



NOTICE OF AGM

Notice is hereby given that the TENTH ANNUAL GENERAL MEETING of the Members of Vadodara Gas Limited will be held on Wednesday, 27th September, 2023 at 10:30 a.m. through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) to transact the following business(es):-

ORDINARY BUSINESS

1. To receive, consider and adopt the audited Financial Statements of the Company for the financial year ended 31st March, 2023, Board’s Report including annexures thereto and Independent Auditors’ Report 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, 2023, Board’s Report including annexures thereto and Independent Auditors’ Report thereon be and are hereby received, considered and adopted.”

2. To appoint a Director in place of Shri Goutom Chakraborty (DIN: 09027561), 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 Goutom Chakraborty (DIN: 09027561) 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 Dhirenbbhai Talpada (DIN: 09170428) 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 Dhirenbbhai Talpada (DIN: 09170428) be and is hereby re-appointed as Director of the Company, liable to retire by rotation.”

SPECIAL BUSINESS

4. Ratification of Remuneration of Cost Auditors for the financial year 2023-24

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 2023-24, 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/-
(Hitendra Kumar Garg)
Managing Director

Date: 06.09.2023

Place: Vadodara

Registered Office:

Shri Muni Commi Gas Office,

Gas Office Building, Dandia Bazar,

Vadodara - 390001

CIN: U40106GJ2013PLC076828 | Website: www.vgl.co.in



NOTES

1. Pursuant to the General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 20/2020 dated 5th May, 2020, 02/2021 dated 13th January, 2021, 19/2021 dated 8th December, 2021, 21/2021 dated 14th December, 2021, 02/2022 dated 5th May, 2022 and 10/2022 dated 28th December, 2022 issued by the Ministry of Corporate Affairs (“MCA”) and Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020, SEBI/HO/CFD/ CMD2/CIR/P/2021/11 dated 15th January, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May, 2022 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5th January, 2023 issued by Securities and Exchange Board of India (“SEBI”) (hereinafter collectively referred to as the “Circulars”), companies are allowed to hold the Annual General Meeting (“AGM”) Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”), without the physical presence of the members at a common venue. Hence, in compliance with the Circulars, the AGM of the Company will be held through VC/OAVM. The registered office of the Company shall be deemed to be the venue for the AGM.
2. Since this AGM is being held through VC / OAVM, pursuant to the aforesaid Circulars, physical attendance of the members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM. Hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.
3. In compliance with the aforesaid Circulars, Notice of the AGM along with the Annual Report is being sent only through electronic mode to those members whose e-mail address are registered with the Company /RTA/ Depositories. Members may note that the Notice and Annual Report will also be available on the Company’s website www.vgl.co.in.
4. 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.
5. 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.
6. Members holding shares in physical form are requested to consider converting their holding to dematerialized form.
7. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
8. The explanatory statement, pursuant to Section 102(1) of the Act relating to business set out under Item no. 4 of the accompanying Notice are annexed hereto.
9. The relative Explanatory Statement pursuant to Section 102 of the Act, in regard to the business as set out in Item No. 4 above and the relevant details of the Director(s) 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.
10. 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.
11. The VC facility shall be made available through Microsoft Teams or any other alternative platform. The link of the Meeting will be shared on the registered e-mail IDs 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.



ANNEXURE TO NOTICE

Details of Directors seeking appointment / re-appointment at the 10th AGM of the Company

Name of Director	Shri Goutom Chakraborty	Shri Dhirenbhai Talpada
DIN	09027561	09170428
Date of Birth	17.04.1966	16.03.1966
Qualification	BE (Electrical) MBA (Marketing)	B.E. (Civil)
Overall Experience	More than 32 years	More than 28 years
No. of shares held in the Company	NIL	NIL
Directorship in other companies	Goa Natural Gas Private Limited	NA
Chairman/ Member of the Statutory Committees of the Board of Directors of the Company	Chairman of the Board pursuant to Article 146 of the Articles of Association of the Company	NA
Chairman / Member of the Statutory Committees of the Board of Directors of other Companies in which he/she is a Director	NA	NA



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

Item No. 4

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 30th June, 2023 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 2023-24 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 2023-24 by way of an Ordinary Resolution is being sought from the Members as set out at Item no. 4 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 4 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/-
(Hitendra Kumar Garg)
Managing Director

Date: 06.09.2023

Place: Vadodara

Registered Office:

Shri Muni Commi Gas Office,

Gas Office Building, Dandia Bazar,

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