

ANNUAL
REPORT
2015-16



THE ENERGY LIFELINE
OF GUJARAT



Gujarat State Petronet Limited

Board of Directors

Shri M M Srivastava, IAS (Retd.)
 Shri Sujit Gulati, IAS (*w.e.f. 19th July, 2016*)
 Shri L Chuaungo, IAS (*up to 27th June, 2016*)
 Smt. Shridevi Shukla
 Dr. R Vaidyanathan
 Prof. Yogesh Singh
 Dr. Bakul Dholakia
 Dr. Sudhir Kumar Jain (*w.e.f. 23rd October, 2015*)
 Shri Bhadrash Mehta (*w.e.f. 23rd October, 2015*)
 Dr. T Natarajan, IAS (*w.e.f. 4th August, 2016*)
 Shri Atanu Chakraborty, IAS (*up to 11th April, 2016*)
 Dr. J N Singh, IAS

Chairman

Joint Managing Director

Managing Director

Managing Director

(*w.e.f. 16th April, 2016*)

Company Secretary

Ms. Reena Desai

Statutory Auditors

V. V. Patel & Co.,
 Chartered Accountants
 Ahmedabad

Secretarial Auditors

M/s Spanj & Associates
 Practising Company Secretaries,
 Ahmedabad

Subsidiary Companies

GSPL India Gasnet Limited
 GSPL India Transco Limited

Associate Companies

Gujarat Gas Limited
 Sabarmati Gas Limited

Cost Auditors

M/s R K Patel & Co.
 Cost Accountants, Vadodara

Registrar & Share Transfer Agent

M/s Karvy Computershare Private
 Limited, Hyderabad

Internal Auditors

Ernst & Young

Registered Office

GSPL Bhavan, Behind Udyog Bhavan
 Sector-11, Gandhinagar-382010, Gujarat

Corporate Office

GSPL Bhavan, E-18, GIDC Electronic
 Estate, Sector-26, Gandhinagar-382028
 Gujarat

Bankers

Allahabad Bank
 Axis Bank Ltd.
 Bank of Baroda
 Corporation Bank
 HDFC Bank Ltd.
 ICICI Bank Ltd.
 IDBI Bank Ltd.
 IDFC Bank Ltd.
 Oriental Bank of Commerce
 Punjab & Sind Bank
 RBL Bank Ltd.
 State Bank of India
 State Bank of Travancore
 The Karur Vysya Bank Ltd.
 The South Indian Bank Ltd.
 Union Bank of India
 Yes Bank Ltd.

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Board of Directors



Shri M M Srivastava, IAS (Retd.), *Chairman*

Shri M M Srivastava, IAS (Retd.) has graduated in Science from Delhi University and has completed his Masters in Physics from Delhi University. He has also done MBA (Marketing) from University of Ljubljana, Slovenia. He has wide administrative and corporate experience. He has held various positions in Government Departments prior to his retirement including Member (Finance), Gujarat Electricity Board, Managing Director of Gujarat Agro Industries Corporation, Secretary in Finance Department, Commissioner of Commercial Tax Department, Principal Secretary of Energy and Petrochemicals Department and Additional Chief Secretary of Finance Department, Government of Gujarat.



Shri Sujit Gulati, IAS, *Non Executive Director*

Shri Sujit Gulati, IAS is a Mechanical Engineer. He is having varied and rich experience and has served as Joint Secretary and Financial Advisor, Ministry of Mines, Government of India. He has held key positions in the various Departments/Ministries of Government of Gujarat. He has served as Director in various companies including Digjam Ltd., National Textile Corporation Limited, Gujarat Mineral Development Corporation Limited, Coal India Ltd, Bharat Aluminium Company Limited, Hindustan Zinc Ltd. and Gujarat Chemicals Port Terminal Company Limited. Shri Sujit Gulati, IAS is presently Additional Chief Secretary, Energy and Petrochemicals Department, Government of Gujarat.



Smt. Shridevi Shukla, *Non-Executive Woman Director*

Smt. Shridevi Shukla has done B.A. in Economics. She has wide administrative and corporate experience. She has held various senior level positions in Government of Gujarat Departments prior to her retirement including Joint Secretary (Industries and Mines) and Appellate Authority (Mines), Industries and Mines Department, Deputy Secretary (Services), Finance Department, Deputy Secretary (ARTD), General Administration Department, Deputy Secretary, (Biotechnology), Science and Technology Department. Subsequent to her retirement, she was appointed as Officer on Special Duty (Industries and Mines) and Appellate Authority (Mines), Industries and Mines Department from September, 2010 to February, 2014. Thereafter, she was appointed as State Information Commissioner, Gujarat Information Commission from May, 2014 to February, 2015.



Dr. R Vaidyanathan, *Independent Director*

Dr. R Vaidyanathan is a Science Graduate from the Loyola College, Madras and has done Masters from the Indian Statistical Institute, Calcutta and has also obtained Fellow in Management (Doctorate) from the Indian Institute of Management, Calcutta. He is Professor of Finance and Control at the IIM, Bangalore and UTI Chair Professor in the area of Capital Markets. He is two time Fulbright scholar who studied the Credit Rating Mechanism and Pension System. He was mentioned by Business Today Magazine as one of the best Ten Professors among all IIMs. He is known for his commendable contributions in the areas of Corporate Finance, Risk Management, Pensions, etc.



Prof. Yogesh Singh, *Independent Director*

Prof. Yogesh Singh is the Vice Chancellor of Delhi Technological University. He is also working as the Director of Netaji Subhas Institute of Technology, New Delhi. Prof. Singh has been the Vice-Chancellor of the Maharaja Sayajirao University of Baroda from 2011 to 2014. He holds M.Tech. and Ph.D. (Computer Engineering) degrees from National Institute of Technology, Kurukshetra, Haryana. Prof. Yogesh Singh has excellent track record of quality teaching, innovation and research with 'h' index of 26 and citation index of 2073 as reported by Google scholar. He has also supervised 23 Ph.Ds in the area of Software Engineering. He is listed as third best amongst the most productive India authors for participating in Software Engineering Research reported in "Indian Computer Science Research Output during 1999-2008, Qualitative Analysis" Journal of Library & Information Technology, November 2010. He has more than 250 publications in International and National Journals/Conferences. Prof. Yogesh Singh has also authored a book on "Software Testing" published by Cambridge University Press, England. He has also Co-authored books on Software Engineering published by New Age International Delhi (2002), and Object Oriented Software Engineering published by PHI Learning, Delhi. Prof. Singh has also worked as Chairman, Central Regional Committee, All India Council for Technical Education, Bhopal (covering states of Madhya Pradesh, Chhattisgarh & Gujarat) from December 2011 to May 2014. He was member of the General Council of National Assessment and Accreditation Council (NAAC).



Dr. Bakul Dholakia, *Independent Director*

Dr. Bakul Dholakia holds degree of M.A. (Economics), Gold Medalist and has done Ph.D. (Economics) from MS University, Baroda. Dr. Bakul Dholakia is currently the Director General of International Management Institute (IMI) of Delhi. Prior to joining IMI, he was the Director of Adani Institute of Infrastructure Management & Gujarat Adani Institute of Medical Sciences, Bhuj. He has more than 46 years of professional experience including 33 years at IIM, Ahmedabad. During the course of his long tenure at IIM Ahmedabad, Dr. Bakul Dholakia occupied the Reserve Bank of India Chair from 1992 to 1999, served as the Dean from 1998 to 2001 and as the Director of IIMA from 2002 to 2007. Dr. Dholakia was the Chairman of the National Board of Accreditation for Technical Education in India from 2005 to 2008. He has guided 20 Ph.D. students specializing in Economics, Finance, Business Policy and Public Systems. Dr. Dholakia is the author of 12 books, 28 monographs and more than 50 research papers published in professional journals in India & abroad. In 2007, Dr. Dholakia was awarded Padma Shri by the Government of India in recognition of his distinguished services in the field of education. In 2008, Dr. Dholakia was conferred the coveted Bharat Asmita National Award by the Honorable Chief Justice of India. Over the last two decades, Dr. Dholakia has worked on numerous government committees. He has also been a member of the jury for various Corporate Excellence Awards and Selection Committees for CEOs. The Competition Commission of India has appointed Dr. Dholakia as a member of the Eminent Person Advisory Group. He has been a consultant to various national and international organisation.



Dr. Sudhir Kumar Jain, *Independent Director*

Dr. Sudhir Kumar Jain is an active academic and a passionate academic administrator. He has been on the faculty of IIT, Kanpur (IITK) since 1984 from where he is currently on leave to the new Indian Institute of Technology, Gandhinagar (IITGN) in Ahmedabad to shoulder the responsibilities of its Director. Dr. Jain holds a Bachelor of Engineering from the University of Roorkee, and Masters and Doctoral degrees from the California Institute of Technology, Pasadena. He was elected to the Board of Directors of the International Association for Earthquake Engineering in 2000, and is currently its President. He also served on the Board of Directors of the World Seismic Safety Initiative from 2002 to 2009. He was elected Fellow of the Indian National Academy of Engineering in 2003, and was conferred Life Membership by the New Zealand Society for Earthquake Engineering (NZSEE) in 2013.

**Shri Bhadresh Mehta, *Independent Director***

Shri Bhadresh Mehta is Chartered Accountant, Company Secretary and Cost Accountant by qualification. He holds professionally qualified senior managerial experience with a proven success of over 20 years in steering finance and audit functions of reputed business groups. His areas of specialization are strategic planning, financial management, auditing, risk assessment and management.

**Dr. T Natarajan, IAS, *Joint Managing Director***

Dr. T Natarajan, IAS holds a B.E. (Mining Engineering) and MBA (Finance & Marketing). He also holds Doctorate in Management. Dr. T Natarajan, IAS served as Joint Managing Director of Gujarat Narmada Valley Fertilizers & Chemicals Limited. He worked in Industrial Finance Corporation for 2 years and has also held distinguished positions in the Government of Gujarat including Commissioner, Technical Education, Commissioner, Geology & Mining as well as Secretary, Economic Affairs, Finance Department. He has served as a Director of Gujarat Mineral Development Corporation Limited, Gujarat Industrial Development Corporation Limited, Gujarat Urban Development Company Limited, Gujarat State Electricity Corporation Limited and Bhavnagar Energy Co. Ltd. Presently, he is Joint Managing Director of Gujarat State Petroleum Corporation Limited.

**Dr. J N Singh, IAS, *Managing Director***

Dr. J N Singh, IAS has done M.A. (International Studies, JNU), MDM (AIM, Manila), Ph.D from M S University. He has wide experience of working in various Government Departments and Public Sector Undertakings. He has held various key positions like Additional Chief Secretary, Finance Department, Govt. of Gujarat, Principal Secretary, Science and Technology Department, Textile Commissioner, Mumbai, Member (Finance), NHAI, Delhi, Managing Director, Sardar Sarovar Narmada Nigam Ltd. He has served largely in Infrastructure and Finance Sector having handled Industrial Infrastructure, Power, Telecom, Highways and water. His Ph.D in Political Economy examined the tripartite relationship of Power sector, ground water resources and Agriculturists in the context of Gujarat. At present, he is Chief Secretary, Govt. of Gujarat.

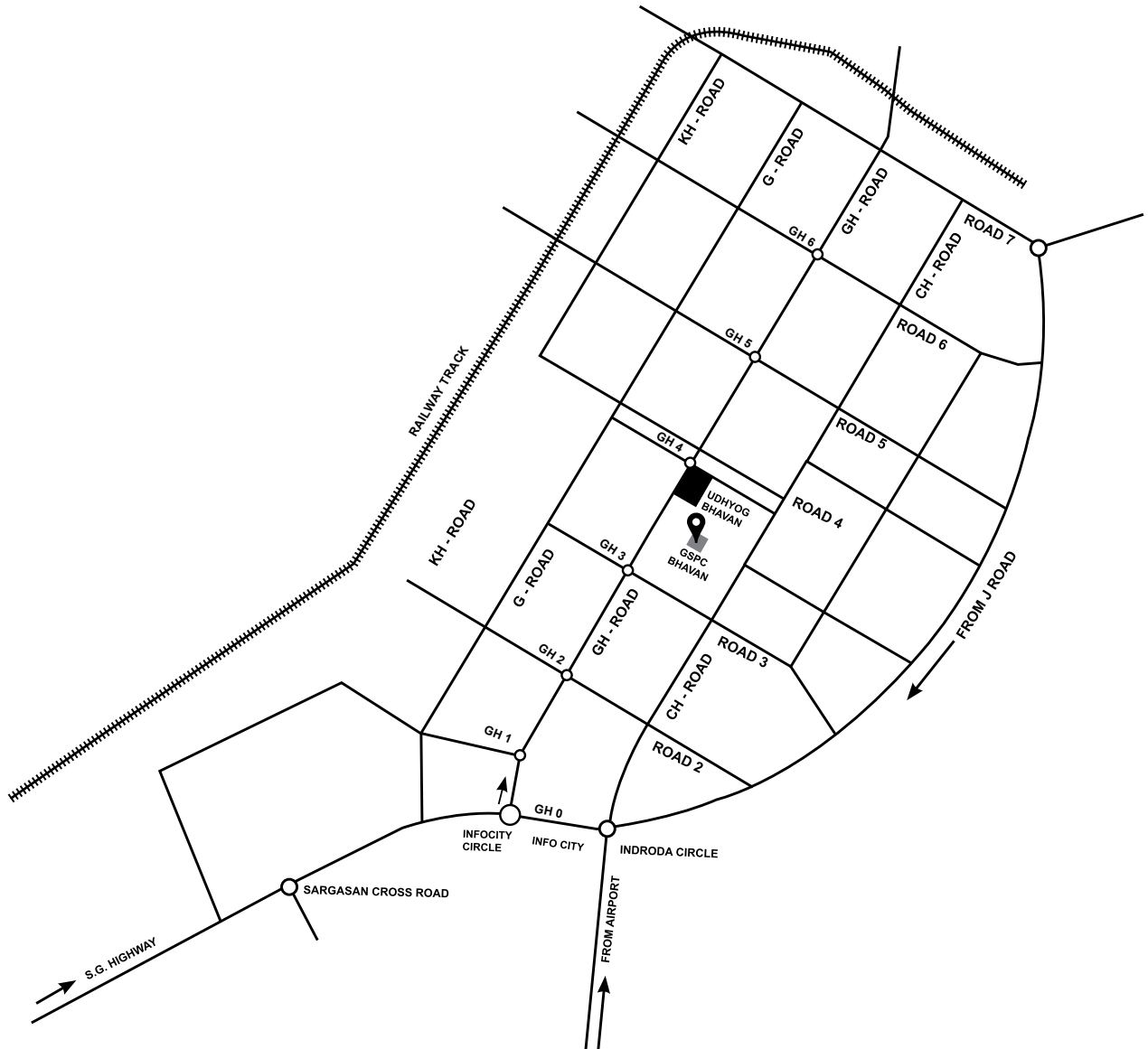
QUALITY, HEALTH, SAFETY AND ENVIRONMENT POLICY

GSPL commits a high level of QHSE performance to ensure effective and efficient management of Operation and Maintenance of Natural Gas Grid with continual improvements so as to provide reliable natural gas transmission in a safe working environment.

GSPL is committed to:

- Maintain an organizational culture of Health, Safety & Environmental excellence by conducting its business in a manner that will promote consistent development.
- Safe work, resource conservation, waste management and emergency response measures for continual improvement in QHSE performance.
- Design, construct, operate & maintain its facilities while assuring the best material and service quality and operate in a way that mitigates and minimizes risks and hazards.
- Prevention of ill-health, injuries and pollution by adopting best practices, carrying out periodic risk assessments, audits, reviews, inspections and providing awareness to employees and concerned stakeholders.
- Comply with legal, regulatory and other requirements applicable for natural gas transportation business as a responsible corporate.
- Provide appropriate resources and PPEs to its employees.
- Focusing on teamwork and customer satisfaction, adopting new technologies in O&M activities, maintaining availability of Gas Grid to meet customer requirements and reviewing of process and performance of QMS on regular basis.
- Encourage associates and stakeholders to demonstrate the same level of commitment for continuous improvement in HSE performance.
- Ensure compliance with the policy through a process of training and competence, review and audit.
- Communicate openly with Government agencies, employees, contractors and the general public on effective safety and environmental management issues.
- Delegate power to employees to implement the company's policy on health, safety, environment and loss control.

ROUTE MAP



AGM VENUE :

Assembly Hall, GSPC Bhavan, Behind Udyog Bhavan, Sector - 11,
Gandhinagar - 382 010

NOTICE

Notice is hereby given that 18th Annual General Meeting of the members of Gujarat State Petronet Limited will be held on Thursday, the 22nd day of September, 2016 at 3.00 p.m. at Assembly Hall, GSPC Bhavan, Behind Udyog Bhavan, Sector - 11, Gandhinagar - 382010 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements (*Standalone & Consolidated*) of the Company for the Financial Year ended 31st March, 2016 and the Reports of the Board of Directors and Auditors thereon.
2. To declare Dividend on Equity Shares.
3. To appoint a Director in place of Smt. Shridevi Shukla [DIN: 02028225] who retires by rotation and being eligible offers herself for re-appointment.
4. To fix remuneration of Statutory Auditors of the Company in terms of the provisions of Section 142 of the Companies Act, 2013.

SPECIAL BUSINESS

5. **To approve appointment of Dr. Sudhir Kumar Jain as an Independent Director of the Company.**

To consider and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:

“RESOLVED THAT Dr. Sudhir Kumar Jain [DIN: 03646016], who was appointed as an Additional/Independent Director pursuant to provisions of Sections 149, 152, 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 an 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 from a Member proposing his candidature for the office of the Director, be and is hereby appointed as an Independent Director of the Company to hold office for a period of five (5) consecutive years effective from 23rd October, 2015, subject to review of annual performance, and whose term of office shall not be liable to retirement by rotation.”

6. **To approve appointment of Shri Bhadresh Mehta as an Independent Director of the Company.**

To consider and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:

“RESOLVED THAT Shri Bhadresh Mehta [DIN: 02625115], who was appointed as an Additional/Independent Director pursuant to provisions of Sections 149, 152, 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 an 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 from a Member proposing his candidature for the office of the Director, be and is hereby appointed as an Independent Director of the Company to hold office for a period of five (5) consecutive years effective from 23rd October, 2015, subject to review of annual performance, and whose term of office shall not be liable to retirement by rotation.”

7. **To approve appointment of Shri Sujit Gulati, IAS as a Director of the Company.**

To consider and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:

“RESOLVED THAT Shri Sujit Gulati, IAS [DIN: 00177274], who was appointed as an Additional Director pursuant to provisions of Sections 149, 152, 161 of the Companies Act, 2013 read with the Companies [Appointment and Qualifications of Directors] Rules, 2014 [including any statutory modification(s) or re-enactment thereof for the time being in force] and Articles of Association of the Company and who holds office upto 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, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

8. **To ratify the remuneration payable to M/s R K Patel & Co., Cost Auditors of the Company for the Financial Year ending 31st March, 2017.**

To consider and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:

“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 & Co., Cost Accountants, Vadodara, 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, 2017 be paid the remuneration of ₹ 1,08,000/- [Rupees One Lac Eight Thousand Only] plus applicable taxes and reimbursement of 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.”

9. To approve payment of remuneration to Shri M M Srivastava, IAS (Retd.), Chairman.

To consider and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013 [including any statutory modification(s) or re-enactment thereof for the time being in force] and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company hereby accords its approval to the payment of monthly remuneration derived on the basis of “last pay drawn minus pension” as stipulated vide Resolution No. GPC-10-2010-110000-E of Govt. of Gujarat dated 10th May, 2013 and letter dated 25th July, 2016 to Shri M M Srivastava, IAS (Retd.), Non-Executive Chairman [DIN: 02190050] w.e.f 24th August, 2016 for the period of two years or till further orders by Govt. of Gujarat, whichever is earlier.

RESOLVED FURTHER THAT Shri M M Srivastava, IAS (Retd.), Non-Executive Chairman [DIN: 02190050] shall also be entitled to perquisites/benefits/allowances as stipulated in the said GOG Resolutions.

RESOLVED FURTHER THAT the Company hereby accords its approval and authorizes the Board of Directors of the Company to agree to any revision/increase, variation, modification or amendment as may be decided from time to time by the Govt. of Gujarat in the terms and conditions of payment of remuneration including perquisites to Shri M M Srivastava, IAS (Retd.), Non-Executive Chairman [DIN: 02190050] in accordance with applicable provisions under the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as in its absolute discretion it may consider necessary, expedient or desirable to give effect to the above Resolutions.”

For Gujarat State Petronet Limited

Reena Desai

Company Secretary

Date: 30th July, 2016

Place: Gandhinagar

Registered Office

GSPC Bhavan, Sector - 11

Gandhinagar - 382 010.

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENTS APPOINTING PROXY TO BE VALID AND EFFECTIVE MUST REACH TO THE CORPORATE OFFICE OF THE COMPANY SITUATED AT GSPL BHAVAN, E-18, GIDC ELECTRONIC ESTATE, SECTOR-26, GANDHINAGAR-382028 MINIMUM 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**

A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN 10% [TEN PERCENT] OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN 10% [TEN PERCENT] OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.

2. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send a certified copy of the board resolution authorizing their representative to attend and vote on their behalf at the Meeting.
3. Members / proxies are requested to bring their attendance slip along with their copy of Annual Report to the Meeting.
4. Members desirous of getting any information related to accounts or operations of the Company are requested to send in their queries so as to reach the Company's Corporate Office situated at GSPL Bhavan, E-18, GIDC Electronic Estate, Sector-26, Gandhinagar-382028 atleast 7 days in advance before the date of Meeting to enable the management to keep the information ready.
5. The Register of Members and Share Transfer Books of the Company shall remain closed from Friday, 16th September, 2016 to Thursday, 22nd September, 2016 (both days inclusive) for the purpose of payment of the Dividend. The Dividend, if declared at the ensuing Annual General Meeting shall be paid, on Thursday, 29th September, 2016 to those Members of the Company whose names appear (a) as beneficial owners as at the close of business hours on 15th September, 2016 as per the list to be furnished by the depositories in respect of the Shares held in electronic form; and (b) as Members in the Register of Members of the Company as at close of business hours on 15th September, 2016, after giving effect to all valid Share Transfers in physical

form received on or before 15th September, 2016.

6. All transfer deeds, requests for change of address, bank particulars /mandates/ECS mandates, PAN should be lodged with Company's Registrar and Share Transfer Agent (R&TA), M/s Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot No. 31 & 32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad - 500 008, in case of Shares held in physical form on or before 15th September, 2016. The above details in respect of the Shares held in electronic form should be sent to the respective Depository Participants by the Members well in time.
7. Members are requested to furnish the R&TA / Depository Participants, the name and address of the branch of the bank, MICR code of the branch, type of account and account number to enable the Company to distribute Dividend through National Electronic Clearing Services (NECS). In the absence of NECS facility with the Member's bank, the bank account details will be printed on the Dividend Warrants, if available.
8. The Securities and Exchange Board of India has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding Shares in electronic mode are, therefore, requested to submit the PAN details to their Depository Participants with whom they are maintaining their demat accounts. Members holding Shares in physical form can submit their PAN details to M/s Karvy Computershare Private Limited.
9. As stipulated under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, profile of Directors seeking re-appointment / appointment is separately annexed herewith.
10. In accordance with Section 20 of the Companies Act, 2013, service of documents on Members by a Company is allowed through electronic mode. Accordingly, soft copy of the Annual Report is being sent to all the Members whose E-mail IDs are registered with the Company/R&TA/Depository Participants unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail address, physical copies of the Annual Report is being sent in the permitted mode.
11. To promote green initiative, Members are requested to register their e-mail addresses through their Depository Participants for sending the future communications by e-mail. Members holding the Shares in physical form may register their e-mail addresses through the R&TA, giving reference of their Folio Number.
12. Members also note that the Annual Report for Financial Year 2015-16 will also be available on the Company's website www.gspcgroup.com for their download.
13. **Voting through Electronic Means:**
 - I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is providing facility to the Members to exercise their right to vote by electronic means in respect of the Resolution(s) contained in this Notice. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) as the Authorised Agency to provide remote e-voting facility (i.e. the facility of casting votes by a Member by using an electronic voting system from a place other than the venue of a General Meeting).
 - II. The Company shall also provide facility for voting through polling paper which shall be available at the Meeting and Members attending the Meeting who have not already casted their vote by remote e-voting shall be able to exercise their right to vote at the Meeting.
 - III. The cut-off date for the purpose of voting (including remote e-voting) is 15th September, 2016. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories at the close of business hours on 15th September, 2016 shall be entitled to avail the facility of voting through remote e-voting/polling paper. The voting rights of the Members shall be in proportion to the paid-up value of their Shares in the Equity Capital of the Company as on the cut-off date for the purpose of voting.
 - IV. The Members who have casted their vote by remote e-voting prior to the Meeting may also attend the Meeting but shall not be entitled to cast their vote again.
 - V. The Board of Directors have appointed M/s K K Patel & Associates, Practising Company Secretary, as the Scrutinizer, for conducting the voting / poll and remote e-voting process in a fair and transparent manner.
 - VI. The remote e-voting facility will be available during the following period after which the portal shall forthwith be blocked and shall not be available:

Commencement of remote e-voting	09.00 A.M. (IST) on 19 th September, 2016
End of remote e-voting	05.00 P.M. (IST) on 21 st September, 2016

The Members desiring to vote through remote e-voting are requested to refer to the detailed procedure and instructions for e-voting given hereinafter:

- i. The Shareholders should log on to the e-voting website **www.evotingindia.com**.
- ii. Click on “SHAREHOLDERS” tab to cast your votes.
- iii. Now Enter your User ID:
 - a. For CDSL: 16 digits beneficiary ID
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID
 - c. Members holding Shares in Physical Form should enter Folio Number registered with the Company.
- iv. Next enter the image verification as displayed and click on Login.
- v. If you are holding Shares in Demat Form and had logged on to **www.evotingindia.com** and voted on an earlier voting of any company, then your existing password is to be used.
- vi. If you are a first time user, follow the steps given below:

	For Members holding Shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department when prompted by the system while e-voting (applicable for both Demat Shareholders as well as Physical Shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the R&TA / Depository Participant are requested to use the first two letters of their name (In Capital) and the 8 digits of the sequence number in the PAN field. The sequence number is printed on address label/sticker affixed on the back page of the Annual Report. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name (In CAPITAL). Eg. If your name is Jay Kumar with sequence number 1 then enter JA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>Please enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your Demat account or in the R&TA records in order to Login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the Depository or R&TA, please enter the User ID / Folio Number in the Dividend Bank details field as mentioned in instruction (iii)

- vii. After entering these details appropriately, click on “SUBMIT” tab.
- viii. Members holding Shares in Physical Form will then directly reach to the Company selection screen. However, Members holding Shares in Demat Form will now reach “PASSWORD CREATION” menu, wherein, they are required to mandatorily enter their Login Password in the new Password field. Kindly note that this Password can be used by the Demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that such company opts for e-voting through CDSL platform. It is strongly recommended not to share your Password with any other person and take utmost care to keep your Password confidential.
- ix. For Members holding Shares in Physical Form, the details can be used only for e-voting on the Resolutions contained in this Notice.
- x. Click/Select “EVENT” of “Gujarat State Petronet Limited” to vote on the same.
- xi. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES /NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xii. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolutions.
- xiii. After selecting the Resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- xiv. Once you “CONFIRM” your vote on the Resolution, you will not be allowed to modify your vote.
- xv. You can also take out print of the voting done by you by clicking on “Click here to print” option on the voting page.
- xvi. If Demat account holder has forgotten the Password then enter the User ID and the image verification code and click on “FORGOT PASSWORD” & enter the details as prompted by the system.
- xvii. Shareholder can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting

app can be downloaded from Google Play Store. Apple and Windows phone user can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

xviii. Note for Non - Individual Shareholders and Custodians:

- Non-Individual Shareholders (i.e. other than Individuals, HUF and NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to **helpdesk.evoting@cdslindia.com**.
- After receiving the Login details a compliance user should be created using the Admin Login and Password. The compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

xix. A scanned copy of the certified Board Resolution/ Power of Attorney (POA)/ Authority Letter etc. together with attested specimen signature(s) of the duly authorized representative(s), as issued should be emailed to the Scrutinizer at E-Mail ID -: scrutinizergspl@gmail.com and the same should also be uploaded in PDF format in the system for the verification by the Scrutinizer.

xx. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

Poll at the Meeting:

VII. After the items of the Notice have been discussed, the Chairman will order poll in respect of the items. Poll will be conducted under the supervision of the Scrutinizer appointed for remote e-voting and Poll as stated above. A person, whose name is recorded in the Register of Members or in Register of Beneficial Owners maintained by the Depositories as at the close of the business hours on the cut-off date of 15th September, 2016 and who have not casted their vote by remote e-voting, and being present in the AGM, either personally or through proxy, only shall be entitled to vote at the AGM.

VIII. The Scrutinizer shall after the conclusion of voting at the General Meeting, first count the votes cast at the Meeting, and thereafter unblock the vote cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company and will make, on or before 24th September, 2016, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, forthwith to the Chairman of the Company, who shall countersign the same and the Chairman, or in his absence the Managing Director, shall declare the result forthwith.

IX. The Results declared alongwith the Scrutinizer's Report shall be placed on the Company's website **www.gspcgroup.com** and on the website of Central Depository Services (India) Limited immediately after the result is declared and shall be simultaneously communicated to the Bombay Stock Exchange Limited (BSE) and National Stock Exchange of India Limited (NSE) where the Shares of the Company are Listed.

X. The Resolutions will be deemed to be passed on the Annual General Meeting date subject to receipt of requisite number of votes in favour of the Resolutions.

XI. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office and Corporate Office of the Company during normal business hours (10.30 A.M. to 6.30 P.M.) on all working days up to and including the date of Annual General Meeting of the Company.

For Gujarat State Petronet Limited

Reena Desai

Company Secretary

Date: 30th July, 2016

Place: Gandhinagar

Registered Office

GSPC Bhavan, Sector -11,

Gandhinagar - 382 010.

ANNEXURE TO THE NOTICE

Explanatory Statement Pursuant To Section 102 Of The Companies Act, 2013

Item No. 5

Dr. Sudhir Kumar Jain [DIN: 03646016] has been appointed as an Additional/Independent Director of the Company under Section 161 of the Companies Act, 2013 read with applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Articles of Association of the Company with effect from 23rd October, 2015.

As per the provisions of Section 149 of the Companies Act, 2013 read with Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, an Independent Director shall hold office for a term upto five consecutive years on the Board of a company and is not liable to retire by rotation.

The Company has received a Notice under Section 160 of the Companies Act, 2013 from a Member in writing proposing the candidature of Dr. Sudhir Kumar Jain for appointment as an Independent Director of the Company.

Dr. Sudhir Kumar Jain has given a declaration to the Board that he meets criteria of Independence as provided under Section 149 (6) of the Act.

In the opinion of the Board, Dr. Sudhir Kumar Jain fulfills the conditions specified in the Act and the Rules made there under for appointment as an Independent Director and he is independent of management. The Board recommends his appointment as an Independent Director for five (5) consecutive years effective from 23rd October, 2015.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Dr. Sudhir Kumar Jain as an Independent Director is now being placed before the Members in General Meeting for their approval.

Copy of the draft letter of appointment of Dr. Sudhir Kumar Jain will be available for inspection without any fee by the Members at the Registered Office and Corporate Office of the Company during normal business hours on any working day upto the date of the 18th AGM.

None of the Directors or Key Managerial Personnel (KMP) or relatives of Directors and KMPs, except Dr. Sudhir Kumar Jain, is concerned or interested in the Resolution at Item No. 5 of the Notice. Dr. Sudhir Kumar Jain and his relatives, if any, are interested or concerned in the Resolution concerning his appointment proposed at Agenda Item No. 5.

The Board recommends Resolution for approval of the Members. The Members are requested to approve the Resolution.

Item No. 6

Shri Bhadresh Mehta [DIN: 02625115] has been appointed as an Additional/Independent Director of the Company under Section 161 of the Companies Act, 2013 read with applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Articles of Association of the Company with effect from 23rd October, 2015.

As per the provisions of Section 149 of the Companies Act, 2013 read with Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, an Independent Director shall hold office for a term upto five consecutive years on the Board of a company and is not liable to retire by rotation.

The Company has received a Notice under Section 160 of the Companies Act, 2013 from a Member in writing proposing the candidature of Shri Bhadresh Mehta for appointment as an Independent Director of the Company.

Shri Bhadresh Mehta has given a declaration to the Board that he meets criteria of Independence as provided under Section 149 (6) of the Act.

In the opinion of the Board, Shri Bhadresh Mehta fulfills the conditions specified in the Act and the Rules made there under for appointment as an Independent Director and he is independent of management. The Board recommends his appointment as an Independent Director for five (5) consecutive years effective from 23rd October, 2015.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Shri Bhadresh Mehta as an Independent Director is now being placed before the Members in General Meeting for their approval.

Copy of the draft letter of appointment of Shri Bhadresh Mehta will be available for inspection without any fee by the Members at the Registered Office and Corporate Office of the Company during normal business hours on any working day upto the date of the 18th AGM.

None of the Directors or Key Managerial Personnel (KMP) or relatives of Directors and KMPs, except Shri Bhadresh Mehta, is concerned or interested in the Resolution at Item No. 6 of the Notice. Shri Bhadresh Mehta and his relatives, if any, are interested or concerned in the Resolution concerning his appointment proposed at Agenda Item No. 6.

The Board recommends Resolution for approval of the Members. The Members are requested to approve the Resolution.

Item No. 7

Shri Sujit Gulati, IAS [DIN: 00177274] who has been appointed as an Additional Director of the Company under Section 161 of the Companies Act, 2013 read with Articles of Association of the Company with effect from 19th July, 2016 holds office upto the date of this Annual General Meeting.

The Company has received a Notice under Section 160 of the Companies Act, 2013 from a Member in writing proposing the candidature of Shri Sujit Gulati, IAS for appointment as Director of the Company.

A brief profile of Shri Sujit Gulati, IAS, the nature of his expertise in specific functional areas, names of companies in which he hold Directorship, Committee Memberships/ Chairmanships, his shareholding etc., are separately annexed hereto.

None of the Directors or Key Managerial Personnel (KMP) or relatives of Directors and KMPs, except Shri Sujit Gulati, IAS, is concerned or interested in the Resolution at Item No. 7 of the Notice. Shri Sujit Gulati, IAS and his relatives are interested or concerned in the Resolution concerning his appointment proposed at Agenda Item No. 7.

The Board recommends the Resolution for approval of the Members. Members are requested to approve the Resolution.

Item No. 8

The Board of Directors at its Meeting held on 19th May, 2016, on the recommendation of the Audit Committee, has approved appointment of M/s R K Patel & Co., as Cost Auditors to conduct the audit of the cost records maintained by the Company for the Financial Year 2016 - 2017 at the remuneration of ₹ 1,08,000/- [Rupees One Lac Eight Thousand Only] plus applicable taxes and reimbursement of out of pocket expenses incurred by them during the course of Audit.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the Shareholders of the Company. Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out at Item No. 8 of the Notice for ratification of the remuneration payable to the Cost Auditors for the Financial Year 2016 - 2017.

None of the Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 8 of the Notice.

The Board recommends the Resolution for approval of the Members. Members are requested to approve the Resolution.

Item No. 9

The Members at its 17th Annual General Meeting approved payment of monthly remuneration to Shri M M Srivastava, IAS (Retd.), Non-Executive Chairman [DIN: 02190050] for the period of one year from 28th August, 2015. The total approx annual remuneration approved was ₹ 15.67 Lacs.

The Government of Gujarat has vide Resolution No. GPC-10-2010-110000-E of Govt. of Gujarat dated 10th May, 2013 approved terms and conditions in respect of payment of remuneration to Shri M M Srivastava, IAS (Retd.), Non-Executive Chairman. He shall be entitled to monthly salary, allowances, perquisites etc. as follows:

- 1) Monthly salary derived on the basis of "Last Pay drawn minus Pension".
- 2) Dearness Allowance on the Last Pay drawn by him immediately before his retirement and shall not be entitled to get any Temporary Increase on monthly pension.
- 3) Car with driver for discharging official duties.
- 4) Travelling Allowance, Daily Allowance and other allowances received by him at the time of retirement and shall not be entitled for any Transport Allowance.
- 5) Medical facility/ reimbursement, accommodation, perquisites, facilities, allowances as stipulated in the GoG Resolution No. GPC-10-2010-110000-E dated 10th May, 2013.
- 6) He shall also be entitled to other facilities received by him at the time of retirement as ACS to Government of Gujarat, Finance Department.

Pursuant to the applicable provisions of the Companies Act, 2013 [including any statutory modification(s) or re-enactment thereof for the time being force] and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors of the Company has recommended remuneration for the period from 24th August, 2016 to 23rd August, 2018, or till further orders by Govt. of Gujarat, whichever is earlier to Shri M M Srivastava, IAS (Retd.), Non-Executive Chairman pursuant to Govt. of Gujarat Resolutions dated 10th May, 2013 and letter dated 25th July, 2016 for approval of the Members at the ensuing Annual General Meeting and the total approx remuneration would be ₹ 16.83 Lacs per annum.

It is, therefore, proposed to approve payment of monthly remuneration to Shri M M Srivastava, IAS (Retd.), Non-Executive Chairman of the Company for two years effective from 24th August, 2016, more particularly prescribed in GoG Resolution dated 10th May, 2013 and letter dated 25th July, 2016. The said GoG Resolution and letter would be available for inspection without any fee by the Members at the Registered Office and Corporate Office of the Company during normal business hours on any working day upto the date of the 18th AGM.

None of the Directors or Key Managerial Personnel (KMP) or relatives of Directors and KMPs, except Shri M M Srivastava, IAS (Retd.), is concerned or interested financially or otherwise, in the Resolution set out at Item No. 9 of the Notice. Shri M M Srivastava, IAS (Retd.) and his relatives, if any, are interested or concerned to the extent of their shareholding in the Resolution concerning his remuneration proposed at Agenda Item No. 9.

The Board recommends the Resolution for approval of the Members. Members are requested to approve the Resolution.

Date: 30th July, 2016

Place: Gandhinagar

Registered Office

GSPC Bhavan, Sector -11, Gandhinagar - 382 010.

