

BHAGAWATI GAS LIMITED

(CIN: L24111RJ1974PLC005789)

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

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

NOTICE

NOTICE is hereby given that the 45th Annual General Meeting (AGM) of members of Bhagawati Gas Limited will be held on **Monday, September 30, 2019** at 11.00 A.M. 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 year ended March 31, 2019 together with the Report of the Board of Directors and Auditors thereon.
2. To appoint a director in place of Mr. Rakesh Samrat Bhardwaj (DIN - 00029757), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

3. **RE-APPOINTMENT OF MR. RAKESH SAMRAT BHARDWAJ (DIN: 00029757) AS MANAGING DIRECTOR 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 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), the relevant provisions of the Articles of Association of the Company and all applicable guidelines issued by the Central Government from time to time and subject to such other approvals, as may be necessary, as per the recommendation of Nomination and Remuneration Committee of the Company, consent of the Members of the company be and is hereby accorded to re-appoint **Mr. Rakesh Samrat Bhardwaj (DIN: 00029757)**, whose tenure as the Managing Director is expired on June 30, 2019 as Managing Director of the Company for the period of 5 years w.e.f. July 01, 2019 and upon the following terms and conditions including remuneration with further liberty to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee constituted / to be constituted by the Board) from time to time to alter the said terms and conditions of appointment and remuneration of **Mr. Rakesh Samrat Bhardwaj (DIN: 00029757)** in the best interests of the Company and as may be permissible at law, viz:

A. Period:

5 years w.e.f. July 01, 2019 with the liberty to either party to terminate the appointment on three months' notice in writing to the other.

B. Remuneration:

- i. Basic Salary: Rs. 1,25,000/- (Rupees One Lakh Twenty Five Thousand Only) per month with such increments as the Board may decide from time to time.
- ii. Special Allowance: Rs. 30,000/- (Rupees Thirty Thousand only) per month with such increments as the Board may decide from time to time. This allowance however, will not be taken into account for calculation of benefits such as Provident Fund, Gratuity, Superannuation and Leave Encashment.
- iii. Variable Pay: Performance Bonus linked to the achievement of targets, as may be decided by the Board from time to time.

- iv. Long-term Incentive Compensation / Employee Stock Option as per the plan applicable to Executive Directors and/or Senior Executives of the Company / BGL Group, including that of any parent / subsidiary company as may be decided by the Board.

C. Perquisites:

- i. Housing: Free furnished accommodation or HRA in lieu of Company provided accommodation.
- ii. Reimbursement of expenses on actual pertaining to electricity, gas, water, telephone and other reasonable expenses for the upkeep and maintenance in respect of such accommodation as per Company policy.
- iii. Car: cars for use of Company's Business as per Company Car policy.
- iv. Medical Expenses Reimbursement: Reimbursement of all expenses incurred for self and family at actuals (including domiciliary and medical expenses and insurance premium for medical and hospitalization policy as applicable), as per Company policy.
- v. Leave Travel Expenses: Leave Travel Expenses for self and family in accordance with the policy of the Company.
- vi. Club fees: Fees of One Corporate Club in India (including admission and annual membership fee).
- vii. Reimbursement of entertainment, travelling and all other expenses incurred for the business of the Company as per the policy of the Company.
- viii. Leave and encashment of leave - as per the policy of the Company.
- ix. Personal accident Insurance Premium - as per the policy of the Company.
- x. Contribution towards Provident Fund and Superannuation Fund or Annuity Fund, National Pension Scheme - as per the policy of the Company.
- xi. Gratuity and / or contribution to the Gratuity Fund of Company - as per the policy of the Company.
- xii. Other Allowances / benefits, perquisites - any other allowances, benefits and perquisites as per the Rules applicable to the Senior Executives of the Company and / or which may become applicable in the future and / or any other allowance, perquisites as the Board may from time to time decide.
- xiii. Any other one time/periodic retirement allowances / benefits as may be decided by the Board at the time of retirement.
- D.** Annual remuneration review is effective 1st April each year, as per the policy of the Company.
- E.** Subject as aforesaid, the Managing Director shall be governed by such other Rules as are applicable to the Senior Executives of the Company from time to time.
- F.** For the purposes of Gratuity, Provident Fund, Superannuation and other like benefits, if any, the service of **Mr. Rakesh Samrat Bhardwaj (DIN: 00029757)**, Managing Director will be considered as continuous service with the Company from the date of his joining the July 01, 2019.
- G.** The aggregate of the remuneration and perquisites as aforesaid in any financial year shall not exceed the limit from time to time under Section 197, Section 198 and other applicable provisions of the Act and Rules made thereunder, read with Schedule V of the said Act or any

