

**GUJARAT GAS 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 5TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 5th (Fifth) Annual General Meeting of the Members of Gujarat Gas Limited will be held on Thursday, 28th September, 2017, 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, 2017, 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 2016-17.
3. To re-appoint Dr. T. Natarajan, IAS (DIN: 00396367), 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. 2017-2018, 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), Mr. Jal Patel, (DIN: 00065021) 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 5 years w.e.f. 21/04/2017."
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), Mr. K.D. Chatterjee, (DIN: 00421999) 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 5 years w.e.f. 21/04/2017."
7. 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), Ms. Manjula Devi Shroff, (DIN: 00297159) in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Independent Women Director be and is hereby re-appointed as an Independent Women Director of the Company to hold office for the second term of 5 years w.e.f. 21/04/2017."
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 Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Companies Act, 2013, Prof. Piyush Kumar Sinha, (DIN: 00484132) who was appointed as an Additional Independent Director of the Company under Section 161 of the Companies Act, 2013 and who holds office till conclusion of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director be and is hereby appointed as an Independent Director of the Company to hold office for the first term of 2 years w.e.f. 16 August 2017.
9. 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 Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Companies Act, 2013, Prof. Vishal Gupta, (DIN: 06405808) who was appointed as an Additional Independent Director of the Company under Section 161 of the Companies Act, 2013 and who holds office till conclusion of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director be and is hereby appointed as an Independent Director of the Company to hold office for the first term of 2 years w.e.f. 16 August 2017.



10. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**
RESOLVED THAT Shri Milind Torawane, IAS, (DIN: 03632394) 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.
11. 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, 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. 10000 Crores (Rupees Ten 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.
12. 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 2017 to 31st March 2018, at a remuneration of Rs. 1,50,000/- (Rupees One Lakh Fifty Thousand only) plus GST and out of pocket expenses.
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: 30 August 2017
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 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 12 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, 22nd September, 2017 to Thursday, 28th September, 2017 (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 18th October, 2017, to those members of the Company whose names appears (a) as beneficial owners as at the close of business hours on 21st September, 2017, 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 21st September, 2017, after giving effect to all valid share transfers in physical form received on or before 21st September, 2017.
- (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 and 040-67161791, 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 the Companies Act, 2013, the amount of such dividends pertaining to FY 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 FY 2010 to FY 2015-16 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 notified on 5th September, 2016 and the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Amendment Rules, 2017, notified on 28th February, 2017, by the Ministry of Corporate Affairs, the Company was required to transfer 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 MCA vide its aforesaid notification dated 28th February, 2017 extended the time limit till 31st May, 2017 for transfer of shares to IEPF. The MCA vide its general circular no 06/2017 dated 29th May, 2017 had extended the due date of transfer of shares and also clarified that the revised due date of transfer/transmittal of shares shall be notified soon. The Company has transferred unpaid/unclaimed dividend up to the FY 2009 to 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 2010 till FY 2015-16 are advised to write to the Company or Karvy Computershare 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 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 21st June, 2017 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 transfer. In case valid claim is not received, the respective shares will be credited to the demat account of the IEPF Authority.

- (J) The Board of Directors, in its meeting held on 24th May 2017, had declared a Dividend of Rs. 3 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 on 18th October, 2017.
- (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 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. 2016-2017 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 have appointed M/s. S. R. Goyal & Co. Chartered Accountants, as the Statutory Auditors of the Company for FY 2017-18 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 2017-18.
- (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 Computershare 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 21st September, 2017. 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 21st September, 2017 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. Thursday, 21st September, 2017.
 - 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. FCS4287) 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, 25th September, 2017
End of remote e-voting 05.00 P.M. (IST) on Wednesday, 27th September, 2017

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. 21 September, 2017, may write to the Karvy on the email Id: evoting@karvy.com or to Mr. Sandeep Sanghi, Contact No. 040-6716 1791, at [Unit: Gujarat Gas Limited], Karvy Computershare 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 25th September, 2017 and ends on 05.00 P.M. (IST) on 27th September, 2017. During this period, the Members of the Company holding shares in physical form or in dematerialized form, as on the cut-off date being 21 September, 2017, 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 21st September, 2017, 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 30th September, 2017 (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 Computershare 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: 30 August 2017

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 5. Re-Appointment of Mr Jal Patel as an Independent Director for the second term of 5 years w.e.f. 21/04/2017.**

Mr Jal Patel had been appointed as an Independent Director of the Company by the shareholders of the Company in the 3rd Annual General Meeting held on 28th December 2015 to hold office for the period of 2 years effective from 21st April 2015.

