

GGL/SEC/2022/1049

29th August, 2022

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| 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 10th Annual General Meeting of the Company held on 29th August, 2022.


Dear Sir/Madam,

Pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached the proceedings of the 10th Annual General Meeting of the Company held on 29th August, 2022.

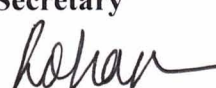
We request you to take the above on record.

Thanking you,

For Gujarat Gas Limited



Sandeep Dave
Company Secretary





PROCEEDINGS OF THE 10TH ANNUAL GENERAL MEETING OF GUJARAT GAS LIMITED HELD ON MONDAY, 29TH AUGUST, 2022, THROUGH VIDEO CONFERENCE (“VC”) / OTHER AUDIO VISUAL MEANS (“OAVM”), AT 11.30 A.M. AND ENDED ON 12.05 P.M.

Based on the scrutinizers consolidated report considering the consolidated results of the remote e-voting held prior and e-voting during the AGM dated 29th August, 2022, it was declared that the items of businesses contained in the Notice of the 10th Annual General Meeting of the Company held on 29th August, 2022, were duly passed by the requisite majority. The copy of Scrutinizer’s report signed by authorised signatory has been attached at **Annexure-1**.

The following resolutions were approved:

AGENDA-1 To receive, consider and adopt the Audited Financial Statements (Standalone & Consolidated) of the Company for the Financial Year ended 31/03/2022 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 31/03/2022, Statement of Profit and Loss (Standalone & Consolidated) for the year ended on 31/03/2022 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.”

AGENDA-2 To declare Dividend on equity shares for the Financial Year 2021-22.

Type of Resolution: Ordinary Resolution

“RESOLVED THAT the Dividend for the financial year 2021-22 of Rs. 2/- per Equity Share aggregating to Rs 1,37,67,80,250/- (Rupees One Hundred Thirty Seven Crore Sixty Seven Lakh Eighty Thousand Two Hundred Fifty only) on 688390125 equity shares of Rs. 2/- each of the Company, be and is hereby approved.”

AGENDA-3 To re-appoint Shri. Milind Torawane, IAS, (DIN: 03632394), who retires by rotation and being eligible offers himself for reappointment.

Type of Resolution: Ordinary Resolution



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“RESOLVED THAT Shri Milind Torawane, IAS, (DIN: 03632394), who retires by rotation and being eligible offers himself for reappointment, be and is hereby re-appointed as Director of the Company, liable to retire by rotation.”

AGENDA-4. To authorise the Board of Directors of the Company to fix remuneration of Statutory Auditors of the Company for Financial Year 2022 -23, 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. 2022- 23, 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 Raj Kumar, IAS as Director liable to retire by rotation.

Type of Resolution: Ordinary Resolution

“RESOLVED THAT Shri. Raj Kumar, IAS, (DIN: 00294527) 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.”

AGENDA-6 Ratification of remuneration of Cost Auditors for FY 2022-23.

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. Ashish Bhavsar & Associates, Cost Accountants, (firm registration No. 000387) 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



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records maintained by the Company for the Financial Year 2022-23, i.e. Rs. 1,30,000/- (Rupees One Lac Thirty 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."

For Gujarat Gas Limited

**Sandeep Dave
Company Secretary**

Dated: 29th August, 2022

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 10th Annual General Meeting (AGM) of the members of
GUJARAT GAS LIMITED

held on 29th August, 2022 at 11.30 a.m.

through Video Conference (“VC”) / Other Audio Visual Means (“OAVM”)

