



GUJARAT GAS LIMITED

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

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NOTICE OF POSTAL BALLOT

[Notice pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), read with the Companies (Management and Administration) Rules, 2014 and read with regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification or re-enactment(s) thereof for the time being in force), and pursuant to other applicable laws and regulations, that the resolutions appended below are proposed to be passed by the members of the Company by postal ballot including voting by electronic means (e-voting). The explanatory statement pursuant to section 102 of the Act and other applicable provisions of the Act, pertaining to the proposed resolutions setting out the material facts concerning each resolution and the reasons thereof is annexed hereto for your consideration.

The members are requested to consider and, if thought fit, pass the following Resolutions:

ITEM 1: SUB- DIVISION OF EQUITY SHARES FROM THE FACE VALUE OF RS. 10/- PER SHARE TO RS. 2/- PER SHARE

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 61(1)(d), and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), and the provisions of the Memorandum and Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions as may be necessary from concerned authorities or bodies, approval of the members of the Company be and is hereby accorded for sub-division of Equity Shares of the Company having the face value of Rs. 10/- (Rupees Ten Only) each fully paid up into 5 (Five) equity shares of face value of Rs.2/- (Rupees Two Only) each fully paid up.

RESOLVED FURTHER THAT pursuant to the sub-division of the Equity Shares of the Company, all the issued, subscribed and paid-up Equity Shares of face value of Rs. 10/- (Rupees Ten Only) each of the Company existing on the Record Date to be fixed by the Company/Board of Directors shall stand sub-divided into Equity Shares of face value of Rs. 2/- (Rupees Two Only) each fully paid up, without altering the aggregate amount of such capital and shall rank pari passu in all respects and carry the same rights as the existing fully paid-up Equity Shares of Rs 10/- (Rupees Ten Only) each of the Company.

RESOLVED FURTHER THAT upon sub-division of the equity shares as mentioned above, the existing share certificate(s) in relation to the existing issued equity shares of the face value of Rs.10/- each held in physical form shall be deemed to have been automatically cancelled and be of no effect on and from the Record Date and the Company may, without requiring the surrender of the existing share certificate(s), directly issue and despatch the new share certificate(s) of the Company, in lieu of such existing issued share certificate(s) and in the case of the equity shares held in the dematerialized form, the number of sub-divided Equity Shares be credited to the respective beneficiary accounts of the Member(s) with the Depository Participants, in lieu of the existing credits in their beneficiary accounts representing the equity shares of the Company before sub-division.

RESOLVED FURTHER THAT the Board of Directors of the Company ("the Board"), which expression shall also include a Committee thereof, be and is hereby authorised to fix the Record Date and to issue new share certificates in lieu of the existing issued share certificates in terms of the aforesaid and in accordance with the applicable provisions of the Companies Act, 2013 read with Companies (Share Capital and Debentures) Rules, 2014 and to do all such acts, deeds, matters, things and take such steps, as may be necessary and to execute such documents, instruments and writings as may be required in this connection and to delegate all or any of the powers herein vested in the Board to any Committee or Director(s) or Chief Executive Officer or Chief Financial Officer or Company Secretary or any other Officer(s), to give effect to the sub-division of Equity Shares of the Company.

RESOLVED FURTHER THAT the Directors, the Chief Executive Officer, the Chief Financial Officer and the Company Secretary of the Company be and are hereby severally authorized to: (a) execute and file necessary applications, declarations, and other documents with Stock Exchanges, Depositories, Registrar and Transfer Agents and/or any other statutory authority(ies), if any; (b) cancel the existing physical share certificates; (c) settle any question or difficulty that may arise with regard to the sub-division of the Equity Shares as aforesaid or for any matters connected herewith or incidental hereto; and (d) do all such acts, deeds, things, including all other matters incidental thereto in order to implement the foregoing resolution."

