



**INDRAPRASTHA GAS LIMITED**

Regd. office: IGL Bhawan, Plot No. 4, Community Centre,  
Sector – 9, R.K. Puram, New Delhi-110022

CIN: L23201DL1998PLC097614, Website: www.iglonline.net

Email: investors@igl.co.in, Tel No.: 011-46074607, Fax No.: 011-26171863

## Notice

Notice is hereby given that the 18th Annual General Meeting of the Members of INDRAPRASTHA GAS LIMITED will be held at Manekshaw Centre, Parade Road, Delhi Cantonment, New Delhi-110010, on Thursday, the 28th September, 2017, at 11.30 A.M. to transact the following business: -

### ORDINARY BUSINESS

1. To receive, consider and adopt (a) the Audited Financial Statements of the Company for the financial year ended 31st March, 2017 (b) the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2017; and the Reports of the Board of Directors and the Statutory Auditors and the comments of the Comptroller & Auditor General of India thereon.
2. To confirm the payment of Interim Dividend on equity shares and to declare a Final Dividend on equity shares for the Financial Year ended 31st March, 2017.
3. To authorize Board of Directors of the Company to fix remuneration of the Statutory Auditor of the Company (M/s Walker Chandiook & Co LLP) in terms of the provisions of Section 142 of the Companies Act, 2013 and to pass the following resolution as an Ordinary Resolution:-

“RESOLVED THAT the Board of Directors of the Company be and is hereby authorized to decide and fix the remuneration of M/s Walker Chandiook & Co LLP (Registration No. 001076N/N500013), Chartered Accountants, the Statutory Auditor of the Company, appointed by Comptroller and Auditor General of India for the Financial Year 2017-2018.”

### SPECIAL BUSINESS

4. To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution:  
  
“RESOLVED THAT Shri Ramesh Srinivasan (DIN: 07164250), who was appointed as an Additional Director by the Board of Directors and who holds office upto the date of this Annual General Meeting and in respect of whom, the Company has received a notice in writing from a member pursuant to the provisions of Section 160 of the Companies Act, 2013, be and is hereby, appointed as a Director of the Company, liable to retire by rotation.”
5. To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution:

“RESOLVED THAT Shri Manoj Jain (DIN: 07556033), who was appointed as an Additional Director by the Board of Directors and who holds office upto the date of this Annual General Meeting and in respect of whom, the Company has received a notice in writing from a member pursuant to the provisions of Section 160 of the Companies Act, 2013, be and is hereby, appointed as a Director of the Company, liable to retire by rotation.”

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

“RESOLVED THAT Smt. Varsha Joshi (DIN: 07056514), who was appointed as an Additional Director by the Board of Directors and who holds office upto the date of this Annual General Meeting and in respect of whom, the Company has received a notice in writing from a member pursuant to the provisions of Section 160 of the Companies Act, 2013, be and is hereby, appointed as a Director of the Company, liable to retire by rotation.”

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

“RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, the Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2018, be paid the remuneration as set out in the statement annexed to the Notice convening this Meeting.

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

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

“RESOLVED THAT pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any, and subject to any modification(s) and re-enactment thereof, consent of the Members be and is hereby accorded to ratify the contract for purchase of APM gas for NCT of Delhi, at a price determined by Government of India from time to time, amounting to Rs. 797.28 crores, with its related party i.e. GAIL (India) Limited (Nominee of Government of India), during the period April 1, 2016 to March 31, 2017.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental thereto for the purpose of giving effect to this Resolution.”

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

“RESOLVED THAT pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any, and subject to any modification(s) and re-enactment thereof, consent of the Members be and is hereby accorded to ratify the contract for purchase of PMT gas for NCT of Delhi, at a price determined by Government of India from time to time, amounting to Rs. 498.62 crores, with its related party i.e. GAIL (India) Limited (Nominee of Government of India), during the period April 1, 2016 to March 31, 2017.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental thereto for the purpose of giving effect to this Resolution.”

10. To approve sub division of the Company's equity shares of face value of Rs 10 (Rupees Ten) each into 5 (Five) equity shares of face value Rs. 2 (Rupees Two) each and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolutions as an Ordinary Resolution.

