

Eastern Gases Limited
Regd. Office: 43, Palace Court, 1 Kyd Street, Kolkata, West Bengal-700 016
Corporate Identity Number: L40200WB1995PLC068251
Tel.: + 91- 33 – 22299897 • Fax: 033-2249-6826
Website: www.eastgas.in • email: eastgas@gmail.com

NOTICE TO THE MEMBERS

Notice is hereby given that an Extraordinary General Meeting of the members of Eastern Gases Ltd will be held on Thursday, 30th day of March, 2017 at 10:00 A.M. at S I Industrial Area, Vill: Khairasole, Durgapur-713212 to transact the following special businesses:

ITEM NO. 1: ADOPTION OF NEW SET OF MEMORANDUM OF ASSOCIATION:

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

“**RESOLVED THAT** pursuant to the provisions of Section 13 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), the draft clauses contained in the Memorandum of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the clauses contained in the existing Memorandum of Association of the Company with immediate effect;

“**RESOLVED FURTHER THAT** pursuant to the provisions of Section 13, 61 and 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed there under, the Authorized Equity Share Capital of the Company be and is hereby increased from Rs. 15,00,00,000 (Rupees Fifteen Crores) divided into 1,50,00,000 (One Crores Fifty Lakhs) Equity Shares of Rs. 10/- each to Rs. 18,08,00,000 (Rupees Eighteen Crores Eight Lakhs) divided into 1,80,80,000 (One Crores Eighty Lakhs Eighty Thousand) Equity Shares of Rs. 10/- each by creation of additional 30,80,000 (Thirty lakhs Eighty Thousand) Equity Shares of Rs. 10/- amounting to Rs. 3,08,00,000 (Rupees Three Crores Eight Lakhs) each ranking pari- passu in all respect with the existing Authorized Equity Share Capital.”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid resolution, Managing Director of the company be and is hereby authorized to do all such acts, deeds and things as it may in its absolute discretion considered necessary, desirable or expedient and to sign, execute and submit all the requisite documents with the appropriate authority including filing of requisite documents with the Registrar of Companies.”

ITEM NO.2: ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION

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

“RESOLVED THAT pursuant to the provisions of Section 5 and 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company with immediate effect;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution the Board of directors of the Company be and are hereby severally authorised to do all such acts, deeds and actions as may be necessary, proper or expedient to give effect to this resolution.”

ITEM NO.3: ISSUANCE OF WARRANTS CONVERTIBLE INTO EQUITY SHARES ON PREFERENTIAL BASIS:

To consider and if thought fit, to pass, with or without modification(s), the resolution for issuance of warrants convertible into equity shares on preferential basis to the person belonging to Promoter and Non- Promoter Category as a *Special Resolution*:

“RESOLVED THAT pursuant to the provisions of Section 42, 62 and all other applicable provisions, if any, of the Companies Act, 2013 read with Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13 of the Companies (Share Capital and Debenture) Rules, 2014 and other relevant rules made there under (including any statutory modification(s) thereto or re-enactment thereof for the time being in force), enabling provisions of Memorandum of Association and Articles of Association of the Company, provisions of the Listing Agreement entered into by the Company with the Stock Exchange(s) where the shares of the Company are listed (“Stock Exchange(s)”), and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India (“SEBI”), including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 (“SEBI ICDR Regulations”), SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, SEBI (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011 and subject to the approvals, consents, permissions and/ or sanctions, as may be required from the Government of India, SEBI, Stock Exchange(s) and any other relevant statutory, governmental authorities or departments, institutions or bodies and subject to such terms, conditions, alterations, corrections, changes, variations and/or, modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and / or sanctions and which may be agreed by the Board of Directors of the Company (hereinafter referred to as the **“Board”** which terms shall be deemed to include any committee duly constituted by the Board, to exercise one or more of its powers, including the powers conferred by this resolution), the consent of the members be and is hereby accorded to the Board to offer, issue and allot, in one or more tranches upto 30,80,000 (Thirty Lacs and Eighty Thousand) *Fully Convertible Warrants* (“*Warrants*”) to be convertible at an option of Warrant holders in one or more tranches, within 18

(eighteen) months from its allotment date into equivalent number of fully paid up Equity Shares of face value of Rs. 10/- (Rupees Ten only) each at an issue price of Rs. 58/- (Rupees Fifty Eight only) each or such other price as may be determined in accordance with the provisions of Chapter VII of SEBI (ICDR) Regulations, and on such other terms and conditions as may be approved by the Board, to the persons belonging to Promoter & Non-Promoter Category:

RESOLVED FURTHER THAT the Relevant Date, as per the provisions of Chapter VII of SEBI (ICDR) Regulations, 2009, for the determination of issue/exercise price of the Warrants is Tuesday, February 28, 2017.

