



**GUJARAT GAS**

**PROCEEDINGS OF THE 34<sup>TH</sup> ANNUAL GENERAL MEETING OF GUJARAT GAS COMPANY LIMITED HELD ON THURSDAY, 20 NOVEMBER 2014, AT 11.00 A.M. AT THE H.T.PAREKH CONVENTION CENTRE, AHMEDABAD MANAGEMENT ASSOCIATION, ATIRA, DR. VIKRAM SARABHAI MARG, VASTRAPUR, AHMEDABAD – 380 015.**

Based on the scrutinizers consolidated report on e-voting and poll dated 20 November 2014, the Chairman announced that the items of businesses contained in the notice of Annual General Meeting of the Company held on 20 November 2014 were duly passed by the requisite majority as below:

Item No. of Notice along with description	Votes in favour of the resolution			Votes against the resolution			Invalid Votes	Result Declared
	No of Share holders	Total Votes	% valid votes cast	No of Share holders	Total Votes	% valid votes cast		
<b>Item No. 1: Ordinary Resolution - Adoption of Financial Statements for the financial year ended 31st March, 2014</b>	86	96121066	100%	Nil	Nil	Nil	1867720	Approved
<b>Item No. 2: Ordinary Resolution - To confirm payment of Interim Dividend on Equity Shares.</b>	87	97474066	100%	Nil	Nil	Nil	514720	Approved
<b>Item No. 3: Ordinary Resolution - To consider not to re-appoint Dr. Hasmukh</b>	78	97415831	99.95%	2	51476	0.05%	521479	Approved



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appoint Dr. Hasmukh Adhia, IAS (DIN: 00093974) as Director retiring by rotation and not to fill the vacancy at the AGM caused by his cessation.								
<b>Item No. 4:</b> <b>Ordinary Resolution -</b> To fix remuneration of Statutory Auditors of the Company for the financial year 2014-2015	87	97474066	100%	Nil	Nil	Nil	514720	Approved
<b>Item No. 5:</b> <b>Ordinary Resolution -</b> Appointment of Prof. Pradip Khandwalla (DIN: 00064643) as an Independent Director	84	96069590	98.56%	3	1404476	1.44%	514720	Approved
<b>Item No. 6:</b> <b>Ordinary Resolution -</b> Appointment of Mr. Jal Patel (DIN: 00065021) as an Independent	83	95996736	98.48%	4	1477330	1.52%	514720	Approved

**GUJARAT GAS COMPANY LIMITED**

Near Parimal Garden, Ellisbridge, Ahmedabad - 380 006, India. Tel.: +91-79-26462980, 26460095. Fax: 26466249  
Website: www.gujaratgas.com. CIN: L23203GJ1980PLC003623



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Director								
<b>Item No. 7: Ordinary Resolution - Appoitment of Mr. Ajit Kapadia (DIN: 00065081) as an Independent Director</b>	66	95527994	98%	21	1946072	2%	514720	Approved
<b>Item No. 8: Ordinary Resolution - Appointment of Ms. Manjula Shroff (DIN: 00297159) as an Independent Director</b>	87	97474066	100%	Nil	Nil	Nil	514720	Approved
<b>Item No. 9: Ordinary Resolution - To fix the remuneratio n of M/s. Atul Bhatt &amp; Co., Cost Accountants, Ahmedabad, as the Cost Auditor of the Company for the financial year 2014-15</b>	87	97474066	100%	Nil	Nil	Nil	514720	Approved

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The following resolutions were approved:

**ORDINARY BUSINESS**

**Agenda 1: Adoption of Financial Statement for the financial year ended 31st March, 2014.**

“RESOLVED THAT the audited Balance Sheet as at 31st March, 2014, Statement of Profit and Loss Account for the financial year (15 months period) ended 31st March, 2014 and Cash flow statement for the financial year (15 months period) ended 31st March, 2014 on that date together with the annexures forming part of the Accounts, the Auditors’ Report as well as the Report / Comments of Comptroller and Auditor General of India and the Directors’ Report thereon as circulated to the shareholders, be and are hereby approved and adopted.”

