



4th July, 2022

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: ATGL

Dear Sir,

Sub: Notice of 17th Annual General Meeting alongwith Annual Report of the Company and Intimation of Record Date for the purpose of Dividend for the Financial Year 2021-22.

This is to inform that the 17th Annual General Meeting (“AGM”) of the Company will be held on **Tuesday, 26th July, 2022 at 12.00 noon** through Video Conferencing / Other Audio Visual Means in accordance with the applicable circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India.

Pursuant to Regulation 34(1) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), we are submitting herewith the Annual Report of the Company along with the Notice of AGM for the financial year 2021-22 which is being sent through electronic mode to the Members.

The Annual Report containing the Notice is also uploaded on the Company's website and can be accessed at www.adanigas.com.

Pursuant to the Regulation 42 of SEBI Listing Regulations, it is hereby informed that the Company has fixed **Friday, 15th July, 2022** as '**Record Date**' for the purpose of determining entitlement of the members of the Company to receive Dividend of Re. 0.25/- (@ 25%) per equity share having face value of Re. 1/- each fully paid-up for the financial year 2021-22. The said Dividend, if

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(Formerly known as Adani Gas Ltd)
Heritage Building, 8th floor,
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Ahmedabad-380014, Gujarat, India
CIN: L40100GJ2005PLC046553

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www.adanigas.com

declared by the shareholders at the ensuing AGM, shall be paid on or after 28th July, 2022, subject to deduction of tax at source as applicable.

We would further like to inform that the Company has fixed **Tuesday, 19th July, 2022** as the **cut-off date** for ascertaining the names of the members holding shares either in physical form or in dematerialised form, who will be entitled to cast their votes electronically in respect of the businesses to be transacted as per the Notice of the AGM and to attend the AGM.

Kindly take the same on your record.

Thanking you.

Yours faithfully,

For **Adani Total Gas Limited**



Gunjan Taunk

Company Secretary



Encl: As above

Notice

NOTICE is hereby given that the 17th Annual General Meeting (AGM) of Adani Total Gas Limited (ATGL / Company) will be held on Tuesday, 26th July, 2022 at 12.00 noon through Video Conferencing / Other Audio Visual Means to transact the following businesses. The venue of the meeting shall be deemed to be the Registered Office of the Company at "Adani Corporate House", Shantigram, Near Vaishno Devi Circle, S.G. Highway, Khodiyar, Ahmedabad – 382 421, Gujarat.

1. To receive, consider and adopt the –
 - a. audited financial statements of the Company for the financial year ended on 31st March, 2022 together with the Reports of the Board of Directors and Auditors thereon; and
 - b. audited consolidated financial statements of the Company for the financial year ended on 31st March, 2022 together with the report of Auditors thereon;
2. To declare dividend on Equity Shares for the financial year 2021-22.
3. To appoint a Director in place of Mr. Jose-Ignacio Sanz Saiz (DIN: 08705604), who retires by rotation and being eligible offers, himself for re-appointment.

Explanation: Based on the terms of appointment, Executive Directors and the Non-Executive Directors (other than Independent Directors) are subject to retirement by rotation. Mr. Jose-Ignacio Sanz Saiz, who has been as Director (Category – Non-Executive) since 5th August, 2020 and whose office is liable to retire at this AGM, being eligible, seeks re-appointment. Based on the performance evaluation, the Board recommends his reappointment.

Therefore, the Members are requested to consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Jose-Ignacio Sanz Saiz (DIN: 08705604), who retires by rotation, be and is hereby re-appointed as a Director."

4. To consider and, if thought fit, approve the re-appointment of the Statutory Auditors for second term of five years.

Explanation: The Board had appointed M/s. Shah Dhandharia & Co. LLP, Chartered Accountants, as the Statutory Auditors of the Company for a period of 5 years and their first term is expiring at the conclusion of this AGM. Based on their performance and independence and the recommendation of the Audit Committee, the Board recommends their re-appointment for second term of 5 (five) years.

