



GUJARAT GAS

GGCL/SEC/2015/18156-18159

12th January, 2015

To,

Bombay Stock Exchange Limited, Phiroze Jijibhoy Tower, Dalal Street, 18156 Mumbai Fax No. (022) 2272 3121/ 2272 3719	Ahmedabad Stock Exchange Limited, Kamdhenu Complex, Nr. Panjara Pole, 18157 Ambawadi, Ahmedabad – 380 015 Fax No. (079) 2630 8877
Vadodara Stock Exchange Limited, 3 rd Floor, Fortune Towers, 18158 Sayajigunj, Vadodara Fax No. – (0265) 2361 452	National Stock Exchange of India Ltd. Exchange Plaza, 5 th Floor, Plot No. C/1, G Block, 18157 Bandra Kurla Complex, Bandra (East), Mumbai – 400 051 Fax No. – (022) 2659 8237 / 38 / 47

Sub: Declaration of results of Resolution proposed to the public shareholders - Postal Ballot / E-Voting Notice dated December 1, 2014.

Dear Sirs,

This is further to our letter dated December 5, 2014 enclosing *inter alia* copies of Postal Ballot / E-Voting Notice sent to the public shareholders (i.e. Equity Shareholders other than those forming part of Promoter and Promoter Group) seeking their approval to the Composite Scheme of Arrangement in the nature of amalgamation of GSPC Gas Company Limited ("GSPC Gas"), Gujarat Gas Company Limited ("GGCL"), Gujarat Gas Financial Services Limited ("GFSL") and Gujarat Gas Trading Company Limited ("GTCL") with GSPC Distribution Networks Limited ("GDNL") and Restructuring of share capital of GSPC Distribution Networks Limited under section 391 to 394 read with section 100 to 103 and other relevant provisions of the Companies Act, 1956 (hereinafter referred to as "the Scheme").

The voting on the said Postal Ballot which commenced on December 5, 2014, closed on January 3, 2015 and based on the report submitted by the Scrutinizer, Mr. Manoj Hurkat, Practicing Company Secretary, the result of voting was declared on 12th January, 2015 and the resolution proposed in the said Postal Ballot Notice has been passed with requisite majority.

Particulars of votes cast in favour of and against the said resolution under the Postal Ballot / E-Voting Process as reported by the Scrutinizer are as detailed herein:

RMS

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GUJARAT GAS COMPANY LIMITED

Near Parimal Garden, Ellisbridge, Ahmedabad - 380 006. India. Tel: +91-79-26462980, 26460095. Fax: 26466249
Website: www.gujaratgas.com. CIN: L23203GJ1980PLC003623



GUJARAT GAS

The details of the votes **in favour** of the resolution:

Particulars	Number of members voted	Number of votes cast by them	Values of shares voted (Rs.)	% of total number of valid votes cast
Through E-voting	52	19637780	39275560	92.87%
Through Postal Ballot	385	139339	278678	0.66%
Total	437	19777119	39554238	93.53%

The details of Votes **against** the resolution:

Particulars	Number of members voted	Number of votes cast by them	Values of shares voted (Rs.)	% of total number of valid votes cast
Through E-voting	18	1354328	2708656	6.40%
Through Postal Ballot	31	13857	27714	0.07%
Total	49	1368185	2736370	6.47%

Requisite details of Voting as per Clause 35A of the Listing Agreement for e-voting and postal ballot is enclosed herewith. For Court Convened Meeting/Poll, separate letter is enclosed.

Yours faithfully,
FOR GUJARAT GAS COMPANY LIMITED

Rashama

COMPANY SECRETARY

Encl. As above.

**GUJARAT GAS**

DETAILS AS PER CLAUSE 35A OF THE LISTING AGREEMENT WITH STOCK EXCHANGE	
Name of the Company	Gujarat Gas Company Limited
Date of AGM	N.A.
Total number of share holders on record date	22757
Number of Share holders voted through E-voting	71
Number of Share holders voted through Postal Ballot	434
Mode of Voting	E-voting + Postal Ballot

Result of voting is given as under (Resolution wise)

Resolution No. 1

Approval to the Composite Scheme of Arrangement in the nature of amalgamation of GSPC Gas Company Limited(GSPC Gas), Gujarat Gas Company Limited(GGCL), Gujarat Gas Financial Services Limited(GFSL) and Gujarat Gas Trading Company Limited(GTCL) with GSPC Distribution Networks Limited (GDNL) and Restructuring of share capital of GSPC Distribution Networks Limited

Promoter / Public	No. of Shares	No. of votes polled	% of votes polled on outstanding shares	No. of Votes in favour	No. of votes Against	% of votes in favour on votes polled	% of votes Against on votes polled
	(1)	(2)	(3) = (2) / (1)	(4)	(5)	(6) = (4) / (2) * 100	(7) = (5) / (2) * 100
Promoter & Promoter Group	94519080	94519080	100.00	94519080	0	100.00	0.00
Public - Financial Institutions	23706803	20978029	88.49	19623701	1354328	93.54	6.46
Public - Others	10024117	174651	1.74	153418	13857	87.84	7.93
Total	128250000	115671760	90.19	114296199	1368185	98.81	1.18

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12th January, 2015 GUJARAT GAS

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Bombay Stock Exchange Limited, Phiroze Jijibhoy Tower, Dalal Street, 18160 Mumbai Fax No. (022) 2272 3121/ 2272 3719	Ahmedabad Stock Exchange Limited, Kamdhenu Complex, Nr. Panjara Pole, 18163 Ambawadi, Ahmedabad – 380 015 Fax No. (079) 2630 8877
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Sub: Declaration of results of Court Convened Meetings.

Dear Sirs,

This is further to our letter dated December 1, 2014 and December 5, 2014 enclosing *inter alia* copies of Court Convened Meeting Notice sent to the shareholders and unsecured creditors respectively and individual notices issued to the Shareholders and Unsecured Creditors of other Unlisted Companies, for seeking their approval to the Composite Scheme of Arrangement in the nature of amalgamation of GSPC Gas Company Limited ("GSPC Gas"), Gujarat Gas Company Limited ("GGCL"), Gujarat Gas Financial Services Limited ("GFSL") and Gujarat Gas Trading Company Limited ("GTCL") with GSPC Distribution Networks Limited ("GDNL") and Restructuring of share capital of GSPC Distribution Networks Limited under section 391 to 394 read with section 100 to 103 and other relevant provisions of the Companies Act, 1956 (hereinafter referred to as "the Scheme").

The Chairman of the respective court convened meetings had appointed Mr. Manoj Hurkat, Practicing Company Secretary as Scrutinizers Based on the reports submitted by the Scrutinizers and on the basis of the proceedings of the respective Court convened meetings, the respective Chairman of the court convened meetings has declared that the resolution proposed in the Notices issued to the Shareholders and Unsecured Creditors has been passed with requisite majority at each such meeting.

The respective Chairman of each of the Court convened meetings has submitted their respective report to the Hon'ble Gujarat High Court as required by the Company (Court) Rules and the direction of the Hon'ble Gujarat High Court.

Yours faithfully,

FOR GUJARAT GAS COMPANY LIMITED
COMPANY SECRETARY

Encl. As above.

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