



## 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 17<sup>th</sup> 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 29<sup>th</sup> September, 2016, at 11.30 A.M. to transact the following business: -

#### ORDINARY BUSINESS

1. To consider and adopt the audited financial Statements for the financial year ended March 31, 2016 and the reports of the Board of Directors and Auditors thereon and the audited consolidated financial Statements for the financial year ended March 31, 2016 and the reports of Auditors thereon.
2. To declare a dividend on equity shares.
3. To appoint a Director in place of Shri M. Ravindran (DIN: 02309551), who retires by rotation and being eligible, offers himself for re-appointment.
4. 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 2016-2017.”

#### SPECIAL BUSINESS

5. 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 Sections 196, 197 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder and Article 121 (A) (iii) of the Articles of Association of the Company, approval be and is hereby accorded, to the appointment of Shri Narendra Kumar (DIN: 06571708) as Managing Director of the Company on whole-time basis with effect from April 18, 2016 to May 31, 2016 on the terms and conditions of appointment including remuneration forwarded by GAIL (India) Limited vide its letter no. 22/02/53/1555/2016 dated May 5, 2016, with the liberty to the Board of Directors to alter and vary the terms and conditions, as the Board of Directors may consider necessary and as may be agreed to by Shri Narendra Kumar / GAIL.

FURTHER RESOLVED THAT the Company shall provide all such facilities to Shri Narendra Kumar as may be necessary for his smooth functioning as Managing Director and reimburse such expenses as are incurred by Shri Narendra Kumar in carrying out the responsibilities of Managing Director.

FURTHER RESOLVED THAT Shri Narendra Kumar shall not be liable to retire by rotation nor shall be reckoned for determining the number of Directors liable to retire by rotation, till the time he holds the office as Managing Director of the Company.”

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

“RESOLVED THAT Shri E.S. Ranganathan (DIN: 07417640), 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, not 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 Sections 196, 197 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder and Article 121 (A) (iii) of the Articles of Association of the Company, approval be and is hereby accorded, to the appointment of Shri E.S. Ranganathan (DIN: 07417640) as Managing Director of the Company on whole-time basis with effect from June 1, 2016 to May 31, 2019 on the terms and conditions of appointment including remuneration forwarded by GAIL (India) Limited vide its letter nos. GAIL/CO/TRF/06/2016 dated June 2, 2016 and 22/02/53/2054/2016 (Revised) dated June 9, 2016 with the liberty to the Board of Directors to alter and vary the terms and conditions, as the Board of Directors may consider necessary and as may be agreed to by Shri E.S. Ranganathan / GAIL.

FURTHER RESOLVED THAT the Company shall provide all such facilities to Shri E.S. Ranganathan as may be necessary for his smooth functioning as Managing Director and reimburse such expenses as are incurred by Shri E.S. Ranganathan in carrying out the responsibilities of Managing Director.

FURTHER RESOLVED THAT Shri E.S. Ranganathan shall not be liable to retire by rotation nor shall be reckoned for determining the number of Directors liable to retire by rotation, till the time he holds the office as Managing Director of the Company.”

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 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, 2017, 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.”

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 APM gas for NCT of Delhi, at a price determined by Government of India from time to time, amounting to Rs. 1010.88 crores, with its related party i.e. GAIL (India) Limited (Nominee of Government of India), during the period April 1, 2015 to March 31, 2016.

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 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. 429.09 crores, with its related party i.e. GAIL (India) Limited (Nominee of Government of India), during the period April 1, 2015 to March 31, 2016.

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.”

11. To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as a Special Resolution:-

“RESOLVED THAT the consent of the Company be and is hereby accorded to the Board of Directors of the Company under Section 180(1) (c) and other applicable provisions, if any, of the Companies Act, 2013 and rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), to borrow by way of loan/debentures (whether secured or unsecured)/bonds/deposits/fund based or non-fund based limits/guarantees from time to time at their discretion, for the purpose of business of the Company, notwithstanding that the money or moneys to be borrowed together with moneys already borrowed by the Company, apart from temporary loans obtained from the Company’s bankers in the ordinary course of business, may exceed the aggregate of the paid up share capital and free reserves of the Company, provided however, that the total amount so borrowed shall not exceed Rs. 40,00,00,00,000/- (Rupees Four thousand crores only).”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper or desirable and



to settle any question, difficulty, doubt that may arise in respect of the borrowing(s) aforesaid and further to do all acts, deeds matters and things and to execute all documents, writings as may be necessary, proper or desirable or expedient to give effect to this resolution.”

12. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:-

“RESOLVED THAT the consent of the Company be and is hereby accorded to the Board of Directors of the Company under Section 180(1) (a) and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), to mortgage and/or create charge on all the immovable and movable properties or such assets of the Company wherever situated, present and future and/or with power to enter upon and take possession of the assets of the Company in certain events on such terms and conditions and at such time or times and in such form or manner as it may think fit, to or in favour of Financial Institutions/Banks/Lenders/any other investing agencies and Trustees for the Debenture holders/ bonds/ other financial instruments which may be issued/proposed to be issued, for an aggregate nominal value not exceeding Rs. 40,00,00,00,000/- (Rupees Four thousand crores only) to secure the Term Loans/ Debentures/ bonds/fund based or non-fund based limits/guarantees/other financial instruments/borrowings together with interest, costs, charges, expenses, and other monies including premium payable in this connection in terms of the agreement to be entered into between the Company and Financial Institutions/Banks/ Lenders/any other investing agencies and Trustees for the Debenture holders/ bonds/other financial instruments, such security to rank pari- passu with, or second or subservient to, the mortgages and/or charges already created or to be created by the Company or in such manner as may be agreed to between the concerned parties and as may be thought expedient by the Board.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of creating mortgage/charge as aforesaid and further to do all acts, deeds matters and things and to execute all documents, writings as may be necessary, proper or desirable or expedient to give effect to this resolution.”

By Order of the Board

sd/-

(S. K. Jain)

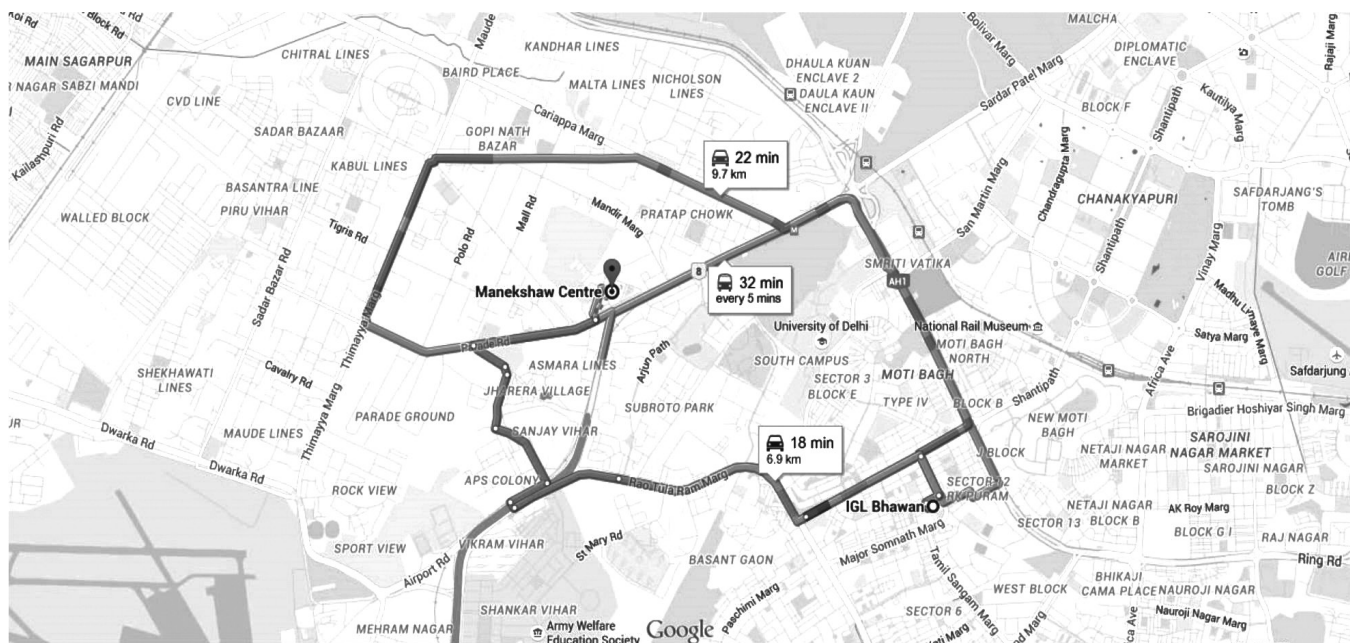
Company Secretary

Place: New Delhi  
Date : August 22, 2016



## 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, 2016 to September 29, 2016 (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, 2016.
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. 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.
15. In exercise of powers conferred by Section 139 of the Companies Act, 2013, the Comptroller and Auditor General of India vide its letter dated August 12, 2016, has appointed M/s Walker Chandio & Co LLP, Chartered Accountants as Statutory Auditors of the Company for the financial year 2016-17. M/s. Deloitte Haskins & Sells, Chartered Accountants, present Statutory Auditors of the Company will retire at the ensuing Annual General Meeting of the Company.
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 26, 2016 and will end at 5.00 p.m. on September 28, 2016.
  - f) The cut-off date (i.e. the record date) for the purpose of remote e-voting or poll is September 22, 2016. 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 22, 2016 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 22, 2016, 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 endeavour 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 22, 2016. 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. 5

