



## VADODARA GAS LIMITED

Regd. Office: Shri Muni Commi Gas Office, Gas Office Building, Dandia Bazar, Vadodara – 390001

CIN: U40106GJ2013PLC076828

Website – www.vgl.co.in

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### **NOTICE OF AGM**

Notice is hereby given that the SIXTH ANNUAL GENERAL MEETING of the Members of Vadodara Gas Limited will be held on Monday, 30<sup>th</sup> September, 2019 at 3:00 p.m. at the Corporate Office of Vadodara Gas Limited at 1<sup>st</sup> Floor, Riddhi Tower, Manisha Circle, Old Padra Road, Vadodara – 390015 to transact the following businesses:

#### **ORDINARY BUSINESS**

1. To receive, consider and adopt the audited Financial Statements for the financial year ended 31<sup>st</sup> March, 2019, 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 31<sup>st</sup> March, 2019, 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 Shri Pravin M Patel (DIN: 07746026) who retires by rotation, and being eligible, offers himself for re-appointment and to pass the following resolution as an *Ordinary Resolution*:

**“RESOLVED THAT** Shri Pravin M Patel (DIN: 07746026), nominee of Vadodara Mahanagar Seva Sadan (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 Shri Pankaj Walia (DIN: 07862980) who retires by rotation, and being eligible, offers himself for re-appointment and to pass the following resolution as an *Ordinary Resolution*:

**“RESOLVED THAT** Shri Pankaj Walia (DIN: 07862980), nominee of GAIL Gas Limited, be and is hereby re-appointed as Director of the Company, liable to retire by rotation.”

4. To appoint Statutory Auditors of the Company for a second term of five consecutive years 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, M/s. K. C. Mehta & Co., Chartered Accountants, Vadodara (Firm



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Registration No. 106237W) be and are hereby appointed as the Statutory Auditors of the Company for a second term of five consecutive years to hold office from the conclusion of this Annual General Meeting until the conclusion of the 11<sup>th</sup> Annual General Meeting in the financial year 2023-24, at a remuneration as stated herein below plus Govt. levies / taxes as applicable and out-of-pocket expenses at actuals incurred by them limited to 10% of the audit fees –

Financial Year	Professional Fees for Statutory Audit
2019-20	Rs. 6,00,000
2020-21	Rs. 6,20,000
2021-22	Rs. 6,40,000
2022-23	Rs. 6,50,000
2023-24	Rs. 6,70,000

### **SPECIAL BUSINESS**

#### **5. Appointment of Shri Manmohan Sutaria (DIN: 07506763) as Director and Independent Director of the Company**

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

**“RESOLVED THAT** Shri Manmohan Sutaria (DIN: 07506763), who was appointed as an Additional Director of the Company with effect from 18<sup>th</sup> July, 2019 by the Board of Directors and who holds office upto the date of this Annual General Meeting of the Company under Section 161(1) of the Companies Act, 2013 ('the Act'), but who is eligible for appointment and in respect of whom the Company has received a notice from himself in writing under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act read with Schedule IV to the Act [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, the appointment of Shri Manmohan Sutaria (DIN: 07506763), that meets the criteria for independence as provided in Section 149(6) of the Act and who has submitted a declaration to that effect, and who is eligible for appointment as an Independent Director of the Company for a second term of three years with effect from 18<sup>th</sup> July, 2019 and who would not be liable to retire by rotation, be and is hereby approved.”



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### 6. Ratification of Remuneration of Cost Auditors for the financial year 2019-20

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 2019-20, amounting to Rs.60,000/- (Rupees Sixty Thousand only) plus out-of-pocket expenses at actuals and applicable taxes, be and is hereby ratified and confirmed.

By Order of the Board of Directors  
For Vadodara Gas Limited

Sd/-  
(Palak Shah)  
Company Secretary

Date: 03.09.2019

Place: Vadodara

Registered Office:

Shri Muni Commi Gas Office,  
Gas Office Building, Dandia Bazar,  
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### **NOTES**

1. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 with respect to Items relating to Special Business and the relevant details of directors seeking re-appointment / appointment at this AGM are annexed and forms part of this Notice.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF 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 forty-eight (48) hours before the commencement of the AGM. 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 fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% 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 member.

3. Corporate members intending to send their authorized representative(s) to attend the AGM are requested to send to the Company a duly certified copy of the Board Resolution/Power of Attorney authorizing their representative to attend and vote on their behalf at the AGM.
4. Members, Proxies and Authorised Representatives are requested to bring the duly completed Attendance Slip enclosed hereto to attend the AGM.



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

#### **Item No. 5**

Based on recommendation of Nomination and Remuneration Committee, the Board of Directors appointed Shri Manmohan Sutaria (DIN: 07506763) as Additional Director of the Company and also Independent Director, not liable to retire by rotation, for a second term of three years i.e. from 18<sup>th</sup> July, 2019 up to 17<sup>th</sup> July, 2022 subject to approval of the shareholders of the Company. Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ('the Act'), Shri Sutaria shall hold office up to the date of this Annual General Meeting ('AGM') and is eligible to be appointed as a Director. The Company has, in terms of Section 160(1) of the Act, received in writing a notice from Shri Sutaria himself, proposing his candidature for the office of Director. The profile, qualifications and experience of Shri Sutaria are provided as Annexure to this Notice. Shri Sutaria has given his declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act and is eligible to be appointed as a Director in terms of Section 164 of the Act. He has also given his consent to act as a Director. In the opinion of the Board, Shri Sutaria is a person of integrity, possesses the relevant expertise and experience and fulfills the conditions specified in the Act for appointment as an Independent Director and he is independent of the management. Given his rich and vast experience, the Board considers it desirable and in the interest of the Company to have Shri Sutaria on the Board of the Company and accordingly the Board recommends the appointment of Shri Sutaria as an Independent Director as proposed in the resolution set out at Item No. 5 for approval by the shareholders.

