

**GUJARAT GAS LIMITED****Registered Office:** Gujarat Gas CNG Station, Sector 5/C, Gandhinagar – 382006, Gujarat

Tel: +91-79-26462980 Fax + 91-79-26466249

website: www.gujaratgas.com,**E-mail Id:** Investors@GUJARATGAS.com**CIN:** L40200GJ2012SGC069118**NOTICE OF 10TH ANNUAL GENERAL MEETING**

NOTICE is hereby given that the 10th (Tenth) Annual General Meeting of the Members of Gujarat Gas Limited will be held on Monday, 29th August, 2022 at 11:30 AM, through Video Conference (“VC”) / Other Audio Visual Means (“OAVM”), to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements (Standalone & Consolidated) of the Company for the Financial Year ended 31st March, 2022 and the Reports of the Board of Directors together with the Reports of Statutory Auditors and Comments of the Comptroller & Auditor General of India.
2. To declare Dividend on equity shares for the Financial Year 2021-22.
3. To re-appoint Shri. Milind Torawane, IAS, (DIN: 03632394), who retires by rotation and being eligible offers himself for re-appointment.
4. To authorise the Board of Directors of the Company to fix remuneration of Statutory Auditors of the Company for Financial Year 2022-23, in terms of the provisions of Section 142 of Companies Act, 2013.

SPECIAL BUSINESS

5. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**
“RESOLVED THAT Shri. Raj Kumar, IAS, (DIN: 00294527) who was appointed as an Additional Director pursuant to provisions of Sections 149,152, 161 of the Companies Act, 2013 read with Companies (Appointment and Qualifications of Directors) Rules, 2014 [including any statutory modification(s) or re-enactment thereof for the time being in force] and Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom, the Company has received a notice in writing under Section 160 of the Companies Act, 2013, from a Member proposing his candidature for the office of the Director be and is hereby appointed as a Director of the Company till further orders by Government of Gujarat in this regard, who shall be liable to retire by rotation.”
6. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**
“RESOLVED THAT pursuant to the provisions of the Section 148 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013, if any, and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the remuneration of M/s. Ashish Bhavsar & Associates, Cost Accountants, (firm registration No. 000387) the Cost Auditors of the Company, (whose appointment and remuneration has been recommended by the Audit Committee and approved by the Board of Directors), for conducting the audit of the cost records maintained by the Company for the Financial Year 2022-23, i.e. Rs. 1,30,000/- (Rupees One Lac Thirty Thousands only) + GST and out of pocket expenses, is hereby ratified.
RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and to take such steps as may be necessary, proper and expedient to give effect to this resolution.”

**By Order of the Board
For Gujarat Gas Limited**

**Sandeep Dave
Company Secretary**

Date: 3rd August, 2022**Place:** Ahmedabad**Registered Office:** Gujarat Gas CNG Station, Sector 5/C, Gandhinagar – 382006, Gujarat**Tel:** +91-79-26462980 **Fax** + 91-79 26466249 **website:** www.gujaratgas.com **E-mail:** Investors@GUJARATGAS.com

