

NOTICE OF 41ST ANNUAL GENERAL MEETING

Notice is hereby given that the **Forty- One Annual General Meeting** of the members of **ABC GAS (INTERNATIONAL) LIMITED** will be held on **Wednesday, 29th day of September, 2021 at 03.00 P.M.** through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”) for which purposes the registered office of the company at 1, Mahesh Villa, Worli, Mumbai-400018 shall be deemed as the venue for the Meeting and the proceedings of the Annual General Meeting shall be deemed to be made thereat, 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, 2021 together with Reports of the Board of Directors and the Auditor’s thereon.
2. To appoint a Director in place of Mr. Satish Shymalprasad Shorewala (DIN: 00055358) who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and, being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. **Sale of undertaking under Section 180(1)(a) of the Companies Act, 2013.**

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

“**RESOLVED THAT** pursuant to the provisions of section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, and the relevant Rules framed there under (including any statutory modification(s) or re-enactment thereof, for the time being in force), pursuant to the approval of the Board of Directors of the Company approval and subject to the shareholders approval for related party transactions as required under section 188 of the Act and rules made thereunder, regulation 23(4) of the Listing Regulations and such other requisite approvals, consents, permissions and sanctions as may be required and the Memorandum of Association and Articles of Association of the Company, consent of the shareholders of the Company be and is hereby accorded to the Board to effect way of sale, transfer or otherwise dispose of its entire fixed assets including land, Building, Plant & Machinery & other assets situated at A 11, MIDC Phase II, Sagaon Village, Dombivili (East), Dist. Thane to ABC Tube Industries Limited (or such revised name as may be approved by ROC) a related party, for an aggregate consideration of Rs. 4.5 Crs approx. or such other prices as may be agreed between the buyer and the Company.

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.”

4. **Approval of related party transaction with M/s ABC Tube Industries Limited under Section 188 of the Companies Act, 2013.**

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

“**RESOLVED THAT** pursuant to the provisions of Section 188 of the Companies Act, 2013 (“Act”) and other applicable provisions, *if any*, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, and Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and other applicable notifications, clarifications, circulars, rules and regulations issued by the Government of India or other governmental or statutory authorities, and pursuant to the approval of the Board of Directors of the Company (“the Board”, which term shall be deemed to mean and include any Committee constituted by the Board) and subject to such other requisite approvals, consents, permissions and sanctions as may be required and the Memorandum of Association and Articles of Association

of the Company, consent and ratification of the shareholders of the Company who are not a “related party” to the Company in terms of the Act and the Listing Regulations, be and is hereby accorded to the Board to enter into contract(s)/ arrangement(s)/ transaction(s) with M/s ABC Tube Industries Limited (or such revised name as may be approved by ROC), or other related party(ies) within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, for sale/transfer/dispose off of fixed assets including land, Building, Plant & Machinery & other assets situated at A 11, MIDC Phase II, Sagaon Village, Dombivili (East), Dist. Thane on such terms and conditions as the Board of Directors may deem fit at a fair market value and also considering the current Covid-19 Pandemic, provided that the said contract(s)/ arrangement(s)/ transaction(s) so construed as being outside the ordinary course of business of the Company.

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.”

5. **Approval of related party transaction with M/s Neev Resources Private Limited under Section 188 of the Companies Act, 2013.**

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

“**RESOLVED THAT** pursuant to the provisions of Section 188 of the Companies Act, 2013 (“Act”) and other applicable provisions, *if any*, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, and Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015(including any statutory modification(s) or re-enactment thereof, for the time being in force) and other applicable notifications, clarifications, circulars, rules and regulations issued by the Government of India or other governmental or statutory authorities, and pursuant to the approval of the Board of Directors of the Company (“the Board”, which term shall be deemed to mean and include any Committee constituted by the Board) and subject to such other requisite approvals, consents, permissions and sanctions as may be required and the Memorandum of Association and Articles of Association of the Company, consent and ratification of the shareholders of the Company who are not a “related party” to the Company in terms of the Act and the Listing Regulations, be and is hereby accorded to the Board to enter into contract(s)/ arrangement(s)/ transaction(s) with M/s Neev Resources Private Limited, within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, for the below transactions

- (a) sale and purchase of goods on such terms and conditions as the Board of Directors may deems fit.
- (b) for leasing of the office premise and receiving of rent of such office on such terms and conditions as the Board of Directors may deems fit.