ITEM 2: AMENDMENT OF THE AUTHORISED SHARE CAPITAL CLAUSE V OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

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 13, 61 and other applicable provisions of the Companies Act, 2013 read with the Rules framed thereunder (including any statutory modification(s) or any re-enactment thereof) and upon sub-division of equity shares, consent of the Members of the Company be and is hereby accorded to alter and substitute the existing Clause V of the Memorandum of Association of the Company with the following new Clause V:

"V. The Authorized Share Capital of the Company is Rs. 17,57,10,00,000 (Rupees One Thousand Seven Hundred Fifty Seven Crore Ten Lakh only) divided into 8,67,55,00,000 (Eight Hundred Sixty Seven Crore Fifty Five lakh only) Equity shares of Rs. 2/- each, 1,70,00,000 (One Crore Seventy Lakh only) 7.5% Redeemable Preference Shares of Rs. 10/- each and 50,00,000 (Fifty lakh only) Preference shares of Rs.10/- each."

RESOLVED FURTHER THAT the Directors or the Chief Executive Officer or the Chief Financial Officer or the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper, expedient or desirable for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto."

ITEM 3: AMENDMENT OF AUTHORISED SHARE CAPITAL CLAUSE OF ARTICLE 4 OF THE ARTICLES OF ASSOCIATION OF THE COMPANY

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 14 and other applicable provisions of the Companies Act, 2013 read with the Rules framed thereunder (including any statutory modification(s) or any re-enactment thereof) and upon sub-division of equity shares, consent of the Members of the Company be and is hereby accorded to amend and substitute Article 4 of the Articles of Association of the Company with the following new Article 4:

"4. The Authorized Share Capital of the Company is Rs 17,57,10,00,000 (Rupees One Thousand Seven Hundred Fifty Seven Crore Ten Lakh only) divided into 8,67,55,00,000 (Eight Hundred Sixty Seven Crore Fifty Five lakh only) Equity shares of Rs.2/- each, 1,70,00,000 (One Crore Seventy Lakh only) 7.5% Redeemable Preference Shares of Rs. 10/- each and 50,00,000 (Fifty lakh only) Preference shares of Rs.10/- each."

RESOLVED FURTHER THAT the Directors or the Chief Executive Officer or the Chief Financial Officer or the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper, expedient or desirable for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto."

ITEM 4: ENABLING THE SUB DIVISION OF SHARES BY INSERTION OF ARTICLE 4A AFTER ARTICLE 4 IN THE ARTICLES OF ASSOCIATION OF THE COMPANY

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 14, 61 and other applicable provisions of the Companies Act, 2013 read with the Rules framed thereunder (including any statutory modification(s) or any re-enactment thereof), consent of the Members of the Company be and is hereby accorded to the following insertion of Article 4A after Article 4 of the Articles of Association of the Company to enable the sub-division of equity shares:

Consolidation, division, sub-division and cancellation of Shares

Subject to provisions of section 61 of the Companies Act, 2013, the Company, in General Meeting may from time to time, by passing necessary resolution, alter the conditions of its Memorandum of Association as follows:

- (a) Consolidate and divide all or any of its capital into shares of larger amount than its existing shares;
- (b) Sub divide its shares, or any of them into shares of smaller amount than is fixed by the Memorandum, so, however, that in the sub division the proportion between the amount paid and the amount, if any, unpaid on each reduced share shall be the same as it was in the case of share from which the reduced share is derived;
- (c) Cancel any shares which, at the date of the passing of the resolution have not been taken by any person and diminish the amount of its share capital by the amount of the shares so cancelled. A cancellation of shares in pursuance of this sub clause shall not be deemed to be reduction of share capital within the meaning of the Companies Act, 2013.

Whenever the Company shall do any or more of the things provided for in the forgoing sub clauses (a), (b) and (c) the Company shall within 30 days thereafter give notice thereof to the Registrar as required by section 64 of the Companies Act, 2013, specifying as the case may be, the shares consolidated, divided, subdivided or cancelled.

RESOLVED FURTHER THAT the Directors or the Chief Executive Officer or the Chief Financial Officer or the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper, expedient or desirable for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto."

