GSPC would not be prejudiced in any manner by the Scheme. GSPC neither has any outstanding deposits nor has any outstanding debentures.

**Employees and KMPs**

- 2.4. The Scheme does not envisage any adverse change in the terms of the existing employees of GSPC. Upon the Scheme coming into effect, all employees of the GSPC shall become the employees of GGL without any interruption of or break in service and in the manner provided in the Scheme. In the circumstances, the rights of employees of GSPC would in no way be adversely affected by the Scheme.
- 2.5. None of the KMPs of GSPC shall be adversely affected by the Scheme coming into effect.
- 2.6. The effect of the Scheme on the interest of the KMPs and their relatives holding shares in the Company is not different from the effect of the Scheme on the other shareholders of the Company.



**3. Valuation of the Share Exchange / Entitlement Ratio and Valuation Difficulties**

3.1. Based on the Valuation Report, the Board of Directors approved share entitlement ratio is as stated below:

**On Amalgamation of Transferor Company 1 with GGL:**

*"10 (Ten) fully paid equity shares of INR 2/- (INR Two only) each of the Transferee Company for every 305 (Three Hundred and Five) fully paid equity shares of INR 1/- (INR One only) each held by the shareholders in the Transferor Company 1."*

**On Amalgamation of Transferor Company 2 with GGL:**

*"10 (Ten) fully paid equity shares of INR 2/- (INR Two only) each of the Transferee Company for every 13 (Thirteen) fully paid equity shares of INR 10/- (INR Ten only) each held by the shareholders in the Transferor Company 2."*

**On Demerger of Gas Transmission Business Undertaking into GTL**

*"1 (One) fully paid equity share of INR 10/- (INR Ten only) each of the Resulting Company for every 3 (Three) fully paid equity shares of INR 2/- (INR Two only) each held by the shareholders in the Demerged Company."*

3.2. No special valuation difficulties were reported.

**By Order of the Board,  
For Gujarat State Petroleum Corporation Limited**



**Shri Milind Torawane, IAS  
Managing Director  
30<sup>th</sup> August 2024**





## Gujarat State Petronet Ltd.

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

**REPORT ADOPTED BY THE BOARD OF DIRECTORS OF GUJARAT STATE  
PETRONET LIMITED AT ITS MEETING HELD ON FRIDAY, 30<sup>TH</sup> AUGUST, 2024,  
UNDER SECTION 232(2)(c) OF THE COMPANIES ACT, 2013**

### 1. Background

- 1.1. The Board of Directors of Gujarat State Petronet Limited has approved the proposed Composite Scheme of Amalgamation and Arrangement ("Scheme") amongst Gujarat State Petroleum Corporation Limited ("GSPC" or "Transferor Company 1"), Gujarat State Petronet Limited ("GSPL" or "Transferor Company 2" or "Company"), GSPC Energy Limited ("GEL" or "Transferor Company 3"), GSPL Transmission Limited ("GTL" or "Resulting Company") and Gujarat Gas Limited ("GGL" or "Transferee Company" or "Demerged Company") and their respective shareholders ("Scheme").

Further, the provisions of section 232(2)(c) of the Companies Act, 2013 require the Directors of the Company to adopt a report explaining the effect of arrangement and amalgamation on shareholders, key managerial personnel ("KMPs"), promoters and non-promoter shareholders of the Company laying out in particular the share exchange ratio, specifying any special valuation difficulties.

- 1.2. This report is accordingly being made in pursuance to the requirements of section 232(2)(c) of the Companies Act, 2013.
- 1.3. The following documents were placed before the Board:
- 1.3.1. Draft Scheme;
- 1.3.2. Memorandum and Articles of Association of the Company;
- 1.3.3. Joint valuation report issued by Ernst & Young Merchant Banking Services LLP (IBBI registration number IBBI/RV-E/05/2021/155) and SSPA & Co., Chartered Accountants (IBBI registration number IBBI/RV-E/06/2020/126), Registered Valuers dated 30<sup>th</sup> August, 2024 ("Valuation Report");



