

BHAGAWATI GAS LIMITED

(CIN: U24111RJ1974PLC005789)

Regd. Off.: Banawas, Khetri Nagar-333504, Distt.-Jhunjhunu, Rajasthan

Corp. Off.: S-492/A, Greater Kailash-I, New Delhi-110048

Phone: 01593-221478/80 Fax: 01593-221477

Email: Bhagwatigases@gmail.com Website: www.bglgroup.in

NOTICE

NOTICE is hereby given that the 51st Annual General Meeting ("AGM") of members of Bhagawati Gas Limited (the "Company") will be held on **Tuesday, September 30, 2025 at 12.00 P.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

ITEM 01

To receive, consider and adopt the Financial Statements of the Company for the financial year ended March 31, 2025 together with the Report of the Board of Directors and Auditors thereon.

ITEM 02

To appoint a director in place of Mr. Nawal Kishor Joshi (DIN-03292405), who retires by rotation and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS

ITEM 03

APPROVAL FOR THE APPOINTMENT OF MR. NARENDRA KUMAR AGARWAL (DIN: 11210456) AS AN INDEPENDENT DIRECTOR (NON-EXECUTIVE, INDEPENDENT) OF THE COMPANY

To consider and if thought fit, to pass, with or without modifications, the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), the Companies (Appointment and Qualifications of Directors) Rules, 2014 read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force), and based on the recommendation of the Nomination and Remuneration Committee and approval of Board of Directors of the Company, Mr. Narendra Kumar Agarwal (DIN: 11210456), Who was appointed as an Additional Director in the capacity of an Independent Director of the Company w.e.f. July 28, 2025, who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1) (b) of the Listing Regulations and is eligible for appointment and who holds office as such up to the date of this Annual General Meeting, be and is hereby, appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a period of five

consecutive years effective from July 28,2025 to July 27, 2030 and entitled to receive sitting fees for attending meeting of board/ committee as may be determined by board/Committee from time to time

RESOLVED FURTHER THAT the Board of Directors, be and are hereby severally authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution”.

ITEM NO. 04

APPROVAL FOR THE APPOINTMENT OF MR. SUMEET KUMAR (DIN: 01348075) AS AN INDEPENDENT DIRECTOR (NON-EXECUTIVE, INDEPENDENT) OF THE COMPANY

To consider and if thought fit, to pass, with or without modifications, the following resolution as a Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013 (“the Act”), read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the Articles of Association of the Company, and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, consent of the members be and is hereby accorded for the appointment of Mr. Sumeet Kumar (DIN: 01348075) who has submitted a declaration that he meets the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI LODR Regulations, as an Independent Director (Non-Executive) of the Company, to hold office for a term of five consecutive years with effect from **October 01, 2025 up to September 30, 2030**, and who shall not be liable to retire by rotation and entitled to receive sitting fees for attending meeting of board/ committee as may be determined by board/Committee from time to time

“**RESOLVED FURTHER THAT** any Director of the company be and is hereby authorized to do all such acts, deeds, matters and things and execute all documents or writings as may be necessary, desirable or expedient to give effect to the above resolutions, including completing necessary filings with the relevant regulatory authorities regarding such appointment.”

Regd. office:

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: September 05, 2025

Place: New Delhi

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

Sd/-

Nidhi Babbar

Whole Time-Company Secretary

Cum Compliance officer

M.No. A76385

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 him / 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 Appointment / 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**".
3. **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.**
4. 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 **Skyline Financial Services Private Limited**, D-153 A, 1st Floor, Okhla Industrial Area, Phase - I, New Delhi - 110020, who is acting as our Registrar and Share Transfer Agent_(R&TA) of the Company. Please quote your folio number and our Company's name in all your future correspondences and in case of shares held in electronic mode, to their respective Depository Participants.
5. 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.
6. In terms of Articles of Association of the Company, read with Section 152 of the Companies Act, 2013, Mr. Nawal Kumar Joshi (DIN- 03292405), Director of the company, retire by rotation at the ensuing Meeting and being eligible, offers himself for reappointment. The Board of Directors of the Company recommends this reappointment.
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 (**FormSH-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 August 29, 2025** (“**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 06.00 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.

Members/ Proxies and authorized representatives should bring the attendance slip duly filled in for attend the meeting.

12. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID Numbers and those who hold shares in a physical form are requested to write their Folio Number in the Attendance Slip 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. 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.

