

# adani

Gas

9<sup>th</sup> March, 2020

**BSE Limited**  
P J Towers,  
Dalal Street,  
Mumbai – 400001

**National Stock Exchange of India Limited**  
Exchange plaza,  
Bandra-Kurla Complex, Bandra (E)  
Mumbai – 400051

**Scrip Code: 542066**

**Scrip Code: ADANIGAS**

Dear Sir,

**Sub: Notice of Postal Ballot under Section 110 of the Companies Act, 2013**

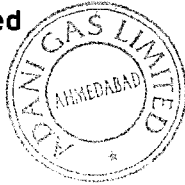
Pursuant to Regulation 30 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. We enclose herewith copy of Notice of Postal Ballot along with Explanatory Statement and Postal Ballot Form.

You are requested to take the same on your record.

Thanking you.

Yours faithfully,  
For **Adani Gas Limited**

  
**Gunjan Taunk**  
Company Secretary



Encl.: a/a

Adani Gas Ltd  
Heritage Building, B<sup>th</sup> floor,  
Ashram Road, Usmanpura,  
Ahmedabad-380014  
Gujarat, India  
CIN: L40100GJ2005PLC046553

Tel +91 79 2754 1988  
Fax +91 79 2754 2988  
info@adani.com  
www.adani.com

Registered Office: Adani House, Nr Mithakhali Circle, Navrangpura, Ahmedabad 380 009, Gujarat, India

## ADANI GAS LIMITED

**Registered Office:** Adani House, Near Mithakhali Six Roads,  
Navrangpura, Ahmedabad - 380009  
**Phone No.:** +91-79-26565555 **Fax No. :** +91-79-25555500  
**Website:** www.adanigas.com; **Email Id:** investor.agl@adani.com  
**CIN:** L40100GJ2005PLC046553



### NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

Notice is hereby given pursuant to Section 110 and other applicable provisions of the Companies Act, 2013, (hereinafter referred to as the "**Act**"), read together with Rule 22 of the Companies (Management and Administration) Rules, 2014 (hereinafter referred to as the "**Rules**"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the "**Listing Regulations**") and other applicable laws and regulations, to approve the amendment of Articles of Association of the Company by way of postal ballot/ e-voting as set out below.

The explanatory statement pertaining to the aforesaid resolution setting out the material facts concerning the resolution and the reasons thereof as required under Sections 102 and 110 of the Act, is annexed hereto along with a Postal Ballot Form (hereinafter referred to as the "**Form**") for your consideration.

The Board of Directors of the Company, by Circular Resolution passed on February 28, 2020 has appointed Mr. Chirag Shah, Practicing Company Secretaries (Membership Number 5545) as the Scrutinizer for conducting the postal ballot (physical & e-voting process) in a fair and transparent manner.

In compliance with Regulation 44 of the Listing Regulations, and the provisions of Sections 108 and 110 of the Act, read with Rule 20 and 22 of the Rules, the Company is offering to its members the facility to exercise their right to vote by electronic means as an alternate mechanism. For this purpose, the Company has entered into an agreement with National Securities Depository Limited ("**NSDL**") for facilitating e-voting in order to enable the members to cast their votes electronically instead of dispatching a postal ballot form. Members desiring to opt for e-voting as per the facilities arranged by the Company are requested to read the notes to this postal ballot notice. References to postal ballot(s) in this postal ballot notice include votes received electronically.

Members desiring to exercise their vote by means of physical postal ballot form are requested to carefully read the instructions printed in this postal ballot notice and the Form and return the Form duly completed in all respects in the enclosed self-addressed postage pre-paid Business Reply Envelope not later than the close of working hours, i.e. 5:00 p.m. on Thursday, April 9, 2020.

Postal ballot forms received after the close of working hours i.e. 5:00 p.m. on Thursday, April 9, 2020 will be treated as if no reply has been received from the member. E-voting will be blocked by the NSDL at 5:00 p.m. on Thursday, April 9, 2020 and e-voting shall not be allowed beyond the said date and time.

