



GUJARAT GAS
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: rajeshwari.sharma@gujaratgas.com

CIN: L40200GJ2012SGC069118

NOTICE OF 7TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 7th (Seventh) Annual General Meeting of the Members of Gujarat Gas Limited will be held on Friday, 20th September, 2019, at Seminar Hall - 2 (SR2), Gate No. 1, Mahatma Mandir, Gandhinagar, Gujarat, at 12:00 Noon, to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended on 31st March, 2019, together with the Board's Report, the Report of Auditors thereon and Comment Certificate of the Comptroller & Auditor General of India, in terms of Section 143(6) of the Companies Act, 2013.
2. To declare Dividend on equity shares for FY2018-19.
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 the remuneration of Statutory Auditors of the Company for F.Y. 2019-20, 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 a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and such other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof, for the time being in force), Prof. Piyush Kumar Sinha, (DIN: 00484132) in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Independent Director be and is hereby re-appointed as an Independent Director of the Company to hold office for the second term of 2 years w.e.f. 16/08/2019."

6. To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and such other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof, for the time being in force), Prof. Vishal Gupta, (DIN: 06405808) in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Independent Director be and is hereby re-appointed as an Independent Director of the Company to hold office for the second term of 2 years w.e.f. 16/08/2019."

7. To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

RESOLVED THAT approval be and is hereby granted, in terms of Section 180 (1) (c) of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013, to the Board to borrow any sums of money, from time to time from any one or more of the Company's bankers and/or from any other persons, firms, bodies corporate or financial institutions whether by way of cash credit, overdraft, advance or deposits, loans, debt securities, debentures, bonds, commercial paper, invoice financing, bill discounting etc., as fund based limits, and/or non-fund based limits or otherwise whether unsecured or secured, in rupees or any foreign currency, so that the moneys to be borrowed together with moneys already borrowed by the Company (apart from temporary loans obtained from Company's Bankers in the ordinary course of business) will or may exceed the aggregate of the paid-up capital of the Company and its free reserves, however that the total amount upto which the moneys may be borrowed by the Board and outstanding at any time shall not exceed the sum of Rs. 15000 Crores (Rupees Fifteen Thousand Crores).

RESOLVED FURTHER THAT the authority of the Board to determine the terms and conditions of any borrowings as provided above, may be delegated by the Board to any of its Committee or to such other person(s) and subject to such restrictions or conditions, as the Board may deem fit.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matter and things and to sign all such documents and writings as may be necessary, expedient and incidental thereto, in order to give effect to this resolution and for matters connected therewith or incidental thereto."

8. 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 Kailash Sankhlecha & Associates, Cost Accountants, (firm registration No. 100221) as 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 from 1st April 2019 to 31st March

2020, at a remuneration of Rs. 1,50,000/- (Rupees One Lac Lakh Fifty Thousand only) plus 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**

**Rajeshwari Sharma
Company Secretary**

Date: 27th August, 2019

Place: Ahmedabad

IMPORTANT NOTES:

- (A) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (MEETING) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** The proxy form duly completed and signed, should be lodged with the Company, at its registered office at least 48 hours before the time of the meeting.

In terms of Section 105 of the Companies Act, 2013, and rules thereunder, a person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company. A member holding more than ten percent of the total share capital of the Company may appoint a single person as proxy and such other person shall not act as a proxy for any other person or member. Proxies submitted on behalf of the limited companies, societies etc. must be supported by appropriate resolution/authority, as applicable.

- (B) The relative Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013, in respect of the special business under item no. 5 to 8 is annexed hereto. The particulars of qualifications, experience and other Directorships etc. of the Directors proposed to be appointed / reappointed is given in the Annexure forming part of this Notice.
- (C) The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, 14th September, 2019 to Friday, 20th September, 2019 (both days inclusive) for the purpose of payment of dividend and for the Annual General Meeting. The dividend, if declared at the Annual General Meeting will be paid on or after 1st October, 2019, to those members of the Company whose names appears (a) as beneficial owners as at the close of business hours on 13th September, 2019, as per the list to be furnished by the Depositories in respect of the shares held in electronic form; and (b) as Members in the Register of Members of the Company as on 13th September, 2019, after giving effect to all valid share transfers/ transmission in physical form received on or before 13th September, 2019.