RESOLVED FURTHER THAT aforesaid issue of warrants shall be subject to the following terms & conditions:

- (a) The proposed allottee(s) of Warrants shall, on the date of allotment of warrants, pay an amount equivalent to at least 25% of the price fixed per Warrant in terms of the SEBI (ICDR) Regulations, 2009. The balance 75% of the Issue Price shall be payable on or before the conversion of said Warrants into Equity Shares, within a maximum permissible period of 18 months from the allotment thereof.
- (b) Warrants, being allotted to the persons belonging to Promoter and Non-Promoter Group and the Equity Shares proposed to be allotted pursuant to the conversion of these Warrants shall be under lock in for such period as may be prescribed by the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009.
- (c) Warrants so allotted under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI (ICDR) Regulations except to the extent and in the manner permitted there under.
- (d) Warrants shall be issued and allotted by the Company only in dematerialised form.
- (e) The consideration for allotment of warrants and/or Equity Shares arising out of exercise of such Warrants shall be paid to the Company from the Bank account of the respective proposed warrant allottees.
- (f) In the event the Warrant Holder(s) does not exercise the Warrants within the Warrant Exercise Period, the Warrants shall lapse and the amount paid shall stand forfeited by the Company.
- (g) The Warrants by itself until converted into Equity Shares, does not give to the Warrant Holder(s) any voting rights in the Company in respect of such Warrants;

RESOLVED FURTHER THAT the equity shares proposed to be so allotted upon conversion of Warrants shall rank pari-passu in all the respect including as to dividend with the existing equity shares of the Company of face value of Rs. 10/- each.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution and for the purpose of issue and allotment of the Equity Shares upon conversion of Warrants and listing thereof with the Stock Exchange(s), the Board of Directors/Committee(s) of the Board be and are hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient including application to Stock Exchange(s) for obtaining in-principle approval, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/ or such other authorities as may be necessary for the purpose, to resolve and settle any questions and difficulties that may arise in the proposed issue, offer and allotment of the said Warrants, utilization of issue

proceeds, signing of all deeds and documents as may be required without being required to seek any further consent or approval of the shareholders

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any other Directors/ Officers of the Company(as it may consider appropriate) to give effect to the aforesaid resolution.”

**By Order of the Board
For Eastern Gases Ltd**

Sd/-

Divya Singh

Company Secretary

Membership No. 43826

Date: 03.03.2017

Place: Kolkata

Notes:

1. The Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 with respect to the special business set out in the Notice is annexed.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE IN THE MEETING INSTEAD OF HIMSELF / HERSELF, AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
3. The instrument appointing the proxy, duly completed, stamped and signed, must be deposited at the Company's registered office not less than 48 hours before the commencement of the meeting. The Proxy form for the EGM is enclosed herewith.
4. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company.
5. Members / proxies should bring the duly filled attendance slip enclosed herewith to attend the meeting.
6. The Notice of the EGM along with the attendance slip and proxy form is being sent by electronic mode to all members whose email addresses are registered with the Company / Depository Participant(s) unless a member has requested for a hard copy of the same. For members who have not registered their email address, physical copy of the Notice is being sent by the permitted mode.
7. Members may also note that the Notice of the EGM will be available on the Company's website, www.eastgas.in The Notice will also be available at the Company's registered office for inspection during normal business hours on working days. Members may write to us at cs@eastgas.co.in if they have any queries or require communication in physical form in addition to electronic communication.
8. All documents referred to in the Notice will be available for inspection at the Company's registered office during normal business hours on working days up to the date of the EGM.
9. **Voting through electronic means**
 - 9.1. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and SEBI (Listing Obligations and Disclosures Requirement) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Extraordinary

General Meeting (EGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the EGM (“remote e-voting”) will be provided by National Securities Depository Limited (NSDL).