18. 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. Those shareholders, who do not opt to cast their vote through e-voting, may cast their vote through Ballot Paper at the AGM.

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

The voting period begins on **Saturday, September 27, 2025 (9.00 A.M. IST)** and ends on **Monday, 29 September, 2025 (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 **Tuesday, September 23, 2025** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

Pursuant to **SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the n web browser by typing the following URL: URLweb browser by typIDeAShe followinA new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on ystem of m of ing during the meeting. Additionally, there is also links provided to access the s company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. 2) If the user is not he user is for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select erVICES.nsdl.comces.nsdl.com" r is available at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon llowing URL: ccessful authentication, you will be able to see eA new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the

	<p>remote e-Voting period.</p> <p>4) For OTP based login you can click one https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at [abovementioned website](#).

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(i) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,

- b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

4) Next enter the Image Verification as displayed and Click on Login.

5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • 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.

(ii) After entering these details appropriately, click on “SUBMIT” tab.

(iii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in De-mat 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 De-mat 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.

(iv) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(v) Click on the EVSN for the relevant **Bhagawati Gas Limited** on which you choose to vote.

(vi) 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.

(vii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

(viii) 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.

(ix) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

- (x) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xi) If a De-mat account holder has forgotten the 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.
- (xii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xiii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - 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 will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, 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.
 - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; bhagwatigases@gmail.com for, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders th your respective Depoail id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 21 09911

Regd. office:

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: September 05, 2025
Place: New Delhi

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

Sd/-
Nidhi Babbar
Whole-Time Company Secretary
cum Compliance officer
M.No. A76385

FOR ITEM NO 3

APPROVAL FOR THE APPOINTMENT OF MR. NARENDRA KUMAR AGARWAL (DIN: 11210456) AS AN INDEPENDENT DIRECTOR (NON-EXECUTIVE, INDEPENDENT) OF THE COMPANY

The Nomination and Remuneration Committee, at its meeting held on July 28, 2025, after taking into account the skills, knowledge, acumen, expertise, experience of Mr. Narendra Kumar Agarwal, has recommended to the Board his appointment for a first term of five years effective from July 28, 2025.

The nomination and remuneration committee has considered his skills, leadership capabilities, expertise in governance and finance, risk management and business strategy, among others, as being key requirements for this role.

In view of the above, the nomination and remuneration committee and the Board are of the view that Mr. Narendra Kumar Agarwal possesses the requisite skills and capabilities, which would be of immense benefit to the Company, and hence, it is desirable to appoint him as an independent director.

Based on the recommendation of the Nomination & Remuneration Committee, the Board of Directors of the Company has appointed Mr. Narendra Kumar Agarwal as an Additional Director in the capacity of Non-Executive Independent Director of the Company to hold office for a period from July 28, 2025 to July 27, 2030, not liable to retire by rotation, subject to approval of the Members at this 51th AGM of the Company and entitled to receive sitting fees for attending meeting of board/ committee as may be determined by board/Committee from time to time.

As an Additional Director, Mr. Narendra Kumar Agarwal holds office till the date of this AGM and is eligible for being appointed as an Independent Director. He has confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to the registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

Mr. Narendra Kumar Agarwal has also given his declaration to the Board, inter alia, that:

(i) he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015;

(ii) is not restrained from acting as a director by virtue of any Order passed by SEBI or any such authority; and
(iii) is eligible to be appointed as a Director in terms of Section 164 of the Act.

In terms of Section 196(3)(a) of the Companies Act, 2013, no person who has attained the age of 75 years shall be appointed as a Director unless a Special Resolution is passed by the Members, with justification for such appointment. Although Mr. Narendra Kumar Agarwal has attained the age of 74 years, the Board, considering his vast experience, strong leadership skills, integrity, and deep knowledge in governance, finance, and risk management, believes that his continued association would greatly benefit the Company. The Board, therefore, recommends his appointment notwithstanding his age.

Relevant Details relating to appointment and continuation of Directorship of Mr. Narendra Kumar Agarwal including his profile, as required by the Act, Listing Regulations and Secretarial Standards issued by ICSI are provided in the "Annexure" to the Notice.

In the opinion of the Board, Mr. Narendra Kumar Agarwal is a person of integrity, possesses relevant expertise / experience and given his experience, the Board considers it desirable and in the interest of the Company to have him on the Board of the Company.

