



December 24, 2025

**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: ATGL**

**Sub: Intimation under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") - Notice of Postal Ballot.**

Dear Sir/Madam,

Pursuant to Regulation 30 of the SEBI Listing Regulations, please find enclosed herewith a copy of the Postal Ballot Notice dated December 19, 2025 along with the Explanatory Statement thereto, seeking consent of the members of Adani Total Gas Limited ("Company") on the following special business:

<b>Sr. No.</b>	<b>Particulars</b>	<b>Type of Resolution</b>
1.	Appointment of Mr. K Jairaj (Din: 01875126) as an Independent Director (Non-Executive) of the Company.	Special Resolution

In compliance with the relevant circulars issued by the Ministry of Corporate Affairs from time to time, the Postal Ballot Notice is being sent by electronic mode only to those Members whose names appear in the Register of Members / List of Beneficial Owners and whose e-mail addresses are registered with the Registrar and Share Transfer Agent of the Company i.e. MUFG Intime India Private Limited (Formerly known as Link Intime India Private Limited) and the Depositories viz. National Securities Depository Limited and Central Depository Services (India) Limited as on the cut-off date i.e. **Friday, December 19, 2025.**

The Company has engaged the services of National Securities Depository Limited (NSDL) for facilitating remote e-voting to enable the Members to cast their votes electronically. The remote e-voting on the resolution set out in the Postal Ballot Notice shall commence from **Thursday, December 25, 2025 at 9.00 A.M. (IST) and shall end on Friday, January 23, 2026 at 5:00 P.M. (IST).**

This intimation is also being uploaded on the Company's website [www.adanigas.com](http://www.adanigas.com) in terms of Regulation 30 of the SEBI Listing Regulations.

Adani Total Gas Limited  
(Formerly known as Adani Gas Ltd)  
Crest 4-5, Inspire Business Park  
Shantigram, Nr. Vaishnodevi Circle,  
S.G.Highway, Ahmedabad – 382 421  
Gujarat, India  
CIN: L40100GJ2005PLC046553

Tel : +91 79 6624 3200  
Fax: +91 79 2754 2988  
investor.agl@adani.com  
www.adanigas.com

**Registered Office:** "Adani Corporate House", Shantigram, Near Vaishno Devi Circle, S. G. Highway, Khodiyar, Ahmedabad - 382421



Kindly take the same on your record.

Thanking you,

Yours faithfully,  
For **Adani Total Gas Limited**

**Anil Agrawal**  
**Company Secretary**  
Membership No. A14063

Adani Total Gas Limited  
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## NOTICE OF POSTAL BALLOT

[Pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 as amended]

**To,  
The Members,  
Adani Total Gas Limited**

Notice is hereby given that pursuant to the provisions of Section 110 and all other applicable provisions, if any, of Companies Act, 2013 (**the "Act"**), read together with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) (**"Rules"**), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the **"SEBI Listing Regulations"**), General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, read with other relevant circulars, including General Circular No. 03/2025 dated 22nd September, 2025 issued by the Ministry of Corporate Affairs, Government of India (**"MCA Circulars"**), Secretarial Standard on General Meetings (**"SS-2"**) (as amended) issued by the Institute of Company Secretaries of India and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the resolution set out below are proposed to be passed by the Members of **Adani Total Gas Limited (the "Company")** by means of Postal Ballot, only by way of remote e-voting (**"e-voting"**) process.

The proposed resolutions and the explanatory statement pursuant to Section 102 read with 110 and any other applicable provisions of the Act, read with Rules framed thereunder, setting out the material facts and reasons thereof concerning the resolution mentioned in this Postal Ballot Notice (**"Notice"**), are annexed hereto.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e. by casting votes electronically instead of submitting postal ballot forms. The instructions for e-voting are appended to this Notice.

Pursuant to Rule 22(5) of the Rules, the Board of Directors of the Company has appointed Mr. Chirag Shah, (Membership No.: FCS: 5545; CP No.: 3498) or failing him Mr. Raimeen Maradiya (Membership No. 11283 & COP No. 17554), Partners of Chirag Shah and Associates, Practicing Company Secretary as the Scrutinizer for conducting the postal ballot (e-voting process) in a fair and transparent manner.

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Members are requested to carefully read the instructions mentioned under the head 'General information and instructions relating to e-voting' in this Notice and record their assent ("**FOR**") or dissent ("**AGAINST**") on the proposed resolution through the e-voting process only not later than 5:00 p.m. (IST) on **Friday, January 23, 2026** failing which it will be considered that no reply has been received from the Member.