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.”

6. **Approval of related party transaction with M/s Delta Pipe Fittings Private Limited under Section 188 of the Companies Act, 2013.**

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

“**RESOLVED THAT** pursuant to the provisions of Section 188 of the Companies Act, 2013 (“Act”) and other applicable provisions, *if any*, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, and Regulation

23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and other applicable notifications, clarifications, circulars, rules and regulations issued by the Government of India or other governmental or statutory authorities, and pursuant to the approval of the Board of Directors of the Company ("the Board", which term shall be deemed to mean and include any Committee constituted by the Board) and subject to such other requisite approvals, consents, permissions and sanctions as may be required and the Memorandum of Association and Articles of Association of the Company, consent and ratification of the shareholders of the Company who are not a "related party" to the Company in terms of the Act and the Listing Regulations, be and is hereby accorded to the Board to enter into contract(s)/ arrangement(s)/ transaction(s) with M/s Delta Pipe Fittings Private Limited, within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, for purchase and sale of goods on such terms and conditions as the Board of Directors may deem fit.

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."

7. **Approval for payment of remuneration to Mr. Satish Shorewala, Managing Director of the Company.**

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 payment of remuneration to Mr. Satish Shorewala (DIN: 00055358), Managing Director of the Company 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 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 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."

8. **Approval for payment of remuneration to Mr. Rohith Satish Shorewala, Whole Time Director of the Company.**

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 for payment of remuneration to Mr. Rohith Satish Shorewala (DIN: 01650221), Whole Time Director, 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 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.”

9. **Approval for payment of remuneration to Mr. Shyamlal Prasad Shorewala, Director of the Company.**

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 for payment of remuneration to Mr. Shyamlal Prasad Shorewala(DIN: 00088077) as a Director, 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 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 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.”

10. **Approval for payment of remuneration to Mrs. Neelam Satish Shorewala, Director of the Company.**

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 for payment of remuneration to Mrs. Neelam Satish Shorewala(DIN: 01637681) as a Director, 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 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 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.”

11. **Increase in the Limits for making investments/ extending loans and giving guarantees or providing securities in connection with loans to persons/ bodies corporates.**

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

RESOLVED THAT pursuant to the provisions of Section 186 of the Companies Act, 2013 (“the Act”) read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Act (including any modification or re-enactment thereof for the time being in force) and subject to such approvals, consents, sanctions and permissions

as may be necessary, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall be deemed to include, unless the context otherwise requires, any committee of the Board or any officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution), to (i) give any loan to any person or other body corporate; (ii) give any guarantee or provide any security in connection with a loan to any other body corporate or person and (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, as they may in their absolute discretion deem beneficial and in the interest of the Company, subject however that the aggregate of the loans and investments so far made in and the amount for which guarantees or securities have so far been provided to all persons or bodies corporate along with the additional investments, loans, guarantees or securities proposed to be made or given or provided by the Company, from time to time, in future, shall not exceed a sum of Rs. 25,00,00,000 (Rupees Twenty Five Crores only) over and above the limit of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company, whichever is more, as prescribed under Section 186 of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors (or a Committee thereof constituted for this purpose) be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.