Therefore, the Members are requested to consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 139 and 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, M/s. Shah Dhandharia & Co. LLP, Chartered Accountants (Firm Registration No.: 118707W/ W100724) be and is hereby re-appointed as Statutory Auditors of the Company, to hold office from the conclusion of 17th Annual General Meeting (AGM) till the conclusion of 22nd AGM of the Company to be held in the year 2027 (subject to ratification of their appointment at every AGM) on such remuneration (including fees for certification) and reimbursement of out of pocket expenses for the purpose of audit as may be as may be approved by the Audit Committee / Board of Directors of the Company."

5. To consider and if thought fit, approve the appointment of Mr. Olivier Marc Sabrie (DIN: 09375006) as an Director (Non-Executive, Non-Independent) of the Company and to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT Mr. Olivier Marc Sabrie (DIN: 09375006), who was appointed as an Additional Director (Non-Executive, Non-Independent) of the Company pursuant to the provisions of Section 161 of the Companies Act, 2013 ("Act") 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 Act from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company liable to retire by rotation."

6. To consider and if thought fit, approve the appointment of Mr. Shashi Shanker (DIN: 06447938) as an Independent Director (Non-Executive) of the Company and to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:
- "RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the rules framed thereunder, read with Scheduled IV of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Mr. Shashi Shanker (DIN: 06447938), who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Act and Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director (Non-Executive) of the Company to hold office for a first term of consecutive three years up to 3rd May, 2025."
7. To consider and if thought fit, approve appointment of M/s. N D Birla & Co., Practising Cost Accountants as the Cost Auditors for the FY 2022-23 and to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:
- "RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions 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), the Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of the cost records maintained for Petroleum Products of the Company for the financial year ending 31st March, 2023, be paid the remuneration of ₹ 1,35,000 plus applicable tax.
- RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."
8. To consider and if thought fit, approve the material related party transactions entered into by the Company during the FY 2021-22 and to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:
- "RESOLVED THAT** pursuant to the provisions of Section 188 and all other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and in terms of applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 executed with the Stock Exchanges, consent of the Members be and is hereby accorded for ratification / approval of material related party transaction(s) entered by the Company with related parties during the FY 2021-22, as per the details set out in the explanatory statement annexed to the notice convening this meeting. **RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to take all such steps as may be deemed necessary, proper or expedient to give effect to this resolution."
9. To consider and if thought fit, approve the material related party transaction(s) proposed to be entered into by the Company during the FY 2022-23 and 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 read with the rules framed thereunder (including any statutory amendment(s) or re-enactment(s) thereof, for the time being in force, if any), and in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company ("Board"), for entering into and / or carrying out and / or continuing with existing contracts / arrangements/ transactions or modification(s) of earlier/ arrangements/ transactions or as fresh and independent transaction(s) or otherwise (whether individually or series of transaction(s) taken together or

otherwise), with **Adani Total Private Limited**, a related party of the Company, during the FY 2022-23 as per the details set out in the explanatory statement annexed to this notice, notwithstanding the fact that the aggregate value of all these transaction(s), whether undertaken directly by the Company or along with its subsidiary(ies), may exceed the prescribed thresholds as per provisions of the SEBI Listing Regulations as applicable from time to time, provided, however, that the said contract(s)/ arrangement(s)/ transaction(s) shall be carried out at an arm's length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board be and is hereby severally authorised to execute all such agreements, documents, instruments and writings

as deemed necessary, with power to alter and vary the terms and conditions of such contracts/ arrangements/ transactions, settle all questions, difficulties or doubts that may arise in this regard".

