



BHAGAWATI GAS LIMITED

Website : www.bglgroup.in
E mail : bhagwatigases@gmail.com

S-492/A, GREATER KAILASH-I
NEW DELHI- 110048, INDIA
CIN - U24111RJ1974PLC005789

Phone: 91-11-49120719

POSTAL BALLOT NOTICE

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

Dear Members,

NOTICE is hereby given, pursuant to the provisions of Section 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 (“**Act**”) read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (“**Rules**”), , Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”), (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Secretarial Standard – II on General Meetings (“**SS-II**”), issued by the Institute of the Company Secretaries of India, other applicable laws, rules and regulations, as amended from time to time, [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and in accordance with the General Circular Nos. 14/2020 dated 08th April, 2020, 17/2020 dated 13th April, 2020 and 20/2020 dated 05th May, 2020 and subsequent circulars issued in this regard, the latest being General Circular No. 09/2023 dated 25th September, 2023 and General Circular No. 03/2025 issued by the Ministry of Corporate Affairs (“**MCA**”), and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/193 dated October 03, 2024 (hereinafter collectively referred to as “**MCA Circulars**”) to transact the below mentioned proposed special businesses by the members of the Bhagawati Gas Limited (“**Company**”) by passing resolutions through postal ballot (“**Postal Ballot**”) by way of remote e-voting only (**e-voting/ remote e-voting**).

The remote e-voting facility will be available for the following period:

Commencement of E-Voting	Wednesday, 8 April, 2026 at 9:00 A.M. (IST)
End of E-Voting	Thursday, 7 May, 2026 at 5:00 P.M. (IST)

In compliance with the aforesaid MCA Circulars, this Notice is being sent only through electronic mode to those shareholders whose email addresses are registered with the Company/ Skyline Financial Private Limited, the Company’s Registrars and Transfer Agent for this Postal Ballot (“**RTA**”/“ **Skyline Financial Private Limited**”). Accordingly, a physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope is not being sent to the Members for this Postal Ballot and shareholders are required to communicate their assent or dissent through the remote e-voting system only.

In accordance with Section 101 of the Act read with Rule 18 of the Rules and the MCA Circulars, the Company is sending Postal Ballot Notice by email to all its shareholders who have registered their email addresses with the Company /Skyline Financial Private Limited, the Company’s Registrars and Transfer Agent and whose names appear in the Register of Members/ List of Beneficial Owners as on Friday, April 03, 2026. (“**Cut-off Date**”).

An Explanatory Statement pursuant to Sections 102 and 110 of the Act read with the Rules, setting out all material facts relating to the resolutions and additional information as required under the SEBI Listing Regulations are appended to this Notice.

You are requested to peruse the proposed resolutions along with its Explanatory Statement and thereafter record your assent or dissent by means of remote e-voting facility provided by the Company. Pursuant to Rule 22(5) of the Rules, the Board of Directors of your Company at its meeting held on March 27, 2026 has

REGD. OFFICE & WORKS:
Banawas, P. O. Khetrinagar-333504
Dist. Jhunjhunu (Rajasthan)

BALLABGARH UNIT:
Plot No.5, Sector - 25
Ballabgarh - 121004

appointed Mr. Deepak Arora (FCS No. 5104), Partner of M/s Deepak Arora and Associates, Practicing Company Secretary, Jaipur as the Scrutinizer to scrutinize the voting Process through remote e-voting in a fair and transparent manner. The Scrutinizer's decision on the validity of the votes cast in the Postal Ballot shall be final.

The Scrutinizer after completion of the scrutiny will submit his report to the Chairman of the Company or in his absence to any other person authorized by the Chairman. The results of e-voting will be announced on or before **Thursday, 14 May, 2026**. The declaration/ announcement of results as stated above shall be treated as declaration of results at a meeting of the Members as per the provisions of the Companies Act and the Rules made thereunder. Thereafter, the Results declared along with the Scrutinizer's Report shall be placed on the Company's website i.e. www.bglgroup.com website of Central Depository Services (India) Limited ("CDSL") (E-voting Service Provider) at <https://www.cdslindia.com/> and communicated to BSE Limited (BSE) <https://www.bseindia.com/> accordingly.

