

VADODARA GAS LIMITED

Regd. Office: Shri Muni Commi Gas Office, Gas Office Building, Dandia Bazar, Vadodara - 390001
CIN: U40106GJ2013PLC076828 Website - www.vgl.co.in

NOTICE OF AGM

Notice is hereby given that the 4th Annual General Meeting of the Members of Vadodara Gas Limited will be held on Wednesday, 27th September, 2017 at 12.00 P.M. at the Vadodara Gas Limited, Corporate Office, Manisha Circle, Old Padra Road, Vadodara - 390015. To transact the following businesses at shorter notice.

ORDINARY BUSINESS

1. To receive, consider and adopt the audited Financial Statements for the financial year ended 31st March, 2017, the reports of Board of Directors and Auditors thereon and to pass the following resolution as an *Ordinary Resolution*:

"RESOLVED THAT the audited Financial Statements of the Company for the financial year ended 31st March, 2017, the reports of the Board of Directors and Auditors thereon be and are hereby received, considered and adopted."

2. To appoint a Director in place of Dr.N.K Meena-IAS (DIN-07309443) who retires by rotation, and being eligible, offers himself for re-appointment and to pass the following resolution as an *Ordinary Resolution*:

"RESOLVED THAT Dr.N.K Meena-IAS (DIN-07309443) nominee of Vadodara Municipal Corporation, be and is hereby re-appointed as Director of the Company, liable to retire by rotation."

3. To appoint a Director in place of Dr. Vinod Rao-IAS (DIN- 02942793) who retires by rotation, and being eligible, offers himself for re-appointment and to pass the following resolution as an *Ordinary Resolution*:

"RESOLVED THAT of Dr. Vinod Rao-IAS (DIN- 02942793) nominee of Vadodara Municipal Corporation, be and is hereby re-appointed as Director of the Company, liable to retire by rotation."

4. To appoint Statutory Auditors of the Company and to fix their remuneration, and in this regard to consider and, if thought fit, to pass the following resolution as an *Ordinary Resolution*:

"RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made there under [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, the re-appointment of M/s. K. C. Mehta & Co., Chartered Accountants, Vadodara (Firm Registration No. 106237W) as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the 6th Annual General Meeting, be and is hereby ratified and remuneration of Rs. 600,000/- (Rupees Six Lakhs only) for the financial year 2017-18 to M/s. K. C. Mehta & Co. plus service tax as applicable, and reimbursement of out-of-pocket expenses (including travelling and conveyance) incurred by them to conduct the audit for the financial year 2017-18, be and is hereby approved."

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By Order of the Board of Directors
For Vadodara Gas Limited



(Sanjeev Kumar)
Managing Director

Date: 25/09/2017

Place: Vadodara

Registered Office:

Shri Muni Commi Gas Office,
Gas Office Building,
Dandia Bazar,
Vadodara - 390001

CIN: U40106GJ2013PLC076828

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SPECIAL BUSINESS

5. **Appointment of Shri Rajeev Singhal (DIN: 07818095) as a Director (Independent)**
To consider, and if thought fit, to pass with or without modification(s), the following resolution as *an Ordinary Resolution*:

To consider and, if thought fit, to pass the following resolution as an *Ordinary Resolution*:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, 161 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], Shri Rajeev Singhal (DIN: 07818095), who was appointed as an Additional Director designated as Independent Director with effect from 22nd September, 2017 and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment and holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing along with requisite deposit of Rs. 1,00,000/- pursuant to the provisions of Section 160 of the Companies Act, 2013 signifying intention to propose the candidature of Shri Rajeev Singhal for the office of Independent Director of the Company, be and is hereby appointed as a Director (Independent) of the Company to hold office for a period of 3 (three) consecutive years from 22nd September, 2017.

6. **Remuneration of Cost Auditors for the financial year 2017-18**

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 Section 148 and all other applicable provisions of the Companies Act, 2013, the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], the remuneration payable to M/s. Y. S. Thakar & Co., Cost Accountants, Vadodara [Firm Registration No.: 000318] appointed by the Board of Directors of the Company as the Cost Auditors to carry out the audit of Cost Records relating to the products of the Company i.e. CNG and PNG and submit the Cost Audit Report thereon for the financial year 2017-18, amounting to Rs.50,000/- (Rupees Fifty Thousand only) per annum plus out-of-pocket expenses at actuals and applicable taxes, be and is hereby ratified and confirmed.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

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NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL 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.

Proxy Form is annexed to the Notice. The instrument appointing the Proxy, duly completed and signed, must be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting. A Proxy does not have the right to speak at the meeting and can vote only on a poll.

A person can act as proxy on behalf of Members not exceeding 50 (fifty) and holding in the aggregate not more than 10 (ten) percent of the total share capital of the Company carrying voting rights. A member holding more than 10 (ten) percent of the total share capital of the Company carrying voting rights may appoint a single person as Proxy and same person shall not act as Proxy for any other person or shareholder.