statutory modification(s) or re-enactment thereof for the time being in force, or otherwise as may be permissible at law.

H. When in any financial year, the Company has no profits or its profits are inadequate, the remuneration including the perquisites as aforesaid will be paid to **Mr. Rakesh Samrat Bhardwaj** in accordance with the applicable provisions of Schedule V of the Act, and subject to the approval of the Central Government, if required.

I. **Mr. Rakesh Samrat Bhardwaj (DIN: 00029757)** shall be subject to retirement by rotation during his tenure as the Managing Director of the Company. So long as **Mr. Rakesh Samrat Bhardwaj (DIN: 00029757)** functions as the Managing Director, he shall not be paid any fees for attending the meetings of the Board or any Committee(s) thereof of the Company.

RESOLVED FURTHER THAT consent of the Members of the company be and is hereby accorded to the Board of Directors to modify, change, alter and or increase the terms and conditions and remuneration of **Mr. Rakesh Samrat Bhardwaj (DIN: 00029757)** as Managing Director of the company from time to time, as and when required.

RESOLVED FURTHER THAT the terms of the remuneration to be paid to Managing Director will be for three years as per the provisions of Section 197, and 198 read with Schedule V and other applicable provisions, of the companies Act, 2013 and will be revised and renew accordingly.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary to give effect to the above resolution."

4. RE-APPOINTMENT OF MR. GANGA CHARAN AS AN INDEPENDENT DIRECTOR OF THE COMPANY FOR SECOND TERM.

To consider and if thought fit, to pass the following resolution with or without modification(s), as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and pursuant to provisions of Regulation 16 (1)(b), 17 (1) and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, **Mr. Ganga Charan (DIN: 00387567)**, Independent Director of the company, who has submitted a declaration that he meets the criteria of Independence under Section 149 (6) of the Companies Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirement) Regulation, 2015, as amended from time to time and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company to hold office for second term of five (05) consecutive years with effect from **30th September, 2019 to 29th September, 2024** and whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT Mr. Rakesh Samrat Bhardwaj (DIN:00029757), Managing Director of the Company be and is hereby authorized to issue the appointment letter to give effect to aforesaid appointment, with the remuneration to be paid as sitting fees, terms and conditions as may be determined by the board from time to time.

RESOLVED FURTHER THAT any director of the company be and are hereby severally authorized to file the requisite e-form within prescribed time and to do all such acts, deeds, things, to give effect to the said resolution."

5. APPOINTMENT OF MR. KAILASH CHAND KEDIA AS AN INDEPENDENT DIRECTOR OF THE COMPANY FOR SECOND TERM.

To consider and if thought fit, to pass the following resolution with or without modification(s), as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment

thereof for the time being in force) read with Schedule IV to the Act and pursuant to provisions of Regulation 16 (1)(b), 17 (1) and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, **Mr. Kailash Chand Kedia (DIN:01243510)**, Independent Director of the company, who has submitted a declaration that he meets the criteria of Independence under Section 149 (6) of the Companies Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirement) Regulation, 2015, as amended from time to time and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company to hold office for second term of five (05) consecutive years with effect from **30th September, 2019 to 29th September, 2024** and whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT Mr. Rakesh Samrat Bhardwaj (DIN:00029757), Managing Director of the Company be and is hereby authorized to issue the appointment letter to give effect to aforesaid appointment, with the remuneration to be paid as sitting fees, terms and conditions as may be determined by the board from time to time.

RESOLVED FURTHER THAT any director of the company be and are hereby severally authorized to file the requisite e-form within prescribed time and to do all such acts, deeds, things, to give effect to the said resolution."

