



GREEN GAS LIMITED

(A Joint Venture Company of GAIL and IndianOil)

[CIN: U23201UP2005PLC030834]

Regd. Office: Green Gas Bhawan, Plot No. 7/25, Sector-7, Gomti Nagar Extension, Lucknow-226010 (U.P.)

Telephone: 0522-2987802, Website: <https://gglonline.net>, Email Id: info@gglonline.net

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the 21st Annual General Meeting of the Members of Green Gas Limited will be held on Wednesday, the 30th September, 2026 at 10.00 a.m. at Green Gas Bhawan, Plot No. 7/25, Sector-7, Gomti Nagar Extension, Lucknow-226010 (U.P.), in physical mode and through Video Conferencing (VC)/Other Audio-Visual Means (OAVM) at the Members' best convenience, to transact the following business(es):

AS ORDINARY BUSINESS: -

- 1. To receive, consider and adopt the Audited Financial Statements for the Financial Year ended 31st March, 2026, the Board's Report, the Statutory Auditors' Report together with 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 2026 including Balance Sheet as at 31st March 2026 and Statements of Profit & Loss, Cash Flow Statement for the year ended at that date, Board's 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 appoint a Director in place of Shri Suman Kumar (DIN: 09724749) who retires by rotation and is eligible for reappointment.**

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

"RESOLVED THAT Shri Suman Kumar (DIN: 09724749) be and is hereby re-appointed as Director of the Company liable to retire by rotation."

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, out of pocket expenses, travelling expenses and other ancillary expenses of the Statutory Auditors of the Company as may be appointed/ appointed by Comptroller and Auditor General of India for the Financial Year 2026-27.”

AS SPECIAL BUSINESS:

4. To appoint Shri Devesh Kumar Varshney (DIN:11704465), as Nominee Director of the Company.

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 152 and other applicable provisions 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), Shri Devesh Kumar Varshney (DIN:11704465), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 07/05/2026, on nomination by GAIL (India) Limited (GAIL), and who holds office up to the date of this Annual General Meeting and in respect of whom the company has received a notice in writing under section 160 of the Companies Act, 2013, be and is hereby appointed as a Nominee Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company or any of the authorized Director(s)/official(s) by the Board be and are hereby severally authorized 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. To appoint Shri Rakesh Kumar Yadav (DIN: 11752828), as Director of the Company.

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 152 and other applicable provisions 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), Shri Rakesh Kumar Yadav (DIN: 11752828), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 08/06/2026, nominated by GAIL (India) Limited (GAIL), and who holds office up to the date of this Annual General Meeting and in respect of whom the company has received a notice in writing under section 160 of the Companies Act, 2013, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company or any of the authorized Director(s)/official(s) by the Board be and are hereby severally authorized 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.”

6. To appoint Shri Rakesh Kumar Yadav (DIN: 11752828), as Managing Director of the Company.

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

“RESOLVED THAT pursuant to the provisions of sections 196, 197 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule V of the Companies Act, 2013 and Articles of Association, and subject to the approval of other authorities, if required, the approval of Shareholders of the Company be and is hereby accorded for appointment of Shri Rakesh Kumar Yadav [DIN: 11752828] as Managing Director of the Company, with effect from 8th June, 2026 for a period of three years or till any orders received from GAIL (India) Limited ('GAIL') in this regard, whichever is earlier on the terms and conditions of appointment including remuneration as forwarded by GAIL as per the Secondment policy, which will be reimbursed by the Company to GAIL.

RESOLVED FURTHER THAT Shri Rakesh Kumar Yadav [DIN: 11752828] shall not be liable to retire by rotation, till the time he holds the office as Managing Director of the Company.

RESOLVED FURTHER THAT notwithstanding anything herein stated where in any financial year, during the tenure of Shri Rakesh Kumar Yadav [DIN: 11752828] as Managing Director, 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 and rules made thereunder, including any statutory modifications or re-enactments thereof.

RESOLVED FURTHER THAT the Company shall provide all such facilities to Shri Rakesh Kumar Yadav [DIN: 11752828] as may be necessary for his smooth functioning as Managing Director and reimburse such expenses as may be incurred by him in carrying out the responsibilities of Managing Director.

RESOLVED FURTHER THAT the Board of Directors of the Company or any of the authorized Director(s)/official(s) by the Board be and are hereby severally authorized 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."

7. To re-appoint Shri Rajkishor Behera (DIN: 10137854), as Director (Commercial) of the Company.

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

"RESOLVED THAT pursuant to the provisions of sections 196, 197, and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule V of the Companies Act, 2013 and Articles of Association, and subject to such approval as may be necessary, approval of Shareholders of the Company be and is hereby accorded for re-appointment of Shri Rajkishor Behera (DIN: 10137854) as Whole-time Director designated as Director (Commercial) of the Company, by extension of tenure with effect from 4th May, 2026 for a period of one year or till any instructions / directions/orders received from Indian Oil Corporation Limited ('IndianOil') in this regard, whichever is earlier 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 .

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 and rules made thereunder, 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 the Board of Directors of the Company or any of the authorized Director(s)/official(s) by the Board be and are hereby severally authorized 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. Approval of waiver for the recovery of remuneration paid to Shri Rajkishor Behera (DIN: 10137854), Director (Commercial) for the FY 2025-26:

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

"RESOLVED THAT pursuant to the provisions of Section 197(10) of the Companies Act, 2013 read with Schedule V and other applicable provisions, if any of the Companies Act, 2013 ("the Act") and the Rules made thereunder, including any statutory modification thereof, and on recommendation of Nomination & Remuneration Committee and Board of Directors of the Company and subject to any other relevant approvals, if required, the approval of the Shareholders of the Company be and is hereby accorded to waive the recovery of the amount of Rs. 91,35,707.17/- refundable to the Company i.e. entire remuneration paid to Shri Rajkishor Behera (DIN: 10137854), Director (Commercial) of the Company, during the Financial Year 2025-26, which was as per terms of his appointment and is in excess of /above the limits prescribed under section 197 read with Schedule V of the Act in view of the loss incurred for the financial year ended 31st March 2026.