By order of the Board
ABC Gas (International) Limited

Date:-14.08.2021

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 41th AGM will be held on **Wednesday, 29th day of September, 2021 at 03.00 P.M.** through Video Conferencing (VC)/Other Audio Visual Means (OAVM), in compliance with the applicable provisions of the Companies Act, 2013 read with the Ministry of Corporate Affairs (MCA) vide its General Circular no. 02/ 2021 dated January 13, 2021 has allowed companies whose Annual General Meeting (AGM) were due to be held in the year 2020, or becoming due in the year 2021, to conduct their AGM on or before December 31, 2021, in accordance with the requirements provided in 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 41th 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 General Circular dated January 13, 2021 read with MCA General Circulars dated May 5, 2020 and April 13, 2020 and SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 read with SEBI Circulars and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020, have granted relaxations to the companies, with respect to printing and dispatching physical copies of the Annual Reports and Notices to members. Accordingly, the Company will only be sending soft copy of the 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 joint holder 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@abcgas.co.in.
 10. The Register of Members and Share Transfer Books will remain closed from **25th September, 2021 to 29th September, 2021** (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@abcgas.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.27stAugust, 2021 will receive Annual Report for the financial year 2020-21 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 INTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:**
- (i) The remote e-voting period begins on **at 9.00 a.m. on Saturday, 25thSeptember, 2021 and ends at 5:00 p.m. on Tuesday, 28thSeptember, 2021**. 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. **22ndSeptember, 2021** 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>
 - (iv) Login method for Individual shareholders holding securities in demat mode/ physical mode is given below:

<u>Type of shareholders</u>	<u>Login Method</u>
Individual Shareholders holding securities in demat mode with NSDL	<ul style="list-style-type: none"> • If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. • After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. • If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp

	<ul style="list-style-type: none"> Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ul style="list-style-type: none"> Existing user of who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi / Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL, KARVY, LINKINTIME, CDSL. Click on e-Voting service provider name to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP where the E Voting is in progress.
<p>Individual Shareholders (holding securities in demat mode) & login through their depository participants</p>	<ul style="list-style-type: none"> You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Individual Shareholders holding securities in Physical mode & evoting service Provider is LINKINTIME.

1. Open the internet browser and launch the URL: <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.
 - (i) Click on 'Login' under '**SHARE HOLDER**' tab.
 - (ii) Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on '**Submit**'.

	<p>(iii) After successful login, you will be able to see the notification for e-voting. Select 'View' icon for 'ABC Gas International LTD'.</p> <p>(iv) E-voting page will appear.</p> <p>(v) 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).</p> <p>(vi) 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.</p> <p>(vii) Once the vote on a resolution is cast by the member, such member shall not be allowed to change it subsequently.</p>
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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, September 22, 2021 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 3.00 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.

GENERALINSTRUCTIONS:

- (i) Members/Shareholders are encouraged to join the Meeting through Laptops / IPadsTablets 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:-14.08.2021

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

Members of the Company are further requested to note that Section 180 (1)(a) of the Companies Act, 2013 mandates that the Board of Directors of a company shall exercise the power to sell, lease or otherwise dispose of the whole or substantially the whole of any undertaking(s) of the company, only with the approval of the members of the Company by way of a special resolution. Explanation (i) to Section 180(1) (a) of the Companies Act, 2013 states that the meaning of an 'undertaking' for the purposes of Section 180(1) of the Companies Act, 2013 is an undertaking in which the investment of the company exceeds twenty percent of its net worth as per the audited balance sheet of the preceding financial year or an undertaking which generates twenty percent of the total income of the company during the previous financial year. Explanation (ii) to Section 180 (1)(a) of the Companies Act, 2013 states that the meaning of 'substantially the whole of the undertaking' for the purposes of Section 180(1) is in any financial year, twenty percent or more of the value of the undertaking as per the audited balance sheet of the preceding financial year.

Accordingly, pursuant to Section 180(1)(a) of the Companies Act, 2013, members of the Company are further requested to note that their consent to the Board is being sought by way of a Special Resolution for sale, transfer or otherwise dispose of its entire fixed assets including land, Building, Plant & Machinery & other assets situated at A-11, MIDC, Phase II, Sagaon Village, Dombivali (East), Dist. Thane, India, to ABC Tube Industries Limited, Company under the same management and a related party, for an aggregate consideration at a fair market value and also considering the current Covid-19 Pandemic as may be agreed between the buyer and the Company.

The Board of Directors at its meeting held on 14th August, 2021 and as per the recommendation of the Audit Committee, pursuant to the provisions of Section 180 (1)(a) of the Companies Act, 2013 had approved the transaction.

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

Relatives of Mr, Satish Shorewala, Managing Director, Mr. S P Shorewala, Director, Mr. Rohit Shorewala, Director and Mrs. Neelam Shorewala, Directors are concerned or interested in the above referred resolution.