The Company has engaged the services of National Securities Depository Limited (hereinafter referred to as "**NSDL**" or "**Service Provider**") for facilitating e-voting to enable the Members to cast their votes electronically instead of dispatching postal ballot forms. In accordance with the MCA Circulars, the Company has made necessary arrangements with MUFG Intime India Private Limited (Formerly known as Link Intime India Private Limited), Registrar and Share Transfer Agent ("**RTA**") to enable the Members to register their e-mail address. Those Members who have not yet registered their email address are requested to register the same by following the procedure set out in this Notice. The postal ballot results will be submitted within 2 (Two) working days from conclusion of the e-voting period to the stock exchanges in accordance with the SEBI Listing Regulations.

The Scrutinizer will submit the results of the e-voting to the Chairman of the Company or any other authorized officer(s) of the Company after completion of the scrutiny of the e-voting. The results of the Postal Ballot along with the Scrutinizer's Report will also be displayed on the website of the Company at [www.adanigas.com](http://www.adanigas.com) on the website of NSDL at [www.evoting.nSDL.com](http://www.evoting.nSDL.com) and shall also be displayed at the Registered Office of the Company while simultaneously being communicated to the National Stock Exchange of India Limited and BSE Limited where the equity shares of the Company are listed.

The proposed resolution, if approved, by the requisite majority of Members by means of Postal Ballot will be taken as having duly passed on the last date specified for e-voting i.e. **Friday, January 23, 2026**

#### **SPECIAL BUSINESS:**

##### **Item No. 1**

#### **Appointment of Mr. K Jairaj (DIN: 01875126) as an Independent Director (Non-Executive) of the Company.**

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

Adani Total Gas Limited  
(Formerly known as Adani Gas Ltd)  
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Gujarat, India

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**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule IV of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Mr. K Jairaj (DIN: 01875126), who was appointed as an Additional Director by the Board of Directors of the Company w.e.f. November 3, 2025 pursuant to the provisions of Section 161(1) of the Act and Articles of Association of the Company and has submitted a declaration that he meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations 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 of the Company, not liable to retire by rotation, to hold office for the first term of 3 (three) years commencing from November 3, 2025.

**RESOLVED FURTHER THAT** pursuant to Regulation 17(1A) of the SEBI Listing Regulations, approval of the Members of the Company be and is hereby accorded for continuation of Directorship of Mr. K Jairaj (DIN: 01875126) as an Independent Director (Non-Executive) of the Company, notwithstanding that he will attain the age of 75 years on May 24, 2027.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard."

**By Order of the Board  
For Adani Total Gas Limited**

**Anil Agrawal  
Company Secretary  
Membership No. A14063**

**Date: December 19, 2025**

**Place: Ahmedabad**

**Registered Office :**

Adani Corporate House,  
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**Notes:**

1. The Explanatory Statement pursuant to Section 102 read with Section 110 and other applicable provisions, if any of the Act read with the rules framed thereunder concerning the resolution as set out in the postal ballot notice is annexed hereto and forms part of this Notice.
2. In accordance with the MCA Circulars and the SEBI Listing Regulations, the Company is sending the Notice in electronic form only by e-mail to all Members whose names appear in the Register of Members / Register of Beneficial Owners maintained by the Depositories viz., National Securities Depository Limited (the "NSDL") and Central Depository Services (India) Limited (the "CDSL") as on, **Friday, December 19, 2025** (the "**Cut-Off Date**") and who have registered their e-mail addresses, in respect of electronic holdings, with the Depository through the concerned Depository Participants in accordance with the provisions of the Act read with the rules framed thereunder and the framework provided under the MCA circulars. Cut-Off Date is for determining the eligibility to vote by electronic means. A person who is not a member as on the Cut-Off Date or who becomes a member of the Company after the Cut-Off Date should treat this Notice for information purposes only.
3. In accordance with the MCA Circulars, the Notice is being sent in electronic form only. The hard copy of the Notice along with the Postal Ballot forms and pre-paid business envelope will not be sent to the Members for the Postal Ballot. Accordingly, the communication of the assent or dissent of the Members would take place through the e-voting system only.
4. In compliance with the provisions of Section 108 and 110 of the Act read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and SS -2 issued by the Institute of Company Secretaries of India on General Meeting, the Company is offering e-voting facility to enable the Members to cast their votes electronically. The instructions for e-voting are provided as part of this Notice.
5. In light of the MCA Circulars, Members who have not registered their e-mail addresses and in consequence the e-voting notice could not be serviced, may temporarily get their e-mail address registered with the Company's RTA, MUFG Intime India Private Limited, by clicking the link : <https://instavote.linkintime.co.in>.

