

NOTICE

NOTICE is hereby given that the 42nd Annual General Meeting (“**AGM**”) of the Members of **ABC Gas (International) Limited** (the “**Company**”) will be held on Friday, September 23, 2022 at 3:00 p.m. through Video Conferencing/Other Audio Visual Means (“**VC/OVAM**”) to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2022 together with the reports of the Board of Directors and Auditors thereon;
2. To appoint a Director in place of Mr. Shyamal Prasad Shorewala (DIN:00088077), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. Revision in remuneration of Mr. Rohith Satish Shorewala (DIN:01650221), Whole Time Director of the Company, related party holding office or place of profit

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

“**RESOLVED THAT** in partial modification of resolution passed in this regard by the members of the Company at 41st Annual General Meeting held on 29th September, 2021 and pursuant to provision of section 196, 197, 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Companies (Meetings of Board and its Powers) Rules, 2014 and applicable provision of SEBI Listing Regulations, consent of the members be and is hereby accorded to approve and/or ratify the revision in remuneration of Mr. Rohith Satish Shorewala (DIN:01650221), Whole Time Director of the Company, related party holding office or place of profit, w.e.f 25th July, 2022 in the following manner for the remaining period of his tenure ending on 30th September, 2024.

Perquisite: Payment to the Licensee Guest House Security Deposit and Rent as stated below, used by Mr. Rohith Satish Shorewala (DIN:01650221), Whole Time Director for his residential purpose.

- Refundable Interest Free Security Deposit of an amount of Rs.10/- Lakhs only
- Rent of an amount of Rs.2,65,000/- p.m. for a period 25th July, 2022 to 24th July, 2023, Rs.2,78,250/- p.m. for a period 25th July, 2023 to 24th July, 2024 and Rs.2,92,163/- p.m. for remaining period till 30th September, 2024.

RESOLVED FURTHER THAT the Board of Directors (including its Committee thereof) be and is hereby authorised to vary, alter and change the terms and conditions of remuneration from time to time, provided that such variation, as the case may be, within the limit as specified under the relevant provisions of the Companies Act, 2013 and/or Schedule V and to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution.”

By order of the Board
ABC Gas (International) Limited

Shyamal Prasad Shorewala
Chairman
DIN:-00088077

Place: Mumbai
Date: 13.08.2022

ABC Gas International Limited

1, Mahesh Villa, Worli, Mumbai-400018

Tel.:022 24935508 / 24938697

Website: www.abcgas.co.in

Email:cs@abcgas.co.in

NOTES:

1. Explanatory statement pursuant to Section 102 of the Companies Act, 2013 (“**Act**”) read with Secretarial Standard on General Meetings (“**SS-2**”) and SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 (“**Listing Regulations**”) setting out the material facts concerning each item of Special Businesses to be transacted at the Annual General Meeting (“**AGM**”) is annexed hereto and forms part of the Notice. Information on the Director proposed to be appointed/re-appointed at the meeting as required under Regulation 36 (3) of the Listing Regulations and SS-2 are also provided in the **Annexure** to this Notice.
2. In view of the COVID-19 pandemic, the Ministry of Corporate Affairs (“**MCA**”) vide its General Circular Nos. 2/2022 dated May 5, 2022, 19/2021 dated December 8, 2021, 2/2021 dated January 13, 2021, 20/2020 dated May 5, 2020, read with General Circular Nos. 17/2020 dated April 13, 2020 and 14/2020 dated April 8, 2020 and (collectively referred to as ‘MCA Circulars’), permitted convening the Annual General Meeting (‘AGM’ / ‘Meeting’) through Video Conferencing (‘VC’) or Other Audio Visual Means (‘OAVM’), without physical presence of the members at a common venue. In accordance with the MCA Circulars, provisions of the Companies Act, 2013 (‘the Act’) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), the AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the Registered Office of the Company Further, the Securities and Exchange Board of India (‘SEBI’) also, vide Circular Nos. SEBI/ HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 (‘SEBI Circulars’), has dispensed with the requirement of printing and dispatch of annual reports by the companies to their shareholders.
3. Pursuant to the provisions of Section 101 and Section 136 of the Companies Act, 2013 read with Rule 18 of Companies (Management and Administration) Rules, 2014 and Rule 11 of Companies (Accounts) Rules, 2014, Regulation 36 of Listing Regulations and Secretarial Standard on General Meetings, Companies can serve Annual Reports and other communications through electronic mode to those members who have registered their e-mail Id either with the Company or the registrar and share transfer agent of the Company (“**Registrar and Share Transfer Agent**”) or with the Depository Participants. Accordingly, in terms of aforesaid provision and MCA Circulars and SEBI Circular electronic copy of the Notice along with the Annual Report for the financial year ended March 31, 2022, consisting of financial statements including Board’s Report, Auditors’ Report and other documents required to be attached therewith, is being sent by e-mail to all those members whose names appear in the Register of Members and whose e-mail addresses are registered with the Company or the Registrar and Share Transfer Agent or the Depository Participants(s) as on Friday, August 26, 2022 and no physical copy of the Notice and Annual Report is being sent by the Company to any members. The Notice and Annual Report will also be hosted on the website of the Company at www.abcgas.co.in and will also be available on the website of Linkin Time India Private Limited (agency for providing remote e-voting facility) <https://instavote.linkintime.co.in>, and on the relevant sections of the website of the stock exchange on which the shares of the Company are listed.
4. Members who have not registered their e-mail addresses are once again requested to register the same for receiving the notices, annual reports and other documents/communications through electronic mode, in respect of shares held in electronic form with the depository through their Depository Participant(s) and in respect of shares held in physical form by writing to the Company’s Registrar and Share Transfer Agents, Linkin Time India Private Limited, C 101, 247 Park, L B S Marg, Vikhroli-West, Mumbai-400083.

