

**V.K. SHARMA & CO.**  
**Company Secretaries**

422, Ocean Plaza, Sector-18, Noida - 201 301  
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SCRUTINISER'S REPORT

Report to the Chairman of the Board of Directors of M/s Indraprastha Gas Limited, a Company incorporated under the Companies Act, 1956 and having its Registered Office at IGL Bhawan, Plot No. 4, Community Centre, Sector - 9, R.K. Puram, New Delhi-110022 (hereinafter referred to as 'the Company') on the E-Voting conducted by the Company to pass the items on the agenda as contained in the Notice dated 05<sup>th</sup> August, 2015.

1. In terms of Clause 35B of the Listing Agreement and provision of Section 108 of the Companies Act, 2013 read with Rule 20 (ix) of the Companies (Management & Administration) Rules, 2014 as amendment by the Companies (Management and Administration) Amendment Rules, 2015, I was appointed as Scrutiniser by the Company on 05<sup>th</sup> August, 2015 to the e-voting process for passing the items on the agenda as contained in the Notice dated 05<sup>th</sup> August, 2015.
2. In terms of the aforesaid Notice, E-Voting was open for five days from 09:00 a.m. on Thursday, 17<sup>th</sup> September, 2015 to 05:00 p.m. on Monday, 21<sup>st</sup> September, 2015 and members were required to cast their votes electronically conveying their Assent or Dissent in respect of the Ordinary / Special Resolutions, on E-Voting platform provided by Karvy Computershare Private Limited (Karvy).
3. I unblocked the votes in presence of Ms. Indu Lakra and Mr. Shashank Nagar on 22<sup>nd</sup> September, 2015.
4. Based on the e-votes made available to me, 173 members have cast their votes on the e-voting platform and I have annexed (**Annexure-I**) with this Report, the details and analysis of the e-voting Results for each of the twelve agenda items contained in the said Notice.



Vijay Kumar Sharma  
(FCS- 3440)

Date: 22<sup>nd</sup> September, 2015

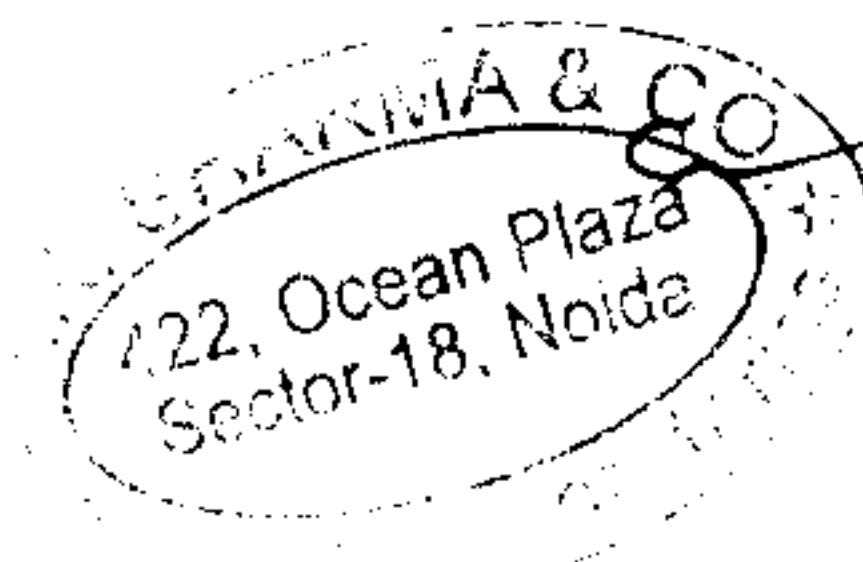
Place: Noida

Annexure- I

Analysis of Results

|                    |                                                                                                                                         |
|--------------------|-----------------------------------------------------------------------------------------------------------------------------------------|
| Agenda No.         | 1                                                                                                                                       |
| Subject            | To consider and adopt the Audited financial Statement as at March 31, 2015, the Reports of the Board of Directors and Auditors thereon. |
| Type of Resolution | Ordinary                                                                                                                                |

