

## NOTICE

NOTICE is hereby given that the 14<sup>th</sup> Annual General Meeting of Adani Gas Limited will be held on Tuesday, 6<sup>th</sup> August, 2019 at 11.30 a.m. at H. T. Parekh Hall, Ahmedabad Management Association, AMA Complex, ATIRA, Dr. Vikram Sarabhai Marg, Ahmedabad – 380 015 to transact the following businesses:

### ORDINARY BUSINESS

1. To receive, consider and adopt the audited financial statements (including audited consolidated financial statements) for the financial year ended on 31<sup>st</sup> March, 2019 and the Reports of the Board of Directors and Auditors thereon.
2. To declare dividend on Equity Shares.
3. To confirm the payment of interim dividend and declare final dividend on Preference Shares.
4. To appoint a Director in place of Mr. Pranav V. Adani (DIN: 00008457), who retires by rotation and being eligible offers, himself for re-appointment.

### SPECIAL BUSINESS

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

"RESOLVED THAT Mr. Gautam S. Adani (DIN: 00006273), who was appointed as an Additional Director 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."

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

"RESOLVED THAT Mr. Suresh P. Manglani (DIN: 00165062), who was appointed as an Additional Director 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."

7. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution:**

"RESOLVED THAT in accordance with the provisions of Sections 196, 197, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and also subject to approval of the Central Government, if required, the Company hereby accords its approval to the appointment of Mr. Suresh P. Manglani (DIN: 00165062) as an Executive Director of the Company for a period of 5 (Five) years w.e.f. 22<sup>nd</sup> October, 2018 on the terms and conditions including terms of remuneration as set out in the explanatory statement attached hereto and forming part of this notice with a liberty to Board of Directors to alter and vary the terms and conditions of the said appointment and/or remuneration so as the total remuneration payable to him shall not exceed the limits specified in Schedule V to the Companies Act, 2013 including any statutory modification or re-enactment thereof, for the time being in force and as agreed by and between the Board of Directors and Mr. Suresh P. Manglani without any further reference to the Company in General Meeting.

RESOLVED FURTHER THAT notwithstanding anything contained to the contrary in the Companies Act, 2013, wherein any financial year the Company has no profits or has inadequate profit, Mr. Suresh P Manglani will be paid minimum remuneration as stated in the explanatory statement or such remuneration as may be approved by the Board within the ceiling prescribed under Schedule V of the Companies Act, 2013 or any modification or re-enactment thereof at relevant time.

RESOLVED FURTHER THAT in the event of any statutory amendment or modification by the Central Government to Schedule V to the Companies Act, 2013, the Board of Directors be and is hereby authorised to vary and alter the terms of appointment including salary, commission, perquisites, allowances etc. payable to Mr. Suresh P Manglani within such prescribed limit or ceiling and as agreed by and between the Company and Mr. Suresh P Manglani without any further reference to the Company in General Meeting.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary to give effect to this Resolution."

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the rules framed there under, read with Schedule IV of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Mr. Maheswar Sahu (DIN: 00034051), who was appointed as an Additional Director pursuant to the provisions of Section 161 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 period up to October, 2023."

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the rules framed thereunder, read with Schedule IV of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Mr. Naresh Kumar Nayyar (DIN: 00045395), who was appointed as an Additional Director pursuant to the provisions of Section 161 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 period up to October, 2023."

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the rules framed thereunder, read with Schedule IV of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Mrs. Chandra Iyengar (DIN: 02821294), who was appointed as an Additional Director pursuant to the provisions of Section 161 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 her 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 period up to October, 2023."

11. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 42, 62 and all other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) (the "Companies Act"), the Foreign Exchange Management Act, 1999, as amended or restated ("FEMA"), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended or restated (the "ICDR Regulations"), the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993, as amended or restated, the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations 2000, as amended or restated, and subject to all other applicable laws, statutes, rules, circulars, notifications, regulations and guidelines of the Government of India, the Securities and Exchange Board of India (the "SEBI"), the Reserve Bank of India (the "RBI"), the relevant stock exchanges where the equity shares of the Company are listed (the "Stock Exchanges") and all other appropriate statutory and regulatory authorities, as may be applicable or relevant, whether in India or overseas (hereinafter collectively referred to as the "Appropriate Authorities"), the enabling provisions of the

Memorandum and Articles of Association of the Company, as amended, and the listing agreements entered into by the Company with the Stock Exchanges and subject to requisite approvals, consents, permissions and sanctions, if any, of the Appropriate Authorities and subject to such conditions and modifications as may be prescribed by any of them in granting any such approvals, consents, permissions, and sanctions (hereinafter referred as the "Requisite Approvals") which may be agreed to by the Board of Directors of the Company (hereinafter referred as the "Board" which term shall be deemed to include any committee constituted or to be constituted by the Board to exercise its powers including the powers conferred by this resolution, or any person(s) authorised by the Board or its committee for such purposes), consent of the Company be and is hereby accorded to the Board in its absolute discretion, to create, offer, issue and allot, from time to time in either one or more international offerings, in one or more foreign markets, in one or more tranches and/or in the course of one or more domestic offering(s) in India, such number of equity shares and/or any securities linked to, convertible into or exchangeable for equity shares including without limitation through Global Depository Receipts ("GDRs") and/or American Depository Receipts ("ADRs") and/or convertible preference shares and/or convertible debentures (compulsorily and/or optionally, fully and/or partly) and/or Commercial Papers and/or warrants with a right exercisable by the warrant holder to exchange or convert such warrants with equity shares of the Company at a later date simultaneously with the issue of non-convertible debentures and/or Foreign Currency Convertible Bonds ("FCCBs") and/or Foreign Currency Exchangeable Bonds ("FCEBs") and/or any other permitted fully and/or partly paid securities/instruments/ warrants, convertible into or exchangeable for equity shares at the option of the Company and/or holder(s) of the security(ies) and/or securities linked to equity shares (hereinafter collectively referred to as "Securities"), in registered or bearer form, secured or unsecured, listed on a recognized stock exchange in India or abroad whether rupee denominated or denominated in foreign currency, to such investors who are eligible to acquire such Securities in accordance with all applicable laws, rules, regulations, guidelines and approvals, through public issue(s), rights issue(s),

