



GUJARAT GAS

GUJARAT GAS LIMITED

(Formerly known as GSPC Distribution Networks Limited)

CIN U40200GJ2012SGC069118

BOARD OF DIRECTORS

Shri G.R. Aloria, IAS Chairman (w.e.f. 13th August, 2015)
Shri Atanu Chakraborty, IAS (w.e.f. 16th April, 2015)
Shri L. Chuaungo, IAS (w.e.f. 21st April, 2015)
Shri Sanjeev Kumar, IAS (w.e.f. 21st April, 2015)
Shri Mukesh Kumar, IAS (w.e.f. 21st April, 2015)
Shri K.D. Chatterjee (w.e.f. 21st April, 2015)
Shri Jal Patel (w.e.f. 21st April, 2015)
Prof Pradip Khandwalla (w.e.f. 21st April, 2015)
Shri Ajit Kapadia (w.e.f. 21st April, 2015)
Smt. Manjula Shroff (w.e.f. 21st April, 2015)

Shri D.J. Pandian, IAS (up to 30th May, 2015)
Shri Tapan Ray, IAS (up to 30th September, 2014)
Shri M. K. Das, IAS (up to 27th April, 2015)
Shri P.P.G. Sarma (up to 21st April, 2015)
Shri Ravindra Agrawal (up to 21st April, 2015)
Shri N. Bose Babu (up to 21st April, 2015)
Shri Manish Verma (up to 18th March, 2015)

CHIEF EXECUTIVE OFFICER

Mr. PPG Sarma (w.e.f. 25th May, 2015)

COMPANY SECRETARY

Ms. Rajeshwari Sharma, Company Secretary (w.e.f. 25th May, 2015)
Mr. Rohan Sampat Company Secretary (up to 24th May, 2015)

INTERNAL AUDITORS

Ernst & Young

SECRETARIAL AUDITORS

Dhawal Chavda & Associates

REGISTRAR & SHARE TRANSFER AGENT

M/S Karvy Computershare Pvt. Ltd., Hyderabad

BANKERS & FINANCIAL INSTITUTION

Oriental Bank of Commerce
The Kalupur Commercial Co-Operative Bank
Bank of Maharashtra
Corporation Bank
UCO Bank
Dena Bank
Bank of Baroda
State Bank of India
IDBI Bank
HDFC Bank
ICICI Bank
Axis Bank
YES Bank
IndusInd Bank
Kotak Mahindra Bank Limited
Gujarat State Financial Services Limited
Housing and Urban Development Corporation Limited

STATUTORY AUDITORS

Manubhai & Shah Chartered Accountants
2nd Floor, 'B' Wing, Premium House, Near Gandhigram
Rly. Station, Navrangpura, Ahmedabad - 380 009. Gujarat, India.

COST AUDITORS

N D Birla & Co.
A-3, Nirant Appartment, Opp.-Townhall, Nr.Karnavati Hospital,
Ellis-Bridge,Ahmedabad-380006, Gujarat, India.

REGISTERED OFFICE

Block No. 15, 3rd floor, Udyog Bhavan, Sector-11, Gandhinagar-
382011

CORPORATE OFFICE

2, Shanti Sadan Society, Near Parimal Garden,
Ellisbridge, Ahmedabad - 380 006

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**GUJARAT GAS LIMITED**

(Formerly Known as GSPC Distribution Networks Limited)

Registered Office: Block No. 15, 3rd Floor, Udyog Bhavan, Sector - 11, Gandhinagar - 382011

