

**GUJARAT GAS**

GGCL/SEC/2013/ 13131 To 13134

22 August 2013

By Fax & Courier

To,

Bombay Stock Exchange Limited Phiroze Jijibhoy Tower, Dalal Street, Mumbai Fax No. (022) 2272 2061 / 272 2041	Ahmedabad Stock Exchange Limited Kamdhenu Complex, Nr. Panjara Pole, Ambawadi, Ahmedabad – 380 015 Fax No. (079) 2630 8877
Vadodara Stock Exchange Limited 3 rd Floor, Fortune Towers, Sayajigunj, Vadodara Fax No. – (95265) 2361 452	National Stock Exchange of India Ltd. Exchange Plaza, 5 th Floor, Plot No. C/1, G Block, Bandra Kurla Complex, Bandra (East), Mumbai – 400 051 Fax No. – (022) 2659 8237 / 38

Kind Attn.: Manager Listing / Market Operations

Sub: Compliance pursuant to the Listing Agreement

Dear Sir,

Pursuant to Clause 35A and Clause 31 of the Listing Agreement, we enclose herewith the copy of the voting results and the proceedings for the 33rd Annual General Meeting of the Company held on 22 August 2013.

Please take the same on record.

Thanking you,

Yours faithfully,
For Gujarat Gas Company Limited

Rajeshwari Sharma
Company Secretary

Encl: As above

DETAILS REGARDING THE VOTING RESULTS FOR THE ANNUAL GENERAL MEETING OF GUJARAT GAS COMPANY LIMITED HELD ON 22 AUGUST 2013 AT 11:00 A.M. AT H.T. PAREKH CONVENTION CENTRE, AHMEDABAD MANAGEMENT ASSOCIATION, ATIRA, DR. VIKRAM SARABHAI MARG, AHMEDABAD -380 015 PURSUANT TO CLAUSE 35A OF THE LISTING AGREEMENT.

Date of AGM: 22 August 2013

Total number of Shareholders as on date of book closure i.e. 15/08/2013: 29,595
(Twenty Nine Thousand Five Hundred Ninety Five)

No. of Shareholders present in the meeting either in person or through proxy:

Promoters and Promoter Group : 1(One) GSPC Distribution Networks Ltd.
Public : 35 (Thirty Five)

No of Shareholders attended the meeting through Video Conferencing: - *Not Applicable*

Promoters and Promoter Group :
Public :

Details of the Agenda:

Agenda -1

To consider and adopt the Director's Report, the Audited Profit and Loss Account and Cash flow Statement for the year ended on 31 December 2012, the Balance Sheet as that dated and the Auditor's Report thereon.

Resolution required: Ordinary Resolution
Mode of Voting: Resolution passed by majority on Show of Hands.

Agenda -2

To declare dividend on Preference shares

Resolution required: Ordinary Resolution
Mode of Voting: Resolution passed unanimously by Show of hands

Agenda -3

To confirm the Interim Dividend as Final Dividend on Equity shares

Resolution required: Ordinary Resolution
Mode of Voting: Resolution passed unanimously by Show of hands



Agenda -4

To appoint a Director in place of Mr. Ajit Kapadia, who retires by rotation and being eligible, offers himself for re-appointment.

Resolution required: Ordinary Resolution

Mode of Voting: Resolution passed unanimously by Show of hands

Agenda -5

To appoint a Director in place of Mr. Jal Patel, who retires by rotation and being eligible, offers himself for re-appointment.

Resolution required: Ordinary Resolution

Mode of Voting: Resolution passed unanimously by Show of hands

Agenda -6

To fix remuneration of Statutory Auditors of the Company in terms of provisions of section 224 (8) (aa) of the Companies Act, 1956.

Resolution required: Ordinary Resolution

Mode of Voting: Resolution passed unanimously by Show of hands

Agenda -7

To appoint Dr. Varesh Sinha, IAS, who was appointed as an Additional Director of the Company under Section 260 of the Companies Act, 1956 as Director.

Resolution required: Ordinary Resolution

Mode of Voting: Resolution passed unanimously by Show of hands

Agenda -8

To appoint Dr. Hasmukh Adhia, IAS, who was appointed as an Additional Director of the Company under Section 260 of the Companies Act, 1956 as the Director.

