



GUJARAT GAS

GGCL/Sec/18070/2014

20 November 2014

To,
BSE Limited,
Floor 25,
Phiroze Jijibhoy Tower,
Dalal Street,
Mumbai

Dear Sir,

Sub: Composite Scheme of Arrangement in the nature of amalgamation of GSPC Gas Company Limited, Gujarat Gas Company Limited, Gujarat Gas Financial Services Limited and Gujarat Gas Trading Company Limited with GSPC Distribution Networks Limited and Restructuring of share capital of GSPC Distribution Networks Limited

Ref: Your letter bearing ref. no. DCS/AMAL/CS/24(f)/199/2014-15 dated 7 November 2014

This is in reference to your Observation letter dated 7 November 2014 conveying your 'No-Objection' to the Composite Scheme of Arrangement in the nature of amalgamation of GSPC Gas Company Limited, Gujarat Gas Company Limited, Gujarat Gas Financial Services Limited and Gujarat Gas Trading Company Limited with GSPC Distribution Networks Limited and Restructuring of share capital of GSPC Distribution Networks Limited ("the Scheme").

In compliance with the same, we have incorporated the following provision at para 14.2.9 of the Scheme (enclosed herewith for your ready reference):

"The existing equity shares after giving effect to reduction as per clause 14.3.1 and after considering issue of new equity shares to the shareholders of the Transferor Companies as per clause 14.2.1 of this Scheme will be listed and / or admitted to trading in terms of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulation, 2009, as amended from time to time, on all the stock exchanges on which shares of GGCL are listed on the effective date. The Transferee Company shall enter into such arrangement and give such confirmation and/or undertakings as may be necessary in accordance with the applicable laws or regulations for the Transferee Company with the formalities



GUJARAT GAS

of the said stock exchanges. The equity shares of the Transferee Company allotted pursuant to the Scheme shall remain frozen in the depositories system till listing/ trading permission is given by the designated Stock Exchange. There shall be no change in the shareholding pattern or control in the Transferee Company between the record date and the listing which may affect the status of the approval of National Stock Exchange of India Limited dated 05.11.2014 and BSE Limited dated 07.11.2014.”

This is for your information and kind perusal.

Yours Faithfully,

FOR GUJARAT GAS COMPANY LIMITED


COMPANY SECRETARY/IN CHARGE CEO

Encl: Scheme