(CIN: U24111RJ1974PLC005789) **Regd. Office:** Banawas, Khetri Nagar, Jhunjhunu, Rajasthan-333504 **E-mail:** <u>bhagwatigases@gmail.com</u> **Tel No.:** +91-11 49120719 **Website:** <u>www.bglgroup.in</u>

NOTICE

NOTICE is hereby given that the 46th Annual General Meeting ("**AGM**") of members of Bhagawati Gas Limited (the "**Company**") will be held on **Wednesday, December 30, 2020** at 11.30 A.M., Indian Standard Time ("**IST**") at the registered office of the company situated at Banawas, Khetri Nagar-333504, Distt.-Jhunjhunu, Rajasthan to transact the following businesses:

ORDINARY BUSINESS

- 1. To receive, consider and adopt the Financial Statements of the Company for the financial year ended March 31, 2020 together with the Report of the Board of Directors and Auditors thereon.
- 2. To appoint a director in place of Mrs. Shachi Bhardwaj (DIN 07232850), who retires by rotation and being eligible, offers herself for re-appointment.

Regd. office:

By the order of the Board of Directors For Bhagawati Gas Limited

Bhagawati Gas Limited Regd. Office: Banawas, Khetri Nagar, Jhunjhunu, Rajasthan-333504 E-mail:bhagwatigases@gmail.com Tel No.: +91-11 49120719 Website: www.bglgroup.in CIN:U24111RJ1974PLC005789 Date: December 04, 2020 Place: New Delhi

Sd/-Sanjana Sharma Company Secretary

NOTES:

1. A Member entitled to attend and vote at the Annual General Meeting (AGM), is entitled to appoint a proxy to attend and vote in the meeting instead of himself / herself and the proxy need not be a member of the Company. The instrument appointing the proxy, in order to be effective, should be duly stamped, completed and signed and must be deposited at the Company's Registered Office not less than **FORTY-EIGHT (48) HOURS** before the meeting.

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. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

- 2. Brief Resume of the Director seeking re-appointment as required under Companies Act according to Secretarial Standard and Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 {SEBI (LODR) Regulations, 2015} is annexed hereto along with the Annexure to Notice as per Schedule V of the Companies Act, 2013 forms part of Notice as "Annexure-I".
- The Register of Members and Share transfer books of the Company shall remain closed from Thursday, December 24, 2020 to Wednesday, December 30, 2020 (both days inclusive).
- 4. SEBI encourages all shareholders to hold their shares in dematerialized form as this eliminates the possibility of damage/loss of physical share certificate(s) & cases of forgery and facilitates the ease and convenience of paperless trading of shares. Further, no stamp duty is payable on transfer of shares held in Demat form. It is also pertinent to mention that with effect from April 01, 2019, SEBI has prescribed that requests for effecting transfer of securities (except transmission or transposition cases) shall not be processed unless the securities are held in the dematerialized form with a depository. Accordingly, we request you to convert your shareholdings from physical form to demat form at the earliest, in existing demat account or new demat account to be opened with any Depository Participant.
- 5. Members who hold shares in physical form are requested to send all correspondence concerning registration of transfers, transmissions, sub-division, consolidation of shares or any other shares related matter and / or change in address or bank account, to R&TA of the Company and in case of shares held in electronic mode, to their respective Depository Participants.
- 6. Corporate Members are requested to send/attach a duly certified copy of the Board Resolution/Authority Letter authorizing their representative to attend and vote on their behalf at the AGM, along with the Proxy Form/ Attendance Slip.
- 7. Members holding shares in multiple folios in physical mode are requested to apply for consolidation to the Company or its R&TA along with relevant Share Certificates. In case of Joint Holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.