Date: 4th May, 2022 **For and on behalf of the Board**
Place: Ahmedabad

Regd. Office: **Gunjan Taunk**
"Adani Corporate House", Company Secretary
Shantigram, Near Vaishno Devi Circle,
S. G Highway, Khodiyar,
Ahmedabad - 382 421
Gujarat, India.
CIN : L40100GJ2005PLC046553

NOTES:

1. The Government of India, Ministry of Corporate Affairs has allowed conducting AGM through Video Conferencing (VC) or Other Audio Visual Means (OAVM) and dispensed the personal presence of the Members at the meeting. Accordingly, the Ministry of Corporate Affairs issued Circular No. 14/2020 dated 8th April, 2020, Circular No. 17/2020 dated 13th April, 2020 and Circular No. 20/2020 dated 5th May, 2020 and Circular No. 02/2021 dated 13th January, 2021 and Circular No. 21/2021 dated 14th December, 2021 and 02/2022 dated 5th May 2022 ("MCA Circulars") and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021 and Circular No. SEBI/HO/DDHS/P/ CIR/2022/0063 dated 13th May, 2022 issued by the Securities Exchange Board of India ("SEBI Circular") prescribing the procedures and manner of conducting the AGM through VC/OAVM. In terms of the said circulars, the 17th AGM of the Members will be held through VC/OAVM. Hence, Members can attend and participate in the AGM through VC/OAVM only. The detailed procedure for participation in the meeting through VC/OAVM is as per note no. 13 and available at the Company's website www.adanigas.com.
2. The helpline number regarding any query / assistance for participation in the AGM through VC/OAVM is 1800-222-990.
3. Information regarding appointment/ re-appointment of Directors and Explanatory Statement in respect of special businesses to be transacted pursuant to Section 102 of the Act and/ or Regulation 36(3) of the SEBI Listing Regulation is annexed hereto.
4. Pursuant to the Circular No. 14/2020 dated 8th April, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the Members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
6. Pursuant to Finance Act 2020, dividend income is taxable in the hands of Members w.e.f. 1st April,

2020 and the Company is required to deduct tax at source from dividend paid to Members at the prescribed rates. For the prescribed rates for various categories, please refer to the Finance Act, 2020 and the amendments thereof. The Members are requested to update their PAN with the DP (if shares held in electronic form) and Company / RTA (if shares held in physical form).

A Resident individual Member with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G / 15H, to avail the benefit of non-deduction of tax at source by e-mail to rnt.helpdesk@linkintime.co.in by 15th July, 2022. Members are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.

Non-resident shareholders [including Foreign Institutional Investors (FIIs) / Foreign Portfolio Investors (FPIs)] can avail beneficial rates under tax treaty between India and their country of tax residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits. For this purpose the shareholder may submit the above documents (PDF / JPG Format) by e-mail to rnt.helpdesk@linkintime.co.in. The aforesaid declarations and documents need to be submitted by the Members by 15th July, 2022.

7. In line with the aforesaid Ministry of Corporate Affairs (MCA) Circulars and SEBI Circular dated 12th May, 2020, the Notice of AGM alongwith Annual Report 2020-21 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Member may note that Notice and Annual Report 2020-21 has been uploaded on the website of the Company at www.adanigas.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
8. The Company has fixed Friday, 15th July, 2022 as the 'Record Date' for determining entitlement of Member to receive dividend for the FY 2021-22, if approved at the AGM.

Those Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Record Date shall be entitled for the dividend which will be paid on or after Tuesday, 26th July, 2022, subject to applicable TDS.
9. The Register of Members and share transfer books of the Company will remain closed from Tuesday, 19th July, 2022 to Tuesday, 26th July, 2022 (both days inclusive) for the purpose of AGM.
10. Shareholders seeking any information with regard to accounts are requested to write to the Company at least 10 days before the meeting so as to enable the management to keep the information ready.
11. Members holding the shares in physical mode are requested to notify immediately the change of their address and bank particulars to the R & T Agent of the Company. In case shares held in dematerialized form, the information regarding change of address and bank particulars should be given to their respective Depository Participant.
12. In terms of Section 72 of the Act, nomination facility is available to individual Member holding shares in the physical form. The Members, who are desirous of availing this facility, may kindly write to Company's R & T Agent for nomination form by quoting their folio number.
13. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or arrangements in which the Directors are interested under Section 189 of the Act and all other documents referred to in the Notice will be available for inspection in electronic mode.
14. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1,000 members on

