

NOTICE OF 40TH ANNUAL GENERAL MEETING

Notice is hereby given that the **Forty Annual General Meeting** of the members of **ABC GAS (INTERNATIONAL) LIMITED** will be held on **Wednesday, 30th day of December, 2020 at 11.30 A.M.** through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”) at 1, Mahesh Villa, Worli, Mumbai-400018, India to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statement of the Company for the financial year ended March 31, 2020 together with Reports of the Board of Directors and the Auditor’s thereon.
2. To appoint 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 AUDITOR

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 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 thereof 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.”

SPECIAL BUSINESS:

4. To consider and, if thought fit, to pass the following resolution, with or without modifications as a **Special Resolution**:

“**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 FURTHER THAT 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.”

By order of the Board
ABC Gas (International) Limited

Date:-27.11.2020

Place:-Mumbai

Shyamlal Prasad Shorewala
Chairman
DIN:-00088077

Registered Office:

1, Mahesh Villa, Worli,
Worli, Mumbai - 400 018

Notes:

1. In view of the continuing COVID-19 pandemic, the 40th AGM will be held on **Wednesday, 30th day of December, 2020 at 11.30 A.M.** through Video Conferencing (VC)/Other Audio Visual Means (OAVM), in compliance with the applicable provisions of the Companies Act, 2013 read with MCA General Circular no. 14/2020, dated 8th April, 2020, MCA General Circular no. 17/2020, dated 13th April, 2020; MCA General Circular No. 20/2020 dated 5th May, 2020 and MCA General Circular No. 22/2020 dated 15th June, 2020 and in compliance with the provisions of the Companies Act, 2013 ("Act") and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The deemed venue for the 40th AGM shall be the Registered Office of the Company. **Annual Report will not be sent in physical form.**
2. In view of the massive outbreak of the COVID-19 pandemic, social distancing is to be a pre-requisite and since this AGM is being held through VC / OAVM, pursuant to MCA Circulars, physical attendance of the Members has been dispensed with. Hence, Members have to attend and participate in the ensuing AGM through VC/OAVM. **Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM. Hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.** However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC. Body Corporates whose Authorised Representatives are intending to attend the Meeting through VC/OAVM are requested to send to the Company on their email Id: cs@abcgas.co.in, a certified copy of the Board Resolution/ authorization letter authorising their representative to attend and vote on their behalf at the Meeting and through E-voting.
4. In compliance with the aforesaid MCA Circulars and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020, Notice of the AGM along with the Annual Report is being sent only through electronic mode to those Members whose email addresses are registered with the RTA/Company/Depositories. Members may note that the Notice and Annual Report will also be available on the Company's website www.abcgas.co.in, website of stock exchanges i.e. BSE Limited at www.bseindia.com that of Linkin Time India Private Limited (agency for providing remote e-voting facility), <https://instavote.linkintime.co.in>
5. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
6. In case of joint holders attending the Meeting, only such jointholder who is higher in the order of names will be entitled to vote.
7. **PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:**
 - (i) For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company/RTA Email id: rnt.helpdesk@linkintime.co.in.
 - (ii) For Demat shareholders -, Members holding Shares in Demat mode can get their E-mail IDs registered with their respective DPs or by E-mail to rnt.helpdesk@linkintime.co.in.
 - (iii) The RTA shall co-ordinate with CDSL and provides the login credentials to the above mentioned shareholders. *The company's ISIN Code No. INE173M01012.*
8. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. Instructions and other information for members for attending the AGM through VC/OAVM are given in this Notice under Note No. 25.

