

NOTICE OF 39TH ANNUAL GENERAL MEETING

Notice is hereby given that the **Thirty Ninth Annual General Meeting** of the members of **ABC GAS (INTERNATIONAL) LIMITED** will be held on **Saturday, 28th day of September, 2019 at 11.30 A.M.** at Janata Shikshan Sanstha's High School, Adarsh Nagar, Worli, Mumbai-400 030 to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statement of the Company for the financial year March 31, 2019 together with Reports of the Board of Directors and the Auditors.
2. To appoint a Director in place of Mr. Rohith Satish Shorewala (DIN: 01650221) who retires by rotation and, being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. 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 Section 149, 150, 152, 161 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Director) Rules, 2014 (including any statutory modification(s) and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and pursuant to the recommendation and approval of the Nomination and Remuneration Committee, Mr. Yash Ratanlal Mardia (DIN: 06735082), who was appointed as additional Independent Director w.e.f. 27th June, 2019 and whose term expires at the ensuing Annual General Meeting of the company and who has submitted a declaration of independence under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the Listing Regulations and being eligible for appointment as an Independent Director be and is hereby appointed as an Independent Director of the Company for a period of five years from 27th June, 2019 to 26th June, 2024, whose office shall not be liable to retire by rotation.”
4. 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 Section 149, 150, 152, 161 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Director) Rules, 2014 (including any statutory modification(s) and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and pursuant to the recommendation and approval of the Nomination and Remuneration Committee, Mr. Akhilesh Singhal (DIN: 08479112), who was appointed as additional Independent Director w.e.f. 27th June, 2019 and whose term expires at the ensuing Annual General Meeting of the company and who has submitted a declaration of independence under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the Listing Regulations and being eligible for appointment as an Independent Director be and is hereby appointed as an Independent Director of the Company for a period of five years from 27th June, 2019 to 26th June, 2024, whose office shall not be liable to retire by rotation.”
5. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:
“**RESOLVED THAT** pursuant to provisions of Section 196, 197, 198, 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for time being in force), subject to such further approvals as may be necessary, consent of the members be and is hereby accorded for the reappointment of Mr. Satish Shorewala (DIN: 00055358) as the Managing Director of the Company with effect from 01st August, 2019 to 31st July 2024 for the term of 5 years on such remuneration and terms and conditions as per the terms of his appointment.

RESOLVED FURTHER THAT in the event of absence of or inadequacy of profit in any Financial Year during the tenure of the Managing Director the remuneration shall be governed as provided under Section II of Part II of Schedule V to the Companies Act, 2013 and any excess payment in this regard will be recovered by the Company.

RESOLVED FURTHER THAT he is appointed as a Managing Director on Board liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do and perform or cause to be done and performed, all such acts and deeds necessary to give effect to the foregoing resolution, including inter alia, approving on behalf of the Company, any changes or modifications in the aforesaid Agreement from time to time.”

6. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to provisions of Section 196, 197, 198, 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for time being in force), approval of the member be and is hereby accorded to re-appoint Mr. Rohith Satish Shorewala(DIN: 01650221) as a Whole Time Director, for a further period of 5 (five) years from the expiry of his present term of office, that is, with effect from 1st October, 2019 to 30th September 2024 on the terms and conditions as mentioned in the explanatory statement to the Notice and the Board of Directors be and is hereby authorized to alter and vary such terms of the appointment and remuneration subject to the limits specified in Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT in the event of absence of or inadequacy of profit in any financial year during the tenure of the Whole Time Director the remuneration shall be governed as provided under Section II of Part II of Schedule V to the Companies Act, 2013 and any excess payment in this regard will be recovered by the Company.

RESOLVED FURTHER THAT he is appointed as a Whole Time Director on Board liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do and perform or cause to be done and performed, all such acts and deeds necessary to give effect to the foregoing resolution, including inter alia, approving on behalf of the Company, any changes or modifications in the aforesaid Agreement from time to time.”

7. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 180(1)(a) and all other applicable provisions of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof, for the time being in force), the rules notified thereunder and the Articles of Association of the Company and such other approvals as may be necessary, approval of the shareholders' be and is hereby accorded to the Board of Directors to sell, lease or otherwise dispose of, to mortgage, charge, hypothecate, pledge or otherwise, encumber from time to time moveable / immoveable properties of the Company, both present and future and /or whole or any part of undertaking(s) of the Company in favor of the Lender(s), Agent(s) and Trustee(s), for securing the borrowings of the Company availed / to be availed by way of loan(s) in foreign currency and/or rupee currency and Securities (comprising fully / partly Convertible Debentures and/or Non-Convertible Debentures, on all or any of the above, with or without detachable or non-detachable warrants and/or secured premium notes and/or floating rates notes/ bonds or other debt instruments) issued / to be issued by the Company, from time to time, subject to the limits approved under Section 180(1)(c) of the Companies Act, 2013, together with interest at the respective agreed rates, additional interest, compound interest, in case of default accumulated interest, liquidated damages, commitment charges premium on prepayments, remuneration of the Agent(s) / Trustee(s), premium (if any) on redemption, all other costs, charges and expenses as a result of devaluation / revaluation / fluctuation in the rates of exchange and all other monies payable by the Company in terms of the Loan Agreement(s) / Heads of Agreement(s), Trust Deed(s) or any other document, entered into / to be entered into between the Company and the Lender(s) / Agent(s) / Trustee(s), in respect of the said loans / borrowings / debentures / bonds or other securities and containing such specific terms and conditions covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board of Directors or Committee thereof and the Lender(s) / Agent(s) / Trustee(s).

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, the Board / Committee of the Board or officers authorized by them in this regard be and are hereby authorized to finalize, settle and execute such documents / deeds / writings / papers / agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulties or doubts that may arise with regard to borrowings and creating mortgages / charges as aforesaid.”

By order of the Board
ABC Gas (International) Limited

Date:-14.08.2019

Place:-Mumbai

S.P. Shorewala
Chairman
DIN:-00088077

Registered Office:

1, Mahesh Villa, B.G.Kher Road,
Worli, Mumbai - 400 018

Notes:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE 'MEETING') IS ENTITLED TO APPOINT PROXY/PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

THE INSTRUMENT APPOINTING THE PROXY IN ORDER TO BE EFFECTIVE SHOULD BE DULY STAMPED, COMPLETED, SIGNED AND DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT (48) HOURS BEFORE THE TIME FOR HOLDING THE MEETING.

2. Pursuant to the provisions of the Companies Act, 2013 and the underlying rules viz. Companies (Management and Administration) Rules, 2014, a person shall act as proxy for only fifty (50) members and holding in aggregate not more than ten (10) per cent of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a Member holding more than ten (10) percent of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder. If a Person is appointed as Proxy for more than 50 Members, he shall choose any 50 Members and confirm the same to the Company 24 hours before the commencement of the Meeting. In case, the Proxy fails to do so, the Company shall consider only the first 50 proxies received in respect of such person as valid.
3. During the period, beginning 24 hours before the time fixed for the commencement of the Meeting and ending with the conclusion of the Meeting, a Member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than 3 days of notice in writing is given to the Company.
4. Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at this AGM, is annexed.
5. Members are requested to bring their attendance slips duly completed and signed mentioning therein details of their DP ID and Client ID/ Folio No.
6. SEBI, vide circular No. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated 20th April, 2018, read along with SEBI Circular no. SEBI/HO/MIRSD/DOS3/CIR/P/2018/115 dated 16th July, 2018, has mandated the Registrar and Transfer Agents to send a letter under Registered / Speed post seeking PAN and bank details and two reminders thereof by ordinary post/courier.
7. In the general interest of the Members, it is requested of them to update their bank mandate / NECS / Direct credit details / name / address / power of attorney and update their Core Banking Solutions enabled account number:
 - For shares held in physical form: with the Registrar and Transfer Agent of the Company.
 - For shares held in dematerialized form: with the depository participant with whom they maintain their demat account.
8. Corporate members intending to send their authorized representatives to attend the meeting pursuant to Section 113 of Companies Act, 2013 ("the Act") are requested to send to the Company a certified copy of the Board resolution authorizing their representatives to attend and vote on their behalf at the meeting.
9. Only registered Members of the Company or any proxy appointed by such registered Member may attend and vote at the Meeting as provided under the provisions of the Companies Act, 2013. In case any shareholder has voted electronically, then he/she can participate in the Meeting but shall not have a right to vote.
10. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
11. The Register of Members and Share Transfer Books of the Company shall remain closed from **Wednesday, 25th September, 2019 to Saturday, 28th September, 2019** (both days inclusive) for the purpose of Annual General Meeting.
12. Members holding shares in physical form and wishing to make / change in a nomination in respect of their shareholding in the Company, as permitted under Section 72 of the Companies Act, 2013 may submit the prescribed particulars in Form

