

NOTICE OF 15th ANNUAL GENERAL MEETING

Notice is hereby given that 15th Annual General Meeting of the Members of Bhayanagar Gas Limited will be held on Monday, 24th September 2018 at 3.00 P.M. at the Regd. Office of the company situated at Second Floor, Parisrama Bhawan, APIDC Building, Basheer Bagh, Hyderabad - 500 004 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited Financial Statements for the financial year ended 31st March, 2018 and Report of Board of Directors' and Auditors' Report thereon.
2. To appoint a Director in place of Shri Sanjiv Gujral (DIN 07808552) who retires by rotation and being eligible, offers himself for re-appointment.
3. To authorize Board of Directors of the Company to fix remuneration of Statutory Auditors of the Company M/s S.Daga & Co., Chartered Accountants (Firm Registration No: 000669S) appointed by Comptroller and Auditor General of India for the financial year 2018-19, in terms of the provisions of Section 142 of the Companies Act, 2013.

SPECIAL BUSINESS

4. Appointment of Shri S.V Prasad (DIN 02897631) as Director on the Board.

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

“RESOLVED THAT, Shri S.V Prasad (DIN 02897631) who was appointed as an Additional Director of the Company by the Board of Directors w.e.f 27th April 2018 and in terms of section 161 of the Companies Act, 2013, and who holds office up to the date of this Annual General Meeting and is eligible for appointment in respect of whom the Company has received a notice in writing from a member signifying his intention to propose him as a candidate for the office of the Director, be and is hereby appointed as a Director of the Company liable to retire by rotation.”

5. Appointment of Shri S.V Prasad (DIN 02897631) as Managing Director on the Board.

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

“RESOLVED THAT, pursuant to the provisions of Sections 196, 197, 198 and Schedule V and other applicable provisions if any of the Companies Act, 2013, consent of the Company be and is hereby accorded to the appointment of Shri S.V Prasad (DIN 02897631) as Managing Director for a period of three years with effect from 27th April 2018 to 26th April 2021 on such terms and conditions as set out in the Explanatory Statement attached to this notice.

RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing resolution, the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in the said regard.”

6. Appointment of Shri Satyabrata Bairagi (DIN 08167365) as Director on the Board.

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

“RESOLVED THAT, Shri Satyabrata Bairagi (DIN 08167365) who was appointed as an Additional Director of the Company by the Board of Directors w.e.f 2nd July 2018 and in terms of section 161 of the Companies Act, 2013, and who holds office up to the date of this Annual General Meeting and is eligible for appointment in respect of whom the Company has received a notice in writing from a member signifying his intention to propose him as a candidate for the office of the Director, be and is hereby appointed as a Director of the Company liable to retire by rotation.”

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7. Remuneration to Cost Auditors for financial year 2018-19.

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

“RESOLVED THAT, the Board of Directors of the Company be and is hereby authorised to fix the remuneration to Cost Auditor (s) to be appointed by the BOD of the Company to conduct the audit of cost records of various units of the Company for the financial year 2018-19”

By order of the Board
(Bhayanagar Gas Limited)


(MALLESWARI G)
Company Secretary

Place: Hyderabad
Date: 24.08.2018

NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT ANNUAL GENERAL MEETING (THE MEETING) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXY FORM DULY COMPLETED SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE SCHEDULED TIME OF THE MEETING (PROXY FORM IS ANNEXED HEREWITH).

Pursuant to the provisions of section 105 of the Companies Act, 2013, a person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or member.

A proxy form is sent herewith. Proxies submitted on behalf of the Companies must be supported by appropriate resolution.

2. Explanatory Statement pursuant to section 102 of the Companies Act, 2013 read with Secretarial Standards issued by the Institute of Company Secretaries of India in respect of the Special Business is annexed hereto.
3. Corporate members intending to send their authorized representative(s) to attend the meeting are required to send a duly certified copy of the Board Resolution/Power of Attorney authorizing their representative to attend and vote on their behalf at the meeting.
4. Members/Proxies are requested to bring the attendance slips duly filled in to the meeting.