Tel: +91 - 79 - 26462980 Fax + 91 - 79 - 26466249, website: www.gujaratgas.com,

E-mail Id: rajeshwari.sharma@gujaratgas.com

CIN: U40200GJ2012SGC069118

NOTICE OF 3RD ANNUAL GENERAL MEETING

NOTICE is hereby given that the 3rd (Third) Annual General Meeting of the Members of Gujarat Gas Limited (Formerly known as GSPC Distribution Networks Limited) will be held on Monday, 28th December 2015, at Seminar hall - 2 (SR2), Gate No. 1, Mahatma Mandir, Gandhinagar, Gujarat at 12.00 noon to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Revised Balance Sheet as on 31st March 2014, Revised Statement of Profit and Loss for the year ended on 31st March 2014 along with notes forming part of the financial statements together with the Amendment to Directors' Report, the Report of Auditors' thereon and the Nil Comments of the Comptroller & Auditor General of India, in terms of Section 619(4) of the Companies Act, 1956.
2. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended on 31st March, 2015, 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.
3. To declare Dividend on equity shares for the year 2014-15.
4. To authorise the Board of Directors of the Company to fix the remuneration of Statutory Auditors of the Company for the F.Y. 2015-2016 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 Shri G.R. Aloria, IAS, (DIN: 02913711) 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 not be liable to retire by rotation.
6. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:
RESOLVED THAT Shri Atanu Chakraborty, IAS, (DIN: 01469375) 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 not be liable to retire by rotation.
7. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:
RESOLVED THAT Shri Lalnunmawia Chuaungo, IAS, (DIN: 00032867) 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, liable to retire by rotation.
8. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:
RESOLVED THAT Shri Sanjeev Kumar, IAS, (DIN: 03600655) 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, liable to retire by rotation.



9. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:
"RESOLVED THAT Shri Mukesh Kumar, IAS, (DIN: 06811311) 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, liable to retire by rotation.
10. 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 Devi Shroff, (DIN: 00297159)** who was appointed as an Additional Independent Women Director of the Company under Section 161 of the Companies Act, 2013, 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 the period of 2 years effective from 21st April 2015.
11. 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, (DIN: 00065081)** who was appointed as an Additional Independent Director of the Company under Section 161 of the Companies Act, 2013 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 his candidature for the office of Director be and is hereby appointed as an Independent Director of the Company to hold office for the period of 2 years effective from 21st April 2015.
12. 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, (DIN: 00065021)** who was appointed as an Additional Independent Director of the Company under Section 161 of the Companies Act, 2013 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 his candidature for the office of Director be and is hereby appointed as an Independent Director of the Company to hold office for the period of 2 years effective from 21st April 2015.
13. 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. K.D. Chatterjee, (DIN: 00421999)** who was appointed as an Additional Independent Director of the Company under Section 161 of the Companies Act, 2013 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 his candidature for the office of Director be and is hereby appointed as an Independent Director of the Company to hold office for the period of 2 years effective from 21st April 2015.
14. 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, (DIN: 00064643)** who was appointed as an Additional Independent Director of the Company under Section 161 of the Companies Act, 2013 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 his candidature for the office of Director be and is hereby appointed as an Independent Director of the Company to hold office for the period of 2 years effective from 21st April 2015.
15. 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 **N. D. Birla & Co., Cost Accountants, (firm Registration No. 000028)** 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 1st April 2014 to 31st 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."

16. 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. Dalwadi & Associates, Cost Accountants, (firm Registration No. 000338)** 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 1st April 2015 to 31st March 2016, at a remuneration fees of Rs 2,00,000/- (Rupees two Lacs) plus Service Tax Plus Out of Pocket expenses, if any, on actual basis 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."

17. To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013, the Articles of Association of the Company be altered as follows:

Following sentence be inserted after Clause 15:

"There shall be no forfeiture of unclaimed dividends before the claim becomes barred by law."

Following sentence be inserted after Clause 17:

"A common form of transfer shall be used."

"RESOLVED FURTHER THAT the Board of Directors of the Company or its Committee thereof, be and are hereby authorized to do all such acts, deeds and action as may be necessary, proper or expedient to give effect to this resolution."