- (D) Registrar and Share Transfer Agents

Your Company has appointed Karvy Fintech Private Limited ("Karvy") as the Share Transfer Agent for physical segment. Karvy also acts as the depository registrar for establishing connectivity with NSDL and CDSL for demat segment. Karvy uses computerized share transfer system for processing transfer of equity shares.

Shareholders are requested to send their share transfer and transmission and all other requests and complaints to Karvy Fintech Private Limited at the following address:

Karvy Fintech Private Limited, Unit: GUJARAT GAS LIMITED, Karvy Selenium Tower B, Plot No. 31-32, Gachibowli, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad - 500032. Phone Number: 040-6716 1606 and 040-67161776, Fax Number: 040-67161791.

- (E) Dematerialisation of shares and liquidity

Equity shares of your Company are regularly traded on the BSE Limited and the National Stock Exchange of India Limited. 39.11% equity shares of the Company are held by non-

promoter shareholders.

Equity shares of your Company can be traded in electronic form only by all the investors. Your Company has established connectivity with both the depositories viz. NSDL and CDSL through its Share Transfer Agent. Equity shares of the Company are under compulsory demat trading by all investors. Considering the advantage of scripless trading, members are encouraged to consider dematerialisation of their shareholding so as to avoid inconvenience in future.

It is also informed to the Shareholders that Securities and Exchange Board of India had issued SEBI (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018 vide Notification dated 8th June, 2018, whereby, it has amended Regulation 40 – Transfer or Transmission or Transposition of Securities and has mandated that transfer of securities would be carried out in dematerialized form only w.e.f 5th December, 2018 and except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialized form with a depository.

In order to implement the aforementioned Amendment in the Regulation and as advised by SEBI, the Company had sent letter to the holders of physical share certificates intimating them about the amendment and sensitising them about the impact of the regulation on the transfer of shares held by them in physical form w.e.f 5th December, 2018. The Company has also placed information on its website intimating the investors about the proposed change and has provided appropriate guidance on how to dematerialize their shares. SEBI further issued press release dated 3rd December, 2018, where in the deadline had been extended and the aforesaid requirement of transfer of securities only in demat form to come into force from 1st April, 2019. SEBI vide press release dated 27th March, 2019, issued clarification that except in case of transmission or transposition of securities, requests for effecting transfer of securities will not be processed unless the securities are held in dematerialized form with a depository. This measure has come into effect from 1st April, 2019.

Subsequently, SEBI had received representations from shareholders for extension of the date of compliance. In view of the same, the following had been clarified:

1. The above decision does not prohibit the investor from holding the shares in physical form; investor has the option of holding shares in physical form even after 1st April, 2019.
2. Any investor who is desirous of transferring shares (which are held in physical form) after 1st April, 2019 can do so only after the shares are dematerialized.
3. The transfer deed(s) once lodged prior to deadline and returned due to deficiency in the document may be re-lodged for transfer even after the deadline of 1st April, 2019.

It had been also clarified by the SEBI that the above Board decision is not applicable for demat of shares, transmission (i.e. transfer of title of shares by way of inheritance / succession) and transposition (i.e. re-arrangement / interchanging of the order of name of shareholders) cases.

(F) Correspondence with the Company

Shareholders are requested to correspond with the Company through e-mail to get faster response. Address for correspondence:

Gujarat Gas Limited, 2, Shantisadan Society, Nr. Parimal Garden, Ellis Bridge, Ahmedabad - 380006, India. Telephone Numbers: +91-79- 26462980, +91-79-26460095, Fax: +91-79-26466249.

E-mail address of the Company Secretary and Compliance officer is: rajeshwari.sharma@gujaratgas.com. Shareholders may lodge their complaints and requests on this email address.

- (G) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market failing which the demat account / folio no. would be suspended for trading. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participant with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or its RTA.
- (H) All documents referred to in the notice and the explanatory statement requiring the approval of the Members at the Meeting and other statutory registers shall be available for inspection by the Members at the registered office of the Company during office hours on all working days between 10.30. a.m. and 1.00 p.m. on all days except Saturdays, Sundays and public holidays, from the date hereof, up to the date of the Annual General Meeting.
- (I) The erstwhile Gujarat Gas Company Limited and erstwhile 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 CY 2011, 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 CY 2012 to FY 2017-18, 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 CY 2012 till FY 2017- 18 are advised to write to the Company or Karvy Fintech Pvt. Ltd. (Karvy), the Registrar and Share Transfer Agent, at Selenium Tower B, Plot 31- 32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032, Tel: 040 67161500, Fax: 040 67161791, e-mail: einward.ris@karvy.com, mohammed.shanoor@karvy.com immediately for obtaining payment thereof mentioning the relevant Folio number or DP ID and Client ID, for issuance of duplicate/revalidated dividend warrant(s).