- 9.2. The facility for voting through ballot paper shall be made available at the EGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- 9.3. The members who have cast their vote by remote e-voting prior to the EGM may also attend the EGM but shall not be entitled to cast their vote again.
- 9.4. The remote e-voting period commences on 27th March, 2017 (09:00 am) and ends on 29th March, 2017 (5:00 pm). During this period members’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 20th March, 2017, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- 9.5. The process and manner for remote e-voting are as under:
 - A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :
 - (i) Open email and open PDF file viz; “remote e-voting.pdf” with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsd.com/>
 - (iii) Click on Shareholder – Login
 - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - (vii) Select “EVEN” of “Name of the company”.
 - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.\
 - (x) Upon confirmation, the message “Vote cast successfully” will be displayed.
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to dksincs@yahoo.com with a copy marked to evoting@nsdl.co.in

B. In case a Member receives physical copy of the Notice of EGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :

(i) Initial password is provided as below/at the bottom of the Attendance Slip for the EGM:

EVEN (Remote e-voting Even Number) **USER ID** **PASSWORD/PIN**

(ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

I. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.

II. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.

III. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

IV. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 20th March, 2017.

V. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 20th March,2017 may obtain the login ID and password by sending a request at evoting@nsdl.co.in or skcdilip@gmail.com

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

9.6. A member may participate in the EGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the EGM.

9.7. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the EGM through ballot paper.

9.8. Mr. Dilip Kumar Sarawgi (Membership No.-13020, COP: 3090) of M/s. DKS & Co., Company Secretaries has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.

9.9. The Chairman shall, at the EGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of “Ballot Paper” for all those members who are present at the EGM but have not cast their votes by availing the remote e-voting facility.

9.10. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the EGM, a consolidated scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

9.11. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.eastgas.in and on the website of NSDL immediately after the declaration of result by the Chairman or any person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited.

**By Order of the Board
For Eastern Gases Ltd**

Date: 03.03.2017

Place: Kolkata

Sd/-

Divya Singh

Company Secretary

Membership No. 43826

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1

The Companies Act, 2013, has prescribed a new format of Memorandum of Association (“MOA”) for public companies limited by shares. Accordingly, with a view to align the existing MOA of the Company with Table A of the Schedule I of the Act and in accordance with Section 4 and 13 of the Act, it is proposed to alter the MOA of the Company by merging the Objects under Clause III (C) – „Other Objects“ with Clause III (B) – „Objects Incidental or Ancillary to the attainment of the Main Objects“ and also to rename the Clause III (A) and III (B) of the Object Cause.

The present Authorised Capital of the Company is Rs. 15,00,00,000/- (Rupees Fifteen Crore only) divided into 1,50,00,000 (One Crore Fifty Lakhs) equity shares of Rs. 10/- each Considering the requirements and future business prospects, it is therefore considered necessary to increase the Authorised Share Capital of the Company from present 15,00,00,000/- (Rupees Fifteen Crore) to Rs. 18,08,00,000 (Rupees Eighteen Crores Eight Lakhs) divided into 1,80,80,000 (One Crores Eighty Lakhs Eighty Thousand) Equity Shares of Rs. 10/- each by creation of additional 30,80,000 (Thirty lakhs Eighty Thousand) Equity Shares of Rs. 10/- amounting to Rs. 3,08,00,000 (Rupees Three Crores Eight Lakhs) each ranking pari- passu in all respect with the existing Authorized Equity Share Capital.”

None of the Directors, Key Managerial Person(s) of the Company including their relatives are, in any way, concerned or deemed to be interested in the proposed resolution.

Item No.2

The existing Articles of Association (AOA) are based on the Companies Act, 1956 and several regulations in the existing AOA contain references to specific sections of the Companies Act, 1956 and some regulations in the existing AOA are no longer in conformity with the Act.

On September 12, 2013, the Ministry of Corporate Affairs (“MCA”) had notified 98 Sections for implementation. Subsequently, on March 26, 2014, MCA notified most of the remaining Sections (barring those provisions which require sanction / confirmation of the National Company Law Tribunal (“Tribunal”). However, substantive sections of the Act which deal with the general working of companies stand notified.

