



GUJARAT GAS

GGL/SEC/724/2019

21st September, 2019

To,

BSE Limited, Phiroze Jijibhoy Tower, Dalal Street, Mumbai	National Stock Exchange of India Ltd. Exchange Plaza, 5 th Floor, Plot No. C/1, G Block, Bandra Kurla Complex, Bandra (East), Mumbai – 400 051
Company Code: BSE-GUJGAS	Company Code: NSE-GUJGASLTD.

Sub: Intimation of the proceedings of the 7th Annual General Meeting of the Company held on 20th September, 2019.

Dear Sir/Madam,

Pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached the proceedings of the 7th Annual General Meeting of the Company held on 20th September, 2019.

We request you to take the above on record.

Thanking you,

For, Gujarat Gas Limited

Rajeshwari Sharma

**Rajeshwari Sharma
Company Secretary**

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PROCEEDINGS OF THE 7TH ANNUAL GENERAL MEETING OF GUJARAT GAS LIMITED HELD ON FRIDAY, 20TH SEPTEMBER, 2019, AT SEMINAR HALL-2 (SR-2), GATE NO.1, MAHATMA MANDIR, GANDHINAGAR, GUJARAT AT 12.00 P.M. ENDED ON 12.40 P.M.

Based on the scrutinizers consolidated report on e-voting and poll dated 20th September, 2019 it was declared that the items of businesses contained in the notice of the 7th Annual General Meeting of the Company held on 20th September, 2019 were duly passed by the requisite majority. The copy of Scrutinizer's report signed by Chairman has been attached at Annexure-1.

The following resolutions were approved:

ORDINARY BUSINESS

AGENDA-1 TO RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2019, TOGETHER WITH THE BOARD'S REPORT, THE REPORT OF AUDITORS THEREON AND COMMENT CERTIFICATE OF THE COMPTROLLER & AUDITOR GENERAL OF INDIA, IN TERMS OF SECTION 143(6) OF THE COMPANIES ACT, 2013.

TYPE OF RESOLUTION: ORDINARY RESOLUTION

“RESOLVED THAT the Audited Balance Sheet as on 31st March 2019, Statement of Profit and Loss for the year ended on 31st March 2019 along with notes forming part of the financial statements together with the Board's Report, the Report of Auditors' thereon and the Comment Certificate of the Comptroller & Auditor General of India, in terms of Section 143(6) of the Companies Act, 2013 as circulated to the shareholders, be and are hereby approved and adopted.”

AGENDA-2 TO DECLARE DIVIDEND ON EQUITY SHARES FOR FY 2018-19.

TYPE OF RESOLUTION: ORDINARY RESOLUTION

“RESOLVED THAT the Dividend for the financial year 2018-19 of Rs. 1.00/- per Equity Share aggregating to **Rs 68,83,90,125/-** (Sixty Eight Crore Eighty Three Lakh Ninety Thousand One Hundred and Twenty Five only) on 688390125 equity shares of Rs. 2/- each of the Company, be and is hereby approved.”

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AGENDA-3 TO RE-APPOINT SHRI MILIND TORAWANE, IAS (DIN: 03632394), WHO RETIRES BY ROTATION AND BEING ELIGIBLE OFFERS HIMSELF FOR RE-APPOINTMENT

TYPE OF RESOLUTION: ORDINARY RESOLUTION

“**RESOLVED THAT** Shri Milind Torawane, IAS, (DIN: 03632394), who has retired by rotation at this Annual General Meeting and being eligible for reappointment be and is hereby re-appointed as Director of the Company, who shall retire by rotation.”

AGENDA-4 TO AUTHORISE THE BOARD OF DIRECTORS OF THE COMPANY TO FIX THE REMUNERATION OF STATUTORY AUDITORS OF THE COMPANY FOR F.Y. 2019 -20, IN TERMS OF THE PROVISIONS OF SECTION 142 OF COMPANIES ACT, 2013.