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 on 27th March, 2019 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 was not received, the respective shares were credited to the demat account of the IEPF Authority. In view of the aforesaid your Company transferred total of 1703870 equity shares to IEPF.

- (J) The Board of Directors, in its meeting held on 6th May 2019, had recommended a Dividend of Rs. 1 per Share of the face value of Rs. 2/- each, on the paid-up Equity Share Capital of the Company, which if approved by the Members at the said Annual General Meeting, will be paid on or after 1st October, 2019 but before the statutory period.
- (K) Members desirous of obtaining any information on any item of business of this meeting are requested to forward the same at least 10 days before the date of the Annual General Meeting to Company Secretary at the Corporate Office of the Company at Gujarat Gas Limited, 2, Shantisadan Society, Near Parimal Garden, Ellis Bridge, Ahmedabad 380006, India, so that the same may be attended to, appropriately.
- (L) Members holding shares in physical form, may avail of the facility of nomination in terms of Section 72 of the Companies Act, 2013, by nominating in the Form-SH 13, as prescribed in the Companies (Share Capital & Debenture) Rules, 2014, any person to whom their shares in the Company shall vest on occurrence of events stated in the Form. Those holding shares in physical form may obtain Form-SH 13 from the Company or the RTA and send the same in duplicate to the RTA. In case of Shares held in dematerialised form, the nomination has to be lodged with the respective DP.
- (M) Members holding physical shares in multiple folios in identical names are requested to send their share certificate to Company's Registrar and Share Transfer Agent, M/s Karvy Fintech Private Ltd. for consolidation. Shareholders are requested to update their addresses, bank account details, signatures, email id and ECS details with the depositories, if shares are held in demat form and with the Registrar and Share Transfer Agent, if shares are held in physical mode.
- (N) Pursuant to section 101 and 136 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, Annual Report of the Company is being sent through email to those members whose email ID is registered with the Company / Depository. In case any member wants a physical copy of the Annual Report, he may send a request to the Company Secretary at the Corporate Office / RTA. Those members who have not registered their email ID are requested to write to the RTA / their Depository Participant for registering the same.

The Annual Report for F.Y. 2018-2019 as circulated to the members of the Company is also available on the website of the Company www.gujaratgas.com.

The Ministry of Corporate Affairs (“MCA”) through its “Green Initiative in the Corporate Governance” has allowed paperless compliances by the Companies vide its Circulars No. 17/2011 dated 21/04/2011 and No. 18/2011 dated 29/04/2011 and has thereby permitted the circulation through email of the Annual Reports to the shareholder who have registered their email id as required under the Companies Act, 2013. MCA has already taken appreciable steps towards Go-Green Initiative to ensure the protection of environment. Your Company is committed towards Green Initiative and therefore, we hereby further solicit your valuable cooperation and support in our endeavour to contribute our bit to the environment. We

request the shareholders who have not registered their email id with the Company/RTA/DP till now to register their email id with the Company/RTA/DP, so that the Company is not required to send the physical copies of Annual Report to such shareholders. This will save consumption of lots of papers by the Company to print and dispatch hard copies of the Annual Reports to its shareholders.

(O) Pursuant to Section 139(5) read with Section 142 of the Companies Act, 2013, the Comptroller & Auditor General (C&AG) of India will appoint the Statutory Auditors of the Company for FY 2019-20 and their remuneration is to be fixed by the Company in the Annual General Meeting. The members may authorise the Board to fix up an appropriate remuneration of Auditors for FY 2019-20.

(P) Voting through Electronic Means:

I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 including any modifications and amendments, if any, and Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings (SS2) issued by The Institute of Company Secretaries of India, the Company is providing 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 Karvy Fintech Pvt. Ltd as the Authorised Agency or the Service Provider 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 the General Meeting).

II. The Company shall also provide facility for voting through polling paper which shall be available at the Meeting and Members attending the Meeting, who have not already casted their vote by remote e-voting shall be able to exercise their right to vote at the Meeting.

