



VADODARA GAS LIMITED

Regd. Office – Shri Muni Commi Gas Office, Gas Office Building, Dandiya Bazar, Vadodara - 390001

CIN: U40106GJ2013PLC076828

Website: www.vgl.co.in

NOTICE OF AGM

Notice is hereby given that the SEVENTH ANNUAL GENERAL MEETING of the Members of Vadodara Gas Limited will be held on Wednesday, 30th September, 2020 at 3:00 p.m. through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited Financial Statements of the Company for the financial year ended 31st March, 2020, together with 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, 2020 together 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 Ajay Sinha (DIN: 08585727) 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 Ajay Sinha (DIN: 08585727), Nominee Director of GAIL Gas Limited, 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 Director of GAIL Gas Limited, be and is hereby re-appointed as Director of the Company, liable to retire by rotation.”

SPECIAL BUSINESS

4. **Re-appointment of Shri Rajeev Singhal (DIN: 07818095) as an Independent Director of the Company for a second term**

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 Sections 149, 152 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 thereof for the time being in force) and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Shri Rajeev Singhal (DIN: 07818095) whose first term as Independent Director shall expire on 21st September, 2020 and who has submitted a declaration that he meets the criteria for independence as provided under section 149(6) of the Act, be and is hereby re-appointed as an Independent



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Director of the Company, not liable to retire by rotation, for a second term of consecutive three (3) years commencing from 22nd September, 2020 upto 21st September, 2023.

RESOLVED FURTHER THAT any of the Directors or the Company Secretary be and is hereby severally authorized to do all such acts, matters, deeds and things including filing of necessary e-forms and documents with the Registrar of Companies, Ministry of Corporate Affairs, as may be required, to give effect to this resolution.”

5. Ratification of Remuneration of Cost Auditors for the financial year 2020-21

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 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 of Rs. 60,000/- (Rupees Sixty Thousand only) plus applicable taxes and out-of-pocket expenses at actuals, 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 maintained by the Company and submit the Cost Audit Report thereon for the financial year 2020-21, 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.”

By Order of the Board of Directors
For Vadodara Gas Limited

Sd/-
(Palak Shah)
Company Secretary

Date: 07.09.2020

Place: Vadodara

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NOTES

1. In view of the outbreak of COVID-19, the Ministry of Corporate Affairs (MCA), Government of India, has vide its General Circular No. 14/ 2020 dated 8th April 2020, General Circular No. 17/ 2020 dated 13th April 2020, in relation to “Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by Covid-19” and General Circular No. 20/ 2020 dated 5th May 2020, in relation to “Clarification on holding of annual general meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM)” (collectively referred to as “MCA Circulars”) have permitted the holding of the Annual General Meeting (“AGM”) through Video Conferencing (“VC”)/Other Audio Visual Means (“OAVM”), without the physical presence of the Members at a common venue, and also send notice of the Meeting and other correspondences related thereto, through electronic mode.

In compliance with the applicable provisions of the Companies Act, 2013 (the “Act”) (including any statutory modification or re-enactment thereof for the time being in force), as amended from time to time, read with the MCA Circulars, the Annual General Meeting (“AGM”) of the Company is scheduled to be held on Wednesday, 30th September, 2020 at 3:00 p.m. through VC/OAVM and the voting for items to be transacted in the Notice to this AGM shall be through show of hands.

2. In compliance with the requirements of the MCA Circulars, electronic copy of the Notice along with the Annual Report for the financial year ended 31st March, 2020 consisting of financial statements including Board’s Report, Auditors’ Report and other documents required to be attached therewith (Collectively referred to as “Notice”) have been only sent to those members whose e-mail addresses are registered with the Company or the Registrar and Share Transfer Agent or the Depository Participants(s) through electronic means and no physical copy of the Notice has been sent by the Company to any member. The Notice has also been hosted on the website of the Company.

If there is any change in the e-mail ID already registered with the Company, members are requested to immediately notify such change to the Company or its RTA in respect of shares held in physical form and to DPs in respect of shares held in electronic form.

The members who have not yet registered their e-mail ids with the company may contact the Company Secretary on e-mail cs@vgl.co.in for registering their email IDs.

3. Members holding shares in physical form are requested to consider converting their holding to dematerialized form.



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4. As per the provisions of Clause 3.B.IV. of the General Circular No. 20/ 2020 dated 5th May 2020, the matters of Special Business as appearing at Item Nos. 4 and 5 of the accompanying Notice, are considered to be unavoidable by the Board and hence, form part of this Notice.
5. The relative Explanatory Statement pursuant to Section 102 of the Act, in regard to the business as set out in Item Nos. 4 and 5 above and the relevant details of the Director seeking re-appointment as set out in Item Nos. 2 and 3 as per Secretarial Standards - 2 on General Meetings issued by The Institute of Company Secretaries of India, is annexed hereto.
6. **PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM 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. SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC/OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, IN TERMS OF THE MCA CIRCULARS, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE, THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF AGM ARE NOT ANNEXED TO THIS NOTICE.**
7. Corporate Members are requested to send to the Company, a certified copy of the Board Resolution, pursuant to section 113 of the Companies Act 2013, authorizing their representative to attend and vote at the Meeting through VC.
8. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
9. The VC facility shall be made available through Microsoft Teams or any other alternative platform. The link of the Meeting will be shared before the Meeting commences. The facility for joining the Meeting is kept 15 minutes before the time scheduled to start the Meeting and will be closed after expiry of 15 minutes after such scheduled time.



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ANNEXURE TO NOTICE

Details of Directors seeking appointment / re-appointment at the 7th AGM of the Company

Name of Director	Shri Rajeev Singhal	Shri Ajay Sinha	Shri Pankaj Walia
DIN	07818095	08585727	07862980
Date of Birth	01.10.1954	06.02.1969	30.12.1963
Qualification	LL.B, PG in Masters of Social Work	B.E. (Elec.), MBA	B. Sc., F.C.A.
Overall Experience	More than 35 years	More than 29 years	More than 27 years
No. of shares held in the Company	-	-	One (1) No. Equity Share of Rs. 10/- each held jointly with GAIL Gas Limited
Directorship in other companies	-	-	-
Chairman / Member of the Statutory Committees of the Board of Directors of the Company	- HR Subcommittee (Chairman) - Nomination & Remuneration Committee (Chairman) - Corporate Social Responsibility Committee (Member)	-	- Audit Committee (Member) - Nomination and Remuneration Committee (Member)



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EXPLANATORY STATEMENT PURSUANT TO SEC. 102 OF THE COMPANIES ACT, 2013

Item No. 4

Based on recommendation of Nomination and Remuneration Committee, the Board of Directors approved the re-appointment of Shri Rajeev Singhal (DIN: 07818095) as an Independent Director of the Company, not liable to retire by rotation, for a second term of consecutive three (3) years i.e. from 22nd September, 2020 up to 21st September, 2023 subject to approval of the shareholders of the Company by way of passing a Special Resolution.

Shri Rajeev Singhal is associated with the Company in the capacity of Independent Director since almost three years. 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 35 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.

Shri Rajeev Singhal 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 Rajeev Singhal 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 Rajeev Singhal on the Board of the Company and accordingly the Board recommends the re-appointment of Shri Singhal as an Independent Director as proposed in the resolution set out at Item No. 4 for approval by the shareholders by way of Special Resolution.

Except for Shri Singhal, 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. 5

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 7th August, 2020 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 for the financial year 2020-21 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 2020-21 by way of an Ordinary Resolution is being sought from the Members as set out at item no. 5 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 5 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: 07.09.2020

Place: Vadodara

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