Resolution required: Ordinary Resolution

Mode of Voting: Resolution passed unanimously by Show of hands

Agenda -9

To appoint Mr. D.J. Pandian, IAS, who was appointed as an Additional Director of the Company under Section 260 of the Companies Act, 1956 as the Director.

Resolution required: Ordinary Resolution

Mode of Voting: Resolution passed unanimously by Show of hands



Agenda -10

To appoint Mr. Tapan Ray IAS, who was appointed as an Additional Director of the Company under Section 260 of the Companies Act, 1956 as the Director.

Resolution required: Ordinary Resolution

Mode of Voting: Resolution passed unanimously by Show of hands

Agenda -11

To appoint Mr. Sugata Sircar, who was appointed as an Additional Director of the Company under Section 260 of the Companies Act, 1956 as the Director.

Resolution required: Ordinary Resolution

Mode of Voting: Resolution passed unanimously by Show of hands

Agenda -12

To approve the payment of commission for the financial year 2012 to Mr. Sudhir Mankad, former Independent Director of the Company.

Resolution required: Special Resolution

Mode of Voting: Resolution passed unanimously by Show of hands

Agenda -13

To approve alteration to the Articles of Association of the Company pursuant to the provisions of Section 31 and other applicable provisions, if any, of the Companies Act, 1956.

Resolution required: Special Resolution

Mode of Voting: Resolution passed unanimously by Show of hands



PROCEEDINGS OF THE ANNUAL GENERAL MEETING OF GUJARAT GAS COMPANY LIMITED HELD ON 22 AUGUST 2013 AT 11:00 A.M. AT H.T. PAREKH CONVENTION CENTRE, AHMEDABAD MANAGEMENT ASSOCIATION, ATIRA, DR. VIKRAM SARABHAI MARG, AHMEDABAD -380 015 PURSUANT TO CLAUSE 35A OF THE LISTING AGREEMENT.

Agenda -1

To consider and adopt the Director's Report, the Audited Profit and Loss Account and Cash flow Statement for the year ended on 31 December 2012, the Balance Sheet as that dated and the Auditor's Report thereon.

"RESOLVED THAT the audited Balance Sheet as at 31st December, 2012, the Profit and Loss Account and Cash flow statement for the year ended on that date together with the annexures forming part of the Accounts, the Auditors' Report and the Directors' Report thereon as circulated to the shareholders, be and are hereby approved and adopted."

Agenda -2

To declare dividend on Preference shares

"RESOLVED THAT the pro-rata dividend of Rs. 2.65 million for the period from 1 January 2012 till 31 March 2012, be and is hereby declared on 7.5% 1,44,00,000 (One Crore Forty Four Lac) Redeemable Cumulative Non-Convertible Preference Shares of Rs. 10 each, which have been redeemed by the Company."

Agenda -3

To confirm the Interim Dividend as Final Dividend on Equity shares

"RESOLVED THAT the Interim Dividend of Rs. 7/- per Equity Shares paid on 22 October 2012, for the year ended on 31st December 2012 on Twelve Crore Eighty Two Lakhs Fifty Thousand equity shares of Rs. 2 each of the Company, aggregating to Rs. Eighty Nine Crore Seventy Seven Lakhs Fifty Thousand Only be and is hereby confirmed as the Final Dividend for CY 2012.

Agenda -4

To appoint a Director in place of Mr. Ajit Kapadia, who retires by rotation and being eligible, offers himself for re-appointment.

"RESOLVED THAT Mr. Ajit Kapadia, who retires by rotation and being eligible offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company."



Agenda -5

To appoint a Director in place of Mr. Jal Patel, who retires by rotation and being eligible, offers himself for re-appointment.

“RESOLVED THAT Mr. Jal Patel, who retires by rotation and being eligible offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company.”

Agenda -6

To fix remuneration of Statutory Auditors of the Company in terms of provisions of section 224 (8) (aa) of the Companies Act, 1956.

RESOLVED THAT pursuant to Section 224 (8) (aa) of the Companies Act, 1956, the Board of Directors of the Company be and is hereby authorized to fix the remuneration of the Statutory Auditors of the Company during the period of their office, including out of pocket expenses to be incurred during the course of the audit, as may be mutually agreed between the Board of Directors and the Statutory Auditors of the Company.”

Agenda -7

To appoint Dr. Varesh Sinha, IAS, who was appointed as an Additional Director of the Company under Section 260 of the Companies Act, 1956 as Director.

