BOMBAY GAS

Bombay Gas Co. Ltd.

Regd. Office :
Empire House,
A. K. Nayak Marg,
Fort, Mumbai - 400 001, India.
Phone : 2219 7301 / 2207 7391 / 92
E-mail : m.kanojia@hamiltonindia.org
CIN : U 40200MH1982PLC026295

Our Ref. No.

Date :

CORRIGENDUM

NOTICE OF 40TH ANNUAL GENERAL MEETING | 30TH NOVEMBER 2022

Dear Shareholders,

In continuation to the notice dated 20th October, 2022 convening 40th Annual General Meeting ("AGM") of Bombay Gas Company Limited ("Company") to be held on Wednesday, 30th November 2022 at 2.30 PM at Registered Office of the Company at Empire House, A.K. Nayak Marg, Fort, Mumbai 400001.

With reference to resolution item no 9 (wrongly printed as 7) in relation to "Reduction of Share Capital", the Shareholders are requested to note the corrections appearing hereunder with respect to Agenda Item No. 9 on page 7 of the Notice of AGM and Item No. 9 on page 15 of the Explanatory Statement pursuant to Section 102 of the Companies Act 2013 -

Agenda item No. 9 on page 7 of the Notice of AGM to be read as under:

" 9. Reduction of Share Capital:

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

"**RESOLVED THAT** pursuant to the provisions of Sections 66 of the Companies Act, 2013 read with the National Company Law Tribunal (Procedure for Reduction of Share Capital), Rules, 2016 (including any statutory amendments or re-enactments thereof for the time being in force) and Article 38 of the Articles of Association of the Company and subject to the necessary consents, permissions and approvals of the statutory or regulatory authorities and subject to the confirmation of the National Company Law Tribunal, Mumbai bench, (hereinafter referred as "Tribunal") approval of Shareholders of the company be and is hereby accorded for reducing the issued, subscribed and paid up share capital of the Company, from Rs. 80,001,500/- (Rupees Eight Crore One Thousand Five Hundred only) comprising of 8,000,150 (Eighty Lakhs One Hundred and Fifty) equity shares of Rs. 10/- each to 6,92,05,200, (Six Crores Ninety Two Lakhs Five Thousand Two Hundred) comprising of 69,20,520, (Sixty Nine Lakhs Twenty Thousand Five Hundred Twenty) equity shares of Rs.10/- each, by extinguishment and cancellation of 10,79,630, (Ten Lakh, Seventy Nine Thousand Six Hundred and Thirty) equity shares of Rs.10/- each at a fair value of Rs. 61.74 per share (Rupees Sixty-One and Paise Seventy-Four Only) held by the Non-Promoter shareholders.

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RESOLVED FURTHER THAT upon confirmation of reduction by Tribunal, 10,79,630, (Ten Lakh, Seventy Nine Thousand Six Hundred and Thirty) fully paid equity shares of Rs.10/- each, held by Non-Promoter shall stand cancelled, extinguished and rendered invalid, without any further act or deed by the Non-Promoter Shareholders of the Company.

RESOLVED FURTHER THAT the amount of the share capital so reduced shall be credited to the Capital Reserves in the books of the company simultaneously with reduction of capital and the payment of consideration to the Shareholder shall be made within such number of days of Record Date as fixed by Board of Directors and subject to such approvals, if any, as may be required under the applicable law/s or as may be directed by the NCLT, on the Capital Reduction becoming effective, through any of the permissible modes, after payment of appropriate taxes by the Company.

RESOLVED FURTHER THAT Mr. Vasudeo Rajdeo Vishwakarma, Company Secretary failing him Mr. Ashish Sushil Jalan or any Director of the Company be and is hereby severally authorised to do all such acts, deeds, matters and things, and to execute all such documents, deeds and writings as may be required for all the aforesaid purposes, including making necessary applications to the Tribunal or any other competent authority, as it may, in its absolute discretion, deem necessary, expedient, usual or proper to give effect to the above Resolution or to carry out such modifications/ directions as may be ordered by the Tribunal and all other appropriate and/ or relevant/ concerned authorities but without any further recourse to the Shareholders."

Item No. 9 on page 15 of the Explanatory Statement pursuant to Section 102 of the Companies Act 2013 to be read as under:

"Item No: 9
Reduction of Share Capital:

The Board of Directors of the Company at their meeting held on 20th October, 2022, has approved the Capital Reduction as per the terms set out in the Resolution.

Article 38 of the Articles of Association of the Company provides for the reduction of capital of the Company in any way authorized by the applicable law. It would be necessary to obtain the approval of the members of the Company in a General Meeting by passing a special resolution for the Capital Reduction under Section 66 of the Act and such reduction of equity share capital would have to be confirmed by the NCLT as provided under Section 66 of the Act and the Reduction Rules.

It is proposed that in pursuance of Section 66 of the Companies Act, 2013, the Company reduces its fully paid equity shares from Rs. 8,00,01,500/- (Rupees Eight Crore One Thousand Five Hundred only) comprising of 80,00,150 (Eighty Lakhs One Hundred and Fifty) equity shares of Rs. 10/- each to Rs. 6,92,05,200/- (Rupees Six Crores Ninety Two Lakhs Five Thousand Two Hundred only) comprising of 69,20,520 (Sixty Nine Lakhs Twenty Thousand Five Hundred Twenty) equity shares of Rs.10/- each, by extinguishment and cancellation of 10,79,630 (Ten Lakh, Seventy Nine Thousand Six Hundred and Thirty) equity shares of Rs.10/- each at a fair value of Rs. 61.74 per share (Rupees Sixty-One and Paise Seven-Four Only) held by the Non-Promoter shareholders.

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The Board has undertaken detailed deliberations in relation to the valuations determined and provided in the Valuation Report, (including on the valuation methodologies considered and other relevant aspects). After due consideration in relation to the above, the Board was of the view that Rs. 61.74 (Rupees Sixty-One and Paise Seven-Four Only) per equity share of the Company as per the Valuation Report issued by Registered Valuer represents the fair value of the equity shares of the Company.

The Capital Reduction will not cause any prejudice to the creditors of the Company. The creditors of the Company are in no way affected by the proposed Capital Reduction, as there is no reduction in the amount payable to any of the creditors. Further, the proposed Capital Reduction will not have any impact on the operations of the Company or the ability of the Company to honour its commitment or to pay its debts in the ordinary course of business.

A copy of the Memorandum of Association and Articles of Association of the Company as amended from time to time, copy of Valuation Report issued by the Registered Valuer are available for inspection at the Registered Office of the Company during 10.00 hours to 16.00 hours, on any working day till the date of the meeting.

Board of Directors of the Company considers that this resolution is in the best interests of the Company, its shareholders and therefore, recommends the passing of the Special Resolution as set out in the Notice.

None of the Directors and / or Key Managerial Personnel of the Company or their relatives are, in any way, deemed to be concerned or interested in the said resolution.

All other contents of the Notice of the Board Meeting remain same as before.

Thanks & Regards,

By Order of the Board
For Bombay Gas Company Limited

BOMBAY GAS CO. LTD. FORT, MUMBAI.

Vasudeo Vishwakarma
Company Secretary
ACS No. 41108

Place: Mumbai
Date 23.11.2022
Registered Office:
Empire House, A.K. Nayak Marg
Fort, Mumbai 400001