



GUJARAT GAS

17<sup>th</sup> October, 2025

GGL/SEC/2025/1500

<b>BSE Limited,</b> Phiroze Jijibhoy Tower, Dalal Street, Mumbai	<b>National Stock Exchange of India Ltd.</b> Exchange Plaza, 5 <sup>th</sup> Floor, Plot No. C/1, G Block, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051
<b>Company Code: BSE-539336</b>	<b>Company Code: NSE-GUJGASLTD</b>

**Sub: Submission of summary of the proceedings of the Meeting of Equity Shareholders of Gujarat Gas Limited (“the Company”) held on 17<sup>th</sup> October, 2025 at 3.00 p.m. and convened as per the directions of the Hon’ble Ministry of Corporate Affairs (“Hon’ble MCA”) for approving Composite Scheme of Amalgamation and Arrangement**

**Respected Sir/Madam,**

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), find attached herewith a summary of the proceedings of the Meeting of Equity Shareholders of the Company held on 17<sup>th</sup> October, 2025 at 3.00 p.m. convened as per the directions of the Hon’ble MCA, New Delhi, vide its Order dated 10<sup>th</sup> September, 2025, for the purpose of considering and approving Composite Scheme of Amalgamation and Arrangement amongst Gujarat State Petroleum Corporation Limited, Gujarat State Petronet Limited, GSPC Energy Limited, Gujarat Gas Limited and GSPL Transmission Limited and their respective shareholders under Section 230 to 232 and other applicable provisions of the Companies Act, 2013 and rules made thereunder.

The same is also being made available on the website of the Company at [www.gujaratgas.com](http://www.gujaratgas.com).

We request you to take the above information on records.

Thanking you,

**For Gujarat Gas Limited**

Sandeep Dave  
**Company Secretary**

**Encl:** As above

**SUMMARY OF PROCEEDINGS OF MEETING OF EQUITY SHAREHOLDERS OF GUJARAT GAS LIMITED HELD ON FRIDAY, 17<sup>TH</sup> OCTOBER, 2025, THROUGH VIDEO CONFERENCE ("VC") / OTHER AUDIO-VISUAL MEANS ("OAVM"), AT 3:00 P.M. AS PER THE DIRECTIONS OF THE HON'BLE MINISTRY OF CORPORATE AFFAIRS ("HON'BLE MCA"), NEW DELHI, VIDE ITS ORDER DATED 10<sup>TH</sup> SEPTEMBER, 2025:**

The Meeting of Members of Gujarat Gas Limited was held on 17<sup>th</sup> October, 2025 at 3:00 P.M. through Video Conferencing (VC)/Other Audio-Visual Means (OAVM) as per the directions of the Hon'ble MCA, vide its Order dated 10<sup>th</sup> September 2025. The Meeting commenced at 3:00 P.M.

As directed by the Hon'ble MCA, Shri Pankaj Joshi, IAS chaired the Meeting. The requisite Quorum as per the Order of the Hon'ble MCA was present throughout the Meeting. Shri Sandeep Dave, Company Secretary informed that as per directions of Hon'ble MCA, the Meeting was held through VC / OAVM in compliance with provisions of the Companies Act, 2013 ("Act"), Secretarial Standard on General Meetings as issued by the Institute of Company Secretaries of India ("SS-2"), the applicable general Circulars issued by the Ministry of Corporate Affairs ("MCA Circulars") and by Securities and Exchange Board of India ("SEBI"). Thereafter, the Company Secretary informed the Members about the procedural and technical points on conducting the Meeting through VC/OAVM as per the Circulars issued by MCA and SEBI in this regard. He further apprised that the Company had provided its Members with the facility to cast their votes prior to the Meeting, through remote e-voting facility provided by Central Depository Services (India) Limited ("CDSL"). He further informed that the e-voting facility was also made available during and 15 minutes post the Meeting for the benefit of Equity Shareholders who were present during the Meeting and had not cast their votes earlier through remote e-voting.

The Company Secretary further informed that Hon'ble MCA has appointed M/s K K Patel & Associates, Practising Company Secretaries to act as Scrutinizer for the purpose of scrutinizing the entire E-voting process (i.e. Remote E-voting and E-voting during the Meeting) in a fair and transparent manner. The Chairman, Shri Pankaj Joshi, IAS delivered the Chairman's Speech. The Speaker Shareholders shared their views during the meeting which were responded by Shri Milind Torawane, IAS, the Managing Director of the Company.