III. The cut-off date for the purpose of voting (including remote e-voting) is 13th September, 2019. 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 13th September, 2019 shall be entitled to avail the facility of voting through Remote E-voting/polling paper. The voting rights of the Members shall be in proportion to the paid-up value of their Shares in the Equity Capital of the Company as on the cut-off date i.e. 13th September, 2019.

IV. The Members who have casted 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.

V. The Board of Directors have appointed CS Manoj Hurkat & Associates, Practising Company Secretary (Membership No FCS 4287) as the Scrutinizer, for conducting the voting / poll and remote e-voting process in a fair and transparent manner.

VI. The remote e-voting facility 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 Tuesday, 17 th September, 2019
End of remote e-voting	05.00 P.M. (IST) on Thursday, 19 th September, 2019

The Members desiring to vote through remote e-voting are requested to refer to the detailed procedure and instructions for e-voting given hereinafter:

- A. In case a Member receiving an email of the AGM Notice from Karvy [for members whose email IDs are registered with the Company/ Depository Participant(s)]:**
- i) Launch internet browser by typing the URL: <https://evoting.karvy.com>.
 - ii) Enter the login credentials. Event No. followed by Folio No. / DP ID-Client ID will be your User ID, Password will be mentioned in the email. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
 - iii) After entering these details appropriately, Click on “LOGIN”.
 - iv) You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
 - v) You need to login again with the new credentials.
 - vi) On successful login, the system will prompt you to select the “EVENT” i.e. Gujarat Gas Limited.
 - vii) On the voting page, enter the number of shares (which represents the number of votes) as on the Cut off Date under “FOR/AGAINST” or alternatively, you may partially enter any number in “FOR” and partially in “AGAINST” but the total number in “FOR/AGAINST” taken together should not exceed your total shareholding as mentioned therein. You may also choose the option ABSTAIN. If the shareholder does not indicate either “FOR” or “AGAINST” it will be treated as “ABSTAIN” and the shares held will not be counted under either head.
 - viii) Shareholders holding multiple folios/demat accounts shall choose the voting process separately for each folios/demat accounts.
 - ix) Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.
 - x) You may then cast your vote by selecting an appropriate option and click on “Submit”.
 - xi) A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, Members can login any numbers of times till they have voted on the resolutions(s).
 - xii) Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter, etc. together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail ID: manojhurkat@hotmail.com with a copy marked to evoting@karvy.com. The scanned image of the above mentioned documents should be in the naming format “Corporate Name_ EVENT NO.”
 - xiii) In case a person has become the Member of the Company after the dispatch of AGM

Notice but on or before the cut-off date i.e. 13th September, 2019, may write to the Karvy on the email Id: evoting@karvy.com or to Mr. Mohammed Shanoor, Contact No. 040-67161776, toll free number 1800-425-4034, at [Unit: Gujarat Gas Limited], Karvy Fintech Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032, requesting for the User ID and Password. After receipt of the above credentials, please follow all the steps from Sr. No.(i) to (xii) as mentioned in (A) above, to cast the vote.

B. In case of Members receiving physical copy of the AGM Notice by Post/Courier [for Members whose email IDs are not registered with the Company/Depository Participant(s)]:

- i). User ID and initial password as provided in the letter accompanying the annual report.
- ii). Please follow all steps from Sr. No. (i) to (xii) as mentioned in (A) above, to cast your vote.

C. The remote e-voting period commences on 09.00 A.M. (IST) on Tuesday, 17th September, 2019 and ends on 05.00 P.M. (IST) on Thursday, 19th September, 2019. During this period, the Members of the Company holding shares in physical form or in dematerialized form, as on the cut-off date being 13th September, 2019, may cast their vote by electronic means in the manner and process set out hereinabove.

The remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. Further, the Members who have casted their vote electronically shall not vote by way of poll, if held at the Meeting.

D. In case of any query pertaining to remote e-voting, please visit Help & FAQ's section of <https://evoting.karvy.com>. (Karvy's website).

(Q) Poll at the Meeting:

After the items of the Notice have been discussed, the Chairman will order Poll in respect of the items. Poll will be conducted under the supervision of the Scrutinizer appointed for remote e-voting and Poll as stated above. A person, whose name is recorded in the Register of Members or in Register of beneficial owners maintained by the Depositories as on the cut-off date of 13th September, 2019, and who have not casted their vote by remote e-voting, and being present in the Annual General Meeting, either personally or through proxy, only shall be entitled to vote at the Annual General Meeting.