6. APPROVAL FOR CHANGE OF NAME OF COMPANY FROM "BHAGAWATI GAS LIMITED" to "BHAGAWATI GASES LIMITED."

To consider and if thought fit, to pass the following resolution with or without modification(s), as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 4, 5, 13 and 14 and other applicable provisions, if any, of the Companies Act, 2013 and the applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and any other applicable law(s), rule(s), regulation(s), guideline(s), the provisions of the Memorandum and Articles of Association of the Company and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and subject to the approval of stock exchange(s) and/or the Central Government and / or any other authority as may be necessary, consent of the members be and is hereby accorded for change of name of the Company from **"BHAGAWATI GAS LIMITED"** to **"BHAGAWATI GASES LIMITED."**

RESOLVED FURTHER THAT upon issuance of the fresh certificate of incorporation by the Registrar of Companies consequent upon change of name, the old name **"BHAGAWATI GAS LIMITED"** as appearing in Name Clause of the Memorandum of Association of the Company and wherever appearing in the Articles of Association of the Company and other documents and places be substituted with the new name **"BHAGAWATI GASES LIMITED"**.

RESOLVED FURTHER THAT any Director or the Company Secretary of the Company be and is hereby severally authorised to sign, execute and file necessary application, forms, deeds, documents and writings as may be necessary for and on behalf of the Company and to settle and finalise all issues that may arise in this regard and to do all such acts, deeds, matters and things as may be deemed necessary, proper, expedient or incidental for giving effect to this resolution and to delegate all or any of the powers conferred herein as they may deem fit."

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: L24111RJ1974PLC005789

Date: September 04, 2019

Place: New Delhi

By the order of the Board of Directors

For Bhagawati Gas Limited

Sd/-

Gajendra Singh Shekhawat

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. A Statement setting out the material facts concerning each item of Special Business, pursuant to Section 102(1) of the Companies Act, 2013, is annexed hereto.
3. 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 & II respectively**".
4. The Register of Members and Share transfer books of the Company shall remain closed from **Tuesday, September 24, 2019 to Monday, September 30, 2019** (both days inclusive).
5. **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.**
6. 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.
7. 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.
8. 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.
9. 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.
10. 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 23, 2019 ("cut-off date")**.

11. 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.
12. 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.
13. Members/ Proxies should bring the attendance slip duly filled in for attending the meeting.
14. 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.
15. Members are requested to bring their own copies of Annual Report; no spare copies will be available at the venue of meeting.
16. 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.
17. 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.
18. 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.
19. 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.
20. 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 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 **Friday, September 27, 2019 (9.00 A.M. IST) and ends on Sunday, September 29, 2019 (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 **Friday, September 20, 2019** 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 www.evotingindia.com.
 - 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*****).
 - b) **For Members who hold shares in demat account with CDSL:** 16 Digit Beneficiary ID (For example if your Beneficiary ID is 12***** then your user ID is 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 www.evotingindia.com 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.

| For Members holding shares in Demat Form and Physical Form | |
|---|---|
| PAN | <p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • 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 RA00000001 in the PAN field. |
| Dividend Bank Details OR Date of Birth (DOB) | <p>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.</p> <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 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 **190831052** 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 www.evotingindia.com and register themselves as Corporates.
 - 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 should be mailed to helpdesk.evoting@cdslindia.com 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 www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

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 **Friday, September 27, 2019 (9.00 A.M. IST) and ends on Sunday, September 29, 2019 (5.00 P.M. IST)**. During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on **Friday, September 20, 2019 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 **Friday, September 20, 2019**.
 - iv. **Mr. Deepak Arora, proprietor 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, Proprietor 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. **Monday, September 30, 2019**.
- Members have the option to request for physical copy of the Ballot Form by sending an e-mail to bhagwatigases@gmail.com 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 www.bglgroup.in within the prescribed time of passing of the resolutions at the **45th AGM** of the Company on **Monday, September 30, 2019** and communicated to the BSE Limited where the shares of the Company were listed.
21. The Company is not providing Video Conferencing facility for this meeting.
 22. Once you have cast your vote on a resolution you will not be allowed to modify it subsequently.
 23. 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.
 24. The entire Annual Report is also available on the Company's website www.bglgroup.in.

