



GUJARAT GAS  
Gujarat Gas Limited

**CIN: L40200GJ2012SGC069118**

Registered Office: Gujarat Gas CNG Station, Sector 5/C, Gandhinagar – 382006, Gujarat

Tel: +91-79-26462980 Fax + 91-79-26466249

website: [www.gujaratgas.com](http://www.gujaratgas.com) E-mail Id: [Investors@GUJARATGAS.com](mailto:Investors@GUJARATGAS.com)

**POSTAL BALLOT NOTICE**

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

Dear Member (s),

**Notice** is hereby given that, pursuant to and in compliance with the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”), Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (the “Rules”), read with the General Circular No. 14/2020 dated 8<sup>th</sup> April, 2020, the General Circular No. 17/2020 dated 13<sup>th</sup> April, 2020, the General Circular No. 22/2020 dated 15<sup>th</sup> June, 2020, the General Circular No. 33/2020 dated 28<sup>th</sup> September, 2020, the General Circular No. 39/2020 dated 31<sup>st</sup> December, 2020, the General Circular No. 10/2021 dated 23<sup>rd</sup> June, 2021, the General Circular No. 20/2021 dated 8<sup>th</sup> December, 2021 and the General Circular No. 3/2022 dated 5<sup>th</sup> May, 2022 issued by the Ministry of Corporate Affairs (“MCA”) (hereinafter collectively referred to as “MCA Circulars”) [including any statutory modification or re-enactment thereof for the time being in force], Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and also Circular Nos. SEBI/HO/CFD/ CMD1/CIR/P/2020/79 dated 12<sup>th</sup> May, 2020, SEBI/HO/CFD/CMD2/ CIR/P/2021/11 15<sup>th</sup> January, 2021 and SEBI/HO/CFD/CMD2/ CIR/P/2022/62 dated 13<sup>th</sup> May, 2022 issued by the Securities and Exchange Board of India (collectively referred to as ‘SEBI Circulars’), Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India and other applicable laws and regulations, the Resolutions appended below for the appointment of **Shri Balwant Singh, IAS (Retd.) [DIN: 00023872]** as Independent Director and **Dr. Rekha Jain [DIN: 01586688]** as Independent Woman Director, on the Board of Directors of Gujarat Gas Limited (“the Company”) is proposed for approval of the Shareholders of the Company through Postal Ballot by E-voting process (“E-voting”).

The Explanatory Statement pursuant to Sections 102, 110 and other applicable provisions, if any, of the Act pertaining to the aforesaid Resolutions setting out the material facts concerning the aforesaid appointment of Directors is annexed hereto for your consideration.

The Board of Directors of the Company has appointed CS Manoj Hurkat, of M/s Manoj Hurkat & Associates, Practicing Company Secretaries, as the Scrutinizer for conducting Postal Ballot through E-voting process in a fair and transparent manner.

The Company has engaged the services of Central Depository Services (India) Limited (CDSL) as the

Authorised Agency to provide E – voting facility.

In accordance with the provisions of the MCA Circulars and SEBI Circulars, Shareholders can vote only through the E-voting process. Accordingly, the Company is pleased to offer E-voting facility to all its Shareholders to cast their votes electronically. Shareholders are requested to read the instructions in the Notes under the section “INSTRUCTIONS FOR E-VOTING” in this Postal Ballot Notice (“**Postal Ballot Notice**”) to cast their vote electronically.

The E-voting will be available during the following period after which the portal shall forthwith be blocked and shall not be available:

<b>Commencement of E-voting</b>	09:00 A.M. (IST) on 16 <sup>th</sup> June, 2022 (Thursday)
<b>End of E-voting</b>	05:00 P.M. (IST) on 15 <sup>th</sup> July, 2022 (Friday)

In accordance with the provisions of the MCA Circulars, the Company has made arrangements for the Shareholders to register their E-mail addresses. Therefore, those Shareholders who have not yet registered their E-mail addresses are requested to register the same by following the procedure set out in the Notes to this Postal Ballot Notice.