The Scrutinizer will submit his report to the Chairman of the Company after the completion of scrutiny of physical Postal Ballot Papers/ E-Voting, and the result of Postal Ballot (including voting through electronic means) will be announced on or before **Saturday, April 11, 2020**, at the Registered Office of the Company and also by placing the same on the Company's website: www.adanigas.com. The results will simultaneously be communicated to the Stock Exchanges where the shares of the Company are listed and shall also be placed on the website of NSDL.

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"Adani House",  
Near Mithakhali Six Roads,  
Navrangpura,  
Ahmedabad - 380 009.  
CIN: L40100GJ2005PLC046553

By order of the Board  
For **Adani Gas Limited**

**Gunjan Taunk**  
Company Secretary

Date: February 28, 2020  
Encl.: Postage Pre-paid Envelope

## ADANI GAS LIMITED

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Navrangpura, Ahmedabad - 380009  
Phone No.: +91-79-26565555 Fax No. : +91-79-25555500  
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### TEXT OF THE PROPOSED SPECIAL RESOLUTION ALONGWITH EXPLANATORY STATEMENT

#### Resolution No. 1 - To approve adoption of amended and restated Articles of Association of the Company

To consider and if thought fit, to pass with or without modifications, the following resolution as a **Special Resolution** :

**"RESOLVED THAT** pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s), amendments thereto or re-enactment thereof, the circulars, notifications, regulations, rules, guidelines, if any, issued by the Government of India, for the time being in force), and applicable laws, the consent of the Company be and is hereby accorded to amend and replace the existing Articles of Association of the Company with the amended and restated Articles of Association of the Company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient, in the best interest of the Company, to accede to such modifications and alterations to the aforesaid resolution as may be suggested by the Registrar of Companies or such other Authority arising from or incidental to the said amendment."

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By order of the Board  
For **Adani Gas Limited**

**Gunjan Taunk**  
Company Secretary

Date: February 28, 2020

### NOTES:

1. A statement setting out the material facts as required under Section 102 of the Companies Act, 2013 is annexed hereto.
2. In terms of Section 110 of the Companies Act, 2013 read with Rule 22 of Companies (Management and Administration) Rules, 2014, the business set out in the notice above is sought to be passed by postal ballot.
3. The shareholders are requested to carefully read the instructions printed in the attached postal ballot form. The postal ballot form, duly completed and signed should be returned in the enclosed self-addressed postage prepaid envelope directly to the Scrutinizer so as to reach the Scrutinizer not later than **5.00 p.m. on Thursday, April 9, 2020** or before. Any postal ballot form received after this date and time shall be treated as if the reply from the shareholders has not been received.
4. The Scrutinizer will submit the report to the Chairman after completion of the scrutiny and the results of the postal ballot will be announced by the Chairman or any one of the Directors of the Company on or before **Saturday, April 11, 2020**. The results along with the Report will be posted on the website of the Company: www.adanigas.com and on NSDL's website viz. www.evoting.nsdl.com besides communicating to the Stock Exchanges where the shares of the Company are listed. The last date of receipt of the Business Reply Envelope with postal ballot form, i.e. Thursday, April 9, 2020, shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.
5. In compliance with the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of Companies (Management and Administration) Rules, 2014, the Company has also extended e-voting facility as an alternate, for its Members to enable them to cast their votes electronically instead of dispatching Postal Ballot Form.
6. The Notice is being sent electronically by e-mail, to those shareholders who have registered their e-mail addresses with the Depositories and by courier to all the remaining Shareholders whose names appear in the Company's Register of Members as at the closure of business hours on **Friday, March 6, 2020** and any recipient of this Notice who has no voting rights as on the aforesaid date should treat the same as intimation only.
7. Resolution passed by the Members through postal ballot is deemed to have been passed as if the same has been passed at a General Meeting of the Members.
8. Please see the instructions for voting by postal ballot (including e-voting) which have been printed herein.
9. In case of e-voting on the website: www.evoting.nsdl.com. Voting will commence from **9.00 a.m. on Wednesday, March 11, 2020 and end at 5.00 p.m. on Thursday, April 9, 2020**.
10. The Notice is also placed on the website of the Company: www.adanigas.com and website of NSDL: www.evoting.nsdl.com.