**By Order of the Board
For, Gujarat Gas Limited**

**Date: 24th November, 2015
Place: Ahmedabad**

**Rajeshwari Sharma
Company Secretary**

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 17 is 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 Monday, 21 December 2015 to Monday, 28 December 2015 (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 LIMITED**, Karvy Selenium Tower B, Plot No. 31-32, Gachibowli, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad - 500032. Phone Number: 040-67161500 040-67161606, Fax Number: 040 67161791

(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 the National Stock Exchange of India Limited. 39.11% 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 Limited, 2, Shantisadan Society, Nr. Parimal Garden, Ellis Bridge, Ahmedabad - 380006, India. Telephone Numbers: +91-79- 26462980, +91-79-26460095, Fax: +91-79- 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) The erstwhile Gujarat Gas Company Limited and erstwhile Gujarat Gas Financial Services Limited had paid dividends to its shareholders and pursuant to Section 205A and 205C of the Companies Act, 1956, the amount of such dividends declared till FY 2008, that was unclaimed / unpaid have been transferred to the Investor Education and Protection Fund (IEPF) of the Government. **Members who have not encashed their dividend warrants pertaining to FY 2008 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 13 August 2015, had declared a Dividend of Rs. 5.00 per Share of the face value of Rs. 10/- each, on the paid-up Equity Share Capital of the Company, which if approved by the Members at the said Annual General Meeting, will be paid within a period of 30 days from the date of declaration.

(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 Corporate 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 for F.Y. 2014-2015 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 2015-16 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 2015-16.

(P) **Voting through Electronic Means:**

I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Clause 35B of the Listing Agreement with the Stock Exchanges, the Company is providing facility to the Members to exercise their right to vote by electronic means in respect of the Resolution(s) contained in this Notice. The Company has engaged the services of M/s Karvy Computershare Private Limited ("Karvy") as the Authorised Agency to provide remote e-voting facility (i.e. the facility of casting votes by a Member by using an electronic voting system from a place other than the venue of a General Meeting).

II. The Company shall also provide facility for voting through polling paper which shall be available at the Meeting and Members attending the Meeting who have not already casted their vote by remote e-voting shall be able to exercise their right to vote at the Meeting.

III. The cut-off date for the purpose of voting (including remote e-voting) is 21 December, 2015. A person whose name is recorded in the Register of Members or in the Register of beneficial owners maintained by the Depositories at the close of business hours on 21 December, 2015 shall be entitled to avail the facility of voting through Remote E-voting/polling paper. The voting rights of the Members shall be in proportion to the paid-up value of their Shares in the Equity Capital of the Company as on the cut-off date i.e. 21 December, 2015.

IV. The Members who have casted their vote by remote e-voting prior to the Meeting may also attend the Meeting but shall not be entitled to cast their vote again.

V. The Board of Directors have appointed M/s K K Patel & Associates, Practising Company Secretary, as the Scrutinizer, for conducting the voting / poll and remote e-voting process in a fair and transparent manner.

VI. The remote e-voting facility will be available during the following period after which the portal shall forthwith be blocked and shall not be available:

Commencement of remote e-voting	09.00 A.M. (IST) on 25 December, 2015
End of remote e-voting	05.00 P.M. (IST) on 27 December, 2015

The Members desiring to vote through remote e-voting are requested to refer to the detailed procedure and instructions for e-voting given hereinafter:

i. Open your Internet Web Brower during the voting period and navigate to following URL for e-voting :<https://evoting.karvy.com>. The home screen will be displayed then click on the shareholders icon in the homepage.

ii. Enter the login credentials i.e. User ID and Password mentioned in the email forwarding the Annual Report or mentioned on the letter accompanying the Annual Report in case email ID is not registered and physical copy of the Annual Report is being received by you. The said login credentials shall be valid only in case you continue to hold the Shares on the cut off date i.e. 21 December, 2015. Your Folio No/DP ID, Client ID will be your User ID. However, if you are already registered with M/s Karvy for e-voting, you can use your existing User ID and Password for casting your vote.

**User - ID: For Members holding Shares in demat form:-**

- a) For NSDL:- 8 Character DP ID followed by 8 Digits Client ID
- b) For CDSL:- 16 Digit Client ID

For Members holding Shares in physical form:-

· Event No. followed by Folio Number registered with the Company.