The Scrutinizer will submit the Report to the Chairman of the Company or any other person authorised by him after completion of scrutiny of the E-voting. The Results shall be declared on Monday, 18<sup>th</sup> July, 2022 at 5.00 p.m. at the Corporate office of the Company at Gujarat Gas Limited, 2, Shanti Sadan Society, Near Parimal Garden, Ellisbridge, Ahmedabad – 380006, and communicated to the BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) where the Shares of the Company are Listed and will also be displayed on the Company’s website [www.gujaratgas.com](http://www.gujaratgas.com) and on the website of Central Depository Services (India) Limited [www.evotingindia.com](http://www.evotingindia.com).

## **RESOLUTIONS TO BE PASSED THROUGH POSTAL BALLOT**

### **Item No. 1**

**To approve appointment of Shri Balwant Singh, IAS (Retd.) [DIN: 00023872] as an Independent Director of the Company for a period of five years w.e.f. 20<sup>th</sup> April, 2022.**

**To consider and if thought fit, to pass the following Resolution as a Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Companies Act, 2013 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, **Shri Balwant Singh, IAS (Retd.) (DIN: 00023872)** who was appointed as an Additional and Independent Director of the Company under Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for the first term of 5 years w.e.f. 20<sup>th</sup> April, 2022, subject to review of annual performance and whose term of office shall not be liable to retirement by rotation.”

## Item No. 2

**To approve appointment of Dr. Rekha Jain [DIN: 01586688] as an Independent Woman Director of the Company for a period of five years w.e.f. 20<sup>th</sup> April, 2022.**

**To consider and if thought fit, to pass the following Resolution as a Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Companies Act, 2013 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, **Dr. Rekha Jain (DIN: 01586688)** who was appointed as an Additional and Independent Woman Director of the Company under Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Woman Director of the Company to hold office for the first term of 5 years w.e.f. 20<sup>th</sup> April, 2022, subject to review of annual performance and whose term of office shall not be liable to retirement by rotation.”

**By order of the Board of Directors  
For Gujarat Gas Limited  
Sd/-  
Sandeep Dave  
Company Secretary**

Date: 14<sup>th</sup> June, 2022

Place: Ahmedabad

### **Registered Office**

Gujarat Gas CNG Station, Sector 5/C, Gandhinagar – 382006, Gujarat

Tel: +91-79-26462980 Fax + 91-79-26466249

website: [www.gujaratgas.com](http://www.gujaratgas.com)

E-mail: [Investors@GUJARATGAS.com](mailto:Investors@GUJARATGAS.com)

## Notes:

1. In accordance with the MCA Circulars, SEBI Circulars, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, this Postal Ballot Notice along with Explanatory Statement and E-voting instructions is being sent only through electronic mode to all those Shareholders whose E-mail addresses are registered with the Company's Registrar and Share Transfer Agent, KFin Technologies Limited ("RTA")/ Depository(s) as on 9<sup>th</sup> June, 2022. The copy of the Postal Ballot Notice will also be available on Company's website at [www.gujaratgas.com](http://www.gujaratgas.com), website of the Stock Exchanges where Shares of the Company are listed viz. [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and on the website of Central Depository Services (India) Limited, agency providing E-voting facility viz. [www.evotingindia.com](http://www.evotingindia.com).
2. In compliance with the terms of MCA Circulars and SEBI Circulars, physical copy of this Postal Ballot Notice along with postal ballot forms and pre-paid business envelope will not be sent to the Shareholders for this Postal ballot and accordingly, the Shareholders are required to communicate their assent or dissent through E-voting system only.
3. Voting rights will be reckoned on the paid-up value of shares registered in the names of the Members on 9<sup>th</sup> June, 2022 (Cut-off date). Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date will be entitled to cast their votes.
4. All the documents referred to in the Notice and Explanatory Statement will be available for electronic inspection without any fee by the Members from the date of circulation of this Notice up to 15<sup>th</sup> July, 2022. Members seeking to inspect such documents can send an E-mail to [Investors@GUJARATGAS.com](mailto:Investors@GUJARATGAS.com).
5. Shareholders of the Company under the category of Institutional/Corporate Shareholders are encouraged to participate for the E - voting. Corporate Shareholders intending to authorize their representatives to vote are requested to send a certified copy of the Board resolution / authorization letter to the Scrutinizer by E-mail at [manojhurkat@hotmail.com](mailto:manojhurkat@hotmail.com) and the same should also be uploaded on the E-voting portal of Central Depository Services (India) Limited ("CDSL").
6. Shareholders who have not yet registered their E-mail addresses are requested to register the same with their Depository Participant ("DP") in case the shares are held by them in demat mode and with the Company's R&TA in case the shares are held by them in physical mode.