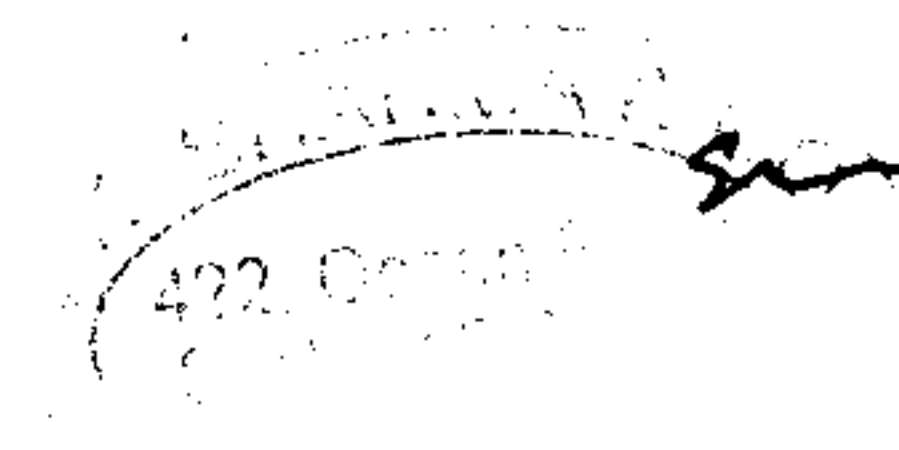
| Particulars | Number of e-Ballots | Numbers of votes contained in e-Ballots | Percentage of total |
|-------------|---------------------|-----------------------------------------|---------------------|
| Received    | 173                 | 112339421                               | 100%                |
| Assent      | 168                 | 112128074                               | 99.81%              |
| Dissent     | 1                   | 100                                     | 0%                  |
| Abstain     | 4                   | 211247                                  | 0.19%               |
| Total       | 173                 | 112339421                               | 100%                |



Analysis of Results

|                    |                                         |
|--------------------|-----------------------------------------|
| Agenda No.         | 2                                       |
| Subject            | To declare a dividend on equity shares. |
| Type of Resolution | Ordinary                                |

| Particulars | Number of e-Ballots | Numbers of votes contained in e-Ballots | Percentage of total |
|-------------|---------------------|-----------------------------------------|---------------------|
| Received    | 173                 | 112339421                               | 100%                |
| Assent      | 172                 | 112301449                               | 99.97%              |
| Dissent     | 0                   | 0                                       | 0%                  |
| Abstain     | 1                   | 37972                                   | 0.03%               |
| Total       | 173                 | 112339421                               | 100%                |

A circular stamp with a signature over it. The stamp contains the text "432, Oct 2019".

Analysis of Results

|                    |                                                                                 |
|--------------------|---------------------------------------------------------------------------------|
| Agenda No.         | 3                                                                               |
| Subject            | Appointment of Statutory Auditors of the Company and fixing their remuneration. |
| Type of Resolution | Ordinary                                                                        |