ITEM 5: APPROVAL FOR CONTINUATION OF CURRENT TERM OF MR. JAL PATEL, INDEPENDENT DIRECTOR

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

"RESOLVED THAT pursuant to Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, consent be and is hereby accorded to Shri Jal Patel (DIN: 00065021), Independent Director of the Company to continue to hold office of Independent Director w.e.f. 1 April, 2019 till the end of his current tenure of appointment on 20th April 2022 notwithstanding, that he has attained the age of 75 years on 17th September, 2012."

ITEM 6: APPROVAL FOR CONTINUATION OF CURRENT TERM OF MR. K. D. CHATTERJEE, INDEPENDENT DIRECTOR

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

"RESOLVED THAT pursuant to Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, consent be and is hereby accorded to **Shri K. D. Chatterjee (DIN: 00421999)**, Independent Director of the Company to continue to hold office of Independent Director w.e.f. 1 April 2019 till the end of his current tenure of appointment on 20th April 2022, notwithstanding that he has attained the age of 75 years on 8th November, 2016.

**By Order of the Board of Directors
For Gujarat Gas Limited**

**Rajeshwari Sharma
Company Secretary**

Place: Ahmedabad

Date: 3 November 2018

Notes

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of all the businesses specified above is annexed. In terms of Section 110 of the Companies Act, 2013 read together with Rule 22 of the Companies (Management and Administration) Rules, 2014, the postal Ballot Notice setting out material facts is annexed hereto.
2. All documents referred to in this Postal Ballot Notice and Explanatory Statement setting out material facts are open for inspection by the Members at the Registered Office of the Company between 10.30 a.m. and 6.30 p.m. on all working days of the Company from the date hereof up to Saturday, 15 December 2018.

3. In terms of Sections 108, 110 and other applicable provisions of the Companies Act, 2013, as amended, read together with the Companies (Management and Administration) Rules, 2014 and in compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the "Listing Regulations") as amended from time to time, the Company is pleased to offer remote e-voting facility to all the Members of the Company. The Company has appointed Karvy Computershare Private Limited (hereinafter referred to as "Karvy" or "Service Provider") for facilitating e-voting to enable the Members to cast their votes electronically (hereinafter referred to as the "Remote e-voting"). Please note E-voting is optional.
4. The Board of Directors has appointed CS Manoj Hurkat of M/s. Manoj Hurkat & Associates, Practicing Company Secretaries, and failing him, CS Seema Kothari, as a Scrutinizer to scrutinize the postal ballot process in a fair and transparent manner.
5. The Postal Ballot Notice is being sent to all the Members, whose names appear in the Register of Members/ List of Beneficial Owners as received from Depositories i.e. National Securities Depository Limited ("NSDL") / Central Depository Services (India) Limited ("CDSL") as on Friday, 9 November, 2018.

In accordance with the provisions of Section 110 and other applicable provisions of the Act read with rule 18 and rule 22 of the Companies (Management and Administration) Rules, 2014, the Postal Ballot Notice is being sent by e-mail to those Members who have registered their e-mail address with the Company (in respect of shares held in physical form) or with their Depository Participants (in respect of shares held in dematerialized form) and made available to the Company by the respective Depositories. Members who have not registered their e-mail address will receive this Postal Ballot Notice along with the Postal Ballot Form through post. Members who have received Postal Ballot Notice by e-mail and who wish to vote through Physical Postal Ballot Form can download Postal Ballot Form from the website of the Company www.gujaratgas.com or <https://evoting.karvy.com> or seek duplicate Postal Ballot Form from M/s Karvy Computershare Private Limited (Unit: Gujarat Gas Limited), Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032, fill in the details and send the same to the Scrutinizer.

