



## BENGAL GAS COMPANY LIMITED

(A JV Company of GAIL & GCGSCL)

CIN U40300WB2019GOI229618

1<sup>st</sup> Floor, Finance Centre, CBD Action Area-IIB, New Town, Kolkata-700161

Website: [www.bgcl.co.in](http://www.bgcl.co.in); Email: [info@bgcl.co.in](mailto:info@bgcl.co.in)

Telephone No. 033-23248078

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### NOTICE OF THE 4<sup>th</sup> ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that **4<sup>th</sup> Annual General Meeting** of the Members of the Company will be held on **29<sup>th</sup> September 2023** at **04.30 P.M.** (IST) in **physical mode/through two-way video conferencing** in conformity with the regulatory provisions and circulars issued by the Ministry of Corporate Affairs, Government of India for transacting the following businesses:

#### **A. ORDINARY BUSINESSES:**

1) To receive, consider and adopt the Audited Financial Statement of the Company for the financial year ended 31<sup>st</sup> March 2023 and the Report of the Board of Directors and that of the Statutory Auditors together with the Comments of the Comptroller & Auditor General of India, thereon, and to pass the following resolution as an Ordinary Resolution:

**RESOLVED THAT** Audited Financial Statement of the Company for the financial year ended 31<sup>st</sup> March 2023 and the Report of the Board of Directors and that of the Statutory Auditors together with the Comments of the Comptroller & Auditor General of India thereon be and are hereby received, considered and adopted.

2) To appoint a Director in place of Shri Atul Kumar Tripathi (DIN No. 08531893) who retires by rotation and being eligible, offers himself for re-appointment and to pass the following resolution as an Ordinary Resolution:

**RESOLVED THAT** Shri Atul Kumar Tripathi (DIN No. 08531893) be and is hereby re-appointed as Director of the Company liable to retire by rotation.

3) To appoint a Director in place of Shri S. Sampath (DIN No. 09531549) who retires by rotation and being eligible, offers himself for re-appointment and to pass the following resolution as an Ordinary Resolution:



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**RESOLVED THAT** Shri S. Sampath (DIN No. 09531549) be and is hereby re-appointed as Director of the Company liable to retire by rotation.

4) To authorize the Board of Directors of the Company to fix remuneration of the Statutory Auditors of the Company in terms of the provisions of Section 142 of the Companies Act, 2013 and other applicable provisions, if any, and to pass the following resolution as an Ordinary Resolution:

**RESOLVED THAT** the Board of Directors of the Company be and is hereby authorized to decide and fix the remuneration of the Statutory Auditors of the Company to be appointed by the Comptroller & Auditor General of India for the Financial Year 2023- 24.

### **B. SPECIAL BUSINESS(ES):**

5. To appoint Sh. Sanjay Kumar (DIN No. 08346704) as Nominee Director and Chairman of the Board and in this regard to consider and, if thought fit, to pass the following resolution as **ORDINARY RESOLUTION**:

**RESOLVED THAT** Sh. Sanjay Kumar (DIN No. 08346704) who was appointed as Additional (Nominee) Director w.e.f. 04<sup>th</sup> July 2023 by the Board of Directors of the company pursuant to the nomination received from GAIL (India) Limited vide its letter dated July 03, 2023, and who holds office upto the date of this Annual General Meeting in terms of Section 161 of the Companies Act 2013 and the Articles of Association of the company, be and is hereby appointed as Nominee Director and Chairman of the Board pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Act and rules made thereunder; and shall not be liable to retire by rotation.

6. To appoint Sh. Shaligram Mowar (DIN No. 10161803) as Nominee Director on the Board of the company and in this regard



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to consider and, if thought fit, to pass the following resolution as **ORDINARY RESOLUTION:**

**RESOLVED THAT** Sh. Shaligram Mowar (DIN No. 10161803) who was appointed as Additional (Nominee) Director w.e.f. 12<sup>th</sup> May 2023 by the Board of Directors of the company pursuant to the nomination received from GAIL (India) Limited vide its letter dated May 04, 2023, and who holds office upto the date of this Annual General Meeting in terms of Section 161 of the Companies Act 2013 and the Articles of Association of the company be and is hereby appointed as Nominee Director on the Board of the company pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Act and rules made thereunder; and shall be liable to retire by rotation.

7. To appoint Sh. Supriya Halder (DIN No. 08452845) as Nominee Director on the Board of the company and in this regard to consider and, if thought fit, to pass the following resolution as **ORDINARY RESOLUTION:**

**RESOLVED THAT** Sh. Supriya Halder (DIN No. 08452845) who was appointed as Additional (Nominee) Director w.e.f. 12<sup>th</sup> May 2023 by the Board of Directors of the company pursuant to the nomination received from GAIL (India) Limited vide its letter dated May 04, 2023, and who holds office upto the date of this Annual General Meeting in terms of Section 161 of the Companies Act 2013 and the Articles of Association of the company, be and is hereby appointed as Nominee Director on the Board of the company pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Act and rules made thereunder; and shall be liable to retire by rotation.