The remote e-Voting facility will be available from **09:00 a.m. (IST) Wednesday, 8 April, 2026 to 5:00 p.m. (IST) on Thursday, 7 May, 2026**. During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the **Cut-off date, Friday, April 03, 2026**, may cast their vote electronically on the business(es) as set out in the Notice of the Postal Ballot through remote e-voting. Please read and follow the instructions on remote e-Voting enumerated in the notes to this Notice.

Members are requested to read the instructions and notes carefully while expressing their assent or dissent and cast votes through remote e-voting by not later than 5.00 p.m. IST on Thursday, 07 May, 2026. The remote e-voting facility will be disabled by Central Depository Services (India) Limited ("CDSL") (E-voting Service Provider) for voting thereafter. The Resolution, if approved, will be taken as passed effectively on the last date of remote e-voting i.e. Thursday, 07 May, 2026

Item No. 1:

To approve the change in designation of Mrs. Shachi Bhardwaj (DIN: 07232850) as Whole Time Director designated as an Executive Director of the Company.

To consider and if thought fit, to pass the following resolution as a **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and all other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V thereto and the Rules framed thereunder (including any statutory modification(s) or enactment(s) thereof), applicable provisions of the Listing Regulations, if any, the Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the company, the approval of members is be and hereby accorded for change in designation of Mrs. Shachi Bhardwaj (DIN: 07232850), as the **Whole-time Director** designated Executive Director of the Company for a period of five years commencing from April 1, 2026 to March 31, 2031, on such terms and conditions and remuneration as set out in the explanatory statement annexed hereto which shall be deemed to form part thereof.

RESOLVED FURTHER THAT the Board, on the recommendation of the Nomination and Remuneration Committee, be and is hereby authorized to revise, amend, alter and vary the remuneration and other terms and conditions of the appointment of Mrs. Shachi Bhardwaj as Whole-time Director in such a manner as may be permissible in accordance with the provisions of the Act and the rules framed thereunder, Schedule V (including any modification or enactment thereto).

RESOLVED FURTHER THAT the Board of Directors (including its committee thereof) of the Company be and are hereby authorized to do all such acts, deeds, matters and things they may consider necessary, expedient or desirable in order to give effect to this resolution or otherwise considered by them in the best interest of the Company."

Item No. 2:

To appoint M/s ATCS & Associates, Practicing Company Secretaries, as the Secretarial Auditors of the Company.

To consider and if thought fit, to pass the following resolution as **Special Resolution:**

" **RESOLVED THAT** pursuant to the provisions of Section 204 of the Companies Act, 2013, and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, read with Regulation 24A, 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with circulars issued thereunder to the extent applicable, other applicable regulations framed by the Securities and Exchange Board of India in this regard, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and based on the recommendation of Audit Committee & Board of Directors, consent of the members of the company be and is hereby accorded for appointment of M/s ATCS & Associates, a firm of Practicing Company Secretaries (Firm Registration No. P2017RJ063900), as Secretarial Auditor of the Company for conducting Secretarial Audit for a term of five consecutive years commencing from F.Y. 2025-26 till F.Y. 2029-30, subject to their continuity of fulfillment of the applicable eligibility norms, at such remuneration as set out in the Explanatory Statement annexed to the Notice of postal ballot, with the authority to the Board of Directors to vary, alter, enhance or widen the remuneration payable to the Secretarial Auditors, for the said tenure, from time to time, pursuant to the recommendation of the Audit Committee.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof), be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this Resolution."

Regd. office:
Bhagawati Gas Limited
Regd. Office: Banawas, Khetri Nagar,
Jhunjhunu, Rajasthan-333504
E-mail: bhagwatigases@gmail.com
Tel No.: +91-11 49120719
Website: www.bglgroup.in
CIN: U24111RJ1974PLC005789

**By the order of the Board of Directors
for Bhagawati Gas Limited**

Sd/-
Nidhi Babbar
Whole-Time Company Secretary
cum Compliance officer
M. No. A76385

Date: March 27, 2026
Place: New Delhi

NOTES

1. An Explanatory Statement pursuant to the provisions of Sections 102 and 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 stating material facts and reasons for the proposed resolution, is annexed hereto and forms part of this Notice.