Captcha : Enter the verification code i.e. please enter the alphabets and numbers exact way as they are displayed for security reasons.

- iii. After entering these details appropriately, click on "LOGIN".
- iv. You will now reach Password Change menu, wherein, you are required to mandatorily change your Login Password field. The new Password has to be minimum eight (8) characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$ etc.). The system will prompt you to change your Password and update your contact details like mobile, email ID, etc on 1st Login. You may also enter the secret question and answer of your choice to retrieve your Password in case you forget it. It is strongly recommended not to share your Password with any other person and take utmost care to keep your Password confidential.
- v. You need to Login again with the new credentials.
- vi. On successful Login, the system will prompt you to select the E-Voting Event Number for Gujarat Gas Limited.
- vii. On the voting page, you will see Resolution description and against the same the option 'FOR/AGAINST/ABSTAIN' for voting. Enter the number of Shares (which represents number of votes) under 'FOR/AGAINST/ABSTAIN' or alternatively you may partially enter any number in 'FOR' and partially in 'AGAINST' but the total number in 'FOR/AGAINST' taken together should not exceed your total shareholding as on the cut-off date, as mentioned above. You may also choose the option "ABSTAIN" in case you do not want to cast vote. Option "FOR" implies assent to the Resolution and "AGAINST" implies dissent to the Resolution.
- viii. You may then cast your vote by selecting an appropriate option and click on "SUBMIT".
- ix. 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. During the voting period, Members can login any number of times till they have voted on the Resolution.
- x. Members holding multiple Folios/Demat Account shall choose the voting process separately for each Folio/Demat Account.
- xi. Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item it will be treated as Abstained.
- xii. Corporate/ Institutional Members (i.e other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution / Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail ID: scrutinizergspl@gmail.com with a copy to evoting@karvy.com. They may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format "Corporate Name_EVENT NO".
- xiii. Once the vote on a Resolution is casted by a Member, the Member shall not be allowed to change it subsequently. Further, the Members who have casted their vote through remote e-voting shall not be allowed to vote again at the Meeting.
- xiv. Any person who becomes Member of the Company after dispatch of the Notice of the Annual General Meeting and holding Shares as on the cut-off date i.e. 21 December, 2015 may obtain the User ID and Password in the Manner as mentioned below:
 - a. If the mobile number of the Member is registered against Folio No./ DPID & Client ID, the Member may send SMS: MYEPWD <space> E-Voting Event Number +Folio no. or DPID & Client ID to +91-9212993399
Example for NSDL : MYEPWD<SPACE>IN12345612345678
Example for CDSL : MYEPWD<SPACE>1402345612345678
Example for Physical: MYEPWD<SPACE> XXXX1234567890
 - b. If e-mail address or mobile number of the Member is registered against Folio No. / DP ID & Client ID, then on the homepage of <https://evoting.karvy.com>, the Member may click "Forgot Password" and enter Folio No. or DP ID & Client ID and PAN to generate a Password.



- c. Member may call Karvy's Toll free number 1-800-3454-001
- d. Member may send an e-mail request to evoting@karvy.com.
- xv. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting User Manual for Shareholders available at the download section of <https://evoting.karvy.com> or contact Mr. Chandrashekar Raman, Sr. Manager – Corporate Registry, M/s Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot No. 31 & 32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad – 500 032 at afore mentioned Toll free number.

(Q) Poll at the Meeting:

After the items of the Notice have been discussed, the Chairman will order Poll in respect of the items. Poll will be conducted under the supervision of the Scrutinizer appointed for remote e-voting and Poll as stated above. A person, whose name is recorded in the Register of Members or in Register of beneficial owners maintained by the Depositories as on the cut-off date of 21 December, 2015 and who have not casted their vote by remote e-voting, and being present in the Annual General Meeting, either personally or through proxy, only shall be entitled to vote at the Annual General Meeting.