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 Mr Jal Patel as the Independent Director. Accordingly, the Board has approved the same.

Pursuant to expiry of the first tenure, the Board vide its Circular Resolution dated 21st April, 2017, had approved the re-appointment of Mr Jal Patel, as an Independent Director of the Company for the period of 5 years effective from 21st April 2017. The Government vide its letter dated 10 August 2017 has approved his said appointment as the Independent Director as he fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder for his re-appointment as the Independent Director of the Company and is independent of the management. Mr. Patel 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.

He and his relatives hold Nil shares of the Company. 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 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	Jal Patel
Date of Birth	17th September 1937
Date of the first Appointment on the Board	21st April, 2015
Qualifications	Associate member of Institute of Chartered Accountants of India (ICAI), Associate member of Institute of Company Secretaries of India (ICSI).
Nature of Expertise / Experience	He was associated with the German FAG group of Bearing companies since 1962 where he handled various managerial functions. In 1977, he took over as the Managing Director of the company. Subsequently, he was promoted as the Vice Chairman and Managing Director before retiring in 2000. His areas of expertise include Finance, Accounts and Administration. He is also actively involved with various social and welfare associations and federations as well as various trusts.
Names of other Companies in which the person also holds the directorship	Ineos Styrolution India Limited Elecon Engineering Company Limited ABC Bearings Limited Munjil Auto Industries Limited Jewel Consumer Care Pvt. Ltd.
No. of Share held	Nil
Memberships/ Chairmanships of committees of Board of Directors of Company	Gujarat Gas Limited Audit Committee-Chairman Stakeholder Relationship Committee-Member Risk Management Committee- Member Nomination and Remuneration Committee-Member CSR Committee - Member Business Responsibility Committee - Member
Names of other Companies in which the person also holds the membership of Committees of the board;	1. Ineos Styrolution India Limited Stakeholder Relationship Committee-Member CSR Committee - Member Nomination and Remuneration Committee- Chairman Audit Committee-Chairman

**ANNEXURE TO THE NOTICE**

	<p>2. ABC Bearings Limited Audit Committee-Chairman CSR Committee – Member Nomination and Remuneration Committee-Member</p> <p>3. Elecon Engineering Company Limited Audit Committee-Chairman Stakeholder Relationship Committee-Chairman</p>
Number of Board Meetings attended during the year	3
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 5 years effective from 21st April 2017, as a special resolution for the approval by the shareholders of the Company.

Except Mr. Jal Patel, 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 Mr K.D. Chatterjee as an Independent Director for the second term of 5 years w.e.f. 21/04/2017.

Mr K.D. Chatterjee had been appointed as an Independent Director of the Company by the shareholders of the Company in the 3rd Annual General Meeting held on 28th December 2015 to hold office for the period of 2 years effective from 21st April 2015.

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 Mr Chatterjee as the Independent Director. Accordingly, the Board has approved the same.

Pursuant to expiry of the first tenure, the Board vide its Circular Resolution dated 21st April, 2017, had approved the re-appointment of Mr K. D. Chatterjee, as an Independent Director of the Company for the period of 5 years effective from 21st April 2017. The Government vide its letter dated 10 August 2017 has approved his said appointment as the Independent Director as he fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder for his re-appointment as the Independent Director of the Company and is independent of the management. Mr. Chatterjee 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.