**Notes:**

1. Considering the CoVID-19 pandemic, the Ministry of Corporate Affairs (MCA) has vide its circular dated 5th May, 2020 read with Circulars dated 8th April, 2020 and 13th April, 2020, Circular dated 13th January, 2021, Circular dated 14th December, 2021 and Circular dated 5th May, 2022 (collectively referred as "MCA Circulars") and Securities and Exchange Board of India ("SEBI") vide its circular dated 12th May, 2020, circular dated 15th January, 2021 and circular dated 13th May, 2022 (collectively referred to as "SEBI Circulars") permitted convening of the Annual General Meeting through Video Conferencing (VC) or Other Audio Visual Means (OAVM), without the physical presence of the members at the common venue. In accordance with the MCA Circulars, provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Annual General Meeting of the Company is being held through VC/OAVM. The deemed venue for the AGM shall be Registered Office of the Company. The Central Depository Services (India) Limited will be providing facility for voting through remote e-voting, for participation in the AGM through VC/OAVM facility and e-voting during the AGM. The procedure for participating in the Meeting through VC/OAVM is explained in later part of Notes.
2. Generally, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on poll instead of himself and the proxy need not be a member of the Company. Since this AGM shall be conducted through VC/OAVM, the facility for appointment of proxy by the members will not be available for the AGM and hence the Proxy Form and Attendance Slip including the Route Map are not annexed hereto.
3. Corporate Members are requested to send a scanned copy of its Board Resolution authorizing its representative to attend the AGM through VC/OAVM and to vote at the AGM pursuant to Section 113 of the Companies Act, 2013 to the scrutiniser at manojhurkat@hotmail.com.
4. An Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 relating to the special business to be transacted at the AGM and the relevant details of the Directors seeking appointment/re-appointment at the AGM as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) 2015 is annexed thereto. The Board of Directors have considered and decided to include the Item No. 5 to 6 given above as Special Business in the forthcoming AGM, as they are unavoidable in nature.
5. The Company has fixed Monday, 22nd August, 2022 as "Record Date" for determining entitlement of Final Dividend of Rs. 2/- (i.e. 100%) per Share for the Financial Year ended on 31st March, 2022.

ELECTRONIC DISPATCH OF ANNUAL REPORT AND PROCESS FOR REGISTRATION OF EMAIL ID FOR OBTAINING COPY OF ANNUAL REPORT/LOGIN CREDENTIALS FOR E-VOTING

6. In Compliance with the aforesaid MCA Circulars and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020, SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021 and SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May, 2022 stating that owing to the difficulties involved in dispatching of physical copies of the financial statements (including the Report of Board of Directors, Auditor's Report and other documents required to be annexed therewith), such statements including the Notice of AGM are being sent in electronic mode to Members whose E-mail addresses are registered with the Company or the Depository Participant(s).
7. Members who have not updated their E-mail addresses and mobile number with the Company/ R&TA KFin Technologies Limited/respective Depository Participants are requested to follow the below procedure to get their E-mail addresses updated to obtain the copy of Annual Report and Login Credentials for attending AGM/casting votes through E-voting at www.evotingindia.com:
 - **Shareholders holding Shares in physical mode:** The Shareholders are requested to update their email addresses by sending following documents by E-mail at einward.ris@kfintech.com or by writing to R&TA at Selenium Tower B, Plot Nos. 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad – 500032:
 - a) A signed request letter mentioning your name, folio number and complete address;
 - b) Self attested scanned copy of the PAN Card; and
 - c) Self attested scanned copy of any document (such as AADHAR Card, Driving Licence, Passport) in support of the address of the Member as registered with the Company.
 - **Shareholders holding Shares in Demat mode:** The Shareholders are requested to provide the following details by E-mail at einward.ris@kfintech.com or by writing to R&TA at Selenium Tower B, Plot Nos. 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad – 500032:
 - a) Name and Demat account details (CDSL - 16 digit beneficiary ID or NSDL - 16 digit DP ID + Client ID)
 - b) Client Master or copy of Consolidated Account statement
 - c) Self attested scanned copy of the PAN Card; and
 - d) Self attested scanned copy of any document (such as AADHAR Card, Driving Licence, Passport) in support of the address of the Member as registered with the Company.Shareholders holding Shares in Demat mode are also requested to update their E-mail addresses and mobile number with their Depository Participants.



- **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 attending AGM & 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 22 55 33. 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 toll free no. 1800 22 55 33.

8. Notice of the AGM along with the Annual Report 2021 – 22 is also available on the website of the Company i.e. www.gujaratgas.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange Limited at <https://www.bseindia.com/> and <https://www.nseindia.com/> respectively. Further, the AGM Notice will also be available on the website of CDSL www.evotingindia.com.

