

MINUTES OF 40TH ANNUAL GENERAL MEETING OF MEMBERS OF ABC GAS (INTERNATIONAL) LIMITED HELD ON WEDNESDAY, 30TH DECEMBER, 2020 AT 11.30 A.M AND WAS COMMENCED AT 12.15 P.M. THROUGH VIDEO CONFERENCING FACILITY WITH THE VENUE DEEMED TO BE THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 1, MAHESH VILLA, WORLI, MUMBAI- 400 030.

MEMBERS PRESENT:

Members presented were 31

DIRECTORS PRESENT:

| | | |
|-------------------------------|---|---------------------|
| Shyamlal Prasad Shorewala | - | Chairman |
| Satish Shymalprasad Shorewala | - | Managing Director |
| Rohith Satish Shorewala | - | Whole Time Director |
| Neelam Shorewala | - | Director |

OTHERS PRESENT:

| | | |
|-------------------|---|-------------------------|
| Manohar P Shetage | - | Chief Financial Officer |
| CS Anish Gupta | - | Scrutinizer |

CONVENING OF FORTYTH ANNUAL GENERAL MEETING:

31 Members in person/through authorized representatives via video conferencing attended the proceedings of the 40th Annual General Meeting which was convened to be held through Video Conferencing or Other Audio-Visual Means (VC/OAVM) in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020, MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 5, 2020

As the meeting was held by video conferencing, the notice convening the 40th Annual General Meeting along with Annual Report of 40th Annual General Meeting were already circulated to the members.

CHAIRMAN & QUORUM:

Mr. Rohith Satish Shorewala was elected as Chairman of the meeting. At 11.20 a.m., the Chairman announced that requisite quorum being present; the meeting was called to order.

He then welcomed the Members at the 40th Annual General Meeting of the Company and briefed them on the details relating to their participation in the Meeting.



He chaired the Annual General Meeting. Due to preoccupation, other Directors of the Company expressed their inability to attend the meeting. The Chairman also informed the members that Statutory Auditor and Secretarial Auditor could not attend the meeting due to their preoccupation.

CHAIRMAN'S SPEECH:

The Chairman then read the Chairman's speech in the meeting and conducted the proceedings of the Annual General Meeting.

Thereafter, Chairman welcomed questions and clarifications from the shareholders on the business, operations and current situation of the Company.

He then mentioned that the registers as required under the Companies Act, 2013 are kept at the meeting for inspection electronically till the conclusion of the meeting.

With the consent of the members present, the notice convening the Meeting, Audited Accounts and Directors Report thereon having already being circulated were taken as read. The statutory auditors' report and secretarial report was read by the Chairman.

The Chairman briefly explained the objectives and implications of all the resolutions as set forth in the Notice.

ORDINARY BUSINESS:

1. Adoption of Audited Financial Statements of the Company for the year ended March 31st, 2020 together with the Reports of Directors and Auditor's thereon (Ordinary Resolution).
2. To Reappoint a Director in place of Mrs. Neelam Satish Shorewala (DIN: 01637681) who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and, being eligible, offers herself for re-appointment.
3. Appointment of Statutory Auditor M/S. Jhunjhunwala Jain & Associates LLP, Chartered Accountants (Firm Registration No. 113675W), to fill the casual vacancy caused due to sudden demise of Mr. Bankat Kabra of M/s. B. P. Kabra & Associates, Chartered Accountants (Firm Registration No.: 124578W) (Ordinary Resolution).

SPECIAL BUSINESS:

4. To Advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by directors or any other person being an entity covered under the category of "a person in whom any of the director of the company is interested' (Special Resolution).



E-VOTING FACILITY:

The Chairman further informed the members that pursuant to Section 108 of Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014 and the Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015, the Company had provided E-Voting facility to all the members holding shares of the Company as on the cut-off date was on 23rd December, 2020 to enable them to cast their votes in respect of the resolutions contained in Notice of the Meeting.

