



GREEN GAS LIMITED

(A Joint Venture Company of GAIL and IndianOil)

[CIN: U23201UP2005PLC030834]

Regd. Office: 2nd Floor, Fortuna Tower, 10, Rana Pratap Marg, Lucknow-226001 (U.P.)

Telephone: 0522-4088530, Website: www.gglonline.net, Email Id: info@gglonline.net

NOTICE

NOTICE is hereby given that the 18th Annual General Meeting of the Members of Green Gas Limited will be held on Monday, the 25th September, 2023 at 2.00 p.m. at Hotel Renaissance, Vipin Khand, Gomti Nagar, Lucknow-226010 (U.P.), in-person and through Video Conferencing (VC)/Other Audio-Visual Means (OAVM) at the Members' best convenience, to transact the following business:

AS ORDINARY BUSINESS:-

1. To receive, consider and adopt the Audited Financial Statements for the Financial Year ended 31st March, 2023, the Board's Report, the Statutory Auditors' Report and the comments of the Comptroller & Auditor General of India thereon.

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

"RESOLVED THAT the Audited Financial Statements for the Financial Year ended 31st March, 2023 including Balance Sheet as at 31st March, 2023 and Statements of Profit & Loss, Cash Flow Statement for the year ended at that date, Directors' Report alongwith their annexures, Independent Auditors' Report and the comments thereon of the Comptroller & Auditor General of India be and are hereby received, considered and adopted."

2. To declare Final Dividend on the paid-up equity share capital of the Company, for the Financial Year 2022-23.

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

"RESOLVED THAT in terms of the recommendation of the Board of Directors, the approval of the shareholders be and is hereby accorded for payment of final dividend of Re. 0.25/- (at the rate of 2.5 percent) per equity share of Rs. 10/- each fully paid up, of the Company for the Financial Year 2022-23 and the same be paid

to all members whose names appear in the Register of members on the date of the annual general meeting."

3. To authorize Board of Directors of the Company to fix remuneration of the Statutory Auditor of the Company in terms of the provisions of section 142 of the Companies Act, 2013.

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

"RESOLVED THAT the Board of Directors of the Company be and is hereby authorized to decide and fix the remuneration of the Statutory Auditors of the Company appointed by Comptroller and Auditor General of India for the Financial Year 2023-24."

AS SPECIAL BUSINESS: -

4. To appoint Shri Rajkishor Behera (DIN: 10137854), as Director on the Board.

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

"RESOLVED THAT Shri Rajkishor Behera (DIN: 10137854), who was appointed as an Additional Director of the Company by the Board of Directors in terms of section 161 and other applicable provisions, if any of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) to hold the office upto the date of ensuing Annual General Meeting and in respect of whom, the Company has received a notice in writing pursuant to the provisions of Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as Director of the Company, with effect from 4th May, 2023.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to above resolution and for matters connected therewith or incidental thereto."

5. Appointment of Shri Rajkishor Behera (DIN: 10137854), as Director Commercial).

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

"RESOLVED THAT in accordance with the provisions of Sections 196 and 197 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and Articles of Association of the

Company subject to such other consents and permission as may be necessary, the consent of members of the Company be and is hereby accorded for appointment of Shri Rajkishor Behera (DIN: 10137854) as Whole-time Director designated as Director (Commercial) of the Company for a term of three years with effect from 4th May, 2023 on the terms and conditions of appointment including remuneration as forwarded by Indian Oil Corporation Limited ('IndianOil') as per the IndianOil policy, which will be reimbursed by the Company to IndianOil subject to the condition that the total remuneration payable to him shall not exceed the overall ceiling limit as prescribed under Schedule V to the Companies Act, 2013 and as recommended by the Nomination & Remuneration Committee and Board of Directors in their meeting.

RESOLVED FURTHER THAT Shri Rajkishor Behera (DIN: 10137854) shall not be liable to retire by rotation, till the time he holds the office as Director (Commercial) of the Company.

RESOLVED FURTHER THAT notwithstanding anything herein stated where in any financial year, during the tenure of Shri Rajkishor Behera (DIN: 10137854), as Director (Commercial), the Company incurs a loss or its profits are inadequate, the aforesaid remuneration shall be paid as minimum remuneration subject to compliance of provision Schedule V read with Sections 196, 197, and other applicable provisions, if any, of the Companies Act, 2013, including any statutory modifications or re-enactments thereof.

RESOLVED FURTHER THAT the Company shall provide all such facilities to Shri Rajkishor Behera (DIN: 10137854) as may be necessary for his smooth functioning as Director (Commercial), and reimburse such expenses as incurred by him in carrying out the responsibilities of Director (Commercial).

RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to above resolutions and for matters connected therewith or incidental thereto."

6. Ratification of remuneration of Cost Auditors for financial year ending 31st March, 2024.

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 148 and other applicable provisions, if any, of the Companies Act, 2013 as may be amended from time to time and the Companies (Audit and Auditors) Rules, 2014 [including any statutory

modification(s) or re-enactment(s) thereof for the time being in force], the remuneration payable to M/s R.M. Bansal & Co, Cost Accountants [FRN:000022], appointed by the Board of Directors of the Company as Cost auditors to conduct the audit of the Cost records of the company for the financial year ending 31st March, 2024 amounting to Rs. 40,000/- (Rupees Forty Thousand Only) plus applicable taxes be and is hereby ratified and confirmed.

RESOLVED FURTHER THAT for the purpose of giving effect to above resolution, Board of Directors of the Company 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 including seeking all necessary approvals to give effect to this resolution and to settle any questions, difficulties or doubts that may arise in this regard."

7. To appoint Shri Deepak Gupta (DIN: 09503339), as Director on the Board.

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

"RESOLVED THAT Shri Deepak Gupta (DIN: 09503339), who was appointed as an Additional Director (Non-Executive) of the Company by the Board of Directors in terms of section 161 and other applicable provisions, if any of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) to hold the office upto the date of ensuing Annual General Meeting and in respect of whom, the Company has received a notice in writing pursuant to the provisions of Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as Director (Non-Executive) of the Company, liable to retire by rotation, with effect from 28th September, 2022.

RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to above resolution and for matters connected therewith or incidental thereto."

8. To appoint Shri Sandeep Jain (DIN: 09792777), as Director on the Board.

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

"RESOLVED THAT Shri Sandeep Jain (DIN: 09792777), who was appointed as an Additional Director (Non-Executive) of the Company by the Board of Directors in terms of section 161 and other applicable provisions, if any of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) to hold the office upto the date of

ensuing Annual General Meeting and in respect of whom, the Company has received a notice in writing pursuant to the provisions of Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as Director (Non-Executive) of the Company, liable to retire by rotation, with effect from 16th November, 2022.

RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to above resolution and for matters connected therewith or incidental thereto."

9. To re-appoint Shri S L Raina (DIN: 02766927) as an Independent Director for a second term.

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 Sections 149, 150 and 152, read along with Schedule IV and other applicable provisions of the Companies Act, 2013 ("Act"), and rules framed thereunder (including any statutory modification or re-enactment thereof for the time being in force) and pursuant to the recommendations made by the Nomination and Remuneration Committee and the Board of Directors of the Company to the Members, Shri Shadey Lal Raina (DIN: 02766927) who was appointed as an Independent Director of the Company for a first term of three consecutive years commencing from 4th September, 2020 and who is eligible for being re-appointed as an Independent Director and in respect of whom the Company has received a Notice in writing under Section 160 of the Act, proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company to hold office for a second term of three consecutive years commencing from 25th September, 2023 to 24th September, 2026 (both days inclusive), not liable to retire by rotation on the Board of the Company.

RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to above resolution and for matters connected therewith or incidental thereto."

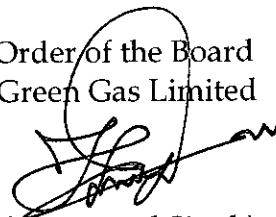
10. To re-appoint Smt. Usha Gupta (DIN: 07206974) as an Independent Director for a second term.

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 Sections 149, 150 and 152, read along with Schedule IV and other applicable provisions of the Companies Act, 2013 (“Act”), and rules framed thereunder (including any statutory modification or re-enactment thereof for the time being in force) and pursuant to the recommendations made by the Nomination and Remuneration Committee and the Board of Directors of the Company to the Members, Smt. Usha Gupta (DIN: 07206974) who was appointed as an Independent Director of the Company for a first term of three consecutive years commencing from 21st October, 2020 and who is eligible for being re-appointed as an Independent Director and in respect of whom the Company has received a Notice in writing under Section 160 of the Act, proposing her candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company to hold office for a second term of three consecutive years commencing from 21st October, 2023 to 20th October, 2026 (both days inclusive), not liable to retire by rotation on the Board of the Company.

RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to above resolution and for matters connected therewith or incidental thereto.”

By Order of the Board
For Green Gas Limited



(Jokhan Prasad Singh)
Managing Director
DIN- 09419382

Place: New Delhi
Date: 31/08/2023

Registered Office:

2nd Floor, Fortuna Tower,
10, Rana Pratap Marg,
Lucknow-226001 (U.P.)
[CIN: U23201UP2005PLC030834]

NOTES:

1. The explanatory statement as required under Section 102(1) of the Companies Act, 2013, (the Act) in respect of the Special Business to be transacted at the Annual General Meeting (AGM) is annexed hereto.

2. Pursuant to General Circular No. 14/2020 dated 8 April 2020, General Circular No. 17/2020 dated 13 April 2020, General Circular No. 20/2020 dated 5 May 2020, General Circular No. 02/2021 dated 13 January 2021, General Circular No. 21/2021 dated 14 December 2021, General Circular No. 02/2022 dated 5 May 2022 and General Circular No. 10/2022 dated 28 December, 2022; issued by the Ministry of Corporate Affairs ("MCA Circulars"), Members can attend and participate in the ensuing AGM through Video Conference (VC)/Other Audio-Visual Means (OAVM).

These MCA Circulars have permitted the holding of the AGM through VC, without the physical presence of the Members at a common venue. In compliance with the provisions of the Act, and MCA Circulars, the AGM of the Company is being held through VC. In addition to this, the Members of the Company who wish to attend the meeting in person may do so as per the instructions provided elsewhere in this notice. The route map for reaching the Meeting venue is annexed hereto.

3. If physical attendance is rendered totally unfeasible due to the Covid situation/SoPs prevailing at the time of the meeting, the meeting shall be held entirely through VC/OAVM and the venue may then be deemed to be the registered office of the Company.
4. Members attending the AGM in-person and through VC/OAVM shall be counted together for the purpose of reckoning the quorum under Section 103 of the Act.
5. In line with the MCA Circulars, Notice of the AGM along with the Annual Report 2022-23 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company or Depositories. Members may note that the Notice and Annual Report 2022-23 will also be available on the Company's website www.gglonline.net. The Company will further continue to send all such documents by electronic mail / in electronic form, which Members may kindly note.
6. For Members attending in-person: A member entitled to attend, and vote is entitled to appoint a proxy, or, where that is allowed, one or more proxies, to attend and vote instead of himself, and that a proxy need not be a member. A person can act as a proxy on behalf of the members not exceeding fifty (50) and holding in aggregate not more than 10% of the total share capital of the company carrying voting rights. A member holding more than 10% of the total share capital carrying voting rights may appoint a single person as proxy for any other member. Accordingly, facility of appointment of proxies by Members u/s 105 of the Act, will be available only for those who are attending the AGM physically. Attendance slip and proxy form annexed hereto. Members, attending the meeting in person are requested to bring their attendance slip to the Meeting.

For Members attending through VC: Since this AGM is being held also through VC pursuant to the MCA circulars, the facility for the appointment of proxies by the members who will attend the meeting through VC will not be available.