(R) The Scrutinizer shall after the conclusion of voting at the Annual General Meeting, first count the votes cast at the Meeting, and thereafter unblock the vote cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company and will make, within forty eight hours of conclusion of its Annual General Meeting i.e. on or before 22nd September, 2019 (12:00 Noon), a consolidated Scrutinizer's Report 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.

(S) The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.gujaratgas.com and on the website of Karvy Fintech Pvt. Ltd 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 Shares of the Company are listed.

- (T) 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.
- (U) All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (10.30 A.M. to 6.30 P.M.) on all working days up to and including the date of Annual General Meeting of the Company.
- (V) This Notice is also being sent with Annual Report along with attendance slip, proxy form and route map of the venue of the Meeting.
- (W) MEMBERS HOLDING EQUITY SHARES IN ELECTRONIC FORM, AND PROXIES THEREOF, ARE REQUESTED TO BRING THEIR DP ID AND CLIENT ID FOR IDENTIFICATION.**

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

**Rajeshwari Sharma
Company Secretary**

**Date: 27th August, 2019
Place: Ahmedabad**

ANNEXURE TO THE NOTICE

(I) EXPLANATORY STATEMENT PURSUANT TO SECTION 102(2) OF THE COMPANIES ACT, 2013 AND PARA 1.2.5 OF SECRETARIAL STANDARD ON GENERAL MEETING (SS-2) NOTIFIED UNDER THE COMPANIES ACT, 2013:

Item No 7. To approve enhancement of the Borrowing Powers of the Board under Section 180 (1) (c) of the Companies Act, 2013.

The shareholders are requested to note that as per Section 180(1)(c) of the Companies Act, 2013, the borrowings (apart from temporary loans obtained from the Company's bankers in ordinary course of business) by the Company beyond the aggregate of the paid up capital of the Company and its free reserve require the approval from the shareholders of the Company. It is, therefore, proposed to seek the approval of the shareholders for enhancing the borrowing limits upto 15,000 Crore (Rupees Fifteen Thousand Crores) (apart from temporary loans obtained from the Company's bankers in ordinary course of business) by way of a Special Resolution.

The Shareholders are informed that in its 5th Annual General Meeting held on 28th September, 2017, it had granted authority to the Board of Directors of the Company to borrow the money, the outstanding of which at any time shall not exceed the sum of Rs. 10000 Crores (Rupees Ten Thousand Crores).

It is further informed to the Shareholders that your Company is India's largest City Gas Distribution player with its presence spread across 23 Districts in the State of Gujarat, Union Territory of Dadra & Nagar Haveli and Thane Geographical Area (GA) (excluding already authorised areas) which includes Palghar District of Maharashtra. In 10th CGD bidding round announced by PNGRB, the Company has won 6 GAs comprising of 17 cities in the state of Punjab, Haryana, Madhya Pradesh and Rajasthan, making the Company, a pan India company. The Company also has large CNG business expansion plans.

Looking at the business expansion prospects, there is a requirement to have an enabling resolution on the borrowing limits to quickly cater to the future funding for infrastructure expansion. Under such circumstances, it is likely that the borrowings by the Company may exceed the borrowing limits of Rs. Ten Thousand crores, as approved by the shareholders in its 5th Annual General Meeting held on 28th September, 2017.

Further, the Shareholders may also grant the authority to the Board to determine the terms and conditions of any borrowings as provided above and such authority may further be delegated by the Board to any of its Committee or to such other person(s), subject to such restrictions or conditions, as the Board may deem fit.

The Directors recommend the resolution set out at Item No. 7 of this Notice as a Special Resolution pursuant to Section 180(1)(c) of the Companies Act, 2013 of the accompanying Notice for the approval of the Members of the Company.

None of the Directors / Key Managerial Personnel of the Company and their relatives is / are, in any way, concerned or interested, financially or otherwise, in the Resolution at Item No. 7 of this Notice.

Item No. 8 Ratification of remuneration of Cost Auditors for FY 2019-20.

The Board of Directors at its Meeting held on 30th July, 2019, on the recommendation of the Audit Committee, subject to the approval of Government of India, appointed M/s Kailash Sankhlecha & Associates, Cost Accountants, (firm Registration No. 100221) as the Cost Auditors to conduct the Audit of the cost accounts / records maintained by the Company for the Financial Year 2019-20 at the remuneration of Rs. 1,50,000/- (Rupees One Lakh Fifty Thousand only) plus 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 2019-20 to M/s Kailash Sankhlecha & Associates, Cost Accountants as Cost Auditor has to be ratified by the Members of the Company.