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: L24111RJ1974PLC005789

Date: September 04, 2019**Place:** New Delhi**By the order of the Board of Directors**
For Bhagawati Gas Limited

Sd/-

Gajendra Singh Shekhawat
Company Secretary**ANNEXURE TO THE NOTICE OF 45th AGM**

As required under Section 102 of the Companies Act, 2013 (hereinafter referred to as "the Act") the following Explanatory Statement set out all material facts relating to the business mentioned under Item Nos. 3 – 5 of the accompanying Notice of AGM.

Item No. 3: Re-appointment of Mr. Rakesh Samrat Bhardwaj (DIN: 00029757) as Managing Director of the Company:

Mr. Rakesh Samrat Bhardwaj (DIN: 00029757) completed his term as Managing Director of the company on 30th June, 2019. Mr. Rakesh Samrat Bhardwaj aged 57 years is an industrialist who is widely travelled person with experience in business and industry over 35 years. He is a Commerce Graduate from Calcutta University. He is one of the promoters of the company and was appointed as whole time director of the company with effect from 1st July, 1984 for a period of 5 years. Since then he is looking after day-to-day affairs of the company under the supervision of Board of Directors. He was appointed as Managing Director of the company with effect from 1st July 1989 and since then he is continuing as the Managing Director of the Company.

He is on the Board of the following companies, viz., (i) Bhagawati International Limited, (ii) Bhagawati Combat Systems Limited, (iii) Bhagawati Steel Private Limited, (iv) Bhagawati Heavy Equipments Maintenance and Services Private Limited, (v) Lavino Portfolios Private Limited (vi) Kamakshi Bricon Private Limited and (vii) Flow Tech Hotels Private Limited. He is also member of Stakeholder Relationship Committee and Audit Committee of the Board of Directors of Bhagawati Gas Limited.

The Board of Directors at their meeting held on May 30, 2019 has been re-appointed Mr. Rakesh Samrat Bhardwaj as Managing Director of the company for a period of 5 years with effect from 1st July 2019 to 30th June, 2024, subject to the approval of the shareholders in this General Meeting on such terms and condition as may be decided by the Board of Directors of the Company time to time and such terms and condition shall be revised after three years from the date of such appointment by passing ordinary or special resolution in general meeting as may be applicable after three years.

The Board of Directors has approved remuneration along with Perquisites & Allowances payable by the company to Mr. Rakesh Samrat Bhardwaj as Managing Director for the above mentioned period as specified in the resolution no. 3.

Minimum Remuneration: The above remuneration shall be subject to limits laid down under Section 197, 198 and schedule V of the Companies Act, 2013 or any statutory modifications and / or re-enactment thereof.

The terms and conditions of the said appointment may be revised, enhanced, altered and varied from time to time by the Board of Directors of the Company in such manner as may be agreed to by the Board within maximum amounts payable to Managing Director in terms of the provisions of the Companies Act, 2013 or any amendments made hereafter in this regard.

Copy of the Agreement executed between the Company and Mr. Rakesh Samrat Bhardwaj along with other relevant documents related to his appointment as Managing Director is open for inspection at the registered office of the Company during business hours on any working day prior to the date of meeting.

None of the directors except Mrs. Shachi Bhardwaj (whose interest is only to the extent of shareholding and being as Director), Mr. Dyuman Samrat Bhardwaj (whose interest is only to the extent of shareholding and being as Chief Financial Officer) and Mr. Rakesh Samrat Bhardwaj (whose interest is only to the extent of shareholding and being re-appointment as Managing Director), Key Managerial Personnel or relatives of Directors or Key Managerial personnel has any interest financial or otherwise in the said resolution.

So, therefore now in terms of the provisions of section of the Companies Act, 2013, your Board of directors proposes the resolution no. 3 for your approval in this ensuing general meeting by way of **Special resolution**.

Item No. 4: Re-appointment of Mr. Ganga Charan (DIN: 00387567) as an Independent Director of the company for the second term.

