

24/01/2025-सीएल-III

भारत सरकार
कारपोरेट कार्य मंत्रालय

शास्त्री भवन, "ए" विंग, 5^{वाँ} तल,
डा. राजेन्द्र प्रसाद रोड,
नई दिल्ली-110001

दिनांक:- 10/09/2025

To,

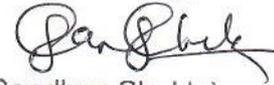
1. Gujarat State Petroleum Corporation Limited,
GSPC Bhavan, Behind Udyog Bhavan, Sector-11,
Gandhinagar, Gujarat- 382010.
2. Gujarat State Petronet Limited,
GSPC Bhavan, Behind Udyog Bhavan, Sector-11,
Gandhinagar, Gujarat- 382010.
3. GSPC Energy Limited,
GSPC Bhavan, Behind Udyog Bhavan, Sector-11,
Gandhinagar, Gujarat- 382010.
4. Gujarat Gas Limited,
Gujarat Gas CNG Station,
Section 5/C, Gandhinagar, Gujarat- 382006.
5. GSPL Transmission Limited,
GSPC Bhavan, Behind Udyog Bhavan, Sector-11,
Gandhinagar, Gujarat- 382010.

Subject:- Application received u/s.230-232 of the Companies Act, 2013 for Composite Scheme of Amalgamation and Arrangement amongst Gujarat State Petroleum Corporation Limited (Transferor Company No. 1) and Gujarat State Petronet Limited (Transferor Company No. 2) and GSPC Energy Limited (Transferor Company No. 3) and Gujarat Gas Limited (Transferee/Demerged Company) and GSPL Transmission Limited (Resulting Company)

Sir,

With reference to the above subject, I am directed to enclose herewith Ministry's Order dated 10.09.2025 for necessary action.

Yours faithfully,



(Sandhya Shukla)
Assistant Director

24/01/2025-सीएल-III

भारत सरकार

कारपोरेट कार्य मंत्रालय

In the matter of Sections 230-232 of the Companies Act, 2013

AND

In the matter of Composite Scheme of Amalgamation and Arrangement between

1. Gujarat State Petroleum Corporation Limited,
GSPC Bhavan, Behind Udyog Bhavan, Sector-11,
Gandhinagar, Gujarat- 382010.

Transferor Company No. 1

2. Gujarat State Petronet Limited,
GSPC Bhavan, Behind Udyog Bhavan, Sector-11,
Gandhinagar, Gujarat- 382010.

Transferor Company No. 2

3. GSPC Energy Limited,
GSPC Bhavan, Behind Udyog Bhavan, Sector-11,
Gujarat- 382010.

Transferor Company No. 3

4. Gujarat Gas Limited,
Gujarat Gas CNG Station,
Section 5/C, Gandhinagar, Gujarat- 382006.

Transferee/Demerged Company

5. GSPL Transmission Limited,
GSPC Bhavan, Behind Udyog Bhavan, Sector-11,
Gandhinagar, Gujarat- 382010.

Resulting Company

Present:-

- i. Mr. Anirudh Das, Advocate & Partner, SAMCO
- ii. Mr. Hemang Arora, Associate, SAMCO
- iii. Mr. Nitin Sharma, Associate, SAMCO
- iv. Mr. Milap Dholakia, Manager- Legal GSPC,
- v. Smt. Pooja Ganatra, Asstt. Manager, GSPL
- vi. Mr Sandeep Dave, CS

ORDER

Hearing held on 27.08.2025

1. Joint Petition dated 12.02.2025 has been filed by the applicant companies through Shardul Amarchand Mangaldas & Co., Advocates & Solicitors with respect to proposed Composite Scheme of Amalgamation and Arrangement amongst



Gujarat State Petroleum Corporation Limited (GSPC) (Transferor Company No. 1), Gujarat State Petronet Limited (GSPL) (Transferor Company No. 2), GSPC Energy Limited (GEL) (Transferor Company No. 3), Gujarat Gas Limited (GGL) (Transferee/Demerged Company) and GSPL Transmission Limited (GTL) (Resulting Company) under section 230-232 of the Companies Act, 2013 read with Government of India, Notification No. GSR 582(E) dated 13.06.2017.

2. The application is supported by the affidavits of Ms. Reena Desai, Company Secretary on behalf of Gujarat State Petroleum Corporation Limited for (Transferor Company No. 1), Smt. Rajeshwari Sharma, Company Secretary on behalf of Gujarat State Petronet Limited for (Transferor Company No. 2), Shri Rajesh Sivadasan, Director on behalf of GSPC Energy Limited for (Transferor Company No. 3) authorized signatory of the Transferor Companies, who are duly authorized to file the same on behalf of the Transferor Companies, in terms of the Board of Directors resolution dated 30.08.2024.

3. The application is supported by the affidavit of Shri Sandeep Dave, Company Secretary, on behalf of Gujarat Gas Limited (Transferee/Demerged Company), who is duly authorized to file the same on behalf of the Transferee/Demerged Company, in terms of the Board of Directors resolution dated 30.08.2024.

