# GUJARAT ENERGY LIMITED
## (Erstwhile Gujarat Gas Limited)

**Registered Office:** Gujarat Energy Bhavan, Behind Udyog Bhavan, Sector- 11, Gandhinagar, Gujarat – 382010
Tel: +91-79-2673 7400 / 2673 7500
**Website:** www.gujarat-energy.com,
**E-mail Id:** investors@gujenergy.com
**CIN:** L40200GJ2012SGC069118

## NOTICE OF 14TH ANNUAL GENERAL MEETING

**NOTICE** is hereby given that the **14th (Fourteenth)** Annual General Meeting of the Members of Gujarat Energy Limited will be held on **Tuesday, 29th September, 2026 at 3.00 P.M.,** through Video Conference ("VC') / Other Audio-Visual Means ("OAVM"), to transact the following business:

**ORDINARY BUSINESS**

1. To receive, consider and adopt the Audited Financial Statements (Standalone & Consolidated) of the Company for the Financial Year ended 31st March, 2026 and the Reports of the Board of Directors together with the Reports of Statutory Auditors and Comments of the Comptroller & Auditor General of India.
2. To declare Dividend on Equity Shares for the Financial Year 2025 - 26.
3. To re-appoint Dr. T. Natarajan, IAS (DIN: 00396367), who retires by rotation and being eligible offers himself for re-appointment.
4. To authorise the Board of Directors of the Company to fix remuneration of Statutory Auditors of the Company for Financial Year 2026 - 27, in terms of the provisions of Section 142 of Companies Act, 2013.

**SPECIAL BUSINESS**

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

   **Ratification of remuneration of Cost Auditors for FY 2026 - 27:**

   **"RESOLVED THAT** pursuant to the provisions of the Section 148 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013, if any, and the Companies (Audit and Auditors) Rules, 2014 [including any statutory modification(s) or re-enactment thereof, for the time being in force], the remuneration of M/s. Kailash Sankhlecha & Associates, Cost Accountants, (Firm Registration No. 100221) the Cost Auditor of the Company, (whose appointment and remuneration has been recommended by the Audit Committee and approved by the Board of Directors), for conducting the audit of the cost records maintained by the Company for the Financial Year 2026 - 27, i.e. ₹ 1,40,000/- (Rupees One Lac Forty Thousand only) plus applicable taxes and reimbursement of Out of Pocket Expenses incurred by them during the course of Audit, be and is hereby ratified.

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

**By Order of the Board**
**For Gujarat Energy Limited**
**(Erstwhile Gujarat Gas Limited)**
**Sd/-**
Sandeep Dave
**Company Secretary**

**Date:** 11th August, 2026
**Place:** Gandhinagar

**Registered Office :** Gujarat Energy Bhavan, Behind Udyog Bhavan, Sector-11, Gandhinagar – 382010, Gujarat
**Tel:** +91-79-2673 7400 / 2673 7500 **Website:** www.gujarat-energy.com **E-mail:** investors@gujenergy.com

**Notes:**

1. The Ministry of Corporate Affairs ("MCA") has vide its circular dated 22nd September, 2025 read together with circulars dated 19th September, 2024, 25th September, 2023, 28th December, 2022, 5th May, 2022, 14th December, 2021, 13th January, 2021, 5th May, 2020, 13th April, 2020 and 8th April, 2020, (collectively referred as "MCA Circulars") and relevant circulars issued by Securities and Exchange Board of India ("SEBI") permitted convening of the Annual General Meeting through Video Conferencing (VC) or Other Audio Visual Means (OAVM), without the physical presence of the members at the common venue. In accordance with the MCA & SEBI Circulars, provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Annual General Meeting of the Company is being held through VC/OAVM. The deemed venue for the AGM shall be Registered Office of the Company. The Central Depository Services (India) Limited (CDSL) will be providing facility for voting through remote e-voting, for participation in the AGM through VC/OAVM facility and e-voting during the AGM. The procedure for participating in the Meeting through VC/OAVM is explained in later part of Notes.
2. Generally, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on poll instead of himself and the proxy need not be a member of the Company. Since this AGM shall be conducted through VC/OAVM, the facility for appointment of proxy by the members will not be available for the AGM and hence the Proxy Form and Attendance Slip including the Route Map are not annexed hereto.
3. Corporate Members are requested to send a scan copy of its Board Resolution authorizing its representative to attend the AGM through VC/OAVM and to vote at the AGM pursuant to Section 113 of the Companies Act, 2013 to the scrutiniser at **scrutinizergel@gmail.com.**
4. An Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 relating to the special business to be transacted at the AGM and the relevant details of the Director seeking appointment/re-appointment at the AGM as required under Regulation 36(3) of SEBI Listing Regulations is annexed thereto. The Board of Directors have considered and decided to include the Item No. 5 given above as Special Business in the forthcoming AGM, as the same being unavoidable in nature.
5. The Company has fixed **Friday, 11th September, 2026** as "Record Date" for determining entitlement of Final Dividend of ₹ 8.90/- (i.e. 445%) per fully paid up Equity Share of ₹ 2/- each for the Financial Year ended on 31st March, 2026.