For Gujarat State Petronet Limited

Reena Desai
Company Secretary

Brief Profile of Directors seeking Appointment/ Reappointment

Name of the Director	Smt. Shridevi Shukla	Dr. Sudhir Kumar Jain	Shri Bhadresh Mehra	Shri Sujit Gulati, IAS																
Date of Birth	28/08/1952	04/07/1959	23/02/1960	22/11/1959																
Date of Appointment	22/05/2015	23/10/2015	23/10/2015	19/07/2016																
Qualifications & Expertise	<p>Smt. Shridevi Shukla has done B.A. in Economics. She has wide administrative and corporate experience. She has held various senior level positions in Government of Gujarat Departments prior to her retirement including Joint Secretary (Industries and Mines) and Appellate Authority (Mines), Industries and Mines Department, Deputy Secretary (Services), Finance Department, Deputy Secretary (ARTD), General Administration Department, Deputy Secretary, (Biotechnology), Science and Technology Department.</p> <p>Subsequent to her retirement, she was appointed as Officer on Special Duty (Industries and Mines) and Appellate Authority (Mines), Industries and Mines Department from September, 2010 to February, 2014. Thereafter, she was appointed as State Information Commissioner, Gujarat Information Commission from May, 2014 to February, 2015.</p>	<p>Dr. Sudhir Kumar Jain is an active academic and a passionate academic administrator. He has been on the faculty of IIT Kanpur (IITK) since 1984 from where he is currently on leave to the new Indian Institute of Technology Gandhinagar (IITGN) in Ahmedabad to shoulder the responsibilities of its Director. Dr. Jain holds a Bachelor of Engineering from the University of Roorkee, and Masters and Doctoral degrees from the California Institute of Technology, Pasadena. He was elected to the Board of Directors of the International Association for Earthquake Engineering in 2000, and is currently its President. He also served on the Board of Directors of the World Seismic Safety Initiative from 2002 to 2009. He was elected Fellow of the Indian National Academy of Engineering in 2003, and was conferred Life Membership by the New Zealand Society for Earthquake Engineering (NZSEE) in 2013.</p>	<p>Shri Bhadresh Mehra is Chartered Accountant, Company Secretary and Cost Accountant by qualification. He holds professionally qualified senior managerial experience with a proven success of over 20 years in steering finance and audit functions of reputed business groups. His areas of specialization are strategic planning, financial management, auditing, risk assessment and management.</p>	<p>Shri Sujit Gulati, IAS is Mechanical Engineer and Indian Administrative Officer of Gujarat Cadre since 1985. He is having varied and rich experience and has served as Joint Secretary and Financial Advisor, Ministry of Mines of Government of India. He has held key positions in the various Departments/ Ministries of Government of Gujarat. He has served as Director in various companies including Digjam Ltd., National Textile Corporation Limited, Gujarat Mineral Development Corporation Limited, Coal India Ltd, Bharat Aluminium Company Limited, Hindustan Zinc Ltd. and Gujarat Chemicals Port Terminal Company Limited. Shri Sujit Gulati, IAS is presently Additional Chief Secretary, Energy and Petrochemicals Department Government of Gujarat.</p>																
Directorship held in other Companies (excluding foreign Companies)	NIL	<p>1. Gujarat International Finance Tec-City Company Limited</p> <p>2. GIFT SEZ Limited</p> <p>3. IIT Gandhinagar Innovation and Entrepreneurship Center</p>	<p>1. Gujarat Mineral Development Corporation Limited</p> <p>2. Gujarat Foundation for Entrepreneurial Excellence</p>	<p>1. Gujarat State Petroleum Corporation Limited</p> <p>2. Paschim Gujarat Vij Company Limited</p> <p>3. Gujarat Power Corporation Limited</p> <p>4. Gujarat Industries Power Company Ltd.</p> <p>5. Gujarat State Fertilizers & Chemicals Ltd.</p> <p>6. Gujarat Urja Vikas Nigam Limited.</p> <p>7. Gujarat State Electricity Corporation Ltd.</p>																
Chairman/ Member of the Committees of other Companies (excluding foreign Companies)	<table><tr><td>Chairman</td><td>Member</td></tr><tr><td>NIL</td><td>NIL</td></tr></table>	Chairman	Member	NIL	NIL	<table><tr><td>Chairman</td><td>Member</td></tr><tr><td>NIL</td><td>NIL</td></tr></table>	Chairman	Member	NIL	NIL	<table><tr><td>Chairman</td><td>Member</td></tr><tr><td>Audit Committee: 1. Gujarat Mineral Development Corporation Limited Stakeholders Relationship Committee: 1. Gujarat Mineral Development Corporation Limited</td><td>NIL</td></tr></table>	Chairman	Member	Audit Committee: 1. Gujarat Mineral Development Corporation Limited Stakeholders Relationship Committee: 1. Gujarat Mineral Development Corporation Limited	NIL	<table><tr><td>Chairman</td><td>Member</td></tr><tr><td>NIL</td><td>Audit Committee: 1. Gujarat State Petroleum Corporation Limited Stakeholders Relationship Committee 1. Gujarat State Fertilizers & Chemicals Ltd.</td></tr></table>	Chairman	Member	NIL	Audit Committee: 1. Gujarat State Petroleum Corporation Limited Stakeholders Relationship Committee 1. Gujarat State Fertilizers & Chemicals Ltd.
Chairman	Member																			
NIL	NIL																			
Chairman	Member																			
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Audit Committee: 1. Gujarat Mineral Development Corporation Limited Stakeholders Relationship Committee: 1. Gujarat Mineral Development Corporation Limited	NIL																			
Chairman	Member																			
NIL	Audit Committee: 1. Gujarat State Petroleum Corporation Limited Stakeholders Relationship Committee 1. Gujarat State Fertilizers & Chemicals Ltd.																			
Shareholding of Directors	NIL	NIL	NIL	NIL																
Relationship between Directors inter-se	NIL	NIL	NIL	NIL																

DIRECTORS' REPORT

To,
The Members
Gujarat State Petronet Limited

The Directors take pleasure in presenting the 18th Annual Report and Audited Accounts of the Company for the Financial year ended 31st March, 2016.

FINANCIAL HIGHLIGHTS

Your Company has excelled in most of the performance parameters.

Major Highlights of the Company are summarized below:

	(₹ in Crore)	
Particulars (Standalone Accounts)	2015-16	2014-15
Total Income	1056.00	1116.60
Employee Benefit Expenses	34.71	35.56
Other Expenses	91.71	101.02
Total Expenses	126.42	136.58
PBDITA	929.58	980.02
Finance Cost	77.25	117.83
Depreciation & Amortisation	184.34	189.23
Prior Period Adjustments	0.13	12.64
Profit Before Tax	667.86	660.32
Tax including Deferred Tax	223.39	249.96
Profit After Tax Carried to Balance Sheet	444.47	410.36
Appropriations		
Transfer to General Reserves	NIL	NIL
Proposed Dividend		
(including Dividend Distribution Tax)	101.70	81.70
Profit After Appropriations	342.77	328.66

PERFORMANCE HIGHLIGHTS

- 100% Pipeline grid availability and “accident free” year of operations.
- Company is in process of implementing City Gas Distribution (CGD) Network in the Geographical Area of Amritsar District (Punjab) awarded by PNGRB in May 2015. Further, PNGRB has granted authorization to GSPL for developing City Gas Distribution (CGD) Network in the Geographical Area of Bhatinda District (Punjab) in May, 2016.
- PNGRB is in the process of re-determining the levelized tariff for GSPL's High Pressure and Low Pressure Natural Gas Pipeline Networks pursuant to APTEL decision on the appeal filed by GSPL.
- Total Income stood at ₹ 1056.00 Crore, as compared to ₹ 1116.60 Crore and PBT was ₹ 667.86 Crore as compared to ₹ 660.32 Crore over Previous Year.

CAPITAL

During the year, the Board has approved allotment of 3,60,084 Shares to the eligible employees under ESOP – 2010 Schemes of the Company upon exercise of Options by them, consequent to which the paid up Share Capital of the Company has increased to ₹ 563.34 Crore.

DIVIDEND

Keeping in view the fund requirements for expansion projects and subsidiaries, the Board of Directors of the Company is pleased to recommend Dividend @ ₹ 1.5 (i.e. 15 %) per Equity Share of the face value of ₹ 10 each for the Financial Year 2015 - 16.

GAS TRANSMISSION SERVICES

The Company has effective Firm GTAs of 22.83 mmcmd for transmission of gas to various customers & interruptible / short - medium term GTAs for 9.07 mmcmd (Previous year: Firm GTAs of 22.99 mmcmd and interruptible GTAs of 5.96 mmcmd).

GAS GRID PROJECT

Government of Gujarat has always played a pro-active role in the development of the energy value chain in the State. Gujarat is the first State to plan and execute a State-wide Gas Grid on an Open Access principle.

The pipeline grid has been designed as per the highest international standards with inbuilt flexibility to cater to varying loads.

The pipeline grid map of GSPL for Gujarat is enclosed herewith as Annexure - X.

The map showing the Cross-Country Natural Gas Transmission Pipelines being implemented through special purpose vehicles is enclosed herewith as Annexure – XI.

Projects Commissioned

During the year under review, the Company has successfully completed commissioning of Anjar Bhuj pipeline, Halol Dahod pipeline and various customer connectivity (ies) projects namely Parle Connectivity, Ineos Connectivity, Rochling Connectivity.

The grid operations account for approx 2348 Kms as on 31st March, 2016. Gas is flowing from Hazira / Dahej / Vapi to various industries and City Gas Distribution (“CGD”) Networks located in various districts of Gujarat including Surat, Bharuch, Narmada, Baroda, Anand, Ahmedabad, Dahod, Gandhinagar, Sabarkantha, Panchmahal, Patan, Bhavnagar, Mehsana, Banaskantha, Surendranagar, Botad, Rajkot, Morbi, Jamnagar, Navsari, Kutchh, Kheda, Valsad, Amreli.

Projects under execution

Your Directors are pleased to inform that the Company continues to develop additional pipeline infrastructure in the State of Gujarat. Additionally, the Company is also installing Gas Compressor station at Gana which is under construction.

The Company is a co-developer in Dahej SEZ and is developing pipeline infrastructure therein. Several customers have started receiving gas in Dahej SEZ through Company's network with more getting connected on regular basis.

WIND POWER PROJECT

Your Company being committed to promote clean and green energy has set up Wind Power Project of 52.5 MW in the areas of Maliya Miyana, Rajkot and Gorsar & Adodar, Porbandar.



During the year, the Company has sold 10,47,86,591 KWH of electricity generated through Windmill.

FUTURE PLANS

The Company is working on future expansion projects based on the demand in various regions around the gas grid. The Company has already started necessary activities in relation to the development of the City Gas Distribution (CGD) Network in the Geographical Area (GA) of Amritsar District (Punjab). Recently, the Company has also been awarded authorization for the Bhatinda GA and the Company would be starting the necessary activities for developing the CGD network in Bhatinda GA very soon.

OPERATION & MAINTENANCE ACTIVITIES

The Company has transported 8966 mmscm of gas during the financial year 2015-16 (Previous year: 8395 mmscm).

To safeguard pipeline assets and optimize utilization of the pipeline system, the Company is giving utmost importance to efficient operations and preventive maintenance. The Company is in process of implementing Pipeline Integrity Management System in line with PNGRB guidelines to safe guard the pipeline assets.

SUBSIDIARY, ASSOCIATES & JOINT VENTURE COMPANIES

Subsidiary Companies:

Your Company has two Subsidiary Companies viz 1) GSPL India Gasnet Limited (GIGL) for development of Mehsana - Bhatinda (approx 1670 Kms) and Bhatinda - Jammu - Srinagar (approx 740 Kms) Pipeline Projects and 2) GSPL India Transco Limited (GITL) for development of Mallavaram - Bhopal - Bhilwara - Vijaipur (approx. 1881 Kms) Pipeline Project awarded by Petroleum and Natural Gas Regulatory Board.

GIGL & GITL Performance Highlights:

GIGL and GITL have received all major statutory approvals for development of Pipeline. GIGL & GITL have initiated process for implementing the projects. Pursuant to the same construction activities would commence shortly by GIGL, wherein, GITL would be publishing NIT shortly.

These pipelines, once commissioned, shall lead to optimum utilization of GSPLs' Network and be synergistic with your Company's foray into CGD Network Development also.

Associate Companies:

As on 31st March, 2016, your Company has two Associate Companies viz. Gujarat Gas Limited and Sabarmati Gas Limited.

Gujarat Gas Limited

Gujarat Gas Limited is engaged in the City Gas Distribution (CGD) business to provide natural gas to retail, various industrial, commercial and domestic residential segment customers in the State of Gujarat. Further, it is also engaged in the business of distribution of CNG to transport segment customers through CNG filling stations at major cities and towns of Gujarat State.

During the year, the Scheme of Amalgamation of GSPC Gas Company Limited, Gujarat Gas Company Limited, Gujarat Gas Financial Services Limited and Gujarat Gas Trading Company Limited into Gujarat Gas Limited (Formerly known as GSPC Distribution Networks Limited) was approved by Hon'ble High Court of Gujarat and was implemented.

Post amalgamation, Gujarat Gas Limited has emerged as India's largest City Gas Distribution Company with its presence spread across various Districts in the State of Gujarat, Union Territory of Dadra and Nagar Haveli and the State of Maharashtra.

Gujarat Gas Limited in an endeavor to grow and retain the leadership position of being the largest CGD in the Country won the Geographical Areas of Thane (excluding areas already authorised) including the District of Palghar and the Geographical Area of Union Territory of Dadra and Nagar Haveli in Financial Year 2015 - 16 in addition to other Geographical Areas already won during the Financial Year 2014 - 15 including Bhavnagar, Jamnagar and Kutch (West).

With these newly added Geographical Areas of Thane & Palghar, Gujarat Gas Limited have now extended its foot prints beyond the State of Gujarat also.

Post Financial Year under review, PNGRB has also issued Grant of Authorisation for development of CGD network to Gujarat Gas Limited for Geographical Areas of Dahej - Vagra taluka in Bharuch, Amreli, Anand (Rural), Dahod, Ahmedabad (Rural) and Panchmahal.

Gujarat Gas Limited is supplying natural gas to more than 10.7 Lakh residential, over 11,800 commercial and non-commercial segments and over 2,850 industrial customers as on 31st March, 2016.

Gujarat Gas Limited also supplies natural gas in the form of Compressed Natural Gas (CNG) through 230 CNG stations catering to the automotive sector in the operational areas.

Your Company has a total shareholding of 25.76% in Gujarat Gas Limited as on 31st March, 2016.

During the year ending 31st March 2016, Gujarat Gas Limited contributed to approx 20% of total transmission revenues of your Company.

Sabarmati Gas Limited

During the year, your Company has acquired additional shares of Sabarmati Gas Limited and consequently the total shareholding of your Company in Sabarmati Gas Limited is 27.47 % as on 31st March, 2016.

Sabarmati Gas Limited is engaged in the business of development of City Gas Distribution networks in Gandhinagar, Sabarkantha and Mehsana districts of North Gujarat. Sabarmati Gas Limited has established 47 CNG stations and commissioned approximately 330 kilometers of steel pipeline network and 2631 kilometers of MDPE pipeline network. Sabarmati Gas Limited has 98438 domestic customers and 254 industrial and 487 commercial customers as on 31st March, 2016.

During the year ending 31st March 2016, Sabarmati Gas Limited contributed to approx 3% of total transmission revenues of your Company.

Accounts of subsidiary, Associates & Joint Venture companies:

Pursuant to provisions of Section 129 (3) of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014, a separate statement in prescribed Form AOC - 1 containing salient features of the financial statement of following Subsidiaries and Associate Companies is provided in the Annual Report.

Subsidiaries:

1. GSPL India Gasnet Limited – 13th October, 2011
2. GSPL India Transco Limited – 13th October, 2011

Associates:

1. Gujarat Gas Limited - 20th May, 2013
2. Sabarmati Gas Limited – 18th February, 2016

Further, the audited annual accounts and related information of the subsidiary companies, where applicable, will be made available to any Member upon request. The annual accounts of the subsidiary companies will also be kept open for inspection at the Registered Office of the Company and that of the respective subsidiary companies.

CONSOLIDATED FINANCIAL STATEMENTS

In accordance with the Accounting Standard - 21 on Consolidated Financial Statements read with Accounting Standard - 23 on Accounting for Investments in Associates, the Audited Consolidated Financial Statements are provided in the Annual Report.

HEALTH, SAFETY AND ENVIRONMENT

The Company, in order to fulfill its commitment towards health, safety and environment, has taken active steps towards establishment of Safety Management Systems. Environment and safety features have been integrated into design, construction and O&M operations of the Company for ensuring utmost safety for the facilities, local community and the environment. The same is also being reflected in the QHSE policy of the Company. The Company is expanding and managing its operations in a manner which is safe and environmentally sustainable.

For developing effectiveness of Safety Management Systems, training of all employees across the Company is ensured through various training programs. The same is being monitored through internal audit teams and delegation of safety management up to the local level. Contractors' adherence to Company's QHSE policy is also assured through regular site visits and external audits. Regular site visits ensure the enhancement of safety culture which also facilitates safe commissioning of the new projects. To achieve the highest quality of safety systems, the Company has moved towards international recognition with the renewal of corporate membership of British Safety Council. The Company is proud to maintain its target of 'zero accident' year with full commitment of its employees and management.

The Company is re-certified to Integrated Management Systems (ISO 9001:2008, ISO 14001:2004 & OHSAS 18001:2007) with validity till 30th October, 2017. Effectiveness of these certifications is being assured through planned audits of the system. Continuous improvement is visible in various O&M systems. Preventive Maintenance schedules are being adhered to with updating of records. Further, Emergency Response and

Disaster Management Plan (ERDMP) of GSPL was re-accredited by Disaster Management Institute, Bhopal as per the requirement of ERDMP Regulation, 2010 under PNGRB Act, 2006. ERDMP is being reviewed and updated regularly. All conditions of Accreditation are being adhered to. Effectiveness of ERDMP is verified through regular mock drills as per specified intervals as identified by respective work bases.

To further enhance the benchmark of Safety Management Systems, your Company was audited by British Safety Council for Five Star safety audit for the fifth time. GSPL has achieved Four Star grading by British Safety Council (BSC) after an extensive evaluation by BSC auditor. GSPL has bagged Sword of Honour for the year 2015. This Sword of Honour award recognises the commitment to excellent health and safety management standards. Your Company has also bagged International Safety award for 2016 by British Safety Council for its HSE performance of GSPL Gas Grid. Your Company has successfully bagged International Safety Awards from British Safety Council for Six Years continuously, based upon previous years' HSE Performance of Gas Grid.

DEPOSITS

During the year, the Company has not accepted Deposits from the public falling within the ambit of Section 73 of the Companies Act, 2013 read with Companies (Acceptance of Deposits) Rules, 2014.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

Pursuant to Section 186 (11) of the Companies Act, 2013, loans made, guarantees given or securities provided by a company providing infrastructure facilities are exempted from compliance with Section 186 of the Companies Act, 2013 except sub section (1). Accordingly, your Company being engaged in the Gas Transportation business is exempted from aforesaid compliance. However, the details of Loans, Guarantees, Securities and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to the Financial Statements.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES REFERRED TO IN SECTION 188 (1) OF THE COMPANIES ACT, 2013

All Related Party Transactions that were entered into during the financial year were on an arm's length basis and were in the ordinary course of business.

Prior omnibus approval of the Audit Committee is obtained on a yearly basis for the transactions which are of a foreseeable and repetitive nature. Further a statement giving details of all Transactions executed with Related Parties is placed before the Audit Committee on a quarterly basis for its approval/ ratification as the case may be.

The Policy on Materiality of Related Party Transactions and Dealing with Related Party Transactions as approved by the Board is uploaded on the Company's Website.

None of the Directors has any pecuniary relationships or



transactions vis-à-vis the Company.

The particulars of contracts or arrangements with Related Parties referred to in Section 188 (1) of the Companies Act, 2013, as prescribed in Form AOC – 2 of the Companies (Accounts) Rules, 2014 is enclosed as Annexure - III to this Report.

CORPORATE SOCIAL RESPONSIBILITY

The Company has constituted a Corporate Social Responsibility (CSR) Committee in accordance with Section 135 of the Companies Act, 2013 read with Companies (Corporate Social Responsibility Policy) Rules, 2014. Pursuant to provisions of Section 135 of the Companies Act, 2013, the Company has also formulated a Corporate Social Responsibility Policy which is available on the website of the Company at <http://gspcgroup.com/GSPL/policies>.

Your Company being committed in fulfilling its Corporate Social Responsibility has been engaged in various social initiatives through its intervention in the area of promoting education, eradication of hunger & poverty, creating awareness for conservation of energy, providing preventive health care etc in accordance with the Corporate Social Responsibility Policy of the Company.

The Annual Report on CSR activities as required under the Companies (Corporate Social Responsibility Policy) Rules, 2014 is enclosed herewith as Annexure - IV to this Report.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

Since last Director's Report, Shri Atanu Chakraborty, IAS and Shri L Chuaungo, IAS ceased to be Directors of the Company consequent to their resignation as Directors from the Board of the Company.

Your Directors wish to place on record appreciation of the services rendered by Shri Atanu Chakraborty, IAS as the Managing Director and Shri L Chuaungo, IAS as a Director of the Company.

Consequent to resignation by Shri Atanu Chakraborty, IAS, the Board has appointed Dr. J N Singh, IAS, Director on the Board of the Company as Managing Director w.e.f. 16th April, 2016 till further intimation from Gujarat State Petroleum Corporation Limited.

Dr. Sudhir Kumar Jain and Shri Bhadresh Mehta have been appointed as Additional Independent Directors of the Company w.e.f. 23rd October, 2015 for the period of five years subject to approval of members in the ensuing Annual General Meeting. Further, Shri Sujit Gulati, IAS has also been appointed as an Additional Director w.e.f. 19th July, 2016 to hold office till the ensuing Annual General Meeting. Accordingly, it is proposed to approve their appointment in the 18th Annual General Meeting.

Pursuant to the provisions of Section 152 of the Companies Act, 2013, Smt Shridevi Shukla, Director of the Company shall retire by rotation at the ensuing Annual General Meeting and being eligible, offers herself for reappointment.

A brief resume of the Directors retiring by rotation/seeking appointment at the ensuing Annual General Meeting, nature of their expertise in specific functional areas and details regarding the companies in which they hold directorship, membership/

chairmanship of committees of the Board is annexed to the Notice.

Directors Independence:

Pursuant to the provisions of Section 149 (6) of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Independent Directors of the Company have given confirmation/ declaration to the Board that they meet with the criteria of Independence and are Independent in terms of Section 149 (6) of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Board Evaluation:

Pursuant to the provisions of the Companies Act, 2013 and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Independent Directors have carried out an annual performance evaluation of Chairman, Non-Independent Directors and the Board as a whole. Further, the Board has carried out an annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of the various Committees of Directors of the Company.

The performance evaluation of individual Directors was carried out based on the various parameters after taking into consideration inputs received from the Directors and also parameters set out in the Policy for Evaluation of Performance of Directors, Committees & Board such as active participation & contributions in the Meetings, balance of knowledge, expertise and experience, safeguarding the interest of the Company and its Stakeholders etc. The performance evaluation of the Board as a whole and various Committees of Directors of the Company was carried out considering various parameters such as adequacy of the composition of the Board and its Committees, discharge of key functions and responsibilities prescribed under law, corporate governance practice etc. and the overall performance assessment was discussed in detail by the Board members.

Meetings:

The Board meets at regular intervals to discuss and decide on Company / business policy and strategy apart from other Board business. The Board / Committee Meetings are pre-scheduled and a tentative annual calendar of the Board and Committee Meetings is circulated to the Directors in advance to facilitate them to plan their schedule and to ensure meaningful participation in the Meetings. However, in case of a special and urgent business need, the approval is taken by passing resolutions through circulation to the Directors, as permitted by law, which are confirmed in the subsequent Board/Committee Meetings.

During the year, seven (7) Board Meetings were convened and held, the details of which are given in the Corporate Governance Report. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013 and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

AUDITORS

Statutory & C&AG Audit:

As your Company is a Government Company, the Statutory

Auditors are appointed by the Comptroller & Auditor General of India (C&AG). Accordingly, the C&AG has appointed M/s V V Patel & Co., Chartered Accountants as Statutory Auditors of the Company for the Financial Year 2015 - 16.

C&AG has given NIL comment reports (Standalone & Consolidated) for the Financial Year 2015 - 16. The NIL comment reports have been provided before the Standalone & Consolidated Financial Statements respectively.

Secretarial Auditors:

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors of the Company has appointed M/s Spanj & Associates, Practising Company Secretaries, to conduct the Secretarial Audit of the Company for the Financial Year 2015 - 16.

The Report of Secretarial Auditor on Company's Secretarial Audit for the Financial Year 2015 - 16 is enclosed herewith as Annexure - V to this Report. The Secretarial Audit Report is self explanatory in nature.

Cost Auditors:

Your Company is required to get the Cost Audit carried out for "Gas Transportation" business as well as "Generation of Electricity through Windmill" business pursuant to Section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Rules, 2014.

Accordingly, your Company has got the Cost Audit carried out for the said business of the Company for the financial year 2015 - 16 through the Cost Auditor M/s R K Patel & Co. The Cost Audit Report 2015 - 16 will be submitted to the Central Government in the prescribed format within stipulated time period.

Further, your Directors has, on the recommendation of the Audit Committee, appointed M/s R K Patel & Co., as Cost Auditor to audit the cost accounts of the Company for the financial year 2016 - 17 on a remuneration of ₹ 1,08,000/- plus applicable taxes and reimbursement of out of pocket expenses incurred by them during the course of Audit.

As required under the Companies Act, 2013, the remuneration payable to the Cost Auditor is required to be placed before the Members in a General Meeting for their ratification. Accordingly, a Resolution seeking Member's ratification for the remuneration payable to M/s R K Patel & Co., Cost Auditors for the Financial Year 2016 - 17 is included in the Notice convening the Annual General Meeting.

AUDIT COMMITTEE

Audit Committee of Directors of the Company at its Meeting held on 19th May, 2016 approved the Annual Accounts for the Financial Year ended on 31st March, 2016 and recommended the same for approval of the Board.

RISK MANAGEMENT AND INTERNAL CONTROL SYSTEM

Risk Management:

The Company has a well-defined risk management framework. The Board of Directors of the Company has adopted a Risk Management Policy.

Internal Control System:

The Company has a proper and adequate system of Internal Controls commensurate with its size of operations and nature of business. These are routinely tested and certified by Statutory as well as Internal Auditors. Significant audit observations and follow up actions thereon are reported to the Audit Committee.

The details about the identification of elements of Risk and Internal Control Systems are provided in detail in the Management Discussion & Analysis Report forming part of this Directors' Report.

VIGIL MECHANISM

The Company has established a Vigil Mechanism for Directors and Employees to report their genuine concerns, details of which have been given in the Corporate Governance Report forming part of this Directors' Report.

DIRECTORS' RESPONSIBILITY STATEMENT

To the best of their knowledge and belief and according to the information and explanations obtained by them, your Directors make the following statements in terms of Section 134(3) (c) of the Companies Act, 2013:

- that in the preparation of the annual financial statements for the year ended 31st March, 2016, the applicable accounting standards have been followed and no material departures have been made from the same;
- that accounting policies have been selected and applied consistently and judgment and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2016 and of the profit & loss of the Company for the year ended on that date;
- that proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- that the annual financial statements have been prepared on a going concern basis;
- that proper internal financial controls were in place and that the financial controls were adequate and were operating effectively;
- that systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

MANAGEMENT DISCUSSION & ANALYSIS

This Annual Report contains a separate section (Annexure – I) on the Management Discussion & Analysis, which forms part of this Directors' Report.

CORPORATE GOVERNANCE

Corporate Governance denotes the framework for companies to conduct their business in an ethical and responsible manner. It is determined primarily by the approach that a Company has towards its stakeholders as well as to the environment in which it operates. It stems from the belief and realization that corporate

citizenship has a set of responsibilities, which must be fulfilled for a Company to progress and succeed over the long term.

The Company believes that good governance alone can deliver continuous good business performance. A Report on Corporate Governance as required under Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is incorporated as a part of this Directors' Report (Annexure – II). A Compliance Certificate by the Practising Company Secretary is also attached to this Directors' Report.

GSPL EMPLOYEES STOCK OPTION PLAN (“ESOP”)

The Company has instituted the following ESOP Schemes as incentives to attract, retain and reward the employees, and to enable them to participate in the future growth and success of the Company.

1. GSPL Employees Stock Option Plan – 2005 (ESOP – 2005).
2. GSPL Employees Stock Option Plan – 2010 (ESOP – 2010).

Under the said ESOPs, each such Option has conferred a right upon the employee to apply for one Equity Share of the Company.

Auditors of the Company have certified that the Schemes are being implemented in accordance with the SEBI (Share Based Employee Benefits) Regulations, 2014 and the resolution passed by the Members. The Certificate would be placed at the Annual General Meeting for inspection by Members.

Statutory disclosure regarding ESOP – 2005 and ESOP – 2010 are enclosed at Annexure – VI & VII respectively.

Further, the Disclosure regarding ESOP – 2005 and ESOP – 2010 pursuant to SEBI (Share Based Employee Benefits) Regulations, 2014 have been made on the website of the Company at <http://gspcgroup.com/GSPL/disclosures.aspx>

EXTRACT OF ANNUAL RETURN

The details forming part of the extract of the Annual Return in Form MGT – 9 is enclosed herewith as Annexure – VIII.

PARTICULARS OF EMPLOYEES

Your Company being a Government Company is exempted from disclosing the information required pursuant to Section 197 of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of the employees of the Company pursuant to Ministry of Corporate Affairs Notification dated 5th June, 2015.

DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

Your Company has always believed that appropriate standard of conduct should be maintained by the employees in their conduct and that there should be a safe, indiscriminatory and harassment free (including sexual harassment) work environment for every individual working in the Company. The Company has in place a Policy on Prevention of Sexual Harassment at workplace as a part of its Human Resource Policy. It aims at prevention

of harassment of employees and lays down the guidelines for reporting and prevention of sexual harassment.

The Company has constituted an Internal Complaints Committee (ICC) as required under the Act which is responsible for redressal of complaints related to sexual harassment.

During the year ended 31st March, 2016, no complaint has been received by the ICC pertaining to sexual harassment.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

Information required to be disclosed pursuant to provisions of the Companies Act, 2013 read with rules thereto with respect to Conservation of Energy, Technology Absorption and Foreign Exchange Earnings & Outgo are furnished in Annexure - IX to this Report.

MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY

There have been no material changes and commitments, if any, affecting the financial position of the Company which have occurred between the end of the Financial Year of the Company to which the Financial Statements relate and the date of this Report.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

There are no significant material orders passed by the Regulators / Courts which would impact the going concern status of the Company and its future operations during the year.

ACKNOWLEDGEMENTS

The Directors appreciate the continued support received from the valued customers and look forward to this mutually supportive relationship in future.

The Directors place on record their deep appreciation to employees of the Company at all levels for their hard work, dedication and commitment without whose contribution the excellent performance of the Company would not have been possible.

The Directors are extremely grateful for all the support given by the Government of Gujarat at all levels. Their guidance, encouragement and moral support have enabled the Company to expand the pipeline network in a professional manner.

The Directors also wish to place on record the sincere thanks to PNGRB and other regulatory authorities at Central and State level for the continuous support extended to the Company.

The Directors place on record their sincere thanks to the Promoters, Shareholders and Lenders for their valuable support, trust and confidence reposed in the Company.

For and on behalf of the Board of Directors

Date: 30th July, 2016
Place: Gandhinagar

M M Srivastava, IAS (Retd.)
Chairman

Annexure - I

Management's Discussion & Analysis forming part of the Directors' Report for the year ended on 31st March, 2016

A. INDUSTRY OVERVIEW

India recorded a GDP growth of 7.6% (advance estimate of Central Statistical Organization (CSO)) for FY 2015-16. Growth in GDP was naturally supported by a robust increase in energy consumption (+5.2%) and also surpassed Japan as the world's third-largest oil consumer (+8.1%, or 310,000 b/d) [Source: BP Statistical Review of World Energy, June 2016]. India's role in the global energy market is being given its due and a recent International Energy Agency Report (IEA) official statement noted that India will turn a global player in the energy market during the next 25 years, exerting its influence on its various aspects, including renewable energy and energy efficiency.

As per IEA's India energy outlook, energy use in the Country has almost doubled since 2000, but India has a long way to go as its per capita consumption is still only around a third of the global average. The report further mentions that the incumbent Government's target of "24x7 Power for All" and renewable power target of 175 GW by 2022 comes with its challenges as well. As per IEA, the total amount over the 25-year period could be as high as \$2.8 trillion with an additional \$800 billion in energy efficiency investment and as India looks to harness new technologies, brings in new sources of finances and find smarter new innovative ways to bring energy services to its people it will be a huge challenge to bring this investment in India.

The past year saw some major initiatives / developments in the Oil & Gas segment, including announcement of Guidelines providing for higher price of gas for production from difficult fields, new hydrocarbon licensing regime (HELP) which allows pricing and marketing freedom for all forms of hydrocarbons to be produced from a field and for earnings to be shared with the government under an upfront revenue sharing formula and announcement of new Marginal Fields Policy which aims at bringing into production 69 economically unviable oil and gas fields, on the back of a slew of fiscal incentives, among other policy initiatives.

Evolving LNG Market & Its Growing Importance

Natural gas has a relatively small share (6%) of the India's energy mix compared to global average of about 21%. In the recent years, since domestic gas production record has been strongly affected by faster than expected decline in production from major fields, LNG imports via four regasification terminals has gained significance.

As per Petroleum Planning Analysis & Cell (PPAC), cashing in on low LNG prices, India's LNG imports rose by an impressive 15% on y-o-y basis to 16.2 MTPA (i.e. 58.2 MMSCMD) during FY 2015 - 16 as compared to 14.1 MTPA (i.e. 50.8 MMSCMD) in FY 2014 - 15. The past year witnessed several short term and spot deals being executed by Indian companies, including

user segments, like Private Power companies, entering the LNG import scene and importing cargoes directly from international markets.

Not only have LNG imports doubled every five years since 2004 - 05, even going forward supplies from long term SPAs signed by Indian entities for more than 8 MMTPA shall hit the Indian shores. In spite of some uncertainty over demand, major expansion in LNG regasification capacity is underway and it is expected that by 2020, India's regasification capacity shall be around 56 MTPA (Refer to Table 1). Though spurt in supplies this year was on account of various factors, including competitive global prices and conducive policies for supply to Power and Fertilizer segment, the growing interest of players in the LNG market is expected to give a boost to midstream & downstream segments, going forward. It is expected that with increase in gas availability there will be an improvement in capacity utilization of existing infrastructure along with much needed impetus to the ongoing Greenfield projects.

Table 1

LNG Terminal	2015 (MTPA)	2020 (MTPA)
PLL Dahej	10.0	17.5
HLPL, Hazira	5.0	10.0
PLL, Kochi	5.0	5.0
RGPPL, Dabhol	1.25	5.0
Mundra LNG	-	5.0
IOCL, Ennore	-	5.0
Kakinada, FSRU	-	3.5
FSRU (West Coast)	-	5.0
TOTAL	21.25	56.0

B. REGULATORY FRAMEWORK

The tariff of your Company, so determined by PNGRB, was challenged by your Company in FY 2013 - 14 in the Appellate Tribunal for Electricity (APTEL). Subsequent to the same, in November 2014, APTEL pronounced an order in favour of your Company and asked PNGRB to re-compute the transportation tariff ensuring regulated rate of return to your Company, which is still under process.

During FY 2014 - 15, certain judgements and legal proceedings pertaining to roles and responsibilities of PNGRB have created uncertainties and concerns for the sector. Your Company believes that early resolution to these legal cases may provide the much needed clarity and stable regulatory environment in the Country.

C. OPPORTUNITIES AND CHALLENGES

Your Company is India's second largest gas transmission

Company (by length and transmission volumes). With a network of approx 2348 Kms spread across the State of Gujarat, your Company is now poised to accept newer challenges in the form of development of pipeline networks outside the State of Gujarat as well as development of CGD networks.

Your Company believes that development of CGD networks along existing / upcoming pipeline networks helps in ensuring last mile gas connectivity and availability. In line with the said principle, in May 2016, your Company emerged as a successful bidder for development of City Gas Distribution (CGD) network in Bhatinda Geographical Area (GA). Your Company shall be ensuring successful implementation of CGD network projects in the GAs of Amritsar & Bhatinda.

Post Financial Year under review, PNGRB has issued Grant of Authorisation for development of CGD network to Gujarat Gas Limited for Dahej-Vagra taluka in Bharuch, Amreli, Anand (Rural), Dahod, Ahmedabad (Rural) & Panchmahal and to Sabarmati Gas Limited for Patan district. Your Company is holding stake in the said CGD companies.

An important milestone in the CGD segment in the year was purchase of shares held by all three Financial Investors (i.e Indian Infrastructure Fund, Indian Infrastructure Development Fund, IFCI Venture Capital Funds) in Sabarmati Gas Ltd. by the Promoters, i.e. Gujarat State Petroleum Corporation Limited, Gujarat State Petronet Limited and Bharat Petroleum Corporation Limited. Thus, GSPL along with GSPCL, now holds 49.94% in Sabarmati Gas Limited.

It is noteworthy to mention that Gujarat Gas Limited, the largest CGD Company in the Country is supplying natural gas to more than 10.7 Lacs households, over 11,800 commercial and non-commercial segment customers and to over 2,850 industrial customers along with having 230 CNG stations spread across Gujarat as on 31st March, 2016.

Further, Sabarmati Gas Limited, wherein your Company now holds 27.47% stake is selling around 0.7 MMSCMD of gas to around 254 industrial customers, more than 0.98 Lacs households, around 487 customers in commercial segment and 47 CNG stations in the State as on 31st March, 2016. By promoting / developing critical gas infrastructure, your Company continues to play a pivotal role of infrastructure provider acting as an energy channel between sources and gas consumers.

D. OPERATIONS AND FUTURE OUTLOOK

Your Company owns and operates the largest gas transmission network in Gujarat totaling to approximately 2348 Kms (as on 31st March 2016). The gas grid of the Company has reached 25 of 33 Districts in Gujarat.

GIGL & GITL - Project Status:

GIGL and GITL have received all major statutory approvals for

development of Pipeline. GIGL & GITL have initiated process for implementing the projects. Pursuant to the same construction activities would commence shortly by GIGL, wherein, GITL would be publishing NIT shortly.

In order to ensure timely implementation of these critical pipeline projects, based on the revised implementation schedule provided by the Regulator, your Company intends to expedite development of these pipeline projects.

The pipeline projects, once developed will not only ensure widespread industrial development en route the pipeline which shall accelerate economic growth of such regions it passes through but shall also lead to optimum utilization of GSPL's network and be synergistic with your Company's foray in to CGD network development.

E. PERFORMANCE PROFILE

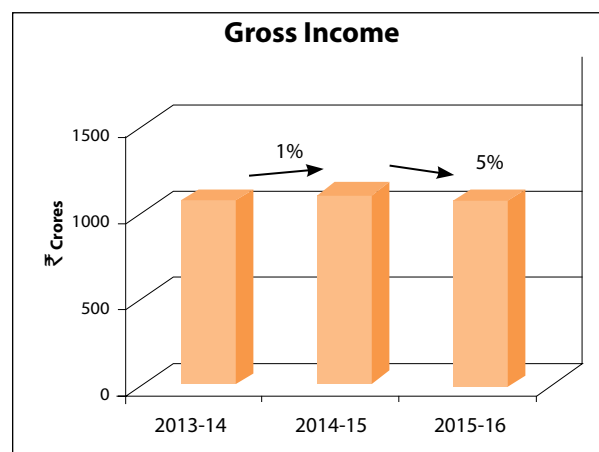
The Company continues to expand its gas grid to reach new markets and connect to new supply sources.

The infrastructure developed by the Company enabled the flow of LNG and domestic gas from various sources including KG Basin to reach various regions of Gujarat.

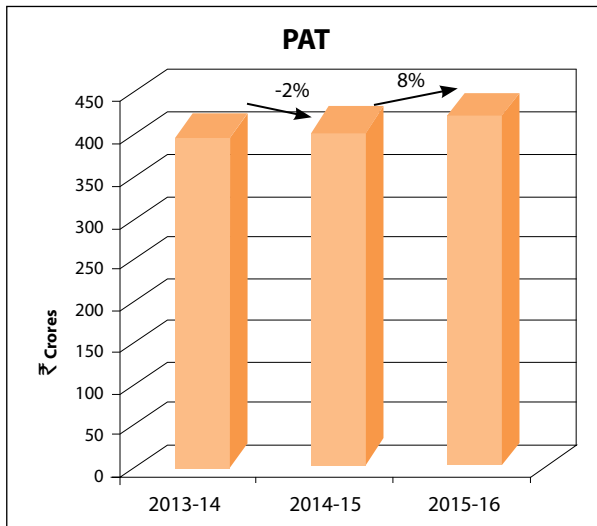
The Company has managed with a lean manpower strength on account of its well thought out strategy of developing major pipeline projects on EPC (Engineering, Procurement and Construction) Model.

The Company transported 8966 mmSCM of natural gas during the year, a increase of 7% over last year's volumes transportation of 8395 mmSCM.

Income from transportation of gas for the year was ₹ 949.70 Crore, decrease of 7% over last year's figure of ₹ 1023.05 Crore. Gross Income has decreased by 5%.



Profit After Tax for the year was ₹ 444.47 Crore as compared to ₹ 410.36 Crore in the previous year, recording an increase of 8%.



The Net Worth of the Company has increased from ₹ 3623.05 Crore to ₹ 3968.45 Crore. During the year, Gross Block of Assets increased from ₹ 4819.29 Crore to ₹ 5062.56 Crore.

The Company continues to have a healthy Debt Equity Ratio of less than 1.

Wind Power Project

Your Company believes that renewable energy sources can offer enormous economic, social and environmental benefits and India has the highest potential for effective use of the renewable energy sources like wind power.

Considering the cost benefit which a Wind Power Project can offer, your Company ventured into and has successfully completed commissioning of the Wind Power Project of 52.5 MW at Maliya Miyana, Rajkot and Gorsar & Adodar, Porbandar in the State of Gujarat.

The Company has generated 10,47,86,591 units of power from the same which resulted in the revenue of approx ₹ 37.30 Crores in the year.

F. RISK MANAGEMENT AND INTERNAL CONTROL SYSTEMS

Risk Management:

Your Company is in the process of adopting a comprehensive Risk Management System which identifies and documents business risks as well as provides for appropriate controls to mitigate these risks to the best extent possible across all aspects of the Company's business.

