



GUJARAT GAS
GUJARAT GAS COMPANY LIMITED

Registered Office: 2, Shantisadan Society, Near Parimal Garden, Ellisbridge, Ahmedabad 380 006
Telephone Nos. (079) 26462980, 26460095, **Fax** (079) 26466249 **website:** www.gujaratgas.com

NOTICE

Dear Members,

Notice pursuant to Section 192A (2) of the Companies Act, 1956

Notice is hereby given pursuant to Section 192A(2) of the Companies Act, 1956, read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011, (including any statutory modification or re-enactment thereof, for the time being in force) that the resolution appended below for the purpose of alteration of Articles of Association of the Company pursuant to Section 31 and other applicable provisions, if any, of the Companies Act 1956, as set out in resolution is proposed to be passed as a Special Resolution by way of Postal Ballot.

The Company seeks the shareholders' consent for the proposal contained in the resolution appended below. The Explanatory Statement pertaining to the said resolution setting out the material facts and the reasons thereof is annexed. The said Special Resolution and the Explanatory Statement pursuant to Section 173(2) read with Section 192A of the Companies Act, 1956 are being sent to you along with a Postal Ballot Form ("the Form") for your consideration.

The members are requested to consider and, if thought fit, to pass the following resolution.

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 31 and other applicable provisions, if any, of the Companies Act, 1956, the Articles of Association of the Company be altered as follows:

- **The Article 73(ii) to be deleted:**

"So long as GIIC continues to hold a minimum of 4.79% in the Equity Share Capital of the Company, through itself and Gujarat State Investment Limited, GIIC shall be entitled to appoint one non executive Director, liable to retire by rotation."

- **The Article 73(iv) to be deleted:**

"In the event of GIIC reducing its equity shareholdings, GIIC / Government of Gujarat shall continue to be represented by one Director so long as its holds any shares below 10% of the Equity in the Company".

By Order of the Board of Directors

For Gujarat Gas Company Limited

Rajeshwari Sharma
Company Secretary

Dated: 10 December 2012
Place: Ahmedabad

Note: Only a shareholder who is entitled to vote is entitled to exercise his/her vote through Postal Ballot.

Notes:

1. Explanatory Statement and reasons for the proposed Special business pursuant to Section 173(2) read with Section 192A of the Companies Act, 1956 are given hereunder.
2. The Notice is being sent to all the shareholders, whose name appears on the Register of Members/ list of Beneficial Owners as received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) as on Friday, 7th December 2012.
3. The Company has appointed Mr. Chirag Shah, Partner, Samdani Shah and associates, Company Secretaries, as the Scrutinizer for conducting Postal Ballot process in a fair and transparent manner.
4. A member desiring to exercise vote by physical ballot may complete this Postal Ballot Form and send it to the Scrutinizer by posting this Business Reply Inland letter. Postage will be borne and paid by the Company. However, postal ballots, if sent by Courier or Registered Post at the expenses of the registered shareholder will also be accepted. The same may also be deposited at the address mentioned thereon. However, the envelopes containing the Postal Ballot should reach the Company not later than the close of working hours on Thursday, 17 January 2013. If the ballots are received thereafter they shall be deemed to be not received.
5. The Company is extending its offer of e-voting facility as an alternate to its Members to enable them to cast their vote electronically instead of dispatching Postal Ballot. The procedure for the same is as under:
 - i. Open your web browser and log on to the e-voting website www.evotingindia.com.
 - ii. Now click on **'Shareholders'**
 - iii. Now, select the **"Electronic Voting Sequence Number" (EVSN) along with "GUJARATGAS" from the drop down menu and click on "SUBMIT"**.
 - iv. Now fill up the following details in the appropriate boxes:

Enter	For Members holding shares in Demat Form	For Members holding Shares in Physical Form
User id	For NSDL – 8 character DP ID + 8 digit Client ID. For CDSL – 16 digit Beneficial Owner ID	Registered Folio Number with the Company.
Password	Your unique Password has been printed on the Postal Ballot form / e-mail forwarding electronic notice.	Kindly submit a written application to our RTA M/s Karvy Computershare Pvt. Ltd. mentioning there in your e-mail id at which the password and the default number (referred to below) can be e-mailed to you. You may then use the password that would be so e-mailed to you.
PAN or Default Number	Enter your 10 digit alphanumerical Permanent Account Number issued by Income Tax Department.	Enter the default number that would be e-mailed by RTA M/s Karvy Computershare Pvt. Ltd. (along with the password) on your e-mail id as provided by you as aforesaid.

- v. After logging in the details of "User id, Password, PAN or Default Number", the members holding shares in physical form will reach directly to the voting screen. However, members holding shares in Demat Form will now be required to mandatorily change their password in the new password field and may enter their demographic details i.e. date of birth/ date of incorporation, mobile number and e-mail id. Kindly remember the changed Password as this can be used for voting on future Postal Ballot resolution(s) for Gujarat Gas Company Limited or any other Company.

