

GGL/SEC/2016/317

30th September, 2016

To,

Bombay Stock Exchange Limited, Phiroze Jijibhoy Tower, Dalal Street, Mumbai	Ahmedabad Stock Exchange Limited, Kamdhenu Complex, Nr. Panjara Pole, Ambawadi, Ahmedabad – 380 015
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	

Kind Attn.: Manager Listing /Market Operations.

Company Code: BSE-GUJGAS, NSE-GUJGASLTD.

Sub: Intimation of the proceedings of the 4th Annual General Meeting of the Company held on 29th September, 2016.

Dear Sirs,

Pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached the proceedings of the 4th Annual General Meeting of the Company held on 29th September, 2016.

We request you to take the above on record.

Thanking You,

Yours faithfully,

For, Gujarat Gas Limited

R. Sharma

**Rajeshwari Sharma
Company Secretary**



PROCEEDINGS OF THE 4TH ANNUAL GENERAL MEETING OF GUJARAT GAS LIMITED (FORMERLY KNOWN AS GSPC DISTRIBUTION NETWORKS LIMITED) HELD ON THURSDAY, 29TH SEPTEMBER, 2016, AT TOWN HALL, NR. GH-4 CIRCLE, SECTOR - 17, GANDHINAGAR - 382017, GUJARAT, INDIA AT 12:00 NOON AND ENDED ON 2:15 P.M.

Based on the scrutinizers consolidated report on e-voting and poll dated 29th September, 2016, it was declared that the items of businesses contained in the notice of the 4th Annual General Meeting of the Company held on 29th September, 2016 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 the Audited Financial Statements of the Company for the financial year ended on 31st March, 2016.

Type of Resolution: Ordinary Resolution

“RESOLVED THAT the Audited Balance Sheet as on 31st March 2016, Statement of Profit and Loss for the year ended on 31st March 2016 along with notes forming part of the financial statements together with the Board's Report, the Report of Auditors' thereon and the 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-2: To confirm the payment of Dividend on equity shares for the year 2015-16.

Type of Resolution: Ordinary Resolution

“RESOLVED THAT the Dividend for the financial year 2015-16 of Rs. 2.50/- per Equity Shares aggregating to Rs. 34,41,95,062.5 (Thirty Four Crores Forty One Lakhs Ninety Five Thousand Sixty Two and Fifty paise only) on 137678025 equity shares of Rs. 10 each of the Company, be and is hereby approved.”

Agenda-3: To re-appoint a Director in place of Shri Sanjeev Kumar, IAS, (DIN: 03600655), who retires by rotation and being eligible, offers himself for reappointment

Type of Resolution: Ordinary Resolution

“RESOLVED THAT Shri Sanjeev Kumar IAS, (DIN: 03600655), who is liable to retire by rotation and being eligible for reappointment be and is hereby re-appointed as a Director of the Company.”

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GUJARAT GAS

Agenda-4 To authorise the Board of Directors of the Company to fix the remuneration of Statutory Auditors of the Company for the F.Y. 2016- 2017 in terms of the provisions of section 142 of Companies Act, 2013.

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 F.Y. 2016- 2017, 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 Dr J.N. Singh, IAS as Director not liable to retire by rotation.

Type of Resolution: Ordinary Resolution

“**RESOLVED THAT Dr. J.N. Singh, IAS, (DIN: 00955107)** who was appointed as an Additional Director pursuant to provisions of Sections 149,152, 161 of the Companies Act, 2013 read with Companies [Appointment and Qualifications of Directors] Rules, 2014 [including any statutory modification(s) or re-enactment thereof for the time being in force] and Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom, the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a Member proposing his candidature for the office of the Director, be and is hereby appointed as a Director of the Company, who shall not be liable to retire by rotation.”

Agenda-6 Appointment of Shri Sujit Gulati, IAS as Director not liable to retire by rotation.

Type of Resolution: Ordinary Resolution

“**RESOLVED THAT Shri Sujit Gulati, IAS (DIN: 00177274)** who was appointed as an Additional Director pursuant to provisions of Sections 149,152, 161 of the Companies Act, 2013 read with Companies [Appointment and Qualifications of Directors] Rules, 2014 [including any statutory modification(s) or re-enactment thereof for the time being in force] and Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom, the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a Member proposing his candidature for the office of the Director, be and is hereby appointed as a Director of the Company, who shall not be liable to retire by rotation.”

