

## NOTICE

Notice is hereby given that the Thirty Sixth Annual General Meeting of the Shareholders of the Company will be held on Tuesday, the 17<sup>th</sup> September 2019 at 11.30 a. m. at the Registered Office of the Company at Expo House, 150, Sheriff Devji Street, Mumbai - 400 003 to transact the following business: -

### ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31<sup>st</sup> March 2019 and statement of Profit & Loss Account for the financial year ended on that date together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Murtuza Mewawala (DIN : 00125534), who retires by rotation and, being eligible, offers himself for re-appointment.
3. To ratify the appointment of M/s. J. H. Gandhi & Co., Chartered Accountants (Firm Reg. No. 116513W), as Statutory Auditors of the Company to hold office until the conclusion of the Thirty Seventh (37<sup>th</sup>) Annual General Meeting, on such remuneration and reimbursement of out-of-pocket expenses, as may be agreed by the Board of Directors of the Company from time to time.

### SPECIAL BUSINESS

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ('Act'), the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as amended from time to time, Mr. Shailesh Dhimantlal Shah (DIN: 06953175) , who was appointed as an Independent Director at the 31<sup>st</sup> Annual General Meeting of the Company and who holds office up to September 17, 2019 and who is eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed there under and Regulation 16(1)(b) of Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, based on the recommendations of the Nomination and Remuneration Committee, to hold office for a second term of 5 (five) consecutive years commencing with effect from conclusion 36<sup>th</sup> Annual General Meeting up to the conclusion of 41<sup>st</sup> Annual General Meeting, not liable to retire by rotation."

**"RESOLVED FURTHER THAT** the Board, be and is hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution."

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ('Act'), the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as amended from time to time, Mr. Sajjadhussein Nathani (DIN: 00195888), who was appointed as an Independent Director at the 31<sup>st</sup> Annual General Meeting of the Company and who holds office up to September 17, 2019 and who is eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, based on the recommendations of the Nomination and Remuneration Committee, to hold office for a second term of 5 (five) consecutive years commencing with effect from conclusion 36<sup>th</sup> Annual General Meeting up to the conclusion of 41<sup>st</sup> Annual General Meeting, not liable to retire by rotation."

**"RESOLVED FURTHER THAT** the Board, be and is hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution."

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ('Act'), the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as amended from time to time, Mr. Tribhuvan Nath Tripathi (DIN: 05336984), who was appointed as an Independent Director at the 31<sup>st</sup> Annual General Meeting of the Company and who holds office up to September 17, 2019 and who is eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed there under and Regulation 16(1)(b) of Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, based on the recommendations of the Nomination and Remuneration Committee, to hold office for a second term of 5 (five) consecutive years commencing with effect from conclusion 36<sup>th</sup> Annual General Meeting up to the conclusion of 41<sup>st</sup> Annual General Meeting, not liable to retire by rotation."

**“RESOLVED FURTHER THAT** the Board, be and is hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution.”

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

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions, if any, read along with Schedule V of the Companies Act, 2013 (**‘Act’**) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, the consent of the Members be and is hereby accorded to the Increase in remuneration of Mr. Hasanain Mewawala, Managing Director of the Company for a balance period of his tenure with effect from 1<sup>st</sup> July, 2019, not liable to retire by rotation, upon the terms and conditions set out in the Statement annexed to the Notice convening this Meeting, including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during his said tenure within the overall limits of Section 197 of the Act, as recommended by the Nomination and Remuneration Committee, with liberty to the Board of Directors to alter and vary the terms and conditions of remuneration as it may deem fit and in such manner as may be agreed to between the Board and MD.

**“RESOLVED FURTHER THAT** the Board of Directors (the **‘Board’** which term includes a duly constituted Committee of the Board) be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

#### NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXIES IN ORDER TO BE EFFECTIVE MUST BE LODGED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
2. The Annual Report will also be available on the website of the Company at [www.expgas.com](http://www.expgas.com) in the Investors relation section.
3. The Register of Members and the Share Transfer Book will remain closed from Tuesday the 10<sup>th</sup> September 2019 to Tuesday the 17<sup>th</sup> September 2019 (Both days inclusive) for the purpose of Annual General Meeting.
4. Members are requested
  - (i) To bring their copy of Annual Report and Attendance Slip duly filled up and signed at the meeting.
  - (ii) To quote their folio / identification number in all correspondence with the Company or its Registrar and Share Transfer Agents.
  - (iii) Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified true copy of the Board

Resolution authorizing their representative to attend and vote on their behalf at the meeting.

**(iv) All the members are requested to :**

Intimate immediately any change in their address to Company's registrar and Share transfer agent.

Adroit Corporate Services Private Limited  
19, Jaferbhoy Industrial Estate  
1<sup>ST</sup> Floor, Makwana Road,  
Marol Naka, Andheri (East),  
Mumbai - 400 059.  
Tel No: - 42270427 / 42270426 Fax: - 28503748

Members holding shares in electronic form are advised to inform change in address directly to their respective depository's participants.