first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

15. Process and manner for members opting for voting through Electronic means:

- i. Pursuant to the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI Listing Regulations (as amended), and the Circulars issued by the MCA dated 8th April, 2020, 13th April, 2020, 5th May, 2020 and 13th January, 2021 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited ("NSDL") for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a Member using remote e-voting as well as venue voting system on the date of the AGM will be provided by NSDL.
- ii. Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. Tuesday, 19th July, 2022, shall be entitled to avail the facility of remote e-voting as well as venue voting system on the date of the AGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.
- iii. A person who has acquired the shares and has become a member of the Company after the despatch of the Notice of the AGM and prior to the Cut-off date i.e. Tuesday, 19th July, 2022, shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or venue voting system on the date of the AGM by following the procedure mentioned in this part.

- iv. The remote e-voting will commence on Friday, 22nd July, 2022 at 9.00 a.m. and will end on Monday, 25th July, 2022 at 5.00 p.m. During this period, the Members of the Company holding shares either in physical form or in demat form as on the Cut-off date i.e. Tuesday, 19th July, 2022, may cast their vote electronically. The Members will not be able to cast their vote electronically beyond the date and time mentioned above and the remote e-voting module shall be disabled for voting by NSDL thereafter.
- v. Once the vote on a resolution is cast by the Member, he/she shall not be allowed to change it subsequently or cast the vote again.
- vi. The voting rights of the Members shall be in proportion to their share in the paid up equity share capital of the Company as on the Cut-off date i.e. Tuesday, 19th July, 2022.
- vii. The Company has appointed CS Ravi Kapoor, Practising Company Secretary (Membership No. FCS: 2587; CP No: 2407), to act as the Scrutinizer for conducting the remote e-voting process as well as the venue voting system on the date of the AGM, in a fair and transparent manner.
- viii. The procedure and instructions for remote e-voting are, as follows:

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, please follow steps mentioned below in process for those shareholders whose email ids are not registered

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.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

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 during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual

meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".

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.

- ix. 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 ravi@ravics.com with a copy marked to evoting@nsdl.co.in.
- x. 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 1020 990 and 1800 22 44 30 or send a request at evoting@nsdl.co.in.

16. 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. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
- c) Alternatively member may send an e-mail request to evoting@nsdl.co.in for procuring User ID and Password by proving above mentioned documents.
- d) In terms of SEBI circular dated December 9, 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

17. The instructions for members for e-Voting on the day of the AGM are as under:-

- a) The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- b) Only those Members/ Shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
- c) Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- d) The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

18. Instructions for members for attending the AGM through vc/oavm are as under:
- Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
 - Members are encouraged to join the Meeting through Laptops for better experience.
 - Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
 - For ease of conduct, members who would like to ask questions may send their questions in advance at least (7) days before AGM mentioning their name, demat account number / folio number, email id, mobile number at investor.agl@adani.com and register themselves as a speaker. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM.
 - Since the AGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.
19. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.adanigas.com within forty eight hours of the passing of the Resolutions at the 17th Annual General Meeting of the Company and shall also be communicated to the Stock Exchanges where the shares of the Company are listed.

Contact Details:

Company	Adani Total Gas Limited Regd. Office: "Adani Corporate House ", Shantigram, Nr. Vaishno Devi Circle, S G Highway, Khodiyar, Ahmedabad-382 421, Gujarat, India CIN: L40100GJ2005PLC046553 E-mail IDs: 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 Fax : +91 22 49186060 E-mail: rnt.helpdesk@linkintime.co.in
e-Voting Agency	National Securities Depository Limited E-mail ID: evoting@nsdl.co.in Phone : +91 22 2499 4890
Scrutinizer	CS Ravi Kapoor Practising Company Secretary E-mail ID: ravi@ravics.com

Annexure to Notice

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND / OR REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

For Item No. 5:

The Board of Directors through circular resolution passed on 9th December, 2021 had appointed Mr. Olivier Marc Sabrie as an Additional Director (Non-Executive, Non-Independent) of the Company. According to the provisions of Section 161 of the Act, he holds office as Director only up to the date of the ensuing AGM. As required under Section 160 of the Act, a notice has been received from a Member signifying its intention to propose the appointment of Mr. Olivier Marc Sabrie as a Director.

