



## 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

## POSTAL BALLOT NOTICE

Dear Members,

Pursuant to the provisions of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and other applicable laws, rules and regulations, Indraprastha Gas Limited (the 'Company') hereby seeks your approval by way of special resolution through postal ballot / e-voting in respect of the following special business.

Detailed explanatory statement setting out the material facts concerning resolution and instructions for e-voting is annexed to the notice of postal ballot / e-voting (the '**Notice**').

### **SPECIAL BUSINESS:**

**1. Increase in the aggregate limit of investment by Foreign Institutional Investors and their sub-accounts/ Registered Foreign Portfolio Investors in the equity share capital of the Company under the Portfolio/Foreign Portfolio Investment Scheme and in this regard to consider and, if thought fit, to pass, the following resolution as a Special Resolution:**

**"RESOLVED THAT** pursuant to the applicable provisions of the Foreign Exchange Management Act, 1999, the Companies Act, 2013, to the extent applicable, the Consolidated Foreign Direct Investment Policy Circular of 2016 ("**Consolidated FDI Policy**"), as amended, the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended and all other applicable laws, rules, regulations, guidelines and subject to the approvals, consents and permissions of the Government of India, the Reserve Bank of India ("**RBI**") and any other appropriate authorities, institutions or bodies as may be necessary and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of the abovementioned concerned authorities while granting such approvals, permissions and sanctions and the like, which may be agreed to by the Board of Directors of the Company including any committee which the Board has constituted or will constitute (the "**Board**") to exercise its powers including the power conferred by any resolution, the consent, authority and approval of the members be and is hereby accorded to the Company to permit Foreign Institutional Investors ("**FIIs**") or Registered Foreign Portfolio Investors ("**RFPIs**") registered with the Securities and Exchange Board of India ("**SEBI**") in terms of Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, to purchase or acquire, on their own account and/or on behalf of their SEBI approved sub-accounts, equity shares of the Company, on the recognized stock exchange or in any other manner, subject to the condition that the aggregate holding of the FIIs/RFPIs shall not exceed 30% of the paid up equity share capital of the Company, provided however that (i) the total shareholding of each FII/ SEBI approved sub-account of FII and (ii) the total equity shareholding of each RFPI shall not exceed 10% (ten per cent) or such other limit as may be stipulated by Reserve Bank of India in each case, from time to time.

**FURTHER RESOLVED THAT** for the purposes of giving effect to the above resolution, the Board of Directors of the Company, be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, deem necessary, expedient, usual or proper to be in the best interest of the Company, including to delegate such authority to the Company Secretary or any other officer, in accordance with the statutory requirements as may be applicable from time to time, without requiring to seek any further consent or approval of the Members."

