

NOTICE OF POSTAL AND E-VOTING

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

Dear Members,

NOTICE is hereby given that an Extraordinary General Meeting(EGM) of the members of M/s EASTERN GASES LTD will be held at S I Industrial Area, Khairasole, Durgapur:713212 on Tuesday, the 24th May, 2016 at 11:00 A.M. pursuant to Section 110 of the Companies Act, 2013 (“the Act”) read with Companies (Management and Administration) Rules, 2014 (the “Rules”), that the Special Resolution appended below is proposed to be passed by the Shareholders by way of Postal Ballot/ e-Voting. The explanatory statement pertaining to the said resolution setting out the material facts and the reasons thereof is annexed hereto alongwith the Postal Ballot Form (the “Form”).

SPECIAL BUSINESSES:

1.Resolution No.- 1

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

“RESOLVED THAT pursuant to provisions of Section 139(8) and other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Audit & Auditors) Rules, 2014, including any statutory enactment or modification thereof, **M/s. C B C & Associates**, Chartered Accountant, (Firm Registration No. 325794E),Kolkata be and is hereby appointed as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s Sarkar Gurusurthy & Associates, Chartered Accountants, Kolkata.

RESOLVED FURTHER THAT M/S C B C & Associates Chartered Accountants , Kolkata be and are hereby appointed as the Statutory Auditors of the Company from this Extraordinary General Meeting and they shall hold the office of the Statutory Auditors of the Company from the conclusion of this meeting until the conclusion of the ensuing Annual General Meeting and they shall conduct the Statutory Audit of the Company for the period ended 31st March 2016 on such remuneration as may fixed by the Board of Directors in consultation with them.”

2. Resolution No. 2

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

“RESOLVED THAT pursuant to Section 186 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 as may be amended, from time to time and Articles of Association of the Company, approval of the shareholders of the Company be and is hereby given to the Board of Directors for:

- a. giving any loan to any person or other body corporate
- b. giving any guarantee or providing security in connection with a loan to any other body corporate.

- c. acquiring whether by way of subscription, purchase or otherwise, the securities of any other body corporate.

up to an amount, the aggregate outstanding of which should not exceed, at any given time, Rs. 100 crores on such terms and conditions as the Board may deem fit and proper, notwithstanding the fact that the aggregate of the loans and investments so far made in and the amount for which guarantees or securities have so far been provided to all persons or bodies corporate alongwith the additional investments, loans, guarantees or securities proposed to be made or given or provided by the Company exceed the limits specified under Section 186(2) of the Act.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorized to negotiate and decide, from time to time, terms and conditions, execute necessary documents, papers, agreements etc. for investments to be made, loans / guarantees to be given and securities to be provided to any person and / or anybody corporate, do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary, proper or desirable, settle any question, difficulty or doubt that may arise in this regard and to delegate all or any of these powers to any Committee of Directors or Managing Director or Whole Time Director or Director or officer of the Company or any other person.”

**By Order of the Board
For, EASTERN GASES LTD.**

**Place: Kolkata
Dated:29.04.2016**

**Sd/-
SUSHIL KUMAR BHANSALI
Director
DIN: 00344931**

Notes:

1. A member entitled to attend and vote at the Extra Ordinary General Meeting (the “Meeting”) is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting. The proxy form is enclosed herewith the Notice.
2. Corporate Members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Extraordinary General Meeting.
3. Members/Proxies attending the meeting are requested to bring the Attendance Slip(duly completed) to the meeting.
4. An Explanatory Statement pursuant to Section 102(1) of the Companies Act 2013 is annexed hereto and forms part of notice.
5. The Notice, together with the documents accompanying the same, is being sent to all.
6. The members by email/ registered post whose names appear in the Register of Members/ list of Beneficial Owners as received from the National Securities Depository Services Limited (NSDL)/ Central Depository Services (India) Limited

- (CDSL) or Registrar and Share Transfer Agent at their respective registered/ last known address. The Notice will be displayed on the website of the Company.
7. Members have the option either to vote through the e-voting process or through the postal ballot form.
 8. A postal ballot form is also enclosed with this notice. Members who have received the postal ballot notice by e-mail and who wish to vote through postal ballot form, can download the postal ballot form from the Company's website (www.eastgas.in) and/or seek duplicate postal ballot form from the NSDL.
 9. Incomplete, unsigned, improperly or incorrectly tick marked postal ballot forms will be rejected. There will be only 1 (one) postal ballot form for every registered folio /client ID irrespective of the number of joint members.
 10. The postal ballot form should be completed and signed by the Shareholder (as per specimen signature registered with the Company and/or furnished to NSDL/ CDSL). In case, shares are jointly held, this form should be completed and signed by the first named member and, in his/her absence, by the next named member.
 11. In compliance with provisions of Clause 35B of the Equity Listing Agreement, the Company is pleased to offer e-voting facility to its Members holding equity shares of the Company, to exercise their right to vote electronically on the above resolutions. For this purpose, the Company has signed an agreement with NSDL for facilitating e-voting.
 12. And in accordance with provision of section 108 of the Companies Act ,2013 read with Companies (Management and Administration) Rule ,2014 the business may be transacted through electronic voting System and the Company is providing facility for voting by electronic means('e-voting') to its members **NSDL** will provide e-voting facilities and for security and enabling the members to cast their vote in secure manner . It may be noted that this e-voting facility is optional. The e-voting facility will be available at the link www.evotingindia.com during the following voting period:
 - The voting period begins on 21.05.2016 from 10:00 A.M and ends on 23.05.2016, 5:00 P.M.
 - The e-voting shall not be allowed beyond 5 PM of 23.05.2016
 13. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) on 17.05.2016, may cast their vote electronically. The facility for voting through ballot paper / polling paper shall be made available at the EGM and the members as on the "cut-off date" i.e. Record date, attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right to vote at the meeting through ballot paper / polling paper.
 14. The login ID and password for e-voting along with the process, manner and instructions for e-voting is being sent to the members who have not registered their e-mail ids along with the physical copy of the notice. Those who have registered their e mail IDs with the Company their respective Depository Participants are being forwarded to their login ID and password for e-voting along with process, manner and instructions by e-mail.