No. SH-13 (Nomination Form) or SH-14 (Cancellation or Variation of Nomination), to the Company.

13. Members holding shares in single name and in physical form are advised to make a nomination in respect of their shareholding in the Company and those Members who hold shares singly in dematerialized form are advised to make a nomination through their Depository Participants.
14. Members are requested to mention their Folio Number/ Client ID/DP ID Number (in case of shares held in dematerialized form) in all their correspondence with the Company / Depository Participant in order to facilitate response to their queries promptly.
15. Members are requested to produce the enclosed attendance slip duly signed as per the specimen signature recorded with the Company/Depository Participant for admission at the entrance to the place of the meeting.
16. The Company has entered into necessary arrangement with Central Depository Services (India) Limited (CDSL) to enable the Shareholders to dematerialize their shareholding in the Company for which they may contact the Depository Participant.
17. Electronic copy of the Annual Report, Notice of the Meeting of the Company inter-alia indicating the process and manner of remote e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company / Depository Participants for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the Meeting of the Company inter alia indicating the process and manner of remote e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
18. Members seeking any information with regard to the Accounts are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the meeting. The members are requested to get their shares dematerialized. *The company's ISIN Code No.INE173M01012.*
19. The Ministry of Corporate Affairs has taken a "**Go Green Initiative in the Corporate Governance**" by allowing paperless Compliance by the Company and issued circulars stating that service of notice/ documents including Annual Report can be sent by e-mail to members. To support this green initiative of the Government in full measure, members are requested to register their e-mail addresses in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to send their e-mail address to the following: [Email id:cs@abcgas.co.in](mailto:cs@abcgas.co.in)

The Notice of the AGM along with the Annual Report 2018-19 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.
20. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the Company.
21. Members are requested to bring their copy of Annual Report to the Meeting. A member desirous of getting any information with regard to Accounts of the Company is requested to send the queries to the Company at least 10 days before the meeting to the Company Secretary at the Registered Office of the Company.
22. Members who are holding shares of the Company in physical form through multiple folios in identical order of names are requested to write to the Company, enclosing their share certificates, to enable the Company to consolidate their holdings in one folio.
23. In case of joint holders attending the meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote, whether in person or by proxy.

24. SEBI vide Circular dated 20th April, 2018, has mandated the submission of Permanent Account Number (PAN) by every participant transacting in the securities market, irrespective of the amount of such transactions. Members holding shares in electronic form are requested to submit their PAN to their DPs, and those holding shares in physical form are requested to submit their PAN to Karvy. Members may further note that SEBI has also made it mandatory for submission of PAN in the following cases, viz., (i) deletion of name of the deceased shareholder(s), (ii) transmission of shares to the legal heir(s) and (iii) transposition of shares.
25. The SEBI has mandated the Registrar and Transfer Agents to send a letter under Registered / Speed post seeking PAN and bank details and two reminders thereof by ordinary post/ courier.
26. Members are requested to contact the Company's RTA for reply to their queries/redressal of complaints.
- M/s Sharex Dynamic (India) Private Limited
C 101, 247 Park, LBS Marg, Vikhroli West.
Mumbai - 400 083
Email id: sharexindia@vsnl.com
27. The Annual Report and all necessary documents (i.e. attendance slip, proxy form and ballot form) of the Company for the year 2018-19, circulated to the Members of the Company, is available on the Company's website viz. www.abcgas.co.in.
28. Pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meeting, the relevant details of Director seeking re-appointment are provided as below:

Brief Resume of Director proposed to be reappointed, in term of Regulation 36(3) of the listing Regulation

Name	MR. ROHITH SATISH SHOREWALA	MR. SATISH SHOREWALA
Date of Birth	25/02/1981	24/03/1957
Directors Identification Number (DIN)	01650221	00055358
Age	38 years	62 years
Qualification	Bachelors of Commerce, M.B.A	Bachelors of Arts
Expertise in Specific Area	Marketing	Marketing
Date of first Appointment on board of the Company	30/09/2009	01/04/2008
Shareholding in ABC Gas (International) Limited	86,400 Shares	97,200 Shares
List of Directorship held in other companies	1. Delta Pipe Fittings Private Limited 2. Abc Tube Industries Limited 3. Sincere Distributors Private Limited	1. Delta Pipe Fittings Private Limited 2. Abc Tube Industries Limited
Membership/Chairmanships of Audit and stakeholders relationship committees	No	Yes
Name	MR. AKHILESH SINGHAL	MR. YASH RATANLAL MARDIA
Date of Birth	30/08/1986	07/11/1992
Directors Identification Number (DIN)	08479112	06735082

Age	32 years	26 years
Qualification	Bachelor of Science in Materials Science and Engineering (USA)	MBA
Expertise in Specific Area	Metallurgy	Marketing
Date of first Appointment on board of the Company	27/06/2019	27/06/2019
Shareholding in ABC Gas (International) Limited	No	No
List of Directorship held in other companies	No	No
Membership/Chairmanships of Audit and stakeholders relationship committees	No	No

29. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, the Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 read with Rules made thereunder will be available for inspection by the members at the Meeting.
30. The relevant documents referred to in this Notice and Explanatory Statement are open for inspection at the Meeting and such documents will also be available for inspection in physical or in electronic form at the registered office and copies thereof shall also be available for inspection in physical or electronic form at the registered office from the date of dispatch of the Notice till the date of the Meeting on all working days, from 10 a.m. to 12:00 noon, except Saturdays.
31. Members holding shares in physical mode are requested to register their e-mail address with RTA/Company and Members holding shares in demat mode are requested to register their e-mail address with their respective DPs, in case the same is still not registered.
32. Pursuant to amendment to Regulation 40 of SEBI (LODR) Regulations read along with BSE Circular dated 5th July, 2018 and dated 1st February, 2019, wherein with effect from 1st April, 2019 request for effecting transfer of securities shall not be processed unless the securities are held in the Dematerialized form with the depository. Therefore, the RTA of the Company will not be accepting any request for transfer of shares in physical form with effect from 1st April, 2019 except in case of request received for transmission or transposition of physical shares. The shareholders are therefore requested to dematerialize the said shares at the earliest to avoid any inconvenience in future for transferring those shares.
33. (a) Members are requested to notify immediately any change of address:
1. to their Depository Participants ("DPs") in respect of the shares held in electronic form;
 2. to the Company; and
 3. Registrar and Transfer Agents viz. Sharex Dynamic (India) Private Limited, in respect of the shares held in physical form together with a proof of address viz. electricity bill, telephone bill, aadhar card, voter ID card, passport, etc.
- (b) In case the mailing address mentioned on this Annual Report is without the PIN code, Members are requested to kindly inform their PIN code immediately.
34. If there is any change in the e-mail address already registered with the Company, Members are requested to immediately notify such change to RTA, in respect of shares held in physical form, and to their DPs in respect of shares held in electronic form.