No other Directors, Key Managerial personnel of the Company and their relatives other than specified above, are in any way, directly or indirectly concerned or interested in the resolution.

The Board is of the opinion that the aforesaid proposal is in the best interest of the Company and hence, the Board recommends passing of the ordinary resolution for approval of the members.

Item No. IV

Members of the Company are requested to note that Section 188 of the Companies Act, 2013 read with Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended, prescribe certain procedure for approval of related party transactions. Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 has also prescribed seeking of shareholders' approval for related party transactions.

The above proposed contracts / arrangements / transactions were approved by the Audit Committee at their meeting held on 14.08.2021 and recommended by the Board of Directors at its meeting held on 14.08.2021 to the Shareholders of the Company for their approval. The said transaction is for sale & transfer of fixed assets to its related party i.e. ABC Tube Industries Limited or any other revised name as may be approved by the Registrar of Companies, which may fall outside the preview of Ordinary Course of Business.

Additional information required to be disclosed pursuant to Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 is as follows:

Sl. No.	Particulars	Details
1.	Name of the Related Party	ABC Tube Industries Limited or such revised name as may be approved by ROC.
2.	Name of the Director or KMP who is related	Mr, Satish Shorewala, Mr. S P Shorewala, Mr. Rohit Shorewala, and Mrs. Neelam Shorewala
3.	Nature of Relationship	Company under the same management control
4.	Nature, material terms, monetary value and particulars of the contract or arrangement	Purchase of Land & Building with all plants, machinery, furniture and fixtures at a fair market value.
5.	Any Advance Paid Or Received For The Contract Or Arrangement, If Any	Nil
6.	The Manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract	The pricing shall be at fair market value and after considering the current covid-19 pandemic situation
7.	whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors	Yes
8.	Any other information relevant or important for the members to take a decision on the proposed resolution	Transaction with the related party may be out of the preview of ordinary course of business

Accordingly, it is proposed to sale and transfer the Fixed assets including land, Building, Plant & Machinery & other assets situated at A 11, MIDC Phase II, Sagaon Village, Dombivali (East), Dist. Thane at a fair market value or such other prices as may be agreed between the buyer and the Company. Since these transactions could be construed as being outside the ordinary course of business and aggregate value of transaction(s) amounts to 10% or more of the Networth of the Company as per last audited financial statements of the Company, the approval of the members of the Company under Section 188 of the Company Act, 2013 is being sought by way of an ordinary resolution.

Your Director recommends the resolution set out at Item no. 4 to be passed as an ordinary resolution by the members.

Relatives of Mr, Satish Shorewala, Managing Director, Mr. S P Shorewala, Director, Mr. Rohit Shorewala, Director and Mrs. Neelam Shorewala, Directors are concerned or interested in the above referred resolution.

No other Directors, Key Managerial personnel of the Company and their relatives other than specified above, are in any way, directly or indirectly concerned or interested in the resolution.

The Board is of the opinion that the aforesaid proposal is in the best interest of the Company and hence, the Board recommends passing of the ordinary resolution for approval of the members.

Item No. V

Members of the Company are requested to note that Section 188 of the Companies Act, 2013 read with Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended, prescribe certain procedure for approval of related party transactions. Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 has also prescribed seeking of shareholders' approval for related party transactions.

The above proposed contracts / arrangements / transactions were approved by the Audit Committee at their meeting held on 14.08.2021 and recommended by the Board of Directors at its meeting held on 14.08.2021 to the Shareholders of the Company for their approval. The transactions with Neev Resources Private Limited, are as below:

- (a) sale and purchase of goods on such terms and conditions as the Board of Directors may deems fit.
- (b) for leasing of the office premise and receiving of rent of such office on such terms and conditions as the Board of Directors may deems fit.