## INSTRUCTIONS FOR E-VOTING:

Information and instructions relating to E-voting are given as under:

- i. In compliance with the provisions of Section 108 of the Act read with Rule 20 and Rule 22 of Companies (Management and Administration) Rules, 2014, Regulation 44 of the Listing Regulations, SEBI Circulars and MCA Circulars, the Shareholders are provided with the facility to cast their vote

electronically through E-voting services provided by CDSL on the Resolution set forth in this Postal Ballot Notice.

- ii. The E-voting period commences on **09:00 A.M. (IST) on 16<sup>th</sup> June, 2022 (Thursday) and ends on 05:00 P.M. (IST) on 15<sup>th</sup> July, 2022 (Friday)**. During this period, Shareholders holding Shares either in physical form or in dematerialized form, as on the Cut-off date, may cast their vote electronically. The E-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a Resolution is cast by the Shareholders, he / she shall not be allowed to change it subsequently or cast vote again.

**A. Login method for E-voting for Individual Shareholders holding securities in Demat Mode with CDSL/NSDL:**

In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9<sup>th</sup> December, 2020 on E-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their Mobile Number and E-mail IDs in their demat accounts in order to access E-voting facility.

Type of Shareholders	Login Method
<p><b>Individual Shareholders holding securities in Demat mode with CDSL</b></p>	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi/Easiest facility, can login through their existing user id and password. Option will be made available to reach E-voting page without any further authentication. The URL for users to login to Easi/Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>2. After successful login, the Easi/Easiest user will be able to see the E-voting option for eligible companies where the E-voting is in progress as per the information provided by company. On clicking the E-Voting option, the user will be able to see E-voting page of the E-voting Service Provider for casting your vote during the E-voting period. Additionally, there are also links provided to access the system of all E-voting Service Providers i.e. CDSL/NSDL/KFIN/LINKINTIME, so that the user can visit the E-voting Service Providers' website directly.</li> <li>3. If the user is not registered for Easi / Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> </ol>

	<p>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p><b>Individual Shareholders holding securities in demat mode with NSDL</b></p>	<ol style="list-style-type: none"> <li>1. If you are already registered for NSDL IDeAS facility, please visit the E-services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on mobile.</li> <li>2. Once the home page of E-services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see E-voting services.</li> <li>3. Click on “Access to E-voting” under E-voting services and you will be able to see E-voting page. Click on company name or E-voting Service Provider name and you will be re-directed to E- voting Service Provider website for casting your vote during the E-voting period.</li> <li>4. If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> . Select “Register Online for IDeAS“ Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a>.</li> <li>5. Visit the E-voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders/Members’ section.</li> </ol>

	<p>6. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.</p> <p>7. After successful authentication, you will be redirected to NSDL Depository site wherein you can see E-voting page. Click on company name or E-voting Service Provider name and you will be redirected to E-voting Service Provider website for casting your vote during the E-voting period.</p>
<p><b>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</b></p>	<ol style="list-style-type: none"> <li>1. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for E-voting facility.</li> <li>2. After Successful login, you will be able to see e-Voting option. Once you click on E-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature.</li> <li>3. Click on company name or E-voting service provider name and you will be redirected to E-voting service provider website for casting your vote during the E-voting period.</li> </ol>

**Important note:** Shareholders who are unable to retrieve User ID/ Password are advised to use “Forget User ID” and “Forget Password” option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e., CDSL and NSDL.

<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Shareholders facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 1800 22 55 33.
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Shareholders facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

**B. Login method for E-voting for all Physical Shareholders and Shareholders other than Individual Shareholders viz. Institutions/Corporate Shareholders holding Shares in Demat Mode:**

Step 1: The Shareholders should log on to the E-voting website [www.evotingindia.com](http://www.evotingindia.com).

Step 2: Click on “Shareholders” module.

Step 3: Now enter your User ID

- i. For CDSL: 16 digits beneficiary ID,
- ii. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- iii. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

Step 4: Next enter the Image Verification as displayed and Click on Login.