The Company had made arrangements with Link Intime India Limited who provided the portal for E-Voting. The remote E-Voting period opened for 4(four) days, i.e. from 9.00 am on Saturday, 26th December, 2020 till 5.00 pm Tuesday, 29th December, 2020. The Company had appointed CS Anish Gupta, practicing Company Secretary, Mumbai, as Scrutinizer for carrying out E-Voting in a fair and transparent manner.

RESULT OF THE E-VOTING:

Based on the Scrutinizer's Report, the Voting Results (Remote e-voting) were intimated to the Stock Exchanges in the format prescribed. Further, the Scrutinizer's Report was also uploaded on the website of the Agency appointed for conducting Remote e-voting.

VOTE OF THANKS:

With Vote of thanks to all the members by the Chairman, the meeting was concluded at 12.35 p.m.



RESULT OF THE ELECTRONIC VOTING ON THE ORDINARY AND SPECIAL BUSINESS CONDUCTED AT THE 40TH ANNUAL GENERAL MEETING OF THE COMPANY HELD ON WEDNESDAY, 30TH DECEMBER, 2020.

On the basis of the Scrutinizer Report for the Electronic Voting held at the 40th Annual General Meeting dated Wednesday 30th December, 2020, the Chairman announced the results of the Voting on Friday 01st January, 2021.

The resolutions for the Ordinary and Special Business as set out from Item No. 1 to 4 in the Notice of the 40th Annual General Meeting, duly approved by the Members with requisite Majority, are recorded hereunder as part of the proceedings of the 40th Annual General Meeting of the Company held on Wednesday 30th December, 2020.

Resolution No. 1: (As an Ordinary Resolution)

Adoption of the Audited Financial Statement for the financial year ended 31st March, 2020, together with the Report of Directors' and Auditors' thereon.

"RESOLVED THAT the Audited Financial Statement of the Company for the year ended as on 31st March, 2020 together with the Report of the Directors and Auditors thereon, be received, approved and adopted."

| Particulars | Number of members who cast their vote | Number of Votes cast in | | | % of total number of valid votes cast |
|-----------------|---------------------------------------|-------------------------|-----------------|--------|---------------------------------------|
| | | Remote e-voting | E-voting at AGM | Total | |
| Votes in Favour | 27 | 247863 | 408124 | 655987 | 100.00 |
| Votes Against | 0 | 0 | 0 | 0 | 0 |
| Total | 27 | 247863 | 408124 | 655987 | 100.00 |

Chairman declared that the Ordinary Resolution passed with the requisite majority.



Resolution No. 2: (As an Ordinary Resolution)

To Reappoint a Director in place of Mrs. Neelam Satish Shorewala (DIN: 01637681) who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and, being eligible, offers herself for re-appointment.

"RESOLVED THAT Mrs. Neelam Satish Shorewala (DIN: 01637681) who retires by rotation and who is eligible for re-appointment, be and is hereby re-appointed as a Director of the Company."

| Particulars | Number of members | Number of Votes cast in | % of total |
|-------------|-------------------|-------------------------|------------|
|-------------|-------------------|-------------------------|------------|

| | | Remote e-voting | E-voting at AGM | Total | |
|-----------------|----|-----------------|-----------------|--------|--------|
| Votes in Favour | 27 | 247863 | 408124 | 655987 | 100.00 |
| Votes Against | 0 | 0 | 0 | 0 | 0 |
| Total | 27 | 247863 | 408124 | 655987 | 100.00 |

Chairman declared that the Ordinary Resolution passed with the requisite majority.

SPECIAL BUSINESS

Resolution No. 3: (As an Ordinary Resolution)

Appointment of Statutory Auditor M/S. Jhunjhunwala Jain & Associates LLP, Chartered Accountants (Firm Registration No. 113675W), to fill the casual vacancy caused due to sudden demise of Mr. BankatKabra of M/s. B. P. Kabra & Associates, Chartered Accountants (Firm Registration No.: 124578W).