- 8. The Members desirous of appointing their nominees for the shares held by them may apply in the Nomination Form (**Form SH-13**), as permitted under Section 72 of the Companies Act, 2013.
- 9. The notice of AGM is being sent to those members / beneficial owners whose name is appearing in the register of members /list of beneficiaries received from the depositories as on **Friday, November 27, 2020** ("**cut-off date**").
- 10. All documents referred to in the accompanying Notice are open for inspection at the registered office of the company during the office hours on all working days between 11.00 A.M. to 1.00 P.M. before the date of Annual General Meeting.
- 11. Pursuant to the provisions of the Companies Act, 2013 read with the Rules framed thereunder, the Company may send notice of General Meeting, Director's report, Auditor's report, Audited Financial Statements and other documents through electronic mode. Further, pursuant to the first provisions to the Rule 18 of the Companies (Management & Administration) Amendment Rules 2015, the Company shall provide an advance opportunity at least once in a financial year to the members to register their e-mail address and changes therein. In view of the same, Members are requested to kindly update their e-mail address with depository participants in case of holding shares in demat form. If holding shares in physical form, Members are requested to inform their e-mail ID to the Company.
- 12. Members/ Proxies should bring the attendance slip duly filled in for attending the meeting.
- 13. Shareholders seeking any information and having any query with regard to accounts are requested to write to the company in advance so as to enable the Management to keep the information ready.
- 14. Members are requested to bring their own copies of Annual Report; no spare copies will be available at the venue of meeting.
- 15. The company whole-heartedly welcomes members/proxies at the annual general meeting of the company. The members/ proxies may please note that no gifts/gift coupons will be distributed at the annual general meeting.
- 16. Pursuant to SEBI circular dated April 20, 2018, the Company is required to update the PAN and Bank details of shareholders holding shares in physical form, in case their folios do not have or are having incomplete details with regard to PAN and Bank particulars. Accordingly, the Company has sent reminder letters to such shareholders, requesting them to furnish their PAN and Bank details to the Company for updation. Shareholders holding shares in physical form are requested to update the same along with requisite supporting documents.
- 17. Members may note that the requirement to place the matter relating to appointment of Auditors for ratification by members at every Annual General Meeting is done away with vide notification dated May 7, 2018 issued by the Ministry of Corporate Affairs, New Delhi. Accordingly, no resolution is proposed for ratification of appointment of Auditors, who were appointed at the 43rd Annual General Meeting, held on September 30, 2017 and are eligible to hold their office until conclusion of 48th Annual General Meeting to be held in 2022.
- 18. The Register of Directors and Key Managerial Personnel (KMP) and their Shareholding maintained under Section 170 of the Companies Act, 2013, Register of contracts and arrangements in which Directors are interested

maintained under Section 189 of the Companies Act, 2013 and all other documents referred to in the Notice, will be available for inspection by the Members at the Registered Office of the Company on all working days during business hours and at the time of AGM of the Company at the venue of the Meeting.

19. In compliance with the provisions of section 108 of the Companies Act, 2013 and the Rules framed thereunder read with Regulation 44 of SEBI (LODR) Regulations, 2015 and Secretarial Standards on General Meetings as issued by ICSI, Company is offering e-voting facility to the shareholders to enable them to cast their vote electronically on the items as mentioned in the Notice. For this purpose, the company has engaged the services of **Central Depository Services (India) Limited (CDSL)** for providing e-voting facility to enable the shareholders to exercise their right to vote through electronic means in respect of businesses to be transacted in the AGM.

The instructions for shareholders voting electronically are as under:

- A. In case a Member receives an e-mail from CDSL (for Members whose e-mail addresses are registered with the Company/Depositories):
 - i. The voting period begins on **Sunday, December 27, 2020 (9.00 A.M. IST) and ends on Tuesday, December 29, 2020 (5.00 P.M. IST)**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **Wednesday, December 23, 2020** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
 - iii. The shareholders should log on to the e-voting website <u>www.evotingindia.com</u>.
 - iv. Click on Shareholders / Members.
 - v. Now Enter your User ID:
 - a) For Members who hold shares in demat account with NSDL: 8 Character DP ID followed by 8 Digit Client ID (For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****).

