

**GUJARAT GAS LIMITED**

(Formerly Known as GSPC Distribution Networks Limited)
Registered Office: Block No. 15, 3rd Floor, Udyog Bhavan, Sector - 11, Gandhinagar - 382011
Tel: +91 -79-26462980 Fax + 91 -79-26466249 · website: www.gujaratgas.com,
E-mail Id: rajeshwari.sharma@gujaratgas.com CIN: L40200GJ2012SGC069118

NOTICE OF 4TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 4th (Fourth) Annual General Meeting of the Members of Gujarat Gas Limited (Formerly known as GSPC Distribution Networks Limited) will be held on Thursday, 29th September, 2016, at Town Hall, Nr. Gh-4 Circle, Sector - 17, Gandhinagar - 382 017, Gujarat, India 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, 2016, together with the Board's Report, the Report of Auditors' thereon and Nil Comments 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 the year 2015-16.
3. To re appoint Shri Sanjeev Kumar, IAS, (DIN: 03600655), 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 the F.Y. 2016-2017 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 Dr. J.N. Singh, IAS, (DIN: 00955107) 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, who shall not 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 Shri Sujit Gulati, IAS (DIN: 00177274) 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, who shall not be liable to retire by rotation."
7. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**
"RESOLVED THAT Dr. T. Natarajan, IAS (DIN: 00396367) 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, who shall be liable to retire by rotation."
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 Dalwadi & Associates, Cost Accountants, (firm Registration No. 000338) 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 2016 to 31st March 2017, at a remuneration of Rs.2,00,000/- (Rupees Two Lacs) plus Service Tax as applicable.

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: 26th August, 2016

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 are 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 Friday, 23rd September, 2016 to Thursday, 29th September, 2016 (both days inclusive) for the purpose of payment of the dividend and for the Annual General Meeting. The dividend, if declared at the Annual General Meeting will be paid on 19th October, 2016 to those Members of the Company whose names appear (a) as beneficial owners as at the close of business hours on 22nd September, 2016 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 22nd September, 2016, after giving effect to all valid Share Transfers in physical form received on or before 22nd September, 2016.
- (D) Registrar and Share Transfer Agents

Your Company has appointed Karvy Computershare 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 all other requests and complaints to Karvy Computershare Private Limited at the following address:

Karvy Computershare Private Limited, Unit: GUJARAT GAS LIMITED, Karvy Selenium Tower B, Plot No. 31-32, Gachibowli, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad - 500032. Phone Number: 040-67161500 040-67161606, Fax Number: 040 67161791

- (E) Dematerialisation of shares and liquidity

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.

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.



- (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 Section 205A and 205C of the Companies Act, 1956, the amount of such dividends pertaining to CY 2009, 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 2009 upto FY 2014-15, may approach the Company or its Registrar & Share Transfer Agent for obtaining payment thereof mentioning the relevant Folio number or DP ID and Client ID, for issuance of duplicate/revalidated dividend warrant(s).
- (J) The Board of Directors, in its meeting held on 17th May 2016, had declared a Dividend of Rs. 2.50 per Share of the face value of Rs. 10/- 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 within a period of 30 days from the date of Annual General Meeting.
- (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, Nr. Parimal Garden, Ellisbridge, Ahmedabad - 380 006, 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 (further SH-13 substituted by Companies (Share Capital & Debenture) Amendment Rules, 2015, 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 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 Computershare Private Ltd. for consolidation. Shareholders are requested to update their addresses, bank account details 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. 2015-2016 as circulated to the members of the Company is also available on the website of the Company www.gujaratgas.com.
- (O) Pursuant to Section 139(5) read with Section 142 of the Companies Act, 2013, Comptroller & Auditor General (C&AG) of India will appoint Auditors of the Company for FY 2016-17 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 2016-17.