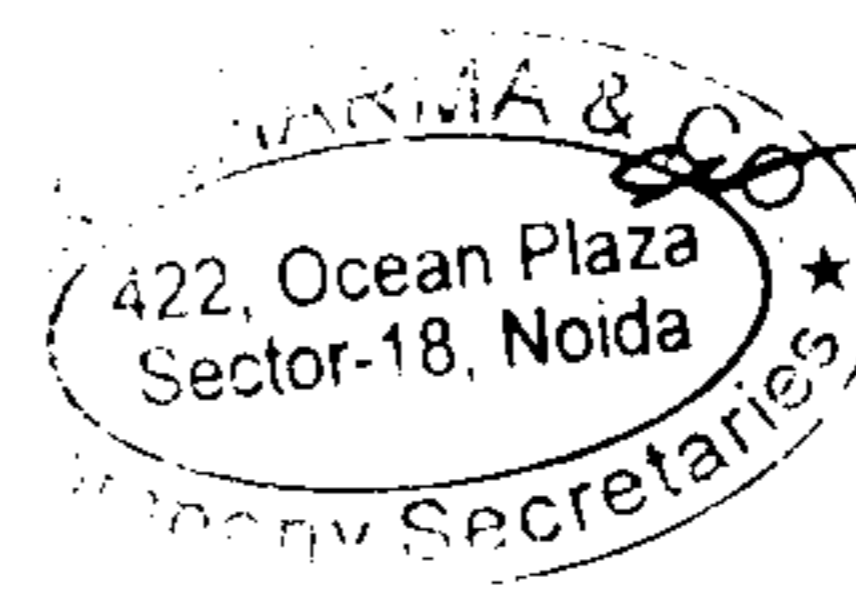
| Particulars | Number of e-Ballots | Numbers of votes contained in e-Ballots | Percentage of total |
|-------------|---------------------|-----------------------------------------|---------------------|
| Received    | 173                 | 112339421                               | 100%                |
| Assent      | 171                 | 112301349                               | 99.97%              |
| Dissent     | 1                   | 100                                     | 0%                  |
| Abstain     | 1                   | 37972                                   | 0.03%               |
| Total       | 173                 | 112339421                               | 100%                |



**Analysis of Results**

|                           |                                                                                                     |
|---------------------------|-----------------------------------------------------------------------------------------------------|
| <b>Agenda No.</b>         | <b>4</b>                                                                                            |
| <b>Subject</b>            | <b>Appointment of Shri M. Ravindran as a Director of the Company, liable to retire by rotation.</b> |
| <b>Type of Resolution</b> | <b>Ordinary</b>                                                                                     |

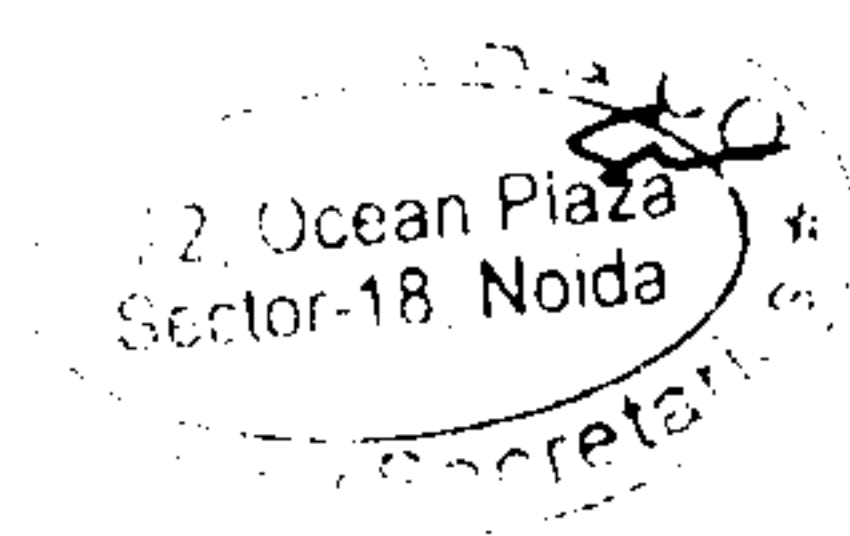
| <b>Particulars</b> | <b>Number of e-Ballots</b> | <b>Numbers of votes contained in e-Ballots</b> | <b>Percentage of total</b> |
|--------------------|----------------------------|------------------------------------------------|----------------------------|
| <b>Received</b>    | 173                        | 112339421                                      | 100%                       |
| <b>Assent</b>      | 167                        | 112235834                                      | 99.91%                     |
| <b>Dissent</b>     | 5                          | 65615                                          | 0.06%                      |
| <b>Abstain</b>     | 1                          | 37972                                          | 0.03%                      |
| <b>Total</b>       | <b>173</b>                 | <b>112339421</b>                               | <b>100%</b>                |



Analysis of Results

|                    |                                                                                          |
|--------------------|------------------------------------------------------------------------------------------|
| Agenda No.         | 5                                                                                        |
| Subject            | Appointment of Shri I.S. Rao as a Director of the Company, liable to retire by rotation. |
| Type of Resolution | Ordinary                                                                                 |