Post successful registration of the e-mail, the member would get soft copy of the notice and the procedure for e-voting along with the User ID and Password to enable e-voting for this Postal Ballot. In case of any queries, member may write to [rnt.helpdesk@in.mpms.mufg.com](mailto:rnt.helpdesk@in.mpms.mufg.com)

6. It is clarified that for permanent registration of e-mail address, the members are however requested to register their e-mail address, in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company's RTA to enable servicing of notices, etc. electronically to their e-mail address.
7. The e-voting rights of the Shareholders / beneficiary owners shall be reckoned on the shares held by them as on **Friday, December 19, 2025** being the Cut-Off date for the purpose. The shareholders of the Company holding shares either in dematerialised or in physical form, as on the Cut-Off date, can cast their vote electronically.
8. The voting rights for the equity shares of the Company are one vote per equity share, registered in the name of the member. The voting rights of the members shall be in proportion to the percentage of paid-up share capital of the Company held by them. In case of joint holders, only such joint holder who is higher in the order of names will be entitled to vote.
9. A member cannot exercise his / her vote through proxy on postal ballot. However, corporate and institutional members shall be entitled to vote through their authorised representatives. Corporate and institutional members (are required to send scanned certified true copy (PDF Format) of the board resolution / authority letter, power of attorney together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer by email to [info@chiraqshahassociates.com](mailto:info@chiraqshahassociates.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com)
10. Once the vote is cast, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again.
11. Postal Ballot (e-voting) period commences from **Thursday, December 25, 2025 (9:00 a.m. IST)** and ends on **Friday January 23, 2026 (5:00 p.m. IST)**. At the end of the e-voting period, the facility shall forthwith be blocked and e-voting shall not be allowed beyond the said date and time.
12. The proposed resolution, if approved, by requisite majority, shall be deemed to have been passed on the last date of e-voting, which would be **Friday, January 23, 2026**. The resolution passed by the Members through Postal

Ballot are deemed to have been passed as if the same has been passed at a general meeting of the Members.

13. This Notice shall also be available on the website of the Company at [www.adanigas.com](http://www.adanigas.com) websites of the stock exchanges where the equity shares of the Company are listed, i.e. National Stock Exchange of India Limited and BSE Limited at [www.nseindia.com](http://www.nseindia.com) and [www.bseindia.com](http://www.bseindia.com) respectively, and on the website of National Securities Depository Limited at [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
14. All the documents referred to in the explanatory statement will be available for inspection electronically until the last date for receipt of votes through the e-voting process. Members seeking to inspect such documents can send a request by way of an email to [investor.agl@adani.com](mailto:investor.agl@adani.com).

**General information and instructions relating to e-voting:**

- i. The voting period begins on **Thursday, December 25, 2025 (9:00 a.m. IST)** and ends on **Friday January 23, 2026 (5:00 p.m. IST)**. During this period, the shareholders of the Company, holding shares, as on the cutoff date (record date) viz., **Friday, December 19, 2025** may cast their votes electronically. The e-voting module shall be disabled by NSDL for voting thereafter.
- ii. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9<sup>th</sup> December, 2020 and under Regulation 44 of the SEBI Listing Regulations, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolution. Individual shareholders holding securities in demat mode are allowed to vote through their demat account(s) maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and E-mail ID in their demat accounts in order to access e-voting facility.
- iii. Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.
- iv. In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts / websites of Depositories / Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

**THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:**

**Step 1: Access to NSDL e-Voting system**

**A) Login method for e-Voting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>For OTP based login you can click on <a href="https://eservices.nsd.com/SecureWeb/evoting/evotnlogin.jsp">https://eservices.nsd.com/SecureWeb/evoting/evotnlogin.jsp</a>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>Existing <b>IDEAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the <b>"Beneficial Owner"</b> icon under <b>"Login"</b> which is available under 'IDEAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on <b>"Access to e-Voting"</b> under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will</li> </ol>

Type of shareholders	Login Method
	<p>be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>3. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "<b>Register Online for IDeAS Portal</b>" or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>5. Shareholders/Members can also download NSDL Mobile App "<b>NSDL Speede</b>" facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: center; gap: 20px;"> <div style="text-align: center;">  App Store         </div> <div style="text-align: center;">  Google Play         </div> </div> <div style="display: flex; justify-content: center; gap: 20px; margin-top: 10px;">   </div>
Individual Shareholders holding securities in	<p>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page</p>

Type of shareholders	Login Method
demat mode with CDSL	<p>without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</p> <ol style="list-style-type: none"> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>

Type of shareholders	Login Method
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911

**B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

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.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP 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.