**ELECTRONIC DISPATCH OF ANNUAL REPORT AND PROCESS FOR REGISTRATION OF EMAIL ID FOR OBTAINING COPY OF ANNUAL REPORT/LOGIN CREDENTIALS FOR E-VOTING**

6. In Compliance with the aforesaid MCA Circulars and SEBI Circulars, the Financial Statements (including the Report of Board of Directors, Auditor's Report and other documents required to be annexed therewith) and Notice of AGM are being sent in electronic mode to Members whose E-mail addresses are registered with the Company or the Depository Participant(s). A letter providing the weblink for accessing the Annual Report is being sent to those Members who have not registered their E-mail addresses.
7. Members who have not updated their E-mail addresses and mobile number with the Company/ R&TA, KFin Technologies Limited/respective Depository Participants are requested to follow the below procedure to get their E-mail addresses updated to obtain the copy of Annual Report and Login Credentials for attending AGM/casting votes through E-voting at **www.evotingindia.com**.:

- **Shareholders holding Shares in physical mode:** The Shareholders are requested to update their E-mail addresses and mobile number either through In Person Verification (IPV) or by sending following documents by E-mail with e-sign at **einward.ris@kfintech.com** or by writing to R&TA at Selenium Tower B, Plot Nos. 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad – 500032:
  a) A signed request letter mentioning your name, folio number, complete address and mobile number;
  b) Form ISR-1
  c) Self attested scan copy of the PAN Card; and
  d) Self attested scan copy of any document (such as AADHAR Card, Driving Licence, Passport) in support of the address of the Member as registered with the Company.
- **Shareholders holding Shares in Demat mode:** The Shareholders holding Shares in Demat mode are requested to update their E-mail addresses and mobile number with their Depository Participants.

If you have any queries or issues regarding attending AGM & E-voting from the CDSL E-voting System, you can write to Mr. Rakesh Dalvi, AVP, Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an E-mail to **helpdesk.evoting@cdslindia.com** or contact at toll free no. 1800 21 09911.

8. Notice of the AGM along with the Annual Report for the Financial Year 2025 – 26 is also available on the website of the Company i.e. **www.gujarat-energy.com**, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at **https://www.bseindia.com/** and **https://www.nseindia.com/** respectively. Further, the AGM Notice will also be available on the website of CDSL at **www.evotingindia.com**.

**PROCEDURE FOR JOINING THE AGM THROUGH VC / OAVM**

9. The Company will provide facility of VC/OAVM to its member for participating at the AGM.

   The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

10. Members attending the AGM through VC/ OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

**PROCEDURE FOR REMOTE E-VOTING AND E-VOTING DURING AGM**

11. In compliance with 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 SEBI Listing Regulations, the Company is pleased to provide facility to the Members to exercise their right to vote by electronic means in respect of the Resolution(s) contained in this Notice. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) as the Authorised Agency to provide remote e-voting facility (i.e. the facility of casting votes by a Member by using an electronic voting system from a place other than the venue of a General Meeting) as well as e-voting facility during the AGM.

12. The cut-off date for the purpose of e-voting (including remote e-voting) is **Tuesday, 22nd September, 2026.** A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories at the close of business hours on **Tuesday, 22nd September, 2026** shall be entitled to vote on the resolutions proposed to be passed at the AGM by electronic means. The voting rights of the members shall be in proportion of the paid-up value of their shares in the equity capital of the Company as on the cut-off date for the purpose of the e-voting.

13. The Members may cast their votes on electronic voting system from any place (remote e-voting). The remote e-voting will be available during the following period after which the portal shall forthwith be blocked and shall not be available:

| | |
|---|---|
| Commencement of remote e-voting | 09:00 A.M. (IST) on Friday, 25th September, 2026 |
| End of remote e-voting | 05:00 P.M. (IST) on Monday, 28th September, 2026 |

14. The Board of Directors of the Company have appointed M/s. K. K. Patel & Associates, Practising Company Secretary, as the Scrutinizer to scrutinize the entire e-voting process (i.e. remote e-voting and e-voting facility during AGM) in a fair and transparent manner.

15. The Scrutinizer shall submit, on or before 1st October, 2026, a consolidated Scrutinizer's Report (for votes casted during the AGM and votes casted through remote e-voting) of the total votes cast in favour or against, if any, forthwith to the Chairman of the Company or a person authorized by him, who shall declare the result forthwith.

16. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website **www.gujarat-energy.com** and on the website of Central Depository Services (India) Limited immediately after the result is declared and shall be simultaneously communicated to the BSE Limited (BSE) and the National Stock Exchange of India Limited (NSE) where the Equity Shares of the Company are Listed.

