

NOTICE TO THE MEMBERS

Notice is hereby given that the 18th Annual General Meeting (AGM) of the members of Central U.P. Gas Limited will be held on Wednesday, the 20th day of September 2023, at 10:00 A.M., through Hybrid Mode/ Video Conferencing (VC)/ Other Audio-Visual Means (OAVM), at the Registered Office of the Company situated at 7th Floor, UPSIDC Complex, A1/4 Lakhanpur, Kanpur-208024, Uttar Pradesh, to transact the following business(es):

A. ORDINARY BUSINESS:

- 1) To receive, consider, approve and adopt the audited Financial Statements of the Company for the Financial Year ended on 31st March 2023 along with the Reports of the Board of Directors and the Statutory Auditors together with the Comments of the Comptroller & Auditor General of India (C&AG) thereon and to pass the following resolution as an **Ordinary Resolution**:

"**RESOLVED THAT** the audited Financial Statements of the Company for the Financial Year ended on 31st March 2023 and along with the Reports of the Board of Directors and the Statutory Auditors together with the Comments of the Comptroller & Auditor General of India (C&AG) thereon be and are hereby received, considered and adopted."

- 2) To declare final dividend @ 41% (Rs.4.10 per Equity Share) for the Financial Year ended 31st March 2023 and to pass the following resolution as an **Ordinary Resolution**:

"**RESOLVED THAT** declaration and payment of final dividend at the rate of 41% of the paid-up share capital of the Company (i.e., Rs. 4.10 per Equity Share having face value of Rs.10/-) for the Financial Year ended on 31st March 2023, as recommended by the Board, be and is hereby approved."

- 3) To appoint a Director in place of Shri Mahesh Vishwanathan Iyer (DIN: 08198178) 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 Mahesh Vishwanathan Iyer (DIN: 08198178), who offered himself for re-appointment, 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 for the Financial Year 2023-24 and to pass the following resolution as an **Ordinary Resolution**:

"**RESOLVED THAT** the Board of Directors of the Company be and are hereby authorized to decide and fix the remuneration of the Statutory Auditors of the Company as may be appointed/ appointed by the Comptroller & Auditor General of India (C&AG) for the Financial Year 2023-24."

B. SPECIAL BUSINESS:

- 5) To ratify the remuneration payable to the Cost Auditors of the Company for the Financial Year 2023-24 and to consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"**RESOLVED THAT** in accordance with the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modifications or re-enactments thereof), the remuneration payable to the Cost Auditor(s) appointed by the Board of Directors of the Company, to conduct the audit of cost accounting records of the Company for the Financial Year 2023-24, amounting to Rs.60,000/- plus applicable taxes be and is hereby ratified and confirmed."

- 6) To approve appointment of Shri Vinod Kumar Dhaaka (DIN: 10270463) as Director of the Company and to consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of the Companies Act, 2013 and any rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Shri Vinod Kumar Dhaaka (DIN: 10270463) who was appointed as an Additional Director of the Company by the Board of Directors with effect from August 07, 2023, nominated by Indraprastha Gas Limited, 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 signifying his candidature pursuant to the provision of Section 160 of the Companies Act, 2013, be and is hereby appointed as a Director of the Company liable to retire by rotation.”

“RESOLVED FURTHER THAT the Board of Directors of the Company or any of the authorized Director/ official by the Board be and are hereby severally authorized to take all steps and do all such acts, deeds, and things and to complete necessary formalities in this regard including filing of necessary e-form(s) with the concerned Registrar of Companies / Ministry of Corporate Affairs, and give such directions, as may be required, necessary, or considered expedient or desirable for giving effect to this resolution.”

- 7) To approve appointment of Shri Bhudev Singh (DIN: 10273421) as Director of the Company and to consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of the Companies Act, 2013 and any rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Shri Bhudev Singh (DIN: 10273421) who was appointed as an Additional Director of the Company by the Board of Directors with effect from August 09, 2023, nominated by Indraprastha Gas Limited, 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 signifying his candidature pursuant to the provision of Section 160 of the Companies Act, 2013, be and is hereby appointed as a Director of the Company liable to retire by rotation.”

