



INDIAN GAS EXCHANGE LIMITED

CIN: U74999DL2019PLC357145

Reg. Office: 1st Floor Unit No. 1.14(b), Avanta Business Centre, Southern Park, D-2, District Centre, Saket, New Delhi – 110017.

Corp. Office: Plot No. C-001/A/1, 6th Floor, Office-D, Max Towers, Sector 16B, Noida, Gautam Buddha Nagar, Uttar Pradesh – 201301.

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ADDENDUM TO THE NOTICE OF FIFTH (5TH) ANNUAL GENERAL MEETING OF THE COMPANY

Addendum to the Notice dated 22nd July 2024 convening Fifth (5th) Annual General Meeting (“AGM”) of the Members of the Indian Gas Exchange Limited (IGX) scheduled to be held on Friday, 16 August 2024 at Time IST, through Video Conferencing (VC) / Other Audio-Visual Means (OAVM

Notice is hereby given pursuant to the provisions of Section 160 of the Companies Act, 2013 (‘Act’) read with Rule 13 of the Companies (Appointment and Qualification of Directors) Rules, 2014, of the intention of a member signifying candidature of Mr. Ian de Souza (DIN: 10721685) for the office of Director of the Company. Mr. Ian de Souza was appointed as an Additional Director in the category of Non- Executive Director (representative of NSE Investments Limited), by the Board of Directors w.e.f. 5th August 2024 in place of Mr. Yatrik Vin. Accordingly, the following item of business is added in the aforesaid Notice as Item No 5 as a Special Business and this addendum shall be deemed to be an integral part of the original Notice dated 22nd July 2024 and the notes provided therein.

Attention of the shareholders is specifically drawn to the attached explanatory statement to explain the background of the proposal.

SPECIAL BUSINESS:

Item No. 5: To appoint Mr. Ian de Souza (DIN: 10721685) as Non-Executive and Non-Independent Director and in this regard to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 152, 160 and any other applicable provisions of the Companies Act, 2013 read with Companies (Appointment and Qualifications of Directors) Rules, 2014 and applicable provisions of PNGRB (Gas Exchange) Regulations, 2020 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. Ian de Souza (DIN: 10721685), who was appointed as an Additional Director of the Company by the Board of Directors with effect from August 5, 2024, and whose term of office expires at this Annual General Meeting and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member proposing his candidature



be and is hereby appointed as a Non-Executive and Non-Independent Director of the Company being not liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors or the Company Secretary be and is hereby severally authorized to do all acts and take such steps as may be necessary, proper or expedient to give effect to this resolution.”

By Order of the Board of Directors
For **Indian Gas Exchange Limited**

Sd/-
(Priyanka Nautiyal)
Company Secretary & Compliance Officer
Membership No. A20001

Place: Noida
Date: August 7, 2024



Notes:

1. The Statement pursuant to Section 102 (1) of Companies Act, 2013, in respect of the special business proposed above to be transacted at the ensuing 5th AGM, is annexed hereto and forms part of the Notice.
2. Relevant documents referred to this Addendum to the Notice of the AGM are available for inspection by the members on all working days during normal business hours upto the date of the AGM.
3. This addendum to the Notice of the AGM is also available on the website of the Company i.e. at www.igxindia.com
4. All the processes, notes and instructions related to the AGM shall mutatis-mutandis apply for the resolution proposed in this Addendum to the Notice of the AGM.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 5:

In accordance with the Share Purchase Agreement entered between Indian Energy Exchange Limited, NSE Investments Limited and the Company, Mr. Yatrik Vin was appointed as Non-Executive Director, on the Board of the Company, representing NSE Investments Limited, with effect from September 23, 2022. It is further informed that NSE Investments Limited vide its letter dated July 29, 2024 has withdrawn the existing nomination and, in his place, has nominated Mr. Ian de Souza (DIN: 10721685) as a representative of NSE Investments on the Board of IGX.

It is further informed that the Board of Directors of the Company based on the recommendation of the Nomination and Remuneration Committee (“NRC”) of the Company, has considered and approved appointment of Mr. Ian de Souza as Non-Executive Director, representing NSE Investments Limited, on the Board of the Company w.e.f. August 5, 2024. Mr. de Souza (DIN: 10721685) was appointed by the Board as an Additional Director with effect from August 5, 2024, in terms of provisions of Section 161(1) of the Companies Act, 2013, and rules made thereunder.

As per the provisions contained under Section 161(1) of the Companies Act, 2013, the “Additional Director” so appointed shall hold office upto the date of the next Annual General Meeting or the last date on which the Annual General Meeting should have been held, whichever is earlier. Accordingly, Mr. Ian de Souza, as an Additional Director, holds office upto the date of this Annual General Meeting. The Company has also received notice pursuant to Section 160 of the Companies Act, 2013 from members proposing the candidature for appointment of Mr. Ian de Souza as Non-Executive Director.



Other details as required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 to the extent applicable are annexed to this Notice.

Mr. Ian de Souza is interested in this resolution and relatives of Mr. Ian de Souza may be deemed to be interested in this resolution, to the extent of his shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors, Key Managerial Person(s) of the Company, including their relatives are, in any way, concerned or deemed to be interested.

The Board of Directors of your Company recommends that the Resolution under Item No. 5 be passed in the interest of your Company.

By Order of the Board of Directors
For **Indian Gas Exchange Limited**

Sd/-
(Priyanka Nautiyal)
Company Secretary & Compliance Officer
Membership No. A20001

Place: Noida
Date: August 7, 2024

Additional Information on Directors as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards-2 on General Meetings.

S. No.	Name of the Director	Mr. Ian de Souza
1.	DIN	10721685
2.	Age	54 yrs
3.	Brief Profile, Experience and Expertise in specific functional area	Mr. Ian de Souza is a Chartered Accountant and Cost Accountant and has done Master of Management Studies – Finance. Mr. de Souza carries over 26 years of experience in the Banking and BFSI domain with experience in strategy, cost optimization, profitability/productivity enhancement, financial controllership and implementation of internal control framework. In his past associations, Mr. de Souza has been the Chief Financial Officer at the Bank of Baroda, Magma Housing Finance, IMGIC and Bajaj Finance. Prior to this, he was engaged in senior roles with organizations like ABN Amro Bank, DCB Bank, HDFC Bank, HSBC and Yes Bank
4.	Qualification	Chartered Accountant, Cost Accountant, Master of Management Studies - Finance
5.	Terms and conditions of appointment or re-appointment	Director not liable to retire by rotation
6.	Details of remuneration sought to be paid	Nil
7.	Details of the remuneration last drawn	Not Applicable
8.	Date of first appointment on the Board	5 th August 2024 as an Additional Non- Executive Director
9.	Shareholding in the Company	Nil
10.	Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	None
11.	Board held & attended during FY 23-24.	NA
12.	Other Directorships	1. NSE Data & Analytics Limited 2. NSE Investments Limited



13.	Membership/ Chairmanship of Committees of other Boards as on 31st March, 2024	Nil
14.	Name of Listed entities from which resign during past three years	N.A.

By Order of the Board of Directors
For **Indian Gas Exchange Limited**

Sd/-
(Priyanka Nautiyal)
Company Secretary & Compliance Officer
Membership No. A20001

Place: Noida
Date: August 7, 2024