17. **Information and instructions relating to e-voting are given as under:**

**Remote E-voting:**

(i) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020,** under Regulation 44 of SEBI Listing Regulations, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. Currently, there are multiple E-voting Service Providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple User IDs and Passwords by the Shareholders. In order to increase the efficiency of the voting process, **e-Voting facility is being provided to all the Individual Shareholders holding the securities in Demat mode, by way of single login credential, through their demat accounts/ websites of Depositories/ Depository Participants.** Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

(ii) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and E-mail Id in their demat accounts in order to access e-Voting facility.

Pursuant to aforesaid SEBI Circular, Login method for e-Voting **for Individual shareholders holding securities in Demat mode** is given below:

| Type of shareholders | Login Method |
|---|---|
| Individual Shareholders holding securities in Demat mode with **CDSL** | 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website **www.cdslindia.com** and click on login icon & My Easi New (Token) Tab.<br>2) After successful login, the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by Company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.<br>3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website **www.cdslindia.com** and click on login & My Easi New (Token) Tab and then click on registration option.<br>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on **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 able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers. |
| Individual Shareholders holding securities in demat mode with **NSDL** | 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services 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-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.<br>2) If the user is 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**<br>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: **https://www.evoting.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 and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.<br>4) For OTP based login you can click on **https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp**. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. |
| 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. After Successful login, you will be able to see e-Voting option. Once you 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 and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. |

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL:**

| Login type | Helpdesk details |
|---|---|
| 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 toll free no. 1800-21-09911 |
| 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 022 - 4886 7000 |

(iii) Login method for e-Voting and joining virtual meeting for all **Physical Shareholders and Shareholders other than individual Shareholders viz. Institutions/Corporate Shareholders holding Shares in Demat mode:**

1) The shareholders should log on to the e-voting website **www.evotingindia.com**.
2) Click on "Shareholders" module.
3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
4) Next enter the Image Verification as displayed and Click on "Login".
5) If you are holding shares in demat form and had logged on to **www.evotingindia.com** and voted on an earlier e-voting of any company, then your existing password is to be used.
6) If you are a first-time user follow the steps given below:

| **For Shareholders other than individual shareholders viz. Institution/ Corporate Shareholders holding shares in Demat mode & Physical shareholders.** | |
|---|---|
| PAN | Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both Demat Shareholders as well as Physical Shareholders)<br>*Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number provided in the E-mail sent to the Shareholders. |
| Dividend Bank Details **OR** Date of Birth (DOB) | Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.<br>If both the details are not recorded with the Depository or Company, please enter the DP ID and Client ID / Folio Number in the Dividend Bank details field as mentioned in instruction (iii). |

(iv) After entering these details appropriately, click on "SUBMIT" tab.

(v) Shareholders holding shares in Physical Form will then directly reach the Company selection screen. However, Shareholders 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.

(vi) For shareholders holding shares in Physical Form, the details can be used only for e-voting on the resolutions contained in this Notice.

(vii) Click on the EVSN for the "GUJARAT ENERGY LIMITED" to vote on the same.

(viii) 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.

(ix) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(x) 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.

(xi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xiii) If a demat account holder has forgotten the login password, then Enter the User ID and the image verification code and click on "Forgot Password" and enter the details as prompted by the system.

(xiv) **Facility for Non – Individual Shareholders and Custodians – Remote E-Voting:**

- Non-Individual Shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to **www.evotingindia.com** and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to **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 linked in the login should be mailed to **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.
- Alternatively, Non-Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; **scrutinizergel@gmail.com**, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/ OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

a. The procedure for attending meeting & E-voting on the day of the AGM is same as the instructions mentioned above for Remote E-voting.

b. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-Voting.

c. Shareholders who have voted through Remote E-voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.

d. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.

e. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

f. Please note that Participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

g. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request mentioning their name, demat account number/folio number, E-mail ID, mobile number at **investors@gujenergy.com**. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance mentioning their name, demat account number/folio number, E-mail ID, mobile number at **investors@gujenergy.com**. These queries will be replied to by the Company suitably. It is to be noted that Company reserves the rights to restrict the number of questions and number of speakers, as appropriate for smooth conduct of AGM. Further, the request for registration as speaker shareholder and Question / Queries received by Company till 5.00 P.M. on Saturday, 19th September, 2026 shall be considered and responded by the Company through e-mail.

h. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

I. Further, the facility of E-voting will also be available at the AGM and the members who have not cast their vote by Remote E-voting on all or any of the resolutions set out in the Notice can cast their vote at the Meeting. The Members who have cast their vote by Remote E-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again at the Annual General Meeting. If any votes are cast by the Shareholders through the E-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such Shareholders shall be considered invalid as the facility of E-voting during the meeting is available only to the shareholders attending the meeting.