Rule 18 of the Companies (Management and Administration) Rules, 2014 requires a Company to provide an advance opportunity at least once in a financial year to the Members to register his / her e-mail ids and any changes therein. In accordance with the said requirements, we request the Members who do not have their e-mail ids registered, get the same registered with the Company or changes therein by submitting a duly filled-in “**E-communication Registration Form**” annexed to the Annual Report as well as available on the Company’s website at <http://www.abcgas.co.in/annual-reports/> Further, in terms of MCA Circulars, the Company has made special arrangements with Link Intime for temporary registration

- of email addresses. Therefore, the members of the Company, who have not registered their email addresses are requested to get their email addresses registered temporarily by following the link given in instruction part of this Notice. Accordingly, the Company shall send the Notice of the AGM and Annual Report to such members whose e-mail ids get registered along with the User ID and the Password to enable e-voting. Members may further note that pursuant to MCA Circulars, the Company has enabled a process of temporary e-mail id registration for the limited purpose of receiving the Notice of the AGM and Annual Report (including remote e-voting instructions) electronically.
5. The Company has enabled the Members to participate at the AGM through the VC/OAVM facility provided by Link Intime India Private Limited, Registrar and Share Transfer Agents. The instructions for participation at the AGM through VC/OAVM by members are given in instruction part of this Notice.
 6. As per the provisions under the MCA Circulars, Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
 7. In accordance with the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and amendments thereto and applicable provisions of the SEBI Listing Regulations, the Company has engaged the services of Link Intime India Private Limited, Registrar and Share Transfer Agents to provide the facility of voting through electronic means to the members to enable them to cast their votes electronically in respect of all the businesses to be transacted at the aforesaid Meeting.
 8. The Company shall be providing the facility to Members to exercise their right to vote by electronic means both through remote e-voting and e-voting system (“Insta Poll”) during the AGM. The process of remote e-voting with necessary user id and password is given in the instruction part of this Notice. Such remote e-voting facility is in addition to voting that will take place at the AGM being held through VC/OAVM.
 9. In terms of MCA Circulars, the businesses set out in the Notice will be transacted by the members only through remote e-voting or through the e-voting system (“Insta Poll”) during the meeting while participating through VC/OAVM facility.
 10. Members joining the meeting through VC/OAVM, who have not already cast their vote by means of remote e-voting, shall be able to exercise their right to vote through e-voting system (“Insta Poll”) at the AGM. The Members who have cast their vote by remote e-voting prior to the AGM may also join the AGM through VC/OAVM but shall not be entitled to cast their vote again. If a Member casts votes by both modes i.e. e-voting system (“Insta Poll”) at AGM and remote e-voting, voting done through remote e-voting shall prevail and vote at the AGM shall be treated as invalid.
 11. Voting rights of the members (for voting through remote e-voting or e-voting system (“Insta Poll”) at the AGM) shall be in proportion to shares of the paid-up equity share capital of the Company as on the cut-off date i.e. Friday, September 16, 2022. A person, whose name is recorded in the Register of Members or in the Register of Beneficial owners (as at the end of the business hours) maintained by the depositories, as on the cut-off date, shall only be entitled to avail the facility of remote e-voting or e-voting system (“Insta Poll”) at the AGM. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.
 12. Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf. Since the AGM is being held through VC/OAVM as per the MCA Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be made available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
 13. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRIs, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/ Authority Letter etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to cast its vote through remote e-voting together with attested specimen signature(s) of the duly authorized representative(s), to the Company at cs@abcgas.co.in with a copy to <https://instavote.linkintime.co.in> and/or access the link <https://instavote.linkintime.co.in> to upload the same in the e-voting module in their login. The

scanned image of the above-mentioned documents should be in the naming format "Corporate Name_ EVENT NO". Institutional Investors are encouraged to attend and vote at the AGM through VC/OAVM.

14. 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.
15. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act and other requisite documents shall be made available only in electronic form for inspection during the AGM. All relevant documents referred to in the Notice and Explanatory Statement would be made available for inspection by the members through electronic mode up to the date of AGM and at the AGM. Members seeking to inspect such documents can send an e-mail to cs@abcgas.co.in.
16. Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, which provides that from April 01, 2019 transfer of securities would not be processed unless the securities are held in the dematerialized form with a depository. In view of the same, now the shares cannot be transferred in the physical mode. Accordingly, shareholders holding equity shares in physical form are urged to have their shares dematerialized so as to be able to freely transfer them and participate in corporate actions. Members can contact Company's Registrar and Share Transfer Agent viz; Link Intime India Private Limited for assistance in this regard. However, members can continue to make request for transmission or transposition of securities held in physical form.
17. Non-resident Indian shareholders are requested to inform about the following immediately to the Company or its Registrar and Share Transfer Agent or the concerned Depository Participant, as the case may be:-
 - a. Change in their residential status on return to India for permanent settlement;
 - b. Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with PIN Code number, if not furnished earlier.
18. 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 Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/Registrar and Share Transfer Agent.
19. Members holding shares in physical form are requested to send all the communications pertaining to shares of the Company including share transfer lodgments, intimation of changes pertaining to their bank account details, mandates, nominations, change of address, e-mail id etc., if any, immediately to the Company's Registrar and Share Transfer Agent viz; Link Intime India Private Limited, C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli-West, Mumbai-400083. Members holding shares in electronic form must intimate the changes, if any, to their respective Depository Participants (DPs) only.
20. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or RTA, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
21. Members holding shares in single name and physical form can avail the facility of nomination in respect of shares held by them in physical form pursuant to the provision of Section 72 of the Companies Act, 2013. Members desiring to avail this facility may send their nomination in the prescribed Form SH-13 duly filed in to the Company's Registrar and Share Transfer Agent viz Link Intime India Private Limited at C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli-West, Mumbai- 400083 or Email on . Members holding shares in electronic mode may contact their respective Depository Participants, with whom they are maintaining their demat accounts, for availing this facility.
22. In terms of the Articles of Association of the Company read with Section 152 of the Companies Act, 2013, Mr. Shyamal