- 1.3.4. Fairness opinion dated 30<sup>th</sup> August, 2024 issued by Fortress Capital Management Services Private Limited, an independent Securities and Exchange Board of India ("SEBI") registered Category - I Merchant Banker, providing the fairness opinion on the share exchange ratio recommended in the Valuation Report;
  - 1.3.5. Certificate dated 30<sup>th</sup> August, 2024 from the Statutory Auditors of the Company i.e., M/s. B. P. Bang & Co., in terms of Para (A)(5) of Part I of the SEBI Master Circular dated 20<sup>th</sup> June, 2023 and proviso to sub-clause (j) of Section 232(3) of the Companies Act, 2013, to the effect that the accounting treatment provided in the Scheme is in compliance with applicable Accounting Standards specified by the Central Government under Section 133 of the Companies Act, 2013;
  - 1.3.6. Report by the Audit Committee of the Company dated 30<sup>th</sup> August, 2024; and
  - 1.3.7. Report by the Committee of Independent Directors of the Company dated 30<sup>th</sup> August, 2024.
- 2. Effect of the Scheme on shareholders (promoter shareholders and non-promoter shareholders), KMPs and employees of GSPL**
- Shareholders (including promoter and non-promoter)**
- 2.1. Under the Scheme, an arrangement is sought to be entered into between GSPL and its equity shareholders in following terms:
    - 2.1.1. Upon the Scheme coming into effect and in consideration of amalgamation of GSPL into GGL, 10 (Ten) fully paid equity shares of INR 2/- (INR Two only) each of the Transferee Company for every 13 (Thirteen) fully paid equity shares of INR 10/- (INR Ten only) each held by the shareholders in the Transferor Company 2.
    - 2.1.2. Upon the Scheme coming into effect and in consideration of the demerger of the Gas Transmission Business Undertaking (as defined in the Scheme) into GTL, 1 (One) fully paid equity share of INR 10/- (INR Ten only) each of the Resulting Company for every 3 (Three) fully paid equity shares of INR 2/- (INR Two only) each held by the shareholders in the Demerged Company.



## Creditors

- 2.2. No liability of GSPL towards its creditors shall be reduced or extinguished under the Scheme nor does the Scheme provides for any compromise or arrangement with the creditors. No rights of the creditors of GSPL are being affected pursuant to the Scheme. The creditors of GSPL would not be prejudiced in any manner by the Scheme. The Company neither has any outstanding deposits nor any outstanding debentures.

## Employees and KMPs

- 2.3. The Scheme does not envisage any adverse change in the terms of the existing employees of GSPL. Upon the Scheme coming into effect, all the employees of the Transferor Company 1, Transferor Company 2 and Transferor Company 3 shall become the employees of GGL and all the employees engaged in relation to the Gas Transmission Business Undertaking shall become the employees of GTL without any interruption of or break in service and in the manner provided in the Scheme. In the circumstances, the rights of employees of GSPL would in no way be adversely affected by the Scheme.
- 2.4. None of the KMPs of GSPL shall be adversely affected by the Scheme coming into effect.
- 2.5. The effect of the Scheme on the interest of the KMPs and their relatives holding shares in GSPL is not different from the effect of the Scheme on the other shareholders of GSPL.

## 3. Valuation of the Share Exchange / Entitlement Ratio and Valuation Difficulties

- 3.1. Based on the Valuation Report, the Board of Directors of the Company approved share entitlement ratio is as stated below:

### On Amalgamation of Transferor Company 2 with GGL:

"10 (Ten) fully paid equity shares of INR 2/- (INR Two only) each of the Transferee Company for every 13 (Thirteen) fully paid equity shares of INR 10/- (INR Ten only) each held by the shareholders in the Transferor Company 2."

### On Demerger of Gas Transmission Business Undertaking into GTL



“1 (One) fully paid equity share of INR 10/- (INR Ten only) each of the Resulting Company for every 3 (Three) fully paid equity shares of INR 2/- (INR Two only) each held by the shareholders in the Demerged Company.”

3.2. No special valuation difficulties were reported.

**By Order of the Board,  
For Gujarat State Petronet Limited**

  
Milind Torawane, IAS  
**Joint Managing Director**

**Date:** 30<sup>th</sup> August, 2024

**Place:** Gandhinagar

**REPORT ADOPTED BY THE BOARD OF DIRECTORS OF GSPC ENERGY LIMITED AT ITS MEETING HELD ON FRIDAY, THE 30TH AUGUST, 2024, UNDER SECTION 232(2)(C) OF THE COMPANIES ACT, 2013**

**1. Background**

- 1.1. The Board of Directors of GSPC Energy Limited has approved the proposed Composite Scheme of Amalgamation and Arrangement ("Scheme") amongst Gujarat State Petroleum Corporation Limited ("GSPC" or "Transferor Company 1"), Gujarat State Petronet Limited ("GSPL" or "Transferor Company 2"), GSPC Energy Limited ("GEL" or "Transferor Company 3" or "Company"), Gujarat Gas Limited ("GGL" or "Transferee Company" or "Demerged Company") and GSPL Transmission Limited ("GTL" or "Resulting Company") and their respective shareholders ("Scheme").