preferential issue(s), private placement(s) and / or qualified institutional placement in terms of Chapter VIII of the SEBI (ICDR) Regulations or any combinations thereof, through any prospectus, offer document, offer letter, offer circular, placement document or otherwise, at such time or times and at such price or prices subject to compliance with all applicable laws, rules, regulations, guidelines and approvals, at a discount or premium to market price or prices in such manner and on such terms and conditions including as regards security, rate of interest, etc., as may be deemed appropriate by the Board in its absolute discretion, subject to compliance with all applicable laws, rules, regulations, guidelines and approvals, for an aggregate amount, not exceeding ₹ 3,000 Crores (Rupees Three Thousand Crores Only) or foreign currency equivalent thereof, at such premium as may from time to time be decided by the Board and the Board shall have the discretion to determine the categories of eligible investors to whom the offer, issue and allotment shall be made to the exclusion of all other categories of investors at the time of such offer, issue and allotment considering the prevailing market conditions and all other relevant factors and where necessary in consultation with advisor(s), lead manager(s), and underwriter(s) appointed by the Company.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the issue(s) of Securities may, subject to compliance with all applicable laws, rules, regulations, guidelines and approvals, have all or any terms, or combination of terms, in accordance with domestic and/or international practice, including, but not limited to, conditions in relation to payment of interest, additional interest, premium on redemption, prepayment and any other debt service payments whatsoever and all other such terms as are provided in offerings of such nature including terms for issue of additional equity shares or variation of the conversion price of the Securities during the duration of the Securities.

RESOLVED FURTHER THAT in case of any offering of Securities, including without limitation any GDRs/ADRs/FCCBs/FCEBs/other securities convertible into equity shares, consent of the shareholders be and is hereby given to the Board to issue and allot such number of equity shares as may be required to be issued and allotted upon conversion, redemption or cancellation of any such Securities

referred to above in accordance with the terms of issue/offering in respect of such Securities and such equity shares shall rank paripassu with the existing equity shares of the Company in all respects, except as may be provided otherwise under the terms of issue/offering and in the offer document and/or offer letter and/or offering circular and /or listing particulars.

RESOLVED FURTHER THAT the Board be and is hereby authorised to engage, appoint and to enter into and execute all such agreement(s)/ arrangement(s)/ MoUs/ placement agreement(s)/ underwriting agreement(s)/ deposit agreement(s)/ trust deed(s)/ subscription agreement/ payment and conversion agency agreement / any other agreements or documents with any consultants, lead manager(s), co-lead manager(s), manager(s), advisor(s), underwriter(s), guarantor(s), depository(ies), custodian(s), registrar(s), agent(s) for service of process, authorised representatives, legal advisors / counsels, trustee(s), banker(s), merchant banker(s) and all such advisor(s), professional(s), intermediaries and agencies as may be required or concerned in such offerings of Securities and to remunerate them by way of commission, brokerage, fees and such other expenses as it deems fit, listing of Securities in one or more Indian/ International Stock Exchanges, authorizing any director(s) or any officer(s) of the Company, severally, to sign for and on behalf of the Company offer document(s), arrangement(s), application(s), authority letter(s), or any other related paper(s)/documents(s), give any undertaking(s), affidavit(s), certification(s), declaration(s) including without limitation the authority to amend or modify such document(s).

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, consent of the members of the Company be and is hereby accorded to the Board to do all such acts, deeds, matters and/or things, in its absolute discretion and including, but not limited to finalization and approval of the preliminary as well as final document(s), determining the form, terms, manner of issue, the number of the Securities to be allotted, timing of the issue(s)/ offering(s) including the investors to whom the Securities are to be allotted, issue price, face value, number of equity shares or other securities upon conversion or redemption or cancellation of the Securities, premium or discount on issue /conversion

/exchange of Securities, if any, rate of interest, period of conversion or redemption, listing on one or more stock exchanges in India and /or abroad and any other terms and conditions of the issue, including any amendments or modifications to the terms of the Securities and any agreement or document (including without limitation, any amendment or modification, after the issuance of the Securities), the execution of various transaction documents, creation of mortgage/charge in accordance with the provisions of the Companies Act and any other applicable laws or regulations in respect of any Securities, either on a paripassu basis or otherwise, fixing of record date or book closure and related or incidental matters as the Board in its absolute discretion deems fit and to settle all questions, difficulties or doubts that may arise in relation to the issue, offer or allotment of the Securities, accept any modifications in the proposal as may be required by the Appropriate Authorities in such issues in India and / abroad and subject to applicable law, for the utilization of the issue proceeds as it may in its absolute discretion deem fit without being required to seek any further consent or approval of the members or otherwise to the end and intent and that the members shall be deemed to have given their approval thereto for all such acts, deeds, matters and/or things, expressly by the authority of this resolution.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board is authorised on behalf of the Company to take all actions and to do all such deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient to the issue or allotment of aforesaid Securities and listing thereof with the stock exchange(s) as appropriate and to resolve and settle all questions and difficulties that may arise in the proposed issue, offer and allotment of any of the Securities, utilization of the issue proceeds and to do all acts, deeds and things in connection therewith and incidental thereto as the Board in its absolute discretion deem fit, without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Company and/or any agency or body authorised by the Company may, subject to compliance with all applicable laws, rules,

regulations, guidelines and approvals, issue certificates and/or depository receipts including global certificates representing the Securities with such features and attributes as are prevalent in international and/or domestic capital markets for instruments of such nature and to provide for the tradability or transferability thereof as per the international and/or domestic practices and regulations, and under the forms and practices prevalent in such international and/or domestic capital markets.