"RESOLVED THAT pursuant to the provisions of section 139 and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment therefore for the time being in force), as recommended by the Board of Directors of the Company, M/s. Jhunjhunwala Jain & Associates LLP, Chartered Accountants (Firm Registration No. 113675W), be and is hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused due to sudden demise of existing Statutory Auditor Mr. Bankat Kabra of M/s. B. P. Kabra & Associates, Chartered Accountants (Firm Registration No.: 124578W).

RESOLVED FURTHER THAT M/s. Jhunjhunwala Jain & Associates LLP, Chartered Accountants (Firm Registration No. 113675W), be and are hereby appointed as Statutory Auditor of the Company to hold office for a period of Five (5) consecutive years, from the conclusion of the 40th Annual General Meeting until the conclusion of the 45th Annual General Meeting of the Company to be held in the year 2025 at such remuneration plus service tax, out-of-pocket, travelling and living expenses, etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors."

RESOLVED FURTHER THAT any of the Board of Directors, be and is, hereby empowered and authorised to take such steps, in relation to the above and to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution and to file necessary E-Forms with Registrar of Companies."



| Particulars | Number of members | Number of Votes cast in | % of total |
|-------------|-------------------|-------------------------|------------|
|-------------|-------------------|-------------------------|------------|

| | | Remote e-voting | E-voting at AGM | Total | |
|-----------------|----|-----------------|-----------------|--------|--------|
| Votes in Favour | 27 | 247863 | 408124 | 655987 | 100.00 |
| Votes Against | 0 | 0 | 0 | 0 | 0 |
| Total | 27 | 247863 | 408124 | 655987 | 100.00 |

Chairman declared that the Ordinary Resolution passed with the requisite majority.

Resolution No. 4: (As an Special Resolution)

To Advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by directors or any other person being an entity covered under the category of “a person in whom any of the director of the company is interested’.

“**RESOLVED THAT** pursuant to Section 185 and all other applicable provisions of the Companies Act, 2013 read with Companies (Amendment) Act, 2017 and Rules made thereunder as amended from time to time(including any statutory modification from time to time or any re-enactment thereof for the time being in force) (the “Act”), the consent of the Company be and is hereby accorded to authorize the Board of Directors of the Company (hereinafter referred to as the Board, which term shall be deemed to include, unless the context otherwise required, any committee of the Board or any director or officer(s) authorised by the Board to exercise the powers conferred on the Board under this resolution) to advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by directors or any other person being an entity covered under the category of “a person in whom any of the director of the company is interested’ as specified in the explanation to sub-section 2 of the said section upto an aggregate sum of 5 Crores (Rupees Five Crores Only) in their absolute discretion deem beneficial and in the interest of the Company, provided that such loans are utilized by the borrowing company for its principal business activities.”



RESOLVED FURTHERTHAT for the purpose of giving effect to this resolution, the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall be deemed to include any committee thereof) be and is hereby authorized to negotiate, finalise and agree the terms and conditions of the aforesaid loan/ guarantee/security, and to take all necessary steps, to execute all such documents, instruments and writings and to do all necessary acts, deed and things in order to comply with all the legal and procedural formalities and to do all such acts, deeds or things incidental or expedient thereto and as the Board may think fit and suitable.”

| Particulars | Number of | Number of Votes cast in | % of total |
|-------------|-----------|-------------------------|------------|
|-------------|-----------|-------------------------|------------|

| Particulars | Number of members who cast their vote | Number of Votes cast in | | | % of total number of valid votes cast |
|-----------------|---------------------------------------|-------------------------|-----------------|--------|---------------------------------------|
| | | Remote e-voting | E-voting at AGM | Total | |
| Votes in Favour | 27 | 247863 | 408124 | 655987 | 100.00 |
| Votes Against | 0 | 0 | 0 | 0 | 0 |
| Total | 27 | 247863 | 408124 | 655987 | 100.00 |

Chairman declared that the Special Resolution passed with the Special majority.

Place: Mumbai
Date: 05.01.2021


Rohith Shorewala

Chairman 