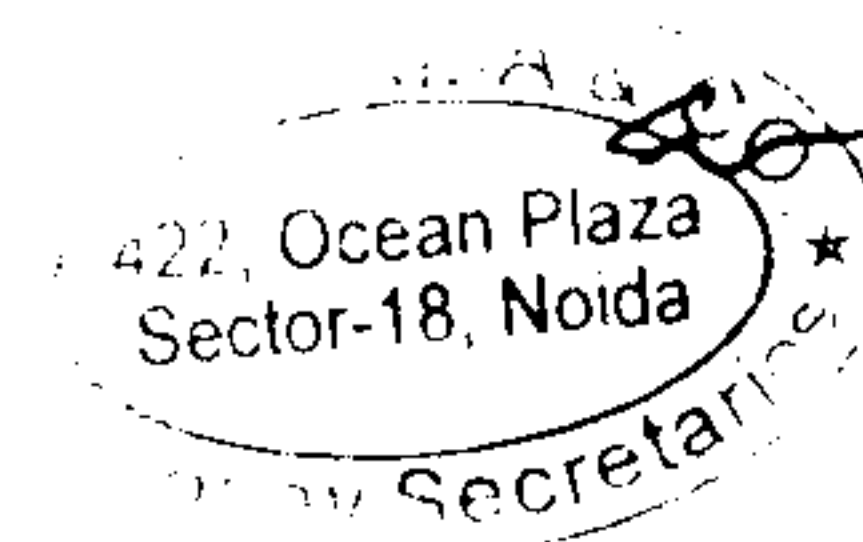
| Particulars | Number of e-Ballots | Numbers of votes contained in e-Ballots | Percentage of total |
|-------------|---------------------|-----------------------------------------|---------------------|
| Received    | 173                 | 112339421                               | 100%                |
| Assent      | 150                 | 111059199                               | 98.86%              |
| Dissent     | 22                  | 1242250                                 | 1.11%               |
| Abstain     | 1                   | 37972                                   | 0.03%               |
| Total       | 173                 | 112339421                               | 100%                |



Analysis of Results

|                    |                                                                                                        |
|--------------------|--------------------------------------------------------------------------------------------------------|
| Agenda No.         | 6                                                                                                      |
| Subject            | Appointment of Smt. Gitanjali Gupta Kundra as a Director of the Company, liable to retire by rotation. |
| Type of Resolution | Ordinary                                                                                               |

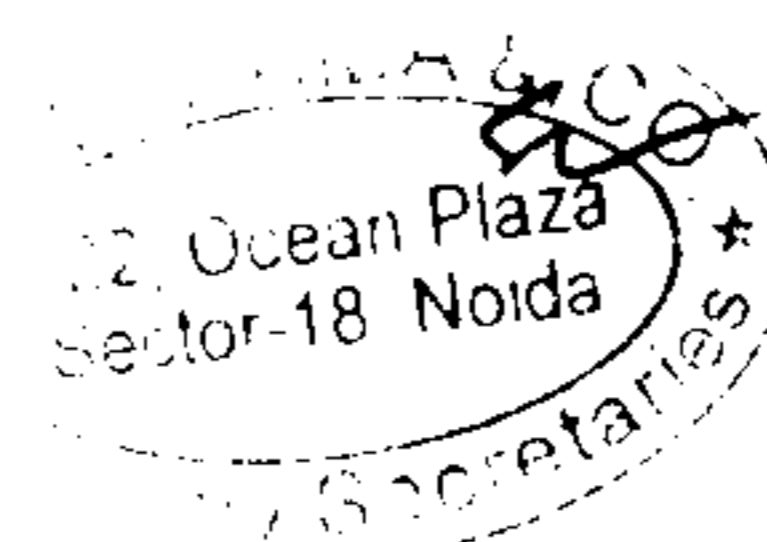
| Particulars | Number of e-Ballots | Numbers of votes contained in e-Ballots | Percentage of total |
|-------------|---------------------|-----------------------------------------|---------------------|
| Received    | 173                 | 112339421                               | 100%                |
| Assent      | 170                 | 112263408                               | 99.93%              |
| Dissent     | 2                   | 38041                                   | 0.04%               |
| Abstain     | 1                   | 37972                                   | 0.03%               |
| Total       | 173                 | 112339421                               | 100%                |