15. The company has appointed Sri D.K Sarawagi. , Practicing Company Secretary as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblocks the votes in the presence of at least two (2) witness not in the employment and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

ANNEXURE TO THE NOTICE:

Explanatory Statement under section 102(1) of the Companies Act,2013

For Resolution No. 1

M/s Sarkar Gurumurthy & Associates ,Chartered Accountants ,Kolkata have rendered their resignation for the position of Statutory Auditors due to unavoidable circumstances ,resulting into casual vacancy in the office of Statutory Auditors of the Company as envisaged by Section 139(8) of the Companies Act,2013 ("Act"). Casual vacancy caused by the resignation of auditor can only be filled by the Company in General Meeting .Board proposes that **M/s C B C & Associates**, Chartered Accountants Kolkata, be appointed as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s Sarkar Gurumurthy & Associates, Chartered Accountants, Kolkata.

M/s C B C & Associates ,Chartered Accountants, Kolkata ,have conveyed their consent to be appointed as statutory Auditor of the company along with confirmation that their appointment, if made by the members ,would be within limit prescribed under Companies Act ,2013

For Resolution No. 2

As per the provisions of Section 186 of the Companies Act, 2013, no company shall directly or indirectly (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty per cent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more.

Where such giving of any loan or guarantee or providing any security or the acquisition exceeds the limits specified, under Section 186 of the Companies Act, 2013 prior approval by means of a special resolution passed at a general meeting is necessary. The Company in its ordinary course of business invests its funds to attain greater financial flexibility and to enable optimal financing structure, this permission is sought pursuant to the provisions of Section 186 of the Companies Act, 2013 to give powers to the Board of Directors thereof or any person(s) duly authorized by the Board, for making further investment, providing loans or give guarantee or provide security in connection with loans to any persons or any other body corporate for an amount not exceeding Rs. 100 crores which shall be over and above the limits as specified in Section 186 (2) of the Companies Act, 2013. and security(ies), as the case may be, will be made in accordance with the applicable provisions of the Companies Act, 2013 and relevant rules made there under. These investments are proposed

to be made out of own/surplus funds/internal accruals and or any other sources including borrowings, if necessary, to achieve long term strategic and business objectives. As per the provisions of Rule 22(16)(j) of the Companies (Management and Administration) Rules, 2014, the resolution for giving loan or extending guarantee or providing security in excess of the limit as specified under Section 186(2) of the Act can be passed only through Postal Ballot process.

Accordingly Special Resolution are submitted to the meeting for the consideration and approval of Members.

None of the Director, Key Managerial Persons or their relatives ,in any way, concerned or interested in said resolution.

For, EASTERN GASES LTD.

**Place: Kolkata
Dated:29.04.2016**

**Sd/-
SUSHIL KUMAR BHANSALI
Director
DIN: 00344931**

FOR KIND ATTENTION OF THE MEMBERS OF THE COMPANY

1. Members of the Company holding shares in physical form, are requested to surrender their share certificates, in original, to your Depository Participants(DPs) for dematerialization. Kindly note that shares of the Company are traded on the Stock Exchanges compulsorily in demat mode. Hence, by holding in demat mode you can deal freely in the shares at market value.
2. The company is sending communications including Notices for AGM and EGM, Explanatory Statements thereto, Balance Sheets, Directors' Reports, Auditor Report, Financial Results etc. through email to shareholders whose e-mail are registered with the company .While going through the Register of Members ,we have noticed that there are members who have not registered their e-mail IDs with the company. Consequently ,we are unable to send communications to them electronically . In compliance with provision of Rule 18 of Companies(Management and Administration)Rules,2014 and applicable provisions of the Companies Act, 2013 and Rules made thereunder, we request the members to register their email IDs with the company or their Depository Participants if they are holding shares in electronic Form by adhering to the following process:
 - i.) Shareholders holding shares in physical form may kindly register /send email IDs at the RTA of the Company at the following address either by post or by email:

S.K Infosolutions Private Limited.
34/1 A, Sudhir Chatterjee Street,
Kolkata-700006
West Bengal
India

e-mail: skcdilip@gmail.com

ii.) Shareholders holding shares in electronic/demat mode may kindly register email IDS with their respective DPS.