“RESOLVED THAT pursuant to the provisions of Section 61 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force), and in accordance to the provisions of the Memorandum and Articles of Association of the Company and subject to the approval(s), consent(s), permission(s), sanction(s), if any, as may be necessary from the appropriate statutory authority(ies), the consent of the members be and is hereby accorded for sub-dividing 14,00,00,160 equity shares of the Company, having face value of Rs. 10 (Rupees Ten) each into 5 (Five) equity shares of face value Rs. 2 (Rupees Two) each.

RESOLVED FURTHER THAT pursuant to the sub-division of equity shares of the Company, the authorized, issued, subscribed and paid-up equity share capital of nominal value of Rs. 10 (Rupees Ten) each, shall stand sub-divided into 5 (Five) equity shares of face value Rs. 2 (Rupees Two) each from the 'Record Date' and shall rank pari passu in all respects and carry the same rights as the existing fully paid-up equity shares of Rs 10 (Rupees Ten) each of the Company.



RESOLVED FURTHER THAT upon sub-division of equity shares as aforesaid, the existing share certificates in relation to the existing equity shares of the face value of Rs 10 (Rupees Ten) each held in physical form shall be deemed to have been automatically cancelled and be of no effect on and from the Record Date and the Company may without requiring the surrender of the existing share certificate(s) directly issue and dispatch the new share certificate(s) of the Company, in lieu of such existing issued share certificate(s) and in the case of equity shares held in the dematerialized form, the number of sub-divided equity shares be credited to the respective beneficiary accounts of the members with the Depository Participants, in lieu of the existing credits representing the equity shares of the Company before sub-division.

RESOLVED FURTHER THAT the Board of Directors of the Company (which expression shall also include a Committee thereof), be and is hereby authorized to fix the Record Date and take all the necessary steps as may be necessary in relation to the above including recall of the existing share certificates, issue of new share certificates in lieu of the existing issued share certificates in terms of the foregoing resolutions and in accordance with the applicable provisions of the Companies Act, 2013 read with Companies (Share Capital and Debentures) Rules, 2014 and to execute all such other documents, instruments and writings and to do all such acts deeds and things as may be required to give effect to the aforesaid resolution including to delegate any or all of its powers to any Committee or to the Managing Director or Director (Commercial) or Chief Financial Officer or Company Secretary of the Company, as may deem appropriate in this regard."

11. To approve amendment in the Capital Clause of the Memorandum of Association of the Company and in this regard, 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 Section 13 of the Act and other applicable provisions, of the Act and/or any statutory modification(s) thereof and Rules framed thereunder, the existing Clause V of the Memorandum of Association of the Company be replaced with the following new Clause V consequent to sub-division:

"V. The Authorized Share Capital of the Company is Rs. 220 Crores (Rupees Two Hundred Twenty Crores)

divided into 110 Crores equity shares of Rs. 2 (Rupees Two) each."

RESOLVED FURTHER THAT the Board of Directors of the Company (which expression shall also include a Committee thereof), be and is hereby authorized to execute all the documents, instruments and writings and make necessary filings as may be required including to delegate any or all of its powers to any Committee or to the Managing Director or Director (Commercial) or Chief Financial Officer or Company Secretary of the Company, as may deem appropriate in this regard and to do all such acts, deeds and things as may be required to give effect to the aforesaid resolution."

12. To approve requisite amendment in the Articles of Association of the Company consequent to sub-division and in this regard, 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 Section 14 of the Act and other applicable provisions, of the Act and/or any statutory modification(s) thereof and Rules framed thereunder, the existing Article 3 of the Articles of Association of the Company be replaced with the following new Article, consequent to sub-division:

"3. The Authorized Share Capital of the Company is Rs. 220 Crores (Rupees Two Hundred Twenty Crores) divided into 110 Crores equity shares of Rs. 2 (Rupees Two) each."

RESOLVED FURTHER THAT the Board of Directors of the Company (which expression shall also include a Committee thereof), be and is hereby authorized to execute all the documents, instruments and writings and make necessary filings as may be required including to delegate any or all of its powers to any Committee or to the Managing Director or Director (Commercial) or Chief Financial Officer or Company Secretary of the Company, as may deem appropriate in this regard and to do all such acts, deeds and things as may be required to give effect to the aforesaid resolution."

