

adani

Gas

17th December, 2019

BSE Limited

P J Towers,
Dalal Street,
Mumbai – 400001

National Stock Exchange of India Limited

Exchange plaza,
Bandra-Kurla Complex, Bandra (E)
Mumbai – 400051

Scrip Code: 542066

Scrip Code: ADANIGAS

Dear Sir,

Sub: Result of Postal Ballot

With reference to above, we are pleased to inform that members of the Company have passed the following Resolutions for:-

1. Approval, by way of special resolution under Regulation 26(2)(b) and (e) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, for availing a loan, in the nature of an unsecured, perpetual loan not exceeding INR equivalent of US Dollars 350 million by the Company from Adani Properties Private Limited and/or Adani Rail Infra Private Limited and/or Adani Infra India Limited in terms of a loan agreement to be entered into between the Company and/or Adani Properties Private Limited and/or Adani Rail Infra Private Limited and/or Adani Infra India Limited.
2. Approval, by way of ordinary resolution under Section 188 of the Companies Act, 2013 and the rules framed thereunder and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, for 'material related party transaction' for availing a loan, in the nature of an unsecured, perpetual loan not exceeding INR equivalent of US Dollars 350 million by the Company from Adani Properties Private Limited and/or Adani Rail Infra Private Limited and/or Adani Infra India Limited in terms of a loan agreement to be entered into between the Company and/or Adani Properties Private Limited and/or Adani Rail Infra Private Limited and/or Adani Infra India Limited.

Result/voting of Postal Ballot along with Report of Scrutinizer is enclosed herewith pursuant to Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Adani Gas Limited
Heritage Building, 8th floor,
Ashram Road, Usmanpura,
Ahmedabad-380014
Gujarat, India
CIN: L40100GJ2005PLC046553

Tel +91 79 2754 1988
Fax +91 79 2754 2988
info@adani.com
www.adani.com

Registered Office: Adani House, Nr Mithakhali Circle, Navrangpura, Ahmedabad 380 009, Gujarat, India




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Kindly take the same on your record.

Thanking you,

Yours faithfully,
For **Adani Gas Limited**


Gunjan Taunk
Company Secretary
Encl.: As above.



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Result of Postal Ballot

Pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 read together with Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of shareholders was sought by postal ballot as per details furnished in the Postal Ballot Notice dated 12th November, 2019 sent to all shareholders, on the proposal for passing following Resolutions for :-

1. Approval, by way of special resolution under Regulation 26(2)(b) and (e) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, for availing a loan, in the nature of an unsecured, perpetual loan not exceeding INR equivalent of US Dollars 350 million by the Company from Adani Properties Private Limited and/or Adani Rail Infra Private Limited and/or Adani Infra India Limited in terms of a loan agreement to be entered into between the Company and/or Adani Properties Private Limited and/or Adani Rail Infra Private Limited and/or Adani Infra India Limited.
2. Approval, by way of ordinary resolution under Section 188 of the Companies Act, 2013 and the rules framed thereunder and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, for 'material related party transaction' for availing a loan, in the nature of an unsecured, perpetual loan not exceeding INR equivalent of US Dollars 350 million by the Company from Adani Properties Private Limited and/or Adani Rail Infra Private Limited and/or Adani Infra India Limited in terms of a loan agreement to be entered into between the Company and/or Adani Properties Private Limited and/or Adani Rail Infra Private Limited and/or Adani Infra India Limited.

Mr. Chirag Shah, a Practicing Company Secretary who was appointed as the scrutinizer for conducting postal ballot process in a fair and transparent manner, submitted his report on the postal ballot.