RESOLVED FURTHER THAT the Company may enter into any arrangement with any agency or body for the issue, upon conversion of the Securities, of equity shares of the Company in registered or bearer form with such features and attributes as are prevalent in international capital markets for instruments of this nature and to provide for the tradability or free transferability thereof as per the international practices and/or domestic practices and regulations, and under the forms and practices prevalent in international and/or domestic capital markets.

RESOLVED FURTHER THAT the Securities may be redeemed and/or converted into and/or exchanged for the equity shares of the Company (or exchanged for equity shares of another company as permitted under applicable law), subject to compliance with all applicable laws, rules, regulations, guidelines and approvals, in a manner as may be provided in the terms of their issue.

RESOLVED FURTHER THAT in case of a Qualified Institutional Placement (QIP) pursuant to Chapter VIII of the SEBI (ICDR) Regulations, the allotment of eligible securities within the meaning of Chapter VIII of the SEBI (ICDR) Regulations shall only be made to Qualified Institutional Buyers (QIBs) within the meaning of Chapter VIII of the SEBI (ICDR) Regulations, such securities shall be fully paid-up and the allotment of such securities shall be completed within 12 months from the date of the resolution approving the proposed issue by the members of the Company or such other time as may be allowed by SEBI (ICDR) Regulations from time to time and that the securities be applied to the National Securities Depository Limited and/or Central Depository Services (India) Limited for admission of the eligible securities to be allotted as per Chapter VIII of the SEBI (ICDR) Regulations.

RESOLVED FURTHER THAT the relevant date for the purpose of pricing of the Securities by way of QIP/GDRs/ADRs/FCCBs/FCEBs or by way of any other issue(s) shall be the date as specified under the applicable law or regulation or it shall be the date of the meeting in which the Board decides to open the issue.

RESOLVED FURTHER THAT the Board and other designated officers of the Company be and are hereby severally authorised to make all filings including as regards the requisite listing application/ prospectus/ offer document/ registration statement, or any draft(s) thereof, or any amendments or supplements thereof, and of any other relevant documents with the Stock Exchanges (in India or abroad), the RBI, the FIPB, the SEBI, the Registrar of Companies and such other authorities or institutions in India and/or abroad for this purpose and to do all such acts, deeds and things as may be necessary or incidental to give effect to the resolutions above and the Common Seal of the Company be affixed wherever necessary.

RESOLVED FURTHER THAT such of these Securities as are not subscribed may be disposed off by the Board in its absolute discretion in such manner, as the Board may deem fit and as permissible by law.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of its powers conferred by this resolution on it, to any Committee of directors or the Executive Director or Directors or any other officer of the Company, in order to give effect to the above resolutions.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in any of the foregoing resolutions are hereby approved, ratified and confirmed in all respects."

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

"RESOLVED THAT pursuant to the provisions of Section 197 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the provisions of the Memorandum and Articles of Association, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company for payment of commission to the

non-executive director(s) including Independent Director(s) of the Company who is/are neither in the whole time employment nor Managing Director, in addition to sitting fees being paid to them for attending the meeting of the Board and its committees, a sum not exceeding 1% of the net profits of the Company per annum, calculated in accordance with the provisions of Section 198 of the Act, for a period of 5 years from 22<sup>nd</sup> October, 2018, in such manner and up to such extent as the Board of Directors of the Company may, from time to time, determine.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to take all actions and do all such deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard."

13. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an

**Ordinary Resolution:**

"RESOLVED THAT pursuant to the 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 31<sup>st</sup> March, 2020, be paid the remuneration as 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 do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

**For and on behalf of the Board**

Date : 27<sup>th</sup> May, 2019

Place : Ahmedabad

**Gunjan Taunk**

Company Secretary

Regd. Office:

"Adani House",

Near Mithakhali Six Roads,

Navrangpura,

Ahmedabad - 380 009

Gujarat, India.

CIN : U40100GJ2005PLC046553

## NOTES:

**1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. THE PROXY NEED NOT BE A MEMBER.**

A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

**2. THE INSTRUMENT APPOINTING PROXY SHOULD HOWEVER BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**

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 Companies Act, 2013 and/or Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed hereto.

4. The Register of members and share transfer books of the Company will remain closed from Tuesday, 30<sup>th</sup> July, 2019 to Tuesday, 6<sup>th</sup> August, 2019 (both days inclusive) to determine entitlement of the shareholders to receive dividend for the year 2018-19.

5. 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.

6. All documents referred to in the accompanying notice and explanatory statement will be kept open for inspection at the Registered Office of Company on all working days between 11.00 a.m. to 1.00 p.m. prior to date of Annual General Meeting.

7. Members are requested to bring their copy of Annual Report at the meeting

8. 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.

9. In terms of Section 72 of the Companies Act, 2013, nomination facility is available to individual shareholders holding shares in the physical form. The shareholders who are desirous of availing this facility, may kindly write to Company's R & T Agent for nomination form by quoting their folio number.

10. The route map showing directions to reach the venue of the fourteenth AGM is annexed.

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

i. In compliance with 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 the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer the facility of voting through electronic means and the business set out in the Notice above may be transacted through such electronic voting. The facility of voting through electronic means is provided through the e-voting platform of National Securities Depository Limited ("remote e-voting").