By Order of the Board

sd/-

(S. K. Jain)

Company Secretary

Place : New Delhi  
Date : August 11, 2017

**Notes:**

1. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (HEREIN AFTER REFERRED AS 'THE MEETING' OR 'AGM') IS ENTITLED TO APPOINT A PROXY TO ATTEND AND ON A POLL TO VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
3. The instrument appointing a proxy, to be effective, must be duly filled, stamped and must reach the Company's registered office not later than 48 (forty eight) hours before the commencement of the meeting. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.
4. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
5. The Register of Members and Share Transfer Books of the Company will remain closed from September 20, 2017 to September 28, 2017 (both days inclusive) for the purpose of ascertaining the eligibility for payment of dividend.
6. The dividend payable on equity shares, if approved by the members, will be paid to those members whose names appear on the Company's Register of Members and as per beneficial owners position received from NSDL & CDSL as at the close of September 19, 2017.

7. Route map of the Venue of AGM





8. Members holding shares in physical form are requested to notify change in their address, if any, quoting folio number to Registrar and Transfer Agents (RTA) M/s Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot No 31 & 32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad, Andhra Pradesh – 500 032.
9. Members are requested to notify any change of Address/ Bank Account Number:
  - a) To the Company's Registrar in respect of their physical share folios; and
  - b) To their Depository Participants (DPs) in respect of their Electronic Demat Accounts as the Company is obliged to print the Bank details on the dividend warrant as furnished by NSDL/ CDSL.
10. Members may correspond with the RTA /Company to claim dividends, which remain unclaimed. In this regards, Members are requested to note that dividends not encashed or claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will be transferred to the Investor Education and Protection Fund.
11. Members are requested to send their queries, if any, atleast 10 days in advance of meeting so that the information can be made available at the meeting.
12. Members are requested to bring their copy of the Annual Report to the Meeting and no copy would be provided at AGM venue.
13. Documents referred in the accompanying Notice shall be open for inspection at the registered office of the Company on all working days except Saturdays and holidays between 1030 hours to 1230 hours upto the date of conclusion of AGM.
14. In exercise of powers conferred by Section 139 of the Companies Act, 2013, the Comptroller and Auditor General of India vide its letter dated July 19, 2017, has appointed M/s Walker Chandiook & Co LLP (Registration No. 001076N/N500013), Chartered Accountants as Statutory Auditors of the Company for the financial year 2017-18.
15. The business set out in the Notice will be transacted through Electronic voting system and the Company is providing facility for voting through electronic means. Instructions and other related information for e-voting is provided herein below. Further, the Company will also send communication relating to remote e-voting which inter alia would contain details about user ID and password along with copy of this Notice to the members separately.
16. Voting through electronic means:
  - a) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, (hereinafter referred as "the Rules"), as amended and the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has made necessary arrangements for remote e-voting facility to its members to enable them to cast their votes electronically.
  - b) The Company has engaged the services of Karvy Computershare Private Limited ("Karvy") as the Authorised Agency to provide remote e-voting facilities.
  - c) The Board of Directors has appointed Shri V.K. Sharma, Company Secretary in practice as the Scrutinizer, for conducting the remote e-voting process and poll in a fair and transparent manner.
  - d) Members are requested to carefully read the instructions for remote e-voting before casting their vote.
  - e) The remote e-voting period will commence at 9.00 a.m. on September 25, 2017 and will end at 5.00 p.m. on September 27, 2017.
  - f) The cut-off date (i.e. the record date) for the purpose of remote e-voting or poll is September 21, 2017. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e September 21, 2017 shall be entitled to avail the facility of remote e-voting/Ballot Paper.

g) The procedure and instructions for remote e-voting are as under:

A. In case a Member receives an email from Karvy [for Members whose email IDs are registered with the Company/Depository Participants (s)]:

- i. Launch internet browser by typing the URL: <https://evoting.karvy.com>.
- ii. Enter the login credentials (i.e. User ID and password as mentioned in email). In case of physical folio, User ID will be EVEN (E-Voting Event Number) xxxx followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
- iii. After entering these details appropriately, click on "LOGIN".
- iv. You will now reach password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the "EVENT" i.e., "**Indraprastha Gas Limited**".
- vii. On the voting page, enter the number of shares (which represents the number of votes) as on the cut-off date under "FOR/ AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/

AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.

- viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat accounts.
- ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
- x. You may then cast your vote by selecting an appropriate option and click on "Submit".
- xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution(s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the resolution(s).
- xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/ Authority Letter etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email [vijay.sharma@vkscosecy.com](mailto:vijay.sharma@vkscosecy.com) with a copy marked to [evoting@karvy.com](mailto:evoting@karvy.com). The scanned image of the above mentioned documents should be in the naming format "**Corporate Name\_Event No.**"

B. In case of Members receiving physical copy of Notice [for Members whose email IDs are not registered with the Company/Depository Participants (s)]:

- i. E-Voting Event Number – XXXX (EVEN), User ID and Password as provided on the cover page of notice.
- ii. Please follow all steps from Sl. No. (i) to (xii) above to cast your vote by electronic means.



### Other Instructions

- I. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.karvy.com> (Karvy Website) or contact Mr. Srikrishna P, (Unit: Indraprastha Gas Limited) of Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032 or at [evoting@karvy.com](mailto:evoting@karvy.com) or phone no. 040 - 6716 2222 or call Karvy's toll free No. 1-800-34-54-001 for any further clarifications.
  - II. 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).
  - III. In case any person becomes member of the Company after dispatch of Notice of AGM and holds shares as on the cut-off date for e-voting i.e., September 21, 2017, he/she may obtain the User ID and Password in the manner as mentioned below :
    - i. If the mobile number of the member is registered against shares held in demat form, the member may send SMS: MYEPWD <space> DP ID Client ID to 9212993399  
Example for NSDL:  
MYEPWD <SPACE> IN12345612345678  
Example for CDSL:  
MYEPWD <SPACE> 1402345612345678
    - ii. If the mobile number of the member is registered against shares held in physical form the member may send SMS: MYEPWD <space> Event no. + Folio no. to 9212993399.  
  
Example for Physical:  
MYEPWD <SPACE> XXXX1234567890
  - iii. If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.karvy.com>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
  - iv. Member may call Karvy's toll free number 1800-3454-001.
  - v. Member may send an e-mail request to [evoting@karvy.com](mailto:evoting@karvy.com). However, Karvy shall endeavor to send User ID and Password to those new Members whose mail ids are available.
- h) Once the vote on a resolution is cast by a Member, the Member shall not be allowed to modify it subsequently. The Company shall also provide facility for voting through polling at the Meeting and members attending the meeting who have not already casted their vote by remote e-voting shall be able to exercise their right to vote at the AGM. A Member can opt for only single mode of voting i.e. through Remote e-voting or voting at the AGM. If a Member casts votes by both modes then voting done through Remote e-voting shall prevail and vote at the AGM shall be treated as invalid.
  - i) The Members who have casted 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.
  - j) The voting rights of the Members shall be in proportion to the paid-up value of their shares in the equity capital of the Company as on the cut-off date (i.e. the record date), being September 21, 2017. A person who is not a member as on the cut-off date should treat this notice for information purpose only.
  - k) The results shall be declared on or after the AGM. The results along with the Scrutinizer's Report, shall also be placed on the website of the Company ([www.iglonline.net](http://www.iglonline.net)) and on Karvy's website (<https://evoting.karvy.com>).

## **Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013**

### **Item No.4**

Shri Ramesh Srinivasan was nominated by Bharat Petroleum Corporation Limited as a Director of the Company. The Board of Directors appointed Shri Ramesh Srinivasan, as an Additional Director w.e.f. January 14, 2017.

As per the provisions of Section 161 of the Companies Act, 2013, he shall hold office upto the date of Annual General Meeting. The Company has received a notice under Section 160 of the Companies Act, 2013, from a member proposing his candidature for the Directorship of the Company.

His brief resume, the nature of his expertise in specific functional areas, names of companies in which he holds directorships, committee memberships/ chairmanships, his shareholding etc., are separately annexed hereto.