 - c) **For Members holding shares in Physical Form:** EVEN Number followed by Folio Number registered with the company (For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***).

vi. Next enter the Image Verification as displayed and Click on Login:

vii.If you are holding shares in demat form and had logged on to

<u>www.evotingindia.com</u>and voted on an earlier voting of any company, then your existing password is to be used:

viii.	If you are a first	time user follow	the steps given below	ow.
v	I you uic u mot		the steps given ber	UVVI

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
	 Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter
Dividend	RA00000001 in the PAN field. Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy
Bank Details	format) as recorded in your demat account or in the company records in order to login.
OR Date of	
Birth (DOB)	 If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- ix. After entering these details appropriately, click on "SUBMIT" tab.
- x. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- xi. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xii.Click on the EVSN **201203012** for the relevant **<Bhagawati Gas Limited>** on which you choose to vote.
- xiii. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xiv. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xv. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

- xvi. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvii. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- xviii. If a demat account holder has forgotten the changed login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xix. Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- xx. Note for Non Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to <u>www.evotingindia.com</u> and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to <u>helpdesk.evoting@cdslindia.com.</u>
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to <u>helpdesk.evoting@cdslindia.com</u>and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- xxi. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at <u>www.evotingindia.com</u>, under help section or write an email to <u>helpdesk.evoting@cdslindia.com</u>.

Other Instructions:

- i. It is strongly recommended that you do not share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password" or "Physical User Reset Password?" option available on www.evotingindia.com to reset the password.
- ii. The e-voting period commences on Sunday December 27, 2020 (9.00 A.M. IST) and ends on Tuesday, December 29, 2020 (5.00 P.M. IST) (Both days inclusive). During this period, Members of the Company, holding shares

either in physical form or in dematerialized form, as on **Wednesday, December 23, 2020 i.e. "Cut-off"** date, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Member, he shall not be allowed to change it subsequently.

- iii. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on **Wednesday, December 23, 2020** i.e."Cut-off" date.
- iv. Mr. Deepak Arora, Partner of M/s Deepak Arora & Associates, Practicing Company Secretary (Membership No. FCS 5104), has been appointed as the Scrutinizer to scrutinize the e- voting process (including the Ballot Form received from the Members who do not have access to the e-voting process) in a fair and transparent manner.
- v. The Scrutinizer shall, within a period not exceeding three working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- vi. Members who do not have access to e-voting facility may send duly completed Ballot Form (enclosed with the Annual Report) so as to reach the Scrutinizer appointed by the Board of Directors of the Company, Mr. Deepak Arora, Partner of Deepak Arora & Associates, Practicing Company Secretary (Membership No. FCS 5104), at the Registered Office of the Company on or before the date of Annual general meeting i.e. Wednesday, December 30,2020.

Members have the option to request for physical copy of the Ballot Form by sending an e-mail to <u>bhagwatigases@gmail.com</u>by mentioning their Folio / DP ID and Client ID No.

A Member can opt for only one mode of voting i.e. either through e-voting or by Ballot. If a Member casts votes by both modes, then voting done through e-voting shall prevail and Ballot shall be treated as invalid.

- vii. The results declared along with the Scrutinizer's Report shall be placed on the Company's website <u>www.bglgroup.in</u> within the prescribed time of passing of the resolutions at the **46th AGM** of the Company on **Wednesday, December 30,2020** and communicated to the BSE Limited where the shares of the Company were listed.
- 20. The Company is not providing Video Conferencing facility for this meeting.
- 21. Once you have cast your vote on a resolution you will not be allowed to modify it subsequently.

- 22. The resolutions proposed will be deemed to have been passed on the date of the AGM subject to receipt of the requisite number of votes in favour of the resolutions.
- 23. The entire Annual Report is also available on the Company's website www.bglgroup.in.