Being a listed company, the Company has to comply with the provisions of Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013, and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification (s) or re-enactment thereof for the time being in force) ("Act") which mandate a public limited company to appoint independent directors to the board of directors of the Company ("Board") as the tenure of Mr. Ganga Charan is going to be expired on **September 29, 2019**.

Further, in the opinion of the Board, **Mr. Ganga Charan (DIN 00387567)**, proposed to be re-appointed as an independent director for a term of Five (5) consecutive years with effect from September 30, 2019 of the Company of the Company, fulfils the conditions specified in the Act and the rules made there under. The Board considers that **Mr. Ganga Charan (DIN 00387567)**, re-appointment shall be of immense benefit to the Company and is desirable to avail his services as an independent director.

Mr. Ganga Charan (DIN 00387567) along with his relatives, does not hold any shares in the Company, has no relationship with any of the other directors of the Company and shall not be liable to retire by rotation. This resolution seeks the approval of shareholders for re-appointing him as an independent director of the Company pursuant to applicable provisions of the Act.

A copy of the draft letter of appointment of **Mr. Ganga Charan (DIN 00387567)** as an independent director setting out the terms and conditions shall be placed at the meeting for inspection by the members and shall also be available for inspection at the registered office of the Company during business hours.

Therefore in terms of the provisions of the Act, the Board proposes resolution no. 4 for the approval of shareholders in this general meeting by way of a **special resolution**.

None of the directors, key managerial personnel and relatives of directors and/or key managerial personnel (as defined in the Act) is concerned or interested in the proposed resolution, except in the ordinary course of business.

Item No. 5: Re-appointment of Mr. Kailash Chand Kedia (DIN: 01243510) as an Independent Director of the company for the second term.

Being a listed company, the Company has to comply with the provisions of Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013, and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification (s) or re-enactment thereof for the time being in force) ("Act") which mandate a public limited company to appoint independent directors to the board of directors of the Company ("Board") as the tenure of Mr. Kailash Chand Kedia is going to be expired on **September 29, 2019**.

Further, in the opinion of the Board, **Mr. Kailash Chand Kedia (DIN 01243510)**, proposed to be re-appointed as an independent director for a term of Five (5) consecutive years with effect from September 30, 2019 of the Company, fulfils the conditions specified in the Act and the rules made there under. The Board considers that **Mr. Kailash Chand Kedia (DIN 01243510)**, re-appointment shall be of immense benefit to the Company and is desirable to avail his services as an independent director.

Mr. Kailash Chand Kedia (DIN 01243510) along with his relatives, does not hold any shares in the Company, has no relationship with any of the other directors of the Company and shall not be liable to retire by rotation. This resolution seeks the approval of shareholders for re-appointing him as an independent director of the Company pursuant to applicable provisions of the Act.

A copy of the draft letter of appointment of **Mr. Kailash Chand Kedia (DIN 01243510)** as an independent director setting out the terms and conditions shall be placed at the meeting for inspection by the members and shall also be available for inspection at the registered office of the Company during business hours.

Therefore in terms of the provisions of the Act, the Board proposes resolution no. 5 for the approval of shareholders in this general meeting by way of a **special resolution**.

None of the directors, key managerial personnel and relatives of directors and/or key managerial personnel (as defined in the Act) is concerned or interested in the proposed resolution, except in the ordinary course of business.

Item No. 6: Approval for Change of Name of Company from Bhagawati Gas Limited to Bhagawati Gases Limited

Our company Bhagawati Gas Limited was incorporated vide certificate of Incorporation as issued by Registrar of Companies, Calcutta, West Bengal under the name of Bhagawati Gases Limited on November 16, 1974.

In the year 1990, the company has changed its registered office of the company from One State to another state i.e. West Bengal to Rajasthan by the order of Company Law Board, Eastern Region dated 30.10.1990 and certificate of registered office change as issued by the Registrar of Companies, Rajasthan on dated January 25, 1991.

In the year 1995, the company got listed with the Stock Exchange(s). After that in the year 2009, the Company has changed its name from "BHAGAWATI GASES LIMITED" to "BHAGAWATI GAS LIMITED" on dated 23/10/2009.