“RESOLVED FURTHER THAT the Board of Directors of the Company or any of the authorized Director/ official by the Board be and are hereby severally authorized to take all steps and do all such acts, deeds, and things and to complete necessary formalities in this regard including filing of necessary e-form(s) with the concerned Registrar of Companies / Ministry of Corporate Affairs, and give such directions, as may be required, necessary, or considered expedient or desirable for giving effect to this resolution.”

**By the order of the Board of Directors
For Central U.P. Gas Limited
Sd/-**

Company Secretary
(Basant Bilash Bihani)
Membership No.: A33953

Place: Kanpur, U.P.

Date: 11.09.2023

Registered Office:

7th floor, UPSIDC Complex
A 1/4 Lakhanpur, Kanpur-208 024

CIN: U40200UP2005PLC029538,

Website: www.cugl.co.in

Email: secretarial@cugl.co.in

Tel No.: 0512-2246000

Fax No.: 0512-2582453

NOTES:

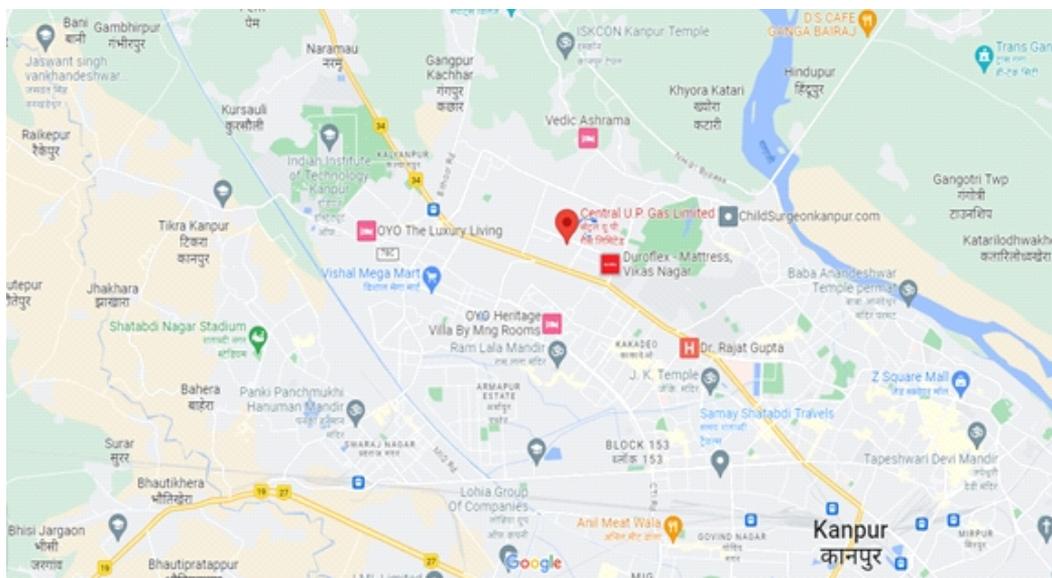
1. The Ministry of Corporate Affairs (MCA) allowed conducting of Annual General Meeting through Video Conferencing (VC) or Other Audio-Visual Means (OAVM) and dispensed with the requirement of the personal presence of the members at the venue of meeting. Accordingly, the 18th Annual General Meeting (AGM) 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 along with clarification Circular No. 02/2022 dated May 05, 2022 and Circular No. 10/2022 dated December 28, 2022 (hereinafter collectively referred to as "MCA Circulars"), prescribing the procedures and manner of conducting the Annual General Meeting through VC/OAVM. Further, as per MCA Circular No. 02/2022 dated May 05, 2022 and Circular No. 10/2022 dated December 28, 2022, the companies are allowed to hold Annual General Meeting (AGM) through VC/OAVM, without the physical presence of Shareholders or Members at a common venue till September 30, 2023. However, members can attend and participate in the AGM through VC/ OAVM/ Hybrid mode. The detailed procedure for participation in the meeting through VC/OAVM is available at the Company's website, i.e., www.cugl.co.in.
2. The persons entitled to attend the 18th AGM of the Company and intending to join through VC / OAVM, may please use the below given credentials for the same:
 - **Microsoft Teams Meeting ID:** 446 022 156 327
 - **Passcode:** iQRbNL
 - **Meeting Joining Link:** https://teams.microsoft.com/l/meetup-join/19%3ameeting_NTBhYjY3ZTEtZmQ1Yy00MzdmLWI1NTYtN2I5NmE3YTczOTE2%40thread.v2/0?context=%7b%22Tid%22%3a%2231e9f534-7ca2-4cb0-9503-eb30253dcf11%22%2c%22Oid%22%3a%22aa8f184c-3b27-482d-b7ce-91d86d4c34dd%22%7d
3. The facility to join the 18th AGM shall be kept open 15 minutes before the commencement time of the meeting and shall not be closed till the expiry of 15 minutes after such scheduled commencement time. It is highlighted that the proceedings of the 18th AGM shall be recorded.
4. 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. Accordingly, as per dispensation under MCA Circulars, the Proxy Form is not annexed to this Notice.
5. Corporate Members are entitled to appoint authorized representatives to attend the AGM including through VC/OAVM and participate thereat and cast their votes through e-voting.
6. Members are requested to convey their vote on any resolution during the meeting by sending an e-mail at basantbilash@cugl.co.in, when a poll is required to be taken during the meeting on any resolution.
7. For any queries in relation to attending the meeting through video conferencing or need any assistance with using the technology to attend meeting, Members may reach out to Shri Basant Bilash Bihani, Company Secretary of the Company, through e-mail at basantbilash@cugl.co.in or on his cell number at +91-9311226769.
8. 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.
9. Pursuant to the MCA Circulars, the Notice of AGM along with Annual Report 2022-23 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 2022-23 has been uploaded on the website of the Company, i.e., www.cugl.co.in.
10. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the Act) read with Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI) and approved as such by the Government of India in respect of the Special Businesses to be transacted at the meeting is annexed with the Notice.
11. Information pertaining to the Director(s) proposed for appointment as per Secretarial Standards on