**PROCEDURE FOR INSPECTION OF DOCUMENTS**

18. All the documents referred to in the accompanying Notice and Explanatory Statements, shall be available for inspection through electronic mode on the basis of prior request. Members seeking to inspect such documents can send the E-mail to **investors@gujenergy.com**.

19. During the AGM, the Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the Directors are interested under Section 189 of the Act shall be available for inspection electronically by the Members during the E-AGM upon login CDSL e-voting system at **https://www.evotingindia.com** / **www.cdslindia.com**.

**DIVIDEND RELATED INFORMATION:**

20. Subject to approval of the Members at the AGM, the Dividend will be paid by the Company on or before **Wednesday, 28th October, 2026** to the Members whose name appears on the Company's Register of Members as on the Record Date i.e. **Friday, 11th September, 2026** as Beneficial owners as at the close of business hours on **Friday, 11th September, 2026,** as per the list to be furnished by the Depositories in respect of the shares held in electronic form and for physical shareholders after giving effect to all valid share transfer in physical form received as at the close of business hours on **Friday, 11th September, 2026.**
21. It is to be noted that payment of Dividend shall be made through electronic mode to the Shareholders who have updated their bank details.
22. Members holding shares in Demat Form are hereby informed that bank particulars registered with their respective Depository Participants, with whom they maintain their Demat accounts, will be used by the Company for the payment of Dividend. The Company or its Registrar cannot act on any request received directly from the Members holding shares in Demat Form for any change of bank particulars. Such changes are to be intimated only to the Depository Participant(s) of the Members. Members holding shares in Demat form are requested to intimate any change in their address and / or bank mandate immediately to their Depository Participants.
23. Members holding shares in Physical Form are requested to register / update Bank Mandates by submitting following details / documents either Through "In Person Verification (IPV) or by E-mail with E-sign at **einward.ris@kfintech.com** or by writing to our R&TA, KFin Technologies Limited (KFintech):

a) Name and Branch of Bank in which Dividend is to be received and Bank Account Type;
b) Bank Account Number allotted by your Bank after implementation of Core Banking Solutions;
c) 11 digits IFSC Code; and
d) Self attested scanned copy of cancelled cheque bearing the name of the Member or first holder, in case Shares are held jointly.
e) Form ISR – 1 – for KYC updation and Form ISR – 2 – for signature verification by Bank.

24. **INFORMATION ON TDS ON DIVIDEND INCOME:**

Members may note that the Income Tax Act, 2025 mandates that dividends paid or distributed by a Company shall be taxable in the hands of the Shareholders. The Company shall therefore be required to deduct Tax at Source (TDS) at the time of payment of dividend as per the provisions of the Income Tax Act, 2025.

**APPLICABILITY OF TDS/ WITHHOLDING TAX ON DIVIDEND WILL BE AS UNDER:**

**FOR RESIDENT SHAREHOLDERS:**

| Category of shareholder | Tax Deduction Rate | Exemption applicability / Documentation requirement |
|---|---|---|
| Resident Individual Shareholder | 10% | No TDS shall be deducted in the case where the total Dividend Income for Tax Year (TY) 2026 - 27 to the Individual Shareholder from the respective entity paying the dividend does not exceed ₹ 10,000/- as per Section 393(4) Table Sl. No. 10 |
| Resident Individual submitting duly verified Form 121 | NIL | Declaration in Form No. 121 (applicable to resident individuals / including Individuals above the age of 60 years) provided that all the required eligibility conditions shall be complied. Please note that all fields are mandatory to be filled up and the Company may at its sole discretion reject the form, if it does not fulfil the requirement of law.<br>(Please note that Form 121 of the Income Tax Rules, 2026 replaces Form 15G & 15H of the erstwhile Income Tax Rules, 1962)<br>Blank Form 121 can be downloaded from GEL's website at **https://www.gujarat-energy.com/investors/tds-on-dividend/** |
| Insurance Companies | NIL | • Self-Attested copy of valid PAN & IRDAI Registration Certificate<br>• Duly signed self-declaration<br>• Declaration format can be downloaded from GEL's website at **https://www.gujarat-energy.com/investors/tds-on-dividend/** |
| Mutual Funds | NIL | • Self-Attested copy of valid PAN & Registration Certificate issued by SEBI<br>• Duly signed self-declaration that its income is exempt under Section 11 of Schedule VII [Table Sl. No. 20] of the Act<br>• Declaration format can be downloaded from GEL's website at **https://www.gujarat-energy.com/investors/tds-on-dividend/** |
| Alternative Investment Fund Category- I & II | NIL | • Self-Attested copy of valid PAN & Registration Certificate issued by SEBI<br>• Self-Declaration that its income is exempt under Section 11 of Schedule V [Table: Sl. No. 1] of the Act read with Section 224(10)(a) |
| New Pension System (NPS) Trust | NIL | • Self-Attested copies of registration documents and valid PAN<br>• Self-declaration that it qualifies as NPS trust and income is eligible for exemption under Section 11 of Schedule VII [Table Sl. No. 41] of the Act |