4. The application is supported by the affidavit of Smt. Reena Desai, Director on behalf of GSPL Transmission Limited (Resulting Company) who is duly authorized to file the same on behalf of the Resulting Company, in terms of the Board of Directors resolution dated 30.08.2024.

5. The applicants have submitted the approval of the administrative i.e Energy & Petrochemicals Department, Government of Gujarat dated 29.05.2025.

6. The Applicant Companies M/s. Gujarat State Petroleum Corporation Limited, M/s. Gujarat State Petronet Limited, GSPC Energy Limited, M/s. Gujarat Gas Limited and M/s. GSPL Transmission Limited have broadly prayed for the following relief(s):

i. Direct the convening the meeting of the Equity Shareholders of the Applicant /Transferor Company 1, Applicant /Transferor Company 2, Applicant / Transferor Company 3, Applicant/ Transferee/ Demerged Company and Applicant / Resulting Company through Video conferencing / other audio visual means;

ii. Dispense with the convening of the meeting of the Unsecured Creditors of the Applicant /Transferor Company 1, Applicant /Transferor Company 2, Applicant / Transferor Company 3, Applicant/ Transferee Company and in the alternative direct the convening of the meeting of the Unsecured Creditors of the Applicant



/Transferor Company 1, Applicant /Transferor Company 2, Applicant / Transferor Company 3, Applicant/ Transferee/ Demerged Company ;

iii. Direct issuance of notice of the application to the the Central Government through the Regional Director (North West Region), the Registrar of Companies, Ahmedabad, the Official Liquidator, Ahmedabad, the office of the assessing officer for Applicant Transferor Company 1, Applicant Transferor Company 2, Applicant Transferor Company 3, Applicant Transferee / Demerged Company and Resulting Company , Directorate General of Hydrocarbons, Ministry of Petroleum & Natural Gas, the Petroleum & Natural Gas Regulatory Board, the BSE Limited and National Stock Exchange of India Limited.

7. Further, a Interlocutory application dated 25.08.2025 has been filed by the applicant companies i.e. GSPC Energy Limited (GEL) (Transferor Company No. 3) and GSPL Transmission Limited (GTL) (Resulting Company) through Shardul Amarchand Mangaldas & Co., Advocates & Solicitors and have broadly prayed for the following relief(s):

i. Dispense with the requirement of convening the meeting of the equity shareholders of the applicant/ Transferor Company No. 3 and applicant/Resulting Company.

8 . After considering the prayers and submissions made by the Petitioner Companies, it is directed that

(i) The meeting of equity shareholders of the GSPC Energy Limited (GEL) (Transferor Company No. 3) and GSPL Transmission Limited (GTL) (Resulting Company) is dispensed with, since the Transferor Company 3 and Resulting Company have furnished the 100% consent affidavit(s) of all the shareholders of respective companies.

(ii) The meeting of Equity Shareholders of Transferor Company 2 (GSPL) and Transferee / Demerged Company (GGL) being listed entities, is directed to be held through VC/OAVM mode as per applicable MCA Circulars;

(iii) While conducting the meeting of equity shareholders, provisions of the Companies Act, 2013, & Rules made thereunder will be complied with.

(iv) The meeting of Equity Shareholders of Transferor Company 1 (GSPC) is directed to be held either in physical mode or through VC/OAVM mode as may be decided by the Chairperson or Alternate Chairperson for the meetings appointed hereunder;

(v) As requested by the Applicant Companies, the following persons are appointed as the Chairperson of the meeting of Equity Shareholders of each of the Applicant



Companies:

a. For the meeting of Equity Shareholders of GSPC:

Shri Pankaj Joshi, IAS, Chief Secretary, Govt. of Gujarat shall be the Chairperson;

Dr. T Natarajan, IAS, Principal Secretary, Finance Dept., Govt. of Gujarat shall be the First Alternate Chairperson; and

Shri Milind Torawane, IAS, Principal Secretary, Rural Development, Govt. of Gujarat & Managing Director, GSPC shall be the Second Alternate Chairperson

b. For the meeting of the Equity Shareholders of GSPL:

Shri Pankaj Joshi, IAS, Chief Secretary, Govt. of Gujarat shall be the Chairperson;

Ms. Arti Kanwar, IAS, Secretary, Finance Department (Economic Affairs), Govt. of Gujarat shall be the First Alternate Chairperson; and

Shri Milind Torawane, IAS, Principal Secretary, Rural Development, Govt. of Gujarat & Joint Managing Director, GSPL shall be the Second Alternate Chairperson

c. For the meeting of Equity Shareholders of GGL:

Shri Pankaj Joshi, IAS, Chief Secretary, Govt. of Gujarat shall be the Chairperson

Dr. T Natarajan, IAS, Principal Secretary, Finance Dept., Govt. of Gujarat shall be the First Alternate Chairperson;
and

Shri Balwant Singh, IAS (Retd.), Independent Director, GGL shall be the Second Alternate Chairperson

(vi) The cut-off date for sending notice to equity shareholders shall be the equity shareholders as of 1st August 2025. The Notice of meetings of Equity Shareholders shall be sent by E-mail only to those Equity Shareholders whose E-mail address are registered with the respective Applicant Companies pursuant to MCA General Circular No. 17/2020 dated 13th April, 2020. However, physical copy of the Notice will be made available to any shareholder upon specific request. The Notices shall be sent at least 30 days before the date of the meeting.

