



**ANNUAL REPORT
2017-2018**

56TH ANNUAL GENERAL MEETING

Notice to the Shareholders

Notice is hereby given that the 56th Annual General Meeting of the Shareholders of Assam Gas Company Limited will be held in the Co-ordination Office of the Company at "Adams Plaza", 1st Floor, Christian Basti, G. S. Road, Guwahati-781005 on Friday, the 28th September, 2018 at 11.30.00 A.M. to transact the following Ordinary and Special Businesses:

A. Ordinary Business

1. To receive, consider and adopt the Directors' Report and the Report on Corporate Governance, Secretarial Audit Report, along with the addendum thereto, if any, extract of Annual Return, the Audited Balance Sheet as at 31st March, 2018 and Statement of Profit & Loss for the year ended 31st March, 2018 along with the Report of the Statutory Auditors and the Comments of the Comptroller and Auditor General of India thereon.
2. To declare Dividend.

B. Special Business

1. Approval of Remuneration of the Cost Auditor for the financial year 2018-19

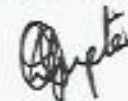
To consider and if thought fit, to pass the following Resolution with or without modification(s), as an Ordinary Resolution:-

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions of the Companies Act, 2013 read with Companies (Audit & Auditors) Rules, 2014 including any statutory modifications or reenactment thereof, for the time being in force, the appointment of M/s. Subhadra Dutta & Associates, Cost Accountants, Guwahati, by the Board as the Cost Auditor to conduct the audit of the cost records of the Company for the financial year 2018-19 at a remuneration of ₹50,000/- (Rupees Fifty Thousand) only plus out of pocket expenses, reimbursement of travel and boarding expenses and payment of applicable taxes etc., be and is hereby ratified and approved."

Place: Guwahati

Date: 27/09/2018

By Order of the Board of Directors



(D. Dev Gupta)
Company Secretary

Assam Gas Company Limited
56th Annual General Meeting
Financial Year 2018-2019

- a. Explanatory statements under Section 102 of the Companies Act, 2013 in respect of the business under Item 4 as set out above are annexed hereto.
- b. A member entitled to attend and vote at the Meeting is entitled to appoint a proxy or proxies, in the alternative, to attend and vote instead of himself and such proxy need not be a member. Proxies, in order to be effective, should be duly completed & affixed with the revenue stamp and be deposited at the Registered Office of the Company not less than forty eight hours before commencement of the Meeting.

By Order of the Board of Directors



(D. Dev Gupta)
Company Secretary

Place: Guwahati
Date: 27/09/2018

Explanatory Statements for the Special Business pursuant to Section 102 of the Companies Act, 2013:

The following are the Explanatory Statements in respect of item No. B of the Special Businesses indicated in the Notice dated 26th September, 2018.

Item No. B.

1. Approval of Remuneration of Cost Auditor for the financial year 2018:

M/s Subhadra Dutta & Associates, Cost Accountants, Guwahati was appointed by the Board as the Cost Auditor of the Company for the year 2018-19 to conduct the audit of Cost Records at a remuneration of ₹50,000/- (Rupees Fifty Thousand) only plus out of pocket expenses, reimbursement of travel and boarding expenses and payment of applicable taxes etc.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with Rule 14 of the Companies (Audit & Auditors) Rules, 2014, remuneration of Cost Auditor approved by the Board is required to be ratified by the Members by way of an Ordinary Resolution. The Board accordingly recommends the passing of the proposed Ordinary Resolution for approval of the Members.

None of the Directors or Key Managerial Personnel or their relatives is, in any way, concerned or interested, financially or otherwise, in passing of the said Ordinary Resolution.

By Order of the Board of Directors



(D. Dev Gupta)
Company Secretary

Place: Guwahati
Date: 27/09/2018