| | | |
|---|---|---|
| Any other entity exempts from withholding tax under the provisions of Income Tax Act, 2025 (including those mentioned in Circular No. 18/2017 issued by Central Board of Direct Taxes ('CBDT')) | NIL | • Self-attested copy of documentary evidence supporting the exemption along with self-attested copy of valid PAN card.<br>• A Declaration that they are covered under the circular No.18/2017 issued by CBDT & TDS is not required to be deducted on dividend income accrued to them |
| Order u/s. 395 of Income Tax Act | Rate provided in the order | • Valid Lower / NIL Withholding Tax Certificate obtained from Income Tax Authorities for T.Y. 2026-27<br>• Self-attested copy of valid PAN<br>• Gujarat Energy Limited's tax deduction account number (TAN) which is required for applying lower/ nil TDS certificate is **AHMG05349B.** |

**FOR NON-RESIDENT SHAREHOLDERS**

| Category of shareholder | Tax Deduction Rate | Exemption applicability/ Documentation requirement |
|---|---|---|
| Non-Resident Shareholder including Foreign Institutional Investors / Foreign Portfolio Investors ('FII/FPI'] | 20% (plus applicable surcharge and cess) or Tax treaty rate (if the same is availed on the basis of submission of requisite documents & disclosures) | Non-resident shareholders may opt for a tax rate under the Double Taxation Avoidance Agreement ("Tax Treaty"). The Tax Treaty rate shall be applied for tax deduction at source on submission of the following documents to the Company:<br>• Self-attested copy of valid Permanent Account Number (PAN Card), if any, allotted by the Indian Income Tax Authorities. In case, PAN is not available, the Non-resident shareholder shall furnish information as per Rule 217 Income Tax Rules, 2026 (Rule 37BC of the erstwhile Income Tax Rules, 1962).<br>• Self-attested copy of valid Tax Residency Certificate (TRC) (of Tax Year 2026-27 or calendar year 2026), obtained from the tax authorities of the Country of which the shareholder is resident.<br>• Electronically generated Form 41 (Erstwhile Form 10F) from income tax portal along with acknowledgement of filing online form.<br>• Self-Declaration by the Non-Resident Shareholder of having no Permanent Establishment (No PE), No Fixed Base in India, no beneficial ownership & compliance with provisions of Multilateral Instrument (MLI) for claiming tax treaty benefit for Tax year 2026-27 or calendar year 2026.<br>• For Foreign Institutional Investors (FII) & Foreign Portfolio Investors (FPI), in addition to the above documents, certificate of registration with SEBI is also required to be submitted.<br>The format of "Self Declaration by Non-Residents" can be downloaded from GEL's website at **https://www.gujarat-energy.com/investors/tds-on-dividend/**<br>In case of Shareholder being tax resident of Singapore, please furnish the letter issued by the competent authority or any other evidence demonstrating the non-applicability of Article 24 – Limitation of Relief under India-Singapore DTAA.<br>The Company is not obligated to apply the beneficial DTAA rates at the time of Tax deduction / withholding on Dividend amounts. Application of beneficial DTAA Rate shall depend upon the completeness and satisfactory review by the Company, of the documents submitted by Non-Resident Shareholder. |
| Submitting Order under section 395 of the Act. | Rate provided in Order | • Valid Lower / NIL Withholding Tax Certificate obtained from Income Tax Authorities for the T.Y. 2026-27<br>• Self-attested copy of valid PAN<br>• Gujarat Energy Limited's Tax Deduction Account Number (TAN) which is required for applying lower/ nil TDS certificate is **AHMG05349B.** |
| Any non-resident shareholder exempt from withholding tax deduction as per Income Tax Act or any other law granting overriding exemption/ immunity | NIL or applicable rate as per document | Necessary documentary evidence substantiating exemption from Withholding Tax deduction.<br>The granting of exemption benefit shall depend upon the completeness and satisfactory review by the Company, of the documents submitted. |

The Shareholders are requested to upload the said Documents/Forms on the upload centre of Company's ['R&TA'] **https://ris.kfintech.com/form15/** **on or before 13th September, 2026** in order to enable the Company to determine and deduct appropriate TDS / Withholding Tax Rate. **The forms shall be submitted through the above specified mode only, no other mode shall be accepted.** No communication on the Tax determination / deduction shall be entertained post the aforementioned timeline.

The Shareholders holding shares under multiple accounts under different status / category and having single PAN, may note that, higher of the tax as applicable to the status in which shares held under a PAN will be considered on their entire holding in different accounts.

Application of TDS rate is subject to necessary due diligence including verification by the Company of the details of the Member(s) available as per the Register of Members on the Record date, documents / other information available in the records of the Company / its Registrar & Transfer Agents (RTA) and other reliable source(s). The Company may deduct TDS on Dividend at the maximum applicable rate, in case of any incomplete, conflicting or ambiguous information and/or the valid proper documents and/or information not provided by the shareholders.