In terms of Article 121 A (iii) of the Articles of Association of the Company, Shri Narendra Kumar was nominated by GAIL (India) Limited (GAIL) as Managing Director w.e.f. April 18, 2013 for a period of three years. Accordingly, Board of Directors appointed Shri Narendra Kumar as Managing Director on the terms & conditions of appointment including remuneration forwarded by GAIL vide its letter nos. GAIL/CO/ TRF/04/2013 dated April 16, 2013 and 22/02/53/1555/2013 dated April 17, 2013.

At 14<sup>th</sup> AGM of the Company held in the year 2013, Shareholders approval was accorded for the appointment of Shri Narendra Kumar as Managing Director w.e.f. April 18, 2013 for a period of three years i.e. till April 17, 2016.

GAIL further extended the tenure of Shri Narendra Kumar as Managing Director w.e.f. April 18, 2016 to May 31, 2016. Accordingly, Board of Directors extended tenure of Shri Narendra Kumar as Managing Director on the terms & conditions of appointment including remuneration forwarded by GAIL vide its letter no. 22/02/53/1555/2016 dated May 5, 2016.

Major terms & conditions of his appointment as Managing Director are as under:

I. Shri Narendra Kumar shall have the power of general conduct and management of the business and affairs of the Company.

II. Salary:

Shri Narendra Kumar shall draw his salary and benefits as per his service conditions from GAIL and in respect of which all expenses including contributions towards Provident Fund, Pension and Gratuity shall be reimbursed to GAIL by the Company as stated more particularly herein under:

Pay Scale : Rs. 62,000 – 80,000/-

PARTICULARS	Rs./ MONTH
Basic Pay	80,000
Variable DA (112.4% w.e.f. 01.01.2016)	92,381
PP Stagnation	2,190
Perks & allowances	40,273
Secondment Allowance	8,000

Variable DA : VDA is subject to change every quarter.

Housing : Shri Narendra Kumar is entitled for accommodation as per the rules of GAIL.

Company Car & Telephone : Car and Telephone to be provided by the Company or reimbursement to be made as per his entitlement.

Other Benefits : Shri Narendra Kumar is also entitled to reimbursement of cost of spectacles and medical reimbursement for self and dependent family members, briefcase, newspaper reimbursement, leave encashment etc. as per GAIL Rules, which will be borne by the Company. In addition he is entitled for incentive under Performance Related Pay (PRP) as per GAIL rules.

Pension and other superannuation benefits : Shri Narendra Kumar remains on the rolls of GAIL and therefore shall be governed by the Rules and Regulations of GAIL in respect of superannuation benefit fund.

His brief resume, the nature of his expertise in specific functional areas, names of companies in which he hold directorship, 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 Narendra Kumar 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 Nos. 6&7

The Board of Directors appointed Shri E.S. Ranganathan (DIN: 07417640), as an Additional Director w.e.f. June 1, 2016. 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.

In terms of Article 121 A (iii) of the Articles of Association of the Company, Shri E.S. Ranganathan was nominated by GAIL (India) Limited (GAIL) as Managing Director w.e.f. June 1, 2016 for a period of three years on the terms & conditions of appointment including remuneration forwarded by GAIL vide its letter nos. GAIL/CO/ TRF/06/2016 dated June 2, 2016 and 22/02/53/2054/2016(Revised) dated June 9, 2016. Accordingly, Board of Directors appointed Shri E.S. Ranganathan as Managing Director.

Major terms & conditions of his appointment as Managing Director are as under:

I. Shri E.S. Ranganathan shall have the power of general conduct and management of the business and affairs of the Company.

II. Salary:

Shri E.S. Ranganathan shall draw his salary and benefits as per his service conditions from GAIL and in respect of which all expenses including contributions towards Provident Fund, Pension and Gratuity shall be reimbursed to GAIL by the Company as stated more particularly herein under:

Pay Scale : Rs. 62,000 – 80,000/-

PARTICULARS	Rs./ MONTH
Basic Pay	79,780
Variable DA (112.4% w.e.f. 01.04.2016)	94,596
PP Stagnation	4,380
Perks & allowances	41,238
Secondment Allowance	8,000
HRA @ 30% of Basic + PP Stagnation	25,248

Variable DA : VDA is subject to change every quarter.

