

GGL/SEC/2016/162

8<sup>th</sup> January, 2016

To,

Bombay Stock Exchange Limited, Phiroze Jijibhoy Tower, Dalal Street, Mumbai Fax No. (022) 2272 3121/ 2272 3719	Ahmedabad Stock Exchange Limited, Kamdhenu Complex, Nr. Panjara Pole, Ambawadi, Ahmedabad – 380 015 Fax No. (079) 2630 8877
Vadodara Stock Exchange Limited, 3 <sup>rd</sup> Floor, Fortune Towers, Sayajigunj, Vadodara Fax No. – (0265) 2361 452	National Stock Exchange of India Ltd. Exchange Plaza, 5 <sup>th</sup> Floor, Plot No. C/1, G Block, Bandra Kurla Complex, Bandra (East), Mumbai – 400 051 Fax No. – (022) 2659 8237 / 38

Kind Attn.: Manager Listing /Market Operations.

Company Code: BSE-GUJGAS, NSE-GUJGASLTD.

**Sub: Intimation of the proceedings of 3<sup>rd</sup> Annual General Meeting of the Company held on 28<sup>th</sup> December, 2015.**

Dear Sirs,

Pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached the proceedings of 3<sup>rd</sup> Annual General Meeting of the Company held on 28<sup>th</sup> December, 2015.

We request you to take the above on record.

Thanking You,

Yours faithfully,

**For, Gujarat Gas Limited**

*R. Sharma*  
**Rajeshwari Sharma**  
Company Secretary





GUJARAT GAS

**PROCEEDINGS OF THE 3RD ANNUAL GENERAL MEETING OF GUJARAT GAS LIMITED (FORMERLY KNOWN AS GSPC DISTRIBUTION NETWORKS LIMITED) HELD ON MONDAY, 28 DECEMBER 2015, AT 12.00 NOON AT SEMINAR HALL - 2 (SR2), GATE NO. 1, MAHATMA MANDIR, GANDHINAGAR, GUJARAT**

Based on the scrutinizers consolidated report on e-voting and poll dated 28<sup>th</sup> December, 2015, it was declared that the items of businesses contained in the notice of 3<sup>rd</sup> Annual General Meeting of the Company held on 28<sup>th</sup> December, 2015 were duly passed by the requisite majority. The copy of Scrutinizer's report which had been initialled by Chairman has been attached at **Annexure-1**.

**The following resolutions were approved:**

**ORDINARY BUSINESS**

**Agenda-1: Adoption of Audited Revised Balance Sheet as on 31st March 2014, Revised Statement of Profit and Loss for the year ended on 31st March 2014.**

**Type of Resolution: Ordinary Resolution**

“**RESOLVED THAT** the Audited Revised Balance Sheet as on 31st March 2014, Revised Statement of Profit and Loss for the year ended on 31st March 2014 along with notes forming part of the financial statements together with the Amendment to Directors' Report, the Report of Auditors' thereon and the Nil Comments of the Comptroller & Auditor General of India, in terms of Section 619(4) of the Companies Act, 1956 as circulated to the shareholders, be and are hereby approved and adopted.”

**Agenda-2: Adoption of Audited Financial Statements for the financial year ended 31<sup>st</sup> March, 2015.**

**Type of Resolution: Ordinary Resolution**

“**RESOLVED THAT** the Audited Financial Statements of the Company for the financial year ended on 31st March, 2015, 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 as circulated to the shareholders, be and are hereby approved and adopted.”

**Agenda-3: To Confirm the payment of Dividend on equity shares for the year 2014-15.**

**Type of Resolution: Ordinary Resolution**

“**RESOLVED THAT** the Dividend for the financial year 2014-15 of Rs. 5/- per Equity Shares aggregating to Rs. 68,83,90,125 (Sixty Eight Crores Eighty Three Lakhs Ninety Thousand One Hundred and Twenty Five only) on 137678025 equity shares of Rs. 10 each of the Company, be and is hereby approved.”

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**Agenda-4: To fix the remuneration of Statutory Auditors of the Company for the F.Y. 2015-2016.**

**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 the FY 2015-16, 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: Appointment of Shri G.R.Aloria, IAS as Director, not liable to retire by rotation.**

**Type of Resolution: Ordinary Resolution**

“RESOLVED THAT Shri G.R. Aloria, IAS, (DIN: 02913711) 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.”