9. As the Annual General Meeting of the Company is held through Video Conferencing/OAVM, we therefore request the members to submit questions in advance relating to the business specified in this Notice of AGM on the Email ID: cs@abccgas.co.in.
10. The Register of Members and Share Transfer Books will remain closed from **26th December, 2020 to 29th December, 2020** (both days inclusive) for the purpose of Annual General Meeting (AGM).
11. Members holding shares in the dematerialized mode are requested to intimate all changes with respect to their bank details, ECS mandate, nomination, power of attorney, change of address, change in name, etc, to their Depository Participant (DP). These changes will be automatically reflected in the Company's records, which will help the Company to provide efficient and better service to the Members. Members holding shares in physical form are requested to intimate the changes to the Registrar & Share Transfer Agents of the Company (RTA). Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.
12. Pursuant to the requirement of Regulation 26(4) and 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 issued by The Institute of Company Secretaries of India, the brief profile/particulars of the Directors of the Company seeking their appointment or re-appointment at the Annual General Meeting (AGM) are stated at the end of this Notes annexed hereto.
13. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their DPs with whom they are maintaining their demat accounts and members holding shares in physical form to the Company / RTA.
14. The members are requested to intimate to the Company, queries, if any, at least 10 days before the date of the meeting to enable the management to keep the required information available at the meeting.
15. The Shareholders holding Shares in Physical form are advised to get their shares dematerialised as no physical shares can be traded in the Stock Exchanges in terms of SEBI and Stock Exchange guidelines.
16. This is to bring to the notice of the Shareholders that as per SEBI Notification, the request for effecting transfer of securities held in Physical form (except in case of transmission or transposition) would not be entertained and shall not be processed by the Company/ RTA of the Company w.e.f. 1st April, 2019. Hence, Shareholders are advised to get their physical shares dematerialized.
17. Pursuant to Section 72 of the Companies Act, 2013, members holding shares in physical form may file nomination in the prescribed Form SH-13 and for cancellation / variation in nomination in the prescribed Form SH-14 with the Company's RTA. In respect of shares held in electronic / demat form, the nomination form may be filed with the respective Depository Participant.
18. Members who wish to inspect the Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of Companies Act, 2013 and Register of Contracts or arrangements in which directors are interested maintained under section 189 of the Companies Act, 2013 and Relevant documents referred to in this Notice of AGM and explanatory statement on the date of AGM in electronic mode can send an email to cs@abccgas.co.in
19. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given in this Notice under Note No. 24.
20. Members of the Company holding shares either in physical form or in Dematerialised forms as on Benpos date i.e. 27st November, 2020 will receive Annual Report for the financial year 2019-20 through electronic mode only.

21. Members are requested to notify any changes in their address to the Company's Registrar & Share Transfer Agent, Link Intime India Pvt. Ltd. C 101, 247 Park, L B S Marg, Vikhroli (West), Mumbai – 400083 Email id: rnt.helpdesk@linkintime.co.in.
22. Members are requested to quote their Folio No. or DP ID/ Client ID, in case shares are in physical / dematerialized form, as the case may be, in all correspondence with the Company / Registrar and Share Transfer Agent.
23. To support the "Green Initiative", Members who have not registered their e-mail addresses so far, are requested to register their e-mail address with the Registrar & Share Transfer Agents of the Company for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
24. **THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:**

- (i) The remote e-voting period begins on **at 9.00 a.m. on Saturday, 26th December, 2020 and ends at 5:00 p.m. on Tuesday, 29th December, 2020**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. **23th December, 2020** may cast their vote electronically (i.e. by remote e-voting). The remote e-voting module shall be disabled by Link Intime India Private Limited for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently or cast the vote again.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website <https://instavote.linkintime.co.in>

Those who are first time users of e-voting platform or holding shares in physical mode have to mandatorily generate their own Password, as under: -

