

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 20 and 22 of the Companies (Management and Administration) Rules, 2014 (hereinafter referred to as the "**Rules**"), also read with the Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 22/2020 dated June 15, 2020 and Circular No. 33/2020 dated September 28, 2020 issued by the Ministry of Corporate Affairs (hereinafter referred to as the "**MCA Circulars**") and 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 change of name of the Company and alteration of the Main object clause of the Memorandum of Association of the Company by way of postal ballot only by voting through electronic means ("**remote e-voting**").

The explanatory statement pertaining to the aforesaid resolutions setting out the material facts concerning the resolutions and the reasons thereof as required under Sections 102 and 110 of the Act, is also appended. The proposed resolution and explanatory statement are being sent to you for your consideration.

Due to difficulty in dispatch of the Notice along with the explanatory statement and postal ballot form by post or courier, on account of threat posed by COVID-19 pandemic situation and as permitted under the MCA Circulars, the Company is sending the Notice in electronic form only.

The Board of Directors of the Company at its meeting held on November 3, 2020 has appointed Mr. Chirag Shah, Practicing Company Secretary (Membership Number 5545) as the Scrutinizer for conducting the postal ballot (remote 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. 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. 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.

The remote e-voting period commences from 9.00 a.m. on Wednesday, November 25, 2020 and end at 5.00 p.m. on Thursday, December 24, 2020. The e-voting module shall be disabled by NSDL thereafter.

The Scrutinizer will submit the report to the Chairman of the Company, upon completion of scrutiny of postal ballots in a fair and transparent manner and the result of the postal ballot will be announced on or before Saturday, December 26, 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.

Regd. Office:
"Adani Corporate House",
Shantigram,
Near Vaishno Devi Circle,
S.G. Highway, Khodiyar,
Ahmedabad - 382 421.

CIN: L40100GJ2005PLC046553

Date: 3rd November, 2020

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

Gunjan Taunk

Company Secretary

ADANI GAS LIMITED

Registered Office: "Adani Corporate House", Shantigram,
Near Vaishno Devi Circle, S.G. Highway, Khodiyar, Ahmedabad - 382421
Phone No.: +91-79-26565555 Fax No. : +91-79-25555500
Website: www.adanigas.com; Email Id: investor.agl@adani.com
CIN: L40100GJ2005PLC046553

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TEXT OF THE PROPOSED SPECIAL RESOLUTIONS ALONGWITH EXPLANATORY STATEMENT

Resolution No. 1 - To approve Change of Name and consequent alteration in the Memorandum and Articles of Association of the Company.

To consider and if thought fit, to give assent/ dissent, to the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to provisions of Section 13 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 change the name of the Company to '**Adani Total Gas Limited**' and consequent alteration in the Memorandum and 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 in respect of any matter(s) arising from or incidental to the said amendment."

Resolution No. 2 - To alter Main Object Clause of Memorandum of Association of the Company.

To consider and if thought fit, to give assent/ dissent, to the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 13 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 for alteration of the Main object clause of the Memorandum of Association of the Company by inserting the following new clause(s) after existing Sub Clause No. 5 of Clause III(A) therein:

6. To carry on the business of retail sale of automobile fuel and purchasing (locally or by import), manufacturing, blending, purifying and pumping, loading, unloading, regasification, store, handle, transport, distribute, supply, sell, market, import, export, trade, exchange, process, storage of liquid hydro-carbons and other related liquid, gaseous and other substances including transportation fuels (MS, HSD and Electronic vehicle charging), Compressed Natural Gas (CNG), Liquefied Petroleum Gas (LPG), Propane (C3), Butane (C4), Liquefied Natural Gas (LNG), Piped Natural Gas (PNG), Liquid to Compressed Natural Gas (LCNG), Hydrogen, Hydrogen Compressed Natural Gas (HCNG), other substances and the products or the by-products which

may be derived, produced, prepared, developed, compounded, made or manufactured therefrom and substances obtained by mixing any of the foregoing with other substances also including organic manure, biomass, bio fuels, bio gas, bio power, bio energy using renewable energy, lubricants, grease, additives and allied related products and services (including but not limited to FMCG and merchandising), vehicle maintenance and repair facilities, organize, develop, form, promote, invest in subsidiaries, associates, joint ventures engaged in the business of developing, operating, maintaining petroleum gas terminal, natural gas terminal, POL Terminals, storage locations, liquefaction facility, regasification facility, Retail Fuel and CNG Stations, Electronic vehicle charging stations and all associated facilities and infrastructure required for business, to construct, establish, maintain, store and operate the necessary plants, terminals, storage locations, Retail outlets and related infrastructures and raw materials required, to procure and process to undertake marketing and distribution for the purpose of consumer utilization in India or elsewhere.

7. To design, establish and develop retail outlets with facility for all kinds of products and to acquire, set up, construct, establish, run, operate and manage stores, markets, malls, shopping outlets, food courts, motels or any format and carry on business as agent, franchisee, distributor and dealer of all kinds of products for the consumers and of operating, establishing, providing and services for all categories of products and services, and dealing in all kinds of goods, materials and items in India or in any other part of the world.
8. To manufacture or help in the manufacturing of any spare parts, accessories, equipment, or anything or things required and necessary for the above mentioned business.

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 in respect of any matter(s) arising from or incidental to the said amendment."

Regd. Office:

"Adani Corporate House",
Shantigram,
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S.G. Highway, Khodiyar,
Ahmedabad - 382 421.