The said Risk Management System is based on the principle by which risks are currently managed across the Company. All functional teams address risks relevant to the assets, projects or functions and also work towards identifying appropriate mitigation strategies. Moreover, the Company has always focused on developing a "risk culture" that encourages all employees to identify risks and associated opportunities and to respond to them with effective actions.

Based on the current economic scenario affecting the Oil & Gas sector and the prevalent regulatory regime, these are the major risks being faced by your Company:

1. Affordability and Availability of Natural Gas

Although, the current and future demand for natural gas exceeds supply, the supply of and demand for natural gas is subject to several factors which may adversely affect our operations. Factors affecting supply include decline in exploration and production activities, decline in domestic gas production, decline in importation of LNG and government regulations affecting allocation of gas supplies. Factors affecting demand include the growth and development of industries utilizing natural gas as a primary fuel source, gas prices and availability of competing alternative fuels. Since Natural gas competes with alternative primary fuels including coal and Furnace Oil, a reduction in the prices of alternative fuels may adversely impact the demand for gas transportation services. Each or all of these factors could pose risks to the gas transmission business of the Company.

In the current scenario, low levels of production of domestic natural gas and price volatility is a major risk for the Company's gas transportation business.

2. Regulatory Risk

The Petroleum and Natural Gas Regulatory Board (PNGRB) was constituted in 2007 as a regulatory body to regulate the natural gas pipeline business in India. Since its inception, PNGRB has been mired with legal issues. In the past year, several litigations / legal proceedings were initiated by and against PNGRB, including a landmark SC Judgment which clarified on the regulatory powers of the PNGRB with respect to fixing of network tariff and compression charges for a CGD network's direct consumers, which have far reaching implications on both the CGD and gas transmission segment.

The evolving nature of regulations in the sector, especially on critical aspects like third party access, CGD network exclusivity as well as with regards to the long pending list of final tariff notifications for all major pipeline networks in India (including that of your Company), pose uncertainties and challenges for all stakeholders. However, it is expected that ultimately if all litigations lead to an improved regulatory scenario, the same would ensure more investments in the sector.

3. Safety and Operational Risk

The changing technologies and the natural ageing of existing facilities pose the risk of Pipelines and stations. Aged Pipelines are prone to unplanned shutdowns, increased maintenance and operating costs. Deployment of new technologies in line with Pipeline Integrity Management Systems and ongoing maintenance processes are the key to enhancing the reliability of operations and reduction in operating costs as well as for maximising the life of assets, while improving the safety of operating conditions. Pipeline system's safety is also a major challenge and even minor operational issue and safety issues may cause major safety hazards, disrupt operations at large levels, pose danger to life, property and safety of people and penalties from statutory/regulatory bodies



and reputation of the organisation may also be at stake.

Internal Control Systems:

The Company has a proper and adequate system of internal controls commensurate with its size of operations and nature of business. The Company's internal control systems are further supplemented by extensive programs of audits, i.e. internal audit, proprietary audit by the Comptroller & Auditor General of India (C&AG) and statutory audit by Statutory Auditors appointed by the C&AG. The internal control system is designed to ensure that all financials and other records are reliable for preparing financial statements and other data and for maintaining accountability of assets and compliance with statutory requirements.

The Company has mapped a number of business processes on to SAP system, thereby leading to significant improved controls & transparency. Your Company also continues to invest in Information Technology to support various business processes.

G. HUMAN RESOURCES

During the year, the Company did not experience any strikes or lockouts.

The increasing human capital aspirations are a major challenge for the Company. In order to remain competitive, it is imperative that Company has to hire and retain sufficient number of skilled talent so as to strengthen its technical and project management skills.

The Company employed 224 employees as on 31st March, 2016 (Previous year: 221 employees).

The Company believes that training and personnel development is of vital importance to create a climate where people maximize their technical skills and inner potential which can help the Company in capitalizing the emerging business opportunities through their involvement. During the year, employees were sent for various training programs and seminars in line with the Annual Training Calendar to enhance employee skills/knowledge.

The Company has in place an attractive policy of performance linked incentive to encourage and reward employee performance.

Forward Looking Statements:

This Annual Report contains forward-looking statements, which may be identified by words like will, believes, plans, expects, intends, estimates or other words of similar meaning. All statements that address expectations or projections about the future, including but not limited to statements about the Company's strategy for growth and market position are forward-looking statements. Forward-looking statements are based on certain assumptions and expectations of future events. The Company cannot guarantee that the assumptions and expectations are accurate or will be realized. The Company's actual results, performance or achievements could differ materially from those projected in any such forward looking statements. The Company assumes no responsibility to amend, modify or revise any forward looking statements, on the basis of any subsequent developments, information or event.

Annexure - II

Corporate Governance Report

1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Gujarat State Petronet Limited (GSPL) is committed to do business in an efficient, responsible, honest and ethical manner. The core values of the Company's Governance process include independence, integrity, accountability, transparency, responsibility and fairness. The Company is committed to transparency in all its dealings and places high emphasis on business ethics. The basic philosophy of Corporate Governance in the Company is to achieve business excellence and dedication to increase long-term shareholders' value.

2. BOARD OF DIRECTORS

A. Composition of the Board:

As per requirement of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board Structure of the Company maintains an optimum combination of Executive, Non Executive Directors with at least one Woman Director and half of the Board of Directors comprising of Independent Directors. The Composition of the Board is in conformity with the Listing requirements. The detailed composition of the Board of Directors as on 31st March, 2016, their category and their Directorship in the companies and Membership/Chairmanship in the Committees of the Board are given below:-

Sr. No.	Name of the Director	Position /Category++	* Number of Directorship as on 31.03.2016 including GSPL	** Number of Membership/ Chairmanship in Board Committee as on 31.03.2016 including GSPL	
				Membership+	Chairmanship
1	Shri M M Srivastava, IAS (Retd.)	Non Executive Chairman (GSPC ¹ Nominee)	2	0	0
2	Dr. J N Singh, IAS ^{\$}	Non Executive Director (GSPC ¹ Nominee)	11	7	0
3	Shri L Chuaungo, IAS	Non Executive Director (GSPC ¹ Nominee)	10	2	0
4	Smt. Shridevi Shukla	Non Executive Woman Director (GSPC ¹ Nominee)	1	0	0
5	Dr. R Vaidyanathan	Independent Director	9	1	2
6	Prof. Yogesh Singh	Independent Director	3	3	0
7	Dr. Bakul Dholakia	Independent Director	6	4	3
8	Dr. Sudhir Kumar Jain	Additional Independent Director	4	0	0
9	Shri Bhadresh Mehta	Additional Independent Director	3	0	2
10	Shri Atanu Chakraborty, IAS ^{\$}	Managing Director (GSPC ¹ Nominee)	10	2	3

1. Gujarat State Petroleum Corporation Limited.

+ Membership excludes Chairmanship.

* Excluding Directorship held in Foreign Companies.

^{\$} Shri Atanu Chakraborty, IAS has tendered resignation from the Board of Directors on 11th April, 2016 and Dr. J N Singh, IAS has been appointed as Managing Director of the Company w.e.f. 16th April, 2016.

** Indicates Membership/Chairmanship in the Audit Committee, Stakeholders Relationship Committee (excluding Private Limited Companies, Foreign Companies and Section 8 Companies).

++ None of the Directors of the Company are related inter-se.

B. Board Meetings held during the year 2015 - 2016:

The Board meets at regular intervals to discuss and decide on various issues including strategy related matters pertaining to the business/company. The tentative calendar of Board Meetings is circulated to the Directors in advance to facilitate them and to ensure their active participation in the Meetings of the Company. Apart from this, the Meetings of the Board are also convened or the approval of the Board is obtained through circulation of resolution to all the Directors in case some urgent/special situation arises. Such circular resolution is also confirmed in the next Board Meeting.

Agenda papers containing all necessary information / documents are made available to the Board in advance to enable the Board to take informed decisions and to discharge its functions effectively. Where it is not practicable to attach the relevant information as a part of agenda papers, the same are tabled at the Meeting or / and the presentations are made by the concerned persons to the Board.

During the year 2015 - 2016, the Board met 7 (Seven) times. Details of these Meetings are as follows:-

Sr. No.	Date of Meeting
1	22 nd May, 2015
2	7 th August, 2015
3	3 rd November, 2015
4	6 th November, 2015
5	4 th December, 2015
6	4 th February, 2016
7	30 th March, 2016

C. Attendance of each Director at the Board Meetings during the year 2015 - 2016 and at last AGM was as follows:

Sr. No.	Name of the Director	Number of Board Meetings held during their tenure as Director	Number of Board Meetings attended	Attendance at last AGM held on 24 th September, 2015
1	Shri M M Srivastava, IAS (Retd.)	7	7	Yes
2	Dr. J N Singh, IAS	7	3	No
3	Shri L Chuaungo, IAS	7	5	No
4	Smt. Shridevi Shukla (w.e.f. 22 nd May, 2015)	6	6	Yes
5	Dr. R Vaidyanathan	7	6	Yes
6	Prof. Yogesh Singh	7	3	Yes
7	Dr. Bakul Dholakia	7	5	No
8	Dr. Sudhir Kumar Jain (w.e.f. 23 rd October, 2015)	5	3	NA
9	Shri Bhadrash Mehta (w.e.f. 23 rd October, 2015)	5	5	NA
10	Shri Atanu Chakraborty, IAS	7	7	No

Note: 1) The Directors were granted the leave of absence for non attendance at the Meeting of the Board of Directors of the Company.

3. AUDIT COMMITTEE

The composition of the Audit Committee as on 31st March, 2016 is as follows:

1. Dr. R Vaidyanathan - Chairman
2. Prof. Yogesh Singh - Member
3. Dr. Bakul Dholakia - Member
4. Dr. J N Singh, IAS - Member

Ms. Reena Desai, Company Secretary acts as a Secretary to the Audit Committee.

Note: All the Members of the Audit Committee are Non - Executive Directors and at least two third are Independent Directors. The Chairman of the Audit Committee is an Independent Director and is having thorough financial and accounting knowledge.

The powers of the Audit Committee as conferred by the Board of Directors in accordance with the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are:

- To investigate any activity within its terms of reference.
- To seek information from any employee.
- To obtain outside legal or other professional advice.
- To secure attendance of outsiders with relevant expertise, if it considers necessary.

The role of the Audit Committee includes the overview of the Company's financial reporting process and related disclosures to ensure that the financials are correct, sufficient and credible. The Committee will also undertake the review, with our management, of our annual and quarterly financial statements before submission to the Board for approval. The Committee shall also review the adequacy of our internal control systems, internal audit functions and discuss any significant findings of the internal auditors. The Committee shall also discuss with our statutory auditors prior to their commencement of audit, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern. The Audit Committee shall examine the reasons for substantial defaults in the payments by the Company to depositors, debenture holders, shareholders (in case of non - payment of declared dividends) and creditors. The Committee shall also review the functioning of whistle blower mechanism.

During the year 2015 - 2016, the Audit Committee met 4 (Four) times. Details of these Meetings are as follows:

Sr. No.	Date of Meeting
1	22 nd May, 2015
2	7 th August, 2015
3	6 th November, 2015
4	4 th February, 2016

The attendance of the Members at the Audit Committee Meetings during the year 2015 - 2016 was as follows:

Sr No.	Name of the Audit Committee Members	Number of Audit Committee Meetings held while holding the office	Number of Audit Committee Meetings attended
1	Dr. R Vaidyanathan	4	4
2	Prof. Yogesh Singh	4	1
3	Dr. Bakul Dholakia	4	3
4	Dr. J N Singh, IAS	4	2

The Chairman of the Audit Committee remained present at the Annual General Meeting of the Company held on 24th September, 2015 to answer shareholder queries.

4. NOMINATION AND REMUNERATION COMMITTEE

The composition of the Nomination and Remuneration Committee as on 31st March, 2016 is as follows:-

1. Prof. Yogesh Singh - Chairman
2. Shri M M Srivastava, IAS (Retd.) - Member
3. Dr. R Vaidyanathan - Member

The role of the Nomination and Remuneration Committee inter alia includes the following:

- a. Formulation of criteria for determining qualifications, positive attributes and independence of a director.
- b. Formulation of criteria for evaluation of Independent Directors and the Board.
- c. Identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down and recommend to the Board their appointment and removal.
- d. To devise a Policy on Board Diversity.
- e. Formulate and recommend to the Board a Policy relating to the remuneration for the directors, key managerial personnel and other employees.
- f. To formulate, administer and monitor detailed terms and conditions of the Employees' Stock Option Scheme(s) of the Company.
- g. To carry out any other function as delegated by the Board from time to time and / or required by any statutory notification, amendment or modification, as may be applicable.

During the year 2015 - 2016, the Nomination and Remuneration Committee met 4 (Four) times. Details of these Meetings are as follows:

Sr. No.	Date of Meeting
1	22 nd May, 2015
2	7 th August, 2015
3	4 th December, 2015
4	4 th February , 2016

The attendance of the Members at the Nomination and Remuneration Committee Meetings during the year 2015 - 2016 was as follows:-

Sr No.	Name of the Nomination and Remuneration Committee Members	Number of Nomination and Remuneration Committee Meetings held while holding the office	Number of Nomination and Remuneration Committee Meetings attended
1	Dr. R Vaidyanathan	4	4
2	Shri M M Srivastava, IAS (Retd.)	4	4
3	Prof. Yogesh Singh	4	2

The details on performance evaluation criteria for Directors including Independent Directors are already provided under the head "Board Evaluation" in the Director's Report.

5. REMUNERATION/SITTING FEES TO DIRECTORS

i) Remuneration to Directors:

During the Financial Year 2015 - 16, the Company has paid remuneration of approx ₹ 16.25/- Lacs to Shri M M Srivastava, IAS (Retd.), Non - Executive Chairman pursuant to approval of Members at the 17th Annual General Meeting held on 24th September, 2015. The payment of remuneration & perquisites to Shri M M Srivastava, IAS (Retd.) is as per the terms and conditions stipulated by the Govt. of Gujarat in its Resolution dated 10th May, 2013. Further, as Shri M M Srivastava, IAS (Retd.) has been nominated as Non-Executive Chairman by Gujarat State Petroleum Corporation Limited, the Notice Period and Severance Fees are not applicable.

Further, the Board of Directors of the Company has recommended payment of remuneration to Shri M M Srivastava, IAS (Retd.) for two years w.e.f. 24th August, 2016 pursuant to Govt. of Gujarat Resolution dated 10th May, 2013 and letter dated 25th July, 2016 for approval of the Members at the ensuing Annual General Meeting under the applicable provisions of the Companies Act, 2013 and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The total approx remuneration would be ₹16.83 Lacs per annum.

ii) Sitting Fees to Directors:

The Sitting Fees paid to the Directors who are IAS Officers is deposited in government treasury. No Director is entitled to any benefit upon termination of his Directorship/Employment in the Company.

At present, Company pays ₹ 7500/- per Meeting as Sitting Fees to the Directors (except Managing Director) for attending Board/ Committee Meeting.

During the year 2015 - 2016, the Company has paid ₹ 8,32,500/- in aggregate as Sitting Fees to its Directors.

iii) Stock Options granted to Directors:

ESOP - 2005:

The Company had granted Stock Option to the Directors @ ₹ 14/- per Share under ESOP - 2005. These Options were scheduled to vest during the period from October, 2006 to October, 2009 and could be exercised within a period of 5 years from the date of vesting. While the Company had granted the Options, a Director may in his sole discretion, decide to accept or reject the said grant. None of the Directors exercised their Options granted under the ESOP – 2005.

ESOP - 2010:

Presently, the Company has not granted Stock Option to the Directors under ESOP - 2010.

Except Dr. Bakul Dholakia who holds 3500 Shares, no other Director holds any Share in the Company. Further, apart from Shri M M Srivastava, IAS (Retd.) who is in receipt of remuneration, none of the Non-Executive Directors has any other pecuniary interest in the Company.

iv) Terms of appointment of Managing Director:

Shri Atanu Chakraborty, IAS was appointed as Managing Director of the Company w.e.f. 6th November, 2014. Shri Atanu Chakraborty, IAS resigned from the Board of the Company consequent to his transfer as Director General, Directorate General of Hydrocarbon, Govt. of India on 11th April, 2016. Subsequently, Dr. J N Singh, IAS has been appointed as Managing Director of the Company w.e.f. 16th April, 2016. Further, upon his appointment as Managing Director of the Company, he does not receive Sitting Fees. He will hold his office till further intimation by Gujarat State Petroleum Corporation Limited.

6. STAKEHOLDERS RELATIONSHIP COMMITTEE

The composition of the Stakeholders Relationship Committee as on 31st March, 2016 is as follows:

1. Dr. R Vaidyanathan - Chairman
2. Shri L Chuaungo, IAS - Member
3. Shri Atanu Chakraborty, IAS - Member

During the year 2015 - 2016, the Stakeholders Relationship Committee met 1 (One) time. Details of the Meeting is as follows:-

Sr. No.	Date of Meeting
1	22 nd May, 2015

The attendance of the Members at the Stakeholders Relationship Committee Meeting during the year 2015 - 2016 was as follows:-

Sr No.	Name of the Stakeholders Relationship Committee Members	Number of Stakeholders Relationship Committee Meetings held while holding the office	Number of Stakeholders Relationship Committee Meetings attended
1	Dr. R Vaidyanathan	1	1
2	Shri L Chuaungo, IAS	1	1
3	Shri Atanu Chakraborty, IAS	1	1

The status of Shareholders complaint as on 31st March, 2016 is as follows:-

Particulars	Opening as on 1 st April, 2015	Received* during the year	Disposed during the year	Balance as on 31 st March, 2016
No. of complaints	NIL	222	222	NIL

** The Complaints received were mainly in the nature of non receipt of dividend warrants, requests for duplicate/revalidation of dividend warrants etc.*

Number of complaints received during the year as a percentage of total number of Members as on 31st March, 2016 is 0.17%.

Ms Reena Desai, Company Secretary acts as Compliance Officer of the Company.

7. ATTENDANCE OF EACH DIRECTOR AT THE COMMITTEE MEETING OTHER THAN THOSE STATED ABOVE AND CONVENED DURING THE FINANCIAL YEAR 2015 - 2016**1. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE:**

During the year 2015 - 2016, the Corporate Social Responsibility Committee met 2 (Two) times. Details of these Meetings are as follows:-

Sr. No.	Date
1	22 nd May, 2015
2	30 th March, 2016

The attendance of the Members at the Corporate Social Responsibility Committee Meetings during the year 2015 - 2016 was as follows:-

Sr No.	Name of the Corporate Social Responsibility Committee Members	Number of Corporate Social Responsibility Committee Meetings held while holding the office	Number of Corporate Social Responsibility Committee Meetings attended
1	Shri M M Srivastava, IAS (Retd.)	2	2
2	Prof. Yogesh Singh	2	1
3	Shri Atanu Chakraborty, IAS	2	2

2. PROJECT MANAGEMENT COMMITTEE:

During the year 2015 - 2016, the Project Management Committee met 6 (Six) times. Details of these Meetings are as follows:-

Sr. No.	Date
1	22 nd May, 2015
2	7 th August, 2015
3	28 th October, 2015
4	13 th January , 2016
5	4 th February, 2016
6	30 th March, 2016

The attendance of the Members at the Project Management Committee Meetings during the year 2015 - 2016 was as follows:-

Sr No.	Name of the Personnel Committee Members	Number of Project Management Committee Meetings held while holding the office	Number of Project Management Committee Meetings attended
1	Shri M M Srivastava, IAS (Retd.)	6	6
2	Dr. J N Singh, IAS	6	5
3	Shri L Chuaungo, IAS	6	6
4	Dr. Bakul Dholakia	6	5
5	Shri Atanu Chakraborty, IAS	6	6

3. PERSONNEL COMMITTEE:

During the year 2015 - 2016, the Personnel Committee met 5 (Five) times. Details of these Meetings are as follows:-

Sr. No.	Date
1	22 nd May, 2015
2	23 rd June, 2015
3	6 th November, 2015
4	4 th February, 2016
5	9 th March, 2016

The attendance of the Members at the Personnel Committee Meetings during the year 2015 - 2016 was as follows:-

Sr No.	Name of the Personnel Committee Members	Number of Personnel Committee Meetings held while holding the office	Number of Personnel Committee Meetings attended
1	Shri M M Srivastava, IAS (Retd.)	5	5
2	Dr. J N Singh, IAS	5	3
3	Shri L Chuaungo, IAS	5	4
4	Dr. R Vaidyanathan	5	4
5	Shri Atanu Chakraborty, IAS	5	5

8. GENERAL BODY MEETINGS

A. Schedule of the last three Annual General Meetings of the Company is presented below:-

Year	Date & Time of AGM	Venue	Special Resolutions passed
2014 - 15	24 th September, 2015, 3.00 P.M.	Assembly Hall, GSPC Bhavan, Behind Udyog Bhavan, Sector-11, Gandhinagar-382010	No
2013 - 14	25 th September, 2014, 3.00 P.M.	Assembly Hall, GSPC Bhavan, Behind Udyog Bhavan, Sector-11, Gandhinagar-382010	1. Approving borrowing limit under Section 180 (1) (c) of the Companies Act, 2013. 2. Approving creation of charge/security in favour of lenders under Section 180 (1) (a) of the Companies Act, 2013.
2012 - 2013	27 th September, 2013, 3.00 P.M.	Assembly Hall, GSPC Bhavan, Behind Udyog Bhavan, Sector-11, Gandhinagar-382010	Approving payment of remuneration to Shri M M Srivastava, IAS (Retd.), Chairman w.e.f. 27 th August, 2012.

B. Postal Ballot:

During the year, no resolution was passed through postal ballot.

9. DISCLOSURES

There are certain transactions with related parties which have been disclosed at the relevant place in the Notes to the Annual Accounts. No such related party transactions may have potential conflict with the interests of the Company at large.

There is no non compliance on any capital market related matter since the listing of Company's security on Stock Exchanges. Further, no penalty has been imposed either by SEBI or Stock Exchanges or any Statutory Authority on any capital market related matter during the last three years.

10. MEANS OF COMMUNICATION

The Financial Results of the Company are normally published in one National news paper in English (in one or more news papers like Business Standard/Financial Express/Mint/Economics Times/Hindu Business Line) and one Regional news paper (in one or more news papers like Gujarat Samachar/Divya Bhaskar/Sandesh/Gandhinagar Samachar). These results can also be viewed from the Company's website www.gspcgroup.com. Further, the Financial Results and other required filings of the Company can also be viewed on the website of The National Stock Exchange of India Limited (www.nseindia.com) and The Bombay Stock Exchange Limited (www.bseindia.com).

11. CODE OF CONDUCT

Code of Conduct for Directors and Senior Management:

The Board of Directors of the Company has adopted a Code of Conduct and made it applicable to the Board Members and Senior Management of the Company. The same has also been posted on the website of the Company.

The Board and Senior Management of the Company have affirmed compliance with the Code. The declaration by CEO & CFO to this effect has been made elsewhere in this Annual Report.

Code of Conduct for Regulating, Monitoring And Reporting of Trading by Insiders:

Pursuant to the requirements of The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, the Company has adopted a Code of Conduct for Regulating, Monitoring and Reporting of Trading by Insiders and the Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information w.e.f. 15th May, 2015. Company Secretary acts as the Compliance Officer. This Code of Conduct is applicable to the Designated Person(s), employees and the Immediate Relative(s) of such Designated Persons and employees of the Company who can have access to Unpublished Price Sensitive Information relating to the Company.

12. ETHICAL BEHAVIOR AND VIGIL MECHANISM

Pursuant to Section 177 (9) and (10) of the Companies Act, 2013 and Regulation 22 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has an Ethical Behavior and Vigil Mechanism for Directors and employees to report to the management instances of unethical behavior, actual or suspected fraud or violation of the Code of Conduct of GSPL and/or GSPC Group. The said mechanism also provides for adequate safeguards against victimization of persons who use such mechanism and makes provision for direct access to the Chairman of the Audit Committee in appropriate or exceptional cases. The Management affirms that no employee of the Company was denied access to the Audit Committee. The Company has provided the details of the said Policy on



the website of the Company at <http://gspcgroup.com/documents/pagecontent/Vigil-Mechanism-Policy.pdf>.

13. POLICY FOR MATERIAL SUBSIDIARIES

As required under Regulation 16 (1) (c) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has formulated a Policy for determining “Material” Subsidiaries which has been put on the website of the Company at <http://gspcgroup.com/documents/pagecontent/Policy-for-determining-Material-Subsidiaries.pdf>.

14. POLICY ON MATERIALITY OF RELATED PARTY TRANSACTIONS AND DEALING WITH RELATED PARTY TRANSACTIONS

As required under Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has formulated a Related Party Transactions Policy which has been put on the website of the Company at <http://gspcgroup.com/documents/pagecontent/Policy-on-Materiality-of-Related-Party-Transactions-and-dealing-with-Related-Party-Transactions.pdf>.

15. APPOINTMENT OF INDEPENDENT DIRECTORS

The Company has issued formal letter of appointment to Independent Directors in the manner as provided under the Companies Act, 2013 and as per the applicable Corporate Governance requirements. The terms and conditions of appointment have also been disclosed on the website of the Company at <http://gspcgroup.com/GSPL/management-updates.aspx>.

16. FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS

Pursuant to provisions of Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has formulated a Policy on Familiarization Programme for Independent Directors. The Programme aims to familiarize Independent Directors with activities of the Company so as to enable them to make effective contribution and to assist them in discharging their functions as a Board Member. The Company’s Policy on Familiarization Programme for Independent Directors has been disclosed on the website of the Company at <http://gspcgroup.com/documents/pagecontent/Policy-on-Familiarization-Programme-for-Independent-Directors.pdf>.

17. GENERAL SHAREHOLDERS INFORMATION

A. Schedule & Venue of the 18th Annual General Meeting of the Company:

Date & Day : 22nd September, 2016, Thursday
Time : 3.00 PM
Venue : Assembly Hall, GSPC Bhavan, Behind Udyog Bhavan,
Sector - 11, Gandhinagar - 382010.

B. Financial Year and Calendar:

The Financial Year of the Company starts on 1st April and ends on 31st March every year.

Financial Calendar for 2016 - 2017 (Tentative Schedule) for adoption of quarterly results for:

Quarter ending 30 th June, 2016	Before 14 th September, 2016
Quarter ending 30 th September, 2016	Before 14 th December, 2016
Quarter ending 31 st December, 2016	Before 14 th February, 2017
Quarter & Year ending 31 st March , 2017 (Audited)	Before 30 th May, 2017

C. Book Closure Date:

Friday, 16th September, 2016, to Thursday, 22nd September, 2016 (both days inclusive).

D. Dividend Payment:

The Dividend if approved by the Shareholders, will be paid on Thursday, the 29th September, 2016.

Unclaimed Dividends/Shares

As per the provisions of the Companies Act, 1956, Dividend which remains unclaimed for a period of seven years is mandatorily required to be transferred to the Investors Education and Protection Fund (IEPF) established by the Central Government and thereafter cannot be claimed by the Investors from the Company.

The Unclaimed Dividend in respect of the Financial Year 2008 - 2009 and 2009 - 2010 is due for transfer IEPF on 1st January, 2017 and 20th October, 2017 respectively. In view of this, the Members of the Company, who have not yet encashed their Dividend

Warrant(s)/ claimed their Dividend(s) declared by the Company are requested to claim the same from the Company alongwith necessary documentary proof.

Further, in terms of the IEPF (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012 (IEPF Rules), your Company has uploaded the Unclaimed Dividend details in respect of the Dividends declared by the Company for the Financial Years 2008 - 2009 onwards on the Company's website www.gspcgroup.com under separate dedicated section 'Investors'. The said details of Unclaimed Dividend are updated by the Company on Company's Website on a half yearly basis.

In accordance with Regulation 39 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 33141 Equity Shares (previous year: 33141 Equity Shares) issued to 128 Shareholders (previous year: 128 Shareholders) of the face value of ₹ 10 each are lying in the "GSPL Unclaimed Shares Demat Suspense Account" maintained by the Company. During the year, no Shareholder had claimed the same from the Company. The voting rights on the Shares outstanding in the suspense account as on 31st March, 2016 shall remain frozen till the rightful owner of such Shares claims the Shares.

Due Dates for Transfer of Unclaimed Dividend to IEPF:

Year	Dividend rate per share (₹)	Date of Declaration of Dividend by the Shareholders in AGM	Unclaimed Dividend Amount (₹)	Due Date
2008 – 2009	0.75 (i.e. 7.5%)	03 rd December, 2009	1415425.33	01 st January, 2017
2009 – 2010	1.00 (i.e. 10%)	21 st September, 2010	1132265.00	20 th October, 2017
2010 – 2011	1.00 (i.e. 10%)	23 rd September, 2011	1028538.64	22 nd October, 2018
2011 - 2012	1.00 (i.e. 10%)	25 th September, 2012	1547595.00	24 th October, 2019
2012 - 2013	1.00 (i.e. 10%)	27 th September, 2013	989688.00	26 th October, 2020
2013 – 2014	1.00 (i.e. 10%)	25 th September, 2014	1017674.00	24 th October, 2021
2014 - 2015	1.20 (i.e. 12%)	24 th September, 2015	1422831.60	23 rd October, 2022

E. Listing on Stock Exchanges and Scrip Codes:

Name of Stock Exchanges	Scrip Code
1. The Bombay Stock Exchange Limited (BSE) Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400001	532702
2. The National Stock Exchange of India Limited (NSE) Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (E), Mumbai – 400 051	GSPL

The Company has also entered into a tripartite agreement with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). The ISIN no. for Company's securities is INE246F01010.

Note:

1. The necessary listing fees for the year 2015 - 2016 has already been paid to both the Stock Exchanges.

F. Stock Market Data:

Market Price Data in BSE and NSE is as follows:

Month	BSE Sensex		Company's Share price on BSE		NSE Nifty		Company's Share price on NSE	
	High	Low	High	Low	High	Low	High	Low
April 2015	29094.61	26897.54	127.35	116.65	8844.80	8144.75	127.45	116.60
May	28071.16	26423.99	123.90	108.00	8489.55	7997.15	124.50	108.40
June	27968.75	26307.07	121.90	112.25	8467.15	7940.30	122.45	112.05
July	28578.33	27416.39	136.90	117.00	8654.75	8315.40	136.95	116.50
August	28417.59	25298.42	141.30	114.60	8621.55	7667.25	141.45	114.40
September	26471.82	24833.54	123.50	108.00	8055.00	7539.50	123.35	109.30
October	27618.14	26168.71	130.75	114.00	8336.30	7930.65	131.80	115.10
November	26824.30	25451.42	136.00	121.00	8116.10	7714.15	136.00	121.00
December	26256.42	24867.73	139.30	127.00	7979.30	7551.05	139.30	127.00
January 2016	26197.27	23839.76	153.50	130.00	7972.55	7241.50	154.15	130.00
February	25002.32	22494.61	143.20	121.00	7600.45	6825.80	143.50	121.00
March	25479.62	23133.18	143.80	120.50	7777.60	7035.10	144.80	120.10

**G. Registrar and Share Transfer Agent and Share Transfer System:**

The Company has appointed M/s Karvy Computershare Private Limited as the Registrar and Share Transfer Agent of the Company for both Physical as well as Demat mode.

The Company has entrusted M/s Karvy Computershare Private Limited with the responsibility of ensuring effective resolution and disposal of all kinds of investor grievances such as Demat, Remat, non receipt of Dividend, etc.

Investors may contact our Registrar and Share Transfer Agent at the following address for their queries:-

M/s Karvy Computershare Private Limited

Karvy Selenium Tower B, Plot No 31 & 32, Gachibowli, Financial District,
Nanakramguda, Serilingampally, Hyderabad – 500 008, Andhra Pradesh, India

Tel: +91-40-67161518 | **Fax:** +91-40-23420814

Email: mailmanager@karvy.com | **Website:** www.karvycomputershare.com

Contact person: Mr. Suresh Babu D

H. Distribution of Shareholding:

Distribution of Shareholding as on 31st March, 2016 is given below:

Category (Amount of Shares)	No. of Shareholders	% of Shareholders	No. of Shares held	% of Shareholding
1-5000	122427	91.82	22430109	3.98
5001-10000	6525	4.89	5152616	0.92
10001-20000	2315	1.74	3496157	0.62
20001-30000	667	0.50	1713212	0.31
30001-40000	280	0.21	1012752	0.18
40001-50000	273	0.21	1303637	0.23
50001-100000	375	0.28	2722536	0.48
100001 & above	461	0.35	525509045	93.28
Total	133323	100	563340064	100

I. Dematerialization of Shares and its liquidity:

509383052 Equity Shares representing 90.42% of the total Equity Shares of the Company are held in Dematerialized Form and balance 53957012 Equity Shares representing 9.58% are in Physical Form as on 31st March, 2016.

J. Plant Locations:

The Company is developing pipeline infrastructure for transportation of gas and has also set up wind power project of 52.5 MW in the areas of Maliya Miyana, Rajkot and Gorsar & Adodar, Porbandar. Presently, the Company has commissioned pipeline projects covering various locations in the State of Gujarat. The required details of these locations are specified in Directors' Report which forms part of this Annual Report.

K. Address for correspondence with the Company:

The address for correspondence with the Company is given below:-

Gujarat State Petronet Limited

GSPL Bhavan, E-18, GIDC Electronic Estate, Sector - 26, Nr. K-7 Circle, Gandhinagar - 382028.

Ph.: +91-79-23268500 | **Fax:** +91-79-23268506

Website: www.gujpetronet.com | **Email:** investors.gspl@gspc.in

L. Outstanding GDRs/ADRs/Warrants or any Convertible Instruments, conversions date and likely impact on Equity:

The Company has not issued any GDRs/ADRs/Warrants or any convertible instruments.

M. Non-Mandatory Requirements:

The Company has complied with the following Non-Mandatory Requirements:

1. Audit Qualifications

There are no qualifications in the Auditors' Report on the financial statements to the Shareholders of the Company.

2. Separate posts of Chairman and Managing Director

The positions of the Chairman and Managing Director are separate.

3. Reporting of Internal Auditor

The Internal Auditor has access and may report directly to the Audit Committee.

For and on behalf of the Board of Directors

Date: 30th July, 2016

Place: Gandhinagar

M M Srivastava, IAS (Retd.)

Chairman

CEO & CFO CERTIFICATION

Certificate by Managing Director and CFO in terms of Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We hereby certify that:-

- A. We have reviewed the Audited Financial Statements and Cash Flow Statements for the Year ended on 31st March, 2016 and that to the best of our knowledge and belief:
 - (1) these Financial Statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (2) these Financial Statements together present a true and fair view of the listed entity's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the period under review which are fraudulent, illegal or violative of the Company's code of conduct.
- C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- D. We have indicated to the Auditors and the Audit Committee that:
 - (1) there are no significant changes in internal control over financial reporting during the period under review;
 - (2) there are no significant changes in accounting policies during the period under review; and
 - (3) there are no instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

We further declare that all the Board Members and Senior Management have affirmed their compliance with the Code of Conduct for the year ended 31st March, 2016.

Manish Seth
CFO

Dr. J N Singh, IAS
Managing Director

Date: 19th May, 2016
Place: Gandhinagar



CORPORATE GOVERNANCE COMPLIANCE CERTIFICATE

To,
The Members
GUJARAT STATE PETRONET LIMITED
GSPC Bhavan, Behind Udyog Bhavan,
Sector - 11, Gandhinagar – 382 011

We have examined all relevant records of GUJARAT STATE PETRONET LIMITED (“Company”) for the purpose of certifying compliance of the conditions of Corporate Governance as prescribed under Regulation 17 to 27 and Clauses (b) to (l) of sub regulation (2) of Regulation 46 and Para C, D & E of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as notified on 2nd September, 2015 (“the said Regulations”) for the financial year ended 31st March, 2016. We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of certification.

The compliance of the conditions of Corporate Governance is the responsibility of the management. Our examination was limited to the procedure and implementation thereof.

On the basis of our examination of the records produced, explanations and information furnished, we certify that the Company has complied with all the mandatory conditions of the said Regulations (or the relevant corresponding conditions of the Corporate Governance as laid down in Clause 49 of the listing agreement as was applicable before the said Regulations came into effect) subject to the following observations:

The Board of Directors of the Company was duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors as required under the said Regulations except for the period from 1st April, 2015 to 22nd October, 2015 wherein the number of Independent Directors remained below one - half of the total number of the Directors on the Board of the Company and for the period from 1st April, 2015 to 21st May, 2015 wherein no Woman Director was there on the Board of the Company. Subsequently, the Company has appointed Smt. Shridevi Shukla as Woman Director of the Company w.e.f 22nd May, 2015 and also appointed two new Independent Directors w.e.f 23rd October, 2015 resulting into proper constitution of Board of Directors w.e.f. 23rd October 2015.

This certificate is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For **MANOJ HURKAT & ASSOCIATES**

Company Secretaries

Manoj R Hurkat

Partner

Date: 30th July, 2016

Place: Ahmedabad

Membership No.: FCS 4287

Certificate of Practice No.: CP - 2574

ANNEXURE - III

AOC – 2

[Pursuant to Clause (h) of sub-section (3) of Section 134 of the Act and Rule 8(2) of The Companies (Accounts) Rules, 2014]

Form for disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in sub-section (1) of Section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto.

1. Details of contracts or arrangements or transactions not at arm's length basis: Nil

2. Details of material contracts or arrangement or transactions at arm's length basis:

- (a) Name(s) of the related party and nature of relationship: Gujarat Gas Limited, Associate Company
- (b) Duration of the contracts/arrangements/transactions: Ongoing/Recurring
- (c) Date(s) of approval by the Board: Not Applicable

Nature of contracts/arrangements/ Transactions	Salient terms of the contracts or arrangements or transactions including the value of the transaction in FY 2015-16 (in ₹), if any *	Amount paid as advances, if any
Reimbursement made/received like for Employee salary/benefits, RoU, Electricity Expenses etc.	6086434	NIL
Availing/Rendering Services	44455113	NIL
Gas Transportation Income	2117936850	NIL
Rent paid/received for sharing of infrastructural facilities for operational purposes	11843538	NIL
Purchase/Sale of Tangible Assets	198326934	NIL

**All the Transactions are in the ordinary course of business and have been entered on Arm's Length Principle. Further, the threshold for determining the Material Related Party Transactions has been considered as per the terms defined in Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.*

For and on behalf of the Board of Directors

Date : 30th July, 2016

Place : Gandhinagar

M M Srivastava, IAS (Retd.)

Chairman

ANNEXURE - IV

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES

- The brief outline of the company's CSR Policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR Policy and projects or programs:

The Corporate Social Responsibility Policy of the Company is available on the website of the Company viz. www.gspcgroup.com.

- Composition of the CSR Committee as on 31st March, 2016:

Shri M M Srivastava, IAS (Retd.) - Chairman
 Prof. Yogesh Singh - Member
 Shri Atanu Chakraborty, IAS - Member

- Average Net Profit of the Company for last three Financial Years:

₹ 712.91 Crores (FY 2012 - 13 to FY 2014 - 15).

- Prescribed CSR Expenditure (two percent of the amount as in item 3 above):

₹ 14.26 Crores

- Details of CSR spent during the financial year:

- (a) Total amount spent for the financial year: approx ₹ 1.37 Crores
 (b) Amount unspent, if any: approx ₹ 12.89 Crores
 (c) Manner in which the amount spent during the financial year is detailed below:

Sr. No.	CSR Project or Activity identified	Sector in which the Project is covered	Projects or programmes (1) Local Area or other (2) Specify the state and district where projects or programmes were undertaken	Amount outlay (Budget) projects or programmes wise	Amount spent on the project or programmes		Cumulative expenditure up to the reporting period	Amount spent : Directly or Through Implementing Agency
					Direct expenditure on programmes or projects	Overheads		
1	Akshaya Patra Foundation	Promoting Education and Eradicating Hunger, poverty, promoting Healthcare etc	District: Ahmedabad & Gandhinagar State: Gujarat	₹ 21,05,00,000	₹ 1,37,67,496	-	₹ 1,37,67,496	Through Implementing Agency
2	-	Rural Development Etc.	-	₹ 5,00,000	-	-	-	-
	Total			₹ 21,10,00,000	₹ 1,37,67,496		₹ 1,37,67,496	

- In case the Company has failed to spend two per cent of the average net profit of the last three financial years or any part thereof, the Company shall provide the reasons for not spending the amount in its Board report:

The Company has entered in to MoU of ₹ 25 Crores with Govt of Gujarat in the year 2011 for setting up a semi financed Degree Engineering Institute under Public Private Partnership Mode in Surendranagar District for promoting education. The project completion period would be two years from the date of allocation of land to the Company. The present estimated cost towards the said project is approx ₹ 43 Crores and the Company earmarked the said amount towards the same. However as the land allocated by Govt. of Gujarat for establishing the said college was found unsuitable and Govt. of Gujarat is yet to allocate new land to the Company, the Company could not initiate the activities towards the same.