The Board of Directors recommends the resolution set out in item no. 4 for your approval.

Other than Shri Ramesh Srinivasan and his relatives none of the Directors, Key Managerial Personnel of the Company or their relatives are considered to be interested in the resolution.

### **Item No.5**

Shri Manoj Jain was nominated by GAIL (India) Limited as a Director of the Company. The Board of Directors appointed Shri Manoj Jain, as an Additional Director w.e.f. January 18, 2017.

As per the provisions of Section 161 of the Companies Act, 2013, he shall hold office upto the date of Annual General Meeting. The Company has received a notice under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the Directorship of the Company.

His brief resume, the nature of his expertise in specific functional areas, names of companies in which he holds directorships, committee memberships/ chairmanships, his shareholding etc., are separately annexed hereto.

The Board of Directors recommends the resolution set out in item no. 5 for your approval.

Other than Shri Manoj Jain and his relatives none of the Directors, Key Managerial Personnel of the Company or their relatives are considered to be interested in the resolution.

### **Item No.6**

Smt. Varsha Joshi, was nominated by Government of NCT of Delhi as a Director on the Board in place of Shri Vikram Dev Dutt. The Board of Directors appointed Smt. Varsha Joshi as an Additional Director w.e.f. June 1, 2017.

As per the provisions of Section 161 of the Companies Act, 2013, she shall hold office upto the date of Annual General Meeting. The Company has received a notice under Section 160 of the Companies Act, 2013, from a member proposing her candidature for the Directorship of the Company.

Her brief resume, the nature of her expertise in specific functional areas, names of companies in which she holds directorships, committee memberships/ chairmanships, her shareholding etc., are separately annexed hereto.

The Board of Directors recommends the resolution set out in item no. 6 for your approval.

Other than Smt. Varsha Joshi and her relatives none of the Directors, Key Managerial Personnel of the Company or their relatives are considered to be interested in the resolution.

### **Item No. 7**

The Board, on the recommendation of the Audit Committee, has approved the appointment M/s. Chandra Wadhwa & Co., New Delhi, Cost Accountants as the Cost Auditors of the Company for the financial year 2017-18. The remuneration proposed to be paid to the Cost Auditors, would be Rs. 2.25 lacs (Rupees Two Lacs Twenty Five Thousand only) plus out of pocket expenses with a cap of 10% of the fees, cost of travel (in case meetings to be attended by them takes place outside NCT of Delhi) on actuals and applicable taxes.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company.

Accordingly, the Board of Directors recommends the resolution set out at Item No. 7 for approval of the shareholders as Ordinary Resolution for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2018.





None of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested in the resolution.

#### **Item No. 8**

In terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), GAIL (India) Limited ('GAIL') is a related party of the Company. During the financial year 2016-17, the Company under a contract with GAIL (Nominee of Government of India) for NCT of Delhi, purchased APM gas amounting to Rs. 797.28 crores, at a price determined by Government of India, from time to time. The purchases under this contract exceed 10% of the annual turnover of the Company as per the last audited financial statement i.e. of financial year 2016-17. Pursuant to the Listing Regulations, the said transaction is a material related party transaction and thus, requires shareholders' approval by way of Ordinary Resolution.

None of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested in the resolution.

#### **Item No. 9**

In terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), GAIL (India) Limited ('GAIL') is a related party of the Company. During the financial year 2016-17, the Company under a contract with GAIL (Nominee of Government of India) for NCT of Delhi, purchased PMT gas amounting to Rs. 498.62 crores, at a price determined by Government of India, from time to time. The purchases under this contract exceed 10% of the annual turnover of the Company as per the last audited financial statement i.e. of financial year 2016-17. Pursuant to the Listing Regulations, the said transaction is a material related party transaction and thus, requires Shareholders' approval by way of Ordinary Resolution.

None of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested in the resolution.

