GUJARAT ENERGY

**GEL/SEC/2026/1617** **5th September, 2026**

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| **BSE Limited,**<br>Phiroze Jeejeebhoy Tower,<br>Dalal Street, Mumbai<br><br>Company Code: BSE - 539336 | **National Stock Exchange of India Ltd,**<br>Exchange Plaza, 5th Floor, Plot No. C/1, G Block, Bandra Kurla Complex,<br>Bandra (East), Mumbai<br>Company Code: NSE - GUJENERGY |

**Sub.: Apportionment of cost of acquisition of Shares of Gujarat Energy Limited (Erstwhile Gujarat Gas Limited) and GSPL Transmission Limited as per the provisions of Section 73 of the Income-Tax Act, 2025 (corresponding to Sections 49(2C) and 49(2D) of the Income-Tax Act, 1961)**

**Ref.: Composite Scheme of Amalgamation and Arrangement amongst Gujarat State Petroleum Corporation Limited ("GSPC"/ "Transferor Company 1"), Gujarat State Petronet Limited ("GSPL"/ "Transferor Company 2"), GSPC Energy Limited ("GSPC Energy"/ "Transferor Company 3"), Gujarat Gas Limited (now Gujarat Energy Limited) ("GEL"/ "Transferee Company"/ "Demerged Company"/"The Company") and GSPL Transmission Limited ("GTL"/ "Resulting Company") and their respective shareholders, pursuant to Sections 230-232 and other applicable provisions of the Companies Act, 2013 (the "Scheme")**

Respected Sir/Madam,

Please find enclosed communication for the attention of the shareholders of the Company for apportionment of cost of acquisition of Equity Shares of the Company and Resulting Company.

The above communication is being hosted on the website of the Company at www.gujarat-energy.com.

You are requested to take the above information on record.

Thanking you,

**For, Gujarat Energy Limited**

SANDEEP VISHNUPRASAD DAVE

Sandeep Dave
**Company Secretary**

Enclosed: As above

GUJARAT ENERGY

## GENERAL GUIDANCE NOTE FOR THE SHAREHOLDERS

1. The Hon'ble Ministry of Corporate Affairs ("MCA") vide its Order dated $8^{th}$ April, 2026 received by the Company on $17^{th}$ April, 2026 had sanctioned the Composite Scheme of Amalgamation and Arrangement amongst Gujarat State Petroleum Corporation Limited ("GSPC"/ "Transferor Company 1"), Gujarat State Petronet Limited ("GSPL"/ "Transferor Company 2"), GSPC Energy Limited ("GSPC Energy"/ "Transferor Company 3"), Gujarat Gas Limited (now Gujarat Energy Limited) ("GEL"/ "Transferee Company"/ "Demerged Company") and GSPL Transmission Limited ("GTL"/ "Resulting Company") and their respective shareholders, pursuant to Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 (the "Scheme").

2. The Scheme, *inter-alia*, provides for the following:

   Demerger, transfer and vesting of the Gas Transmission Business Undertaking (*as defined in the Scheme*) from GEL into GTL on a going concern basis and issue of Equity Shares by GTL to the shareholders of GEL in consideration thereof, in accordance with the provisions of Section 2(19AA) of the Income-Tax Act, 1961 (corresponding to Section 2(35) of the Income-Tax Act, 2025).

3. The Scheme came into effect on $1^{st}$ May, 2026 i.e. the date of filing of e-Form INC-28, being the Effective Date (*as defined under the Scheme*).

4. In accordance with provisions of the Scheme, GTL has issued and allotted 31,27,43,617 Equity shares of INR 10/ - (Rupees Ten Only) each to the shareholders of the GEL whose names were recorded in the Register of Members of GEL or in the Register of Beneficial Owners maintained by the Depositories as on the Record Date 3 (i.e., $2^{nd}$ July , 2026) in the ratio of 1 (One) fully paid-up equity shares of INR 10 (INR Ten only) each of the Resulting Company for every 3 (three) fully paid equity share of INR 2 (INR Two only) held by such shareholders in the Demerged Company ("Share Entitlement Ratio" - *as defined under the Scheme*).