- The CSR Committee of the Company hereby confirms that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the Company.

Dr. J N Singh, IAS
Managing Director

M M Srivastava, IAS (Retd.)
Chairman of the Corporate Social Responsibility Committee

ANNEXURE - V

FORM NO. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2016

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members
GUJARAT STATE PETRONET LIMITED
Regd. Off: GSPC Bhavan,
Sector 11, Behind Udyog Bhavan,
Gandhinagar - 382 010

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by GUJARAT STATE PETRONET LIMITED (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the Financial Year ended on 31st March, 2016 has complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance- mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company as per Annexure - A for the Financial Year ended on 31st March, 2016 according to the provisions of:

- I. The Companies Act, 2013 (the Act) and the rules made thereunder;
- II. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- III. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- IV. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
 - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
 - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;

However, it has been found that there were no instances requiring compliance with the provisions of the laws indicated at point (c), (e), (g) and (h) of para (V) mentioned hereinabove during the period under review.

We have also examined compliance with the applicable clauses of the following:

- I. Secretarial Standards issued by The Institute of Company Secretaries of India.
- II. The Listing Agreement entered into by the Company with the Stock Exchange and the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015;
- VI. We further report that having regard to the compliance managing system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof, on test-check basis, the Company has compliance management system for the following sector specific laws applicable specifically to the Company:



- a) Petroleum and Minerals Pipelines (Acquisition of Right of User in land) Act, 1962
- b) Gujarat Water and Gas Pipelines (Acquisition of Right of User in land) Act, 2000
- c) Petroleum and Natural Gas Regulatory Board Act, 2006
- d) Petroleum Act, 1934
- e) Explosives Act, 1884
- f) Electricity Act, 2003

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, mentioned hereinabove and there is adequate compliance management system for the purpose of other sector specific laws applicable to the Company. We have relied on the representations made by the Company and its officers for systems and mechanisms formed by the Company for compliances under sector specific laws and regulations applicable to the Company.

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors as required under Listing Regulations, 2015 except for the period from 1st April, 2015 to 22nd October, 2015, wherein, the number of Independent Directors remained below one - half of the total number of the Directors on the Board of the Company and for the period from 1st April, 2015 to 21st May, 2015, wherein, no Woman Director was there on the Board of the Company. Subsequently, the Company has appointed Ms. Sridevi Shukla as Woman Director of the Company w.e.f 22nd May, 2015 and also appointed two new Independent Directors w.e.f 23rd October, 2015 resulting into proper constitution of Board of Directors w.e.f 23rd October 2015. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes, wherever required.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable sector specific laws, rules, regulations and guidelines.

We further report that during the audit period of the Company there were no specific events / actions having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.

Place: Ahmedabad

Date: 20/07/2016

Name of practicing CS: Ashish C. Doshi, Partner
SPANJ & ASSOCIATES
Company Secretaries

ACS/FCS No.: F3544

C P No : 2356

Note : This report is to be read with our letter of even date which is annexed as Annexure B and forms an integral part of this report.

Annexure - A

List of documents verified

1. Memorandum & Articles of Association of the Company.
2. Minutes of the meetings of the Board of Directors and Committees including Audit Committee, Nomination & Remuneration Committee, Stakeholders Relationship Committee, Corporate Social Responsibility Committee along with attendance register held during the period under report.
3. Minutes of General Body Meetings held during the period under report.
4. Statutory Registers/Records under the Act and rules made there under.
5. Agenda papers submitted to all the Directors / Members for the Board Meetings and Committee Meetings.
6. Declarations received from the Directors of the Company pursuant to the provisions of Section 184 of the Act.
7. Intimations/Disclosure/Declaration received from Directors under The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

8. E-Forms filed by the Company, from time-to-time, under applicable provisions of the Act and attachments thereof during the period under report.
9. Intimations / documents / reports / returns filed with the Stock Exchanges pursuant to the provisions of Listing Agreement entered into by the Company with the Stock Exchange and the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 during the period under report.
10. Communications/ Letters issued to and acknowledgements received from the Independent Directors for their appointment.
11. Various policies framed by the Company from time to time as required under the Act as well as Listing Agreement and the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 read with circulars issued by the SEBI from time to time as mentioned hereunder:
 - Corporate Social Responsibility Policy
 - Ethical Behavior & Vigil Mechanism
 - Policy on Prevention of Sexual Harassment at the work place
 - Archival Policy
 - Policy For Determination Of Materiality Of Events / Information
 - Policy on Materiality of Transactions and Dealing with Related Party Transactions
 - Policy for determining Material Subsidiaries
 - Code Of Conduct for Regulating, Monitoring And Reporting of Trading By Insiders
 - Code Of Practices And Procedures For Fair Disclosure Of Unpublished Price Sensitive Information
 - Policy on Preservation of Documents
 - Nomination and Remuneration Policy
 - Policy on Board Diversity
 - Policy on Familiarization Programme for Independent Directors
 - Policy for Evaluation of Performance of Directors, Committees & Board
 - Code Of Conduct For Board Members And Senior Management

Annexure - B

To,
 The Members
 GUJARAT STATE PETRONET LIMITED
 Regd. Off: GSPC Bhavan,
 Sector 11, Behind Udyog Bhavan,
 Gandhinagar - 382 010

Sub: Secretarial Audit Report for the Financial Year ended on 31st March, 2016.

Our report of even date is to be read along with this letter:

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

Place: Ahmedabad
Date: 20/07/2016

Name of practicing CS: Ashish C. Doshi, Partner
 SPANJ & ASSOCIATES
 Company Secretaries
ACS/FCS No.: F3544
C P No : 2356

ANNEXURE - VI

DISCLOSURE REGARDING GSPL EMPLOYEE STOCK OPTION PLAN - 2005

Disclosure for the FY 2015 - 16			
Sr. No	Particulars	ESOP 2005 – Part-I	ESOP 2005 – Part-II
1	Options granted during the year	Nil	Nil
2	Options Vested during the year	Nil	Nil
3	Options exercised during the year	Nil	Nil
4	The total number of shares arising as a result of exercise of Options during the respective financial year	Nil	Nil
5	Options lapsed during the year	Nil	Nil
6	The exercise Price	₹ 14/-	₹ 14/-
7	Variation in terms of Options	Nil	Nil
8	Money realized by exercise of Options during the respective financial year	Nil	Nil
9	Total Number of Options in force as on 31 st March of the respective financial year	Nil	2
10	Employee wise details of Options granted during the year to:		
	(i) Key Managerial Personnel: Shri Manish Seth	Nil	Nil
	(ii) Any other employee who received grant in any one year of Options amounting to five percent or more of Options granted during that year	N.A	N.A
	(iii) Identified employees who were granted option during any one year, equal to or exceeding 1% of issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant	N.A	N.A

ANNEXURE - VII

DISCLOSURE REGARDING GSPL EMPLOYEE STOCK OPTION PLAN - 2010

Disclosure for the FY 2015 - 16			
Sr. No.	Particulars	ESOP 2010 – Type A	ESOP 2010 – Type B
1	Options granted during the year	Nil	Nil
2	Options Vested during the year	331098	9306
3	Options exercised during the year	360084	Nil
4	The total number of shares arising as a result of exercise of Options during the respective financial year	360084	Nil
5	Options lapsed during the year	136516	12294
6	The exercise Price	₹ 75/-	₹ 75/-
7	Variation in terms of Options	Nil	Nil
8	Money realized by exercise of Options during the respective financial year	27006300	Nil
9	Total Number of Options in force as on 31 st March of the respective financial year	857583	26311
10	Employee wise details of Options granted during the year to:		
	(i) Key Managerial Personnel: Shri Manish Seth	Nil	Nil
	(ii) Any other employee who received grant in any one year of Options amounting to five percent or more of Options granted during that year	N.A	N.A
	(iii) Identified employees who were granted option during any one year, equal to or exceeding 1% of issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant	N.A	N.A

ANNEXURE VIII TO THE DIRECTORS' REPORT

FORM NO. MGT-9

EXTRACT OF ANNUAL RETURN AS ON THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2016 [PURSUANT TO SECTION 92(3) AND RULE 12(1) OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014]

I. REGISTRATION AND OTHER DETAILS

i.	CIN	L40200GJ1998SGC035188
ii.	Registration Date	23/12/1998
iii.	Name of the Company	Gujarat State Petronet Limited
iv.	Category / Sub-Category of the Company	Public Company Limited by Shares / State Government Company
v.	Address of the Registered Office and contact details	GSPC Bhavan, B/h. Udyog Bhavan, Sector - 11, Gandhinagar - 382 010 Tel.: 079 - 23268500 Fax: 079 - 23268506 Website : www.gspcgroup.com e-mail: investors.gspl@gspc.in
vi.	Whether listed company Yes / No	Yes
vii.	Name, Address and Contact details of Registrar and Transfer Agent, if any	Karvy Computershare Private Limited Unit : Gujarat State Petronet Limited Karvy Selenium Tower B, Plot No 31 & 32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad - 500 008 Email : einward.ris@karvy.com Phone : +91 040 67161518 Fax : +91 40 23420814

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the Company, on standalone basis, are as under:

Sl. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the Company
1.	Gas Transportation Business	49300	96%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sl. No	Name and Address of the Company	CIN / GLN	Holding / Subsidiary / Associate	% of shares held	Applicable Section
i.	Gujarat State Petroleum Corporation Limited, GSPC Bhavan, B/h Udyog Bhavan, Sector - 11, Gandhinagar - 382 010	U23209GJ1979SGC003281	Holding company	37.69	2(46)
ii.	GSPL India Gasnet Limited GSPC Bhavan, B/h Udyog Bhavan, Sector - 11, Gandhinagar - 382 010	U40200GJ2011SGC067449	Subsidiary Company	52	2(87)
iii.	GSPL India Transco Limited GSPC Bhavan, B/h Udyog Bhavan, Sector - 11, Gandhinagar - 382 010	U40200GJ2011SGC067450	Subsidiary Company	52	2(87)
iv.	Gujarat Gas Limited Block No. 15, 3rd Floor, Udyog Bhavan, Sector - 11, Gandhinagar - 382 010	L40200GJ2012SGC069118	Associate Company	25.76	2(6)
v.	Sabarmati Gas Limited Plot No. 907, Sector - 21, Gandhinagar - 382 021	U40200GJ2006PLC048397	Associate Company	27.47	2(6)

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year		No. of Shares held at the end of the year		% change during the year
	Demat	Physical	Demat	Physical	
A. Promoters					
(1) Indian					
a) Individual/HUF	-	-	-	-	-
b) Central Government	-	-	-	-	-
c) State Government(s)	-	-	-	-	-
d) Bodies Corporate	212305270	-	212305270	-	(0.02)*
e) Banks / Financial Institution	-	-	-	-	-
f) Any Other	-	-	-	-	-
Sub-total (A)(1)	212305270	-	212305270	-	(0.02)
(2) Foreign					
a) NRIs - Individuals	-	-	-	-	-
b) Other - Individuals	-	-	-	-	-
c) Bodies Corporate	-	-	-	-	-
d) Banks / Financial Institution	-	-	-	-	-
e) Any Other	-	-	-	-	-
Sub-total (A)(2)	-	-	-	-	-
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	212305270	-	212305270	-	(0.02)
B. Public Shareholding					
1. Institutions					
a) Mutual Funds	92583449	-	86030551	-	15.27 (1.18)
b) Banks / Financial Institute	35922871	-	25137929	-	4.46 (1.92)
c) Central Government	-	-	-	-	-
d) State Government (Bodies Corporate)	80000000	53938000	80000000	53938000	10.99 (0.01)*
e) Venture Capital Funds	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-
g) Foreign Institutional Investors	58519064	-	86822871	-	15.42 5.03
h) Foreign Venture Capital Funds	-	-	-	-	-
i) Others - Qualified Foreign Investor	-	-	-	-	-
Sub-total (B)(1)	195025384	53938000	205991351	53938000	46.14 1.92
2. Non-Institutions					
a) Bodies Corporate	46856656	-	49105139	-	8.72 0.39
i) Indian	-	-	-	-	-
ii) Overseas	-	-	-	-	-
b) Individuals					
i) Individual shareholders holding nominal share capital up to ₹ 1 lac	41301960	19912	35978700	19012	6.39 (0.95)
ii) Individual shareholders holding nominal share capital in excess of ₹ 1 lac	6270324	-	4617759	-	0.82 (0.29)
c) Others (specify)					
Clearing Members	167874	-	248540	-	0.04 0.01
Foreign Bodies	6014943	-	-	-	- (1.07)
Foreign Nationals	5000	-	5000	-	-
Non Resident Indians	1070507	-	880605	-	0.16 (0.03)
Overseas Corporate Bodies	600	-	600	-	-
Trusts	3550	-	250088	-	0.04 0.04
Qualified Foreign Investors	-	-	-	-	-
Sub-total (B)(2)	101691414	19912	91086431	19012	16.17 (1.90)
Total Public Shareholding (B) = (B)(1)+(B)(2)	296716798	53957912	297077782	53957012	62.31 0.02
C. Shares held by Custodian for GDRs & ADRs					
Grand Total (A+B+C)	509022068	53957912	509383052	53957012	100.00 -

* The reduction in % of Shareholding during the year is due to increase in Paidup Share capital of the Company consequent to allotment of Shares to employees exercising their Options under Employee Stock Option Schemes of the Company.

(ii) Shareholding of Promoters

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in Share holding during the year*
		No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total Shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total Shares	
1.	Gujarat State Petroleum Corporation Limited	212305270	37.71	-	212305270	37.69	-	0.02
	TOTAL	212305270	37.71	-	212305270	37.69	-	0.02

* The reduction in % of Shareholding during the year is due to increase in Paidup Share capital of the Company consequent to allotment of Shares to employees exercising their Options under Employee Stock Option Schemes of the Company.

(iii) Change in Promoters' Shareholding (please specify, if there is no change)

Sl. No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company*
1.	Gujarat State Petroleum Corporation Limited				
	At the beginning of the year	212305270	37.71	212305270	37.69
	Date wise increase / decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc.)	No Change during the year			
	At the end of the year	212305270	37.69	212305270	37.69

* The reduction in % of shareholding during the year is due to increase in paid share capital of the Company consequent to allotment of shares to employees exercising their options under Employee Stock Option Schemes of the Company.

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs)

Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company*
1.	Gujarat Maritime Board				
	At the beginning of the year	37088000	6.59	37088000	6.58
	Date wise increase / decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc.)	No Change during the year			
	At the end of the year	37088000	6.58	37088000	6.58

* The reduction in % of Shareholding during the year is due to increase in Paidup Share capital of the Company consequent to allotment of Shares to employees exercising their Options under Employee Stock Option Schemes of the Company.

2.	Life Insurance Corporation of India					
	At the beginning of the year		31516693	5.60		
	Date wise increase / decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc.)	Date	No. of shares (sold) / purchased	%	Cumulative No. of shares after the sale / purchase	%
		24.04.2015	(10000)	0.00	31506693	5.60
		24.07.2015	(4000)	0.00	31502693	5.60
		31.07.2015	(593087)	0.11	30909606	5.49
		07.08.2015	(1239759)	0.22	29669847	5.27
		14.08.2015	(933291)	0.16	28736556	5.11
		21.08.2015	(1445995)	0.26	27290561	4.85
		23.10.2015	(434304)	0.07	26856257	4.78
		30.10.2015	(1008142)	0.18	25848115	4.58
		06.11.2015	(921811)	0.16	24926304	4.42
		13.11.2015	(450000)	0.08	24476304	4.34
		20.11.2015	(100000)	0.02	24376304	4.32
		27.11.2015	(25000)	0.00	24351304	4.32
		04.12.2015	(58924)	0.01	24292380	4.31
		08.01.2016	(65000)	0.01	24227380	4.30
		12.02.2016	(298248)	0.05	23929132	4.25
		19.02.2016	(17264)	0.00	23911868	4.25
		26.02.2016	(14857)	0.01	23897011	4.24
		04.03.2016	(495658)	0.09	23401353	4.15
		11.03.2016	(33463)	0.00	23367890	4.15
	At the end of the year		23367890	4.15		
3.	IDFC Premier Equity Fund					
	At the beginning of the year		14194850	2.52		
	Date wise increase / decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc.)	Date	No. of shares (sold) / purchased	%	Cumulative No. of shares after the sale / purchase	%
		10.4.2015	(94850)	0.02	14100000	2.50
		24.04.2015	(50000)	0.00	14050000	2.50
		05.06.2015	(150000)	0.03	13900000	2.47
		26.06.2015	(300000)	0.05	13600000	2.42
		04.12.2015	150000	0.03	13750000	2.45
		11.12.2015	80000	0.01	13830000	2.46
		18.12.2015	22000	0.00	13852000	2.46
		08.01.2016	36000	0.01	13888000	2.47
		22.01.2016	92000	0.01	13980000	2.48
	At the end of the year		13980000	2.48		
4.	Franklin Templeton Mutual Fund A/c Franklin India					
	At the beginning of the year		13756675	2.44		
	Date wise increase / decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc.)	Date	No. of shares (sold) / purchased	%	Cumulative No. of shares after the sale / purchase	%
		10.04.2015	(83001)	0.01	13673674	2.43
		17.04.2015	(41999)	0.00	13631675	2.43
		05.06.2015	168000	0.02	13799675	2.45
		12.06.2015	311616	0.05	14111291	2.50
		19.06.2015	188384	0.03	14299675	2.53
		28.08.2015	400000	0.07	14699675	2.60
		02.10.2015	1000000	0.18	15699675	2.78
		23.10.2015	(22200)	0.00	15677475	2.78
		06.11.2015	(750000)	0.13	14927475	2.65
		12.02.2016	100000	0.02	15027475	2.66
		19.02.2016	100000	0.2	15127475	2.68
	At the end of the year		15127475	2.68		

5.	DSP Black Rock MIP Fund					
	At the beginning of the year		12835048	2.28		
	Date wise increase / decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc.)	Date	No. of shares (sold) / purchased	%	Cumulative No. of shares after the sale / purchase	%
		17.04.2015	(104902)	0.02	12730146	2.26
		24.04.2015	(200000)	0.03	12530146	2.23
		01.05.2015	(100079)	0.02	12430067	2.21
		08.05.2015	(142873)	0.03	12287194	2.18
		15.05.2015	(60000)	0.01	12227194	2.17
		22.05.2015	(35857)	0.00	12191337	2.17
		28.08.2015	(38955)	0.01	12152382	2.16
		23.10.2015	141080	0.02	12293462	2.18
		06.11.2015	(19517)	0.00	12273945	2.18
		04.12.2015	79709	0.01	12353654	2.19
		11.12.2015	2635	0.00	12356289	2.19
		08.01.2016	(9084)	0.00	12347205	2.19
		15.01.2016	(23098)	0.01	12324107	2.18
		22.01.2016	33195	0.01	12357302	2.19
		22.01.2016	(56018)	0.01	12301284	2.18
		29.01.2016	641683	0.12	12942967	2.30
		05.02.2016	686344	0.12	13629311	2.42
		12.02.2016	44800	0.01	13674111	2.43
		19.02.2016	129063	0.02	13803174	2.45
		19.02.2016	(25802)	0.00	13777372	2.45
		26.02.2016	(7695)	0.00	13769677	2.45
		04.03.2016	(17299)	0.01	13752378	2.44
		18.03.2016	(38720)	0.01	13713658	2.43
		25.03.2016	44035	0.01	13757693	2.44
		31.03.2016	570294	0.10	14327987	2.54
	At the end of the year		14327987	2.54		
6.	Gujarat Urja Vikas Nigam Limited					
	At the beginning of the year		11350000	2.01		
	Date wise increase / decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc.)	Date	No. of shares (sold) / purchased	%	Cumulative No. of shares after the sale / purchase	%
		No Change during the year				
	At the end of the year		11350000	2.01		
7.	HDFC Standard Life Insurance Company Limited					
	At the beginning of the year		10909020	1.93		
	Date wise increase / decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc.)	Date	No. of shares (sold) / purchased	%	Cumulative No. of shares after the sale / purchase	%
		10.04.2015	78	0.00	10909098	1.93
		17.04.2015	33343	0.01	10942441	1.94
		24.04.2015	(181527)	0.03	10760914	1.91
		08.05.2015	101	0.00	10761015	1.91
		22.05.2015	(17883)	0.00	10743132	1.91
		29.05.2015	20273	0.00	10763405	1.91
		05.06.2015	180	0.00	10763585	1.91
		05.06.2015	(4813)	0.00	10758772	1.91
		12.06.2015	(11804)	0.00	10746968	1.91
		19.06.2015	(1890)	0.00	10745078	1.91
		26.06.2015	(1922)	0.00	10743156	1.91
		03.07.2015	(15613)	0.01	10727543	1.90

7.	HDFC Standard Life Insurance Company Limited					
Date wise increase / decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc.)		Date	No. of shares (sold) / purchased	%	Cumulative No. of shares after the sale / purchase	%
		10.07.2015	(2589)	0.00	10724954	1.90
		17.07.2015	1000000	0.18	11724954	2.08
		31.07.2015	44738	0.01	11769692	2.09
		07.08.2015	1130615	0.20	12900307	2.29
		14.08.2015	(9697)	0.00	12890610	2.29
		21.08.2015	37619	0.01	12928229	2.30
		28.08.2015	124558	0.02	13052787	2.32
		04.09.2015	300000	0.05	13352787	2.37
		11.09.2015	162922	0.03	13515709	2.40
		18.09.2015	(9693)	0.00	13506016	2.40
		09.10.2015	(18936)	0.00	13487080	2.40
		16.10.2015	67	0.00	13487147	2.40
		23.10.2015	(506271)	0.09	12980876	2.31
		30.10.2015	(12803)	0.00	12968073	2.31
		06.11.2015	(250000)	0.05	12718073	2.26
		13.11.2015	(23897)	0.00	12694176	2.26
		20.11.2015	58498	0.01	12752674	2.27
		11.12.2015	40000	0.01	12792674	2.28
		25.12.2015	(52748)	0.01	12739926	2.27
		31.12.2015	(631466)	0.12	12108460	2.15
		08.01.2016	(150000)	0.03	11958460	2.12
		15.01.2016	(214173)	0.04	11744287	2.08
		22.01.2016	65845	0.01	11810132	2.09
		29.01.2016	(141472)	0.02	11668660	2.07
		12.02.2016	(271469)	0.05	11397191	2.02
		19.02.2016	50000	0.01	11447191	2.03
		26.02.2016	25000	0.00	11472191	2.03
		04.03.2016	(276)	0.00	11471915	2.03
		11.03.2016	33545	0.01	11505460	2.04
		18.03.2016	182748	0.03	11688208	2.07
		25.03.2016	(15000)	0.00	11673208	2.07
		31.03.2016	72000	0.01	11745208	2.08
	At the end of the year		11745208	2.08		
8.	ICICI Prudential Life Insurance Company Limited					
	At the beginning of the year		10388370	1.84		
Date wise increase / decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc.)		Date	No. of shares (sold) / purchased	%	Cumulative No. of shares after the sale / purchase	%
		15.05.2015	(2254165)	0.40	8134205	1.44
		22.05.2015	2254165	0.40	10388370	1.84
		30.06.2015	(5984)	0.00	10382386	1.84
		03.07.2015	5984	0.00	10388370	1.84
		10.07.2015	(1993)	0.00	10386377	1.84
		07.08.2015	(1195)	0.00	10385182	1.84
		06.11.2015	(64)	0.00	10385118	1.84
		11.12.2015	(1198)	0.00	10383920	1.84
		25.12.2015	(643)	0.00	10383277	1.84
		08.01.2016	(229)	0.00	10383048	1.84
		15.01.2016	229	0.00	10383277	1.84
		26.02.2016	5651	0.00	10388928	1.84
		11.03.2016	(414)	0.00	10388514	1.84
		18.03.2016	414	0.00	10388928	1.84
	At the end of the year		10388928	1.84		

9.	Birla Sun Life Trustee Company Private Limited A/c					
	At the beginning of the year		9858791	1.75		
	Date wise increase / decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc.)	Date	No. of shares (sold) / purchased	%	Cumulative No. of shares after the sale / purchase	%
		10.04.2015	100000	0.02	9958791	1.77
		10.04.2015	(12000)	0.00	9946791	1.77
		15.05.2015	(1400000)	0.25	8546791	1.52
		29.05.2015	19600	0.00	8566391	1.52
		05.06.2015	(188000)	0.03	8378391	1.49
		19.06.2015	(164000)	0.03	8214391	1.46
		26.06.2015	469215	0.08	8683606	1.54
		10.07.2015	(11500)	0.00	8672106	1.54
		24.07.2015	672000	0.12	9344106	1.66
		31.07.2015	250000	0.04	9594106	1.70
		31.07.2015	(43630)	0.01	9550476	1.69
		14.08.2015	338000	0.06	9888476	1.75
		21.08.2015	575000	0.10	10463476	1.85
		28.08.2015	35500	0.01	10498976	1.86
		28.08.2015	(496653)	0.09	10002323	1.77
		11.09.2015	50000	0.01	10052323	1.78
		11.09.2015	(1225700)	0.22	8826623	1.56
		09.10.2015	50000	0.01	8876623	1.57
		09.10.2015	(522395)	0.09	8354228	1.48
		16.10.2015	25000	0.00	8379228	1.48
		23.10.2015	(17700)	0.00	8361528	1.48
		06.11.2015	154244	0.03	8515772	1.51
		08.01.2016	(80000)	0.01	8435772	1.50
		04.03.2016	35000	0.00	8470772	1.50
	At the end of the year		8470772	1.50		
10.	Reliance Capital Trustee Co. Ltd. A/c Reliance Equity					
	At the beginning of the year		9274000	1.65		
	Date wise increase / decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc.)	Date	No. of shares (sold) / purchased	%	Cumulative No. of shares after the sale / purchase	%
		10.04.2015	105300	0.02	9379300	1.67
		01.05.2015	27300	0.00	9406600	1.67
		08.05.2015	21000	0.00	9427600	1.67
		08.05.2015	(80400)	0.01	9342700	1.66
		24.07.2015	(700000)	0.13	8647200	1.53
		14.08.2015	(453600)	0.08	8193600	1.45
		28.08.2015	(1643492)	0.29	6550108	1.16
		04.09.2015	(269200)	0.05	6280908	1.11
		11.09.2015	(45000)	0.01	6235908	1.10
		30.09.2015	(1475000)	0.26	4760908	0.84
		02.10.2015	(235000)	0.04	4525908	0.80
		09.10.2015	(4332308)	0.77	193600	0.03
		31.12.2015	(193600)	0.03	0	0.00
	At the end of the year		0	0		

(v) Shareholding of Directors and Key Managerial Personnel:

Sl. No.	For each of the Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
1.	Shri Atanu Chakraborty, IAS				
	At the beginning of the year	300	0.00	300	0.00
	Date wise increase / decrease in shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc.)	No change during the year			
	At the end of the year	300	0.00	300	0.00
2.	Dr. J N Singh, IAS				
	At the beginning of the year	Nil	0.00	Nil	0.00
	Date wise increase / decrease in shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc.)	NA			
	At the end of the year	Nil	0.00	Nil	0.00
3.	Shri L Chuaungo, IAS				
	At the beginning of the year	Nil	0.00	Nil	0.00
	Date wise increase / decrease in shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc.)	NA			
	At the end of the year	Nil	0.00	Nil	0.00
4.	Smt. Shridevi Shukla (appointed as Director w.e.f. 22nd May, 2015)				
	At the beginning of the year	Nil	0.00	Nil	0.00
	Date wise increase / decrease in shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc.)	NA			
	At the end of the year	Nil	0.00	Nil	0.00
5.	Dr. R Vaidyanathan, Independent Director				
	At the beginning of the year	Nil	0.00	Nil	0.00
	Date wise increase / decrease in shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc.)	NA			
	At the end of the year	Nil	0.00	Nil	0.00
6.	Prof. Yogesh Singh, Independent Director				
	At the beginning of the year	Nil	Nil	Nil	Nil
	Date wise increase / decrease in shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc.)	NA			
	At the end of the year	Nil	0.00	Nil	0.00
7.	Dr. Bakul Dholakia, Independent Director				
	At the beginning of the year	3500	3500	3500	3500
	Date wise increase / decrease in shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc.)	No Change during the year			
	At the end of the year	3500	0.00	3500	0.00

8.	Dr. Sudhir Kumar Jain, (appointed as Additional Independent Director w.e.f 23rd October, 2015)					
	At the beginning of the year	Nil	0.00	Nil	0.00	
	Date wise increase / decrease in shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc.)	NA				
	At the end of the year	Nil	0.00	Nil	0.00	
9.	Shri Bhadresh Mehta, (appointed as Additional Independent Director w.e.f 23rd October, 2015)					
	At the beginning of the year	Nil	0.00	Nil	0.00	
	Date wise increase / decrease in shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc.)	NA				
	At the end of the year	Nil	0.00	Nil	0.00	
10.	Shri M M Srivastava, IAS (Retd.), Chairman					
	At the beginning of the year	Nil	0.00	Nil	0.00	
	Date wise increase / decrease in shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc.)					
	At the end of the year	Nil	0.00	Nil	0.00	
11.	Mr. Manish Seth, Chief Financial Officer					
	At the beginning of the year		24748	0.01		
	Date wise increase / decrease in shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc.)	Date	No. of shares (sold) / purchased	%	Cumulative No. of shares after the sale / purchase	%
		04.09.2015	17063*	0.00	41811	0.01
		26.02.2016	5505*	0.00	47316	0.01
	At the end of the year		47316	0.01		
* ESOP exercise						
12.	Ms. Reena Desai, Company Secretary					
	At the beginning of the year	Nil	0.00	Nil	0.00	
	Date wise increase / decrease in shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc.)	NA				
	At the end of the year	Nil	0.00	Nil	0.00	

INDEBTEDNESS

Indebtedness of the Company including interest outstanding / accrued but not due for payment

(₹ in Crores)

Particulars	Secured Loans excluding Deposits (₹)	Unsecured Loans (₹)	Deposits (₹)	Total Indebtedness (₹)
Indebtedness at the beginning of the financial year				
i) Principal amount	877.49	280.00	-	1157.49
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	5.67	5.75	-	11.42
Total (i+ii+iii)	883.16	285.75	-	1168.92
Change in Indebtedness during the financial year				
Addition	191.15	0.00	-	191.15
Reduction	148.93	140.00	-	288.93
Net change	42.22	(140.00)	-	(97.78)
Indebtedness at the end of the financial year				
i) Principal amount	919.72	140.00	-	1059.72
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	5.12	2.69	-	7.81
Total (i+ii+iii)	924.84	142.69	-	1067.52

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. REMUNERATION TO MANAGING DIRECTOR, WHOLE-TIME DIRECTORS AND/OR MANAGER:

Sl. No.	Particulars of Remuneration	Name of MD/WTD/Manager	Total Amount
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	NA	NA
2.	Stock option	NA	NA
3.	Sweat equity	NA	NA
4.	Commission - as % of profit - others, specify	NA	NA
5.	Others, please specify	NA	NA
	Total (A)	NA	NA
	Ceiling as per the Act	The remuneration payable to one Managing Director or Whole Time Director or Manager shall not exceed 5 % of the Net Profits of the Company and if there is more than one such Director, remuneration shall not exceed 10% of the Net Profits to all such Director and Manager taken together.	

Please note that pursuant to Ministry of Corporate Affairs Notification dated 5th June, 2015; Government companies are exempted from applicability of the provisions of Section 197 of the Companies Act, 2013.

NA: Not Applicable

B. REMUNERATION TO OTHER DIRECTORS:

Sl. No.	Particulars of Remuneration	Name of Directors					Total Amount (₹)
1.	Independent Directors	Dr. R Vaidyanathan	Prof. Yogesh Singh	Dr. Bakul Dholakia	Dr. Sudhir Kumar Jain	Shri Bhadresh Mehta	
	Fee for attending board / committee meetings (₹)	1,50,000	60,000	1,05,000	30,000	45,000	3,90,000
	Commission (₹)	-	-	-	-	-	-
	Others, please specify (₹)	-	-	-	-	-	-
	Total (1) (₹)	1,50,000	60,000	1,05,000	30,000	45,000	3,90,000
2.	Other Non-Executive Directors	Shri M M Srivastava, IAS (Retd.)	Dr. J N Singh, IAS	Shri L Chuaungo, IAS	Smt. Shridevi Shukla	Shri Atanu Chakraborty, IAS	
	Fee for attending board / committee meetings (₹)	1,80,000	97,500	1,20,000	45,000	-	4,42,500
	Commission (₹)	-	-	-	-	-	-
	Others, please specify (₹)	-	-	-	-	-	-
	Remuneration	16,25,280					
	Total (2) (₹)	18,05,280	97,500	1,20,000	45,000	-	20,67,780
	Total (B)=(1+2) (₹)	-	-	-	-	-	24,57,780
	Total managerial remuneration (A+B) (₹)	-	-	-	-	-	24,57,780
	Overall Ceiling as per the Act (%)	The remuneration payable to Directors other than Executive Director shall not exceed 1% of the Net Profits of the Company. The remuneration paid to the Directors is well within the said limit.					

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD / MANAGER / WTD: (₹ in Lacs)

Sl. No.	Particulars of Remuneration	Key Managerial Personnel		
		Chief Financial Officer (Shri Manish Seth)	Company Secretary (Ms. Reena Desai)	Total Amount
1.	Gross salary (in ₹) (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	30,51,820 11,42,666 Nil	10,92,280 71,592 Nil	41,44,100 12,14,258 Nil
2.	Stock option	Refer Note 1	Nil	Nil
3.	Sweat equity	Nil	Nil	Nil
4.	Commission - as % of profit - others, specify	Nil	Nil	Nil
5.	Others, please specify	Nil	Nil	Nil
	Total	41,94,486	11,63,872	53,58,358

Note 1 : The Perquisites value towards Stock Option is included in 1(b) above and is calculated as difference between exercise price and market price on the date of exercise. The same is not paid by the Company. This amounts to ₹ 10,07,824.

VII. PENALTIES/ PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT / COURT]	Appeal made, if any (give details)
A.	COMPANY				
Penalty	Nil				
Punishment					
Compounding					
B.	DIRECTORS				
Penalty	Nil				
Punishment					
Compounding					
C.	OTHER OFFICERS IN DEFAULT				
Penalty	Nil				
Punishment					
Compounding					

ANNEXURE - IX

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

[Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of The Companies (Accounts) Rules, 2014]

Conservation of Energy

- i. The Company has taken following initiatives for Conservation of Energy, utilizing Source of Energy:
- a. As a continuous effort for environment protection, Company had initiated a drive to start paperless communication with all shippers, in lieu of the same, the Company has initiated web based communication for daily gas business with all its customers and suppliers.
A software has connected all Companies' suppliers and customers to Master Control Room for carrying out daily gas business communication on web portal, it has also enabled customers to send their gas nominations to GSPL and receive daily gas allocations through this software.
Due to this application, GSPL has moved to total paperless and error free communication with all its shippers.
 - b. All critical documentation is digitized.
 - c. Solar based lighting system is installed in tap offs' of GSPL Pipeline.
 - d. Implemented water harvesting at few terminals of Gas Grid.

In view of energy conservation, Company has installed smart energy monitoring devices at all its gas terminals and has enabled monitoring of electricity consumption remotely;

- It will help GSPL to monitor the consumption of electricity of major consuming devices at each gas terminal, like air conditioning system and other devices like submersible pumps, etc. and measure energy usage for billing purpose. Operating behaviors of electricity consuming equipments will be analyzed over a period of time and reverting them for timely replacement repair will save cost of energy consumption and also help to adopt energy saving practices.

In addition to this GSPL has installed and commissioned total 35 Nos of Wind Mills with total capacity of 52.5 MW at Adodar & Gorsar, Porbandar and Maliya Miyana, Rajkot in the year 2011. GSPL has invested approx ₹ 320 Crore for installation of Wind Mill.

Technology Absorption

- i) GSPL has upgraded SCADA and Telecom System for new spur lines and adopted latest technology of VOIP and TCP/IPV4 based Telecommunication and SCADA System. (This is implemented on six nos. of new spur Gas Pipeline projects. And for MBPL project it is under progress).
- ii) GSPL has implemented SCADA and Telecommunication System and with timely upgradations major benefits derived are :
 - Product improvement: Equipments upgraded to latest feasible technology at all upcoming new terminals enabling any future addition of voice and data to be "plug and play" type.
 - Number of SCADA and Telecom components has reduced in comparison to traditional established system, which in turn reduced costs of project substantially.
 - The above has led not only to cost reduction but also safety and reliability of the network has improved significantly.

High speed communication:

- GSPL has also upgraded bandwidth of Optical fiber based Telecommunication WAN from 20 Mbps to 100 Mbps, this has improved data exchange speed and additional data load handling capacity of Master Control Room located at Gandhinagar and Standby Control Room located at Surat.

In order to improve availability of customer data at Master Control Room (M.C.R)

- Company is implementing Backup Communication Link between Master Control Room and various strategic locations distributed across gas grid.
- It will help MCR to fetch remote data of pipeline even if Optical Fiber break occurs.

GSPL is also in process of implementation of I.P camera based security and surveillance system at major terminals of grid with centralized monitoring from MCR.

With this system Company will be able to get live visuals of all critical gas terminals on real-time basis. This will improve safety and security system of GSPL terminals spread across pipeline.

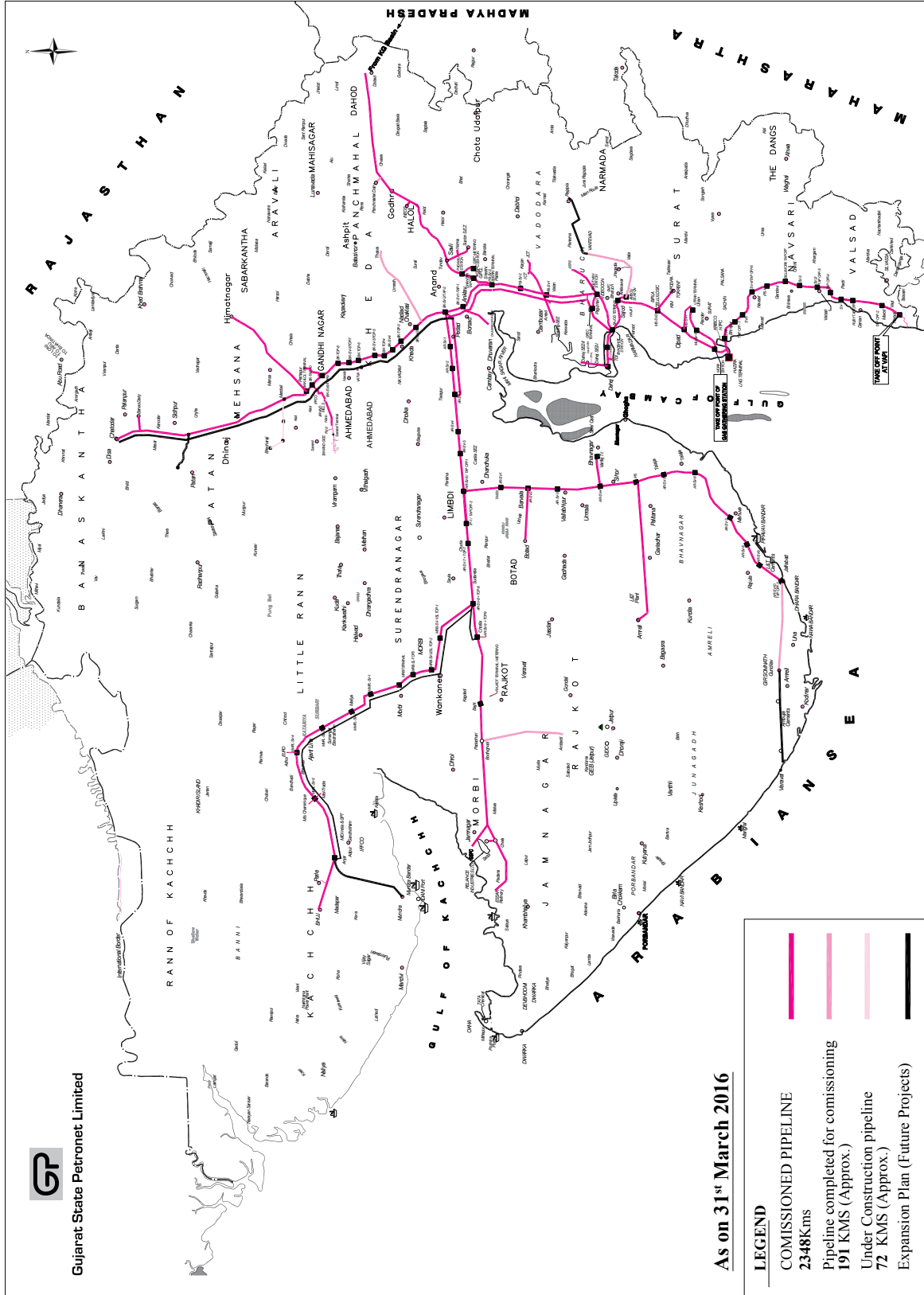
- iii) The Company has not imported any technology. However, the Company has engaged consultants/ of international repute to make available latest technology for project implementation and Operations & Maintenance.