Regd. office:

By the order of the Board of Directors for Bhagawati Gas Limited

Bhagawati Gas Limited

Regd. Office: Banawas, Khetri Nagar, Jhunjhunu, Rajasthan-333504 E-mail: bhagwatigases@gmail.com Tel No.: +91-11 49120719 Website: www.bglgroup.in CIN: U24111RJ1974PLC005789 **Date:** December 04, 2020 **Place:** New Delhi

Sd/-**Sanjana Sharma** Company Secretary Further, as stipulated under SS-2& listing regulations, a brief profile of **Director(s)** is given as under:

Name	Mrs. Shachi Bhardwaj
DIN	07232850
Date of Birth	17/10/1966
Age	54 Years
Qualifications	Matrix
Experience in specific functional areas	Business &Industry
Terms and Conditions of appointment	As per Appointment Letter
Last drawn Remuneration Details along with remuneration sought to be paid	Rs. 6,00,000/-
Date of first appointment	08/07/2015
Shareholding in the Company	97,7600
Relationship with other director/ Manager and other KMP	Mr. Rakesh Samrat Bhardwaj & Mr. Dyuman Samrat Bhardwaj
Directorships of other Board	(i) Dyuman Private Limited
Membership/Chairmanship of Committees of other Board	1. Nomination and Remuneration Committee

(CIN: U24111RJ1974PLC005789)

Regd. Office: Banawas, Khetri Nagar, Jhunjhunu, Rajasthan-333504 **E-mail:** <u>bhagwatigases@gmail.com</u> **Tel No.:** +91-11 49120719 **Website:** <u>www.bglgroup.in</u>

FORM NO. MGT - 12

(BALLOT/POLLING FORM)

[Pursuant to Section 109 (5) of the Companies Act, 2013 and Rule 21 (1) (C) of the Companies (Management and Administration) Rules, 2014]

Sr. No.	Particulars	Details
1.	Name of the First Named Shareholder (In block letters)	
2.	Name of the Joint holder (s), if any	
3.	Postal address	
4.	No. of Shares	
5.	Registered Folio No. / *DP ID and Client ID No. (*Applicable to investors holding shares in dematerialized form)	
6.	Class of Shares	

I/We hereby exercise my/our vote in respect of Ordinary/ Special Resolution/s enumerated below, by recording my/our assent or dissent to the below mentioned resolutions by placing a tick (\checkmark) in the following manner:

Item No.	Resolutions	shares held by me/ours	assent to	I/we dissent from the resolution
ORDI	NARY BUSINESS			
	To receive, consider, and adopt Financial Statements for the year ended March 31, 2020 and the Auditors and Directors reports thereon.			
	To re-appoint Mrs. Shachi Bhardwaj (DIN-07232850), who retires by rotation and being eligible offers hersel for re-appointment.			

(Signature of the shareholder)

Place: Date:

(CIN: U24111RJ1974PLC005789) **Regd. Office:** Banawas, Khetri Nagar, Jhunjhunu, Rajasthan-333504 **E-mail:** <u>bhagwatigases@gmail.com</u> **Tel No.:** +91-11 49120719 **Website:** <u>www.bglgroup.in</u>

ATTENDANCE SLIP FOR THE 46th ANNUAL GENERAL MEETING

[Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014

46TH ANNUAL GENERAL MEETING TO BE HELD ON **WEDNESDAY, DECEMBER 30, 2020** AT 11:30 A.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT BANAWAS, KHETRI NAGAR, JHUNJHUNU, RAJASTHAN-333504.

Name & Address of the attending Member(s)	
Joint Holder 1	
Joint Holder 2	
*Folio No.	
DP ID No.	
Client ID No.	
No. of Shares held	
NAME OF PROXY (IN BLOCK LETTERS)	
to be filled in, if the proxy attends instead of the member	

I/We, hereby record my/our presence at the 46th Annual General Meeting of the company held on **WEDNESDAY, DECEMBER 30, 2020 AT 11:30 A.M.** at the registered office of the Company situated at Banawas, Khetri Nagar, Jhunjhunu, Rajasthan-333504.