PROCEDURE FOR JOINING THE AGM THROUGH VC / OAVM

9. The Company will provide facility of VC/OAVM to its member for participating at the AGM.
The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
10. Members attending the AGM through VC/ OAVM shall be counted for purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

PROCEDURE FOR REMOTE E-VOTING AND E-VOTING DURING AGM

11. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide facility to the Members to exercise their right to vote by electronic means in respect of the Resolution(s) contained in this Notice. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) as the Authorised Agency to provide remote e-voting facility (i.e. the facility of casting votes by a Member by using an electronic voting system from a place other than the venue of a General Meeting) as well as e-voting facility during the AGM.
12. The cut off date for the purpose of e-voting (including remote e-voting) is Monday, 22nd August, 2022. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories at the close of business hours on Monday, 22nd August, 2022 shall be entitled to vote on the resolutions proposed to be passed at the AGM by electronic means. The Voting rights of the members shall be in proportion of the paid-up value of their shares in the equity capital of the Company as on the cut off date for the purpose of the e-voting.
13. The Members may cast their votes on electronic voting system from any place (remote e-voting). The remote e-voting will be available during the following period after which the portal shall forthwith be blocked and shall not be available:

Commencement of remote e-voting	09:00 A.M. (IST) on Friday, 26th August, 2022
End of remote e-voting	05:00 P.M. (IST) on Sunday, 28th August, 2022

14. The Board of Directors of the Company have appointed M/s Manoj Hurkat & Associates, Practising Company Secretary, as the Scrutinizer to scrutinize the entire e-voting process (i.e. remote e-voting and e-voting facility during AGM) in a fair and transparent manner.
15. The Scrutinizer shall submit, on or before 1st September, 2022 (11:30 A.M.), a consolidated Scrutinizer's Report (for votes casted during the AGM and votes casted through remote e-voting) of the total votes cast in favour or against, if any, forthwith to the Chairman of the Company or a person authorised by him, who shall declare the result forthwith.
16. The Results declared alongwith the Scrutinizer's Report shall be placed on the Company's website www.gujaratgas.com and on the website of Central Depository Services (India) Limited immediately after the result is declared and shall be simultaneously communicated to the BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) where the Equity Shares of the Company are Listed.



17. **Information and instructions relating to e-voting are given as under:**

Remote E-voting:

- (i) Pursuant to **SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 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. 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.
- (ii) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 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 aforesaid SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode is given below:**

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 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 URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting 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 link provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KFIN/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & 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.
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 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.nsd.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 or joining virtual meeting & voting during the meeting. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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 held 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 or joining virtual meeting & voting during the meeting



Individual Shareholders (holding securities in demat mode) login through their Depository Participants	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 or joining virtual meeting & voting during the meeting.
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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 22 55 33.
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 toll free no.: 1800 1020 990 and 1800 22 44 30

(iii) Login method for e-Voting and joining virtual meeting for **shareholders other than individual shareholders holding in Demat form & physical shareholders.**

- 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 Shareholders holding shares in Demat Form other than individual and Physical Form
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 provided in the E-mail sent to the Shareholders.
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 as mentioned in instruction (iii).

- (iv) After entering these details appropriately, click on "SUBMIT" tab.
- (v) 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.
- (vi) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (vii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (viii) 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.
- (ix) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.



- (x) 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.
- (xi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xiii) 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.
- (xiv) **Facility for Non – Individual Shareholders and Custodians – Remote Voting**
- 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 should be mailed to helpdesk.evoting@cDSLindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour 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 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; manojhurkat@hotmail.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **10 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at Investors@GUJARATGAS.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in **advance atleast 10 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at Investors@GUJARATGAS.com. These queries will be replied to by the company suitably. It is to be noted that Company reserves the rights to restrict the number of questions and number of speakers, as appropriate for smooth conduct of AGM.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Further, the facility of e-voting will also be available at the AGM and the members who have not cast their vote by remote e-voting on all or any of the resolutions set out in the Notice can cast their vote at the Meeting. The Members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again at the Annual General Meeting. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

**PROCEDURE FOR INSPECTION OF DOCUMENTS**

18. All the documents referred to in the accompanying Notice and Explanatory Statements, shall be available for inspection through electronic mode on the basis of prior request. Members seeking to inspect such documents can send the e-mail to Investors@GUJARATGAS.com.
19. During the AGM, the Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the Directors are interested under Section 189 of the Act shall be available for inspection electronically by the Members during the E-AGM upon login CDSL e-voting system at <https://www.evotingindia.com>.