Mr. Olivier Marc Sabrie is graduate in Civil Engineering. He has 27 years of experience in the energy industry. He has experience in working in different parts of the world. He started his career in Mozambique in the marketing and retail business in 1994 where he joined TotalEnergies Company. He held various diversified portfolios including operational and management positions in retail, B2B and specialties activities within the TotalEnergies Company, France.

Brief resume and other details of Mr. Olivier Marc Sabrie are provided in annexure to the Notice pursuant to the provision of SEBI Listing Regulation and Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

The Board recommends passing of the Ordinary Resolution as set out in Item no. 5 of this Notice, for approval by the Members of the Company.

Mr. Olivier Marc Sabrie is deemed to be interested in the said resolution as it relates to his appointment.

None of the other Directors or key managerial personnel or their relatives is, in anyway, concerned or interested in the resolution, as set out in the Item No. 5 of this Notice.

For Item No. 6:

On recommendation of Nomination & Remuneration Committee, the Board of Directors in its meeting held on 4th May, 2022 had appointed Mr. Shashi Shanker (DIN: 06447938) as an Additional Director (Non-Executive & Independent) of the Company. According to the provisions of Section 161 of the Act, he holds office as Additional Director only up to the date of this AGM. As required under Section 160 of

the Act, a notice has been received from a Member signifying its intention to propose the appointment of Mr. Shashi Shanker as a Director.

Mr. Shashi Shanker is the former Chairman and Managing Director (CMD) of Oil and Natural Gas Corporation Ltd. (ONGC) – a Fortune 500 company & a premier Maharatna PSU and the flagship National Oil company, and also the Chairman of ONGC group of companies comprised of subsidiaries - ONGC Videsh Limited, MRPL and Joint Ventures - OPaL, OMPL, OTPC and MSEZ. He is an industry veteran with more than 38 years of experience in diverse Exploration & Production (E&P) activities.

Mr. Shanker is a Petroleum Engineer from Indian Institute of Technology (ISM), Dhanbad and holds an MBA degree with specialisation in Finance. He has also received executive education from prestigious institutes like Indian Institute of Management, Lucknow and Indian School of Business, Hyderabad.

Mr. Shanker was also President of Global Compact Network India (GCNI), the Indian Local Network of the United Nations Global Compact (UNGC) which has been providing a robust platform for Indian businesses, academic institutions and civil society organizations to embrace the ten principles of Global Compact Network, United Nations.

Mr. Shanker was named 3rd amongst the Indian CEOs and 77th in global ranking by the CEOWORLD magazine's global ranking of the world's most influential chief executives in 2019. He is also a recipient of distinguished Fellowship of the Institute of Directors (IOD) award in 2019.

Mr. Shanker has given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act and the SEBI Listing Regulations as applicable. In the opinion of the Board, he fulfils the conditions specified in the Act read with the rules made thereunder for appointment as an Independent Director and he is independent of the management.

Mr. Shanker is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given her consent to act as Director.

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

The terms and conditions for appointment of Mr. Shashi Shanker as an Independent Director of the Company shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day.

Brief resume and other details of Mr. Shashi Shanker is provided in annexure to this Notice pursuant to the provision of SEBI Listing Regulations and Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

The Board recommends passing of the Ordinary Resolution as set out in Item no. 6 of this Notice, for approval by the Members of the Company.

Mr. Shashi Shanker is deemed to be interested in the said resolution as it relates to his appointment.

None of the other Directors or key managerial personnel or their relatives is, in anyway, concerned or interested in the resolution, as set out in the Item No. 6 of this Notice.