*Applicable in case of shares held in Physical form.

Member's/Proxy's Name in Block Letters

Signature of Shareholder/Proxy

Notes:

- 1. Please complete the Client ID & DP ID/Registered Folio and name, sign this Attendance slip and handover at the entrance of the meeting hall.
- 2. Electronic copy of the Annual Report for FY 2019-20 and the notice of the Annual general Meeting (AGM) along with Attendance Slip and proxy Form is being sent to all the members whose email address is registered within the Depository Participant unless any member has requested for a hard copy of the same. Members receiving electronic copy and attending the AGM can print copy of this Attendance Slip.
- 3. Physical copy Annual Report for FY 2019-20 and the Notice of the Annual general Meeting (AGM) along with Attendance Slip and proxy Form is sent in the permitted mode(s) to all members whose email is not registered or who have requested for a hard copy.

E-Voting particulars

EVEN (E-Voting Event Number)	USER ID	Password/PIN
201203012		

Note: Please read the instructions provided in Notice of the 46th Annual General Meeting. The e-voting period starts from 09:00 a.m. on **Sunday, December 27, 2020** and ends at 05:00 p.m. on **Tuesday, December 29, 2020**. The voting module shall be disabled by CDSL for voting thereafter.

(CIN: U24111RJ1974PLC005789)

Regd. Office: Banawas, Khetri Nagar, Jhunjhunu, Rajasthan-333504 **E-mail:** <u>bhagwatigases@gmail.com</u> **Tel No.:** +91-11 49120719 **Website:** <u>www.bglgroup.in</u>

PROXY FORM (FORM NO. MGT-11)

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Amendment Rules, 2015]

Name of the Member(s)	Folio No./Client ID:
Registered address:	
No. of Shares held:	E-mail Id:

I/We being the member(s) of ______ shares of the above named Company, hereby appoint:

1.	Name of the Member(s):		
	Address:		
		Signature:	
	E-mail Id:		
or fa	iling him/her		
2.	Name of the Member(s):		
	Address:		
		Signature:	
	E-mail Id:		
or fa	or failing him/her		
3.	Name of the Member(s):		
	Address:		
		Signature:	
	E-mail Id:		

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 46th Annual General Meeting of the Company, to be held on **Wednesday, December 30, 2020** at 11.30 A.M. at registered office of the company situated at Banawas, Khetri nagar-333504, Jhunjhunu, Rajasthan and at any adjournment thereof in respect of such resolutions as are indicated below:

S.	Resolution		Vote	
No.		For	Against	Abstain
Ordin	ary Business			
1.	To receive, consider, and adopt Financial Statements for the year ended March 31, 2020 and the Auditors and Directors reports thereon.			
2.	To re-appoint Mrs. Shachi Bhardwaj (DIN-07232850), who retires by rotation and being eligible offers herself for re- appointment.			

Signed this onday,day, 2020	Affix Revenue	
	Stamp of	
Signature of shareholderSignature of Proxy holder(s)		

Notes:

- 1. 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.
- 2. A Proxy need not be a member of the Company.
- 3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company. A member holding more than ten percent of the total share capital of the Company may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

^ This is optional. Please put a tick mark ($\sqrt{}$) in the appropriate column against the resolutions indicated in the box. If a member leaves the "For" or "Against" column blank against any or all the Resolutions, the proxy will be entitled to vote in the manner he/she thinks appropriate. If a member wishes to abstain from voting on a particular resolution, he/she should write "Abstain" across the boxes against the Resolution.

ROUTE MAP:

Route Map to the AGM Venue: Bhagawati Gas Limited, Banawas, Khetri nagar-333504, Jhunjhunu, Rajasthan, India.

