



GUJARAT GAS

GGCL/SEC/2014/17735-17738

20th May, 2014

By Fax and Courier

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| Bombay Stock Exchange Limited, Phiroze Jijibhoy Tower, Dalal Street, (17735) Mumbai Fax No. (022) 2272 3121/ 2272 3719 | Ahmedabad Stock Exchange Limited, Kamdhenu Complex, Nr. Panjara Pole, (17736) Ambawadi, Ahmedabad – 380 015 Fax No. (079) 2630 8877 |
| Vadodara Stock Exchange Limited, 3 rd Floor, (17737) Fortune Towers, Sayajigunj, Vadodara Fax No. – (0265) 2361 452 | National Stock Exchange of India Ltd. Exchange Plaza, 5 th Floor, (17738) Plot No. C/1, G Block, Bandra Kurla Complex, Bandra (East), Mumbai – 400 051 Fax No. – (022) 2659 8237 / 38 / 47 |

Dear Sirs,

This is in reference to our application under clause 24(f) of the Listing Agreement for the proposed Composite Scheme of Amalgamation and Arrangement between GSPC Gas Company Limited (“GSPC Gas”), Gujarat Gas Company Limited (“GGCL”), Gujarat Gas Financial Services Limited (“GFSL”), Gujarat Gas Trading Company Limited (“GTCL”) and GSPC Distribution Networks Limited (“GDNL”) and their respective shareholders (the “Scheme”) submitted on 25th April, 2014.


In connection to the above, please find enclosed herewith following:

- 1) A letter from GSPC Gas dated 20th May 2014 for replacement of Board Resolution of GSPC Gas Company Ltd.- Correction in typographical error.
- 2) Extract of resolution passed in the 63rd meeting of the Board of directors of GSPC Gas Company Limited held on Monday 21st April, 2014 at 5.00 pm at EPD Committee Room, 5th Floor, Block No.5 EPD office, New Sachivalaya, Gandhinagar, dated 19/5/2014.

Kindly take the above on your records.

Thanking you,

Yours faithfully,
For Gujarat Gas Company Limited


Rajeshwari Sharma
Company Secretary

Encl. As above.



GSPC GAS
GSPC GAS COMPANY LIMITED

GSPC Gas/CS/2014
May 20, 2014

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|--|--|---|--|
| To, BSE Limited (Bombay Stock Exchange) | To, NSE (National Stock Exchange) | To, ASE (A'bad Stock Exchange) | To, VSE (Vadodara Stock Exchange) |
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Ref: GGCL's letter dated 25/04/2014.
**Sub: Replacement of Board Resolution of GSPC Gas Company Ltd. –
Correction of typographical error**

Dear Sir,

We humbly draw your attention towards the Copy of "certified true copy of resolution passed by the Board of GSPC Gas Company Ltd in its meeting held on 21/04/2014", the Copy enclosed. It is informed that in the previously submitted documents vide GGCL's letter dated 25/04/2014 in the enclosed resolution under TITLE HEADING, by over-sight there was a typographical error as it got mentioned 24 February, 2014 (Monday) instead of 21 April, 2014 (Monday).

We would request you to kindly take the enclosed resolution on your record and oblige.

Thanking you,

Yours faithfully,


Ahmed Khan
Company Secretary

Encl. : As Above



CIN No. : U23100GJ1999SGC035573

Corporate Office : 301-304, Third Floor, IT Tower-1, Infocity, Gandhinagar - 382 009. Phone : +91-79-66737400 Fax : +91-79-66737456
Registered Office : Block No. 15, 2nd Floor, Udyog Bhavan, Sector-11, Gandhinagar-382 011, Gujarat (INDIA). Website : www.gspcogas.com



GSPC GAS

GSPC GAS COMPANY LIMITED

Extract of Resolution passed in the 63rd Meeting of the Board of Directors of GSPC Gas Company Limited held on Monday, 21st April, 2014 at 5:00 pm at EPD Committee Room, 5th Floor, Block No. 5, EPD office, New Sachivalaya, Gandhinagar.

Item 63/4. Approval of Composite Scheme of Amalgamation and Arrangement ('the Scheme') between Gujarat Gas Company Limited ('GGCL'), Gujarat Gas Financial Services Limited ('GFSL'), Gujarat Gas Trading Company Limited ('GTCL'), GSPC Gas Company Limited ('GSPC Gas') and GSPC Distribution Networks Limited ('GDNL')

RESOLVED THAT the Valuation Report dated 19th April, 2014 of M/s SSPA & Co., Chartered Accountant, Mumbai recommending the share swap ratio for Composite Scheme of Amalgamation and Arrangement between Gujarat Gas Company Limited ('GGCL'), Gujarat Gas Financial Services Limited ('GFSL'), Gujarat Gas Trading Company Limited ('GTCL'), GSPC Gas Company Limited ('GSPC Gas') and GSPC Distribution Networks Limited ('GDNL') (the 'Scheme') and the Fairness Opinion dated 19th April, 2014 of M/s SBI Capital Markets Limited, certifying the share swap ratio as placed before the Board, be and is hereby taken on record and adopted for the purpose of the Scheme.

"RESOLVED FURTHER THAT pursuant to the provisions of sections 391 to 394 read with sections 100 to 103 and other applicable provisions, if any, of the Companies Act, 1956 and applicable provisions of the Companies Act, 2013 as and when notified and enabling provisions in the Memorandum and Articles of Association of the Company and subject to the requisite approvals and subject to the sanction of the Court or such other competent authority as may be applicable, and pursuant to the Valuation Report and, Fairness Opinion, as adopted above and based on recommendation provided by the Audit Committee and based on Reduction of Capital to be approved by the Board of GDNL, the consent of the Board be and is hereby accorded to the Scheme."

RESOLVED FURTHER THAT any of the directors of the Company and/or Shri P P G Sarma, CEO of the Company and/or Shri Ahmed Khan, GM (S&L) & Company Secretary of the Company be and are hereby jointly and severally authorized to take all necessary steps:

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CIN No. : U23100GJ1999SGC035573

- 1 To take all steps required to give effect to the above resolution;
- 2 To make any alterations / changes to the Scheme as may be expedient, or necessary, which does not materially change the substance of the Scheme;
- 3 To sign, execute and deliver any documents required to be submitted, affidavits produced to Securities and Exchange Board of India and/or any Stock Exchanges, as may be applicable;
- 4 To sign, execute and deliver all applications, petitions, documents relating to the Scheme or delegate such authority to any person(s) by valid Power of Attorney(ies);
- 5 For the above purpose to sign and issue public advertisements and notices;
- 6 Obtain approvals from such other authorities and parties including creditors, as may be considered necessary to the Scheme; and
- 7 To do all such acts, deeds and things as may be considered necessary and expedient in relation thereto.

“RESOLVED FURTHER THAT any of the directors of the Company and/or Shri P P G Sarma, CEO of the Company and/or Shri Ahmed Khan, GM (S&L) & Company Secretary of the Company be and are hereby jointly and severally authorised to sign any copy of this resolution as a certified true copy thereof and furnish the same to whomsoever concerned”

For, GSPC Gas Company Limited



**Ahmed Khan
GM (S&L) & Company Secretary**

**Date: 19/05/2014
Place: Gandhinagar**