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, 30<sup>th</sup> July, 2019, shall be entitled to avail the facility of remote e-voting as well as voting at 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, 30<sup>th</sup> July, 2019, shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or through the Poll Paper/electronic voting at the AGM by following the procedure mentioned in this part.

iv. The remote e-voting will commence on Friday, 2<sup>nd</sup> August, 2019 at 9.00 a.m. and will end on Monday, 5<sup>th</sup> August, 2019 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, 30<sup>th</sup> July, 2019, 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 facility for voting through Ballot Paper / electronic voting would be made available at the AGM and the members attending the meeting who have not already cast their votes by remote e-voting shall be able to exercise their right at the meeting through Poll Paper / electronic voting. The members who have already cast their vote by remote e-voting prior to the meeting, may also attend the Meeting, but shall not be entitled to cast their vote again.
- vii. 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, 30<sup>th</sup> July, 2019.
- viii. The Company has appointed CS Chirag Shah, Practising Company Secretary (Membership No. FCS: 5545; CP No: 3498), to act as the Scrutinizer for conducting the remote e-voting process as well as the voting through Poll Paper at the AGM, in a fair and transparent manner.
- ix. 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, 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:
- Click on "Forgot User Details/ Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
  - 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.
- 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.

- The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.adanigas.com](http://www.adanigas.com) and on the website of NSDL i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com) within forty eight hours of the passing of the Resolutions at the 14<sup>th</sup> Annual General Meeting of the Company and shall also be communicated to the Stock Exchanges where the shares of the Company are listed.
- 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](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

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#### Contact Details:

Company	: Adani Gas Limited Regd. Office: "Adani House ", Nr. Mithakhali Six Roads, Navrangpura, Ahmedabad-380 009, Gujarat, India CIN: U40100GJ2005PLC046553 E-mail ID: <a href="mailto:investor.agl@adani.com">investor.agl@adani.com</a>
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: <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> Tel No.: +91 22 2499 4890
Scrutinizer	: CS Chirag Shah Practising Company Secretary E-mail ID: <a href="mailto:pcschirag@gmail.com">pcschirag@gmail.com</a>

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## 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 at its meeting held on 22<sup>nd</sup> October, 2018 appointed Mr. Gautam S. Adani as an Additional Director (Non-Executive) of the Company. According to the provisions of Section 161 of the Companies Act 2013, he holds office as Director only up to the date of the ensuing Annual General Meeting. As required under Section 160 of the Companies Act, 2013, a notice has been received from a member signifying its intention to propose the appointment of Mr. Gautam S. Adani as a Director.

Mr. Gautam S. Adani, the Chairman and Founder of the Adani Group, has more than 35 plus years of business experience. Under his leadership, Adani Group has emerged as a global integrated infrastructure player with interest across Resources, Logistics and Energy verticals.

Mr. Adani's success story is extraordinary in many ways. His journey has been marked by his ambitious and entrepreneurial vision, coupled with great vigour and hard work. This has not only enabled the Group to achieve numerous milestones but also resulted in creation of a robust business model which is contributing towards building sound infrastructure in India.

Mr. Gautam S. Adani is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director.

Brief resume and other details of Mr. Gautam S. Adani are provided in annexure to the Notice pursuant to the provision of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

The Board of Directors recommends the said resolution for your approval.

Mr. Gautam S. Adani 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 said resolution.

**For Item Nos. 6 & 7:**

The Board of Directors at its meeting held on 22<sup>nd</sup> October, 2018 appointed Mr. Suresh P Manglani as an Additional Director of the Company. According to the provisions of Section 161 of the Companies Act 2013, he holds office as

Director only up to the date of the ensuing Annual General Meeting. As required under Section 160 of the Companies Act, 2013, a notice has been received from a member signifying its intention to propose the appointment of Mr. Suresh P Manglani as a Director liable to retire by rotation.

The Board, at its meeting held on the 22<sup>nd</sup> October, 2018, also appointed Mr. Suresh P Manglani as an Executive Director of the Company unanimously for a period of 5 (five) years w.e.f. 22<sup>nd</sup> October, 2018, on a remuneration of ₹ 1.75 Crores (Rupees One Crore Seventy Five Lakhs Only) gross per annum including salary, commission, perquisite, allowance etc. plus any increment in remuneration by way of bonus/incentive/performance linked incentive, if any, payable to Mr. Suresh P Manglani with a liberty to the Board of Directors or Nomination and Remuneration Committee to revise the remuneration without approval of Shareholders within the prescribed ceiling limit of Schedule V and other applicable provisions of the Companies Act, 2013.

Mr. Suresh P Manglani shall be liable to retire by rotation and shall not be paid any sitting fees for attending any meetings of Board or Committees thereof.

Mr. Suresh P Manglani is a Cost and Management Accountant, LLB and Company Secretary. He is a seasoned professional with 29 years of varied experience in diversified businesses. He started his career with Kelvinator (now Whirlpool India) in 1989 and subsequently worked with GAIL, Mahanagar Gas Ltd, India Gas Solutions. Prior to joining us, he was working with Reliance Industries Ltd. as Sr. Vice President & Head of Commercial (CFO) of petroleum retail business.

The Board of Directors felt that it is in interest of the Company to avail services of Mr. Suresh P Manglani as an Executive Director of the Company.

Mr. Suresh P Manglani is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director.

Brief resume and other details of Mr. Suresh P Manglani are provided in annexure to the Notice pursuant to the provision of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

The Board of Directors recommends the said resolution for your approval.

Mr. Suresh P Manglani 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 said resolution.

The above may be treated as written memorandum setting out the terms of appointment of Mr. Suresh P Manglani under section 190 of the Companies Act, 2013.

#### **For Item Nos. 8 & 9 & 10:**

The Board of Directors at its meeting held on 22<sup>nd</sup> October, 2018, appointed Mr. Maheswar Sahu, Mr. Naresh Kumar Nayyar and Mrs. Chandra Iyengar as Additional Directors of the Company. According to the provisions of Section 161 of the Companies Act 2013, they hold office as Directors only up to the date of the ensuing Annual General Meeting. As required under Section 160 of the Companies Act, 2013, a notice has been received from a member signifying its intention to propose the appointments of Mr. Maheswar Sahu, Mr. Naresh Kumar Nayyar and Mrs. Chandra Iyengar as Directors.