By Order of the Board  
sd/-  
(S. K. Jain)  
Company Secretary

Place: New Delhi

Date: April 27, 2017

## NOTES

### A. GENERAL INFORMATION

1. Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 in respect of Special Resolution to be passed through Postal Ballot/E-voting is annexed hereto for your consideration.
2. The Postal Ballot Notice is being sent to all the Members, whose names appear in the Register of Members/List of Beneficial Owners, as on the close of working hours on Friday, 05th May, 2017 ("**Cut Off Date**"), as received from the National Securities Depository Limited ("**NSDL**") and Central Depository Services (India) Limited ("**CDSL**"). Postal Ballot Notice shall also be placed on the website of the Company <http://www.iglonline.net>.
3. The Postal Ballot Notice is being sent to Members in electronic form to the email addresses registered with their Depository Participants (in case of electronic shareholding)/the Company's registrar and share transfer agent (in case of physical shareholding). For Members whose email IDs are not registered, physical copies of the Postal Ballot Notice are being sent by permitted mode along with a postage-prepaid self-addressed Business Reply Envelope.
4. Members whose names appear on the Register of Members/List of Beneficial Owners as on the Cut-off Date i.e. Friday, 05th May, 2017 will be considered for the purpose of voting. A person who is not a Member as on the relevant date should treat this notice for information purposes only.
5. The postal ballot period commences on **Monday, 15<sup>th</sup> May, 2017 (09:00 hours IST) and ends on Tuesday, 13<sup>th</sup> June, 2017 (17:30 hours IST)**
6. Voting rights in the postal ballot/e-voting cannot be exercised by a proxy. However, corporate and institutional members shall be entitled to vote through their authorised representatives. Corporate and institutional members are requested to provide a proof of authorisation (board resolution/authority letter/power of attorney etc.) in favour of their authorised representatives to the scrutiniser.
7. In case a Member is desirous of obtaining a printed Postal Ballot Form or a duplicate, he or she may send an email to [investors@igl.co.in](mailto:investors@igl.co.in) or contact the Company or Karvy Computershare Private Limited, the registrar and share transfer agent of the Company. The registrar and share transfer agent / Company shall forward the same along with postage-prepaid self-addressed Business Reply Envelope to the Member.
8. The Address for correspondence shall be as follows:
  - (a) Registered office of the Company: Indraprastha Gas Limited, IGL Bhawan, Plot No.4, Community Centre Sector-9, R. K. Puram, New Delhi, 110022, Email: [investors@igl.co.in](mailto:investors@igl.co.in), Tel No.: 011-46074607, Fax No.: 011-26171863
  - (b) Registrar & Transfer Agents: Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot No 31 & 32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad, Andhra Pradesh – 500 032; Email: [einward.ris@karvy.com](mailto:einward.ris@karvy.com); Tel No.: 040-67162222; Fax No.: 040-23001153.
9. The Board of Directors (Board) has appointed Mr. V. K. Sharma of M/s. V. K. Sharma & Co., Company Secretaries, Noida,(C.P. No.: 2019) as the Scrutinizer for conducting the postal ballot / e-voting process in a fair and transparent manner.
10. The Scrutinizer will submit his report to Chairman or in his absence to the Managing Director/Director (Commercial) of the Company, after completion of scrutiny of Postal Ballot (including e-voting). The results of the Postal Ballot will be announced on Thursday, 15th June, 2017 at the registered office of the Company on or before 5:00 PM, and will be displayed at the registered office of the Company and communicated to the Stock Exchanges i.e. BSE Limited (the "**BSE**") and National Stock Exchange of India Limited (the "**NSE**") where the equity shares of the Company are listed. The results of the Postal Ballot will also be displayed on the Company's website i.e. <http://www.iglonline.net> and on the website of the e-voting agency i.e. M/s. Karvy Computershare Private Limited i.e. <https://evoting.karvy.com>.
11. The Scrutinizer's decision on the validity of a postal ballot/e-voting will be final.
12. Resolutions passed by Members with requisite majority, through postal ballot shall be deemed to have been passed at a General Meeting of Members convened on that behalf.
13. Members may either vote through the physical Postal Ballot or through e-voting. However, it may be noted that Members can opt for only one mode of voting, i.e., either by physical ballot or e-voting. In case a Member cast its votes through both the modes, votes cast through e-voting shall be treated as valid and votes cast through physical Postal Ballot Forms will be treated as invalid. The process of postal ballot and e-voting is provided below in para B and C.

### B. PROCESS OF VOTING THROUGH POSTAL BALLOT

Members wishing to exercise their vote by physical Postal Ballot are requested to carefully read the instructions printed on the Postal Ballot Form and return the Form duly completed and signed, in the enclosed self-addressed Business Reply Envelope to the Scrutinizer, so that it reaches the Scrutinizer not later than the close of working hours (i.e. 17:30 hours IST) on Tuesday, 13th June, 2017. The postage will be borne by the Company. However, envelopes containing

postal ballots, if sent by courier or registered / speed post at the expense of the Members will also be accepted. **Postal Ballot Forms received after 17:30 hours IST on Tuesday, 13th June, 2017 shall be deemed invalid.**