The expenditure incurred on Research and Development - NIL

Foreign Exchange Earnings & Outgo

The Company has incurred Expenditure in Foreign Exchange to the extent of ₹ 710.38 Lacs during the year under review. Foreign Exchange Earnings during the year were NIL.

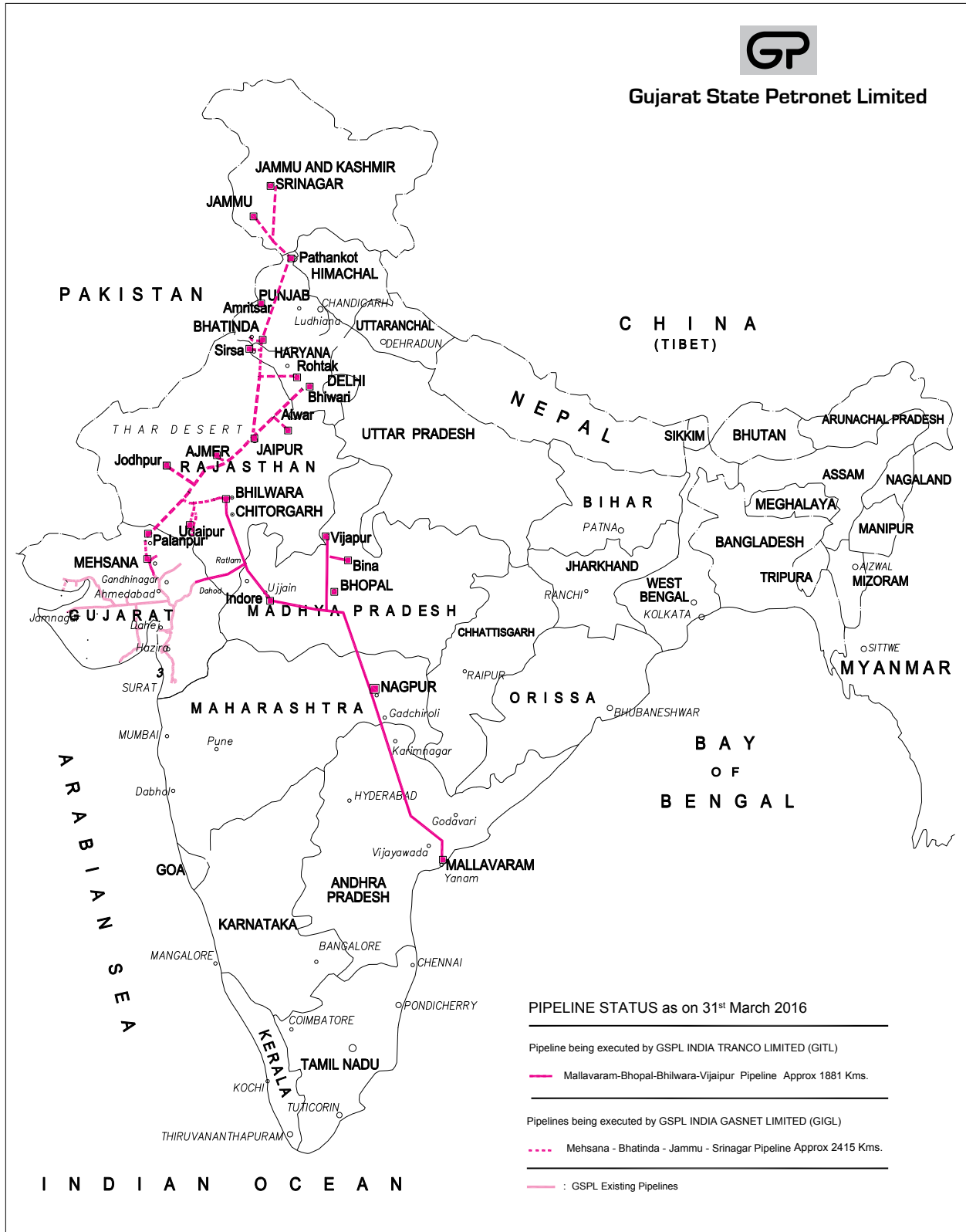
Annexure - X GSPL Gas Grid Map





Annexure - XI

Cross Country Natural Gas Transmission Pipelines to be implemented by GIGL / GITL



COMMENTS OF THE COMPTROLLER AND AUDITOR GENERAL OF INDIA UNDER SECTION 143(6)(B) OF THE COMPANIES ACT, 2013 ON THE FINANCIAL STATEMENTS OF GUJARAT STATE PETRONET LIMITED FOR THE YEAR ENDED 31ST MARCH, 2016

The preparation of financial statements of **Gujarat State Petronet Limited** for the year ended 31st March, 2016 in accordance with the financial reporting framework prescribed under the Companies Act, 2013 (Act) is the responsibility of the Management of the Company. The Statutory Auditors appointed by the Comptroller and Auditor General of India under Section 139(5) of the Act are responsible for expressing opinion on the financial statements under Section 143 of the Act based on independent audit in accordance with standards on auditing prescribed under Section 143(10) of the Act. This is stated to have been done by them vide their Audit Report dated 19th May, 2016.

I, on the behalf of the Comptroller and Auditor General of India, have conducted a supplementary audit under Section 143(6)(a) of the Act of the financial statements of **Gujarat State Petronet Limited** for the year ended 31st March, 2016. This supplementary audit has been carried out independently without access to the working papers of the Statutory Auditors and is limited primarily to inquiries of the Statutory Auditors and company personnel and a selective examination of some of the accounting records. On the basis of my audit nothing significant has come to my knowledge which would give rise to any comment upon or supplement to Statutory Auditors' Report.

**For and on behalf of the
Comptroller and Auditor General of India**

Place: Ahmedabad
Date: 22nd July, 2016

(Y. N. Thakare)
Pr. Accountant General (E&RSA), Gujarat

INDEPENDENT AUDITOR'S REPORT

To,
The Members
Gujarat State Petronet Limited
Gandhinagar

Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of **Gujarat State Petronet Limited** ('the Company'), which comprise the balance sheet as at 31st March 2016, the statement of Profit and Loss and the cash flow statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2016 and its profit and its cash flows for the year ended on that date.

Report on other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the **Annexure A**, a statement on the matters specified in the paragraph 3 and 4 of the order.
2. As required by section 143(3) of the Act, we report that:

- a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b. In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - c. The Balance sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - d. In our opinion, the aforesaid Standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
 - e. As the Company is a Government Company in terms of notification number: G.S.R. 463(E) Dated 5th June, 2015, issued by Ministry of Corporate Affairs the sub section (2) of section 164 of the Act is not applicable.
 - f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in “Annexure B”; and
 - g. With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i) The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note 25(a) to the financial statements.
 - ii) The Company has made provisions as at 31st March, 2016, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
 - iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
3. As required by section 143 (5) of the Act, we give in “Annexure C”, A statement on matters specified by the Comptroller and Auditor General of India for the Company.

For, V.V. Patel & Co.
Chartered Accountants
Firm Regn. No. 118124W

CA Swapnil K. Bhatt
Partner
Membership No. 128864

Place: Gandhinagar
Date : 19th May, 2016

ANNEXURE - A TO THE INDEPENDENT AUDITOR'S REPORT

The Annexure referred to in Independent Auditors' Report to the members of the Company on the Standalone financial statements for the year ended 31st March 2016, we report that:

1. (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets;

(b) The Company has a regular programme of physical verification of its fixed assets by which fixed assets are verified in a phased manner over a period of three years. In accordance with this programme, certain fixed assets were verified during the year and no material discrepancies were noticed on such verification. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets.

(c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.
2. (a) The management has conducted the physical verification of inventory at reasonable intervals.

(b) The discrepancies noticed on physical verification of the inventory as compared to books records which has been properly dealt with in the books of account were not material.
3. The Company has not granted any loans, secured or unsecured, to companies, firms, limited liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013 ('the Act'). Therefore, the provisions of Clause 3 (a) (b) and (c) of the said order are not applicable to the company.
4. According to the information and explanations given to us, the Company has granted Corporate Guarantees of ₹ 6500.00 Lakhs in respect of its Two Subsidiaries and of ₹ 50,000.00 Lakhs (executed jointly & severally with Associates) in respect of One Associate.
5. The Company has not accepted any deposits from the Public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable..
6. We have broadly reviewed the books of accounts maintained by the company pursuant to the order made by the Central Government of India for the maintenance of cost records under section (1) of section 148 of the Companies Act, 2013 and are of the opinion that prima facie, the prescribed accounts and records have been maintained. We have not, however, carried out a detailed examination of the records to ascertain whether they are accurate or complete.
7. (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed Statutory dues including Provident fund, income-tax, value added tax, duty of customs, service tax, cess and other material statutory dues have been regularly deposited during the year by the Company with the appropriate authorities.

According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, income tax, sales tax, value added tax, duty of customs, service tax, cess and other material statutory dues were in arrears as at 31st March 2016 for a period of more than six months from the date they became payable.

(b) According to the information and explanations given to us, particulars of dues on, income tax, duties of excise, and service tax as at 31st March, 2016 which have not been deposited on account of dispute are as follows :

Nature of Statute	Nature of Dues	Amount (₹ in Lakhs)	Period to which the amount Relates	Forum where the dispute is pending.
The Income Tax Act, 1961	Interest on TDS	14.16	2009-10	The honourable high court of Gujarat.
	Interest on TDS	12.60	2008-09	Income tax Appellate Tribunal.
	Assessment Disallowances	33.37	2012-13	CIT (Appeals) Assessing Officer.
The Finance Act, 1994	Denial of Cenvat Credit	735.04	2005-08, 2008-09 & 2010-11	Supreme Court.
	Denial of Cenvat Credit	14,414.99	2005-08, 2008-09 & 2010-11	The hounarble high court of Gujarat.
	Liability of Company under reverse charge mechanism	101.91	2002-03 2003-04 2004-05 2006-11	Custom Excise & Service Tax Appellate Tribunal.
	Denial of Cenvat Credit	9468.15	2009-10 2010-11 2011-12 2012-13	Custom Excise & Service Tax Appellate Tribunal.
	Denial of Cenvat Credit	1525.45	2010-11 2012-13	Commisioner/ Asst. Commisioner

ANNEXURE - B TO THE INDEPENDENT AUDITOR'S REPORT

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of Gujarat State Petronet Limited ("the Company") as of 31st March 2016 in conjunction with our audit of the standalone financial statements of the Company for the year ended 31st March, 2016.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that:

- (1) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and
- (3) Provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial

control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Place: Gandhinagar
Date : 19th May, 2016

For V.V. Patel & Co.
Chartered Accountants
Firm Regn. No. 118124W

CA Swapnil K. Bhatt
Partner
Membership No. 128864

ANNEXURE - C to the Independent Auditor's Report PURSUANT TO DIRECTIONS UNDER SECTION 143(5) OF COMPANIES ACT 2013 APPLICABLE FOR THE YEAR 2015 -16

In the continuation of our Independent Audit Report on Standalone Financial Statements of **Gujarat State Petronet Limited** ("The Company"), dated 19th May, 2016 & pursuant to directions under section 143 (5) Companies Act 2013 applicable for the year 2015-16.

- Whether the company has clear title / lease deeds for freehold and lease hold respectively? If not please state the area of freehold and leasehold land for which title / lease deeds are not available?

As per information and explanation given to us, the Company has clear title / lease deeds for freehold and leasehold respectively.

- Whether there are any cases of waiver / write off of debts / loans / interest etc. If yes, the reason there for and the amount involved.

There are no such cases of waiver of debts / loan / interest etc.

- Whether proper records are maintained for inventories lying with third parties & assets received as gift / grant (s) from the Govt. or other authorities.

Company does not own any inventory which is lying with third party. Further company has not received any asset as gift from Govt. or other authorities.

Sub-directions under Section 143(5) of the Companies Act, 2013

- Whether the Company has taken adequate measures to prevent encroachment of idle land owned by it. Whether any land of the Company is encroached, under litigation, not put to use or declared surplus? Details may be provided.

As per information and explanation given to us, the Company has taken adequate measures to prevent encroachment and there is no encroachment to the land owned by the company.

- Whether the system in vogue for identification of projects to be taken up under Public Private Partnership is in line with the guidelines/ policies of the Government? Comment on deviation if any.

The Company does not have any project to be taken up under Public Private Partnership.

- Whether system for monitoring the execution of works vis-à-vis the milestones stipulated in the agreement is in existence and the impact of cost escalation, if any, revenues/ losses from contracts, etc., have been properly accounted for in the books.

System for monitoring the execution of works vis-à-vis the milestones stipulated in the agreement is in existence and the impact of cost escalation, if any, revenues/ losses from contracts, etc., have been properly accounted for in the books.

- Whether funds received/ receivable for specific schemes from Central/ State agencies were properly accounted for/utilized? List the cases of deviations.

The Company does not have received/ receivable any fund for specific schemes from Central/ State agencies.

- Whether the bank guarantees have been revalidated in time?

Bank guarantees have been revalidated in a timely manner.

- Comment on the confirmation of balances of trade receivables, trade payables, term deposits, bank accounts and cash obtained.

Balance Confirmation has been received in respect of term deposits, bank accounts & Cash. Separate disclosure has been made for trade receivables & trade payables- kindly refer note 31 to notes to accounts.

- The cost incurred on abandoned projects may be quantified and the amount actually written-off shall be mentioned.

During the year 2015-16 the Company has not abandoned any projects.

For V.V. Patel & Co.
Chartered Accountants
Firm Regn. No. 118124W

CA Swapnil K. Bhatt
Partner
Membership No. 128864

Place: Gandhinagar
Date : 19th May, 2016

DISCLAIMER

“V.V. Patel & Co. has relied upon the documents, information and explanations provided to us by the management of the company for the purpose of forming our observations and views in this report. The responsibility, at all times, for the design and implementation of the related Internal Financial Controls including adequate disclosures, will of the management of the Company including the maintenance of adequate records, system and internal control sections and applications of the internal policies and safe guarding the assets of the company. The management of the Company will be responsible for correcting control lapses, if any. We are not aware of any information, record to the contrary which will lead us to believe that the conclusion stated in this Financial Statement is not longer valid. We have assumed that no changes, modifications of what so ever nature have been made to the policies and procedures implemented by the company, whether oral or in writing subsequent to the date of review specified in our report. And observations stated in this Financial Statements are to the best knowledge of V.V. Patel & Co. and such knowledge shall mean the actual knowledge of employees and Partners of V.V. Patel & Co. In course of preparing of this report:

1. We have presumed accuracy of all statements, information, documents and clarifications which were provided to us.
2. We have assumed the genuineness of all signatures on, and the authenticity and completeness of all documents, the copies of which alone have been reviewed by us.
3. We assumed the conformity of originals of all documents supplied to us as photo copy, scanned documents, PDF files etc.
4. We have assumed that documents submitted to us in connection with any particular issue are the only documents relating to such issue.

Limitations of liability

In no event V.V. Patel & co. and/or its Partners and/or its employees shall be held liable for any direct, indirect, consequential, special, incidental or loss, damages or expenses (including, without limitation, damages loss of profit, goodwill, opportunity cost, loss of goodwill, indemnification etc.) arising out of this report, even if we have advise for this possible existence. Any decision to depend on our report is to be made by the company and no communication by V.V. Patel & Co. should be treated as invitation or inducement to engage the company to act as per suggested advice in the report.

Circulation of the Report

The above report is for sole and exclusive benefit of the Company. The Company agrees not to modify, derive commercial use, exploit any type of undue advantage or benefits from the report.

Place: Gandhinagar
Date : 19th May, 2016

For V.V. Patel & Co.
Chartered Accountants
Firm Regn. No. 118124W

CA Swapnil K. Bhatt
Partner
Membership No. 128864



STANDALONE BALANCE SHEET AS AT 31ST MARCH, 2016

(₹ in Lacs)

Particulars	Notes	As at 31 st March, 2016	As at 31 st March, 2015
EQUITY AND LIABILITIES			
Shareholders' Funds			
Share Capital	3	56,334.01	56,298.00
Reserves and Surplus	4	3,40,510.93	3,06,007.14
		3,96,844.94	3,62,305.14
Non-Current Liabilities			
Long-Term Borrowings	5	78,904.30	88,788.07
Deferred Tax Liabilities (Net)	6	47,442.13	45,039.48
Other Long-Term Liabilities	7	2,712.15	2,505.78
Long-Term Provisions	8	924.49	801.40
		1,29,983.07	1,37,134.73
Current Liabilities			
Trade Payables	9	1,645.12	4,045.50
Other Current Liabilities	10	45,344.72	42,215.00
Short-Term Provisions	8	10,337.27	8,330.07
		57,327.11	54,590.57
TOTAL		5,84,155.12	5,54,030.44
ASSETS			
Non-Current Assets			
Fixed Assets			
Tangible Assets	11	2,99,380.76	2,93,730.11
Intangible Assets	11	13,183.11	12,808.69
Capital Work-In-Progress	11	77,039.12	77,649.93
Non-Current Investments	12	71,105.15	64,865.45
Long-Term Loans and Advances	13	34,307.62	29,339.35
Other Non-Current Assets	14	682.24	1,080.08
		4,95,698.00	4,79,473.61
Current Assets			
Current Investment	12	2,000.00	-
Inventories	15	11,772.55	11,023.50
Trade Receivables	16	15,175.39	15,039.25
Cash and Bank Balances	17	54,468.97	43,515.25
Short-term Loans and Advances	13	3,904.75	3,648.56
Other Current Assets	14	1,135.46	1,330.27
		88,457.12	74,556.83
TOTAL		5,84,155.12	5,54,030.44
Significant Accounting Policies	2.1		
The accompanying Notes are integral part of the Financial Statements.			

As per our Report of even date attached

For V.V. Patel & Co
Chartered Accountants
Firm Regn. No. 118124W

Swapnil K Bhatt
Partner
Membership No.128864
Place : Ahmedabad
Date : 19th May, 2016

For and on behalf of the Board of Directors,

M M Srivastava, IAS (Retd.)
Chairman
DIN : 02190050

Manish Seth
Chief Financial Officer

Dr. J N Singh, IAS
Managing Director
DIN : 00955107

Reena Desai
Company Secretary
Place : Gandhinagar
Date : 19th May, 2016

STANDALONE STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED ON 31ST MARCH, 2016

(₹ in Lacs)

Particulars	Notes	For the Year ended 31 st March, 2016	For the Year ended 31 st March, 2015
INCOME :			
Revenue from Operations	18	99,192.55	1,06,459.65
Other Income	19	6,407.67	5,200.52
Total Revenue (A)		1,05,600.22	1,11,660.17
EXPENSES :			
Employee Benefit Expenses	20	3,471.21	3,556.37
Other Expenses	21	9,170.83	10,102.12
Depreciation and Amortisation Expenses	22	18,434.00	18,922.97
Finance Costs	23	7,725.40	11,782.52
Total Expenses (B)		38,801.44	44,363.98
Profit Before Tax & Adjustment		66,798.78	67,296.19
Prior Period Adjustments		12.76	1,264.00
Profit Before Tax		66,786.02	66,032.19
Tax Expenses			
Current tax		20,290.97	21,981.66
(Excess)/Short Provision of Tax - Earlier Years		(354.75)	(0.47)
Deferred Tax		2,402.65	3,014.83
Profit After Tax		44,447.15	41,036.17
Earning Per Equity Share (EPS) (Face Value of Share ₹ 10)			
Basic (₹)		7.89	7.29
Diluted (₹)		7.89	7.29
Significant Accounting Policies	2.1		

The accompanying Notes are integral part of the Financial Statements.

As per our Report of even date attached

For V.V. Patel & Co
Chartered Accountants
Firm Regn. No. 118124W

Swapnil K Bhatt
Partner
Membership No.128864
Place : Ahmedabad
Date : 19th May, 2016

For and on behalf of the Board of Directors,

M M Srivastava, IAS (Retd.)
Chairman
DIN : 02190050

Manish Seth
Chief Financial Officer

Dr. J N Singh, IAS
Managing Director
DIN : 00955107

Reena Desai
Company Secretary
Place : Gandhinagar
Date : 19th May, 2016



STANDALONE CASH FLOW STATEMENT FOR THE YEAR ENDED ON 31ST MARCH, 2016

(₹ in Lacs)

Particulars	2015-2016	2014-2015
A Cash Flow from Operating Activities		
Profit Before Taxes as per Profit & Loss Statement	66,786.02	66,032.19
<u>Adjustments for:</u>		
Depreciation & amortisation	18,434.00	18,922.97
ESOP Compensation Expense	(43.67)	10.42
Provision for doubtful debts	-	6.81
Prior Period Adjustments	-	1,210.36
Wealth Tax	-	9.39
(Profit)/Loss on sale of Assets	(16.28)	14.30
Loss on Retirement of assets	0.49	0.06
Dividend Income	(1,842.17)	(55.00)
Interest Income	(3,836.99)	(4,585.99)
Finance cost	7,725.40	11,782.52
Provision/(Reversal) of diminution in value of Investments	-	(4.10)
Operating Profit before Working Capital Changes	87,206.80	93,343.93
<u>Changes in Current Assets and Current Liabilities</u>		
(Increase)/Decrease in Inventory	(749.05)	(4,082.21)
(Increase)/Decrease in Trade Receivable	(136.14)	9,855.25
(Increase)/Decrease in Loans, Advances & Other Current Assets	(7,446.57)	(18,082.73)
Increase/(Decrease) in Trade payable, Other current liability & Provisions	1,830.26	3,485.95
Increase/(Decrease) in Other Long Term Liability	206.37	110.11
Cash generated from Operations	80,911.67	84,630.30
Taxes paid	(20,615.57)	(21,947.07)
Net Cash Flow from Operating Activities (A)	60,296.10	62,683.23
B Cash Flow from Investing Activities		
(Increase) / Decrease in Investment	(8,239.70)	(3,864.28)
Interest Received	4,028.16	4,704.97
Dividend Received	1,842.17	55.00
Changes in earmarked Fixed Deposits & Current Account	(12,032.34)	5,430.60
Proceeds from sale of Assets	582.04	55.09
Acquisition of Fixed Assets and Change in Capital Work in Progress	(18,283.71)	(21,565.34)
Net Cash Flow from Investing Activities (B)	(32,103.38)	(15,183.96)
C Cash Flow from Financing Activities		
Proceeds from issue of Equity Share Capital including Share Premium	270.06	169.24
Proceeds from Long Term Borrowing	17,700.00	41,149.33
Repayment of Long Term Borrowings	(27,477.17)	(68,281.67)
Dividend (Including Corporate Dividend Tax) Paid	(8,132.82)	(6,584.08)
Interest & Financial Charges paid	(12,077.57)	(13,885.93)
Net Cash Flow from Financing Activities (C)	(29,717.50)	(47,433.11)
Net Increase / (Decrease) in Cash and Cash Equivalents (A+ B+ C)	(1,524.78)	66.16
Cash and Cash Equivalents at the beginning of the period	9,085.19	9,019.03
Cash and Cash Equivalents at the end of the period	7,560.41	9,085.19

Notes to Cash Flow Statement

1 Cash and Cash Equivalent includes-

Cash and Cheques on Hand	1.39	0.72
Balances with Scheduled Banks		
– in Current Accounts	1,189.02	1,434.47
– in Deposit Accounts	6,370.00	7,650.00
	7,560.41	9,085.19

2 Previous period's figures have been rearranged/regrouped wherever necessary, to confirm to this year's classification.

As per our Report of even date attached

For V.V. Patel & Co
Chartered Accountants
Firm Regn. No. 118124W

Swapnil K Bhatt
Partner
Membership No. 128864

Place : Ahmedabad
Date : 19th May, 2016

For and on behalf of the Board of Directors,

M M Srivastava, IAS (Retd.)
Chairman
DIN : 02190050

Manish Seth
Chief Financial Officer

Dr. J N Singh, IAS
Managing Director
DIN : 00955107

Reena Desai
Company Secretary
Place : Gandhinagar
Date : 19th May, 2016

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31ST MARCH, 2016

1 CORPORATE INFORMATION

Gujarat State Petronet Limited (GSPL) is a public limited company domiciled in India and incorporated under the provisions of the Companies Act, 1956. GSPL is a Government Company u/s 2(45) of Companies Act 2013. Its shares are listed on Bombay Stock Exchange and National Stock Exchange in India. The Company is primarily engaged in transmission of natural gas through pipeline on an open access basis from supply points to demand centres. The Company also engaged in generation of electricity through Windmills.

2 BASIS OF PREPARATION

- (i) The financial statements are prepared on accrual basis of accounting under historical cost convention in accordance with generally accepted accounting principles in India and the relevant provisions of the Companies Act, 2013 including accounting standards notified there under.
- (ii) The preparation of financial statements requires management to make certain judgments, estimates and assumptions that affect the amounts reported in the financial statements and notes thereto. Management believes these assumptions are reasonable and prudent.

2.1 Significant Accounting Policies

(a) Fixed Assets and Capital Work in Progress

Fixed Assets are stated at cost net of recoverable taxes, less accumulated depreciation and impairment loss, if any.

The Company capitalises all directly attributable cost including borrowing cost of bringing the asset to its working condition for the intended use.

Capital Work-in-progress includes expenditure incurred on assets, which are yet to be commissioned and project inventory.

All the direct expenditure related to implementation including incidental expenditure incurred during the period of implementation of a project, till it is commissioned, is kept as Capital work in progress (CWIP) and after commissioning the same is transferred / allocated to the respective fixed assets.

(b) Intangible Assets

Intangible Assets are stated at cost of acquisition net of recoverable taxes less accumulated amortisation, if any.

Intangible assets like software, licenses, Right-of-Use of land (ROU) and Right of Way (ROW) permissions which are expected to provide future enduring economic benefits are capitalized as Intangible Assets.

(c) Depreciation and Amortisation

Depreciation on gas transmission pipeline(s) is provided on straight line method (SLM) and on other tangible assets is provided on written down value method (WDV) based on the useful life prescribed in schedule II to the Companies Act 2013 except, for mobile phones which are depreciated over useful life of two years based on technical opinion.

Depreciation on assets acquired / disposed off during the year is provided on pro-rata basis with reference to the date of addition / disposal. Assets costing up to ₹ 5,000/- are depreciated fully in the year of purchase / capitalization.

Cost of lease-hold land is amortized equally over the period of lease.

In case of Intangible Assets, software is amortized at 40% on written down value method.

Right of Use is perpetual in nature. However, as required by AS-26, Right of Use (ROU) is amortised over 99 years on straight line method. Moreover, Right of Way (ROW) is amortised over 30 years on straight line method as the same is inextricably linked and dependent on useful life of gas transmission pipeline(s).

(d) Investment

Long Term Investments are stated at cost. Provision for diminution in the value of Long-Term Investments is made only if such a decline is other than temporary.

Current Investments are carried at lower of cost and quoted/fair value. Any reduction in carrying amount and any reversals of such reductions are charged or credited to the Statement of Profit & Loss.

(e) Inventory

Inventories including project inventory, stock of stores, spares, consumables and line pack gas not meant for sale in ordinary course of business are valued at weighted moving average cost.

(f) Employee Benefits

Employees Benefits are provided as per Accounting Standard -15 "Employee Benefits" (revised 2005) as under:

The Company has participated in- Group Gratuity scheme of Life Insurance Corporation of India. The liability in respect of gratuity benefits being defined benefit schemes, payable in future, are determined by actuarial valuation carried out using projected unit credit method as on the balance sheet date and actuarial gains/(losses) after adjustment of planned assets are charged to the statement of Profit and Loss for the year. Moreover, the liability in respect of leave encashment being defined benefit schemes, payable in future, are also determined by actuarial valuation carried out using projected unit credit method as on the balance sheet date and actuarial gains/(losses) are charged to the Statement of Profit and Loss for the year.

Retirement benefits in the form of provident fund and defined superannuation fund which are defined contribution schemes are accrued in accordance with statutes and deposited with respective authority/agency and charged to the Statement of Profit and Loss account for the year, in which the contributions to the respective funds accrue.

Short-term employee benefits are recognized as an expense in the Statement of Profit and Loss for the year in which related services are rendered.

In respect of Employees Stock Options, in accordance with SEBI (Share Based Employee Benefits) Regulations, 2014, the difference between market price as on the date of grant of option and the exercise price of total no. of options granted is recognized as an asset called 'Deferred ESOP Compensation' and as a liability called 'ESOP Outstanding Account'. The asset called 'Deferred ESOP Compensation' is amortized over the vesting period on straight line basis and considered as a part of 'Employee Benefit Expenses' in the Statement of Profit & Loss Account, whereas the liability called 'ESOP Outstanding Account' is derecognized at the time of exercise of options by the employees.

(g) Borrowing Cost

The Company is capitalising borrowing costs that are directly attributable to the acquisition or construction of qualifying fixed assets. For interest capitalisation, the capital cost of a particular project is identified against a borrowing in terms of period of construction and the interest for the relevant period is added to the capital cost till the particular project is capitalised and thereafter the interest is charged to the Statement of Profit and Loss. All other borrowing costs are recognized as expense in the period in which they are incurred and charged to the Statement of Profit and Loss.

(h) Foreign Currency Transactions

Transactions denominated in foreign currencies are normally recorded at the exchange rates prevailing at the time of the transaction.

Monetary items (assets and liabilities) denominated in foreign currencies at the year end are reported at the exchange rate prevailing on the Balance Sheet date.

Non-monetary foreign currency items are carried at cost using the exchange rates on the date of transaction.

Any income or expense on account of foreign exchange difference either on settlement or on translation is recognized in the Statement of Profit and Loss in line with the provisions of Accounting Standard -11 "The Effects of Changes in Foreign Exchange Rates".

(i) Revenue Recognition

Revenue from transmission of gas through pipeline is recognized net of Service Tax on fortnight basis when it can be reliably measured and it is reasonable to expect ultimate collection.

Revenue from sale of electricity is recognized on last day of respective month when it can be reliably measured and it is reasonable to expect the ultimate collection.

All other revenues are recognised when it can be reliably measured and it is reasonable to expect ultimate collection.

Interest income is recognized on time proportion basis. Dividend income is recognized when right to receive is established.

Prepaid expenses and prior period expenses/income up to ₹ 50,000/- in each case are charged to relevant heads of account of the current year.

(j) Taxation

Provision for current tax is made as per the provisions of the Income-Tax Act, 1961.

Deferred tax resulting from 'timing difference' between taxable and accounting income is accounted for using the tax rates and laws that are enacted or substantively enacted as on the balance sheet date. Deferred tax asset is recognized and carried forward only to the extent that there is a virtual certainty that the asset will be realized in future.

Minimum Alternate Tax (MAT) credit is recognised as an asset only to the extent when there is convincing evidence that the Company will pay normal income tax during the specified period. In the year in which MAT credit becomes eligible to be recognised as an asset in accordance with the recommendations contained in Guidance Note issued by ICAI, the said asset is created by way of a credit to the Statement of Profit and Loss and shown as MAT credit entitlement. The Company reviews the same at each balance sheet date and write down the carrying amount of MAT credit entitlement to the extent there is no longer convincing evidence to the effect that Company will pay normal income tax during the specified period.

(k) Impairment of Assets

At each balance sheet date, the Company reviews the carrying amounts of its assets to determine whether there is any indication that those assets suffered any impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of impairment loss. Recoverable amount is the higher of an asset's net selling price and value in use. In assessing value in use, the estimated future cash-flow expected from the continuing use of the assets and from its disposal is discounted to their present value using a pre-tax discount rate that reflects the current market assessments of time value of money and the risk specific of the assets. An asset is treated as impaired when the carrying cost of asset exceeds its recoverable value. An impairment loss is charged to the Statement of Profit and Loss in the year in which an asset is identified as impaired. The impairment loss recognised in prior accounting period is reversed if there has been a change in the estimate of recoverable amount and is recognized immediately as income in the Statement of Profit and Loss.

(l) Earnings Per Share

The Company reports Earnings Per Share (EPS) in accordance with Accounting Standard-20 "Earnings Per Share".

Basic EPS is computed by dividing Net Profit After Taxes for the year by weighted average number of Equity Shares outstanding during the year.

Diluted EPS is computed by dividing net profit after taxes for the year by the weighted average number of equity shares outstanding during the year including weighted average number of shares that could have been issued on conversion of all dilutive potential equity shares.

(m) Provisions, Contingent Liabilities and Contingent Assets

Provisions involving substantial degree of estimation in measurement are recognised when there is present obligation as a result of past events and it is probable that there will be an outflow of resources.

Contingent Liabilities are not provided for & if material, are disclosed by way of notes to accounts.

Contingent Assets are neither recognized nor disclosed in Financial Statements.

(n) Cash and Cash Equivalents

Cash and cash equivalents comprise cash and deposits with banks and corporations. The Company considers all highly liquid investments with a remaining maturity at the date of purchase of three months or less and that are readily convertible to known amounts of cash to be cash equivalents.

(o) Cash Flow Statement

Cash flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.

(p) Prior Period Adjustments

Any prior period expenditure / (income) exceeding ₹ 50,000/- per transaction is shown under the head "Prior Period Adjustments Account" in the Statement of Profit and Loss for the year in line with Accounting Standard 5 "Net Profit or Loss for the period, Prior Period Items and Changes in Accounting Policies".



(q) Proposed Dividend

The Dividend as proposed by the Board including tax thereon is provided in financial statements pending approval at the Annual General Meeting.

(r) Event Occurring after Balance Sheet Date

Material adjusting events (that provides evidence of condition that existed at the balance sheet date) occurring after the balance sheet date are recognized in the financial statements. Non adjusting events (that are inductive of conditions that arose subsequent to the balance sheet date) occurring after the balance sheet date that represents material change and commitment affecting the financial position are disclosed in the Directors' Report.

3 SHARE CAPITAL

Particulars	As At 31 st March, 2016		As At 31 st March, 2015	
	No. of Shares	Amount (₹ in Lacs)	No. of Shares	Amount (₹ in Lacs)
AUTHORISED SHARE CAPITAL				
Equity Shares of ₹ 10 each	700,000,000	70,000.00	700,000,000	70,000.00
ISSUED, SUBSCRIBED AND PAID UP CAPITAL				
Equity Shares of ₹ 10/- each fully paid up	56,33,40,064	56,334.01	56,29,79,980	56,298.00
TOTAL	56,33,40,064	56,334.01	56,29,79,980	56,298.00

Reconciliation of number of Shares Outstanding at the beginning and at the end of the Year

Particulars	2015 - 16		2014 - 15	
	No. of Shares	Amount (₹ in Lacs)	No. of Shares	Amount (₹ in Lacs)
Equity Shares				
Equity Shares at the beginning of the Year	56,29,79,980	56,298.00	56,27,38,695	56,273.87
Add: Equity Shares allotted pursuant to Employee Stock Option Plan	3,60,084	36.01	2,41,285	24.13
Equity Shares at the end of the Year	56,33,40,064	56,334.01	56,29,79,980	56,298.00

Terms/Rights attached to Equity Shares

The Company has only one class of Equity Shares having a Face value of ₹ 10 per Share. Each holder of Equity Share is entitled to one vote per Share. The Company declares and pays Dividend in Indian Rupees. The Dividend proposed by the Board of Directors is subject to the approval of Shareholders in the ensuing Annual General Meeting.

During the year ended 31st March, 2016, the amount of Dividend per Share recognised as distributions to Equity Shareholders is ₹1.5 per Share. (31st March 2015: ₹ 1.2 per Share.)

In the event of liquidation of the Company, the holders of Equity Shares will be entitled to receive remaining assets of the Company. The distribution will be in proportion to the number of Equity Shares held by the Shareholders.

Details of Shares held by Holding Company and ultimate Holding Company and their Subsidiaries / Associates

Particulars	As At 31 st March, 2016		As At 31 st March, 2015	
	No. of Equity Shares	Amount (₹ in Lacs)	No. of Equity Shares	Amount (₹ in Lacs)
Equity Shares held by Holding Company - Gujarat State Petroleum Corporation Ltd.	21,23,05,270	21,230.53	21,23,05,270	21,230.53

Details of Equity Shareholder(s) holding more than 5% Equity Shares

Name of the Shareholder	As At 31 st March, 2016		As At 31 st March, 2015	
	No. of Equity Shares	% Holding in Equity Shares	No. of Equity Shares	% Holding in Equity Shares
Gujarat State Petroleum Corporation Limited	21,23,05,270	37.69%	21,23,05,270	37.71%
Gujarat Maritime Board	3,70,88,000	6.58%	3,70,88,000	6.59%

Detail of Shares reserved for issue under ESOP

For details of Shares reserved for issue under the Employees Stock Option Plan (ESOP) 2005 and 2010 of GSPL, please refer Note No. 37.

4 RESERVES & SURPLUS

(₹ in Lacs)

Particulars	As at 31 st March, 2016	As at 31 st March, 2015
<u>Securities Premium Reserve</u>		
Opening Balance	40,381.41	40,131.83
Add: Additions during the Year	403.47	249.58
Closing Balance	40,784.88	40,381.41
<u>General Reserve</u>		
Opening Balance	272.30	272.30
Add: Additions during the Year	-	-
Closing Balance	272.30	272.30
<u>Employees' Stock Options Outstanding (Net)</u>		
Gross Compensation for ESOPs Granted	1,001.66	1,001.66
Less: Deferred Employee Stock Compensation	-	26.35
Less: Transferred to Securities Premium on exercise of ESOPs	279.61	110.19
Less: ESOP Lapsed / Cancelled	306.17	236.16
Closing Balance	415.88	628.96
<u>Profit & Loss Account</u>		
Opening Balance	2,64,724.47	2,32,082.03
Add: Profit during the Year	44,447.15	41,036.17
Less: Adjustment for Assets with expired useful life as on 01.04.2014	-	224.00
<u>Less: Appropriations</u>		
Proposed Equity Dividend	8,450.10	6,755.76
Difference in Dividend for Equity Share	1.45	0.27
Tax on Dividend	1,720.24	1,413.65
Difference in Tax on Dividend for Equity Share	(38.04)	0.05
Closing Balance	2,99,037.87	2,64,724.47
TOTAL	3,40,510.93	3,06,007.14

5 LONG TERM BORROWINGS

(₹ in Lacs)

Particulars	As At 31 st March, 2016		As At 31 st March, 2015	
	Non-Current	Current	Non-Current	Current
Secured				
Term Loan from Banks	64,138.67	10,255.26	53,995.66	8,720.09
Term Loan from Financial Institutions	14,765.63	2,812.50	20,792.41	4,241.07
Unsecured				
Term Loan from Financial Institutions	-	14,000.00	14,000.00	14,000.00
TOTAL	78,904.30	27,067.76	88,788.07	26,961.16
Disclosed under "Other Current Liabilities" (Note No. 10)	-	(27,067.76)	-	(26,961.16)
Net Amount	78,904.30	-	88,788.07	-

Term Loan from banks and financial institutions including foreign currency loans are secured by first pari-passu charge on all Intangible and Tangible assets (except 36" pipeline from Hazira to Mora), Capital Work in Progress, operating Cash Flows, Book Debts and Other Movables of the Company.

For foreign currency loan, the Company has entered in to cross currency swap and interest rate swap in order to hedge its foreign currency risks in full.