Prasad Shorewala (DIN: 00088077), is liable to retire by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment. The Director has furnished the requisite declarations for his re-appointment. The Board of Directors of the Company recommends his re-appointment.

23. Voting through electronic means:

In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the Listing Regulations, the Company is providing facility to exercise votes on resolutions proposed to be passed in the Meeting by electronic means, to members holding shares as on Friday, September 16, 2022 (as at the end of the business hours) being the cut-off date for the purpose of Rule 20(4)(vii) of the rules fixed for determining voting rights of members, entitled to participate in the remote e-voting process, through the e-voting platform provided by Link Intime India Private Limited from a place other than the venue of the Meeting (remote e-voting).

The remote e-voting facility will be available during the following period:

Commencement of remote e-voting: From 9.00 a.m. (IST) on Monday, September 19, 2022 and end of remote e-voting: Up to 5.00 p.m. (IST) on Thursday, September 22, 2022.

The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by Link Intime India Private Limited upon expiry of aforesaid period.

24. The Board of Directors has appointed Mr. Anish Gupta, partner of M/s Anish Gupta & Associates, Practicing Company Secretaries as the “**Scrutinizer**” for the purpose of scrutinizing the process of remote e-voting and e-voting system (“Insta Poll”) at the Meeting in a fair and transparent manner.

25. The Scrutinizer shall after the conclusion of voting at the general meeting, count the votes cast at the meeting through e-voting (“Insta Poll”) and votes cast through remote e-voting and shall make, not later than 48 hours of the conclusion of the AGM, a consolidated scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall counter sign the same and declare the result of the voting forthwith.

26. The results declared along with the report of the scrutinizer shall be placed on the Company’s website at www.abcgas.co.in and on the website of Link Intime India Private Limited immediately after the declaration of the results and simultaneously communicated to the Stock Exchanges, where the shares of the Company are listed. The result will be displayed on the notice board of the Company at its Registered Office.

27. In terms of Sections 124 and 125 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, (as amended) (the ‘IEPF Rules’), the Company is having long due share application money of Rs.9,500/- pending to transfer to IEPF Fund. The Company through its RTA is in the process of identifying the name of shareholders to whom the said amount is lying and upon getting the necessary information from RTA, the same will be transferred to IEPF.

28. In case of any general queries or information regarding the Annual Report, the Members may write to rohit@abcgas.co.in to receive an email response. However, queries on the accounts and operations of the Company or the businesses covered under the Notice may be sent to rohit@abcgas.co.in at least seven days in advance of the meeting so that the answers of the same may be replied suitably by the Company or may be made readily available at the meeting.

29. After the conclusion of AGM, the recorded transcript of the AGM shall as soon as possible be made available on the website of the Company at www.abcgas.co.in.

30. As the AGM is being held through VC/OAVM, the route map is not annexed to this Notice.

31. Remote e-Voting Instructions for shareholders:

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

Login method for Individual shareholders holding securities in demat mode is given below:

Individual Shareholders holding securities in demat mode with NSDL Existing IDeAS user can visit the e-Services website of NSDL viz... <https://eservices.nsdl.com> either on a personal computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. LINKINTIME and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period.

If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com> Select "Register Online for IDeAS Portal" or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>

Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://eservices.nsdl.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 i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

Individual Shareholders holding securities in demat mode with CDSL Existing users who have opted for Easi / Easiest, 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 able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

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 i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

Individual Shareholders (holding securities in demat mode) login through their depository participants You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. 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 i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

Login method for Individual shareholders holding securities in physical form is given below:

Individual Shareholders of the company, holding shares in physical form as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>

Click on “**Sign Up**” under ‘**SHARE HOLDER**’ tab and register with your following details: -

- A. User ID:** Shareholders 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) (Shareholders 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.

Shareholders/ members holding shares in **physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above*

- 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).
- Click “confirm” (Your password is now generated).

Click on ‘Login’ under ‘**SHARE HOLDER**’ tab.

Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘**Submit**’.

Cast your vote electronically:

After successful login, you will be able to see the notification for e-voting. Select ‘**View**’ icon.

E-voting page will appear.

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).

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.

Guidelines for Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL 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.

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 – 4918 6000.

Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 22- 23058542-43.