RESOLVED FURTHER THAT the Board of Directors of the Company or any of the authorized Director(s)/official(s) by the Board be and are hereby severally authorized 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. Approval of waiver for the recovery of remuneration paid to Shri Girija Shankar (DIN: 10676061), the then Managing Director for the FY 2025-26:

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

“RESOLVED THAT pursuant to the provisions of Section 197(10) of the Companies Act, 2013 read with Schedule V and other applicable provisions, if any of the Companies Act, 2013 (“the Act”) and the Rules made thereunder, including any statutory modification thereof, and on recommendation of Nomination & Remuneration Committee and Board of Directors of the Company and subject to any other relevant approvals, if required, approval of the Shareholders of the Company be and is hereby accorded to waive the recovery of the amount of Rs. 1,37,21,982.88/-refundable to the Company i.e. entire remuneration paid to Shri Girija Shankar (DIN: 10676061), the then Managing Director of the Company, during the Financial Year 2025-26, which was as per terms of his appointment and is in excess of /above the limits prescribed under section 197 read with Schedule V of the Act in view of the loss incurred for the financial year ended 31st March 2026.

RESOLVED FURTHER THAT the Board of Directors of the Company or any of the authorized Director(s)/official(s) by the Board be and are hereby severally authorized 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. Ratification of remuneration of Cost Auditors for financial year ending 31st March 2027.

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 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 Mohammad Rahil & Co., Cost Accountants [FRN: 004030], 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, 2027 at a remuneration of Rs. 45,000 (Rupees Forty-Five Thousand only) (Nil GST) be and is hereby ratified and confirmed.

RESOLVED FURTHER THAT the Board of Directors of the Company or any of the authorized Director(s)/official(s) by the Board be and are hereby severally

authorized 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

Sd/-

(Rakesh Kumar Yadav)
Managing Director
DIN- 11752828

Place: Lucknow
Date: 08/09/2026

Registered Office:

Green Gas Limited
[CIN: U23201UP2005PLC030834]
Green Gas Bhawan, Plot No. 7/25, Sector-7,
Gomti Nagar Extension, Lucknow-226010 (U.P.)
Website: <https://gglonline.net/>
Email: info@gglonline.net; Tel. No.: 0522-2987802

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' or 'Meeting') is annexed hereto. The matters of Special Business as appearing at Item Nos. 4 to 10 of the accompanying Notice, are essential/unavoidable and hence forming part of this Notice. The relevant details, pursuant to SS-2 issued by the ICSI, in respect of Directors seeking appointment/reappointment at this AGM are also provided.
2. Pursuant to Ministry of Corporate Affairs ("MCA") vide its General Circular No. 03/2025 dated 22.09.2025 with circulars issued earlier ("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/OAVM, 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 physically 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 any unprecedented situation/SoPs prevailing at the time of the meeting, the meeting shall be held entirely through VC/OAVM.
4. Members attending the AGM physically and through VC/OAVM shall be counted together for the purpose of reckoning the quorum under Section 103 of the Act.
5. The Notice of the AGM along with the Annual Report FY 2025-26 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company or Registrar and Transfer Agents (RTA)/Depositories. Members may note that the Notice and Annual Report will also be available on the Company's website <https://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 physically: A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and such proxy need not be a member of the company. Accordingly, facility of appointment of proxies by Members will be available only for those who are attending the AGM physically. Attendance slip and proxy form annexed hereto. Members, attending the meeting physically are requested to bring their attendance slip to the Meeting. Proxy, in order to be effective, must be duly filled, stamped, signed, and deposited at the registered office of the company not later than 48 hours before the commencement of the meeting. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10 (ten) percent of the total paid-up share capital of the Company carrying voting rights. A member holding more than 10 (ten) percent of the total paid-up share capital of the Company carrying voting rights may appoint a single person as a proxy and such person shall not act as a proxy for any other member.

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

7. The facility of joining the AGM through VC/OAVM will be opened 15 minutes before and will be opened upto 15 minutes after the scheduled start time of the AGM.

8. Representative of the members may be appointed for the purpose of participating (physical or virtual) in the meeting and necessary authorization for such representation may be forwarded to the Company, prior to the meeting. 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. The MCA has notified provisions relating to unpaid / unclaimed dividend under Sections 124 and 125 of the Companies Act, 2013 and Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016. As per these Rules, dividends which are not encashed / claimed by the shareholders for a period of seven consecutive years shall be transferred to the Investor Education and Protection Fund (IEPF) Authority. The shares in respect of such unclaimed dividends are also liable to be transferred to the Demat account of IEPF Authority. Hence, the Company urges all the shareholders to encash / claim their respective dividend during the prescribed period. Members may correspond with the RTA /Company to claim dividends, which remain unclaimed.
10. 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 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@ggloonline.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. Members seeking any information regarding the accounts or any matters to be placed at the AGM, are requested to write to the Company in advance. The same will be replied suitably.
11. Members who have not registered their email addresses so far are requested to register their e-mail address to receive all communication, Notices, and Circulars etc. from the Company electronically. Members are requested to intimate change in email address at nikitrastogi@ggloonline.net.
12. 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 members may cast their vote through email on nikitrastogi@ggloonline.net.

INFORMATION & OTHER INSTRUCTIONS FOR MEMBERS FOR JOINING THE AGM 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 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.
- 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 officials, as per details given below: (Help line Numbers)

1. Shri Neeraj Tripathi, Chief Manager (IT), Mobile No. +91-9794634386.
2. Shri Junaid Ahmad, Assistant Manager (IT) at 91-8527190984.

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

Item No. 4

The Board of Directors of the Company has appointed Shri Devesh Kumar Varshney (DIN: 11704465) as an Additional Director w.e.f. 7th May 2026. Pursuant to the Joint Venture Agreement between GAIL (India) Limited ['GAIL'] and Indian Oil Corporation Limited ['IndianOil'], GAIL has nominated Shri Devesh Kumar Varshney as Director on the Board of Green Gas Limited. Accordingly, Shri Devesh Kumar Varshney was appointed as Additional Director (Non-Executive) the provisions of the Companies Act, 2013. 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 Devesh Kumar Varshney signifying his candidature for election to the office of Director at this Annual General Meeting. The Nomination & Remuneration Committee recommends the appointment of Shri Devesh Kumar Varshney as the Director of the company at the ensuing Annual General Meeting.