35. Non-resident Indian Members are requested to inform the Company or RTA or to the concerned DPs, as the case may be, immediately:
- (a) the change in the residential status on return to India for permanent settlement;
 - (b) the particulars of the NRE/NRO Account with a Bank in India, if not furnished earlier.

36. Voting through electronic means:

- i. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 w.e.f. 19th March, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), 2015 and Secretarial Standard on General Meetings (SS2) issued by Institute of Company Secretary of India, the Company is pleased to provide to the members the facility of voting by electronic means in respect of business to be transacted at the Meeting which includes the facility of casting the votes by the Members using an electronic voting system from a place other than venue of the Meeting ("remote e-voting") and the same will be provided by Central Depository Services (India) Limited (CDSL).
- ii. The facility of voting through ballot or polling paper shall also be made available for the members at the Meeting who have not been able to vote electronically and who are attending the Meeting. The members who have cast their vote electronically would be entitled to attend the Meeting but would not be permitted to cast their vote again at the Meeting. The facility to vote by electronic voting system will not be provided at the Meeting.
- iii.

<i>Commencement of e-voting</i>	<i>From 25th September, 2019 (09.00 A.M. IST)</i>
<i>End of e-voting</i>	<i>on 27th September, 2019 (05.00. P.M. IST)</i>
<i>Cut- off Date</i>	<i>21st September, 2019</i>
- iv. A person who is not a member as on the cut-off date should treat this Notice for information purpose only.
- v. The company has engaged the services of Central Depository Services (India) Limited (CDSL) as the Authorized Agency to provide e-voting facilities.
- vi. The company has appointed M/s Anish Gupta & Associates, Company Secretaries (CP NO. 4092), as 'Scrutinizer' for conducting and scrutinizing the e-voting process in a fair and transparent manner.
- vii. The login ID and password for e-voting are being sent to the members, who have not registered their e-mail IDs with the company, along with a physical copy of the notice. Those members who have registered their e-mail IDs with the company / their respective Depository Participants are being forwarded the login ID and password for e-voting by e-mail.
- viii. "Voting by electronic means" or "electronic voting system" means a 'secured system' based process of display of electronic ballots, recording of votes of the members and the number of votes polled in favors or against, such that the entire voting exercise by way of electronic means gets registered and counted in an electronic registry in the centralized server with adequate 'cyber security'. It also helps the shareholders to cast their vote from anywhere and at any time during E-voting period. A separate communication containing all necessary instructions and relevant information is enclosed separately in the Annual Report.
- ix. **Instruction for remote e-voting**

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on Wednesday 25th September, 2019 at (9:00 A.M. IST) and ends on Friday 27th September, 2019 at (5:00 P.M. IST) During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 21st September, 2019, may cast their vote electronically.

The e-voting module shall be disabled by CDSL for voting thereafter.

- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders.
- (v) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> ▢ Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field. ▢ In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN Field.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> ▢ If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant <ABC Gas International LTD> on which you choose to vote.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xviii) If Demat account holder has forgotten the same password, then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) **Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
- (xxi) The Scrutinizer shall, after the conclusion of voting at the AGM, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses, not in employment of the Company, and make, not later than three days of the conclusion of the AGM, a consolidated Scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman of the Meeting or a person authorised by the Chairman in writing, who shall countersign the same and declare the result of the voting forthwith. The Scrutinizer’s decision on the validity of the vote shall be final and binding.
- (xxii) The results declared along with the Consolidated Scrutinizer’s report shall be placed on the website of the Company www.abcgas.co.in. The results shall simultaneously be communicated to the Stock Exchanges.
- (xxiii) Route map giving directions to the venue of the meeting is annexed to the Notice.

EXPLANATORY STATEMENT**PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND OTHER APPLICABLE PROVISIONS**

The following statement sets out all material facts relating to all Special Businesses mentioned in the accompanying Notice:

ITEM NO. 3:

The Board at its Meeting held on 27th June, 2019 based on the recommendations of the Nomination & Remuneration Committee appointed Mr. Yash Ratanlal Mardia as an Additional Independent Director of the Company for Five years effective from 27th June, 2019 to 26th June, 2024 subject to the approval of shareholders.