“RESOLVED THAT Dr. Varesh Sinha, IAS, who was appointed as an Additional Director of the Company under Section 260 of the Companies Act, 1956, read with Article 79 of the Articles of Association of the Company and who holds office till conclusion of this Annual General Meeting and in respect of whom the Company has received a notice from a member proposing his candidature for the office of the Director, be and is hereby appointed as Director of the Company, liable to retire by rotation.”

Agenda -8

To appoint Dr. Hasmukh Adhia, IAS, who was appointed as an Additional Director of the Company under Section 260 of the Companies Act, 1956 as the Director.

“RESOLVED THAT Dr. Hasmukh Adhia, IAS, who was appointed as an Additional Director of the Company under Section 260 of the Companies Act, 1956, read with Article 79 of the Articles of Association of the Company and who holds office till conclusion of this Annual General Meeting and in respect of whom the Company has received a notice from a member proposing his candidature for the office of the Director, be and is hereby appointed as Director of the Company, liable to retire by rotation.”



Agenda -9

To appoint Mr. D.J. Pandian, IAS, who was appointed as an Additional Director of the Company under Section 260 of the Companies Act, 1956 as the Director.

“RESOLVED THAT Mr. D.J. Pandian, IAS, who was appointed as an Additional Director of the Company under Section 260 of the Companies Act, 1956, read with Article 79 of the Articles of Association of the Company and who holds office till conclusion of this Annual General Meeting and in respect of whom the Company has received a notice from a member proposing his candidature for the office of the Director, be and is hereby appointed as Director of the Company, liable to retire by rotation.”

Agenda -10

To appoint Mr. Tapan Ray IAS, who was appointed as an Additional Director of the Company under Section 260 of the Companies Act, 1956 as the Director.

“RESOLVED THAT Mr. Tapan Ray, IAS, who was appointed as an Additional Director of the Company under Section 260 of the Companies Act, 1956, read with Article 79 of the Articles of Association of the Company and who holds office till conclusion of this Annual General Meeting and in respect of whom the Company has received a notice from a member proposing his candidature for the office of the Director, be and is hereby appointed as Director of the Company, liable to retire by rotation.”

Agenda -11

To appoint Mr. Sugata Sircar, who was appointed as an Additional Director of the Company under Section 260 of the Companies Act, 1956 as the Director.

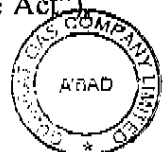
“RESOLVED THAT Mr. Sugata Sircar who was appointed as an Additional Director of the Company under Section 260 of the Companies Act, 1956, read with Article 79 of the Articles of Association of the Company and who holds office till conclusion of this Annual General Meeting and in respect of whom the Company has received a notice from a member proposing his candidature for the office of the Director, be and is hereby appointed as Director of the Company.”

Agenda -12

To approve the payment of commission for the financial year 2012 to Mr. Sudhir Mankad, former Independent Director of the Company.

“Resolved that Mr. Sudhir Mankad, Independent Director of the Company, be paid commission for the financial year 2012, as set out in the Explanatory Statement annexed to this Notice convening the Thirty Third Annual General Meeting.

Resolved further that the above commission shall not exceed one percent of the net profits of the Company as provided under section 309(4) of the Companies Act, 1956 (“the Act”).



and computed in the manner referred to in section 198 of the Act, or any amendment or re-enactment thereof, in addition to the fees for attending the meetings of the Board of Directors of the Company or any Committee thereof."

Agenda -13

To approve alteration to the Articles of Association of the Company pursuant to the provisions of Section 31 and other applicable provisions, if any, of the Companies Act, 1956.

"RESOLVED THAT pursuant to the provisions of Section 31 and other applicable provisions, if any, of the Companies Act, 1956, the Articles of Association of the Company be altered as follows:

The following alterations be made:

Existing Clause 2(ii)(a)

- (a) BGAPH means British Gas Asia Pacific Holdings Pte Limited, a company incorporated and registered under the Companies Act, 1967 of Singapore, having its registered office at 83, Clemenceau Avenue, # 14-08 UE Square, Singapore 239920 including its nominees, successors and assigns or such other subsidiary of BG plc., a company incorporated in England, as shall hold shares in the company from time to time including such subsidiary's nominees, successors and assigns.