- Click on '**Sign Up**' under '**SHARE HOLDER**' tab and register with your following details: -
- a) User ID:** Enter your User ID
- Members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**.
 - Members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client**
 - Members holding shares in **physical form shall provide** Event No + Folio Number registered with the Company.
- b) PAN:** Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/Company shall use the sequence number provided to you, if applicable).
- c) DOB/DOI:** Enter the Date of Birth (DOB)/Date of Incorporation (DOI) (As recorded with your DP/ Company - in DD/MM/YYYY format).
- d) Bank Account Number:** Enter your Bank Account Number (last four digits), as recorded with your DP/ Company.
- Members holding shares in CDSL demat account shall provide either 'C' or 'D', above.
 - Members holding shares in NSDL demat account shall provide 'D', above.
 - Members holding shares in physical form but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above.
- e)** Set the password of your choice (The password should contain minimum 8 Characters, at least one Special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).
- f)** Click 'confirm' (Your password is now generated). one numeral, at least one alphabet and at least one capital letter.
- g)** It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (iv) Click on 'Login' under '**SHARE HOLDER**' tab.
- (v) Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on '**Submit**'.
- (vi) After successful login, you will be able to see the notification for e-voting. Select '**View**' icon for '**ABC Gas International LTD**'.
- (vii) E-voting page will appear.
- (viii) Refer the Resolution description and cast your vote by selecting your desired option 'Favour /Against' (If you wish to view the entire Resolution details, click on the '**View Resolution**' file link).
- (ix) After selecting the desired option i.e. '**Favour/Against**', click on '**Submit**'. A confirmation box will be displayed. If you wish to confirm your vote, click on '**Yes**', else to change your vote, click on '**No**' and accordingly modify your vote.
- (x) Once the vote on a resolution is cast by the member, such member shall not be allowed to change it subsequently.

REMOTE E-VOTING: POINTS TO REMEMBER

- (i) Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of Link Intime India Private Limited at <https://instavote.linkintime.co.in> and register themselves as '**Custodian/Mutual Fund/Corporate Body**'. They are also required to upload a scanned certified true copy of the board resolution / authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the '**Custodian/Mutual Fund/Corporate Body**' login for the Scrutinizer to verify the same.

If you have forgotten the password:

- Click on '**Login**' under '**SHARE HOLDER**' tab and further Click '**forgot password**'
- Enter **User ID**, select **Mode** and Enter Image Verification (CAPTCHA) Code and Click on '**Submit**'.
- In case member is having valid email address, Password will be sent to his/her registered e-mail address.
- Member can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. As mentioned above.
- The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter.
- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

In addition, shareholder will also be provided with a facility to attend the AGM through VC/OAVM through the Link Intime India Private Limited e-voting system. The members who have cast their vote by remote e-voting prior to the AGM will be entitled to and may attend the AGM but shall not be entitled to cast their vote again.

In case Members have any queries regarding e-voting, they may refer the Frequently Asked Questions ('FAQs') and InstaVote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or send an email to enotices@linkintime.co.in or call on +91 (022) 4918 2505/4918 6000.

25. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

For a smooth experience of AGM proceedings, shareholders who are registered for the event are requested to download and install the Webex application in advance on the device that you would be using to attend the meeting by clicking on the link <https://www.webex.com/downloads.html/>.

Shareholders also have an option to click on the URL provided to attend the meeting. Please read the instructions carefully and participate in the meeting. For any support, shareholders may also call the RTA on the dedicated number provided in the instructions.

- i. Open the internet browser and launch the URL for InstaMeet<<<https://instameet.linkintime.co.in>>> and register with your following details:
 - a) **Demat Account No. or Folio No.:** Enter your 16-digit Demat Account No. or Folio Number registered with the Company.
For members holding shares in demat account held **with CDSL**: 16 digits beneficiary ID,
For members holding shares in demat account held **with NSDL**: 8 Character DP ID followed by 8 digit client ID,
For members holding shares in **physical form**: Folio number registered with the Company
 - b) **PAN:** Enter your 10-digit Permanent Account Number.
 - c) **Mobile No.:** Enter Mobile Number
 - d) **Email ID:** Enter your e-mail ID, as recorded with your DP/Company.
- ii. Click “Go to Meeting”
- iii. Shareholders will be required to allow camera and use internet with a good speed to avoid any disturbance during the meeting.
- iv. Members can log in and join 30 minutes prior to the schedule time of the AGM and window for joining the meeting shall be kept open till the expiry of 15 minutes after the scheduled time. The Company shall provide VC/OAVM facility to Members to attend the AGM. The said facility will be available for 1000 Members on first come first served basis. This will not include large Members (i.e. Members with 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, chairpersons of the audit committee, nomination & remuneration committee and stakeholders’ relationship committee, auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

