



**GUJARAT GAS**

GGL/SEC/593/2018

28<sup>th</sup> September, 2018

To,

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

**Sub: Intimation of the proceedings of the 6<sup>th</sup> Annual General Meeting of the company held on 27<sup>th</sup> September, 2018.**

**Dear Sir/Madam,**

Pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached the proceedings of the 6<sup>th</sup> Annual General Meeting of the Company held on 27<sup>th</sup> September, 2018.

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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**GUJARAT GAS LIMITED** (A GSPC Group Company – Government of Gujarat Undertaking) (Formerly known as GSPC Distribution Networks Limited)

Corporate Office : 2, Shanti Sadan Society, Near Parimal Garden, Ellisbridge, Ahmedabad – 380 006, Gujarat, India.

Tel.: +91-79-26462980, 26460095 Fax : +91-79-26466249

Registered Office : Gujarat Gas LNG Station, Sector-5/C, Gandhinagar – 382 006, Gujarat, India. Tel: +91-79-23264222, 23264333

Website : www.gujaratgas.com, www.gspcgroup.com CIN : L40200GJ2012SGC069118



**GUJARAT GAS**

**PROCEEDINGS OF THE 6<sup>TH</sup> ANNUAL GENERAL MEETING OF GUJARAT GAS LIMITED HELD ON THURSDAY, 27<sup>TH</sup> SEPTEMBER, 2018, AT SEMINAR HALL-2 (SR-2), GATE NO.1, MAHATMA MANDIR, GANDHINAGAR, GUJARAT AT 3.30 P.M. ENDED ON 3.55 P.M.**

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Based on the scrutinizers consolidated report on e-voting and poll dated 27<sup>th</sup> September, 2018 it was declared that the items of businesses contained in the notice of the 6<sup>th</sup> Annual General Meeting of the Company held on 27<sup>th</sup> September, 2018 were duly passed by the requisite majority. The copy of Scrutinizer's report which had been initialed by Chairman has been attached at **Annexure-1**.

**The following resolutions were approved:**

**AGENDA-1 TO RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2018, 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.**

**TYPE OF RESOLUTION: ORDINARY RESOLUTION**

**“RESOLVED THAT** the Audited Balance Sheet as on 31<sup>st</sup> March 2018, Statement of Profit and Loss for the year ended on 31<sup>st</sup> March 2018 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 DECLARE DIVIDEND ON EQUITY SHARES FOR THE YEAR 2017-18**

**TYPE OF RESOLUTION: ORDINARY RESOLUTION**

**“RESOLVED THAT** the Dividend for the financial year 2017-18 of Rs. 4.00/- per Equity Share aggregating to **Rs 55,07,12,100/-** (Fifty Five Crore Seven Lakh Twelve Thousand One Hundred only) on 137678025 equity shares of Rs. 10/- 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 RE-APPOINTMENT**

**TYPE OF RESOLUTION: ORDINARY RESOLUTION**

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

**AGENDA-4 TO AUTHORISE THE BOARD OF DIRECTORS OF THE COMPANY TO FIX THE REMUNERATION OF STATUTORY AUDITORS OF THE COMPANY FOR F.Y. 2018-2019, 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. 2018- 2019, 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 GOPAL, IAS AS DIRECTOR LIABLE TO RETIRE BY ROTATION**

**TYPE OF RESOLUTION: ORDINARY RESOLUTION**

**RESOLVED THAT** Shri Raj Gopal, IAS, (DIN: 02252358) 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 be liable to retire by rotation.

**AGENDA-6 RATIFICATION OF REMUNERATION OF COST AUDITORS FOR FY 2018-19**

**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 1<sup>st</sup> April 2018 to 31<sup>st</sup> March

**GUJARAT GAS LIMITED** (A GSPC Group Company – Government of Gujarat Undertaking) (Formerly known as GSPC Distribution Networks Limited)

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**GUJARAT GAS**

2019, at a remuneration of Rs. 1,50,000/- (Rupees One 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**

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

**Dated: 28<sup>th</sup> September, 2018**

**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 6<sup>th</sup> Annual General Meeting (AGM) of the members of  
GUJARAT GAS LIMITED  
held on 27<sup>th</sup> September, 2018 at 3.30 p.m.  
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 6<sup>th</sup> Annual General Meeting held on 27<sup>th</sup> September, 2018 at 3.30 p.m. at Seminar Hall -2 (Sr 2), 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 6<sup>th</sup> 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 Computershare Pvt. 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 Monday, 24<sup>th</sup> September, 2018 (9.00 a.m.) to Wednesday, 26<sup>th</sup> September, 2018 (5.00 p.m.).
- II. The Members of the Company as on “cut off” date (i.e. 20<sup>th</sup> September, 2018) were entitled to vote on the resolutions stated in the Notice of the 6<sup>th</sup> Annual General Meeting.
- III. The votes casted were subsequently unblocked by me on 27<sup>th</sup> September, 2018 at 4.15 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.	Shipra Agiwal 10, Monalisa Apartment near HDFC Bank ATM, Navrangpura, Ahmedabad	
02.	Seema Kothari J-11, Sujata Flats, Shahibaug, Ahmedabad	

- 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.



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 6 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 6<sup>th</sup> 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:



**(a) Resolution No. 1: (Ordinary Business – Ordinary Resolution):**  
**Ordinary Resolution for adoption of Audited Financial Statements for the year ended on 31<sup>st</sup> March, 2018.**

**(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	120	117223912	100%
Poll	30	17091	100%
Total	150	117241003	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	1	500	Negligible
Total	1	500	Negligible



**(b) Resolution No. 2: (Ordinary Business – Ordinary Resolution):**  
**Ordinary Resolution for declaration of dividend on Equity Shares for the financial year 2017-18**

**(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	120	117223912	100%
Poll	30	17091	100%
Total	150	117241003	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	1	500	Negligible
Total	1	500	Negligible

**(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	69	112828854	96.81%
Poll	30	17091	0.01%
Total	99	112845945	96.83%

**(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	47	3697163	3.17%
Poll	Nil	Nil	Nil
Total	47	3697163	3.17%

**(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	1	500	Negligible
Total	1	500	Negligible

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

**Ordinary Resolution for Fixation of remuneration of Statutory Auditors of the Company for the F. Y. 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	120	117223912	100%
Poll	30	17091	100%
Total	150	117241003	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	1	500	Negligible
Total	1	500	Negligible

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

**Ordinary Resolution for appointment of Shri Raj Gopal, IAS (DIN:02252358)  
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	114	116508105	99.97%
Poll	30	17091	0.01%
Total	144	116525196	99.98%

**(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	17912	0.02%
Poll	Nil	Nil	Nil
Total	2	17912	0.02%

**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	1	500	Negligible
Total	1	500	Negligible

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

**Ordinary Resolution for ratification of remuneration of Cost Auditors for F.Y. 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	120	117223912	100%
Poll	30	17091	100%
Total	150	117241003	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	1	500	Negligible
Total	1	500	Negligible

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: 27<sup>th</sup> September, 2018



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 black ink, appearing to be "R/S".  
**CHAIRMAN**