Agenda-7 Appointment of Dr. T. Natarajan, IAS, as Director liable to retire by rotation

Type of Resolution: Ordinary Resolution

“**RESOLVED THAT Dr. T. Natarajan, IAS (DIN: 00396367)** who was appointed as an Additional Director pursuant to provisions of Sections 149,152, 161 of the Companies Act, 2013 read with Companies [Appointment and Qualifications of Directors] Rules, 2014

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GUJARAT GAS

[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.”

Agenda-8 Ratification of remuneration of Cost Auditors for fy 2016-17.

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 2016 to 31st March 2017, at a remuneration of Rs.2,00,000/- (Rupees Two Lacs) plus Service Tax as applicable 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.”

For, Gujarat Gas Limited

Rajeshwari Sharma

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





Scrutinizer's Report

To
The Chairman,
Gujarat Gas Limited
Block No.15, 3rd floor, Udyog Bhavan
Sector-11, Gandhinagar-382011

SUB: Consolidated Scrutinizer's Report on remote e-voting conducted pursuant to provision of 108 of the Companies Act, 2013 ("the Act") read with rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and poll by physical ballot paper at the Annual General Meeting of the Gujarat Gas Limited pursuant to Section 109 of the Act read with rule 21(2) of the Companies (Management and Administration) Rules, 2014

Dear Sir,

I, Kiran Kumar Patel, Proprietor of M/s K. K. Patel & Associates, Practising Company Secretaries, have been appointed as the Scrutinizer by the Board of Directors of Gujarat Gas Limited ("the Company") for the purpose of scrutinizing the remote e-voting process under the provision of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and votes casted through physical Ballot Papers under the provision of Section 109 of the Companies Act, 2013 Act read with Rule 21 of Companies (Management and Administration) Rules, 2014, on the Resolutions contained in the Notice to the 4th Annual General Meeting of the Shareholders of the Company, held on 29th day of September, 2016 at Town Hall, Nr. Gh-4 Circle, Sector-17, Gandhinagar - 382017.

The Company had availed the e-voting facility offered by Central Depository Services (India) Limited ("CDSL") for conducting remote e-voting by the Shareholders of the Company. The Company had also provided voting by physical ballot papers to the Members at the Annual General Meeting who did not cast their vote through remote e-voting facility.

The Shareholders of the Company holding Shares as on the "cut-off" date i.e. 22nd September, 2016 were entitled to vote on the resolutions as contained in the Notice of the Annual General Meeting.

The voting period for remote e-voting commenced on Monday, 26th September, 2016 at 09.00 a.m. (IST) and ended on Wednesday, 28th September, 2016 at 05.00 p.m. (IST) and the CDSL remote e-voting portal was blocked thereafter.

After conclusion of voting at the Annual General Meeting through Ballot Papers, the votes cast at the Meeting were counted and thereafter the votes cast through remote e-voting were unblocked in the presence of two witnesses who were not in the employment of the Company.

I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the CDSL e-voting portal and the physical ballot paper voting.

2. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and applicable Rules of the Companies (Management and Administration) Rules, 2014 as amended relating to e-voting and poll on the Resolutions contained in Notice of 4th Annual General Meeting of Members of the Company. My responsibility as Scrutinizer for remote e-voting process and for poll at the AGM is restricted to make the Scrutinizer's Report for verifying the validity of votes casted through remote e-voting/Ballot Papers at AGM and to ascertain the votes cast "in Favour" and "Against" the Resolutions stated above.
3. I have issued the separate scrutinizer report dated 29th September, 2016 on remote e-voting and on the poll through Ballot Papers at the Annual General Meeting respectively on the Resolutions contained in the Notice to the Annual General Meeting.

Please note that all the Ordinary Resolutions as contained in the Notice convening the 4th Annual General Meeting have been passed with requisite majority.