2. Pursuant to Rule 22(5) of the Rules, the Board of Directors of your Company at its meeting held on March 27, 2026, has appointed Mr. Deepak Arora (Membership Number: 5104) Company Secretary in practice, Jaipur, as the Scrutinizer to scrutinize the voting Process through remote e-voting in a fair and transparent manner.

3. The Company has engaged the services of Central Depository Services (India) Limited (depository) as the agency to provide e-voting facility

3. In compliance with MCA Circulars, the Company is sending this Notice only in electronic form to those Members whose names appear in the Register of Members or Register of Beneficial Owners maintained by RTA/Depositories as on Friday, April 03, 2026 ("Cut-off date") and whose e-mail addresses are registered with the Company/RTA. In accordance with Section 110 of the Companies Act and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars, physical copies of the Notice will not be circulated and the Company will not be under any obligation to provide physical copies upon specific request of any Member.

4. Only those Members whose names are appearing in the Register of Members / List of Beneficial Owners as on the Cut-off date shall be eligible to cast their votes by remote e-voting only. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-off date. A person who is not a Member on the Cut-off date should treat this Notice for information purposes only. It is however clarified that, all Members of the Company as on the Cut-off date (including those Members who may not have received this Notice due to non-registration of their email addresses with the Company/RTA) shall be entitled to vote in relation to the aforementioned resolution in accordance with the process specified in this Notice.

5. Voting Through Electronic Means:

In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, the Company is pleased to offer the voting by electronic means as provided by Central Depository Services (India) Limited (depository), to those Members whose names appear in the Register of Members or Register of Beneficial Owners maintained by the RTA as on Friday, April 03, 2026. ("Cut-off date") Members may note that copy of this Postal Ballot Notice is also be available on the Company's website www.bglgroup.com , the website of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and on the website of Central Depository Services (India) Limited ("CDSL") at <https://www.cdslindia.com/>

6. The remote e-voting shall commence on from 09:00 a.m. (IST) Wednesday, 8 April, 2026 to 5:00 p.m. (IST) on Thursday, 07 May, 2026. The remote e-Voting module shall be disabled by CDSL for voting thereafter. During this period, Members of the Company holding shares in physical or electronic form as on the Cut-Off date may cast their vote electronically. Once the vote on the Resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

7. The Scrutinizer after completion of the scrutiny will submit its report to the Chairman of the Company or in his absence to any other person authorized by the Chairman. The results of the Postal Ballot will be declared on or before Thursday, 14th May, 2026 by uploading the same along with the Scrutinizer's Report on the website of the Company at www.bglgroup.com and the website of the Stock Exchanges i.e. BSE Limited at www.bseindia.com.

8. If approved by the requisite majority, the last date for remote e-Voting i.e. Thursday, 07 May, 2026 shall be the date on which the resolution would be deemed to be passed. Resolution passed by the Members through Postal Ballot will be deemed to have been passed effectively at a general meeting of the Members.

9. Relevant documents referred to in this Postal Ballot Notice and the Explanatory Statement are open for inspection by the Members at the Registered Office of the Company during business hours on all working days, till the last date of remote e-voting.

10. Members desirous of inspecting the documents referred to in the Notice or Explanatory Statement may send their requests bhagwatigases@gmail.com from their registered email addresses mentioning their name, folio numbers/DP ID and Client ID, until the last date of remote e-voting of this Postal Ballot.

11. The Company is providing remote e-voting facility to its members, to enable them to cast their votes electronically. The detailed procedure with respect to remote e-voting are provided as part of this Postal Ballot Notice.

12. The vote in this Postal Ballot cannot be exercised through proxy.

B. Registration of email address permanently with Company/Depositories:

Members are requested to register the email address with their concerned DPs, in respect of electronic holding and with the Company/RTA in respect of physical holding, by submitting Form ISR-1 duly filled and signed by the holders at services@skylinerta.com.

Remote e-Voting Instructions for shareholders:

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on 09:00 a.m. (IST) Wednesday, 08 April, 2026 to 5:00 p.m. (IST) on Thursday, 07 May, 2026. 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) of Friday April , 03, 2026 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level. Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

(iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting for **Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile &

	<p>Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period. 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After

	successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (v) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**
- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
 - 2) Click on “Shareholders” module.

- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the **Bhagawati Gas Limited** on which you choose to vote.
- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.

- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; bhagwatigases@gmail.com (designated email address by company) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 21 09911

Regd. office:
Bhagawati Gas Limited
Regd. Office: Banawas, Khetri Nagar,
Jhunjhunu, Rajasthan-333504
E-mail: bhagwatigases@gmail.com
Tel No.: +91-11 49120719
Website: www.bglgroup.in
CIN: U24111RJ1974PLC005789

By the order of the Board of Directors
for Bhagawati Gas Limited

Sd/-
Nidhi Babbar
Whole-Time Company Secretary
cum Compliance officer
M. No. A76385

Date: March 27, 2026
Place: New Delhi

EXPLANATORY STATEMENT

Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 (“the Act”), Secretarial Standard – 2 on General Meetings and Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”)

Item No. 1:

To approve the appointment of Mrs. Shachi Bhardwaj (DIN: 07232850) as Whole Time Director designated as an Executive Director of the Company.

The Board of Directors of the Company, at its meeting held on March 27, 2026, based on the recommendation of the Nomination and Remuneration Committee, approved the appointment of Mrs. Shachi Bhardwaj (DIN: 07232850), as a Whole-Time Director (WTD) designated as executive director of the Company.

Mrs. Shachi Bhardwaj has been associated with the Company and has played a significant role in guiding the strategic direction and growth of the Company. In view of her experience, industry knowledge and continued involvement, the Board considered it appropriate to entrust her with executive responsibilities and accordingly approved her change in designation as Whole-Time and Executive Director.

The appointment shall be for a period of 5 years commencing from April 1, 2026 to March 31, 2031.

Terms of Appointment

- Designation: Whole-Time Director / Executive Director
- Tenure: 5 years
- Remuneration:
 - Salary: ₹1,00,000 per month which may be increased to 300000 per month as per terms and condition decided by board from time to time.
 - Perquisites and allowances as per Company policy
 - Performance-linked incentive, if any
- Other Terms: As may be approved by the Board within the limits prescribed under applicable laws

The appointment and remuneration are in compliance with the provisions of Sections 196, 197 and 198 read with Schedule V of the Companies Act, 2013 and the applicable provisions of the SEBI (LODR) Regulations, 2015.

Mrs. Shachi Bhardwaj satisfies all the conditions set out in Part I of Schedule V to the Companies Act, 2013 and the conditions specified under Section 196(3) of the Companies Act, 2013 for being eligible for appointment.

The disclosures as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 issued by the Institute of Company Secretaries of India are set out in Annexure-I to this Explanatory Statement.

Accordingly, the consent of the Members is sought for passing the Ordinary Resolution for appointment of Mrs. Shachi Bhardwaj as Whole-Time Director of the Company for the period from April 01, 2026 to March 31, 2031. Except of Mr Rakesh Smarat Bhardwaj, none of the Directors, Key Managerial Personnel and their relatives are deemed to be concerned or interested, financially or otherwise, in the proposed resolution.

Item No. 2:

To appoint M/s. ATCS & Associates, Company Secretary in Practice, as the Secretarial Auditors of the Company

Pursuant to provisions of Section 204 of the Companies Act, 2013, and relevant rules thereunder, read with Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations, 2015”), every listed company is required to annex with its Board’s Report, a secretarial audit report, issued by a Practicing Company Secretary. For this purpose, based on the recommendation of the Audit Committee, the Board of Directors of the Company had appointed **M/s ATCS & ASSOCIATES**, a firm of Practicing Company Secretaries, as Secretarial Auditors of the Company for the term of five consecutive years commencing from F.Y. 2025-26 till F.Y. 2029-30

SEBI vide its notification dated December 12, 2024, amended the SEBI Listing Regulations, 2015. The amended regulations require companies to obtain shareholders’ approval for appointment of Secretarial Auditors, in addition to approval by the Board of Directors. Further, such Secretarial Auditor must be a peer reviewed company secretary and should not have incurred any of the disqualifications as specified by SEBI. Details in relation to credentials of the Secretarial auditor(s) proposed to be appointed

M/s ATCS & ASSOCIATES, established on 16th August, 2017, is a Jaipur-based partnership firm of Company Secretaries founded and currently led by two partners. Since its inception, the firm has been committed to providing high-quality professional services in the areas of corporate laws, governance, and compliance management. Over the years, it has cultivated a diverse client base across multiple sectors, built on a foundation of professional integrity, timely delivery, and practical solutions tailored to client needs.