### **C. PROCESS OF VOTING THROUGH ELECTRONIC MEANS**

In compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, and Section 108, 110 and other applicable provisions of the Companies Act, 2013 read with the related Rules, the Company is pleased to provide e-voting facility to all its Members, to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot Form by post. The Company has engaged the services of Karvy Computershare Private Limited (Karvy) for the purpose of providing e-voting facility to all its Members. The process and manner of e-voting are as follows:

#### *(a) In case of members receiving the Postal Ballot Form by e-mail:*

- 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 minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (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 e-voting Event Number of Indraprastha Gas Limited
- vii. On the voting page, enter the number of shares (which represents number of votes) as on the cut-off date under "FOR / AGAINST" or alternatively, you may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR / AGAINST" taken together should not exceed your total shareholding as mentioned overleaf. You may also choose the option "ABSTAIN" and the shares held will not be counted under either head. Option "FOR" implies assent to resolution and "AGAINST" implies dissent to resolution.
- viii. Members holding multiple folios / demat accounts shall choose the voting process separately for each of the folios / 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 any appropriate option and click on "Submit".
- xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, 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 / JPG Format) of the board resolution / authority letter etc. together with attested specimen signature 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). They may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format "Corporate Name\_EVENT No."
- xiii. Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently.

#### *(b) In case of members receiving the Postal Ballot Form by post:*

- i. User ID and Initial password is provided at the bottom of the Postal Ballot Form.
- ii. Please follow the steps from C (a) (i) to (xiii), to cast your vote.

#### *(c) 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. G. Ramesh Desai, (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.

- (d) 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).
- (e) The period for e-voting starts on Monday, 15th May, 2017 (09:00 hours IST) and ends on Tuesday, 13th June, 2017 (17:30 hours IST)

## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT 2013 FORMING PART OF THE NOTICE**

### **1. Increase in the aggregate limit of investment by Foreign Institutional Investors and their sub-accounts/ Registered Foreign Portfolio Investors in the equity share capital of the Company under the Portfolio/Foreign Portfolio Investment Scheme**

Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000 (“**FEMA Regulations**”) and the Consolidated FDI Policy Circular of 2016 effective from June 07, 2016 issued by the Department of Industrial Policy and Promotion (“**FDI Policy**”), inter alia, limits the total holding by each Foreign Institutional Investors (FIIs) (together with their sub-accounts) and of each Registered Foreign Portfolio Investors (RFPIs) to 10% of the paid-up equity capital or paid-up value of each series of convertible debentures of a company (“Paid-up Equity Capital”) and the aggregate limit for FII/RFPI (together with their sub-accounts) investment to 24% of the Paid-up Equity Capital of a company (“**Aggregate Limit**”). This Aggregate Limit of 24% can be increased to the sectoral cap/statutory ceiling, as applicable, by the Indian company concerned through a resolution by its Board of Directors followed by a special resolution to that effect by its General Body and subject to prior intimation to the Reserve Bank of India (“**RBI**”).

As of 31st March 2017, the aggregate holding of FIIs/RFPIs in the Company was approximately 24.75% of Paid-up Equity Capital of the Company and the same has shown an increasing trend. Larger investment by FIIs and RFPIs in a Company is a sign of strong fundamentals of the Company which improves marketability and facilitates better price discovery of the Company's shares which in turn would enhance shareholders' value. Accordingly, to create more headroom for FIIs/ RFPIs to invest in the equity of the Company and with an objective of increasing the trust and confidence of the stakeholders in the Company resulting in enhancing the shareholders' value in the Company, the Board at its meeting held on April 27, 2017 has approved and recommended the proposal for increasing the Aggregate Limit of FIIs/RFPIs holding in the Paid-up Equity Capital of the Company from 24% to 30% of Paid-up Equity Capital of the Company.

In the opinion of the Board, the proposal for aforesaid increase in the investment limit of FIIs and RFPI's in the Paid-up Equity Capital of the Company is in the interest of the Company and its Members. The Directors, therefore, recommend passing of the Special Resolution as set out in the accompanying Postal Ballot Notice.

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

By Order of the Board  
sd/-  
(S. K. Jain)  
Company Secretary

Place: New Delhi

Date: April 27, 2017