- (R) The Scrutinizer shall after the conclusion of voting at the Annual General Meeting, first count the votes cast at the Meeting, and thereafter unblock the vote cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company and will make, not later than 3 days of the conclusion of Annual General Meeting, i.e. on or before 31 December, 2015, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, forthwith to the Chairman of the Company or a person authorised by him, who shall declare the result forthwith.
- (S) The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.gujaratgas.com and on the website of M/s Karvy Computershare Private Limited immediately after the Result is declared and shall be simultaneously communicated to the Bombay Stock Exchange Limited (BSE) National Stock Exchange of India Limited (NSE), Ahmedabad Stock Exchange (ASE) and Vadodara Stock Exchange (VSE) where the Shares of the Company are listed.
- (T) The Resolutions will be deemed to be passed on the Annual General Meeting date subject to receipt of requisite number of votes in favour of the Resolutions.
- (U) All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (10.30 A.M. to 6.30 P.M.) on all working days up to and including the date of Annual General Meeting of the Company.
- (V) **MEMBERS HOLDING EQUITY SHARES IN ELECTRONIC FORM, AND PROXIES THEREOF, ARE REQUESTED TO BRING THEIR DP ID AND CLIENT ID FOR IDENTIFICATION.**

**By Order of the Board
For, Gujarat Gas Limited**

**Date: 24th November, 2015
Place: Ahmedabad**

**Rajeshwari Sharma
Company Secretary**

**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 Promoter Directors- Mr. G.R.Aloria, IAS, Mr. Atanu Chakraborty, IAS, Mr. L. Chuaungo, IAS, Mr. Sanjeev Kumar, IAS, Mr. Mukesh Kumar, IAS, and the Independent Directors namely Ms. Manjula Shroff, Mr. Ajit Kapadia, Mr. Jal Patel, Mr. Krishnadas Chatterjee, Prof Pradip Khandwalla, and; ratification of remuneration of Cost Auditors for F.Y. 2014-15 and 2015-16 and amendment of the Articles of Association of the Company, in respect of Special Business set out at Item Nos. 5 to 17 of the Notice of the AGM:

Item No 5. Appointment of Mr G.R.Aloria, IAS as Director and Chairman, not liable to retire by rotation.

Mr. G.R. Aloria, IAS Chief Secretary to Government of Gujarat had been appointed as the Additional Director and Chairman on the Board of the Company w.e.f. 13th August, 2015. He and his relatives hold Nil shares of the Company. The Company has received a notice proposing candidature of Shri G.R. Aloria IAS as Director of the Company

Mr. G.R.Aloria, IAS, has been appointed as an Additional Director and Chairman of the Company by the Board of Directors w.e.f. 13th August, 2015. As per the provisions of section 161 of the Companies Act, 2013, and the Articles of Association of the Company, he holds the office of Director till the conclusion of this Annual General Meeting. A notice under section 160 of the Companies Act, 2013, along with the requisite deposit has been received from a shareholder, signifying the intention to propose his candidature for appointment as the Director of the Company.

Your Directors recommend the appointment of Mr. G.R.Aloria, IAS as the Director of the Company.

The following Promoter Directors are deemed to be interested, in the resolution set out at Item No. 5.

- (a) Mr. Atanu Chakraborty, IAS
- (b) Mr. L. Chuaungo, IAS
- (c) Mr. Sanjeev Kumar, IAS
- (d) Mr. Mukesh Kumar, IAS
- (e) Mr. G.R. Aloria, IAS

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

Name of Director	Mr. G.R.Aloria, IAS
Date of Birth	6th July 1956
Date of appointment	13th August 2015
Qualifications	He is a Graduate in Economics and Law.
Nature of Expertise / Experience	Mr. Aloria has wide experience in public administration. He has served as Additional Chief Secretary Home, Principal Secretary, Urban Development, Vice Chairman and Managing Director of State Road Transport Corporation; Joint Managing Director, Sardar Sarovar Narmada Nigam Ltd etc. amongst many other important assignments. He is presently Chief Secretary, 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. Sardar Sarovar Narmada Nigam Limited 2. GSPC LNG Limited 3. Gujarat State Petroleum Corporation Limited 4. Gujarat Alkalies and Chemicals Limited 5. Gujarat Narmada Valley Fertilizers Limited 6. Dream City Company Limited.
No. of Share held	Nil
Names of the Committee of the Board of Companies in which Membership / Chairmanship is held	Nil

None of the directors apart from aforementioned directors/ Key Managerial Personnel of the Company and their relatives is / are, in any way, concerned or interested, financially or otherwise, in the aforesaid Resolution No. 5 of the Notice.