#### **• Profile of Mr. Maheswar Sahu**

Mr. Maheswar Sahu has done B.Sc. (Engg.) in Electrical in 1977 from NIT, Rourkela and M.Sc. from University of Birmingham in 1994. He joined Indian Administrative Service (IAS) in 1980. He has served the Government of India and Government of Gujarat in various capacities for more than three decades before retiring as Additional Chief Secretary, Government of Gujarat in 2014. His career span includes more than 20 years of service in industry and more than 10 year of active involvement in PSU management. He had worked for more than 3 years in United Nations Industrial Development Organization. He was instrumental in organization four Vibrant Gujarat events. He served as Director in many CPSEs. He was also Chairman/ Director in many State PSUs. At present he is Chairman in GIFT SEZ, IRM Energy and Independent Director in many companies. His area of specialization includes strategic management, public administration and corporate governance etc.

#### **• Profile of Mr. Naresh Kumar Nayyar**

Mr. Naresh Kumar Nayyar has over 42 years of experience in the Energy sector globally. He has vast experience in development of multi-billion dollar projects, turn down and transformation of stressed companies, development

of new markets and global operations in oil and gas industry.

He is a Chartered Accountant and is an alumnus of IIM-Ahmedabad. He has also attended Advance Financial Management programme in Oil and Gas from University of Texas, Dallas (USA).

He was the Chief Executive Officer and Managing Director of Essar Oil Limited (India's second largest private oil company) and also served as Chief Executive Officer of Essar Energy Plc UK (UK Listed FTSE 100 energy company), Chief Executive Officer and Executive Chairman of Essar Oil UK Limited, UK (UK based oil Refining and Marketing Company), Director (Planning & Business Development) of Indian Oil Corporation Limited, Chief Executive Officer of ONGC Mittal Energy Ltd, UK. He has also served as Non Independent Director of prominent Energy companies including Oil & Natural Gas Corporation Limited, IBP Ltd, Petronet LNG Limited, Essar Power Limited, Lanka IOC Limited, Srilanka, Kenya Petroleum Refinery Limited, Kenya.

#### **• Profile of Mrs. Chandra Iyengar**

Mrs. Chandra Iyengar holds degree in M.A. from Miranda House, New Delhi and is an officer of the 1973 batch of the Indian Administrative Services (IAS). Over the course of her career, she has led several departments in the Government of Maharashtra and the Government of India, such as Women & Child Development, Higher & Technical Education, Rural Development, and Health. As a Secretary for Women & Child Development for the Government of Maharashtra, she was responsible for drafting and implementing the first-ever state policy for women's empowerment in India.

She has served as Additional Chief Secretary – Home Ministry for the Government of Maharashtra and as a Director on the Board of Bharat Heavy Electricals Limited (BHEL) and also as a Chairperson of the Maharashtra Energy Regulatory Commission (MERC).

Mr. Maheswar Sahu, Mr. Naresh Kumar Nayyar and Mrs. Chandra Iyengar have given declarations to the Board that they meet the criteria of independence as provided under Section 149(6) of the Act. In the opinion of the Board, they fulfill the conditions specified in the Act read with the rules made thereunder for appointment as Independent Directors and they are independent of the management.

Mr. Maheswar Sahu, Mr. Naresh Kumar Nayyar and Mrs. Chandra Iyengar are not disqualified from being

appointed as Directors in terms of Section 164 of the Act and has given their consent to act as Directors.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Mr. Maheswar Sahu, Mr. Naresh Kumar Nayyar and Mrs. Chandra Iyengar as Independent Directors are now being placed before the Members for their approval.

The terms and conditions for appointment of Mr. Maheswar Sahu, Mr. Naresh Kumar Nayyar and Mrs. Chandra Iyengar as Independent Directors 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. Maheswar Sahu, Mr. Naresh Kumar Nayyar and Mrs. Chandra Iyengar are provided in annexure to the Notice pursuant to the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

The Board of Directors recommends the said resolutions for your approval.

Mr. Maheswar Sahu, Mr. Naresh Kumar Nayyar and Mrs. Chandra Iyengar are deemed to be interested in the respective resolutions as it relates to their appointments.

None of the other Directors or key managerial personnel or their relatives is, in anyway, concerned or interested in the said resolution.

**For Item No. 11:**

The Company proposes to have flexibility to infuse additional capital, to tap capital markets and to raise additional long term resources, if necessary in order to sustain rapid growth in the business, for business expansion and to improve the financial leveraging strength of the Company. The proposed resolution seeks the enabling authorization of the members to the Board of Directors to raise funds to the extent of ₹ 3,000 Crores (Rupees Three Thousand Crores Only) or its equivalent in any one or more currencies, in one or more tranches, in such form, on such terms, in such manner, at such price and at such time as may be considered appropriate by the Board (inclusive at such premium as may be determined) by way of issuance of equity shares of the Company ("Equity Shares") and/or any instruments or securities including Global Depository Receipts ("GDRs") and/or American Depository Receipts ("ADRs") and/or convertible preference shares and/or convertible

debentures (compulsorily and/or optionally, fully and/or partly) and/or non-convertible debentures (or other securities) with warrants, and/or warrants with a right exercisable by the warrant holder to exchange or convert such warrants with equity shares of the Company at a later date simultaneously with the issue of Foreign Currency Convertible Bonds ("FCCBs") and/or Foreign Currency Exchangeable Bonds ("FCEBs") and/or any other combination of permitted fully and/or partly paid securities/ instruments/ warrants, convertible into or exchangeable for equity shares at the option of the Company and/or holder(s) of the security(ies) and/or securities linked to equity shares (hereinafter collectively referred to as "Securities"), in registered or bearer form, secured or unsecured, listed on a recognized stock exchange in India or abroad whether rupee denominated or denominated in foreign currency by way of private placement or otherwise.