DIVIDEND RELATED INFORMATION:

20. Subject to approval of the Members at the AGM, the Dividend will be paid by the Company on or before 27th September, 2022 to the Members whose name appears on the Company's Register of Members as on the Record Date i.e. Monday, 22nd August, 2022 as Beneficial owners as at the close of business hours on Monday, 22nd August, 2022, as per the list to be furnished by the Depositories in respect of the shares held in electronic form and for physical shareholders after giving effect to all valid share transfer in physical form received as at the close of business hours on Monday, 22nd August, 2022.
21. It is to be noted that payment of Dividend shall be made through electronic mode to the shareholders who have updated their bank details. Dividend Warrants/Demand drafts will be dispatched to the registered address of the Shareholders who have not updated their bank details.
22. Members holding shares in Demat Form are hereby informed that bank particulars registered with their respective Depository Participants, with whom they maintain their Demat accounts, will be used by the Company for the payment of Dividend. The Company or its Registrar cannot act on any request received directly from the Members holding shares in Demat Form for any change of bank particulars. Such changes are to be intimated only to the Depository Participant(s) of the Members. Members holding shares in Demat form are requested to intimate any change in their address and / or bank mandate immediately to their Depository Participants.
23. Members holding shares in Physical Form are requested to register / update Bank Mandates by submitting following details / documents by E-mail at inward.ris@kfintech.com or by writing to our R&TA, KFin Technologies Limited (KFinTech):
- Name and Branch of Bank in which Dividend is to be received and Bank Account Type;
 - Bank Account Number allotted by your Bank after implementation of Core Banking Solutions;
 - 11 digit IFSC Code; and
 - Self attested scanned copy of cancelled cheque bearing the name of the Member or first holder, in case Shares are held jointly.
 - Form ISR-2
24. **INFORMATION ON TDS ON DIVIDEND INCOME:**
Members may note that the Income Tax Act, 1961, mandates that dividends paid or distributed by a Company shall be taxable in the hands of the Shareholders. The Company shall therefore be required to deduct Tax at Source (TDS) at the time of payment of dividend as per the provisions of the Income Tax Act, 1961.

FOR RESIDENT SHAREHOLDERS:

Category of shareholder	Tax Deduction Rate	Exemption applicability/ Documentation requirement
Resident Shareholder	10%	No TDS shall be deducted in the case where the total Dividend Income for FY 2022-23 to the Individual Shareholder from the respective entity paying the dividend does not exceed Rs. 5,000/-
Resident Individual submitting form 15G/15H	NIL	<ul style="list-style-type: none"> Duly filled Form 15G (Individual with age less than 60 years) Duly filled Form 15H (Individual with age 60 years or more) Blank Form 15G and 15H can be downloaded from GGL's website at https://www.gujaratgas.com/investors/tds-on-dividend/
Insurance Companies	NIL	<ul style="list-style-type: none"> Self-Attested copy of PAN & IRDAI Registration Certificate Duly signed self-declaration Declaration format can be downloaded from GGL's website at https://www.gujaratgas.com/investors/tds-on-dividend/
Mutual Funds	NIL	<ul style="list-style-type: none"> Self-Attested copy of PAN & Registration Certificate Duly signed self-declaration Declaration format can be downloaded from GGL's website at https://www.gujaratgas.com/investors/tds-on-dividend/



Alternative Investment Fund Category- I & II	NIL	<ul style="list-style-type: none"> Self-Attested copy of PAN & Registration Certificate issued by SEBI Self-Declaration that its income is exempt under section 10(23FBA) read with Section 115UB read with Section 197A(1F) of the Act.
Order u/s 197 of the Act	Rate provided in the order	<ul style="list-style-type: none"> Valid Lower / NIL Withholding Tax Certificate obtained from Income Tax Authorities for the F.Y. 2022-23 Self-attested copy of PAN <p>Gujarat Gas Limited's tax deduction account number (TAN) which is required for applying lower/ nil TDS certificate is AHMG05349B.</p>