TYPE OF RESOLUTION: ORDINARY RESOLUTION

“**RESOLVED THAT** pursuant to Section 142 and other applicable provisions, if any of the Companies Act, 2013, the Board of Directors of the Company be and is hereby authorized to fix the remuneration of the Statutory Auditors of the Company during F.Y. 2019- 2020, including out of pocket expenses to be incurred during the course of the audit, as may be mutually agreed between the Board of Directors and the Statutory Auditors of the Company.”

SPECIAL BUSINESS

AGENDA-5 RE-APPOINTMENT OF PROF. PIYUSH KUMAR SINHA AS AN INDEPENDENT DIRECTOR FOR THE SECOND TERM OF 2 YEARS W.E.F. 16/08/2019.

TYPE OF RESOLUTION: SPECIAL RESOLUTION

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

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AGENDA-6 RE-APPOINTMENT OF PROF. VISHAL GUPTA AS AN INDEPENDENT DIRECTOR FOR THE SECOND TERM OF 2 YEARS W.E.F. 16/08/2019

TYPE OF RESOLUTION: SPECIAL RESOLUTION

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

AGENDA-7 TO APPROVE ENHANCEMENT OF THE BORROWING POWERS OF THE BOARD UNDER SECTION 180 (1) (C) OF THE COMPANIES ACT, 2013

TYPE OF RESOLUTION: SPECIAL RESOLUTION

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

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

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matter and things and to sign

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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.”

AGENDA-8 RATIFICATION OF REMUNERATION OF COST AUDITORS FOR FY 2019-20.

TYPE OF RESOLUTION: ORDINARY RESOLUTION

"RESOLVED THAT pursuant to the provisions of the Section 148 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013, if any, and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the remuneration of M / s Kailash Sankhlecha & Associates, Cost Accountants, (firm registration No. 100221) as the Cost Auditors of the Company, whose appointment and remuneration has been recommended by the Audit Committee and approved by the Board of Directors, for conducting the audit of the cost records maintained by the Company for the Financial Year from 1st April 2019 to 31st March 2020, at a remuneration of Rs. 1,50,000/- (Rupees One Lac Lakh Fifty Thousand only) plus GST and out of pocket expenses, is hereby ratified.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts, and to take such steps as may be necessary, proper and expedient to give effect to this resolution."

For, Gujarat Gas Limited

Dated: 21st September, 2019

Rajeshwari Sharma
Rajeshwari Sharma
Company Secretary
Rohan

Consolidated Report of Scrutinizer
[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(3)(xii) of
The Companies (Management and Administration) Rules, 2014]

To,
The Chairman
Of 7th Annual General Meeting (AGM) of the members of
GUJARAT GAS LIMITED
held on 20th September, 2019 at 12.00 Noon
at Seminar Hall -2 (SR 2), Gate No. 1,
Mahatma Mandir, Gandhinagar (Gujarat)

Dear Sir,

1. I, CS Manoj Rajaram Hurkat, Practising Company Secretary, have been appointed by the Board of Directors of Gujarat Gas Limited (“Company”) having its registered office at Gujarat Gas Limited, Gujarat Gas CNG Station Sector 5/C, Gandhinagar-382006 (Gujarat) as a Scrutinizer for the purpose of scrutinizing the remote e-voting & also the vote cast through poll/ballot papers at the Annual General meeting and for ascertaining the majority on voting carried out as per the provisions of Section 108 & 109 of the Companies Act, 2013 read with Rule 20 & 21 of The Companies (Management and Administration) Rules, 2014 on the below mentioned resolutions, considered in connection with the 7th Annual General Meeting held on 20th September, 2019 at 12.00 Noon at Seminar Hall -2 (SR2), Gate No. 1, Mahatma Mandir, Gandhinagar (Gujarat).
2. The management of the Company is responsible to ensure the compliances with the requirements of provisions of Companies Act, 2013 and Rules relating to voting on the resolutions contained in the Notice to the 7th Annual General Meeting of the members of the Company. My responsibility as a scrutinizer for the voting process is restricted to make Scrutinizer’s Report of the votes casted “in favour” or “against” the resolutions stated below, based on the scrutiny of the polling papers circulated at the AGM and on the reports generated from the e-voting system provided by the M/s Karvy Fintech Pvt.