In the event of any Income Tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy or omission of information provided / to be provided by the Shareholder(s), such Shareholder(s) will be responsible to indemnify the Company and also, provide the Company with all information / documents and co-operation in any assessment and appellate proceedings.

It may be further noted that in case the tax on said dividend is deducted at a higher rate in absence of receipt of the aforementioned details / documents from residential shareholders, there would still be an option available to the shareholder to claim the appropriate refund at the time of filing the return of income as per eligibility. No claim shall lie against the Company for such higher taxes deducted.

The Company vide separate E-mail have sent detailed communication for deduction of Tax at Source on dividend on 18th August, 2026. The said communication is also available at Company's website at **https://www.gujarat-energy.com/investors/tds-on-dividend/**.

**IEPF RELATED INFORMATION:**

Pursuant to the provisions of Section 124 of Companies Act, 2013, read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company has transferred 136,463 Equity Shares corresponding to the Dividends for the FY 2017 - 18 that remained unclaimed / unpaid for 7 consecutive years to the demat account held by IEPF Authority after following the due procedure prescribed under the Companies Act, 2013 and the IEPF Rules.

In respect of unclaimed/unpaid Dividend for the FY 2018 – 19 to FY 2024 – 25, the Company has been sending reminders to those members having unpaid/unclaimed dividends before transfer of such dividend(s) to IEPF. The Company has uploaded full details (Name, Folio no/DP id/Client id) of such shareholders on its website **www.gujarat-energy.com**. Members who have not encashed their dividend pertaining to the FY 2018 – 19 to FY 2024 – 25 are advised to write to the Company or KFin Technologies Limited (KFin), the Registrar and Share Transfer Agent, at Selenium Tower B, Plot 31 - 32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032, Toll free no.: 1800 309 4001 or e-mail: **einward.ris@kfintech.com** immediately for obtaining payment thereof mentioning the relevant Folio number or DP ID and Client ID along with bank details.

The aforesaid Rules provides for the manner of transfer of the unpaid and unclaimed dividends to IEPF and the manner of transfer of shares in case any dividend has not been encashed by the shareholders on such shares during the last seven years to the designated demat account of the IEPF Authority. As per the requirement, the Company had sent information to all the shareholders who had not claimed/encashed dividends in the last seven years intimating, amongst other things, the requirements of the aforesaid rules with regard to transfer of shares and that in the event those shareholders do not claim any unclaimed/unpaid dividends for the past seven years, the Company will be required to transfer the respective shares to the IEPF demat Account by the due date prescribed as per the aforesaid rules and as amended from time to time. The Company had also simultaneously published notice in the leading newspaper in English and regional language dated 3rd July, 2026 having wide circulation as per statutory requirement and uploaded on the "Investors Section" of the Website of the Company viz. **www.gujarat-energy.com** giving details of such shareholders and shares due to be transferred. In case valid claim is not received, the respective shares will be credited to the demat account of the IEPF Authority.

**Notice to the Shareholders of erstwhile Gujarat State Petronet Limited (GSPL):**

Pursuant to the Composite Scheme of Arrangement, the Company has issued and allotted Equity Shares to the eligible shareholders of erstwhile GSPL whose names appeared in the Register of Members on Tuesday, 12th May, 2026 being the Record Date, in accordance with the prescribed Share Exchange Ratio. The shares were allotted in lieu of the erstwhile GSPL shares, which were cancelled post-merger.

Prior to the effectiveness of the Scheme, certain Equity Shares of erstwhile GSPL, corresponding to unpaid/unclaimed dividends, had been transferred to the IEPF Authority from time to time in compliance with Section 124(6) of the Companies Act, 2013, read with the IEPF Rules. Certain such Equity Shares were continued to be held by the IEPF Authority as on the Record Date.

Accordingly, the Company directly credited corresponding Equity Shares to the IEPF Authority against the Equity Shares of erstwhile GSPL already held by the IEPF Authority as on the Record Date, by executing necessary corporate actions. Therefore, shareholders of erstwhile GSPL whose shares had been transferred to the IEPF are entitled to claim the corresponding Equity Shares of GEL in accordance with the procedure prescribed under applicable law.

25. Members may note that they can claim back the Shares as well as unclaimed Dividends transferred to the IEPF Authority. Concerned Members / Investors are advised to visit the weblink **https://www.iepf.gov.in/content/iepf/global/master/Home/Home.html** or contact R&TA for lodging claim for refund of Shares and/or Dividend from the IEPF Authority.

**OTHER INFORMATION:**

26. As per Regulation 40(1) of the SEBI Listing Regulations, as amended and read with SEBI Master Circular no. HO/38/13/(4)2026-MIRSD-POD/I/4298/2026 dated 6th February, 2026, all requests for transfer, transmission and transposition of securities, issue of duplicate share certificates, claim from unclaimed suspense account, renewal/ exchange of securities certificates etc. shall be processed only in dematerialized form. In view of this and to eliminate all risks associated with physical shares, members holding shares in Physical Form are requested to consider converting their holdings to Dematerialized Form.