(vii) Further, the Notice of meeting of Equity Shareholders shall also be published in Newspapers, namely Financial Express (Ahmedabad - English Edition) and Financial Express (Ahmedabad - Gujarati edition). The Notice of meeting of Equity



Shareholders shall also be placed on the website of Gujarat State Petroleum Corporation Limited (GSPC) (Transferor Company No. 1), Gujarat State Petronet Limited (GSPL) (Transferor Company No. 2) and Gujarat Gas Limited (GGL) (Transferee/Demerged Company).

(viii) The Notice of meeting of Equity Shareholders shall be duly approved by the Chairperson appointed as above. The Chairperson appointed as above shall report to the Central Government, Ministry of Corporate Affairs on the service of notice to shareholders, the result of the meeting (or adjourned meeting) duly verified by his / her affidavit along with the details of assenting and dissenting members. The Chairperson shall file report on the meeting of the Equity Shareholders within two weeks from the date of conclusion of the meeting.

(ix) The Quorum for the Meeting of Equity Shareholders, as per Section 103 of the Companies Act, 2013, shall be 30 members in case of Transferor Company 2 (GSPL) and Transferee / Demerged Company (GGL) and shall be 5 members in case of Transferor Company 1 (GSPC). In the event the quorum is not available within a period of 30 minutes from the scheduled time of the meeting, the meeting shall stand adjourned to the same day and at the same time in the next week and at such adjourned meeting if the requisite quorum is not present within 30 minutes from the time appointed for holding meeting, the members present shall be the quorum.

(x) M/S K. K. Patel & Associates, Practising Company Secretaries, Gandhinagar shall be the Scrutinizer for the meetings of Equity Shareholders of all Applicant Companies.

9. The Applicant Companies have informed that there are no secured creditors in any of the Applicant Companies. Therefore, it is directed that the convening of the meeting of secured creditors would not be required, as there are no secured creditors of any of the applicant companies.

10. The meeting of the Unsecured Creditors of the Applicant Companies are dispensed with keeping in view the submission made in this regard. It is specifically noted that the scheme does not propose to alter any of the rights and remedies of the Unsecured Creditors and the Scheme does not propose to reduce or alter any of the amounts payable to any of the Unsecured Creditors of any of the Companies. However, Individual Notices shall be sent to the Unsecured Creditors above the threshold amount of Rs. 10,00,000/- in each of the Applicant companies as per the list of unsecured creditors certified by Statutory Auditor of each of the Companies as on 31.07.2025 inviting objections to the scheme of arrangement, if any. Any objection received by any of the Applicant Companies together with the response thereto shall be filed with this Ministry together with the Confirmation Petition.



11. It is further ordered that the applicant companies shall issue notice in accordance with Rule 8(2) of Companies (Compromises, Arrangement and Amalgamation) Rules 2016 to the following authorities to send their report as per section 230(5) of the Companies Act, 2013 failing which matter will be considered further in the absence of their report on the proposed scheme of arrangement.

i. The Regional Director (North Western Region), Ministry of Corporate Affairs, ROC Bhavan, Opp. Rupal Park Society, Behind Ankur Bus Stop, Naranpura, Ahmedabad- 380 013, Gujarat.

ii. The Registrar of Companies, Roc Bhawan, Opp. Rupal Park Society, Behind Ankur Bus Stop, Naranpura, Ahmedabad- 380013, Gujarat.

iii. The Official Liquidator, Ministry of Corporate Affairs, Attached to High Court of Gujarat, 3rd Floor, Corporate Bhawan, B/h, Zydus Hospital, Thaltej, Ahmedabad-380059, Gujarat.

iv. Office of the Assessing Officer, DCIT Gandhinagar Circle, Gandhinagar, Income Tax Office, 4th Floor, Block No. 14, Udyog Bhavan, Sector – 11, Gandhinagar, Gujarat – 382011 in respect of each of the Applicant Companies,

v. Directorate General of Hydrocarbons, Ministry of Petroleum & Natural Gas, Shastri Bhawan, Dr. Rajendra Prasad Marg, New Delhi-110001.

vi. The Petroleum & Natural Gas Regulatory Board, 1st Floor, World Trade Centre, Babar Road, Barakhamba Road, New Delhi-110001;

vii. The Stock Exchanges i.e., the BSE Limited and the National Stock Exchange Limited

viii. Any other Statutory Authorities, if applicable.

12. The applicant companies shall file a Confirmation Petition after compliance with directions contained in this order.



(SANTANU MITRA)

SENIOR ECONOMIC ADVISOR to the Government of India

Date: 10/09/25

Place: New Delhi