For Item No. 7:

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s. N D Birla & Co., Practising Cost Accountants as the Cost Auditors of the Company to conduct the audit of the cost records for maintaining Petroleum Product of the Company for the FY 2022-23, at a fee of ₹ 1,35,000/- plus applicable Taxes and reimbursement of out of pocket expenses, as remuneration for cost audit services for the FY 2022-23.

In accordance with the provisions of Section 148 of the Act, read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the Members of the Company.

Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out at Item No. 7 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31st March, 2023.

The Board recommends passing of the Ordinary Resolution as set out in Item no. 7 of this Notice, for approval by the Members of the Company.

None of the other Directors or key managerial personnel or their relatives is, in anyway, concerned or interested in the resolution, as set out in the Item No. 7 of this Notice.

For Item No. 8:

Pursuant to the provisions of Section 188 of the Act read with rules made thereunder and in terms of applicable provisions of the SEBI Listing Regulations as applicable as on 31st March, 2022, consent of Members by way of an ordinary resolution is required for ratification/ approval of material related party transactions entered into by the Company with related party, even if such transactions are in the ordinary course of business of the concerned company and at an arm's length basis. A transaction was considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceed(s) 10% of the annual consolidated turnover as per the last audited financial statements of the listed entity.

In FY 2021-22, the related party transactions as mentioned below, in the aggregate, have crossed the applicable materiality threshold as mentioned above. Accordingly, as per the SEBI Listing Regulations, approval of the Members is being sought for ratification of all such arrangements / transactions undertaken by the Company, with the related party mentioned below. The transactions were in the ordinary course of business of the Company and on an arm's length basis.

(₹ in crore)

Name of Related Party	Relationship	Nature of Transactions	Transaction value for the period ended 31 st March, 2022
Adani Total Private Limited	Entity under Common Control	Purchase of Natural Gas	1,016.57
		Service Availed	23.91
Indian Oil – Adani Gas Private Limited	Joint Venture Company	Corporate Guarantee	316.50

Rationale for the transaction with Adani Total Private Limited: Your Company has entered into long-term agreement with Adani Total Private Limited for a period of up to 3 years w.e.f. 1st January, 2021 to 31st December, 2023 for supply of Natural Gas and its transportation services to cater to the demand of its existing/ upcoming GA's for a Contract Value of ₹ 1,500 crore for respective period. During the FY2021-22 the Company did transactions worth ₹ 1,040.48 crore.

Rationale for the transaction with Indian Oil – Adani Gas Private Limited: Indian Oil – Adani Gas Private Limited is a 50:50 joint venture company between Indian Oil Corporation Limited and Adani Total Gas Limited and being a promoter of the IOAGPL, ATGL has given corporate guarantee as replacement for its financial arrangement, which has been released during the FY2021-22.

The said related party transactions were reviewed and approved by the Audit Committee of the Company.

As per Regulation 23 of SEBI Listing Regulation related parties of the Company shall abstain from voting on said resolution.

The Board recommends passing of the Ordinary Resolution as set out in Item no. 8 of this Notice, for approval by the Members of the Company.

None of the other Directors or key managerial personnel or their relatives, are in any way, concerned or interested, financially or otherwise, except to the extent of their shareholding in the Company, if any, in the proposed ordinary resolution as set out in Item No. 8 of this Notice.

For Item No. 9:

The provisions of the SEBI Listing Regulations, as amended by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, effective 1st April, 2022, mandates prior approval of members by means of an ordinary resolution for all material related party transactions, even if such transactions

are in the ordinary course of business of the concerned company and at an arm's length basis. Effective from 1st April, 2022, a transaction with a related party shall be considered as material if the transaction(s) to be entered into, either individually or taken together with previous transactions during a financial year, whether directly and/or through its subsidiary(ies), exceed(s) ₹1,000 crore, or 10% of the annual consolidated turnover as per the last audited financial statements of the listed entity, whichever is lower. Further, in accordance with the said regulation, a related party transaction that has been approved by the audit committee prior to 1st April, 2022 which continues beyond such date and becomes material as per the revised materiality threshold shall be placed before the shareholders in the first General Meeting held after 1st April, 2022.

