

24/1/2025-सीएल-III

भारत सरकार
कारपोरेट कार्य मंत्रालय

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

दिनांक : 13.01.2026

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 subject cited above, it is observed from the report of the chairperson dated 18.10.2025 and report of the scrutinizer dated 18.10.2025 that the Petitioner Company 1, Petitioner Company 2 and Transferee

Company/Demerged Company have not submitted the attendance sheet of equity shareholders who have attended the meeting.

2. Further, the list of the unsecured creditors whose outstanding amount is more than Rs.10,00,000/- as on the cut off taken along with proof of serving the notice may be provided. Hence, the petitioner companies are requested to submit the aforesaid list in electronic mode (i.e. pen drive etc.) .

3. It is also directed that the demerged company Gujarat Gas Limited may submit an undertaking in form of an Affidavit that the company will safeguard the interest /claim of the objector M/s Oswal Energies Ltd. upon approval of the scheme.

4. Further, RD (NWR) have submitted their report, wherein RD(NWR) has raised various objections regarding Clause 60.1 of the scheme in paragraph 7 (iv) and (v) of their report regarding authorized share capital as there is no provision of transfer of authorized share capital from demerged to resulting company. The company has replied to the said observations vide reply dated 12.12.2025 however the same is not acceptable.

Accordingly, the Applicant companies are directed to revise the scheme and submit the revised scheme along with related approvals of revised scheme. Also, an undertaking for increasing the authorized capital of resulting company post approval of scheme to be submitted for taking further action in the matter.

Yours faithfully,



(Sandhya Shukla)

Assistant Director,

Encl: A/a

Copy to :-

Shardul Amarchand Mangaldas & Co.,
Advocate & Solicitors,
Amarchand Towers, 216 Okhla Industrial Estate,
Phase III, New Delhi - 110020.