7. Representative of the members u/s 112 & 113 of the Act may be appointed for the purpose of participation (physical or virtual) in the meeting and necessary authorization for such representation may be forwarded to the Company, prior to the meeting.
8. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
9. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the Members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting. Also, the electronic copy of the relevant documents referred to in the accompanying Notice and the Statement will be made available for inspection by the Members. The Members are requested to send an email to nikitrastogi@gglonline.net for the same. Electronic copies of the Register of Directors and Key Managerial Personnel and their shareholding, maintained under the Act, will be available for inspection by the Members at the time of the Meeting.
10. The dividend payable on equity shares, if approved by the members, will be paid within 30 days of the AGM to those members whose names appear on the Company's Register of members and as per beneficial owners' position as on the date of AGM.
11. Members seeking any information regarding the accounts or any matter to be placed at the AGM, are requested to write to the Company atleast a week in advance. The same will be replied by the Company suitably.
12. Members who have not registered their email addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, and Circulars etc. from the Company electronically. Members are requested to intimate change in email address at nikitrastogi@gglonline.net.

INFORMATION & OTHER INSTRUCTIONS FOR MEMBERS FOR JOINING THE ANNUAL GENERAL MEETING THROUGH VC/OAVM ARE AS FOLLOWS:

The Members are requested to adhere to the following General Guidelines during the Meeting in order to ensure smooth virtual meeting:

- The Members requested to access the link (Microsoft Teams Link) sent to their respective email ids to join the meeting.
- Members/ invites are requested to join the Meeting at least 15 minutes in advance via MS Teams meeting invite, through their respective Laptops for better experience, from their home/ office location.
- Members who may like to express their views or ask questions during the AGM may send queries by writing to the Company. Further, the facility of joining AGM will be closed on expiry of 15 minutes from the schedule time of the AGM.

Those Members who register themselves as speaker will only be allowed to express views / ask questions during the AGM. The Company reserves the right to restrict the number of speakers and time for each speaker depending upon the availability of time for the AGM.

- Please download the Microsoft Teams App and test the link in advance before the start of the meeting.
- Please ensure the Wi-Fi/Dongle/Hotspot/Router/ LAN etc. is up and running with good speed during the whole duration of the Meeting.
- In case of any loss of signal/drop out due to any technical glitch please re-join and confirm your presence at the earliest.
- No person other than the invited participants should have access to this e-meeting.
- At the start of the Meeting, Members are required to keep video on so that the roll call can be completed.
- The roll call will be undertaken to seek a confirmation on the presence of all the Members/ Invitees/ Directors.
- The entire Meeting proceedings will be recorded.
- The Organiser shall keep all the participants on mute by default at the start of the meeting and the respective participants/ Members can unmute themselves at the time of speaking.
- Every participant shall identify himself/ herself at the time of making/ speaking on any query.
- To ensure smooth and orderly flow of the meeting, it is recommended that all questions/comments may be raised after the completion of presentation on particular agenda item.
- In compliance with the MCA circulars and applicable provisions of the Companies Act, 2013 and rules made thereunder, the members will have a facility to vote on the proposed agenda matters of the Notice convening the AGM, through "Show of hands" as per section 107 of the Act, unless a demand for Poll is made by any member in accordance with section 109 of the Act.
- During the meeting held through VC or OAVM facility, where a poll on any items is demanded, the Members are requested to send their vote on email address at nikitrastogi@gglonline.net.
- VC link for the AGM will be shared separately.

Members who need assistance in connection with using the technology before or during the AGM, may reach out to the Company official, Shri Neeraj Tripathi, Chief Manager (IT) at 91-9794634386.

Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013

Item Nos. 4 & 5

The Board of Directors of the Company has appointed Shri Rajkishor Behera as an Additional Director w.e.f. 4th May, 2023. As per the provisions of Section 161 of the Companies Act, 2019, he shall hold office upto the date of Annual General Meeting and is eligible for appointment as director.

The Company has received a notice u/s 160 of the Companies Act, 2013 from Shri Rajkishor Behera, proposing candidature for his appointment as the Director of the Company. The Nomination & Remuneration Committee recommends the appointment of Shri Rajkishor Behera as a director of the company in the ensuing Annual General Meeting.

Pursuant to the Joint Venture Agreement between GAIL (India) Limited ['GAIL'] and Indian Oil Corporation Limited [IndianOil] dated 11th May, 2005, IndianOil has nominated Shri Rajkishor Behera as the Director (Commercial) on the Board of Green Gas Limited (GGL). Accordingly, Shri Rajkishor Behera also appointed as Director (Commercial) w.e.f. 4th May, 2023 for a term of three years subject to approval of shareholders at the Annual General Meeting in pursuance of Articles of Association of the Company and the provisions of Section 196, 197 read with Schedule V of the Companies Act, 2013.

The terms and conditions of his appointment is as per the policy of IndianOil including remuneration and other allowance / benefits unless specifically altered by GGL.

As per Section 197 (1) of the Companies Act, 2013 the total managerial remuneration payable by public company to its directors, including Managing Director and Whole Time Director and its manager in respect of any financial year shall not exceed 11% of net profits of the Company computed as per provisions of section 198 of the Companies Act, 2013.

However, as per section 197 (3) of the Companies Act, 2013, if in any financial year, Company has no profits or its profits are inadequate, Managerial Remuneration payable to Managing Director and Whole-time Director and its manager shall be as per the limits specified in Section II of Part II of Schedule V of the Companies Act, 2013.

A brief profile of Shri Rajkishor Behera is attached to this notice.

The Board commends the resolution set out at Item Nos. 4 & 5 of notice for approval by the members of the company.

Except Shri Rajkishor Behera, none of the other Directors, Key Managerial Personnel of the company and their relatives is concerned or interested financially or otherwise in the resolution set out at Item Nos. 4 & 5 of the Notice.

Item No. 6

The Board at its meeting held on 19th May, 2023 approved the appointment of M/s R. M. Bansal & Co, Cost Accountants as Cost Auditors for conducting the audit of the cost records of the Company for the financial year 2023-24 at a remuneration of Rs. 40,000/- (Rupees Forty Thousand Only) plus taxes as applicable.

Pursuant to section 148 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014, members of the Company are required to ratify the remuneration to be paid to the Cost Auditors of the Company.

Accordingly, consent of the members is sought for ratification of the remuneration payable to the Cost Auditors for conducting the audit of the cost records of the company for the financial year ending 31st March, 2024.