A brief profile of Shri Devesh Kumar Varshney is attached to this notice.

Since appointment of Directors on the Board of the Company would require approval of the shareholders, your approval is hereby sought for the appointment of Shri Devesh Kumar Varshney as Director of the Company.

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

The Board commends the Ordinary resolution set out at Item No. 4 of notice for approval by the members of the company.

Item Nos. 5 & 6

The Board of Directors on recommendation of Nomination & Remuneration Committee approved the appointment of Shri Rakesh Kumar Yadav (DIN: 11752828) as an Additional Director w.e.f. 8th June 2026. 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 notice u/s 160 of the Companies Act, 2013 from Shri Rakesh Kumar Yadav, proposing candidature for his appointment as the Director of the Company.

Pursuant to the Joint Venture Agreement between GAIL (India) Limited ['GAIL'] and Indian Oil Corporation Limited [IndianOil], GAIL has nominated Shri Rakesh Kumar Yadav as the Managing Director on the Board of Green Gas Limited (GGL). Accordingly, Shri Rakesh Kumar Yadav was appointed as Managing Director w.e.f. 8th June 2026 for a term of three years or till any orders received from GAIL in this regard, whichever is earlier on the terms and conditions of appointment as per the Secondment policy of GAIL including remuneration (as forwarded by GAIL, which will be reimbursed by the Company to GAIL) 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 Act').

The 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 the limits specified under the provisions of the Companies Act, 2013. However, 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 provisions of Schedule V of the Companies Act 2013.

The additional information as required by Schedule V to the Act is given as under:

I. General Information:

1. Nature of Industry: The Company is at present engaged in the business of supplying natural gas to the domestic, commercial, industrial, and automotive sectors in the Geographical Areas (GAs) of Lucknow, Agra, Ayodhya, Sultanpur and Unnao (except areas already authorized) in Uttar Pradesh.
2. Date or expected date of commencement of commercial production: 3rd April 2006.
3. In case of new companies, the expected date of commencement of activities as per the project approved by financial institutions appearing in the prospectus: Not Applicable
4. Financial performance based on given indicators:

Particulars	Financial Years (Amount Rs. in Lakhs)		
	2023-24	2024-25	2025-26
Income (Total)	90,320.57	94,212.19	98,634.14
Profit before Tax	5,878.22	1,111.59	(836.45)

Profit after Tax	4,353.34	806.93	(644.86)
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5. Foreign Investments or collaborations, if any: None.

II. Information about the Appointee:

1. Background details: Shri Rakesh Kumar Yadav is a Chemical Engineering professional from HBTU 1995 batch, Kanpur, and has also completed his MBA in Marketing in open learning Mode. He began his professional carrier of 31 years, when he joined India Glycols Limited, Kashipur in June 1995 as a Graduate Engineer Trainee in Mono Ethylene Glycol (MEG) Plant. His early experience in the petrochemical and chemical processing industry helped him build a strong technical foundation and operational expertise.
2. Past Remuneration: Employed in GAIL (India) Limited ('GAIL')
Basic Salary of Rs. 2,28,000/- per month & applicable allowances & benefits as per GAIL's remuneration policy.
3. Recognition or awards: None
4. Job Profile and his suitability: Shri Rakesh Kumar Yadav subject to approval of shareholders was appointed as Managing Director in GGL as per Secondment Policy of GAIL. Over the course of his professional journey of 31 years, he has held key assignments across major installations and corporate functions at Pata, BCPL Dibrugarh and Noida. His extensive experience spans, Petrochemical Complex operations, Conceptualization, Execution and Commissioning of Mega petrochemical complex, Conceptualization and Execution of Coal Gasification based Ammonia/Urea plant, Project Development and Petrochemical Marketing.

During his tenure in the Project Development Department at Noida, he was instrumental in the conceptualization of Petrochemical projects, as well as the Coal Gasification-based Ammonia/Urea Project at Talcher, demonstrating his strong technical expertise and strategic vision in project planning and development. Further, during his tenure as Chief Operating Officer (COO) in Talcher Fertilizers Limited (JV of GAIL, RCF AND CIL), he played a significant role in project conceptualization, securing project approvals, coordinating with the Ministry, and overseeing the engineering activities related to the coal gasification plant, contributing substantially to the successful development of the project.

Prior to joining Green Gas Ltd (GGL), Shri Yadav was associated with the Petrochemical Marketing vertical at Corporate Office. His professional strengths

encompass project execution, operations management, commissioning of process plants, strategic planning, marketing management and organizational leadership.

5. Remuneration proposed: Basic Salary of Rs. 2,28,000/- per month plus DA and Annual Increment & applicable allowances & benefits as per GAIL's remuneration policy.
6. Comparative remuneration profile with respect to industry, size of the company, profile of the position, and person (in case of expatriates, the relevant details would be with respect to the country of his origin): Taking into consideration the size of the Company, JV Agreement executed between GAIL & IOCL, the terms of his appointment, his position and the responsibilities shouldered on him, the aforesaid terms of payment of remuneration is comparable with the terms of remuneration in similar sized and nature (JVs) companies in the similar capacity in the industry.
7. Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel or other directors, if any: Shri Rakesh Kumar Yadav, except to the extent of appointment including remuneration, does not have any pecuniary relationship, whether directly or indirectly, with the Company or with any managerial personnel or any other Director of the Company.

III. Other Information:

1. Reasons of loss or inadequate profits: The Company had inadequate profits mainly attributable to the rising input costs, high provisions, charging off depreciation, etc.
2. Steps taken or proposed to be taken for improvement: Actions are being taken to improve the profitability and enhance operational efficiency, including cost control in gas loss, increasing efficiency through Recovery measures, SCADA etc and reducing financial costs, etc.
3. Expected increase in productivity and profits in measurable terms: Though the CGD industry is undergoing rapid changes, the results of the above initiatives are expected to improve the Company's performance and profitability. However, it is difficult to forecast any profit numbers under this extreme situation.