#### **Item No. 10, 11 & 12**

As the members may be aware that the Company has registered a good growth in the last few years which has generated considerable interest of the investors in the shares of the Company resulting the market price of the Company increasing from approx. Rs.550 in June 2016 to

Rs. 1200 in July 2017. Small and retail investors may find it difficult to invest in the shares of the Company because of its high market price. Therefore, in order to improve the liquidity of the Company's shares in the stock market and to make it affordable to the small investors and for wider participation of public, it is proposed to sub-divide one equity share of the Company, having face value of 10 (Rupees Ten) each into 5 (Five) equity shares of having a face value of Rs. 2 (Rupees Two) each. The proposed sub-division of the shares requires amendment to the Memorandum of Association and Article 3 of the Articles of Association of the Company so as to reflect the revised face value of the equity share capital. Accordingly, Clause V of the Memorandum of Association and Article 3 of the Articles of Association are proposed to be amended as set out in Item Nos. 11 and 12 of the accompanying notice, respectively for reflecting the corresponding changes in the authorized share capital of the Company.

Accordingly, the approval of shareholders is required for (a) sub-division of equity shares of the Company by way of an ordinary resolution and (b) consequential amendment of the Capital Clause V of the Memorandum of Association and Article 3 of the Articles of Association of the Company by way of special resolutions in pursuance of the provisions of the Companies Act, 2013 and other applicable rules, regulations and laws. The proposed sub-division and consequential alteration of the Capital Clause of Memorandum of Association and Article 3 of the Articles of Association of the Company has been approved by the Directors in their Board meeting held on August 11, 2017.

The Board recommends the resolution as set out in Item No 10 of the accompanying notice for the approval of the members of the Company as an Ordinary Resolution and resolutions set out in Item Nos. 11 and 12 as Special Resolutions, respectively.

None of the Directors/ Key Managerial Personnel of the Company or their relatives is concerned or interested in the resolution except to the extent of their shareholding in the Company, if any.

By order of the Board

Place : New Delhi  
Date : August 11, 2017

sd/-  
(S. K. Jain)  
Company Secretary

**DETAILS OF DIRECTORS SEEKING APPOINTMENT IN ANNUAL GENERAL MEETING FIXED FOR SEPTEMBER 28, 2017**

<b>Name of the Director</b>	<b>Shri Ramesh Srinivasan</b>	<b>Shri Manoj Jain</b>	<b>Smt. Varsha Joshi</b>
<b>Date of Birth</b>	13.09.1958	19.08.1962	09.07.1971
<b>Date of Appointment/ Re-appointment</b>	14.01.2017	18.01.2017	01.06.2017
<b>Qualification</b>	B.Sc. (Honors), M.B.A.	Mechanical engineer, M.B.A.	Masters in physics and IAS
<b>Expertise in specific functional area</b>	He joined BPCL in the year 1980 & has the distinction of heading three major Business Units, viz, Retail, Lubes & LPG. He introduced concepts like Pure for Sure, branded fuel like "SPEED", and provided low cost Retail Automation. He was also instrumental in launch of In & Out convenience stores, loyalty program, involved in implementation of PAHAL, online booking for new LPG Connection (SAHA), conceptualizing & launching of "Project Nishchay etc. Presently, he is Director (Marketing) in BPCL.	He has vast experience of 32 years in GAIL (India) Limited in various functional areas. He had been chief operating officer of Brahmaputra Cracker and Polymer Ltd. Presently, he is Executive Director (Marketing-Gas) in GAIL (India) Limited.	She is presently serving as Secretary Power, as well as Secretary Transport, with the Government of NCT Delhi.
<b>List of other Companies in which Directorship held</b>	<ol style="list-style-type: none"> <li>1. Bharat Petroleum Corporation Limited</li> <li>2. Bharat Stars Services Pvt. Ltd.</li> <li>3. Bharat Stars Services (Delhi) Pvt. Ltd.</li> <li>4. Matrix Bharat Pte. Ltd.</li> </ol>	<ol style="list-style-type: none"> <li>1. Central U.P. Gas Limited</li> <li>2. Gail Global Singapore Pte. Ltd.</li> </ol>	<ol style="list-style-type: none"> <li>1. Yamuna Coal Company Private Limited</li> <li>2. Indraprastha Energy &amp; Waste Management Company Limited</li> <li>3. Delhi Power Company Limited</li> <li>4. Delhi Transco Limited</li> <li>5. Indraprastha Power Generation Company Limited</li> <li>6. Delhi Integrated Multi Modal Transit System Limited.</li> <li>7. Delhi Tourism and Transportation Development Corporation Limited</li> <li>8. Delhi Metro Rail Corporation Limited</li> <li>9. Pragati Power Corporation Limited</li> </ol>
<b>Chairman/ Member of the Committee of Board of Directors of other Companies</b>	Nil	Nil	Nil
<b>Shareholding in the Company</b>	Nil	Nil	Nil
<b>Relationship with other Directors</b>	No	No	No



