



Gujarat State Petronet Ltd.

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Website :www.gspcgroup.com

GSPL/S&L/2025-26

23rd September, 2025

To
The Manager (Listing)
The Bombay Stock Exchange
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai – 400 001.
Company Code: 532702

To
The Manager (Listing)
The National Stock Exchange of India Ltd.
“Exchange Plaza”, Bandra-Kurla
Complex, Bandra (E), Mumbai – 400 051,
Company Code: GSPL

Dear Sir/Madam,

Sub: Proceedings of the 27th Annual General Meeting (AGM) of the Company held on Tuesday, 23rd September, 2025

The 27th Annual General Meeting (“AGM”) of Gujarat State Petronet Limited was held today i.e. 23rd September, 2025 at 3.00 P.M. to transact the business as stated in the Notice convening the AGM.

In this regard, please find enclosed the summary of the proceedings of the AGM of the Company as required under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Kindly take the same on record.

Thanking You.

Yours Faithfully,

For Gujarat State Petronet Limited

Rajeshwari Sharma

Company Secretary

Encl: As above

PROCEEDINGS OF THE 27th ANNUAL GENERAL MEETING OF GUJARAT STATE PETRONET LIMITED HELD ON TUESDAY, 23RD SEPTEMBER, 2025 AT 3.00 P.M

The 27th Annual General Meeting of the Members of Gujarat State Petronet Limited was held on 23rd September, 2025 at 3:00 P.M. through Video Conferencing (VC) or Other Audio Visual Means (OAVM). The Meeting commenced at 3.00 P.M.

Shri Pankaj Joshi, IAS, Chairman & Managing Director of the Company chaired the Meeting for agenda items No. 1, 2, 3, 4, 6, 7, 8 & 9 and for agenda item No. 5 i.e. appointment of Shri Pankaj Joshi, IAS as a director of the company, Shri Milind Torawane, IAS, Joint Managing Director occupied the chair. The Quorum required under the Companies Act, 2013 was present throughout the Meeting.

Smt. Rajeshwari Sharma, Company Secretary informed that the Meeting was held through VC/ OAVM in compliance with the 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.

The Company Secretary further informed that the Company 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 AGM) in transparent manner.

The Chairman & Managing Director delivered the Chairman's Speech.

The following items of business as set out in the Notice convening the meeting were proposed:

Ordinary Business:

Ordinary Resolution No. 1:

To receive, consider and adopt the Audited Financial Statements (*Standalone & Consolidated*) of the Company for the Financial Year ended 31st March, 2025 and the Reports of the Board of Directors and Auditors thereon.

"RESOLVED THAT the Audited Financial Statements (*Standalone & Consolidated*) for the Financial Year ended 31st March, 2025 and the Reports of the Board of Directors and Auditors thereon along with Report of Comptroller and Auditor General of India of the Company, be and are hereby adopted".

Ordinary Resolution No. 2:

To declare Dividend on Equity Shares.

"RESOLVED THAT pursuant to the recommendation of the Board of Directors of the Company, Dividend for the Financial Year 2024 - 25 @ 50% (i.e. Rs. 5 per Share) on 56,42,11,376 Equity Shares, having face value of Rs. 10 each, of the Company be and is hereby approved."

"RESOLVED FURTHER THAT Dividend be paid to the,

1. Beneficial owners as at the close of business hours on Wednesday, 10th September, 2025, as per the list to be furnished by the Depositories in respect of the Shares held in electronic form.
2. Members in the Register of Members of the Company as on Wednesday, 10th September, 2025, after giving effect to all valid share transfer in physical form received as at the close of business hours on Wednesday, 10th September, 2025."

Ordinary Resolution No. 3:

To appoint a Director in place of Ms. Arti Kanwar, IAS [DIN: 03535973], who retires by rotation and being eligible offers herself for re-appointment.

"RESOLVED THAT Ms. Arti Kanwar, IAS [DIN: 03535973], who retires by rotation and being eligible offers herself for re-appointment, be and is hereby re-appointed as Director of the Company, liable to retire by rotation."

Ordinary Resolution No. 4:

To authorize Board of Directors to fix remuneration of Statutory Auditors of the Company for the Financial Year 2025 – 26 in terms of the provisions of Section 142 of the Companies Act, 2013

"RESOLVED THAT the Board of Directors of the Company be and is hereby authorized to decide and fix the remuneration of Statutory Auditor(s) of the Company appointed by Comptroller and Auditor General of India for the Financial Year 2025 - 26."

Special Business:

Ordinary Resolution No. 5:

To approve appointment of Shri Pankaj Joshi, IAS [DIN: 01532892] as Director of the Company.