General Meetings issued by the ICSI is also forming part of the Explanatory Statement. For the purpose of determination of the Committee positions, the Membership/ Chairmanship is reckoned considering only the Audit Committee, Corporate Social Responsibility Committee and Stakeholders Relationship Committee pertaining to companies incorporated under the Companies Act, 2013 or erstwhile enactment(s) thereto.

12. Documents referred in the accompanying Notice and Explanatory Statement thereto are open for inspection by Members, at the Registered Office of the Company between 11:00 a.m. and 1:00 p.m. on all working days, except Saturday(s)/ Sunday(s)/ Holiday(s) and other Holidays declared in the Company, till the date of AGM.
13. Based on disclosures received from concerned Director(s), they are, inter-se, not related to each other and also with any Key Managerial Personnel (KMP) of the Company.
14. As per the requirement under the provisions of the Companies Act, 2013 (Act), the Register of contracts or arrangements in which directors are interested under Section 189 of the Act and the Register of directors and key managerial personnel and their shareholding under Section 170 of the Act will be made accessible for inspection through electronic mode and shall remain open and be accessible to any member during the continuance of the meeting. Members seeking inspection through electronic mode can send an email to basantbilash@cugl.co.in.
15. The meeting is subject to receipt of shorter notice consent from requisite majority of members before its scheduled time in accordance with Section 101 of the Companies Act, 2013.
16. In case of any concern related to the meeting, the members may contact Shri Basant Bilash Bihani, Company Secretary of the Company, at the following address:

Central U.P. Gas Limited,
7th Floor, UPSIDC Complex,
A 1/4 Lakhanpur, Kanpur-208 024, U.P.
Mobile No.: +91-9311226769
Email: basantbilash@cugl.co.in

Below given is the route map and prominent landmark of the venue of the meeting for easy location:



Landmark: Near Sales Tax Office, Lakhanpur
Venue of the AGM: Registered Office of the Company

EXPLANATORY STATEMENT

(Statement, setting out material facts, pursuant to Section 102 of the Companies Act, 2013, forming part of the accompanying Notice)

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 (Firm Registration Number: 000022), a firm of cost accountants in practice based at Kanpur, as the Cost Auditors of the Company for the Financial Year 2023-24.