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

The Board commends the Ordinary Resolution set out at Item No. 6 of the Notice for approval of the members.

Item No. 7

The Board of Directors of the Company has appointed Shri Deepak Gupta (DIN: 09503339) as an Additional Director w.e.f. 28th September, 2022. As per the provisions of Section 161 of the Companies Act, 2013, he shall hold office upto the date of Annual General Meeting and is eligible for appointment as director.

The Company has received a notice in writing under Section 160 of the Companies Act, 2013 ("the Act"), from Shri Deepak Gupta signifying his candidature for election to the office of Director at this Annual General Meeting. The Nomination & Remuneration Committee recommends the appointment of Shri Deepak Gupta as a director of the company at the ensuing Annual General Meeting.

Pursuant to the Joint Venture Agreement between GAIL (India) Limited ['GAIL'] and Indian Oil Corporation Limited ['IndianOil'] dated 11th May, 2005, GAIL has nominated Shri Deepak Gupta as the Director on the Board of Green Gas Limited. Accordingly, Deepak Gupta appointed as Additional Director (Non-Executive) w.e.f. 28th September, 2022 subject to approval of shareholders at the Annual General Meeting in pursuance of Articles of Association of the Company and the provisions of the Companies Act, 2013.

A brief profile of Shri Deepak Gupta is attached to this notice.

Since, appointment of Directors on the Board of the Company would require sanction of the shareholders, your approval is hereby sought for the appointment of Shri 28th September, 2022 as Director of the Company w.e.f. 28th September, 2022.

Except, Shri Deepak Gupta himself, none of the other Directors, Key Managerial Personnel of the company and their relatives is concerned or interested financially or otherwise in this Resolution proposed to be passed.

The Board commends the resolution set out at Item No. 7 of notice for approval by the members of the company.

Item No. 8

The Board of Directors of the Company has appointed Shri Sandeep Jain (DIN: 09792777), as an Additional Director w.e.f. 16th November, 2022. As per the provisions of Section 161 of the Companies Act, 2013, he shall hold office upto the date of Annual General Meeting and is eligible for appointment as director.

The Company has received a notice in writing under Section 160 of the Companies Act, 2013 ("the Act"), from Shri Sandeep Jain, signifying his candidature for election to the office of Director at this Annual General Meeting. The Nomination & Remuneration Committee recommends the appointment of Shri Sandeep Jain as a director of the company at the ensuing Annual General Meeting.

Pursuant to the Joint Venture Agreement between GAIL (India) Limited ['GAIL'] and Indian Oil Corporation Limited ['IndianOil'] dated 11th May, 2005, IndianOil has nominated Shri Sandeep Jain as the Director on the Board of Green Gas Limited. Accordingly, Shri Sandeep Jain appointed as Additional Director (Non-Executive) w.e.f. 16th November, 2022 subject to approval of shareholders at the Annual General Meeting in pursuance of Articles of Association of the Company and the provisions of the Companies Act, 2013.

A brief profile of Shri Sandeep Jain is attached to this notice.

Since, appointment of Directors on the Board of the Company would require sanction of the shareholders, your approval is hereby sought for the appointment of Shri Sandeep Jain as Director of the Company w.e.f. 16th November, 2022.

Except, Shri Sandeep Jain himself, none of the other Directors, Key Managerial Personnel of the company and their relatives is concerned or interested financially or otherwise in this Resolution proposed to be passed.

The Board commends the resolution set out at Item No. 8 of notice for approval by the members of the company.

Item No. 9

Shri Shadey Lal Raina (DIN: 02766927) was appointed as Independent Directors on the Board of Directors of your Company ("the Board") effective 4th September, 2020 for a first term of three consecutive years pursuant to the provisions of Section 149 of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 by the Members at their 15th Annual General Meeting held on 28th September, 2020. They hold office as Independent Directors of the Company up to 3rd September, 2023 ("first term").

In terms of Section 149(10) read with Section 152 of the Act, an Independent Director shall hold office for a term of up to five consecutive years on the Board of a company but shall be eligible for re-appointment on passing of a Special Resolution by the company and disclosure of such appointment in the Board's report. In compliance thereof, the approval of the Members for re-appointment of the said Independent Directors through Special Resolution is being sought at this Annual General Meeting after expiry of his first term from 18th Annual General Meeting.

The Company has received notice in writing from him under Section 160 of the Act proposing the candidature of Shri Shadey Lal Raina (DIN: 02766927) for the office of Director of the Company.

The Company has received declarations from Shri Shadey Lal Raina (DIN: 02766927) confirming that he meets the criteria of independence as prescribed under Section 149(6) of the Act.

Shri Shadey Lal Raina is not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent to continue as Directors. They are not debarred from holding the office of a Director pursuant to any order of authority. They do not hold any equity shares by themselves or on beneficial basis for any other person in the Company as on date of this Notice.

Shri Shadey Lal Raina is a member of the Audit Committee & Corporate Social Responsibility Committee and Chairman of the Nomination & Remuneration Committee of the Board.

Shri Shadey Lal Raina holds a Master Degree in Business Management and is a Science and Law graduate having considerable experience in the management of Gas company,

In accordance with the provisions of Section 150 of the Act read with the applicable rules made thereunder, Shri Shadey Lal Raina has confirmed that he has registered himself with the Independent Directors Databank maintained by the Indian Institute of Corporate Affairs ("IICA"). Shri Shadey Lal Raina stated to be exempted from appearing the online proficiency self-assessment test conducted by IICA.

The Nomination and Remuneration Committee ("NRC") and the Board of Directors after taking into account the declarations and consent received, the external business environment, the business knowledge, acumen, experience including proficiency, skills and the substantial contributions made by Shri Shadey Lal Raina during his tenure, formed an opinion that, Shri Shadey Lal Raina confirm to the criteria of independence prescribed under the Act, is deemed to possess appropriate skills, experience and knowledge, is a person of integrity and possess relevant expertise, proficiency and experience to continue as Independent Directors of the Company.