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***

5. Password details for shareholders other than Individual shareholders 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, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsd.com](http://www.evoting.nsd.com).
  - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsd.com](http://www.evoting.nsd.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

## **Step 2: Cast your vote electronically on NSDL e-Voting system.**

### **How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.

4. 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.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

#### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [info@chiragshahassociates.com](mailto:info@chiragshahassociates.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. 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 : 022 - 4886 7000 or send a request to Ms Pallavi Mahatre at [evoting@nsdl.com](mailto:evoting@nsdl.com)



**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [investor.agl@adani.com](mailto:investor.agl@adani.com)
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [investor.agl@adani.com](mailto:investor.agl@adani.com) . If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.



**Contact Details:**

<b>Company</b>	<b>Adani Total Gas Limited</b> <b>Regd. Office:</b> Adani Corporate House, Shantigram, Nr. Vaishnodevi Circle, S. G. Highway, Khodiyar, Ahmedabad – 382421 Gujarat, India Ph +91 79-6624 3200 <a href="http://www.adanigas.com">www.adanigas.com</a> CIN: L40100GJ2005PLC046553 <b>E mail:</b> <a href="mailto:investor.agl@adani.com">investor.agl@adani.com</a>
<b>Registrar and Transfer Agent</b>	M/s. MUFG Intime India Private Limited (Formerly Link Intime India Private Limited) <b>Regd. Office:</b> C-101, 247 Park, L B S Marg, Vikhroli (West), Mumbai – 400 083. Tel: +91-22-49186270 Fax: +91-22-49186060 E mail ID: <a href="mailto:rnt.helpdesk@in.mpms.mufg.com">rnt.helpdesk@in.mpms.mufg.com</a> Website : <a href="http://www.in.mpms.mufg.com">www.in.mpms.mufg.com</a>
<b>e-voting Agency</b>	National Securities Depository Limited E-mail ID: <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> Phone: +91 22- 4886 7000
<b>Scrutinizer</b>	CS Chirag Shah or failing him CS Raimeen Maradiya Partner, Chirag Shah and Associates, Practicing Company Secretary E mail: <a href="mailto:info@chiragshahassociates.com">info@chiragshahassociates.com</a>

Adani Total Gas Limited  
 (Formerly known as Adani Gas Ltd)  
 Crest 4-5, Inspire Business Park  
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 S.G.Highway, Ahmedabad – 382 421  
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[investor.agl@adani.com](mailto:investor.agl@adani.com)  
[www.adanigas.com](http://www.adanigas.com)

**Registered Office:** "Adani Corporate House", Shantigram, Near Vaishno Devi Circle, S. G. Highway, Khodiyar, Ahmedabad - 382421

## 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

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In terms of the provisions of Section 102 of the Companies Act, 2013 (**"the Act"**), Secretarial Standard on General Meetings (**"SS-2"**) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"SEBI Listing Regulations"**), the following statement sets out the material facts relating to Agenda item as set out in this Notice.

#### **Item No. 1**

#### **Appointment of Mr. K Jairaj (DIN: 01875126) as an Independent Director (Non-Executive) of the Company:**

The Board of Directors of the Company ("the Board") has appointed Mr. K. Jairaj (DIN: 01875126) as an Additional Director (Non-executive, Independent) of the Company w.e.f. November 3, 2025 for the first term of 3 (three) years, based on the recommendation of Nomination and Remuneration Committee of the Company ("NRC").

In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of Independent Directors require the approval of the members of the Company. Further, pursuant to Regulation 17(1C) of SEBI Listing Regulations, a listed entity is required to take approval of shareholders for appointment of a person on the board of directors at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Therefore, a resolution for the appointment of Mr. K. Jairaj has been proposed for the necessary approval of the Members of the Company.

Mr. K. Jairaj possess the requisite skills, experience, knowledge and capabilities identified by the Board and required for the role of an Independent Director of the Company. Considering his vast experience, the Board believes that his appointment shall be in the best interest of the Company.