6. Voting rights will be reckoned on the paid-up value of shares registered in the name of the Members on Friday, 9 November, 2018 (cut-off date). Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date will be entitled to cast their votes by Postal Ballot or e-voting.
 7. Kindly note that the Members can opt for only one mode of voting i.e., either by physical postal ballot Form or remote e-voting. If the Members opt for e-voting, then they should not vote by physical postal ballot and vice versa. However, in case Members cast their vote both via physical postal ballot and e-voting, then voting done through e-voting shall prevail and vote cast through physical postal ballot will be treated as invalid.
 8. If the Members are voting through Postal Ballot Form in Physical mode, Members are requested to carefully read the instructions printed on the Postal Ballot Form sent herewith and return the form duly completed along with assent (FOR) or dissent (AGAINST), in the attached postage pre-paid self-addressed Business Reply Envelope (hereinafter referred to as "BRE") so as to reach the Scrutinizer on or before 5.00 P.M. on Saturday, 15 December 2018. The postage cost will be borne by the Company. However, envelopes containing Postal Ballot Forms, if sent by courier or registered/speed post or delivered by the Member in person at his expense at the address as mentioned in the BRE will also be accepted. Assent/ Dissent received after 5.00 P.M. on Saturday, 15 December 2018 would be strictly treated as if reply from the Member(s) has not been received. No other form or photocopy thereof is permitted.
1. The instructions and other information relating to e-voting are as under:
 - A. In case a Member receiving an email from Karvy [for Members whose e-mail IDs are registered with the Company/Depository participant(s)]:
 - (i) Launch internet browser by typing the URL: <https://evoting.karvy.com>.
 - (ii) Enter the login credentials (i.e. User ID and Password). Your Folio No./DP ID & Client ID will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.

- (iii) After entering these details appropriately, click on "LOGIN".
- (iv) You will now reach password change menu wherein you are required to mandatory change your password.

The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.

- (v) You need to login again with the new credentials.
- (vi) On successful login, the system will prompt you to select the "EVENT" i.e., Gujarat Gas Limited.
- (vii) On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-Off date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/AGAINST" taken together should not exceed your total shareholding as on Friday, 9th November, 2018. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
- (viii) Members holding multiple folios/demat accounts shall choose the voting process separately for each folios/demat accounts.
- (ix) Voting has to be done for each item of the Postal Ballot Notice separately. In case any Member does not desire to cast his/her vote on any specific item it will be treated as "ABSTAIN".
- (x) You may then cast your vote by selecting an appropriate option and click on "Submit".
- (xi) A confirmation box will be displayed. Click "OK" to confirm, else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
- (xii) Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter, etc. together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail ID: manojhurkat@hotmail.com with a copy marked to evoting@karvy.com. The scanned image of the above mentioned documents should be in the naming format "GUJARATGAS_ EVENT NO."

B. In case of Members receiving Postal Ballot Form by Post [for Members whose email IDs are not registered with the Company/Depository Participant(s)]:

- (i) User ID and initial password as provided in the Postal Ballot Form.
- (ii) Please follow all steps from Sr.No. (i) to (xii) as mentioned in (A) above, to cast your vote.

2. The e-voting period commences on Friday, 16 November, 2018 at 9.00 a.m. and ends on Saturday, 15 December, 2018 at 5.00 p.m. The remote e-voting module shall be disabled for voting thereafter. During this period, the Members of the Company holding shares in physical form or in dematerialized form, as on the cut-off date, being Friday, 9 November 2018, may cast their vote by electronic means in the manner and process set out hereinabove. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.
3. In case of any query pertaining to e-voting, please visit Help & FAQ's section of <https://evoting.karvy.com> (Karvy's website) or any grievances or queries of the Members of the Company connected with the electronic voting can be addressed to the Company's Registrar & Share Transfer Agents, Karvy Computershare Private Limited (Unit: Gujarat Gas Limited), Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda,

Hyderabad - 500 032 or Contact Person: Mr. Raghunath V or may write to the Company Secretary at the Corporate Office of the Company at 2, Shanti Sadan Society, Near Parimal Garden, Ellisbridge, Ahmedabad – 380 006.