5. We wish to inform the shareholders of the Company, the date of acquisition and mechanism for computing the proportionate cost of acquisition of the equity share(s) of GEL and GTL vis- à-vis the cost of acquisition of the original equity share(s) of GEL, for the purpose of computing the capital gain or loss as per the provisions of the Income Tax Act, 2025.

6. For the purpose of determining the post-demerger cost of acquisition of the Equity Shares of GEL and the Equity Shares of GTL, shareholders are advised to apportion their total cost of acquisition of Equity Shares of GEL acquired prior to the Record Date 3 i.e. Record Date for demerger, in the following manner:

| Sr. No. | Name of the Entity | % of Total Cost of Acquisition of Equity Shares of the Company |
|---|---|---|
| 1 | Gujarat Energy Limited (Erstwhile Gujarat Gas Limited) | 70.66% |
| 2 | GSPL Transmission Limited | 29.34% |

Hence, if you have acquired equity shares of GEL prior to the Record Date 3, the post-demerger cost of acquisition of the equity shares of GEL and GTL shall be determined by apportioning the pre-demerger cost of acquisition of the equity shares of GEL in the aforesaid proportion.

For example, if 900 Equity Shares of GEL were purchased at INR 400/- per share by a shareholder prior to the Record Date 3, the total cost of acquisition would amount to INR 3,60,000/-. Based on the Share Entitlement Ratio (*as defined under the Scheme)*, 300 shares of GTL would be allotted to the said shareholder. The total cost of acquisition of INR 3,60,000/- would be apportioned in the aforesaid ratio – INR 2,54,376/- (70.66% of INR 3,60,000/-) being the total cost of acquisition of 900 equity shares of GEL and INR 1,05,624/- (29.34% of INR 3,60,000) being the total cost of acquisition of 300 equity shares of GTL.

7. The aforesaid ratio has been determined with reference to the net worth of the Company and the net assets of the Gas Transmission Business Undertaking as at the Appointed Date of the Demerger, i.e., 1 April 2025, in accordance with Section 73 of the Income-tax Act, 2025 (corresponding to Sections 49(2C) and 49(2D) of the Income-tax Act, 1961).

8. It may be noted that as per the provisions of Section 70(1)(K) of the Income-tax Act, 2025 (corresponding to Section 47(vid) of the Income-tax Act, 1961), the aforesaid issuance of Equity Shares by GTL pursuant to the Scheme will not be regarded as transfer and hence not taxable in the hands of the shareholder.

9. Further, in terms of the provisions of Section 2(101)(c)(B)(III) of the Income-tax Act, 2025 (corresponding to the Explanation 1(i)(g) to Section 2(42A) of the Income-tax Act, 1961), the date of acquisition of the Equity Shares of GTL will be deemed to be the date of acquisition for the Equity Shares of GEL. Kindly consult your tax advisors, having regard to the facts of your case.

We trust this explains the position clearly and would help you to compute the cost of acquisition per share individually for GEL and GTL, post-demerger, if and when the shares are sold attracting capital gains or loss under the Income-tax Act, 2025. The shareholders are advised to seek a legal opinion, should they feel it is necessary.

***Please note that this communication is merely for the general guidance of the shareholders and should not be considered as a substitute for any independent opinion that the shareholders may obtain. Determination of the cost of acquisition is otherwise an involved exercise requiring application of various provisions of the Income-tax Act, 2025 (including Section 90(7) and Section 198 of the Income-tax Act, 2025). The concerned regulatory, statutory or judicial authority, including any assessing officer/appropriate appellate authority, could take a different view. Shareholders are advised to consult their own consultants or tax advisors to understand specific tax implications in their respective cases. The Company takes no express or implied responsibility or liability in relation to this guidance.***

***Please note that if there is a change, including change having retrospective effect in the statutory laws and regulations, the comments expressed in this communication would necessarily have to be re-evaluated in light of the changes. Gujarat Energy Limited does not take any responsibility of updating this communication in future.***