Mr. K. Jairaj is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given consent for appointment as an Independent Director for first term of 3 (three) years. The Company has, in terms of Section 160(1) of the Act, received notice in writing from a Member, proposing the candidature of Mr K.

Jairaj for appointment as an Independent Director of the Company. The Company has also received a declaration from Mr. K. Jairaj confirming that he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations. Further, Mr. K. Jairaj is not debarred from holding the office of Director by virtue of any order passed by SEBI or any other such authority pursuant to circulars dated June 20, 2018, issued by the BSE Limited and the National Stock Exchange of India Limited pertaining to enforcement of SEBI Orders regarding appointment of directors by the listed companies. Mr. K. Jairaj has confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ("IICA").

The terms and conditions for appointment of Mr. K. Jairaj as an Independent Director of the Company shall be open for inspection by the Members at the Registered Office of the Company during business hours on any working day, excluding Saturday from the date of dispatch of this Notice till January 23, 2026. The same is also available on the website of the Company at the link: [www.adanigas.com](http://www.adanigas.com)

The brief profile and other information of Mr. K. Jairaj is given in this Notice in compliance of SEBI Listing Regulations and Secretarial Standard - 2 on General Meeting.

Apart from receiving Directors' remuneration as may be decided pursuant to the provisions of the Act and SEBI Listing Regulations, Mr. K. Jairaj does not have any other pecuniary relationship with the Company.

Further, Mr. K. Jairaj will attain the age of seventy-five years on May 24, 2027. In accordance with Regulation 17(1A) of the SEBI Listing Regulations, the approval of the Members is also sought by way of a Special Resolution for his continuation as an Independent Director (Non-Executive) upon attaining the age of seventy-five years. Accordingly, the Board, on the recommendation of the NRC, has also recommended the Members to approve the continuation of Mr. K. Jairaj as an Independent Director (Non-Executive) of the Company after attaining the age of seventy five years on May 24, 2027.

The Board recommends the Special Resolution at Item No. 1 of this Notice for the approval of the Members.



Except Mr. K Jairaj and his relatives, to the extent of their shareholding interest, if any, in the Company none of the other Directors or Key Managerial Personnel of the Company or their respective relatives are, in anyway, concerned or interested, financially or otherwise, except to the extent of their shareholding in the Company, if any, in the proposed Special Resolution, as set out in Item no. 1 of this Notice.

**By Order of the Board,  
For Adani Total Gas Limited**

**Anil Agrawal  
Company Secretary  
Membership No.: A14063**

**Place : Ahmedabad  
Date : December 19, 2025**

**Registered Office:**  
"Adani Corporate House", Shantigram,  
Nr. Vaishnodevi Circle, S.G. Highway,  
Khodiyar, Ahmedabad – 382421  
**CIN:** L40100GJ2005PLC046553

Adani Total Gas Limited  
(Formerly known as Adani Gas Ltd)  
Crest 4-5, Inspire Business Park  
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### ANNEXURE TO NOTICE

**Details of Director seeking appointment as required pursuant to Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 and Secretarial Standard 2 on General Meetings.**

Name of Director and DIN	Mr. K Jairaj (DIN: 01875126)
Age / Date of birth	73 years, May 25, 1952
No. of shares held including shareholding as beneficial owner	Nil
Date of first appointment on the Board	November 3, 2025
Qualification	Mr. K Jairaj has a Bachelor of Arts (Honors) degree from Bangalore University, Master of Arts degree in Economics from the Delhi School of Economics, M.P.A. Woodrow Wilson School Of Public And International Affairs, Princeton University and M.P.A, Kennedy School of Government, Harvard University, U.S.A, where he was Edward's Mason Fellow.
Brief profile and nature of expertise in specific functional areas	Mr. K. Jairaj, a member of the 1976 batch of the Indian Administrative Service, has held distinguished appointments in the infrastructure, energy, transport and urban development sectors, including a role as Additional Chief Secretary, Energy Department and Chairman, BESCO, Managing Director, Bangalore International Airport Ltd; Managing Director, Karnataka Power Corporation Ltd; Managing Director, Karnataka State Road Transport Corporation; Commissioner, Bangalore City Corporation for two terms; Commissioner for Commercial Taxes and Principal Secretary to the Chief Minister. With N.R. Narayanamurthy, Chairman Emeritus of Infosys, Mr. Jairaj established the Bangalore International Airport Limited, India's first greenfield airport on public private partnership basis with Siemens, Germany.