Housing : Shri E.S. Ranganathan is drawing HRA.

Company Car & Telephone : Car and Telephone to be provided by the Company or reimbursement to be made as per his entitlement.

Other Benefits : Shri E.S. Ranganathan is also entitled to reimbursement of cost of spectacles and medical reimbursement for self and dependent family members, briefcase, newspaper reimbursement, leave encashment etc. as per GAIL Rules, which will be borne by the Company. In addition he is entitled for incentive under Performance Related Pay (PRP) as per GAIL rules.

Pension and other superannuation benefits : Shri E.S. Ranganathan remains on the rolls of GAIL and therefore shall be governed by the Rules and Regulations of GAIL in respect of superannuation benefit fund.

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

The Board of Directors recommends the resolutions set out in item no. 6&7 for your approval.

Other than Shri E.S. Ranganathan and his relatives none of the Directors, Key Managerial Personnel of the Company or their relatives are considered to be interested in the resolutions.



## **Item No. 8**

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 Auditor of the Company for the financial year 2016-17. The remuneration proposed to be paid to the Cost Auditors, would be Rs. 2,25,000 (Rupees two lakh twenty five thousand only) plus out of pocket expenses with a cap of 10% of the fees, cost of travel (in case meeting 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. 8 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, 2017.

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 2015-16, the Company under a contract with GAIL (Nominee of Government of India) for NCT of Delhi, purchased APM gas amounting to Rs. 1010.88 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 2015-16. Pursuant to the Listing Regulations, the said transaction is a material related party transaction and thus, requires Shareholders' approval by way of Ordinary Resolution.

Except Shri M. Ravindran none of the Directors, Key Managerial Personnel (KMP) and any relative of the Directors of the Company is in any way, concerned or interested in passing of the said resolution as set out in resolution at item no. 9 except to the extent of their shareholding in both the companies, if any.

## **Item No. 10**

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 2015-16, the Company under a contract with GAIL (Nominee of Government of India) for NCT of Delhi, purchased PMT gas amounting to Rs. 429.09 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 2015-16. Pursuant to the Listing Regulations, the said transaction is a material related party transaction and thus, requires Shareholders' approval by way of Ordinary Resolution.

Except Shri M. Ravindran none of the Directors, Key Managerial Personnel (KMP) and any relative of the Directors of the Company is in any way, concerned or interested in passing of the said resolution as set out in resolution at item no. 10 except to the extent of their shareholding in both the companies, if any.

## **Item No. 11**

In terms of the provisions of section 180(1) (c) of the Companies Act, 2013, the consent of the members by a special resolution is necessary to borrow moneys in excess of the aggregate of the paid up share capital and free reserves of the Company, apart from temporary loans obtained from the Company's bankers in the ordinary course of business.

The Company may require fund based limits for borrowing money from Banks/other financial institutions for capital expenditure in existing/new cities as well as for working capital requirement for running day to day activities. Non fund based limits are required to issue bank guarantees/performance bank guarantees to various authorities like PNGRB for Performance bonds, creditors for gas such as GAIL, BPCL etc.

Presently, the Company is not utilizing any fund based limit as the entire loan taken earlier has already been repaid. However, the Company is using non-fund based limit for opening of letter of credits/bank guarantees. Your Company is participating in bids invited from PNGRB for development of City Gas Distribution network in cities. The Bid bonds and the performance bonds shall be required for these cities in case IGL becomes the successful bidder. Recently IGL participated in the 6<sup>th</sup> round of PNGRB bidding and has received letter of intent from PNGRB for grant of authorization for development of CGD network in the Geographical Area of Rewari District of Haryana.



As required by provisions of section 180(1) (c) of the Companies Act, 2013 and keeping in view the Company's business requirements and its growth plans, it is considered desirable to keep the said limit to Rs. 4000 crores (Rupees four thousand crores only).

Accordingly, the Board of Directors recommend the resolution set out at Item No. 11 for your approval by way of a special 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. 12**

In terms of the provisions of Section 180(1) (a) of the Companies Act, 2013, the consent of the members by a special resolution is necessary to lease or otherwise dispose off the whole or substantially the whole of the undertaking of the Company or where the Company owns more than one undertaking the whole or substantially the whole of any such undertakings. Since mortgaging by the Company of its movable or immovable properties in favour of various Financial Institutions/ Banks/Lenders/any other investing agencies and Trustees for availing Term Loans/Debentures/bonds/fund based or non-fund based limits/guarantees/ other financial instruments/borrowings is regarded as disposal of the Company's properties/ undertakings, it is necessary for the members to pass the resolution under Section 180 (1) (a) of the Companies Act, 2013 by way of special resolution.