**Analysis of Results**

|                           |                                                              |
|---------------------------|--------------------------------------------------------------|
| <b>Agenda No.</b>         | 7                                                            |
| <b>Subject</b>            | Appointment of Shri Raghu Nayyar as an Independent Director. |
| <b>Type of Resolution</b> | Ordinary                                                     |

| <b>Particulars</b> | <b>Number of e-Ballots</b> | <b>Numbers of votes contained in e-Ballots</b> | <b>Percentage of total</b> |
|--------------------|----------------------------|------------------------------------------------|----------------------------|
| <b>Received</b>    | 173                        | 112339421                                      | 100%                       |
| <b>Assent</b>      | 167                        | 110536549                                      | 98.40%                     |
| <b>Dissent</b>     | 1                          | 100                                            | 0%                         |
| <b>Abstain</b>     | 5                          | 1802772                                        | 1.60%                      |
| <b>Total</b>       | 173                        | 112339421                                      | 100%                       |

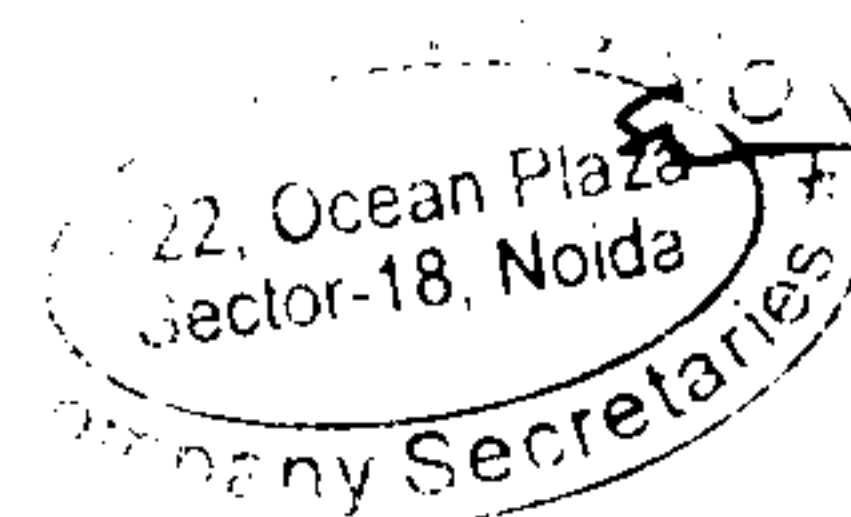




**Analysis of Results**

|                           |                                                                    |
|---------------------------|--------------------------------------------------------------------|
| <b>Agenda No.</b>         | <b>8</b>                                                           |
| <b>Subject</b>            | <b>Appointment of Dr. Sudha Sharma as an Independent Director.</b> |
| <b>Type of Resolution</b> | <b>Ordinary</b>                                                    |

| <b>Particulars</b> | <b>Number of e-Ballots</b> | <b>Numbers of votes contained in e-Ballots</b> | <b>Percentage of total</b> |
|--------------------|----------------------------|------------------------------------------------|----------------------------|
| <b>Received</b>    | 173                        | 112339421                                      | 100%                       |
| <b>Assent</b>      | 167                        | 110536549                                      | 98.40%                     |
| <b>Dissent</b>     | 1                          | 100                                            | 0%                         |
| <b>Abstain</b>     | 5                          | 1802772                                        | 1.6%                       |
| <b>Total</b>       | <b>173</b>                 | <b>112339421</b>                               | <b>100%</b>                |