As statutorily required it is hereby stated that in the opinion of the Board of Directors of the Company, Shri Shadey Lal Raina is a person of integrity and possesses requisite expertise and experience (including the proficiency), and also fulfils the conditions specified in the Companies Act, 2013 and Rules made thereunder for re-appointment as Independent Director and he is independent of the management of the Company. A brief profile of Shri Shadey Lal Raina is attached to this notice.

Further the performance evaluation of Shri Shadey Lal Raina was carried out by the Board and the NRC based on various criteria, inter-alia, including attendance at Board and Committee Meetings and their advice, inputs and contribution therein, skills possessed, experience, ability to challenge views of others in a constructive manner, knowledge acquired with regard to the Company's business, understanding of industry, etc. Given the high performance ratings received by the said Independent Directors in their respective performance evaluation, the Board, basis the recommendation of NRC, is of the view that continued association of Shri Shadey Lal Raina as Independent Directors of the Company would be of immense benefit and value to the Company.

Shri Shadey Lal Raina would continue to be entitled to receive sitting fees for attending the Meetings of the Board of Directors, Committees, Separate Independent Meeting thereof, re-imburement for expenses incurred in connection with attending meetings.

Shri Shadey Lal Raina is not related to any other Director or Key Managerial Personnel ("KMPs") of the Company. He has attended almost all the Board and Committee meetings of the Company held during the last three years.

Terms and conditions of the appointment of Shri Shadey Lal Raina as Independent Directors of the Company are available on the website of the Company and can be accessed on the weblink: <https://gglonline.net/wp-content/themes/greengas/images/Independent%20Director.pdf>.

Except, Shri Shadey Lal Raina himself, none of the other Directors, Key Managerial Personnel of the company and their relatives is concerned or interested financially or otherwise in this Resolution proposed to be passed.

The Board recommends the Special Resolution as set out at Item No. 9 of the accompanying Notice for the re-appointment of Shri Shadey Lal Raina, as Independent Director of the Company to hold office for a second term of three consecutive years, commencing from ensuing Annual General Meeting on such terms as stated herein for approval of the Members of the Company.

The Board considers that his association would be of immense benefit to the Company, and it is desirable to avail services of Shri Shadey Lal Raina as an Independent Director. Accordingly, the Board recommends the resolution in relation to re-appointment of Shri Shadey Lal Raina as an Independent Director for the approval by the shareholders of the Company by way of passing a Special Resolution.

Item No. 10

Smt. Usha Gupta (DIN07206974) was appointed as Independent Directors on the Board of Directors of your Company ("the Board") effective 21st October, 2020 for a first term of three consecutive years pursuant to the provisions of Section 149 of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 by the Members at their 16th Annual General Meeting held on 22nd September, 2021. They hold office as Independent Directors of the Company up to 20th October 2023 ("first term").

In terms of Section 149(10) read with Section 152 of the Act, an Independent Director shall hold office for a term of up to five consecutive years on the Board of a company but shall be eligible for re-appointment on passing of a Special Resolution by the company and disclosure of such appointment in the Board's report. In compliance thereof, the approval of the Members for re-appointment of the said Independent Directors through Special Resolution is being sought at this Annual General Meeting before expiry of her first term from 21st October 2023.

The Company has received notice in writing from her under Section 160 of the Act proposing the candidature of Smt. Usha Gupta for the office of Director of the Company.

The Company has received declarations from Smt. Usha Gupta confirming that she meets the criteria of independence as prescribed under Section 149(6) of the Act.

Smt. Usha Gupta is not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given her consent to continue as Directors. He is not debarred from holding the office of a Director pursuant to any order of authority. She does not hold any equity shares by himself or on beneficial basis for any other person in the Company as on date of this Notice.

Smt. Usha Gupta is a member of the Nomination & Remuneration Committee and Chairperson of the Audit Committee & Corporate Social Responsibility Committee of the Board.

Smt. Usha Gupta has done her M.A. in Psychology from Lucknow University and M. Social Sciences in Development Administration from University of Birmingham, U.K. and having considerable experience in administration, finance, HR, governance, and social fields.

In accordance with the provisions of Section 150 of the Act read with the applicable rules made thereunder, Smt. Usha Gupta has confirmed that he has registered himself with the Independent Directors Databank maintained by the Indian Institute of Corporate Affairs ("IICA"). Smt. Usha Gupta informed to be exempted from appearing the online proficiency self-assessment test conducted by IICA.

The Nomination and Remuneration Committee ("NRC") and the Board of Directors after taking into account the declarations and consent received, the external business environment, the business knowledge, acumen, experience including proficiency, skills and the substantial contributions made by Smt. Usha Gupta during her tenure, formed an opinion that, Smt. Usha Gupta confirm to the criteria of independence prescribed under the Act, is deemed to possess appropriate skills, experience and knowledge, is a person of integrity and possess relevant expertise, proficiency and experience to continue as Independent Directors of the Company.

As statutorily required it is hereby stated that in the opinion of the Board of Directors of the Company, Smt. Usha Gupta is a person of integrity and possesses requisite expertise and experience (including the proficiency), and also fulfils the conditions specified in the Companies Act, 2013 and Rules made thereunder for re-appointment as Independent Director and he is independent of the management of the Company. A brief profile of Smt. Usha Gupta is attached to this notice.

Further the performance evaluation of Smt. Usha Gupta was carried out by the Board and the NRC based on various criteria, inter-alia, including attendance at Board and Committee Meetings and their advice, inputs and contribution therein, skills possessed, experience, ability to challenge views of others in a constructive manner, knowledge acquired with regard to the Company's business, understanding of industry, etc. Given the high-performance ratings received by the said Independent Directors in their respective performance evaluation, the Board, basis the recommendation of NRC, is of

the view that continued association of Smt. Usha Gupta as Independent Directors of the Company would be of immense benefit and value to the Company.

Smt. Usha Gupta would continue to be entitled to receive sitting fees for attending the Meetings of the Board of Directors, Committees, Separate Independent Meeting thereof, re-imburement for expenses incurred in connection with attending meetings.

Smt. Usha Gupta is not related to any other Director or Key Managerial Personnel ("KMPs") of the Company. She has attended all the Board and Committee meetings of the Company held during the last three years.