He and his relatives hold nil shares of the Company. 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 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:

**ANNEXURE TO THE NOTICE**

Name of Director	Krishna Das Chatterjee
Date of Birth	8th November 1941
Date of first appointment on the board	21st April, 2015
Qualifications	He has done a B.Sc. from University of Calcutta in 1959 and is a member of the Institute of Cost and Works Accountants of India (ICWAI). He was awarded the V. Srinivasan Memorial Gold Medal.
Nature of Expertise / Experience	He had worked with Dunlop India Limited and Gujarat State Fertilizers & Chemicals Limited. He was Executive Director (Finance) of Gujarat Narmada Valley Fertilizers Company Limited. He has rich experience in the field of Finance, Human Resources Development, Marketing, Information Systems and Administration functions.
Names of other Companies in which the person also holds the directorship	GSPC Pipavav Power Company Limited
No. of Share held	Nil
Memberships/ Chairmanships of committees of Board of Directors of Company	Gujarat Gas Limited Audit Committee-Member Stakeholder Relationship Committee-Chairman Nomination and Remuneration Committee- Chairman CSR Committee – Member Project Committee – Member Business Responsibility Committee - Member H R Committee - Member
Names of other Companies in which the person also holds the membership of Committees of the board;	Nil
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 5 years effective from 21st April 2017, as a special resolution for the approval by the shareholders of the Company.

Except Mr K.D. Chatterjee, 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.

Item No 7. Re-Appointment of Ms. Manjula Devi Shroff as an Independent Women Director for the second term of 5 years w.e.f. 21/04/2017.

Ms. Manjula Devi Shroff had been appointed as an Independent Women Director of the Company by the shareholders of the Company in the 3rd Annual General Meeting held on 28th December 2015 to hold office for the period of 2 years effective from 21st April 2015.

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 Ms. Manjula Shroff as the Independent Director. Accordingly, the Board has approved the same.

Pursuant to expiry of the first tenure, the Board vide its Circular Resolution dated 21st April, 2017, had approved the re-appointment of Ms Manjula Shroff, as an Independent Woman Director of the Company for the period of 5 years effective from 21st April 2017. The Government vide its letter dated 10 August 2017 has approved her said appointment as the Independent Director as she fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder for her re-appointment as the Independent Director of the Company and is independent of the management. She had given a declaration to the Board that she meets the criteria of independence as provided under Section 149(6) of the Companies Act, 2013.

**ANNEXURE TO THE NOTICE**

She and her relatives hold Nil shares of the Company. 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 her candidature for appointment as the Director of the Company.

The copy of the letter for her 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.

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

Name of Director	Manjula Devi Shroff
Date of Birth	27th February 1964
Date of first appointment on the board	21st April 2015
Qualifications	She is a postgraduate from York University and executive alumni from London School of Economics. Holding a post-graduate degree from Utkal University and is a Graduate of Management Education Programme IIM, Ahmedabad.
Nature of Expertise / Experience	Ms. Manjula Devi Shroff is a social entrepreneur and founder of the Delhi Public School (Ahmedabad), Prerna, Visamo Kids, Mundra and Rajula. Besides being known as a visionary and an educationist in Gujarat.
Names of other Companies in which the person also holds the directorship	Eimco Elecon (India) Limited Allen Enterprise Private Limited Altus Learning Private Limited C3po Avionics Private Limited E-Infochips Limited Kishangarh Environmental Development Action Private Limited Odhisha Television Limited Smart Guard Systems Private Limited Surangi Services Limited Henery Tradecom Private Limited
No. of Share held	Nil
Memberships/ Chairmanships of committees of Board of Directors of Company	Gujarat Gas Limited Audit Committee-Member Stakeholder Relationship Committee-Member Nomination and Remuneration Committee-Member CSR Committee - Member Business Responsibility Committee - Member H R Committee - Member
Names of other Companies in which the person also holds the membership of Committees of the board;	Altus Learning Pvt Ltd Compensation Committee -Member Audit Committee-Member Sabarmati Gas Limited CSR Committee-Member Audit Committee-Member Nomination and Remuneration Committee-Member E-Infochips Limited CSR Committee-Member
Number of Board Meetings attended during the year	3
Disclosure of relationship between directors inter-se	No relation between Directors

The Board considers that her continued association would be of immense benefit to the Company and it is desirable to continue to avail her services as an Independent Director. Accordingly, the Board recommends the resolution in relation to her re-appointment as an Independent Director for the period of 5 years effective from 21st April 2017, as a special resolution for the approval by the shareholders of the Company.

