

Combined Report of Scrutinizer (Postal Ballot with E-voting facility)
[Pursuant to Section 108 & 110 of the Companies Act, 2013 and Rule 20 & 22
of The Companies (Management and Administration) Rules, 2014]

To,
The Chairperson
GUJARAT GAS LIMITED
Gujarat Gas CNG Station Sector 5/C,
Gandhinagar – 382 006 (Gujarat)

Dear Sir,

1. I, CS Manoj Rajaram Hurkat of M/s Manoj Hurkat & Associates, Practicing Company Secretaries, have been appointed by M/s Gujarat Gas Limited (“Company”) as Scrutinizer for the purpose of scrutinizing the Postal ballot process with E-voting facility and for ascertaining the majority on the Postal Ballot with E-voting facility carried out as per the provisions of Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of The Companies (Management and Administration) Rules, 2014 and also Regulation 44 of the SEBI-LODR as well as all other applicable requirements, on the resolutions as contained in the Notice of the Postal Ballot dated 3rd November, 2018 circulated by the Company to all the Equity shareholders of the Company.
2. The management of the Company is responsible to ensure the compliances with the requirements of provisions of Companies Act, 2013 and Rules relating to voting on the resolutions contained in the Notice of Postal Ballot. My responsibility as a scrutinizer for the voting process is restricted to make Scrutinizer’s Report of the votes casted “in favour” or “against” the resolutions stated below, based on the scrutiny of the postal ballots received from the members and on the reports generated from the e-voting system provided by the M/s Karvy Computershare Pvt. Ltd. (KARVY) the authorized agency to provide e-voting facilities, appointed by the Company.



3. Further to the above, I submit my report as under:

- a. I assumed the office as Scrutinizer w.e.f. 3rd November, 2018.
- b. The Company has appointed M/s Karvy Computershare Pvt. Ltd (KARVY) to provide platform for e-voting. The e-voting facility was provided by CDSL on their portal i.e. <https://evoting.karvy.com>
- c. The Registrar and Transfer Agent viz. KARVY Computershare Pvt. Ltd., has furnished a letter dated 15th December, 2018 confirming about the dispatch of 7291 envelopes/articles in respect of Postal Ballot Forms with Postal Stamp Paid Envelopes along with the Notice of Postal Ballot, Explanatory Statement etc. to all the Equity Shareholders of the Company through the Registered Post on 14th November, 2018. They have also confirmed about the dispatch of Postal Ballot notice etc. through E-mail also on 14th November, 2018 to all those 21096 shareholders whose E-mail IDs are available with them.
- d. It has also been intimated that the Company has published the public notice under Rule 22 (3) of the Companies (Management & Administration) Rules, 2014 by way of an advertisement published on 15th November, 2018 in the “Financial Express” (English Language Newspaper) and the “Financial Express Gujarati” (Gujarati Language Newspaper).
- e. The e-voting and Postal ballot period remained open from Friday 16th November, 2018 (9.00 a.m.) to Saturday 15th December, 2018 (5.00 p.m.).
- f. The Members of the Company as on “cut off” date i.e. 9th November, 2018 were entitled to vote on the resolution stated in the Notice of the Postal Ballot.



- g. It has been confirmed by the Company that they have not issued any Duplicate Postal Ballot Form as there was no request received from any of the Shareholders in this regard.
- h. During the period from 16th November, 2018 to 15th December, 2018 (i.e. total duration of 30 days), 142 Equity shareholders in respect of 12,11,20,681 Equity shares exercised their voting right through E-voting platform of KARVY.
- i. During the period from 16th November, 2018 to 15th December, 2018 (i.e. total duration of 30 days), necessary arrangements were also made to receive Postal Ballots in physical form through Postal Stamp Paid Envelope. In addition thereto, arrangements were made to receive original Postal Ballots from the Equity shareholders either through Hand delivery/Personally, Courier or Post etc.
- j. Based on this facility, 147 Postal Ballot Forms were received representing 50,815 Equity Shares of the Company.
- k. The bifurcation regarding the mode of received Postal/E-voting Ballot Forms is given as under:

Sr. No.	Mode	Number Of Ballot Forms	Number of Shares
1.	E-voting	142	12,11,20,681
2.	Business Reply Envelope	147	50,815
3.	Courier	Nil	Nil
4.	Hand Delivery	Nil	Nil
	Total		12,11,71,496

- l. On receiving the original Postal Ballot Forms, the same were kept under the safe custody with proper reference details.
- m. The votes casted on E-voting were subsequently unblocked by me on 15th December, 2018 (after end of voting period) in the presence of two witnesses, whose names are mentioned below, who are not in the employment of the Company and electronic ballots were diligently scrutinized by me.