None of the Directors or Key Managerial Personnel of the Company or their relatives are interested or concerned, financially or otherwise, in this resolution.

The Board recommends the **Special Resolution** set out at Item No. 3 of the Notice for approval by the Members.

ITEM NO.04

APPROVAL FOR THE APPOINTMENT OF MR. SUMEET KUMAR (DIN: 01348075) AS AN INDEPENDENT DIRECTOR (NON-EXECUTIVE, INDEPENDENT) OF THE COMPANY

As the company is preparing for a proposed relisting of shares and revocation of suspension, it is essential to strengthen our corporate governance framework in line with the regulatory requirement and best practices expected. Board of directors of the company at its meeting held on September 01, 2025 after taking into account the skills, knowledge, expertise, experience proposed the appointment of Mr. Sumeet Kumar (DIN: 01348075) subject to the approval of members in general meeting for first term of five years with effect from October 01, 2025

In accordance with Sections 149(10) and (11) of the Companies Act, 2013, an Independent Director shall hold office for a term up to five consecutive years on the Board of a Company on passing of a Ordinary Resolution by the Company and disclosure of such appointment in the Board's Report.

Accordingly, the Board recommends the proposed resolution set out at Item No. 4 for the approval of members by way of ordinary resolution.

Mr. Sumeet Kumar fulfills the requirements of an Independent Director as laid down under Section 149(6) of the Companies Act, 2013.

In terms of Section 149 read with Schedule IV of Companies Act, 2013 including any amendment thereto or any modification thereof, considering the skills, experience, knowledge he possesses, the Board of Directors of the Company recommends the appointment of Mr. Sumeet Kumar for a first term of consecutive 5 (five) years with effect from October 01, 2025 to September 30, 2030, not liable to retire by rotation, subject to the approval of Members and entitled to receive sitting fees for attending meeting of board/ committee as may be determined by board/Committee from time to time,

The aforesaid Director has given his consent for the said appointment and also submitted the declaration of independence as required pursuant to Section 149 (7) of the Companies Act, 2013 that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013.

The Board is of the opinion that the said Director possesses requisite skills, experience and knowledge relevant to the Company's business and it would be of immense benefit to the Company to have his association with the Company as an Independent Director of the Company. He will be eligible for payment of sitting fees as approved by the Board from time to time.

None of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the Resolution No. 4 set out except to the extent of their directorship and shareholding in the Company.

Regd. office:

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: September 05, 2025

Place: New Delhi

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

Sd/-

Nidhi Babbar

**Whole-Time Company Secretary cum
Compliance officer**

M.No. A76385

Annexure to the Notice of the Annual General Meeting

Annexure 1

Details of Director seeking appointment at the AGM pursuant to Secretarial Standards – 2 on General Meetings issued by Institute of Company Secretaries of India (ICSI):

Name of the Director	Mr. Narendra Kumar Agarwal	Mr. Nawal Kishor Joshi	Mr. Sumeet Kumar
DIN	11210456	03292405	01348075
Date of Birth	27/10/1951	05/12/1960	14/08/1976
Age	74 Years	64	49
Date of first appointment on the Board	28/07/2025	28/12/2024	-
Qualification	Bachelor of Science in Chemical Engineering from Harcourt Butler Technical University	Graduate	Masters in Computer Applications, PGDCA, M.C.S.D And BSc (gen)
Experience including Expertise in specific functional areas	Narendra Kumar Agarwal has deep technical knowledge, operational expertise, and leadership abilities have significantly contributed to the organizations he has been associated with, and he continues to bring valuable insights to the Company's strategic and technical direction with his vast experience of over 30 years	He demonstrates outstanding leadership qualities, supported by deep expertise and practical experience in managing organizational functions. His sharp analytical skills, strategic problem-solving abilities, and excellent organizational acumen contribute significantly to the organization's success and goal attainment with his vast experience of more than 20 years	Sumeet Kumar, an MCA from Agra University and Microsoft Certified Solution Developer, is an IT professional with expertise in software development, BPO/ITES operations, and client relationship management. Skilled in Java, JSP, Servlets, XML/XSL, and web technologies, with experience in both manual and automated testing, he brings strong technical proficiency and adaptability to varied roles with his experience of more than 5 years
Terms and Conditions of appointment	Refer item no. 3 of the Notice	-	Refer item no 04 of notice