In the FY 2022-23, the Company, propose to enter into certain related party transaction(s) as mentioned below, on mutually agreed terms and conditions, and the aggregate of such transaction(s), are expected to cross the applicable materiality thresholds as mentioned above. Accordingly, as per the SEBI Listing Regulations, prior approval of the Members is being sought for all such arrangements / transactions proposed to be undertaken by the Company, either directly or along with its subsidiary(ies). All the said transactions shall be in the ordinary course of business of the Company and on an arm's length basis.

The Audit Committee has, on the basis of relevant details provided by the management, as required by the law, at its meeting held on 4th May, 2022, reviewed and approved the said transaction(s), subject to approval of the Members, while noting that such transaction shall be on arms' length basis and in the ordinary course of business of the Company.

Your Board of Directors considered the same and recommends passing of the resolutions contained in Item No. 9 of this Notice.

Information required under Regulation 23 of SEBI Listing Regulations read with SEBI Circular dated 22nd November 2021 is provided herein below:

Particulars of material related party transactions to be entered by the Company with Adani Total Private Limited, a related party of the Company.

SN	Particulars	Details
i.	Name of the Related Party	Adani Total Private Limited
ii.	Type of transaction	Purchase of Natural Gas & other Services
iii.	Material terms and particulars of the proposed transaction	Material terms and conditions are based on the contracts which inter alia include the rates which are based on prevailing market price and commercial terms entered into the contract.

SN	Particulars	Details
iv.	Nature of Relationship with the Company including nature of its concern or interest (financial or otherwise)	Adani Total Private Limited is an entity under common control with the Company.
v.	Tenure of the proposed transaction	During the FY 2022-23
vi.	Value of the proposed transaction	Not to exceed ₹ 1,000 crore
vii.	Value of RPT as % of Company's audited consolidated annual turnover of ₹ 3,206.36 crore for the financial year 2021-2022.	Approximately 31.19%.
viii.	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	
	(i) Details of financial indebtedness Incurred	Not Applicable
	(ii) Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	Not Applicable
	(iii) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the related party transaction	Not Applicable
ix.	Justification as to why the RPT is in the interest of the Company.	The Company has entered into long-term agreement with Adani Total Private Limited for a period of up to 3 years w.e.f. 1 st January, 2021 to till 31 st December, 2023 for supply of Natural Gas and its transportation services to cater to the demand of its existing/ upcoming GA's to the Company.
x.	Copy of the valuation or other external party report, if any such report has been relied upon.	Not Applicable
xi.	Any other information relevant or important for the members to take a decision on the proposed transaction.	Nil

As per the SEBI Listing Regulations, all related parties of the Company, whether or not a party to the proposed transaction(s), shall abstain from voting on the said resolution.

The Board recommends passing of the Ordinary Resolutions, for approval by the shareholders of the Company.

None of the other Directors or key managerial personnel or their relatives, are in any way, concerned or interested, financially or otherwise, except to the extent of their shareholding in the Company, if any, in the proposed ordinary resolution as set out in Item No. 9 of this Notice.

Date: 4th May, 2022

Place: Ahmedabad

For and on behalf of the Board

Regd. Office:
"Adani Corporate House",
Shantigram, Near Vaishno Devi Circle,
S. G Highway, Khodiyar,
Ahmedabad - 382 421
Gujarat, India.
CIN : L40100GJ2005PLC046553