Sr. No.	Name & Address of witnesses	Signature of witnesses
01.	Seema Kothari J-11, Sujata Flats, Shahibaug, Ahmedabad	<i>Seema</i>
02.	Shipra Agiwal 83, Mohanlal Jainarayan, Bapu bazaar, Bijaingar, Ajmer (Rajasthan) 305624	<i>Shipra</i>

- n. Upon opening of the envelopes containing Postal Ballot Forms, the Inward Numbers were endorsed on the respective Postal Ballot Forms for onward process and these Inward Numbers were consecutively given in chronological order.
- o. The electronic ballots (E-voting) and Postal ballots were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorization lodged by the respective Equity shareholders.



- p. As contained in the Postal Ballot notice, votes given by the Equity shareholder through E-voting was considered final and binding. Therefore, votes given by the Equity shareholder through Postal Ballot was required to be ignored, if the Equity shareholder has exercised his vote through E-voting.
- q. Thereafter, the details of members, who have voted “For”, “Against” the resolution proposed for Postal Ballot, were prepared based on report generated from the e-voting website of KARVY and original postal ballots received by me.
4. Based on the scrutiny of the Ballots (both E-voting and Postal Ballot), the result of the E-voting & Postal Ballot on the Resolution is as under:

Particulars	Number of Ballots	Number of Shares
Total E-ballots received	142	12,11,20,681
Total Postal Ballots received	147	50,815
Total Ballots received	289	12,11,71,496
Less: Invalid ballots (Postal Ballot cases)	6	103
Total Valid Ballots	283	12,11,71,393



a) Resolution 1:

Ordinary Resolution under Section 61 (1) (d) and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder for Sub-division of Equity shares from the face value of Rs. 10/- per share to Rs.2/- per share.

(i) Voted in favour of the resolution:

Particulars	Number of members voted	Number of votes cast by them	Values of shares voted	% of total number of valid votes cast
Through E-voting	139	121118674	1211186740	99.96%
Through Postal Ballot	136	47587	475870	0.04%
Total	275	121166261	1211662610	100.00%

(ii) Voted against the resolution:

Particulars	Number of members voted	Number of votes cast by them	Values of shares voted	% of total number of valid votes cast
Through E-voting	2	8	80	Negligible
Through Postal Ballot	2	2000	20000	Negligible
Total	4	2008	20080	Negligible

(iii) Invalid/Unutilized Votes:

Particulars	Number of members/ballots	Number of votes
Through E-voting	1	1999
Through Postal Ballot	9	1228
Total	10	3227



b) Resolution 2:

Special Resolution under Section 13 and 61 and other applicable provisions, if any, of the Companies Act, 2013 for and rules made thereunder for Amendment of the Authorised Share Capital clause V of the Memorandum of Association of the Company.

(i) Voted in favour of the resolution:

Particulars	Number of members voted	Number of votes cast by them	Values of shares voted	% of total number of valid votes cast
Through E-voting	139	121118670	1211186700	99.96%
Through Postal Ballot	134	48369	483690	0.04%
Total	273	121167039	1211670390	100.00%

(ii) Voted against the resolution:

Particulars	Number of members voted	Number of votes cast by them	Values of shares voted	% of total number of valid votes cast
Through E-voting	1	5	50	Negligible
Through Postal Ballot	1	1000	10000	Negligible
Total	2	1005	10050	Negligible

(iii) Invalid/Unutilized Votes:

Particulars	Number of members/ballots	Number of votes
Through E-voting	2	1003
Through Postal Ballot	12	2449
Total	14	3452



c) Resolution 3:

Special Resolution under Section 14 and other applicable provisions, if any, of the Companies Act, 2013 for and rules made thereunder for Amendment of Authorised Share Capital clause of article 4 of the Articles of Association of the Company.