**INDRAPRASTHA GAS LIMITED**

Regd. office: IGL Bhawan, Plot No. 4, Community Centre, Sector – 9, R.K. Puram, New Delhi-110022  
CIN: L23201DL1998PLC097614, Website: www.iglonline.net  
Email: investors@igl.co.in, Tel No.: 011-46074607, Fax No.: 011-26171863

**Attendance Form**

Member(s) or his/her/their proxy (ies) are requested to present this form for admission, duly signed in accordance with his/her/their specimen signature(s) registered with the Company.

Name: \_\_\_\_\_ Client ID \_\_\_\_\_ No. of Shares \_\_\_\_\_

Folio No. \_\_\_\_\_ DPID.No. \_\_\_\_\_

I hereby record my presence at the 18th ANNUAL GENERAL MEETING of Indraprastha Gas Limited to be held on Thursday, September 28, 2017, at 11.30 a.m. at Manekshaw Centre, Parade Road, Delhi Cantonment, New Delhi-110010, or any adjournment thereof.

Please ✓ in the box. Member  Proxy

\_\_\_\_\_  
Name of the Proxy in Block Letters

\_\_\_\_\_  
Member's Signature

\_\_\_\_\_  
Proxy's Signature



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**PROXY FORM - MGT - 11**

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014)

Name of the Member(s):.....

Registered Address:.....

E-mail Id: .....

Folio No / Client Id: ..... DP ID: .....

I / We, being the member(s) of \_\_\_\_\_ shares of the above mentioned Company, hereby appoint

1. Name:..... E-mail Id: .....

Address:.....

Signature: ....., or failing him/her.

2. Name:..... E-mail Id: .....

Address:.....

Signature: ....., or failing him/her.

3. Name:..... E-mail Id: .....

Address:.....

Signature: .....,

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the **Eighteenth Annual General Meeting of the Company to be held on the September 28, 2017 at 11.30 a.m.** at Manekshaw Centre, Parade Road, Delhi Cantonment, New Delhi-110010 and at any adjournment thereof, in respect of such resolutions as are indicated below:

<b>Resolution No.</b>	<b>Resolutions</b>
1.	To receive, consider and adopt (a) the Audited Financial Statements of the Company for the financial year ended 31st March, 2017 (b) the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2017; and the Reports of the Board of Directors and the Statutory Auditors and the comments of the Comptroller & Auditor General of India thereon.
2.	To confirm the payment of Interim Dividend on equity shares and to declare a Final Dividend on equity shares for the Financial Year ended 31st March, 2017.
3.	Approval of remuneration payable to Statutory Auditors of the Company.
4.	Appointment of Shri Ramesh Srinivasan as a Director of the Company.
5.	Appointment of Shri Manoj Jain as a Director of the Company.
6.	Appointment of Smt. Varsha Joshi as a Director of the Company.
7.	Ratification of the remuneration payable to Cost Auditors of the Company for the financial year ending 31st March, 2018.
8.	Approval of material Related Party Transactions under a contract entered with GAIL (India) Limited.
9.	Approval of material Related Party Transactions under a contract entered with GAIL (India) Limited.
10.	Approval of Sub-division of Shares.
11.	Approval of amendment of in Clause V of Memorandum of Association of the Company.
12.	Approval of amendment of Article 3 of Articles of Association of the Company.

Signed this ..... day of ....., 2017

\_\_\_\_\_  
Signature of Shareholder (s)

\_\_\_\_\_  
Signature of Proxy Holder (s)

Revenue  
Stamp  
of Re. 1

**Notes:**

- This form of proxy in order to be effective should be duly completed and deposited at the registered office of the Company not less than 48 hours before the commencement of the meeting.**
- A Proxy need not be a member of the Company.**