A brief profile of Shri Rakesh Kumar Yadav is attached to this notice.

Except Shri Rakesh Kumar Yadav, none of the other Directors, Key Managerial Personnel of the company and their relatives, are concerned or interested financially or otherwise in the resolution set out at Item Nos. 5 & 6 of the Notice.

The Board commends the resolutions set out at Item Nos. 5 (Ordinary resolution) & 6 (Special Resolution) of notice for approval by the members of the company.

Item Nos. 7 & 8

The Board of Directors on recommendation of Nomination & Remuneration Committee appointed Shri Rajkishor Behera (DIN: 10137854) as Whole-time Director designated as Director (Commercial) w.e.f. 04.05.2023 for a period of three years. The above appointment was approved by the shareholders in general meeting of the Company.

Thereafter, the Board of Directors on recommendation of Nomination & Remuneration Committee approved the re-appointment of Shri Rajkishor Behera as a Director (Commercial) of the Company from 4th May 2026 for a period of one year or till further orders received from Indian Oil Corporation Limited ('IndianOil') in this regard, whichever is earlier subject to approval of Members of the Company.

Pursuant to the Joint Venture Agreement between GAIL (India) Limited ['GAIL'] and Indian Oil Corporation Limited [IndianOil], IndianOil has nominated Shri Rajkishor Behera as the Director (Commercial) on the Board of Green Gas Limited (GGL). Accordingly, Shri Rajkishor Behera was appointed/re-appointed as Director (Commercial) on terms and conditions of his appointment as per the IndianOil Policy including remuneration (as forwarded by IndianOil, which will be reimbursed by the Company to IndianOil) 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 Act').

Pursuant to the provisions of Section 196, Section 197 and Schedule V of the Companies Act, 2013 and rules made thereunder, approval of Members is sought to re-appoint Rajkishor Behera as the Director (Commercial) of the Company with effect from 4th May 2026. Therefore, Board recommends to the Members of the Company for his re-appointment as Director (Commercial) of the Company.

The 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 the limits specified under the provisions of the Companies Act, 2013. However, 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 provisions of Schedule V of the Companies Act 2013.

During financial year 2025-26 (FY26) the operational performance of the Company was slowed down due to severe headwinds experienced by the Company. Since there were no profits in FY 26, payment of remuneration/ reimbursement to Promoters towards Seconded/ on Deputation as the Managerial personnels resulted in payment of excess of/ above the laid limits specified under Section 197 of the Companies Act, 2013 (the Act) read with Schedule V thereto.

It is pertinent to note that remuneration paid/reimbursed to Promoter Company, IndianOil over the limit is exclusively on account of the no profit i.e. loss incurred by the Company for the FY26. In terms of Section 197(10) of the Act, the Members of the Company can waive the recovery of excess remuneration paid to managerial personnel by way of passing a Special Resolution. Therefore, in view of above, it is proposed to seek approval from the Members of the Company by way of Special Resolution for waive the recovery of the amount of Rs. 91,35,707.17/- refundable to the Company i.e. entire remuneration paid to Shri Rajkishor Behera, Director (Commercial) of the Company, during the FY 2025-26, which was charged by Promoter Company and is in excess of /above the limits prescribed under section 197 read with Schedule V of the Act. The Nomination and Remuneration Committee and the Board of Directors of the Company have recommended/approved the above proposals, subject to the approval of the Members.

The additional information as required by Schedule V to the Act is given as under:

I. General Information:

1. Nature of Industry: The Company is at present engaged in the business of supplying natural gas to the domestic, commercial, industrial, and automotive sectors in the Geographical Areas (GAs) of Lucknow, Agra, Ayodhya, Sultanpur and Unnao (except areas already authorized) in Uttar Pradesh.
2. Date or expected date of commencement of commercial production: 3rd April 2006.
3. In case of new companies, the expected date of commencement of activities as per the project approved by financial institutions appearing in the prospectus: Not Applicable
4. Financial performance based on given indicators:

Particulars	Financial Years (Amount Rs. in Lakhs)
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	2023-24	2024-25	2025-26
Income (Total)	90,320.57	94,212.19	98,634.14
Profit before Tax	5,878.22	1,111.59	(836.45)
Profit after Tax	4,353.34	806.93	(644.86)

5. Foreign Investments or collaborations, if any: None.

II. Information about the Appointee:

1. Background details: Shri Rajkishor Behera has over 26 Years diverse experience in Engineering projects, Retail Engineering and Retail Sales. He is an Instrumentation & Electronics Engineer from College of Engineering, Bhubaneswar (Now OUTR, Odisha University of Technology and Research). He worked at Indian Oil Corporation Limited ['IndianOil'/'IOCL'] in diverse roles across various domains and played a vital role in strengthening the projects, value chain and had a far-reaching impact on overall projects execution.
2. Past Remuneration: Employed in Indian Oil Corporation Limited
Basic Salary of Rs. 2,17,018/- per month & applicable allowances & benefits as per IndianOil's Remuneration Policy.
3. Recognition or awards: None
4. Job Profile and his suitability: Shri Rajkishor Behera has been appointed/re-appointed (subject to shareholder approval) as Director (Commercial) in GGL on deputation as per Policy of IndianOil. He worked at IndianOil in diverse roles across various domains including Projects, construction of large storage tanks, Terminal, setting up new Retail Outlets and allied facilities, implementation of Retail automation system, etc. Through his profound knowledge in projects, he has been instrumental in developing various Depots and Terminals, etc.
5. Remuneration proposed: Basic Salary of Rs. 2,17,018/- per month plus DA and Annual Increment & applicable allowances & benefits as per Indian Oil's Remuneration Policy.
6. Comparative remuneration profile with respect to industry, size of the company, profile of the position, and person (in case of expatriates, the relevant details would be with respect to the country of his origin): Taking into consideration the size of the Company, JV Agreement executed between GAIL & IOCL, the terms of his appointment, his position and the responsibilities shouldered on him, the aforesaid terms of payment of remuneration is comparable with the terms of

remuneration in similar sized and nature (JVs) companies in the similar capacity in the industry.

7. Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel or other directors, if any: Shri Rajkishor Behera, except to the extent of remuneration (including re-appointment), does not have any pecuniary relationship, whether directly or indirectly, with the Company or with any managerial personnel or any other Director of the Company.

III. Other information:

1. Reasons of loss or inadequate profits: The Company had inadequate profits mainly attributable to the rising input costs, high provisions, charging off depreciation, etc.
2. Steps taken or proposed to be taken for improvement: Actions are being taken to improve the profitability and enhance operational efficiency, including cost control in gas loss, increasing efficiency through Recovery measures, SCADA etc and reducing financial costs, etc.
3. Expected increase in productivity and profits in measurable terms: Though the CGD industry is undergoing rapid changes, the results of the above initiatives are expected to improve the Company's performance and profitability. However, it is difficult to forecast any profit numbers under this extreme situation.

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

Except Shri Rajkishor Behera, none of the other Directors, Key Managerial Personnel of the company and their relatives, are concerned or interested financially or otherwise in the resolution set out at Item Nos. 7 & 8 of the Notice.

The Board recommends the resolutions set forth in Item Nos. 7 & 8 to be passed as a Special Resolution by the Members.

Item No. 9:

Shri Girija Shankar was appointed as Managing Director w.e.f. 24.06.2024. The said appointment was approved by the shareholders in general meeting of the Company. He holds the office of Managing Director till 05.06.2026.

The Managing Director is appointed on the terms and conditions of appointment including remuneration as forwarded by GAIL (India) Limited ('GAIL') as per its Secondment policy which is to be reimbursed by Green Gas Limited ('the Company/GGL') to Promoter, GAIL.

During financial year 2025-26 (FY26) the operational performance of the Company was slowed down due to severe headwinds experienced by the Company. Since there were no profits in FY 26, payment of remuneration/ reimbursement to Promoters towards Seconded/on Deputation as the Managerial personnels resulted in payment excess and above the laid limits specified under Section 197 of the Companies Act, 2013 (the Act) read with Schedule V thereto.

It is pertinent to note that remuneration paid/reimbursed to Promoter Company, GAIL over the limit is exclusively on account of the no profit/loss incurred by the Company for the FY26. In terms of Section 197(10) of the Act, the Members of the Company can waive the recovery of excess remuneration paid to managerial personnel by way of passing a Special Resolution. Therefore, in view of above, it is proposed to seek approval from the Members of the Company by way of Special Resolution for waive the recovery of the amount of Rs. 1,37,21,982.88 /- refundable to the Company i.e. entire remuneration paid to Shri Girija Shankar, the then Managing Director of the Company, during the FY 2025-26, which was as per terms of his appointment charged by Promoter Company and is in excess of /above the limits prescribed under section 197 read with Schedule V of the Act. The Nomination and Remuneration Committee and the Board of Directors of the Company have recommended the above proposal, for the approval of the Members.

The additional information as per Schedule V to the Act is given as under:

I. General Information:

1. Nature of Industry: The Company is at present engaged in the business of supplying natural gas to the domestic, commercial, industrial, and automotive sectors in the Geographical Areas (GAs) of Lucknow, Agra, Ayodhya, Sultanpur and Unnao (except areas already authorized) in Uttar Pradesh.
2. Date or expected date of commencement of commercial production: 3rd April, 2006.
3. In case of new companies, the expected date of commencement of activities as per the project approved by financial institutions appearing in the prospectus: Not Applicable
4. Financial performance based on given indicators:

Particulars	Financial Years (Amount Rs. in Lakhs)		
	2023-24	2024-25	2025-26
Income (Total)	90,320.57	94,212.19	98,634.14

Profit before Tax	5,878.22	1,111.59	(836.45)
Profit after Tax	4,353.34	806.93	(644.86)

5. Foreign Investments or collaborations, if any: None.

II. Information about the Appointee:

1. Background details: Shri Girija Shankar, having an experience of over 32 years, has expertise in the field of Natural Gas / RLNG / LNG / Petrochemical / LHC marketing, etc. He is a "B.Tech." in Mechanical Engineering from IIT Delhi. He has also undertaken the Master's in Marketing Management from Jamnalal Bajaj Institute of Management Studies, Mumbai. Shri Girija Shankar appointed as Managing Director w.e.f. 24.06.2024 and ceased to be Director w.e.f. 05.06.2026.
2. Past Remuneration: It is proposed to waive the recovery of the amount of Rs. 1,37,21,982.88/- refundable to the Company i.e. entire remuneration paid to Shri Girija Shankar, the then Managing Director of the Company, during the Financial Year 2025-26 by way of reimbursement to GAIL (India) Ltd.
Employed in GAIL (India) Limited ('GAIL')
3. Recognition or awards: None
4. Job Profile and his suitability: Shri Girija Shankar was appointed as Managing Director in GGL as per Secondment Policy of GAIL. He has expertise in the field of Natural Gas, etc. and worked at GAIL in diverse roles across various domains including Projects, Construction of pipeline and processing plants, Operation & Maintenance of cross-country pipelines & Gas terminals, Marketing of Gas, Petrochemical & Liquid Hydrocarbon products of GAIL. He also has rich experience in Natural Gas Market Development and expertise in Gas Sales and Transportation Contract management, Regulatory Framework, International LNG Agreements etc.
5. Remuneration proposed: N.A.
6. Comparative remuneration profile with respect to industry, size of the company, profile of the position, and person (in case of expatriates, the relevant details would be with respect to the country of his origin): Taking into consideration the size of the Company, JV Agreement executed between GAIL & IOCL, the terms of his appointment, his position and the responsibilities shouldered on him, the aforesaid terms of payment of remuneration is comparable with the terms of remuneration in similar sized and nature (JVs) companies in the similar capacity in the industry.

7. Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel or other directors, if any: Shri Girija Shankar, ceased to be Managing Director w.e.f. 05.06.2026.