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Pursuant to Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, details regarding postal ballot are as follows:

1.	Date of the AGM/EGM	Not Applicable
2.	Date of the Postal Ballot	Notice dated 12 th November, 2019
3.	Total number of shareholders on record date	88,348
4.	No. of shareholders present in the meeting either in person or through proxy:	
	Promoters and Promoter Group:	Not Applicable
	Public:	Not Applicable
5.	No. of Shareholders attended the meeting through Video Conferencing:	
	Promoters and Promoter Group:	Not Applicable
	Public:	Not Applicable

On the basis of the report received from CS Chirag Shah, scrutinizer, I hereby declare the result of the postal ballot voting process for the above mentioned proposal as per Annexure I.

Since, **99.9835% and 99.9225%** votes are polled in favour of the aforesaid Resolutions at Sr. No. 1 & 2. I hereby declare the resolutions **carried as a Special Resolution and as an Ordinary Resolution** respectively with requisite majorities on 16th December, 2019.

Thanking you,
For **Adani Gas Limited**


Gautam S. Adani
Chairman
DIN : 00006273



Date: 17th December, 2019
Place: Ahmedabad
Time: 3.30 p.m.

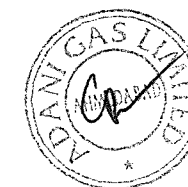
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ADANI GAS LIMITED

Disclosure as per Regulation 44 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015								
Resolution No. 1: Approval, by way of special resolution under Regulation 26(2)(b) and (e) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, for availing a loan, in the nature of an unsecured, perpetual loan not exceeding INR equivalent of US Dollars 350 million by the Company from Adani Properties Private Limited and/or Adani Rail Infra Private Limited and/or Adani Infra India Limited in terms of a loan agreement to be entered into between the Company and/or Adani Properties Private Limited and/or Adani Rail Infra Private Limited and/or Adani Infra India Limited								
Resolution Required : (Ordinary/ Special)			Special Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]=[2]/[1]*100	[4]	[5]	[6]=[4]/[2]*100	[7]=[5]/[2]*100
Promoter and Promoter Group	Remote E-Voting	822663481	822663481	100.0000	822663481	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		822663481	100.0000	822663481	0	100.0000	0.0000
Public Institutions	Remote E-Voting	238601964	223059288	93.4859	222896182	163106	99.9269	0.0731
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		223059288	93.4859	222896182	163106	99.9269	0.0731
Public Non Institutions	Remote E-Voting	38544638	176398	0.4576	166965	9433	94.6524	5.3476
	Postal Ballot		12595	0.0327	12595	0	100.0000	0.0000
	Total		188993	0.4903	179560	9433	95.0088	4.9912
Total		1099810083	1045911762	95.0993	1045739223	172539	99.9835	0.0165

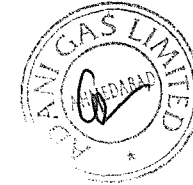


ADANI GAS LIMITED

Disclosure as per Regulation 44 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

Resolution No. 2: Approval, by way of ordinary resolution under Section 188 of the Companies Act, 2013 and the rules framed thereunder and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, for material related party transaction for availing a loan, in the nature of an unsecured, perpetual loan not exceeding INR equivalent of US Dollars 350 million by the Company from Adani Properties Private Limited and/or Adani Rail Infra Private Limited and/or Adani Infra India Limited in terms of a loan agreement to be entered into between the Company and/or Adani Properties Private Limited and/or Adani Rail Infra Private Limited and/or Adani Infra India Limited

Resolution Required : (Ordinary/ Special)			Ordinary Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]=[[2]/[1]]*100	[4]	[5]	[6]=[[4]/[2]]*100	[7]=[[5]/[2]]*100
Promoter and Promoter Group	Remote E-Voting	822663481	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Institutions	Remote E-Voting	238601964	223059288	93.4859	222896182	163106	99.9269	0.0731
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		223059288	93.4859	222896182	163106	99.9269	0.0731
Public Non Institutions	Remote E-Voting	38544638	168594	0.4374	158761	9833	94.1676	5.8324
	Postal Ballot		12295	0.0319	12295	0	100.0000	0.0000
	Total		180889	0.4693	171056	9833	94.5641	5.4359
Total		1099810083	223240177	20.2981	223067238	172939	99.9225	0.0775





CHIRAG SHAH & ASSOCIATES

Company Secretaries

1213, Ganesh Glory, Nr. Jagatpur Crossing,

Besides Ganesh Genesis,

Off. S.G. Highway, Ahmedabad - 382 481.