Further, the provisions of section 232(2)(c) of the Companies Act, 2013 require the Directors of the Company to adopt a report explaining the effect of arrangement and amalgamation on shareholders, key managerial personnel ("KMPs"), promoters and non-promoter shareholders of the Company, laying out in particular the share exchange ratio and specifying any special valuation difficulties.

- 1.2. This report is accordingly being made in pursuance to the requirements of section 232(2)(c) of the Companies Act, 2013.

- 1.3. The following documents were placed before the Board:

1.3.1. Draft Scheme amongst GSPC, GSPL, GEL, GGL and GTL and their respective shareholders;

1.3.2. Memorandum and Articles of Association of the Company;

1.3.3. Joint Valuation Report issued by SSPA & Co. and Ernst & Young Merchant Banking Services LLP dated 30th August, 2024; and

1.3.4. Auditor's Certificate dated 30<sup>th</sup> August 2024 issued by M/s DJNV & Co., the statutory auditors of the Company, in terms of proviso to sub-clause (j) of Section 232(3) of the Companies Act, 2013 to the effect that the accounting treatment provided in the Scheme is in compliance with applicable Accounting Standards specified by the Central Government under Section 133 of the Companies Act, 2013.



**2. Effect of the Scheme on shareholders (promoter shareholders and non-promoter shareholders), KMPs and employees of GEL**

**Shareholders (including promoter and non-promoter)**

- 2.1. The share capital of the Company is constituted of only equity share capital comprising of equity shares having face value of Rs. 10/- (INR Ten only) each.
- 2.2. Under the Scheme, an arrangement is sought to be entered into between GEL and its equity shareholders on the following terms:

Upon the Scheme coming into effect and in consideration of amalgamation of GEL into GGL, the shares held by GGL (as were held by GSPC before the amalgamation) in GEL (pursuant to merger of GSPC into GGL) shall stand cancelled due to merger of a wholly owned subsidiary with its parent company.

**Creditors**

- 2.3. No liability of GEL towards its creditors shall be reduced or extinguished under the Scheme nor does the Scheme provides for any compromise or arrangement with the creditors. No rights of the creditors of GEL are being affected pursuant to the Scheme. The creditors of GEL would not be prejudiced in any manner by the Scheme. GEL neither has any outstanding deposits nor has any outstanding debentures.

**Employees and KMPs**

- 2.4. The Scheme does not envisage any adverse change in the terms of the existing employees of GEL. Upon the Scheme coming into effect, all the employees of the GEL shall become the employees of GGL without any interruption of or break in service and in the manner provided in the Scheme. In the circumstances, the rights of employees of GEL would in no way be adversely affected by the Scheme.
- 2.5. None of the KMPs of GEL shall be adversely affected by the Scheme coming into effect.
- 2.6. The effect of the Scheme on the interest of the KMPs and their relatives holding shares in the Company is not different from the effect of the Scheme on the other shareholders of the Company.

**3. Valuation of the Share Exchange / Entitlement Ratio and Valuation Difficulties**

Following the merger of GSPC into GGL, GEL, currently a wholly owned subsidiary of GSPC, would become a wholly owned subsidiary of GGL.



Consequently, no valuation of GEL for determination of share exchange / entitlement ratio has been undertaken. Thus upon the Scheme coming into effect and in consideration of amalgamation of GEL into GGL, the shares held by GGL (as were held by GSPC before the amalgamation) in GEL (pursuant to merger of GSPC into GGL) shall stand cancelled due to merger of a wholly owned subsidiary with its parent company.