Individual Shareholders holding securities in Physical mode has forgotten the password:

If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- o Click on ‘Login’ under ‘SHARE HOLDER’ tab and further Click ‘forgot password?’
- o Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders 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.*

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No +Folio Number registered with the Company

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

Process and manner for attending the Annual General Meeting through InstaMeet:

1. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in>
- Select the “Company” and ‘Event Date’ and register with your following details: -
- A. Demat Account No. or Folio No:** Enter your 16 digit Demat Account No. or Folio No• Shareholders/ members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**• Shareholders/ members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**• Shareholders/ members holding shares in **physical form shall provide** 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. Mobile No.:** Enter your mobile number.**D. Email ID:** Enter your email id, as recorded with your DP/Company.

- Click “Go to Meeting” (You are now registered for InstaMeet and your attendance is marked for the meeting).

Please refer the instructions (annexure) for the software requirements and kindly ensure to install the same on the device which would be used to attend the meeting. Please read the instructions carefully and participate in the meeting. You may also call upon the InstaMeet Support Desk for any support on the dedicated number provided to you in the instruction/ InstaMEET website.

Instructions for Shareholders/ Members to Speak during the Annual General Meeting through InstaMeet:

1. Shareholders who would like to speak during the meeting must register their request 3 days in advance with the company on the specific email id created for the general meeting.
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.
3. Shareholders will receive “speaking serial number” once they mark attendance for the meeting.
4. Other shareholder may ask questions to the panellist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

Instructions for Shareholders/ Members to Vote during the Annual General Meeting through InstaMeet:

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 your 16 digit 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/ Members, who will be present in the Annual General Meeting through InstaMeet facility and 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. Shareholders/ Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/ participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/Members 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 any kind of aforesaid glitches.

In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to instameet@linkintime.co.in or contact on: - Tel: 022-49186175.

InstaMeet Support Desk

Link Intime India Private Limited

procedure of the manner in which persons who have acquired shares and become members of the company after the dispatch of notice:

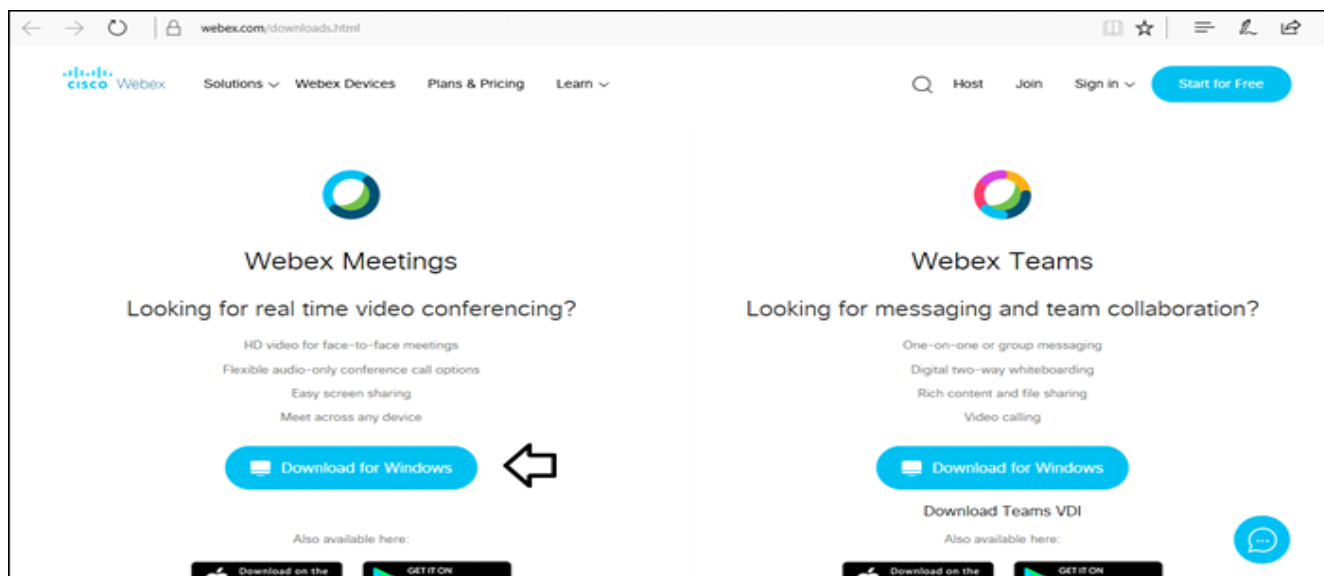
The Shareholder who have acquired shares and became member of the Company after dispatch of Notice can visit our webiste on link: <https://instavote.linkintime.co.in> also you can visit on companies Website on the link: <https://www.abcgas.co.in/annual-reports/>.

Annexure

Guidelines to attend the AGM proceedings of Link Intime India Pvt. Ltd.: InstaMEET

For a smooth experience of viewing the AGM proceedings of Link Intime India Pvt. Ltd. InstaMEET, shareholders/ members who are registered as speakers for the event are requested to download and install the Webex application in advance by following the instructions as under:

- a) Please download and install the Webex application by clicking on the link <https://www.webex.com/downloads.html/>