The instructions for shareholders voting electronically are as follows:

The process and instructions for e-Voting enclosed as attachment to the Notice.

- I. ***Open the attached PDF file “e-Voting.pdf” giving your Client ID as password, which contains your “User ID” and “Password for e-voting”. Please note that the password is an initial password. You will not receive this PDF file if you are already registered with NSDL for e-voting.***
- II. Open the internet browser and type the following URL.
<https://www.evoting.nsdl.com>
- III. Click on members -Login
- IV. If you are already registered with NSDL for e-voting, you can use your existing User ID and Password for Login.
- V. If you are logging in for the first time, please enter the User ID and Password provided in this document.
- VI. The Password change menu will appear on your screen. Change to new Password of your choice, making sure that it contains a minimum of 8 digits or characters or a combination of the two. Please take utmost care to keep your password confidential.
- VII. Once the e-voting home page opens, click on **e-voting> Active Voting Cycles**.
- VIII. Select the EVEN (E-Voting Event Number) of Eastern Gases Ltd. (the number is provided in this document). Once you enter the number, the Cast Vote page will open. Now you are ready for e-voting.
- IX. Cast your vote by selecting your favored options and click **Submit**. Also click **Confirm** when prompted. Please note that once your vote is cast on the selected resolution, it cannot be modified.
- X. In case of any queries, you may refer the frequently asked questions (FAQs) for members and e-voting user manual for members available at the Downloads section of <https://www.evoting.nsdl.com> . You can also mail your queries at NSDL, by sending an email to evoting@nsdl.co.in.
- XI. You can also update your mobile number and email id in the user profile details of the folio which may be used for sending future communications(s)

ATTENDANCE SLIP

Only Shareholders or Proxies will be allowed to attend the meeting:

Regd. Folio/DP-ID & Client ID	
Name and Address of the Shareholder	
Joint Holder(s)	
No. of shares held	

1) I hereby record my presence at the Extra Ordinary General Meeting of the Company being held on Tuesday, 24th day of May, 2016, at 11.00. A.M. at S I Industrial Area, Khairasole, Durgapur:713212

- Signature of the Shareholder :1.

2.

- Signature of the Proxy Holder:

2) Shareholder / Proxy holder wishing to attend the meeting must bring the Attendance Slip, duly signed, to the meeting and hand it over at the entrance.

ELECTRONIC VOTING PARTICULARS

EVSN (E-voting Sequence Number)	User ID	Password

Note: Please read instruction to e-voting to the Notice of Extraordinary General Meeting dated 24th May'2016, being sent herewith, in respect of the instruction for voting through electronic means. The voting period start from 10 A.M on 21.05.2016 and ends at 5 P.M on 23.05.2016.

PROXY FORM
Form No. MGT-11

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

CIN: L40200WB1995PLC068251
 Name of the Company: EASTERN GASES LTD
 Registered Office: 43 Palace Court, 1 Kyd Street, Kolkata- 700016
 Date of EGM: Tuesday, 24th May'2016 at 11 A.M
 Venue for EGM: S I Industrial Area, Khairasole, Durgapur:713212

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

I/We, being the member(s), holding.....shares of the above named company, hereby appoint:

1.Name.....
 Address.....
 E-mail ID..... Signature.....or failing him/her,

2.Name.....
 Address.....
 E-mail ID..... Signature.....or failing him/her,

3.Name.....
 Address.....
 E-mail ID..... Signature.....or failing him/her,

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the Company being held on Tuesday, 24th day of May 2016, at 11.00A.M. at S I Industrial Area, Khairasole, Durgapur:713212 and at any adjournment thereof in respect of such resolution as are indicated below:

Resolution No.	Resolutions	No. of Shares	For (I/we assent to the Resolution)	Against (I/we dissent to the Resolution)
Special Business				
1	Appointment of Statutory Auditor			

Signed this.....day of..... 2016
 Signature of Shareholder(s).....
 Signature of Proxy holder(s).....

Affix
Revenue
Stamp

Note:

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. For the RESOLUTIONS, Explanatory Statement and Notes please refer to the Notice of the Extraordinary General Meeting.

Date of EGM	Tuesday, 24 th day of May, 2016
Time	11.00 A.M.
Venue	S I Industrial Area, Khairasole, Durgapur:713212

BALLOT PAPER

SI NO.	PARTICULARS	DETAILS
1	Name of the First shareholder (In block letter)	
2	Postal Ballot	
3	Registered Folio No./ * Client ID No. (* Applicable to investors holding shares in dematerialized form)	
4	Class of Shares	
5	No. of Shares	

I hereby exercise my vote in respect of resolutions enumerated below by recording my assent or dissent to the said resolutions in the following manner:

Item No.	Special Business	No of shares held by me	I assent to the resolution	I dissent from the resolution
1	Inter corporate loan, Investment as per Companies Act, 2013			

Place :

Date:

(Signature of Shareholder)