The Special Resolution also seeks to empower the Board of Directors to undertake a Qualified Institutional Placement (QIP) with Qualified Institutional Buyers (QIBs) as defined by SEBI under Issue of Capital and Disclosure Requirements Regulations, 2009. The Board of Directors may in their discretion adopt this mechanism as prescribed under Chapter VIII of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009. Further in case the Company decides to issue eligible securities within the meaning of Chapter VIII of the SEBI Regulations to Qualified Institutional Investors, it will be subject to the provisions of Chapter VIII of the SEBI Regulations as amended from time to time. The aforesaid securities can be issued at a price after taking into consideration the pricing formula prescribed in Chapter VIII of the SEBI (ICDR) Regulations. Allotment of securities issued pursuant to Chapter VIII of SEBI Regulations shall be completed within twelve months from the date of passing of the resolution under Section 42 and 62 of the Companies Act, 2013. This Special Resolution gives (a) adequate flexibility and discretion to the Board to finalise the terms of the issue, in consultation with the Lead Managers, Underwriters, Legal Advisors and experts or such other authority or authorities as need to be consulted including in relation to the pricing of the Issue which will be a free market pricing and may be at premium or discount to the market price in accordance with the normal practice and (b) powers to issue and market any securities issued including the power to issue such Securities in such tranche or tranches with/without voting rights or with differential voting rights.

The detailed terms and conditions for the issue of Securities will be determined in consultation with the advisors, and such Authority/Authorities as may be required to be consulted by the Company considering the prevailing market conditions and other relevant factors.

The consent of the shareholders is being sought pursuant to the provisions of Section 42, 62 and other applicable provisions of the Companies Act, 2013 and in terms of the provisions of the listing agreement executed by the Company with Stock Exchanges where the Equity Shares of the Company are listed. Since the resolution involves issue of Equity Shares to persons other than existing shareholders, special resolution in terms of Section 42 and 62 of the Companies Act, 2013 is proposed for your approval. The amount proposed to be raised by the Company shall not exceed ₹ 3,000 Crores (Rupees Three Thousand Crores Only).

The Equity shares, which would be allotted, shall rank in all respects paripassu with the existing Equity Shares of the Company, except as may be provided otherwise under the terms of issue/offering and in the offer document and/or offer letter and/or offering circular and/or listing particulars.

The Board of Directors recommends the said resolution for your approval.

None of the Directors or any key managerial personnel or any relative is, in anyway, concerned or interested in the above resolution.

**For Item No. 12:**

The board at its meeting held on 22<sup>nd</sup> October, 2018 approved the payment of remuneration by way of commission to Non-Executive Director(s), such remuneration not exceeding 1% of the net profits of the Company for each year for a period of five years commencing from 22<sup>nd</sup> October, 2018.

The resolution proposes to seek approval of members in accordance with Section 197 of the Companies Act, 2013 ("Act") in order to continue payment of commission to Non-Executive Director(s). The Board of Directors will determine the specific amount to be paid as commission to the Non-Executive Director(s), which shall not exceed 1% of the net profits of the Company for that year, as computed in the manner referred to in Section 198 of the Act.

The payment of commission would be in addition to the sitting fees payable for attending meetings of Board and Committees thereof, if any.

The Board of Directors recommends the said resolution for your approval.

All Non-Executive Director(s) of the Company may be deemed to be concerned or interested in this resolution to the extent of commission that may be payable to them from time to time and none of the other Directors or Key managerial personnel or their relatives is, in anyway, concerned or interested in the said resolution.

**For Item No. 13:**

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 financial year 2019-20, at a fee of ₹ 1,25,000/- plus applicable Taxes and reimbursement of out of pocket expenses, as remuneration for cost audit services for the FY 2019-20.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 13 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31<sup>st</sup> March, 2020.

The Board of Directors recommends the above resolution for your approval.

None of the Directors or any key managerial personnel or any relative is, in anyway, concerned or interested in the above resolution.

**For and on behalf of the Board**

Date : 27<sup>th</sup> May, 2019  
Place : Ahmedabad

**Gunjan Taunk**  
Company Secretary

Regd. Office:  
"Adani House",  
Near Mithakhali Six Roads,  
Navrangpura,  
Ahmedabad - 380 009  
Gujarat, India.  
CIN : U40100GJ2005PLC046553