The trading of the company's shares was suspended on exchange and equity shares of the company has been delisted from platform of the exchange of BSE Limited w.e.f. May 11, 2018 as per public notice of BSE as published in financial express newspaper dated 12.05.2018. Further, the company has filed the appeal/petition against the delisting order of company before Securities Appellate Tribunal (SAT) on May 06, 2019.

The Promoters of the company being religious minded, propose this name with religious significance in mind. The Promoters believe that the changed name would help the company to bring positive energy thereby helping business to grow faster. Therefore, due to some religious reasons the company wants to change its name from the Bhagawati Gas Limited to Bhagawati Gases Limited as the name was given by the forefathers of promoters of the company.

In view of the above, the Board of Directors of the Company has decided and passed the resolution to change the name of the Company from **BHAGAWATI GAS LIMITED** to **BHAGAWATI GASES LIMITED** at their meeting held on 14.08.2019 and for obtaining the approval of name availability, the company has filed the RUN form with Registrar of Companies, Central Registration Centre, Gurgaon and Registrar of Companies, Central Registration Centre, Gurgaon, has approved the new name vide its approval letter dated 04.09.2019 and as per the provisions of section 13 of the Companies Act, 2013, the change in the name of the company requires the approval of the members of the company by way of Special Resolution in General Meeting and subject to the approval of stock exchange(s) and further approval of Central Government (Powers delegated to Registrar of Companies).

Therefore in terms of the provisions of the Act, the Board proposes resolution no. 6 for the approval of shareholders in this general meeting by way of a **special resolution**.

None of the Directors of the Company is concerned or interested in the said Resolution except to the extent of their 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: L24111RJ1974PLC005789

Date: September 04, 2019

Place: New Delhi

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

Sd/-
Gajendra Singh Shekhawat
Company Secretary

Annexure-I

Further, as stipulated under SS-2 & listing regulations, a brief profile of **Director(s)** is given as under:

| Name | Mr. Rakesh Samrat Bhardwaj | Mr. Ganga Charan | Mr. Kailash Chand Kedia |
|--|---|---|---|
| DIN | 00029757 | 00387567 | 01243510 |
| Date of Birth | 09 th July, 1962 | 31 st October, 1950 | 01 st July, 1951 |
| Age | 57 years | 69 years | 68 years |
| Qualifications | Bachelor of Commerce | B. Tech in Mechanical Engineering | Bachelor of Commerce |
| Experience in specific functional areas | Business & Industry | Business & Industry | Finance & Taxation |
| Terms and Conditions of appointment | As per Appointment letter | As per Appointment letter | As per Appointment letter |
| Details of remuneration | Rs. 9,00,000 | NIL, Sitting Fees as may be decided by Board time to time. | NIL, Sitting Fees as may be decided by Board time to time. |
| Date of first appointment | 01 st July, 2004 | 10 th February, 2010 | 02 nd January, 2007 |
| Shareholding in the Company | 23,47,610 | NIL | NIL |
| Relationship with other director/Manager and other KMP | Mrs. Shachi Bhardwaj & Mr. Dyuman Samrat Bhardwaj | NIL | NIL |
| Directorships of other Board | (i) Bhagawati International Limited, (ii) Bhagawati Combat System Limited, (iii) Bhagawati Steel Private Limited, (iv) Bhagawati Heavy Equipments Maintenance and Services Private Limited, (v) Lavino Portfolios Private Limited (vi) Kamakshi Bricon Private Limited and (vii) Flow Tech Hotels Private Limited | NIL | NIL |
| Membership/Chairmanship of Committees of other Board | (i) Audit Committee (ii) Stakeholder Relationship Committee | (i) Audit Committee (ii) Stakeholder Relationship Committee (Chairman) (iii) Nomination and Remuneration Committee | (i) Audit Committee (Chairman) (ii) Stakeholder Relationship Committee (iii) Nomination and Remuneration Committee (Chairman) |

ANNEXURE TO THE NOTICE**STATEMENT PURSUANT TO THE PROVISIONS OF SECTION II OF PART II OF SCHEDULE V OF THE COMPANIES ACT, 2013 [INCLUDING SECRETARIAL STANDARD – 2 AND SEBI (LODR) REGULATIONS, 2015, AS APPLICABLE] IN RESPECTS OF ITEM NO. 3 OF THE NOTICE.****I. General Information:**

- (1) Nature of industry:-

The nature of industry is GAS Industry & Water Treatment.