Instructions for Shareholders/Members to Speak during the AGM through InstaMeet:

1. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 7 (seven) days prior to meeting i.e. Wednesday, December 23, 2020 mentioning their name, demat account number/folio number, e-mail ID, mobile number at cs@abcgas.co.in.
2. Speakers will only be allowed to express their views/ask questions on first come first served basis during the meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
3. Shareholders will get confirmation on first come first served basis depending upon the provision made by the Company.
4. Shareholders/ members who are registered as speakers for the event are requested to download and install the Webex application by clicking on the link [Download –Webex](#).
5. Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.
6. Please note that the Company reserves the right to restrict the number of questions and number of speakers, depending upon availability of time as appropriate for smooth conduct of the AGM.
7. Other shareholder may ask questions to the panellist, via active chat-board during the meeting.
8. Shareholders will receive ‘speaking serial number’ once they mark attendance for the meeting. Shareholders are requested to speak only when Moderator of the meeting will announce the name and serial number for speaking.
9. Please remember ‘Speaking Serial number’ and start your conversation with panellist by switching on audio of your device.

10. Those Shareholders who have registered themselves as a speaker will only be allowed to express their views/ask question during the meeting.

Instructions for Shareholders to Vote during the AGM through InstaMeet:

1. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system available during the AGM.
2. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
3. Shareholders who have voted through remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

Once the electronic voting is activated by the scrutinizer/ moderator during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the shareholders VC page, click on the link for e-Voting 'Cast your vote'.
2. Enter Demat Account No./Folio No. and OTP(received on the registered mobile number/registered Email ID) received during registration for InstaMeet and click on 'Submit'.
3. After successful login, you will see 'Resolution Description' and against the same the option 'Favour/Against' for voting.
4. Cast your vote by selecting appropriate option i.e. 'Favour/Against' as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.
5. After selecting the appropriate option i.e. 'Favour/Against' as desired and you have decided to vote, click on 'Save'. A confirmation box will be displayed.If you wish to confirm your vote, click on 'Confirm', else to change your vote, click on 'Back' and accordingly modify your vote.
6. Once you confirm your vote on the Resolution, you will not be allowed to modify or change your vote subsequently.

Note: Shareholders present at the AGM through InstaMeet facility and who have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting from 4.00 p.m. (IST) till the expiry of 15 minutes after the AGM is over. Shareholders who have voted through remote e-voting prior to the AGM will be eligible to attend/participate in the AGM through InstaMeet. However, they will not be eligible to vote again during the meeting.

In case shareholders have any queries regarding e-voting, they can address them to instameet@linkintime.co.in or call on +91 (022) 4918 6175.

GENERAL INSTRUCTIONS:

- (i) Members/Shareholders are encouraged to join the Meeting through Laptops / IPads/ Tablets connected through broadband for better experience.
- (ii) Shareholders are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the currency of the AGM.
- (iii) Please note that shareholders connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate such kind of glitches.

- (iv) Members who are desirous of attending the AGM through VC/OAVM and whose email IDs are not registered with the RTA of the Company/DP, may get their email IDs registered as per the instructions provided in point No. 7 of this Notice.
- (v) Members may attend the AGM, by following the invitation link sent to their registered email ID. Members will be able to locate Meeting ID/ Password/ and JOIN MEETING tab. By Clicking on JOIN MEETING they will be redirected to Meeting Room via browser or by running Temporary Application. Inorder to join the Meeting, follow the step and provide the required details (mentioned above – Meeting Id/Password/Email Address) and Join the Meeting.
- (vi) Further members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- (vii) Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
26. Mr. Anish Gupta, Proprietor, M/s. Anish Gupta & Associates, Company Secretaries, Mumbai has been appointed as the Scrutinizer to scrutinize the remote e-voting & e-voting process in a fair and transparent manner.
27. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company and on the website of Link Intime India Private Limited after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be communicated to the Stock Exchange viz. BSE Limited.
28. 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.