**By Order of the Board,  
For GSPC Energy Limited**

*Rajesh S*

**Shri Rajesh Sivadasan  
Director  
30th August 2024**





**REPORT ADOPTED BY THE BOARD OF DIRECTORS OF GUJARAT GAS LIMITED  
AT ITS MEETING HELD ON FRIDAY, 30<sup>TH</sup> AUGUST, 2024, UNDER SECTION 232(2)(c)  
OF THE COMPANIES ACT, 2013**

**1. Background**

1.1. The Board of Directors of Gujarat Gas Limited has approved the proposed Composite Scheme of Amalgamation and Arrangement ("Scheme") amongst Gujarat State Petroleum Corporation Limited ("GSPC" or "Transferor Company 1"), Gujarat State Petronet Limited ("GSPL" or "Transferor Company 2"), GSPC Energy Limited ("GEL" or "Transferor Company 3"), GSPL Transmission Limited ("GTL" or "Resulting Company") and Gujarat Gas Limited ("GGL" or "Transferee Company" or "Demerged Company" or "Company") and their respective shareholders ("Scheme").

Further, the provisions of section 232(2)(c) of the Companies Act, 2013 requires the Directors of the Company to adopt a report explaining the effect of arrangement and amalgamation on shareholders, key managerial personnel ("KMPs"), promoters and non-promoter shareholders of the Company laying out in particular the share exchange ratio, specifying any special valuation difficulties.

1.2. This report is accordingly being made in pursuance to the requirements of section 232(2)(c) of the Companies Act, 2013.

1.3. The following documents were placed before the Board:

1.3.1. Draft Scheme;

1.3.2. Memorandum and Articles of Association of the Company;

1.3.3. Joint valuation report issued by Ernst & Young Merchant Banking Services LLP (IBBI registration number IBBI/RV-E/05/2021/155) and SSPA & Co., Chartered Accountants (IBBI registration number IBBI/RV-E/06/2020/126), Registered Valuers dated 30<sup>th</sup> August, 2024 ("Valuation Report");

1.3.4. Fairness opinion dated 30<sup>th</sup> August, 2024 issued by Saffron Capital Advisors Private Limited an independent Securities and Exchange Board of India ("SEBI") registered Category - I Merchant Banker (SEBI Registration No. INM000011211), providing the fairness opinion on the share exchange ratio recommended in the Valuation Report;





GUJARAT GAS

1.3.5. Certificate dated 30<sup>th</sup> August, 2024 from the Statutory Auditors of the Company i.e., M/s. Ashok Chhajed & Associates, in terms of Para (A)(5) of Part I of the SEBI Master Circular dated 20<sup>th</sup> June, 2023 and Proviso to sub-clause (j) of Section 232(3) of the Act, to the effect that the accounting treatment provided in the Scheme is in compliance with applicable Accounting Standards specified by the Central Government under Section 133 of the Companies Act, 2013;

1.3.6. Report by the Audit Committee of the Company dated 30<sup>th</sup> August, 2024; and

1.3.7. Report by the Committee of Independent Directors of the Company dated 30<sup>th</sup> August, 2024.

**2. Effect of the Scheme on shareholders (promoter shareholders and non-promoter shareholders), KMPs and employees of GGL**

**Shareholders (including promoter and non-promoter)**

2.1. Under the Scheme, an arrangement is sought to be entered into between GGL and its equity shareholders in following terms:

2.1.1. upon the Scheme coming into effect and in consideration of amalgamation of GSPC into GGL, 10 (Ten) equity shares of INR 2/- (INR Two only), each credited as fully paid-up share of GGL, shall be issued for every 305 (Three Hundred and Five) equity share of GSPC of the face value of INR 1/- (INR One only) each held by the shareholders in GSPC;

2.1.2. upon the Scheme coming into effect and in consideration of amalgamation of GSPL into GGL, 10 (Ten) equity shares of INR 2/- (INR Two only), each credited as fully paid-up share of GGL, shall be issued for every 13 (Thirteen) equity share of GSPL of the face value of INR 10/- (INR Ten only) each held by the shareholders in GSPL;

2.1.3. upon the Scheme coming into effect and as a result of amalgamation of GEL into GGL, the equity shares of GEL held by GGL (transferred from GSPC to GGL pursuant to the amalgamation of GSPC into GGL) shall stand extinguished; and

2.1.4. upon the Scheme coming into effect and in consideration of the demerger of the Gas Transmission Business Undertaking (as defined in the Scheme) into GTL, 1 (One) equity shares of INR 10/- (INR Ten only), each credited as fully paid-up share of GTL, shall be issued for every 3 (Three) equity share of GGL of the face value of INR 2/- (INR Two only) each held by the shareholders in GGL.





