

**Gujarat Gas Company Limited**

2, Shantisadan Society, Near Parimal Garden, Ellisbridge, Ahmedabad - 380 006
 Tel: +91 79 26462980, Website: www.gujaratgas.com, E-mail Id: rajeshwari.sharma@gujaratgas.com
 CIN: L23203GJ1980PLC003623

NOTICE

NOTICE is hereby given that the Thirty Fourth Annual General Meeting of the Members of Gujarat Gas Company Limited will be held on Thursday, 20 November 2014, at 11:00 A.M. at H. T. Parekh Convention Centre, Ahmedabad Management Association, ATIRA, Dr. Vikram Sarabhai Marg, Vastrapur, Ahmedabad - 380 015, to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as on 31st March 2014, Statement of Profit and Loss for the financial year of 15 months ended on 31st March 2014 along with notes forming part of the financial statements together with the Consolidated Financial statements and the Auditors' Report as well as the Report / Comments of Comptroller and Auditor General of India and the Directors' Report.
2. To confirm payment of Interim Dividend on Equity Shares.
3. To appoint a Director in place of Dr. Hasmukh Adhia IAS, (holding DIN:00093974), who retires by rotation and being eligible offers himself for re-appointment, in terms of Section 152(6) of the Companies Act, 2013.
4. To authorise the Board of Directors of the Company to fix the remuneration of Statutory Auditors of the Company for the financial year 2014-2015 in terms of the provisions of Section 142 of Companies Act, 2013.

SPECIAL BUSINESS

5. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:
 "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.
6. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:
 "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 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.
7. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:
 "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.



8. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"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 hereby appointed as an Independent Director of the Company to hold office for a term up to 31st March 2016.

9. To consider and, if thought fit, to pass, with or without modification (s), the following resolution as an 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. 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."

**By Order of the Board
Gujarat Gas Company Limited**

Rajeshwari Sharma
Company Secretary

Date: 21 October 2014
Place: Ahmedabad

**NOTES:**

- (A) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (MEETING) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** The proxy form duly completed and signed, should be lodged with the Company, at its registered office at least 48 hours before the time of the meeting.

In terms of Section 105 of the Companies Act, 2013, and rules thereunder, a person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company. A member holding more than ten percent of the total share capital of the Company may appoint a single person as proxy and such other person shall not act as a proxy for any other person or member. Proxies submitted on behalf of the limited companies, societies etc. must be supported by appropriate resolution/authority, as applicable.

- (B) The relative Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013, in respect of the special business under item No. 5 to 9 are annexed hereto. The particulars of qualifications, experience and other Directorships etc. of the Directors proposed to be appointed/reappointed are given in the Annexure forming part of this Notice.
- (C) The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, 13 November 2014 to Thursday, 20 November 2014 (both days inclusive).

(D) Registrar and Share Transfer Agents

Your Company has appointed Karvy Computershare Private Limited ("Karvy") as the Share Transfer Agent for physical segment. Karvy also acts as the depository registrar for establishing connectivity with NSDL and CDSL for demat segment. Karvy uses computerised share transfer system for processing transfer of equity shares.

Shareholders are requested to send their share transfer and all other requests and complaints to Karvy Computershare Private Limited at the following address:

Karvy Computershare Private Limited, **Unit: GUJARAT GAS COMPANY LIMITED**, Plot no. 17 to 24, Vittalrao Nagar, Madhapur, Hyderabad 500 081. Phone Number: 040-44655000, Fax Number: 040-23420814

(E) Dematerialisation of shares and liquidity

Equity shares of your Company can be traded in electronic form only by all the investors. Your Company has established connectivity with both the depositories viz. NSDL and CDSL through its Share Transfer Agent. Equity shares of the Company are under compulsory demat trading by all investors. Considering the advantage of scripless trading, members are encouraged to consider dematerialisation of their shareholding so as to avoid inconvenience in future.

Equity shares of your Company are regularly traded on the Bombay Stock Exchange Limited and the National Stock Exchange of India Limited. 26.30% equity shares of the Company are held by non-promoter shareholders.