IMPORTANT COMMUNICATION TO MEMBERS

As per provisions of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, Company may give notice etc. through electronic mode i.e., by e-mail as a text or as an attachment to e-mail or as a notification providing electronic link. This year also, your Company has sent the email of notice of AGM members who are entitled to attend the same and also hosted on the website of the Company apart from posting the Annual Report.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO 4 & 5:

As per the recommendations of "Nomination and Remuneration Committee" Board of Directors have appointed Shri Sankavaram Venkateswara Parasad, nominee of GAIL, as Managing Director of Bhagyanagar Gas Limited for a period of three years with effect from 27th April 2018 to 26th April 2021 in pursuance of Article 31 of the Articles of Association of the Company and the provision of Section 196, 197, 198 and schedule V of the Companies Act, 2013 w.e.f 27th May 2018 to 26th May 2021.

In this regard, the Company has received request in writing from a shareholder of the company proposing his candidature for appointment as Director of the Company.

Shri S.V. Prasad is a Graduate in BE (Electrical Engineering) and Post Graduate in MBA Project Management. He is a certified Chartered Engineer and Fellow of Institution of Engineers, Kolkotta. He joined GAIL in November 1988 as Asst. Executive Engineer.

Before take over as MD, BGL on 27th April 2018, Sh. S.V Prasad has worked for various crucial assignments under various cadres as given below:

- From 1988 to 1997, he worked for the construction of LPG Recovery- Plant at Vijaipur, M.P, and also followed by its Commissioning, Operation & Maintenance.
- From 1997 to 2003, he worked for Construction, Commissioning, Operation & Maintenance of LPG Plant at Usar, Maharashtra State.

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- From 2003 to 2009, he worked for the Construction, Commissioning, Operation & Maintenance of 600 Kms. Visakhapatnam-Secunderabad LPG Pipeline.
- From 2009 to 2014, he worked for the BGL, and executed CGD Projects and O&M in the cities of Hyderabad, Vijayawada and Kakinada.
- From 2014 to 2018, he worked as CGM (O&M) of NCR GAIL, in Operation Maintenance of 2000 kms. of Pipeline Network covering 7 States, supplying 28 MMSCMD per day under NCR Zone

He has also actively participated in various Technical Seminars and Workshops at National and International level on O&M and Pipeline integrity and Senior Managerial Developmental Programs. He is a certified lead Auditor for ISO 9001 and also 'Six Sigma' Black Belt certified.

The terms and conditions of the appointment of Sh. SV Prasad who is on deputation to BGL are as under:-

Period

Period of appointment is 3 years w.e.f 27th May 2018 to 26th May 2021

Salary

Basic pay per month Rs.2,07,230/- In addition he is entitled to variable D.A., Educational and Hostel Allowances, Professional Pursuit Allowances, deputation allowances and other allowances as per rules of GAIL.

Annual Increment as per rules of GAIL

In addition to salary, the following perquisites will be provided as per relevant applicable rules of GAIL:-

Housing	HRA/ Company Leased Accommodation as per applicable rules of GAIL
PF Contribution	Contribution to Provident Fund, Superannuation Benefit Fund Scheme in accordance with the Rules of GAIL
Gratuity	Gratuity as per the applicable rules of GAIL

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Conveyance	Car with driver at the place of posting, presently Hyderabad
Entertainment expenses and other business expenses	Reimbursement of travelling and other expenses incurred for the business of the Company.
Leave	Leave as per the Rules of GAIL
Other allowances, benefits and perquisites	Other allowances, benefits and perquisites etc. as per the Rules of GAIL

As per Section 197 (1) of the Companies Act, 2013 the total managerial remuneration payable by public company to its directors, including Managing Director and Whole Time Director and its manger in respect of any financial year shall not exceed 11% of net profits of the company.

However, as per section 197(3) of the Companies Act,2013 if any financial year, company has no profits or its profits are inadequate, Managerial Remuneration payable to Managing Director and Whole Time Director and its manager shall be as per the limits specified in Section II of Part II of Schedule V of the Companies Act, 2013.

Shri Sankavaram Venkateswara Parasad, is interested in this Resolution mentioned at Item No. 4 & 5 of the Notice to the extent of his appointment as Director.

Other than Shri Sankavaram Venkateswara Parasad, no other Directors, Key Managerial Personnel or their relatives are concerned or interested in the Resolutions mentioned at Item No. 4 & 5 of the Notice.