(i) Voted in favour of the resolution:

Particulars	Number of members voted	Number of votes cast by them	Values of shares voted	% of total number of valid votes cast
Through E-voting	139	121118674	1211186740	99.96%
Through Postal Ballot	132	46369	463690	0.04%
Total	271	121165043	1211650430	100.00%

(ii) Voted against the resolution:

Particulars	Number of members voted	Number of votes cast by them	Values of shares voted	% of total number of valid votes cast
Through E-voting	1	5	50	Negligible
Through Postal Ballot	2	2000	20000	Negligible
Total	3	2005	20050	Negligible

(iii) Invalid/Unutilized Votes:

Particulars	Number of members/ballots	Number of votes
Through E-voting	2	1003
Through Postal Ballot	13	3445
Total	15	4448



d) Resolution 4:

Special Resolution under Section 14 and 61 and other applicable provisions, if any, of the Companies Act, 2013 for and rules made thereunder for Enabling the sub division of shares by insertion of article 4A after article 4 in the Articles of Association of the Company.

(i) Voted in favour of the resolution:

Particulars	Number of members voted	Number of votes cast by them	Values of shares voted	% of total number of valid votes cast
Through E-voting	138	121118672	1211186720	99.96%
Through Postal Ballot	134	47387	473870	0.04%
Total	272	121166059	1211660590	100.00%

(ii) Voted against the resolution:

Particulars	Number of members voted	Number of votes cast by them	Values of shares voted	% of total number of valid votes cast
Through E-voting	2	7	70	Negligible
Through Postal Ballot	1	1000	10000	Negligible
Total	3	1007	10070	Negligible

(iii) Invalid/Unutilized Votes:

Particulars	Number of members/ballots	Number of votes
Through E-voting	2	1003
Through Postal Ballot	12	3427
Total	14	4430



e) Resolution 5:

Special Resolution under Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 for Approval for continuation of current term of Shri Jal Patel (DIN: 00065021), Independent Director

(i) Voted in favour of the resolution:

Particulars	Number of members voted	Number of votes cast by them	Values of shares voted	% of total number of valid votes cast
Through E-voting	122	118966608	1189666080	98.79%
Through Postal Ballot	130	47887	478870	0.04%
Total	252	119014495	1190144950	98.83%

(ii) Voted against the resolution:

Particulars	Number of members voted	Number of votes cast by them	Values of shares voted	% of total number of valid votes cast
Through E-voting	13	1408180	14081800	1.17%
Through Postal Ballot	4	100	1000	Negligible
Total	17	1408280	14082800	1.17%

(iii) Invalid/Unutilized Votes:

Particulars	Number of members/ballots	Number of votes
Through E-voting	7	744889
Through Postal Ballot	13	3832
Total	20	748721



f) Resolution 6:

Special Resolution under Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 for Approval for continuation of current term of Shri K.D. Chatterjee, (DIN: 00421999) Independent Director

(i) Voted in favour of the resolution:

Particulars	Number of members voted	Number of votes cast by them	Values of shares voted	% of total number of valid votes cast
Through E-voting	131	120374521	1203745210	99.96%
Through Postal Ballot	129	45807	458070	0.04%
Total	260	120420328	1204203280	100.00%

(ii) Voted against the resolution:

Particulars	Number of members voted	Number of votes cast by them	Values of shares voted	% of total number of valid votes cast
Through E-voting	4	267	2670	Negligible
Through Postal Ballot	6	3180	31800	Negligible
Total	10	3447	34470	Negligible

(iii) Invalid/Unutilized Votes:

Particulars	Number of members/ballots	Number of votes
Through E-voting	7	744889
Through Postal Ballot	12	2832
Total	19	747721



You may accordingly declare the result of voting conducted through Postal Ballot with E-voting facility.

5. A compact disk (CD) / Excel Sheets and other supportive documents containing list of equity shareholders who voted "For", "Against" and those equity share holders whose votes which were declared "Invalid" for the resolution and also the resolutions/authorization received from corporate shareholders etc. together with the original postal ballots, will be returned separately, in due course.

Thanking you,

Place: Ahmedabad
Date: 17th December, 2018



Yours faithfully,

Signature of the Scrutinizer
[CS MANOJ HURKAT]
FCS – 4287, CP -2574
PRACTISING COMPANY SECRETARY

For Gujarat Gas Ltd.

CHAIRMAN
DR. J. N. SINGH, IAS

Countersigned by:

For, GUJARAT GAS LIMITED

Authorised Signatory