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Ltd., Hyderabad (KARVY) the authorized agency to provide e-voting facilities, appointed by the Company.

3. Further to the above, I submit my consolidated report as under:

A. For Remote E-voting:

- I. The remote e-voting period remained open from Tuesday, 17th September, 2019 (9.00 a.m.) to Thursday, 19th September, 2019 (5.00 p.m.).
- II. The Members of the Company as on “cut off” date (i.e. 13th September, 2019) were entitled to vote on the resolutions stated in the Notice of the 7th Annual General Meeting.
- III. The votes casted were subsequently unblocked by me on 20th September, 2019 at 12.50 p.m. in the presence of two witnesses, whose names are mentioned below, who are not in the employment of the Company and electronic ballots were diligently scrutinized by me.

Sr. No.	Name & Address of witnesses	Signature of witnesses
01.	Sunil A Mulchandani 58, Sudama Homes, B/h Nandigram Society, Nana Chiloda, Ahmedabad	
02.	Rekha M Hurkat A-6, Rangbindu Society, B/h Bombay Garage, Shahibaug, Ahmedabad 380004	

- IV. The electronic ballots were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorization/ proxies lodged with the Company.

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V. Thereafter, the details of members, who have voted “For”, “Against” each of the resolutions permitted for remote e-voting, were prepared based on report generated from the e-voting website of KARVY.

B. For Poll at the AGM:

- I. The poll was conducted together on all the Item nos. 1 to 8 on the agenda at the Annual General meeting at the end of discussion on all the resolutions.
 - II. The poll was conducted to enable the members of the Company who were present at the AGM and could not cast their vote through Remote E-voting facility provided by the Company through KARVY.
 - III. After ensuring that all the members who desire to cast their vote through poll have exercised their right to vote on poll and after seeking permission from the Chairman of the 7th Annual General Meeting, ballot box kept for polling was sealed in my presence with due identification marks.
 - IV. The sealed ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The Poll papers were reconciled with the records maintained by the Company/ Registrar and Transfer Agents of the Company and the authorization/proxies lodged with the Company.
 - V. The poll/ballot papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately. Moreover, poll papers of those members who already cast their vote through Remote e-voting process were also required to be treated as invalid.
4. Based on such scrutiny of the Remote E-voting & Polling process, the result of the voting is as under:

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(a) Resolution No. 1:(Ordinary Business – Ordinary Resolution):

Ordinary Resolution for adoption of Audited Financial Statements for the year ended on 31st March, 2019.

(i) Voted in favour of the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	162	599349441	100%
Poll	63	26842556	100%
Total	225	626191997	100%

(ii) Voted against the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	Nil	Nil	Nil
Poll	Nil	Nil	Nil
Total	Nil	Nil	Nil

(iii) Invalid Votes:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	Nil	Nil	Nil
Poll	4	12900	Negligible
Total	4	12900	Negligible

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(b) Resolution No. 2:(Ordinary Business – Ordinary Resolution):

Ordinary Resolution for declaration of dividend on Equity Shares for the financial year 2018-19.

(i) Voted in favour of the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	163	599366063	100%
Poll	63	26842556	100%
Total	226	626208619	100%

(ii) Voted against the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	Nil	Nil	Nil
Poll	Nil	Nil	Nil
Total	Nil	Nil	Nil

(iii) Invalid Votes:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	Nil	Nil	Nil
Poll	4	12900	Negligible
Total	4	12900	Negligible

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(c) Resolution No. 3:(Ordinary Business – Ordinary Resolution):

**Ordinary Resolution for Re-appointment of Shri Milind Torawane, IAS
(DIN: 03632394) as Director of the Company.**

(i) Voted in favour of the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	66	560377311	94.27%
Poll	62	26837556	99.98%
Total	128	587214867	94.51%

(ii) Voted against the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	89	34074315	5.73%
Poll	1	5000	0.02%
Total	90	34079315	5.49%