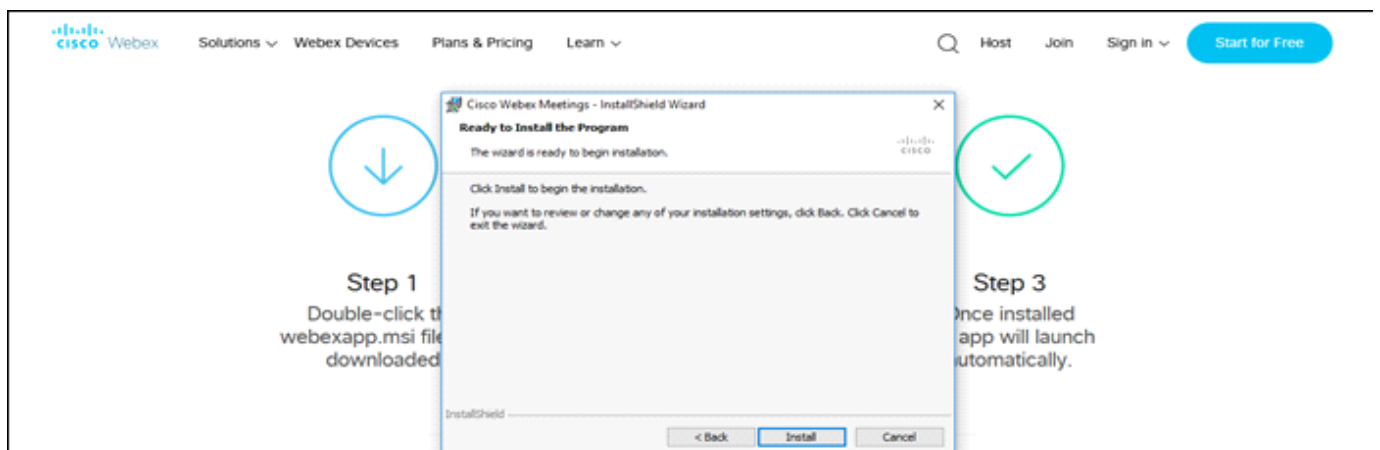
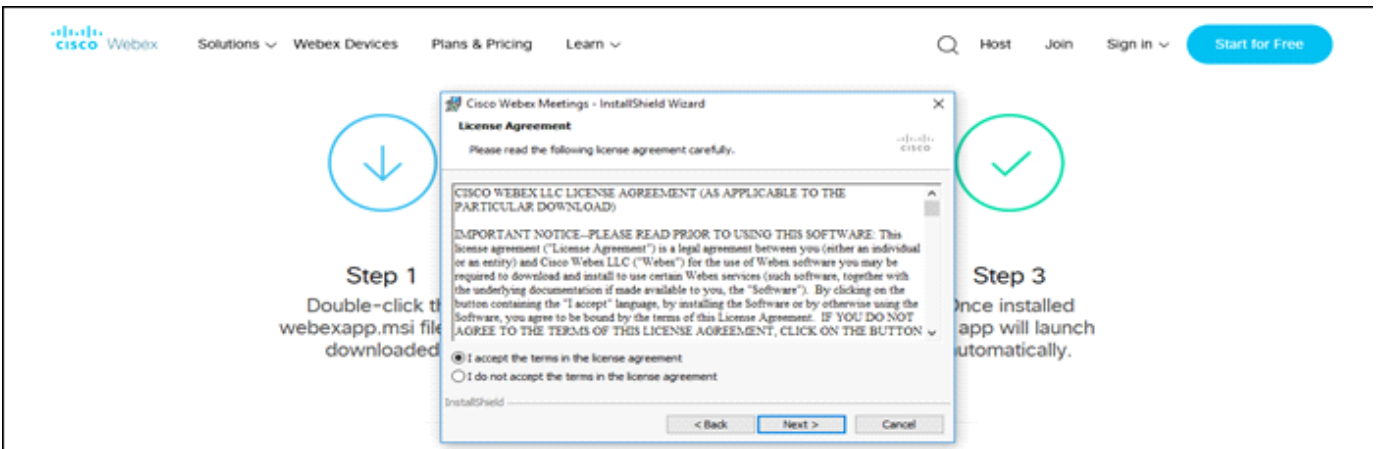
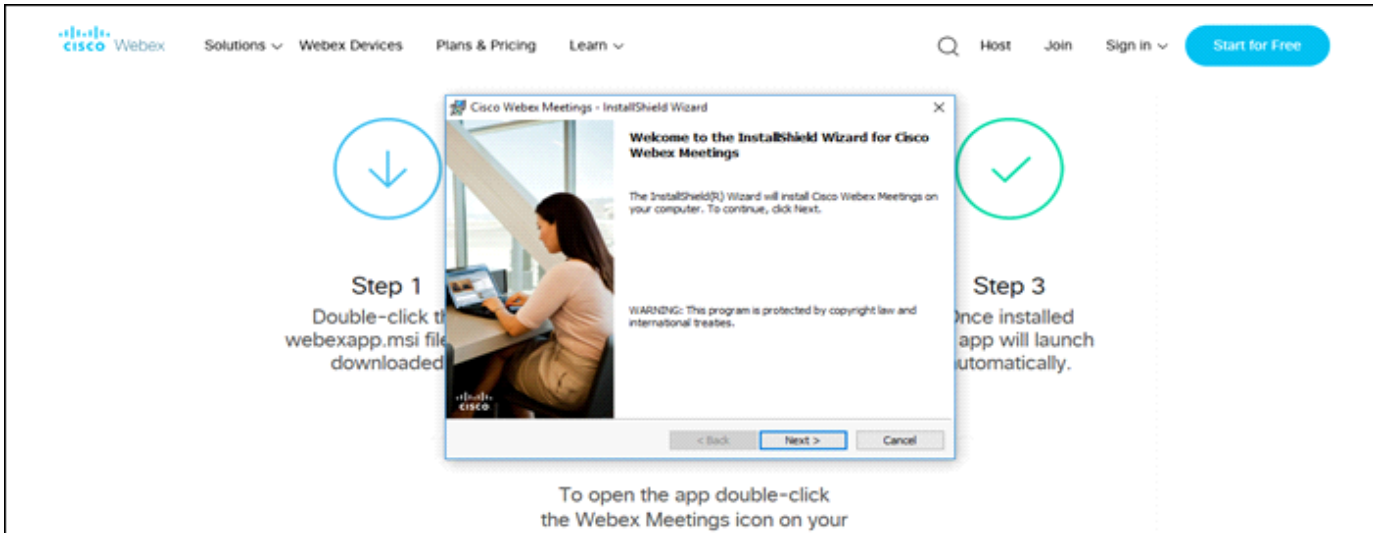