Therefore, the Directors recommend the Resolution at Item No. 8 of this Notice for your ratification / approval.

None of the Directors / Key Managerial Personnel of the Company and their relatives is / are, in any way, concerned or interested, financially or otherwise, in the aforesaid Resolution No. 8 of this Notice.

II. DETAILS OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AS REQUIRED UNDER REGULATION 36 AND OTHER REGULATION (S), IF ANY, OF THE SEBI (LISTING OBLIGATION AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, PARA 1.2.5 OF SECRETARIAL STANDARD ON GENERAL MEETING (SS-2) AND UNDER THE COMPANIES ACT, 2013:

Item No 3. Re-appointment of Shri Milind Torawane, IAS as Director liable to retire by rotation.

In terms of Section 152(6) of the Companies Act, 2013, Shri Milind Torawane, IAS shall retire by rotation at the ensuing Annual General Meeting (AGM) and being eligible offers himself for re-appointment.

He had been appointed as the Director liable to retire by rotation in the 6th Annual General Meeting of the Company held on 27th September, 2018. He and his relatives hold nil shares of the Company.

Dr. J.N. Singh, IAS, the Promoter-Director is deemed to be interested, in the resolution set out at Item No. 3.

His particulars of qualification, experience and other Directorships etc. are as below:

Name of Director	Shri Milind Torawane, IAS
Date of Birth	30/08/1972
Date of the first appointment on the Board	10th August, 2017
Qualifications	B.E. (Electronic & Tele Communication)
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.
Names of other Companies in which the person also holds the directorship	Gujarat Industries Power Company Limited GSPC LNG Limited Gujarat Energy Transmission Corporation Limited GSPC Pipavav Power Company Limited Bhavnagar Energy Company Limited Gujarat Urja Vikas Nigam Limited Gujarat Water Infrastructure Limited Gujarat State Police Housing Corporation Limited Gujarat Woman Economic Development Corporation Limited
No. of Share held	Nil
Memberships/	Audit Committee-Member

Chairmanships of committees of Board of Directors of Company	Stakeholder Relationship Committee-Member Risk Management Committee-Chairman Project Committee-Member
Names of other Companies in which the person also holds the membership of Committees of the board;	Nil
Names of Listed entities in which person also holds the directorship and the membership of Committees of the Board	Gujarat Gas Limited Gujarat Industries Power Company Limited
Number of Board Meetings attended during the year	3
Disclosure of relationship between directors inter-se	Related to Promoter-Director

Your Directors recommend the appointment of Shri Milind Torawane, IAS, as the Director of the Company.

None of the directors apart from aforementioned Director/ Key Managerial Personnel of the Company and their relatives is/are, in any way, concerned or interested, financially or otherwise, in the aforesaid Resolution No. 3 of this Notice.

Item No 5. Re-Appointment of Prof. Piyush Kumar Sinha as an Independent Director for the second term of 2 years w.e.f. 16/08/2019

Prof. Piyush Kumar Sinha had been appointed as an Independent Director of the Company by the shareholders of the Company in the 5th Annual General Meeting held on 28th September 2017 to hold office for the period of 2 years effective from 16/08/2017.

As per Section 149 of the Companies Act, 2013 and the Rules thereunder, an Independent Director can be reappointed for a term of upto 5 years on passing of special resolution in general meeting and disclosure of such reappointment in the Board's Report. Also, Schedule IV of the Act inter alia provides for carrying out of performance evaluation by the Board before extending the term of the Independent Director. Section 178 of the Companies Act, 2013 states that the Nomination and Remuneration Committee (NRC) shall identify persons who are qualified to become Directors and recommend their appointment to the Board. The NRC has recommended the reappointment of Prof. Piyush Kumar Sinha as the Independent Director. Accordingly, the Board has approved the same.

Pursuant to expiry of the first tenure, the Board vide its Resolution dated 30th July, 2019, had approved the re-appointment of Prof. Piyush Kumar Sinha, as an Independent Director of the Company. The Government has approved his said appointment as the Independent Director as he fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder and also the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 for his re-appointment as the Independent Director of the Company and is independent of the management. Prof. Piyush Kumar Sinha had given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Companies Act, 2013 and also the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

He and his relatives hold Nil shares of the Company. 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 Independent Director of the Company.