FOR NON-RESIDENT SHAREHOLDERS

Category of shareholder	Tax Deduction Rate	Exemption applicability/ Documentation requirement
Non-Resident Shareholder including Foreign Institutional Investors / Foreign Portfolio Investors ('FII/FPI']	20% (plus applicable surcharge and cess) or Tax treaty rate (if the same is availed on the basis of submission of requisite documents and disclosures)	<p>If Non-Resident Shareholder wishes to avail the benefits of Tax Treaty, they will have to submit the following:</p> <ul style="list-style-type: none"> Self-attested copy of Permanent Account Number (PAN Card), if any, allotted by the Indian income tax authorities; Self-attested copy of Tax Residency Certificate (TRC) applicable for FY 2022-23 obtained from the tax authorities of the Country of which the Shareholder is resident. Duly signed Form 10F with all the requisite details Self-Declaration by the Non-Resident Shareholder of having no Permanent Establishment (No PE) /Fixed Base in India, beneficial ownership & compliance with provisions of Multilateral Instrument (MLI). <p>The format for "Form 10F" and "Self Declaration by Non-Residents" can be downloaded from GGL's website at https://www.gujaratgas.com/investors/tds-on-dividend/</p> <p>The Company is not obligated to apply the beneficial DTAA rates at the time of Tax deduction / withholding on Dividend amounts. Application of beneficial DTAA Rate shall depend upon the completeness and satisfactory review by the Company, of the documents submitted by Non-Resident Shareholder.</p>
Submitting Order under section 197 or 195 of the Act.	Rate provided in the order	<ul style="list-style-type: none"> Valid Lower / NIL Withholding Tax Certificate obtained from Income Tax Authorities for the F.Y. 2022-23 Self-attested copy of PAN <p>Gujarat Gas Limited's tax deduction account number (TAN) which is required for applying lower/ nil TDS certificate is AHMG05349B.</p>

The Shareholders holding shares under multiple accounts under different status / category and single PAN, may note that, higher of the tax as applicable to the status in which shares held under a PAN will be considered on their entire holding in different accounts.

Application of TDS rate is subject to necessary due diligence and verification by the Company of the shareholder details as available in register of members on the record date and any other additional documents that may be submitted.

In the event of any Income Tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy or omission of information provided / to be provided by the Shareholder(s), such Shareholder(s) will be responsible to indemnify the Company and also, provide the Company with all information / documents and co-operation in any appellate proceedings.

It may be further noted that in case the tax on said dividend is deducted at a higher rate, in absence of receipt of the aforementioned details / documents from residential shareholders, there would still be an option available to the shareholder to claim the appropriate refund at the time of filing the return of income as per eligibility. No claim shall lie against the Company for such taxes deducted.

Kindly note that the aforementioned documents are required to be submitted by uploading the same at <https://ris.kfintech.com/form15> or by E-mail at einward.ris@kfintech.com or may submit the physical documents to M/s. Kfintech technologies Ltd, Unit: Gujarat Gas Limited, Selenium Tower B, Plot 31-32, Financial District, GachiBowli, Serilingampally Mandal, Nanakramguda, Hyderabad - 500032 Telangana Toll free no.: 1800 309 4001 **on or before two days post record date fixed for the purpose of dividend** in order to enable the Company to determine and deduct appropriate TDS / Withholding Tax Rate. No communication on the Tax determination / deduction shall be entertained post the aforementioned timeline.



The Company vide separate email have sent detailed communication for deduction of Tax at Source on dividend on 22nd July, 2022, Further, the said communication is also available at Company's website at <https://www.gujaratgas.com/investors/tds-on-dividend/>.