**Agenda-6: Appointment of Shri Atanu Chakraborty, IAS as Director, not liable to retire by rotation.**

**Type of Resolution: Ordinary Resolution**

“RESOLVED THAT Shri Atanu Chakraborty, IAS, (DIN: 01469375) 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.”

**Agenda-7: Appointment of Shri Lalnunmawia Chuaungo, IAS as Director, liable to retire by rotation.**

**Type of Resolution: Ordinary Resolution**

“RESOLVED THAT Shri Lalnunmawia Chuaungo, IAS, (DIN: 00032867) 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

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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, liable to retire by rotation.”

**Agenda-8: Appointment of Shri Sanjeev Kumar, IAS as Director, liable to retire by rotation.**

**Type of Resolution: Ordinary Resolution**

“RESOLVED THAT Shri Sanjeev Kumar, IAS, (DIN: 03600655) 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, liable to retire by rotation.”

**Agenda-9: Appointment of Shri Mukesh Kumar, IAS as Director, liable to retire by rotation.**

**Type of Resolution: Ordinary Resolution**

“RESOLVED THAT Shri Mukesh Kumar, IAS, (DIN: 06811311) 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, liable to retire by rotation.”

**Agenda-10: Appointment of Ms. Manjula Devi Shroff as Independent Woman Director.**

**Type of Resolution: 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 to the Companies Act, 2013, Ms. Manjula Devi Shroff, (DIN: 00297159) who was appointed as an Additional Independent Women 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 her candidature for the office of Director be and is hereby appointed as an Independent Director of the Company to hold office for the period of 2 years effective from 21st April 2015.”

**Agenda-11: Appointment of Mr. Ajit Kapadia as Independent Director.**

**Type of Resolution: 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 to the

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Companies Act, 2013, **Mr. Ajit Kapadia, (DIN: 00065081)** 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 period of 2 years effective from 21st April 2015.”

**Agenda-12: Appointment of Mr. Jal Patel as Independent Director.**

**Type of Resolution: 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 to the Companies Act, 2013, **Mr. Jal Patel, (DIN: 00065021)** 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 period of 2 years effective from 21st April 2015.”

**Agenda-13: Appointment of Mr. Krishna Das Chatterjee as Independent Director.**

**Type of Resolution: 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 to the Companies Act, 2013, **Mr. K.D. Chatterjee, (DIN: 00421999)** 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 period of 2 years effective from 21st April 2015.”

**Agenda-14: Appointment of Prof. Pradip Khandwalla as Independent Director.**

**Type of Resolution: 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 to the Companies Act, 2013, **Prof. Pradip Khandwalla, (DIN: 00064643)** 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 period of 2 years effective from 21st April 2015.”

**Agenda-15: Ratification of remuneration of Cost Auditors for F.Y. 2014-15.**

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**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 **N. D. Birla & Co., Cost Accountants, (firm Registration No. 000028)** 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 2014 to 31st March 2015, at a remuneration of Rs. 2,00,000/- (Rs. Two Lakhs only), plus service tax as applicable and reimbursement of out of pocket expenses, as may be incurred by them during the course of the audit, be and is hereby approved.

**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.”

**Agenda-16: Ratification of remuneration of Cost Auditors for F.Y. 2015-16.**

**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. 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 2015 to 31st March 2016, at a remuneration fees of Rs 2,00,000/- (Rupees two Lacs) plus Service Tax Plus Out of Pocket expenses, if any, on actual basis be and is hereby approved.

**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.”

**Agenda-17: Approval of amendment of the Articles of Association of the Company.**

**Type of Resolution: Special Resolution**

“RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013, the Articles of Association of the Company be altered as follows:

**Following sentence be inserted after Clause 15:**

"There shall be no forfeiture of unclaimed dividends before the claim becomes barred by law."

**Following sentence be inserted after Clause 17:**

"A common form of transfer shall be used."

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"RESOLVED FURTHER THAT the Board of Directors of the Company or its Committee thereof, be and are hereby authorized to do all such acts, deeds and action as may be necessary, proper or expedient to give effect to this resolution."

**For, Gujarat Gas Limited**

*R. Sharma*

**Rajeshwari Sharma  
AVP (S&L) & CS**