Step 1 Enter your First Name, Last Name and Email ID and click on Join Now.

1 (A) If you have already installed the Webex application on your device, join the meeting by clicking on Join Now

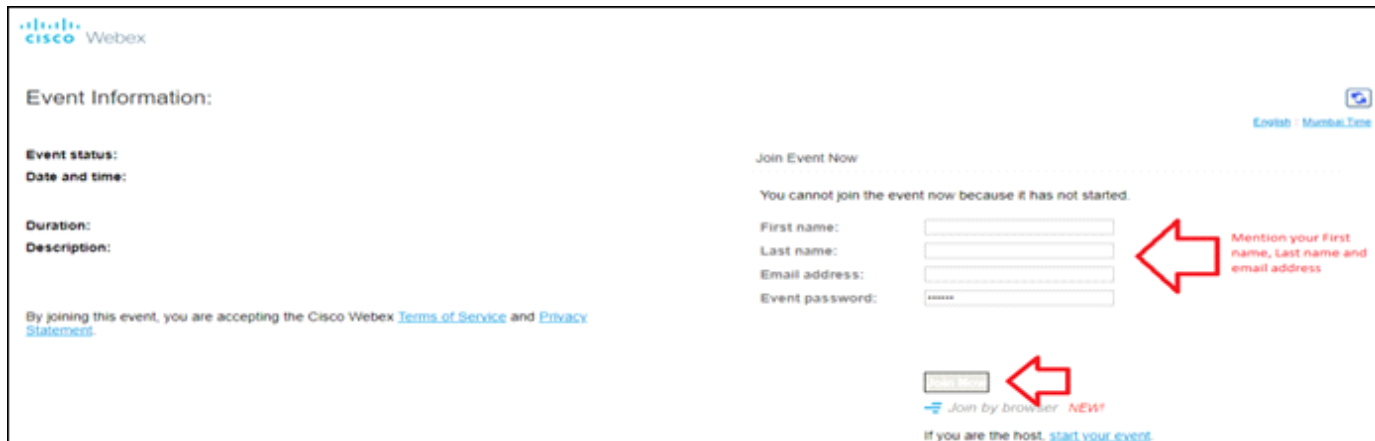
1 (B) If Webex application is not installed, a new page will appear giving you an option to either Add Webex to chrome or Run a temporary application.

Click on Run a temporary application, an exe file will be downloaded. Click on this exe file to run the application and join the meeting by clicking on Join Now



or

- b) If you do not want to download and install the Webex application, you may join the meeting by following the process mentioned as under:



By order of the Board
ABC Gas (International) Limited

Shyamlal Prasad Shorewala
Chairman
DIN:-00088077

Place: Mumbai
Date: 13.08.2022

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**ITEM No.3:**

Mr. Rohith Satish Shorewala (DIN:01650221) was appointed as Whole-time Director of the Company w.e.f 1st October, 2019 for a period of 5(five) years at the 39th Annual General Meeting of the Company held on 28th September, 2019.

Later on recommendation of Nomination and Remuneration Committee and Board of Directors, the Company at 41st Annual General Meeting held on 29th September, 2021 had obtained shareholders approval for making the payment of remuneration of an amount of Rs.35,000/- p.m. to Mr. Rohith Satish Shorewala, as the Whole Time Director of the Company with effect from 1st October, 2021. However, due to financial crises, the Company has not paid such remuneration to Mr. Rohith Satish Shorewala.

Looking at the performance evaluation report of Mr. Rohith Satish Shorewala as a Whole-time Directors and member of the Board and/or committee on all the criteria as defined in SEBI Guidance Note on Board Evaluation and individual performance evaluation scores and considering his background, experience, expertise and contributions to the Company and considering the request received from Mr. Rohith Satish Shorewala, the Board at their meeting held on May 28, 2022, on the recommendation of Nomination and Remuneration Committee and Audit Committee of the Company, had decided to revision in remuneration of Mr. Rohith Satish Shorewala (DIN:01650221), Whole Time Director of the Company, related party holding office or place of profit, w.e.f 25th July, 2022 in the following manner for the remaining period of his tenure ending on 30th September, 2024.

Perquisite: Payment to the Licensee Guest House Security Deposit and Rent as state below, used by Mr. Rohith Satish Shorewala (DIN:01650221), Whole Time Director for his residential purpose.