In the opinion of the Board and based on the declaration of independence submitted by Mr. Yash Ratanlal Mardia. He is a person of integrity, has the necessary knowledge, experience and expertise for being appointed as an Independent Director and fulfills the conditions specified in the Companies Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015(Listing Regulations) for appointment as an Independent Director of the Company.

In terms of Section 161 of the Companies Act, 2013, Mr. Yash Ratanlal Mardia will hold office as an Additional Director of the Company until the conclusion of the upcoming Annual General Meeting.

Your Directors recommend the resolution at Item No. 3 of the accompanying Notice for approval of the Members of the Bank.

Except Mr. Yash Ratanlal Mardia, none of the Directors or Key Managerial Personnel of the Company or their relatives is in any way concerned or interested in the resolution set out at item no.3 of the Notice.

ITEM NO. 4:

The Board at its Meeting held on 27th June, 2019 based on the recommendations of the Nomination & Remuneration Committee appointed Mr. Akhilesh Singhal as an Additional Independent Director of the Company for Five years effective from 27th June, 2019 to 26th June, 2024 subject to the approval of shareholders.

In the opinion of the Board and based on the declaration of independence submitted by Mr. Akhilesh Singhal. He is a person of integrity, has the necessary knowledge, experience and expertise for being appointed as an Independent Director and fulfills the conditions specified in the Companies Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015(Listing Regulations) for appointment as an Independent Director of the Company.

In terms of Section 161 of the Companies Act, 2013, Mr. Akhilesh Singhal will hold office as an Additional Director of the Company until the conclusion of the upcoming Annual General Meeting.

Your Directors recommend the resolution at Item No. 4 of the accompanying Notice for approval of the Members of the Bank.

Except Mr. Akhilesh Singhal, none of the Directors or Key Managerial Personnel of the Company or their relatives is in any way concerned or interested in the resolution set out at item no.4 of the Notice.

ITEM NO. 5:

The Members at the 36th Annual General Meeting held on 24th September, 2016 approved the re- appointment of Mr. Satish Shorewala as the Managing Director of the Company with effect from 01st August, 2016 for the term of 3 years, he complete his present term on 31st July 2019.

On recommendation of the Nomination and Remuneration Committee and subject to the approval of the Members, the Board at the meeting held on 14th August, 2019, re-appointed Mr. Satish Shorewala as the Managing Director of the Company with effect from the 1st August, 2019 for a period of 5 years on existing terms and Conditions.

The duties of the Managing Director shall be subject to the superintendence, control and direction of the Board and he shall perform on behalf of the company, all such acts, deeds, and things, which in the ordinary course of business, he may consider necessary or proper or in the interest of the company.

The Board at the aforesaid meeting, on the recommendation of the Committee, also recommended for the approval of the Members, the re-appointment of Mr. Satish Shorewala as a Managing Director of the Company, as set out in the Resolution relating to his re-appointment, on the remuneration: -

Terms & Conditions

- a) Designation: Managing Director
- b) Term: 5 years with effect from 01st August, 2019 till 31st July 2024
- c) Salary: NIL
- d) The Managing Director shall have the right to manage the day-to-day business and affairs of the Company subject to the superintendence, guidance, control and direction of the Board of Directors of the Company.
- e) The Managing Director shall act in accordance with the Articles of Association, of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of Directors.
- f) The Managing Director shall adhere to the Company's Code of Conduct for Directors and Senior Management Personnel.
- g) Mr. Satish Shorewala satisfies all the conditions set out in Part-I of Schedule V of the Act and also conditions set out under Section 196 (3) of the Act for being eligible for his reappointment. He is not disqualified from being appointed as Directors in terms of Section 164 of the Act.

In the event of absence of or inadequacy of Profit in any Financial Year during the tenure, the remuneration shall be governed as provided under Section II of Part II of Schedule V to the Companies Act, 2013.