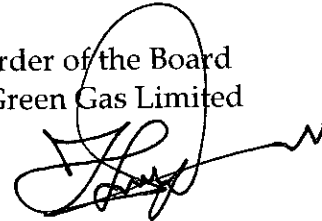
Terms and conditions of the appointment of Smt. Usha Gupta as Independent Directors of the Company are available on the website of the Company and can be accessed on the weblink: <https://gglonline.net/wp-content/themes/greengas/images/Independent%20Director.pdf>.

Except, Smt. Usha Gupta herself, none of the other Directors, Key Managerial Personnel of the company and their relatives is concerned or interested financially or otherwise in this Resolution proposed to be passed.

The Board recommends the Special Resolution as set out at Item No. 10 of the accompanying Notice for the re-appointment of Smt. Usha Gupta, as Independent Director of the Company to hold office for a second term of three consecutive years, commencing from 21st October, 2023 to 20th October, 2026 on such terms as stated herein for approval of the Members of the Company.

The Board considers that her association would be of immense benefit to the Company, and it is desirable to avail services of Smt. Usha Gupta as an Independent Director. Accordingly, the Board recommends the resolution in relation to re-appointment of Smt. Usha Gupta as an Independent Director for the approval by the shareholders of the Company by way of passing a Special Resolution.

By Order of the Board
For Green Gas Limited



(Jokhan Prasad Singh)
Managing Director
DIN- 09419382

Place: New Delhi
Date: 31/08/2023

Registered Office:

2nd Floor, Fortuna Tower,
10, Rana Pratap Marg,
Lucknow-226001 (U.P.)
[CIN: U23201UP2005PLC030834]

ANEXURE TO THE NOTICE

BRIEF PROFILE OF DIRECTOR PROPOSED FOR RE/APPOINTMENT
AT THE ANNUAL GENERAL MEETING

SHRI RAJKISHOR BEHERA

As regards the appointment of Shri Rajkishor Behera as Director (Commercial), referred to in Item Nos. 4 & 5 of the Notice, following disclosures are made for the information of the members.

Information about the Shri Rajkishor Behera (DIN: 10137854)

Date of Birth	16/07/1974
Experience	26 Years
Date of Appointment on the Board	04/05/2023
Relationship with other Key Managerial Personnel (KMPs) and Directors	No relationship
Shareholding in Green Gas Limited	Nil
List of other Companies in which he holds directorship	Nil
Chairman or membership of other committees in Green Gas Limited.	Nil
Number of Board Meetings attended: During the financial year 2022-23: During the financial year 2023-24 (since appointment):	Not Applicable 1 (out of 2)
Terms and conditions of appointment - Appointed as Executive Director nominated by Indian Oil Corporation Ltd. as Director (Commercial). Hence, remuneration shall be paid as per IndianOil Policy.	

Shri Rajkishor Behera is an Instrumentation & Electronics Engineer from College of Engineering, Bhubaneswar (Now OUTR, Odisha University of Technology and Research.

Sri Behera joined Indian Oil Marketing Division in Yr'1997. He has 26 Years diverse experience in Engineering projects, Retail Engineering and Retail Sales. He also played a central role in construction of large petroleum products storage tanks in Supply locations of Indian Oil at Patna, Balasore, Paradip and Deoria . Shri Behera has played a pivotal role in the execution of augmentation of Paradip Marketing Terminal for evacuation of Paradip Refinery products.

Sri Behera started his professional career as an Engineering Officer at Patna Marketing Terminal and successfully completed the augmentation project including commissioning of 1st automation Terminal in Eastern Region of Indian Oil. He has also executed and commissioned another grass root project at Somnathpur, Balasore. He has also worked in Retail Engineering under Karnataka State Office for setting up new Retail Outlets and allied facilities. He has been instrumental in the implementation of Retail automation system in 2300 Retail Outlets under Uttar Pradesh state Office-1. In his prior assignment, he has completed and commissioned a major project of revamping and augmentation at Baitalpur, Deoria, UP for facilitating its conversion to Pipeline Terminal on Patna-Motihari-Baitalpur pipeline.

These contributions played a vital role in strengthening the projects, value chain and had a far-reaching impact on overall projects execution. Through his profound knowledge in projects, he has been instrumental in developing various Depots and Terminals that resulted in immense economic benefit to the company.

SHRI DEEPAK GUPTA

As regards the appointment of Shri Deepak Gupta as Director, referred to in Item No. 7 of the Notice, the following disclosures are made for the information of the members.

Information about the Shri Deepak Gupta (DIN: 09503339)

Date of Birth	12/02/1969
Experience	Over 32 years
Date of Appointment on the Board	28/09/2022
Relationship with other Key Managerial Personnel (KMPs) and Directors	No relationship
Shareholding in Green Gas Limited	Nil
List of other Companies in which he holds directorship: 1. GAIL (India) Limited 2. Talcher Fertilizers Limited 3. ONGC Petro-Additions Limited 4. Maharashtra Natural Gas Limited	
Chairman or membership of other committees in Green Gas Limited: Member of Nomination & Remuneration Committee.	
Number of Board Meetings attended during the financial year 2022-23 (since appointment):	2 (out of 2)
Terms and conditions of appointment - Appointed as Non-Executive Director of the Company nominated by GAIL (India) Ltd, will not paid any remuneration/sitting fees for attending Board and Committee/Sub-Committee meetings of Green Gas Limited.	

Shri Deepak Gupta is a Mechanical Engineer, a DCE alumnus, with more than 32 years of rich and diverse experience in Oil and Gas Sector encompassing Project Management, Construction Management and Business Development functions. He is a certified Project Management Professional (PMP) by the PMI, USA. He has comprehensive and extensive experience in Project Management of Refinery, Petrochemical and Pipeline Projects from concept to commissioning and has led the execution of several successful Projects in India in all modes of Project implementation. He has successfully collaborated with multi-disciplinary and cross-functional teams across geographies for implementing the highly complex and challenging Oil and Gas Projects.