### **Creditors**

- 2.2. No liability of GGL towards its creditors shall be reduced or extinguished under the Scheme nor does the Scheme provides for any compromise or arrangement with the creditors. No rights of the creditors of GGL are being affected pursuant to the Scheme. The creditors of GGL would not be prejudiced in any manner by the Scheme. The Company neither has any outstanding deposits nor any outstanding debentures.

### **Employees and KMPs**

- 2.3. The Scheme does not envisage any adverse change in the terms of the existing employees of GGL. Upon the Scheme coming into effect, all the employees of the Transferor Company 1, Transferor Company 2 and Transferor Company 3 shall become the employees of GGL and all the employees engaged in relation to the Gas Transmission Business Undertaking shall become the employees of GTL without any interruption of or break in service and in the manner provided in the Scheme. In the circumstances, the rights of employees of GGL would in no way be adversely affected by the Scheme.
- 2.4. None of the KMPs of GGL shall be adversely affected by the Scheme coming into effect.
- 2.5. The effect of the Scheme on the interest of the KMPs and their relatives holding shares in GGL is not different from the effect of the Scheme on the other shareholders of GGL.

### **3. Valuation of the Share Exchange / Entitlement Ratio and Valuation Difficulties**

- 3.1. Based on the Valuation Report, the Board of Directors of the Company approved share entitlement ratio is as stated below:

#### **Amalgamation of GSPC into GGL:**

“10 (Ten) fully paid equity shares of INR 2/- (INR Two only) each of the Transferee Company for every 305 (Three Hundred and Five) fully paid equity shares of INR 1/- (INR One only) each held by the shareholders in the Transferor Company 1.”

#### **Amalgamation of GSPL into GGL:**

“10 (Ten) fully paid equity shares of INR 2/- (INR Two only) each of the Transferee Company for every 13 (Thirteen) fully paid equity shares of INR 10/- (INR Ten only) each held by the shareholders in the Transferor Company 2.”





**Amalgamation of GEL into GGL:**

No shares to be issued as GEL would become wholly owned subsidiary of GGL (transferred from GSPC to GGL pursuant to the amalgamation of GSPC into GGL) in terms of the Scheme and accordingly, the equity shares of GEL held by GGL shall stand extinguished upon its amalgamation with GGL.

**Demerger of Gas Transmission Business Undertaking of GGL into GTL:**

"1 (One) fully paid equity share of INR 10/- (INR Ten only) each of the Resulting Company for every 3 (Three) fully paid equity shares of INR 2/- (INR Two only) each held by the shareholders in the Demerged Company."

3.2. No special valuation difficulties were reported.

By Order of the Board,  
For Gujarat Gas Limited

Milind Torawane, IAS  
Managing Director

Date: 30<sup>th</sup> August, 2024  
Place: Gandhinagar



**GSPL TRANSMISSION LIMITED**

CIN:U49300GJ2024SGC153672

Regd. Office: GSPC Bhavan, Behind Udyog Bhavan, Sector -11 Gandhinagar-382010

Phone: +91-79-66701005 E-mail: csgtl@gspc.in

**REPORT ADOPTED BY THE BOARD OF DIRECTORS OF GSPL TRANSMISSION LIMITED AT ITS MEETING HELD ON FRIDAY, THE 30TH AUGUST, 2024, UNDER SECTION 232(2)(C) OF THE COMPANIES ACT, 2013****1. Background**

1.1. The Board of Directors of GSPL Transmission Limited has approved the proposed Composite Scheme of Amalgamation and Arrangement ("Scheme") amongst Gujarat State Petroleum Corporation Limited ("GSPC" or "Transferor Company 1"), Gujarat State Petronet Limited ("GSPL" or "Transferor Company 2"), GSPC Energy Limited ("GEL" or "Transferor Company 3"), Gujarat Gas Limited ("GGL" or "Transferee Company" or "Demerged Company") and GSPL Transmission Limited ("GTL" or "Resulting Company" or "Company") and their respective shareholders ("Scheme").

Further, the provisions of section 232(2)(c) of the Companies Act, 2013 require the Directors of the Company to adopt a report explaining the effect of arrangement and amalgamation on shareholders, key managerial personnel ("KMPs"), promoters and non-promoter shareholders of the Company, laying out in particular the share exchange ratio and specifying any special valuation difficulties.

1.2. This report is accordingly being made in pursuance to the requirements of section 232(2)(c) of the Companies Act, 2013.