Ph.: 079-40020304, 6358790040/41/42

E-mail : chi118_min@yahoo.com

Date: December 17, 2019

To,
The Chairman
ADANI GAS LTD.
Adani House,
Nr. Mithakhali Six Roads, Navrangpura,
Ahmedabad – 380 009

Dear Sir,

Re : Report of Scrutinizer on passing of resolutions through Postal Ballot and E-voting

1. The Board of Directors of the Company, vide its resolution passed in the meeting held on November 12, 2019, appointed me as Scrutinizer for conducting the postal ballot (physical and e-voting process) for passing Resolutions as set out in the Notice of Postal Ballot dated November 12, 2019.
2. I submit my report as under:

The Company had completed dispatch of Notice of Postal Ballot dated November 12, 2019 along with the Postal Ballot Form and a self-addressed postage prepaid Business Reply Envelope on November 15, 2019 to its Members by email who had registered their email ids with depositories/the company and through courier to the other members whose name(s) appeared on the Register of Members / list of beneficiaries as on November 8, 2019 and also published Newspaper Advertisement in English and Gujarati (Regional Language) in Indian Express (English) and Financial Express (Gujarati) respectively regarding dispatch of Notice of Postal Ballot alongwith Postal Ballot Form and containing all the matters required under

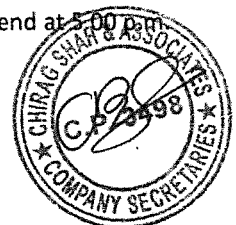
All Postal Ballot Forms have been received upto 5.00 p.m. on December 16, 2019, being the last date fixed by the Company for receipt of the forms.

The postal ballot forms were kept under my safe custody before commencing the scrutiny of the said postal ballot forms.

Particulars of postal ballot forms received from the members have been entered in a register separately maintained for the purpose.

No Envelopes containing postal ballot forms were received after 5.00 p.m. on December 16, 2019.

3. The Company has also offered E-voting through National Securities Depository Limited ("NSDL") and the report contains the details through E-voting also.
4. The facility of E-voting remained open from 9.00 a.m. on Sunday, November 17, 2019 and end at 5.00 p.m. on Monday, December 16, 2019.

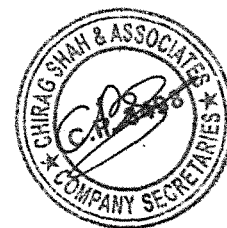


5. We have unblocked the votes cast through remote E-voting in the presence of Ms. Dhvani Rana and Mr. Raimeen Maradiya who are not in the employment of the Company.
6. A Summary of postal ballot forms received / E-voting is given below

Resolution No. 1 :

Approval, by way of special resolution under Regulation 26(2)(b) and (e) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, for availing a loan, in the nature of an unsecured, perpetual loan not exceeding INR equivalent of US Dollars 350 million by the Company from Adani Properties Private Limited and/or Adani Rail Infra Private Limited and/or Adani Infra India Limited in terms of a loan agreement to be entered into between the Company and/or Adani Properties Private Limited and/or Adani Rail Infra Private Limited and/or Adani Infra India Limited.