2. The Explanatory Statement pursuant to section 102 of the Companies Act, 2013 with respect to Items relating to Special Business is annexed to this Notice and forms part of this Notice.
3. Corporate members intending to send their authorized representative(s) to attend the meeting are required to send a duly certified copy of the Board Resolution/Power of Attorney authorizing their representative to attend and vote on their behalf at the meeting.
4. Members/Proxies are requested to bring the attendance slips duly filled in to the meeting. Attendance Slip is annexed to this Notice.

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 5

Pursuant to the provisions of the Companies Act, 2013, (Act), the Rules made thereunder (including any amendments/modifications thereof), the Board of Directors at their appointed Shri Rajeev Singhal (DIN: 07818095) with effect from 22nd September, 2017 as an additional Director designated as an Independent Director, not liable to retire by rotation, for a period of three years subject to the approval of the shareholders at the General Meeting. Shri Rajeev Singhal had given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act.

A brief profile of Shri Rajeev Singhal is as under –

Rajeev Singhal is a graduate in Law with a post-graduation in Master of Social Work. He has more than 34 years of varied experience in legal and HR functions with more than three decades of specialized exposure in the Oil and Gas Sector. He has hands on experience in dealing with all facets of HR encompassing recruitment, placement, transfers and promotions with major emphasis on industrial relations, employee relations and statutory compliances. He has led teams in structuring large commercial transactions, negotiation and finalization of long term gas contracts, project documents and handling litigation. Besides this, he also has hands-on experience in strategic planning & management, liaising and coordination with Government Departments, commercial contracts, regulatory practices, team management and building government business.

The Company has received notice in writing pursuant to Section 160 of the Act along with a deposit of Rs. 1, 00,000/- proposing the candidature of Rajeev Singhal, for the office of Director (Independent) to be appointed under the provisions of Section 149 of the Companies Act, 2013.

In the opinion of the Board, Shri Rajeev Singhal fulfils the conditions specified in the Companies Act, 2013 and the Rules framed thereunder for appointment as an Independent Director and is independent of the management.

A copy of the draft letter for the appointment of Independent Directors setting out the terms and conditions is available for inspection (without any fee) by the Members at the Company's Registered Office during normal business hours on working days up to the date of the AGM.

The Board of Directors is of the opinion that the rich experience of Shri Rajeev Singhal will be of great value to the Company and hence recommends the Resolution at Item No. 5 of this Notice for your approval.

Except Shri Rajeev Singhal, none of the other Directors, Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise, in the Resolution mentioned at Item No. 5 of the Notice.

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ITEM NO. 6

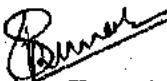
The Board of Directors at their Meeting held on 25th May, 2017 approved the re-appointment of M/s. Y. S. Thakar & Co., Cost Accountants, as Cost Auditors to conduct the audit of the cost records maintained by the Company in respect of PNG and CNG for the financial year ending 31st March, 2018.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the Members of the Company. Accordingly, consent of the Members is sought for passing Ordinary Resolutions as set out at item No.6 of the Notice for approval of the remuneration payable to the Cost Auditors for the financial year ending 31st March.

The Board recommends the resolutions for the approval of the shareholders.

None of the Directors, Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise, in the Resolution mentioned at Item No. 6 of the Notice.

By Order of the Board of Directors
For Vadodara Gas Limited



(Sanjeev Kumar)
Managing Director

Date: 25/09/2017

Place: Vadodara

Registered Office:

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Form No. MGT-11

Proxy form

(Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014)

CIN: U40106GJ2013PLC076828

Name of the company: Vadodara Gas Limited

Registered office: Shri Muni Commi Gas Office, Gas Office Building, Dandia Bazar, Vadodara - 390001

Name	
Registered Address	
Folio No.	
No. of shares held	
Client ID*	
DP ID*	

*Applicable for Investors holding shares in electronic form

I/We _____ of _____

being a member/members of Vadodara Gas Limited hereby appoint the following as my/our Proxy to attend vote (for me/us and on my/our behalf at the 4th Annual General Meeting of the Company to be held on _____ at _____ a.m./pm and at any adjournment thereof) in respect of such resolutions as are indicated below;

1. Name:

Address:

E-mail Id:

Signature: or failing him

2. Name:

Address:

E-mail Id:

Signature: or failing him

3. Name:

Address:

E-mail Id:

Signature: or failing him.

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as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at theAnnual general meeting/ Extraordinary general meeting of the company, to be held on the day of..... At..... a.m. / p.m. at.....(place) and at any adjournment thereof in respect of such resolutions as are indicated below:

Signed this..... day of..... 20....

Signature of shareholder

Affix Revenue Stamp

Signature of Proxy holder(s)

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.