- i Send all correspondence relating to transfer and transmission of shares to Registrar and Transfer agent and not to the Company.
  - ii Send their queries related to accounts and operations of the Company at least 10 days in advance so that required information can be made available at the meeting.
  - iii Intimate Registrar and Share Transfer Agents M/s. Adroit Corporate Services Private Limited for consolidation of their folios, in case they are having more than one folio.
5. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their registered email id, bank details, NECS, mandates, nominations, power of attorney etc to their Depository Participants. Changes intimated to the Depository Participants will then be automatically reflected in the Company's records which will help the Company and its Registrar and Transfer Agents, M/s. Adroit Corporate Services Private Limited, to provide efficient and better service to the Members. Members holding shares in physical form are requested to advise such changes to the Company's Registrar and Transfer Agents, M/s. Adroit Corporate Services Private Limited.
  6. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares. Members can contact the Company's Registrar and Transfer Agents, M/s. Adroit Corporate Services Private Limited for assistance in this regard.
  7. Electronic copy of the Notice of the AGM of the Company inter alia indicating the process and manner of e-voting along with the Attendance slip and Proxy form is being sent to all the members whose email IDs are registered with the Company/Depository participants(s) for communication purpose unless any

member has requested for a hard copy of the same. For the members who have not registered their email address, physical copies of the notice of the AGM of the Company inter alia indicating the process and manner of e-voting along with the Attendance slip and proxy form is being sent in the permitted mode.

**8. Procedure for e-voting**

**Voting through Electronic means:**

In compliance with the provision of Section 108 of the Companies Act, 2013 and Rule 20 of Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members' facility to exercise their right to vote at 36<sup>th</sup> AGM by electronic means and the business may be transacted through e-voting Services provided by central depository services Limited (CDSL).

The instructions for shareholders voting electronically are as under:

**For Members whose e-mail addresses is registered with the Company/ Depositories:**

- (i) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (ii) Click on Shareholders.
- (iii) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vi) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <p>* Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</p> <p>* In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first</p>

	two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvi) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) Note for Non - Individual Shareholders and Custodians
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporate.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xviii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

**For Members whose e-mail addresses is not registered with the Company / Depositories:**

Members will receive a Ballot Form along with the Annual Report. They have two options:

- i) To opt e-voting follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
- OR
- ii) To opt for casting your vote in physical form, fill in the Ballot Form and drop it in the ballot box in the meeting.

**Other Instructions:**

- (A) The voting period begins on Saturday 14<sup>th</sup> September 2019 at 9.00 A. M. and ends on Monday 16<sup>th</sup> September 2019 at 5.00 P. M. (preceding the date of AGM) During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (Record Date) of 10<sup>th</sup> September 2019, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (B) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.co.in](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
- (C) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

- (D) The voting rights of the shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of 10<sup>th</sup> September 2019.
- (E) Ms. Neeta H. Desai, ND & Associates has been appointed as the scrutinizer to Scrutinize the e-voting process in a fair and transparent manner.
- (F) The Scrutinizer shall immediately after the conclusion of voting at the Annual General Meeting first count the votes cast at the meeting thereafter unlock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company and make not later than three working days of the conclusion of the meeting, a consolidated scrutinizer 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 countersign the same.
- (G) A Member can opt for only one mode of voting i.e. either through e-voting or physical form. If Member cast his/her vote by both modes, the voting done through e-voting shall prevail and the vote by ballot shall be treated as invalid.
- (H) The results declared along with Scrutinizers' Report shall be placed on the Company's website [www.expogas.com](http://www.expogas.com) within two days of the passing of the Resolutions at the 36<sup>th</sup> AGM of the Company and communicated to BSE Limited where the shares of the Company are listed.



**ANNEXURE TO THE NOTICE**

**Details of the directors proposed to be appointed / re-appointed as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

**Item no. 2: Re-Appointment of Mr. Murtuza Mewawala as Director, retiring by rotation.**

Name	Murtuza Mewawala
Age	44
Qualification	BBA (Fin)
Experience	20 years
Date of First Appointment	17.11.2015
Executive & Non Executive Director	Non Executive Director
Shareholding in the Company	2432621
Relationship with other directors and Key Managerial of the Company	Brother of MD
Number of Meetings of the Board attended/ held	04
Directorships held in other public companies (excluding foreign companies and Government Bodies)	N. A.
Committee positions held in Indian Public Companies as on 31.03.2019	N. A.
Chairman/ member in the committees of the boards of companies in which he is Director (includes only Audit Committee, Stakeholders' Relationship Committee and Nomination and Remuneration Committee)	N. A.

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

**Item No. 4 to 6**

**Re-appointment of Mr. Shailesh Shah (DIN: 06953175), Mr. Sajjadhussein Nathani (DIN : 00195888) and Mr. Tribhuwan Nath Tripathi (05336984) as a Non-executive Independent Directors.**

Mr. Shailesh Shah (DIN: 06953175), Mr. Sajjadhussein Nathani (DIN : 00195888) and Mr. Tribhuwan Nath Tripathi (05336984) were appointed as Independent Directors on the Board of the Company from the conclusion of 31<sup>st</sup> Annual General Meeting held on 26<sup>th</sup> September 2014 to hold office for a term of 5 (five) consecutive years from the date of appointment.