By order of the Board
ABC Gas (International) Limited

Date:-27.11.2020

Place:-Mumbai

Shyamlal Prasad Shorewala
Chairman
DIN:-00088077

Registered Office:

1, Mahesh Villa, Worli,
Worli, Mumbai - 400 018

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF COMPANIES ACT, 2013

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

Item No. III

This explanatory statement is provided though strictly not required as per section 102 of the Act.

We would like to inform you that casual vacancy has arisen due to sudden demise of our Statutory Auditor Mr. Bankat Kabra of M/s B. P. Kabra & Associates, Chartered Accountants (FRN: 124578W) on 29.10.2020 and the same was informed to us by the Auditor's family on 03.11.2020, which had resulted into a casual vacancy in the office of Statutory Auditors of the company as envisaged by section 139(8) of the Companies Act, 2013 ("Act").

The Board of Directors at its meeting held on 18th November, 2020 and as per the recommendation of the Audit Committee, pursuant to the provisions of Section 139(8) of the Companies Act, 2013 had approved appointment of M/s. Jhunjhunwala Jain & Associates LLP, Chartered Accountants (Firm Registration No. 113675W), to hold office as the Statutory Auditors of the Company till the conclusion of 40th Annual General Meeting and to fill the casual vacancy caused due to sudden demise of our Statutory Auditor Mr. Bankat Kabra, M/s. B. P. Kabra & Associates, Chartered Accountants (Firm Registration No.: 124578W).

Further, pursuant to recommendation of Audit Committee, Board had considered and approved, appointment of M/s. Jhunjhunwala Jain & Associates LLP, Chartered Accountants (Firm Registration No. 113675W), as Statutory Auditors of the Company to hold office for a period of five consecutive years from the conclusion of the 40th Annual General Meeting, till the conclusion of the 45th Annual General Meeting to be held in year 2025. Accordingly, your board of directors also recommend passing of resolution for appointment of M/s. Jhunjhunwala Jain & Associates LLP, for period of 5 consecutive years.

The Company has also received consent and eligibility certificate from M/s. Jhunjhunwala Jain & Associates LLP, Chartered Accountants (Firm Registration No. 113675W), to act as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013 and they have also confirmed that their firm is peer reviewed.

Disclosure pursuant to Regulation 36(5) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is as follows:

Proposed Fees Payable to Statutory Auditor	Rs.60000/- (Plus GST and other expenses)
Terms of Appointment	5 Years i.e. from the conclusion of 40 th Annual General Meeting till the conclusion of 45 th Annual General Meeting
Any material change in the fee payable to such auditor from that paid to the outgoing auditor along with the rationale for such change	No Change
Basis of Recommendation of Appointment	M/S. Jhunjhunwala Jain & Associates LLP, Chartered Accountants is governed by the Chartered Accountants Act, 1949 (the 'Act') and as per the provisions of the Act, firm is subject to peer reviews which are conducted regularly by Institute of Chartered Accountants of India (ICAI). The Firm serves clients like listed companies, unlisted companies, etc.
Details in relation to and credentials of the statutory auditor	M/s. Jhunjhunwala Jain & Associates LLP, Chartered Accountants (Firm Registration No. 113675W), (the 'Audit Firm') is a Firm of Chartered Accountants, has a long and prestigious history and engaged in the profession of Chartered Accountancy

Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out in Item No. III

None of the Directors or Key Managerial Personnel (KMP) or relatives of directors and KMP is concerned or interested, in the aforesaid Resolution.

The Board recommends an Ordinary Resolution set out in the Notice for approval by the Members.