With the coming into force of the Act, several regulations of the existing AOA of the Company require alteration or deletions in several articles. Given this position, it is considered expedient to replace wholly the existing AOA by a new set of Articles.

The new AOA to be substituted in place of the existing AOA are based on Table “F” of the Act which sets out the model articles of association for a company limited by shares. Shareholder’s attention is invited to certain salient provisions in the new draft AOA of the Company viz:

The AOA provide for participation of directors at meetings of the Board/Committee either through video conferencing or audio visual means or teleconferencing, as the case may be.

The AOA provide for allowing Circular Resolution to be sent electronically to directors in addition to physical mode.

The AOA allows key managerial personnel to be appointed as director in any other company.

The AOA allow maintenance of statutory registers physically as well as in electronic mode.

The AOA provide for maintenance of books of account in electronic mode as well.

The AOA allow the same individual to be appointed as Chairperson as well as Managing Director or Chief Executive Officer of the Company.

The AOA is aligned with the provisions of Act.

Pursuant to Section 14 of the Act, the consent of the Members by way of Special Resolution is required for alteration of AOA of the Company.

The Board recommends the Special Resolution set forth in Item No.2 of the Notice for approval of the Members.

None of the Directors or Key Managerial Personnel of the Company including their relatives are interested or concerned in the Resolution except to the extent of their shareholding, if any, in the Company.

Item No. 3

The Special Resolution contained in the Notice, have been proposed pursuant to the provisions of Sections 42 of the Companies Act, 2013 read with Chapter VII of SEBI (ICDR) Regulations, 2009, to issue and allot 30,80,000 Warrants to the persons belonging to Promoter Category and Non- Promoter Category. The said proposal has been considered and approved by the Board in their meeting held on February 28, 2017.

The details of the issue and other particulars as required in terms of Regulation 73 of the SEBI (ICDR) Regulations, 2009 and other applicable statutes in relation to the proposed Special Resolution are given hereunder:

A. The Objects of the issue through preferential offer:

The Company requires infusion of funds to augment the short term and long-term funding needs of the Company viz., to support the expansion of business and for general corporate purposes, accordingly in order to finance the said fund requirement, the Company proposes to issue and allot Warrants on a Preferential basis.

B. The proposal of the promoters, directors or key management personnel of the issuer to subscribe to the offer:

None of the Directors/ Key Management Personnel of the Company intends to subscribe to the preferential offer.

However, Promoters of the Company have shown their intent to subscribe to the Warrants of the Company to the extent of 17,50,000 Warrants.

C. The shareholding pattern of the Company before and after the preferential issue:

The shareholding pattern before and after the proposed preferential issue (Presuming full conversion of Warrants) is as under:

Name of shareholders	Pre issue Shareholding Structure		No. of Warrants to be allotted	Post issue Shareholding Structure (Presuming full conversion of Warrants)#	
	No of Shares	% of shares		No of Shares	%
Promoter & Promoter Group					
(1) Indian					
(a) Individuals /HUF	2351084	15.67	1750000	4101084	22.68
(b) Central Govt. /State Govt.	-		-	-	-
(c) Bodies Corporate	6172866	41.15	-	6172866	34.14
(d) Financial Institutions /Banks	-		-	-	-
Sub Total (A)(1)	8523950	56.83	1750000	10273950	56.82
(2) Foreign					
(a) Individuals (NRIs/ Foreign Individuals)	-	-	-	-	-
(b) Bodies Corporate	-	-	-	-	-
(c) Institutions	-	-	-	-	-
Sub Total (A)(2)	-	-	-	-	-
Total shareholding of Promoter & Promoter Group (A) = (A)(1) + (A)(2)	8523950	56.83	1750000	10273950	56.82
Public					
B1) Institutions					
Mutual Funds/	-	-	-	-	-
Foreign Portfolio Investors	-	-	-	-	-
Financial Institutions/ Banks	-	-	-	-	-
Foreign Venture Capital Investors	-	-	-	-	-
Insurance Companies	-	-	-	-	-
Sub Total B1	-	-	-	-	-