Step 5: If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-Voting of any company, then your existing password is to be used.

Step 6: If you are a first-time user follow the steps given below:

	<b>For Physical Shareholders &amp; Shareholders other than Individual Shareholders viz. Institutions/Corporate Shareholders holding Shares in Demat Mode</b>
PAN	<p>Enter your 10 digits alpha-numeric “PAN” issued by Income Tax Department (Applicable for both Demat Shareholders as well as Physical Shareholders)</p> <ul style="list-style-type: none"> <li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>• The sequence number is provided in the E-mail sent to the Shareholders.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	<ul style="list-style-type: none"> <li>• 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&amp;TA records in order to login.</li> <li>• If both the details are not recorded with the Depository or R&amp;TA, please enter the DP ID and Client ID / Folio Number in the Dividend Bank details field as mentioned in Step 3.</li> </ul>

Step 7: After entering these details appropriately, click on “SUBMIT” tab.

Step 8: Shareholders holding shares in physical mode will then directly reach the Company selection screen. However, Shareholders holding shares in demat mode 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 is to be also used by the demat account holders for voting for resolutions of any other company on which they are eligible to vote, provided that 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.

Step 9: For Shareholders holding shares in physical mode, the details can be used only for E- voting on the resolutions contained in this Notice.

Step 10: Click on the EVSN for <GUJARAT GAS LIMITED> to vote on the same.



- Step 11: 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.
- Step 12: Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- Step 13: 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.
- Step 14: Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- Step 15: You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- Step 16: If a demat account holder has forgotten the login/password, then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

**Note for Non – Individual Shareholders and Custodians for E-voting:**

- Non-Individual Shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto: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 linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the E-mail address viz. [manojhurkat@hotmail.com](mailto:manojhurkat@hotmail.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE E-MAIL IDs/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY’S R&TA/DEPOSITORIES:**

- a. **For Physical Shareholders-** The Shareholders are requested to update their E-mail addresses by sending following documents by E-mail at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) or by writing to R&TA at Selenium Tower B, Plot Nos. 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad – 500032:

- a) A signed request letter mentioning your name, folio number, complete address & E-mail ID;
  - b) Self attested scanned copy of the PAN Card; and
  - c) Self attested scanned copy of any document (such as Driving Licence, Passport) in support of the address of the Member as registered with the Company.
- b. **For Demat Shareholders** - Please update your E-mail ID & Mobile No. with your respective Depository Participant (DP)
- c. **For Individual Demat Shareholders** - Please update your E-mail ID & Mobile No. with your respective Depository Participant (DP) which is mandatory while E-voting through Depository.

If you have any queries or issues regarding E-voting from the CDSL E-voting System, you can write an E-mail to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25<sup>th</sup> Floor, Marathon Futorex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai- 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 1800 22 55 33.

**By order of the Board of Directors  
For Gujarat Gas Limited  
Sd/-  
Sandeep Dave  
Company Secretary**

Date: 14<sup>th</sup> June, 2022

Place: Ahmedabad

**Registered Office**

Gujarat Gas CNG Station, Sector 5/C, Gandhinagar – 382006, Gujarat

Tel: +91-79-26462980 Fax + 91-79-26466249

website: [www.gujaratgas.com](http://www.gujaratgas.com)

E-mail: [Investors@GUJARATGAS.com](mailto:Investors@GUJARATGAS.com)

## **Explanatory Statement pursuant to Section 102 of the Companies Act, 2013**

### **Item No. 1:**

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors has appointed Shri Balwant Singh, IAS (Retd.) [DIN: 00023872] as an Additional and Independent Director of the Company under Section 161 of the Companies Act, 2013 (“the Act”) read with applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and Articles of Association of the Company with effect from 20<sup>th</sup> April, 2022. The Company has received opinion under section 149 (6) (a) of the Companies Act, 2013 that he is a person of integrity and possesses relevant expertise and experience.

In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of Independent Directors requires approval of the members of the Company. Further, in terms of amendment in the Listing Regulations effective from 1<sup>st</sup> January, 2022, a listed entity shall ensure that approval of Shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Accordingly, the appointment of Shri Balwant Singh, IAS (Retd.) would require approval of Members of the Company on or before 19<sup>th</sup> July, 2022.