Details of remuneration sought to be paid	Refer item no. 3 of the Notice	Managerial Remuneration and Performance Incentive as approved by the Board from time to time within the limit approved by the Members	Refer item no 04 of notice
Relationship with other director/Manager and other Key Managerial Personnel of the company	None	Father in law of Director's Daughter	None
The number of Meetings of the Board attended during the year	-	2	-
Directorships of other Board	-	PRIDE SPIRITS PRIVATE LIMITED	NINE PLANETS ENTERPRISE PRIVATE LIMITED
Membership/Chairmanship of Committees of other Board	NA	NA	NA
Shareholding in the Company	-	-	-

BHAGAWATI GAS LIMITED

(CIN: U24111RJ1974PLC005789)

Regd. Office: Banawas, Khetri Nagar, Jhunjhunu, Rajasthan-333504

Corp. Off.: S-492/A, Greater Kailash-I, New Delhi-110048

E-mail: bhagwatigases@gmail.com **Tel No.:** +91-11 49120719 **Website:** www.bglgroup.in

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 (☑) in the following manner:

Item No.	Resolutions	No. of shares held by me/ours	I/we assent to the resolution	I/we dissent from the resolution
ORDINARY BUSINESS				
1.	To receive, consider and adopt the Financial Statements of the Company for the financial year ended March 31, 2025 together with the Report of the Board of Directors and Auditors thereon			
2.	To appoint a director in place of Mr. Nawal Kishor Joshi (DIN- 03292405), who retires by rotation and being eligible, offers herself for re-appointment.			
SPECIAL BUSINESS				
3.	Approval for the appointment of Mr. Narendra Kumar Agarwal (DIN: 11210456) as an Independent Director (non-executive, independent) of the company.			

4.	Approval for the appointment of Mr. Sumeet Kumar (DIN: 01348075) as an Independent Director (Non-Executive, Independent) of the company.			
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(Signature of the shareholder)

Place:
Date:

BHAGAWATI GAS LIMITED

(CIN: U24111RJ1974PLC005789)

Regd. Office: Banawas, Khetri Nagar, Jhunjhunu, Rajasthan-333504

Corp. Off.: S-492/A, Greater Kailash-I, New Delhi-110048

E-mail: bhagwatigases@gmail.com **Tel No.:** +91-11 49120719 **Website:** www.bglgroup.in

ATTENDANCE SLIP FOR THE 51st 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

51ST ANNUAL GENERAL MEETING TO BE HELD ON **TUESDAY, SEPTEMBER 30, 2025 AT 12:00 P.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 51st Annual General Meeting of the company held on **TUESDAY, SEPTEMBER 30, 2025 AT 12:00 P.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 & DPID/ 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 2024-25 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.

- Physical copy Annual Report for FY 2024-25 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 hardcopy.

E-Voting particulars

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

Note: Please read the instructions provided in Notice of the 51st Annual General Meeting. The e-voting period starts from 09:00 A.M. on **Saturday, 27, September 2025.** and ends at **05:00 P.M. on Monday, 29, September, 2025.** The voting module shall be disabled by CDSL for voting thereafter.

BHAGAWATI GAS LIMITED

(CIN: U24111RJ1974PLC005789)

Regd. Office: Banawas, Khetri Nagar, Jhunjhunu, Rajasthan-333504**Corp. Off.:** S-492/A, Greater Kailash-I, New Delhi-110048**E-mail:** bhagwatigases@gmail.com, **Tel No.:** +91-11 49120719 **Website:** www.bglgroup.in**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):	Signature:	
	Address:		
	E-mail Id:		
or failing him/her			
2.	Name of the Member(s):	Signature:	
	Address:		
	E-mail Id:		
or failing him/her			
3.	Name of the Member(s):	Signature:	
	Address:		
	E-mail Id:		

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 51th Annual General Meeting of the Company, to be held on **TUESDAY, SEPTEMBER 30, 2025 AT 12:00 P.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. No.	Resolution	Vote		
		For	Against	Abstain
1.	To receive, consider and adopt the Financial Statements of the Company for the financial year ended March 31, 2025 together with the Report of the Board of Directors and Auditors thereon			

2.	To appoint a director in place of Mr. Nawal Kishor Joshi (DIN-03292405), who retires by rotation and being eligible, offers himself for re-appointment.			
Special Business				
3.	Approval for the appointment of Mr. Narendra Kumar Agarwal as an Independent Director (non-executive, independent) of the company			
4.	Approval for the appointment of Mr. Sumeet Kumar (DIN: 01348075) as an Independent Director (Non-Executive, Independent) of the company.			