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**CIN:** L40100GJ2005PLC046553



### Instructions for Voting:

#### 1. Voting through Physical Postal Ballot Form

A member desiring to exercise vote by Postal ballot shall complete the enclosed Postal Ballot Form with assent (for) or dissent (against) and send it to the Scrutinizer in the enclosed self-addressed Business Reply Envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballots, if sent by Courier or by Registered Post at the expense of the Member will also be accepted. The envelopes may also be deposited personally at the address given thereon. The Postal Ballot Form, duly completed and signed should be returned in the enclosed self-addressed postage prepaid envelope so as to reach the Scrutinizer before the closure of working hours i.e. 5.00 p.m. on or before **Thursday, April 9, 2020**. Any Postal Ballot Form received after 30 days of dispatch of this notice (**after 5.00 p.m. on Thursday, April 9, 2020**) shall be treated as if the reply from the Shareholders has not been received.

#### 2. Voting through Electronic means

**The Instructions for Equity Shareholders voting electronically are as under:**

**Step 1 :** Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.

**Step 2 :** Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.

**Step 3 :** A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

**Step 4:**Your User ID details are given below :

| Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical | Your User ID is:   |
|--|--|
| a) For Members who hold shares in demat account with NSDL.     | 8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.   |
| b) For Members who hold shares in demat account with CDSL.     | 16 Digit Beneficiary ID - For example if your Beneficiary ID is 12***** then your user ID is 12*****.  |
| c) For Members holding shares in Physical Form.                | EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001*** |

**Step 5 :** Your password details are given below:

- (a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- (b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- (c) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.

**Step 6 :** If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- b) Physical User Reset Password?"(If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.

**Step 7 :** After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

**Step 8 :** Now, you will have to click on "Login" button.

**Step 9 :** After you click on the "Login" button, Home page of e-Voting will open.

**Step 10 :** After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.

**Step 11 :** Select "EVEN" of company for which you wish to cast your vote.

**Step 12 :** Now you are ready for e-Voting as the Voting page opens.

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- Step 13 : Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
- Step 14 : Upon confirmation, the message "Vote cast successfully" will be displayed.
- Step 15 : You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- Step 16 : Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
- Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority Letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to pcschirag@gmail.com with a copy marked to evoting@nsdl.co.in.
- In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in.

### Contact Details:

|                                     |  |
|-------------------------------------|--|
| <b>Company</b>                      | : Adani Gas Limited  |
| <b>Regd. Office</b>                 | : "Adani House",<br>Nr. Mithakhali Six Roads,<br>Navrangpura, Ahmedabad-380 009.<br>CIN: L40100GJ2005PLC046553<br>E-mail IDs: investor.agl@adani.com |
| <b>Registrar and Transfer Agent</b> | : Link Intime India Private Limited<br>C-101, 247 Park, L.B.S Marg,<br>Vikhroli West, Mumbai 400 083<br>Tel No.: +91 22 4918 6270                    |
| <b>e-Voting Agency</b>              | : National Securities Depository Limited<br>E-mail ID: evoting@nsdl.co.in<br>Phone : +91 22 2499 4890  |
| <b>Scrutinizer</b>                  | : CS Chirag Shah<br>Practising Company Secretary<br>E-mail ID: pcschirag@gmail.com   |

Encl.: As Above

### ANNEXURE TO NOTICE EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

#### Item No. 1 - To approve adoption of amended and restated Articles of Association of the Company

It is brought to the attention of the Shareholders that pursuant to the Shareholders' Agreement dated 14<sup>th</sup> October, 2019 executed between the Company, certain existing promoters and promoter group of the Company and Total Holdings SAS, the Company is required to amend and adopt restated Articles of Association of the Company to give effect to the provisions of the Shareholders' Agreement. Pursuant to Section 14 and other applicable provisions, if any, of the Act, approval of the shareholders of the Company is required for adoption of amended and restated Articles of Association.