(F) Correspondence with the Company

Shareholders are requested to correspond with the Company through e-mail to get faster response. Address for correspondence is:

Gujarat Gas Company Limited, 2, Shantisadan Society, Nr. Parimal Garden, Ellis Bridge, Ahmedabad – 380006, India. Telephone Numbers: (079) 26462980, 26460095, Fax: (079) 26466249.

E-mail address of the Company Secretary and Compliance officer is: rajeshwari.sharma@gujaratgas.com
Shareholders may lodge their complaints and requests on this email address.

- (G) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market failing which the demat account / folio no. would be suspended for trading. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participant with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or its RTA.
- (H) All documents referred to in the notice and the explanatory statement requiring the approval of the Members at the Meeting and other statutory registers shall be available for inspection by the Members at the registered office of the Company during office hours on all working days between 10.30 a.m. and 1.00 p.m. on all days except Saturdays, Sundays and public holidays, from the date hereof, up to the date of the Annual General Meeting.



- (I) Pursuant to Section 205A and 205C of the Companies Act, 1956, the amount of dividends declared till FY 2006, that was unclaimed/unpaid have been transferred to the Investor Education and Protection Fund (IEPF) of the Government. The unpaid / unclaimed amounts of dividend declared for FY 2007 will be transferred to IEPF account by 5 July 2015. **Members who have not encashed their dividend warrants pertaining to the said year as well as for FY 2007 upto FY 2013-14, may approach the Company or its Registrar & Share Transfer Agent for obtaining payment thereof mentioning the relevant Folio number or DP ID and Client ID, for issuance of duplicate/revalidated dividend warrant(s).**
- (J) The Board of Directors, in its meeting held on 12 November 2013, had declared an Interim Dividend of Rs. 9.00 per Share of the face value of Rs. 2/- each, on the paid-up Equity Share Capital of the Company, which was paid on 9 December 2013. Members who have not received or not encashed their dividend warrants may approach Karvy Computershare Private Ltd, Registrar & Share Transfer Agent of the Company, for revalidating the warrants or for obtaining duplicate warrants.
- (K) Members desirous of obtaining any information on any item of business of this meeting are requested to forward the same at least 10 days before the date of the Annual General Meeting to Company Secretary at the Registered Office of the Company, so that the same may be attended to appropriately.
- (L) Members, holding shares in physical form, may avail of the facility of nomination in terms of Section 72 of the Companies Act, 2013 by nominating in the Form-SH 13 as prescribed in the Companies (Share Capital & Debenture) Rule, 2014, any person to whom their shares in the Company shall vest on occurrence of events stated in the Form. Those holding shares in physical form may obtain Form-SH 13 and send the same in duplicate to the RTA. In case of Shares held in dematerialised form, the nomination has to be lodged with the respective DP.
- (M) Members holding physical shares in multiple folios in identical names are requested to send their share certificate to Company's Registrar and Share Transfer Agent, M/s Karvy Computershare Private Ltd. for consolidation. Shareholders are requested to update their addresses, bank account details and ECS details with the depositories if shares are held in demat form and with the Registrar and Share Transfer Agent if shares are held in physical mode.
- (N) Pursuant to section 101 and 136 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, Annual Report of the Company is being sent through email to those members whose email ID is registered with the Company / Depository. In case any member wants a physical copy of the Annual Report, he may send a request to the Company Secretary at the Registered office / RTA. **Those members who have not registered their email ID are requested to write to the RTA / their Depository Participant for registering the same.**

The Annual Report 2013-14 as circulated to the members of the Company is also available on the website of the Company www.gujaratgas.com

- (O) Pursuant to Section 139(5) read with Section 142 of the Companies Act, 2013, Comptroller & Auditor General (C&AG) of India has appointed Manubhai & Shah, Chartered Accountants as the Auditors of the Company for FY 2014-15 and their remuneration is to be fixed by the Company in the Annual General Meeting. The members may authorise the Board to fix up an appropriate remuneration of Auditors for FY 2014-15.
- (P) **Voting through electronic means (e-voting):**

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 34th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL):

The instructions for shareholders voting electronically are as under:

- (I) The voting period begins on Thursday, 13 November 2014 at 09:00 a.m. and ends on Saturday, 15 November 2014 at 06:00 p.m. During this period Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date, being 17 October 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

In case of members receiving e-mail:

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab.



