



Bhagyanagar Gas Ltd.

# BHAGYANAGAR GAS LTD

A JOINT VENTURE OF GAIL (India) Ltd. & HPCL

**Notice is hereby given that an Extra-ordinary General Meeting (EGM) of the company will be held on Friday 24<sup>th</sup> May 2024 at 3.00 P.M. through Video Conference/ other Audio Visual Means facility at the registered office of the Company to transact the following Special Business:-**

**SPECIAL BUSINESS: -**

**ITEM NO. 1**

**TO INCREASE THE AUTHORISED SHARE CAPITAL OF THE COMPANY :-**

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

“**RESOLVED THAT** pursuant to provisions of Section 61, 64 and other applicable provisions, if any, of the Companies Act, 2013, consent be and is hereby accorded, to increase the Authorised Share Capital of the company from Rs.100 crores (Rupees Hundred Crore) divided into 10,00,00,000 (Ten crore) equity shares of Rs.10/- (Rupees Ten) each to Rs. 120 crores (Rupees One Hundred and Twenty Crores) divided into 12,00,00,000 (Twelve crore) equity shares of Rs.10/- (Rupees Ten) each ranking paripassu with the existing equity shares in the Company.”

**ITEM NO. 2**

**ALTERATION TO THE CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION:-**

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

“**RESOLVED THAT** pursuant to the provisions of Section 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013, consent be and is hereby accorded to modify the existing Clause V of the Memorandum of Association of the Company by substituting the existing Clause V of the Memorandum of Association of the Company with the below mentioned new Clause V:

- V. The Authorised Capital of the Company is Rs.120,00,00,000 (Rupees One Hundred and Twenty Crore only) divided into 12,00,00,000 (Twelve Crore only) equity shares of Rs.10/- each.



### ITEM NO. 3

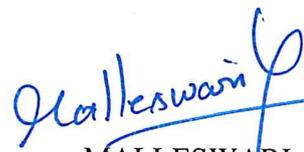
#### ALTERATION TO THE ARTICLES OF ASSOCIATION:-

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

“**RESOLVED THAT** pursuant to the provisions of Section 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013, consent be and is hereby accorded to modify the existing Article 3 of the Articles of Association of the Company by substituting the new Article.

3. The Authorised Share Capital of the Company is Rs.120,00,00,000 (Rupees One Hundred and Twenty Crores only) divided into 12,00,00,000 (Twelve Crore) equity shares of Rs.10/- each payable in the manner as may be determined in the Board from time to time with power to increase, reduce, subdivide, convert or to repay the same or divide the same in several classes and to attach thereto any rights and consolidate or subdivide or re-organize the shares, subject to provisions of the Act and to vary such rights as may be determined in accordance with the Articles.”

By Order of the Board  
For BHAGYANAGAR GAS LIMITED

  
MALLESWARI  
COMPANY SECRETARY  
Member Ship No: F6574



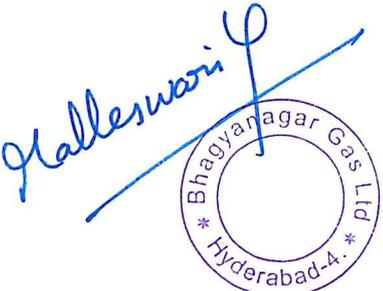
Place : Hyderabad  
Date : 27-04-2024

#### NOTES

1. Statement pursuant to Section 102(1) of the Companies Act, 2013 (the “Act”), in respect of the Special Business to be transacted at the Extra Ordinary General Meeting (“EGM”) is annexed hereto.
2. The Ministry of Corporate Affairs (“MCA”) has vide its circular no 09/2023 dated 25<sup>th</sup> September 2023 read with Circular No 14/2020 dated April 08, 2020, General Circular No.03/2022 dated 5<sup>th</sup> May 2022, General Circular No. 11/2022 and December 28, 2022, (collectively referred to as “MCA Circulars for EGM”) permitted the holding of the EGM through Video Conferencing (VC) / Other Audio-Visual Means (OAVM), without the physical presence of the Members at a common venue. Accordingly, in compliance with the provisions of the Act, and MCA Circulars, the EGM of the Company is being held through VC/OAVM.

3. Since the EGM is being held through VC/OAVM, without physical attendance of Members, the facility for appointment of proxies will not be available for the EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
4. In compliance with the aforesaid MCA Circulars dated January 05, 2023 Notice of the EGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company / National Securities Depositories Limited (NSDL) (“Depositories”) and may note that the Notice of EGM will also be available on the Company’s website at [www.bglgas.com](http://www.bglgas.com).
5. **Members holding shares in physical form are requested to consider converting their holding to dematerialized form at the earliest**, by writing a letter to Company Secretary or M/s KFin Technologies Limited, Tower – B, Plot No. 31 & 32 Survey No. 116/22, 115/24, 115/25 Financial District, Nanakramguda Hyderabad, Telangana, India - 500 032
6. Corporate members are required to send to the Company, a certified copy of the Board Resolution/ Authorised nomination Letter according to section 113 of the Companies Act 2013, through e-mail at [malleswari@bglgas.com](mailto:malleswari@bglgas.com) or by post **addressing to Company Secretary**.
7. If there is any change in the e-mail ID already registered with the Company, members are requested to immediately notify such change to the Company or its RTA in respect of shares held in physical form and to DPs in respect of shares held in electronic form.
8. Members attending the EGM through VC/OAVM shall be counted to reckon the quorum under Section 103 of the Companies Act, 2013

*Malleswari*



Bhagyanagar Gas Ltd  
Hyderabad-4

**Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 :-**

**ITEM NO.1,2 AND 3:**

The present authorized equity share capital of the Company is Rs.100,00,00,000/- (Rupees One Hundred Crore only) divided into 10,00,00,000 (Ten Crore) Equity Shares of Rs.10/- (Rupees ten only) each. The Board of Directors at their 150<sup>th</sup> Board Meeting have approved to increase the Authorized capital of the Company from Rs.100,00,00,000/- (Rupees One Hundred Crore only) divided into 10,00,00,000 (Ten Crore) Equity Shares of Rs.10/- (Rupees ten only) each to Rs.120,00,00,000/- (Rupees one Twenty crore only) divided into 12,00,00,000 (Twelve Crore) Equity Shares of Rs.10/- (Rupees ten only) each ranking pari passu in all respects with existing equity shares of the Company.

For this purpose, the Clause V of the Memorandum of Association and Article 3 of the Articles of Association of the Company is proposed to be suitably altered as set out at Item No. 2 and 3 of the accompanying Notice.

The Board of Directors accordingly recommended the resolutions set out in Item No.1, 2 and 3 for the approval of Shareholders .

None of the Directors / Key Managerial Personnel or their relatives concerned or interested in the proposed resolution:

By Order of the Board  
For BHAGYANAGAR GAS LIMITED

Place : Hyderabad  
Date : 27-04-2024

  
MALLESWARI  
COMPANY SECRETARY  
Member Ship No: F6574