Additional information required to be disclosed pursuant to Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 is as follows:

Sl. No.	Particulars	Details
1.	Name of the Related Party	Neev Resources Private Limited
2.	Name of the Director or KMP who is related	Mr, Satish Shorewala, Mr. S P Shorewala, Mr. Rohit Shorewala, and Mrs. Neelam Shorewala
3.	Nature of Relationship	Company under the same management control
4.	Nature, material terms, monetary value and particulars of the contract or arrangement	1 Purchase and sale of goods 2) Rent payment as per agreement (Rs. 59000/- pm inclusive of Tax)
5.	Any Advance Paid Or Received for the Contract or arrangement, if any	Nil
6.	The Manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract	As per the terms and conditions mutually agreed to parties to the contract
7.	whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors	Yes
8.	Any other information relevant or important for the members to take a decision on the proposed resolution	As per the terms and conditions agreed

Your Director recommends the resolution set out at Item no. 5 to be passed as an ordinary resolution by the members.

Relatives of Mr, Satish Shorewala, Managing Director, Mr. S P Shorewala, Director, Mr. Rohit Shorewala, Director and Mrs. Neelam Shorewala, Directors are concerned or interested in the above referred resolution.

No other Directors, Key Managerial personnel of the Company and their relatives other than specified above, are in any way, directly or indirectly concerned or interested in the resolution.

The Board is of the opinion that the aforesaid proposal is in the best interest of the Company and hence, the Board recommends passing of the ordinary resolution for approval of the members.

Item No. VI

Members of the Company are requested to note that Section 188 of the Companies Act, 2013 read with Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended, prescribe certain procedure for approval of related party transactions. Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 has also prescribed seeking of shareholders' approval for related party transactions.

The above proposed contracts / arrangements / transactions were approved by the Audit Committee at their meeting held on 14.08.2021 and recommended by the Board of Directors at its meeting held on 14.08.2021 to the Shareholders of the Company for their approval.

Additional information required to be disclosed pursuant to Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 is as follows:

Sl. No.	Particulars	Details
1.	Name of the Related Party	Delta Pipe Fittings Private Limited
2.	Name of the Director or KMP who is related	Mr. Satish Shorewala, Mr. S P Shorewala, Mr. Rohit Shorewala, and Mrs. Neelam Shorewala
3.	Nature of Relationship	Company under the same management control
4.	Nature, material terms, monetary value and particulars of the contract or arrangement	Purchase and sale of goods
5.	Any Advance Paid or Received for the Contract or arrangement, if any	Nil
6.	The Manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract	As per the terms and conditions mutually agreed to parties to the contract
7.	whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors	Yes
8.	Any other information relevant or important for the members to take a decision on the proposed resolution	As per the terms and conditions agreed

Your Director recommends the resolution set out at Item no. 6 to be passed as an ordinary resolution by the members.

Relatives of Mr, Satish Shorewala, Managing Director, Mr. S P Shorewala, Director, Mr. Rohit Shorewala, Director and Mrs. Neelam Shorewala, Directors are concerned or interested in the above referred resolution.

No other Directors, Key Managerial personnel of the Company and their relatives other than specified above, are in any way, directly or indirectly concerned or interested in the resolution.

The Board is of the opinion that the aforesaid proposal is in the best interest of the Company and hence, the Board recommends passing of the ordinary resolution for approval of the members.

Item No. VII

The Members at the 39th Annual General Meeting held on **28th day of September, 2019** approved the re- appointment of Mr. Satish Shorewala as the Managing Director of the Company with effect from 01st August, 2019 till 31st July 2024.

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, 2021 proposed to make payment of remuneration to Mr. Satish Shorewala as the Managing Director of the Company with effect from the 1st October, 2021 for the remaining period of tenure 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, recommended the following terms and condition for remuneration to Mr. Satish Shorewala:-

Terms & Conditions

- a) Designation: Managing Director
- b) Term: 5 years with effect from 01st August, 2019 till 31st July 2024

- c) Salary: 30,000 p.m.
- 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.

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 Director recommend the resolution at Item No. 7 of the accompanying Notice for approval of the Members of the Bank.

Except Mr. Satish Shorewala, Mr. Rohith Shorewala, Ms. 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.7 of the Notice.

Item No. VIII

The Members at the 39th Annual General Meeting held on **28th day of September, 2019** approved the appointment of Mr. Rohith Shorewala as a Whole Time Director of the Company with effect from 1stOctober, 2019 till 30th September 2024.