Presently serving as Director (Projects) in GAIL, he is heading O&M, Projects, Contracts & Procurement and GAILTEL departments. He is responsible for the Operation & Maintenance of ~17000 Km of pipeline network and execution of approx. 5500 Kms of PAN India, as a part of National Gas Grid. He has been upfront in giving his valuable inputs and suggestions for continuous improvement in various systems and procedures.

In EIL, he has been on the forefront in leading the implementation of the multi-billion dollar 650 KBPSD Dangote Refinery and 830 KTA Polypropylene Project in Nigeria., the largest single train grassroot Refinery in the world. He has also led the implementation of the one of the largest Polymer facilities for HMEL at Bhatinda and the upcoming maiden Refinery Project in Mongolia. Besides the above, he has made significant contribution as part of team EIL with the

successful implementation of the Petrochemical Expansion Project at Pata for GAIL and the PFCC Unit of MRPL Phase III Expansion Project at Mangalore.

As the convener of CHT Committee on Project Execution Best Practices he has made meaningful contribution in identifying key areas of improvement in project execution.

Shri Gupta has authored several papers and books sharing his experiences, feedbacks and ideas for fast track Project execution. Several key innovations and initiatives proposed by him are now a part of the best execution practices and strategies. His special interests include project implementation innovations, strategy formulation, business growth initiatives, system improvement and digitalisation - for fast track project execution.

Shri Gupta has made presentations on strategies for mega project implementation and digitalisation at key forums, both in India and Overseas and has won wide appreciation for his thoughts and ideas.

SHRI SANDEEP JAIN

As regards the appointment of Shri Sandeep Jain as Director, referred to in Item No. 8 of the Notice, following disclosures are made for the information of the members.

Information about the Shri Sandeep Jain (DIN: 09792777)

Date of Birth	04/08/1965
Experience	Over 35 Years
Date of Appointment on the Board	16/11/2022
Relationship with other Key Managerial Personnel (KMPs) and Directors	No relationship
Shareholding in Green Gas Limited	Nil
List of other Companies in which he holds directorship: 1. Beximco IOC Petroleum & Energy Limited, Bangladesh. 2. IOC ME FZE, Dubai.	
Chairman or membership of other committees in Green Gas Limited: Member of Audit Committee.	
Number of Board Meetings attended during the financial year 2022-23 (since appointment):	2 (out of 2)
Terms and conditions of appointment - Appointed as Non-Executive Director of the Company nominated by Indian Oil Corporation Limited, will not paid any remuneration/sitting fees for attending Board and Committee/Sub-Committee meetings of Green Gas Limited.	

Shri Sandeep Jain is Executive Director (Business Development), IndianOil Corporation Limited, one of India's largest commercial enterprises and among the leading Indian companies in the Fortune Global 500 listings.

A Civil Engineer from Thapar University, Patiala, he has done a Certificate Course in Management (Leading & Managing) from IIM Kolkata, Mr. Jain brings with him a vast cross-functional experience spanning every facet of the Indian energy business. He has rich experience working in Northern, Western & Eastern regions of the country besides a tenure at Marketing Head Office and across various oil industry functions, including Supplies, Retail Sales, Institutional Business & International Business of the Corporation. During his more than three decades of service, Mr. Jain has held several leadership positions.

As an Executive Director (Business Development), Mr. Jain has been entrusted upon setting up of Overseas business, Offices, Subsidiaries, JVs besides Exports of Products & Services along with other business development activities in India.

Shri Jain is a Non-Executive Director of Green Gas Ltd., which is engaged in City Gas Distribution (CGD) business in 4 Geographical Areas (Gas). He is also Chairman, Beximco IOC Petroleum & Energy Pvt. Limited, a JV of IndianOil in Bangladesh besides on Board of IOC Middle East, Dubai. Earlier he was on board of IOCL Singapore Pte Ltd., Singapore, the Wholly Owned Subsidiaries of IndianOil as a Director.

Before assuming charge of BD in Feb 2019, Shri Jain was heading IndianOil's Punjab State Office wherein he was in-charge of all petroleum activities in the States of Punjab, Himachal Pradesh and Jammu & Kashmir along with Union Territory of Chandigarh leading a team of more than 700 employees.

He played a key role in imports of Oxygen Containers and Liquid Medical Oxygen by IndianOil during the 2nd Covid wave medical crisis in the country.

SHRI S L RAINA:

As regards re-appointment of Shri Shadey Lal Raina as Independent Director on the Board, referred to in Item No. 9 of the Notice, the following disclosures are made for the information of the members.

Information about the Shri S L Raina, Independent Director (DIN: 02766927)

Date of Birth	26/05/1953
Experience	Over 45 Years
Date of Appointment on the Board	04/09/2020
Relationship with other Key Managerial Personnel (KMPs) and Directors	None
Shareholding in Green Gas Limited	Nil
List of other Companies in which he holds directorship	Nil
Number of Board Meetings attended during the financial year 2022-23	6 (out of 6)
Membership / Chairmanship of Committees of other Boards: Nil Membership / Chairmanship of Committees in Green Gas Limited: a) Chairperson of Nomination & Remuneration Committee b) Member of Audit Committee c) Member of Corporate Social Responsibility Committee	
Terms and conditions of appointment - Appointed as Non-Executive Independent Director of the Company and will be paid sitting fees for attending Board and Committee/Sub-Committee/other meetings of Green Gas Limited, as approved by the Board.	

Shri S. L. Raina is a Science & Law graduate and holds Master's Degree in Business Management. He also possesses qualifications of M.A. (Public Admn.) and Post Graduate Diploma in Business Management. He retired on attaining the age of superannuation from services of GAIL (India) Limited as Director (Human Resources) on 31st May, 2013 after serving GAIL for more than 28 years in various positions/disciplines and at various locations. As Director (HR), GAIL, optimized and streamlined the functioning of HR Directorate, to fall in sync with Organizational Strategy/Goal.

He has been on the Board of Directors of GAIL Global (Singapore) Pte Ltd., Shell Compressed Natural Gas (Egypt), Tripura Natural Gas Company Limited, Mahanagar Gas Limited, Brahmaputra Cracker & Polymer Limited and ONGC Petro-additions Limited.