Qualifications	BE (Electrical Engineering) and Post Graduate in MBA Project Management. Certified Chartered Engineer .
Experience	30 Years
Date of First Appointment	27 th April 2018
Relationship with Other Key Managerial Personnel (KMPs) and Directors	No relationship with other Key Managerial Personnel (KMPs) and Directors.
Shareholding in the Company	NIL
Other Director ship in other Companies	NIL
No.of meetings of the Board attended from 01-04-2017 to 31-03-2018 after from the date of his appointment.	NIL , his appointment date is 27 th April 2018.

Your Directors recommend the resolution for approval of shareholders as a Special Resolution.

ITEM NO 6:-

Shri. S. Bairagi (DIN 08167365), was appointed as an additional Director by the Board of Directors w.e.f 27th June 2018 in accordance with the provisions of Section 161 of the Companies Act 2013 and the Articles of Association of the Company and he holds office up to the date of the ensuing Annual General Meeting.

In this regard, the Company has received request in writing from a shareholder of the company proposing his candidature for appointment as Director of the Company.

Shri S. Bairagi is Mechanical Engineering (B-Tech) from IIT, Kharagpur, and Acquired Management and leadership knowledge through Executive Management Programs from IIM Kolkata, IIM Lucknow and ISB Hyderabad. Also completed program on Maximizing Leadership Potential from Harvard Business School.

- 30 years of rich experience in Oil & Gas Industry with GAIL (India) Limited in various functions like Projects Execution, Operation & Maintenance of Pipeline & its associated installations, Research & Development and Marketing of Natural Gas & Petrochemicals.
- He Was involved in project execution of part of HVJ Natural Gas pipeline. Long experience in Operation & Maintenance of compressor station and Natural gas pipeline.
- Headed GAIL's R&D team for 3 years.
- Served in leadership position as Officer- In-Charge of Jhabua compressor station - one of the six Compressor stations in HVJ pipeline system. Also led Central Integrity Management Group of Corporate O&M.
- 3 years of experience in Corporate Marketing - Gas Transmission, International & domestic gas sourcing.
- Served 2 years with dual responsibility of heading Jamnagar-Loni LPG pipeline system as well as Marketing head of Jaipur Zonal Office.

Shri S. Bairagi (DIN 08167365), is interested in this Resolution mentioned at Item No. 6 of the Notice to the extent of his appointment as Director.

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Other than Shri S.Bairagi (DIN:08167365) no other Directors, Key Managerial Personnel or their relatives are concerned or interested in the Resolutions mentioned at Item No. 6 of the Notice.

Qualifications	Mechanical Engineering (B-Tech) from IIT, Kharagpur, and Acquired Management and leadership knowledge through Executive Management Programs from IIM Kolkata, IIM Lucknow and ISB Hyderabad. Also completed program on Maximizing Leadership Potential from Harvard Business School.
Experience	30 Years.
Date of First Appointment	27 th June 2018.
Relationship with Other Key Managerial Personnel (KMPs) and Directors	No relationship with other Key Managerial Personnel (KMPs) and Directors.
Shareholding in the Company	NIL
Other Directorship in other Companies	Indraprastha Gas Limited
No.of meetings of the Board attended from 01-04-2017 to 31-03-2018 after from the date of his appointment.	NIL , his appointment date is 27 th June 2018.

Your Directors recommend the resolution for approval of shareholders as an Ordinary Resolution.

ITEM NO. 7

In accordance with the provisions of section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, consent of the shareholders taken in the 14th Annual General Meeting, for authorizing the Board to approve the remuneration payable to the Cost Auditors for the financial year 2017-18.

The Board of Directors of the Company passed a resolution for appointment and remuneration payable to M/s Nageswara Rao & Co, Cost Accountants, Hyderabad [bearing Firm Registration Number 000332] to conduct the audit of the cost records of the Company for the financial year 2017-18.

Cost auditors for FY 2018-19 are yet to be appointed by the Board, therefore, consent of the is sought for authorizing the Board to approve the remuneration payable to the Cost Auditors for the financial year 2018-19.

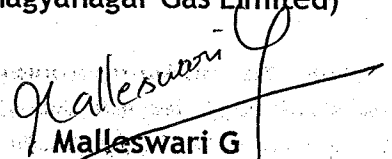
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No Directors, Key Managerial Personnel and/or their relatives, is/are interested or concerned, financially or otherwise in the 7.

Your Directors recommend the resolution for approval of shareholders an ordinary resolution.

By Order of the Board
(Bhagyanagar Gas Limited)

Place: Hyderabad
Date: 24.08.2018


Malleswari G
Company Secretary