Maturity Profile and Rate of Interest of Term Loan ^{\$}

			<u>Maturity Profile</u>		(₹ in Lacs)
Rate of Interest	No. of Installments	Outstanding as at 31 st March 2016	2016-2017	2017-2027	
8.64%	25	3,645.83	583.33	3,062.50	
7.50%	25	10,416.67	1,666.67	8,750.00	
8.11%	25	3,515.63	562.50	2,953.13	
Base Rate + 0.35%	13	4,766.67	1,466.67	3,300.00	
1 Year GSEC + 2.175%	9	5,429.46	1,206.55	4,222.91	
Base Rate + 0.25%	4	985.91	985.91	-	
Base Rate + 0.25%	9	2,390.66	1,072.00	1,318.66	
Base Rate + 0.25%	9	2,791.63	1,252.00	1,539.63	
Base Rate + 0.35%	10	3,571.43	1,428.57	2,142.86	
10.10% - Reset at every year	9	3,214.29	1,428.57	1,785.71	
Base Rate + 0.25	28	7,086.28	357.14	9,629.14	
Base Rate + 0.45	36	8,700.00	-	15,000.00	
Base Rate + 0.25	32	2,799.29	156.25	4,843.04	
Base Rate + 0.25	32	4,098.49	-	9,998.49	
Base Rate + 0.40	32	11,062.92	276.61	10,786.31	
Base Rate + 0.25	28	17,496.92	625.00	16,871.92	
9.50%	4	14,000.00	14,000.00	-	
Grand Total	330	1,05,972.06	27,067.76	96,204.29	

^{\$} Repayment schedule includes amount of loan sanctioned but to be drawn.

6 DEFERRED TAX LIABILITIES (Net)

(₹ in Lacs)

Particulars	As at 31 st March, 2016	As at 31 st March, 2015
Deferred Tax Liability:		
On account of Depreciation	47,948.20	45,451.36
Total Deferred Tax Liability (A)	47,948.20	45,451.36
Deferred Tax Asset:		
Provision for Leave Salary	231.66	205.08
Provision for Gratuity	133.98	114.02
Provision for doubtful Debts	92.78	92.78
Other	47.65	-
Total Deferred Tax Asset (B)	506.07	411.88
Net Deferred Tax Liability (A-B)	47,442.13	45,039.48

7 OTHER LONG TERM LIABILITIES

(₹ in Lacs)

Particulars	As at 31 st March, 2016	As at 31 st March, 2015
Security Deposit from Customers	2,621.20	2,421.20
OYVS Installments from Employees	40.61	34.24
Other Payables (including payables for Capital Goods and Services)	50.34	50.34
TOTAL	2,712.15	2,505.78

8 PROVISIONS

(₹ in Lacs)

Particulars	As At 31 st March, 2016		As At 31 st March, 2015	
	Non Current	Current	Non Current	Current
Provision for employee benefits				
Provision for Gratuity	282.19	104.95	232.11	97.36
Provision for Leave Salary	642.30	27.08	569.29	23.27
Provision for Leave Travel Allowance	-	34.90	-	30.64
	924.49	166.93	801.40	151.27
Other Provisions				
Provision for Income Taxes (Net)	-	-	-	-
Proposed Equity Dividend	-	8,450.10	-	6,755.76
Provision for Tax on Proposed Equity Dividend	-	1,720.24	-	1,413.65
Provision for Wealth Tax (Net)	-	-	-	9.39
	-	10,170.34	-	8,178.80
TOTAL	924.49	10,337.27	801.40	8,330.07

9 TRADE PAYABLES

(₹ in Lacs)

Particulars	As at 31 st March, 2016	As at 31 st March, 2015
Total outstanding dues		
- Micro, Small and Medium Enterprises*	113.63	61.56
- Others	1,531.49	3,983.94
TOTAL	1,645.12	4,045.50

* Refer Note No.: 33 for Details of Due to Micro, Small & Medium Enterprises.

10 OTHER CURRENT LIABILITIES

(₹ in Lacs)

Particulars	As at 31 st March, 2016	As at 31 st March, 2015
Current maturities of long term borrowings (Refer Note No.5)	27,067.76	26,961.16
Other Payables (including payables for Capital Goods and Services)	13,101.97	10,180.99
Interest accrued but not due on Long term borrowings	780.86	1,142.35
Earnest Money Deposit	43.55	33.05
Deposit from Customers	1,041.09	945.59
Dividend Payable / Unclaimed	85.54	81.67
Imbalance, Overrun & Other Charges	2,950.54	2,608.78
Other Statutory Liabilities	273.41	261.41
TOTAL	45,344.72	42,215.00

11 FIXED ASSETS

(₹ in Lacs)

Particulars	Gross Carrying Amount			Accumulated Depreciation / Amortisation			Net Carrying Amount	
	Balance as on 01-Apr-2015	Additions/ Adjustments during the year	Deduction During the year	Balance as on 31-Mar-2016	Additions During the year	Deduction During the year	Balance as on 31-Mar-2016	As on 31-Mar-2015
Tangible Assets								
Land- Free Hold	9,336.38	436.34	468.60	9,304.12	-	-	9,304.12	9,336.38
Land- Lease Hold	2,623.27	-	-	2,623.27	46.37	-	319.12	2,304.16
Building	19,996.97	1,913.59	-	21,910.56	1,197.77	-	8,967.89	12,226.84
Plant & Machinery	4,08,803.35	20,193.33	27.03	4,28,969.65	14,086.26	23.20	1,62,451.24	2,60,415.17
Communication Equipments	10,392.36	429.63	9.71	10,812.28	933.84	8.86	7,284.99	3,527.30
Ele Installation & Equipments	13,154.16	1,158.72	-	14,312.88	1,621.64	-	10,217.16	4,095.72
Computers	729.30	115.55	37.54	807.31	609.84	33.32	659.94	147.37
Furniture & Fittings	874.16	12.10	1.35	884.91	120.24	1.21	568.30	316.61
Office Equipments	142.58	7.61	-	150.18	21.48	-	122.05	28.13
Vehicles	624.05	59.58	79.39	604.23	71.59	65.17	412.97	191.26
Books	13.44	-	-	13.44	-	-	13.44	-
Ship / Boat	9.82	-	-	9.82	1.31	-	4.79	5.02
Total (A)	4,66,699.84	24,326.44	623.62	4,90,402.66	18,183.92	131.76	1,91,021.89	2,99,380.76
Intangible Assets								
Computer Software	1,170.27	56.03	-	1,226.29	67.68	-	1,096.11	130.18
Right of Use / Right of Way	14,058.85	642.85	74.39	14,627.32	1,391.99	-	1,574.39	13,052.93
Total (B)	15,229.12	698.88	74.39	15,853.61	250.08	-	2,670.50	13,183.11
Capital Work in Progress	-	-	-	-	-	-	-	-
Total (C)	-	-	-	-	-	-	-	-
Total (A+B+C)	4,81,928.96	25,025.32	698.01	5,06,256.27	18,434.00	131.76	1,93,692.39	3,89,602.99
Previous Year	4,71,057.24	11,031.51	159.80	4,81,928.95	20,357.31*	90.35	1,75,390.15	3,81,544.48

* Neroff Adjustment for (i) depreciation on tangible assets with expired useful life as on 01.04.2014 under Schedule II to the Companies Act 2013 and (ii) amortisation on intangible assets pertaining to prior period

12 NON-CURRENT INVESTMENTS

(₹ in Lacs)

Particulars	As At 31 st March, 2016		As At 31 st March, 2015	
	Non-Current	Current	Non-Current	Current
Trade Investments (Long Term)				
Investment in Quoted Equity Shares of Associate Companies				
3,54,68,471 (31 st March 2015: Nil)				
Fully Paid Up Equity Shares of ₹ 10 each of Gujarat Gas Limited (at cost)	41,260.44	-	-	-
[Quoted as "Gujarat Gas Limited" w.e.f 15 th Sep 2015 which is formally unquoted as "GSPC Distribution Networks Limited"] (refer note no -41)				
Investment in Unquoted Equity Shares of Subsidiary Companies				
11,02,50,060 (31 st March, 2015: 9,72,50,060)				
Fully Paid Up Equity Shares of ₹ 10 each of GSPL India Gasnet Limited (at Cost)	11,025.01	-	9,725.01	-
8,58,00,000 (31 st March, 2015: 7,28,00,000)				
Fully Paid Up Equity Shares of ₹ 10 each of GSPL India Transco Limited (at Cost)	8,580.00	-	7,280.00	-
Investment in Unquoted Equity Shares of Associate Companies				
54,93,070 (31 st March, 2015: 27,50,000)				
Fully Paid Up Equity Shares of ₹ 10 each of Sabarmati Gas Limited (at cost)	6,739.70	-	1,100.00	-
[Became associate w.e.f 18 th Feb 2016] (refer note no - 42)				
Nil (31 st March 2015: 2,46,37,085)				
Fully Paid Up Equity Shares of ₹ 10 each of GSPC Gas Company Limited (at Cost)	-	-	6,260.44	-
[Merged into GSPC Distribution Networks Limited]				
Nil (31 st March 2015: 35,00,00,000) Fully Paid Up Equity Shares of ₹ 10 each of GSPC Distribution Networks Limited] (at Cost)	-	-	35,000.00	-
[refer note no-41]				
Investment in Unquoted Equity Shares of Other Companies				
2,50,00,000 (31 st March 2015: 2,50,00,000)				
Fully Paid Up Equity Shares of ₹ 10 each of GSPC LNG Limited (at Cost)	2,500.00	-	2,500.00	-
62,50,000 (31 st March 2015: 62,50,000) Fully Paid Up Equity Shares of ₹ 10 each of Gujarat State Energy Generation Limited (at cost)	1,000.00	-	1,000.00	-
Investment in Unquoted Debentures of Other Companies				
2,000 (31 st March 2015: 2,000) Fully Paid Up 6% Optionally Convertible Debentures of ₹ 1,00,000 each of Sabarmati Gas Ltd.	-	2,000.00	2,000.00	-
TOTAL	71,105.15	2,000.00	64,865.45	-
Aggregate value of Quoted Investments	41,260.44	-	-	-
Market value of Quoted Investment	1,95,785.96	-	-	-
Aggregate value of Unquoted Investments	29,844.71	2,000.00	64,865.45	-

13 LOANS AND ADVANCES

(₹ in Lacs)

Particulars	As At 31 st March, 2016		As At 31 st March, 2015	
	Non-Current	Current	Non-Current	Current
Capital Advances				
Unsecured, Considered Good	1,249.58	-	4,096.97	-
Security Deposit Given				
Unsecured, Considered Good	1,349.34	95.19	1,285.62	100.90
Other Loans & Advances				
<u>Secured, Considered Good</u>				
Housing Building Advance to Employees	1,165.64	94.51	1,080.10	78.64
<u>Unsecured, considered Good</u>				
Advance Income Tax and TDS (net of Provision)	786.12	-	223.39	-
Loans & Advances to Employees	76.80	98.09	79.35	93.81
Payment under Protest	335.78	543.98	772.53	-
Balance with Service Tax & Excise Duty	6,892.39	2,546.25	6,767.45	2,966.27
Other Advances	22,400.00	407.99	15,000.00	323.61
Prepaid Expenses	51.97	118.74	33.94	85.33
TOTAL	34,307.62	3,904.75	29,339.35	3,648.56

14 OTHER ASSETS

(₹ in Lacs)

Particulars	As At 31 st March, 2016		As At 31 st March, 2015	
	Non-Current	Current	Non-Current	Current
<u>Unsecured, Considered Good</u>				
Non-Current Bank Balances (Note No. 17)	596.00	-	1,042.16	-
<u>Others</u>				
Others Receivables	-	227.02	-	182.34
Interest Accrued But not due-Deposits	86.24	800.44	37.92	966.77
Interest Accrued But not due on OCD	-	108.00	-	181.16
TOTAL	682.24	1,135.46	1,080.08	1,330.27

15 INVENTORIES (Valued at Weighted Moving Average Cost)

(₹ in Lacs)

Particulars	As at 31 st March, 2016	As at 31 st March, 2015
Stores & Spares	1,759.65	1,861.82
Line Pack Gas	10,012.90	9,161.68
TOTAL	11,772.55	11,023.50

16 TRADE RECEIVABLES

(₹ in Lacs)

Particulars	As at 31 st March 2016	As at 31 st March 2016	As at 31 st March 2015	As at 31 st March 2015
<u>Unsecured, considered Good</u>				
Outstanding for a period exceeding 6 months	8,791.62		9,141.42	
Others	<u>6,383.77</u>	15,175.39	<u>5,897.83</u>	15,039.25
<u>Unsecured, considered Doubtful</u>				
Outstanding for a period exceeding 6 months	268.10		268.10	
Others	<u>-</u>	268.10	<u>-</u>	268.10
Less: Provision for Doubtful debts		(268.10)		(268.10)
TOTAL		15,175.39		15,039.25

17 CASH AND BANK BALANCES

(₹ in Lacs)

Particulars	As At 31 st March, 2016		As At 31 st March, 2015	
	Non-Current	Current	Non-Current	Current
Cash and Cash Equivalents				
Balances with Banks				
In Current Accounts	-	1,189.02	-	1,434.47
Fixed Deposit with original maturity of less than 3 months	-	6,370.00	-	7,650.00
Cash on Hand	-	1.39	-	0.72
	<u>-</u>	<u>7,560.41</u>	<u>-</u>	<u>9,085.19</u>
Earmarked Balances with Banks				
Unpaid Dividend Account	-	85.54	-	71.35
Balance in Escrow A/c-PNGRB [Incl. TD]	44.00	3,004.80	490.16	2,234.95
Other Bank Balances				
Fixed Deposit				
Margin Money Deposit - Bank Guarantee / Letter of Credit	152.00	-	-	11,010.00
With original maturity of more than 12 months	400.00	118.22	552.00	107.74
With original maturity of more than 3 months but less than 12 months	-	43,700.00	-	21,006.02
Total	596.00	54,468.97	1,042.16	43,515.25
Amount disclosed under Other Non-Current Assets (Note No.14)	(596.00)	-	(1,042.16)	-
TOTAL	-	54,468.97	-	43,515.25

18 REVENUE FROM OPERATIONS**(₹ in Lacs)**

Particulars	For the Year ended 31st March, 2016	For the Year ended 31st March, 2015
Revenue from Transportation of Gas (Net)	94,970.33	1,02,305.21
Revenue from Sale of Electricity (Net)	3,730.40	3,750.80
Other Operating Revenues Connectivity Charges	491.82	403.64
TOTAL	99,192.55	1,06,459.65

19 OTHER INCOME**(₹ in Lacs)**

Particulars	For the Year ended 31st March, 2016	For the Year ended 31st March, 2015
Interest Income		
Fixed Deposits with Banks	3,716.99	4,465.99
Optionally Convertible Debentures	120.00	120.00
Others	334.50	245.61
	4,171.49	4,831.60
Dividend Income from Associate (Long Term Trade Investment)	1,842.17	55.00
Other Non-Operating Income	394.01	313.92
TOTAL	6,407.67	5,200.52

20 EMPLOYEE BENEFIT EXPENSES**(₹ in Lacs)**

Particulars	For the Year ended 31st March, 2016	For the Year ended 31st March, 2015
Salaries and Wages		
Salaries and Allowances	2,905.17	2,737.03
Salary Arrears	-	0.28
Leave Salary	83.04	201.18
Contribution to Provident and Other Funds		
Contribution to Provident fund	200.98	185.86
Contribution to Super Annuation Scheme	84.40	72.52
Group Gratuity Expenses	105.63	248.46
ESOP Compensation Expenses	(43.67)	10.42
Staff Welfare Expenses	135.66	100.62
TOTAL	3,471.21	3,556.37

21 OTHER EXPENSES

(₹ in Lacs)

Particulars	For the Year ended 31 st March, 2016	For the Year ended 31 st March, 2015
(A) Operation & Maintenance Expenses		
Maintenance Contracts	2,890.67	2,264.13
Payment to Outsourced Persons	383.20	342.89
Security Service Charges	879.36	717.15
Land Revenue	5.81	13.24
Power & Fuel	750.55	588.40
Consumption of Stores & Spare Parts	460.94	337.16
System Usage Gas	284.62	1,560.44
Repairs & Maintenance - Building	54.11	49.09
Repairs & Maintenance - Machinery	117.41	199.81
Other O&M expenses	553.87	620.63
O&M Expenses - Windmill	488.78	524.47
(A)	6,869.32	7,217.41
(B) Other Expenses and Administrative Expenses		
Advertisement & Publicity Expenses	122.96	115.53
Bandwidth & Website Maintenance Charges	9.90	12.65
Business Promotion	16.74	11.04
Loss on Sale of Asset	-	14.36
Provision/(Reversal) of diminution in value of Investments	-	(4.10)
Statutory Audit Fees	2.01	2.00
Donation	138.23	26.05
Provision for doubtful debts	-	6.81
Legal & Professional Expenses	424.48	550.79
Rent	136.53	156.83
Rate & Taxes	51.17	146.85
Recruitment & Training	65.48	55.22
Seminar & Conference	13.21	430.83
Stationery & Printing	27.73	34.66
Travelling Expenses - Directors	4.52	6.51
Travelling Expenses - Others	98.34	104.67
Postage, Telephone & Courier Expenses	51.58	53.95
HSE Expenses	43.59	50.00
Listing Fee	13.87	13.73
Insurance Expenses	285.87	310.36
Other Administrative Expenses	795.30	785.97
(B)	2,301.51	2,884.71
TOTAL (A+B)	9,170.83	10,102.12

22 DEPRECIATION AND AMORTISATION EXPENSES

(₹ in Lacs)

Particulars	For the Year ended 31 st March, 2016	For the Year ended 31 st March, 2015
Depreciation on Tangible Assets	18,183.92	18,675.18
Amortisation of Intangible Assets	250.08	247.79
TOTAL	18,434.00	18,922.97

23 FINANCE COSTS

(₹ in Lacs)

Particulars	For the Year ended 31 st March, 2016	For the Year ended 31 st March, 2015
Interest Expenses	7,687.97	11,732.99
Other Borrowing Costs	37.43	49.53
TOTAL	7,725.40	11,782.52

24 Previous year figures have been re-classified or regrouped wherever necessary.

25 CONTINGENT LIABILITIES AS ON 31st MARCH, 2016:

a) Claims against Company not acknowledged as debt:

- By land owners seeking enhancement of compensation in respect of RoU acquired by the Company is ₹ 2,124.57 Lacs (Previous Year: ₹ 2,124.57 Lacs) and by other parties including contractual disputes are ₹ 7,094.78 Lacs (Previous Year: ₹ 39.86 Lacs)
- As regards Central Excise and Service Tax matters, the matters lying before Hon'ble Supreme Court- ₹ 735.04 Lacs (Previous Year: ₹ 735.04 Lacs), Hon'ble Gujarat High Court - ₹ 19,100.28 Lacs (Previous Year: ₹ 19,100.28 Lacs), before CESTAT - ₹ 11,777.16 Lacs (Previous Year: ₹ 10,111.30 Lacs), before Commissioner/ Asst. Commissioner - ₹ 1525.45 Lacs (Previous Year: ₹ 1525.45 Lacs). Further, the company is in process of filing appeal before CESTAT for ₹ Nil (Previous Year: ₹ 1,665.86 Lacs). (Applicable interest & penalty has also been demanded by Department).
- Income Tax assessments up to Assessment Year 2013-14 have been completed and Company had filed various appeals against orders passed by Income Tax Department for various Assessment years. The tax impact/demand of appeals lying before Honorable Gujarat High Court for Assessment Year 2005-06, 2008-09 & 2009-10 is ₹ 113.25 Lacs (Previous Year : ₹ 19.69 Lacs), lying before the Income Tax Appellate Tribunal (ITAT) for Assessment Year 2008-09 & 2010-11 is ₹ 66.41 Lacs (Previous Year : ₹ 370.41 Lacs), lying before CIT(Appeals) for Assessment Year 2012-13 & 2013-14 is ₹ 137.51 Lacs (Previous Year : ₹ 767.08 Lacs) and matters restored back to Assessing Officer for Assessment Year 2004-05 & 2006-07 is ₹ 38.77 Lacs. (Previous Year : ₹ 38.77 Lacs)

Based on interpretation of the Acts & various judicial pronouncements in relation to similar matters, Company is of the view that these demands are likely to be deleted or may be substantially reduced.

b) Guarantees :

- Outstanding Bank Guarantees / Letter of Credits are ₹ 2,26,226.09 Lacs (Previous year ₹ 68,983.64 Lacs)
- Corporate Guarantee of ₹ 6,500.00 Lacs (Previous year 6,500.00 Lacs) for subsidiaries and of ₹ 50,000.00 Lacs for associate (executed jointly & severally along with associate) (Previous year 50,000.00 Lacs). Out of above, Corporate Guarantee of ₹ 50,000.00 Lacs was valid till 15th April, 2016 & hence contingent liability does not exist as on date of signing Balance Sheet.

c) Other :

Imbalance and overrun charges as per the 'Modalities of maintaining & operation of Escrow Account under the PNGRB (Access Code for Common or Contract Carrier Natural Gas Pipeline) Regulations, 2008' issued by PNGRB on 7th March, 2011, collected for the period prior to 1st April, 2011 amounting to ₹ 226.02 Lacs (net of taxes) has been deposited in Escrow Account under protest. However, the same is not recognised as liability as these guidelines are applicable w.e.f. 1st April, 2011.

26 CAPITAL & OTHER COMMITMENT**Capital Commitment:**

Estimated amount of contracts remaining to be executed on capital account and not provided for is ₹ 21,614.46 Lacs (Previous year ₹ 25,686.84 Lacs).

Other Commitment:

As on 31st March, 2016, the Company has following other commitments:

- ₹ 1,93,994.99 Lacs (approx) towards further investments in subsidiaries & associates (Previous year ₹ 1,96,594.99 Lacs)
- Advance of ₹ Nil adjustable against re-gasification services (Previous year ₹ 5,000.00 Lacs)



27 As per Accounting Standard - 16 "Borrowing Cost" issued by ICAI, the Company has capitalised the borrowing cost amounting to ₹ 3,990.68 Lacs for the current year. (Previous year ₹ 2,333.72 Lacs).

28 PAYMENT TO AUDITORS

(₹ in Lacs)

Particulars	2015-2016	2014-2015
For Statutory Audit	2.00	2.00
For Other Services	1.95	1.90
For Reimbursement of Expense	0.03	0.12
TOTAL	3.98	4.02

29 There are no whole time / executive directors on the Board except Managing Director. Managing director is not drawing any remuneration from the Company.

30 EXPENDITURE / INCOME IN FOREIGN CURRENCY

(₹ in Lacs)

Particulars	2015-2016	2014-2015
Component & Spare parts*	38.25	292.89
Professional and consultation fee	21.13	99.86
Interest	634.06	843.23
Training & Conferences	13.11	1.80
Others	3.83	5.51
TOTAL	710.38	1243.29

* Comparison of consumption of Imported Component & Spares with Domestic Component & Spares is as below :

Particulars	2015 - 2016		2014 - 2015	
	Amount (₹ in Lacs)	% of total Consumption	Amount (₹ in Lacs)	% of total Consumption
Imported	102.36	22.21%	9.31	2.76%
Domestic	358.58	77.79%	327.85	97.24%
TOTAL	460.94	100.00%	337.16	100.00%

There is no earning in foreign currency during the year as well as previous year

31 The balances of sundry debtors, creditors, loans & advances and deposits are subject to confirmation. Provision for all liabilities is adequate in opinion of the Company.

32 EARNINGS PER SHARE (EPS)

Particulars	2015 - 2016	2014 - 2015
Profit After Tax (₹ in Lacs)	44,447.15	41,036.17
Weighted Average Number of Equity Shares	56,31,33,906	56,27,98,298
Basic EPS (in ₹)	7.89	7.29
Total Weighted Average Number of Equity Shares including Potential Equity Shares	56,34,92,116	56,31,05,017
Diluted EPS (in ₹)	7.89	7.29
Face Value / Nominal Value of Share (in ₹)	10.00	10.00

33 Information in respect Micro, Small and Medium Enterprises Development Act, 2006; Company had sought confirmation from the vendors whether they fall in the category of Micro/Small/Medium Enterprises. Based on the information available, the required disclosures are given below:

	(₹ in Lacs)	
Particulars	2015 - 2016	2014 - 2015
Principal amount remaining unpaid as on 31 st March, 2016	113.63	61.56
Interest due thereon as on 31 st March, 2016	-	-
Interest paid by the Company in terms of Section 16 of Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during the Year.	-	-
Interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the Year) but without adding the interest specified under Micro, Small and Medium Enterprises Development Act, 2006.	-	-
Interest accrued and remaining unpaid as at 31 st March, 2016	-	-
Further Interest remaining due and payable even in the succeeding years, until such date when the Interest dues as above are actually paid to the Small Enterprise	-	-

34 SEGMENT REPORTING**a. Business Segments**

The Company has identified and reported business segments taking into account nature of product and services, differing risks and returns and internal business reporting systems. The Company's principal business is transportation of Gas through pipeline. Other business segment includes generation of electricity through windmill.

b. Segment Revenue and Expense

Revenue and Expenses have been identified to a segment on the basis of operating activities of the segment. Revenue and Expenses which relate to common activities and are not allocable to segment on reasonable basis have been disclosed as "Unallocable".

c. Segment Assets and Liabilities

Segment Assets include all operating assets in respective segments comprising of net Fixed Assets, Capital Work in Progress, Current Assets, Loans and Advances. Segment Liabilities include Operating Liabilities and Provisions.

d. The Company does not have geographical distribution of revenue hence secondary segmental reporting based on geographical locations of its customers is not applicable to the Company.

SEGMENTAL INFORMATION

Primary Segment (Business Segment)

(₹ in Lacs)

Particulars	Year 2015 - 2016				Year 2014 - 2015			
	Gas Transportation	Windmill	Unallocated	Total	Gas Transportation	Windmill	Unallocated	Total
1 Segment Revenue								
External Revenue*	95,828.23	3,730.40	-	99,558.63	1,02,983.79	3750.80	-	106734.59
Inter Segment Revenue	-	-	-	-	-	-	-	-
Total Segment Revenue	95,828.23	3,730.40	-	99,558.63	1,02,983.79	3750.80	-	106734.59
2 Segment Result - Profit(+) / Loss(-)	70,480.73	1,262.13	-	71,742.86	77,254.11	905.15	-	78,159.26
Unallocated Other Income	-	-	6,041.58	6,041.58	-	-	4,925.58	4,925.58
Unallocated Expenses & Finance Cost	-	-	(10,985.66)	(10,985.66)	-	-	(15,788.65)	(15,788.65)
Prior Period Adjustments	-	-	(12.76)	(12.76)	(1210.36)	35.33	(88.97)	(1264.00)
Profit Before Tax	70,480.73	1,262.13	(4,956.84)	66,786.02	76,043.75	940.48	(10,952.05)	66,032.19
Income Tax - Current Tax	-	-	(20,290.97)	(20,290.97)	-	-	(21,981.72)	(21,981.72)
Excess/Short Provision of Income Tax	-	-	354.75	354.75	-	-	0.47	0.47
Deferred Tax	-	-	(2,402.65)	(2,402.65)	-	-	(3,014.83)	(3,014.83)
Profit After Tax	70,480.73	1,193.83	(27,295.71)	44,447.15	76,043.75	940.48	(35,948.07)	41,036.17
3 Other Information								
Segment Assets	4,09,460.71	14,216.72	1,60,477.70	5,84,155.12	4,05,564.20	16,137.17	1,32,329.05	5,54,030.42
Segment Liabilities	20,597.98	196.73	5,63,360.40	5,84,155.12	19,201.66	137.23	5,34,691.53	5,54,030.42
Cost to Acquire Fixed Assets (incl.CWIP)	24,315.97	-	734.50	25,050.47	21,715.18	-	886.76	22,601.94
Depreciation & Amortisation	15,839.66	1,906.19	688.15	18,434.00	15,784.62	2,163.19	975.16	18,922.97
Non-Cash Expenses other than Depreciation & Amortisation	-	-	59.46	59.46	-	-	31.59	31.59

* Segment Revenue includes Other Income which is directly attributable to each segment.

35 RELATED PARTY DISCLOSURES

As per the Accounting Standard -18 on "Related Party Disclosures" issued by The Institute of Chartered Accountants of India, list of related parties identified of the company are as follows :

A. Holding Company:

- Gujarat State Petroleum Corporation Limited

B. Subsidiary:

- GSPL India Gasnet Limited
- GSPL India Transco Limited

C. Associates:

- Gujarat Gas Limited (Refer Note - 41)
- Sabarmati Gas Limited (w.e.f. 18th February, 2016 Refer Note - 42)
- Gujarat State Energy Generation Limited (associate of holding company)

D. Fellow Subsidiary:

- Guj Info Petro Limited
- GSPC Pipavav Power Company Limited
- GSPC LNG Limited

E. Key Managerial Personnel:

- Shri Atanu Chakraborty, IAS, MD (upto 11th April, 2016)

Transactions entered into with (inclusive of all taxes) and balances of the Related Parties of the Company are as follows, ₹ in Lacs

Particulars	Holding		Subsidiary		Associate*#		Fellow Subsidiary		Total	
	2015-16	2014-15	2015-16	2014-15	2015-16	2014-15	2015-16	2014-15	2015-16	2014-15
Gas Transportation Income	3,428.70	2,433.06	-	-	22,064.79	21,626.31	726.37	4,361.80	26,219.86	28,421.16
Other Income	0.16	21.27	170.41	144.46	144.24	54.49	-	49.94	314.81	270.17
Interest on Investment	-	-	-	-	29.59	-	-	-	29.59	-
Dividend Received	-	-	-	-	1,773.42	-	-	-	1,773.42	-
Services received	6.37	43.62	-	-	19.23	26.40	4.65	40.12	30.25	110.14
Reimbursement made for expenses	79.35	125.71	391.53	331.94	11.18	2.83	3.22	0.14	485.28	460.62
Reimbursement received for expenses	90.74	80.05	364.86	373.68	62.48	202.36	23.53	-	541.61	656.09
Purchase of Line Pack Gas	1,135.84	5,379.47	-	-	-	-	-	-	1135.84	5379.47
Dividend Paid	2,547.66	2,123.05	-	-	-	-	-	-	2,547.66	2,123.05
Investment in Equity	-	-	2,600.00	3900.00	5,623.29	-	-	-	8223.29	3900.00
Purchase of Assets	-	139.43	-	-	(2.81)	146.10	108.46	-	105.65	285.53
Sale of Assets	0.45	-	6.05	9.50	1,958.16	-	-	-	1,962.91	9.50
Transfer of receivable/ (payable) on Sale of Assets	(0.07)	-	(1.69)	-	22.30	-	-	-	22.30	-
Security deposits paid/ released	-	-	-	-	14.05	2.00	-	-	14.05	2.00
Security deposits Received	-	-	-	-	56.00	40.00	1.00	22.00	57.00	62.00
Corporate Guarantee Given	-	-	-	6500.00	-	-	-	-	-	6500.00
Account Payable as at year end	48.37	2,573.55	21.63	28.86	147.21	179.26	43.46	46.12	260.67	2827.79
Account Receivable as at year end	171.85	87.80	114.51	42.44	1,158.61	1,034.06	6.45	263.98	1,451.42	1,428.28

* Including Associate of holding company # Transaction with Sabarmati Gas Limited are reported from the date it became associate of the company.
There is no transaction with key managerial personnel during current financial year. (Previous Year : Nil)

36 DISCLOSURE FOR GRATUITY & LEAVE SALARY PROVISION AS PER ACCOUNTING STANDARD-15

Company has participated in Group Gratuity Scheme of Life Insurance Corporation of India. The liability in respect of gratuity benefits & leave salary being defined benefit schemes, payable in future, are determined by actuarial valuation as on Balance Sheet date.

In arriving at the valuation for gratuity & leave salary following assumptions were used:

Particulars	2015 - 2016		2014 - 2015	
	Gratuity	Leave Salary	Gratuity	Leave Salary
Mortality	Indian Assured Lives Mortality (2006-08) Ult.		Indian Assured Lives Mortality (2006-08) Ult.	
Withdrawal Rate	5% at Younger Age Reducing to 1% at Old Age		5% at Younger Age Reducing to 1% at Old Age	
Retirement Age	60 Years		60 Years	
Discount Rate	8.10%	8.10%	7.80%	7.80%
Rate of Return on Plan Assets	8.10%	-	9.00%	-
Salary Escalation	7.00%	7.00%	7.00%	7.00%

The following table sets out the status of the Gratuity Plan and Leave Salary as required under Accounting Standard 15 (Revised) on “Employee Benefit”.

(₹ in Lacs)

Particulars	2015 - 2016		2014 - 2015	
	Gratuity	Leave Salary	Gratuity	Leave Salary
Table showing change in Benefit Obligation				
Opening defined Benefit Obligation	696.84	592.57	443.25	411.30
Interest Cost	53.79	45.31	39.37	36.53
Current Service Cost	95.21	46.52	80.62	30.00
Benefit Paid	(0.54)	(6.23)	(20.46)	(19.91)
Actuarial Loss / (Gain) on Obligations	(14.96)	(8.79)	154.06	134.65
Past Service Liability	-	-	-	-
Liability at the end of the period	830.34	669.38	696.84	592.57
Table showing change in Fair Value of Plan Assets				
Fair Value of Plan Assets at the beginning	367.37	-	327.35	-
Adjustment to Opening fund	0.44	-	(0.96)	-
Expected Return on Plan Assets	36.80	-	32.59	-
Contributions	44.02	-	22.31	-
Benefit Paid	(0.54)	-	(11.39)	-
Actuarial (gain) / loss on Plan Assets	4.89	-	2.53	-
Fair Value of Plan Assets at the end of the period	443.20	-	367.37	-
Actual Gain/Loss recognised				
Actuarial (gain) / loss on obligations	(14.96)	(8.79)	154.06	134.65
Actuarial (gain) / loss on Plan Assets	4.89	-	2.53	-
Net Actuarial (gain) / loss recognized during year	(10.07)	(8.79)	156.59	134.65
Amount recognised in Balance Sheet				
Liability at the end of the period	830.34	669.38	696.84	592.57
Fair Value of Plan Asset at the end of the period	443.20	-	367.37	-
Net Amount recognised in Balance Sheet	387.14	669.38	329.47	592.57
Expense recognised in the Income Statement				
Current Service cost	95.21	46.52	80.62	30.00
Interest cost	53.79	45.31	39.37	36.53
Expected return on Plan Asset	(36.80)	-	(32.59)	-
Net Actuarial Loss / (gain) to be recognized	(10.07)	(8.79)	156.59	134.65
Adjustment to Opening fund/Prior year Charges	(0.44)	-	0.96	-
Gratuity Life Coverage Premium	3.94	-	3.50	-
Net Expense recognized in P&L	105.63	83.04	248.46	201.18

37 EMPLOYEE STOCK OPTION PLANS**ESOP 2005 Scheme:**

During the Financial Year 2005-06, the company instituted ESOP-2005. The Board of Directors and the Shareholders approved the plan in the meeting held on 13th October, 2005 and 18th October, 2005 respectively, which provides for the issue of 23,27,940 equity shares to the employees of the company and of Gujarat State Petroleum Corporation Ltd. The Compensation Committee administers ESOP-2005. These ESOPs are granted at an exercise price of ₹14 per share to be vested equally over the period of four years and to be exercised within a period of five years from the date of vesting.

ESOP 2010 Scheme:

During the Financial Year 2010-11, the company instituted ESOP-2010. The Board of Directors and the Shareholders approved the plan in the meeting held on 23rd August, 2010 and 21st September, 2010 respectively, which provides for the issue of 21,28,925 equity shares to the employees of the company. The Compensation Committee administers ESOP-2010. These ESOPs are granted at an exercise price of ₹ 75 per share to be vested over the period of five years and to be exercised within a period of ten years from the date of Grant.

No. of Options reserved for issue (No. of Options in force) under both ESOP 2005 & ESOP 2010 is as follows:

Particulars	31 st March, 2016	31 st March, 2015
ESOP 2005 Scheme	2	2
ESOP 2010 Scheme	8,83,894	13,92,788
Total	8,83,896	13,92,790

- 38 The Company has maintained a separate escrow account as per PNGRB guidelines for modalities of maintaining and operation of escrow account for charges towards system indiscipline in terms of positive or negative imbalance or overruns. In this regard, since financial year 2011-12, amount recovered from customers is deposited in the said bank account and the amount invoiced (net of taxes) is recognized as liability.
- 39 As at the balance sheet date, Company has reviewed the carrying amounts of its assets and found that there is no indication that those assets have suffered any impairment loss. Hence, no such impairment loss has been provided.
- 40 Amount due for credit to Investor Education and Protection Fund is NIL (Previous year NIL).
- 41 Pursuant to the scheme of amalgamation and arrangement sanctioned by the Hon'ble Gujarat High Court, inter-alia, GSPC Gas Company Limited and Gujarat Gas Company Limited have amalgamated with Gujarat Gas Limited (formerly known as GSPC Distribution Networks Limited). The schemes of amalgamation become effective on 14th May, 2015 with appointed date of 1st April, 2013. The shares of Gujarat Gas Limited have been listed on Bombay Stock Exchange and National Stock Exchange on 15th September, 2015.
- 42 On 18th February, 2016, the company acquired additional shares in Sabarmati Gas Limited. With present acquisition of shares, the later has become associate of the company.
- 43 In continuation to the disclosure made in the Notes to Accounts in the Annual Report of FY 2014-15 regarding the status of tariff proposal submitted to PNGRB for calculation of revised tariff pursuant to APTEL ruling in its judgment dated 25th November, 2014 and 28th November, 2014 allowing GSPL appeals and asking PNGRB to reconsider the tariff proposal to be submitted by GSPL based on relevant data and other submissions made by the appellant in this regard, GSPL had submitted the revised tariff proposals for consideration of PNGRB and the PNGRB Tariff order is awaited. The implementation of the order shall be done once the PNGRB Order is issued.
- 44 Disclosure of CSR expenditure for Financial Year 2015-16 is as follows:
- (a) Gross amount required to be spent by the company during the year is ₹ 1425.82 Lacs
- (b) Amount spent during the year on

Sr No.	Particulars	In Cash	Yet to be paid in Cash	Total
(i)	Construction/acquisition of any asset	62.50	-	62.50
(ii)	On purposes other than (i) above	75.16	-	75.16
	Total	137.67	-	137.67

- 45 In the opinion of management, any of the assets other than fixed assets and non-current investments have a value on realisation in the ordinary course of business at least equal to the amount at which they are stated.
- 46 The figures appearing in financial statements are rounded off to the nearest rupees in lacs.

For V.V. Patel & Co
Chartered Accountants
Firm Regn. No. 118124W

Swapnil K Bhatt
Partner
Membership No. 128864

Place : Ahmedabad
Date : 19th May, 2016

For and on behalf of the Board of Directors,

M M Srivastava, IAS (Retd.)
Chairman
DIN : 02190050

Manish Seth
Chief Financial Officer

Dr. J N Singh, IAS
Managing Director
DIN : 00955107

Reena Desai
Company Secretary
Place : Gandhinagar
Date : 19th May, 2016



COMMENTS OF THE COMPTROLLER AND AUDITOR GENERAL OF INDIA UNDER SECTION 143(6)(B) READ WITH SECTION 129(4) OF THE COMPANIES ACT, 2013 ON THE CONSOLIDATED FINANCIAL STATEMENTS OF GUJARAT STATE PETRONET LIMITED FOR THE YEAR ENDED 31ST MARCH, 2016

The preparation of consolidated financial statements of Gujarat State Petronet Limited for the year ended 31st March, 2016 in accordance with the financial reporting framework prescribed under the Companies Act, 2013 is the responsibility of the Management of the Company. The Statutory Auditors appointed by the Comptroller and Auditor General of India under Section 139(5) read with Section 129(4) of the Act are responsible for expressing opinion on the consolidated financial statements under Section 143 read with Section 129(4) of the Act based on independent audit in accordance with the standards on auditing prescribed under Section 143(10) of the Act. This is stated to have been done by them vide their Audit Report dated 19th July, 2016.

I, on the behalf of the Comptroller and Auditor General of India, have conducted a supplementary audit under Section 143(6)(a) read with Section 129(4) of the Act of the consolidated financial statements of Gujarat State Petronet Limited for the year ended 31st March, 2015. We conducted a supplementary audit of the financial statements of Gujarat State Petronet Limited, GSPL India Gasnet Limited and GSPL India Transco Limited, but did not conduct supplementary audit of the financial statements of Gujarat Gas Limited and Sabarmati Gas Limited for the year ended on that date. This supplementary audit has been carried out independently without access to the working papers of the Statutory Auditors and is limited primarily to inquiries of the Statutory Auditors and company personnel and a selective examination of some of the accounting records.

On the basis of my audit nothing significant has come to my knowledge which would give rise to any comment upon or supplement to Statutory Auditors' Report.