(iii) Invalid Votes:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	Nil	Nil	Nil
Poll	4	12900	Negligible
Total	4	12900	Negligible

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(d) Resolution No. 4: (Ordinary Business – Ordinary Resolution):

Ordinary Resolution for Fixation of remuneration of Statutory Auditors of the Company for the F. Y. 2019-20

(i) Voted in favour of the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	154	598601765	99.87%
Poll	63	26842556	100%
Total	217	625444321	99.88%

(ii) Voted against the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	9	764298	0.13%
Poll	Nil	Nil	Nil
Total	9	764298	0.12%

(iii) Invalid Votes:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	Nil	Nil	Nil
Poll	4	12900	Negligible
Total	4	12900	Negligible

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(e) Resolution No. 5: (Special Business – Special Resolution):

Special Resolution for re- appointment of Prof. P K Sinha (DIN: 00484132) as Independent Director of the Company for a term of 2 years w.e.f. 16/08/2019:

(i) Voted in favour of the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	153	594441356	100%
Poll	62	26837556	99.98%
Total	215	621278912	100%

(ii) Voted against the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	2	10270	Negligible
Poll	1	5000	0.02%
Total	3	15270	Negligible

iii) Invalid Votes:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	Nil	Nil	Nil
Poll	4	12900	Negligible
Total	4	12900	Negligible

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(f) Resolution No. 6: (Special Business – Special Resolution):

Special Resolution for re- appointment of Prof. Vishal Gupta (DIN: 06405808) as Independent Director of the Company for a term of 2 years w.e.f. 16/08/2019:

(i) Voted **in favour** of the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	153	594441356	100%
Poll	62	26837556	99.98%
Total	215	621278912	100%

(ii) Voted **against** the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	2	10270	Negligible
Poll	1	5000	0.02%
Total	3	15270	Negligible

iii) **Invalid** Votes:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	Nil	Nil	Nil
Poll	4	12900	Negligible
Total	4	12900	Negligible

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(g) Resolution No. 7: (Special Business – Special Resolution):

Special Resolution for Authority to Board to borrow money upto Rs. 15000 Crores under Section 180 (1)(c) of the Companies Act, 2013:

(i) Voted in favour of the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	95	560081347	93.45%
Poll	63	26842556	100%
Total	158	586923903	93.73%

(ii) Voted against the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	68	39284716	6.55%
Poll	Nil	Nil	Nil
Total	68	39284716	6.27%

iii) Invalid Votes:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	Nil	Nil	Nil
Poll	4	12900	Negligible
Total	4	12900	Negligible

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(h) Resolution No. 8: (Special Business – Ordinary Resolution):

Ordinary Resolution for ratification of remuneration of Cost Auditors for the year 2019-20:

(i) Voted in favour of the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	162	599355813	100%
Poll	63	26842556	100%
Total	225	626198369	100%

(ii) Voted against the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	1	10250	Negligible
Poll	Nil	Nil	Nil
Total	1	10250	Negligible

(iii) Invalid Votes:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	Nil	Nil	Nil
Poll	4	12900	Negligible
Total	4	12900	Negligible

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5. A compact disk (CD) / Excel Sheets and other supportive documents containing list of equity shareholders who voted “For”, “Against” and those votes which were declared “Invalid” for each resolution and also resolutions received from corporate shareholders etc. will be returned for safe keeping by our separate letter to the Company.
6. The poll/ballot papers and all other relevant records will also be handed over by me to the Company Secretary authorized by the Board for safe keeping.

Thanking you,

Place: Ahmedabad
Date: 20th September, 2019



Yours faithfully,

A handwritten signature in blue ink, appearing to be "Manoj Hurkat".

Signature of the Scrutinizer
[CS MANOJ HURKAT]
FCS- 4287, CP - 2574

Countersigned by:

For, GUJARAT GAS LIMITED

A handwritten signature in blue ink, appearing to be "Rashma".

CHAIRMAN/AUTHORISED SIGNATORY

Rashma