Dear Sir,



1. I, CS Manoj Rajaram Hurkat, Practicing Company Secretary, have been appointed by the Board of Directors of Gujarat Gas Limited (“Company”) as a Scrutinizer for the purpose of scrutinizing the Remote E-voting & E-voting during the 10th Annual General Meeting of the members of the Company and for ascertaining the majority on voting carried out as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of The Companies (Management and Administration) Rules, 2014 on the below mentioned resolutions, considered in connection with 10th Annual General Meeting held on 29th August, 2022 at 11.30 a.m. through Video Conference (VC)/ Other Audio Visual Means (OAVM) as per framework issued by the Ministry of Corporate Affairs (MCA) vide General Circular No. 20/2020 dated 5th May, 2020 read with General Circular No. 14/2020 dated 8th April, 2020, General Circular No. 17/2020 dated 13th April, 2020, General Circular No. 02/2021-22 dated January 13, 2021 and General Circular No. 02/2022 dated 5th May, 2022 (MCA Circulars) and also SEBI Circular dated 12th May, 2020, SEBI Circular dated 15th January, 2021 and SEBI Circular dated 13th May, 2022 (SEBI Circulars).
2. The management of the Company is responsible to ensure the compliances with the requirements of provisions of Companies Act, 2013, MCA Circulars, SEBI Circulars and Rules relating to voting on the resolutions contained in the Notice to the 10th 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 reports generated from the E-voting (both Remote E-voting and E-voting during the AGM) system provided by M/s Central Depository Services (India) Limited ("CDSL"), the authorized agency to provide e-voting facilities as 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 Friday, 26th August, 2022 (9.00 a.m.) to Sunday, 28th August, 2021 (5.00 p.m.).
- II. The Members of the Company as on "cut off" date i.e. 22nd August, 2022 were entitled to vote on the resolutions stated in the Notice of 10th Annual General Meeting. The paid up capital as on cut-off date was Rs. 137,67,80,250 divided into 68,83,90,125 Equity share of Rs. 2/- each.
- III. The votes casted were subsequently unblocked by me on 29th August, 2022 at 12.30 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-382345 |  |
| 02. | Vikas Ramani 502, Prathmesh Appartment, Nr. Alok Hospital, Usmanpura, Ahmedabad – 380013 |  |

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

- 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 CDSL.
- B. For E-voting during the AGM:**
- I. The E-voting was conducted together on all the item nos. 1 to 6 on the agenda during the AGM.
- II. The e-voting during the AGM was conducted to enable the members of the Company who have attended the AGM through VC/OAVM and had not casted their vote through Remote E-voting facility.
- III. After ensuring that all the members who desire to cast their vote through E-voting at the AGM have exercised their right to vote and after seeking permission from the Chairman of 10th Annual General Meeting, e-voting at the AGM was closed/blocked.
- IV. The electronic votes casted by the members during the AGM were subsequently unblocked by me immediately after the conclusion of AGM and electronic ballots were diligently scrutinized. The electronic votes 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. Thereafter, the details of members, who have voted “For”, “Against” each of the resolutions permitted for e-voting during the AGM, were prepared based on report generated from the e-voting system of CDSL.
4. Based on such scrutiny of the Remote E-voting & E-voting during the AGM, the result of the voting is as under:



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

Ordinary Resolution for adoption of Audited Financial Statements (Standalone and Consolidated) for the year ended on 31st March, 2022

(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 (Remote) | 556 | 597108082 | 100% |
| E-voting (During AGM) | 3 | 9901 | 100% |
| Total | 559 | 597117983 | 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 (Remote) | 6 | 2545 | Negligible |
| E-voting (During AGM) | Nil | Nil | Nil |
| Total | 6 | 2545 | 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 (Remote) | Nil | Nil | Nil |
| E-voting (During AGM) | Nil | Nil | Nil |
| Total | Nil | Nil | Nil |

Note: There are 3 shareholders in respect of 230166 equity shares who have not cast their votes in Remote E-voting which are considered as unutilized votes. Moreover, there are 2 shareholders who have not voted in respect of 1023806 equity shares, out of their total shareholding of 1363139 equity shares, which are considered as partly unutilized votes.

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

Ordinary Resolution for declaration of dividend on Equity Shares for the financial year 2021-22.

(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 (Remote) | 562 | 597339778 | 100% |
| E-voting (During AGM) | 3 | 9901 | 100% |
| Total | 565 | 597349679 | 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 (Remote) | 3 | 1015 | Negligible |
| E-voting (During AGM) | Nil | Nil | Nil |
| Total | 3 | 1015 | 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 (Remote) | Nil | Nil | Nil |
| E-voting (During AGM) | Nil | Nil | Nil |
| Total | Nil | Nil | Nil |

Note: There are 2 shareholders who have not voted in respect of 1023806 equity shares, out of their total shareholding of 1363179 equity shares, which are considered as partly unutilized votes.