Particulars		No. of Postal Ballot Forms /E-voting	No. of shares	% of Total Paid Up Equity Capital	% of total votes polled
a)	Total Postal Ballot Forms received	21	12795	0.0012%	0.0012%
b)	Less: Abstain/Invalid Postal Ballot Forms	2	200	0.0001%	0.0000%
c)	Net Valid Postal Ballots with voting exercised	19	12595	0.0011%	0.0012%
d)	Voting exercised through E-Voting	429	1045899167	95.0982%	99.9988%
e)	Total valid votes exercised (c+d)	448	1045911762	95.0993%	100.0000%
f)	Physical postal ballot forms with assent (favour) for the Resolution	19	12595	0.0011%	0.0012%
g)	Physical postal ballot forms with dissent (against) for the Resolution	0	0	0.0000%	0.0000%
h)	Physical postal ballot not voted for the Resolution	0	0	0.0000%	0.0000%
i)	E-Voting ballot with assent (favour) for the Resolution	390	1045726628	95.0825%	99.9823%
j)	E-Voting ballot dissent (against) for the Resolution	39	172539	0.0157%	0.0165%
Total Ballot with ASSENT in physical and Electronic mode		409	1045739223	95.0836%	99.9835%
Total Ballot with DISSENT in physical and Electronic mode		39	172539	0.0157%	0.0165%
Since total votes polled in favour of the resolution is 99.9835% and total votes polled against the resolution is 0.0165%, resolution has been passed as Special Resolution					



Resolution No. 2:

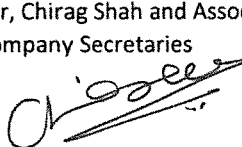
Approval, by way of ordinary resolution under Section 188 of the Companies Act, 2013 and the rules framed thereunder and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, for 'material related party transaction' for availing a loan, in the nature of an unsecured, perpetual loan not exceeding INR equivalent of US Dollars 350 million by the Company from Adani Properties Private Limited and/or Adani Rail Infra Private Limited and/or Adani Infra India Limited in terms of a loan agreement to be entered into between the Company and/or Adani Properties Private Limited and/or Adani Rail Infra Private Limited and/or Adani Infra India Limited.

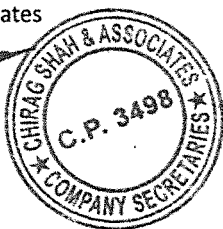
Particulars	No. of Postal Ballot Forms /E-voting	No. of shares	% of Total Paid Up Equity Capital	% of total votes polled
a) Total Postal Ballot Forms received	21	12795	0.0012%	0.0057%
b) Less: Abstain/Invalid Postal Ballot Forms	4	500	0.0001%	0.0002%
c) Net Valid Postal Ballots with voting exercised	17	12295	0.0011%	0.0055%
d) Voting exercised through E-Voting	413	223227882	20.2969%	99.9945%
e) Total valid votes exercised (c+d)	430	223240177	20.2981%	100.0000%
f) Physical postal ballot forms with assent (favour) for the Resolution	17	12295	0.0011%	0.0055%
g) Physical postal ballot forms with dissent (against) for the Resolution	0	0	0.0000%	0.0000%
h) Physical postal ballot not voted for the Resolution	2	300	0.0000%	0.0001%
i) E-Voting ballot with assent (favour) for the Resolution	372	223054943	20.2812%	99.9170%
j) E-Voting ballot dissent (against) for the Resolution	41	172939	0.0157%	0.0775%
Total Ballot with ASSENT in physical and Electronic mode	389	223067238	20.2823%	99.9225%
Total Ballot with DISSENT in physical and Electronic mode	41	172939	0.0157%	0.0775%

Since total votes polled in favour of the resolution is 99.9225% and total votes polled against the resolution is 0.0775%, resolution has been passed as Ordinary Resolution


7. Related papers / registers and records were handed over to Mr. Gunjan Taunk, Company Secretary for safe custody.
8. You may accordingly declare the results of the voting by postal ballot and E-voting.

Thanking you,
For, Chirag Shah and Associates
Company Secretaries


Chirag Shah
Partner
FCS No.5545, CP No. 3498
Place: Ahmedabad
Date: December 17, 2019
UDIN : F005545A000419035



Counter Signed by
For Adani Gas Limited


Gautam S. Adani
Chairman
DIN:00006273