Place: Ahmedabad
Date: 22nd July, 2016

**For and on behalf of the
Comptroller and Auditor General of India**
(Y. N. Thakare)
Pr. Accountant General (E&RSA), Gujarat

INDEPENDENT AUDITOR'S REPORT

To,
The Members
Gujarat State Petronet Limited (Consolidated)
Gandhinagar

Report on the Consolidated Financial Statements

We have audited the accompanying Consolidated financial statements of Gujarat State Petronet Limited ('hereafter referred to as the Holding Company'), its two subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group") and two associate which comprise the Consolidated balance sheet as at 31st March 2016, the Consolidated statement of profit and loss and the Consolidated cash flow statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation of these consolidated financial statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as "the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group including its Associates in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. The respective Board of Directors of the companies included in the Group and of its associates are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to Fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on whether the Holding Company has an adequate internal financial controls system over financial reporting in place and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their reports referred to in sub-paragraph (a) of the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the its associates as at 31st March, 2016, and their consolidated profit and their consolidated cash flows for the year ended on that date.

Other Matters

We did not audit the financial statements/financial informations of two subsidiaries included in the consolidated annual financial results, whose annual financial statements reflect total assets of ₹ 40086.29 Lakhs as at 31st March, 2016; as well as the total revenue of ₹ 304.13 Lakhs for the year ended on 31st March, 2016. These annual Financial statements and other financial information have been audited by other auditors whose reports have been furnished to us, and our opinion on the annual consolidated financial results, to the extent they have been derived from such annual financial statements of subsidiaries is based solely on the report of such other auditors.

We have relied upon the audited financial statements of two associates, the profit of which is included in the consolidated annual financial results, whose annual financial statements reflect total assets of ₹ 664740.69 Lakhs as at 31st March, 2016; as well as the total revenue of ₹682593.54 Lakhs for the year ended on 31st March, 2016. These audited financial statements have been furnished to us by the management and our report insofar as relates to the amounts included in respect of associates is based solely on such audited financial statements.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143 (3) of the Act, we report that: .

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
- (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid Consolidated financial statements have been kept by the Company so far as it appears from our examination of those books and the reports of the other auditors.
- (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the Consolidated financial statements.
- (d) In our opinion, the aforesaid Consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
- (e) As the Company is a Government company in terms of notification number: G.S.R. 463(E) Dated 5th June, 2015, issued by Ministry of Corporate Affairs the sub section (2) of section 164 of the Act is not applicable.
- (f) We had done audit of Gujarat State Petronet limited and we did not audit the financial statements of its Two Subsidiaries and Two Associates, hence we are not commented upon the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls for the Consolidated Financial Statements.
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Group Company has disclosed the impact of pending litigations on its financial position in its financial statements – **Refer Note 25(a) to the financial statements.**
 - ii. The Group, its associates have made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding Company, and its subsidiary companies and associate companies incorporated in India.

For, V.V. Patel & Co.
Chartered Accountants
F. R. No. 118124W

CA Swapnil K. Bhatt
Partner
M. No. 128864

Place: Gandhinagar
Date : 19th May, 2016

DISCLAIMER

“V.V. Patel & Co. has relied upon the documents, information and explanations provided to us by the management of the company for the purpose of forming our observations and views in this report. The responsibility, at all times, for the design and implementation of the related Internal Financial Controls including adequate disclosures, will of the management of the Company including the maintenance of adequate records, system and internal control sections and applications of the internal policies and safe guarding the assets of the company. The management of the Company will be responsible for correcting control lapses, if any. We are not aware of any information, record to the contrary which will lead us to believe that the conclusion stated in this Financial Statement is not longer valid. We have assumed that no changes, modifications of what so ever nature have been made to the policies and procedures implemented by the company, whether oral or in writing subsequent to the date of review specified in our report. And observations stated in this Financial Statements are to the best knowledge of V.V. Patel & Co. and such knowledge shall mean the actual knowledge of employees and Partners of V.V. Patel & Co. In course of preparing of this report:

1. We have presumed accuracy of all statements, information, documents and clarifications which were provided to us.
2. We have assumed the genuineness of all signatures on, and the authenticity and completeness of all documents, the copies of which alone have been reviewed by us.
3. We assumed the conformity of originals of all documents supplied to us as photo copy, scanned documents, PDF files etc.
4. We have assumed that documents submitted to us in connection with any particular issue are the only documents relating to such issue.

Limitations of liability

In no event V.V. Patel & co. and/or its Partners and/or its employees shall be held liable for any direct, indirect, consequential, special, incidental or loss, damages or expenses (including, without limitation, damages loss of profit, goodwill, opportunity cost, loss of goodwill, indemnification etc.) arising out of this report, even if we have advise for this possible existence. Any decision to depend on our report is to be made by the company and no communication by V.V. Patel & Co. should be treated as invitation or inducement to engage the company to act as per suggested advice in the report.

Circulation of the Report

The above report is for sole and exclusive benefit of the Company. The Company agrees not to modify, derive commercial use, exploit any type of undue advantage or benefits from the report.

Place: Gandhinagar
Date : 19th May, 2016

For V.V. Patel & Co.
Chartered Accountants
Firm Regn. No. 118124W

CA Swapnil K. Bhatt
Partner
Membership No. 128864



CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2016

(₹ in Lacs)

Particulars	Notes	As at 31 st March, 2016	As at 31 st March, 2015
EQUITY AND LIABILITIES			
Shareholders' Funds			
Share Capital	3	56,334.01	56,298.00
Reserves and Surplus	4	3,43,244.63	3,21,700.47
		3,99,578.64	3,77,998.47
Minority Interest		18,946.12	16,058.41
Non-Current Liabilities			
Long-Term Borrowings	5	78,904.30	88,788.07
Deferred Tax Liabilities (Net)	6	47,438.11	45,035.46
Other Long-Term Liabilities	7	2,721.78	2,515.10
Long-Term Provisions	8	1,086.66	911.10
		1,30,150.85	1,37,249.73
Current Liabilities			
Trade Payables	9	1,688.44	4,056.07
Other Current Liabilities	10	45,958.94	43,061.40
Short-Term Provisions	8	10,408.50	8,391.04
		58,055.88	55,508.51
TOTAL		6,06,731.49	5,86,815.12
ASSETS			
Non-Current Assets			
Fixed Assets			
Tangible Assets	11	3,07,267.92	3,00,966.03
Intangible Assets	11	16,683.28	15,979.30
Capital Work-In-Progress	11	97,420.70	94,874.46
Non-Current Investments	12	53,961.82	63,305.63
Long-Term Loans and Advances	13	37,881.92	32,009.84
Other Non-Current Assets	14	1,437.21	1,897.08
		5,14,652.85	5,09,032.34
Current Assets			
Current Investment	12	2,000.00	-
Inventories	15	11,772.55	11,023.50
Trade Receivables	16	15,175.39	15,039.25
Cash and Bank Balances	17	56,696.84	46,694.38
Short Term Loans and Advances	13	5,360.22	3,713.12
Other Current Assets	14	1,073.64	1,312.53
		92,078.64	77,782.78
TOTAL		6,06,731.49	5,86,815.12
Significant Accounting Policies	2.1		
The accompanying Notes are integral part of the Financial Statements.			

As per our Report of even date attached

For V.V. Patel & Co
Chartered Accountants
Firm Regn. No. 118124W

Swapnil K Bhatt
Partner
Membership No.128864

Place : Ahmedabad
Date : 19th May, 2016

For and on behalf of the Board of Directors,

M M Srivastava, IAS (Retd.)
Chairman
DIN : 02190050

Manish Seth
Chief Financial Officer

Dr. J N Singh, IAS
Managing Director
DIN : 00955107

Reena Desai
Company Secretary

Place : Gandhinagar
Date : 19th May, 2016

CONSOLIDATED STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED ON 31ST MARCH, 2016

(₹ in Lacs)

Particulars	Notes	For the Year ended 31 st March, 2016	For the Year ended 31 st March, 2015
INCOME :			
Revenue from Operations	18	99,192.55	1,06,459.65
Other Income	19	4,856.39	5,525.39
Total Revenue (A)		1,04,048.94	1,11,985.04
EXPENSES :			
Employee Benefit Expenses	20	3,471.21	3,556.37
Other Expenses	21	9,170.83	10,102.12
Depreciation and Amortisation Expenses	22	18,434.00	18,922.97
Finance Costs	23	7,725.40	11,782.52
Total Expenses (B)		38,801.44	44,363.98
Profit Before Tax and Adjustment		65,247.50	67,621.06
Prior Period Adjustments		12.76	1,264.00
Profit Before Tax		65,234.74	66,357.06
Tax Expenses			
Current Tax		20,391.52	22,113.66
Short/(Excess) Provision of Tax - Earlier Years		(354.75)	(0.47)
Deferred Tax		2,402.65	3,014.75
Profit After Tax		42,795.32	41,229.11
Less: Share of Profit transferred to Minority Interest		97.71	131.96
Add: Share of Profit/(Loss) in Associate for the year		3,769.33	7,533.40
Profit after Tax		46,466.94	48,630.55
Earnings Per Equity Share (EPS) (Face value of Share ₹ 10)			
Basic (₹ Per Share)		8.25	8.64
Diluted (₹ Per Share)		8.25	8.64
Significant Accounting Policies	2.1		

The accompanying Notes are integral part of the Financial Statements.

As per our Report of even date attached

For V.V. Patel & Co
Chartered Accountants
Firm Regn. No. 118124W

Swapnil K Bhatt
Partner
Membership No.128864

Place : Ahmedabad
Date : 19th May, 2016

For and on behalf of the Board of Directors,

M M Srivastava, IAS (Retd.)
Chairman
DIN : 02190050

Manish Seth
Chief Financial Officer

Dr. J N Singh, IAS
Managing Director
DIN : 00955107

Reena Desai
Company Secretary

Place : Gandhinagar
Date : 19th May, 2016



CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED ON 31ST MARCH, 2016

(₹ in Lacs)

Particulars	2015-2016	2014-2015
A Cash Flow from Operating Activities		
Profit Before Taxes	65,261.41	66,357.06
<u>Adjustments for:</u>		
Depreciation & amortisation	18,434.00	18,922.97
ESOP Compensation Expenses	(43.67)	10.42
Provision for Doubtful Debts	-	6.81
Prior Period Adjustment	-	1,210.36
Wealth Tax	-	9.39
(Profit) / Loss on sale of Assets	(16.28)	14.30
Loss on Retirement of Assets	0.49	0.06
Dividend Income	(68.75)	(55.00)
Interest Income	(4,141.12)	(4,992.84)
Interest & Financial Charges	7,725.40	11,782.52
Provision/(Reversal) of diminution in value of Investments	-	(4.10)
Operating Profit Before Working Capital Changes	87,151.49	93,261.95
<u>Changes in Current Assets and Current Liabilities</u>		
(Increase)/Decrease in Inventory	(749.05)	(4,082.21)
(Increase)/Decrease in Trade Receivable	(136.14)	9,855.25
(Increase)/Decrease in Loans, Advances & Other Current Assets	(7,370.14)	(18,060.17)
Increase/(Decrease) in Trade payable, Other current liability & Provisions	1,833.13	3,471.06
Increase/(Decrease) in Other Long Term Liability	206.37	110.11
Cash Generated from Operations	80,935.66	84,555.99
Taxes Paid	(20,615.57)	(21,947.06)
Net Cash Flow from Operating Activities (A)	60,320.09	62,608.93
B Cash Flow from Investing Activities		
(Increase) / Decrease in Investment	(5,639.70)	35.72
Interest Received	4,250.54	5,052.95
Dividend Received	1,842.17	55.00
Changes in earmarked Fixed Deposits & Current Account	(12,041.71)	4,920.97
Proceeds from sale of Assets	608.01	46.42
Acquisition of Fixed Assets and Change in Capital Work in Progress	(24,919.50)	(30,071.24)
Tax paid on interest income of Subsidiaries	(88.63)	(140.48)
Net Cash Flow from Investing Activities (B)	(35,988.80)	(20,100.65)
C Cash Flow from Financing Activities		
Proceeds from issue of Equity Share Capital including Share Premium	3,060.06	3,769.24
Proceeds from Long Term Borrowing	17,700.00	41,149.33
Repayment of Long Term Borrowings	(27,477.17)	(68,281.67)
Dividend (Including Corporate Dividend Tax) Paid	(8,132.82)	(6,584.08)
Interest & Financial Charges paid	(12,077.59)	(13,885.93)
Net Cash Flow from Financing Activities (C)	(26,927.52)	(43,833.11)
Net Increase / (Decrease) in Cash and Cash Equivalents (A+ B+ C)	(2,596.23)	(1,324.83)
Cash and Cash Equivalents at the beginning of the Period	12,173.31	13,498.14
Cash and Cash Equivalents at the end of the Period	9,577.08	12,173.31

Notes to Cash Flow Statement

1 Cash and Cash Equivalent includes-

Cash and Cheques on Hand	2.10	1.75
Balances with Scheduled Banks		
– in Current Accounts	1,304.14	1,526.56
– in Deposit Accounts	8,270.85	10,645.00
	9,577.08	12,173.31

2 Previous period's figures have been rearranged/regrouped wherever necessary.

As per our Report of even date attached

For V.V. Patel & Co
Chartered Accountants
Firm Regn. No. 118124W

Swapnil K Bhatt
Partner
Membership No.128864

Place : Ahmedabad
Date : 19th May, 2016

For and on behalf of the Board of Directors,

M M Srivastava, IAS (Retd.)
Chairman
DIN : 02190050

Manish Seth
Chief Financial Officer

Dr. J N Singh, IAS
Managing Director
DIN : 00955107

Reena Desai
Company Secretary

Place : Gandhinagar
Date : 19th May, 2016

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31ST MARCH, 2015

1 CORPORATE INFORMATION

Gujarat State Petronet Limited (GSPL) is a public limited company domiciled in India and incorporated under the provisions of the Companies Act, 1956. GSPL is a Government Company u/s 2(45) of Companies Act 2013. Its shares are listed on Bombay Stock Exchange Limited and National Stock Exchange of India Limited in India. The Company is primarily engaged in transmission of natural gas through pipeline on an open access basis from supply points to demand centres. The Company also sells electricity generated through Windmills.

2 BASIS OF PREPARATION & PRINCIPLES OF CONSOLIDATION

- (i) The financial statements are prepared on accrual basis of accounting under historical cost convention in accordance with generally accepted accounting principles in India and the relevant provisions of the Companies Act, 2013 including accounting standards notified there under.
- (ii) The preparation of financial statements requires management to make certain judgments, estimates and assumptions that affect the amounts reported in the financial statements and notes thereto. Management believes these assumptions are reasonable and prudent.
- (iii) The consolidated Financial Statements of GSPL represents consolidation of its financial statements with two subsidiaries as per Accounting Standard 21 '*Consolidated Financial Statements*' and two associates as per Accounting Standard 23 '*Accounting for investment in associates in consolidated financial statements*'.

The Proportion of Ownership Interest in Each Subsidiary and associate is as follows:

Name of Company	Relation with GSPL	Proportion of Ownership Interest as at 31 st March, 2016
GSPL India Gasnet Ltd. (GIGL)	Subsidiary	52.00%
GSPL India Transco Ltd. (GITL)	Subsidiary	52.00%
Gujarat Gas Ltd. (GGL) (Refer Note- 41)	Associate	25.76%
Sabarmati Gas Ltd. (SGL) (Refer Note -42)	Associate	27.47%

- (iv) Consolidation of Financial Statements of subsidiaries

The financial statements of GSPL and its subsidiaries are consolidated on line by line basis by adding together the book value of like items of asset, liability, income and expenditure after eliminating intra-group balances and intra-group transactions resulting in unrealised profits or losses in accordance with Accounting Standard 21 "Consolidated Financial Statements"

Any excess / short of the amount of investment in a subsidiary over the parent's portion of equity of the subsidiary, at the date of investment is recognised as Goodwill / Capital Reserve in Consolidated Financial Statement.

The subsidiaries accounting policies are similar to Holding company, therefore, no adjustment is required at the time of consolidating the financial statements.

- (v) Accounting for Investment in Associate

Investment in Associate has been accounted for using equity method in accordance with Accounting Standard 23 'Accounting for investment in associates in consolidated financial statements'

Any excess / short of the amount of investment in a associate over the parent's portion of equity of the associate, at the date of investment is considered as Goodwill / Capital Reserve and has been included in carrying amount of investment and disclosed separately. The carrying amount of investment is adjusted thereafter for the post acquisition changes in the share of net asset of associate.

Most of the accounting policies of Associate are same except few, mainly depreciation, & employee stock options plan valuation for which necessary adjustments have been made.

- (vi) The financial statements of subsidiaries and associates are prepared up to the same reporting date as that of GSPL i.e. 31st March, 2016.
- (vii) Minority Interest in share of Net Assets of Consolidated subsidiaries is identified and presented in the Consolidated Balance Sheet separately from liabilities and the equity of the Company's shareholders. Minority Interest's share of Net Profit/Loss of Consolidated Subsidiaries for the year is identified and adjusted against the income of the group in order to arrive at the Net Income attributable to the shareholders of the Company.
- (viii) Investment in other companies (other than subsidiaries and associates) are accounted as per Accounting Standard 13 'Accounting for investment'

2.1 Significant Accounting Policies

(a) Fixed Assets and Capital Work in Progress

Fixed Assets are stated at cost net of recoverable taxes, less accumulated depreciation and impairment loss, if any.

The Company capitalises all directly attributable cost including borrowing cost of bringing the Asset to its working condition for the intended use.

Capital Work-In-Progress includes expenditure incurred on Assets, which are yet to be commissioned and project inventory.

All the direct expenditure related to implementation including expenditure incurred during the period of construction on a project, till it is commissioned, is kept as Capital work in progress (CWIP) and after commissioning the same is transferred / allocated to the respective Fixed assets.

(b) Intangible Assets

Intangible Assets are stated at cost of acquisition net of recoverable Taxes less accumulated amortisation, if any.

Intangible assets like software, licenses, Right-of-Use of land (ROU) and Right of Way (ROW) permissions which are expected to provide future enduring economic benefits are capitalized as Intangible Assets.

(c) Depreciation and Amortisation

Depreciation on gas transmission pipeline(s) is provided on straight line method (SLM) and on other tangible assets is provided on written down value method (WDV) based on the useful life prescribed in schedule II to the Companies Act 2013 except, for mobile phones which are depreciated over useful life of two years based on technical opinion.

Moreover, useful life of CNG Gas Stations & Network Equipments is considered as 18 years by associate companies.

Depreciation on assets acquired / disposed off during the year is provided on pro-rata basis with reference to the date of addition / disposal. Assets costing up to ₹ 5,000/- are depreciated fully in the year of purchase / capitalization.

Cost of lease-hold land is amortized equally over the period of lease.

In case of Intangible Assets, software is amortized at 40% on written down value method. Right of Use is perpetual in nature. However, as required by AS-26, Right of Use (ROU) is amortised over 99 years on straight line method and Right of Way (ROW) is amortised over 30 years on straight line method as the same is inextricably linked and dependent on useful life of gas transmission pipeline(s).

(d) Investment

Long Term Investments are stated at cost. Provision for diminution in the value of Long-Term Investments is made only if such a decline is other than temporary.

Current Investments are carried at lower of cost and quoted/fair value. Any reduction in carrying amount and any reversals of such reductions are charged or credited to the statement of Profit & Loss.

(e) Inventory

Inventories including project inventory, stock of stores, spares, consumables and line pack gas not meant for sale in ordinary course of business are valued at weighted moving average cost.

(f) Employee Benefits

Employees Benefits are provided as per Accounting Standard -15 "Employee Benefits" (revised 2005) as under:

The Company has participated in Group Gratuity scheme of Life Insurance Corporation of India. The liability in respect of gratuity benefits being defined benefit schemes, payable in future, are determined by actuarial valuation carried out using projected unit credit method as on the balance sheet date and actuarial gains/(losses) after adjustment of planned assets are charged to the statement of profit and loss for the year. Moreover, the liability in respect of leave encashment being defined benefit schemes, payable in future, are also determined by actuarial valuation carried out using projected unit credit method as on the balance sheet date and actuarial gains/(losses) are charged to the Statement of Profit and Loss for the year.

Retirement benefits in the form of provident fund and defined superannuation fund which are defined contribution schemes, are accrued in accordance with statutes and deposited with respective authority/agency and charged to the Statement of Profit & Loss account for the year, in which the contributions to the respective funds accrue.

Short-term employee benefits are recognized as an expense in the Statement of Profit & Loss for the year in which related services are rendered.

In respect of employees stock options, in accordance with SEBI (Share Based Employee Benefits) Regulations, 2014, the difference between market price as on the date of grant of Option and the Exercise Price of total no. of Options granted is recognized as an Asset called 'Deferred ESOP Compensation' and as a liability called 'ESOP Outstanding Account'. The

asset called 'Deferred ESOP Compensation' is amortized over the vesting period on Straight Line basis and considered as a part of 'Employee Benefit Expenses' in the Statement of Profit & Loss Account, whereas the liability called 'ESOP Outstanding Account' is derecognized at the time of exercise of Options by the Employees.

(g) Borrowing Cost

The Company is capitalising borrowing costs that are directly attributable to the acquisition or construction of qualifying Fixed Assets. For interest capitalisation, the capital cost of a particular project is identified against a borrowing in terms of period of construction and the interest for the relevant period is added to the capital cost till the particular project is capitalised and thereafter the interest is charged to the Statement of Profit & Loss. All other borrowing costs are recognized as expense in the period in which they are incurred and charged to the Statement of Profit & Loss.

(h) Foreign Currency Transactions

Transactions denominated in foreign currencies are normally recorded at the exchange rates prevailing at the time of the transaction.

Monetary items (assets and liabilities) denominated in foreign currencies at the year-end are reported at the exchange rate prevailing on the Balance Sheet date.

Non-monetary foreign currency items are carried at cost using the exchange rates on the date of transaction.

Any income or expense on account of foreign exchange difference either on settlement or on translation is recognized in the Statement of Profit & Loss in line with the provisions of Accounting Standard -11 "The Effects of Changes in Foreign Exchange Rates".

(i) Revenue Recognition

Revenue from transmission of gas through pipeline is recognized net of Service Tax on fortnight basis when it can be reliably measured and it is reasonable to expect ultimate collection.

Income from sale of windmill generated electricity is recognized on last day of respective month when it can be reliably measured and it is reasonable to expect the ultimate collection.

All other revenues are recognised when it can be reliably measured and it is reasonable to expect ultimate collection.

Interest income is recognized on time proportion basis. Dividend income is recognized when right to receive is established.

Prepaid expenses and prior period expenses / income up to ₹ 50,000/- in each case are charged to relevant heads of account of the current year.

(j) Taxation

Provision for current Tax is made as per the provisions of the Income-Tax Act, 1961.

Deferred Tax resulting from "timing difference" between taxable and accounting income is accounted for using the Tax rates and laws that are enacted or substantively enacted as on the Balance Sheet date. Deferred Tax Asset is recognised and carried forward only to the extent that there is a virtual certainty that the asset will be realised in future.

Minimum Alternate Tax (MAT) credit is recognised as an Asset only to the extent when there is convincing evidence that the Company will pay normal Income Tax during the specified period. In the year in which MAT credit becomes eligible to be recognised as an Asset in accordance with the recommendations contained in Guidance Note issued by ICAI, the said Asset is created by way of a credit to the Statement of Profit and Loss and shown as MAT credit entitlement. The Company reviews the same at each Balance Sheet date and write down the carrying amount of MAT credit entitlement to the extent there is no longer convincing evidence to the effect that Company will pay normal Income Tax during the specified period.

(k) Impairment of Assets

At each balance sheet date, the Company reviews the carrying amounts of its assets to determine whether there is any indication that those assets suffered any impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of impairment loss. Recoverable amount is the higher of an asset's net selling price and value in use. In assessing value in use, the estimated future cash-flow expected from the continuing use of the assets and from its disposal is discounted to their present value using a pre-tax discount rate that reflects the current market assessments of time value of money and the risk specific of the assets. An asset is treated as impaired when the carrying cost of asset exceeds its recoverable value. An impairment loss is charged to the Statement of Profit and Loss in the year in which an asset is identified as impaired. The impairment loss recognised in prior accounting period is reversed if there has been a change in the estimate of recoverable amount and is recognized immediately as income in the Statement of Profit and Loss.

(l) Earnings per Share

The Company reports Earnings Per Share (EPS) in accordance with Accounting Standard - 20 "Earnings Per Share".

Basic EPS is computed by dividing net Profit After Taxes for the year by weighted average number of Equity Shares outstanding during the year.

Diluted EPS is computed by dividing Net Profit After Taxes for the year by the weighted average number of Equity Shares outstanding during the year including weighted average number of Shares that could have been issued on conversion of all dilutive potential Equity Shares.

(m) Provisions, Contingent Liabilities and Contingent Assets

Provisions involving substantial degree of estimation in measurement are recognised when there is present obligation as a result of past events and it is probable that there will be an outflow of resources.

Contingent liabilities are not provided for & if material, are disclosed by way of notes to accounts.

Contingent Assets are neither recognized nor disclosed in Financial Statements.

(n) Cash and cash Equivalent

Cash and Cash Equivalents comprise cash and cash on deposit with banks and corporations. The Company considers all highly liquid investments with a remaining maturity at the date of purchase of three months or less and that are readily convertible to known amounts of cash to be Cash Equivalents.

(o) Cash Flow Statement

Cash Flows are reported using the indirect method, whereby Profit Before Tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.

(p) Prior Period Adjustments

Any prior period expenditure/(income) exceeding ₹50,000 per transaction is shown under the head "Prior Period Adjustments Account" in the Statement of Profit & Loss for the year in line with Accounting Standard 5 "Net Profit or Loss for the period, Prior Period Items and Changes in Accounting Policies".

(q) Proposed Dividend

The Dividend as proposed by the Board including Tax thereon is provided in Financial Statements pending approval at the Annual General Meeting.

(r) Event Occurring after Balance Sheet Date

Material adjusting events (that provides evidence of condition that existed at the Balance Sheet date) occurring after the Balance Sheet date are recognized in the Financial Statements. Non adjusting events (that are inductive of conditions that arose subsequent to the Balance Sheet date) occurring after the Balance Sheet date that represents material change and commitment affecting the financial position are disclosed in the Directors' Report.

3 SHARE CAPITAL

(₹ in Lacs)

Particulars	As at 31 st March, 2016		As at 31 st March, 2015	
	No. of Shares	Amount	No. of Shares	Amount
AUTHORISED SHARE CAPITAL				
Equity Shares of ₹ 10 each	700,000,000	70,000.00	700,000,000	70,000.00
ISSUED, SUBSCRIBED AND PAID UP CAPITAL				
Equity Shares of ₹ 10/- each fully paid up	56,33,40,064	56,334.01	56,29,79,980	56,298.00
TOTAL	56,33,40,064	56,334.01	56,29,79,980	56,298.00

Reconciliation of number of Shares Outstanding at the beginning and at the end of the Year

Particulars	2015 - 16		2014 - 15	
	No. of Shares	Amount	No. of Shares	Amount
Equity Shares				
Equity Shares at the beginning of the Year	56,29,79,980	56,298.00	56,27,38,695	56,273.87
Add: Equity Shares allotted pursuant to Employee Stock Option Plan	3,60,084	36.01	2,41,285	24.13
Equity Shares at the end of the Year	56,33,40,064	56,334.01	56,29,79,980	56,298.00

Terms/Rights attached to Equity Shares

The company has only one class of equity shares having a par value of ₹ 10/- per share. Each holder of equity share is entitled to one vote per share. The company declares and pays dividend in Indian Rupees. The dividend proposed by the Board of Directors is subject to the approval of shareholders in the ensuing Annual General Meeting.

During the year ended 31st March, 2016, the amount of dividend per share recognised as distributions to equity shareholders is ₹ 1.5 per share. (31st March 2015: ₹ 1.2 per share.)

In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company. The distribution will be in proportion to the number of equity shares held by the shareholders.

Details of Shares held by Holding Company and ultimate Holding Company and their Subsidiaries / Associates

Particulars	As At 31 st March, 2016		As At 31 st March, 2015	
	No. of Equity Shares	Amount (₹ in Lacs)	No. of Equity Shares	Amount (₹ in Lacs)
Equity Shares held by Holding Company - Gujarat State Petroleum Corporation Ltd. having face value of ₹ 10/- each	21,23,05,270	21,230.53	21,23,05,270	21,230.53

Details of Equity Shareholder(s) holding more than 5% Equity Shares

Name of the Shareholder	As At 31 st March, 2016		As At 31 st March, 2015	
	No. of Equity Shares	% Holding in Equity Shares	No. of Equity Shares	% Holding in Equity Shares
Gujarat State Petroleum Corporation Limited	21,23,05,270	37.69%	21,23,05,270	37.71%
Gujarat Maritime Board	3,70,88,000	6.58%	3,70,88,000	6.59%

Detail of Shares reserved for issue under ESOP

For details of Shares reserved for issue under the Employees Stock Option Plan (ESOP) 2005 and 2010 of GSPL, please refer Note No. 37.

4 RESERVES & SURPLUS

(₹ in Lacs)

Particulars	As at 31 st March, 2016	As at 31 st March, 2015
<u>Securities Premium Reserve</u>		
Opening Balance	40,381.41	40,131.83
Add: Additions during the Year	403.47	249.58
Closing Balance	40,784.88	40,381.41
<u>General Reserve</u>		
Opening Balance	272.30	272.30
Add: Additions during the Year	-	-
Closing Balance	272.30	272.30
<u>Capital Reserve on Consolidation</u>	257.00	196.03
<u>Employees' Stock Options Outstanding (Net)</u>		
Gross Compensation for ESOPs Granted	1,001.66	1,001.66
Less: Deferred Employee Stock Compensation	-	26.35
Less: Transferred to Securities Premium on exercise of ESOPs	279.61	110.19
Less: ESOP Lapsed / Cancelled	306.17	236.16
Closing Balance	415.88	628.96
<u>Profit & Loss Account</u>		
Opening Balance	2,80,221.77	2,41,017.97
Add: Profit during the Year	46,466.94	48,630.55
Add: Change in Associates share of profit due to policy change / amalgamation	(14,979.42)	(487.94)
Less: Adjustment for Assets with expired useful life as on 01.04.2014	-	699.00
<u>Less: Appropriations</u>		
Transfer to Capital Reserve	60.97	70.08
Proposed Equity Dividend	8,450.10	6,755.76
Difference in Final Dividend for Equity Share	1.45	0.27
Tax on Proposed Final Equity Dividend	1,720.24	1,413.65
Difference in Tax on Final Dividend for Equity Share	(38.04)	0.05
Closing Balance	3,01,514.57	2,80,221.77
TOTAL	3,43,244.63	3,21,700.47

5 LONG TERM BORROWINGS

(₹ in Lacs)

Particulars	As At 31 st March, 2016		As At 31 st March, 2015	
	Non-Current	Current	Non-Current	Current
<u>Secured</u>				
Term Loan from Banks	64,138.67	10,255.26	53,995.66	8,720.09
Term Loan from Financial Institutions	14,765.63	2,812.50	20,792.41	4,241.07
<u>Unsecured</u>				
Term Loan from Financial Institutions	-	14,000.00	14,000.00	14,000.00
TOTAL	78,904.30	27,067.76	88,788.07	26,961.16
Amount Disclosed under the Head "Other Current Liabilities" (Note No. 10)	-	(27,067.76)	-	(26,961.16)
Net Amount	78,904.30	-	88,788.07	-

Term Loan from banks and financial institutions including foreign currency loans are secured by first pari-passu charge on all Intangible and Tangible Assets (except 36" pipeline from Hazira to Mora), Capital Work in Progress, Operating Cash Flows, Book Debts and other Movables of the Company.

For foreign currency loan, the Company has entered into cross currency swap and interest rate swap in order to hedge its foreign currency risks in full.

Maturity Profile and Rate of Interest of Term Loan [§]

			Maturity Profile		(₹ in Lacs)
Rate of Interest	No. of Installments	Outstanding as at 31st March 2015	2015-2016	2017-2027	
8.64%	25	3,645.83	583.33	3,062.50	
7.50%	25	10,416.67	1,666.67	8,750.00	
8.11%	25	3,515.63	562.50	2,953.13	
Base Rate + 0.35%	13	4,766.67	1,466.67	3,300.00	
1 Year GSEC + 2.175%	9	5,429.46	1,206.55	4,222.91	
Base Rate + 0.25%	4	985.91	985.91	-	
Base Rate + 0.25%	9	2,390.66	1,072.00	1,318.66	
Base Rate + 0.25%	9	2,791.63	1,252.00	1,539.63	
Base Rate + 0.35%	10	3,571.43	1,428.57	2,142.86	
10.10% - Reset at every year	9	3,214.29	1,428.57	1,785.71	
Base Rate + 0.25	28	7,086.28	357.14	9,629.14	
Base Rate + 0.45	36	8,700.00	-	15,000.00	
Base Rate + 0.25	32	2,799.29	156.25	4,843.04	
Base Rate + 0.25	32	4,098.49	-	9,998.49	
Base Rate + 0.25	28	17,496.92	625.00	16,871.92	
9.50%	4	14,000.00	14,000.00	-	
Grand Total	330	1,05,972.06	27,067.76	96,204.29	

[§] Repayment schedule includes amount of loan sanctioned to be drawn.

6 DEFERRED TAX LIABILITIES (Net)

(₹ in Lacs)

Particulars	As at 31st March, 2016	As at 31st March, 2015
Deferred Tax Liability:		
On account of Depreciation	47,948.20	45,451.36
Total Deferred Tax Liability (A)	47,948.20	45,451.36
Deferred Tax Asset:		
Provision for Leave Salary	231.66	205.08
Provision for Gratuity	133.98	114.02
Provision for doubtful Debts	92.78	92.78
Other	51.67	4.02
Total Deferred Tax Asset (B)	510.09	415.90
Net Deferred Tax Liability (A-B)	47,438.11	45,035.46

7 OTHER LONG TERM LIABILITIES

(₹ in Lacs)

Particulars	As at 31st March, 2016	As at 31st March, 2015
Security Deposit from Customers	2,621.20	2,421.20
OYVS Installments from Employees	50.24	43.56
Other Payables (including payables for Capital Goods and Services)	50.34	50.34
TOTAL	2,721.78	2,515.10

8 PROVISIONS

(₹ in Lacs)

Particulars	As At 31 st March, 2016		As At 31 st March, 2015	
	Non-Current	Current	Non-Current	Current
Provision for employee benefits				
Provision for Gratuity	343.06	105.16	274.30	97.44
Provision for Leave Salary	743.60	31.86	636.79	26.50
Provision for Leave Travel Allowance	-	45.98	-	44.67
Provision for Superannuation	-	55.15	-	43.39
	1,086.66	238.16	911.10	212.00
Other Provisions				
Provision for Income Taxes (Net)	-	-	-	-
Proposed Equity Dividend	-	8,450.10	-	6,755.76
Provision for Tax on Proposed Equity Dividend	-	1,720.24	-	1,413.65
Provision for Wealth Tax	-	-	-	9.63
	-	10,170.34	-	8,179.04
TOTAL	1,086.66	10,408.50	911.10	8,391.04

9 TRADE PAYABLES

(₹ in Lacs)

Particulars	As at 31 st March, 2016	As at 31 st March, 2015
Total outstanding dues		
- Micro, Small and Medium Enterprises*	113.63	61.56
- Others	1,531.49	3,983.94
TOTAL	1,645.12	4,045.50

* Refer Note No.: 33 for Details of Due to Micro, Small & Medium Enterprises.