Item No 6. Appointment of Mr. Atanu Chakraborty, IAS as Director, not liable to retire by rotation.

Mr. Atanu Chakraborty, IAS, has been appointed as an Additional Director of the Company by the Board of Directors w.e.f. 16th April,



2015. As per the provisions of section 161 of the Companies Act, 2013, and the Articles of Association of the Company, he holds the office of Director till the conclusion of this Annual General Meeting. A notice under section 160 of the Companies Act, 2013, along with the requisite deposit has been received from a shareholder, signifying the intention to propose his candidature for appointment as the Director of the Company.

Your Directors recommend the appointment of Mr. Atanu Chakraborty, IAS as the Director of the Company.

The following Promoter Directors are deemed to be interested, in the resolution set out at Item No. 6.

- (a) Mr. G.R. Aloria, IAS
- (b) Mr. L. Chuaungo, IAS
- (c) Mr. Sanjeev Kumar, IAS
- (d) Mr. Mukesh Kumar, IAS
- (e) Mr. Atanu Chakraborty, IAS

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

Name of Director	Mr. Atanu Chakraborty, IAS
Date of Birth	5th April 1960
Date of appointment	16th April 2015
Qualifications	Mr. Atanu Chakraborty, IAS, is an Engineering Graduate with specialization in Electronics and Communication and has done his Post Graduate Diploma in Business Finance and subsequently MBA from UK (Business Administration)
Nature of Expertise / Experience	He has wide experience of working in various State as well as Central Government Departments and Public Sector Undertakings. Mr. Atanu Chakraborty, IAS has served in the districts of Vadodara, Sabarkantha and was Collector of Amreli district. At Gandhinagar, he has served in Finance, Home, Tribal Development and Labour Departments. Mr. Atanu Chakraborty, IAS has also worked as Principal Secretary, (Economic Affairs), Finance Department, Govt. of Gujarat. Mr. Atanu Chakraborty, IAS has also served as Managing Director, Gujarat State Financial Services Ltd., Chief Executive Officer, Gujarat Infrastructure Development Board, CEO of Gujarat Maritime Board and Executive Director, Gujarat State Fertilizers and Chemicals Ltd. In the Central Government, he served as Joint Secretary, Ministry of Finance. Mr. Atanu Chakraborty, IAS has been contributing Articles on issues relating to PPP and Natural Gas transportation etc. Mr. Atanu Chakraborty, IAS is a voracious reader and areas of his interest includes subjects such as Finance, Economics, Infrastructure, etc.
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. Torrent Pipavav Generation Limited 2. Gujarat State Petronet Limited 3. Dahej SEZ Limited 4. Gujarat Industrial Corridor Corporation Limited 5. Gujarat State Petroleum Corporation Limited 6. ONGC Petro Additions Limited 7. Gujarat Mineral Development Corporation Limited 8. GSPC LNG Limited 9. Petronet LNG Limited
No. of Share held	NIL
Names of the Committee of the Board of Companies in which Membership / Chairmanship is held	<p>Gujarat Gas Limited</p> <p>Audit Committee - Member</p> <p>Risk Management Committee - Chairman</p> <p>Corporate Social Responsibility Committee - Member</p> <p>Nomination and Remuneration Committee - Member</p> <p>Project Committee - Chairman</p> <p>HR Committee - Chairman</p> <p>Pricing Committee - Chairman</p>

None of the directors apart from aforementioned directors/ Key Managerial Personnel of the Company and their relatives is / are, in any way, concerned or interested, financially or otherwise, in the aforesaid Resolution No. 6 of the Notice.