



BENGAL GAS COMPANY LIMITED

(A JV Company of GAIL & GCGSCL)

CIN U40300WB2019GOI229618

4th Floor, Finance Centre, CBD Action Area-IIB, New Town, Kolkata-700161

Website: www.bgcl.co.in; Email: info@bgcl.co.in

Telephone No. 033-23248070

NOTICE OF THE 3rd ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 3rd Annual General Meeting of the Members of the Company will be held, at shorter notice, in physical mode/through two-way video conferencing, on **Tuesday, 27th September 2022, at 4.00 p.m. (IST)** for the transaction of the following businesses in conformity with the regulatory provisions and circulars issued by the Ministry of Corporate Affairs, Government of India: -

A. ORDINARY BUSINESSES:

- 1) To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March 2022 and the Report of the Board of Directors and the Statutory Auditors and the Comments of the Comptroller & Auditor General of India thereon and in this regard, to consider and if thought fit, to pass with or without modification(s) the following resolution as an **Ordinary Resolution**:
RESOLVED THAT Audited Financial Statements of the Company for the financial year ended 31st March 2022 together with the Report of the Board of Directors and that of the Statutory Auditors and 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 Sh. Goutom Chakraborty (DIN No. 09027561) who retires by rotation, in terms of Section 152(6) of the Companies Act 2013 read with Clause 162 of the Articles of Association of the company, and being eligible, offers

himself for re-appointment and to pass the following resolution as an **Ordinary Resolution**:

RESOLVED THAT Goutom Chakraborty (DIN No. 09027561) be and is hereby re-appointed as Director of the Company liable to retire by rotation.

- 3) To appoint a Director in place of Sh. Biswanath Chakrabarti (DIN No. 08784275) who retires by rotation, in terms of Section 152(6) of the Companies Act 2013 read with Clause 162 of the Articles of Association of the company, and being eligible, offers himself for re-appointment and to pass the following resolution as an **Ordinary Resolution**:

RESOLVED THAT Sh. Biswanath Chakrabarti (DIN No. 08784275) 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 provisions of Section 142 of the Companies Act, 2013 and other applicable provisions, if any, and in this regard, to consider and if thought fit, to pass with or without modification(s) 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 2022 - 23

By order of the Board of Directors,
for **Bengal Gas Company Limited**,

Sd/-
Gyanendra Singh
(Company Secretary)

Dated: 12.09.2022



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Notes:

**** 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.

1. In view of the COVID-19 pandemic, the Ministry of Corporate Affairs ('MCA') has vide its General Circular No. 02/2022 dated 5th May 2022 read with other previous MCA General Circulars No. 02/2021 dated 13th January 2021 No. 20/2020 dated 5th May 2020, No. 17/2020 dated 13th April 2020 and No. 14/2020 dated 8th April 2020 (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. The deemed venue for the AGM will be the Registered Office of the Company.
3. Since this AGM is being held pursuant to the MCA circulars through VC/OAVM facility, the facility of appointment of proxies by the members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this notice.
4. In accordance with the extant MCA circulars, the Notice of this AGM and the Directors' Report and Accounts for FY 2021-22 are being sent only through electronic mode to those members who have registered their e-mail addresses with the Company/RTA.
5. Attendance of the members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under section 103 of Companies Act, 2013.
6. 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 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.
7. 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.
8. Corporate members are required to send to the Company a certified copy of the Board Resolution at 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.
9. 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.

10. 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.

Dated: 12.09.2022

By order of the Board of Directors,
for Bengal Gas Company Limited,

Registered Office:

4th Floor, Block B, Finance Centre CBD,
Action Area II B, New Town, Kolkata,
North 24 Parganas, WB- 700161

Sd/-
Gyanendra Singh
(Company Secretary)



Fire Service Week