IEPF RELATED INFORMATION:

25. The erstwhile Gujarat Gas Company Limited and Gujarat Gas Financial Services Limited had paid dividends to its shareholders and pursuant to the Companies Act, 2013, the amount of such dividends pertaining to 2013-14 (i.e. From 01-01-2013 to 31-03-2014), that was unclaimed/ unpaid have been transferred to the Investor Education and Protection Fund (IEPF) of the Government. Members who have not encashed their dividend warrants pertaining to FY 2014-15 to FY 2020-21, may approach the Company or its Registrar & Share Transfer Agent for obtaining payment thereof mentioning the relevant folio number or DPID/ Client ID, for issuance of duplicate / revalidated dividend warrant(s).

Pursuant to the provisions of Section 124 of the Companies Act, 2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company has transferred all the Shares in respect of which Dividend has not been paid or claimed by the Shareholders for seven consecutive years or more to the Demat account of the Investor Education and Protection Fund Authority (IEPF).

The Company has been sending reminders to those members having unpaid/unclaimed dividends before transfer of such dividend(s) to IEPF. The Company has uploaded full details (Name, Folio no/DP id/Client id) of such shareholders on its website www.gujaratgas.com. Members who have not encashed their dividend pertaining to the FY 2014-15 to FY 2020-21 are advised to write to the Company or KFin Technologies Limited (KFin), the Registrar and Share Transfer Agent, at Selenium Tower B, Plot 31- 32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032, Toll free no.: 1800 309 4001 or e-mail: einward.ris@kfintech.com immediately for obtaining payment thereof mentioning the relevant Folio number or DP ID and Client ID along with bank details.

The aforesaid Rules provides for the manner of transfer of the unpaid and unclaimed dividends to IEPF and the manner of transfer of shares in case any dividend has not been encashed by the shareholders on such shares during the last seven years to the designated demat account of the IEPF Authority. As per the requirement, the Company had sent information to all the shareholders who had not claimed/encashed dividends in the last seven years intimating, amongst other things, the requirements of the aforesaid rules with regard to transfer of shares and that in the event those shareholders do not claim any unclaimed/unpaid dividends for the past seven years, the Company will be required to transfer the respective shares to the IEPF demat Account by the due date prescribed as per the aforesaid rules and as amended from time to time. The Company had also simultaneously published notice in the leading newspaper in English and regional language having wide circulation as per statutory requirement and uploaded on the "Investors Section" of the Website of the Company viz. www.gujaratgas.com giving details of such shareholders and shares due to be transferred. In case valid claim is not received, the respective shares will be credited to the demat account of the IEPF Authority.

26. Members may note that they can claim back the Shares as well as unclaimed Dividends transferred to the IEPF Authority. Concerned Members/Investors are advised to visit the weblink <http://www.iepf.gov.in/IEPF/refund.html> or contact R&TA for lodging claim for refund of Shares and/or Dividend from the IEPF Authority.

OTHER INFORMATION:

27. As per Regulation 40 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, Securities of listed companies can be transferred only in Dematerialized Form with effect from 1st April, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares, members holding shares in Physical Form are requested to consider converting their holdings to Dematerialized Form.
28. The Securities and Exchange Board of India has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Accordingly, if not submitted, Members holding Shares in electronic mode are, therefore, requested to submit the PAN details to their Depository Participants with whom they are maintaining their demat accounts. Further, the Members holding Shares in physical form can submit their PAN details to KFin Technologies Limited.
29. SEBI with an objective to streamline and strengthen the procedures and processes with regard to handling and maintenance of records, transfer of securities etc. issued Guidelines, wherein, it requires companies to take special efforts to collect copy of PAN and bank account details of the physical shareholders. Accordingly, physical shareholders who have not submitted, are requested to provide/submit the self attested copy of PAN Card, Original Cheque leaf duly cancelled with name of 1st holder/sole holder (if name is not printed, self-attested copy of first and last page of recently updated pass book of 1st holder) to the R&TA.
30. As stipulated under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, profile of Directors seeking re-appointment / appointment is separately annexed herewith.
31. The Resolutions will be deemed to be passed on the Annual General Meeting date subject to receipt of requisite number of votes in favour of the Resolutions.
32. Shareholders are requested to refer Communication addressed to shareholders uploaded at <https://www.gujaratgas.com/resources/downloads/investor-service-procedure-for-physical-shareholders-29122021.pdf> and submit requisite documents in line with statutory requirements.