- (iii) Now Enter your User ID
- For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vi) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN*	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <p>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</p> <p>In case the sequence number is less than 8 digits enter the applicable number of O's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</p>
DOB#	<p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</p>
Dividend Bank Details#	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <p>Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id/ folio number in the Dividend Bank details field.</p>

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the "EVS" along with "GUJARAT GAS COMPANY LIMITED".
- (xi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvi) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

**In case of Institutional shareholders:**

- i. Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
- ii. They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com
- iii. After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
- iv. The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- v. They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy:

Please follow all steps from sl. no. (i) to sl. no. (xvi) above to cast vote.

The voting period begins on Thursday, 13 November 2014 at 09:00 a.m. and ends on Saturday, 15 November 2014 at 06:00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date), being 17 October 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com

- II The voting rights of Shareholders shall be in proportion in their Shares of the paid up equity share capital of the Company.
 - III. Mr. Manoj R. Hurkat, of Manoj Hurkat & Associates, Practicing Company Secretary, (Membership No. FCS:4287) (Address: 306, ARTH Complex, B/h. A. K. Patel House, Near Mithakhali Six Roads, Navrangpura, Ahmedabad – 380 009) has been appointed as the Scrutinizer to scrutinize the e-voting process (including the physical ballots received from members who don't have access to the e-voting process) in a fair and transparent manner.
 - IV. The Scrutinizer will within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
 - V. The Results shall be declared at the AGM of the Company. The Results declared along with the Report shall be placed on the Company's website www.gujaratgas.com and on the website of CDSL within two(2) days of passing of the resolutions at the AGM of the Company and communicated to the NSE, BSE, VSE and ASE Limited.
- (Q) **MEMBERS HOLDING EQUITY SHARES IN ELECTRONIC FORM, AND PROXIES THEREOF, ARE REQUESTED TO BRING THEIR DP ID AND CLIENT ID FOR IDENTIFICATION.**



ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(2) OF THE COMPANIES ACT, 2013 AND THE INFORMATION AS REQUIRED UNDER CLAUSE 49 OF THE LISTING AGREEMENT IN RESPECT OF DIRECTORS BEING APPOINTED/RE-APPOINTED IS AS FOLLOW:

Details of Dr. Hasmukh Adhia, IAS, Director and Mr. Pradip Khandwalla, Mr. Jal Patel, Mr. Ajit Kapadia and Ms. Manjula Shroff, the Independent Directors and for approval to the remuneration of the fees to be paid to cost auditors, in respect of Special Business set out at Item Nos. 5 to 9 of the Notice of the AGM:

ITEM NO. 3**Re-appointment of Dr. Hasmukh Adhia, IAS**

Dr. Hasmukh Adhia, IAS, (DIN 00093974) is a Non-Executive, Promoter-Director of the Company. He joined the Board of Directors of the Company w.e.f. 12 June 2013. He holds nil shares of the Company. He retires by rotation at the ensuing Annual General Meeting and being eligible, has offered himself for re-appointment. Accordingly, the Board recommends his re-appointment as Director, liable to retire by rotation, for the approval by the shareholders of the Company.

His particulars of qualification, experience and other Directorships etc. are as below:

Name of Director	Dr. Hasmukh Adhia, IAS
Date of Birth	03/11/1958
Date of appointment	12th June, 2013
Qualifications	Dr. Hasmukh Adhia, IAS is a senior IAS officer having wide administrative and corporate experience. Dr. Hasmukh Adhia has got a basic degree in Accountancy. He has the distinction of being a Gold medalist from Indian Institute of Management and he holds a Ph.D in Yoga from Swami Vivekanand Yoga University Bangalore.
Nature of Expertise / Experience	Prior to the present posting Dr. Hasmukh Adhia, IAS was Principal Secretary Education Department from April, 2008 to January, 2013, Principal Secretary to Chief Minister, Gujarat from May, 2003 to June, 2006. He was also Director General of Sardar Patel Institute of Public Administration (SPIPA) and Managing Director, Gujarat State Financial Services Limited (GSFSL). Prior to this he has worked as Director in the Ministry of Industry, New Delhi, and Secretary Finance Department, Government of Gujarat and Industries Commissioner, Gujarat as well as Vice Chairman & Managing Director, Gujarat Industrial Development Corporation. He has travelled widely around the World for promotion of Industrial and Infrastructure Investment in India. At present, he is the Additional Chief Secretary, Finance Department, Government of Gujarat.
Names of other Companies in which Directorship is held excluding Directorships held in Private Limited Companies, Foreign Companies and Section 8 Companies.	1. Gujarat State Investments Limited. 2. Gujarat State Financial Services Limited. 3. GSFS Capital & Securities Limited. 4. Gujarat Alkalies and Chemicals Limited. 5. Gujarat State Fertilizers & Chemicals Limited. 6. Gujarat Narmada Valley Fertilizers Company Limited. 7. Gujarat State Petroleum Corporation Limited. 8. Sardar Sarovar Narmada Nigam Limited. 9. Gujarat International Finance Tec-City Company Limited. 10. Gujarat State Petronet Limited. 11. Goods & Services Tax Network.
No. of Share held	NIL



Names of the Committee of the Board of Companies in which Membership/Chairmanship is held	1. Gujarat State Investment Limited Audit Committee – Chairman 2. Gujarat State Financial Services Limited Audit Committee – Member 3. GSFS Capital and Securities Limited Audit Committee – Chairman 4. Gujarat Alkalies & Chemicals Limited Audit Committee – Member Shareholders' Grievances Committee – Member 5. Gujarat State Fertilizers & Chemicals Limited Audit Committee – Member 6. Gujarat State Petroleum Corporation Limited Audit Committee – Member 7. Sardar Sarovar Narmada Nigam Limited Audit Committee – Member 8. Gujarat State Petronet Limited Audit Committee – Member 9. Gujarat Gas Company Limited Audit Committee – member HR Committee – Member Project Committee – Member Corporate Social Responsibility Committee – Member
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Your Directors recommend his appointment as the Director of the Company.

The following Promoter-Directors of the Company are deemed to be interested or concerned to the extent of his appointment as Director of the Company:

- (a) Dr. Varesn Sinha, IAS
- (b) Dr. Hasmukh Adhia, IAS

Item No 5.

Mr. Pradip Khandwalla is a Non-Executive Independent Director of the Company. He is on the board of several reputed companies. He and his relatives hold NIL shares of the Company.

He retires by rotation at the ensuing Annual General Meeting under the erstwhile applicable provisions of Companies Act, 1956. In terms of Section 149 and any other applicable provisions of the Companies Act, 2013, being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for two consecutive years for a term upto 31st March, 2016.

A notice has been received from a member proposing Mr. Pradip Khandwalla as a candidate for the office of Director of the Company.

In the opinion of the Board, he fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management.

The copy of the draft letter for his appointment as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail his services as an independent Director. Accordingly, the Board recommends the resolution in relation to his appointment as an independent Director, for the approval by the shareholders of the Company.

Except Mr. Pradip Khandwalla, being an appointee, none of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 5.



His particulars of qualification, experience and other Directorships etc. are as below:

Name of Director	Prof. Pradip Khandwalla
Date of Birth	18/02/1940
Date of appointment	1st March, 2001
Qualifications	Associate member of Institute of Chartered Accountants of India (ICAI), M.B.A. from Wharton, Pennsylvania and Ph.D from Carnegie-Mellon, USA.
Nature of Expertise / Experience	<p>Prof. Khandwalla's research and teaching contributions have been in organizational theory and design and restructuring of organizations for management of excellence, innovative turnaround management, effective management of public enterprises and governmental organizations and creativity and innovations.</p> <p>He has been consultant to many Indian and international organizations in the areas of team building, innovative excellence, management and organizational restructuring and creative training. He taught at McGill University, Canada for several years. He was associated with the Indian Institute of Management, Ahmedabad, as a professor from 1975 to 2002. He was L&T Chair Professor of Organisational behaviour at IIMA from 1985 to 1991 and then the Director of IIMA up to 1996. He has made an excellent contribution in the areas of management, organizational sciences etc., by authoring over a dozen books and 80 papers and articles in Indian and foreign journals and learned anthologies. He has served on the editorial/ advisory boards of several Indian and international journals.</p> <p>He has been awarded the "Lifetime Achievement Award in the field of HR" by the World HRD Congress for his immense contributions in enriching the field of management science, organizational behaviour and leadership. He has served on the Board of Directors of numerous companies and on the governing councils of several institutions. He has served as a member of Government of India's National Renewal Fund and as the trustee of India Brand Equity Fund Trust. He has won many international and Indian awards. Several international Who's Who carry his biographical entry.</p>
Names of other Companies in which Directorship is held excluding Directorships held in Private Limited Companies, Foreign Companies and Section 8 Companies.	<ol style="list-style-type: none"> 1. Gujaratgas Trading Company Limited 2. Grow Talent Company Limited 3. Cadila Pharmaceuticals Limited
No. of Share held	NIL
Names of the Committee of the Board of Companies in which Membership/Chairmanship is held	<p>1. Gujarat Gas Company Limited Stakeholders' Relationship Committee – Chairman HR Committee – Member Audit Committee – Member Compensation Committee – Chairman Nomination & Remuneration Committee – Member Corporate Social Responsibility Committee – Member</p> <p>2. Cadila Pharmaceuticals Limited Audit Committee – Member Strategy Committee – Chairman Finance and Accounts Committee – Member HR Committee – Member Operations Committee – Member</p>

**Item No. 6**

Mr. Jal Patel is a Non-Executive Independent Director of the Company. He and his relatives hold NIL shares of the Company.

He retires by rotation at the ensuing Annual General Meeting under the erstwhile applicable provisions of Companies Act, 1956. In terms of Section 149 and any other applicable provisions of the Companies Act, 2013, being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for two consecutive years for a term upto 31 st March, 2016.

A notice has been received from a member proposing Mr. Jal Patel as a candidate for the office of Director of the Company.

In the opinion of the Board, he fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management.

The copy of the draft letter for his appointment as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail his services as an Independent Director. Accordingly, the Board recommends the resolution in relation to his appointment as an Independent Director, for the approval by the shareholders of the Company.

Except Mr. Jal Patel, being an appointee, none of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 6.

His particulars of qualification, experience and other Directorships etc. are as below:

Name of Director	Mr. Jal Patel
Date of Birth	17/09/1937
Date of appointment	1 st March, 2001
Qualifications	Associate member of Institute of Chartered Accountants of India(ICAI), Associate member of Institute of Company Secretary of India(ICSI).
Nature of Expertise / Experience	Since 1962, he was associated with the German FAG Group of Bearing Companies and has handled various Managerial Functions. In 1977, he took over as the Managing Director. Subsequently he was promoted as the vice-chairman and Managing Director before retiring in the year 2000. His area of expertise includes Finance, Accounts and Administration. He is also actively involved with various social and welfare associations and federations as well as various trusts.
Names of other Companies in which Directorship is held excluding Directorships held in Private Limited Companies, Foreign Companies and Section 8 Companies.	1. ABC Bearings Limited 2. Shri Dinesh Mills Limited 3. Styrolution ABS (India) Limited 4. Munjal Auto Industries Limited 5. Elecon Engineering Company Limited
No. of Share held	NIL
Names of the Committee of the Board of Companies in which Membership/Chairmanship is held	1. Gujarat Gas Company Limited Audit committee – Chairman Stakeholders' Relationship Committee – Member Compensation Committee – Member Nomination & Remuneration Committee – Member Risk Management Committee 2. ABC Bearings Limited Audit Committee – Chairman 3. Shri Dinesh Mills Limited Shareholders' Grievance Committee – Member 4. Styrolution ABS (India) Limited Audit Committee and Shareholders' Grievance Committee – Member 5. Elecon Engineering Company Limited Audit Committee – Chairman