

**CENTRAL U.P. GAS LIMITED**  
**(A Joint Venture of GAIL (India) Limited & BPCL)**  
**Registered Office: 7<sup>th</sup> Floor, UPSIDC Complex, A 1/4 Lakhanpur, Kanpur -**  
**208024, Uttar Pradesh**

CIN: U40200UP2005PLC029538, Website: www.cugl.co.in  
Email: dbhasin@cugl.co.in, Tel No.: 0512-2585001, Fax No.: 0512- 2582453

**NOTICE TO THE MEMBERS**

Notice is hereby given that the 15<sup>th</sup> Annual General Meeting (AGM) of the members of Central U.P. Gas Limited will be held on Tuesday, the 29<sup>th</sup> of September, 2020 at 11:00 a.m. through Video Conferencing / Other Audio Visual Means to transact the following business (es):

**A. ORDINARY BUSINESS:**

- 1) To receive, consider and adopt the Audited Financial Statement of the Company for the financial year ended 31<sup>st</sup> March 2020 and the Report of the Board of Directors and the Statutory Auditors and 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 2020 and the Report of the Board of Directors and the Statutory Auditors and the Comments of the Comptroller & Auditor General of India thereon be and are hereby received, considered and adopted."

- 2) To declare dividend @ 18 % (Rs. 1.80 per Equity Share) for the Financial Year ended 31<sup>st</sup> March 2020.
- 3) To appoint a Director in place of Shri Manjeet Singh (DIN: 02283890), 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 Manjeet Singh (DIN: 02283890), be and is hereby re-appointed as Director of the Company liable to retire by rotation."

- 4) To authorize 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 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 appointed by Comptroller & Auditor General of India for the Financial Year 2020 - 21."

## B. SPECIAL BUSINESS:

- 5) Ratification of remuneration payable to the cost auditors for Financial Year 2020-21 and to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of section 148, other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the remuneration payable to Cost Auditor(s) appointed by the Board of Directors of the Company to conduct the audit of cost records of the Company for the Financial Year 2020-21, amounting to Rs. 60,000/- plus applicable taxes be and is hereby ratified and confirmed."

- 6) Appointment of Shri Ashim Batra (DIN: 07173368), as a Director and to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT Shri Ashim Batra (DIN: 07173368) who was appointed as an Additional Director by the Board of Directors and who holds office up to the date of this Annual General Meeting and in respect of whom, the Company has received a notice in writing from a member pursuant to the provisions of Section 160 of the Companies Act, 2013, be and is hereby, appointed as a Director of the Company, liable to retire by rotation."

By Order of the Board of Directors

**(Deepak Bhasin)**  
Company Secretary

Place: Kanpur

Date: 08.09.2020

**Registered Office:**

7<sup>th</sup> floor, UPSIDC Complex

A 1/4 Lakhampur, Kanpur-208 024

CIN: U40200UP2005PLC029538,

Website: [www.cugl.co.in](http://www.cugl.co.in)

Email: [dbhasin@cugl.co.in](mailto:dbhasin@cugl.co.in)

Tel No.: 0512-2585001

Fax No.: 0512-2582453

## NOTES:

1. In view of COVID-19 pandemic outbreak, Ministry of Corporate Affairs allowed conducting Annual General Meeting through Video Conferencing (VC) or Other Audio-Visual Means (OAVM) and dispensed with the requirement of personal presence of the members at the meeting. Accordingly, 15th Annual General Meeting (AGM) of the members will be held through VC/OAVM as allowed by the Ministry of Corporate Affairs through various circulars viz Circular No. 14/2020 dated April 08, 2020, Circular No. 17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020 prescribing the procedures and manner of conducting the Annual General Meeting through VC/OAVM. Hence, members can attend and participate in the AGM through VC/ OAVM only. The detailed procedure for participation in the meeting through VC/OAVM is available at the Company's website i.e. [www.cugl.co.in](http://www.cugl.co.in).
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM.
3. Corporate Members are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the circulars issued by Ministry of Corporate Affairs (MCA), the Notice of AGM along with Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Please take note that Notice and Annual Report 2019-20 has been uploaded on the website of the Company at i.e. [www.cugl.co.in](http://www.cugl.co.in).
6. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to Special Businesses to be transacted at the meeting is annexed hereto.
7. In case of any concern related to the meeting, the members may contact Shri. Deepak Bhasin, Company Secretary of the Company at the following address:

Central U.P. Gas Limited,  
7<sup>th</sup> floor, UPSIDC Complex  
A 1/4 Lakhapur, Kanpur-208 024  
Website: [www.cugl.co.in](http://www.cugl.co.in)  
Email: [dbhasin@cugl.co.in](mailto:dbhasin@cugl.co.in)  
Tel No.: 0512-2585001  
Fax No.: 0512-2582453

## **Explanatory Statement pursuant to Section 102 of the Companies Act, 2013**

### **Item no 5:**

The Board on the recommendation of the Audit Committee has approved the appointment of M/s. R M Bansal & Co., Cost Accountants, Kanpur as the Cost Auditors of the Company for the Financial Year 2020– 21.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules 2014, ratification for the remuneration payable to the Cost Auditors for the Financial Year 2020-21 by way of Ordinary Resolution is being sought from the members as set out at item no. 5 of the notice.

The Board accordingly recommends the passing of the proposed Ordinary Resolution for approval by the Members.

None of the Directors and Key Managerial personnel or relatives of them are interested in the above resolution.

### **Item no 6:**

Shri Ashim Batra (DIN: 07173368) was nominated by Indraprastha Gas Limited as a Director of the Company. The Board of Directors appointed Shri Ashim Batra, as an Additional Director w.e.f. 01.09.2020.

Shri Ashim Batra is presently working as Sr. V.P. (Marketing) in Indraprastha Gas Limited.

Shri Ashim Batra, is a Mechanical Engineering from Delhi College of Engineering, Delhi University & MBA from Faculty of Management Studies, Delhi University, possesses over 33 years of rich and diverse experience in Industrial and Commercial segments. Before joining Indraprastha Gas Limited, he has worked in reputed Private Sector Industries in the field of marketing of high value capital engineering goods.

Your Directors recommend the resolution for approval by members.

None of the Directors and Key Managerial personnel or relatives of them except Shri Ashim Batra himself is concerned or interested in the resolution.

By Order of the Board of Directors

**(Deepak Bhasin)**  
Company Secretary

Place: Kanpur

Date: 08.09.2020

### **Registered Office:**

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