8. To appoint Sh. Sanjay Agarwal (DIN No. 010159903) as Nominee Director on the Board of the company and in this regard



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to consider and, if thought fit, to pass the following resolution as **ORDINARY RESOLUTION:**

**RESOLVED THAT** Sh. Sanjay Agarwal (DIN No. 010159903) who was appointed as Additional (Nominee) Director w.e.f. 12<sup>th</sup> May 2023 by the Board of Directors of the company pursuant to the nomination received from GAIL (India) Limited vide its letter dated May 04, 2023, and who holds office upto the date of this Annual General Meeting in terms of Section 161 of the Companies Act 2013 and the Articles of Association of the company, be and is hereby appointed as Nominee Director on the Board of the company pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Act and rules made thereunder; and shall be liable to retire by rotation.

Date: 12.09.2023  
Place: Registered Office,  
Kolkata

By Order of the Board of Directors,

Sd/-  
(Gyanendra Singh)  
(Company Secretary)

\*\*\*\* The Meeting is proposed to be convened and held at **SHORTER NOTICE**. The consent form pursuant to section 101(1) of the Companies Act 2013 for holding the meeting at shorter notice is annexed to this notice. The meeting will be held if the consent is received from not less than 95% of the members entitled to vote thereat.

**Notes:**

1. In view of the COVID-19 pandemic, the Ministry of Corporate Affairs ('MCA') has vide its General Circular No. 20/2020 dated May 5, 2020 in



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relation to clarification on holding of annual general meeting ('AGM') through video conferencing ('VC') or other audio visual means ('OAVM') read with General Circulars No. 14/2020 dated April 8, 2020, No. 17/2020 dated April 13, 2020, No. 33/2020 dated September 28, 2020, No. 39/2020 dated December 31, 2020 and No. 10/2021 dated June 23, 2021 in relation to 'Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by COVID-19' and General Circular No.02/2021 dated January 13, 2021 and General Circular No. 10/2022 dated 28.12.2022 (collectively referred to as 'MCA Circulars') permitted the holding of the Annual General Meeting ('AGM'/'the Meeting') through VC/OAVM, without the physical presence of the Members at a common venue.

2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ANOTHER PERSON AS A PROXY TO ATTEND AND VOTE AT THE MEETING ON HIS BEHALF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.

3. Proxies in order to be effective must be deposited at the Registered Office of the Company not less than 48 hours before the time of the meeting.

4. In terms of Section 105 of the Companies Act, 2013 read with Rule 19 of the Companies (Management and Administration) Rules, 2014 a person can act as 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 carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other shareholder.

5. The deemed venue for the AGM will be the Registered Office of the Company.

6. Attendance of the members attending the AGM through VC/OAVM will be counted for the purpose of quorum under section 103 of Companies Act 2013.

7. In terms of the aforesaid Circulars, the businesses set out in the Notice will be transacted by the members by participating through VC facility and voting shall be done in accordance with the requirements of the aforesaid Circulars which provides that if the number of members present in a meeting is less



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than 50, the Chairman may decide to conduct a vote by show of hands unless a demand for poll is made by any member in accordance with the requirements of Section 109 of the Act.

8. To facilitate the smooth conduct of voting on Poll, if demanded in accordance with the requirements of Section 109, members are required to convey their vote at **[cs@bgcl.co.in](mailto:cs@bgcl.co.in)**

9. Corporate members are required to send to the Company a certified copy of the Board Resolution at **[cs@bgcl.co.in](mailto:cs@bgcl.co.in)** pursuant to section 113 of the Companies Act 2013, authorizing their representative to attend and vote at the Meeting. A person authorised by resolution under Section 113(1) of the Companies Act, 2013, shall be entitled to exercise the same rights and powers, including the right to vote by proxy, on behalf of the body corporate which he/she represents.

10. All documents referred to in the accompanying Notice shall be open for inspection at the Registered Office of the Company during normal business hours (10.00 am to 5.00 pm) on all working days between Monday and Friday of every week, up to and including the date of the Annual General Meeting of the Company.

11. The link to attend the AGM and/or any other instructions will be shared, separately, via email before the meeting for the convenience of the members.



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### **EXPLANATORY STATEMENTS AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT 2013**

#### **Agenda No. 5.**

In exercise of the powers conferred by Clause 149 read with 151 of the Articles of Association of the company, GAIL vide its letter dated 03<sup>rd</sup> July 2023 nominated Sh. Sanjay Kumar, Director (Marketing)- GAIL as a Nominee Director & Chairman of the company w.e.f. 04<sup>th</sup> July 2023. He was appointed by the Board of the company as Additional (Nominee) Director to hold office upto the date of this Annual General Meeting.

Sh. Sanjay Kumar is a graduate in Mechanical Engineering from IIT Kharagpur and also holds an MBA degree. He joined GAIL in 1988 and is presently holding the position of Director (Mktg.) at GAIL. He was also the Managing Director of Indraprastha Gas Limited. Except Bengal Gas Company Limited, he is a Director in one more Indian Company which is GAIL (India) Limited.