III. Other information:

1. Reasons of loss or inadequate profits: The Company had inadequate profits mainly attributable to the rising input costs, high provisions, charging off depreciation, etc.
2. Steps taken or proposed to be taken for improvement: Actions are being taken to improve the profitability and enhance operational efficiency, including cost control in gas loss, increasing efficiency through Recovery measures, SCADA etc and reducing financial costs, etc.
3. Expected increase in productivity and profits in measurable terms: Though the CGD industry is undergoing rapid changes, the results of the above initiatives are expected to improve the Company's performance and profitability. However, it is difficult to forecast any profit numbers under this extreme situation.

A brief profile of Shri Girija Shankar is attached to this notice.

None of the existing Directors and Key Managerial Personnel of the Company or their respective relatives, may be considered as concerned or interested in the resolutions.

The information of the then Managing Director of the Company is stated above, for shareholders. The Board recommends the resolution set forth in Item No. 9 to be passed as a Special Resolution by the Members.

Item No. 10

The Board at its meeting held on 8th September, 2026 approved the appointment of M/s Mohammad Rahil & Co., Cost Accountants as Cost Auditors for conducting the audit of the cost records of the Company for the financial year 2026-27 at a professional fee of Rs. 45,000/- (Nil GST).

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 2027.

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 in Item No. 10 of the Notice for approval of the members.

By Order of the Board
For Green Gas Limited

Sd/-

(Rakesh Kumar Yadav)
Managing Director
DIN- 11752828

Place: Lucknow
Date: 08/09/2026

Registered Office:

Green Gas Limited
[CIN: U23201UP2005PLC030834]
Green Gas Bhawan, Plot No. 7/25, Sector-7,
Gomti Nagar Extension, Lucknow-226010 (U.P.)
Website: <https://gglonline.net/>
Email: info@gglonline.net; Tel. No.: 0522-2987802

ANEXURE TO THE NOTICE

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

SHRI SUMAN KUMAR

As regards the re-appointment of Shri Suman Kumar referred to in Item No. 2 of the Notice, the following disclosures are made for the information of the members.

Information about the Shri Suman Kumar (DIN: 09724749)

Date of Birth	15/07/1968
Experience	Over 33 years
Date of Appointment on the Board	01/07/2025
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. Indian Oil Corporation Limited 2. IndOil Montney Limited	
Chairman or membership of other committees in Green Gas Limited: Nil	
During the financial year 2025-26 (since appointment)	4 (out of 4)
Terms and conditions of appointment – Appointed as Chairman, Non-Executive Director of the Company nominated by Indian Oil Corporation Limited, no remuneration/sitting fees paid/payable for attending Board and Committee/Sub-Committee meetings of Green Gas Limited.	

Shri Suman Kumar serves as Director (Planning and Business Development) of IndianOil and thus serving on the Board of this global fortune 500 company. He is a seasoned petroleum sector professional having over 14 years' experience in business development and strategic planning, out of a total experience of over 33 years in IndianOil across hydrocarbon value chain.

Prior to joining the Board of IndianOil, he was heading the Exploration & Production business of IndianOil, which has assets in India and also in 9 countries, accounting for IndianOil's share in production of 4.25 MMTOE per year. He has also served as head of the Gas business of IndianOil looking after sourcing of LNG, new projects and also sales of about 4.5 MMTPA Regasified Natural Gas. He has also been a significant contributor in the upscaling of Petrochemicals, City Gas Distribution, RLNG and Renewable Energy verticals of IndianOil. Early in his career, he has served in various capacities in multiple disciplines viz. LPG Operations, Sales, Energy conservation and carbon emission mitigation, etc.

Shri Suman is a Mechanical Engineering graduate from MIT Muzaffarpur and has also completed his MBA in Open Learning Mode from a leading Indian university. He has also undergone Advance Management Programme and various specialized courses in Business Development.

SHRI DEVESH KUMAR VARSHNEY

As regards the appointment of Shri Devesh Kumar Varshney, referred to in Item No. 4 of the Notice, the following disclosures are made for the information of the members.

Information about the Shri Devesh Kumar Varshney (DIN: 11704465)

Date of Birth	18/08/1973
Experience	Over 31 Years
Date of Appointment on the Board	07/05/2026
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: Member, Audit Committee Member, Nomination & Remuneration Committee	
Number of Board Meetings attended: During the financial year 2025-26 During the financial year 2026-27 (since appointment till 30.08.2026)	Not Applicable 5 (out of 5)
Terms and conditions of appointment – Appointed as Non-Executive Director of the Company nominated by GAIL (India) Limited, no remuneration/sitting fees paid/payable for attending Board and Committee/Sub-Committee meetings of Green Gas Limited.	

Shri Devesh Kumar Varshney is a seasoned energy sector professional with over 31 years of rich and diversified experience in the oil & gas and petrochemical industry. A Chemical Engineering professional from BITS, Pilani, he joined GAIL in July 1994 as a Graduate Engineer Trainee and has risen through the ranks to the position of Executive Director, reflecting a distinguished career marked by consistent performance, strategic leadership and operational excellence.

Over the course of his professional journey, he has held key leadership assignments across major installations and corporate functions at Vijaipur, Vaghodia, Pata, Delhi Corporate Office, and Noida. His extensive experience spans Gas Processing Unit (GPU) operations, Petrochemical Complex operations, corporate coordination, and large-scale pipeline and infrastructure project execution.

Shri Varshney possesses extensive expertise in the management and execution of large-scale infrastructure projects, including the Mumbai-Nagpur-Jharsuguda Pipeline, floating solar projects, PEM electrolyzer-based green hydrogen initiatives, and other strategic energy infrastructure developments. His professional strengths encompass project execution, operations management, commissioning of process plants, strategic planning, and organizational leadership.

He has played a pivotal role in advancing several critical infrastructure initiatives, significantly contributing to the growth of India's natural gas and petrochemical sector. His leadership is distinguished by strong project execution capabilities, effective stakeholder coordination, sound techno-commercial understanding, and an unwavering commitment to operational excellence.