27. The Securities and Exchange Board of India has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Accordingly, if not submitted, Members holding Shares in electronic mode are, therefore, requested to submit the PAN details to their Depository Participants with whom they are maintaining their demat accounts. Further, the Members holding Shares in physical form can submit their PAN details to Kfin Technologies Limited in Form ISR - 1.

28. Pursuant to SEBI Master Circular no. HO/38/13/(4)2026-MIRSD-POD/I/4298/2026 dated 6th February, 2026, issued to the Registrar and Transfer Agents and SEBI Circular no. SEBI/HO/MIRSD/POD-1/ P/CIR/2024/81 dated 10th June, 2024, SEBI has mandated that, with effect from 1st April, 2024, dividend to the security holders holding shares in physical mode shall be paid only through electronic mode. Such payment to the eligible shareholders holding physical shares shall be made only after they have furnished their KYC Details viz. PAN, Contact Details (Postal Address with PIN and Mobile Number), Bank Account Details, Specimen Signature, etc., for their corresponding physical folios with the Company or its R&TA.

29. The forms for updation of PAN, KYC, Bank details and Nomination viz. Forms ISR-1, ISR-2, ISR-3 and SH-13 are available on our website at **https://gujarat-energy.com/resources/downloads/investor-service-procedure-for-physical-shareholders-20-06-2026.pdf**. In view of the above, we urge Members holding shares in physical form to submit the required forms duly filled up and signed, along with the supporting documents at the earliest to the RTA at its office address either through In Person Verification (IPV) or by E-mail with e-sign at **einward.ris@kfintech.com**. Towards this, the Company has also sent letters to the Members holding shares in physical form, in relation to applicable SEBI Circular(s). Members who hold shares in dematerialised form and wish to update their PAN, KYC, Bank details and Nomination, are requested to contact their respective DPs.

30. As stipulated under Regulation 36 of the SEBI Listing Regulations, profile of Directors seeking re-appointment / appointment is separately annexed herewith.

31. SEBI has established a common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities. After exhausting the option to resolve their grievances with the R&TA/ Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal i.e. **https://smartodr.in/login**.

32. **Special Window for re-lodgement of Transfer Requests of Physical Shares:** Pursuant to SEBI circular No. HO/38/13/11(2)2026-MIRSD-POD/I/3750/2026 dated 30th January, 2026, it is informed that SEBI has opened another special window for a period of one year from 5th February, 2026 to 4th February, 2027 for transfer and dematerialization of physical securities which were sold/purchased prior to 1st April, 2019 and also for the transfer requests which were submitted earlier and rejected/ returned/ not attended due to deficiencies in the documents. Kindly take advantage of this opportunity by furnishing the necessary documents to the Company's R&TA within the provided timeline.

33. The Resolutions will be deemed to be passed on the Annual General Meeting date subject to receipt of requisite number of votes in favour of the Resolutions.

**For Gujarat Energy Limited**
**(Erstwhile Gujarat Gas Limited)**
**Sd/-**
Sandeep Dave
**Company Secretary**

**Date:** 11th August, 2026
**Place:** Gandhinagar

**Registered Office :** Gujarat Energy Bhavan, Behind Udyog Bhavan, Sector-11, Gandhinagar – 382010, Gujarat
**Tel:** +91-79-2673 7400 / 2673 7500 **Website:** www.gujarat-energy.com **E-mail:** investors@gujenergy.com

## ANNEXURE TO THE NOTICE
## EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (2) OF THE COMPANIES ACT, 2013

**Item No. 5 - Ratification of remuneration of Cost Auditor for FY 2026 - 27:**

The Board of Directors at its Meeting held on 11th August, 2026, on the recommendation of the Audit Committee, appointed M/s Kailesh Sankhlecha & Associates, (firm Registration No. 100221) as the Cost Auditor to conduct the Audit of the cost accounts / records maintained by the Company for the Financial Year 2026 - 27 at the remuneration of ₹ 1,40,000/- (Rupees One Lac Forty Thousand Only) + GST and out of pocket expenses.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, including any statutory modification(s) or re-enactment thereof for the time being in force, the said remuneration payable for Financial Year 2026 - 27 to M/s Kailash Sankhlecha & Associates, Cost Accountants as Cost Auditor is required to be ratified by the Members of the Company.

Therefore, the Directors recommend the Resolution at Item No. 5 of this Notice for your ratification / approval.

None of the Directors/Promoters or Key Managerial Personnel (KMP) or relatives of Directors/Promoters and KMPs is / are, in any way, concerned or interested, financially or otherwise, in the aforesaid Resolution No. 5 of this Notice.

The Board recommends the Resolution for approval of the Members. Members are requested to approve the Ordinary Resolution.