Item No. IV

The Company may be providing loan(s) including loan represented by way of Book Debt (the "loan") to, and/or give guarantee(s) and/or provide security(ies) in connection with any loan, including loan represented by way of Bookdebt, if any (the "Loan") taken/ to be taken by any directors. The said Loan(s)/ guarantee(s)/security(ies) shall be utilized by directors for the matter specify by them while taking loan and incidental thereto. Any other concern person in whom director is interested are entities 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 Section 185 of CompaniesAct, 2013 and hence consent of the members is being sought by way of a special resolution pursuant to Section 185 of the CompaniesAct, 2013 (as amended by the Companies(Amendment) Act, 2017) for providing Loan(s) to, and/or giving guarantee(s), and/or providing security(ies) in connection with any Loan taken/ to be taken by Director or any other concern person in whom director is interested for an aggregate outstanding amount not exceeding Rs. 5 Crores (Rupees Five Crores only) on the terms mentioned in the resolution set out at item no. IV and necessary delegation of authority to the Board for this purpose.

Your Directors recommends the resolution set out at Item no. 4 to be passed as a special resolution by the members.

Directors or Key Managerial Personnel (KMP) or relatives of directors and KMP are concerned or interested, in the aforesaid Resolution.

The Board recommends anSpecial Resolution set out in the Notice for approval by the Members.

By order of the Board
ABC Gas (International) Limited

Date:-27.11.2020

Place:-Mumbai

Shyamlal Prasad Shorewala
Chairman
DIN:-00088077

Registered Office:

1, Mahesh Villa, Worli,
Worli, Mumbai - 400 018

REMOTE E-VOTING IMPORTANT DATES:

For determining Cut-off date (the members entitled to vote on the resolution set forth in this notice)	23th December , 2020
Remote E-voting periods (During this period, members of the Company as on the cut-off date may cast their vote by remote e-voting.)	Commence from 9.00 a.m, Saturday 26, December 2020End at: 5.00 p.m, Tuesday, 29, December 2020
URL for remote e-voting	https://instavote.linkintime.co.in

Additional information on Directors recommended for appointment / re-appointment as required under Regulation 36 (3) of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015 and Secretarial Standard-2

1.	Name of Director	Mrs. Neelam Shorewala
2.	Director Identification Number (DIN)	01637681
3.	Date of Birth	16/08/1958
4.	Qualification	B.A
5.	Reason for change viz. appointment, resignation, removal, death or otherwise;	
6.	Date of appointment/cessation (as applicable) & term of appointment;	30/03/2015
7.	Brief profile (in case of appointment)	Mrs. Neelam Shorewala is liable to retire by rotation and being offer herself for reappointment
8.	Disclosure of relationships between directors (in case of appointment of a director)	NA
9.	Membership/Chairmanships of Audit and Stakeholders relationship committees	NIL
10.	List of Directorship held in other companies	ABC TUBE INDUSTRIES LIMITED.

By order of the Board
ABC Gas (International) Limited

Date:-27.11.2020

Place:-Mumbai

Shyamlal Prasad Shorewala
Chairman
DIN:-00088077

Registered Office:

1, Mahesh Villa, Worli,
Worli, Mumbai - 400 018

E-COMMUNICATION REGISTRATION FORM

(Only for members holding shares in physical form)

Date:

To,**LINK INTIME INDIA PRIVATE LIMITED**

C 101, 247 Park, L B S Marg,

Vikhroli (West), Mumbai – 400083

UNIT – ABC GAS (INTERNATIONAL) LIMITED

Dear Sir,

Sub: Registration of E-mail ID for serving of Notices / Annual Reports through electronic mode by Company

We hereby register our E-mail ID for the purpose of receiving the notices, Annual Reports and other documents / information in electronic mode to be sent by the Company.

Folio No. :	
E-mail ID :	
Name of the First / Sole Shareholder :	
Signature :	

Note: Shareholder(s) are requested to notify the Company as and when there is any change in the e-mail address.

By order of the Board
ABC Gas (International) Limited

Date:-27.11.2020**Place:-Mumbai**

Shyamlal Prasad Shorewala
Chairman
DIN:-00088077

Registered Office:

1, Mahesh Villa, Worli,

Worli, Mumbai - 400 018