As required by provisions of section 180 (1) (a) of the Companies Act, 2013 and keeping in view the Company's business requirements and its growth plans, it is considered desirable to keep the said limit to Rs. 4000 crores (Rupees four thousand crores only) in line with borrowings powers envisaged for the Board.

Accordingly, the Board of Directors recommend the resolution set out at Item No. 12 for your approval by way of a special resolution.

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

By Order of the Board

sd/-

(S. K. Jain)

Company Secretary

Place: New Delhi

Date : August 22, 2016



## DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT IN ANNUAL GENERAL MEETING FIXED FOR SEPTEMBER 29, 2016

Name of the Director	Shri M. Ravindran	Shri Narendra Kumar	Shri E.S. Ranganathan
Date of Birth	28.01.1957	02.10.1958	30.05.1963
Date of Appointment/Re-appointment	14.01.2015	18.04.2016	01.06.2016
Qualification	Mechanical Engineer and Post Graduate in Management	Electrical Engineer	Instrumentation & Control Engineer and Post graduate in Management (specialization in Marketing)
Expertise in specific functional area	He has rich and diverse experience in the Fertilizer and Oil & Gas industries, particularly in gas transmission, petrochemicals and City Gas Distribution sectors.	He has rich and diverse experience in fertilizers, hydrocarbon industry and City Gas Distribution sectors.	He has rich and vast experience of pipeline project execution, Operation & Maintenance of Natural Gas pipelines and compressor stations.
List of other Companies in which Directorship held	1. GAIL (India) Limited 2. ONGC Petro Additions Limited 3. Bhagyanagar Gas Limited 4. Green Gas Limited 5. GAIL Global (USA) Inc. 6. GAIL Global (USA) LNG LLC	Nil	Maharashtra Natural Gas Ltd.
Chairman/ Member of the Committee of Board of Directors of other Companies	Audit Committee GAIL (India) Limited – Member Stakeholders Relationship Committee GAIL (India) Limited – Member	Nil	NIL
Shareholding in the Company	NIL	NIL	100 Equity shares
Relationship with other Directors	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 17th ANNUAL GENERAL MEETING of Indraprastha Gas Limited to be held on Thursday, the September 29, 2016, 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



**INDRAPRASTHA GAS LIMITED**

Regd. office: IGL Bhawan, Plot No. 4, Community Centre, Sector – 9, R.K. Puram, New Delhi-110022  
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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:.....  
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 **Seventeenth Annual General Meeting of the Company to be held on the 29th day of September 2016 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:



Resolution No.	Resolutions
1.	To consider and adopt the audited financial statements for FY ended 31.03.2016, the Reports of the Board of Directors and Auditors thereon and the audited consolidated financial Statements for FY ended 31.03.2016 and the reports of Auditors thereon
2.	To declare a dividend on equity shares.
3.	To appoint a Director in place of Shri M. Ravindran, who retires by rotation and being eligible, offers himself for re-appointment.
4.	Approval of remuneration payable to Statutory Auditors of the Company.
5.	Appointment of Shri Narendra Kumar as Managing Director and approval of his remuneration.
6.	Appointment of Shri E.S. Ranganathan as a Director of the Company, not liable to retire by rotation.
7.	Appointment of Shri E.S. Ranganathan as Managing Director and approval of his remuneration.
8.	Ratification of the remuneration payable to Cost Auditors of the Company for the financial year ending 31st March, 2017.
9.	Approval of material Related Party Transactions under a contract entered with GAIL (India) Limited.
10.	Approval of material Related Party Transactions under a contract entered with GAIL (India) Limited.
11.	Authority to the Board of Directors u/s 180(1) (c) of the Companies Act, 2013 to borrow money(s) for business purposes of the Company for an amount up to Rs. 4000 crores.
12.	Authority to the Board of Directors u/s 180(1) (a) of the Companies Act, 2013 to mortgage and/or create charge on assets of the Company for an amount up to Rs. 4000 crores.

Signed this ..... day of ....., 2016

Signature of Shareholder (s)

Signature of Proxy Holder (s)

Revenue  
Stamp of  
Re 1

**Notes:**

1. 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.
2. A Proxy need not be a member of the Company.