"RESOLVED THAT Shri Pankaj Joshi, IAS [DIN: 01532892] who was appointed as Additional Director and also as Chairman & Managing Director of the Company pursuant to provisions of Sections 149, 152, 161, 196 and 203 read with Companies (Appointment and Qualification of Directors) Rules, 2014 [including any statutory modification(s) and enactment thereof for the time being in the force], applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Articles of Association of the Company and who holds the office up to the date of this Annual General Meeting and in respect of whom, the Company has received a Notice in writing under Section 160 of the Companies Act, 2013 from a Member proposing his candidature for the office of the Director of the Company, who shall not be liable to retire by rotation."

Ordinary Resolution No. 6:

To approve appointment of Shri M. K. Das, IAS [DIN: 06530792] as a Director of the Company.

"RESOLVED THAT Shri M. K. Das, IAS [DIN: 06530792] , who was appointed as an Additional Director pursuant to provisions of Section 149, 152, & 161 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 [including any statutory modification(s) or re-enactment thereof for the time being in force], applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Articles of Association of the Company and who holds office up to the date of Annual General Meeting and in respect of whom, the Company has received a Notice in writing under Section 160 of the Companies Act, 2013 from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

Special Resolution No. 7:

To approve appointment of Shri Rishikesha T. Krishnan, [DIN: 00064067] as Independent Director of the Company

"RESOLVED THAT Shri Rishikesha T. Krishnan [DIN: 00064067], who was appointed as Additional Director/ Independent Director pursuant to provisions of Section 149, 152 and 161 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies [Appointment and Qualifications of Directors] Rules, 2014 [including any statutory modification(s) or re-enactment thereof for the time being in force], applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Articles of Association of the Company and who being qualified and eligible for appointment as Independent Director of the Company and in respect of whom, the Company has

received a notice in writing under Section 160 of the Companies Act, 2013, be and is hereby appointed as Independent Director of the Company to hold office for a period of 5 (Five) consecutive years effective from 21st September 2024, subject to review of annual performance and whose term of office shall not be liable to retirement by rotation."

Ordinary Resolution No. 8:

To ratify the remuneration payable to M/s R. K. Patel, as Cost Auditors of the Company for the Financial Year ending 31st March, 2026

"RESOLVED THAT pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies [Audit and Auditors] Rules, 2014 [including any statutory modification(s) or re-enactment thereof, for the time being in force], M/s R. K. Patel, Cost Accountants, the Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the Financial Year ending 31st March, 2026 be paid the remuneration of Rs. 49,999/- plus taxes and out of pocket expenses incurred by them during the course of Audit.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to take such actions as may be necessary for implementing the above Resolution."

Ordinary Resolution No. 9:

To appoint M/s. SPANJ & Associates, Practicing Company Secretaries (Firm Registration Number: P2014GJ034800) as the Secretarial Auditors of the Company for a term of 5 consecutive years, including the remuneration.

"RESOLVED THAT pursuant to Regulation 24A and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") read with Circulars issued thereunder from time to time and applicable provisions of the Companies Act, 2013 ("the Act") and Rules made thereunder [including any statutory modification or re-enactment thereof for the time being in force] and in accordance with the recommendation of the Board of Directors of the Company, M/s SPANJ & Associates, a firm of Company Secretaries in practice, (Firm Registration Number: P2014GJ034800) be appointed at this 27th Annual General Meeting as the Secretarial Auditors of the Company for a term of 5 consecutive years, to conduct the Secretarial Audit of five consecutive financial years respectively ending on 31st March, 2026, 31st March, 2027, 31st March, 2028, 31st March, 2029 and 31st March, 2030 ('the Term') and to issue the Secretarial Audit Report under Section 204 of the Act and under

Regulation 24A(1)(a) of the Listing Regulations for the Term, at the remuneration of Rs. 1,50,000/- including GST for each Financial Year from FY 2025-26 till FY 2029-30.

RESOLVED FURTHER THAT approval of the members be and is hereby accorded to the Board of Directors of the Company to avail or obtain from the Secretarial Auditor, such other services or certificates, reports, or opinions which the Secretarial Auditors may be eligible to provide or issue under the Applicable Laws at a remuneration to be determined by the Board.”

The Meeting concluded at 03:50 P.M. with vote of thanks to the Chairman. Thereafter, the e-voting facility was kept open for next 15 minutes after conclusion of AGM to enable the Members to cast their votes.

For Gujarat State Petronet Limited

Rajeshwari Sharma
Company Secretary