The Board of Directors be and hereby authorised to alter and vary the terms and conditions and grant increment(s) and other perquisites to respective individuals so as not to exceed the maximum limits for the payment of remuneration specified in Schedule V to the Companies Act, 2013 or any amendments thereto, as may be agreed to between the Board of Directors and the respective directors.

Your Directors recommend the resolution at Item No. 5 of the accompanying Notice for approval of the Members of the Bank.

Except Mr. Satish Shorewala, Mr. Rohith Shorewala, Mrs. Neelam Shorewala and Mr. S P Shorewala and their relatives, none of the Directors or Key Managerial Personnel of the Company or their relatives is in any way concerned or interested in the resolution set out at item no.5 of the Notice.

ITEM NO. 6:

The Members at the 34th Annual General Meeting held on 30th September, 2014 approved the appointment of Mr. Rohith Shorewala as a Whole Time Director of the Company with effect from 1st October, 2014 the present term will get completed as on 30th September, 2019.

On recommendation of the Nomination and Remuneration Committee and subject to the approval of the Members, the Board at the meeting held on 14th August, 2019, re-appointed Mr. Rohith Shorewala as the Whole Time Director of the Company with effect from the 1st October, 2019 till 30th September 2024 for a period of 5 years on existing terms and Conditions.

The duties of the Whole Time Director shall be subject to the superintendence, control and direction of the Board and he shall perform on behalf of the company, all such acts, deeds, and things, which in the ordinary course of business, he may consider necessary or proper or in the interest of the company.

The Board at the aforesaid meeting, on the recommendation of the Committee, also recommended for the approval of the Members, the re-appointment of Mr. Rohith Shorewala as a Whole Time Director of the Company, as set out in the Resolution relating to his re-appointment, on the remuneration: -

Terms and Conditions:

1. Designation: Whole Time Director
2. Term: 5 years
3. Salary : Nil

In the event of absence of or inadequacy of Profit in any Financial Year during the tenure, the remuneration shall be governed as provided under Section II of Part II of Schedule V to the Companies Act, 2013.

The Board of Directors be and hereby authorised to alter and vary the terms and conditions and grant increment(s) and other perquisites to respective individuals so as not to exceed the maximum limits for the payment of remuneration specified in Schedule V to the Companies Act, 2013 or any amendments thereto, as may be agreed to between the Board of Directors and the respective directors.

Your Directors recommend the resolution at Item No. 6 of the accompanying Notice for approval of the Members of the Bank.

Except Mr. Rohit Shorewala, Mr. Satish Shorewala, Mrs. Neelam Shorewala and Mr. S P Shorewala and their relatives, none of the Directors or Key Managerial Personnel of the Company or their relatives is in any way concerned or interested in the resolution set out at item no.6 of the Notice.

ITEM NO. 7:

Pursuant to the provisions of Section 180(1)(a) of the Companies Act 2013 the approval of shareholders is required by way of Special resolution to sell, lease or otherwise dispose of, to mortgage, charge, hypothecate, pledge or otherwise, encumber from time to time, movable and/or immovable, tangible and/or intangible properties/assets, both present and future and/or whole or substantially the whole of the undertaking(s) of the Company. The mortgage and/or charge by the Company on its moveable and/or immovable properties and/or the whole or any part of the undertaking(s) of the Company in favor of the Lender(s), may be regarded as disposal of the Company's undertaking(s) within the meaning of section 180(1)(a) of the Companies Act 2013 which provides for approval of shareholders by a Special Resolution.

Hence, approval of the shareholders is solicited vide Resolution No. 07. The Board of Directors of your Company recommends the Special Resolutions as set out in Item No. 07 in the accompanied notice for approval of the Shareholders.

None of the Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested in the said resolutions either financially or otherwise, except to the extent of their equity holding in the Company.

By order of the Board
ABC Gas (International) Limited

Date:-14.08.2019

Place:-Mumbai

S.P. Shorewala
Chairman
DIN:-00088077

Registered Office:

1, Mahesh Villa, B.G.Kher Road,
Worli, Mumbai - 400 018