On recommendation of the Nomination and Remuneration Committee and subject to the approval of the Members, the Board at the meeting held on 14thAugust, 2021, for making payment of remuneration to Mr. Rohith Shorewala as the Whole Time Director of the Company with effect from the 1stOctober, 2021 for the remaining a period of tenure 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, recommended the following terms and condition for remuneration to Mr. Rohit Shorewala:-

1. Designation: Whole Time Director
2. Salary : 35,000 p.m.

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. 8 of the accompanying Notice for approval of the Members of the Bank.

Except Mr. Satish Shorewala, Mr. Rohit Shorewala, Ms. 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.8 of the Notice.

Item No. IX

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, 2021, considered for making payment of remuneration to Mr. Shyamlal Prasad Shorewala (DIN: 00088077) as a Director of the Company with effect from the 1st October, 2021 on such terms and Conditions agreed between them.

The duties of the 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, recommended the following terms and condition for remuneration to Mr. S P Shorewala:-

Terms and Conditions:

1. Designation: Director
2. Salary : 30,000 p.m.

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. 9 of the accompanying Notice for approval of the Members of the Bank.

Except Mr. Satish Shorewala, Mr. Rohit Shorewala, Ms. 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.9 of the Notice.

Item No. X

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, 2021, considered for making payment of remuneration to Mrs. Neelam Satish Shorewala (DIN: 01637681) as a Director of the Company with effect from the 1st October, 2021 on such terms and Conditions agreed between them.

The duties of the 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, recommended the following terms and condition for remuneration to Mr. Satish Shorewala:-

Terms and Conditions:

1. Designation: Director
2. Salary : 30,000 p.m.

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. 10 of the accompanying Notice for approval of the Members of the Bank.

Except Mr. Satish Shorewala, Mr. RohitShorewala, Ms. NeelamShorewala 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.10 of the Notice

Item No. XI

In order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to make use of the same by making investment in other bodies corporate or granting loans, giving guarantee or providing security to other persons or other body corporate as and when required.

Members may note that pursuant to Section 186 of the Companies Act, 2013 ("Act"), the Company can make investment, give loan or give any guarantee or provide security in connection with a loan to any other body corporate or person and acquire securities of any other body corporate, in excess of 60% of its paid up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more, with approval of Members by special resolution passed at the general meeting.

In view of the aforesaid, it is proposed to take approval under Section 186 of the Companies Act, 2013, by way of special resolution, up to a limit of Rs. 25,00,00,000 (Rupees Twenty-Five Crore), as proposed in the Notice. The above proposal is in the interest of the Company.

Your Directors recommend the resolution at Item No. 11 of the accompanying Notice for approval of the Members of the Bank.

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.11 of the Notice.

By order of the Board
ABC Gas (International) Limited

Date:-14.08.2021

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)	22 nd September, 2021
Remote E-voting periods September, 2021 (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, 25 th End at: 5.00 p.m., Tuesday, 28 th September, 2021
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	Mr. Satish Shymalprasad Shorewala
2.	Director Identification Number (DIN)	55358
3.	Date of Birth	24/03/1957
4.	Qualification	B.A
5.	Reason for change viz. appointment, resignation, removal, death or otherwise;	NA
6.	Date of appointment/cessation (as applicable) & term of appointment;	01/04/2008
7.	Brief profile (in case of appointment)	Mr. Satish Shymalprasad Shorewala is liable to retire by rotation and being offer himself 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	Member in Audit Committee, Nomination & Remuneration Committee & Stakeholders Relationship Committee

10. List of Directorship held in other companies
2. DELTA PIPE FITTINGS PRIVATE LIMITED

1. ABC TUBE INDUSTRIES LIMITED.

By order of the Board

By order of the Board
ABC Gas (International) Limited

Date:-14.08.2021

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:-14.08.2021**Place:-Mumbai**

Shyamlal Prasad Shorewala
Chairman
DIN:-00088077

Registered Office:

1, Mahesh Villa, Worli,

Worli, Mumbai - 400 018