He has over 39 years of experience ranging from Human Resource Management/Development, Training, Legal and Marketing functions, at Senior Management level(s). Prior to joining GAIL, he worked in National Textile Corporation for more than 8 years in Personnel Deptt. Post-retirement from GAIL, he has been functioning as a Consultant in HR & Legal Matters which include Policy Formulation, Imparting Training and Conciliation.

SMT. USHA GUPTA

As regards the re-appointment of Smt. Usha Gupta as Independent Director on the Board, referred to in Item No. 10 of the Notice, the following disclosures are made for the information of the members.

Information about the Smt. Usha Gupta (DIN: 07206974)

Date of Birth	29/06/1949
Experience	Over 47 Years
Date of Appointment on the Board	21/10/2020
Relationship with other Key Managerial Personnel (KMPs) and Directors	None
Shareholding in Green Gas Limited	Nil
List of other Companies in which she holds directorship	
1. Siddhi Vinayak Infra Ventures Private Limited	
2. Elitecity Projects Private Limited	
Number of Board Meetings attended during the financial year 2022 -23	6 (out of 6)
Membership / Chairmanship of Committees in Green Gas Limited:	
a) Chairperson of Audit Committee	
b) Chairperson of Corporate Social Responsibility Committee	
c) Member of Nomination & Remuneration Committee	
Terms and conditions of appointment - Appointed as Non-Executive Independent Director of the Company and will be paid sitting fees for attending Board and Committee/Sub-Committee/other meetings of Green Gas Limited, as approved by the Board.	

Smt. Usha Gupta retired from Indian Revenue Service from the position of Chief Commissioner of Income Tax, on 30 June 2009. Post superannuation in 2009, she functioned as Income Tax Ombudsman Uttar Pradesh & Uttarakhand, to facilitate grievance redressal of the taxpayer community. She has done her M.A. in Psychology from Lucknow University and M. Social Sciences in Development Administration from University of Birmingham, U.K.

She has also been active in the area of women's rights and social justice. She is married to Shri Atul K Gupta who retired as Chief Secretary, Government of Uttar Pradesh in 2011 and later served as Chairman, U.P. State Finance Commission. She has spent around 15 years of her life in social service and welfare of women and children. Smt. Usha Gupta has diverse knowledge of administration, finance, HR, governance and social fields. She has successfully administered several initiatives in public domain and has been striving towards social and economic empowerment in society.



GREEN GAS LIMITED

(A Joint Venture Company of GAIL and Indian Oil)

Regd. Office: 2nd Floor, Fortuna Tower, 10, Rana Pratap Marg, Lucknow-226001 (U.P.)
CIN: U23201UP2005PLC030834, Telephone: 0522-4088530, Website: www.ggonline.net

ATTENDANCE FORM

Member(s) or his/her/their proxy(ies) are requested to present this form for admission, duly signed in accordance with his/her/their specimen signature(s) registered with the Company. Please complete this Attendance Slip and hand it over at the entrance of the meeting hall.

Ledger Folio No./ Client Id*: DP Id*:	No. of Shares held :
Name of the Shareholder:	
Address:	
E-Mail Id:	

I hereby record my presence at the 18th Annual General Meeting of Green Gas Limited to be held on Monday, the September 25th, 2023, at 2.00 P.M. at Hotel Renaissance, Vipin Khand, Gomti Nagar, Lucknow-226010 (U.P.) or any adjournment thereof.

Please tick in the box.

Member

Proxy

Member's Signature
(in Block Letters)

Name of the Proxy

Proxy's Signature

Note: *Available for investors holding the shares in electronic (demat) form.



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PROXY FORM - MGT - 11

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of Member (s) :	:
Registered address :	:
E-mail Id :	:
Folio No./ Client Id/DP ID :	:

I / We, being the member(s) of shares of the above mentioned company, hereby appoint

1. Name :.....E-mail Id:
Address:.....

.....Signature:

or failing him/her

2. Name :.....E-mail Id:
Address:.....

.....Signature:

or failing him/her

3. Name :.....E-mail Id:
Address:.....

.....Signature:

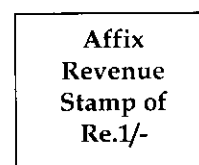
as my / our proxy to attend and vote for me/us and on my/our behalf at the 18th Annual General Meeting of the Company to be held on the 25th day of September, 2023 at 2.00 P.M. at Hotel Renaissance, Vipin Khand, Gomti Nagar, Lucknow-226010 (U.P.), and at any adjournment thereof, in respect of such resolutions as are indicated below:

Resolution No.	Resolutions
1	To receive, consider and adopt the Audited Financial Statements for the Financial Year ended 31st March, 2023, the Board's Report, the Statutory Auditors' Report and the comments of the Comptroller & Auditor General of India thereon.
2	To declare Final Dividend on the paid-up equity share capital of the Company, for the Financial Year 2022-23.
3	To authorize Board of Directors of the Company to fix remuneration of the Statutory Auditor of the Company in terms of the provisions of section 142 of the Companies Act, 2013.
4	To appoint Shri Rajkishor Behera (DIN: 10137854), as Director on the Board.
5	Appointment of Shri Rajkishor Behera (DIN: 10137854), as Director (Commercial).
6	Ratification of remuneration of Cost Auditors for financial year ending March 31, 2024.
7	To appoint Shri Deepak Gupta (DIN: 09503339), as Director on the Board.
8	To appoint Shri Sandeep Jain (DIN: 09792777), as Director on the Board.
9	To re-appoint Shri S. L. Raina (DIN:02766927) as an Independent Director for a second term.
10	To re-appoint Smt. Usha Gupta (DIN: 07206974) as an Independent Director for a second term.

Signed this day of, 2023

Signature of Shareholder (s)

Signature of Proxy Holder (s)



Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the registered office of the Company not less than 48 hours before the commencement of the meeting.
2. A Proxy need not be a member of the Company.

Route map showing directions to reach the venue of the 18th Annual General Meeting:

DISTANCE FROM AMOUSHI AIRPORT, LUCKNOW TO HOTEL RENAISSANCE, GOMTI NAGAR LUCKNOW (TOTAL DISTANCE: APPROX. 18 KM)

