



GGL/SEC/2023/1190



GUJARAT GAS
29th September, 2023

BSE Limited, Phiroze Jijibhoy Tower, Dalal Street, Mumbai Company Code: BSE-GUJGAS	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: NSE-GUJGASLTD
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Sub: Intimation of the proceedings of the 11th Annual General Meeting of the Company held on 29th September, 2023.

Respected Sir/Madam,

Pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached the proceedings of the 11th Annual General Meeting of the Company held on 29th September, 2023.

We request you to take the above on records.

Thanking you,

For Gujarat Gas Limited

Sandeep Dave
Company Secretary

PROCEEDINGS OF THE 11TH ANNUAL GENERAL MEETING OF GUJARAT GAS LIMITED HELD ON FRIDAY, 29TH SEPTEMBER, 2023, THROUGH VIDEO CONFERENCE (“VC”) / OTHER AUDIO VISUAL MEANS (“OAVM”), AT 3:00 P.M. AND ENDING ON 3:42 P.M.

The 11th Annual General Meeting of the Members of Gujarat Gas Limited was held on 29th September, 2023 at 3:00 P.M. through Video Conferencing (VC)/Other Audio Visual Means (OAVM). The Meeting commenced at 3:00 P.M. Shri Raj Kumar, IAS, Chairman of the Company chaired the Meeting for agenda items 1, 2, 4, 5, 6, 7 and 8. Smt. Mamta Verma, IAS Director, chaired the Meeting for Agenda item 3. The Quorum required under the Companies Act, 2013 was present throughout the Meeting. Shri Sandeep Dave, Company Secretary informed that the Meeting was held through VC/ OAVM in compliance with the Circulars issued by the Ministry of Corporate Affairs ("MCA Circulars") and by Securities and Exchange Board of India (SEBI). Thereafter, the Company Secretary informed the Members about the procedural and technical points on conducting the Meeting through VC/OAVM as per the Circulars issued by MCA and SEBI in this regard. The Company Secretary further informed that the Company has appointed M/s Manoj Hurkat & Associates, Practising Company Secretaries to act as Scrutinizer for the purpose of scrutinizing the entire E-voting process (i.e. Remote E-voting and Evoting during the AGM) in transparent manner. The Chairman delivered the Chairman's Speech. Speaker Shareholders shared their views during the meeting which were responded by GGL Managing Director/Management Team.

The following items of business as set out in the Notice convening the meeting were proposed:

Ordinary Business

- 1. To receive, consider and adopt the Audited Financial Statements (Standalone & Consolidated) of the Company for the Financial Year ended 31st March, 2023 and the Reports of the Board of Directors together with the Reports of Statutory Auditors and Comments of the Comptroller & Auditor General of India.**

Type of Resolution: Ordinary Resolution

“**RESOLVED THAT** the Audited Balance Sheet (Standalone & Consolidated) as on 31/03/2023, Statement of Profit and Loss (Standalone & Consolidated) for the year ended on 31/03/2023 along with notes forming part of the financial statements (Standalone & Consolidated) together with the Board’s Report, the Report of Auditors' thereon (Standalone & Consolidated) and the Nil Comments of the Comptroller & Auditor General of India, (Standalone & Consolidated), in terms of Section 143(6) of the Companies Act, 2013 as circulated to the shareholders, be and are hereby approved and adopted.”

- 2. To declare Dividend on equity shares for the Financial Year 2022-23.**

Type of Resolution: Ordinary Resolution

“**RESOLVED THAT** the Dividend for the financial year 2022-23 of Rs. 6.65/- per Equity Share aggregating to Rs 4,57,77,94,331.25/- (Rupees Four Hundred Fifty Seven Crore Seventy Seven Lakh Ninety Four Thousand Three Hundred Thirty One and Twenty Five Paisa only) on 688390125 equity shares of Rs. 2/- each of the Company, be and is hereby approved.”

- 3. To re-appoint Shri. Raj Kumar, IAS, (DIN: 00294527), who retires by rotation and being eligible offers himself for re-appointment.**

Type of Resolution: Ordinary Resolution

“**RESOLVED THAT** Shri Raj Kumar, IAS, (DIN: 00294527), who retires by rotation and being eligible offers himself for reappointment, be and is hereby re-appointed as Director and Chairman of the Company, liable to retire by rotation.”

- 4. To authorise the Board of Directors of the Company to fix remuneration of Statutory Auditors of the Company for Financial Year 2023-24, 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. 2023- 24, 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

- 5. Appointment of Shri J.P. Gupta, IAS as Director liable to retire by rotation.**

Type of Resolution: Ordinary Resolution

“**RESOLVED THAT Shri J.P. Gupta, IAS, (DIN: 01952821)** 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 till further orders by Government of Gujarat in this regard, who shall be liable to retire by rotation.”

- 6. Appointment of Smt. Mamta Verma, IAS as Director liable to retire by rotation.**

Type of Resolution: Ordinary Resolution:

“**RESOLVED THAT Smt. Mamta Verma, IAS, (DIN: 01854315)** 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 her candidature for the office of the Director be and is hereby appointed as a Director of the

Company till further orders by Government of Gujarat in this regard, who shall be liable to retire by rotation.”

7. Appointment of Shri. Milind Torawane, IAS as Managing Director.

Type of Resolution: Ordinary Resolution:

“**RESOLVED THAT Shri Milind Torawane, IAS**, (DIN: 03632394) who was appointed as an Additional Director and Managing Director w.e.f. 13th April, 2023 pursuant to provisions of Sections 149,152, 161 and other applicable provisions, if any of the Companies Act, 2013 read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 [including any statutory modification(s) or re-enactment thereof for the time being in force] and the relevant Articles of Association of the Company and who holds office as an Additional Director 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, be and is hereby appointed as Managing Director of the Company, till further orders by Government of Gujarat in this regard, who shall not be liable to retire by rotation so long as he holds the position of Managing Director .”

8. Ratification of remuneration of Cost Auditors for FY 2023-24.

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) 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 2023-24, i.e. Rs. 118000/- (Rupees One Lakh Eighteen Thousands only) + 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."

Meeting ended with Vote of Thanks.

For Gujarat Gas Limited

**Sandeep Dave
Company Secretary**

Dated: 29th September, 2023