## 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/she holds directorship as on 31.03.2019	Name of committees in which he/she holds membership/ chairmanship as on 31.03.2019
Mr. Gautam S. Adani	56 years 24.06.1962 (1 Equity Share)	S.Y. B. Com	<p>Mr Gautam S. Adani, the Chairman and Founder of the Adani Group, has more than 35 plus years of business experience. Under his leadership, Adani Group has emerged as a global integrated infrastructure player with interest across Resources, Logistics and Energy verticals.</p> <p>Mr Adani's success story is extraordinary in many ways. His journey has been marked by his ambitious and entrepreneurial vision, coupled with great vigour and hard work. This has not only enabled the Group to achieve numerous milestones but also resulted in creation of a robust business model which is contributing towards building sound infrastructure in India.</p>	<ul style="list-style-type: none"> <li>• Adani Enterprises Limited^^</li> <li>• Adani Ports and Special Economic Zone Limited^^</li> <li>• Adani Power Limited^^</li> <li>• Adani Transmission Limited^^</li> <li>• Adani Green Energy Limited^^</li> <li>• Adani Gas Limited^^</li> <li>• Adani Institute for Education and Research [Section 8 Company]</li> </ul>	<ul style="list-style-type: none"> <li>• Adani Enterprises Limited^^               <ul style="list-style-type: none"> <li>o Nomination &amp; Remuneration Committee (Member)</li> </ul> </li> <li>• Adani Gas Limited^^               <ul style="list-style-type: none"> <li>o Nomination &amp; Remuneration Committee (Member)</li> </ul> </li> </ul>
Mr. Pranav V. Adani	40 years 09.08.1978 (Nil)	B.B.A.	<p>Mr. Pranav V. Adani has been active in the group since 1999. He has been instrumental in initiating &amp; building numerous new business opportunities across multiple sectors. He has spearheaded the Joint Venture with the Wilmar Group of Singapore and transformed it from a single refinery edible oil business into a pan India Food Company. He also leads the Oil &amp; Gas, City Gas Distribution &amp; Agri Infrastructure businesses of the Group. His astute understanding of the economic environment has helped the group in scaling up the businesses multi fold.</p> <p>Mr. Pranav Adani is a Bachelor of Science in Business Administration from the Boston University, USA. He is also an alumnus of the Owners/ President Management Program of the Harvard Business School, USA.</p> <p>Mr. Pranav Adani has been conferred with several awards, Globoil Man of the Year Award 2009 being one of them.</p>	<ul style="list-style-type: none"> <li>• Adani Enterprises Limited^^</li> <li>• Adani Gas Limited^^</li> <li>• Adani Wilmar Limited</li> <li>• Adani Welspun Exploration Limited</li> <li>• Adani Synenergy Limited</li> <li>• Adani Bunkering Private Limited</li> <li>• Adani Properties Private Limited</li> <li>• Adani Infrastructure and Developers Private Limited</li> <li>• Adani Agri Fresh Limited</li> <li>• Adani Agri Logistics Limited</li> </ul>	<ul style="list-style-type: none"> <li>• Adani Enterprises Limited^^               <ul style="list-style-type: none"> <li>o Risk Management Committee (Member)</li> <li>o Stakeholders' Relationship Committee (Member)</li> <li>o Corporate Social Responsibility Committee (Member)</li> </ul> </li> <li>• Adani Gas Limited^^               <ul style="list-style-type: none"> <li>o Risk Management Committee (Chairman)</li> <li>o Corporate Social Responsibility Committee (Member)</li> <li>o Stakeholders' Relationship Committee (Member)</li> </ul> </li> <li>• Adani Agri Fresh Limited               <ul style="list-style-type: none"> <li>o Corporate Social Responsibility Committee (Chairman).</li> </ul> </li> <li>• Adani Bunkering Private Limited               <ul style="list-style-type: none"> <li>o Corporate Social Responsibility Committee (Chairman)</li> </ul> </li> <li>• Adani Wilmar Limited               <ul style="list-style-type: none"> <li>o Corporate Social Responsibility Committee (Chairman)</li> </ul> </li> <li>• Adani Properties Pvt. Ltd.               <ul style="list-style-type: none"> <li>o Corporate Social Responsibility Committee (Chairman)</li> </ul> </li> </ul>

## 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/she holds directorship as on 31.03.2019	Name of committees in which he/she holds membership/ chairmanship as on 31.03.2019
Mr. Suresh P Manglani	53 years 08/10/1965 (100 Equity Shares)	CMA, CS & LLB	Mr. Suresh P Manglani is a Cost and Management Accountant, LLB and Company Secretary. He is a seasoned professional with 29 years of varied experience in diversified businesses. He started his career with Kelvinator (now Whirlpool India) in 1989 and subsequently worked with GAIL, Mahanagar Gas Ltd, India Gas Solutions. Prior to joining us, he was working with Reliance Industries Ltd. as Sr. Vice President & Head of Commercial (CFO) of petroleum retail business.	<ul style="list-style-type: none"> <li>• Adani Gas Limited^^</li> <li>• IndianOil-Adani Gas Private Limited</li> </ul>	<ul style="list-style-type: none"> <li>• Adani Gas Limited^^               <ul style="list-style-type: none"> <li>o Audit Committee (Member)</li> <li>o Risk Management Committee (Member)</li> </ul> </li> </ul>
Mr. Maheswar Sahu	65 years 10/01/1954 (Nil)	Ex. IAS Officer	Mr. Maheswar Sahu has done B.Sc. (Engg.) in Electrical in 1977 from NIT, Rourkela and M.Sc. from University of Birmingham in 1994. He joined Indian Administrative Service (IAS) in 1980. He has served the Government of India and Government of Gujarat in various capacities for more than three decades before retiring as Additional Chief Secretary, Government of Gujarat in 2014. His career span includes more than 20 years of service in industry and more than 10 year of active involvement in PSU management. He had worked more than 3 years in United Nations Industrial Development Organization. He was instrumental in organization of four Vibrant Gujarat events. He served as Director in many CPSEs. He was also Chairman/ Director in many State PSUs. At present he is Chairman in GIFT SEZ, IRM Energy and Independent Director in many companies. His area of specialization includes strategic management, public administration, corporate governance etc	<ul style="list-style-type: none"> <li>• Adani Gas Limited^^</li> <li>• National Aluminium Co Limited^^</li> <li>• YES Bank Limited^^</li> <li>• Heubach Colour Private Limited</li> <li>• Gold Plus Glass Industry Limited</li> <li>• Mangalam Alloys Limited</li> <li>• Powerica Limited</li> <li>• IRM Energy Private Limited</li> <li>• Gift SEZ Limited</li> <li>• Mahindra World City (Jaipur) Limited</li> <li>• GSEC Limited</li> <li>• GVFL Limited</li> <li>• Solvay Specialities India Private Limited</li> <li>• Aspire Disruptive Skill Foundation [Section 8 Company]</li> <li>• Sme Mavens Foundation [Section 8 Company]</li> <li>• AIC-ISE Foundation [Section 8 Company]</li> </ul>	<ul style="list-style-type: none"> <li>• Adani Gas Limited^^               <ul style="list-style-type: none"> <li>o Audit Committee (Chairman)</li> <li>o Nomination &amp; Remuneration Committee (Chairman)</li> <li>o Stakeholders' Relationship Committee (Chairman)</li> <li>o Corporate Social Responsibility Committee (Chairman)</li> <li>o Risk Management Committee (Member)</li> </ul> </li> <li>• National Aluminium Co Limited^^               <ul style="list-style-type: none"> <li>o Nomination &amp; Remuneration Committee (Chairman)</li> <li>o Corporate Social Responsibility Committee (Member)</li> </ul> </li> <li>• YES Bank Limited^^               <ul style="list-style-type: none"> <li>o Stakeholders' Relationship Committee (Chairman)</li> <li>o Corporate Social Responsibility Committee (Member)</li> </ul> </li> <li>• Gold Plus Glass Industry Limited               <ul style="list-style-type: none"> <li>o Audit Committee (Member)</li> <li>o Nomination &amp; Remuneration Committee (Member)</li> <li>o Corporate Social Responsibility Committee (Chairman)</li> </ul> </li> <li>• Mahindra World City (Jaipur) Limited               <ul style="list-style-type: none"> <li>o Audit Committee (Chairman)</li> <li>o Nomination &amp; Remuneration Committee (Chairman)</li> <li>o Corporate Social Responsibility Committee (Member)</li> </ul> </li> <li>• GSEC Limited               <ul style="list-style-type: none"> <li>o Audit Committee (Member)</li> </ul> </li> <li>• Heubach Colour Private Limited               <ul style="list-style-type: none"> <li>o Corporate Social</li> </ul> </li> </ul>