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

Gunjan Taunk

CIN : L40100GJ2005PLC046553

Company Secretary

Date: 3rd November, 2020

ADANI GAS LIMITED

Registered Office: "Adani Corporate House", Shantigram,
Near Vaishno Devi Circle, S.G. Highway, Khodiyar, Ahmedabad - 382421
Phone No. : +91-79-26565555 Fax No. : +91-79-25555500
Website: www.adanigas.com; Email Id: investor.agl@adani.com
CIN: L40100GJ2005PLC046553

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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. Due to intermittent availability of postal and courier services, on account of threat posed by COVID-19 pandemic situation and in light of the MCA Circulars the Company is sending the Notice electronically to all the members whose e-mail addresses are registered with the Company or with the depositories/depository participants.
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, December 26, 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.
5. The Notice is being sent electronically by e-mail, to those shareholders who have registered their e-mail addresses with the Depositories whose names appear in the Company's Register of Members as at the closure of business hours on **Friday, November 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.
6. 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.
7. Pursuant to the provisions of Sections 108, 110 and other applicable provisions, if any, of the Act read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the SEBI Listing Regulations, MCA Circulars and any other applicable provisions, if any, the Company has extended remote e-voting facility to enable the members to cast their votes electronically through the remote e-voting services provided by NSDL.
8. In case of remote e-voting on the website: www.evoting.nsdl.com. Voting will commence from **9.00 a.m. on Wednesday, November 25, 2020 and end at 5.00 p.m. on Thursday, December 24, 2020**. The remote e-voting module shall be disabled by NSDL for voting at 5:00 p.m. on **Thursday, December 24, 2020**. Once the vote on the resolution is cast by a member, he or she will not be allowed to change it subsequently.
9. The Notice is also placed on the website of the Company : www.adanigas.com and website of NSDL: www.evoting.nsdl.com.

Instructions for Voting:

1. **Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e-mail ids for e-voting for the resolutions set out in this notice :**
 - a. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to investor.agl@adani.com.
 - b. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to investor.agl@adani.com.
 - c. Alternatively member may send an e-mail request to evoting@nsdl.co.in for obtaining User ID and Password by proving the details mentioned in Point (1) or (2) as the case may be.

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 e-services i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL e-services 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***

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Step 5: Your password details are given below:

- (a) If you are already registered for e-Voting, then you can user 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.
- b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on 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 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.

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:

Company	: Adani Gas Limited : "Adani Corporate House", Shantigram, Near Vaishno Devi Circle, S.G.Highway, Khodiyar, Ahmedabad - 382 421 CIN: L40100GJ2005PLC046553 E-mail ID : investor.agl@adani.com
Registrar and Transfer Agent	: Link Intime India Private Limited : C-101, 247 Park, L.B.S Marg, Vikhroli West, Mumbai 400 083 Tel No.: +91 22 4918 6270
e-Voting Agency	: National Securities Depository Limited E-mail ID: evoting@nsdl.co.in Phone : +91 22 2499 4890
Scrutinizer	: CS Chirag Shah Practising Company Secretary E-mail ID: pcschirag@gmail.com

ADANI GAS LIMITED

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ANNEXURE TO NOTICE

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

Item No. 1 - To approve Change of Name and consequent alteration in the Memorandum and Articles of Association of the Company.

It is brought to the attention of the Shareholders that the Company is a joint venture company of Adani Group and TOTAL Group, France with 37.40% stake by each promoters and remaining 25.20% with public shareholders and in order to reflect the names of the both Promoter Groups, it is proposed to change the name of the Company from "Adani Gas Limited" to "**Adani Total Gas Limited**" to reflect the holding structure. Pursuant to Section 13 and other applicable provisions, if any, of the Act, approval of the shareholders of the Company is required to approve Change of Name and consequent alteration in the Memorandum and Articles of Association of the Company.

The Board at its meeting held on 3rd November, 2020 has approved the Change of Name and consequent alteration in the Memorandum and 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.

None of the Directors or any Key Managerial Personnel or any relative of any of the Directors of the Company or the relatives of any Key Managerial Personnel is, in anyway, concerned or interested in the above resolution.

Item No. 2 - To alter Main Object Clause of Memorandum of Association of the Company.

It is brought to the attention of the Shareholders that as per main object of the Memorandum of Association, the Company is authorised to carry on the business of Natural Gas (NG), Liquefied Natural Gas (LNG), Compresses Natural Gas (CNG) and other forms of natural gas, associated gaseous substance etc.

The Company proposes to carry on the business of Bio Gas, Bio Fuel, Bio Mass, Liquid to Compressed Natural Gas (LCNG), Hydrogen Compressed Natural Gas (HCNG), Hydrogen, Electric Vehicle (EV), manufacturing of various equipments and provision of value-added services relating to CGD business, etc. In order to do the same, it is proposed to insert Sub Clause(s) 6 to 8 after existing Sub Clause 5 under Part-(A) of Clause III of the Memorandum of Association of the Company. Pursuant to Section 13 and other applicable provisions, if any, of the Act, approval of the shareholders of the Company is required to alter Main Object Clause of Memorandum of Association of the Company.

The Board at its meeting held on 3rd November, 2020 has approved alteration Main Object Clause of Memorandum 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. 2 of the accompanying Notice as a special resolution.

None of the Directors or any Key Managerial Personnel or any relative of any of the Directors of the Company or the relatives of any Key Managerial Personnel is, in anyway, concerned or interested in the above resolution.

Regd. Office:

"Adani Corporate House",
Shantigram,
Near Vaishno Devi Circle,
S.G. Highway, Khodiyar,
Ahmedabad - 382 421.

By order of the Board

For **Adani Gas Limited**

Gunjan Taunk

Company Secretary

Date: 3rd November, 2020