Having successfully handled senior management and corporate assignments including CMD Secretariat and Projects leadership, he brings a balanced blend of technical proficiency, administrative capability, and strategic vision. His elevation to the Board of Green Gas Limited as Director reflects his vast industry knowledge, leadership credentials, and significant contribution to the energy sector.

SHRI RAKESH KUMAR YADAV

As regards the appointment of Shri Rakesh Kumar Yadav, referred to in Item Nos. 5 & 6 of the Notice, the following disclosures are made for the information of the members.

Information about the Shri Rakesh Kumar Yadav (DIN: 11752828)

Date of Birth	21/11/1973
Experience	31 years
Date of Appointment on the Board	08/06/2026
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: Member, Corporate Social Responsibility Committee	
Number of Board Meetings attended: During the financial year 2025-26 During the financial year 2026-27 (since appointment till 30.08.2026)	Not Applicable 2 (out of 2)
Terms and conditions of appointment – Appointed as Managing Director of the Company nominated by GAIL (India) Limited ('GAIL'), for a period of three years w.e.f. 08.06.2026. The remuneration is paid as per the Secondment Policy of GAIL.	

Shri Rakesh Kumar Yadav is a Chemical Engineering professional from HBTU 1995 batch, Kanpur, and has also completed his MBA in Marketing in open learning Mode. He began his professional carrier of 31 years, when he joined India Glycols Limited, Kashipur in June 1995 as a Graduate Engineer Trainee in Mono Ethylene Glycol (MEG) Plant. His early experience in the petrochemical and chemical processing industry helped him build a strong technical foundation and operational expertise.

Thereafter, he joined GAIL (India) Limited in December 1997 at the GAIL's Pata Petrochemical Complex (U.P.) as a Senior Engineer. Over the course of his professional journey of 31 years, he has held key assignments across major installations and corporate functions at Pata, BCPL Dibrugarh and Noida. His extensive experience spans, Petrochemical Complex operations, Conceptualization, Execution and Commissioning of Mega petrochemical complex, Conceptualization and Execution of Coal Gasification based Ammonia/Urea plant, Project Development and Petrochemical Marketing.

During his tenure in the Project Development Department at Noida, he was instrumental in the conceptualization of Petrochemical projects, as well as the Coal Gasification-based Ammonia/Urea Project at Talcher, demonstrating his strong technical expertise and strategic vision in project planning and development. Further, during his tenure as Chief Operating Officer (COO) in Talcher Fertilizers Limited (JV of GAIL, RCF AND CIL), he played a significant role in project conceptualization, securing project approvals, coordinating with the Ministry, and overseeing the engineering activities related to the coal gasification plant, contributing substantially to the successful development of the project.

Prior to joining Green Gas Ltd (GGL), Shri Rakesh was associated with the Petrochemical Marketing vertical at Corporate Office. His professional strengths encompass project execution, operations management, commissioning of process plants, strategic planning, marketing management and organizational leadership.

As the Managing Director of Green Gas Limited, he is committed to leveraging his extensive and diverse functional experience to drive sustainable growth and operational excellence. With a strong passion for green energy and clean fuel initiatives, he aims to enhance business efficiency, foster innovation, and contribute meaningfully to the advancement of environmentally responsible energy solutions.

SHRI RAJKISHOR BEHERA

As regards Item Nos. 7 & 8 of the Notice for Shri Rajkishor Behera, the following disclosures are made for the information of the members.

Information about Shri Rajkishor Behera (DIN: 10137854)

Date of Birth	16/07/1974
Experience	Over 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. Member, Corporate Social Responsibility Committee & Share Transfer Sub-Committee	
Number of Board Meetings attended: During the financial year 2025-26	6 (out of 8)
Terms and conditions of appointment – Appointed as Whole-time Director nominated by Indian Oil Corporation Ltd. as Director (Commercial) in GGL. Remuneration 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). Shri 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. Shri 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 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.

As the Director (Commercial) of Green Gas Limited, he looks forward to leverage his passion for green energy sources coupled with his pursuit to make business processes efficient and his diverse functional experiences.

SHRI GIRIJA SHANKAR

As regards Item No. 9 of the Notice for Shri Girija Shankar, the following disclosures are made for the information of the members.

Information about Shri Girija Shankar (DIN: 10676061)

Date of Birth	04/06/1971
Experience	Over 32 Years
Date of Appointment on the Board	24/06/2024
Date of cessation on the Board	05/06/2026
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: Ceased to be Director on 05/06/2026.	
Chairman or membership of other committees in Green Gas Limited: Ceased to be Director on 05/06/2026	
Number of Board Meetings attended: During the financial year 2025-26	8 (out of 8)
Terms and conditions of appointment – Nominated as Managing Director by GAIL (India) Ltd.('GAIL'). The remuneration paid as per the Secondment Policy of GAIL during his tenure as MD.	

Shri Girija Shankar is a “B.Tech.” in Mechanical Engineering from IIT Delhi (1993 batch) & “Masters in Marketing Management” from Jamnalal Bajaj Institute of Management Studies, Mumbai.

He joined GAIL in the year 1993 and over the next three decades has worked in various roles across various domains including Projects, Operation & Maintenance of cross country Natural Gas pipelines & associated Gas terminals, Marketing of Gas, Petrochemical & Liquid Hydrocarbon products of GAIL & recently as Managing Director of Green Gas Limited, a prominent City Gas Distribution company operating in the important Geographical Areas of Lucknow, Agra, Ayodhya & Sultanpur and Unnao. This cross functional and multifarious experience has enabled him to gain deep insight on all aspects of the gas and LNG value chain and City Gas Distribution.

During this journey of 3 decades Shri Girija Shankar has played an instrumental role in GAILs various achievements. He was keenly associated in the construction of Propane Recovery Project at GAILs Vijaipur Complex in Guna MP and also implementing the ISO 9001 system across HBJ Pipeline. As In-Charge of Management Control Centre of HBJ cross country pipeline, he has to his credit the efficient and effective management of GAILs HBJ pipeline managing Gas Supply & Demand across India in the 90s. In the journey of development of gas business in the country all along and GAIL in particular, he has played a key role setting up of Regional Gas Management Centres across the country, Commissioning of GAILs various pipelines including DUPL- DPPL pipeline system and various Terminals.