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 Balwant Singh, IAS (Retd.) for appointment as an Independent Director of the Company. Shri Balwant Singh, IAS (Retd.) has given a declaration to the Board that he meets the criteria of Independence as provided under Section 149 (6) of the Act and Regulation 16(1) (b) of the Listing Regulations.

In the opinion of the Board, Shri Balwant Singh, IAS (Retd.) fulfils the conditions specified in the Companies Act, 2013, Rules made there under and Listing Regulations 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 20<sup>th</sup> April, 2022.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, appointment of Shri Balwant Singh, IAS (Retd.) as an Independent Director is now being placed before the Members for their approval.

In terms of Regulation 17(1)(C) of the Listing Regulations and other applicable provisions, the appointment of Shri Balwant Singh, IAS (Retd.) as Independent Director is being placed for the approval of the shareholders within the stipulated time frame.

A brief profile of Shri Balwant Singh, IAS (Retd.), the nature of his expertise in specific functional areas, disclosure of relationships between directors, inter-se, names of companies in which he holds Directorship, Committee Memberships/ Chairmanships, his shareholding etc., are provided herein.

**Brief Profile of Shri Balwant Singh, IAS (Retd.) is given below:**

Shri Balwant Singh, IAS (Retd.) has more than 40 years of rich and diversified experience of having led various Government departments and State Public Sector Undertakings. He has held various important positions in Government of Gujarat such as Principal Secretary (Energy and Petrochemicals Department), Principal Secretary (Ports and Fisheries), Additional Chief Secretary (Home) and Additional Chief Secretary (General Administration Department).

He has also served as Managing Director of Gujarat State Fertilizers and Chemicals Limited (GSFC), Managing Director of Gujarat State Narmada Valley Fertilizer Company (GNFC), Chairman of Gujarat State Petroleum Corporation Limited, Chairman of Gujarat State Petronet Limited (GSPL) and Chairman of Gujarat Maritime Board (GMB). He also possess professional expertise in Business Strategy, Economics, General Management, Human Resource Development and Project Management. Thus, Shri Balwant Singh, IAS (Retd.) possess the skill and capabilities required for the role as an Independent Director in the Company.

Post his retirement Shri Singh also served as State Chief Information Commissioner (CIC), Gujarat State and Chairman of Gujarat State Police Complaints Authority (GSPCA).

Copy of the draft letter of appointment of Shri Balwant Singh, IAS (Retd.) setting out the terms and conditions and other relevant documents will be available for inspection in electronic mode.

None of the Directors/Promoters or Key Managerial Personnel (KMP) or relatives of Directors/Promoters and KMPs, except Shri Balwant Singh, IAS (Retd.), is concerned or interested in the Resolution at Item No. 1 of the Notice. Shri Balwant Singh, IAS (Retd.) and his relatives, if any, are interested or concerned in the Resolution concerning his appointment proposed at Agenda Item No. 1.

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

**Item No. 2:**

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors has appointed Dr. Rekha Jain [DIN: 01586688] as Additional and Independent Woman Director of the Company under Section 161 of the Companies Act, 2013 (“the Act”) read with applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and Articles of Association of the Company with effect from 20<sup>th</sup> April, 2022. The Company has received opinion under section 149 (6) (a) of the Companies Act, 2013 that she is a person of integrity and possesses relevant expertise and experience.

In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of Independent Directors requires approval of the members of the Company. Further, in terms of Listing Regulations, effective from 1<sup>st</sup> January, 2022, a listed entity shall ensure that approval of Shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a

time period of three months from the date of appointment, whichever is earlier. Accordingly, the appointment of Dr. Rekha Jain would require approval of Members of the Company on or before 19<sup>th</sup> July, 2022.

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. Rekha Jain for appointment as an Independent Woman Director of the Company. Dr. Rekha Jain has given a declaration to the Board that she meets the criteria of Independence as provided under Section 149 (6) of the Act and Regulation 16(1) (b) of the Listing Regulations.

In the opinion of the Board, Dr. Rekha Jain fulfils the conditions specified in the Companies Act, 2013, Rules made there under and Listing Regulations for appointment as an Independent Woman Director and she is independent of management. The Board recommends her appointment as an Independent Woman Director for five (5) consecutive years effective from 20<sup>th</sup> April, 2022.

