



**GUJARAT GAS**

**26<sup>th</sup> September, 2024**

**GGL/SEC/2024/1354**

<b>BSE Limited,</b> Phiroze Jijibhoy Tower, Dalal Street, Mumbai  <b>Company Code: BSE-539336</b>	<b>National Stock Exchange of India Ltd.</b> Exchange Plaza, 5 <sup>th</sup> Floor, Plot No. C/1, G Block, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051  <b>Company Code: NSE-GUJGASLTD</b>
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**Sub: Intimation of the proceedings of the 12<sup>th</sup> Annual General Meeting of the Company held on 26<sup>th</sup> September, 2024**

**Respected Sir/Madam,**

Pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached the proceedings of the 12<sup>th</sup> Annual General Meeting of the Company held on 26<sup>th</sup> September, 2024.

We request you to take the above on records.

Thanking you,

**For Gujarat Gas Limited**

Sandeep Dave  
**Company Secretary**

**PROCEEDINGS OF THE 12<sup>TH</sup> ANNUAL GENERAL MEETING OF GUJARAT GAS LIMITED HELD ON THURSDAY, 26<sup>TH</sup> SEPTEMBER, 2024, THROUGH VIDEO CONFERENCE ("VC") / OTHER AUDIO VISUAL MEANS ("OAVM"), AT 3:00 P.M. AND ENDED ON 3:50 P.M.**

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The 12<sup>th</sup> Annual General Meeting of the Members of Gujarat Gas Limited was held on 26<sup>th</sup> September, 2024 at 3:00 P.M. through Video Conferencing (VC)/Other Audio Visual Means (OAVM). The Meeting commenced at 3:00 P.M. Dr. T Natarajan, IAS, Director of the Company was requested to chair the Meeting as Shri Raj Kumar, IAS, Chairman could not attend the Meeting due to unavoidable circumstances. Dr. T Natarajan, IAS chaired the Meeting for agenda items 1, 2, 3, 4, 5 and 6. Shri Milind Torawane, IAS, Managing Director, chaired the Meeting for Agenda item No. 7. The Quorum required under the Companies Act, 2013 was present throughout the Meeting. Shri Sandeep Dave, Company Secretary informed that the Meeting was held through VC/ OAVM in compliance with the Circulars issued by the Ministry of Corporate Affairs ("MCA Circulars") and by Securities and Exchange Board of India (SEBI). Thereafter, the Company Secretary informed the Members about the procedural and technical points on conducting the Meeting through VC/OAVM as per the Circulars issued by MCA and SEBI in this regard. The Company Secretary further informed that the Company has appointed M/s Manoj Hurkat & Associates, Practising Company Secretaries to act as Scrutinizer for the purpose of scrutinizing the entire E-voting process (i.e. Remote E-voting and E-voting during the AGM) in transparent manner. The Chairman delivered the Chairman's Speech. Speaker Shareholders shared their views during the meeting which were responded by GGL Managing Director/Management Team.

The following items of business as set out in the Notice convening the meeting were proposed:

**Ordinary Business**

- 1. Receiving, considering and adopting the Audited Financial Statements (*Standalone & Consolidated*) of the Company for the Financial Year ended 31<sup>st</sup> March, 2024 and the Reports of the Board of Directors together with the Reports of Statutory Auditors and Comments of the Comptroller & Auditor General of India.**

**Type of Resolution: Ordinary Resolution**

**"RESOLVED THAT** the Audited Balance Sheet (*Standalone & Consolidated*) as on 31<sup>st</sup> March, 2024, Statement of Profit and Loss (*Standalone & Consolidated*) for the year ended on 31<sup>st</sup> March, 2024 along with notes forming part of the financial statements (*Standalone & Consolidated*) together with the Board's Report, the Report of Auditors' thereon (*Standalone & Consolidated*) and the Nil Comments of the Comptroller & Auditor General of India, (*Standalone & Consolidated*), in terms of Section 143(6) of the Companies Act, 2013 as circulated to the shareholders, be and are hereby approved and adopted."

## **2. Declaring Dividend on equity shares for the Financial Year 2023 - 24.**

### **Type of Resolution: Ordinary Resolution**

“**RESOLVED THAT** the Dividend for the financial year 2023 - 24 of Rs. 5.66/- per Equity Share aggregating to Rs. 3,89,62,88,107.5/- (Rupees Three Hundred Eighty Nine Crore Sixty Two Lakh Eighty Eight Thousand One Hundred Seven and Fifty Paise only) on 68,83,90,125 equity shares of Rs. 2/- each of the Company, be and is hereby approved.”

## **3. Re-appointment of Shri Raj Kumar, IAS, (DIN: 00294527), who retires by rotation and being eligible offers himself for re-appointment.**

### **Type of Resolution: Ordinary Resolution**

“**RESOLVED THAT** Shri Raj Kumar, IAS, (DIN: 00294527), who retires by rotation and being eligible offers himself for reappointment, be and is hereby re-appointed as Director and Chairman of the Company, liable to retire by rotation.”

## **4. Authorising the Board of Directors of the Company to fix remuneration of Statutory Auditors of the Company for Financial Year 2024 - 25, in terms of the provisions of Section 142 of Companies Act, 2013.**

### **Type of Resolution: Ordinary Resolution**

“**RESOLVED THAT** pursuant to Section 142 and other applicable provisions, if any of the Companies Act, 2013, the Board of Directors of the Company be and is hereby authorized to fix the remuneration of the Statutory Auditors of the Company for F.Y. 2024 - 25, including out of pocket expenses to be incurred during the course of the audit.”

### **Special Business**

## **5. Appointment of Shri S. J. Haider, IAS [DIN: 02879522] as Director liable to retire by rotation.**

### **Type of Resolution: Ordinary Resolution**

“**RESOLVED THAT** Shri S. J. Haider, IAS, (DIN: 02879522) who was appointed as an Additional Director pursuant to provisions of Sections 149, 152 and 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 till further orders by Government of Gujarat in this regard, who shall be liable to retire by rotation."

#### **6. Ratification of remuneration of Cost Auditors for FY 2024 - 25.**

##### **Type of Resolution: 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. Kailash Sankhlecha & Associates, Cost Accountants, (firm registration No. 100221) 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 2024 - 25, i.e. Rs. 1,18,000/- (Rupees One Lac Eighteen Thousand only) plus applicable taxes and reimbursement of Out of Pocket Expenses incurred by them during the course of Audit, be and is hereby ratified.

**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."

#### **7. Appointment of Dr. T Natarajan, IAS [DIN: 00396367] as Director liable to retire by rotation.**

"**RESOLVED THAT** Dr. T Natarajan, IAS, (DIN: 00396367) who was appointed as an Additional Director pursuant to provisions of Sections 149, 152 and 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 till further orders by Government of Gujarat in this regard, who shall be liable to retire by rotation."

**Meeting ended with Vote of Thanks.**

**For Gujarat Gas Limited**

Sandeep Dave  
**Company Secretary**

**Dated:** 26<sup>th</sup> September, 2024