(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 as substituted by the Companies (Management and Administration) Amendments Rules, 2015 (Amended Rules 2015), 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 Central Depository Services (India) Limited 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 Annual 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 Thursday, 22nd September, 2016. 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 22nd September, 2016 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. 22nd September, 2016
- 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 M/s KK Patel & Associates, Practising Company Secretary, 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 Monday, 26th September, 2016
End of remote e-voting	05.00 P.M. (IST) on Wednesday, 28th September, 2016

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

- (i) Members who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on "Shareholders" tab.
- (iv) 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used. If Demat account holder has forgotten the password then enter the User ID, Image Verification Code and click on Forgot Password & enter the details as prompted by the system.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form 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"> ● Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number which is printed on the address sticker in case of the dispatch of the Annual Report through physical mode and mentioned in the covering e-mail in case of dispatch of soft copy. ● In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
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 (iv).



- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then reach directly to the company selection screen.
- (x) However, members 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 can also be used by the demat holders for voting on resolutions of any other company on which they are eligible to vote, provided that such 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
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolution contained in this Notice.
- (xii) Click on Electronic Voting Sequence Number (EVSN)- Gujarat Gas Limited. This will take you to the voting page.
- (xiii) 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.
- (xiv) Click on the "RESOLUTIONS FILE LINK", if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote, 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.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the voting page.
- (xviii) If Demat account holder has forgotten the changed password then enter the User ID, Image Verification Code and click on Forgot Password & enter the details as prompted by the system.
- (xix) **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for Android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting through your mobile.**
- (xx) **Note for Non-Individual Shareholders and Custodians:**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates
 - 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 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.
- (xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

(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 22nd September, 2016 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 1st October, 2016 (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 CDSL immediately after the Result is declared and shall be simultaneously communicated to the BSE Limited (BSE), National Stock Exchange of India Limited (NSE), Ahmedabad Stock Exchange (ASE) 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) **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: 26th August, 2016

Place: Ahmedabad

**ANNEXURE TO THE NOTICE****(I) EXPLANATORY STATEMENT PURSUANT TO SECTION 102(2) OF THE COMPANIES ACT, 2013 AND DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AS REQUIRED UNDER REGULATION 36 OF THE LISTING REGULATIONS.****Item No 5. Appointment of Dr J.N. Singh, IAS as Director and Chairman, not liable to retire by rotation.**

Dr. J.N. Singh, IAS Chief Secretary to Government of Gujarat had been appointed as the Additional Director on the Board of the Company w.e.f. 25th April, 2016. Further in the Board Meeting held on 11th August, 2016 he was appointed as the Chairman of the Board of Directors of the Company. He and his relatives hold Nil shares of the Company. The Company has received a notice proposing candidature of Dr. JN Singh, IAS as Director 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, along with the requisite deposit has been received from a shareholder, signifying the intention to propose his candidature for appointment as the Director of the Company.

Your Directors recommend the appointment of Dr. J.N. Singh, IAS as the Director of the Company not liable to retire by rotation.

The following Promoter Directors are deemed to be interested, in the resolution set out at Item No. 5.

- (a) Mr. Sujit Gulati, IAS
- (b) Mr. Sanjeev Kumar, IAS
- (c) Dr. T Natarajan, IAS
- (d) Dr. J.N. Singh, IAS

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

Name of Director	Dr. J.N. Singh, IAS
Date of Birth	02/05/1959
Date of appointment	25th April, 2016
Qualifications	M.A. (International Studies, JNU), MDM (AIM, Manila), Ph.D. from M S University
Nature of Expertise / Experience	He has wide experience of working in various Government Departments and Public Sector Undertakings. He has held various key positions like Principal Secretary, Science and Technology Department, Textile Commissioner, Mumbai, Member (Fin), NHAI, Delhi, Managing Director, Sardar Sarovar Narmada Nigam Ltd. He has served largely in Infrastructure and Finance sector having handled Industrial Infrastructure, power, Telecom, Highways and water. His Ph.D. in Political Economy examined the tripartite relationship of Power sector, ground water resources and agriculturists in the context of Gujarat. At present, he is Chief Secretary, Government of Gujarat. He is also appointed as Chairman & Managing Director of Gujarat State Petroleum Corporation Limited.
Names of listed entities in which the person also holds the directorship	Gujarat State Fertilizers & Chemicals Limited Gujarat Narmada Valley Fertilizers & Chemicals Limited Gujarat Alkalies & Chemicals Limited Gujarat State Petronet Limited Gujarat Gas Limited
No. of Share held	Nil
Names of listed entities in which the person also holds the membership of Committees of the board;	Gujarat State Petronet Limited Audit Committee- Member Gujarat Alkalies & Chemicals Limited Audit Committee- Member Stakeholder Relationship Committee- Chairman Gujarat State Fertilizers & Chemicals Limited Audit Committee- Member