**Additional information on Directors recommended for appointment/reappointment as required under Regulation 36 of SEBI Listing Regulations and applicable Secretarial Standards**

| Name of Director | Dr. T. Natarajan, IAS |
|---|---|
| DIN No | 00396367 |
| Date of Birth | 05-05-1971 |
| Date of the first appointment on the Board | 11-09-2024 |
| Qualifications | He has done graduation in Mining Engineering from college of Engineering, Guindy, Anna University in Tamil Nadu and M.B.A. in Finance from Bharathidasan Institute of Management, Tamil Nadu. Masters in International Development at Duke University in USA. |
| Nature of Expertise / Experience | Dr. T. Natarajan, IAS is a 1996 batch Indian Administrative Officer from Gujarat Cadre. He held a range of responsibilities in Gujarat Government including District Collector and District Development Officer. He has served in the departments of Finance, Revenue, Industry & Mining and Technical Education and held leadership positions in Public Sector Undertakings.<br>Dr. T. Natarajan, IAS was entrusted with the responsibility of Senior Advisor to the Executive Director of India in the International Monetary Fund at Washington DC by the Government of India. He also served as Additional Secretary in the Department of Economic Affairs in Government of India. Before the current assignment as Additional Chief Secretary, Finance Department, Government of Gujarat, he served as Additional Secretary (Defence Production), Ministry of Defence in Government of India. |
| Terms and Conditions of Appointment and details of Remuneration | Nominee Director. He does not draw any remuneration from Company except out of pocket expenses for attending meeting of Board/Committee of Directors. Further, sitting fees paid to Govt. Directors is deposited in Govt. Treasury. |
| Names of other Companies in which the person also holds the directorship including listed entities | Gujarat Alkalies and Chemicals Limited<br>Gujarat Narmada Valley Fertilizers & Chemicals Limited<br>Gujarat State Fertilizers & Chemicals Limited<br>Gujarat State Investment Limited<br>Gujarat State Financial Services Limited<br>Sardar Sarovar Narmada Nigam Limited<br>Gujarat Metro Rail Corporation (GMRC) Limited<br>Gujarat International Finance Tec-city Company Limited<br>GSPL Transmission Limited |
| No. of Share held including shareholding as beneficial owner | Nil |

| | |
|---|---|
| **Memberships/ Chairmanships of Committees of Board of Directors of Company** | Risk Management Committee - **Chairman**<br>Audit Committee - **Member**<br>Corporate Social Responsibility Committee - **Member**<br>Project Committee - **Member**<br>HR Committee - **Member**<br>Business Development Committee - **Member** |
| **Chairman/ Member of the Committees of other Companies including listed entities** | **Gujarat State Fertilizers & Chemicals Limited**<br>Finance cum Audit Committee - **Member**<br>Risk Management Committee - **Member**<br>Corporate Social Responsibility Committee – **Member**<br>**Gujarat State Investment Limited**<br>Corporate Social Responsibility Committee - **Chairman**<br>**Gujarat State Financial Services Limited**<br>Corporate Social Responsibility Committee - **Chairman**<br>Finance Committee - **Chairman**<br>Personnel Committee - **Chairman**<br>Asset Liability Management Committee - **Chairman**<br>Risk Management Committee - **Chairman**<br>Review Committee - **Chairman**<br>Investment Committee - **Chairman**<br>Fraud Committee – **Member**<br>Audit Committee – **Member**<br>**Gujarat International Finance- Tech City Company Limited**<br>Audit Committee – **Member**<br>**Gujarat Narmada Valley Fertilizers & Chemicals Limited**<br>Audit Committee – **Member**<br>Project Committee – **Member**<br>**Gujarat Metro Rail Corporation (GMRC) Limited**<br>Audit Committee – **Chairman**<br>**Sardar Sarovar Narmada Nigam Limited**<br>Purchase and Tender Committee – **Member**<br>Statue of Unity Project Committee – **Member**<br>Project Committee – **Member**<br>**GSPL Transmission Limited**<br>Audit Committee – **Member** |
| **Names of listed entities from which a person has resigned in the past three years** | Bharat Electronic Limited<br>Hindustan Aeronautics Limited |
| **No. of Meetings of the Board attended during the Financial Year 2025-26** | 5/5 |
| **Disclosure of relationship between directors inter-se** | NA |

**By Order of the Board**
**For Gujarat Energy Limited**
**(Erstwhile Gujarat Gas Limited)**
**Sd/-**
Sandeep Dave
**Company Secretary**

**Date:** 11th August, 2026
**Place:** Gandhinagar

**Registered Office :** Gujarat Energy Bhavan, Behind Udyog Bhavan, Sector-11, Gandhinagar – 382010, Gujarat
**Tel:** +91-79-2673 7400 / 2673 7500 **Website:** www.gujarat-energy.com **E-mail:** investors@gujenergy.com