**Analysis of Results**

|                           |                                                                                                          |
|---------------------------|----------------------------------------------------------------------------------------------------------|
| <b>Agenda No.</b>         | <b>9</b>                                                                                                 |
| <b>Subject</b>            | <b>Appointment of Shri. V. Nagarajan as a Director of the Company, not liable to retire by rotation.</b> |
| <b>Type of Resolution</b> | <b>Ordinary</b>                                                                                          |

| <b>Particulars</b> | <b>Number of e-Ballots</b> | <b>Numbers of votes contained in e-Ballots</b> | <b>Percentage of total</b> |
|--------------------|----------------------------|------------------------------------------------|----------------------------|
| <b>Received</b>    | 173                        | 112339421                                      | 100%                       |
| <b>Assent</b>      | 157                        | 111537656                                      | 99.29%                     |
| <b>Dissent</b>     | 15                         | 763793                                         | 0.68%                      |
| <b>Abstain</b>     | 1                          | 37972                                          | 0.03%                      |
| <b>Total</b>       | 173                        | 112339421                                      | 100%                       |

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Sector-18, Noida  
Company Secretaries

Analysis of Results

|                           |                                                                                              |
|---------------------------|----------------------------------------------------------------------------------------------|
| <b>Agenda No.</b>         | 10                                                                                           |
| <b>Subject</b>            | Appointment of Shri. V. Nagarajan as Director (Commercial) and approval of his remuneration. |
| <b>Type of Resolution</b> | Ordinary                                                                                     |

| <b>Particulars</b> | <b>Number of e-Ballots</b> | <b>Numbers of votes contained in e-Ballots</b> | <b>Percentage of total</b> |
|--------------------|----------------------------|------------------------------------------------|----------------------------|
| <b>Received</b>    | 173                        | 112339421                                      | 100%                       |
| <b>Assent</b>      | 150                        | 109577341                                      | 97.55%                     |
| <b>Dissent</b>     | 18                         | 959308                                         | 0.85%                      |
| <b>Abstain</b>     | 5                          | 1802772                                        | 1.6%                       |
| <b>Total</b>       | 173                        | 112339421                                      | 100%                       |

122, Ocean Plaza  
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Analysis of Results

|                    |                                                                                                                          |
|--------------------|--------------------------------------------------------------------------------------------------------------------------|
| Agenda No.         | 11                                                                                                                       |
| Subject            | Ratification of the remuneration payable to Cost Auditors of the Company for the financial year ending 31st March, 2016. |
| Type of Resolution | Ordinary                                                                                                                 |

| Particulars | Number of e-Ballots | Numbers of votes contained in e-Ballots | Percentage of total |
|-------------|---------------------|-----------------------------------------|---------------------|
| Received    | 173                 | 112339421                               | 100%                |
| Assent      | 171                 | 112301349                               | 99.97%              |
| Dissent     | 1                   | 100                                     | 0%                  |
| Abstain     | 1                   | 37972                                   | 0.03%               |
| Total       | 173                 | 112339421                               | 100%                |

V.K. SHARMA & CO.  
472, Ocean Plaza  
Sector-18, Noida

**Analysis of Results**

|                           |                                                                                                           |
|---------------------------|-----------------------------------------------------------------------------------------------------------|
| <b>Agenda No.</b>         | <b>12</b>                                                                                                 |
| <b>Subject</b>            | <b>Approval of material Related Party Transaction under a contract entered with GAIL (India) Limited.</b> |
| <b>Type of Resolution</b> | <b>Ordinary (As per SEBI press release dated 03<sup>rd</sup> September 2015)</b>                          |

| <b>Particulars</b> | <b>Number of e-Ballots</b> | <b>Numbers of votes contained in e-Ballots</b> | <b>Percentage of total</b> |
|--------------------|----------------------------|------------------------------------------------|----------------------------|
| <b>Received</b>    | 173                        | 112339421                                      | 100%                       |
| <b>Assent</b>      | 109                        | 38007434                                       | 33.83%                     |
| <b>Dissent</b>     | 57                         | 6960899                                        | 6.20%                      |
| <b>Abstain</b>     | 7                          | 67371088                                       | 59.97%                     |
| <b>Total</b>       | <b>173</b>                 | <b>112339421</b>                               | <b>100%</b>                |

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