- Refundable Interest Free Security Deposit of an amount of Rs.10/- Lakhs only
- Rent of an amount of Rs.2,65,000/- p.m. for a period 25th July, 2022 to 24th July, 2023, Rs.2,78,250/- p.m. for a period 25th July, 2023 to 24th July, 2024 and Rs.2,92,163/- p.m. for remaining period till 30th September, 2024.

The details required pursuant to Section 188 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Power) Rules, 2014 are as below:

Sr. no	Particular	Details
1	Name of the Related Party	Mr. Rohith S. Shorewala
2	Name of the Director or Key Managerial Personnel who is related, if any,	Mr. Shyamal Prasad Shorewala and Mrs. Neelam Shorewala
3	Nature of relationship	Mr. Shyamal Prasad Shorewalais his grand father and Mrs. Neelam Shorewala is his mother
4	Nature, material terms, monetary value and particulars of the contract or arrangements;	Perquisite as stated above
5	any other information relevant or important for the members to take a decision on the proposed resolution.	None

Due to Inadequate profit, the payment of remuneration shall also requiredshareholders approval under section 197 read with Section II of Part II of Schedule V of the Companies Act, 2013.

Disclosure as required under Schedule V of the Companies Act, 2013 in relation to the approval of remuneration is given hereunder

I					General Information													
1	Nature of the Industry:		Trading of copper pipe and fittings															
2	Date or expected date of commencement of commercial production -		The Company commenced its business operations since incorporation.															
3	In case of new Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.		Not applicable															
4	Standalone Financial performance based on given Indicators		(Amount in Rs Lakhs)															
	Particular	31-03-2021 (Audited)	31-03-2020 (Audited)	31-03-2019 (Audited)														
	Operational Income/	42.29	116.33	76.79														
	Other Income	29.12	15.31	44.93														
	Total Income	71.41	131.64	121.72														
	Depreciation	3.44	3.39	3.32														
	Total Expenses	109.02	154.62	102.87														
	Exceptional Items	0.00	0.00	0.00														
	Tax Expenses	0.00	(0.74)	(2.76)														
	Net Profit/Loss	(41.05)	(25.64)	12.78														
	Equity Share Capital	198.00	198.00	198.00														
	Other Equity	(56.99)	(15.95)	9.69														
5	Foreign Investment or collaboration, if any		As on the date of this notice, the Company has made following ODI investments.															
II					Information about the appointee													
1	Background Details		Mr. Rohtih S Shorewala has over 15 years of experience in marketing of Non-Ferrous Products. An MBA with a specialization in Entrepreneurship, he has been instrumental in forging international partnerships with large companies that are market leaders in their own right.															
2	Past Remuneration		<table border="1"> <thead> <tr> <th>Year</th> <th>Remuneration</th> </tr> </thead> <tbody> <tr> <td>2017-2018</td> <td>Nil</td> </tr> <tr> <td>2018-2019</td> <td>Nil</td> </tr> <tr> <td>2019-2020</td> <td>Nil</td> </tr> <tr> <td>2020-2021</td> <td>Nil</td> </tr> <tr> <td>2021-2022</td> <td>Nil</td> </tr> </tbody> </table>				Year	Remuneration	2017-2018	Nil	2018-2019	Nil	2019-2020	Nil	2020-2021	Nil	2021-2022	Nil
Year	Remuneration																	
2017-2018	Nil																	
2018-2019	Nil																	
2019-2020	Nil																	
2020-2021	Nil																	
2021-2022	Nil																	

	3	Recognition or awards	None
	4	Job Profile and his suitability	As a Whole-time Director of the Company he is responsible for all aspects of finance, investor relations, fund raising, controlling, accounting, financial reporting, tax compliance, financial systems implementation, and devising the strategy for our Company. Taking into account his previous experience, educational background, knowledge about the industry and the nature and size of operations of the Company, he is a fit and proper person as the Whole-time Director of the Company.
	5	Remuneration proposed	Detailed of proposed remuneration is stated in the resolution set forth in Item No.3 of the Notice.
	6	Comparative remuneration profile with respect to industry, size of company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Owing to the competitive business environment and headwinds faced by the company, Mr. Shorewala has agreed to serve the board without any remuneration.
	7	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	Mr. Shorewala is part of the promoter group of the company and holds shares of the company.
III	Other Information		
	1	Reasons of Loss or Inadequate Profits	As on March 31, 2022, the Company has inadequate profit of approx. 25.12 Lakhs. As far as inadequate profit, over the Last 6 years, the Company is in process of building professional talented team and has spent lot of time on ideation on new products and stays positive on business.
	2	Steps taken or proposed to be taken for improvement	The Company is getting the fruit of its Strategy implemented and the Company has outlined the strategy to counter such situations and to spur the next level of growth. These include: <ul style="list-style-type: none"> • Raising cash flow by liquidating assets for working capital requirement and debt reduction in the company. Identify new high growth products and diversification of customers in new industries
	3	Expected Increase in productivity and profits in measurable terms.	The Company is getting the fruit of its Strategy implemented, therefore the inadequate profit earned by the Company is expected to increase in coming financial year. In the uncertain economic conditions, it is very difficult to project the exact business projection vis-à-vis the financial ratios.
IV	Disclosures:		
		The Following disclosures is being mentioned in the Board of Director's report:	
	(i)	all elements of remuneration package such as salary, benefits, bonuses, stock options, pension, etc., of all the directors;	
	(ii)	details of fixed components and performance linked incentives along with the performance criteria;	
	(iii)	service contracts, notice periods, severance fees; and	
	(iv)	stock option details, if any, and whether the same had been issued at a discount as well as the period over which accrued and over which exercisable.	