I now submit my consolidated Report as under on the Results of the remote e-voting and voting through physical ballot papers at the Annual General Meeting in respect of the said Resolutions.

I Resolution No. 1: Ordinary Resolution

To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2016, together with the Board's Report, the Report of Auditors' thereon and Nil Comments of the Comptroller & Auditor General of India, in terms of Section 143(6) of the Companies Act, 2013

(i) Voted in favour of Resolution:

Mode of voting	Number of Members voted through remote e-voting system and physical mode	Number of votes cast in favour of resolution	% of the total number of valid votes cast
Remote e-voting	114	12,22,40,871	100
Physical voting	79	3,21,772	100
TOTAL	193	12,25,62,643	

(ii) Voted against the Resolution:

Mode of voting	Number of Members voted through remote e-voting system and physical mode	Number of votes cast against the resolution	% of the total number of valid votes cast
Remote e-voting	0	0	0
Physical voting	0	0	0
TOTAL	0	0	

(iii) Invalid votes:

Mode of voting	Total Number of Members whose votes were declared invalid	Total Number of votes cast by them
Remote e-voting	0	0
Physical voting	6	1,610
TOTAL	6	1,610

II Resolution No. 2: Ordinary Resolution

To declare Dividend on equity shares for the year 2015-16.

(i) Voted in favour of Resolution:

Mode of voting	Number of Members voted through remote e-voting system and physical mode	Number of votes cast in favour of resolution	% of the total number of valid votes cast
Remote e-voting	115	12,22,40,881	100
Physical voting	79	3,21,772	100
TOTAL	194	12,25,62,653	

(ii) Voted against the Resolution:

Mode of voting	Number of Members voted through remote e-voting system and physical mode	Number of votes cast against the resolution	% of the total number of valid votes cast
Remote e-voting	0	0	0
Physical voting	0	0	0
TOTAL	0	0	

(iii) Invalid votes:

Mode of voting	Total Number of Members whose votes were declared invalid	Total Number of votes cast by them
Remote e-voting	0	0
Physical voting	6	1,610
TOTAL	6	1,610

III Resolution No. 3: Ordinary Resolution

To re-appoint Shri Sanjeev Kumar, IAS, (DIN: 03600655), who retires by rotation and being eligible offers himself for reappointment.

(i) Voted in favour of Resolution:

Mode of voting	Number of Members voted though remote e-voting system and physical mode	Number of votes cast in favour of resolution	% of the total number of valid votes cast
Remote e-voting	75	11,81,45,589	96.65
Physical voting	79	3,21,772	100
TOTAL	154	11,84,67,361	

(ii) Voted against the Resolution:

Mode of voting	Number of Members voted though remote e-voting system and physical mode	Number of votes cast against the resolution	% of the total number of valid votes cast
Remote e-voting	40	40,95,292	3.35
Physical voting	0	0	0
TOTAL	40	40,95,292	

(iii) Invalid votes:

Mode of voting	Total Number of Members whose votes were declared invalid	Total Number of votes cast by them
Remote e-voting	0	0
Physical voting	6	1,610
TOTAL	6	1,610

IV Resolution No. 4: Ordinary Resolution

To authorise the Board of Directors of the Company to fix the remuneration of Statutory Auditors of the Company for the F.Y.2016-2017 in terms of the provisions of Section 142 of Companies Act, 2013.

(i) Voted in favour of Resolution:

Mode of voting	Number of Members voted through remote e-voting system and physical mode	Number of votes cast in favour of resolution	% of the total number of valid votes cast
Remote e-voting	115	12,22,40,881	100
Physical voting	79	3,21,772	100
TOTAL	194	12,25,62,653	

(ii) Voted against the Resolution:

Mode of voting	Number of Members voted through remote e-voting system and physical mode	Number of votes cast against the resolution	% of the total number of valid votes cast
Remote e-voting	0	0	0
Physical voting	0	0	0
TOTAL	0	0	

(iii) Invalid votes:

Mode of voting	Total Number of Members whose votes were declared invalid	Total Number of votes cast by them
Remote e-voting	0	0
Physical voting	6	1,610
TOTAL	6	1,610

V Resolution No. 5: Ordinary Resolution

Appointment of Dr J.N. Singh, IAS as Director and Chairman, not liable to retire by rotation.