- (2) Date or expected date of commencement of commercial production:-

The Company started its commercial production in the year 1974.

- (3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: N.A.

- (4) Financial performance based on given indicators

The brief statement indicating our profit related figures is given below:

| Particulars | 2018-19 | 2017-18 |
|------------------------------------|----------------|----------------|
| Paid up Capital | 16,74,24,590 | 16,74,24,590 |
| Reserve and Surplus | (87,50,158) | (57,11,086) |
| Total Income | 3,37,37,487 | 18,05,953 |
| Less: Expenditure and depreciation | 4,83,59,127 | 95,96,914 |
| Profit Before Tax (PBT) | (1,46,21,640) | (77,90,961) |
| Less: Current Tax | (1,28,12,493) | (4,45,949) |
| Profit After Tax(PAT) | (18,09,147) | (73,45,012) |

- (5) Foreign investments or collaborations, if any:- N.A.

II. Information about the appointee:**a) Mr. Rakesh Samrat Bhardwaj****(1) Background Detail:**

Mr. Rakesh Samrat Bhardwaj (DIN: 00029757) completed his term as Managing Director of the company on 30th June, 2019. Mr. Rakesh Samrat Bhardwaj aged 57 years is an industrialist who is widely travelled person with experience in business and industry over 35 years. He is a Commerce Graduate from Calcutta University. He is one of the promoters of the company and was appointed as whole time director of the company with effect from 1st July 1984 for a period of 5 years. Since then he is looking after day-to-day affairs of the company under the supervision of Board of Directors. He was appointed as Managing Director of the company with effect from 1st July 1989 and since then he is continuing as the Managing Director of the Company.

(2) Past Remuneration:

Mr. Rakesh Samrat Bhardwaj was paid Rs. 9,00,000 as annual remuneration for the financial year 2018-19.

(3) Recognition or awards:

NIL

(4) Job profile and his suitability:

He is one of the promoters of the company and was appointed as whole time director of the company with effect from 1st July 1984 for a period of 5 years. Since then he is looking after day-to-day affairs of the company under the supervision of Board of Directors. He was appointed as Managing Director of the company with effect from 1st July 1989 and since then he is continuing as the Managing Director of the Company. Mr. Rakesh Samrat Bhardwaj aged 57 years is an industrialist who is widely travelled person with experience in business and industry over 35 years. He is a Commerce Graduate from Calcutta University.

(5) Remuneration proposed:

The terms of remuneration proposed are detailed in the Item No 3 of the Notice.

(6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):

For the responsibility shouldered by Mr. Rakesh Samrat Bhardwaj, Director of the Company in driving the Company's growth and Operational efficiency, the remuneration paid to him is commensurate and compares favourably with the compensations paid to the Directors of like sized and similarly positioned businesses.

(7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any-

Mr. Rakesh Samrat Bhardwaj holds Equity shares of the Company. He is also the Husband of Mrs. Shachi Bhardwaj and Father of Mr. Dyuman Samrat Bhardwaj.

III. Other information:

(1) Reasons of loss or inadequate profits:

Your company is not carrying out any kind of operational activities due to closing of its Oxygen plant situated at Khetri Nagar, Rajasthan. The Company's oxygen plants at Khetri Nagar, Rajasthan continued to remain closed because its main purchaser Hindustan Copper Ltd. (HCL) has not yet restarted its smelter plant operations.

(2) Steps taken or proposed to be taken for improvement:

We are in process of increasing our capacity to bring economies of scale to our business and will certainly boost our profitability.

(3) Expected increase in productivity and profits in measurable terms:

The Company is very conscious about improvement in productivity and undertakes constant measures to improve it. However, it is extremely difficult in the present scenario to predict profits in measurable terms.