Signed this onday,, 2025

Signature of shareholder.....Signature of Proxy holder(s).....

Affix Revenue Stamp of Rs. 1

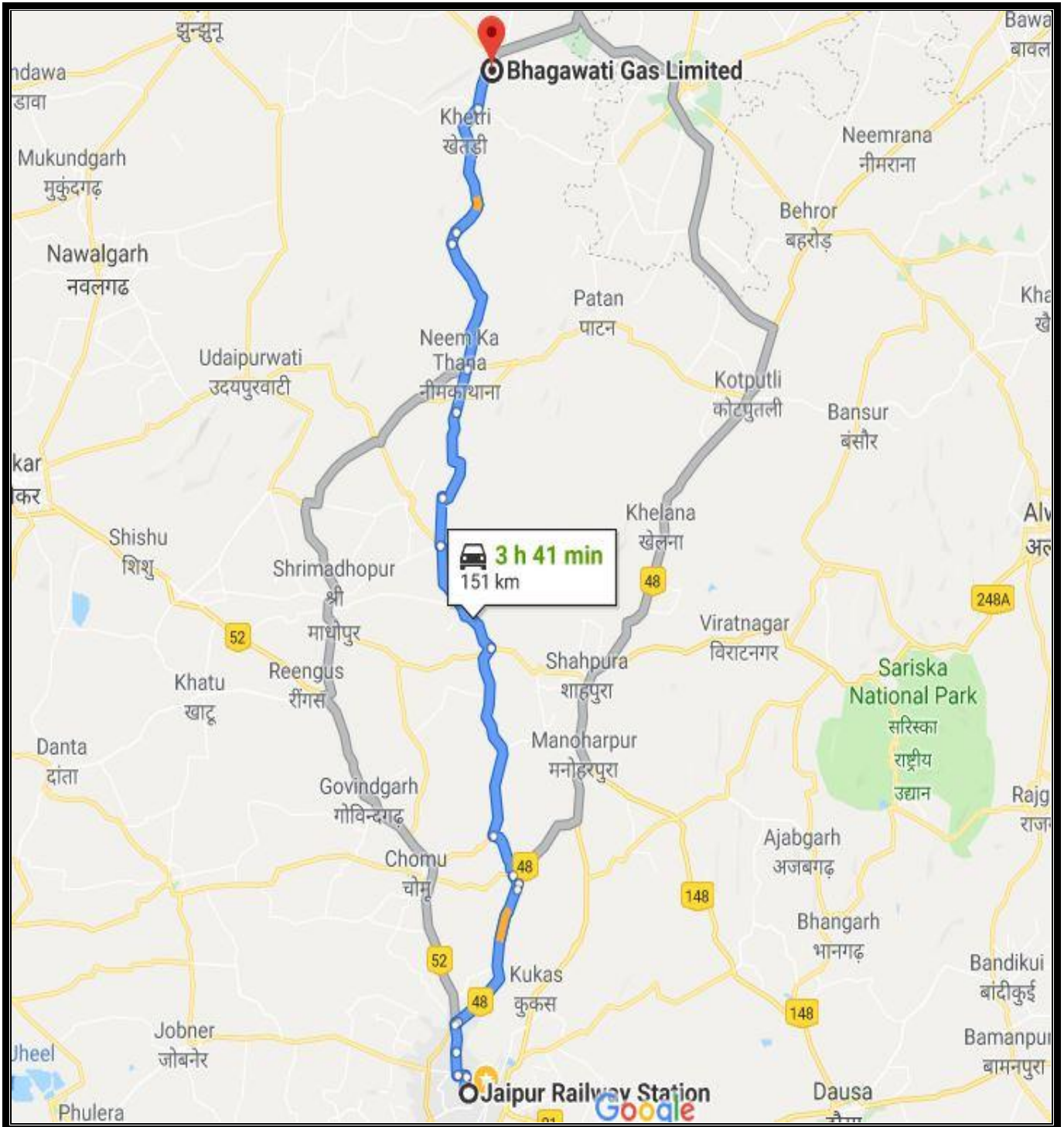
Notes:

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(√) 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 titled 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.



Notes:

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If undelivered, please return to
BHAGAWATI GAS LIMITED
Corp. Off.: S-492/A, Greater Kailash-I,
New Delhi-110048
Ph. No. - +91-11-4912 0719