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

In terms of Regulation 17(1C) of the Listing Regulations and other applicable provisions, the appointment of Dr. Rekha Jain as Independent Woman Director is being placed for the approval of the shareholders within the stipulated time frame.

A brief profile of Dr. Rekha Jain, the nature of her expertise in specific functional areas, disclosure of relationships between directors, inter-se, names of companies in which she holds Directorship, Committee Memberships/ Chairmanships, her shareholding etc., are provided herein.

**Brief Profile of Dr. Rekha Jain is given below:**

Dr. Rekha Jain is a post-graduate in Physics from University of Delhi. She completed her Ph.D. from the Indian Institute of Technology, Delhi. She has served as Professor in the Indian Institute of Management, Ahmedabad from June 1985 to December 2019 (i.e. till superannuation). She has over 37 years of diverse experience and special knowledge in Information Technology, Payment & Settlement Systems, Business Management and Risk Management. Thus, Dr. Rekha Jain possess the skill and capabilities required for the role as an Independent Director in the Company.

She has served as an Independent Director on the Board of Telecommunication Consultants of India Ltd. (TCIL) from 2015-2019 and also chaired the Audit Committee of the Board of TCIL.

She is presently a freelance Strategic IT/ Telecom Policy Consultant and also have been elected a Shareholder Director of Punjab National bank w.e.f. 12.09.2021 for a period of three years.

Copy of the draft letter of appointment of Dr. Rekha Jain setting out the terms and conditions and other

relevant documents will be available for inspection in electronic mode.

None of the Directors/Promoters or Key Managerial Personnel (KMP) or relatives of Directors/Promoters and KMPs, except Dr. Rekha Jain, is concerned or interested in the Resolution at Item No. 2 of the Notice. Dr. Rekha Jain and her relatives, if any, are interested or concerned in the Resolution concerning her appointment proposed at Agenda Item No. 2.

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

**By order of the Board of Directors**

**For Gujarat Gas Limited**

**Sd/-**

**Sandeep Dave**

**Company Secretary**

Date: 14<sup>th</sup> June, 2022

Place: Ahmedabad

**Registered Office**

Gujarat Gas CNG Station, Sector 5/C,

Gandhinagar – 382006, Gujarat

Tel: +91-79-26462980 Fax + 91-79 26466249

website: [www.gujaratgas.com](http://www.gujaratgas.com)

E-mail: [Investors@GUJARATGAS.com](mailto:Investors@GUJARATGAS.com)

## DETAILS OF DIRECTORS SEEKING APPOINTMENT

<b>Name of Director</b>	<b>Shri Balwant Singh, IAS (Retd.)</b>	<b>Dr. Rekha Jain</b>
<b>Date of Birth</b>	06/12/1951	05/12/1954
<b>Date of First Appointment</b>	20 <sup>th</sup> April, 2022	20 <sup>th</sup> April, 2022
<b>Terms and Conditions of Appointment</b>	Appointment as an Independent Director for a period commencing from 20 <sup>th</sup> April, 2022 to 19 <sup>th</sup> April, 2027.	Appointment as an Independent Woman Director for a period commencing from 20 <sup>th</sup> April, 2022 to 19 <sup>th</sup> April, 2027.
<b>Details of Remuneration</b>	Shri Balwant Singh, IAS (Retd.) shall not draw any remuneration from Company except sitting fees and out of pocket expenses.	Dr. Rekha Jain shall not draw any remuneration from Company except sitting fees and out of pocket expenses.
<b>Qualifications &amp; Expertise</b>	Refer. Page No. 12 of Postal Ballot Notice.	Refer. Page No. 13 of Postal Ballot Notice.
<b>Directorship held in other companies</b>	Nil	GUJ Info Petro Limited IIMA Idea Telecom Centre of Excellence
<b>Chairman/ Member of the Committees of other Companies</b>	Nil	Nil
<b>Names of listed entities from which a person has resigned in the past three years</b>	Nil	Nil
<b>No. of Meetings of the Board attended during the Financial Year since their respective date of appointment (2022- 2023)</b>	1	1
<b>Shareholding of Directors</b>	Nil	Nil
<b>Relationship between Directors</b>	Not Related	Not Related