None of the directors apart from aforementioned 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. 5 of the Notice.

Item No 6. Appointment of Shri Sujit Gulati, IAS as Director, not liable to retire by rotation.

Shri Sujit Gulati, IAS, Additional Chief Secretary, Energy & Petrochemicals Department had been appointed as the Additional Director on the Board of the Company w.e.f. 11 th August, 2016. He and his relatives hold Nil shares of the Company. The Company has received a notice proposing candidature of Shri Sujit Gulati, IAS, as Director 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, along with the requisite deposit has been received from a shareholder, signifying the intention to propose his candidature for appointment as the Director of the Company.

The following Promoter Directors are deemed to be interested, in the resolution set out at Item No. 6.

- (a) Dr. J.N. Singh, IAS
- (b) Mr. Sanjeev Kumar, IAS
- (c) Dr. T. Natarajan, IAS
- (d) Mr. Sujit Gulati, IAS

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

Name of Director	Shri Sujit Gulati, IAS
Date of Birth	22/11/1959
Date of appointment	11th August, 2016
Qualifications	Shri Sujit Gulati, IAS, is a Mechanical Engineer.
Nature of Expertise / Experience	Shri Sujit Gulati, IAS, has served as joint Secretary and Financial Adviser, Ministry of Mines of Government of India. He has held key position in the various Departments/Ministries of Government of Gujarat. He has served as Director in various Companies including Digjam Ltd, National Textile Corporation Limited, Gujarat Mineral Development Corporation Limited, Coal India Ltd, Bharat Aluminium Company Limited, Hindustan Zinc Ltd and Gujarat Chemicals Port Terminal Company Limited. Shri Sujit Gulati, IAS, is presently Additional Chief Secretary, Energy and Petrochemicals Department, Government of Gujarat.
Names of listed entities in which the person also holds the directorship	Gujarat Gas Limited Gujarat State Petronet Limited Gujarat State Fertilizers & Chemicals Limited Gujarat Industries Power Company Ltd.
No. of Share held	Nil
Names of listed entities in which the person also holds the membership of Committees of the board;	Gujarat State Fertilizers & Chemicals Limited Stakeholder Relationship Committee - Member Gujarat State Petronet Limited Stakeholder Relationship Committee - Member

Your Directors recommend the appointment of Shri Sujit Gulati, IAS as the Director of the Company not liable to retire by rotation.

None of the directors apart from aforementioned 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. 6 of the Notice.

Item No 7. Appointment of Dr. T. Natarajan, IAS as Director, liable to retire by rotation.

Dr. T. Natarajan, IAS, Jt. Managing Director, Gujarat State Petroleum Corporation Limited had been appointed as the Additional Director on the Board of the Company w.e.f. 11 th August, 2016. He and his relatives hold Nil shares of the Company. The Company has received a notice proposing candidature of Dr. T. Natarajan, IAS as Director 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, along with the requisite deposit has been received from a shareholder, signifying the intention to propose his candidature for appointment as the Director of the Company.



The following Promoter Directors are deemed to be interested, in the resolution set out at Item No. 7.