A certified Six Sigma Black Belt, Shri Girija Shankar also has extensive experience in the field of Natural Gas / RLNG / LNG / Petrochemical / LHC marketing. As Head of Gas Marketing he was associated with GAILs three Main Zonal Marketing Offices (Mumbai- for Maharashtra & Goa, NCR – for Delhi-NCR, western UP, Haryana and Uttarakhand and Ahmedabad – for Gujrat, Daman and Diu) handling approx. 70% of GAILs revenue in gas business & covering approx. 60% of customers. Shri Girija Shankar has also experience of working at GAIL Corporate RLNG Marketing and has played a key role in development of marketing strategies for the GAILs LNG being imported from the Unites States. He also has rich experience in Natural Gas Market Development in Maharashtra/Goa/ Uttarakhand/

Haryana/Western UP/Gujrat, and expertise in Gas Sales and Transportation Contract management, Regulatory Framework, International LNG Agreements etc.

Prior to joining Green Gas Ltd in June 2024, Sh Girija Shankar was heading GAIL Ahmedabad Zonal Marketing Office which handles the Gas/Petrochemical and Liquid Hydrocarbon Marketing across the state of Gujarat, Daman & Diu. In his previous assignments he has been instrumental in few path breaking initiatives taken in the LNG industry which included conversion of 3 Gujrat State Transport buses into LNG as a pilot project in 2022 which would pave the way for LNG as a transport fuel in the country and India's first evacuation of Natural gas thru cascades from onshore gas field of Vedanta in Bharuch-Gujrat. Sh Girija Shankar has also played an instrumental role in implementation of Govt of India's prestigious CGD/CBG synchronization under SATAT in the state of Gujrat.

An avid reader, he has interest in reading books on multiple subjects like scientific fictions, spirituality, history, polity etc. His favorite writers include eminent names like Dr Deepak Chopra, Fritjoff Capra, Simon Singh etc. to name a few. He has keen interest in Music and Sports. He has also been adjudged as "Mentor's Mentor" in GAIL's Mentor-Mentee programme.

On the energy landscape Shri Shankar has remarked that as world is on a cusp of transition of energy from the traditional fossil fuel to less polluting fuels and renewables, India would lead such a transition. Under this transition, Natural Gas would be playing a very important role and especially the City Gas Distribution sector as India has complete focus on an inclusive development of gas infrastructure. The vision of India to have 50% of the power from renewables by 2030, to have 5000 CBG plants by end of this decade and many more initiatives would position India at a pinnacle of energy transformation.



GREEN GAS LIMITED

(A Joint Venture Company of GAIL and Indian Oil)

Regd. Office: Green Gas Bhawan, Plot No. 7/25, Sector-7, Gomti Nagar Extension, Lucknow-226010 (U.P.)

Telephone: 0522-2987802, **Website:** <https://gglonline.net>, Email Id: info@gglonline.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 (First named Member/Proxy/Authorised Representative):	
Address:	
E-Mail Id:	

I hereby record my presence at the 21st Annual General Meeting of Green Gas Limited to be held on **Wednesday, 30th September 2026 at 10.00 a.m. at Green Gas Bhawan, Plot No. 7/25, Sector-7, Gomti Nagar Extension, 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 shares in electronic (demat) form.



GREEN GAS LIMITED

(A Joint Venture Company of GAIL and Indian Oil)

Regd. Office: Green Gas Bhawan, Plot No. 7/25, Sector-7, Gomti Nagar Extension, Lucknow-226010 (U.P.)

Telephone: 0522-2987802, **Website:** <https://gglonline.net>, Email Id: info@gglonline.net

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 **21st Annual General Meeting** of Green Gas Limited to be held on **Wednesday, 30th day of September 2026**, at **10.00 A.M** at **Green Gas Bhawan, Plot No. 7/25, Sector-7, Gomti Nagar Extension, Lucknow-226010 (U.P.)**, and at any adjournment thereof, in respect of such resolutions as are indicated below:

Resolution No.	Resolutions
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1	To receive, consider and adopt the Audited Financial Statements for the Financial Year ended 31st March, 2026, the Board's Report, the Statutory Auditors' Report together with the comments of the Comptroller & Auditor General of India thereon. (Ordinary Resolution)
2	To appoint a Director in place of Shri Suman Kumar (DIN: 09724749) who retires by rotation and is eligible for reappointment. (Ordinary Resolution)
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. (Ordinary Resolution)
4	To appoint Shri Devesh Kumar Vashney (DIN:11704465), as Nominee Director of the Company. (Ordinary Resolution)
5	To appoint Shri Rakesh Kumar Yadav (DIN: 11752828), as Director of the Company. (Ordinary Resolution)
6	To appoint Shri Rakesh Kumar Yadav (DIN: 11752828), as Managing Director of the Company. (Special Resolution)
7	To re-appoint Shri Rajkishor Behera (DIN: 10137854), as Director (Commercial) of the Company. (Special Resolution)
8	Approval of waiver for the recovery of remuneration paid to Shri Rajkishor Behera (DIN: 10137854), Director (Commercial) for the FY 2025-26. (Special Resolution)
9	Approval of waiver for the recovery of remuneration paid to Shri Girija Shankar (DIN: 10676061), the then Managing Director for the FY 2025-26. (Special Resolution)
10	Ratification of remuneration of Cost Auditors for financial year ending 31st March 2027. (Ordinary Resolution)

Signed this day of, 2026

Signature of Shareholder (s)

Signature of Proxy Holder (s)

**Affix
Revenue
Stamp of
Re.1/-**

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 21st Annual General Meeting:

DISTANCE FROM AMOUSHI AIRPORT, LUCKNOW TO GREEN GAS BHAWAN, PLOT NO. 7/25, SECTOR-7, GOMTI NAGAR EXTENSION, LUCKNOW-226010 (U.P.)
(TOTAL DISTANCE: APPROX. 15.8 KM)