B2) Central Government/ State Government(s)/ President of India	-	-	-	-	-
B3) Non-Institutions					
Individual share capital upto Rs. 2 Lacs	1784916	11.90	1300000	3084916	17.06
Individual share capital in excess of Rs. 2 Lacs	1249893	8.33	30000	1279893	7.08
NBFCs registered with RBI	-	-	-	-	-
Any Other (specify)	-	-	-	-	-
Bodies Corporate	3394469	22.63	-	3394469	18.77
Foreign Nationals	-	-	-	-	-
Foreign Individuals or NRI	46772	0.31	-	46772	0.26
Trusts	-	-	-	-	-
Sub Total B3	6476050	43.17	1330000	7806050	43.18
Total Public Shareholding B=B1+B2+B3	6476050	43.17	1330000	7806050	43.18
TOTAL (A+B)	15000000	100.00	3080000	18080000	100.00

#Post shareholding structure may change depending upon any corporate action in between.

D. Proposed time within which allotment will be completed:

In terms of Regulation 74(1) of the SEBI ICDR Regulations, preferential allotment to proposed allottees pursuant to the special resolution will be completed within a period of 15 (fifteen) days from the date of passing of special resolution.

Provided that where the allotment is pending on account of pendency of any application for approval or permission by any regulatory authority, if applicable, the allotment would be completed within 15 (fifteen) days from the date of such approval or within such further period as may be prescribed or allowed by SEBI, stock exchange(s) or other concerned authorities.

E. Identity of the proposed allottees (including identity of natural persons who are ultimate beneficial owners) of the issue and the percentage of post preferential issue capital that may be held by them:

Identity of the Proposed Allottees	Promoter/Non-Promoter	Existing shares	Warrants to be allotted	Post Conversion Shareholding	Post Conversion %	Ultimate Beneficial Owner
Gautam Bhansali	Promoter	589300	101700	691000	3.82	
Pawan Kumar Bhansali	Promoter	286600	100400	387000	2.14	
Sumit Bhansali	Promoter	453000	100000	553000	3.06	
Puja Bhansali	Promoter		153750	153750	0.85	
Sushil Kumar Bhansali	Promoter	357500	0	357500	1.98	
Kanta Jain	Promoter		438810	438810	2.43	
Gulab Devi Jain	Promoter		465280	465280	2.57	
Kamala Devi Bhansali	Promoter		390060	390060	2.16	
Kishor P Ostwal	Non-Promoter		500000	500000	2.77	
Sheetal B Thakkar	Non-Promoter		100000	100000	0.55	
Manoj Mittal(Huf)	Non-Promoter		500000	500000	2.77	Manoj Mittal
Puja Surana	Non-Promoter		10000	10000	0.06	
Rachana Surana	Non-Promoter		10000	10000	0.06	
Nisha Surana	Non-Promoter		10000	10000	0.06	
Swati Choraria	Non-Promoter		50000	50000	0.28	
Neha Choraria	Non-Promoter		50000	50000	0.28	
Pankaj Choraria	Non-Promoter		50000	50000	0.28	
Piyush Choraria	Non-Promoter		50000	50000	0.28	

F. Consequential Changes in the Voting Rights and Change in Management:

As a result of the proposed preferential issue of Warrants and upon conversion of same into equity shares, there will be no change in the control or management of the Company. However, voting rights will change in tandem with the shareholding pattern.

G. Lock In Requirement:

- i) The Equity Shares to be allotted on a preferential basis to Promoter and Non- Promoter Group, pursuant to conversion of Warrants, shall be subject to 'lock-in' for a period of three years and one year respectively, from the date of trading approval for such Equity Shares in accordance with Regulation 78(1) and 78(2) of the SEBI ICDR Regulations;
- ii) The entire pre-preferential allotment shareholding, if any, of the proposed allottees, shall be locked-in from the Relevant Date up to a period of six months from the date of trading approval as per Regulation 78(6) of the SEBI ICDR Regulations.

H. Issue Price and Relevant Date:

The Relevant Date on the basis of which issue price of the said Warrants has been computed is February 28, 2017 i.e., 30 days prior to the date of General Meeting (March 30, 2017).