**Agenda 2: To confirm the payment of Interim Dividend on Equity Shares**

“RESOLVED THAT the Interim Dividend of Rs. 9/- per Equity Shares declared on 12 November 2013, which was paid on 09 December 2013 aggregating to Rs. 115,42,50,000.00 Crores (One Hundred Fifteen Cores Forty Two Lakhs and Fifty Thousand only) on Twelve Crore Eighty Two Lakhs Fifty Thousand equity shares of Rs. 2 each of the Company, be and is hereby confirmed as the Final Dividend for FY 2013-14.

**Agenda 3: To consider not to re-appoint Dr. Hasmukh Adhia, IAS as Director retiring by rotation and not to fill the vacancy at the AGM caused by his cessation.**

“RESOLVED WHEREAS THAT Dr. Hasmukh Adhia, IAS, who retires by rotation and having resigned w.e.f. 13 November 2014 and therefore, being ineligible and has not offered himself for re-appointment.

NOW THEREFORE IT IS HEREBY RESOLVED not to fill at this 34<sup>th</sup> Annual General Meeting of the Company, the vacancy caused by resignation of Dr. Hasmukh Adhia, IAS, from the office of Director of the Company as above.”



**Agenda 4: To fix remuneration of Statutory Auditors of the Company for the financial year 2014-15.**

“RESOLVED THAT pursuant to Section 142 and other applicable provisions, if any, of the Companies Act, 2013 (corresponding to Section 224 (8) (aa) of the Companies Act, 1956), 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 2014-15, 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 Prof. Pradip Khandwalla as an Independent Director of the Company.**

“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 (holding DIN: 00064643), Director of the Company who retires by rotation at the 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 two consecutive years, for a term up to 31st March 2016.

**Agenda 6: Appointment of Mr. Jal Patel as an Independent Director of the Company.**

“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, (holding DIN: 00065021), Director of the Company whose period of office is liable to determination by retirement of directors by rotation and who, pursuant to the provisions of the Companies Act, 2013 (being an independent director) is no longer liable to retire by rotation and who in accordance with the Companies Act, 2013 is required to be appointed as an independent director 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 two consecutive years for a term up to 31st March 2016.

**Agenda 7: Appointment of Mr. Ajit Kapadia as an Independent Director of the Company.**

“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. Ajit Kapadia, (holding DIN:00065081), Director of the Company whose period of office is liable to determination by retirement of directors by rotation and who, pursuant to the provisions of the Companies Act, 2013 (being an independent director) is no longer liable to retire by rotation and who in accordance with the Companies Act, 2013 is required to be appointed as an independent director 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 here by appointed as an Independent Director of the Company to hold office for two consecutive years for a term up to 31st March 2016.

**Agenda 8: Appointment of Ms. Manjula Shroff as an Independent Director of the Company.**

“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 Shroff, (holding DIN: 00297159), who was appointed as an Additional Independent Director of the Company under Section 161 of the Companies Act, 2013, read with Article 79 of the Articles of Association of the Company 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 here by appointed as an Independent Director of the Company to hold office for a term up to 31st March 2016.

**Agenda 9: To fix the remuneration of M/s. Atul Bhatt & Co., Cost Accountants, Ahmedabad, as the Cost Auditors of the Company for the financial year 2014-15.**

“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. Atul Bhatt & Co., Cost Accountants, Ahmedabad, (firm Registration No. 100020) as the Cost Auditors of the Company, whose appointment and remuneration has been recommended by the Audit Committee and approved by the Board, for conducting the audit of the cost records maintained by the Company for the Financial Year from 1 April 2014 to 31 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.”

**For Gujarat Gas Company Limited**



**Rajeshwari Sharma**  
**Company Secretary**