- (a) Dr. J.N. Singh, IAS
- (b) Mr. Sujit Gulati, IAS
- (c) Mr. Sanjeev Kumar, IAS
- (d) Dr. T. Natarajan, IAS

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

Name of Director	Dr. T. Natarajan, IAS
Date of Birth	05/05/1971
Date of appointment	11 th August, 2016
Qualifications	Dr. T. Natarajan, IAS, holds a B.E. (Mining Engineering) and an MBA (Finance & Marketing). He also holds Doctorate in Management.
Nature of Expertise / Experience	Dr. T. Natarajan, IAS served as Joint Managing Director of Gujarat Narmada Valley Fertilizers & Chemicals Limited. He Worked in Industrial Finance Corporation for 2 years and has also held distinguished positions in the Government of Gujarat including Commissioner, Technical Education, Commissioner, Geology & Mining as well as Secretary, Economic Affairs, Finance Department. He has served as Director of Gujarat Mineral Development Corporation Limited, Gujarat Industrial Development Corporation Limited, Gujarat Urban Development Company Limited, Gujarat State Electricity Corporation Limited and Bhavnagar Energy Co. Ltd.
Names of listed entities in which the person also holds the directorship	Gujarat State Petronet Limited. Gujarat Gas Limited.
No. of Share held	Nil
Names of listed entities in which the person also holds the membership of Committees of the board;	Gujarat Gas Limited. Audit Committee-Member Gujarat State Petronet Limited. Audit Committee-Member Stakeholder Relationship Committee - Member

Your Directors recommend the appointment of Dr. T. Natarajan, IAS as the Director of the Company liable to retire by rotation.

None of the directors apart from aforementioned 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. 7 of the Notice.

Item No. 8 Ratification of remuneration of Cost Auditors for FY 2016-17.

The Board of Directors at its Meeting held on 11 th August, 2016, on the recommendation of the Audit Committee, subject to the approval of Government of India, appointed M/s Dalwadi & Associates, Cost Accountants, (firm Registration No. 000338) as the Cost Auditors to conduct the Audit of the cost accounts / records maintained by the Company for the Financial Year 2016-17 at the remuneration of Rs.2,00,000/- (Rupees Two Lacs) plus Service Tax as applicable.

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 2016-17 to M/s Dalwadi & 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 the 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 the Notice.

II. DETAILS OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AS REQUIRED UNDER REGULATION 36 OF THE LISTING REGULATIONS:

Item No. 3 - Re-appointment of Shri Sanjeev Kumar, IAS, (DIN:03600655)

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

Shri Sanjeev Kumar, IAS, had been appointed as the Director in the 3rd Annual General Meeting of the Company held on 28th December, 2015. He and his relatives hold Nil shares of the Company.



The following Promoter Directors are deemed to be interested, in the resolution set out at Item No. 3.

- (a) Dr. J.N. Singh, IAS
- (b) Mr. Sujit Gulati, IAS
- (c) Dr. T. Natarajan, IAS
- (d) Mr. Sanjeev Kumar, IAS

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

Name of Director	Shri Sanjeev Kumar, IAS
Date of Birth	24/08/1970
Date of appointment	28th December, 2015
Qualifications	B. Tech. (Civil) Engineering Graduate from Indian Institute of Technology, Kharagpur. He is an IAS Officer having rich experience and wide exposure.
Nature of Expertise / Experience	Presently, he is Secretary to Government of Gujarat, Finance Department (Expenditure).
Names of listed entities in which the person also holds the directorship	Gujarat Industries Power Company Limited Gujarat Gas Limited.
No. of Share held	Nil
Names of listed entities in which the person also holds the membership of Committees of the board;	Gujarat Gas Limited Audit Committee- Member Stakeholder Relationship Committee- Member

Your Directors recommend the appointment of Shri Sanjeev Kumar, IAS as the Director of the Company liable to retire by rotation.

None of the directors apart from aforementioned 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. 3 of the Notice.

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

**Rajeshwari Sharma
Company Secretary**

Date: 26th August, 2016

Place: Ahmedabad