## 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/she holds directorship as on 31.03.2019	Name of committees in which he/she holds membership/ chairmanship as on 31.03.2019
					Responsibility Committee (Member) <ul style="list-style-type: none"> <li>• IRM Energy Private Limited               <ul style="list-style-type: none"> <li>o Audit Committee (Member)</li> </ul> </li> <li>• Solvay Specialities India Private Limited               <ul style="list-style-type: none"> <li>o Corporate Social Responsibility Committee (Member)</li> </ul> </li> </ul>
Mr. Naresh Kumar Nayyar	67 years 26/03/1952 (Nil)	C. A.	<p>Mr. Naresh Kumar Nayyar has over 42 years of experience in the Energy sector globally. He has vast experience in development of multi-billion dollar projects, turn down and transformation of stressed companies, development of new markets and global operations in oil and gas industry.</p> <p>He is a Chartered Accountant and is an alumnus of IIM-Ahmadabad. He has also attended Advance Financial Management programme in Oil and Gas from University of Texas, Dallas (USA).</p> <p>He was the Chief Executive Officer and Managing Director of Essar Oil Limited (India's second largest private oil company) and also served as Chief Executive Officer of Essar Energy Plc UK (UK Listed FTSE 100 energy company), Chief Executive Officer and Executive Chairman of Essar Oil UK Limited, UK (UK based oil Refining and Marketing Company), Director (Planning &amp; Business Development) of Indian Oil Corporation Limited, Chief Executive Officer of ONGC Mittal Energy Ltd, UK. He has also served as Non Independent Director of prominent Energy companies including Oil &amp; Natural Gas Corporation Limited, IBP Ltd, Petronet LNG Limited, Essar Power limited, Lanka IOC Limited, Sri Lanka, Kenya Petroleum Refinery Limited, Kenya.</p>	<ul style="list-style-type: none"> <li>• Adani Gas Limited^^</li> <li>• SNS Creations Private Limited</li> </ul>	<ul style="list-style-type: none"> <li>• Adani Gas Limited^^               <ul style="list-style-type: none"> <li>o Audit Committee (Member)</li> <li>o Nomination &amp; Remuneration Committee (Member)</li> <li>o Stakeholders' Relationship Committee (Member)</li> </ul> </li> </ul>



## 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/she holds directorship as on 31.03.2019	Name of committees in which he/she holds membership/ chairmanship as on 31.03.2019
Mrs. Chandra Iyengar	68 years 10/11/1950 (Nil)	Ex. IAS Officer	Mrs. Chandra Iyengar holds degree in MA from Miranda House, New Delhi and is an officer of the 1973 batch of the Indian Administrative Services (IAS). Over the course of her career, she has led several departments in the Government of Maharashtra and the Government of India, such as Women & Child Development, Higher & Technical Education, Rural Development, and Health. As the Secretary for Women & Child Development for the Government of Maharashtra, she was responsible for drafting and implementing the first-ever state policy for women's empowerment in India.  She has served as Additional Chief Secretary – Home Ministry for the Government of Maharashtra and as a Director on the Board of Bharat Heavy Electricals Limited (BHEL) and also as a Chairperson for the Maharashtra Energy Regulatory Commission (MERC).	<ul style="list-style-type: none"> <li>• Adani Gas Limited ^^</li> <li>• Shriram Asset Management Company Limited ^^</li> <li>• Aurangabad Industrial Township Limited</li> <li>• Miracle Foundation India [Section 8 Company]</li> </ul>	<ul style="list-style-type: none"> <li>• Adani Gas Limited ^^               <ul style="list-style-type: none"> <li>o Audit Committee (Member)</li> <li>o Nomination &amp; Remuneration Committee (Member)</li> <li>o Corporate Social Responsibility Committee (Member)</li> </ul> </li> <li>• Shriram Asset Management Company Limited               <ul style="list-style-type: none"> <li>o Stakeholders' Relationship Committee (Member)</li> </ul> </li> <li>• Aurangabad Industrial Township Limited               <ul style="list-style-type: none"> <li>o Audit Committee (Member)</li> <li>o Nomination &amp; Remuneration Committee (Chairman)</li> </ul> </li> </ul>

#Individual Capacity ^^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.

#### IMPORTANT COMMUNICATION TO MEMBERS

The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the companies and has issued circulars stating that service of notice / documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respects of electronic holding with the Depository through their concerned Depository Participants.

## ROUTE MAP TO THE VENUE OF THE 14<sup>th</sup> AGM TO BE HELD ON TUESDAY, 6<sup>th</sup> AUGUST, 2019

Venue : H. T. Parekh Hall, Ahmedabad Management Association, AMA Complex, ATIRA, Dr. Vikram Sarabhai Marg, Ahmedabad - 380 015.

Landmark : Opposite Indian Institute of Management, Ahmedabad.