1.3. The following documents were placed before the Board:

1.3.1. Draft Scheme amongst GSPC, GSPL, GEL, GGL and GTL and their respective shareholders;

1.3.2. Memorandum and Articles of Association of the Company;

1.3.3. Joint valuation report issued by issued by Ernst & Young Merchant Banking Services LLP (IBBI registration number IBBI/RV-E/05/2021/155) and SSPA & Co., Chartered Accountants (IBBI registration number IBBI/RV-E/06/2020/126), Registered Valuers dated 30th August, 2024 ("Valuation Report"); and

1.3.4. Certificates dated 30th August, 2024 from the Statutory Auditors of GSPC, GSPL, GEL and GGL, in terms of proviso to sub-clause (j) of



Section 232(3) of the Act to the effect that the accounting treatment prescribed in the Scheme is in compliance with applicable accounting standards specified by the Central Government in Section 133 of the Act, as are being relied upon for the purpose of approving the Scheme as the Company has been incorporated on 23rd July, 2024 as a government company and the appointment of first auditors, which is required to be made by the Comptroller and Auditor General of India, is still awaited.

**2. Effect of the Scheme on shareholders (promoter shareholders and non-promoter shareholders), KMPs and employees of GTL**

**Shareholders (including promoter and non-promoter)**

- 2.1. The share capital of the Company is constituted of only equity share capital comprising of equity shares having face value of Rs. 10/- (INR Ten only) each.
- 2.2. Under the Scheme, an arrangement is sought to be entered into between GTL and its equity shareholders on the following terms:

Upon the Scheme coming into effect and in consideration of demerger of Gas Transmission Business Undertaking (as defined in the Scheme) into GTL:

- 2.2.1. the shares held by GGL (pursuant to merger of GEL into GGL) in GTL shall stand extinguished; and
- 2.2.2. 1 (One) fully paid Equity Shares of Rs. 10/- (INR Ten only), each credited as fully paid-up share of GTL, shall be issued for every 3 (Three) fully paid equity share of GGL of the face value of INR 2/- (INR Two only) each held by the shareholders in GGL.

**Creditors**

- 2.3. No liability of GTL towards its creditors shall be reduced or extinguished under the Scheme nor does the Scheme provides for any compromise or arrangement with the creditors. No rights of the creditors of GTL are being affected pursuant to the Scheme. The creditors of GTL would not be prejudiced in any manner by the Scheme. GTL neither has any outstanding deposits nor has any outstanding debentures.

**Employees and KMPs**

- 2.4. The Scheme does not envisage any adverse change in the terms of the existing employees of GTL. Upon the Scheme coming into effect, all employees relating to Demerged Gas Transmission Business Undertaking shall be deemed to have become employees of the GTL with effect from the Demerger Appointed Date (as defined in the Scheme) without any break in their service and on the basis of continuity of service and in the manner provided in the Scheme.



circumstances, the rights of employees of GTL would in no way be adversely affected by the Scheme.

2.5. None of the KMPs of GTL shall be adversely affected by the Scheme coming into effect.

2.6. The effect of the Scheme on the interest of the KMPs and their relatives holding shares in the Company is not different from the effect of the Scheme on the other shareholders of the Company.

### 3. Valuation of the Share Exchange/ Entitlement Ratio and Valuation Difficulties

3.1. Based on the Valuation Report, the Board of Directors approved share entitlement ratio is as stated below:

#### **On Amalgamation of Transferor Company 1 with GGL:**

*"10 (Ten) fully paid equity shares of INR 2/- (INR Two only) each of the Transferee Company for every 305 (Three Hundred and Five) fully paid equity shares of INR 1/- (INR One only) each held by the shareholders in the Transferor Company 1."*

#### **On Amalgamation of Transferor Company 2 with GGL:**

*"10 (Ten) fully paid equity shares of INR 2/- (INR Two only) each of the Transferee Company for every 13 (Thirteen) fully paid equity shares of INR 10/- (INR Ten only) each held by the shareholders in the Transferor Company 2."*

#### **On Demerger of Gas Transmission Business Undertaking into GTL**

*"1 (One) fully paid equity share of INR 10/- (INR Ten only) each of the Resulting Company for every 3 (Three) fully paid equity shares of INR 2/- (INR Two only) each held by the shareholders in the Demerged Company."*

3.2. No special valuation difficulties were reported.

**By Order of the Board,  
For GSPL Transmission Limited**

*Desi Kevra,*  
Director  
30th August 2024