The copy of the letter for his appointment as the Independent Director setting out the terms and conditions

would be available for inspection without any fee by the members at the Corporate Office of the Company situated at 2- Shantisadhan Society, Nr. Parimal Garden, Ellisbridge, Ahmedabad -380 006, during normal business hours on any working day. His particulars of qualification, experience and other Directorships etc. are as below:

Name of Director	Piyush Kumar Sinha
Date of Birth	20/12/1960
Date of the first appointment on the Board	16/08/2017
Qualifications	Ph.D. , M. Com, BBA
Nature of Expertise / Experience	Professor Piyush Kumar Sinha is a faculty in the area of marketing and retailing. He has more than three decades of academic and industry experience. He has taught at leading management schools of India. Prior to joining IIMA, he was the Dean at MICA. He teaches Retailing and Marketing Management to the post graduate students. He also offers courses on Marketing Management and Consumer Behaviour to the Ph.D. students. He was the Chairperson of the Centre for Retailing at IIMA.
Names of other Companies in which the person also holds the directorship	Smart Grid Private Limited Karnavati Engineering Limited Jade Blue Lifestyle India Limited Infibeam Avenues Limited Countryroad International Private Limited Trenspott E – Solutions Private Limited Ujaas Energy Limited
No. of Share held	Nil
Memberships/ Chairmanships of committees of Board of Directors of Company	Nil
Names of other Companies in which the person also holds the membership of Committees of the board;	Nil
Names of Listed entities in which person also holds the directorship and the membership of Committees of the Board	Gujarat Gas Limited Infibeam Avenues Limited Ujaas Energy Limited
Number of Board Meetings attended during the year	5
Disclosure of relationship between directors inter-se	No relation between Directors

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail his services as an Independent Director. Accordingly, the Board recommends the resolution in relation to his re-appointment as an Independent Director for the period of 2 years effective from 16th August, 2019, as a special resolution for the approval by the shareholders of the

Company.

Except Prof. Piyush Kumar Sinha, being an appointee, none of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item no. 5 of this notice.

Item No 6. Re-Appointment of Prof. Vishal Gupta as an Independent Director for the second term of 2 years w.e.f. 16/08/2019

Prof. Vishal Gupta had been appointed as an Independent Director of the Company by the shareholders of the Company in the 5th Annual General Meeting held on 28th September 2017 to hold office for the period of 2 years effective from 16/08/2017.

As per Section 149 of the Companies Act, 2013 and the Rules thereunder, an Independent Director can be reappointed for a term of upto 5 years on passing of special resolution in general meeting and disclosure of such reappointment in the Board's Report. Also, Schedule IV of the Act inter alia provides for carrying out of performance evaluation by the Board before extending the term of the Independent Director. Section 178 of the Companies Act, 2013 states that the Nomination and Remuneration Committee (NRC) shall identify persons who are qualified to become Directors and recommend their appointment to the Board. The NRC has recommended the reappointment of Prof. Vishal Gupta as the Independent Director. Accordingly, the Board has approved the same.

Pursuant to expiry of the first tenure, the Board vide its Resolution dated 30th July, 2019, had approved the re-appointment of Prof. Vishal Gupta, as an Independent Director of the Company. The Government has approved his said appointment as the Independent Director as he fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder and also the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 for his re-appointment as the Independent Director of the Company and is independent of the management. Vishal Gupta had given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Companies Act, 2013 and also the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

He and his relatives hold Nil shares of the Company. 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 Independent Director of the Company.

The copy of the letter for his appointment as the Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Corporate Office of the Company situated at 2- Shantisadhan Society, Nr. Parimal Garden, Ellisbridge, Ahmedabad -380 006, during normal business hours on any working day. His particulars of qualification, experience and other Directorships etc. are as below:

Name of Director	Prof. Vishal Gupta
Date of Birth	31/08/1983
Date of the first appointment on the Board	16/08/2017
Qualifications	B.E. (Hons.) EEE, BITS-Pilani; Fellow, IIM Lucknow
Nature of Expertise / Experience	Prof. Vishal Gupta is an Associate Professor in the Organizational Behavior Area at the Indian Institute of Management Ahmedabad. He obtained his Doctorate in Human Resource Management from the Indian Institute of Management Lucknow in 2013. His current areas of teaching and research are leadership development, compensation and performance management, motivation, emotional intelligence, decision making organizational justice, creativity & innovation management and R&D Management.
Names of other Companies in which the	Nil

person also holds the directorship	
No. of Share held	Nil
Memberships/ Chairmanships of committees of Board of Directors of Company	Audit Committee-Member Nomination & Remuneration Committee-Member Project Committee-Member
Names of other Companies in which the person also holds the membership of Committees of the board;	Nil
Names of Listed entities in which person also holds the directorship and the membership of Committees of the Board	Gujarat Gas Limited
Number of Board Meetings attended during the year	5
Disclosure of relationship between directors inter-se	No relation between Directors

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail his services as an Independent Director. Accordingly, the Board recommends the resolution in relation to his re-appointment as an Independent Director for the period of 2 years effective from 16th August, 2019, as a special resolution for the approval by the shareholders of the Company.

Except Prof. Vishal Gupta, being an appointee, none of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item no. 6 of this notice.

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

**Rajeshwari Sharma
Company Secretary**

**Date: 27th August, 2019
Place: Ahmedabad**



GUJARAT GAS

GUJARAT GAS LIMITED

CIN: L40200GJ2012SGC069118

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: rajeshwari.sharma@gujaratgas.com

Form No. MGT-11 PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies
(Management and Administration) Rules, 2014]

Name of Member(s):
Registered Address:
E-mail ID:
Folio No/Client ID/ DP ID:

I/We, being the Member(s) holding _____ shares of the above named Company, hereby appoint;

(1) Name: _____ Address _____
E Mail ID: _____ Signature: _____ or falling him/her;
(2) Name: _____ Address _____
E Mail ID: _____ Signature: _____ or falling him/her;
(3) Name: _____ Address _____
E Mail ID: _____ Signature: _____

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 7th Annual General Meeting of the Company, to be held on Friday, 20th September, 2019 at 12:00 Noon at Seminar Hall-2, (SR-2), Gate No.1, Mahatma Mandir, Gandhinagar, Gujarat, India and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Ordinary Business
1	To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended on 31st March, 2019, together with the Board's Report, the Report of Auditors thereon and Comment Certificate of the Comptroller & Auditor General of India, in terms of Section 143(6) of the Companies Act, 2013.
2	To declare Dividend on equity shares for FY 2018-19.
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 the remuneration of Statutory Auditors of the Company for F.Y. 2019 -20, in terms of the provisions of Section 142 of Companies Act, 2013.
	Special Business
5	Re-Appointment of Prof. Piyush Kumar Sinha as an Independent Director for the second term of 2 years w.e.f. 16/08/2019.
6	Re-Appointment of Prof. Vishal Gupta as an Independent Director for the second term of 2 years w.e.f. 16/08/2019.
7	To approve enhancement of the Borrowing Powers of the Board under Section 180 (1) (c) of the Companies Act, 2013.
8	Ratification of remuneration of Cost Auditors for FY 2019-20.

Signed this _____ day of _____ 2019

Signature of Shareholder(s) _____ Signature of Proxy holder(s) _____

Affix
Revenue
Stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office: Gujarat Gas CNG Station, Sector 5/C, Gandhinagar-382 006, Gujarat not less than 48 hours before the commencement of the Meeting.



GUJARAT GAS

GUJARAT GAS LIMITED

(CIN: L40200GJ2012SGC069118)

Registered office: Gujarat Gas CNG Station,
Sector 5/C, Gandhinagar-382006, Gujarat, India
Tel: +91-79-26462980, Fax + 91-79-26466249,

Website: www.gujaratgas.com,

E-mail Id: rajeshwari.sharma@gujaratgas.com

ATTENDANCE SLIP

To be handed over at the entrance of the Meeting Hall

Name of the attending member (In Block Letters)	Folio No./ DP ID / Client ID
Name of Proxy (In Block Letters) (To be filled in if the proxy attends instead of the Member)	No. of shares held

I/We hereby record my/our presence at the 7 (Seventh) Annual General Meeting of the Company held on Friday, 20th September, 2019 at Seminar Hall-2, (SR-2), Gate No.1, Mahatma Mandir, Gandhinagar, Gujarat, India at 12.00 Noon.

Shareholder's / Proxy's Signature
(To be signed at the time of handing over this slip)

Route map to AGM VENUE