**ANNEXURE TO THE NOTICE**

Except Ms. Manjula Devi Shroff being an appointee, none of the directors/ Key Managerial Personnel (KMP) of the Company and their relatives is/are, in any way, concerned or interested, financially or otherwise, **Item No. 7** of this Notice.

Item No 8. Appointment of Prof. Piyush Kumar Sinha as an Independent Director for the first term of 2 years w.e.f. 16/08/2017.

Prof. Piyush Kumar Sinha, has been appointed as an Additional Independent Director of the Company by the Board of Directors vide its circular resolution for the period of 2 years effective from . 16th August, 2017. The Government vide its letter dated 10 August 2017 has approved his said appointment as the Independent Director as he fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as the Independent Director of the Company and is independent of the management. He 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. 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.

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 appointment of Prof. Piyush Kumar Sinha as the Independent Director. Accordingly, the Board has approved the same.

He and his relatives hold Nil shares of the Company

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 Independent Director of the Company.

The copy of the letter for his appointment as an 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 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 has been 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 JadeBlue Lifestyle Pvt Ltd
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
Number of Board Meetings attended during the year	0
Disclosure of relationship between directors inter-se	No relation between Directors

**ANNEXURE TO THE NOTICE**

The Board recommends the resolution in relation to his appointment as an Independent Director for the period of 2 years effective from 16th August, 2017, as an ordinary 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. 8** of this Notice.

Item No 9. Appointment of Prof. Vishal Gupta as an Independent Director for the first term of 2 years w.e.f. 16/08/2017.

Prof. Vishal Gupta, has been appointed as an Additional Independent Director of the Company by the Board of Directors vide its circular resolution for the period of 2 years effective from 16th August, 2017. The Government vide its letter dated 10 August 2017 has approved his said appointment as the Independent Director as he fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as the Independent Director of the Company and is independent of the management. He 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. 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.

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 appointment of Prof. Vishal Gupta as the Independent Director. Accordingly, the Board has approved the same.

He and his relatives hold Nil shares of the Company

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 Independent Director of the Company.

The copy of the letter for his appointment as an 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	Vishal Gupta
Date of Birth	31/08/1983
Date of 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 person also holds the directorship	Nil
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
Number of Board Meetings attended during the year	0
Disclosure of relationship between directors inter-se	No relation between Directors

**ANNEXURE TO THE NOTICE**

The Board recommends the resolution in relation to his appointment as an Independent Director for the period of 2 years effective from 16th August, 2017, as an ordinary 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. 9** of this Notice.

Item No 10. Appointment of Shri Milind Torawane, IAS as Director liable to retire by rotation.

Shri Milind Torawane, IAS, has been appointed as an Additional Director of the Company by the Board of Directors w.e.f. 10th August, 2017. 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. 10.

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

Accordingly, the Board recommends the resolution in relation to his appointment as Director liable to retire by rotation, for the approval as an ordinary resolution by the shareholders of the Company.

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

Name of Director	Milind Torawane, IAS
Date of Birth	30/08/1972
Date of 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. Lastly, he was Managing Director- Gujarat Urban Development Company Limited.
Names of other Companies in which the person also holds the directorship	Gujarat Industries Power Company Limited Gujarat Energy Transmission Corporation Limited GSPC Pipavav Power Company Limited Gujarat Urja Vikas Nigam Limited Gujarat Water Infrastructure Limited Gujarat State Police Housing Corporation Limited Surat Smart City Development Limited Diamond Research and Mercantile City Limited
No. of Share held	Nil
Memberships/ Chairmanships of committees of Board of Directors of Company	Gujarat Gas Limited Audit Committee-Member Stakeholder Relationship Committee- Member Project Committee-Member Risk Management Committee-Chairman
Names of other Companies in which the person also holds the membership of Committees of the board;	Nil
Number of Board Meetings attended during the year	0
Disclosure of relationship between directors inter-se	No relation between Directors



ANNEXURE TO THE NOTICE

Except Shri Milind Torawane, IAS, 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. 10** of this Notice.