Date: 3rd August, 2022

Place: Ahmedabad

Registered Office: Gujarat Gas CNG Station, Sector 5/C, Gandhinagar – 382006, Gujarat

Tel: +91 - 79 - 26462980 Fax + 91 - 79 26466249 website: www.gujaratgas.com E-mail: Investors@GUJARATGAS.com

For Gujarat Gas Limited

Sandeep Dave

Company Secretary

**ANNEXURE TO THE NOTICE****EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (2) OF THE COMPANIES ACT, 2013****Item No. 5 Appointment of Shri Raj Kumar, IAS as Director liable to retire by rotation.**

Shri Raj Kumar, IAS, had been appointed as an Additional Director by the Board of Directors effective from 21st July, 2022, in view of communication no - MIS/15-2014/1345/E dated 20/07/2022 received from Energy and Petrochemicals Department, Government of Gujarat. He and his relatives hold nil shares of the Company.

As per the provisions of section 161 of the Companies Act, 2013, and the Articles of Association of the Company, he holds the office of Director till the conclusion of this Annual General Meeting. A notice under section 160 of the Companies Act, 2013, has been received from a shareholder, signifying the intention to propose his candidature for appointment as the Director of the Company.

Accordingly, the Board recommends the said resolution in relation to his appointment as Director liable to retire by rotation, for your approval by passing an ordinary resolution.

His brief profile, the nature of his expertise in specific functional areas, disclosure of relationships between directors, inter-se, names of companies in which he holds Directorship, Committee Memberships/ Chairmanships, his shareholding etc and other information is annexed to this Explanatory Statement.

Copy of aforesaid communication from Energy and Petrochemicals Department would be available for inspection through electronic mode.

None of the Directors/Promoters or Key Managerial Personnel (KMP) or relatives of Directors/Promoters and KMPs, except Shri Raj Kumar, IAS, is concerned or interested in the Resolution at Item No. 5 of the Notice. Shri Raj Kumar, IAS and his relatives, if any, are interested or concerned in the Resolution concerning his appointment proposed at Item No. 5.

Item No. 6 Ratification of remuneration of Cost Auditors for FY 2022-23.

The Board of Directors at its Meeting held on 3rd August, 2022, on the recommendation of the Audit Committee, appointed M/s Ashish Bhavsar & Associates, (firm Registration No. 000387) as the Cost Auditors to conduct the Audit of the cost accounts / records maintained by the Company for the Financial Year 2022-23 at the remuneration of Rs 1,30,000/- (Rupees One Lac Thirty Thousands only) + GST and out of pocket expenses.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, including any statutory modification(s) or re-enactment thereof for the time being in force, the said remuneration payable for FY 2022-23 to M/s Ashish Bhavsar & Associates, Cost Accountants as Cost Auditor is required to be ratified by the Members of the Company.

Therefore, the Directors recommend the Resolution at Item No. 6 of this Notice for your ratification / approval.

None of the Directors/Promoters or Key Managerial Personnel (KMP) or relatives of Directors/Promoters and KMPs is / are, in any way, concerned or interested, financially or otherwise, in the aforesaid Resolution No. 6 of this Notice.

**ANNEXURE TO THE EXPLANATORY STATEMENT**

Information pursuant to Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings(SS-2) of Directors seeking appointment / re-appointment / continuation of appointment at the forthcoming Annual General Meeting