IV. Disclosures:

The information, as required, is provided under Corporate Governance Section of the Annual Report 2018-19. The remuneration package proposed to be given to managerial personnel is as per the details given in the resolution. The Report on Corporate Governance in the Annual Report indicates

the remuneration paid to the managerial personnel as well as to all other Directors. There is no severance fee or stock option in the case of the aforesaid managerial personnel.

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: L24111RJ1974PLC005789

Date: September 04, 2019

Place: New Delhi

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

Sd/-

Gajendra Singh Shekhawat
Company Secretary

BHAGAWATI GAS LIMITED

(CIN: L24111RJ1974PLC005789)

Regd. Office: Banawas, Khetri Nagar, Jhunjhunu, Rajasthan-333504**E-mail:** bhaqwaticases@gmail.com **Tel No.:** +91-11 49120719 **Website:** www.bqlgroup.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 Financial Statements for the year ended March 31, 2019 and the Auditors and Directors reports thereon. | | | |
| 2. | To re-appoint Mr. Rakesh Samrat Bhardwaj (DIN: 00029757), who retires by rotation and being eligible offers himself for re-appointment. | | | |
| SPECIAL BUSINESS | | | | |
| 3. | Re-appointment of Mr. Rakesh Samrat Bhardwaj (DIN: 00029757) as Managing Director of the Company. | | | |
| 4. | Re-appointment of Mr. Ganga Charan as an Independent Director of the Company for Second Term | | | |
| 5. | Re-appointment of Mr. Kailash Chand Kedia as an Independent Director of the Company for Second Term. | | | |
| 6. | Approval for Change of Name of Company from Bhagawati Gas Limited to Bhagawati Gases Limited. | | | |

(Signature of the shareholder)

Place:

Date:

BHAGAWATI GAS LIMITED

(CIN: L24111RJ1974PLC005789)

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

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

ATTENDANCE SLIP FOR THE 45th 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

45TH ANNUAL GENERAL MEETING TO BE HELD ON **MONDAY, SEPTEMBER 30, 2019** AT 11:00 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 45th Annual General Meeting of the company held on **Monday, September 30, 2019** at **11.00 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 2018-19 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 2018-19 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 |
|------------------------------|---------|--------------|
| 190831052 | | |

Note: Please read the instructions provided in Notice of the 45th Annual General Meeting. The e-voting period starts from 09:00 a.m. on **Friday, September 27, 2019** and ends at 05:00 p.m. on **Sunday, September 29, 2019**. The voting module shall be disabled by CDSL for voting thereafter.

BHAGAWATI GAS LIMITED

(CIN: L24111RJ1974PLC005789)

Regd. Office: Banawas, Khetri Nagar, Jhunjhunu, Rajasthan-333504**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): | | |
| | Address: | | Signature: |
| | E-mail Id: | | |
| or failing him/her | | | |
| 2. | Name of the Member(s): | | |
| | Address: | | Signature: |
| | E-mail Id: | | |
| 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 45th Annual General Meeting of the Company, to be held on **Monday, September 30, 2019** at 11.00 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. No. | Resolution | Vote | | |
|--------------------------|--|------|---------|---------|
| | | For | Against | Abstain |
| Ordinary Business | | | | |
| 1. | To receive, consider, and adopt Financial Statements for the year ended March 31, 2019 and the Auditors and Directors reports thereon. | | | |
| 2. | To appoint Rakesh Samrat Bhardwaj (DIN: 00029757) who retires by rotation and being eligible offers himself for re-appointment. | | | |
| Special Business | | | | |
| 3. | Re-appointment of Mr. Rakesh Samrat Bhardwaj (Din: 00029757) as Managing Director of the Company | | | |

| | | | | |
|----|---|--|--|--|
| 4. | Re-appointment of Mr. Ganga Charan as an Independent Director of the Company for Second Term | | | |
| 5. | Re-appointment of Mr. Kailash Chand Kedia as an Independent Director of the Company for Second Term | | | |
| 6. | Approval for Change of Name of Company from Bhagawati Gas Limited to Bhagawati Gases Limited. | | | |

Signed this onday,, 2019

| |
|---------------------------------------|
| Affix Revenue Stamp of Rs. 1 |
|---------------------------------------|

Signature of shareholder.....Signature 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 (√) 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.