Item No 11. 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 10,000 crs. (Rupees Ten 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 2nd Annual General Meeting held on 30th December, 2014, 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. 7000 crs. (Rupees Seven Thousand Crores).

It is further informed to the Shareholders that your Company is frequently required to submit the Performance Bank Guarantees (PBGs) to Petroleum & Natural Gas Regulatory Board (PNGRB), as per the prescribed norms. These PBGs forms part of the non fund based limits which are not actual borrowings in nature, but in the event, if, these PBGs may get crystallized/liquidated/invoked, it would be considered as Borrowings and would form part of the Borrowing Limits of the Company under section 180 (1) (c) of the Companies Act, 2013. Under such circumstances, the borrowings by the Company may exceed the the borrowing limits of Rs. Seven Thousand crores, as approved by the shareholders in its 2nd Annual General Meeting held on 30th December, 2014.

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. 11 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 (KMP) of the Company and their relatives is / are, in any way, concerned or interested, financially or otherwise, in the Resolution at **Item No. 11** of this Notice.

Item No. 12 Ratification of remuneration of Cost Auditors for FY 2017-18.

The Board of Directors at its Meeting held on 10th August, 2017, 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 2017-18 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 2017-18 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. 12 of this Notice for your ratification / approval.

None of the Directors / Key Managerial Personnel (KMP) of the Company and their relatives is / are, in any way, concerned or interested, financially or otherwise, in the aforesaid Resolution No. 12 of this Notice.

II. DETAILS OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AS REQUIRED UNDER REGULATION 36 OF THE LISTING REGULATIONS AND PARA 1.2.5 OF SECRETARIAL STANDARD ON GENERAL MEETING (SS-2) NOTIFIED UNDER THE COMPANIES ACT, 2013 :

Item No. 3 Re-appointment of Dr. T. Natarajan, IAS

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

Dr. T. Natarajan, IAS had been appointed as the Director Liable to retire by rotation in the 4th Annual General Meeting of the Company held on 29th September, 2016. 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) Mr. Milind Torawane, IAS

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

**ANNEXURE TO THE NOTICE**

Name of Director	Dr. T. Natarajan, IAS
Date of Birth	05/05/1971
Date of first appointment on the board	11th 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 other Companies in which the person also holds the directorship	Gujarat State Petroleum Corporation Limited Gujarat State Petronet Limited Petronet LNG Limited Gujarat State Energy Generation Limited Guj Info Petro Limited GSPC Pipavav Power Company Limited GSPL India Gasnet Limited GSPL India Transco Limited Sabarmati Gas Limited
No. of Share held	Nil
Memberships/ Chairmanships of committees of Board of Directors of Company	Gujarat Gas Limited Audit Committee-Member Nomination & Remuneration Committee- Member HR Committee – Member Project Committee- Chairman
Names of other Companies in which the person also holds the membership of Committees of the board;	Gujarat State Petroleum Corporation Limited Audit Committee-Member Project Committee – Member HR Committee – Member Committee of Directors for KG Block – Member Committee of Directors E&P Blocks (other than KG Block) – Member Guj Info Petro Limited CSR Committee- Chairman Gujarat State Petronet Limited Audit Committee-Member Stakeholder Relationship Committee- Member Project Management Committee – Member CSR Committee- Member Risk Management Committee- Member Personnel Committee- Member GIGL/GITL Review Committee- Member
Number of Board Meetings attended during the year	4
Disclosure of relationship between directors inter-se	Related to Promoter Directors

Your Directors recommend the appointment of Dr. T. Natarajan, IAS as the Director of the Company.

None of the directors apart from aforementioned directors/ Key Managerial Personnel (KMP) 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.

Date: 30 August 2017
Place: Ahmedabad

By Order of the Board
For, Gujarat Gas Limited
Rajeshwari Sharma
Company Secretary