Furthermore, in terms of the amended regulations, the firm has provided a confirmation that they have subjected themselves to the peer review process of the Institute of Company Secretaries of India and hold a valid peer review certificate. Moreover, they are not disqualified from being appointed as Secretarial Auditors and that they have no conflict of interest. Further they have furnished a declaration that they have not taken up any prohibited non-secretarial audit assignments for the Company, its holding and subsidiary companies.

Basis of recommendation

After evaluating and considering various factors such as industry experience, competence of the audit team, efficiency in conduct of audit, independence, etc., the Board of Directors of the Company has, based on the recommendation of the Audit Committee, at its meeting held on July 04, 2025, proposed the appointment of M/s ATCS & Associates, a firm of Practicing Company Secretaries as the Secretarial Auditors of the Company, for a term of five consecutive financial years from FY 2025-26 to FY 2029-30.

Proposed fees payable to Secretarial Auditors

The proposed remuneration to be paid to for the financial year 2025-2026 is INR 1.25 Lakh (Rupees One Lakh Twenty-Five Thousand Only) with an annual increase of 25% for each subsequent year, up to the Financial Year 2029-30 excluding taxes and reimbursement of out-of-pocket expenses for carrying out Secretarial Audit and issue the Secretarial Compliance Report.

The fee for subsequent financial years during their tenure will be determined by the Board, based upon the recommendation of the Audit Committee.

The Resolution at Item No.2 of the Notice is being recommended by the Audit Committee and the Board of Directors for approval of the members as an Special Resolution pursuant to section 204 of the Companies Act, 2013. None of the Directors, Key Managerial Personnel and their relatives are deemed to be concerned or interested, financially or otherwise, in the proposed resolution

Annexure to the Postal Ballot Notice
Pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards -2, the details of the Director proposed to be appointed through the Postal Ballot process are given below

Name	Mrs. Shachi Bhardwaj
DIN	07232850
Date of Birth	17/10/1966
Age	59
Date of first appointment on the Board	08/07/2015
Qualification	Matric
Brief Profile including experience and Expertise in specific functional areas	Mrs. Shachi Bhardwaj has been serving as a Director of the Company since July 08, 2015. She brings over 10 years of experience in business and industry, with expertise in strategic planning, business operations, and corporate governance. She has been instrumental in contributing to the Company's growth and overall management.
Terms and Conditions of appointment	Designation: Whole-Time Director / Executive Director Tenure: 5 years Remuneration: <ul style="list-style-type: none"> o Salary: ₹1,00,000 per month which may be increased to 300000 per month as per terms and condition decided by board from time to time. o Perquisites and allowances as per Company policy o Performance-linked incentive, if any Other Terms: As may be approved by the Board within the limits prescribed under applicable laws
Details of remuneration sought to be paid	As per the resolution set out at Item No. 1 of the Postal Ballot Notice read with statement pursuant to Section 102 of the Act.
Remuneration last Drawn	96000 p.a
Relationship with other director/Manager and other Key Managerial Personnel of the company	Wife of Mr. Rakesh Samrat Bhardwaj Mother of Mr. Dyuman Samrat Bhardwaj
Directorships of other Board	(i) Bhagawati International Limited (ii) Bhagawati Combat Systems Limited (iii) Dyuman Private Limited
Number of meetings of the Board Attended	FY 2025-26(till the date of the Postal Ballot Notice): 100% (8 meetings held)
Membership/Chairmanship Of Committees of other Board	NA
Shareholding in the Company	977,600
Information as required pursuant to circular no. LISR/COMP/14/2018-19 dated June, 2018 w. r.t Enforcement of SEBI Orders Regarding appointment of Directors by listed companies	She is not debarred from the holding the office of Director by virtue of any order of Securities and Exchange Board of India (SEBI) or any other such Authority.
Names of Listed Entities from which the person has resigned in the past three years	NIL