The Board by way of Circular Resolution passed on February 28, 2020 has approved the aforesaid adoption of amended and restated Articles of Association of the Company, subject to the approval of the shareholders of the Company by way of postal ballot.

The Board recommends adoption of the resolution set out in Resolution No. 1 of the accompanying Notice as a special resolution.

Certified true copy of the execution version of the Articles of Association will be available for inspection of the members at the Registered Office of the Company from the date of dispatch of the postal ballot notice till Thursday, April 9, 2020 between 10:00 a.m. to 12.00 noon on all working days (except Saturdays, Sundays and public holidays).

None of the Directors or any Key Managerial Personnel or any relative of any of the Directors of the Company or the

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By order of the Board  
For **Adani Gas Limited**

**Gunjan Taunk**  
Company Secretary

Date: February 28, 2020

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### POSTAL BALLOT FORM

Sr. No.

|   |  |
|---|--|
| 1. Name and Registered address of the Sole-First named Shareholder.   |  |
| 2. Name(s) of the Joint Shareholder(s).   |  |
| 3. Registered Folio No./ DP ID */Client ID * (*applicable to investors holding shares in demat form).   |  |
| 4. No. of Share(s) held.  |  |
| 5. I/We hereby exercise my/our vote in respect of the Special Resolution to be passed through Postal Ballot for the business stated in the Notice dated February 28, 2020 of the Company by sending my/our assent or dissent to the said Resolution by placing tick (√) mark at the appropriate box below : |  |

| Description of the Resolution  | No. of Shares | I/We assent to the Resolution (For) | I/We dissent to the Resolution (Against) |
|--|---------------|-------------------------------------|--|
| To approve adoption of amended and restated Articles of Association of the Company |               |                                     |  |

Place :

Signature : \_\_\_\_\_

Date :

Name : \_\_\_\_\_

E-mail Id : \_\_\_\_\_

(Please see overleaf for instructions)

## INSTRUCTIONS

1. A Member desiring to exercise vote by Postal Ballot, may complete this Postal Ballot Form and send it to the Scrutinizer in the attached self-addressed envelope. Postage will be borne and paid by the Company. However, envelope containing Postal Ballot if sent by Courier or Registered Post at the expense of the Registered Member will also be accepted.
2. The self-addressed envelope bears the name of the Scrutinizer appointed by the Board of Directors of the Company.
3. The Postal Ballot Form should be completed and signed by the Member. In case of joint holding, this Form should be completed and signed (as per the specimen signature registered with the Company) by the first named Member and in his/her absence, by the next named Member.
4. Unsigned/Incomplete/Incorrect Postal Ballot Forms will be rejected.
5. Members may request for a duplicate Postal Ballot Form, if so required. The Postal Ballot Form can also be downloaded from the Company's website viz. [www.adanigas.com](http://www.adanigas.com).
6. Duly completed Postal Ballot Form should reach the Scrutinizer not later than the closure of working hours **i.e. at 5.00 p.m. on Thursday, April 9, 2020**. All Postal Ballot Forms received after this date, will be strictly treated as if reply from such Member has not been received.
7. In case of shares held by Companies, Trust, Societies etc. the duly completed Postal Ballot Form should be accompanied by a certified copy of the Board Resolution/POA preferably with attested specimen signature(s) of the duly authorized person(s) giving requisite authority to the person voting on the Postal Ballot Form.
8. Voting rights shall be reckoned on the paid-up value of the shares registered in the name of the Member on the cut-off date i.e. **March 6, 2020**.
9. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage prepaid envelope as any extraneous paper found in such envelope would be destroyed by the Scrutinizer and the Company would not be able to act on the same.
10. The Postal Ballot shall not be exercised by a Proxy
11. The Members can opt for only one mode of voting, i.e. either by postal ballot or e-voting. In case Members cast their votes through both the modes, voting by e-voting shall prevail and votes cast through postal ballot form will be treated as invalid.
12. The scrutinizer's decision on the validity of the Postal ballot shall be final.