Gunjan Taunk
Company Secretary

Annexure to Notice

Details of Directors seeking Appointment / Re-appointment

Name of Director	Age, Date of Birth (No. of Shares held)	Qualification	Nature of expertise in specific functional areas	Name of the companies in which he holds directorship as on 31.03.2022	Name of committees in which he/she holds membership/ chairmanship as on 31.03.2022
Mr. Jose-Ignacio Sanz Saiz	53 years 09.05.1968 (Nil)	Graduate in Industrial Engineering	He is a graduate in Industrial Engineering at the Polytechnic University of Madrid, Spain. He has 27 years of experience in the energy industry and he has worked in different parts of the world. He started his career in the UK, working in R&D projects. He joined the TOTAL Group in Spain in 2000 and has held various positions in the Gas & Power and in the Exploration & Production branches. He has been Managing Director of the G&P affiliate TOTAL LNG USA in Houston and of the TOTAL E&P affiliates in Bolivia, United States and Australia.	<ul style="list-style-type: none"> • Adani Total Gas Limited^^ • Adani Green Energy Limited^^ • Adani Green Energy Twenty Three Limited • TotalEnergies Gas & Power Project India Private Limited • Indian Oil – Adani Gas Private Limited 	<ul style="list-style-type: none"> • Adani Total Gas Limited^^ <ul style="list-style-type: none"> o Stakeholders' Relationship Committee (Member) o Risk Management Committee (Member) o Corporate Social Responsibility Committee (Member) o Merger & Amalgamation Committee (Member) o Reputation Risk Committee (Member) • Adani Green Energy Limited^^ <ul style="list-style-type: none"> o Audit Committee (Member) o Nomination & Remuneration Committee (Member) o Risk Management Committee (Member)
Mr. Olivier Marc Sabrie	53 years 22.05.1969 (Nil)	Graduate in Civil Engineering	Mr. Olivier Sabri� is graduate in Civil Engineering. He has 27 years of experience in the energy industry. He has experience in working in different parts of the world. He started his career in Mozambique in the marketing and retail business in 1994 where he joined TotalEnergies Company. He held various diversified portfolios including operational and management positions in retail, B2B and specialties activities within the TotalEnergies Company, France.	<ul style="list-style-type: none"> • Adani Total Gas Limited^^ • TotalEnergies Marketing India Private Limited (Formerly Known as Total Oil India Private Limited) • IndianOil Total Private Limited • Total Adani Fuels Marketing Private Limited • South Asia LPG Company Private Limited • Premier LP Gas Limited (Bangladesh) 	Nil

Name of Director	Age, Date of Birth (No. of Shares held)	Qualification	Nature of expertise in specific functional areas	Name of the companies in which he holds directorship as on 31.03.2022	Name of committees in which he/she holds membership/ chairmanship as on 31.03.2022
Mr. Shashi Shanker	61 years 02.03.1961 (Nil)	Petroleum Engineer & MBA (Finance)	<p>Mr Shashi Shanker is the former Chairman and Managing Director (CMD) of Oil and Natural Gas Corporation Ltd. (ONGC) – a Fortune 500 company & a premier Maharatna PSU and the flagship National Oil Company, and also the Chairman of ONGC group of companies comprised of subsidiaries - ONGC Videsh Limited, MRPL and Joint Ventures - OPaL, OMPL, OTPC and MSEZ. He is an industry veteran with more than 38 years of experience in diverse Exploration & Production (E&P) activities.</p> <p>He is a Petroleum Engineer from Indian Institute of Technology (ISM), Dhanbad and holds an MBA degree with specialisation in Finance. He has also received executive education from prestigious institutes like Indian Institute of Management, Lucknow and Indian School of Business, Hyderabad.</p> <p>He was also President of Global Compact Network India (GCNI), the Indian Local Network of the United Nations Global Compact (UNGC) which has been providing a robust platform for Indian businesses, academic institutions and civil society organizations to embrace the ten principles of Global Compact Network, United Nations.</p> <p>He was named 3rd amongst the Indian CEOs and 77th in global ranking by the CEOWORLD magazine's global ranking of the world's most influential chief executives in 2019. He is also a recipient of distinguished Fellowship of the Institute of Directors (IOD) award in 2019.</p>	Nil	Nil

^^Listed Companies.

For other details such as number of meetings of the board attended during the year, remuneration drawn and relationship with other directors and key managerial personnel in respect of above directors, please refer to the Corporate Governance Report, of this Annual Report of 2021-22.