(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 (Remote) | 507 | 594761163 | 99.57% |
| E-voting (During AGM) | 3 | 9901 | 100% |
| Total | 510 | 594771064 | 99.57% |

(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 (Remote) | 56 | 2579626 | 0.43% |
| E-voting (During AGM) | Nil | Nil | Nil |
| Total | 56 | 2579626 | 0.43% |

(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 (Remote) | Nil | Nil | Nil |
| E-voting (During AGM) | Nil | Nil | Nil |
| Total | Nil | Nil | Nil |

Note: There are 2 shareholders in respect of 4 equity shares who have not cast their votes in Remote E-voting which are considered as unutilized votes. Moreover, there are 2 shareholders who have not voted in respect of 1023806 equity shares, out of their total shareholding of 1363179 equity shares, which are considered as partly unutilized votes.

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

Ordinary Resolution for Fixation of remuneration of Statutory Auditors of the Company for the F. Y. 2022-23

(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 (Remote) | 550 | 597327673 | 100% |
| E-voting (During AGM) | 3 | 9901 | 100% |
| Total | 553 | 597337574 | 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 (Remote) | 14 | 13118 | Negligible |
| E-voting (During AGM) | Nil | Nil | Nil |
| Total | 14 | 13118 | 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 (Remote) | Nil | Nil | Nil |
| E-voting (During AGM) | Nil | Nil | Nil |
| Total | Nil | Nil | Nil |

Note: There is 1 shareholder in respect of 2 equity shares who has not cast his votes in Remote E-voting which are considered as unutilized votes. Moreover, there are 2 shareholders who have not voted in respect of 1023806 equity shares, out of their total shareholding of 1363179 equity shares, which are considered as partly unutilized votes.

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

Ordinary Resolution for appointment of Shri Raj Kumar, IAS (DIN: 00294527) 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 (Remote) | 535 | 597291270 | 99.99% |
| E-voting (During AGM) | 3 | 9901 | 100% |
| Total | 538 | 597301171 | 99.99% |

(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 (Remote) | 27 | 49504 | 0.01% |
| E-voting (During AGM) | Nil | Nil | Nil |
| Total | 27 | 49504 | 0.01% |

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 (Remote) | Nil | Nil | Nil |
| E-voting (During AGM) | Nil | Nil | Nil |
| Total | Nil | Nil | Nil |

Note: There are 3 shareholders in respect of 19 equity shares who have not cast their votes in Remote E-voting which are considered as unutilized votes. Moreover, there are 2 shareholders who have not voted in respect of 1023806 equity shares, out of their total shareholding of 1363179 equity shares, which are considered as partly unutilized votes.

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

Ordinary Resolution for ratification of remuneration of Cost Auditors for the year 2022-23:

(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 (Remote) | 539 | 597290688 | 99.99% |
| E-voting (During AGM) | 3 | 9901 | 100% |
| Total | 542 | 597300589 | 99.99% |

(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 (Remote) | 24 | 50053 | 0.01% |
| E-voting (During AGM) | Nil | Nil | Nil |
| Total | 24 | 50053 | 0.01% |

(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 (Remote) | Nil | Nil | Nil |
| E-voting (During AGM) | Nil | Nil | Nil |
| Total | Nil | Nil | Nil |

Note: There are 2 shareholders in respect of 52 equity shares who have not cast their votes in Remote E-voting which are considered as unutilized votes. Moreover, there are 2 shareholders who have not voted in respect of 1023806 equity shares, out of their total shareholding of 1363179 equity shares, which are considered as partly unutilized votes.


5. A compact disk (CD) / Excel Sheet send other supportive documents containing list of equity shareholders who voted “For”, “Against” and those votes which were considered “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 reports generated in respect of electronic ballots 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,

Yours faithfully,

Place: Ahmedabad
Date: 29th August, 2022




Signature of the Scrutinizer
[CS MANOJ HURKAT]
FCS- 4287, CP – 2574
UDIN: F004287D000864102

Countersigned by:
For, **GUJARAT GAS LIMITED**



CHAIRMAN/AUTHORISED SIGNATORY