The Equity Shares of the Company are listed at BSE Limited (BSE). Since, the shares of the Company are frequently traded on BSE, accordingly the minimum issue price of Warrants is computed as Rs. 57.42/- considering the relevant date as February 28, 2017 in compliance with Regulation 76 of the SEBI (ICDR) Regulations, 2009.

And accordingly, it is proposed to issue Warrants convertible into equivalent number of Equity Shares at Rs. 58/- per Warrant.

I. Re-computation of Issue Price:

Since the Company's Equity Shares are frequently traded, therefore, there is no need for the Company to re-compute the price of Equity Shares in terms of the provisions of the SEBI ICDR Regulations.

J. Auditor's Certificate:

The certificate from M/s C B C & Associates, Chartered Accountants, being the Statutory Auditors of the Company certifying that the preferential issue is being made in accordance with the requirements of Chapter VII of the SEBI ICDR Regulations shall be available for inspection at the registered office of the Company up to the date of declaration of results and shall also be placed before the shareholders at the Extra Ordinary General Meeting.

K. Disclosure with regard to the names of issuer, its promoter or any of its directors not appearing in the list of willful defaulter as issued by RBI.

In this regard, the company would like to confirm that the Company/ any of its promoters or directors are not in the willful defaulter's list as issued by RBI.

L. Details of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution.

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

**By Order of the Board
For Eastern Gases Ltd**

**Sd/-
Divya Singh
Company Secretary
Membership No. 43826**

Date: 03.03.2017

Place: Kolkata

Eastern Gases Limited
Regd. Office: 43, Palace Court, 1 Kyd Street, Kolkata, West Bengal-700 016
Corporate Identity Number: L40200WB1995PLC068251
Tel.: + 91- 33 – 22299897 • Fax: 033-2249-6826
Website: www.eastgas.in • email: eastgas@gmail.com

ATTENDANCE SLIP
(Please complete this form and hand it over at the entrance)

Extra Ordinary General Meeting held on Thursday, 30th day of March, 2017 at 10:00 A.M. at S I Industrial Area, Vill: Khairasole, Durgapur-713212

Name of the attending Member (in Block Letters)	
Member's Folio Number / Client ID & DP ID	
No of shares held	
Name of Proxy (in Block Letters) to be filled in if the Proxy attends instead of the Member)	

I / We hereby record my/ our presence at the Extra Ordinary General Meeting being held at on Thursday, 30th day of March, 2017 at 10:00 A.M. at S I Industrial Area, Vill: Khairasole, Durgapur-713212 in respect of such resolutions as are indicated herein below:

Item No.	Resolution	For	Against
1.	Adoption of New Set of Memorandum of Association		
2	Adoption of New Set of Article of Association		
2.	Issuance of Warrants convertible into equity shares on Preferential Basis to the persons belonging to Promoter and Non-Promoters Group		

Signed thisday of, 2017

Signature of Member(s).....
 Signature of proxy holder(s)
 Signature of the Shareholder /

Please (✓) in the box

MEMBER **PROXY**

Signature of Member / Proxy

Eastern Gases Limited
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Form MGT 11
FORM OF PROXY
Pursuant to Section 105 (6) of the companies act 2013 and Rules 19(3) of Companies (Management and Administration Rules, 2014)

Name of the member(s)		Email Id	
Address:		Folio No/ *Client Id *DP Id:	

I/We being the member(s) of.....shares of Eastern Gases Limited, hereby appoint:

- 1) _____ of _____ having email id _____ or failing him
- 2) _____ of _____ having email id _____ or failing him
- 3) _____ of _____ having email id _____

and whose signature(s) are appended below as my /our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extraordinary General Meeting of the Company to be held on Thursday, 30th day of March, 2017 at 10:00 A.M. at

Dated thisday of, 2017

Re.1/- Revenue Stamp

Signature of Shareholder/First named holder

Signature of first Proxy holder
Proxy holder

Signature of second Proxy holder

Signature of third

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) A Proxy need not be a member of the Company.
- (3) A person can act as a proxy on behalf of members not exceeding fifty and holding in the 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 of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- (4) Appointing a proxy does not prevent a members from attending the meeting in person if he so wishes.
- (5) In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.