In accordance with the provisions of Sections 149, 152 read with Schedule IV of the Act and the Rules framed there under and Regulation 16 of the Listing Regulations, an Independent Director can hold office for a term of up to 5 (five) consecutive years on the board of a company and can be re-appointed for one more term of 5 (five) consecutive years with the approval of Shareholders by way of a special resolution.

As the current term of 5 years of Mr. Shailesh Shah, Mr. Sajjadhussein Nathani and Mr. Tribhuwan Nath Tripathi expire at the conclusion of 36<sup>th</sup> Annual General Meeting, re-appointment of Mr. Shailesh Shah, Mr. Sajjadhussein Nathani and Mr. Tribhuwan Nath Tripathi for second term of 5 (five) consecutive years from the conclusion of this 36<sup>th</sup> Annual General Meeting would require approval of the Shareholders by way of a special resolution in accordance with sub-section (10) of Section 149 of the Act.

A brief profile along with other details of the Independent Directors are as follows:

Name of the Director :	Mr. Sajjadhussein M. Nathani
Date of joining the Board:	14/12/2009
No. of shares held in the Company :	21599
Directorships and Committee memberships in other companies:	Nathani Estate & Properties Pvt. Ltd. Expo Project Engineering Services Pvt. Ltd.

Name of the Director :	Mr. Tribhuwan Nath Tripathi
Date of joining the Board:	20/07/2012
No. of shares held in the Company :	Nil
Directorships and Committee memberships in other companies:	Expo Project Engineering Services Pvt. Ltd.

Name of the Director :	Mr.. Shailesh D. Shah
Date of joining the Board:	11/08/2014
No. of shares held in the Company :	100
Directorships and Committee memberships in other companies:	Nil

None of the Directors of the Company are concerned or interested in the resolutions set out at the aforesaid item Nos. 4 to 6 of the Notice except in the resolutions in which they are re-appointed.

#### **Item No. 7**

Mr. Hasanain Mewawala was appointed as the Managing Director of the Company for a period of five years effective November 17, 2015 till November 16, 2020, not liable to retire by rotation, and the said appointment was approved by the Shareholders at the 33<sup>rd</sup> Annual General Meeting held on September 28, 2016. Based on the recommendation of the Nomination and Remuneration Committee, the Board on August 13, 2019, increased his remuneration effective from 1<sup>st</sup> July, 2019 for the balance tenure of appointment subject to approval of the Shareholders.

The Details of increased remuneration as may be determined by the Board of Directors from time to time within the limits specified below:

- A. SALARY: Rs. 1,25,000/- per month.
- B. PERQUISITES:

In addition to salary he will be entitled to perquisites such as furnished accommodation/house rent allowance, reimbursement of gas, electricity, water, furnishing, medical expenses, club fees, personal accident/medical insurance premium, leave travel concession for self and family etc. in accordance with the rules specified by the company from time to time, provided that the value of such perquisites shall be restricted to Rs. 15 Lacs p.a.

1. For the purpose of calculating the above ceiling perquisites shall be evaluated as per income tax rules, wherever applicable, otherwise at actual.
  2. For the purpose of calculating the above ceiling, the following shall not be included:
    - (i) Provision for use of company's car for official duties and telephone at residence (including payment for local calls and long distance official calls);
    - (ii) Company's contribution to provident fund and superannuation fund not exceeding 25% of the salary, if any;
    - (iii) Gratuity payable at a rate not exceeding half a month's salary for each completed year of service as per gratuity rules and
    - iv Encashment of leave at the end of the tenure as per the rules of the company.
- C. The total remuneration including perquisites and contribution towards provident fund and superannuation fund payable to the Managing Director shall not exceed 5% of the profits calculated in accordance with Sections 197 of the Companies Act, 2013.
- D. The Board of directors may, in their discretion pay to Mr. Hasanain S. Mewawala, Managing Director, lower remuneration than the maximum remuneration hereinabove stipulated and revise the same from time to time within the limits stipulated by this resolution.
- E. In the event of absence or inadequacy of net profit in any financial year, the remuneration payable to the Managing Director shall be governed by the provisions of Schedule V of the Companies Act, 2013 and will be adjusted appropriately.
- F. Subject to the control and superintendent of the Board of Directors, Mr. Hasanain S. Mewawala, Managing Director shall perform such duties and functions, as may be delegated to him from time to time.

All the proposed resolutions are in the interest of the Company and therefore your Directors recommend all the resolutions of the accompanying Notice for acceptance of the members.

None of the Directors of the Company except Mr Hasanain Mewawala, Mr Murtuza Mewawala & Mrs Sajeda Mewawala are concerned or interested in the resolution set out at the aforesaid item No 7 of the Notice.

**Place : Mumbai**  
**Dated : 13.08.2019**

**By Order of the Board**  
**For Expo Gas Containers Limited**

**Sd/-**  
**(Hasanain S. Mewawala)**  
**Managing Director**  
**(DIN 00125472)**