



# RAJASTHAN GASES LIMITED

**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF RAJASTHAN GASES LIMITED AT ITS MEETING ON MARCH 20, 2018 AT 1100 HOURS AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 103, ROHA ORION, 16TH STREET, NEAR 33RD ROAD, TPS III, BANDRA W, MUMBAI, MUMBAI CITY-400050, MAHARASHTRA**

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**NON-APPLICABILITY OF PARA (I)(A)(9) OF SEBI CIRCULAR CFD/DIL3/CIR/2017/21 DATED MARCH 10, 2017 READ WITH SEBI CIRCULAR NO. CFD/DIL3/CIR/2018/2 DATED 03RD JANUARY, 2018**

**“RESOLVED THAT** the Board be and hereby take on record the certificate issued by the Statutory Auditor dated March 01, 2018 in connection with NON-APPLICABILITY OF PARA (I)(A)(9) OF SEBI CIRCULAR CFD/DIL3/CIR/2017/21 DATED MARCH 10, 2017 read with SEBI Circular no. CFD/DIL3/CIR/2018/2 dated 03<sup>rd</sup> January, 2018 in connection with the Scheme of Arrangement for reduction of capital of the Company and inter alia matter pertaining to:

- a) The scheme of Arrangement does not provide for Additional shares to Promoter/ Promoter Group, Related Parties of Promoter/Promoter Group, Associates of Promoter/ Promoter Group, Subsidiary of Promoter/ Promoter Group of the Listed Company, or
- b) The scheme of Arrangement does not involve the listed Company any other entity involving Promoter/ Promoter Group, Related Parties of Promoter/Promoter Group, Associates of Promoter/ Promoter Group, Subsidiary(S) of Promoter/ Promoter Group of the Listed Company, or
- c) The scheme of Arrangement does not involve, either directly or indirectly, the equity shares of the subsidiary from any of the shareholders of the subsidiary who may be Promoter / Promoter Group, Related Parties of Promoter / Promoter Group, Associates of Promoter / Promoter Group, Subsidiary/(s) of Promoter / Promoter Group of the parent listed entity, and if that subsidiary is being merged with the parent listed entity under the Scheme.
- d) The Scheme does not involve merger of an unlisted entity which results in reduction in the voting share of pre-scheme public shareholders of listed entity in the transferee / resulting company by more than 5% of the total capital of the merged entity.

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- e) The Scheme does not involve transfer of whole or substantially the whole of the undertaking of the listed entity and where the consideration for such transfer is not in the form of listed.

*//CERTIFIED TRUE COPY//*

**For Rajasthan Gases Limited**

A handwritten signature in blue ink, appearing to read 'Nikhilesh Khandelwal'.

**Nikhilesh Khandelwal**  
**Managing Director**  
**DIN: 06945684**

# R. K. MALPANI & ASSOCIATES

CHARTERED ACCOUNTANTS,

103-A, SHYAM ANUKAMPA, O-11,  
ASHOK MARG, C-SCHEME, JAIPUR-302001  
TEL. NO. 0141-2364313, 2364513, 2364413  
94140-70501(M), 98290-64513(M)  
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## TO WHOM SO EVER IT MAY CONCERN

We hereby certify that as per SEBI Circular No. CIR SEBI circular CFD/DIL3/CIR/2017/21 dated March 10, 2017 read with SEBI Circular no. CFD/DIL3/CIR/2018/2 dated 03rd January, 2018 and in connection with the scheme of reduction of capital of Rajasthan Gases Limited the Following:

- The scheme of Arrangement does not provide for Additional shares to Promoter/ Promoter Group, Related Parties of Promoter/Promoter Group, Associates of Promoter/ Promoter Group, Subsidiary of Promoter/ Promoter Group of the Listed Company, or
- The scheme of Arrangement does not involve the listed Company any other entity involving Promoter/ Promoter Group, Related Parties of Promoter/Promoter Group, Associates of Promoter/ Promoter Group, Subsidiary(S) of Promoter/ Promoter Group of the Listed Company, or
- The scheme of Arrangement does not involve, either directly or indirectly, the equity shares of the subsidiary from any of the shareholders of the subsidiary who may be Promoter / Promoter Group, Related Parties of Promoter / Promoter Group, Associates of Promoter / Promoter Group, Subsidiary/(s) of Promoter / Promoter Group of the parent listed entity, and if that subsidiary is being merged with the parent listed entity under the Scheme
- The Scheme does not involve merger of an unlisted entity which results in reduction in the voting share of pre-scheme public shareholders of listed entity in the transferee / resulting company by more than 5% of the total capital of the merged entity.
- The Scheme does not involve transfer of whole or substantially the whole of the undertaking of the listed entity and where the consideration for such transfer is not in the form of listed equity shares

We further certify that Para (I) (A) (9) of the SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 read with SEBI Circular no. CFD/DIL3/CIR/2018/2 dated January 03, 2018 for e-voting of Public Shareholders is not applicable to Company in connection with the scheme of reduction of capital of the Company

For R. K. MALPANI & ASSOCIATES,  
Chartered Accountants,  
Firm Reg No. 0027590

  
(RAKESH JHALANI)  
Partner



Membership No. 074142

Place : JAIPUR  
Dated : 01.03.18