



# Ahmedabad Stock Exchange Limited

Regd. Office : Kamdhenu Complex, Opp. Sahajanand College, Panjara Pole, Ambawadi, Ahmedabad- 380 015.  
Tel. : 079-26307971 to 74 Fax : 079-26308877 E-mail : info@aselindia.org Web Site : www.aselindia.org

10<sup>th</sup> November, 2014.

Ref.No: 395

To,  
**Gujarat Gas Company Limited**  
2, Shantisadan Society, Nr. Parimal Garden,  
Ellisbridge, Ahmedabad-380 006.

Dear Sir,

**Sub.: Observation letter regarding the Scheme of Arrangement involving amalgamation of Gujarat Gas Company Ltd, GSPC Gas Company Ltd, Gujarat Gas Financial Services Ltd and Gujarat Trading Co. Ltd with GSPC Distribution Networks Ltd u/s 391 to 394 of the Companies Act, 1956.**

This refers to the draft scheme of arrangement submitted by your company, along with the enclosures, as well letter dtd.07.11.14 of BSE-DSE (Designated Stock Exchange) issued pursuant to SEBI letter dtd.31.10.14.

Accordingly, ASEL hereby conveys its "No Objection" to the proposed scheme, with limited reference to those matters having on listing delisting / continuous listing requirements within the provisions of the Listing Agreement, so as to enable your company to file the same with the respective Hon'ble High Court(s)..

You are advised to kindly, arrange to list the securities of transferee Company(s), subject to SEBI's relaxation granted under Rule (19) (2) (b) of the Securities Contract (Reg.) Rules 1957 along with approval granted by the DSE and file all the documents together, which are filed with DSE, in compliance to listing agreement and other applicable Rules, Regulations and Acts.

Further, you are advised to kindly, comply with the requirements and provisions as enumerated by BSE-DSE in its letter dtd.07.11.14, including post approval compliance by the respective Hon'ble High Courts(s) and Complaints Report etc.

ASEL reserves its right to withdraw this "No Objection", at any stage if, the information submitted to ASEL is found to be incomplete/incorrect/misleading/ false or for any contravention of Rules, Bye-Laws and Regulations of ASEL, Listing Agreement, Guidelines/Regulations issued by any Statutory Authorities, at any point of time.

For, Ahmedabad Stock Exchange Ltd

  
Authorized Signatory