10 OTHER CURRENT LIABILITIES

(₹ in Lacs)

Particulars	As at 31 st March, 2016	As at 31 st March, 2015
Current Maturities of Long-Term Borrowings (Refer Note No. 5)	27,067.76	26,961.16
Other Payables (including payables for Capital Goods and Services) (refer note no.33 for details of due to Micro, Small and Medium Enterprises)	13,647.90	10,969.53
Interest accrued but not due on Long Term Borrowings	780.86	1,142.35
Earnest Money Deposit	44.55	33.15
Deposit from Customers	1,041.09	945.59
Dividend Payable / Unclaimed	85.54	81.67
Imbalance, Overrun & Other Charges	2,950.54	2,608.78
Other Statutory Liabilities	340.70	319.17
TOTAL	45,958.94	43,061.40

11 FIXED ASSETS

(₹ in Lacs)

Particulars	Gross Carrying Amount			Accumulated Depreciation / Amortisation			Net Carrying Amount	
	Balance as on 1-Apr-2015	Additions/ Adjustments during the year	Deduction During the year	Balance as on 31-Mar-2016	Balance as on 01-Apr-2015	Additions During the year	Deduction During the year	Balance as on 31-Mar-2016
Tangible Assets								
Land- Free Hold	15,516.13	1,030.24	468.60	16,077.76	-	-	-	16,077.76
Land- Lease Hold	3,531.19	28.85	-	3,560.05	277.50	55.67	-	3,226.88
Building	20,032.60	2,040.72	-	22,073.32	7,778.39	1,232.55	-	13,062.38
Plant & Machinery	4,08,803.35	20,193.33	27.03	4,28,969.65	1,48,388.18	14,086.26	23.20	2,66,518.41
Communication Equipments	10,403.02	434.28	16.54	10,820.76	6,367.66	937.40	14.68	7,290.38
Electrical Install.& Equipments	13,158.94	1,158.72	-	14,317.66	8,597.29	1,622.44	-	10,219.73
Computers	852.22	122.42	52.44	922.20	698.25	103.92	42.66	759.51
Furniture & Fittings	888.57	16.85	1.35	904.07	454.23	123.32	1.21	576.33
Office Equipments	144.17	9.68	-	153.85	101.35	22.06	-	123.41
Vehicles	746.09	65.05	125.22	685.92	453.73	90.88	86.99	457.62
Books	13.44	-	-	13.44	13.44	-	-	13.44
Ship / Boat	9.82	-	-	9.82	3.48	1.31	-	4.79
Total (A)	4,74,099.53	25,100.14	691.18	4,98,508.49	1,73,133.50	18,275.81	168.73	1,91,240.57
Intangible Assets								
Computer Software	1,304.04	63.92	-	1,367.96	1,107.32	89.80	-	1,197.12
Right of Use / Right of Way	17,174.57	986.65	74.39	18,086.83	1,391.99	182.39	-	1,574.39
Total (B)	18,478.61	1,050.57	74.39	19,454.79	2,499.31	272.19	-	2,771.51
Capital Work in Progress	-	-	-	-	-	-	-	-
Total (C)	-	-	-	-	-	-	-	-
Total (A+B+C)	4,92,578.14	26,150.71	765.57	5,17,963.28	1,75,632.81	18,548.00	168.73	1,94,012.08
Previous Year	4,75,758.90	16,983.24	164.02	4,92,578.14	1,55,227.43	20499.16*	93.78	1,75,632.81

* Netoff Adjustment for (i) depreciation on tangible assets with expired useful life as on 01.04.2014 under Schedule II to the Companies Act 2013 and (ii) amortisation on intangible assets pertaining to prior period

12 NON-CURRENT INVESTMENTS

(₹ in Lacs)

Particulars	As At 31 st March, 2016		As At 31 st March, 2015	
	Non-Current	Current	Non-Current	Current
Trade Investments (Long Term)				
Investment in Quoted Equity Shares of Associate Companies				
3,54,68,471 (31 st March, 2015: Nil) Fully Paid Up Equity Shares of ₹ 10 each of Gujarat Gas Limited [Quoted as "Gujarat Gas Limited" w.e.f 15 th Sep., 2015 which is formally unquoted as "GSPC Distribution Networks Limited"] (refer note no -41)	45,784.87			
Less: Capital Reserve / (Goodwill)	4,524.43			
	41,260.44			
Add: Share of Profit	5,420.33			
Less: Dividend received	2,948.64			
	<u>43,732.13</u>			
Investment in Unquoted Equity Shares of Associate Companies				
Nil (31 st March, 2015: 2,46,37,085) Fully Paid Up Equity Shares of ₹ 10 each of GSPC Gas Company Limited [Merged into GSPC Distribution Networks Limited] Less: Capital Reserve / (Goodwill)	-	-	6,240.19	
			(20.25)	
			6,260.44	
Add: Share of Profit			12,232.85	
Less: Dividend Received			1,175.22	
			<u>17,318.07</u>	
Nil (31 st March, 2015: 35,00,00,000) Fully Paid Up Equity Shares of ₹ 10 each of GSPC Distribution Networks Limited] [Refer note 41] Less: Capital Reserve	-	-	39,544.68	
			4,544.68	
			35,000.00	
Add: Share of Profit			4,387.56	
			<u>39,387.56</u>	
54,93,070 (31 st March, 2015: 27,50,000) Fully Paid Up Equity Shares of ₹ 10 each of Sabarmati Gas Limited [Became associate w.e.f 18 th Feb, 2016 - Refer note 42] Less: Capital Reserve / (Goodwill)	5,197.72			
	(1,541.98)			
	6,739.70			
Add: Share of Profit	(10.01)			
	<u>6,729.69</u>			-
Investment in Unquoted Equity Shares of Other Companies				
2,50,00,000 (31 st March, 2015: 2,50,00,000) Fully Paid Up Equity Shares of ₹ 10 each of GSPC LNG Limited (at Cost)	2,500.00		2,500.00	
62,50,000 (31 st March, 2015: 62,50,000) Fully Paid Up Equity Shares of ₹ 10 each of Gujarat State Energy Generation Limited (at cost)	1,000.00		1,000.00	
Nil (31 st March, 2015: 27,50,000) Fully Paid Up Equity Shares of ₹ 10 each of Sabarmati Gas Limited (at cost) [Became associate w.e.f 18 th Feb 2016 - Refer note 42]			1,100.00	

Particulars	As At 31 st March, 2016		As At 31 st March, 2015	
	Non-Current	Current	Non-Current	Current
Investment in Unquoted Debentures of Other Companies				
2,000 (31 st March, 2015: 2000) Fully Paid Up 6% Optionally Convertible Debentures of ₹1,00,000 each of Sabarmati Gas Limited	-	2,000.00	2,000.00	
TOTAL	53,961.82	2,000.00	63,305.63	
Aggregate amount of Quoted Investments	43,732.13			
Market value of Quoted Investment	1,95,785.96			
Aggregate amount of Unquoted Investments	10,229.69	2,000.00	63,305.63	

13 LOANS AND ADVANCES

(₹ in Lacs)

Particulars	As At 31 st March, 2016		As At 31 st March, 2015	
	Non-Current	Current	Non-Current	Current
Capital Advances				
Unsecured, Considered Good	1,429.43	-	4,273.51	-
Security Deposit Given				
Unsecured, Considered Good	2,750.25	97.38	2,062.64	103.30
Loans & Advances to Related Parties				
<u>Unsecured, Considered Good</u>				
Equity Share Application - GSPC LNG Ltd.	-	-	-	-
Other Loans & Advances				
<u>Secured, Considered Good</u>				
Housing Building Advance to Employees	1,301.98	104.03	1,171.15	84.40
<u>Unsecured, Considered Good</u>				
Advance Income Tax and TDS (Net of Provision)	784.93	-	234.17	-
Loans & Advances to Employees	98.37	119.23	82.14	104.02
Payment under Protest	335.78	1,923.98	772.53	-
Balance of Service Tax & Excise Duty	8,725.85	2,547.82	8,366.86	2,966.49
Other Advances	22,400.00	411.51	15,000.00	327.12
Prepaid Expenses	55.32	156.27	46.85	127.78
TOTAL	37,881.92	5,360.22	32,009.84	3,713.12

14 OTHER ASSETS

(₹ in Lacs)

Particulars	As At 31 st March, 2016		As At 31 st March, 2015	
	Non-Current	Current	Non-Current	Current
<u>Unsecured, Considered Good</u>				
Non-Current Bank Balances (Note No. 17)	1,237.08	-	1,794.05	-
Others				
Others Receivables	-	117.41	-	140.22
Interest Accrued but Not Due on Deposits	200.13	848.24	103.03	991.14
Interest Accrued But not due on OCDs	-	108.00	-	181.16
TOTAL	1,437.21	1,073.64	1,897.08	1,312.53

15 INVENTORIES (Valued at Weighted Moving Average Cost)

(₹ in Lacs)

Particulars	As at 31 st March, 2016	As at 31 st March, 2015
Stores & Spares	1,759.65	1,861.82
Line Pack Gas	10,012.90	9,161.68
TOTAL	11,772.55	11,023.50

16 TRADE RECEIVABLES

(₹ in Lacs)

Particulars	As at 31 st March 2016	As at 31 st March 2016	As at 31 st March 2015	As at 31 st March 2015
Unsecured, considered Good				
Outstanding for a period exceeding 6 months	8,791.62		9,141.42	
Others	6,383.77	15,175.39	5,897.83	15,039.25
Unsecured, considered Doubtful				
Outstanding for a period exceeding 6 months	268.10		268.10	
Others	-	268.10	-	268.10
Less: Provision for Doubtful debts		(268.10)		(268.10)
TOTAL		15,175.39		15,039.25

17 CASH AND BANK BALANCES

(₹ in Lacs)

Particulars	As At 31 st March, 2016		As At 31 st March, 2015	
	Non-Current	Current	Non-Current	Current
Cash and Cash Equivalents				
Balances with Banks				
In Current Accounts	-	1,304.14	-	1,526.56
Fixed Deposit with original maturity of less than 3 months	-	8,270.85	-	10,645.00
Cash on Hand	-	2.10	-	1.75
	-	9,577.08	-	12,173.31
Earmarked Balances with Banks				
Unpaid Dividend Account	-	85.54	-	71.35
Balance in Escrow A/c-PNGRB [Incl. TD]	44.00	3,004.80	490.16	2,234.95
Other Bank Balances				
Fixed Deposit				
Margin Money Deposit - Bank Guarantees	793.08	211.20	751.89	11,101.01
With Original maturity of more than 12 months	400.00	118.22	552.00	107.74
With Original maturity of more than 3 months but less than 12 months	-	43,700.00	-	21,006.02
Total	1,237.08	56,696.84	1,794.05	46,694.38
Amount disclosed under Other Non-Current Assets (Note No.14)	(1,237.08)	-	(1,794.05)	-
TOTAL	-	56,696.84	-	46,694.38

18 REVENUE FROM OPERATIONS

(₹ in Lacs)

Particulars	For the Year ended 31 st March, 2016	For the Year ended 31 st March, 2015
Revenue from Transportation of Gas (Net)	94,970.33	1,02,305.21
Revenue from Sale of Electricity (Net)	3,730.40	3,750.80
Other Operating Revenues Connectivity Charges	491.82	403.64
TOTAL	99,192.55	1,06,459.65

19 OTHER INCOME

(₹ in Lacs)

Particulars	For the Year ended 31 st March, 2016	For the Year ended 31 st March, 2015
Interest Income		
Fixed Deposits with Banks	4,011.59	4,864.56
Optionally Convertible Debentures	120.00	120.00
Others	344.03	253.89
	4,475.61	5,238.45
Dividend from Associate (Long term Trade Investment)	68.75	55.00
Other Non-Operating Income	312.03	231.94
TOTAL	4,856.39	5,525.39

20 EMPLOYEE BENEFIT EXPENSES

(₹ in Lacs)

Particulars	For the Year ended 31 st March, 2016	For the Year ended 31 st March, 2015
Salaries and Wages		
Salaries and Allowances	2,905.17	2,737.03
Salary Arrears	-	0.28
Leave Salary	83.04	201.18
Contribution to Provident and Other Funds		
Contribution to Provident fund	200.98	185.86
Contribution to Super Annuation Scheme	84.40	72.52
Group Gratuity Expenses	105.63	248.46
ESOP Compensation Expenses	(43.67)	10.42
Staff Welfare Expenses	135.66	100.62
TOTAL	3,471.21	3,556.37

21 OTHER EXPENSES

(₹ in Lacs)

Particulars	For the Year ended 31 st March, 2016	For the Year ended 31 st March, 2015
(A) Operation & Maintenance Expenses		
Maintenance Contracts	2,890.67	2,264.13
Payment to Outsourced Persons	383.20	342.89
Security Service Charges	879.36	717.15
Land Revenue	5.81	13.24
Power & Fuel	750.55	588.40
Consumption of Stores & Spare Parts	460.94	337.16
System Usage Gas	284.62	1,560.44
Repairs & Maintenance - Building	54.11	49.09
Repairs & Maintenance - Machinery	117.41	199.81
Other O&M expenses	553.87	620.63
O&M Expenses - Windmill	488.78	524.47
(A)	6,869.32	7,217.41
(B) Other Expenses		
Advertisement & Publicity Expenses	122.96	115.53
Bandwidth & Website Maintenance Charges	9.90	12.65
Business Promotion	16.74	11.04
Loss on Sale of Asset	-	14.36
Provision/(Reversal) of diminution in value of Investments	-	(4.10)
Statutory Audit Fees	2.01	2.00
Donation	138.23	26.05
Provision for doubtful debts	-	6.81
Legal & Professional Expenses	424.48	550.79
Rent	136.53	156.83
Rate & Taxes	51.17	146.85
Recruitment & Training	65.48	55.22
Seminar & Conference	13.21	430.83
Stationery & Printing	27.73	34.66
Travelling Expenses - Directors	4.52	6.51
Travelling Expenses - Others	98.34	104.67
Postage, Telephone & Courier Expenses	51.58	53.95
HSE Expenses	43.59	50.00
Listing Fee	13.87	13.73
Insurance Expenses	285.87	310.36
Other Administrative Expenses	795.30	785.97
(B)	2,301.51	2,884.71
TOTAL (A+B)	9,170.83	10,102.12

22 DEPRECIATION AND AMORTISATION EXPENSES

(₹ in Lacs)

Particulars	For the Year ended 31 st March, 2016	For the Year ended 31 st March, 2015
Depreciation on Tangible Assets	18,183.92	18,675.18
Amortisation of Intangible Assets	250.08	247.79
TOTAL	18,434.00	18,922.97

23 FINANCE COSTS

(₹ in Lacs)

Particulars	For the Year ended 31 st March, 2016	For the Year ended 31 st March, 2015
Interest Expenses	7,687.97	11,732.99
Other Borrowing Costs	37.43	49.53
TOTAL	7,725.40	11,782.52

24 Previous year figures have been re-classified or regrouped wherever necessary.

25 CONTINGENT LIABILITIES AS ON 31ST MARCH, 2016

a) Claims against Company not acknowledged as debt:

- By land owners seeking enhancement of compensation in respect of RoU acquired by the Company is ₹ 2,124.57 Lacs (Previous Year: ₹ 2,124.57 Lacs) and by other parties including contractual disputes and share of associate are ₹ 8,365.52 Lacs (Previous Year: ₹ 1,993.50 Lacs)

During the year, PNGRB has encashed performance bank guarantees of subsidiaries amounting to ₹ 1,330.00 Lacs. The subsidiary companies have challenged the same in Delhi High Court. As the matter is sub-judice at Delhi High Court, payments of ₹ 1,330.00 Lacs has been disclosed as "Payment Under Protest".

- Central Excise and Service Tax matters:**

- In respect of GSPL - ₹ 33,137.94 Lacs (Previous Year : ₹ 33,137.94 Lacs)
- In respect of subsidiaries - ₹ Nil (Previous Year : ₹ Nil)
- Share in respect of associates - ₹ 1414.41 Lacs (Previous Year : ₹ 1,096.35 Lacs)

- Income Tax Matters:**

- In respect of GSPL - ₹ 355.94 Lacs (Previous Year : ₹ 1,195.95 Lacs)
- In respect of subsidiaries - ₹ Nil (Previous Year : ₹ Nil)
- Share in respect of associates - ₹ 3,233.27 Lacs (Previous Year : ₹ 2,828.96 Lacs)

Based on interpretation of the Acts & various judicial pronouncements in relation to similar matters, Company is of the view that these demands are likely to be deleted or it may be substantially reduced.

b) Guarantees :

- Outstanding Bank Guarantees / Letter of Credits (including share of associates) are ₹ 2,32,063.54 Lacs (Previous year ₹ 75,088.74 Lacs)
- Corporate Guarantee of ₹ 6,500.00 Lacs (Previous year 6,500.00 Lacs) for subsidiaries and of ₹ 50,000.00 Lacs for associate (executed jointly & severally along with associate) (Previous year 50,000.00 Lacs). Out of above, Corporate Guarantee of ₹ 50,000.00 Lacs was valid till 15th April, 2016 & hence contingent liability does not exist as on date of signing Balance Sheet.

c) Other :

Imbalance and overrun charges as per the 'Modalities of maintaining & operation of Escrow Account under the PNGRB (Access Code for Common or Contract Carrier Natural Gas Pipeline) Regulations, 2008' issued by PNGRB on 7th March, 2011, collected for the period prior to 1st April, 2011 amounting to ₹ 226.02 Lacs (net of taxes) has been deposited in Escrow Account under protest. However, the same is not recognised as liability as these guidelines are applicable w.e.f. 1st April, 2011.

26 CAPITAL & OTHER COMMITMENT AS ON 31ST MARCH, 2016**Capital Commitment :**

Estimated amount of contracts remaining to be executed on capital account and not provided for (including share of associates) is ₹ 56,136.27 Lacs (Previous year ₹ 45,344.95 Lacs).

Other Commitment :

Advance of ₹ Nil adjustable against re-gasification services (Previous year ₹ 5,000.00 Lacs)



27 As per Accounting Standard - 16 "Borrowing Cost" issued by ICAI, the Company has capitalised the borrowing cost amounting to ₹ 3,990.68 Lacs for the current year. (Previous year ₹ 2,333.72 Lacs).

28 PAYMENT TO AUDITORS

(₹ in Lacs)

Particulars	2015-2016	2014-2015
For Statutory Audit	5.02	5.02
For other Services	1.95	1.90
For Reimbursement of Expense	0.33	0.33
TOTAL	7.30	7.25

29 There are no whole time / executive directors on the Board except Managing Director. Managing director is not drawing any remuneration from the Company.

30 EXPENDITURE / INCOME IN FOREIGN CURRENCY

(₹ in Lacs)

Particulars	2015-2016	2014-2015
Expenditure		
Component & Spare parts*	38.25	292.89
Professional and consultation fee	21.13	99.86
Interest	634.06	843.23
Training & Conferences	13.11	1.80
Others	3.83	5.51
TOTAL	710.38	1243.29

* Comparison of consumption of Imported Component & Spares with Domestic Component & Spares is as below :

Particulars	2015 - 2016		2014 - 2015	
	Amount (₹ in Lacs)	% of total Consumption	Amount (₹ in Lacs)	% of total Consumption
Imported	102.36	22.21%	9.31	2.76%
Domestic	358.58	77.79%	327.85	97.24%
TOTAL	460.94	100.00%	337.16	100.00%

31 The balances of sundry debtors, creditors, loans & advances and deposits are subject to confirmation and provision for all liabilities is adequate in opinion of the Company.

32 EARNINGS PER SHARE (EPS)

Particulars	2015 - 2016	2014 - 2015
Profit After Tax (₹ in Lacs)	46,466.94	48,630.55
Weighted Average Number of Equity Shares	56,31,33,906	56,27,98,298
Basic EPS (in ₹)	8.25	8.64
Total Weighted Average Number of Equity Shares including Potential Equity Shares	56,34,92,116	56,31,05,017
Diluted EPS (in ₹)	8.25	8.64
Face Value / Nominal Value of Share (in ₹)	10.00	10.00

33 Information in respect Micro, Small and Medium Enterprises Development Act, 2006; Company had sought confirmation from the vendors whether they fall in the category of Micro/Small/Medium Enterprises. Based on the information available, the required disclosures are given below:

(₹ in Lacs)

Particulars	2015 - 2016	2014 - 2015
Principal amount remaining unpaid as on 31 st March, 2016	240.16	316.46
Interest due thereon as on 31 st March, 2016	-	-
Interest paid by the Company in terms of Section 16 of Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during the Year.	-	-
Interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the Year) but without adding the interest specified under Micro, Small and Medium Enterprises Development Act, 2006.	-	-
Interest accrued and remaining unpaid as at 31 st March, 2016	-	-
Further Interest remaining due and payable even in the succeeding years, until such date when the Interest dues as above are actually paid to the Small Enterprise	-	-

34 SEGMENT REPORTING

a. Business Segments

The Company has identified and reported business segments taking into account nature of product and services, differing risks and returns and internal business reporting systems. The Company's principal business is transportation of Gas through pipeline. Other business segment includes generation of electricity through windmill.

b. Segment Revenue and Expense

Revenue and Expenses have been identified to a segment on the basis of operating activities of the segment. Revenue and Expenses which relate to common activities and are not allocable to segment on reasonable basis have been disclosed as "Unallocable".

c. Segment Assets and Liabilities

Segment Assets include all operating assets in respective segments comprising of net Fixed Assets, Capital Work in Progress, Current Assets, Loans and Advances. Segment Liabilities include Operating Liabilities and Provisions.

d. The Company does not have geographical distribution of revenue hence secondary segmental reporting based on geographical locations of its customers is not applicable to the Company.

SEGMENTAL INFORMATION

Primary Segment (Business Segment)

(₹ in Lacs)

Particulars	Year 2015 - 2016				Year 2014 - 2015			
	Gas Transportation	Windmill	Unallocated	Total	Gas Transportation	Windmill	Unallocated	Total
1 Segment Revenue								
External Revenue*	95,828.23	3,730.40	-	99,558.63	1,02,983.79	3,750.80	-	1,06,734.59
Inter Segment Revenue	-	-	-	-	-	-	-	-
Total Segment Revenue	95,828.23	3,730.40	-	99,558.63	1,02,983.79	3,750.80	-	1,06,734.59
2 Segment Result - Profit(+) / Loss(-)	70,480.73	1,262.13		71,742.86	77,254.12	905.15	-	78,159.27
Unallocated Other Income			4,490.30	4,490.30	-	-	5,250.45	5,250.45
Unallocated Expenses & Finance Cost			(10,985.66)	(10,985.66)	-	-	(15,788.66)	(15,788.66)
Prior Period Adjustments			(12.76)	(12.76)	(1,210.36)	35.33	(88.97)	(1,264.00)
Profit Before Tax	70,480.73	1,262.13	(6,508.12)	65,234.74	76,043.76	940.48	(10,627.18)	66,357.06
Income Tax - Current Tax			(20,391.52)	(20,391.52)	-	-	(22,113.66)	(22,113.66)
Excess/Short Provision of Income Tax			354.75	354.75	-	-	0.47	0.47
Deferred Tax			(2,402.65)	(2,402.65)	-	-	(3,014.75)	(3,014.75)
Profit After Tax	70,480.73	1,262.13	(28,947.54)	42,795.32	76,043.76	940.48	(35,755.12)	41,229.12
3 Other Information								
Segment Assets	4,49,411.34	14,216.72	1,43,103.43	6,06,731.49	4,40,056.17	16,137.17	1,30,621.78	5,86,815.12
Segment Liabilities	60,548.64	196.73	5,45,986.12	6,06,731.49	53,693.63	137.23	5,32,984.26	5,86,815.12
Cost to Acquire Fixed Assets (incl.CWIP)	28,598.39	-	734.50	29,332.89	30,039.26	-	886.76	30,926.02
Depreciation & Amortisation	15,839.66	1,906.19	688.15	18,434.00	15,784.62	2,163.19	975.16	18,922.97
Non-Cash Expenses other than Depreciation & Amortisation			59.46	59.46	-	-	40.92	40.92

* Segment Revenue includes Other Income which is directly attributable to each segment.

35 RELATED PARTY TRANSACTIONS

As per the Accounting Standard-18 on "Related Party Disclosures" issued by The ICAI, list of related parties identified of the Company are as follows:

A. Holding Company:

- Gujarat State Petroleum Corporation Limited

B. Associates:

- Gujarat Gas Limited (Refer Note - 41)
- Sabarmati Gas Limited (w.e.f. 18th February, 2016 Refer Note - 42)
- Gujarat State Energy Generation Limited (associate of Holding Company)

C. Fellow Subsidiary:

- Guj Info Petro Limited
- GSPC Pipavav Power Company Limited
- GSPC LNG Limited

D. Co-Promoter of Subsidiaries:

- Indian Oil Corporation Limited
- Bharat Petroleum Corporation Limited
- Hindustan Petroleum Corporation Limited

E. Key Managerial Personnel:

- Shri Atanu Chakraborty, IAS, MD (Upto 11th April, 2016)
[Chairman – GIGL & GITL (from 8th May, 2015 to 11th April, 2016)]
- Shri M K Das, IAS, Chairman – GIGL & GITL (Upto 27th April, 2015)
- Shri N. Bose Babu, Director – GIGL & GITL
- Shri Ravindra Agrawal, Director - GIGL & GITL

Transactions entered into with (inclusive of all taxes) and balances of the related parties of the Company are as follows, ₹ in Lacs

Particulars	Holding		Associate*#		Fellow Subsidiary		Co-Promoter of GIGL & GITL		Key Managerial Personnel		Total	
	2015-16	2014-15	2015-16	2014-15	2015-16	2014-15	2015-16	2014-15	2015-16	2014-15	2015-16	2014-15
Gas Transportation Income	3428.70	2,433.06	22064.79	21,626.31	726.37	4,361.80	-	-	-	-	26219.86	28,421.17
Other Income	0.16	21.27	144.24	54.49	-	49.94	-	-	-	-	144.40	125.70
Interest on Investment	-	-	29.59	-	-	-	-	-	-	-	29.59	-
Dividend Received	-	-	1773.42	-	-	-	-	-	-	-	1773.42	0.00
Services received	6.37	43.62	19.23	26.40	4.65	40.12	10.94	49.41	-	-	41.19	159.55
Reimbursement made for expenses	107.10	159.12	29.92	2.83	3.22	0.14	80.79	61.12	-	-	221.03	223.21
Reimbursement received for expenses	92.74	114.02	62.48	202.67	23.53	-	-	-	-	-	178.75	316.69
Purchase of Line Pack Gas	1135.84	5,379.47	-	-	-	-	-	-	-	-	1135.84	5,379.47
Sitting Fees	-	-	-	-	-	-	1.47	1.24	1.36	1.34	2.83	2.58
Dividend Paid	2547.66	2,123.05	-	-	-	-	-	-	-	-	2547.66	2,123.05
Investment in Equity	-	-	5623.29	-	-	-	-	-	-	-	5623.29	0.00
Investment in Equity by Co-Promoters (including share application money)	-	-	-	-	-	-	2790.00	3,600.00	-	-	2790.00	3,600.00
Purchase of Assets	1.37	170.93	(2.81)	146.10	108.46	1.69	-	-	-	-	107.02	318.72
Sale of Assets	6.11	-	1975.20	-	-	-	-	-	-	-	1981.31	-
Transfer of receivable/ payable on Sale of Assets	(0.07)	-	22.30	-	-	-	-	-	-	-	22.23	-
Security deposits paid/ released	-	-	56.00	2.00	1.00	-	13.34	2.75	-	-	70.34	4.75
Security deposits Received	-	-	14.05	40.00	-	22.00	-	-	-	-	14.05	62.00
Account Payable as at year end	53.59	2,625.48	147.21	179.26	43.46	46.12	76.59	75.38	0.08	-	320.93	2,926.24
Account Receivable as at year end	171.85	88.12	1158.61	1,034.06	6.45	263.98	69.08	55.36	-	0.15	1405.99	1,441.67

*Including associate of holding company # Transaction with Sabarmati Gas Limited are reported from the date it became associate of the company.

36 DISCLOSURE FOR GRATUITY & LEAVE SALARY PROVISION AS PER AS-15

Company has participated in Group Gratuity scheme of Life Insurance Corporation of India. The liability in respect of gratuity benefits & leave salary being defined benefit schemes, payable in future, are determined by actuarial valuation as on balance sheet date.

In arriving at the valuation for gratuity & leave salary following assumptions were used:

Particulars	2015 - 2016		2014 - 2015	
	Gratuity	Leave Salary	Gratuity	Leave Salary
Mortality	Indian Assured Lives Mortality (2006-08) Ult.		Indian Assured Lives Mortality (2006-08) Ult.	
Withdrawal Rate	5% at Younger Age Reducing to 1% at Old Age		5% at Younger Age Reducing to 1% at Old Age	
Retirement Age	60 Years		60 Years	
Discount Rate	8.10%	8.10%	7.80%	7.80%
Rate of Return on Plan Assets	8.10%	-	9.00%	-
Salary Escalation	7.00%	7.00%	7.00%	7.00%

The following table sets out the status of the Gratuity Plan and Leave Salary as required under Accounting Standard 15 (Revised) on "Employee Benefit".

(₹ in Lacs)

Particulars	2015 - 2016		2014 - 2015	
	Gratuity	Leave Salary	Gratuity	Leave Salary
Table showing change in Benefit Obligation				
Opening defined Benefit Obligation	739.11	663.32	456.49	433.93
Interest Cost	57.08	50.71	40.58	38.53
Current Service Cost	115.86	94.82	97.65	57.26
Benefit Paid	(0.54)	(22.94)	(20.46)	(21.65)
Actuarial Loss/(Gain) on Obligations	(20.09)	(10.44)	164.86	155.23
Past Service Liability	-	-	-	-
Liability at the end of the Period	891.42	775.47	739.12	663.32
Table showing change in Fair Value of Plan Assets				
Fair Value of Plan Assets at the beginning	367.37	-	327.35	-
Adjustment to Opening Fund	0.44	-	(0.96)	-
Expected Return on Plan Assets	36.80	-	32.59	-
Contributions	44.02	-	22.31	-
Benefit Paid	(0.54)	-	(11.39)	-
Actuarial (gain) / loss on Plan Assets	4.89	-	2.53	-
Fair Value of Plan Assets at the end of the period	443.20	-	367.37	-
Actual Gain/Loss recognised				
Actuarial (gain) / loss on obligations	(20.09)	(10.44)	164.86	155.23
Actuarial (gain) / loss on Plan Assets	4.89	-	2.53	-
Net Actuarial (gain) / loss recognized during year	(15.20)	(10.44)	167.39	155.23
Amount recognised in Balance Sheet				
Liability at the end of the period	891.42	775.47	739.12	663.32
Fair Value of Plan Asset at the end of the period	443.20	0	367.37	-
Net Amount recognised in Balance Sheet	448.22	775.47	371.75	663.32
Expense recognised in the Income Statement				
Current Service cost	115.86	94.83	97.65	57.26
Interest cost	57.08	50.71	40.58	38.53
Expected return on Plan Asset	(36.80)	-	(32.59)	-
Net Actuarial Loss / (gain) to be recognized	(15.20)	(10.44)	167.39	155.23
Adjustment to Opening fund/Prior year Charges	(0.44)	-	0.96	-
Gratuity Life Coverage Premium	3.94	-	3.50	-
Net Cost	124.44	135.10	277.49	251.02

37 EMPLOYEE STOCK OPTION PLANS**ESOP 2005 Scheme:**

During the Financial Year 2005-06, the company instituted ESOP-2005. The Board of Directors and the Shareholders approved the plan in the meeting held on 13th October, 2005 and 18th October, 2005 respectively, which provides for the issue of 23,27,940 equity shares to the employees of the company and of Gujarat State Petroleum Corporation Ltd. The Compensation Committee administers ESOP-2005. These ESOPs are granted at an exercise price of ₹14 per share to be vested equally over the period of four years and to be exercised within a period of five years from the date of vesting.

ESOP 2010 Scheme:

During the Financial Year 2010-11, the company instituted ESOP-2010. The Board of Directors and the Shareholders approved the plan in the meeting held on 23rd August, 2010 and 21st September, 2010 respectively, which provides for the issue of 21,28,925 equity shares to the employees of the company. The Compensation Committee administers ESOP-2010. These ESOPs are granted at an exercise price of ₹ 75 per share to be vested over the period of five years and to be exercised within a period of ten years from the date of Grant.

No. of Options reserved for issue (No. of Options in force) under both ESOP 2005 & ESOP 2010 is as follows:

Particulars	31 st March, 2016	31 st March, 2015
ESOP 2005 Scheme	2	2
ESOP 2010 Scheme	8,83,894	13,92,788
Total	8,83,896	13,92,790

- 38 The Company has maintained a separate escrow account as per PNGRB guidelines for modalities of maintaining and operation of escrow account for charges towards system indiscipline in terms of positive or negative imbalance or overruns. In this regard, since financial year 2011-12, amount recovered from customers is deposited in the said account and the amount invoiced (net of taxes) is recognized as liability.
- 39 As at the balance sheet date, Company has reviewed the carrying amounts of its assets and found that there is no indication that those assets have suffered any impairment loss. Hence, no such impairment loss has been provided.
- 40 Amount due for credit to Investor Education and Protection Fund is NIL (Previous year NIL).
- 41 Pursuant to the scheme of amalgamation and arrangement sanctioned by the Hon'ble Gujarat High Court, inter-alia, GSPC Gas Company Limited and Gujarat Gas Company Limited have amalgamated with Gujarat Gas Limited (formerly known as GSPC Distribution Networks Limited). The schemes of amalgamation become effective on 14th May, 2015 with appointed date of 1st April, 2013. The shares of Gujarat Gas Limited have been listed on Bombay Stock Exchange and National Stock Exchange on 15th September, 2015.
- As per scheme of amalgamation, all the assets & liabilities of transferor companies have been brought to fair value. Gujarat Gas Limited has given effect of the scheme in its accounts from Financial Year 2013-14 which were reopened and revised vide order of the Hon'ble Gujarat High Court. Accordingly, GSPL's share in net worth of transferee company (i.e. GGL) has undergone a change by ₹14,979.42 Lacs as on 1st April, 2015. The same is adjusted in retained earnings.
- 42 On 18th February, 2016, the company acquired additional shares in Sabarmati Gas Limited. With present acquisition of shares, the later has become associate of the company.
- 43 Share of profit from associate as shown in Statement of Profit & Loss is after considering an amount of ₹ 659.90 Lacs towards share in exceptional item of Gujarat Gas Limited – being amalgamation and arrangement expenses.
- 44 In continuation to the disclosure made in the Notes to Accounts in the Annual Report of FY 2014-15 regarding the status of tariff proposal submitted to PNGRB for calculation of revised tariff pursuant to APTEL ruling in its judgment dated 25-November-2014 and 28-November-2014 allowing GSPL appeals and asking PNGRB to reconsider the tariff proposal to be submitted by GSPL based on relevant data and other submissions made by the appellant in this regard, GSPL had submitted the revised tariff proposals for consideration of PNGRB and the PNGRB Tariff order is awaited. The implementation of the order shall be done once the PNGRB Order is issued.

45 Disclosure of CSR expenditure for Financial Year 2015-16 is as follows :

(a) Gross amount required to be spent by the company during the year is ₹ 1425.82 Lacs

(b) Amount spent during the year on

(₹ in Lacs)

Sr No.	Particulars	In Cash	Yet to be paid in Cash	Total
(i)	Construction/acquisition of any asset	62.50	-	62.50
(ii)	On purposes other than (i) above	75.16	-	75.16
	Total	137.67	-	137.67

46 In the opinion of management, any of the assets other than fixed assets and non-current investments have a value on realisation in the ordinary course of business at least equal to the amount at which they are stated.

47 Additional Information, as required under Schedule III to the Companies Act, 2013, of enterprises consolidated as Subsidiary / Associates:

(₹ in Lacs)

Name of the entity	Net Assets i.e. total assets minus total liabilities		Share in profits or loss	
	As % of consolidated net assets	Amount in ₹	As % of consolidated net Profits or Loss	Amount in ₹
Gujarat State Petronet Limited	82.78	3,39,184.71	91.66	42,591.74
Subsidiary Companies				
GSPL India Gasnet Limited	5.29	21,671.06	0.25	116.28
GSPL India Transco Limited	4.24	17,377.52	0.19	87.30
Minority Interest in all subsidiaries	(4.62)	(18,946.12)	(0.21)	(97.71)
Associate Companies				
GSPC Gas Company Limited	10.67	43,732.13	8.13	3,779.34
GSPC Distribution Networks Limited	1.64	6,729.69	(0.02)	(10.01)
TOTAL	100.00	4,09,748.98	100.00	46,466.94

48 Both subsidiaries, GSPL India Gasnet Limited and GSPL India Transco Limited have signed Rupee Loan Facility Agreement for Term Loan of ₹ 4,516 crores and ₹ 5,080 crores respectively with a consortium of banks with Bank of India as the Lead Bank. However, disbursement of loan is not yet taken by both the subsidiaries.

49 The figures appearing in financial statements are rounded off to the nearest ₹ in Lacs.

As per our Report of even date attached

For V.V. Patel & Co
Chartered Accountants
Firm Regn. No. 118124W

Swapnil K Bhatt
Partner
Membership No.128864

Place : Ahmedabad
Date : 19th May, 2016

For and on behalf of the Board of Directors,

M M Srivastava, IAS (Retd.)
Chairman
DIN : 02190050

Manish Seth
Chief Financial Officer

Dr. J N Singh, IAS
Managing Director
DIN : 00955107

Reena Desai
Company Secretary

Place : Gandhinagar
Date : 19th May, 2016

FORM AOC – 1

[Pursuant to first proviso to sub-Section (3) of Section 129 read with Rule 5 of The Companies (Accounts) Rules, 2014]

Statement containing salient features of the Financial Statement of Subsidiaries/Associate Companies/Joint Ventures.

Part - A: Subsidiaries

(₹ in Lacs)

Sr. No.	Particulars	GSPL India Gasnet Limited	GSPL India Transco Limited
1	Reporting period for the subsidiary Company	31 st March, 2016	31 st March, 2016
2	Reporting currency and Exchange rate as on the last date of the relevant financial in the case of foreign subsidiaries	NA	NA
3	Share Capital	21,201.93	16,500.00
4	Share Application Money Pending Allotment	-	390.00
5	Reserves & Surplus	469.13	487.52
6	Total Assets	22,242.89	17,843.90
7	Total Liabilities	22,242.89	17,843.90
8	Investments	-	-
9	Turnover	-	-
10	Profit Before Taxation	173.71	130.42
11	Provision for Taxation	57.43	43.12
12	Profit after Taxation	116.28	87.30
13	Proposed dividend	-	-
14	% of Share Holding	52%	52%

- Name of the Subsidiaries which are yet to commence operations:
 - GSPL India Gasnet Limited
 - GSPL India Transco Limited
- Name of the Subsidiaries which have been liquidated or sold during the year: NA

Part - B: Associates and Joint Ventures

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

(₹ in Lacs)

Sr. No.	Particulars	Gujarat Gas Limited	Sabarmati Gas Limited
1	Latest Audited Balance Sheet Date	31 st March, 2016	31 st March, 2016
2	Shares of Associate/Joint Ventures held by the company on the year end (in No.)	3,54,68,471	54,93,070
3	Amount of Investment in Associates/Joint Venture	41,260.44	6,739.70
4	Extent of Holding %	25.76%	27.47%
5	Description of how there is significant influence	By holding more than 20% of voting power	By holding more than 20% of voting power
6	Reason why the associate/joint venture is not consolidated	NA	NA
7	Networth attributable to Shareholding as per latest audited Balance Sheet	54,738.47	7,837.54
8	Profit / Loss for the year:	15,587.41	97.39
	i. Considered in Consolidation	3,779.34	(10.01)
	ii. Not Considered in Consolidation	11,808.07	107.40

- Name of Associates or Joint Ventures which are yet to commence operations: NA
- Names of Associates or Joint Ventures which have been liquidated or sold during the year: NA

**Note:**

- a. Pursuant to the scheme of amalgamation and arrangement sanctioned by the Hon'ble Gujarat High Court, inter-alia, GSPC Gas Company Limited and Gujarat Gas Company Limited have amalgamated with Gujarat Gas Limited (formerly known as GSPC Distribution Networks Limited). The schemes of amalgamation become effective on 14th May, 2015 with appointed date of 1st April, 2013. The shares of Gujarat Gas Limited have been listed on Bombay Stock Exchange and National Stock Exchange on 15th September, 2015.
- b. The Associate Companies follow the same accounting policies as of the GSPL except in case of Depreciation. Accordingly, profit of the associate companies has been adjusted for such differences in accounting policies as prescribed under Accounting Standards.
- c. On 18th February, 2016, the company acquired additional shares in Sabarmati Gas Limited. With present acquisition of shares, the later has become associate of the company.

As per our Report of even date attached

For V.V. Patel & Co
Chartered Accountants
Firm Regn. No. 118124W

Swapnil K Bhatt
Partner
Membership No.128864

Place : Ahmedabad
Date : 19th May, 2016

For and on behalf of the Board of Directors,

M M Srivastava, IAS (Retd.)
Chairman
DIN : 02190050

Manish Seth
Chief Financial Officer

Dr. J N Singh, IAS
Managing Director
DIN : 00955107

Reena Desai
Company Secretary

Place : Gandhinagar
Date : 19th May, 2016

ATTENDANCE SLIP**GUJARAT STATE PETRONET LIMITED**

(CIN: L40200GJ1998SGC035188)

Registered Office: GSPC Bhavan, Sector - 11, Gandhinagar - 382010.

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

DP Id*	Master Folio No.
Client Id*	No of Shares held

** Applicable for the investors holding Shares in the Demat Form***NAME AND ADDRESS OF THE SHAREHOLDER**

I hereby record my presence at the **18TH ANNUAL GENERAL MEETING** of the Company held on Thursday, the 22nd September, 2016 at 3.00 p.m. at Assembly Hall, GSPC Bhavan, Behind Udyog Bhavan, Sector-11, Gandhinagar-382 010.

Signature of the Shareholder or Proxy

PROXY FORM MGT – 11

GUJARAT STATE PETRONET LIMITED

(CIN: L40200GJ1998SGC035188)

Registered Office: GSPC Bhavan, Sector -11, Gandhinagar - 382 010.

[PURSUANT TO SECTION 105(6) OF THE COMPANIES ACT, 2013 AND RULE 19 (3) OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014]

Name of the Member (s) : _____

Registered Address : _____

Email ID : _____

Folio No./Client ID No.: _____ DP ID No.: _____

I/We, being the Member (s), holding of _____ Shares of the above named Company, hereby appoint:

1. Name: _____ Address: _____

E-mail Id: _____ Signature: _____, or failing him/her

2. Name: _____ Address: _____

E-mail Id: _____ Signature: _____, or failing him/her

3. Name: _____ Address: _____

E-mail Id: _____ Signature: _____, or failing him/her

as my/our Proxy to attend and vote (on a Poll) for me/us and on my/our behalf at the **18TH ANNUAL GENERAL MEETING** of the Company, to be held on Thursday, the 22nd September, 2016 at 3.00 p.m. at Assembly Hall, GSPC Bhavan, Behind Udyog Bhavan, Sector - 11, Gandhinagar - 382 010 and at any adjournment thereof in respect of such Resolutions as are indicated below:

Resolution No.	Resolutions
Ordinary Business	
1	To receive, consider and adopt the Audited Financial Statements (<i>Standalone & Consolidated</i>) of the Company for the Financial Year ended 31 st March, 2016, and the Reports of the Board of Directors and Auditors thereon.
2	To declare Dividend on Equity Shares.
3	To appoint a Director in place of Smt. Shridevi Shukla [DIN: 02028225] who retires by rotation and being eligible offers herself for re-appointment.
4	To fix remuneration of Statutory Auditors of the Company in terms of the provisions of Section 142 of the Companies Act, 2013.
Special Business	
5	To approve appointment of Dr. Sudhir Kumar Jain [DIN: 03646016] as an Independent Director of the Company.
6	To approve appointment of Shri Bhadresh Mehta [DIN: 02625115] as an Independent Director of the Company.
7	To approve appointment of Shri Sujit Gulati, IAS [DIN: 00177274] as a Director of the Company.
8	To ratify the remuneration payable to M/s R K Patel & Co., Cost Auditor of the Company for the Financial Year ending 31 st March, 2017.
9	To approve payment of remuneration to Shri M M Srivastava, IAS (Retd.), [DIN: 02190050] Chairman.

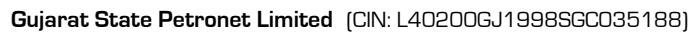
Signed this _____ day of _____ 2016.

Signature of Shareholder(s) _____ Signature of Proxy holder(s) _____

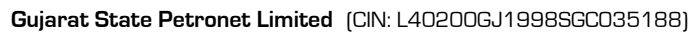
Affix
Revenue
Stamp**NOTE:**

1. This form of Proxy in order to be effective should be duly completed and deposited at the Corporate Office of the Company, not less than 48 hours before the commencement of the Meeting.

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If Undelivered, please return to:



Gujarat State Petronet Limited

[Corporate Identity Number : L40200GJ1998SGC035188]

Corporate Office : GSPL Bhavan, E-18,
GIDC Electronics Estate, Sector - 26, Gandhinagar - 382028.
Tel. : 079 - 23268500/600 • Fax : 079 - 23268506
Email : investors.gspl@gspc.in

gspcgroup.com

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