Existing Clause 2(ii)(a) to be substituted with the following:

- (a) GDNL means GSPC Distribution Networks Limited, a Company incorporated under the Companies Act, 1956 having its registered office at Block No. 15, 3rd Floor, Udyog Bhavan, Sector -11, Gandhinagar - 382011 including its nominees, successors and assigns or its any other subsidiary

Existing Clause 57

The quorum for a general meeting shall be five members present in person or through duly authorized representatives. Provided however that quorum shall not be deemed to have been constituted unless a duly authorised representative of BGAPH is present.

Existing Clause 57 to be substituted with the following:

The quorum for a general meeting shall be five members present in person or through duly authorized representatives. Provided however that quorum shall not be deemed to have been constituted unless a duly authorised representative of GDNL is present.

Existing Clause 59

The Chairman of the Board shall preside at general meetings. In case he is absent at such meeting, the Directors present representing BGAPH shall elect one of them to



preside at such general meeting. In case there is no Director representing BGAPH present at such meeting, the members present shall elect one of them, being a member entitled to vote, to be the Chairman.

Existing Clause 59 to be substituted with the following:

The Chairman of the Board shall preside at general meetings. In case he is absent at such meeting, the Directors present representing GDNL shall elect one of them to preside at such general meeting. In case there is no Director representing GDNL present at such meeting, the members present shall elect one of them, being a member entitled to vote, to be the Chairman.

Existing Clause 88A

Subject to the provisions of the Act, the quorum for a meeting of the Board shall be one-third (1/3) of its total strength (any fraction contained in that one-third being rounded off as one) or two directors, whichever is higher, which must include at least one nominee of BGAPH.

If at any meeting of the Board, a quorum is not present or if during such a meeting, a quorum ceases to be present, the meeting shall stand adjourned to such other day and at such other time and place as the Board may determine. At this meeting too, the quorum requirements specified herein shall have to be satisfied.

Provided that notwithstanding anything contained above, where at any time the number of interested directors exceeds or is equal to two-thirds (2/3) of the total strength, the number of the remaining directors, that is to say, the number of remaining directors who are not interested, present at the meeting being not less than two (2), shall be the quorum during such time.

Existing Clause 88A to be substituted with the following:

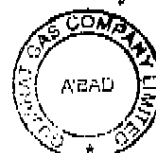
Subject to the provisions of the Act, the quorum for a meeting of the Board shall be one-third (1/3) of its total strength (any fraction contained in that one-third being rounded off as one) or two directors, whichever is higher, which must include at least one nominee of GDNL.

If at any meeting of the Board, a quorum is not present or if during such a meeting, a quorum ceases to be present, the meeting shall stand adjourned to such other day and at such other time and place as the Board may determine. At this meeting too, the quorum requirements specified herein shall have to be satisfied.

Provided that notwithstanding anything contained above, where at any time the number of interested directors exceeds or is equal to two-thirds (2/3) of the total strength, the number of the remaining directors, that is to say, the number of remaining directors who are not interested, present at the meeting being not less than two (2), shall be the quorum during such time.

Existing Clause 90

The Chairman of the Board of Directors of the company shall be nominated by BGAPH.



The Chairman shall have a casting vote at the Board meeting and general meetings. The Chairman of the Board shall preside at the meetings of the Board. In the event, the Chairman is not present in any Board meeting, the directors present representing BGAPH shall elect one of them to preside at such meeting. In case all directors representing BGAPH and present at such meeting are, in respect of any agenda item at the meeting, interested directors, the other directors present shall elect one of the such other directors to preside in respect of that agenda item at such meeting.

Existing Clause 90 to be substituted with the following:

The Chairman of the Board of Directors of the company shall be nominated by GDNL.

The Chairman shall have a casting vote at the Board meeting and general meetings. The Chairman of the Board shall preside at the meetings of the Board. In the event, the Chairman is not present in any Board meeting, the directors present representing GDNL shall elect one of them to preside at such meeting. In case all directors representing GDNL and present at such meeting are, in respect of any agenda item at the meeting, interested directors, the other directors present shall elect one of the such other directors to preside in respect of that agenda item at such meeting.

Existing first para in Clause 98(i)

BGAPH shall have the power to nominate a person as Managing Director and Whole-time Director.

Existing first para in Clause 98(i) to be substituted with the following:

GDNL shall have the power to nominate a person as Managing Director and Whole-time Director.

**Certified True Copy
For Gujarat Gas Company Limited**

Rajeshwari Sharma
**Rajeshwari Sharma
Company Secretary**