The company has not committed any default in payment of dues to any bank or public financial institution or non-convertible debenture holders or any other secured creditor.

In terms of Section 188, 197, 198 and other applicable provisions of the Act read with Schedule V of the Act and the Rules made thereunder and in terms of the applicable provisions of the Listing Regulations, approval of the Members for is being sought by way of a special resolution as set out in Item No.3 of this AGM Notice.

A copy of relevant documents pertaining to aforesaid matter would be made available for inspection by the members through electronic mode up to the date of AGM and at the AGM. Members seeking to inspect such documents can send an e-mail to cs@abcgas.co.in requesting for the same and the said documents shall be open for inspection by the Members at the registered office of the Company on all working days, except Saturdays, Sundays and public holidays, between 11.00 a.m. to 1.00 p.m. upto the date of AGM and at the AGM.

Mr. Rohith Shorewala and his relatives including Mrs. Neelam Shorewala and Mr. Shyamal Prasad Shorewala, being Directors and/or members of the Promoter Group, are interested in the resolution.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are in anyway, concerned or interested, financially or otherwise, in this resolution.

The Board recommends a special resolution as set out in Item No.3 of the Notice to the Members for their consideration and approval.

By order of the Board
ABC Gas (International) Limited

Shyamal Prasad Shorewala
Chairman
DIN:-00088077

Place: Mumbai

Date: 13.08.2022

Registered Office:

1, Mahesh Villa, Worli,

Mumbai – 400 018

Annexure to the Notice**Details of the Directors seeking re-appointment as Director liable to retire by rotation in the forthcoming Annual General Meeting**

[Pursuant to Regulations 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meeting]

ANNEXURE - A

Name of the Director	Mr. Shyamlal Prasad Shorewala
DIN	88077
Date of Birth	24-08-1934
Age	88 Years
Date of First Appointment on the Board	17-01-1980
Qualification	Graduate
Brief Resume, Experience and Expertise in Functional Area	He has more than 50 years of Experience in Non- Ferrous Metal Industry. He was the Past President of INFMMA and He was Vice president of Hindalco Industries Limited.
Number of Meetings of the Board attended during the year	Information pertaining to number of Board/Committee Meetings attended during the year is provided in the Directors Report which forms part of the Annual Report (2021-22), which is circulated along with this AGM Notice
Remuneration last drawn	NIL
Remuneration sought to be paid	30,000 P.M
List of Listed Companies and/or Bodies Corporate in which Directorships Held	1. DELTA PIPE FITTINGS PRIVATE LIMITED 2. ABC TUBE INDUSTRIES LIMITED 3. SINCERE DISTRIBUTORS PRIVATE LIMITED
Membership(s)/Chairmanship(s) of the committees of Directors of other Companies	NIL
Shareholding in the Company including as a beneficial owner	2,89,259 (14.61%)

ABC GAS (INTERNATIONAL) LIMITED

CIN: L27100MH1980PLC022118

Registered Office: 1, Mahesh Villa, Worli, Mumbai-400018 Tel.:022-24935508/24938697

E-mail: cs@abcgas.co.in Website: www.abcgas.co.in

E-COMMUNICATION REGISTRATION FORM

Dear Shareholder,

Pursuant to provisions of Rule 11 of the Companies (Accounts) Rules, 2014 and Regulation 36 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, Companies can send Annual Report in electronic mode to shareholders who have registered their email addresses for the purpose. Further, according to provisions of Rule 18 of the Companies (Management and Administration) Rules, 2014, the Company required to provide an advance opportunity at least once in a financial year, to the member to register his/her e-mail address and changes therein and such request may be made by only those members who have not got their email id recorded or to update a fresh email id and not from the members whose e-mail ids are already registered.

We therefore request to all our shareholders to intimate by sending the duly filled form given below to receive communication from the Company in electronic mode to our Investor Service Department at the Registered Office of the Company. You can click on link https://web.linkintime.co.in/EmailReg/Email_Register.html to fill the data.

Let's be part of this 'Green Initiative'!

Best Regards,

Rohith S. Shorewala**Director**

E-COMMUNICATION REGISTRATION FORM

To,

Link Intime India Private Limited**Unit: ABC Gas (International) Limited**

C-101, 1st Floor, 247 Park,

Lal Bahadur Shastri Marg,

Vikhroli-West, Mumbai- 400083

Dear Sir / Madam,

I hereby register / update my email address provided below for receiving all communication from the Company through electronic mode:

Folio No. / DP ID & Client ID	
Name of the First Registered Holder	
Name of the Joint Holder(s), (if any)	
Registered Address	
Email ID (to be Registered)	
Signature of the First Registered Holder	
Date	

Notes:

1. On registration / updation, all the communications will be sent to the registered e-mail Id.
2. The form is also available on the website of the Company www.abcgas.co.in under the heading "Investor relations" by the name "E-Communication Registration Form".
3. Members holding shares in electronic mode are requested to ensure to keep their e-mail Id updated with the Depository Participants with whom they are holding their Demat Account.
4. Members are requested to keep their depository participants / Company's Registrar Link Intime India Private Limited informed as and when there is any change in the e-mail Id. Unless, the email Id given hereunder is changed by you by sending another communication in writing, the Company will continue to send all the communication to you on the Registered Email IDs.