(i) Voted in favour of Resolution:

Mode of voting	Number of Members voted through remote e-voting system and physical mode	Number of votes cast in favour of resolution	% of the total number of valid votes cast
Remote e-voting	112	12,22,23,572	99.99
Physical voting	79	3,21,772	100
TOTAL	191	12,25,45,344	

(ii) Voted against the Resolution:

Mode of voting	Number of Members voted through remote e-voting system and physical mode	Number of votes cast against the resolution	% of the total number of valid votes cast
Remote e-voting	3	17,309	0.01
Physical voting	0	0	0
TOTAL	3	17,309	

(iii) Invalid votes:

Mode of voting	Total Number of Members whose votes were declared invalid	Total Number of votes cast by them
Remote e-voting	0	0
Physical voting	6	1,610
TOTAL	6	1,610

VI Resolution No. 6: Ordinary Resolution

Appointment of Shri Sujit Gulati, IAS as Director, not liable to retire by rotation.

(i) Voted in favour of Resolution:

Mode of voting	Number of Members voted through remote e-voting system and physical mode	Number of votes cast in favour of resolution	% of the total number of valid votes cast
Remote e-voting	115	12,22,40,881	100
Physical voting	79	3,21,772	100
TOTAL	194	12,25,62,653	

(ii) Voted against the Resolution:

Mode of voting	Number of Members voted through remote e-voting system and physical mode	Number of votes cast against the resolution	% of the total number of valid votes cast
Remote e-voting	0	0	0
Physical voting	0	0	0
TOTAL	0	0	

(iii) Invalid votes:

Mode of voting	Total Number of Members whose votes were declared invalid	Total Number of votes cast by them
Remote e-voting	0	0
Physical voting	6	1,610
TOTAL	6	1,610

VII Resolution No. 7: Ordinary Resolution

Appointment of Dr. T. Natarajan, IAS as Director, liable to retire by rotation.

(i) Voted in favour of Resolution:

Mode of voting	Number of Members voted through remote e-voting system and physical mode	Number of votes cast in favour of resolution	% of the total number of valid votes cast
Remote e-voting	112	12,20,77,245	99.87
Physical voting	79	3,21,772	100
TOTAL	191	12,23,99,017	

(ii) Voted against the Resolution:

Mode of voting	Number of Members voted through remote e-voting system and physical mode	Number of votes cast against the resolution	% of the total number of valid votes cast
Remote e-voting	3	1,63,636	0.13
Physical voting	0	0	0
TOTAL	3	1,63,636	

(iii) Invalid votes:

Mode of voting	Total Number of Members whose votes were declared invalid	Total Number of votes cast by them
Remote e-voting	0	0
Physical voting	6	1,610
TOTAL	6	1,610

VIII Resolution No. 8: Ordinary Resolution

Ratification of remuneration of Cost Auditors for FY 2016-17.

(i) Voted in favour of Resolution:

Mode of voting	Number of Members voted through remote e-voting system and physical mode	Number of votes cast in favour of resolution	% of the total number of valid votes cast
Remote e-voting	115	12,22,40,881	100
Physical voting	79	3,21,772	100
TOTAL	194	12,25,62,653	

(ii) Voted against the Resolution:

Mode of voting	Number of Members voted through remote e-voting system and physical mode	Number of votes cast against the resolution	% of the total number of valid votes cast
Remote e-voting	0	0	0
Physical voting	0	0	0
TOTAL	0	0	

(iii) Invalid votes:

Mode of voting	Total Number of Members whose votes were declared invalid	Total Number of votes cast by them
Remote e-voting	0	0
Physical voting	6	1,610
TOTAL	6	1,610

Thanking you,

Yours faithfully,

Date: 29th September, 2016

Place: Gandhinagar



Kiran Kumar Patel
Scrutinizer

M/s K. K. Patel & Associates,
Practicing Company Secretaries
FCS: 6384 CP: 6352

Countersigned by:
For Gujarat Gas Limited,

Dr. J. N. Singh, IAS
Chairman

Date: 29th September, 2016