He does not hold any shares in the Company and is not related to any Director or other key managerial personnel of the Company.

Your Directors recommend the resolution for his appointment as Nominee Director not liable to retire by rotation, for approval of the shareholders. None of the Directors, key managerial personnel or their relatives, except Shri Sanjay Kumar is interested in this resolution.

#### **Agenda No. 6 to 8.**

In exercise of the powers conferred by Clause 149 read with 151 of the Articles of Association of the company, GAIL vide its letter dated 04<sup>th</sup> May 2023 nominated Sh. Shaligram Mowar, Sh. Supriya Halder and Sh. Sanjay Agarwal all holding Senior Management Positions in GAIL as a Nominee Director of the company. The nominees were appointed by the Board of the company as Additional (Nominee) Director w.e.f. 12<sup>th</sup> May 2023 to hold office upto the date of this Annual General Meeting.



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None of the Directors to be appointed hold any shares in the Company and is not related to any Director or other key managerial personnel of the Company.

Your Directors recommend the resolution for their appointment as Nominee Director liable to retire by rotation, for approval of the shareholders. None of the Directors, key managerial personnel or their relatives, except the concerned Directors, to be appointed, are interested in the respective resolutions approving their appointment.

Brief Profile is provided as under:

Sh. Shaligram Mowar	Sh. Supriya Halder	Sh. Sanjay Agarwal
<p>An Instrumentation Engineering Graduate from IIT, Kharagpur and PGDBA in Operations &amp; Finance Management, is having rich and diverse experience of nearly 34 years with GAIL (India) Limited.</p> <p>At present, he is leading GAIL-Southern Region as Executive Director O&amp;M and Zonal In-charge &amp; looking after O&amp;M, Marketing &amp; Project activities in the region.</p> <p>He doesn't hold any other Directorship in other Companies.</p>	<p>Shri Supriya Halder is a graduate in Mechanical Engineering from Motilal Nehru National Institute of Technology, Allahabad and also holds an MBA degree. He has a rich and diverse experience over 31 years with GAIL.</p> <p>As Managing Director of Maharashtra Natural Gas Limited (MNGL), Pune, he was instrumental in turn around of the organization.</p> <p>Presently, he is heading the GAIL's Contract and Procurement Deptt. as Executive Director.</p> <p>He doesn't have hold office as Director in any</p>	<p>Is a Chemical Engineering Graduate from IIT, BHU, Varanasi in year 1990. He started his career as Graduate Engineer Trainee in Gas Authority of India Limited (now GAIL India Limited) in 1990 when the Gail was installing its first Gas Processing Plant at Vijaipur, Guna.</p> <p>Presently, he is working as Executive Director (Training) at GAIL Training Institute</p> <p>He doesn't hold any other Directorship in other Companies.</p>





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	other company.	
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Date: 12.09.2023

Place: Registered Office,

1<sup>st</sup> Floor, Block A, Finance Centre,  
CBD, Action Area II B, New Town,  
Kolkata- 700161

By Order of the Board of Directors,

Sd/-  
(Gyanendra Singh)  
(Company Secretary)



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**PROXY FORM**

Name of the Member(s): .....
Registered Address: .....
Email: .....
Folio No./Client ID: ..... DP ID: .....

I/We, being the member (s) of ..... shares of the Bengal Gas Company Limited, hereby appoint:

1. Name: ..... Address: .....

Email: ..... Signature: .....OR failing him

2. Name: ..... Address: .....

Email: ..... Signature: .....OR failing him

3. Name: ..... Address: .....

Email: ..... Signature: .....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 04<sup>th</sup> Annual General Meeting of the Company, to be held on Friday, 29<sup>th</sup> September 2023 at 4:30 P.M at the Registered Office of the company and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolutions Nos.:

1.....2.....3.....4.....

5.....6.....7.....8.....

Signed this..... day of ..... 2023.

Signature of Shareholder..... (Affix Revenue Stamp)

Signature of Proxy Holder(s).....

Note: This form of Proxy in order to be effective should be duly completed, stamped as per applicable laws, signed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting. Unstamped or inadequately stamped Proxies or Proxies upon which the stamps have not been cancelled, are invalid.



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**Consent by Members for Shorter Notice**  
(Pursuant to Section 101(1) of the Companies Act, 2013)

To,  
The Board of Directors,  
Bengal Gas Company Limited,  
Kolkata-700161.

Dear Sirs/Madam,

I/We \_\_\_\_\_ shareholder of Bengal Gas Company Limited holding \_\_\_\_\_ nos. of equity shares of Rs. 10/- each hereby give my/our consent pursuant to Section 101(1) of the Companies Act, 2013 for transacting the business(es) mentioned in the Notice of the **4<sup>th</sup> Annual General Meeting** to be held on **Friday, 29<sup>th</sup> September 2023** at Shorter Notice or any adjournment thereof.

Yours faithfully,

Signature:

Name:

Folio No./DP & Client ID:

Date:



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