- vi. On the voting page, you will now see the Resolution Description and option for voting YES/ NO against the Resolution Description. The Option YES implies that you assent to the Resolution and NO implies that you dissent to the Resolution.
 - vii. Click on the **Resolution File Link** if you wish to view the complete Postal Ballot Notice.
 - viii. Enter the number of shares (which represents no. of votes) under heading of the resolution, if you want to vote YES/ NO, but not exceeding your total holding.
 - ix. After selecting the resolution you have decided to vote on, click on SUBMIT. A confirmation box will be displayed. If you wish to confirm your vote, click on OK, else to change your vote, click on CANCEL and accordingly modify your vote.
 - x. Once you have voted on the resolution, you will not be allowed to modify your vote.
 - xi. You can log in any number of times till you have voted on the resolution or till the end of the voting period (i.e. till the last date of receipt of Postal Ballots), whichever is earlier.
 - xii. Kindly note that the members can opt only one mode for voting i.e. either by Physical Ballot or e-voting. If you are opting for e-voting, then do not vote by Physical Ballot also and vice versa. However, in case member(s) cast their vote both via Physical Ballot and e-voting, then voting done through Physical Ballot shall prevail and voting done by e-voting will be ignored.**
 - xiii. In addition to the above, the non-individual members, like Corporates, FIs, Mutual Funds, Banks, Trusts etc, who opt for e-voting, are also required to submit Board Resolution/ Power of Attorney authorizing any person to exercise the Voting Power on their behalf. Scanned copies of such documents are required to be sent to CDSL through e-mail at helpdesk.evoting@cdslindia.com. The file containing the said documents should be named as "Member's name_121204001", e.g. in case of shareholder company XYZ Ltd., the file containing the authorization documents should be named as "XYZ Ltd_121204001". The documents can be sent before/ immediately after casting the vote. However, in case the same do not reach CDSL before closure of voting, the vote so exercised will be rejected in the system.
 - xiv. If you wish to provide feedback on the e-voting system, click on Suggestions. In case you have any queries or issues regarding e-voting, please contact on helpdesk.evoting@cdslindia.com or rajeshwari.sharma@gujaratgas.com.
6. **In line with the "Green Initiative in the Corporate Governance" launched by the Ministry of Corporate Affairs allowing paperless compliances by recognizing e-mail as one of the mode of services of notices / documents on the shareholders, the Company is sending this Notice electronically on the e-mail addresses as provided by the members/ as obtained from the Depositories/ other sources to the Members. Such Members may exercise their voting electronically as per the procedure given above.**

The Members who have already been allotted their Password by CDSL, may use the same. In case they do not remember such Password, they may go to the option "Forget Password" and proceed.

In respect of new Members, their Password will be mentioned in the e-mail forwarding the notice electronically.

In case, however, the Members do not want to avail the e-voting facility organized through CDSL, such members may send a request to our RTA M/s. Karvy Computershare Pvt. Ltd at einward.ris@karvy.com / at the Company on rajeshwari.sharma@gujaratgas.com for obtaining the Notice and Postal Ballot in Physical Form. On receipt of such requests, the Company will dispatch the same in physical form to enable the Members to send back the postal ballot by 17 January 2013.

7. The result of the Postal Ballot shall be declared by the Chairman on Tuesday, 29 January 2013 at 05.00 P.M. at the Registered Office of the Company at 2, Shantisadan Society, Nr. Parimal Garden, Ellisbridge, Ahmedabad – 380 006 and the resolution will be passed effectively on the date of announcement of the result by the Chairman, if the result of the Postal Ballot indicate that the requisite majority of the Shareholders had assented to the Resolution. The result of Postal Ballot will also be announced through a newspaper advertisement and hosted on the website of the Company www.gujaratgas.com.
8. A copy of the documents referred to in the accompanying Explanatory Statement is open for inspection at the Registered Office of the Company during the office hours on all working days except Saturdays and Sundays, between 11.00 a.m. to 2.00 p.m., up to 29 January, 2013.
9. Members are requested to carefully read the instructions printed on the back side of the Postal Ballot Form before exercising their vote.

EXPLANATORY STATEMENT

(Pursuant to Section 173(2) and 192A(2) of the Companies Act, 1956)

The resolution proposed for the approval of the Shareholders as above is regarding the deletion of the clauses in the Articles of Association of the Company authorizing Gujarat Industrial Investment Corporation (GIIC) / Government of Gujarat to appoint one non executive Director, liable to retire by rotation. Since GIIC is not holding any shares in the Company, the above said clauses are redundant and need to be deleted.

With a view to delete the redundant clauses, changes as detailed in the above resolution are proposed to be made in the Articles of Association of the Company. In compliance with Section 31 of the Companies Act, 1956, the members' approval is sought for amending the Articles of Association.

None of the Directors of the Company are concerned or interested in passing of the above resolution.

By Order of the Board of Directors

For Gujarat Gas Company Limited

Rajeshwari Sharma
Company Secretary

Dated: 10 December 2012
Place: Ahmedabad