5. The Scrutinizer will submit the results to the Chairman after completion of the scrutiny of the Postal Ballot Forms and e-voting, and the results of the voting by Postal Ballot and e-voting will be announced on or before Monday, 17 December, 2018, 5:00 p.m. at the Corporate Office of the Company at 2, Shanti Sadan Society, Near Parimal Garden, Ellisbridge, Ahmedabad – 380 006
6. The result of the Postal Ballot along with the Scrutinizer's Report will also be displayed on the Company's website www.gujaratgas.com and also on the website of M/s Karvy Computershare Private Limited i.e. <https://evoting.karvy.com> and shall be communicated to the Stock Exchanges where the Company's shares are listed. The result of the Postal Ballot will also be displayed at the Registered Office of the Company situated at Gujarat Gas CNG Station, Sector 5/C, Gandhinagar – 382 006 and the Corporate office at 2, Shanti Sadan Society, Near Parimal Garden, Ellisbridge, Ahmedabad – 380 006, Gujarat.
7. The resolutions, if approved by the requisite majority of Members by means of Postal Ballot, shall be deemed to have been passed on the last date of voting, i.e. Saturday, 15 December, 2018.
8. Resolutions passed by the Members through Postal Ballot are deemed to have been passed as if the same have been passed at a General Meeting of the Members.

Explanatory Statement

(Pursuant to Section 102 and Section 110 of the Companies Act, 2013)

Item Nos. 1, 2, 3 and 4

In order to improve the liquidity of the Company's equity shares and to make equity shares more affordable for the small retail investors to invest in the Company's shares, the Board of Directors ('Board') at its meeting held on 3rd November, 2018, recommended the sub-division of the Equity Share having the face value of Rs. 10/- each into 5 Equity Shares of the face value of Rs. 2/- each, for the approval of the members.

The members are requested to approve the insertion of Article 4A in the Articles of Association of the Company as proposed at Item No.4 in the Postal Ballot Notice in order to enable the sub-division of shares subject to approval of Members. The Record Date for the aforesaid sub-division of Equity Shares will be fixed by the Board of Directors of the Company after obtaining the approval of the Members. In order to enable the aforesaid sub-division of shares, consequential amendments to the existing Clause V of the Memorandum of Association and Article 4 of the Articles of Association of the Company as per Item No.2,3 and Item No. 4 are proposed as it is required to amend the Authorised Share Capital of the Company.

Presently, the Authorized Share Capital of the Company is Rs 17,571,000,000 (Rupees Seventeen Thousand Five Hundred and Seventy One Million only) divided into 1735100000 (Seventeen Hundred Thirty Five Million and One Lac only) Equity shares of Rs.10/- each, 17,000,000 (Seventeen Million only) 7.5% Redeemable Preference Shares of Rs. 10/- each and 5,000,000 (Five Million only) Preference shares of Rs.10/- each. The same shall be altered in view of the aforesaid sub-division of shares. After alteration the Authorized Share Capital of the Company will be Rs 17,57,10,00,000 (Rupees One Thousand Seven Hundred Fifty Seven Crore Ten Lakh only) divided into 8,67,55,00,000 (Eight Hundred Sixty Seven Crore Fifty Five lakh only) Equity shares of Rs.2/- each, 1,70,00,000 (One Crore Seventy Lakh only) 7.5% Redeemable Preference Shares of Rs. 10/- each and 50,00,000 (Fifty lakh only) Preference shares of Rs.10/- each.

The Board is of the opinion that the aforesaid sub-division of equity shares is in the best interest of the Company and the investors and hence recommends Ordinary Resolution set out in Item no. 1 and Special Resolutions for Item nos. 2, 3 and 4 of this Postal Ballot Notice for approval of the members.

A copy of the Memorandum of Association and Articles of Association of the Company is available for inspection by the Members at the Corporate Office of the Company between 10:30 A.M and 6:30 P.M on all working days (except Saturday, Sunday and Public Holidays) upto Saturday, 15 December, 2018.

None of the Directors and Key Managerial Personnel of the Company or their relatives are in any way, interested or concerned financially or otherwise, in these resolutions.