Name of Director	Shri Milind Torawane, IAS	Shri Raj Kumar, IAS
DIN No	03632394	00294527
Date of Birth	30/08/1972	06/01/1965
Date of the first appointment on the Board	10th August, 2017	21st July, 2022
Qualifications	B.E. (Electronic & Tele Communication)	B. Tech (Elec. Engg), Master in Public Policy.
Nature of Expertise / Experience	He has held various important positions in Government of Gujarat (GoG) like Municipal Commissioner-Surat Municipal Corporation, Secretary-Housing & Nirmal Gujarat, Additional Chief Executive-Gujarat Urban Development Mission, Director-Diamond Research & Mercantile City Limited, etc. Lastly, he was Managing Director-Gujarat Urban Development Company Limited.	He is a Gujarat Cadre officer of Indian Administrative Services belonging to 1987 batch. He possesses a degree of B.Tech. in Electrical Engineering and M. Sc. in Public Policy. He commands a very vast and varied experience. As an IAS officer, he has worked in various capacities covering a very wide spectrum of Government departments, both at State and Central level. Presently, he is the Additional Chief Secretary, Home Department, Government of Gujarat. Before being appointed as ACS (Home), he served as Secretary, Department of Defence Production, Ministry of Defence, Govt of India. He has been Chairman/Managing Director/ Director in many Central & State PSUs, during his tenure in government service. During his long spanning career, he has also participated in various national and international training programmes covering a wide range of topics. He has received many awards during his career in recognition of excellence in service and he also has several publications to his credit.
Terms and Conditions of Appointment and details of Remuneration	Nominee Director. He does not draw any remuneration from Company except out of pocket expenses for attending meeting of Board / Committee of Directors.	Nominee Director. He does not draw any remuneration from Company except out of pocket expenses for attending meeting of Board / Committee of Directors.
Names of other Companies in which the person also holds the directorship including listed entities	Gujarat Mineral Development Corporation Limited Gujarat Gas Limited GSPC LNG Limited Gujarat State Electricity Corporation Limited Gujarat Urja Vikas Nigam Limited Gujarat State Financial Services Ltd Gujarat State Investment Limited	Gujarat State Police Housing Corporation Limited Dahej Sez Limited Gujarat State Petroleum Corporation Limited Gandhinagar Railway and Urban Development Corporation Limited Gujarat Rail Infrastructure Development Corporation Limited Gujarat Gas Limited Gujarat Mineral Development Corporation Limited Gujarat State Petronet Limited
No. of Share held including shareholding as beneficial owner	Nil	Nil
Memberships/ Chairmanships of committees of Board of Directors of Company	Audit Committee- Member Stakeholder Relationship Committee- Member Risk Management Committee- Chairman Project Committee- Chairman Corporate Social Responsibility- Member	Nil

**ANNEXURE TO THE EXPLANATORY STATEMENT**

Chairman/ Member of the Committees of other Companies including listed entities	Gujarat Mineral Development Corporation Limited Audit Committee- Member Stakeholder Relationship Committee- Member	Dahej SEZ Limited Corporate Social Responsibility Committee- Chairman Gujarat State Petronet Limited Stakeholder Relationship Committee- Member Project Management Committee- Member Personnel Committee- Member Gujarat Mineral Development Corporation Limited Tender Committee- Chairman Gujarat State Petroleum Corporation Limited Corporate Social Responsibility Committee- Member GSPC Committee of Directors for Financial Restructuring- Member GSPC Committee of Directors for Onshore Blocks- Member HR Committee- Member Project Committee- Member Nomination & Remuneration Committee- Member Gujarat State Police Housing Corporation Limited Finance and Tender Committee Chairman
Names of listed entities from which a person has resigned in the past three years	Gujarat Alkalies and Chemicals Limited Gujarat Industries Power Company Limited	Nil
No. of Meetings of the Board attended during the Financial Year (2021-22)	4	0 (appointed w.e.f. 21st July, 2022)
Disclosure of relationship between directors inter-se	NA	NA

By Order of the Board
For Gujarat Gas Limited

Sandeep Dave
Company Secretary

Date: 3rd August, 2022
Place: Ahmedabad

Registered Office: Gujarat Gas CNG Station, Sector 5/C, Gandhinagar – 382006, Gujarat
Tel: +91 - 79 - 26462980 **Fax** + 91 - 79 26466249 **website:** www.gujaratgas.com **E-mail:** Investors@GUJARATGAS.com