	<p>Mr. Jairaj served with the World Bank, Washington D.C. USA, as senior public sector management specialist in the Africa region between 2004-2006. Mr. Jairaj's has academic background in economics, public policy and management. He has a Bachelor of Arts (Honours) degree from Bangalore University, Master of Arts degree in Economics from the Delhi School of Economics, M.P.A. Woodrow Wilson School Of Public And International Affairs, Princeton University and M.P.A, Kennedy School of Government, Harvard University, U.S.A, where he was Edward's Mason Fellow. Mr. K. Jairaj is active in the National Management Movement and served as President, All India Management Association (AIMA), the only IAS officer to have done so; Past President Bangalore Management Association; currently on the Board of Governors, Indian Institute of Management, Kashipur.</p> <p>He was on the Board of Governors of Indian Institute of Management, Bangalore from 2000 to 2004. He is associated with several educational and not-for-profit institutions. He was an Independent Director on the Board of Adani Energy Solutions Limited from June 17, 2015 to June 30, 2025.</p>
Other Directorship as on October 28, 2025	<ul style="list-style-type: none"> <li>• Neo Foods Private Limited</li> <li>• SEIL Energy India Limited</li> <li>• Adani Electricity Mumbai Limited</li> <li>• RPSG Ventures Limited</li> <li>• Mumbai International Airport Limited</li> <li>• Navi Mumbai International Airport Private Limited</li> <li>• PCBL Chemical Limited</li> <li>• Thejo Engineering Limited</li> </ul>
Chairmanship/Membership of the Committees of other Companies in which position of Director is held as on October 28, 2025.	<p>PCBL Chemical Limited</p> <ul style="list-style-type: none"> <li>• Stakeholders' Relationship Committee (Member)</li> </ul>

	<p>RPSG Ventures Limited</p> <ul style="list-style-type: none"> <li>• Audit Committee (Member)</li> <li>• Nomination &amp; Remuneration Committee (Member)</li> </ul> <p>Thejo Engineering Limited</p> <ul style="list-style-type: none"> <li>• Stakeholders' Relationship Committee (Member)</li> <li>• Audit Committee (Member)</li> </ul> <p>SEIL Energy India Limited</p> <ul style="list-style-type: none"> <li>• Audit Committee (Member)</li> <li>• Stakeholders' Relationship Committee (Chairman)</li> <li>• Nomination &amp; Remuneration Committee (Member)</li> <li>• Corporate Social Responsibility Committee (Chairman)</li> </ul> <p>Adani Electricity Mumbai Limited</p> <ul style="list-style-type: none"> <li>• Audit Committee (Chairman)</li> <li>• Nomination &amp; Remuneration Committee (Chairman)</li> <li>• Corporate Social Responsibility Committee (Member)</li> </ul> <p>Mumbai International Airport Limited</p> <ul style="list-style-type: none"> <li>• Audit Committee (Member)</li> <li>• Nomination &amp; Remuneration Committee (Member)</li> </ul> <p>Navi Mumbai International Airport Private Limited</p> <ul style="list-style-type: none"> <li>• Audit Committee (Member)</li> <li>• Nomination &amp; Remuneration Committee (Member)</li> </ul>
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company.	None
Names of listed entities from which the person has resigned in past three years.	Ceased to hold the position of an Independent Director at Adani Energy Solutions Limited effective June 30, 2025, upon completion of the tenure as an Independent Director.

Terms and conditions of appointment	Appointment as an Independent Director for first term of three (3) years commencing from November 3, 2025.
Details of remuneration last drawn (FY 2024-25)	Not Applicable
Details of remuneration sought to be paid	Remuneration by way of commission as may be decided by the Board of Directors from time to time, which together with commission paid to other Non-Executive Directors shall not exceed 1% of the annual net profits of the Company for each financial year, calculated in accordance with the provisions of the Act and the rules made thereunder. In addition, sitting fees for attending the Board/Committee meetings shall also be paid by the Company.
No. of Board Meetings attended during FY 2025-26 (upto the date of this Notice)	Not applicable
Information as required pursuant to BSE circular ref no. LIST/COMP/14/2018-19 and the National Stock Exchange of India Limited with ref no. NSE/CML/2018/24, dated June 20, 2018.	Mr. K. Jairaj is not debarred from holding the office of director pursuant to any SEBI order or any other authority.