In accordance with the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modifications or re-enactments thereof), the remuneration of Cost Auditors recommended by the Audit Committee shall be considered and approved by the Board of Directors and ratified subsequently by the Shareholders of the Company. Accordingly, approval by way of Ordinary Resolution is being sought from the members as set out at item no. 5 of this Notice for ratification for the remuneration payable to the Cost Auditors for the Financial Year 2023-24.

None of the Directors, Key Managerial Personnel of your Company and their relatives may be deemed to be concerned or interested, financially or otherwise, in the resolution set out at Item No.5 of the accompanying Notice.

Your Board of Directors recommends the passing of the aforesaid proposal as Ordinary Resolution(s).

Item No. 6 & 7:

The Company (Central U.P. Gas Limited or CUGL) received nomination for appointment of Shri Vinod Kumar Dhaaka and Shri Bhudev Singh from Indraprastha Gas Limited (IGL) and subsequently, they were appointed by the Board of Directors as Additional Directors effective from the date of allotment of Director Identification Number (DIN) to them. The DIN was allotted to Shri Vinod Kumar Dhaaka on August 07, 2023 and to Shri Bhudev Singh on August 09, 2023, accordingly, their appointment as Additional Director on the Board of the Company has been effective from the said date(s) respectively. Further, as per the aforesaid Board approval, they both were appointed as Additional Directors to hold the office as such up to the date of the next annual general meeting or the last date on which the annual general meeting should have been held or the date of any other general meeting where he is appointed as a director, whichever is earlier, as per the provisions of the Companies Act, 2013.

The personal details & experience of both the directors are as stated below for information:

Name of Director	Shri Vinod Kumar Dhaaka	Shri Bhudev Singh
Date of Birth	07/06/1964	05/09/1968
Age	59 Years	54 Years
Experience	About 35 Years	About 30 Years
First Appointment on Board	07/08/2023	09/08/2023
Qualification	MBA and B.Text	B.E (Mechanical)
Shareholding in the Company	NIL	NIL
Relationship with other director or Key Managerial Personnel of the Company	N.A.	N.A.
Number of Board Meetings attended during the year	1	1
Directorship of other companies	NIL	NIL
Membership/chairmanship of committees of other board	NIL	NIL
Last Drawn Remuneration	Since appointment of Director is not made in the capacity of Whole Time Director/ Executive Director, therefore, detail of this clause is not applicable.	Since appointment of Director is not made in the capacity of Whole Time Director/ Executive Director, therefore, detail of this clause is not applicable.
Terms and conditions of appointment along with details of remuneration sought to be paid	Appointment as Non-Executive Director on such remuneration / sitting fees as approved by the Board.	Appointment as Non-Executive Director on such remuneration / sitting fees as approved by the Board.

The Board of Directors are of the opinion that the presence of Shri Vinod Kumar Dhaaka and Shir Bhudev Singh on the Board is desirable and would be beneficial to the Company. Accordingly, the Board recommends the resolution in relation to the appointment of Shri Vinod Kumar Dhaaka and Shir Bhudev Singh as the Directors for the approval by the shareholders of the Company. The copy of the brief profile of Shri Vinod Kumar Dhaaka and Shir Bhudev Singh will be available for inspection by members at the Registered Office of the Company and/ or through electronic mode and will also be available for inspection during the meeting, as detailed out in the Notes to the accompanying Notice.

Save and except, Shri Vinod Kumar Dhaaka and Shir Bhudev Singh, being appointee(s), none of the Directors, Key Managerial Personnel of your Company and their relatives may be deemed to be concerned or interested, financially or otherwise, in the resolution(s) set out at Item No.6 and 7 respectively of the accompanying Notice.

The Board recommends appointment of Shri Vinod Kumar Dhaaka and Shir Bhudev Singh as Director of the Company and passing of the resolution(s) set out at Item No. 6 and 7 of the accompanying Notice as Ordinary Resolution(s) respectively.

**By the order of the Board of Directors
For Central U.P. Gas Limited
Sd/-**

Company Secretary

(Basant Bilash Bihani)

Membership No.: A33953

Place: Kanpur, U.P.

Date: 11.09.2023

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