Item Nos. 5 and 6

The appointment of Shri Jal Patel and Shri K. D. Chatterjee as the Independent Directors of the Company to hold office for the period of 2 years effective from 21st April 2015 was approved by the shareholders of the Company at their 3rd Annual General Meeting held on 28th December 2015. Pursuant to expiry of their first tenure, the shareholders of the Company at their 5th Annual General Meeting held on 28th September, 2017 had approved their re-appointments vide special resolution to hold office for the second term of 5 years w.e.f. 21 April 2017 till 20 April 2022. In terms of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, the consent of the Members by way of Special Resolution is required w.e.f. from 1 April 2019, for continuation of a Non-Executive Director beyond the age of seventy five years. They have attained the age of 75 years on 17th September, 2012 and 8th November, 2016 respectively.

The Nomination & Remuneration Committee ('the Committee') and the Board of Directors of the Company ('the Board') are of the view that they are experts in their respective field and their experience and valuable guidance is beneficial to the Company. Hence, in order to take advantage of their counsel and advice, especially in CGD sector, it would be appropriate that they continue to serve on the Board till the completion of their present terms of appointment as already approved by the Members. Accordingly, the Board at the meeting held on 3 November 2018, on the recommendation of the Committee, have recommended for the approval of the Members, the continuation of the terms of Shri Jal Patel and Shri K. D. Chatterjee as Independent Directors of the Company w.e.f. 1 April 2019 till the end of current tenures of appointment on 20th April 2022, notwithstanding that Shri Jal Patel has attained the age of 75 years on 17th September, 2012 and Shri K. D. Chatterjee has attained the age of 75 years on 8th November, 2016.

They do not hold any shares in the Company. The particulars of qualification, experience and other Directorships etc. are as below:

Name of Director	Shri Jal Patel	Shri Krishna Das Chatterjee
Date of Birth	17th September 1937	8th November 1941
Date of appointment	21st April, 2015	21st April, 2015
Qualifications	Associate member of Institute of Chartered Accountants of India (ICAI), Associate member of Institute of Company Secretary of India (ICSI).	B.Sc. from University of Calcutta in 1959 and is a member of the Institute of Cost and Works Accountants of India (ICWAI). He was awarded the V. Srinivasan Memorial Gold Medal
Nature of Expertise / Experience	He was associated with the German FAG Group of Bearing companies since 1962 where he handled various managerial functions. In 1977, he took over as the Managing Director of the company. Subsequently, he was promoted as the Vice Chairman and Managing Director before retiring in 2000. His areas of expertise include Finance, Accounts and Administration. He is also actively involved with various social and welfare associations and federations as well as various trusts	He had worked with Dunlop India Limited and Gujarat State Fertilizers & Chemicals Limited. He was Executive Director (Finance) of Gujarat Narmada Valley Fertilizers Company Limited. He has rich experience in the field of Finance, Human Resources Development, Marketing, Information Systems and Administration functions
Names of other listed entities in which the person also holds the directorship	Ineos Styrolution India Limited Elecon Engineering Company Limited Munjil Auto Industries Limited	NIL
No. of Share held	Nil	Nil
Names of listed entities in which the person also holds the membership of Committees of the board;	Ineos Styrolution India Limited Stakeholder Relationship Committee-Member Audit Committee-Chairman Elecon Engineering Company Limited Audit Committee-Chairman Stakeholder Relationship Committee-Chairman Gujarat Gas Limited Audit Committee-Chairman Stakeholder Relationship Committee Member	Gujarat Gas Limited Audit Committee-Member Stakeholder Relationship Committee-Chairman

The Board based on the recommendation of the Nomination and Remuneration Committee and considering benefits of the expertise of the aforesaid Independent Directors, recommends the resolutions at Item 5 and 6 for approval of shareholders by way of Special Resolutions to be passed by Postal Ballot. Except Shri Jal Patel and S hri K. D. Chatterjee, none of the other Directors or Key Managerial Personnel (KMP) of the Company or their relatives are concerned or interested, financially or otherwise in these Special Resolutions at item 5 and 6.

**By Order of the Board of Directors
For Gujarat Gas Limited**

**Rajeshwari Sharma
Company Secretary**

Place: Ahmedabad
Date: 3 November 2018