The terms and conditions of appointment of the Independent Director shall be open for inspection by the members at the Registered Office of the Company on all working days, between Monday to Friday except public holidays, between 10:00 a.m. (IST) to 1:00 p.m. (IST) up to the date of the meeting and also at the venue during the meeting.

Except for Shri Sutaria, no other Director, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.



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### **Item No. 6**

Pursuant to section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Rules, 2014, as amended from time to time, the Company is required to have the audit of its cost records for specified products conducted by a Cost Accountant.

Based on the recommendation of the Audit Committee, the Board of Directors at their Meeting held on 18<sup>th</sup> July, 2019 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 2019-20 at a remuneration of Rs. 60,000/- (Rupees Sixty Thousand only). M/s. Y.S. Thakar & Co. have furnished a certificate regarding their eligibility for appointment as Cost Auditors of the Company.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, ratification for the remuneration payable to the Cost Auditors for the financial year 2019-20 by way of an Ordinary Resolution is being sought from the Members as set out at item no. 6 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 6 of the Notice for approval by the shareholders.

None of the other Directors, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

By Order of the Board of Directors  
For Vadodara Gas Limited

Sd/-  
(Palak Shah)  
Company Secretary

Date: 03.09.2019

Place: Vadodara

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### ANNEXURE TO NOTICE

#### **Details of Directors seeking appointment / re-appointment at the 6<sup>th</sup> Annual General Meeting of the Company**

<b>Name of Director</b>	<b>Shri Manmohan Sutaria</b>	<b>Shri Pravin M Patel</b>	<b>Shri Pankaj Walia</b>
<b>DIN</b>	07506763	07746026	07862980
<b>Date of Birth</b>	05.05.1952	01.06.1962	30.12.1963
<b>Qualification</b>	B.E. (Mech.), LL.B	B.E. (Civil)	B. Sc., F.C.A.
<b>Overall Experience</b>	35 years	33 years	27 years
<b>No. of shares held in the Company</b>	-	One (1) No. Equity Share of Rs. 10/- held as Nominee of Vadodara Mahanagar Seva Sadan	One (1) No. Equity Share of Rs. 10/- each held jointly with GAIL Gas Limited
<b>Directorship in other companies</b>	-	Vadodara Smart City Development Limited	-
<b>Chairman / Member of the Statutory Committees of the Board of Directors of the Company</b>	- Audit Committee - Corporate Social Responsibility Committee	- Audit Committee - Nomination and Remuneration Committee	- Audit Committee - Nomination and Remuneration Committee



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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 of shareholder	
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  
6<sup>th</sup> Annual General Meeting of the Company to be held on Monday, 30<sup>th</sup> September, 2019 at  
3:00 p.m. 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/us and on my/our behalf at the 6<sup>th</sup> Annual General Meeting of Vadodara Gas Limited to be held on **Monday, 30<sup>th</sup> September, 2019 at 3:00 p.m.** at the **Corporate Office of the Company at 1<sup>st</sup> Floor, Riddhi Tower, Near Manisha Circle, Old Padra Road, Vadodara – 390015** and at any adjournment thereof in respect of such item(s) / resolution(s) as are indicated below:

Sr. No.	Item(s) / Resolution(s)	Vote	
		For	Against
ORDINARY BUSINESS			
1.	Adoption of the audited Financial Statements for the financial year ended 31 <sup>st</sup> March, 2019, the reports of Board of Directors and Auditors thereon		
2.	Appointment of a Director in place of Shri Pravin M Patel (DIN: 07746026) who retires by rotation, and being eligible, offers himself for re-appointment		
3.	Appointment of a Director in place of Shri Pankaj Walia (DIN: 07862980) who retires by rotation, and being eligible, offers himself for re-appointment		
4.	Appointment of Statutory Auditors of the Company for a second term of five consecutive years and to fix their remuneration		
SPECIAL BUSINESS			
5.	Appointment of Shri Manmohan Sutaria (DIN: 07506763) as Director and Independent Director of the Company		
6.	Ratification of Remuneration of Cost Auditors for the financial year 2019-20		

Signed this ..... day of..... 2019

Affix  
Revenue  
Stamp

Signature of  
shareholder

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.**



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### **ATTENDANCE SLIP**

**6<sup>th</sup> Annual General Meeting, Monday, 30<sup>th</sup> September, 2019 at 3:00 p.m. at the Corporate Office of Vadodara Gas Limited at 1<sup>st</sup> Floor, Riddhi Tower, Manisha Circle, Old Padra Road, Vadodara – 390015**

Regd. Folio No. \_\_\_\_\_/DP ID \_\_\_\_\_ Client ID/Ben. A/C \_\_\_\_\_ No. of shares held \_\_\_\_\_

I certify that I am a registered shareholder/proxy for the registered Shareholder of the Company and hereby record my presence at the 6<sup>th</sup> Annual General Meeting of the Company on Monday, 30<sup>th</sup> September, 2019 at 3:00 p.m. at the Corporate Office of Vadodara Gas Limited at 1<sup>st</sup> Floor, Riddhi Tower, Manisha Circle, Old Padra Road, Vadodara – 390015

\_\_\_\_\_  
\_\_\_\_\_

Member's/Proxy's name in Block Letters

Member's/Proxy's Signature

Note: Please fill this attendance slip and hand it over at the entrance of the hall.

\_\_\_\_\_

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### ROUTE MAP – 6<sup>TH</sup> ANNUAL GENERAL MEETING