The following item of business as set out in the Notice convening the Meeting was proposed:

**Special Business**

**1. To consider and if thought fit, to pass the following resolution proposed in the**

**Notice for approval of the Composite Scheme of Amalgamation and Arrangement amongst Gujarat State Petroleum Corporation Limited, Gujarat State Petronet Limited, GSPC Energy Limited, Gujarat Gas Limited and GSPL Transmission Limited and their respective shareholders under Section 230 to 232 and other applicable provisions of the Companies Act, 2013 and rules made thereunder.**

**Type of Resolution: Special Resolution**

**“RESOLVED THAT** in terms of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 (“the 2013 Act”) read with the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), applicable circulars and notifications issued by the Ministry of Corporate Affairs, the Securities and Exchange Board of India Act, 1992 and the regulations framed thereunder, including the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, read with SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated 20<sup>th</sup> June, 2023 and other applicable SEBI Circulars, the Observation Letter(s) issued by BSE Limited and the National Stock Exchange of India Limited, dated 4<sup>th</sup> February, 2025 and 5<sup>th</sup> February, 2025 respectively and the Memorandum and Articles of Association of Gujarat Gas Limited and subject to the approval of the Hon’ble MCA, and such other approvals, permissions and sanctions of any other regulatory or statutory authority(ies), as may be deemed necessary and subject to such conditions and modifications as may be prescribed or imposed by the Hon’ble MCA or any other regulatory or statutory authority(ies), while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board” in relation to the companies, means their respective board of directors, and unless it is repugnant to the context or otherwise, includes any committee of directors or any person authorised by the board of directors or by such committee of directors duly constituted and authorised for the matters pertaining to this Scheme or any other matter relating hereto), the Scheme of Amalgamation and Arrangement amongst Gujarat State Petroleum Corporation Limited, Gujarat State Petronet Limited, GSPC Energy Limited, Gujarat Gas Limited and GSPL Transmission Limited and their respective shareholders under sections 230 to 232 and other applicable provisions of the Companies Act, 2013 and rules made thereunder (“Scheme”), as placed before this MCA convened Meeting of the Equity Shareholders, be and is hereby approved.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem requisite, desirable, appropriate or necessary, to give effect to this resolution and effectively implement the proposed amalgamation and arrangement embodied in the Scheme including matters referred to in the Scheme and to accept such modifications, amendments, limitations and/ or conditions, if any, at any time and for any reason whatsoever, which may be required and/or

imposed by the Hon'ble MCA or its appellate authority(ies) while sanctioning the Scheme or by any statutory/ regulatory authority(ies), or as may be required for the purpose of resolving any doubts or difficulties that may arise including passing such accounting entries or making adjustments in the books of accounts of the Company as considered necessary or appropriate, while giving effect to the Scheme, as the Board in its absolute discretion may deem fit and proper, subject to compliance with the applicable laws and regulations, without being required to seek any further consent / approval of the Shareholders and the Shareholders shall be deemed to have given their consent /approval thereto expressly by authority under this Resolution.

**RESOLVED FURTHER THAT** the Board may delegate all or any of its powers herein conferred to any Director(s) and/or officer(s) of the Company, to give effect to this resolution, if required, as it may in its absolute discretion deem fit, necessary or desirable, without any further approval from Shareholders of the Company."

The Members were also informed that the Voting Results, along with the Scrutinizer's Report, would be made available on the Company's website [www.gujaratgas.com](http://www.gujaratgas.com) and on the website of CDSL [www.evotingindia.com](http://www.evotingindia.com). The Voting Results would also be forwarded to the National Stock Exchange of India Limited and BSE Limited where the Company's shares are listed.

The Meeting concluded at 3:30 P.M. with vote of thanks to Chairman. Thereafter, the e-voting facility was kept open for next 15 minutes after conclusion of Meeting to enable the Members to cast their votes.

**For, Gujarat Gas Limited**

Sandeep Dave  
**Company Secretary**

**Date:** 17<sup>th</sup> October, 2025

**Place:** Gandhinagar